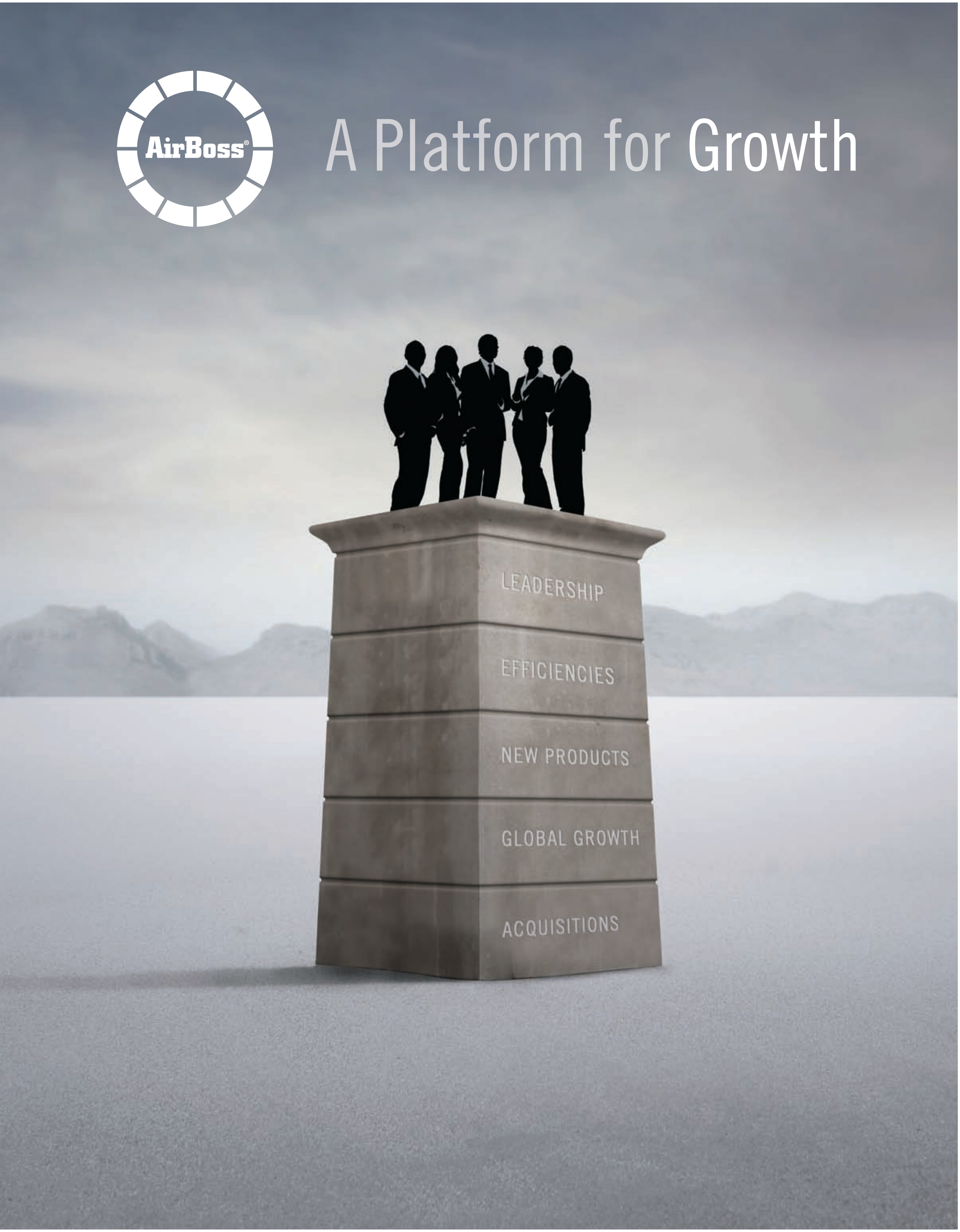
A Platform for Growth



AIRBOSS OF AMERICA ANNUAL REPORT 2013

Corporate Profile

AirBoss is a portfolio of complementary businesses using compounding technology and engineering expertise to create value for its customers.

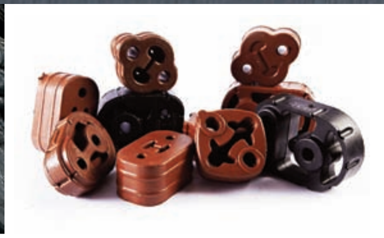
AirBoss Rubber Compounding is the second largest rubber compound manufacturer in North America. AirBoss Rubber Compounding has capacity to supply 250 million pounds of compound annually to a broad range of customers in the transportation, defense, and industrial markets in North America and Europe.

AirBoss Flexible Products Co. is a leading supplier of anti-vibration solutions to the North American automotive market. Specific product applications include vibration damping, spring improvement, noise prevention, shock absorption, and durability enhancement.

AirBoss-Defense is a world leader in the supply of life saving products for the military. Applications include CBRN protective hand and footwear, and low burden gas masks. AirBoss-Defense is the sole supplier of gas masks to Canada's DND.

AirBoss Industrial Products provides essential calandered, extruded and molded products to a variety of customers in North America. These rubber products are used in a broad range of applications including first response, recreation, and agriculture.

AirBoss is dedicated to providing excellent value for its shareholders by continuously delivering superior products and services to its customers. AirBoss is financially strong and able to support future growth opportunities.



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To Our Shareholders

2013 Highlights

- Acquired Flexible Products, an automotive anti-vibration parts supplier
- Gross margin increases from 10.5% to 12.1%
- Paid dividends of CAD $0.20 per share
- Compounding impacted by weakness in the mining market

2013, A Year of Transition

In October, we announced the successful completion of our acquisition of all the shares of Flexible Products Co. (“Flexible”), a privately-owned U.S. company that is a leading supplier of innovative and cost-effective anti-vibration solutions to the North American automotive market. The acquisition was valued at approximately US$51 million plus certain working capital adjustments associated with the ongoing operations of the business and is expected to be immediately accretive to the Corporation’s earnings per share in 2014 and free cash flow per share. Flexible has an excellent growth runway with new auto platforms, new products, and global growth opportunities. Flexible will add incremental revenues over $110 million and EBITDA of $10 million.

The acquisition was financed with debt, with the Company announcing that it has entered into a new debt facility with a syndicate of banks led by its existing banker. The secured facility is comprised of a US$40 million revolving credit facility and term loan facilities of US$45 million and C$13.7 million and improves AirBoss’ capital structure and providing greater flexibility to support the execution of its growth strategy.

Subsequent to year-end, we hired Tim Toppen as President of the Company. Mr. Toppen will have overall responsibility for the Company’s growing businesses; in rubber compounding, engineered products, auto parts and defense. Mr. Toppen brings over 30 years of management experience in the rubber industry in both the public and private sector and we look forward to his contribution to revitalize the business.

The trends realized in 2012 continued through 2013 as volumes declined in key markets including mining and defense. Although an improvement in tire tolling occurred toward the end of the year, it did not meet expectations. In addition to the sales volume decrease, sales dollars were also impacted as raw material costs declined. Conversion costs were not reduced, corresponding with volume decreases and impacted margins. The Defense sector provided results consistent with 2012, however is expected to remain weak until 2015.

To Our Shareholders

Outlook

As we enter 2014, we have established focus areas to drive AirBoss' performance initiatives on both the cost and revenue side. Our goal is to improve our operating margins through more efficient business processes, leveraging manufacturing resources and strategic growth. Examples of our focus areas include:

Operating Margin Improvement

Our combined spend is over $180 million. There are opportunities to work with certain customers and suppliers to increase purchasing power and drive cost savings. We will achieve this through Centralized purchasing.

The AirBoss group manages 8 mixers and 75 injection molding presses with different capacities and capabilities using different manufacturing processes. We believe if we apply best manufacturing practices and optimize utilization across all facilities we will reduce cost, lower breakeven points, provide flexibility, and free capacity for new opportunities.

Through new product development and lifecycle management, we will leverage our compounding technology and engineering expertise in order to penetrate high margin / high growth markets.

Global Growth

Flexible is a very successful business serving the automotive sector with various growth opportunities. The plan is to accelerate this growth through the introduction of new products, in new geographic markets, at a competitive price.

Leadership

As AirBoss grows, we will assess our organizational needs and add essential resources as required. Our first external hire will be a global Purchasing leader to drive our centralization effort.

Acquisitions

AirBoss has an excellent balance sheet with the capability to finance additional acquisitions. We are developing a strategic roadmap for growth, organically and through acquisition. Plans will include our target criteria.

Overall in 2014, AirBoss will continue to see weakness in the mining and defense end markets. However, we are encouraged by the many opportunities to increase operating margins and execute strategic growth. We look forward to sharing our journey as we progress through the year.

Closing Remarks

I wish to take the opportunity to thank our shareholders and employees for their support over the last year and look forward to continued growth in 2014.

P.G. Schoch
Chairman and CEO

Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis of Financial Condition and Results of Operations of AirBoss of America Corp. ("AirBoss" or the "Company") has been prepared as of March 19, 2014 and should be read in conjunction with the Consolidated Financial Statements and Notes for the year ended December 31, 2013 prepared in accordance with *International Financial Reporting Standards ("IFRS")*. All dollar amounts are shown in thousands of US dollars, except per share amounts, unless otherwise specified. Additional information regarding the Company, including its Annual Information Form, can be found on SEDAR at **www.sedar.com** and on the Company's website at **www.airbossofamerica.com**.

Certain statements contained or incorporated by reference herein, including those that express management's expectations or estimates of future developments or AirBoss' future performance, constitute "forward-looking statements" within the meaning of applicable securities laws, and can generally be identified by words such as "will", "may", "could" "expects", "believes", "anticipates", "forecasts", "plans", "intends" or similar expressions. These statements are not historical facts but instead represent management's expectations, estimates and projections regarding future events and performance.

Forward-looking statements are necessarily based upon a number of opinions, estimates and assumptions that, while considered reasonable by management at the time the statements are made, are inherently subject to significant business, economic and competitive risks, uncertainties and contingencies. AirBoss cautions that such forward-looking statements involve known and unknown contingencies, uncertainties and other risks that may cause AirBoss' actual financial results, performance or achievements to be materially different from its estimated future results, performance or achievements expressed or implied by those forward-looking statements. Numerous factors could cause actual results to differ materially from those in the forward-looking statements, including without limitation: impact of general economic conditions; its dependence on key customers; cyclical trends in the tire and automotive, construction, mining and retail industries; sufficient availability of raw materials at economical costs; weather conditions affecting raw materials, production and sales; AirBoss' ability to maintain existing customers or develop new customers in light of increased competition; changes in accounting policies and methods, including uncertainties associated with critical accounting assumptions and estimates; changes in the value of the Canadian dollar relative to the US dollar; changes in tax laws and potential litigation; ability to obtain financing on acceptable terms; environmental damage caused by it and non-compliance with environmental laws and regulations; potential product liability and warranty claims and equipment malfunction. This list is not exhaustive of the factors that may affect any of AirBoss' forward-looking statements.

All of the forward-looking information in this Annual Report is expressly qualified by these cautionary statements. Investors are cautioned not to put undue reliance on forward-looking statements. All subsequent written and oral forward-looking statements attributable to AirBoss or persons acting on its behalf are expressly qualified in their entirety by this notice. Forward-looking information contained herein is made as of the date of this Annual Report and, whether as a result of new information, future events or otherwise, AirBoss disclaims any intent or obligation to update publicly these forward-looking statements except as required by applicable laws. Risks and uncertainties about AirBoss's business are more fully discussed under the heading "Risk Factors".

OVERALL PERFORMANCE

During 2013, management continued to enhance shareholder value returning excess cash to shareholders through dividends. We made strategic decisions, such as to acquire Flexible-Products Co. ("Flexible"), providing significant future growth opportunities. We invested in product development, whether it was for the next generation CBRN protective wear, compounds or further finished rubber products. Gross margins increased! We rewarded executives who provided superior returns to the business – bonus, stock options and share appreciation rights expensed were $0.8 million. We are a team of prudent managers, well-disciplined in its capital allocation/acquisition strategies, and the market is rewarding you through a significant increase in share price (58% to the end of 2013, 73% to March 7, 2014).

The transaction costs of $2.0 million are required to be expensed in the current year's results. We added leverage to the balance sheet, by refinancing the business using a syndication, to support future acquisitions that are accretive to earnings. We replaced assets costing $5.0 million that no longer supported value creation.

Mining, defense, and tire tolling resulted in lower volumes and sales dollars however, efforts to expand in new industrial segments, geographic regions and higher-value polymers stabilized the results and are expected to improve during 2014, particularly when combined with productivity, purchasing, and equipment utilization initiatives.

Operational Highlights

- Acquired Flexible Products, an injection molding business serving the automotive segment, contributing $1.1 million of EBIT to our AirBoss Engineered Products Segment
- Gross margin increases from 10.5% to 12.1%
- Paid dividends of CAD $0.20 per share
- Acquisition costs expensed $2.0 million
- Stock appreciation rights expense of $0.8 million
- Compounding impacted by weakness in Coal and Defense

Selected Financial Information

Years ended December 31	**2013**	2012	2011
Financial results:			
Net sales	**236,325**	248,698	282,520
Net income	**6,351**	7,170	13,004
Net income per share			
– Basic	**0.28**	0.31	0.55
– Diluted	**0.28**	0.31	0.54
EBITDA (non-IFRS financial measure)	**16,627**	16,302	25,571
Net cash provided by operating activities	**32,025**	10,855	16,790
Dividends declared per share	**0.20**	0.1875	0.1425
Capital expenditures	**5,455**	7,422	5,280
Financial position:			
Total assets	**185,772**	118,821	126,575
Term loan and other debt	**57,113**	9,336	9,774
Shareholders' equity	**81,140**	78,987	79,179
Outstanding shares	**22,748,116**	22,492,885	23,329,750

**22,748,116 at March 19, 2014*

Non-IFRS Financial Measure

This MD&A is based on reported income in accordance with International Financial Reporting Standards ("IFRS") and on the following non-IFRS financial measure:

EBITDA	Earnings before interest income, interest expense, income taxes and depreciation and amortization

EBITDA, a non-IFRS measure, is directly derived from the consolidated financial statements, but does not have a standardized meaning prescribed by IFRS and is not necessarily comparable to a similar measure presented by other issuers.

The Company discloses EBITDA, a financial measurement used by interested parties and investors to monitor the ability of an issuer to generate cash from operations for debt service, financing working capital and capital expenditures and paying dividends. EBITDA is not a measure of performance under IFRS and should not be considered in isolation or as a substitute for net income under IFRS.

A reconciliation of this measure is presented below:

	2013	2012
EBITDA:		
Net Income	**6,351**	7,170
Finance costs	**1,196**	1,019
Depreciation and amortization of intangible assets	**6,599**	5,783
Income tax expense	**2,481**	2,330
EBITDA	**16,627**	16,302

RESULTS OF OPERATIONS – 2013 compared to 2012

NET SALES

Net Sales decreased by 5% in 2013 primarily from lower raw material costs impacting pricing and lower rubber compounding volumes offset by the acquisition of Flexible.

		Rubber Compounding	AEP	Total
Net Sales	**2013**	**155,266**	**81,059**	**236,325**
	2012	189,602	59,096	248,698
Increase (decrease) $		(34,336)	21,963	(12,373)
Increase (decrease) %		(18.1)	37.2	(5.0)

Rubber Compounding

Sales volume, expressed in pounds shipped, declined by 6.7%. Belting, mining and defense accounted for a decline of 9.1% of total volumes. Tire tolling and retreading volumes increased over 2012. Sales dollars decreased by $34,336; $19,194 on lower volume and $15,142 from raw material cost decreases and changes in product mix.

