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FLEXIBLE SOLUTIONS INTERNATIONAL INC
Form 10QSB
May 16, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB

(Mark one)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2006.

Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____.

Commission File Number 000-29649

FLEXIBLE SOLUTIONS INTERNATIONAL, INC.

(Name of Small Business Issuer as Specified in Its Charter)

NEVADA
(State of Incorporation)

91-1922863
(IRS Employer Identification No.)

615 DISCOVERY STREET
VICTORIA, BRITISH COLUMBIA, CANADA
(Address of Principal Executive Offices)

V8T 5G4
(Zip Code)

(250) 477-9969
(Issuer's Telephone Number, Including Area Code)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: The Company had 12,981,316 shares of Common Stock, par value \$0.001 per share, outstanding as of April 30, 2006.

Transitional Small Business Disclosure Format (check one): Yes No

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact are "forward-looking statements" for the purposes of the federal and state securities laws, including, but not limited to any projections of earnings, revenue or other financials items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions or performance; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing.

Forward-looking statements may include the words "may," "could," "will," "estimate," "intend," "continue," "believe," "expect" or "anticipate" or other similar words. These forward-looking statements present our estimates and assumptions only as of the date of this report. Except for our ongoing obligation to disclose material information as required by the federal securities laws, we do not intend, and undertake no obligation, to update any forward-looking statement.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties. The factors impacting these risks and uncertainties include but are not limited to:

- o Increased competitive pressures from existing competitors and new entrants;
- o Increases in interest rate or our cost of borrowing or a default under any material debt agreement;
- o Deterioration in general or regional economic conditions;
- o Adverse state or federal legislation or regulation that increases the costs of compliance, or adverse findings by a regulator with respect to existing operations;
- o Loss of customers or sales weakness;
- o Inability to achieve future sales levels or other operating results;
- o The unavailability of funds for capital expenditures; and
- o Operational inefficiencies in distribution or other systems.

For a detailed description of these and other factors that could cause actual results to differ materially from those expressed in any forward-looking statement, please see "Risk Factors" in our Annual Report on Form 10-KSB for the year ended December 31, 2005.

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PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

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FLEXIBLE SOLUTIONS INTERNATIONAL, INC.
CONSOLIDATED BALANCE SHEETS
AT MARCH 31, 2006
(U.S. DOLLARS)

| | MARCH 31, 2006 (UNAUDITED) | DE |
|--|----------------------------------|-------|
| | ----- | ----- |
| ASSETS | | |
| CURRENT | | |
| Cash and cash equivalents | \$ 518,334 | \$ |
| Accounts receivable | 1,933,500 | |
| Income tax | - | |
| Loan receivable | 35,321 | |
| Inventory | 1,687,021 | |
| Prepaid expenses | 92,115 | |
| | ----- | ----- |
| | 4,266,291 | |
| PROPERTY, EQUIPMENT AND LEASEHOLDS | 4,514,364 | |
| PATENTS | 137,478 | |
| | ----- | ----- |
| INVESTMENT | 369,000 | |
| | ----- | ----- |
| | \$ 9,287,133 | \$ |
| | ===== | ===== |
| LIABILITIES | | |
| CURRENT | | |
| Accounts payable and accrued liabilities | \$ 649,476 | \$ |
| | ----- | ----- |
| | 649,476 | |
| | ----- | ----- |
| STOCKHOLDERS' EQUITY | | |
| CAPITAL STOCK | | |
| Authorized | | |
| 50,000,000 Common shares with a par value of \$0.001 each | | |
| 1,000,000 Preferred shares with a par value of \$0.01 each | | |
| Issued and outstanding | | |
| 12,981,316 (2005: 12,981,316) common shares | 12,981 | |
| CAPITAL IN EXCESS OF PAR VALUE | 11,574,182 | |
| OTHER COMPREHENSIVE INCOME | 149,323 | |
| DEFICIT | (3,098,829) | |
| | ----- | ----- |
| TOTAL STOCKHOLDERS' EQUITY | 8,637,657 | |
| | ----- | ----- |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ 9,287,133 | \$ |
| | ===== | ===== |
| COMMITMENTS AND CONTINGENCIES (NOTES 14 & 15) | | |

-- See Notes to Unaudited Consolidated Financial Statements --

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CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2006 AND 2005
(U.S. DOLLARS -- UNAUDITED)

| | THREE MONTHS ENDED MAR | |
|---|------------------------|----|
| | 2006 | (|
| | | S |
| SALES | \$ 2,508,445 | \$ |
| COST OF SALES | 1,339,060 | |
| GROSS PROFIT | 1,169,386 | |
| OPERATING EXPENSES | | |
| Wages | 276,400 | |
| Administrative salaries and benefits | 160,949 | |
| Advertising and promotion | 18,947 | |
| Investor relations and transfer agent fee | 32,298 | |
| Office and miscellaneous | 23,920 | |
| Insurance | 42,494 | |
| Interest expense | 1,044 | |
| Rent | 58,533 | |
| Consulting | 87,801 | |
| Professional fees | 92,935 | |
| Travel | 18,753 | |
| Telecommunications | 6,997 | |
| Shipping | 13,466 | |
| Research | 37,603 | |
| Commissions | 57,225 | |
| Bad debt expense (recovery) | 589 | |
| Currency exchange | 5,515 | |
| Utilities | 4,992 | |
| Depreciation | 147,621 | |
| | 1,088,080 | |
| INCOME (LOSS) BEFORE OTHER ITEMS AND INCOME TAX | 81,305 | |
| INTEREST INCOME | 945 | |
| INCOME (LOSS) BEFORE INCOME TAX | 82,250 | |
| INCOME TAX (RECOVERY) | (127,079) | |
| NET INCOME (LOSS) | 209,329 | |
| DEFICIT, BEGINNING | (3,308,158) | |
| DEFICIT, ENDING | \$ (3,098,829) | \$ |
| NET INCOME (LOSS) PER SHARE | \$ 0.02 | \$ |
| WEIGHTED AVERAGE NUMBER OF SHARES | 12,981,316 | |

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-- See Notes to Unaudited Consolidated Financial Statements --

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FLEXIBLE SOLUTIONS INTERNATIONAL, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2006 AND 2005
(U.S. DOLLARS -- UNAUDITED)

| | THREE MONTHS ENDED MAR | |
|---|------------------------|----|
| | 2006 | (|
| | | S |
| OPERATING ACTIVITIES | | |
| Net income (loss) | \$ 209,329 | \$ |
| Stock compensation expense | 204,118 | |
| Depreciation | 147,621 | |
| | ----- | |
| | 561,067 | |
| Changes in non-cash working capital items: | | |
| (Increase) Decrease in accounts receivable | (1,175,037) | |
| (Increase) Decrease in inventory | 627,958 | |
| (Increase) Decrease in prepaid expenses | 45,200 | |
| Increase (Decrease) in accounts payable | (41,647) | |
| Increase (Decrease) in Income taxes | 28,918 | |
| | ----- | |
| CASH (USED IN) OPERATING ACTIVITIES | 46,477 | |
| INVESTING ACTIVITIES | | |
| Short-term investments | - | |
| Investments | - | |
| Loan receivable | (93) | |
| Development of patents | 6,344 | |
| Acquisition of property and equipment | (4,602) | |
| | ----- | |
| CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES | 1,649 | |
| FINANCING ACTIVITIES | | |
| Proceeds from issuance of common stock | (52,154) | |
| | ----- | |
| CASH PROVIDED BY FINANCING ACTIVITIES | (52,154) | |
| Effect of exchange rate changes on cash | (3,931) | |
| | ----- | |
| INFLOW (OUTFLOW) OF CASH | (7,958) | |
| Cash and cash equivalents, beginning | 526,292 | |
| | ----- | |
| CASH AND CASH EQUIVALENTS, ENDING | \$ 518,334 | \$ |

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SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

| | | | |
|-------------------|----|-----|----|
| Interest received | \$ | 945 | \$ |
|-------------------|----|-----|----|

-- See Notes to Unaudited Consolidated Financial Statements --

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FLEXIBLE SOLUTIONS INTERNATIONAL INC.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIOD ENDED MARCH 31, 2006
(U.S. DOLLARS)

1. BASIS OF PRESENTATION.

These unaudited consolidated financial statements of Flexible Solutions International, Inc (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information. These financial statements are condensed and do not include all disclosures required for annual financial statements. The organization and business of the Company, accounting policies followed by the Company and other information are contained in the notes to the Company's audited consolidated financial statements filed as part of the Company's December 31, 2005 Annual Report on Form 10-KSB. This quarterly report should be read in conjunction with such annual report.

