

FAB-FORM

2008 ANNUAL REPORT



FASTFOOT^{MP}

*The world's first:
No stakes, no lumber, no stripping
MONOPOUR SYSTEM*

REPORT TO OUR SHAREHOLDERS

Our cover shows an enthusiastic group of students from Okanagan College in Penticton, building the foundation for a Habitat For Humanity® home using Fab-Form's revolutionary Fastfoot® MP System. Under the skilled direction of their instructor Dave Lovisa and Logix® distributor Ken Wingenbach, the students are learning how foundations can be built without spending time and money on footing forms and stakes.

The ability to pour a concrete wall without constructing the footing forms will have a huge impact on the foundation industry:

- Reduces 2 days from schedule;
- Eliminates 1 visit by the pump and concrete truck;
- Eliminates screeding labour for the footing concrete;
- Eliminates all forming lumber and stakes;
- Eliminates all stripping of footing formwork.

As the Fastfoot® MP System offers contractor savings of over \$2,000 per foundation, we are getting a very enthusiastic response from the marketplace.

As always, thank you Board Members, Shareholders, and progressive Dealers and Contractors for continued support and commitment to fabric forming.

Sincerely



Richard Fearn
President
April 29 2009

2008 YEAR END REPORT

MANAGEMENT DISCUSSION & ANALYSIS

This management discussion and analysis (MD&A) provides a detailed analysis of the business of Fab-Form Industries Ltd. and compares the Company's three most recently completed financial years. This should be read in conjunction with the Company's financial statements and related notes for the period ended 31st December 2008.

QUARTERLY FINANCIAL SUMMARY

	2008				2007				2006
	4th Qtr	3rd Qtr	2nd Qtr	1st Qtr	4th Qtr	3rd Qtr	2nd Qtr	1st Qtr	4th Qtr
Revenues	37,949	60,456	56,628	38,163	57,646	91,044	105,874	62,994	76,752
Net Income (loss)	(75,025)	5,861	(11,538)	(19,380)	4,025	(6,694)	3,647	(20,290)	(177,670)
Shares outstanding (diluted)	6,807,292	6,807,292	6,807,292	6,807,292	6,807,292	6,807,292	6,807,292	6,807,292	6,807,292
Income (loss) per diluted share	(0.02)	0.00	(0.00)	(0.00)	0.00	(0.00)	0.00	(0.00)	(0.03)

FINANCIAL RESULTS

Sales

Sales for the year were \$193,443, a 39.1% decrease over 2007's \$317,558. Sales in Canada were \$120,268, an 18.5% decrease over 2007. US sales suffered dramatically, dropping from \$197,272 in 2007 to \$95,449 in 2008, a 51.6% decline. Slow housing sales are expected to continue in both the USA and Canada for the next 12 months as asset values return to values which can be supported by earnings of building occupants, not speculation.

Sales of Fastfoot® decreased 34.3%, Fastbags® 61.5%, and Fast-Tube™ 36.1% over the previous year. The 'Other' category is for shipping and marketing materials.

	2008	2007	\$ Change	% Change
Fastfoot®	125,921	191,591	-65,670	-34.3%
Fastbag®	14,806	38,459	-23,653	-61.5%
Fast-Tube™	40,901	64,040	-23,139	-36.1%
Other	11,815	23,468	-11,653	-49.7%
Total Sales	193,443	317,558	-124,115	-39.1%

Cost of goods sold

Gross margins for the year were 59%, an improvement over 2007's 55%.

Expenses

Operating expenses for the year decreased by 15.1% to \$185,233 from \$218,158 the previous year. The largest changes are due to:

	2008	2007	Diff	%
Management fees	36,032	59,735	(23,703)	(40%)
Foreign exchange loss (gain)	(4,110)	6,346	(10,456)	(165%)
Administrative expenses	18,416	25,048	(6,632)	(26%)
Amortization and depreciation	33,873	28,945	4,928	17%
Public company expenses	18,752	11,560	8,338	62%

Management and administrative expenses were reduced to conserve working capital. The drop in the Canadian dollar created a significant gain on exchange 2008 compared with the loss in 2007. Amortization increased because of the commencement of the Fast-Tube™ patent amortization, including amortization for the years 2003 through 2008. Public company expenses increased as a result of payment of Director's fees of \$6,000, as well as higher charges by the transfer agent.