The belting market is not expected to improve in 2014. Q1 results are expected to remain soft with improvements expected in Q2 as shipments are made to new accounts.

AirBoss Engineered Products

Automotive product sales, through Flexible recorded sales of $22,430 since the acquisition date of October 18, 2013. Defense and Industrial product sales were $26,581 and $32,048 respectively, and decreased by $467 compared to the prior year.

Industrial product sales decreased $3,451 of which $1,904 was due to a reduction in volume, particularly certain products related to defense and retreading, and $1,547 from lower raw material content and costing.

Sales of defense product sales increased by $2,984 primarily as a result of $11,107 higher sales of CBRN overshoes against the contract awarded last year and $5,277 lower glove sales as no orders were granted since 2012. Sales of other products declined $2,578.

RESULTS OF OPERATIONS – 2013 compared to 2012 (continued)

GROSS MARGIN

Gross margin for the year ended December 31, 2013 was $28,706 (2012: $26,061), an increase of $2,645 from 2012. This was primarily attributable to higher volumes of automotive and defense products.

		Rubber Compounding	AEP	Total
Gross Margin	**2013**	**14,271**	**14,435**	**28,706**
	2012	15,647	10,414	26,061
Increase (decrease) $		(1,376)	4,021	2,645
% of net sales	**2013**	**9.2**	**17.8**	**12.1**
	2012	8.3	17.6	10.5

Rubber Compounding

Gross margin for Rubber Compounding decreased by $1,376 in the year compared to 2012 from lower sales volumes. Spread, the difference between the unit selling price and raw material cost, was consistent year over year, suggesting all raw material cost savings were returned to the customer in pricing. Holding spread in a declining raw material cost market will improve margin percentages. The lower volumes, however, created inefficiencies from lower fixed cost utilization, tempering the margin percentages. Direct labour costs decreased where possible based on lower volumes. Labour retention grants and a WSIB recovery helped defray costs by $182.

Growth, purchasing, and equipment optimization initiatives are planned to help transform this business and generate the higher margins expected.

AirBoss Engineered Products

Gross margin for AirBoss Engineered Products increased by $4,021 compared to 2012. This was primarily due to sales of automotive products of $2,451 and of this, $1,324 was primarily attributable to higher sales of CBRN overshoes and its contribution to production efficiencies. The balance represented charges incurred in the second quarter of 2012 for the closure of the Kitchener injection molding ($140) and costs to consolidate injection molding operations in Quebec and Vermont ($253) that were not repeated in 2013.

Automotive margins were impacted by the purchase price allocation to inventory on acquisition charged to operations as the inventory was consumed.

OPERATING EXPENSES

Operating expenses increased for the year by $3,136.

This includes transaction costs of $2 million, operating expenses of Flexible since the acquisition of $1,672, stock compensation of $777 and increased investment in R&D $350. This was offset by higher exchange gains of $920 and a gain on settlement of a lawsuit of $389.

		Rubber Compounding	AEP	Unallocated Corporate Costs	Total
Operating Expenses	**2013**	**8,248**	**7,446**	**2,984**	**18,678**
	2012	7,548	5,730	2,264	15,542
Increase (decrease) $		700	1,716	720	3,136
% of net sales	**2013**	**5.3**	**9.2**	**N/A**	**7.9**
	2012	4.0	9.7	N/A	6.2

Rubber Compounding

For the year ended December 31, 2013 Rubber Compounding expenses increased by $700. Other administrative cost increases included transaction costs of $1,138 to purchase Flexible Products Co., offset by an increase in bad debt recoveries of $175. Research and development tax credits recognized in the year, which are applied as a reduction of operating expenses, increased by $339. Foreign exchange transactions resulted in a year-over-year loss of $137.

AirBoss Engineered Products

For the year ended December 31, 2013 AEP's expenses increased $1,716 of which $1,672 were related to Flexible since the acquisition.

Research and development initiatives to support Defense and Industrial Products increased expenses by $1,214 from new hires and additional outsourced support for certain technical work. In addition there was an increase in direct government incentives of $649 and higher research and development tax credits of $325.

Foreign exchange transactions resulted in a year-over-year gain of $115.

RESULTS OF OPERATIONS – 2013 compared to 2012 (continued)

Unallocated Corporate Costs

Unallocated corporate costs increased $720. Professional fees and travel relating to acquisition recorded in head office were $957. Stock compensation, primarily from share appreciation rights, increased by $777. Rent, charged for the corporate office space increased by $75. During the second quarter of 2013, the Company reversed the residual amounts owing to the defendants of a claim and recorded a recovery of $389 in other income. Foreign exchange gains were $576 in 2013 compared to a loss of $366 in 2012.

FINANCE COST

		Rubber Compounding	AEP	Corporate Costs	Total
Finance cost	**2013**	**1,146**	**366**	**(316)**	**1,196**
	2012	533	353	133	1,019
Increase (decrease) $		613	13	(449)	177
% of net sales	**2013**	**0.7**	**0.5**	**N/A**	**0.5**
	2012	0.3	0.6	N/A	0.4

Finance costs in 2013 were $1,196 (2012: $1,019) for the year and were impacted by higher debts levels and financing of the acquisition in the fourth quarter offset by lower borrowing levels during the first 9 months of the year.

INCOME TAX EXPENSE

The Company recorded an income tax expense of $2,481 (2012: $2,330) or an effective income tax rate for the year of 28.20% (24.5% in 2012). The statutory rate in Canada in 2013 was 25%.

The Company conducts business in the US and in Canada. Each jurisdiction is subject to different tax rates and the Company's effective tax rate varies quarter to quarter depending on the mix and volume of business in each jurisdiction, as well as the impact of incentives, non-tax-deductible expenses and the resolution of prior period tax assessments.

	Tax expense		Rate	
	2013	2012	**2013**	2012
Expected AirBoss of America Corp. statutory rate	**2,209**	2,375	**25.0%**	25.0%
Foreign rate differential	**(557)**	90	**(6.54%)**	1.0%
Effect of permanent differences	**428**	88	**5.03%**	0.9%
Filing differences	**(195)**	(5)	**(2.29%)**	(0.1%)
Other	**596**	(218)	**7.00%**	2.3%
Actual tax	**2,481**	2,330	**28.20%**	24.5%

NET INCOME AND EARNINGS PER SHARE

Net income in 2013 amounted to $6,351 compared to $7,170 in 2012 primarily attributable to transaction costs exceeding the contribution of Flexible since the acquisition. The basic and fully diluted net earnings per share were $0.28 (2012-$0.31) and $0.28 (2012-$0.31) based on basic and fully diluted shares outstanding of 22,711,106 (2012-22,954,394) and 22,803,692 (2012-23,167,475) respectively.

QUARTERLY INFORMATION

			Net Income (loss) per share	
Quarter Ended	Net Sales	Net Income (loss)	Basic	Diluted
2013				
December 31, 2013	70,267	(779)	(0.03)	(0.03)
September 30, 2013	52,040	2,024	0.09	0.09
June 30, 2013	59,659	3,060	0.14	0.13
March 31, 2013	54,359	2,046	0.09	0.09
2012				
December 31, 2012	54,114	1,755	0.08	0.08
September 30, 2012	57,901	1,507	0.06	0.06
June 30, 2012	66,784	1,621	0.07	0.07
March 31, 2012	69,899	2,287	0.10	0.10

Items impacting comparability of quarters

- All quarters in 2012 were impacted by lower Defense sales from US budgetary constraints and by lower Rubber Compounding sales relating to economic weaknesses in energy generating sectors. Non-recurring charges of $721 were recorded in the quarter June, 2012.
- The fourth quarter of 2013 was impacted by transaction costs, increased stock compensation and offset by the contribution to earnings of Flexible.

RESULTS OF OPERATIONS – 2013 compared to 2012 (continued)

Fourth Quarter 2013

Net sales in the fourth quarter of 2013 increased by $16.1 million compared to 2012 due to the following factors:

- $22.4 million sales for automotive products due to the Flexible acquisition partially offset by $6.4 million lower sales of Rubber Compounding;
- $1.8 million higher sales of Industrial products offset by losses in Defense product sales.

Gross margin increased $1.7 million

- Rubber Compounding gross margin remained unchanged despite lower volumes;
- AEP margins increased related to higher sales volumes of automotive products.

Operating expenses increased by $4.0 million

- Transaction costs $2.0 million;
- Automotive products costs $1.7 million since the Flexible acquisition; and
- Higher stock compensation of $0.8 million.

Finance costs increased by $0.4 million from financing the acquisition of Flexible.

LIQUIDITY AND CAPITAL RESOURCES

Overview

Despite lower operating profits and significant investments in R&D facilities and equipment refurbishment, the Company has increased dividends from CAD $0.1875 to CAD $0.20 per share and provided some leverage for the shareholders and acquired Flexible.

The Company expects to fund its 2014 operating cash requirements, including required working capital investments, capital expenditures and scheduled debt repayments from cash on hand, cash flow from operations and committed borrowing capacity. The operating facility provides financing up to $40 million (2012: CAD $35 million); $39.2 million of this facility is unused as at December 31, 2013; no amounts were drawn against the facility in 2012.

In the year ended December 31, 2013, $32,025 (2012: $10,855) of cash was provided by operations, $60,034 (2012: $7,292) was used for investing activities and $43,741 (2012: ($8,605)) was provided from (used in) financing activities. Cash and cash equivalents increased by $15,732 from $1,247 to $16,904 adjusted for the effect of exchange rate fluctuations on cash held.

Operating activities

The factors contributing to the reduction of cash generated from operating activities before net changes in working capital compared to 2012 include:

- Lower net income
- Net increase in unrealized foreign exchange gains of $1,499
- Higher depreciation and amortization of $889 offset by lower income of $1,063 primarily related to lower Rubber Compounding sales
- Recognition of a litigation settlement of $389

Cash provided by (used for) working capital was $17,498 (2012: ($5,544)) for the year ended December 31, 2013.

Inventory at Rubber Compounding decreased $5,886 reflecting lower requirements for recent sales volumes as well as lower days of inventory on hand. Inventory of Defense products decreased $2,090; approximately $1 million represented orders planned for January but were required and shipped in the fourth quarter of 2013.

Accounts Receivable decreased $7,581 of which, $2,768 reflected lower Rubber Compounding sales, $4,065 improved aging of Automotive products and the balance is a result of lower sales of Defense products.

Prepaid expenses increased $764 reflecting insurance renewals and other items at Flexible since the acquisition.

Accounts payable increased $3,296 primarily at Rubber Compounding due to timing of payments.

Income tax paid net of refunds was $1,333.

The Company paid interest of $686 during the year.

Investing Activities

Acquisition of subsidiary

On October 18, 2013, all the outstanding shares of Flexible Products Co. were acquired for $54,579 (net of cash) financed with a new syndicated debt facility led by its existing banker.

Property, Plant and Equipment

In 2013, Rubber Compounding invested $1,513 in North Carolina's equipment utilization improvement projects and $61 towards a lab in the Wake Forest sales office. In Kitchener, $475 was invested in renovations and $1,509 to replace manufacturing equipment.

AEP invested $1,330 in property, plant and equipment. Of this, $573 was invested to replace industrial products machinery and equipment and $292 mainly to support growth, health and safety. AirBoss-Defense invested $292 for its Bromont R&D facility, $12 to replace equipment and $47 support growth. Flexible invested $114 to replace mainly machinery and equipment.

Intangible assets

The Company invested $504 (2012: $714) in software to support customer requirements, management, costing, maintenance and ancillary systems.

Other investments including derivatives

There were no forward contracts outstanding as of December 31, 2013 or 2012.

Financing activities

On October 18, 2013, concurrent with the acquisition of all the outstanding shares of Flexible Products Co., AirBoss entered into a syndicated debt facility led by its existing banker to refinance the business. The new facility is comprised of a US$25 million senior secured multi-currency revolver, a US$15 million senior secured revolving credit facility, a US$45 million senior secured term loan, a C$8.7 million fixed rate term loan and a C$5 million fixed rate term loan. Proceeds of the credit facilities were used to refinance all existing loans of the Company, for the acquisition of Flexible Products and associated transaction costs, and for general corporate purposes. $39.2 million of this facility is unused as at December 31, 2013; no amounts were drawn against the facility in 2012.

Under the new credit agreement, the Company has the ability to borrow an additional US $40 million from its syndicate partners.

During the year 2013, the required principal repayments of $649 (2012: $668) were made pursuant to the loan agreement.

The Company paid dividends of $4,419 during 2013 (2012: $4,050). During 2012, the Company purchased shares for cancellation under a normal course issuer bid for $3,887; none were repurchased in 2013.

Commitments and contractual obligations

The Company's contractual obligations as at December 31, 2013 are summarized below:

	Payments Due In						
	2014	2015	2016	2017	2018	Thereafter	Total
Term loan and other debt	5,440	12,232	5,938	5,938	28,197	-	57,745
Operating leases	1,581	1,290	1,196	1,161	1,084	838	7,150
Purchase obligations	2,627	-	-	-	-	-	2,627
Total	9,648	13,522	7,134	7,099	29,281	838	67,522

The Company has inventory purchase commitments at the end of 2013 for its AEP and Rubber Compounding business segments of $1 million and $1.6 million (2012: $1 million and $2.6 million) respectively.

Government assistance

During the year 2013, AEP recognized grants of $1,538 to support certain initiatives (2012: $814) which were offset against expenses. In addition, $108 (2012: $157) was recognized from the province of Quebec in respect of capital. Capital assets were adjusted accordingly.

During the year 2013, the Rubber Compounding division recognized $121 (2012: $36) to mainly support job creation which was offset against expenses.

Scientific research and investment tax credit of $927 were recognized in 2013 (2012: $369); R&D costs were adjusted accordingly. In addition, $110 (2012: $233) was recognized as a reduction to capital assets in respect of provincial tax credits.

Dividends

A quarterly dividend of $0.05 per share was declared on November 13, 2013 and paid January 16, 2014. Total dividends declared during 2013 were $0.20 per common share compared to $0.1875 per common share in 2012.

Outstanding shares

As at March 19, 2014 the Company had 22,748,116 common shares outstanding.

TRANSACTIONS WITH RELATED PARTIES

Included in the operating lease commitments was a rental agreement for corporate office space between the Company and a company controlled by the Chairman of the Company. The monthly lease rate approximates fair market rental value. During the year, the Company paid rent for the corporate office of $175 (2012: $113).

During the year, the Company paid fees for the use of a facility in South Carolina of approximately $21 (2012: $18) to a company in which the Chairman is an officer.

In addition, AirBoss Flexible Products Co. paid rent to a company controlled by an employee of the Company to utilize its facilities. Rent paid to this related party for the period October 19, 2013 to December 31, 2013 was $211.The lease provides for monthly payments equivalent to an annual rental of $1,050 and expires in 2019.

TRANSACTIONS WITH KEY MANAGEMENT PERSONNEL

Key management includes directors (executive and non-executive), CEO, CFO and division heads. The compensation paid or payable to key management for employee services is shown below:

December 31 *In thousands of US dollars*	**2013**	2012
Salaries and other short term benefits	**1,582**	1,518
Pension/Post-employment benefits	**91**	129
Stock option and stock appreciation rights expense	**1,283**	344
	2,956	1,991

The amounts disclosed in this table are the amounts recognized as operating expenses for accounting purposes during the period and do not necessarily represent amounts receivable or received in cash.

The Company's executive compensation plan consists of base salary, performance bonuses, and long-term compensation including stock options, stock appreciation rights and retirement benefits.

Key management and directors own 27.5% of the outstanding common shares.