In the opinion of the Company's management, these consolidated financial statements reflect all adjustments necessary to present fairly the Company's consolidated financial position at March 31, 2006, and the consolidated results of operations and the consolidated statements of cash flows for the three months ended March 31, 2006 and 2005. The results of operations for the three months ended March 31, 2006 are not necessarily indicative of the results to be expected for the entire fiscal year.

These consolidated financial statements include the accounts of the Company, and its wholly-owned subsidiaries Flexible Solutions, Ltd. ("Flexible Ltd."), NanoChem Solutions Inc., WaterSavr Global Solutions Inc., Nano Detect Technologies Inc., and Seahorse Systems Inc. All inter-company balances and transactions have been eliminated. The Company was incorporated May 12, 1998 in the State of Nevada and had no operations until June 30, 1998, as described below.

On June 30, 1998, the Company completed the acquisition of all of the shares of Flexible Ltd. The acquisition was effected through the issuance of 7,000,000 shares of common stock by the Company, with the former shareholders of Flexible Ltd. receiving all of the shares then issued and outstanding of the Company. The transaction has been accounted for as a reverse-takeover. Flexible Ltd. is accounted for as the acquiring party and the surviving entity. As Flexible Ltd. is the accounting survivor, the consolidated financial statements presented for all periods are those of Flexible Ltd. The shares issued by the Company pursuant to the acquisition have been accounted for as if those shares had been issued upon the organization of Flexible Ltd.

On May 2, 2002, the Company established WaterSavr Global Solutions Inc. through the issuance of 100 shares of its common stock.

Pursuant to a purchase agreement dated May 26, 2004, the Company acquired the assets of Donlar Corporation on June 9, 2004 and created a new company, NanoChem Solutions Inc. The purchase price of the transaction was \$6,150,000, with consideration being a combination of cash and debt. Under the

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purchase agreement and as part of the consideration, the Company issued a promissory note bearing interest at 4% to satisfy \$3,150,000 of the purchase price. This note was due June 2, 2005 and upon payment, all former Donlar assets that were pledged as security were released from their mortgage.

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The following table summarizes the estimated fair value of the assets acquired at the date of acquisition (at June 9, 2004):

| | |
|--|--------------|
| Current assets | \$ 1,126,805 |
| Property and equipment | 5,023,195 |
| | 6,150,000 |
| Acquisition costs assigned to property and equipment | 314,724 |
| Total assets acquired | \$ 6,464,724 |

The acquisition costs assigned to property and equipment are all direct costs incurred by the Company to purchase the assets. These costs include due diligence fees paid to outside parties investigating and identifying the assets, legal costs directly attributable to the purchase of the assets, plus applicable transfer taxes. These costs have been assigned to the individual assets based on their proportional fair values and will be amortized based on the rates associated with the related assets.

On February 7, 2005, the Company established Nano Detect Technologies Inc. through the issuance of 1,000 shares of common stock from Nano Detect Technologies Inc. to the Company.

On June 21, 2005, the Company established Seahorse Systems Inc. through the issuance of 1,000 shares of common stock from Seahorse Systems Inc. to the Company.

2. SIGNIFICANT ACCOUNTING POLICIES.

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States applicable to a going concern and reflect the policies outlined below.

(a) Cash and Cash Equivalents.

The Company considers all highly liquid investments purchased with an original or remaining maturity of less than three months at the date of purchase to be cash equivalents. Cash and cash equivalents are maintained with several financial institutions.

(b) Inventory and Cost of Sales.

The Company has four major classes of inventory: finished goods, works in progress, raw materials and supplies. In all classes, inventory is valued at the lower of cost and net realizable value. Cost is determined on a first-in, first-out basis. Cost of sales includes all expenditures incurred in bringing the goods to the point of sale. Inventorial costs and costs of sales include direct costs of the raw material, inbound freight charges, warehousing costs, handling costs (receiving and purchasing) and utilities and overhead expenses related to the Company's manufacturing and processing facilities.

(c) Property, Equipment and Leaseholds.

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The following assets are recorded at cost and depreciated using the following methods using the following annual rates:

| | |
|-------------------------|-------------------------------|
| Computer hardware | 30% Declining balance |
| Furniture and fixtures | 20% Declining balance |
| Manufacturing equipment | 20% Declining balance |
| Office equipment | 20% Declining balance |
| Building | 10% Declining balance |
| Leasehold improvements | Straight-line over lease term |

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Property and equipment are written down to net realizable value when management determines there has been a change in circumstances which indicates its carrying amount may not be recoverable. No write-downs have been necessary to date.

(d) Impairment of Long Lived Assets.

The Company assesses the recoverability of its long lived assets by determining whether the carrying value of the long lived assets can be recovered over their remaining lives through undiscounted future operating cash flows using a discount rate reflecting the Company's average cost of funds. The assessment of the recoverability will be impacted if estimated future operating cash flows are not achieved. For the quarters ended March 31, 2006 and 2005, no impairment charges have been recognized.

(e) Investments.

Investment in corporations subject to significant influence and investments in partnerships are recorded using the equity method of accounting. On this basis, the Company's share of income and losses of the corporations and partnerships is included in earnings and the Company's investment therein adjusted by a like amount. Dividends received from these entities reduce the investment accounts. Portfolio investments not subject to significant influence are recorded using the cost method.

The fair value of a cost method investment is not estimated if there are no identified events or changes in circumstances that may have a significant adverse effect on the fair value of the investment.

The Company currently does not have any investments that require use of the equity method of accounting.

(f) Foreign Currency.

The functional currency of the Company is the Canadian Dollar. The translation of the Canadian Dollar to the reporting currency of the U.S. Dollar is performed for assets and liabilities using exchange rates in effect at the balance sheet date. Revenue and expense transactions are translated using average exchange rates prevailing during the year. Translation adjustments arising on conversion of the financial statements from the Company's functional currency, Canadian Dollars, into the reporting currency, U.S. Dollars, are excluded from the determination of income and are disclosed as other comprehensive income (loss) in stockholders' equity.

Foreign exchange gains and losses relating to transactions not denominated in the applicable local currency are included in income if realized during the year and in comprehensive income if they remain unrealized at the end of the year.

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(g) Revenue Recognition.

Revenue from product sales is recognized at the time the product is shipped since title and risk of loss is transferred to the purchaser upon delivery to the carrier. Shipments are made F.O.B. shipping point. The Company recognizes revenue when there is persuasive evidence of an arrangement, delivery has occurred, the fee is fixed or determinable, collectibility is reasonably assured and there are no significant remaining performance obligations. When significant post-delivery obligations exist, revenue is deferred until such obligations are fulfilled.