Statement of operations & deficit

The company's net loss for the year was (\$101,277), compared with 2007's loss of (\$19,312). This loss was attributable to operating at below breakeven level, and the write off of patent applications in Japan and Europe.

2008 YEAR END REPORT

MANAGEMENT DISCUSSION & ANALYSIS

Investing activities

The primary investing activity for the year was the Fastfoot® MP System.

Financing activities

The Company negotiated with the Business Development Bank to postpone payment of principal on loans as a means of conserving cash.

The Company entered into a private placement for \$52,813 for 880,221 commons shares and a debt settlement of \$25,910 for 431,842 common shares to improve working capital. The shares were issued on January 23rd 2009.

Discussion of the Financial and Housing Markets

The Company believes the housing markets in G7 countries will continue to remain soft as a result of the massive deleveraging of asset values in developed countries. The Company's strategy under these conditions is two fold:

1. Conserve cash;
2. Focus selling efforts in stronger markets. The Company's sales person in Eastern Europe has been effective. We will be shipping a container of products into Poland in May. Other orders are expected to follow. In 2009 we will also be marketing into Central America.

Cash flow

Operating activities for the year reduced cash by \$40,564, compared with a reduction of \$21,190 in 2007. The net increase in cash for the year was \$11,637 compared with a decrease of \$21,190 in 2007.

Liquidity

The Company's working capital at the end of 2008 was \$4,465, compared with the previous year's \$8,327.

DISCUSSION OF NON FINANCIAL ITEMS

Off balance sheet arrangements

None

Material contracts

The Company entered into an exclusive distribution agreement with Acner's of Poland to distribute Fab-Form products in certain eastern European countries and will be shipping a container of product in May. Other orders are also expected.

Changes in accounting policy

Patents that have been applied for, but not issued are now being amortized over the life of the patent from the date of patent application.

Internal control over financial reporting

Fab-Form management has provided adequate internal controls to ensure correct financial information is produced.

Effectiveness of disclosure controls

The Fab-Form board has placed the required controls to ensure all relevant information is properly disclosed to the market.

Subsequent events

The Company announced on January 23rd that it has successfully completed a non-brokered private placement of 880,221 shares at \$0.06 per share along with 440,110 warrants with an exercise price of \$0.10 to raise a total of \$52,813 to the treasury.

The Company has also completed a debt settlement wherein \$25,910 of debt was extinguished with 431,842 shares and 121,390 warrants with an exercise price of \$.10.

The hold period on the common shares is four months, until May 23 2009. The warrants can be exercised until January 23 2011.

2008 YEAR END REPORT

MANAGEMENT DISCUSSION & ANALYSIS

SELECTED ANNUAL INFORMATION

<i>Year ended</i>	<i>31-Dec-08</i>	<i>31-Dec-07</i>	<i>31-Dec-06</i>	<i>31-Dec-05</i>
Revenues	\$ 193,443	\$ 317,558	\$ 355,714	\$ 390,037
Cost of sales	\$ 80,208	\$ 141,619	\$ 162,879	\$ 175,358
Gross profit	\$ 113,236	\$ 175,939	\$ 192,835	\$ 214,679
% gross profit	59%	55%	54%	55%
Expenses	\$ 185,233	\$ 218,158	\$ 219,272	\$ 178,063
Net income (loss)	\$ (71,998)	\$ (19,312)	\$ (177,670)	\$ 36,616
Shares outstanding (diluted)	6,807,292	6,807,292	6,807,292	7,283,604
Income (loss) per diluted share	\$ (0.02)	\$ (0.00)	\$ (0.00)	\$ 0.01
Total assets	\$ 198,519	\$ 310,489	\$ 284,476	\$ 501,714
Long term debt (excluding current portion)	\$ 40,400	\$ 40,400	\$ 43,467	\$ 61,347
Cash dividends declared	\$ None	\$ None	\$ None	\$ None

Approved
 "Board of Directors"
 April 29 2009

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The accompanying consolidated financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles. The financial information contained elsewhere in this report has been reviewed to ensure consistency with the financial statements.

Management maintains systems of internal control designed to provide reasonable assurance that the assets are safe guarded. All transactions are authorized and duly recorded, and financial records are properly maintained to facilitate financial statements in a timely manner. The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board carries out this responsibility principally through its Audit Committee.