NEW STANDARDS AND INTERPRETATIONS NOT YET ADOPTED

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning on or after January 1, 2014 and have not been applied in preparing these consolidated financial statements. Those which may be relevant to the Company are set out below. The Group does not plan to adopt these standards early.

(a) IFRS 9 *Financial Instruments* (2010), IFRS 9 *Financial Instruments* (2009)

IFRS 9 (2009) introduces new requirements for the classification and measurement of financial assets. Under IFRS 9 (2009), financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 (2010) introduces additions relating to financial liabilities. The IASB currently has an active project to make limited amendments to the classification and measurement requirements of IFRS 9 and add new requirements to address the impairment of financial assets and hedge accounting.

IFRS 9 (2010 and 2009) are effective for annual periods beginning on or after January 1, 2015 with early adoption permitted. At this time, management cannot provide a reasonable estimate of the effect on the Company's financial position until a detailed review has been completed.

(b) IFRIC *21 Levies*

IFRIC 21 introduces requirement for the recognition of a liability when the entity has a present obligation as a result of a past event (known as obligation event). IFRIC 21 establishes the obligating event to recognize a liability as an event that results in payment of levy relating to the relevant legislation. The Group is currently reviewing its methodologies in determining liability obligations. IFRIC 21 is effective for annual periods beginning on or after January 1, 2014.

CRITICAL ACCOUNTING ESTIMATES

The Company's preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. The Company's estimates are based upon historical experience and on various other assumptions that are believed to be reasonable under the circumstances. The results of the Company's ongoing evaluation of these estimates form the basis for making judgements about the carrying value of assets and liabilities and the reported amounts for revenues and expenses. Actual results may differ from these estimates under different assumptions. These estimates and assumptions are affected by management's application of accounting policies.

Critical Accounting Policies

The Company's critical accounting policies are those that affect our Consolidated Financial Statements materially and involve a significant level of judgement by the Company. A summary of the significant accounting policies, including critical accounting policies, is set forth in Note 3 to the Consolidated Financial Statements. The Company's critical accounting estimates include valuation of accounts receivable and inventory, valuation of goodwill and other long-lived assets, accounting for income taxes, government assistance and other debt.

Valuation of Accounts receivable

No material bad debt provisions were required in 2013 and 2012.

Valuation of inventory

The majority of the Company's products are manufactured against orders and inventory on hand is primarily raw materials or finished goods awaiting shipment or customer release.

A provision for obsolete inventory is established based on materials on hand that can no longer be used for customer orders based on a review of historical and forecasted sales, as well as a technical review to see if such materials can be reworked.

Management reviews the carrying cost of its inventory to ensure it is measured at the lower of cost and net realizable value by examining current replacement cost and the quoted pricing to customers over the estimated time frame to consume the inventory on hand and irrevocable commitments.

The Company's provision for obsolete inventory and the write-down of inventory to net realizable value may require an adjustment should any of the above factors change.

At December 31, 2013, a reserve for impaired inventory in Rubber Compounding represents $500 (2012: $814).

AEP maintains a provision of $602 (2012: $567) related to certain styles and sizes of protective wear and automotive products in its ending inventory.

Valuation of Goodwill

The Company reviews and evaluates our goodwill for impairment when an indicator of impairment exists in the associated cash generating units, but at least on an annual basis. In determining whether impairment has occurred in one of the Company's cash generating units, management compares the cash generating unit's carrying value to its recoverable amount based on value in use. Value in use was determined by the future cash flows generated from the continuing use of the unit. The calculations are most sensitive to the discount rate and growth rate. Determination of growth rate is based on a number of assumptions arising from the most current financial performance of each cash generating unit, the upcoming annual budget for each reporting unit and the historical variability of earnings. Other factors, such as any foreign exchange volatility and volatility in world markets for rubber and carbon black can also materially alter our expectations. Accordingly, management's judgement is required to determine whether these factors at any one point in time and in light of business initiatives, suggest a major change, positive or negative, to the prospects of the business and, therefore, to the valuation of goodwill. No impairment charge was required in 2013 or 2012.

Other Long-lived Assets

The Company reviews and evaluates long-lived assets for impairment when events or changes in economic and other circumstances indicate that the carrying value of such assets may not be fully recoverable. The net recoverable value of an asset, or cash generating unit, is calculated as the higher of an asset's or cash generating unit's fair value less costs to sell and its value in use. Future net cash flows are developed using assumptions that reflect the planned course of action for an asset given management's best estimate of the most probable set of economic conditions. Inherent in these assumptions are significant risks and uncertainties. In the view of management, there are no indicators of impairment based on assumptions which they believe to be reasonable and no impairment charge was recorded in 2013 and 2012.

Accounting for Income Taxes

The provision for income taxes is calculated based on the expected tax treatment of transactions recorded in the Consolidated Financial Statements. The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and future tax liabilities and assets for the future tax consequences of events that have been recognized in the Consolidated Financial Statements or tax returns. In determining both the current and deferred components of income taxes, the Company interprets tax legislation in a variety of jurisdictions, as well as makes assumptions about the expected timing of the reversal of deferred tax assets and liabilities and recognition of deferred tax assets is based on a "more likely than not" criteria. If its interpretations differ from those of tax authorities or if the timing of reversals is not as anticipated, the provision or relief for income taxes could increase or decrease in future periods. Additional information regarding our accounting for income taxes is contained in Note 13 to the Consolidated Financial Statements. Deferred tax assets have been recorded relating to loss carry-forward amounts as management believes it is more likely than not that these will be used before expiration.

Government Assistance

Management evaluates its best estimates of the amount of government grants recoverable at each reporting date as an offset against the related expense or capital expenditure, under the terms of agreements or based on its interpretation of existing government programs. If its interpretations differ from those of the relevant tax authorities or program administrators, the amount recoverable may increase or decrease in future periods.

RISK FACTORS

Impact of Economic Cycle

The demand for the Company's products can vary in accordance with general economic cycles and the economic conditions of the industry sectors that are served by the Company. In addition, such industry sectors are cyclical in nature. The Company is particularly sensitive to trends in the automotive, tire, energy generation, construction, mining and transportation industries because these industries are significant markets for the Company's business and are highly cyclical. In a severe economic slowdown, prices for coal, copper and other mined materials may fall, affecting demand for conveyor belting, off-road retread tires and other rubber products manufactured by our customers out of rubber compounds manufactured by AirBoss.

Dependence on Key Customers and Contracts

From time to time, a significant portion of the Company's sales for a given period may be represented by a small number of customers. One customer represents 15% (2012 –19%) of total sales. Five customers represented 39% of sales in 2013 (2012 – 43%). The loss of any such customers or the delay or cancellation of any orders under certain high-volume contracts could have a significant impact on the Company.

Raw Materials and Inventory

The Company depends on certain outside sources for raw materials used in the production of its products, the price and availability of which are subject to market conditions. As a result, any unforeseen shortage of such raw materials could delay delivery, increase costs and decrease profitability. This occurred in 2008 and recurred in 2011 as the world-wide production of key materials such as synthetic rubber and carbon black did not keep up with demand. The Company was not subject to shortages at that time as it maintains supply sources in different areas of the world. This cannot be relied upon to avoid shortages in the future.

Raw material markets have been extremely volatile with key materials doubling or halving in price within a short period. Excess inventory or shortages could prove costly to the Company in these markets.

The Company does not have long-term supply contracts with its suppliers and purchases most raw materials on a purchase order basis. The price of many raw materials, such as carbon black and synthetic rubber, is directly or indirectly affected by factors such as exchange rates and the price of oil. Although the Company attempts to pass price changes in raw materials on to its customers, it may not always be able to adjust its prices, especially in the short-term, to recover the costs of increased raw material prices. Conversely, if raw material prices decrease significantly and rapidly, the Company may be at risk to recover the cost of any inventory purchased based on demand at higher prices.

The following table approximates the financial impact (assuming changes are not passed along to its customers) on the Company of a 10% increase in the cost of its most critical raw materials based upon purchases made in the respective years:

$Millions	Earnings before tax	
Increase (decrease)	**2013**	2012
Natural and synthetic rubber	**(3.9)**	(5.1)
Carbon black	**(1.5)**	(1.6)
	(5.4)	(6.7)

Weather

The Company uses natural rubber in the manufacture of certain rubber products. Weather conditions impact the harvesting season and supply of natural rubber.

Certain products are acquired overseas by ocean freight. Weather conditions can impact timely delivery.

Competition

The Company competes directly against major North American companies in the custom rubber compounding and industrial rubber product market segments. Some of these companies have strong established competitive positions in these markets. In the case of rubber compounding, the industry leader may have greater resources, both financial and technical, than the Company and has long-standing relationships with some of the Company's prospective customers using well-established marketing and distribution networks. Furthermore, since there is a commodity-like element to certain segments of the Company's rubber mixing business, the customers of this business are price sensitive and may be able to purchase their requirements elsewhere in a relatively short period of time. The Company competes with international companies who may also have greater financial resources or who may be sheltered by domestic tariffs.

Currency Exposure

The Company has revenues and expenses denominated in both Canadian ("CAD") and US ("USD") dollars. In addition, the cost to the Company of certain key raw materials and other expense items and the competitiveness of prices charged by the Company for its products will be indirectly affected by currency fluctuations. Changes in the value of the Canadian dollar relative to the US dollar could have a material positive or adverse effect on the Company's results of operations.

The Company reviews its currency exposure positions from time to time and reacts accordingly by increasing or decreasing the proportion of operating or term loan denominated in CAD funds as a natural balance sheet hedge or establishing forward contracts to purchase CAD funds to manage its foreign exchange risk related to cash-flow. However, there is no assurance that such strategies will be successful or cost effective and the profitability of the Company's business could be adversely affected by currency fluctuations. The following table approximates the following impact on the Company of a $0.10 decrease in the value of one CAD dollar in the Company's USD functional currency (million):

$Millions	Earnings before tax	
Increase (decrease)	**2013**	2012
Sales (1)	**(3.5)**	(4.0)
Purchases (2)	**6.2**	5.2

(1) Based upon Canadian dollar-denominated sales in 2013.

(2) Based upon combined 2013 Canadian purchases and expenses.

Environmental

The Company handles various chemicals and oils in its manufacturing process, the nature of which may expose it to risks of causing or being deemed to have caused environmental or other damages. While its use of potentially hazardous materials is limited, the Company ensures that its operations are conducted in a manner that minimizes such risks and maintains insurance coverage considered reasonable by management. To date, no regulatory authority has required the Company to pay any material fines or remediation expenses in connection with any alleged violation of environmental regulation. However, there can be no assurance that future environmental damage will not occur or that environmental damage due to prior or present practices will not result in future liabilities. The Company is subject to environmental regulation by federal, provincial, state and local authorities. While management believes that the Company is in substantial compliance with all material government requirements relating to environmental controls on its operation, changes in such government laws and regulations are ongoing and may make environmental compliance increasingly expensive. It is not possible to predict future costs, which may be incurred to meet environmental obligations.

During 2008, the Company implemented measures to remediate the cause of an odour complaint in its Kitchener facility and monitor levels through a program of odour sampling. Based upon its efforts to date and investigations conducted by qualified external environmental professionals, the Company believes that no significant environmental exposure exists and that the costs to remediate the areas of ongoing concern will not significantly impact the financial resources of the Company. The Company has secured liability insurance coverage for environmental issues which the Company believes to be appropriate for the nature of its operations.

Product Liability and Warranty Claims

As a manufacturer of rubber-based products, the Company faces a risk of product liability and warranty claims. Although the Company carries commercial general liability insurance in an amount considered reasonable by industry standards, any claim which is successful and is not covered by insurance or which exceeds the policy limit could have an adverse effect on the Company. Warranty claims have not been material and are within industry standard expectations.

Capacity and Equipment

The rubber compounding facilities have an annual capacity to produce approximately 250 million pounds at the current product mix.

The Company remains committed to continuous maintenance and upgrading of its equipment. Critical equipment remains not only in a high state of repair, but is also technologically up to date so that the Company is able to ensure the reliability of supply at competitive prices and at a high quality standard.

The Company has also made investment in capacity and efficiency in its Acton operations. In recent years, the Company purchased molds and injection equipment and established a production facility in Vermont to enhance its presence in protective products, such as CBRN protective gloves, defense footwear and gas masks.

The recent acquisition of Flexible increased the number of rubber injection molding presses; continued growth will use up any existing excess capacity.

Should additional equipment be required to fulfill any substantial increases in sales, it can be readily sourced in the market.

LITIGATION

In 2004, the Company commenced an Action in the Superior Court of Quebec claiming funds due pursuant to the 1999 Agreement of Purchase and Sale whereby AirBoss acquired the assets of Acton International Inc.

The Company had been informed that an appeal was filed relating to the Judge's decision to award the Company 100% of its claim for environmental costs reimbursement. This appeal was heard in May, 2013 and a unanimous ruling dismissing the claim in its entirety with costs against the defendants was issued. During the second quarter of 2013, the Company reversed the residual amounts owing to the defendants and recorded a recovery of $389 in other income. As at November 1, 2013, the Defendants are indebted towards the Plaintiffs for an amount of CAD $443; efforts to collect are underway. The amount has not been accrued for.

DISCLOSURE CONTROLS AND PROCEDURES

In accordance with the provisions of National Instrument 52-109 – Certification of Annual and Interim Filings, management, including the CEO and CFO, have limited the scope of their design of the Company's disclosure controls and internal controls over financial reporting to exclude such controls, policies and procedures of AirBoss Flexible Products Co, a business that the issuer acquired not more than 365 days before the issuer's financial year end. This scope limitation is based on time required to assess Flexible's disclosure controls and procedures, and internal controls over financial reporting in a manner consistent with the Company's other operations. Summary financial information regarding Flexible is as follows:

Summary financial information of Flexible as at December 31, 2013:

- Current assets of $30,252
- Non-current assets of $38,302
- Current liabilities of $12,630
- Non-current liabilities of $230

Summary financial information of Flexible for the 74 days ended December 31, 2013:

- Net Sales of $22,430
- Profit of $516

Commitments and contingencies:

In thousands of US dollars	**2014**	**2015**	**2016**	**2017**	**2018**	**Thereafter**	**Total**
Equipment	19	19	9	3	1	-	51
Premises	1,050	1,050	1,050	1,050	1,050	838	6,088
Total	1,069	1,069	1,059	1,053	1,051	838	6,139

As of the end of the fiscal year of the Company, an evaluation was carried out under the supervision of and with the participation of the Company's management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures of the other operations not subject to the scope limitation. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the design and operation of our disclosure controls and procedures were effective as of December 31, 2013, the end of the period covered by management's discussion and analysis, to ensure that material information relating to the Company and its consolidated subsidiaries would be made known to them by officers within those entities.

The Company's Chief Executive Officer/Chairman and its Chief Financial Officer/COO are responsible for establishing and maintaining the Company's disclosure controls and procedures. The Disclosure Committee, composed of senior managers of the Company, assists the CEO and CFO in evaluating the information and appropriateness of material subject to public disclosure.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management has designed internal controls over financial reporting ("ICFR") to provide reasonable assurance regarding the reliability of the Company's financial reporting and its compliance with IFRS in its consolidated financial statements of the other operations not subject to the scope limitation. The CEO/Chairman and the CFO/COO have supervised management in the evaluation of the design and effectiveness of the Company's internal controls over financial reporting as at December 31, 2013 for the operations not subject to the scope limitation and believe the design and effectiveness of the internal controls to be sufficient to provide such reasonable assurance.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

During the most recent period, there have been no changes in the Company's existing and procedures and other processes that comprise its internal control over financial reporting, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Management has not yet assessed Flexible's internal controls over financial reporting.