Provisions are made at the time the related revenue is recognized for estimated product returns. Since the Company's inception, product returns have been insignificant; therefore no provision has been established for estimated product returns.

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(h) Stock Issued in Exchange for Services.

The valuation of the Company's common stock issued in exchange for services is valued at an estimated fair market value as determined by officers and directors of the Company based upon trading prices of the Company's common stock on the dates of the stock transactions.

(i) Stock-based Compensation.

In December 2004, the Financial Accounting Standards Board ("FASB") issued revised FAS No. 123(R), Share-Based Payment, which replaces FAS No. 123, Accounting for Stock-Based Compensation, which superseded APB Opinion No. 25, Accounting for Stock Issued to Employees. FAS No. 123(R) requires the cost of all share-based payment transactions to be recognized in an entity's financial statements, establishes fair value as the measurement objective and requires entities to apply a fair-value-based measurement method in accounting for share-based payment transactions. FAS No. 123(R) applies to all awards granted, modified, repurchased or cancelled after July 1, 2005, and unvested portions of previously issued and outstanding awards. The Company has adopted this statement for its first quarter starting January 1, 2006 and will continue to evaluate the impact of adopting this statement

(j) Comprehensive Income.

Other comprehensive income refers to revenues, expenses, gains and losses that under generally accepted accounting principles are included in comprehensive income, but are excluded from net income as these amounts are recorded directly as an adjustment to stockholders' equity. The Company's other comprehensive income is primarily comprised of unrealized foreign exchange gains and losses.

(k) Income (Loss) Per Share.

Income (loss) per share is calculated by dividing net income (loss) by the weighted average number of shares outstanding. Diluted loss per share is computed by giving effect to all potential dilutive options that were outstanding during the year. For the years ended December 31, 2005, 2004 and 2003, all outstanding options were anti-dilutive.

(l) Use of Estimates.

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The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and would impact the results of operations and cash flows.

(m) Financial Instruments.

The fair market value of the Company's financial instruments comprising cash, short-term investment, accounts receivable, income tax recoverable, loan receivable, accounts payable and accrued liabilities and amounts due to shareholders were estimated to approximate their carrying values due to immediate or short-term maturity of these financial instruments.

The Company is exposed to foreign exchange and interest rate risk to the extent that market value rate fluctuations materially differ from financial assets and liabilities, subject to fixed long-term rates.

3. RESTATEMENTS AS A RESULT OF CORRECTING STOCK COMPENSATION EXPENSE.

In October 2005, while completing a registration statement for securities issued in the second quarter of 2005, the Company determined that certain disclosures made in connection with its stock-based compensation expense required adjustment. In September 2002, the Company entered into a distribution agreement with Ondeo Nalco Company ("Ondeo") whereby Ondeo agreed to serve as the exclusive

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distributor of the Company's WATER\$AVR(R) products for so long as Ondeo maintained a certain threshold sales level as defined in the agreement. As consideration for signing the agreement, Ondeo was granted an option to purchase 2,000,000 shares of the Company's common stock. Half of the option for one million shares was exercisable immediately at an exercise price of \$4.25 for each common share. The remaining half of the option for 1,000,000 shares was exercisable after certain threshold sales targets were achieved at a price of \$5.50 for each common share.

In determining the stock-based compensation expense for the nine months ended September 30, 2002, the Company expensed the entire fair value of the stock option believing that the option fully vested upon the signing of the agreement. In its October 2005 review, however, the Company determined that: (i) first, as stated above, half of the option to purchase 1,000,000 shares of common stock did not vest and was not exercisable until the threshold sales target had been met, which would not be until five years after the signing of the distribution agreement; and (ii) second, the Company did not consider Emerging Issues Task Force ("EITF") No. 96-18, Accounting for Equity Instruments That are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling Goods or Services; EITF No. 00-18, Accounting Recognition for Certain Transactions Involving Equity Instruments Granted to Other Than Employees; and EITF No. 01-9, Accounting for Consideration Given by a Vendor to a Customer.

To correctly account for the stock options granted to Ondeo, the stock-based compensation expense, included in consulting expenses, should have been measured at the date the performance obligation was complete and then recognized on a rational and systematic manner in relation to the sales achieved by Ondeo. Had the Company correctly accounted for these stock options, stock-based compensation expense for the quarter would have been nil as no sales had yet been achieved. Instead, the Company recorded a stock-based compensation

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expense of \$2,704,000 for the quarter.

During the three months ended March 31, 2003, Ondeo achieved the first threshold sales target, and, accordingly, the Company should have recorded a corresponding stock-based compensation expense of \$54,080. However, since the entire stock-based compensation expense had been recorded in the September 30, 2002 interim financial statements and in the year ended December 31, 2002, the Company did not record any additional stock-based compensation expense as a result of the attained first threshold level.

In the fourth quarter of the year ended December 31, 2003, it was determined that Ondeo was not going to attain the minimum sales targets stipulated in the exclusive distributorship agreement. Consequently the exclusive distributorship agreement and corresponding stock options were cancelled. The Company accounted for the cancellation of the stock options in accordance with FAS No. 123 similar to a forfeiture of stock options and reversed \$2,480,200 of the stock compensation expense previously recorded in 2002. Had the Company accounted for the cancellation of the stock options correctly, it would have reversed the stock-based compensation expense of \$54,080 that was recorded in the first quarter ended March 31, 2003.

The following presents the effect on the company's previously issued financial statements for the three months ended March 31, 2005:

Balance sheet as at March 31, 2005 -

| | Previously Reported | Increase (Decrease) |
|--------------------------------|------------------------|------------------------|
| Capital in excess of par value | \$ 7,686,820 | \$ (223,800) \$ |
| Accumulated deficiency | (2,301,009) | 223,800 |

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Statement of operations for the three months ended March 31, 2005 -

| | Previously Reported | Increase (Decrease) |
|--------------------|------------------------|------------------------|
| Deficit, beginning | \$ (2,355,207) | \$ 223,800 \$ |
| Deficit, ending | (2,301,009) | 223,800 |

4. LOAN RECEIVABLE.

| | 2006 | 2005 |
|----------------------------------|-----------|-----------|
| 5% loan receivable due on demand | \$ 35,321 | \$ 35,228 |

5. PREPAID EXPENSES.

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| | 2006 | 2005 |
|-------------------------------|-----------|------------|
| Security deposit and prepaids | \$ 92,115 | \$ 137,315 |

6. PROPERTY, EQUIPMENT AND LEASEHOLDS.

| | Cost | Accumulated Amortization | 2006 Net | 2005 Net |
|-------------------------|-------------|-----------------------------|-------------|-------------|
| Buildings | \$3,144,259 | \$ 523,126 | \$2,621,133 | \$2,688,341 |
| Computer hardware | 54,397 | 26,477 | 27,920 | 29,962 |
| Furniture and fixtures | 17,516 | 6,833 | 10,683 | 10,965 |
| Office equipment | 29,492 | 15,206 | 14,286 | 15,081 |
| Manufacturing equipment | 2,183,600 | 765,610 | 1,417,990 | 1,488,208 |
| Trailer | 1,986 | 1,221 | 765 | 831 |
| Leasehold improvements | 39,430 | 20,123 | 19,307 | 21,362 |
| Trade show booth | 7,440 | 3,345 | 4,095 | 4,447 |
| Land | 398,186 | - | 398,186 | 398,186 |
| | \$6,013,784 | \$1,361,941 | \$4,514,365 | \$4,657,383 |

7. PATENTS

In fiscal 2005 and 2006, the Company started the patent process for additional WATER\$AVR(R) products. As the patent process is not yet completed, amortization has not yet been recognized. Patents are amortized over their useful lives once granted.

| | 2006 | 2005 |
|---------|------------|---------|
| Patents | \$ 137,478 | 143,822 |

8. INVESTMENT.

| | 2006 | 2005 |
|---|------------|------------|
| Tatko Inc. | \$ 271,000 | \$ 271,000 |
| Air Water Interface Delivery & Detection Inc. | \$ 98,000 | 98,000 |
| | \$ 369,000 | \$ 369,000 |

On May 31, 2003, the Company acquired an option to purchase a 20% interest in the outstanding shares of Tatko Inc. ("Tatko") for consideration of the issuance of 100,000 shares of our common stock. The option to purchase the shares of Taiko expires on May 31, 2008. The cost of the investment has been

accounted for based on the original fair market value of our common stock on May 31, 2003. See Contingencies (Note 12).