The Audit Committee of the Board of Directors has reviewed the financial statements with management and the external auditors. Culver & Co., an independent firm of chartered accountants, appointed as external auditors by the shareholders, have audited the consolidated financial statements and their report is shown below.

Richard N. Fearn
President, CEO & CFO
FAB-FORM INDUSTRIES LTD.
29 April 2009

AUDITORS' REPORT

To the Shareholders of Fab-Form Industries Ltd.

We have audited the consolidated balance sheets of Fab-Form Industries Ltd. as at 31 December 2008 and 2007 and the consolidated statements of operations and deficit and cash flows for the years then ended. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the company as at 31 December 2008 and 2007 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

CULVER & CO.
Chartered Accountants
Vancouver, BC
7 April 2009

YEAR END CONSOLIDATED FINANCIAL STATEMENTS

BALANCE SHEETS

31st December

ASSETS	2008	2007
Current		
Cash	\$ -	\$ -
Accounts receivable	19,536	34,549
Prepaid expenses and advances	16,179	17,111
Inventory	34,441	68,589
Total current assets	70,156	120,249
Property, plant and equipment (Note 6)	65,491	81,483
Deferred development (Note 7)	16,657	10,920
Patents (Note 8)	41,994	92,140
Trademarks (Note 9)	4,221	5,697
	128,363	190,240
	\$ 198,519	\$ 310,489
LIABILITIES		
Current		
Bank overdraft	\$ 1,773	\$ 13,410
Accounts payable and accrued liabilities	27,622	68,703
Accounts payable – related (Note 15)	18,283	554
Due to related parties (Note 15)	4,502	4,295
Current portion of long-term debt (Note 11)	13,510	24,960
Total current liabilities	65,691	111,922
Long-term debt (Note 11)	40,400	40,400
Obligation to issue shares (Note 12)	63,500	63,500
	103,900	101,380
SHAREHOLDERS' EQUITY		
Share capital (Note 13)	691,942	691,942
Subscriptions received in advance (Note 14)	34,334	-
Deficit	(697,357)	(597,275)
	28,928	94,667
	\$ 198,519	\$ 310,489

ON BEHALF OF THE BOARD:

"Richard Fearn"

_____, Director

"Herb Bentz"

_____, Director

See accompanying notes to the consolidated financial statements

YEAR END CONSOLIDATED FINANCIAL STATEMENTS

STATEMENTS OF OPERATIONS AND DEFICIT

31st December

	2008	2007
Sales	\$ 193,443	\$ 317,558
Cost of Sales	80,208	141,619
Gross Profit	113,236	175,939
(Percent Gross Profit)	59%	55%
Expenses		
Administrative expenses	18,416	25,048
Amortization and depreciation <i>(Note 10)</i>	33,873	28,945
Interest on short-term debt, bank charges	5,466	4,031
Interest on long-term debt	6,346	7,753
Foreign exchange loss (gain)	(4,110)	6,346
Management fees	36,032	59,735
Marketing and advertising	34,663	33,825
Occupancy	19,739	19,703
Patent maintenance	797	1,584
Production	114	1,253
Professional fees	10,400	11,985
Public company expenses	18,752	11,560
Telecommunications	3,545	4,279
Wages and benefits	1,201	2,111
	185,233	218,158
Net income (loss) before other items	(71,998)	(42,219)
Other items		
Write-off of PEMD loan	-	22,907
Write-off of patents <i>(Note 8)</i>	(28,084)	-
	(28,084)	22,907
Net income (loss)	(101,227)	(19,312)
Deficit – beginning of year	(597,275)	(577,963)
Deficit – end of year	\$ (697,357)	\$ (597,275)
Average shares outstanding		
Basic	3,387,985	3,387,985
Diluted	6,807,292	6,807,292
Earnings (loss) per share		
Basic	\$ (0.03)	\$ (0.01)
Diluted	\$ (0.02)	\$ (0.00)