OUTLOOK

Rubber Compounding sales will continue to be negatively impacted in 2014 due to weakness in the mining market, however, tire, automotive and other markets are showing signs of resistance. Defense Product sales are expected to decrease additionally due to US DoD budget constraints.

As we enter 2014, we have established focus areas to drive AirBoss' performance initiatives on both the cost and revenue side. Our goal is to improve our operating margins through more efficient business processes, leveraging manufacturing resources and strategic growth.

Management's Responsibility for Financial Reporting

The accompanying consolidated financial statements of AirBoss of America Corp. and all the information in the annual report are the responsibility of management and have been approved by the Board of Directors. The financial statements have been prepared by management, in accordance with IFRS. When alternate accounting methods exist, management has chosen those it deems most appropriate in the circumstances. Financial statements are not precise since they include certain amounts based on estimates and judgements. Management has determined such amounts on a reasonable basis in order to ensure that the financial statements are presented fairly, in all material respects. Management has prepared the financial information presented in this annual report and has ensured that it is consistent with that presented in the financial statements.

AirBoss of America Corp. maintains systems of internal accounting and administrative controls consistent with reasonable cost. Such systems are designed to provide reasonable assurance that the financial information is relevant, reliable and accurate and the Company's assets are appropriately accounted for and adequately safeguarded.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for reviewing and approving the financial statements. The Board carries out this responsibility principally through its Audit Committee.

The Audit Committee is appointed by the Board and all members are outside directors. The Committee meets periodically with management, as well as the external auditors, to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues, to satisfy itself that each party is properly discharging its responsibilities and to review the annual report, the financial statements and the external auditors' report. The Committee reports its findings to the Board for consideration when approving the financial statements for issuance to the shareholders. The Committee also considers the engagement or re-appointment of the external auditors for review by the Board and approval by the shareholders.

KPMG LLP, the Company's external auditors, who are appointed by the shareholders, audited the consolidated financial statements as of and for the years ended December 31, 2013 and 2012 in accordance with Canadian generally accepted auditing standards to enable them to express to the shareholders their opinion on the consolidated financial statements. KPMG LLP has full and free access to the Audit Committee.

March 19, 2014

P.Gren Schoch	**Wendy Ford**
Chairman and Chief Executive Officer	CFO

Independent Auditors' Report

To the Shareholders of AirBoss of America Corp.

We have audited the accompanying consolidated financial statements of AirBoss of America Corp., which comprise the consolidated statements of financial position as at December 31, 2013 and 2012, the consolidated statements of income, comprehensive income, changes in equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly in all material respects, the consolidated financial position of AirBoss of America Corp. as at December 31, 2013 and 2012, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

KPMG LLP

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Canada,
March 19, 2014

Consolidated Statement of Financial Position

In thousands of US dollars	*Note*	**December 31, 2013**	December 31, 2012
ASSETS			
Current assets			
Cash and cash equivalents		**16,904**	1,247
Trade and other receivables	*5*	**42,633**	29,604
Prepaid expenses		**2,277**	826
Inventories	*6*	**33,920**	33,386
Current income taxes receivable		**-**	1,461
Total current assets		**95,734**	66,524
Non-current assets			
Property, plant and equipment	*7*	**55,418**	44,023
Intangible assets	*8*	**33,987**	8,158
Other assets	*9*	**468**	116
Deferred income tax assets	*14*	**165**	-
Total non-current assets		**90,038**	52,297
Total assets		**185,772**	118,821
LIABILITIES			
Current liabilities			
Loans and borrowings	*10*	**5,440**	772
Trade and other payables, including derivatives		**39,789**	22,066
Employee benefits	*17*	**2,330**	-
Current income taxes payable		**255**	-
Total current liabilities		**47,814**	22,838
Non-current liabilities			
Loans and borrowings	*10*	**51,673**	8,564
Employee benefits	*17*	**489**	3,108
Provisions	*11*	**898**	100
Deferred income tax liabilities	*14*	**3,758**	5,224
Total non-current liabilities		**56,818**	16,996
Total liabilities		**104,632**	39,834
EQUITY			
Share capital	*12*	**37,325**	37,090
Contributed surplus	*12*	**1,735**	1,925
Retained earnings		**42,080**	39,972
Total equity		**81,140**	78,987
Total liabilities and equity		**185,772**	118,821

The notes on pages 21 to 48 are an integral part of these consolidated financial statements.

On behalf of the Board

P.G. Schoch
Director

Robert L. McLeish
Director

Consolidated Statement of Income

For the year ended December 31 *In thousands of US dollars*	*Note*	**2013**	2012
Revenue		**236,325**	248,698
Cost of sales	*6*	**(207,619)**	(222,637)
Gross profit		**28,706**	26,061
General and administrative expenses	*4*	**(14,110)**	(9,776)
Selling and marketing expenses		**(4,251)**	(4,013)
Research and development expenses	*15*	**(1,290)**	(1,389)
Other income (expense)		**973**	(364)
Operating expenses		**(18,678)**	(15,542)
Results from operating activities		**10,028**	10,519
Finance costs	*10,17*	**(1,196)**	(1,019)
Profit before income tax		**8,832**	9,500
Income tax expense	*14*	**(2,481)**	(2,330)
Profit for the year		**6,351**	7,170
Earnings per share			
Basic	*13*	**0.28**	0.31
Diluted	*13*	**0.28**	0.31

Consolidated Statement of Comprehensive Income

For the year ended December 31 *In thousands of US dollars*	**2013**	2012
Profit for the year	**6,351**	7,170
Other comprehensive income		
Items that will never be reclassified to profit or loss		
Defined benefit plan actuarial gains/(losses)	**120**	485
Other comprehensive income for the year, net of income tax of $41 (2012: $174)	**120**	485
Total comprehensive income for the year	**6,471**	7,655

The notes on pages 21 to 48 are an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

	Attributable to equity holders of the Company			
In thousands of US dollars	Share Capital	Contributed Surplus	Retained Earnings	Total
Balance at January 1, 2012	38,542	1,581	39,056	79,179
Total comprehensive income for the year				
Profit for the year	-	-	7,170	7,170
Other comprehensive income				
Defined benefit plan actuarial gains net of tax of $174	-	-	485	485
Total comprehensive income for the year	-	-	7,655	7,655
Contributions by and distributions to owners				
Stock options expensed	-	344	-	344
Normal Course Issuer Bid	(1,452)	-	(2,435)	(3,887)
Dividends to equity holders	-	-	(4,304)	(4,304)
Total contributions by and distributions to owners	(1,452)	344	(6,739)	(7,847)
Balance at December 31, 2012	37,090	1,925	39,972	78,987

	Attributable to equity holders of the Company			
In thousands of US dollars	Share Capital	Contributed Surplus	Retained Earnings	Total
Balance at January 1, 2013	37,090	1,925	39,972	78,987
Total comprehensive income for the year				
Profit for the year	-	-	6,351	6,351
Other comprehensive income				
Defined benefit plan actuarial gains net of tax of $41	-	-	120	120
Total comprehensive income for the year	-	-	6,471	6,471
Contributions by and distributions to owners				
Stock options expensed	-	477	-	477
Share options exercised	235	(667)	-	(432)
Dividends to equity holders	-	-	(4,363)	(4,363)
Total contributions by and distributions to owners	235	(190)	(4,363)	(4,318)
Balance at December 31, 2013	37,325	1,735	42,080	81,140

The notes on pages 21 to 48 are an integral part of these consolidated financial statements.

AirBoss of America Corp.

Consolidated Statement of Cash Flows

For the year ended December 31 *In thousands of US dollars*	*Note*	**December 31, 2013**	December 31, 2012
Cash flows from operating activities			
Profit for the year		**6,351**	7,170
Adjustments for:			
Depreciation	*7*	**5,816**	5,284
Amortization of intangible assets	*8*	**740**	383
Loss on disposal of property, plant and equipment	*9*	**43**	116
Change in fair value of other investments	*9*	**-**	23
Finance costs	*10,17*	**1,196**	1,019
Unrealized foreign exchange (gains)/losses		**(1,055)**	444
Equity-settled share-based payment expense	*12*	**477**	344
Litigation settlement	*16*	**(389)**	-
SRED tax credits	*15*	**(1,094)**	(669)
Current income tax expense	*14*	**4,143**	2,318
Deferred income tax expense	*14*	**(1,662)**	12
Post-retirement benefits expense	*17*	**(39)**	(45)
		14,527	16,399
Change in inventories		**8,600**	6,373
Change in trade and other receivables		**7,581**	(1,203)
Change in prepayments		**(764)**	141
Change in trade and other payables		**3,296**	(7,139)
Change in provisions		**804**	-
Net change in non-cash or working capital balances		**19,517**	(1,828)
Interest paid		**(686)**	(854)
Income tax paid		**(1,333)**	(2,862)
Net cash provided by operating activities		**32,025**	10,855
Cash flows from investing activities			
Acquisition of property, plant and equipment	*7*	**(4,951)**	(6,708)
Acquisition of intangible assets	*8*	**(504)**	(714)
Acquisition of subsidiary, net of cash acquired of $3,277	*4*	**(54,579)**	-
Proceeds from sale of property, plant and equipment	*7*	**-**	130
Net cash used in investing activities		**(60,034)**	(7,292)
Cash flows from financing activities			
Repayment of borrowings		**(649)**	(668)
Proceeds from long term borrowings		**49,242**	-
Proceeds from exercise of stock options		**146**	-
Tax Paid on exercise of stock options		**(579)**	-
Dividends paid	*12*	**(4,419)**	(4,050)
Normal Course Issuer Bid	*12*	**-**	(3,887)
Net cash provided by (used in) financing activities		**43,741**	(8,605)
Net increase (decrease) in cash and cash equivalents		**15,732**	(5,402)
Cash and cash equivalents at January 1		**1,247**	6,418
Effect of exchange rate fluctuations on cash held		**(75)**	(129)
Cash and cash equivalents at December 31		**16,904**	1,247

The notes on pages 21 to 48 are an integral part of these consolidated financial statements.

Notes to Consolidated Financial Statements

For the years ended December 31, 2013 and 2012
(Amounts in thousands of US dollars, except per share amounts, unless otherwise specified)

NOTE 1 REPORTING ENTITY

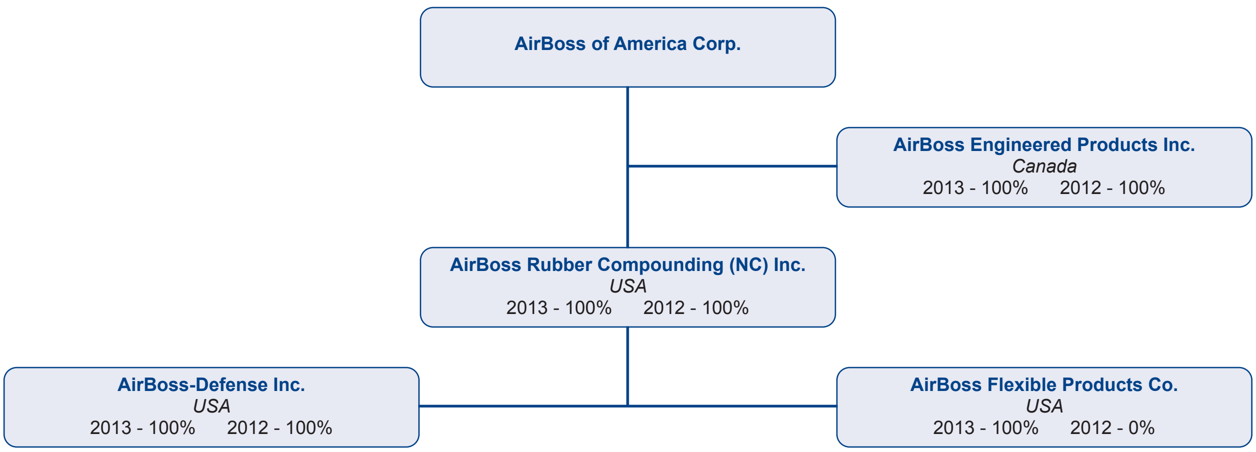
AirBoss of America Corp. (“the Company”) is a public company listed on the Toronto Stock Exchange, incorporated and domiciled in Canada. The address of the Company’s registered office is 16441 Yonge Street, Newmarket, Ontario, Canada. The consolidated financial statements of the Company as at and for the year ended December 31, 2013 comprise the Company and its subsidiaries (together referred to as the “Group” and individually as “Group entities”). The Group has operations in Canada and the US and primarily is involved in the manufacture of high quality rubber-based products to resource, military, automotive and industrial markets (see Note 17).

IFRS (10) *Consolidated Financial Statements*

IFRS 10 (2011) introduces a new control model that focuses on whether the Company has power over an investee, exposure or rights to variable returns from its involvement with the investee and ability to use its power to affect those returns. Based on IFRS 10 (2011), there are no changes to the entities being consolidated.

List of Subsidiaries

Set out below is a list of significant subsidiaries of the Company.



AirBoss operates in two business segments, AirBoss Rubber Compounding and AirBoss Engineered Products, through five significant legal entities (including the parent AirBoss of America Corp., four wholly-owned operating subsidiaries: AirBoss Rubber Compounding (NC) Inc., AirBoss Engineered Products Inc., AirBoss-Defense Inc. and AirBoss Flexible Products Co.

AirBoss, through its AirBoss Rubber Compounding division and its wholly-owned subsidiary AirBoss Rubber Compounding (NC) Inc. (collectively, “ARC”), is engaged in custom rubber compounding, supplying mixed rubber for use in mining, transportation, industrial rubber products, military, automotive, conveyor belting, and other products, primarily in North America.

AirBoss Produits d’Ingénierie Inc./AirBoss Engineered Products Inc. (“AEP” or “AirBoss Engineered Products”), formerly Acton International Inc., of Acton-Vale, Quebec, and AirBoss-Defense Inc. (together called “AEP”) are world leaders in the development and sale of Chemical, Biological, Radiological and Nuclear (“CBRN”) protective rubber wear for military and first response applications. AEP also produces calandered and extruded rubber products used by its customers in the manufacture of industrial products and recreational vehicles. AirBoss-Defense Inc. is located in Vermont, USA and was established to produce certain injection mold defense products sold in the US.

AirBoss Flexible Products Co., formerly Flexible-Products Co., was acquired by AirBoss Rubber Compounding (NC) Inc. on October 18, 2013 and is a leading supplier of innovative and cost-effective anti-vibration solutions to the North American automotive market. AirBoss Flexible Products designs, engineers and manufactures rubber and synthetic rubber products, such as bushings, dampers, boots and isolators, that are used to eliminate or control undesired vibration and noise, to enhance interior comfort, quality, increase the durability of a vehicle, and improve the overall experience of a vehicle’s passengers.

NOTE 2 BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The Consolidated financial statements were authorized for issue by the Board of Directors on March 19, 2014.

(b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following material items in the statement of financial position:

- certain property, plant and equipment was re-measured at fair value on the adoption of IFRS
- forward contracts are measured at fair value
- liabilities for cash settled share-based payment arrangements are initially and thereafter measured at fair value
- equity settled share based payment arrangements are measured at fair value at the grant date
- recognition of future income taxes on foreign exchange differences where the currency of the tax basis on non-monetary assets and liabilities differ from the functional currency
- the employee benefit liability is recognized as the net total of the plan assets, at fair value, less the present value of the defined benefit obligation

(c) Functional and presentation currency

These consolidated financial statements are presented in US dollars ("USD"), which is the Company's functional currency. All financial information presented in US dollars has been rounded to the nearest thousands, except when otherwise indicated.