In 2005, NanoDetect purchased 32.7 shares of equity in Air Water Interface Delivery and Detection Inc. ("AWD") for a total cost of \$98,000. This

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investment represents only 3.3% of the issued and outstanding shares of AWD and, accordingly, will be accounted for under the cost method.

9. STOCK OPTIONS.

The Company may issue stock options and stock bonuses for our common stock to provide incentives to directors, key employees and other persons who contribute to our success. The exercise price of all incentive options are issued for not less than fair market value.

The following table summarizes stock option activity for the years ended December 31, 2005 and 2004 and the three months ended March 31, 2006:

| | Number of shares | Exercise price per share | Weighted average Exercise price |
|----------------------------|---------------------|-----------------------------|------------------------------------|
| Balance, December 31, 2003 | 1,711,000 | \$1.00 - \$4.25 | \$2.84 |
| Granted | 572,740 | \$3.00 - \$4.60 | \$3.46 |
| Exercised | (37,000) | \$1.00 - \$2.50 | \$1.55 |
| Expired | (5,000) | \$4.25 | \$4.25 |
| Cancelled | 1,000,000) | \$1.50 - \$3.50 | \$2.50 |
| Balance, December 31, 2004 | 1,241,740 | \$1.00 - \$4.60 | \$2.87 |
| Granted | 30,000 | \$3.58 - \$4.40 | \$4.17 |
| Exercised | (162,000) | \$1.40 | \$1.40 |
| Expired | (49,000) | \$3.00 - \$4.25 | \$3.52 |
| Balance, December 31, 2005 | 1,060,740 | \$1.00 - \$4.55 | \$3.44 |
| Granted | 1,080,000 | \$3.25 | \$3.25 |
| Cancelled | (15,000) | \$1.20 - \$4.25 | \$2.05 |
| Balance, March 31, 2006 | 2,125,740 | \$1.00 - 4.55 | \$3.36 |

The fair value of each option grant is calculated using the following weighted average assumptions:

| | 2005 | 2004 | 2003 |
|-----------------------|-------|-------|------|
| Expected life - years | 5.0 | 5.0 | 5.0 |
| Interest rate | 3.65% | 3.5 | 2.87 |
| Volatility | 52.0% | 49.0% | 49.0 |
| Dividend yield | - % | - % | - % |

During the three months ended March 31, 2006, the Company granted 405,000 options to purchase common stock to consultants and has applied FAS No. 123(R) using the Black-Scholes option-pricing model, which resulted in additional expenses of \$78,163 this quarter. During the same period, the Company granted 675,000 options to employees, resulting in an additional \$125,955 in wages and administrative expenses. During the year ended December 31, 2005, the Company granted 30,000 (2004 - 275,400) stock options to consultants and has applied FAS No. 123 using the Black-Scholes option-pricing model, which resulted in additional expenses of \$9,350 (2004 - \$299,345). During the year ended December 31, 2005, the Company recognized \$93,600 in expenses for 90,000 options

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granted in the year

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ended December 31, 2004, but which vested in the year ended December 31, 2005. During the year ended December 31, 2005, 250,000 options, which were granted in 2004, vested according to the fulfillment of certain milestones, which resulted in additional expenses of \$422,500.

10. WARRANTS

On April 14, 2005, the Company announced that it had raised \$3,375,000 pursuant to a private placement of up to 1,800,000 shares of its common stock. The investors collectively purchased 900,000 shares of the Company's common stock at a per share purchase price of \$3.75, together with warrants to purchase up to 900,000 additional shares of the Company's common stock. The warrants have a four-year term and are immediately exercisable at a price of \$4.50 per share.

On June 8, 2005, the Company announced that it had raised an additional \$327,750 pursuant to a private placement of up to 174,800 shares of its common stock. An investor purchased 87,400 shares of the Company's common stock at a per share price of \$3.75, together with a warrant to purchase up to 87,400 additional shares of the Company's common stock. The warrant has a four-year term and is immediately exercisable at a price of \$4.50 per share.

The following table summarizes the Company's warrant option activity for the year ended December 31, 2005 (no prior or subsequent activity):

| | Number of shares | Exercise price per share | Weighted average exercise price |
|----------------------------|------------------|-----------------------------|------------------------------------|
| | | | |
| Balance, December 31, 2004 | -- | -- | -- |
| Granted | 987,400 | \$4.50 | \$4.50 |
| Exercised | -- | -- | -- |
| Cancelled | -- | -- | -- |
| | | | |
| Balance, December 31, 2005 | 987,400 | \$4.50 | \$4.50 |

11. CAPITAL STOCK.

No stock was issued in the quarter ending March 31, 2006.

On April 14, 2005, the Company announced that it had raised \$3,375,000 pursuant to a private placement of up to 1,800,000 shares of its common stock. The investors collectively purchased 900,000 shares of the Company's common stock at a per share purchase price of \$3.75, together with warrants to purchase up to 900,000 additional shares of the Company's common stock. The warrants have a four-year term and are immediately exercisable at a price of \$4.50 per share.

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The purpose of these transactions was to provide sufficient working capital for the Company to retire the debt remaining from its acquisition of certain assets from Donlar Corporation in June 2004. Costs associated with these

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two capital raises were \$523,407, making the net proceeds \$3,179,343.

During the year ended December 31, 2005 the Company issued 162,000 shares of common stock at \$1.40 per share upon exercise of stock options.

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12. SEGMENTED, SIGNIFICANT CUSTOMER INFORMATION AND ECONOMIC DEPENDENCY.

The Company operates in two segments:

(a) Development and marketing of two lines of energy and water conservation products (as shown under the column heading "EWCP" below), which consists of a (i) liquid swimming pool blanket which saves energy and water by storing evaporation from the pool surface, and (ii) food-safe powdered form of the active ingredient within the liquid blanket and is designed to be used in still or slow moving drinking water sources.

(b) Manufacture of biodegradable polymers and chemical additives used within the petroleum, chemical, utility and mining industries to prevent corrosion and scaling in water piping (as shown under the column heading "BPCA" below). Chemical additives are manufactured for use in laundry and dish detergents, as well as in products to reduce levels of insecticides, herbicides and fungicides.

The accounting policies of the segments are the same as those described in Note 2 to these Consolidated Financial Statements (Significant Accounting Policies). The Company evaluates performance based on profit or loss from operations before income taxes, not including nonrecurring gains and losses and foreign exchange gains and losses.

The Company's reportable segments are strategic business units that offer different, but synergistic products and services. They are managed separately because each business requires different technology and marketing strategies.