See accompanying notes to the consolidated financial statements

YEAR END CONSOLIDATED FINANCIAL STATEMENTS

STATEMENTS OF CASH FLOW

31st December

	2008	2007
Cash resources provided by (used in)		
Operating activities		
Cash receipts from customers	\$ 208,457	\$ 311,260
Direct costs	(46,060)	(176,347)
Cash paid to suppliers and employees	(202,961)	(150,043)
	<u>(40,564)</u>	<u>(15,130)</u>
Investing activities		
Property, plant and equipment	(566)	(21,927)
Research & development	(8,768)	-
Patents	37,338	(4,781)
	<u>28,004</u>	<u>(26,708)</u>
Financing activities		
Long term debt	-	19,840
Accounts payable, related	(17,729)	554
Subscriptions received	34,344	-
Write off of patents	(28,084)	-
Director's loan	208	-
	<u>24,196</u>	<u>20,648</u>
Net increase (decrease) in cash	11,637	(21,190)
Cash position, opening	(13,410)	7,780
Cash position, ending	\$ (1,773)	\$ (13,410)
Supplementary cash flow information		
Cash paid for interest	\$ 12,020	\$ 11,530
Cash paid for income taxes	\$ -	\$ -

See accompanying notes to the consolidated financial statements

NOTES TO FINANCIAL STATEMENTS

31st December 2008

1. Future operations and nature of business

These financial statements have been prepared assuming the Company will continue on a going concern basis, which presumes the recovery of assets and settlement of liabilities at their carrying values in the normal course of business for the foreseeable future. Continued operations and the recovery of the carrying value of property, plant and equipment, deferred development, patent and trademark costs are dependent on the company's ability to continue product development and generate net income and positive cash flows on a commercial scale.

If the going concern assumption was not appropriate for these financial statements adjustments would be necessary to the carrying values of assets and liabilities.

Fab-Form Industries Ltd. (the "company" or "Fab-Form") was incorporated 13 June 1995 under the Company Act of British Columbia. Fab-Form develops, manufactures and distributes proprietary fabric-based technology to form concrete footings, foundations, and walls for building structures. The company is currently distributing three products: Fastfoot® footing form, Fastbag® point load footing form, and Fast-Tube™ column form.

2. Significant accounting policies

a) Consolidation

These consolidated financial statements include the accounts of the company, and its wholly owned subsidiaries Maxito Industries Ltd. and Fab-Form Industries (1986) Ltd.

b) Inventory

Inventory is valued at the lower of cost or net realizable value. Cost is determined on the first-in, first-out basis. Cost includes all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

The inventory is comprised of the following:

Raw materials	\$	13,382
Work in progress		279
Finished goods		20,780
Total	\$	<u>34,441</u>

c) Amortization of assets

The company provides for amortization of property, plant and equipment on the declining balance basis using the following annual rates:

- Manufacturing equipment - 20%
- Office furniture and equipment - 20%
- Computer equipment - 30%
- Vehicle - 30%
- Software - 100%

One-half of the above rates are taken in the year of acquisition. No amortization is taken on equipment under development.

d) Deferred development costs

New product research and development costs are deferred to future periods when the product or process is clearly defined, the costs can be identified, the technical feasibility has been established, management intends to market the product or process, a market exists for the product or process, and adequate resources exist, or are expected to be available, to complete the project. Research, as well as development costs that do not meet the preceding criteria are expensed in the period incurred.

The company provides for amortization using the reversed sum-of-the-years'-digits method, over the lesser of seven years and the estimated useful life of the product or process from the date the product is sold commercially.

Research and development investment tax credits and government grants are applied against the deferred costs or expense, as applicable, in the period in which the investment tax credits and government grants are received.

NOTES TO FINANCIAL STATEMENTS

31st December 2008

d) Deferred development costs (continued)

Deferred development costs include:

- direct costs of materials and services consumed during the development stage,
- remuneration of personnel directly engaged in the development activities,
- a reasonable portion of overhead costs,
- amortization of capital assets used in the development activities.

e) Patents

Expenditures relating to patents are recorded at cost and are amortized on a straight-line basis over 17 years, commencing in the year in which the patent certificate is received or when only 17 years remains in the potential life of the patent. Costs related to abandoned patent applications are written off in the year the application is abandoned.

f) Trademarks

Trademarks are recorded at cost and are amortized on a straight-line basis over 10 years, commencing in the year in which the trademark certificate is received or where the life is determined by the application date when 2 years remain to the expiry date. Costs related to discontinued patent applications are written off at the date of abandonment.