(d) Use of estimates and judgements

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Significant areas requiring the use of estimates include valuation of accounts receivable, inventory, intangibles, accounting for income taxes and fair value of assets acquired through business combination. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes:

Note 4 – business acquisition

Note 5 – trade and other receivables

Note 6 – inventories

Note 8 – intangible assets

Note 14 – income taxes

Note 15 – government assistance

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

Note 8 – key assumptions used in discounted cash flow projections for impairment of intangible assets;

Note 14 – utilization of tax losses;

Note 17 – measurement of post-retirement benefits;

Note 11 – provisions; and

Note 16 – commitments and contingencies

NOTE 3 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

The accounting policies have been applied consistently by Group entities.

A number of new standards, amendments to standards and interpretations became effective on January 1, 2013 and have been applied in preparing these consolidated financial statements. These include IFRS 10 Consolidated Financial Statements, IFRS 11 Joint Arrangements, IFRS 12 Disclosure of Interest in Other Entities (2011), IFRS 13 Fair Value Measurement (2011), IAS 19 Employee Benefits (2011), IAS 28 Investments in Associates and IAS 1 Presentation of Financial Statements. The adoption of these standards and amendments did not have a material effect on the Company's financial results.

(a) Foreign currency

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in USD, which is the Group's functional and the Group's presentation currency.

(ii) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions or valuation where items are re-measured. Monetary assets and liabilities denominated in a currency other than the functional currency are translated to the functional currency at the exchange rate at the reporting date. The foreign currency gain or loss on the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities are recognized in profit or loss on the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance cost'. All other foreign exchange gains and losses are presented on a net basis in the income statement within other income (expense).

(b) Financial instruments

(i) Non-derivative financial assets

The Group initially recognizes loans and receivables and deposits on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognized initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset, expire or are settled.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The Group has the following non-derivative financial assets: trade and other receivables; cash and cash equivalents.

Trade and other receivables

Trade and other receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value, plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

Trade and other receivables comprise trade, other receivables and notes receivable.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with original maturities of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

(ii) Non-derivative financial liabilities

All financial liabilities (including liabilities designated at fair value through profit or loss) are recognized initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The Group has the following non-derivative financial liabilities: loans and borrowings; bank overdrafts; trade and other payables.

Such financial liabilities are recognized initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method.

(iii) Share capital

Common shares

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and stock options are recognized as a deduction from equity, net of any tax effects.

(iv) Derivative financial instruments

The Group holds derivative financial instruments to reduce its foreign currency risk exposures. Embedded derivatives are separated from the host contract and accounted for separately. If the economic characteristics and risks of the host contract and the embedded derivative are not closely related, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative and the combined instrument is not measured at fair value through profit or loss.

Derivatives are recognized initially at fair value; attributable transaction costs are recognized in profit or loss as incurred. Subsequent to initial recognition, derivatives are measured at fair value and changes therein are recognized immediately in profit or loss.

(c) Property, plant and equipment

(i) Recognition and measurement

Land and buildings comprise mainly manufacturing facilities and offices. Items of property, plant and equipment are measured at historical cost (net of government grants) less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located and borrowing costs. Cost also includes transfers from equity of any gain or loss on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognized net within other income in profit or loss.

(ii) Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

(iii) Depreciation

Land is not depreciated. Depreciation is calculated over the depreciable amount, which is the cost of an asset, revalued amount or other amount substituted for cost, less its residual value.

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each component of property, plant and equipment, with certain manufacturing equipment being depreciated on a units of production basis since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful lives for the current and comparative periods are as follows:

• buildings	15-40 years
• plant and manufacturing equipment	5-15 years
• vehicles	3-5 years
• furniture, office, lab and computer equipment	3-5 years

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

(d) Intangible assets

(i) Goodwill

Goodwill that arises upon the acquisition of a business is included in intangible assets. At initial recognition, goodwill is measured as the excess of purchase price over the fair value of identifiable net assets.

In respect of acquisitions prior to January 1, 2010, goodwill is included on the basis of its deemed cost, which represents the amount recorded under previous Canadian Generally Accepted Accounting Principles.

Subsequent measurement

Goodwill is measured at cost less accumulated impairment losses. Goodwill is tested annually for impairment. Impairment losses on goodwill are not reversed. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or Groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose, identified according to operating segment.

(ii) Customer Relationships

Customer Relationships that arise upon the acquisition of a business is included in intangible assets. At initial recognition, customer relationships is measured at fair value based on the current customers total sales, estimating an annual attrition rate and future growth based on current market conditions and historical data.

(iii) Research and development

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognized in profit or loss as incurred.

Investment tax credits and other related government assistance are recorded as a reduction of R&D department costs. Investment tax credits related to capital assets reduce property, plant and equipment accordingly.

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalized includes the cost of materials, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use and borrowing costs on qualifying assets. Other development expenditure is recognized in profit or loss as incurred.

Capitalized development expenditure is measured at cost less accumulated amortization and accumulated impairment losses.

(iv) Other intangible assets

Other intangible assets, such as software, that are acquired or developed by the Group and have finite useful lives, are measured at cost less accumulated amortization and accumulated impairment losses. Costs associated with annual licenses and maintaining computer software programs are recognized as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognized as intangible assets when there is an ability to use the software product and it can be demonstrated how the software product will generate probable future economic benefits.

Directly attributable costs that are capitalized as part of the software product include the incremental software development or contracted employee costs. Other development expenditures that do not meet these criteria are recognized as an expense as incurred.

(v) Subsequent expenditures

Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which it relates. All other expenditures, including expenditures on internally generated goodwill and intellectual property, are recognized in profit or loss as incurred.

(vi) Amortization

Amortization is calculated over the cost of the asset, or other amount substituted for cost, less its residual value.

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives for the current and comparative periods are as follows:

- software 5 years
- capitalized development costs 3 - 5 years
- customer relationships 10 years

(e) Inventories

Inventories are measured at the lower of cost and net realizable value. The cost of inventories is based on the weighted average cost principle and includes expenditures incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. Impairment charges are recorded against cost of sales.

(f) Employee benefits

(i) Defined benefit plans

The Group provides designated employees with defined post-employment benefits based upon their years of service. A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. These benefits are accrued by the Company and remain unfunded unless certain events occur. The Group's net obligation, in respect of defined benefit pension plans, is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The fair value of any plan assets (if any) are deducted. The discount rate is the yield at the reporting date on high-quality corporate bonds that have maturity dates approximating the terms of the Group's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method.

The Group recognizes all actuarial gains and losses arising from defined benefit plans immediately in other comprehensive income and reports them in retained earnings.

(ii) Other long-term employee benefits

The Group provides certain employees with post retirement life insurance benefits that are unfunded. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit pension plans. These obligations are valued annually by independent qualified actuaries. The Group's net obligation in respect of long-term employee benefits, other than pension plans, is the amount of future benefits that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The discount rate is the yield at the reporting date on high quality corporate bonds that have maturity dates approximating the terms of the Group's obligations. Any actuarial gains and losses are recognized in other comprehensive income and retained earnings in the period in which they arise.

(iii) Defined Contribution Plan

AirBoss Flexible Products Co. maintains a simplified employee defined contribution pension plan covering substantially all U.S. employees not covered by collective bargaining agreements. The Group's contributions are discretionary and are not to exceed 15% of the total eligible compensation earned by plan participants during the year.

(iv) Multi-Employer Pension Plan

The Group contributes to the Steel Workers Pension Trust, a multi-employer defined benefit pension plan under the terms of collective-bargaining agreements that cover its union-represented employees in the State of Michigan. The risks of participating in a multi-employer plan are different from participation in a single-employer plan in the following aspects:

(a) Assets contributed to the multi-employer plan by one employer may be used to provide benefits to employees of other participating employers.

(b) If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.

(c) If the Group chooses to stop participating in the multi-employer plan, the Group may be required to pay those plans an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

(v) Bonus Plan

The Group recognizes a liability for unpaid bonuses and an expense for all bonuses, based on a formula that takes into consideration the profit attributable to the Company's shareholders, after certain adjustments. The Group recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(g) Provisions

Provisions for environmental restoration and legal claims are recognized when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

(h) Revenue

(i) Goods Sold

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue is recognized when: persuasive evidence that the significant risks and rewards of ownership have been transferred to the buyer; recovery of the consideration is probable; the associated costs and possible return of goods can be estimated reliably; there is no continuing management involvement with the goods; and the amount of revenue can be measured reliably. Revenues are recorded based on the price specified in the price quotes or contracts. If it is probable that discounts will be granted and the amount can be measured reliably, then the discount is recognized as a reduction of revenue as the sales are recognized.

The timing of the transfers of risks and rewards may be upon shipment to, or receipt by, customers depending on the individual terms of the contract of sale. Generally, the buyer has no right of return except if the product did not comply with the agreed upon specifications.

(ii) Services

Revenue from services rendered is recognized in profit or loss on provision of the services.

(iii) Presentation

Revenue and cost of sales are presented on a gross basis in the consolidated statements of income when the Group is acting as principal and is subject to the significant risks and rewards of the transaction. Where the Group receives consignment inventory for processing, the tolling charges are recorded as revenue.

(i) Government grants

An unconditional government grant is recognized as a reduction of the cost of the asset acquired or expenses incurred when the grant becomes receivable.

(j) Lease payments

Payments made under operating leases are recognized in profit or loss, on a straight-line basis, over the term of the lease. Lease incentives received are recognized as an integral part of the total lease expense over the term of the lease.

(k) Finance income and finance costs

Finance income comprises interest income on funds invested and changes in the fair value of financial assets at fair value through profit or loss. Interest income is recognized, as it accrues in profit or loss, using the effective interest method.

Finance costs comprise interest expense on borrowings, unwinding of the discount on provisions, changes in the fair value of financial assets at fair value through profit or loss, impairment losses recognized on financial assets and the financing component of employee benefits. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in profit or loss using the effective interest method.

(l) Income tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous years. Current tax also includes any tax arising from dividends.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Company to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

(m) Segment reporting

Segment results that are reported to the Group's CEO (the chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Operating segments are aggregated if they are similar and demonstrate similar economic characteristics. Unallocated items comprise mainly corporate assets (primarily the Company's headquarters), head office expenses, and tax assets and liabilities.

(n) Share-based payments

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from directors, employees and certain advisors as consideration for equity instruments (options) of the Group. The fair value of the services received in exchange for the grant of the options is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted.

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognizes the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity. When the options are exercised, the Company issues new shares. The proceeds received, together with the amount recorded in contributed surplus, are credited to share capital when the options are exercised. The beneficiary can elect to convert the fair value of the vested options to the market value of shares on a cash-less basis on the exercise date.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

The Group also has a cash-settled stock appreciation rights plan ("SARS"), a form of stock-based compensation. The compensation expense is accrued over the vesting period with a corresponding increase in liabilities in the amount which represents the fair value of the amount payable to the employee in respect of SARS. The liability is re-measured at each reporting date and at the settlement date. Any changes in the fair value of the liability are recognized as a compensation expense in the statement of income.

(o) New standards and interpretations not yet adopted.

IFRS 9 *Financial Instruments* (2010), IFRS 9 *Financial Instruments* (2009)

IFRS 9 (2009) introduces new requirements for the classification and measurement of financial assets. Under IFRS 9 (2009), financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 (2010) introduces additions relating to financial liabilities. The IASB currently has an active project to make limited amendments to the classification and measurement requirements of IFRS 9 and add new requirements to address the impairment of financial assets and hedge accounting.

IFRS 9 (2010 and 2009) are effective for annual periods beginning on or after 1 January 2018 with early adoption permitted. At this time, management cannot provide a reasonable estimate of the effect on the Company's financial position until a detailed review has been completed. The Group does not plan to adopt these standards early.

IFRIC 21 *Levies*

IFRIC 21 introduces requirement for the recognition of a liability when the entity has a present obligation as a result of a past event (known as obligation event). IFRIC 21 establishes the obligating event to recognize a liability as an event that results in payment of levy relating to the relevant legislation. The Group is currently reviewing its methodologies in determining liability obligations. IFRIC 21 is effective for annual periods beginning on or after January 1, 2014. The Company intends to adopt these standards in its financial statements for the annual period beginning on January 1, 2014.

NOTE 4 BUSINESS ACQUISITION

On October 18, 2013, the Company acquired all the shares of Flexible-Products Co. ("Flexible"), a privately-owned U.S. company that is a leading supplier of innovative and cost-effective anti-vibration solutions to the North American automotive market.

The acquisition of Flexible by the Company is accounted for using the acquisition method of accounting, whereby Flexible's assets and liabilities are revalued to their fair value and any excess of the purchase price is recognized as goodwill. AirBoss's assets and liabilities are not revalued. Purchase price allocation is not yet completed.

In the period between October 19, 2013 to December 31, 2013, Flexible contributed net sales of $22,430 and profit of $516.

If the acquisition had occurred on January 1, 2013, management estimates that consolidated net sales would have been $312,889 and profit for the year of $7,985. In determining these amounts, management had assumed that the fair value of the adjustments that arose on the acquisition date would have been the same if the acquisition had occurred on January 1, 2013. Profit would be adjusted for depreciation on the fair value of capital assets acquired, amortization of customer relationships, amortization of fair value increment of inventory, interest on new long-term debt, elimination of intercompany sales at preacquisition period, and related tax effects.

Effect of this acquisition has resulted in maintaining Flexible's defined contribution plan and Flexible's multi-employer pension plan (Note 17).

Consideration transferred

Pursuant to the stock purchase agreement, AirBoss Rubber Compounding (NC) Inc., a subsidiary of the Company, acquired all of the outstanding stock of Flexible for cash consideration of $54,527. In addition, consideration of $3,178 was paid to the stakeholders of Flexible relating to certain tax elections and $151 for a working capital adjustment.

The acquisition was financed with debt, with the Company entering into a new long-term debt facility with a syndicate of banks led by its existing banker, comprised of revolving loans and term loans as described below.

Operating Line

The operating line consists of a US $25 million senior secured multi-currency revolver (tranche A) and a US $15 million senior secured revolving credit facility (tranche B).

Term Loan

The term loan consists of US$45 million senior secured term loan (tranche C), a CAD $8.7 million fixed rate term loan maturing July 2015 (tranche D) and a CAD $5 million fixed rate term loan maturing October 2018 (tranche E).

Accordion

Under the terms and subject to the conditions of the credit agreement relating to the new debt facility, the Company has the ability to borrow up to an additional US $40 million from its lenders.

Acquisition-related costs

The Company incurred acquisition-related costs of $ 1,700 on legal fees and due diligence costs. These costs have been included in "administrative expenses".

Identifiable assets acquired and liabilities assumed

The following table summarizes the recognized amounts of identifiable assets acquired and liabilities assumed at the acquisition date. Provisional amounts have been recognized as the measurement period for the acquisition remains open until the valuation of identifiable assets and liabilities is confirmed.

(In thousands of US dollars)

Consideration:	
Cash	
Total Consideration:	57,856
Preliminary fair value of assets acquired:	
Cash	3,277
Accounts receivable	20,722
Inventory	9,134
Prepaid expenses	697
Property and equipment	12,303
Customer relationships	16,000
Investment	313
Total Assets	62,446
Preliminary fair value of liabilities assumed:	
Accounts payable and accrued liabilities	14,655
Total liabilities	14,655
Net assets acquired	47,791
Excess of purchase price over fair value of identifiable assets acquired	10,065

On October 18, 2013, the Company's best estimate of the acquired accounts receivables not expected to be collected was $101.