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| | Quarters Ended March 31st | |
|---------------------------------|---------------------------|------------|
| | 2006 | 2005 |
| Revenue | | |
| EWCP | \$ 613,782 | \$ 430,895 |
| BPCA | 1,894,663 | 1,588,686 |
| Consolidated | 2,508,445 | 2,019,581 |
| Interest revenue | | |
| EWCP | 945 | 2,673 |
| BPCA | 0 | 57 |
| Consolidated | 945 | 2,730 |
| Interest expense | | |
| EWCP | 0 | 6,606 |
| BPCA | 1,044 | 31,068 |
| Consolidated | 1,044 | 37,674 |
| Depreciation and amortization | | |
| EWCP | 13,832 | 13,760 |
| BPCA | 133,789 | 154,343 |
| Consolidated | 147,621 | 168,103 |
| Segment profit (loss) | | |
| EWCP | 154,905 | (283,969) |
| BPCA | 179,584 | 338,167 |
| Consolidated | 334,489 | 54,198 |
| Segment assets | | |
| EWCP | 373,362 | 262,123 |
| BPCA | 4,278,480 | 4,860,218 |
| Consolidated | 4,651,842 | 5,122,341 |
| Expenditures for segment assets | | |
| EWCP | (6,929) | 40,099 |
| BPCA | 5,187 | - |
| Consolidated | (1,742) | 40,099 |

The EWCP shows a reduction in expenditures for segment assets due to a credit being issued on costs associated with development of new patents.

The sales generated in the United States of America and Canada are as follows:

| | 2006 | 2005 |
|--------------------------|--------------|--------------|
| Canada | \$ 83,012 | \$ 424,112 |
| United States and abroad | 2,425,433 | 1,595,649 |
| Total | \$ 2,508,445 | \$ 2,019,581 |

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The Company's long-lived assets are located in Canada and the United States as follows:

| | 2006 | 2005 |
|---------------|---------------------|---------------------|
| Canada | \$ 361,074 | \$ 254,579 |
| United States | 4,290,769 | 4,867,762 |
| Total | \$ 4,651,843 | \$ 5,122,341 |

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13. COMMITMENTS.

The Company is committed to minimum rental payments for property and premises aggregating approximately \$296,867 over the term of four leases, the last expiring on June 30, 2009.

Commitments in each of the next five years are approximately as follows:

| | | |
|------|----|---------|
| 2006 | \$ | 154,855 |
| 2007 | | 58,078 |
| 2008 | | 55,956 |
| 2009 | | 27,978 |

14. CONTINGENCIES.

On May 1, 2003, the Company filed a lawsuit in the Supreme Court of British Columbia, Canada, against John Wells and Equity Trust, S.A. seeking the return of 100,000 shares of the Company's common stock and the repayment of a \$25,000 loan, which were provided to defendants for investment banking services consisting of securing a \$5 million loan and a \$25 million stock offering. Such services were not performed and in the proceeding the Company seeks return of such shares after defendant's failure to both return the shares voluntarily and repay the note. On May 7, 2003, the Company obtained an injunction freezing the transfer of the shares. On May 24, 2004, there was a hearing on defendant's motion to set aside the injunction, which motion was denied by the trial court on May 29, 2004. On the date of issuance, the share transaction was recorded as shares issued for services at fair market value, a value of \$0.80 per share. No amounts have been recorded as receivable in the Company's consolidated financial statements as the outcome of this claim is not determinable.

On November 13, 2003, Patrick Grant, an ex-employee, filed a lawsuit in the Circuit Court of Cook County, Illinois against the Company, WaterSavr Global Solutions Inc. ("WGS"), the wholly-owned subsidiary of the Company, and Daniel B. O'Brien, the Company's Chief Executive Officer. The plaintiff claims damages for breach of contract, tortious interference with an agreement and various wrongful discharge claims. The plaintiff seeks monetary damages in excess of \$1,020,000 for the breach of contract and tortious interference claims and unspecified compensatory and punitive damages in the wrongful discharge claims. The parties completed mandatory mediation ordered by the Circuit Court and will next appear in court for case management, at which time the court will set

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discovery deadlines. The Company considers the case without merit and is vigorously disputing the claims. In addition, the Company intends to file counterclaims against the plaintiff for failure to repay financial obligations owed to the Company of almost \$40,000, as well as unspecified damages arising out of the plaintiff's disclosure of confidential information to a client during his employment at WGS. No amounts have been recorded as receivable and no accrual has been made for any loss in the Company's consolidated financial statements as the outcome of the claim filed by the plaintiff is not determinable

On May 28, 2004, Sun Solar Energy Technologies, Inc. ("Sun Solar"), filed a lawsuit in the Federal Court of Canada, against the Company, Flexible Ltd., and Mr. O'Brien. Sun Solar is seeking: (a) a declaration that the trademark "Tropical Fish" is available for use by Sun Solar; (b) injunctive relief against further use of the "Tropical Fish" trademark by the Company; and (c) monetary damages exceeding \$7,000,000 for the alleged infringement by the Company, Flexible Ltd. and Mr. O'Brien of the "Tropical Fish" trademark, as well as any other "confusingly similar trademarks" or proprietary trade dresses. On August 9, 2004, the Company, Flexible Ltd. and Mr. O'Brien filed their defense and filed a counterclaim against Sun Solar. The counterclaim seeks: (x) injunctive relief against further use of the "Tropical Fish" trademark by Sun Solar; (y) a declaration that the "Tropical Fish" trademark is owned by

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the Company, or, in the alternative, is not distinctive and should be struck from the trademark registry; and (z) monetary damages exceeding \$50,000. The parties have completed documentary discovery and examinations for discovery of all parties. No amounts have been recorded as receivable in the Company's consolidated financial statements and no amounts have been accrued as potential losses as the outcome of this claim is not determinable.

On July 23, 2004, the Company filed a breach of contract suit in the Circuit Court of Cook County, Illinois against Tatko. The action arises out of a joint product development agreement entered into between the Company and Tatko in which the Company agreed to invest \$10,000 toward the product development venture and granted to Tatko 100,000 shares of the Company's restricted common stock. In return, Tatko granted the Company a five-year option to purchase 20% of Tatko's outstanding capital stock. Tatko has since refused to collaborate on the agreement and the Company seeks declaratory relief stating that Tatko is not entitled to the 100,000 shares of the Company's restricted common stock. The litigation is still pending at this time.

In addition, Tatko filed its own suit on September 24, 2004 in the Circuit Court of Cook County, Illinois seeking declaratory relief of its entitlement to the Company's restricted common stock. On May 23, 2005, the Tatko suit was dismissed with prejudice by the Circuit Court. No amounts have been recorded as receivable in the Company's consolidated financial statements and no amount has been accrued as a loss as the outcome of the claim against Tatko is not determinable.

On January 12, 2005, the Company filed a lawsuit in the Court of the Queen's Bench of Alberta, in which our subsidiary, Flexible Ltd., is inter-provincially registered. We are seeking indeterminate damages resulting from a breach of contract by Calgary Diecast Corporation ("CDC"). The contract at issue was never completed and our raw materials remain in the possession of CDC. On April 25, 2005, the court ordered a judgment in our favor in the amount of \$47,495 and we intend to collect on this judgment using all available means.

15. COMPARATIVE FIGURES.

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

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.

OVERVIEW

Flexible Solutions International, Inc. ("we," "us," and "our") develops, manufactures and markets specialty chemicals that slow down the evaporation of water. Our initial product, HEAT\$AVR(R), is marketed for use in swimming pools and spas where its use, by slowing the evaporation of water, allows the water to retain a higher temperature for a longer period of time and thereby reduces the energy required to maintain the desired temperature of the water in the pool. Our newest product, WATER\$AVR(R), is marketed for water conservation in irrigation canals, aquaculture, and reservoirs where its use slows down water loss due to evaporation. We also make and sell dispensers which automate the deployment of our chemical products.