g) Impairment of long-lived assets

Long-lived assets, including capital assets and intangible assets with finite useful lives, are amortized over their useful lives. The company annually reviews the useful lives and the carrying values of its long-lived assets for continued appropriateness. The company performs an impairment assessment of long-lived assets held for use whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. If the sum of the undiscounted expected future cash flows expected to result from the use and eventual disposition of an asset is less than its carrying amount, it is considered to be impaired. An impairment loss is measured at the amount by which the carrying amount of the asset exceeds its fair value, which is estimated as the expected future cash flows discounted at a rate commensurate with the risks associated with the recovery of the asset. At December 31 2008 and 2007, no events or changes in circumstances had occurred which indicated that the carrying amounts of long-lived assets may not be recoverable.

h) Comparative figures

Certain comparative figures have been reclassified to conform to the current year's presentation.

i) Foreign currency translation

The company's foreign denominated transactions have been translated into Canadian dollars as follows:

- Monetary assets and liabilities at year-end rates,
- All other assets and liabilities at historical rates, and
- Revenue and expense and research and development items at the average rate of exchange prevailing during the year.

Exchange gains and losses arising from these transactions are reflected in income or expense in the year.

h) Income taxes

Income taxes are accounted for using the asset and liability method. Under this method, future income tax assets and liabilities are determined based on temporary differences between the financial statement carrying amount and tax bases of assets and liabilities, and measured using the substantively enacted tax rates and laws that will be in effect when the differences are expected to reverse. The effect on future income tax assets and liabilities from a change in tax rates is included in income in the period that includes the substantive enactment date. Future income tax assets are evaluated periodically and if realization is not considered more likely than not, a valuation allowance is provided.

As at 31 December 2008, the Company has recorded a valuation allowance to reduce the future income tax asset to \$nil, as the Company has not met the "more likely than not" criteria in respect of recovery of future income taxes.

NOTES TO FINANCIAL STATEMENTS

31st December 2008

i) Stock-based compensation

The company uses the fair value method for measuring compensation costs and therefore all stock based awards to employees and nonemployees are recorded at fair value on the date of the grant and the associated expense is recognized over the vesting period.

j) Revenue recognition

Revenue is recorded and related costs are recognized at the time the product is shipped, the title to the goods has passed, and collection is reasonably assured.

k) Earnings per share

Basic earnings and loss per share are calculated using the weighted average number of common shares outstanding during the year. Diluted earnings per share is calculated using the treasury stock method and reflects the potential dilution of securities by including stock held in escrow in the weighted average number of shares outstanding, if dilutive.

l) Use of estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reported periods. Actual results could differ from those estimates. Significant amounts that require estimates as a basis for determining the stated amounts include plant and equipment, deferred development and patents.

3. Adoption of new accounting policies

Current changes

a) Accounting Changes

Effective January 1 2008, the Company implemented the new CICA accounting section 1506 (Accounting Changes). Under these new recommendations, voluntary changes in accounting policy are permitted only when they result in the financial statements providing reliable and more relevant information. This section requires changes in accounting policy to be applied retrospectively unless doing so is impracticable, requires prior period errors to be corrected retrospectively and requires enhanced disclosures about the effects of changes in accounting policies, estimates and errors on the financial statements. These recommendations also require the disclosure of new primary sources of generally accepted accounting principles that have been issued but not yet effective. The impact that the adoption of this section will have on the Company's financial statements will depend on the nature of future accounting changes and the required additional disclosure on recent accounting pronouncements.

b) Capital Disclosures

Effective January 1 2008, the Company implemented the new CICA accounting section 1535 (Capital Disclosures). Section 1535 specifies the disclosure of (i) an entity's objectives, policies, and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such noncompliance. Disclosures required by this standard are included in note 4.

c) Financial Instruments

All financial instruments are classified into one of the following five categories: held for trading, held-to-maturity, loans and receivables, available-for-sale financial assets, or other financial liabilities. Initial and subsequent measurement and recognition of changes in the value of financial instruments depends on their initial classification:

- (i) Held-to-maturity investments, loans and receivables, and other financial liabilities are initially measured at fair value and subsequently measured at amortized cost. Amortization of premiums or discounts and losses due to impairment are included in current period net earnings.
- (ii) Available-for-sale financial assets are measured at fair value. Revaluation gains and losses are included in other comprehensive income until the asset is removed from the balance sheet.
- (iii) Held for trading financial instruments are measured at fair value. All gains and losses are included in net earnings in the period in which they arise.
- (iv) All derivative financial instruments are classified as held for trading financial instruments and are measured at fair value, even when they are part of a hedging relationship. All gains and

NOTES TO FINANCIAL STATEMENTS

31st December 2008

losses are included in net earnings in the period they arise. In accordance with this new standard, the Company has classified its financial instruments as follows: Marketable securities and investments are classified as available-for-sale securities. Such securities are measured at fair market value in the consolidated financial statements with unrealized gains or losses recorded in comprehensive income (loss). At the time securities are sold or otherwise disposed of, gains or losses are included in net earnings (loss).