Measurement of fair value

Property, plant and equipment	Market approach technique and cost approach technique: The market approach analyzes recent sales or offering prices of assets that are similar to the subject asset to arrive at an indication of the most probable selling price of the asset being appraised. The cost approach applies the principle of substitution whereby if the asset is new, the current cost of producing the equivalent asset establishes the upper limit of value. If the asset is not new, physical deterioration and functional and economic obsolescence must be deducted from the current cost of that asset.
Intangible assets	Fair value is determined based on the discounted assets specific cash flow derived from forecast earnings.
Inventories	Fair value is determined based on the estimated fair value increment on the estimated gross profit from finished goods inventories.

Goodwill

Goodwill arising from the acquisition has been recognized as follows.

In thousands of US dollars	
Consideration transferred	57,856
Fair value of net identifiable assets	(47,791)
Goodwill	10,065

The goodwill is attributable mainly to the skills and technical talent of Flexible's work force and the synergies expected to be achieved from integrating Flexible into the Company's existing business. Elected values determined tax deductibility of goodwill.

NOTE 5 TRADE AND OTHER RECEIVABLES

December 31 *In thousands of US dollars*	**2013**	2012
Trade receivables	**42,068**	28,315
Less: allowance for doubtful accounts	**(181)**	(99)
	41,887	28,216
Other receivables	**746**	1,388
	42,633	29,604

Impairment losses

The aging of trade receivables at the reporting date was:

	2013		2012	
December 31 *In thousands of US dollars*	**Gross**	**Impairment**	Gross	Impairment
Within terms	**21,097**	**-**	18,204	-
Past due 0-30 days	**17,115**	**-**	8,052	-
Past due 31-120 days	**3,856**	**(181)**	2,059	(99)
	42,068	**(181)**	28,315	(99)

The continuity of the allowance for doubtful accounts was:

In thousands of US dollars	**2013**	2012
Balance at January 1	**(99)**	(96)
Impairment loss recognized	**(287)**	(126)
Collected	**186**	-
Revise estimate/write-off	**19**	123
Balance at December 31	**(181)**	(99)

NOTE 6 INVENTORIES

December 31 *In thousands of US dollars*	**2013**	2012
Raw materials and consumables	**21,149**	22,859
Work in progress	**2,550**	3,136
Finished goods	**7,564**	5,030
Inventory in transit	**2,326**	2,876
Other inventory	**1,433**	865
	35,022	34,766
Provisions	**(1,102)**	(1,380)
	33,920	33,386

As inventory determined to be impaired in 2012 was liquidated during 2013, provisions were adjusted accordingly. The adjustment of provisions was recorded in cost of sales in the respective years as a recovery of $377 in 2013 and a charge of $484 in 2012.

NOTE 7 PROPERTY, PLANT AND EQUIPMENT

In thousands of US dollars	Land and buildings	Plant and equipment	Furniture and equipment	Under construction	Total
Cost or deemed cost					
Balance at January 1, 2012	12,496	37,141	983	672	51,292
Additions	1,711	731	52	4,214	6,708
Disposals	-	(741)	(1)	-	(742)
Transfers	341	3,216	-	(3,557)	-
Balance at December 31, 2012	14,548	40,347	1,034	1,329	57,258
Additions	24	130	21	4,776	4,951
Disposals	-	(116)	(3)	-	(119)
Transfers	426	4,295	320	(5,041)	-
Business Acquisition	-	12,076	227	-	12,303
Balance at December 31, 2013	14,998	56,732	1,599	1,064	74,393
Accumulated depreciation					
Balance at January 1, 2012	1,364	6,698	344	55	8,461
Depreciation for the period	749	4,359	176	-	5,284
Disposals	-	(509)	(1)	-	(510)
Transfers	-	55	-	(55)	-
Balance at December 31, 2012	2,113	10,603	519	-	13,235
Depreciation for the period	909	4,675	232	-	5,816
Disposals	-	(75)	(1)	-	(76)
Balance at December 31, 2013	3,022	15,203	750	-	18,975

Included in plant and equipment is spare parts inventory of $38 (2012: $99).

Carrying amounts

In thousands of US dollars	Land and buildings	Plant and equipment	Furniture and equipment	Under construction	Total
At December 31, 2012	12,435	29,744	515	1,329	44,023
At December 31, 2013	11,976	41,529	849	1,064	55,418

Depreciation expense of $5,446 (2012: $5,062) was charged to costs of sales, $298 (2012: $269) was charged to general and administrative expense and $114 (2012: $69) was charged to research and development expenses. Rental expense for equipment under operating lease of $314 (2012: $394) was included in the income statement.

Government assistance grants relating to capital assets were $26 in 2013 (2012: $234); property, plant and equipment were adjusted accordingly. A loss of $43 was recognized relating to the write-off of plant equipment and furniture and included in depreciation expense charged to cost of sales ($42) and general and administrative ($1) expenses. No proceeds were received. In 2012, proceeds on disposal of certain injection presses as part of the reorganization were $130; a loss of $116 was recognized relating to this disposal and included in depreciation expense charged to costs of sales.

NOTE 8 INTANGIBLE ASSETS

In thousands of US dollars	Customer Relationships	Goodwill	Product development	Software	Total
Cost					
Balance at January 1, 2012	-	6,833	91	1,630	8,554
Purchases	-	-	-	714	714
Disposals	-	-	(91)	(21)	(112)
Balance at December 31, 2012	-	6,833	-	2,323	9,156
Business Acquisition (Note 4)	16,000	10,065	-	-	26,065
Purchases	-	-	-	504	504
Balance at December 31, 2013	16,000	16,898	-	2,827	35,725
Amortization and impairment losses					
Balance at January 1, 2012	-	-	91	622	713
Amortization for the period	-	-	-	383	383
Disposals	-	-	(91)	(7)	(98)
Balance at December 31, 2012	-	-	-	998	998
Amortization for the period	324	-	-	416	740
Balance at December 31, 2013	324	-	-	1,414	1,738
Carrying amounts					
At December 31, 2012	-	6,833	-	1,325	8,158
At December 31, 2013	15,676	16,898	-	1,413	33,987

Amortization expense of $740 (2012: $383) was charged to general and administrative expense. Remaining amortization for customer relationships is 9.8 years.

Impairment

Goodwill is allocated to those Cash Generating Units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Company at which management monitors goodwill. The Company's goodwill is allocated to AirBoss Engineered Products. As at December 31, 2013 and December 31, 2012, there was no goodwill impairment.

Recoverable amount

Recoverable amount was based on value in use. Value in use was determined by discounting the future cash flows generated from the continuing use of the unit.

Key assumptions used in value-in-use calculations

The calculations of value in use for the Cash Generating Units are most sensitive to the following assumptions:

- Discount rate used 13%
- Growth rate of 2% used in the budget
- Projected sales used to extrapolate cash flows beyond the budget date

Cash flows were projected based on past experience, actual operating results and the business plan for a 1 year period. Cash flows for a further 5-year period were extrapolated using projected sales and a growth rate of 2% (2012: 2%) for expenses, which does not exceed the long-term average growth rate for the industry.

Revenue and margins in the business plan were budgeted based on discussions with customers, contracts on-hand and industry information, past experience and trends, as well as initiatives. The anticipated annual revenue has been based on conservative growth levels, (net of the inflationary effect of rising raw material prices).

The values assigned to the key assumptions represent management's assessment of future trends in the rubber and AEP industries and are based on both external sources and internal sources (historical data).

NOTE 9 OTHER INVESTMENTS

In thousands of US dollars	**2013**	2012
Non-current investments		
Balance at January 1	**116**	136
Business Acquisition (Note 4)	**313**	-
Purchases	**47**	-
Effect of movements in exchange rates	**(8)**	-
Impairment charge	**-**	(23)
Balance at December 31	**468**	116

Included in the business acquisition, was a 10% equity interest in a private company for $313. The impairment charge of nil (2012: $23) was included in other income.

Derivatives not meeting hedge accounting criteria:

There are no forward contracts outstanding as of December 31, 2013 or 2012.

NOTE 10 LOANS AND BORROWINGS

December 31 *In thousands of US dollars*	**2013**	2012
Non-current		
Term debt	**52,305**	8,599
Less: deferred financing	**(632)**	(35)
	51,673	8,564
Current		
Term debt	**5,440**	670
Other debt	**-**	102
	5,440	772

December 31 *In thousands of US dollars*	**2013**	2012
CAD $8.6 million (2012: $9.2 million) term debt, bearing interest at 6.39%, seven year term, amortized over 15 years, with interest payable monthly and no principal payments required until November 15, 2011, balance repayable July 15, 2015	**8,044**	9,269
CAD $5 million term debt, bearing interest at 5.25%, five year term, amortized over 20 years, with principal and interest payable quarterly and the balance repayable October 18, 2018	**4,701**	-
US $45 million term debt, bearing interest at LIBOR plus applicable margins from 150 to 250 basis points depending on EBITDA ratio, five year term, amortized by specific installments of principal plus interest payable quarterly and the balance repayable October 18, 2018.	**45,000**	-
Subtotal	**57,745**	9,269
Less principal due within one year	**(5,440)**	(670)
	52,305	8,599

Deferred financing fees, less accumulated amortization have been deducted against the term loan for presentation purposes.

During the year deferred financing fees of $637, in regards to the new credit agreement, were capitalized. The fees are being amortized over 5 years and $26 has been amortized and is included in finance costs.

Term debt is secured by a first charge against property, plant and equipment and an inter-creditor arrangement with the demand loan entered into by the Company and by its subsidiaries supported by collateral mortgages. Interest expense in 2013 on the term loans was $836 (2012: $613).

Other Debt:

December 31 *In thousands of US dollars*	**2013**	2012
Other debt	-	102

Other debt reflects the remaining principal and accrued interest relating to one promissory note taken back by the vendors of AirBoss Engineered Products Inc. (formerly Acton International Inc.) The note bears interest at the rate of 8% per annum, is secured by a collateral mortgage of $1.8 million (2008 - $1.8 million) on the assets of AirBoss Engineered Products Inc., ranks second to the bank and term lender and was repayable on April 20, 2004. The terms of the purchase agreement provided for a recovery of purchase price under certain conditions. During 2002, AEP exercised its right of offset against the vendors' note for the recovery of purchase price and environmental costs and suspended payments of principal and interest pending resolution of its claims. During 2006, AEP had settled $1.5 million of the purchase price (plus accrued interest) under the terms of the agreement. During 2007, AEP settled one of the promissory notes, which reduced the obligation a further $0.25 million. AEP has recorded the net obligation of $0.1 million after offsetting the recovery of purchase price and environmental costs pursuant to the agreement. During 2011, AEP was notified that the superior court rendered a judgement in its favour allowing the parties to offset their respective claims. AEP has been informed that an appeal was filed relating to the judge's decision to award AEP 100% of its claim for environmental cost reimbursement. This appeal was heard in May, 2013 and a unanimous ruling dismissing the claim in its entirety with costs against the defendants was issued. During the second quarter of 2013, the Company reversed the residual amounts owing to the defendants and recorded a recovery of $389 in other income.

Principal repayments on the term loan and other debt are as follows:

In thousands of US dollars	**Total**	**2014**	**2015**	**2016**	**2017**	**2018**
Term loan and other debt	57,745	5,440	12,232	5,938	5,938	28,197

The operating line consists of a US$25 million senior secured multi-currency revolver and a US$15 million senior secured revolving credit facility. $39.2 million of this facility is unused as at December 31, 2013 (2012: $35.2 million); no amounts were drawn against the facility in 2012.

Under the new credit agreement, the Company has the ability to borrow an additional US$40 million from its syndicate partners.

The credit/security/letter agreement provides the lenders with a perfected first security interest on all accounts receivable and inventories of the Company and its subsidiaries, secured guarantees and an inter-creditor arrangement with the term loan syndicate. Interest expense in 2013 on the demand loan was $217 (2012: $226).

The contractual re-pricing dates at the end of the reporting period are as follows:

December 31 *In thousands of US dollars*	**2013**	2012
Less than 1 year	**5,440**	772
1 to 5 years	**51,673**	8,564
	57,113	9,336

The carrying amount and fair value of the borrowings are as follows:

	Carrying amount		Fair value	
In thousands of US dollars	**2013**	2012	**2013**	2012
Term debt	**57,113**	9,336	**57,966**	9,648

The fair value of current borrowings approximates the carrying amount, as the impact of discounting at current market rates will not have a material impact. The fair values are based on cash-flows discounted using a rate based on the borrowing rate of 5.17% (2012: 4.55 %) for fixed rate term loan and 2.67% for LIBOR loan.

The group has the following undrawn borrowing facility:

December 31 *In thousands of US dollars*	**2013**	2012
Floating rate:		
Expiring within 1 year	**-**	35,200
On demand	**39,200**	-

The Company is not in default, nor has it breached any terms of its loan agreement.

NOTE 11 PROVISIONS

In thousands of US dollars	Site restoration	Stock appreciation rights	Total
Balance at January 1, 2012	98	-	98
Provisions used during the year	-	-	-
Provisions reversed during the year	-	-	-
Foreign exchange	2	-	2
Balance at December 31, 2012	100	-	100
Provisions used during the year	**-**	**804**	**804**
Provisions reversed during the year	**-**	**-**	**-**
Foreign exchange	**(6)**	**-**	**(6)**
Balance at December 31, 2013	**94**	**804**	**898**

No legal provisions are recognized at December 31, 2013 and 2012.

Stock Appreciation Rights Plan

During 2011, the Company established a stock appreciation rights plan ("SARS Plan") to reward selected directors and employees.

As at December 31, 2013, 609,000 rights were outstanding with a reference price ranging between CAD $5.16 and CAD $5.25. During 2013, no stock appreciation rights were granted to NEOs, directors and advisors to the directors. The stock appreciation rights granted in 2011 vest and are exercisable four years after the grant date and expire December 31, 2015. When exercised, cash payments net of tax withholdings are made based on the difference between the reference price at the time of the grant and the trading 10 day weighted average market price of the Company's common shares on the vesting date.

The Company recognized as employee costs $804 (2012: nil) relating to the SARS plan.

NOTE 12 CAPITAL AND OTHER COMPONENTS OF EQUITY

Share Capital and Contributed Surplus

Share Capital: Authorized - Unlimited number of common shares.

Unlimited number of Class B preference shares without par value and issuable in series subject to the filing or articles of amendment. The directors may fix, from time to time before such issue, the number of shares that is to comprise each series and the designations, rights, privileges, restrictions and conditions attaching to each series.

Issued share capital is as follows:

In thousands of US dollars	**2013**	2012
January 1	**22,493**	23,330
Exercise of share options	**255**	-
Repurchase of common shares	**-**	(837)
Balance at December 31	**22,748**	22,493

Issuance of common shares

During 2013 651,500 options were exercised. In 2012, no options were exercised.

Normal Course Issuer Bid

In 2013, the Toronto Stock Exchange ("TSX") accepted a notice filed by the Company of its intention to extend the Normal Course Issuer Bid ("NCIB") for a one year period. The TSX notice provides that the Company may, during the twelve-month period commencing May 17, 2013 and ending May 16, 2014, repurchase on the TSX up to 1,646,991 common shares representing 10% of the public float. The actual number of shares purchased, if any and the timing is determined by the Company considering market conditions, share prices, cash position and other factors.

During 2013 the Company did not purchase for cancellation any of its outstanding common shares pursuant to the NCIB that was renewed May 17, 2013. In 2012, the Company purchased for cancellation 836,865 of its outstanding common shares pursuant to the NCIB for $3,887 at an average price of $4.64. As a result of this purchase, the Company recorded a reduction to share capital and retained earnings of $1,452 and $2,435 respectively.

Capital and other components of equity

Contributed surplus

Contributed surplus is comprised of the difference between the book value per share and the purchase price paid for shares acquired for cancellation by the Company and stock-based compensation of employees and non-employees.