RESULTS OF OPERATIONS

The following analysis and discussion pertains to our results of operations for the three months ended March 31, 2006, as compared to the results of operations for the three months ended March 31, 2005, and to changes in our financial condition from December 31, 2005 to March 31, 2006.

THREE MONTHS ENDED MARCH 31, 2006 AND 2005

Separate financial data for each of our operating segments is provided below. We evaluate the performance of our operating segments based on the following:

| | Three Months Ended March 31, | | | % Change 2006-2005 |
|-----------------|------------------------------|--------------|------------|-----------------------|
| | 2006 | 2005 | 2004 | |
| Sales | | | | |
| Energy Segment | \$ 613,782 | \$ 430,895 | \$ 488,110 | |
| Polymer Segment | \$ 1,894,663 | 1,588,686 | * | |
| Consolidated | \$ 2,508,445 | \$ 2,019,581 | \$ 488,110 | |
| Gross Profit | | | | |
| Energy Segment | \$ 468,569 | \$ 123,920 | \$ 121,010 | 2 |
| Polymer Segment | \$ 700,817 | 817,360 | * | (|
| Consolidated | \$ 1,169,386 | \$ 941,280 | \$ 121,010 | |
| SG&A | | | | |

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| | | | | | | | |
|-------------------|----|-----------|----|---------|----|-----------|---|
| Energy Segment | \$ | 550,147 | \$ | 410,562 | \$ | 374,987 | |
| Polymer Segment | \$ | 537,933 | | 479,250 | | * | |
| <hr/> | | | | | | | |
| Consolidated | \$ | 1,088,080 | \$ | 889,812 | \$ | 374,987 | |
| Interest Income | | | | | | | |
| Energy Segment | \$ | 945 | \$ | 2,673 | \$ | 3,116 | (|
| Polymer Segment | \$ | 0 | | 57 | | * | |
| <hr/> | | | | | | | |
| Consolidated | \$ | 945 | \$ | 2,730 | \$ | 3,116 | (|
| Write-down of | | | | | | | |
| Investments | | | | | | | |
| Energy Segment | | -- | | -- | | -- | |
| Polymer Segment | | -- | | -- | | * | |
| <hr/> | | | | | | | |
| Consolidated | | -- | | -- | | -- | |
| <hr/> | | | | | | | |
| Net Income (Loss) | \$ | 209,329 | \$ | 54,198 | \$ | (250,861) | (|
| <hr/> | | | | | | | |

* Polymer segment data is not available as indicated. Our polymer segment was formed after the acquisition of certain assets of the Donlar Corporation in June 2004.

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For the three months ended March 31, 2006, we experienced a net profit of \$209,329, as compared to a net profit of \$54,198 for the three months ended March 31, 2005. Increased brand recognition, increased sales of our residential swimming pool product, ECO\$AVR(R), and increased sales from our NanoChem division resulted in sales of \$2,508,445 in the three months ended March 31, 2006, as compared to \$2,019,581 in the three months ended March 31, 2005. Our Energy segment had sales of \$613,782 for the three months ended March 31, 2006, as compared to \$430,895 for the three months ended March 31, 2005. Our Polymer segment had sales of \$1,894,663 for the three months ended March 31, 2006, as compared to sales of \$1,588,686 for the three months ended March 31, 2005.

Our management is satisfied with the effect of the acquisition of assets from Donlar Corporation ("Donlar"), as the NanoChem division (which is comprised of the former Donlar assets) has contributed greatly to sales and cash flow and is starting to replace the capital expended to acquire the assets. In addition, opportunities to synergistically cross-sell all of our divisions' products have already generated leads to new business and the swimming pool division has discovered ways to help NanoChem increase utilization of its Peru, Illinois factory, while decreasing our costs as a whole. We maintained expenditures in the areas of WATER\$AVR(R) product sales and marketing costs and production equipment development costs. The major factors that contributed to our increased revenue were greater sales from our HEAT\$AVR(R) and ECO\$AVR(R) swimming pool division into new overseas markets and an increase in sales from our newly-formed NanoChem division. NanoChem sales are much less seasonal than those of our WATER\$AVR(R) product and HEAT\$AVR(R) and ECO\$AVR(R) products divisions. As Nanochem sales increase, we anticipate that we will experience a reduction in the volatility of our sales over time.

Gross profit margin represents sales less cost of sales and producing. The major categories of costs included in cost of sales and producing are cost of goods, distribution costs, and costs of our buying department. Distribution costs consist of all warehouse receiving and inspection costs, warehousing costs, all transportation costs associated with shipping goods from our facilities to our customers, and other costs of distribution. We do not exclude any portion of distribution costs from cost of sales. Our gross margins may not

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be comparable to those of other entities because some entities include all of the costs related to their overhead in cost of sales. However, we exclude a portion of cost of sales from gross profit and instead include such costs as a line item in operating expenses.

Our operating expenses were \$1,088,080 for the three months ended March 31, 2006, an increase of \$198,268 over the three months ended March 31, 2005. We continued our sales and marketing efforts for our WATER\$AVR(R) product line, with the objective of closing our first major sales as soon as possible. The largest increases in operating expenses were in the areas of wages (\$276,400 for the three months ended March 31, 2006, as compared to \$234,436 in the three months ended March 31, 2005), administrative salaries (\$160,949 for the three months ended March 31, 2006, as compared to \$38,005 in the three months ended March 31, 2005), research (\$37,603 in the three months ended March 31, 2006, as compared to \$15,508 in the three months ended March 31, 2005), and commissions (\$57,225 in the three months ended March 31, 2006, as compared to \$40,295 in the three months ended March 31, 2005). The increase in wages and administrative salaries are in part due to the application of SFAS 123 (R) that now requires companies to apply a fair value based measurement method to employee stock options. After applying SFAS 123(R) to employee granted stock options, the company recognized an additional \$125,955 in expenses this quarter. These increases are also partially accounted for by the increase in sales and represent a permanent increase in operating costs related to the new level of sales. The increase in investor relations (\$32,298 for the three months ended March 31, 2006, as compared to \$24,318 in the three months ended March 31, 2005) and consulting (\$87,801 for the three months ended March 31, 2006, as compared to \$44,252 in the three months ended March 31, 2005) are a result of stock option expenses. Our decreases in advertising and promotion (\$18,947 for the three months ended March 31, 2006, as compared to \$31,271 in the three months ended March 31, 2005), travel (\$18,753 for the three months ended March 31, 2006, as compared to \$37,765 in the three months ended March 31, 2005) and office and miscellaneous (\$23,920 for the three months ended March 31, 2006, as compared to \$41,457 in

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the three months ended March 31, 2005) are the result of better cost-control in these areas instituted by management over the past year. The decrease in interest expense (\$1,044 for the three months ended March 31, 2006, as compared to \$37,674 in the three months ended March 31, 2005) is a direct result of the Company paying off the short-term loan used for the purchase of assets to create the NanoChem division. Our professional fees increased to \$92,935 in the three months ended March 31, 2006, as compared to \$60,843 in the three months ended March 31, 2005. This is the result of costs incurred in intellectual property prosecution and protection.

Our Energy segment generated \$550,147 in operating expenses in the three months ended March 31, 2006, an increase from \$410,562 for the three months ended March 31, 2005. This 34 percent increase is attributable to our increases in commissions and professional fees as well as to application of SFAS 123(R). Our Polymer segment generated \$537,933 in operating expenses in the three months ended March 31, 2006, an increase of \$58,683. This 12% increase is attributable to the nineteen percent increase in sales as well as the application of SFAS 123(R).