- (v) The Company had no "other comprehensive income or loss" transactions during the year ended December 31 2008 and no opening or closing balances for accumulated other comprehensive income or loss.
- (vi) The company's financial instruments consist of accounts receivable, accounts payable, amounts due to related parties, loans from related parties and long-term debt. Unless otherwise noted, it is management's opinion that the company is not exposed to significant interest, currency or credit risks arising from the financial instruments. The fair value of these financial instruments approximates their carrying value due to their short-term maturity or capacity of prompt liquidation. As a significant portion of the company's sales is made in US funds, there is significant exposure to the foreign currency fluctuation risk. The company does not use derivative instruments to reduce its currency risk.

d) Going Concern – amendments of Section 1400

- (i) CICA 1400, General Standards of Financial Statements Presentation, was amended to include requirements to assess and disclose an entity's ability to continue as a going concern. The new requirements are effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2008.

Future changes in accounting policies

a) Goodwill and intangible assets, Section 3064

The CICA issued the new Handbook Section 3064, "Goodwill and Intangible Assets", which will replace Section 3062, "Goodwill and Intangible Assets". The new standard establishes revised standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The new standard also provides guidance for the treatment of preproduction and start up costs and requires that these costs be expensed as incurred. The new standard applies to the fiscal year beginning on January 1, 2009.

b) International Financial Reporting Standards ("IFRS")

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008 the AcSB announced that 2011 is the changeover date for publicly listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1 2011. The transition date of January 1 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31 2010. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

4. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the design, development, manufacture and sale of its fabric based forms and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

In order to maximize ongoing development efforts, the Company does not pay out dividends. The Company expects its current working capital will be sufficient to carry out its operations through its current operating period.

5. FINANCIAL INSTRUMENTS

a) Fair Value

YEAR END CONSOLIDATED FINANCIAL STATEMENTS

NOTES TO FINANCIAL STATEMENTS

31st December 2008

The fair value of financial instruments at December 31, 2008 and 2007 is summarized as follows:

	2008		2007	
	Carrying \$	Fair value \$	Carrying \$	Fair value \$
Financial Assets				
Accounts receivable	\$ 19,536	\$ 19,536	\$ 34,549	\$ 34,549
Financial liabilities				
Bank overdraft	1,773	1,773	13,410	13,410
Accounts payable, accrued liabilities	45,905	45,905	69,258	69,258
Loans from related parties	4,502	4,502	4,849	4,849

Fair value estimates are made at the balance sheet date, based on relevant market information and other information about the financial instruments.

b) Financial Risk Management

The Company's activities potentially expose it to a variety of financial risks, including credit risk, foreign exchange risk (currency), liquidity risk, and interest rate risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash, short term investments and amounts receivable. The maximum credit risk represented by the Company's financial assets is represented by their carrying amounts. The Company deposits the majority of its cash with high credit quality financial institutions in Canada and the USA.

Currency risk

The Company operates in a number of countries, including Canada and the United States, and is therefore exposed to foreign exchange risk arising from transactions denominated in foreign currencies.

The Company had the following balances in foreign currencies at December 31 2008:

	US \$
Cash	242
Equivalent in Canadian dollars	198

Interest rate risk

Interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. Current financial assets and financial liabilities are generally not exposed to significant interest rate risk because of their short term to maturity.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial liabilities.