The contributed surplus is as follows:

In thousands of US dollars	**2013**	2012
Balance at January 1	**1,925**	1,581
Stock option expense	**477**	344
Exercise of stock options	**(667)**	-
Balance at December 31	**1,735**	1,925

Stock Options

The Company has reserved 2,274,812 (2012: 2,249,289) shares for its stock option plan. Options vest when granted, or over a period of up to five years at the discretion of the Board of Directors. Options granted to directors and officers of the Company, which were outstanding at December 31, 2013, are as follows:

	Options outstanding			**Options exercisable**	
Range of exercise price ($CAD)	**Quantity**	**Weighted average contract life**	**Weighted average exercise price ($CAD)**	**Quantity**	**Weighted average exercise ($CAD)**
5.00	120,000	1.25	5.00	90,000	5.00
5.01	440,000	1.00	5.01	330,000	5.01
5.27	122,500	1.67	5.27	88,500	5.27
6.35	650,000	4.67	6.35	-	6.35
7.19	100,000	2.25	7.19	50,000	7.19
7.77	50,000	4.92	7.70	-	7.70
	1,482,500			558,500	

Options granted and outstanding:

A summary of the status of the Company's stock option plan as of December 31, 2013 and 2012 and changes during the years then ended, is presented below:

	2013		2012	
	Quantity	**Weighted average exercise price ($CAD)**	Quantity	Weighted average exercise price ($CAD)
Outstanding beginning of year	**1,434,000**	**4.23**	1,434,000	$4.23
Granted	**700,000**	**6.45**	-	-
Exercised	**(651,500)**	**2.91**	-	-
Outstanding end of year	**1,482,500**	**5.86**	1,434,000	$4.23

Inputs for measurement of grant date fair values

The grant date fair value of all options were measured based on the Black-Scholes model. Expected volatility is estimated by considering historic average share price volatility. The inputs used in the measurement of the fair values at grant date of the share-based payment plans are the following:

Fair value of share options and assumptions

In Canadian dollars	**November 2013**	**August 2013**
Fair value at grant date	**$2.47**	**$2.98**
Share price at grant date	**6.35**	**7.70**
Exercise price	**6.35**	**7.77**
Expected volatility (weighted average volatility)	**47.5%**	**46.9%**
Option life (expected weighted average life)	**5 years**	**5 years**
Expected dividends	**1.26%**	**1.04%**
Risk-free interest rate (based on government bonds)	**1.92%**	**1.73%**

No share-based payment awards were granted during 2012.

The stock options issued vest as follows:

	Quantity
Currently vested	558,500
2014	374,000
2015	200,000
2016	175,000
2017	175,000
	1,482,500

Stock option expense

During the year, the Company recognized as employee costs $477 (2012: $344) relating to option grants in general and administrative expenses of the statement of income.

Dividends

Dividends on common shares were paid to shareholders of record quarterly in 2013 and in 2012 as follows:

	2013		2012	
Shareholder of record at:	**$CAD**	**Date Paid**	$CAD	Date Paid
March 31	**0.05**	**April 3, 2013**	0.0375	April 19, 2012
June 30	**0.05**	**July 18, 2013**	0.05	July 19, 2012
September 30	**0.05**	**October 17, 2013**	0.05	October 18, 2012
December 31	**0.05**	**January 16, 2014**	0.05	January 17, 2013
	0.20		0.1875	

The dividend payable at December 31, 2013 was $1,069 (2012: $1,130).

NOTE 13 EARNINGS PER SHARE

The following table sets forth the calculation of basic and diluted earnings per share:

December 31 *In thousands of US dollars except per share amounts*	**2013**	2012
Numerator for basic and diluted earnings per share:		
Net income	**6,351**	7,170
Denominator for basic and diluted earnings per share:		
Basic weighted average number of shares outstanding	**22,711**	22,954
Dilution effect of stock options	**93**	213
Diluted weighted average number of shares outstanding	**22,804**	23,167
Net income per share:		
Basic	**0.28**	0.31
Diluted	**0.28**	0.31

At December 31, 2013, 800,000 options (2012: 796,000) were excluded from the diluted weighted average number of common shares calculation as their effect would have been anti-dilutive.

The average market value of the Company's shares for the purpose of calculating the dilutive effect of share options was based on quoted market prices for the period during which the options were outstanding.

NOTE 14 INCOME TAXES

The provision for income taxes differs from the amount computed by applying the Canadian statutory income tax rate to income before income taxes for the following reasons:

December 31 *In thousands of US dollars*	**2013**	2012
Combined federal and provincial statutory income tax	**2,209**	2,375
Foreign tax differential	**(441)**	90
Income tax related to non-deductible expenses	**405**	88
Difference arising on filing and assessments	**(195)**	(5)
Other	**503**	(218)
Total expense	**2,481**	2,330
The components of the provision for income taxes are as follows:		
Current	**4,143**	2,318
Deferred	**(1,662)**	12
Total	**2,481**	2,330

The income tax effects of temporary differences that give rise to significant portions of deferred income tax assets and liabilities are as follows:

December 31 *In thousands of US dollars*	**2013**	2012
Deferred income tax assets:		
Non-capital income tax loss carry-forwards	**2,849**	1,118
Deferred income tax deductions relating to long-term liabilities	**716**	826
Research and development expenses deducted for accounting less than amount deducted for tax purposes	**73**	93
Stock appreciation rights	**201**	-
Financing fees	**99**	-
Alternative minimum tax	**97**	-
Capital assets	**56**	25
	4,091	2,062
Deferred income tax liabilities:		
Research and development expenses deducted for accounting in excess of tax purposes	**-**	(89)
Deferred income tax deductions relating to long-term liabilities	**(9)**	(10)
Capital assets	**(7,675)**	(7,187)
	(7,684)	(7,286)
Net deferred income tax liabilities	**(3,593)**	(5,224)

In assessing the valuation of deferred income tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of deferred taxable income during the period in which the temporary differences are deductible.

Management considers the scheduled reversals of deferred income tax liabilities, the character of the income tax asset and the tax planning strategies in making this assessment. Management would not recognize deferred income tax assets if the more likely than not realization criterion is not met.

The Company has losses of $7.4 million (2012: $3.3 million) available to offset deferred income taxes in the US and has recognized a related deferred income tax asset of $2.8 million (2012: $1.1 million). These net operating losses have a 15 to 20 year carry forward.

The aggregate amount of taxable temporary differences associated with investments in subsidiaries, branches and associated and interests in joint ventures, for which no deferred tax liabilities have been recognized, is $25,689 (2012: $24,201).

NOTE 15 GOVERNMENT ASSISTANCE

During the year 2013, AEP recognized grants of $1,538 to support certain initiatives (2012: $814) which were offset against expenses. In addition, $108 (2012: $157) was recognized from the province of Quebec in respect of capital. Capital assets were adjusted accordingly.

During the year 2013, the Rubber Compounding division recognized $121 (2012: $36) to mainly support job creation which was offset against expenses.

Scientific research and investment tax credit of $927 were recognized in 2013 (2012: $369); R&D costs were adjusted accordingly. In addition, $110 (2012: $233) was recognized as a reduction to capital assets in respect of provincial tax credits.

NOTE 16 COMMITMENTS AND CONTINGENCIES

Commitments

The Company is committed, under non-cancellable operating lease agreements, to minimum rentals for equipment and premises as follows:

In thousands of US dollars	Equipment	Premises	Total
2014	310	1,271	1,581
2015	210	1,080	1,290
2016	146	1,050	1,196
2017	111	1,050	1,161
2018	34	1,050	1,084
Thereafter	-	838	838
Total	811	6,339	7,150

At December 31, 2013 and 2012, the Company had exercised all forward contracts and there were none outstanding.

Litigation

In 2004, the Company commenced an Action in the Superior Court of Quebec claiming funds due pursuant to the 1999 Agreement of Purchase and Sale, whereby AirBoss acquired the assets of Acton International Inc.

The Company had been informed that an appeal was filed relating to the Judge's decision to award the Company 100% of its claim for environmental costs reimbursement. This appeal was heard in May, 2013 and a unanimous ruling dismissing the claim in its entirety with costs against the defendants was issued. During the second quarter of 2013, the Company reversed the residual amounts owing to the defendants and recorded a recovery of $389 in other income. As at November 1, 2013, the Defendants are indebted towards the Plaintiffs for an amount of CAD $443; efforts to collect are underway. The amount has not been accrued for.

NOTE 17 POST RETIREMENT BENEFITS

The Company maintains an unfunded supplementary employment retirement plan for certain executives "executive supplemental plan" and provides post retirement life insurance benefits to eligible retirees "other benefit plan".

Funding for the executive supplemental plan is triggered on a change of control. The Company maintains an insurance policy to cover the obligation, in event of the executive's death. When the executive retires, the annual entitlement is funded from operations. This supplemental plan is a non-registered plan, and while there is no requirement to fund the plan, the employees have reached retirement age and may elect to receive a lump sum payment of their benefits under the plan. At December 31, 2013, the weighted average duration of the defined benefit obligation was 14 years (2012: 14.5 years).

Risks associated with this benefit plan are similar to those of typical supplemental non-registered defined benefit plans, including interest rate risk, credit risk, longevity risk, etc. There are no significant risks associated with this plan that can be deemed unusual or require special disclosure.

The post-retirement life insurance benefits under "other benefit plan" are for non-unionized and unionized employees of AirBoss Engineered Products Inc. which are unfunded defined benefit plans covering life insurance.

The methods of accounting, assumptions and frequency of valuations for the other benefit plan are similar to those used for defined benefit pension schemes. This plan is funded through proceeds from an insurance policy. Total estimated contribution to this plan for the next fiscal year is $40. This plan is unfunded as such there is no plan asset to be disclosed. At December 31, 2013, the weighted average duration of the defined benefit obligation was 10.7 years (2012: 10.7 years).

This benefit plan exposes the Company to actuarial risks, such as interest rate risk and longevity risk.

December 31 *In thousands of US dollars*	**2013**	2012
Statement of Financial Position obligations for:		
Executive Supplemental Plan	**2,330**	2,525
Other benefit plan	**489**	583
	2,819	3,108
Income statement charge for:		
Executive Supplemental Plan	**91**	129
Other benefit plan	**27**	32
	118	161
Actuarial loss (gain) recognized in the statement of other comprehensive income in the period (before tax):		
Executive Supplemental Plan:		
Actuarial (gain)/loss arising from:		
Experience adjustment	**-**	(85)
Financial assumptions	**(351)**	(752)
Demographic assumptions	**231**	173
Other benefit plan:		
Actuarial (gain)/loss arising from:		
Economic assumptions	**(17)**	5
Demographic assumptions	**(24)**	-
	(161)	(659)
Cumulative actuarial loss (gain) recognized in the statement of other comprehensive income (before tax)		
Executive Supplemental Plan	**(202)**	(82)
Other benefit plan	**274**	315
	72	233

December 31 *In thousands of US dollars*	Executive Supplemental Plan **2013**	2012	Other benefit plan **2013**	2012
Present value of unfunded obligation and Liability in the Statement of Financial Position	**2,330**	2,525	**489**	583
Movement in the defined benefit obligation is as follows:				
At January 1	**2,525**	2,992	**583**	581
Current service cost	**-**	-	**4**	3
Interest cost	**91**	129	**23**	29
Employer contribution	**-**	-	**(43)**	(48)
Actuarial (gain)/loss	**(120)**	(664)	**(41)**	5
Exchange differences	**(166)**	68	**(37)**	13
	2,330	2,525	**489**	583
December 31				
The amounts recognized in the income statement are as follows:				
Post-retirement benefits expense	**-**	-	**(39)**	(45)
Interest cost	**91**	129	**23**	29
Exchanges differences	**(166)**	68	**(37)**	13
	(75)	197	**(53)**	(3)

The current service charge was included in "general and administrative expense" and the interest cost is included in "finance costs" in the income statement.

December 31 *In thousands of US dollars*	Executive Supplemental Plan **2013**	2012	Other benefit plan **2013**	2012
The amount recognized in Other Comprehensive Income				
Opening balance	**82**	(582)	**(315)**	(310)
Gain/(loss) for the year on accrued benefit	**120**	664	**41**	(5)
Closing balance	**202**	82	**(274)**	(315)

December 31 *In thousands of US dollars*	Executive Supplemental Plan **2013**	2012	Other benefit plan **2013**	2012
The principal actuarial valuation assumptions used were as follows:				
Discount rate	**4.75%**	3.75%	**4.75%**	4.25%
Mortality	**CPM-14 Priv Gen CPM-A1 Age 65 or age at the valuation date, if greater**	UP94 Generational, Scale AA Age 65 or age at the valuation date, if greater	**CPM-RPP 2014 Private Sector Mortality Table- Draft July 2013 with 2D improvement scales**	UP94 dynamically projected, Scale AA
Retirement age:				
Percentage of members with spouses at retirement	**50%**	50%	**N/A**	N/A
EARSL	**3.5**	4.5	**12**	12

The sensitivity of the executive supplemental plan to changes in assumptions is set out below. The sensitivity analysis was performed by recalculating the defined benefit obligation and the current service cost at the same valuation date, but only changing the assumption for which the sensitivity was required. This obligation was then used to calculate the difference against the actual amount established as at December 31, 2013. The effect of a variation in a particular assumption on the change in obligation has been calculated without changing any other assumption; in reality, changes in one factor may result in changes in another (e.g. due to correlations between economic assumptions), which may magnify or counteract the sensitivities.

	Supplemental Plan
Membership data	**December 31, 2013**
In thousands of US dollars	
Discount rate	
4.50% (instead of 4.75%)	81
Mortality	
(instead of the preliminary tCPM-RPP2014 Priv Table with adjustment factors to account for the level of benefits and with generational projection using improvement scale CPM-A1)	(25)
Retirement age	
100% at age 64 years old (instead of 100% at 65 years old)	152

The sensitivity of the "other benefit plan" to changes in assumptions is set out below. The sensitivity analysis was performed by changing each assumption individually. If actual changes occur, some of these assumptions are likely to be correlated and result in a combined impact.

Fiscal Year ending	**December 31, 2013**	December 31, 2012
Effect of an increase of 1%		
Post-employment benefit obligation	**(53)**	n/a
Aggregate of Service Cost + Interest Cost	**(3)**	n/a
Effect of a decrease in 1%		
Post-employment benefit obligation	**64**	n/a
Aggregate of Service Cost + Interest Cost	**4**	n/a
Mortality Sensitivity Analysis		
Effect of an increase of 10% on mortality rates		
Post-employment benefit obligation	**4**	n/a
Aggregate of Service Cost + Interest Cost	**0.4**	n/a
Effect of an decrease of 10% on mortality rates		
Post-employment benefit obligation	**(5)**	n/a
Aggregate of Service Cost + Interest Cost	**(0.5)**	n/a

Defined Contribution Plan

AirBoss's Flexible Products Co. maintains a simplified employee defined contribution pension plan covering substantially all U.S. employees not covered by collective bargaining agreements. The Group's contributions are discretionary and are not to exceed 15% of the total eligible compensation earned by plan participants during the year. For the period ended December 31, 2013, the expense for this plan was approximately $69.

Multi-Employer Pension Plan

The Group contributes to the Steel Workers Pension Trust, a multi-employer defined benefit pension plan under the terms of collective-bargaining agreements that cover its union-represented employees in the State of Michigan. The risks of participating in a multi-employer plan are different from participation in a single-employer plan in the following aspects:

(a) Assets contributed to the multi-employer plan by one employer may be used to provide benefits to employees of other participating employers.

(b) If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.