Our net profit for the three months ended March 31, 2006 was \$209,329, an increase from our net profit of \$54,198 in the three months ended March 31, 2005. The increase in net profit is attributable to increased sales in our swimming pool products division, as compared to the three months ended March 31, 2005, augmented by positive operating cash from our NanoChem division. Our Energy segment's net profit for the three months ended March 31, 2006 was

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\$46,446, an increase from our net loss of \$283,969 in the three months ended March 31, 2005, which is attributable to our increased brand recognition and sales. Our Polymer segment's net profit for the three months ended March 31, 2006 was \$162,883, a decrease over the net profit of \$338,167 for the three months ended March 31, 2005. This reduction in profits is attributable to higher cost of goods sold, a result of the rise in oil prices worldwide.

Our profit per share was \$0.02 for the three months ended March 31, 2006, as compared to \$0.00 per share for the three months ended March 31, 2005.

LIQUIDITY AND CAPITAL RESOURCES

The following section discusses the effects of changes in our balance sheet and cash flow on our liquidity and capital resources. The following table summarizes our cash, cash equivalents and working capital that directly have an impact on our immediate and future cash needs and sources.

| | March 31, 2006 | December 31, 2005 | Increase |
|---------------------------|----------------|-------------------|----------|
| Cash and cash equivalents | \$ 518,334 | \$ 526,292 | \$ |
| Working capital | 3,616,814 | 3,110,090 | |

We have cash on hand of \$518,334 as of March 31, 2006, as compared to cash on hand of \$526,292 at December 31, 2005. The overall decrease in cash and cash equivalents was primarily a result of cash used to introduce and market our WATER\$AVR(R) product, which has not yet attained significant sales to maintain positive cash flow.

As of March 31, 2006, we had working capital of \$3,616,814, as compared to working capital of \$3,101,090 on December 31, 2005. The increase in working capital is the result of increased sales and profits.

We expect that cash provided by operating activities may fluctuate in future periods as a result of a number of factors, including the fluctuations in our operating results, shipments, accounts receivable

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collections, and inventory management. As our sales continue to build, our accounts receivable will increase and our overall inventory levels will also increase.

Because we repaid the short-term loan due in June 2005 (incurred in connection with our purchase of the Donlar assets, used to create the NanoChem division), we have no other commitments or guarantees in the next 12 months that will materially affect our cash position or needs. We believe we have sufficient capital to support our business and operations for at least the next 12 months. We anticipate utilizing approximately \$500,000 in the next twelve months attempting to close sales in California, Spain and Australia and to extend certain core U.S. patents to select other countries. Approximately 80% of such expenditures are related to expanding sales for our WATER\$AVR(R) product.

There can be no assurance that any of the expenditures will result in additional sales revenues. In the event that our capital resources are not sufficient for the continued expansion of the Company, new capital will be

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needed or marketing expenses will have to be curtailed until capital is available. There is no guarantee that capital will be available on terms acceptable to the Company or at all. We have no investment banking agreements in place at this time.

SUBSEQUENT EVENTS

On April 19th, 2006, Flexible Solutions Ltd. re-signed their lease for the Calgary, AB factory for a further three years, through till September 30, 2009.

RESTATEMENT OF FINANCIAL STATEMENTS

The accompanying financial statements have been restated to revise certain stock-based compensation expense. In October 2005, while completing a registration statement for securities issued in the second quarter of 2005, we determined that certain disclosures made in connection with our stock-based compensation expense required adjustment. In September 2002, we entered into a distribution agreement with Ondeo Nalco Company ("Ondeo") whereby Ondeo agreed to serve as the exclusive distributor of our WATER\$AVR(R) products for so long as Ondeo maintained a certain threshold sales level as defined in the agreement. As consideration for signing the agreement, Ondeo was granted an option to purchase 2,000,000 shares of our common stock. Half of the option for one million shares was exercisable immediately at an exercise price of \$4.25 for each common share. The remaining half of the option for 1,000,000 shares was exercisable after certain threshold sales targets were achieved at a price of \$5.50 for each common share.

In determining the stock-based compensation expense for the nine months ended September 30, 2002, we expensed the entire fair value of the stock option believing that the option fully vested upon the signing of the agreement. In our October 2005 review, however, we determined that: (i) first, as stated above, half of the option to purchase 1,000,000 shares of common stock did not vest and was not exercisable until the threshold sales target had been met, which would not be until five years after the signing of the distribution agreement; and (ii) second, we did not consider Emerging Issues Task Force ("EITF") No. 96-18, Accounting for Equity Instruments That are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling Goods or Services; EITF No. 00-18, Accounting Recognition for Certain Transactions Involving Equity Instruments Granted to Other Than Employees; and EITF No. 01-9, Accounting for Consideration Given by a Vendor to a Customer.

During the three months ended March 31, 2003, Ondeo achieved the first threshold sales target, and accordingly, we should have recorded a corresponding stock-based compensation expense of \$54,080. However, since the entire stock-based compensation expense had been recorded in the September 30, 2002 interim financial statements and in the year ended December 31, 2002, we did not record any additional stock-based compensation expense as a result of the attained first threshold level.

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In the fourth quarter of the year ended December 31, 2003, we determined that Ondeo was not going to attain the minimum sales targets stipulated in the agreement. Consequently, the agreement and corresponding stock option was cancelled. We accounted for the cancellation of the stock option in accordance with Statement of Financial Accounting Standard No. 123 similar to a forfeiture of stock options and reversed \$2,480,200 of the stock compensation expense previously recorded in fiscal 2002. Had we accounted for the cancellation of the stock option correctly, we would have reversed the amended

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stock-based compensation expense of \$54,080 that was recorded in the first quarter ended March 31, 2003.

In light of the above, the net effect of the adjustments to the financial statements is as follows:

1. Approximately \$2,704,000 in stock compensation expense recorded in September 2002 has been reversed;

2. Approximately \$54,080 in stock-based compensation expense has been recorded in the quarter ended March 31, 2003, as Ondeo met the first sales threshold under the agreement;

3. Approximately \$54,080 in stock-based compensation expense has been reversed in the year ended December 31, 2003, as Ondeo failed to meet subsequent sales thresholds under the agreement, resulting in the cancellation of the stock option;

4. As stated above, we recorded a stock-based compensation expense of \$2,704,000 in December 2002. As a result of canceling the stock option, we previously recorded a recovery of \$2,480,000 of stock compensation expense at December 31, 2003. This \$2,480,000 recovery has been reversed, in conjunction with the reversal of \$2,704,000 in stock compensation expense originally recorded; and

5. For the periods ended March 31, 2004 to June 30, 2005, the net effect of these adjustments is to decrease capital in excess of par value by approximately \$223,800 and increase retained earnings by approximately \$223,800.

We are presently unaware of any evidence that the restatements described above are due to any material noncompliance by us, as a result of misconduct, with any financial reporting requirement under the federal securities laws. Our audit committee of the board of directors is working with our management and our accountants to assure that we are taking the appropriate approach to resolving the issues related to the restatements, as well as any further issues that may be identified during the course of review.

ITEM 3. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic reports to the Securities and Exchange Commission ("SEC") is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and regulations, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Our disclosure controls and procedures are designed to provide a reasonable level of assurance of reaching our desired disclosure control objectives.

As of the end of the period covered by this Quarterly Report, we carried out an evaluation, under the supervision and with the participation of management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and

procedures (as defined under Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based upon that evaluation,

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our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective in timely alerting them to material information relating to us (including our consolidated subsidiaries) that is required to be included in our periodic reports.

The prior accounting treatment of our stock-based compensation expense was done in consultation and in accordance with the advice of our independent accountants. Accordingly, management does not believe that this restatement of our Quarterly Report indicates or results from a material weakness with respect to our disclosure controls and procedures or our internal controls over financial reporting.