6. Property, plant and equipment

	2008			2007		
	Cost	Accum. Amort.	NBV	Cost	Accum. Amort.	NBV
Manufact. equip	\$ 153,543	\$ (89,492)	\$ 64,051	\$ 152,976	\$ (73,550)	\$ 79,426
Vehicle	29,391	(27,951)	1,440	29,391	(27,334)	2,057
Total	\$ 182,934	\$ (117,443)	\$ 65,491	\$ 182,367	\$ (100,884)	\$ 81,483

YEAR END CONSOLIDATED FINANCIAL STATEMENTS

NOTES TO FINANCIAL STATEMENTS

31st December 2008

7. Deferred development

	2008			2007		
	Cost	Accum. Amort.	NBV	Cost	Accum. Amort.	NBV
Fast-Tube™	\$ 16,975	\$ (9,086)	\$ 7,889	\$ 16,975	\$ (6,055)	\$ 10,920
Fastfoot®	8,768	-	8,768	-	-	-
Total	\$ 25,743	\$ (9,086)	\$ 16,657	\$ 16,975	\$ (6,055)	\$ 10,920

The company amortizes the Fast-Tube™ (started in 2004) technology using a reversed sum-of-the-years'-digits method over seven years.

8. Patents

The company has an exclusive license agreement with its majority shareholder for use of proprietary technology protected by a number of current and pending patents for the life of the patents. No license fees are payable under the agreement except for the costs to register and maintain the patents. Costs and amortization of held patents are as follows:

	2008			2007		
	Cost	Accum. Amort.	NBV	Cost	Accum. Amort.	NBV
Fastfoot®	\$ 42,015	\$ (29,758)	\$ 12,257	\$ 77,384	\$ (27,287)	\$ 50,097
Found. & Floor System	11,105	(10,452)	653	11,106	(9,799)	1,307
Concrete Found Wall	6,957	(4,501)	2,456	6,957	(4,092)	2,865
Fast-Tube™	35,901	(9,274)	26,628	37,871	-	37,871
Total	\$ 95,979	\$ (46,791)	\$ 41,994	\$ 133,318	\$ (41,178)	\$ 92,140

Patent application costs of \$28,084, related to applications abandoned, were written off in 2008.

9. Trademarks

The company has three registered trademarks:

	2008			2007		
	Cost	Accum. Amort.	NBV	Cost	Accum. Amort.	NBV
Fastfoot®	\$ 6,212	\$ (5,220)	\$ 992	\$ 6,212	\$ (4,640)	\$ 1,572
Fastfabric®	3,883	(2,718)	1,165	3,883	(2,330)	1,553
Fastbag®	5,070	(3,006)	2,064	5,070	(2,498)	2,572
Total	\$ 15,165	\$ (10,944)	\$ 4,221	\$ 15,165	\$ (9,468)	\$ 5,697

10. Amortization and depreciation

	2008	2007
Property, plant and equipment	\$ 16,559	\$ 19,431
Deferred development	3,031	2,425
Patents	12,807	5,614
Trademarks	1,475	1,475
Total	\$ 33,873	\$ 28,945

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11. Long-term debt

<i>Description</i>	2008	2007
Machinery loan from the Business Development Bank for \$50,000. Secured by guarantee, payable \$840 per month plus interest currently 8.75%, maturing September 18 2009	3,360	\$ -
Less current portion	(3,360)	-
Long-term portion	-	-
Working capital loan from the Business Development Bank for \$40,000. Secured by guarantee, payable \$650 per month plus interest, currently 9.5%, maturing August 23 2010.	9,750	7,560
Less current portion	(4,550)	(7,560)
Long-term portion	5,200	-
Working capital loan from the Business Development Bank for \$50,000. Secured by guarantee, payable \$800 per month plus interest, currently 10.5%, maturing August 23 2013.	40,800	44,800
Less current portion	(5,600)	(9,600)
Long-term portion	35,200	35,200
Total long-term debt	53,910	65,360
Less current portion	(13,510)	(24,960)
Long-term portion	\$ 40,400	\$ 40,400

Future principal payments on long-term debt are:

2009	13,510
2010	14,800
2011	9,600
2012	9,600
2013	6,400
Total	\$ 53,910

12. Obligation to issue shares / contingent liability

During the 2000 fiscal year, a former director and officer of the parent company ("the plaintiff") initiated legal action against the company. The plaintiff alleges that during the 2000 fiscal year he made \$64,500 in loans to the company, and that the company owes him this money plus accrued interest. The company's current management believes that only \$63,500 was advanced to the company and that these funds were advanced for the exercise of warrants. No further legal action has been undertaken by the plaintiff or the company since fiscal 2000. The outcome of the dispute is still unknown.