(c) If the Group chooses to stop participating in the multi-employer plan, the Group may be required to pay those plans an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

The Company made contributions of $40 to the multi-employer pension plan. The unfunded vested benefit ratio was 65.42% at December 31, 2013.The Steel Workers Pension Trust is in a net deficit at December 31, 2013 and the Company's portion of the deficit is unknown. The financial position for this trust at December 31, 2013 is not available; as such it is not disclosed in this note. The collective bargaining agreements that require contributions to the multi-employer plan are set to expire December 31, 2014. The current agreement requires that the Group contributes $0.40 for each hour worked by eligible employees during the preceding wage month. Total estimated contribution to this plan for the next fiscal year is $250.

NOTE 18 SEGMENTED INFORMATION

The Group has two reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different products and services and are managed separately because they require different technology and marketing strategies. For each of the strategic business units, the Group's CEO reviews internal management reports on at least a quarterly basis. The following summary describes the operations in each of the Group's reportable segments:

- Rubber Compounding. Includes manufacturing and distributing rubber compounds and distributing rubber chemicals.
- AEP. Includes manufacturing and distributing automotive parts, protective wear and semi-finished rubber products.
- Corporate. Includes corporate activities and certain unallocated costs.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before income tax, as included in the internal management reports that are reviewed by the Group's CEO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Transfer pricing is based on third-party rates.

Inter-company amounts, which represent items purchased from different segments, have been presented within the segment disclosure and are eliminated to arrive at the consolidated amounts.

The Company operates primarily within North America with respect to its rubber compound and globally with respect to its rubber protective products and has production facilities in Canada and the United States.

For the year ended December 31	Rubber Compounding		AEP		Unallocated Corporate Costs		Total	
In thousands of US dollars	**2013**	2012	**2013**	2012	**2013**	2012	**2013**	2012
Segment revenue	**167,683**	199,578	**84,599**	62,529	**-**	-	**252,282**	262,107
Inter-segment revenue	**(12,417)**	(9,976)	**(3,540)**	(3,433)	**-**	-	**(15,957)**	(13,409)
External revenues	**155,266**	189,602	**81,059**	59,096	**-**	-	**236,325**	248,698
Reportable segment profit before income tax	**4,877**	7,566	**6,623**	4,331	**(2,668)**	(2,397)	**8,832**	9,500
Reportable segment assets	**71,084**	72,027	**104,231**	41,504	**10,457**	5,290	**185,772**	118,821
Reportable segment liabilities	**19,113**	15,943	**21,034**	7,692	**64,485**	16,199	**104,632**	39,834
Depreciation and amortization	**3,692**	3,391	**2,882**	2,336	**25**	56	**6,599**	5,783
Finance cost	**1,147**	533	**366**	353	**(317)**	133	**1,196**	1,019
Income tax expense	**1,764**	1,868	**1,837**	1,614	**(1,120)**	(1,152)	**2,481**	2,330
Capital expenditures	**4,004**	4,180	**1,375**	3,237	**76**	5	**5,455**	7,422

Geographical segments

The Rubber Compounding, AEP segments operate manufacturing facilities and sales offices in the US and Canada, selling primarily in North American markets.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of the assets.

Non-current assets include property, plant and equipment, software, goodwill, future income taxes and other assets.

	December 31, 2013		December 31, 2012	
In thousands of US dollars	**Revenues**	**Non-current assets**	Revenues	Non-current assets
Canada	**64,830**	**42,327**	79,871	43,265
United States	**165,359**	**47,711**	161,763	9,032
Other countries	**6,136**	**-**	7,064	-
	236,325	**90,038**	248,698	52,297

Major customers

Revenues from one customer represent approximately 15% (2012: 19%) of the Group's total revenues. Five customers represented 39% (2012: 43%) of the Company's total revenues.

Major Products

In thousands of US dollars	**2013**	2012
Rubber Compounding:		
Tolling	**5,041**	3,907
Mixing	**150,225**	185,695
	155,266	189,602
AEP:		
Industrial	**32,048**	35,499
Defense	**26,581**	23,597
Automotive	**22,430**	-
	81,059	59,096

NOTE 19 RELATED PARTIES

Related Party Transactions

Included in the operating lease commitments was a rental agreement for corporate office space between the Company and a company controlled by the Chairman of the Company. The monthly lease rate approximates fair market rental value. During the year, the Company paid rent for the corporate office of $175 (2012: $113).

During the year, the Company paid fees for the use of a facility in South Carolina of approximately $21 (2012: $18) to a company in which the Chairman is an officer.

In addition, AirBoss Flexible Products Co. paid rent to a company controlled by an employee of the Company to utilize its facilities. Rent paid to this related party for the period October 19, 2013 to December 31, 2013 was $211.The lease provides for monthly payments equivalent to an annual rental of $1,050 and expires in 2019.

Transactions with key management personnel

Key management includes directors (executive and non-executive) CEO, CFO, and division heads. The compensation paid or payable to key management for employee services is shown below:

December 31 *In thousands of US dollars*	**2013**	2012
Salaries and other short term benefits	**1,582**	1,581
Pension/Post-employment benefits	**91**	129
Stock option and stock appreciation rights expense	**1,283**	344
	2,956	2,054

The amounts disclosed in this table are the amounts recognized as operating expenses for accounting purposes during the period and do not necessarily represent amounts receivable or received in cash.

Key management and directors own 27.5% of the outstanding common shares.

NOTE 20 FINANCIAL INSTRUMENTS

Financial risk management

The Company's activities result in exposure to a variety of financial risks, including risks related to commodity prices, currency fluctuation, interest rates, credit and liquidity.

Market Risk

Commodity prices and supplies

The Company's financial performance depends on certain outside sources for raw materials, including carbon black and synthetic and natural rubber used in the production of its products, the price and availability of which are subject to fluctuations from such factors as weather, exchange rates and the price of oil, changes in industry production capacity, changes in world inventory levels and other factors beyond the Company's control.

The Company manages its commodity price and supply risk by matching purchase commitments to its customers' requirements during term of the price quote, ranging from 1 to 3 months and maintains supply sources in different areas of the world.

The Company does not enter into commodity contracts other than to meet the Company's expected usage and sale requirements; such contracts are not settled net.

The following table approximates the financial impact, (assuming changes are not passed along to its customers), on the Company of a 10% increase in the cost of its most critical raw materials based upon purchases made in the respective years:

$Millions Increase (decrease)	Earnings before tax **2013**	 2012
Natural and synthetic rubber	**(3.9)**	(5.1)
Carbon black	**(1.5)**	(1.6)

Most of the Company's products are sold at prices denominated in US dollars or based on prevailing US dollar prices; most of the raw material purchases are denominated in US dollars and a significant portion of its operational costs and expenses are incurred in Canadian dollars. Therefore, an increase in the value of the US dollar relative to the Canadian dollar decreases the revenue in US dollar terms realized by the Company from sales made in Canadian dollars, partially offset by lower Canadian dollar operational costs/expenses, which decreases operating margin and the cash flow available to fund operations. The net Canadian monetary assets of its Canadian operations represent a currency risk as the balances are re-measured at the month end spot rate creating an unrealized exchange gain or loss.

The Company manages its currency risk relating to monetary assets and liabilities denominated in Canadian dollars by increasing or decreasing the proportion of operating or term loan denominated in Canadian funds or forward currency contracts. The Rubber Compounding segment's profit and loss is somewhat naturally hedged in that sales denominated in US dollars offset US dollar expenses and debt service costs. Engineered Product's business has relatively higher Canadian dollar expense content and is not naturally hedged.

The following table approximates the following impact on the Company of a $0.10 decrease in the value of one Canadian dollar in US currency:

$Millions Increase (decrease)	Earnings before tax **2013**	 2012
Sales (1)	**(3.5)**	(4.0)
Purchases (2)	**6.2**	5.2

(1) Based upon Canadian dollar-denominated sales in 2013
(2) Based upon combined 2013 Canadian purchases and expenses

Interest Rate Risk

The Company's interest rate risk mainly arises from the interest rate impact on cash, floating rate debt and pension obligation.

At the end of 2013, Canadian dollar borrowings are on a fixed rate basis (2012: fixed rate basis). The US dollar borrowings are on a variable rate basis (2012: fixed rate basis). The Company has no policy to manage the proportion of borrowings on a fixed rate basis but is assessing its ability to increase its proportion of fixed rate revolving line of credit and term loan. The Company has not entered into interest rate swap derivatives at year end. However, contracts were entered into during 2014 to fix interest rate on $22.5 million of debt.

At the reporting date, the interest profile of the Company's interest-bearing financial instruments was:

December 31 *In thousands of US dollars*	**2013**	2012
Fixed rate instruments		
Financial assets	**-**	-
Financial liabilities	**(12,745)**	(9,371)
Variable rate instruments		
Financial assets	**-**	-
Financial liabilities	**(44,265)**	105
Total	**(57,010)**	(9,476)

Fair value sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates for the year would have increased or decreased net income and equity by:

	Net income and equity	
In thousands of US dollars	100bp increase	100bp decrease
2013		
Variable rate instruments	(79)	86
2012		
Variable rate instruments	(40)	40

This analysis assumes that all other variables, in particular foreign exchange rates, remain constant.

Credit Risk

The Company held cash and cash equivalents of $16,904 at December 31, 2013 (2012: $1,247), which represents its maximum credit exposure on these assets. The cash and cash equivalents are held with bank and financial institution counterparties, which are rated A- to AA-, based on Standard and Poor's ratings.

The Company sells its products to a variety of customers under various payment terms in the normal course of its operations and therefore is exposed to credit risks. The Company's exposure to credit risk is influenced by general economic conditions, the default risk of the industry and the relative concentration of business. A majority of the Company's trade receivables are derived from sales to distributors and manufacturers who have been transacting with the Company for over five years. In monitoring credit risk, the Company considers industry, volume and aging trends, maturity and other relevant factors. The Company performs ongoing credit evaluations of its customers' financial condition and limits the amount of credit extended when deemed necessary. Purchase limits established for certain accounts represent the maximum open balance permitted without approval from the CEO. The Company maintains reserves for potential credit losses relating to specific exposures, and any such losses to date have been within management's expectations. Revenues from one customer represent approximately 15% (2012: 19%) of the Group's total revenues. Five customers represented 39% (2012: 43%) of the Company's total revenues in 2013 and 2012 respectively. The loss of any such customers or the delay or cancellation of any orders under certain high-volume contracts could have a significant impact on the Company.

The Company believes that its five significant customers are credit worthy and has not recorded a provision for credit risk relating to these accounts.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under normal and stressed conditions.

The Company manages liquidity by maintaining adequate cash balances, having appropriate lines of credit available and monitoring cash requirements to meet expected operational expenses, including debt service and capital requirements. In addition, the Company maintains a facility permitting the Company to borrow up to $40 million. At year end, the Company had cash of $21 million and unused facility of $39.2 million (2012: cash of $6.3 million and no net amount drawn against the facility).

Fair value of financial instruments

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, demand loan, accounts payable and accrued liabilities, term loan and other debt. The fair values of cash and cash equivalents, accounts receivable, demand loan, accounts payable and accrued liabilities, as recorded in the consolidated balance sheets approximate their carrying amounts due to the short-term maturities of these instruments. The fair value of the long term loan has been discounted using current market interest rates. The fair value of the other debt is not readily determinable.

The carrying value and fair value are as follows:

December 31, 2013 *In thousands of US dollars*	**Financial Instruments designated at fair value**	**Loans and Receivables (amortized at cost)**	**Other financial liabilities (amortized at cost)**	**Total carry amount**	**Total fair value**
Cash and cash equivalents	16,904	-	-	16,904	16,904
Trade and other accounts receivable	-	42,633	-	42,633	42,633
Total financial assets	16,904	42,633	-	59,537	59,537
Demand loan	-	-	818	818	818
Long term loan	-	-	57,113	57,113	57,966
Other liabilities	-	-	47,098	47,098	47,098
Total financial liabilities	-	-	105,029	105,029	105,882

December 31, 2012 *In thousands of US dollars*	**Financial Instruments designated at fair value**	**Loans and Receivables (amortized at cost)**	**Other financial liabilities (amortized at cost)**	**Total carry amount**	**Total fair value**
Cash and cash equivalents	1,247	-	-	1,247	1,247
Trade and other accounts receivable	-	29,604	-	29,604	29,604
Total financial assets	1,247	29,604	-	30,851	30,851
Demand loan	-	-	1,780	1,780	1,780
Long term loan	-	-	9,336	9,336	9,648
Other liabilities	-	-	30,498	30,498	30,498
Total financial liabilities	-	-	41,614	41,614	41,926

The fair value of long term loan has been based on market interest rate (level 2) in 2012 and 2013. The Group has not disclosed the fair values for financial instruments (Trade and other accounts receivable and other liabilities) as thier carrying amounts approximate their fair values (level 3). There were no reclassifications between classes of financial assets and financial liabilities in 2012 and 2013. There were no transfers between levels of the fair value hierarchy in 2012 and 2013.

Capital Management

The Company has defined its capital as follows:

December 31 *In thousands of US dollars*	**2013**	2012
Cash and cash equivalents	**(16,904)**	(1,247)
Term loan and other debt	**57,113**	9,336
Net debt	**40,209**	8,089
Shareholders' equity	**81,140**	78,987
	121,349	87,076

The Company's business is cyclical and it experiences significant changes in cash flow over the business cycle. In addition, the Company's financial performance can be materially influenced by changes in the relative value of the Canadian and US dollar.

The Company's fundamental objective in managing capital is to ensure adequate liquidity and financial flexibility at all times, but particularly at the bottom of the business cycle and in a strong Canadian dollar environment. The Company constantly monitors and assesses its financial performance in order to ensure that its net debt levels are prudent, taking into account the anticipated direction of the business cycle. When reviewing financing decisions, the Company considers the impact of debt and equity financing on its existing and future shareholders.

The Company has established a committed revolving line of credit that provides liquidity and flexibility when capital markets are restricted. Directors and Officers currently own 27.5% or 6,260,178 shares of the Company. Each Director is required to hold shares for value equal to 3 years retainer fees in order to align objectives with that of shareholders. There is no plan to extend availability of options beyond key management and senior employees. The Company implemented a dividend policy to provide an additional return to shareholders; the decision to pay dividends is reviewed quarterly.

The Board will review, from time-to-time, whether to implement or extend the Normal Course Issuer Bid or an offering if it will be accretive to shareholders.

The Company's approach to capital management is expected to remain unchanged in 2014.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

NOTE 21 SUBSEQUENT EVENTS

As of January 6, 2014, the Company appointed Mr. Timothy Toppen as President. In addition to base salary and an annual bonus, the Company intends to implement a stock based compensation plan that will entitle the President to 100,000 shares in three years time.

Subsequent to year end, the Company has agreed to invest $550 in a company for which the President is the Chairman. The terms of the investment are under negotiation, but the investment is expected to be in the form of a promissory note convertible to an equity interest.

Corporate Information

Board of Directors

Richard F. Crowe (1) (2) (3)
Aurora, Ontario

Mary Matthews, C.P.A., CA, ICD.D. (1) (2) (3)
Toronto, Ontario

Robert L. McLeish (1) (2) (3)
Port Carling, Ontario

Brian A. Robbins (1)
President and CEO, Exco Technologies Limited
Aurora, Ontario

P. Grenville Schoch
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Sydney, AU

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Davies Ward Phillips & Vineburg LLP
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Our Annual Meeting is Thursday, May 8, 2014 at 4:30 pm at the AirBoss corporate office in Newmarket, Ontario

(1) Member of the Audit Committee
(2) Member of the Compensation Committee
(3) Member of Corporate Governance Committee

AirBoss of America Corp.

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