Changes in Internal Control Over Financial Reporting

During the first quarter of 2006, upon recommendation of our audit committee, we implemented a new internal control protocol related to inventory counts.

As part of the Company's internal control protocols our senior management selects for review in the next reporting period various numerical data from the previous period. During the compilation of data to be used in the financial statements contained in the our Annual Report for the year ended December 31, 2005, senior management discovered that the number assigned to inventory for the quarter ended September 30, 2005 appeared to be suspect and immediately investigated the issue. Within fifteen days of senior management's review, a mis-transcription in the inventory number was identified and corrected.

Our investigation revealed that, due to a clerical error in transferring the inventory floor count to computerized spreadsheets, certain inventory data was misreported. After correction and disclosure, management referred this matter to the audit committee of our board of directors for review, and determination as to whether a change to our inventory control protocol was necessary or advisable. On January 25, 2006, the audit committee of the board of directors recommended a change to our internal controls related to inventory counts, which now requires that quarterly and annual inventory counts be conducted by plant managers, accompanied by either an equal or more senior level executive from a division reporting directly to our head office, or by an independent accountant reporting in the same manner. This change was implemented and made effective during the first quarter of 2006.

Although we modified our internal control procedures related to inventory matters in the first quarter of 2006, management, our board of directors, including its audit committee, and our independent auditor each concluded that no change in the assessment of the effectiveness of our internal controls was necessary based on an isolated event of human error. We believe that such errors are uncommon and that it is not possible to design a system of internal controls that absolutely prevents against human error. Nonetheless, we have implemented the protocol changes described above in an effort to further bolster the accuracy of our inventory data compilation.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

On November 13, 2003, Patrick Grant, an ex-employee, filed a lawsuit in the Circuit Court of Cook County, Illinois against us, WaterSavr Global Solutions Inc. ("WGS"), our wholly-owned subsidiary, and Daniel B. O'Brien, our Chief Executive Officer. The plaintiff claims damages for breach of contract, tortious interference with an agreement and various wrongful discharge claims. The plaintiff seeks monetary damages in excess of \$1,020,000 for the breach of

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contract and tortious interference claims and unspecified compensatory and punitive damages in the wrongful discharge claims. The

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parties completed mandatory mediation ordered by the Circuit Court and will next appear in court for case management, at which time the court will set discovery deadlines. We consider the case to be without merit and are planning to dispute the matter vigorously. In addition, we intend to file counterclaims against the plaintiff for failure to repay financial obligations owed to us of almost \$40,000, as well as unspecified damages arising out of the plaintiff's disclosure of confidential information to a client during his employment at WGS. No amounts have been recorded as receivable and no accrual has been made for any loss in our consolidated financial statements as the outcome of the claim filed by the plaintiff is not determinable.

On May 1, 2003, we filed a lawsuit in the Supreme Court of British Columbia, Canada, against John Wells and Equity Trust, S.A., seeking the return of 100,000 shares of our common stock and the repayment of a \$25,000 loan, which were provided to defendants for investment banking services consisting of securing a \$5 million loan and a \$25 million stock offering. Such services were not performed and in the proceeding we seek the return of such shares after defendants' failure to both return the shares voluntarily and repay the note. On May 7, 2003, we obtained an injunction freezing the transfer of the shares. On May 24, 2004, there was a hearing on defendants' motion to set aside the injunction, which motion was denied by the trial court on May 29, 2004. On the date of issuance, the share transaction was recorded as shares issued for services at fair market value, a value of \$0.80 per share. No amounts have been recorded as receivable in our consolidated financial statements as the outcome of this claim is not determinable.

On May 28, 2004, Sun Solar Energy Technologies, Inc. ("Sun Solar"), filed a lawsuit in the Federal Court of Canada, against us, Flexible Ltd., and Mr. O'Brien. Sun Solar is seeking: (a) a declaration that the trademark "Tropical Fish" is available for use by Sun Solar; (b) injunctive relief against further use of the "Tropical Fish" trademark by us; and (c) monetary damages exceeding \$7,000,000 for the alleged infringement by us, Flexible Ltd. and Mr. O'Brien of the "Tropical Fish" trademark, as well as any other "confusingly similar trademarks" or proprietary trade dresses. On August 9, 2004, we filed our defenses and filed a counterclaim against Sun Solar. The counterclaim seeks: (x) injunctive relief against further use of the "Tropical Fish" trademark by Sun Solar; (y) a declaration that the "Tropical Fish" trademark is owned by us, or, in the alternative, is not distinctive and should be struck from the trademark registry; and (z) monetary damages exceeding \$50,000. The parties have completed documentary discovery and examinations for discovery of all parties. No amounts have been recorded as receivable in the Company's consolidated financial statements and no amounts have been accrued as potential losses as the outcome of this claim is not determinable.

On July 23, 2004, the Company filed a breach of contract suit in the Circuit Court of Cook County, Illinois against Tatko. The action arises out of a joint product development agreement entered into between the Company and Tatko in which the Company agreed to invest \$10,000 toward the product development venture and granted to Tatko 100,000 shares of the Company's restricted common stock. In return, Tatko granted the Company a five-year option to purchase 20% of Tatko's outstanding capital stock. Tatko has since refused to collaborate on the agreement and the Company seeks declaratory relief stating that Tatko is not entitled to the 100,000 shares of the Company's restricted common stock. The litigation is still pending at this time.

In addition, Tatko filed its own suit on September 24, 2004 in the

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Circuit Court of Cook County, Illinois seeking declaratory relief of its entitlement to the Company's restricted common stock. On May 23, 2005, the Tatko suit was dismissed with prejudice by the Circuit Court. No amounts have been recorded as receivable in the Company's consolidated financial statements and no amount has been accrued as a loss as the outcome of the claim against Tatko is not determinable.

On January 12, 2005, we filed a lawsuit in the Court of the Queen's Bench of Alberta, in which our subsidiary, Flexible Ltd., is inter-provincially registered. We are seeking indeterminate damages resulting from a breach of contract by Calgary Diecast Corporation ("CDC"). The contract at issue was

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never completed and our raw materials remain in the possession of CDC. On April 25, 2005, the court ordered a judgment in our favor in the amount of \$47,495 and we intend to collect on this judgment using all available means.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

None.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

The following exhibits are attached hereto and filed herewith:

| NUMBER | DESCRIPTION |
|--------|---|
| ----- | ----- |
| 3.1 | Amended and Restated Certificate of Incorporation of the registrant. (1) |
| 3.2 | Bylaws of the registrant. (1) |
| 31.1 | Certification of Principal Executive Officer Pursuant to ss.302 of the Sarbanes-Oxley Act of 2002.* |
| 31.2 | Certification of Principal Financial Officer Pursuant to ss.302 of the Sarbanes-Oxley Act of 2002.* |
| 32.1 | Certification of Principal Executive Officer Pursuant to 18 U.S.C. ss.1350 and ss.906 of the Sarbanes-Oxley Act of 2002.* |
| 32.2 | Certification of Principal Financial Officer Pursuant to 18 U.S.C. ss.1350 and ss.906 of the Sarbanes-Oxley Act of 2002.* |

* Filed herewith.

(1) Incorporated by reference to the registrant's Registration Statement on Form 10-SB (SEC File. No. 000-29649) filed February 22, 2000.

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SIGNATURES

In accordance with the requirements of Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: May 15, 2006.

FLEXIBLE SOLUTIONS INTERNATIONAL, INC.

By: /s/ DANIEL B. O'BRIEN

Name: Daniel B. O'Brien

Title: President and Chief Executive Officer