13. Share capital

a) Details of share capital

- i) Authorized: 100,000,000 common shares without par value and 100,000,000 class A preferred shares without par value
- ii) Issued:

<i>Common shares</i>	<i>Quantity</i>	<i>Amount</i>
Balance – 31 December 2004	6,318,116	\$ 613,674
Private placement – 2 June 2005	489,176	78,268
Balance – 31 December 2008	6,807,292	\$ 691,942

As at 31 December 2008, 51.9% (2007 – 51.9%) of the issued and outstanding voting common shares of the company were owned by a director and officer of the company and a relative of the director and officer.

- iii) Escrow: As at 31 December 2008 3,419,307 (2007 - 3,419,307) shares were held in escrow to be released for every \$1.014 of cumulative positive cash flow before tax. The release of escrow shares must be made before 30 June 2009.

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b) Options and warrants

There are no stock options or warrants outstanding.

14. Subsequent event

The Company announced on January 23rd that it has successfully completed a non-brokered private placement of 880,221 shares at \$0.06 per share along with 440,110 warrants with an exercise price of \$0.10 to raise a total of \$52,813 to the treasury. The Company has also completed a debt settlement wherein \$25,910 of debt was extinguished with 431,842 shares and 121,390 warrants with an exercise price of \$.10. The hold period on the common shares is four months, until May 23 2009. The warrants can be exercised until January 23 2011.

Subscriptions in advance include the debt settlement of \$25,910 and \$8,424 received prior to December 31 2008.

15. Related party transactions

The following related party transactions occurred during the fiscal quarter:

<i>Category</i>	<i>Description</i>	<i>Year</i>	<i>Director & Officer</i>	<i>Relative of a Director & Officer</i>	<i>Director or Company Controlled by Director</i>
Asset	Capital asset	2008	5,861	5,861	952
		2007	-	-	-
Liability	Balance due to Related Parties incurred in the course of business	2008	18,277	6	4,502
		2007	-	554	4,295
Expenses	Management fees	2008	18,016	18,016	-
		2007	29,868	29,867	-

These transactions were in the normal course of operations and are measured at the exchange value which represented the amount of the consideration established and agreed to by the related parties.

16. Income taxes

A reconciliation of income tax at statutory rates with the reported taxes is as follows:

	2008	2007
Income (loss) for the year	\$ (101,227)	\$ (19,312)
Expected income tax (recovery)	(31,380)	(6,566)
Non taxable items	19,200	9,840
Unrecognized benefit of non-capital losses	12,180	(3,274)
	\$ -	\$ -

Details of future income taxes assets are as follows:

	2008	2007
Non capital loss carry forwards	\$ 71,500	\$ 96,500
Equipment, patents and trademarks	57,900	(11,300)
Development	58,000	54,000
Research tax credits	40,000	40,000
Total future income tax assets	227,400	179,200
Less valuation allowance	(227,400)	(179,200)
	\$ -	\$ -

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16. Income taxes continued

At 31 December 2008 the company had tax losses of approximately \$231,000 available for deduction against future taxable income. The losses expire as follows:

2009	76,000
2010	3,000
2014	57,000
2015	12,000
2016	3,000
2026	42,000
2027	38,000
	\$ 231,000

17. Concentration of customers

In **2008, 8.2%** (2007, 15.6%) of the company's sales were made to one customer.

18. Segmented information

	2008		2007	
<i>Gross sales</i>	Canada	\$ 98,535 51.0%	\$ 128,811	40.6%
	U.S.	94,908 49.0%	188,747	59.4%
	Total	\$ 193,443 100.0%	\$ 317,558	100.0%
<i>Total assets</i>	Canada	\$ 198,519 100.0%	\$ 310,489	100.0%
	U.S.	0 0.0%	0	0.0%
	Total	\$ 198,519 100.0%	\$ 310,489	100.0%
<i>Capital expenditures</i>	Canada	\$ 9,334 100.0%	\$ 26,708	100.0%
	U.S.	0 0.0%	0	0.0%
	Total	\$ 9,334 100.0%	\$ 26,708	100.0%

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FURTHER INFORMATION

31st December

FAB-FORM INDUSTRIES LTD. is a manufacturer and marketer of forming products using poly membranes to form and damp-proof concrete for the building industry. Fab-Form is the only company in the world commercializing this technology, and is headquartered in Surrey, BC. Its common shares trade on the Toronto Venture Exchange under the symbol "FBF".

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