MANAGEMENT DISCUSSION AND ANALYSIS

Edmonton, 15 May 2009

Forward-looking Statements

Certain statements in this report may be deemed to be forward-looking statements within the meaning of the federal and provincial securities laws. Although management believes the expectations reflected in these forward-looking statements are based on reasonable assumptions, forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results and performance of the Company to be materially different from any future results and performance expressed or implied by such forward-looking statements. Among these risks and uncertainties are:

- changes in the markets in general economic conditions;
- the extent, duration and strength of any economic recovery in the markets in which the company operates;
- changes in the Oil & Gas drilling market;
- the cost and availability of debt and equity financing;
- our ability to realize anticipated cost savings from our internal initiatives and to otherwise create and capture benefits of scale;
- our ability to obtain at reasonable cost, adequate insurance for catastrophic events, such as earthquakes, hurricanes and terrorist acts;
- changes in interest rates;
- other risks and uncertainties.

The forward looking statements should not be read as guarantees of future performance or results, and no assurance can be given that the expectations will be realized. The Company assumes no obligation to update or supplement forward-looking statements that become untrue because of subsequent events. Without limiting the foregoing, the words “believe”, “expect”, “anticipate”, “intend”, “estimate”, “plan” and similar expressions identify forward-looking statements.

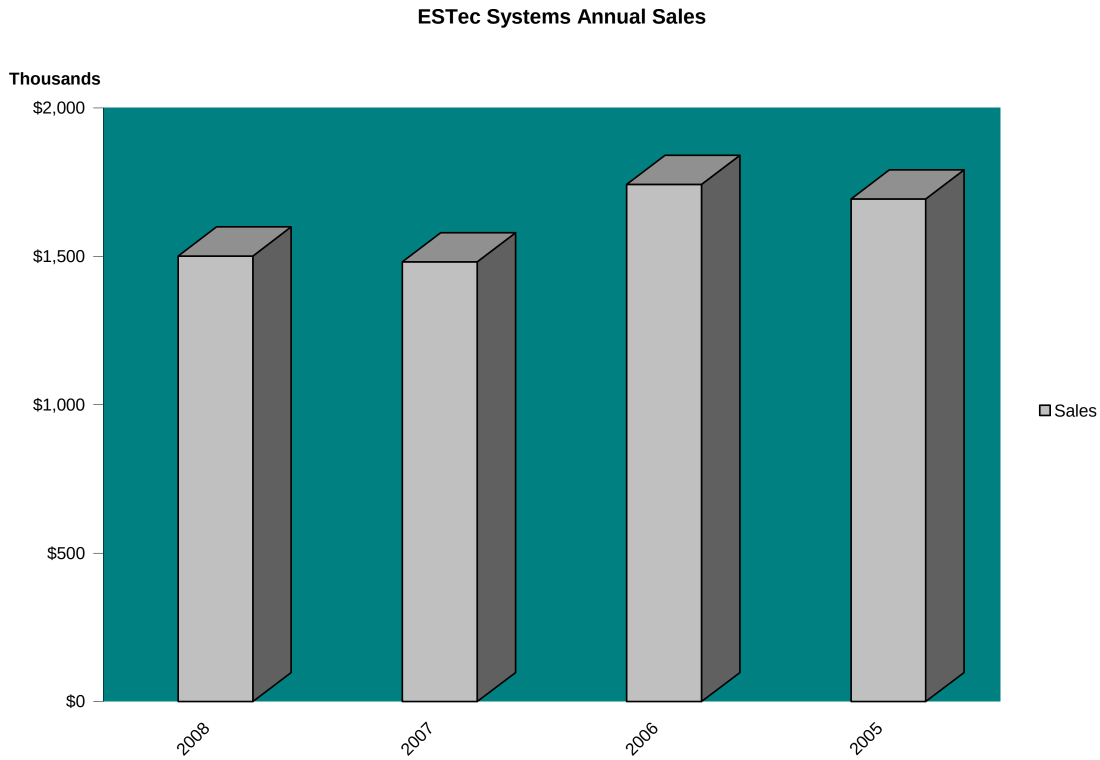
Summary of activities

Our third quarter continues the good results of the second quarter with sales rising again. In this quarter we had an unexpected cost associated with an engineering error that was below the deducible for our errors and omissions insurance, reducing the expected profits and increasing our direct cost of sales. So far we have been successful in keeping sales up and we expect to be able to maintain our sales rate through the next quarter. Our drilling rig design services are currently booked to capacity and retain a backlog of work that will see us through the next quarter.

During the first half of this fiscal year over 30% of our revenue has come from one customer. The project for this customer has been completed and we have started work on another large project with another customer who will potentially represent close to 30% of sales in the second half of the fiscal year.

We are also continuing to work with our mergers and acquisitions consultants Erythana Ventures http://www.erythana.com towards finding a suitable takeover target. We continue to evaluate several takeover opportunities and are into the due diligence reviews on one specific opportunity. Should progress be made on a suitable takeover opportunity, press releases will be issued.

Selected Annual Information



	Year ended June 30, 2008	Year ended June 30, 2007	Year ended June 30, 2006	Year ended June 30, 2005
Total Revenues	1,501,239	1,481,851	1,742,538	1,693,730
Income/(loss) before discontinued operations and extraordinary items	(77,992)	(28,047)	110,433	97,335
Basic income/(loss) per share	(0.01)	0	.01	.01
Diluted income/(loss) per share	(0.01)	0	.01	.01
Net income/(loss)	(77,992)	(28,047)	203,284	97,335
Basic income/(loss) per share	(0.01)	(0.003)	.02	.01
Diluted income/(loss) per share	(0.01)	(0.003)	.02	.01
Total Assets	717,839	537,409	726,360	2,181,428
Total long-term financial liabilities	373,968	326,907	335,691	1,888,123

Revenue from our engineering consulting rose steadily through the 2006 fiscal year. The end of the 2007 fiscal year and the beginning of the 2008 fiscal year, the Oil & Gas drilling sector went through a major pull back. The Oil companies radically reduced the drilling activity in an attempt to force the drilling contractors to reduce prices. This had an effect on our business which is dependant to a large extent on the activity in the Oil & Gas drilling sector. The activity in the Oil & Gas drilling sector has significantly increased toward the end of the 2008 fiscal year and the beginning of the 2009 fiscal year has returned to near normal levels. This pullback is a normal part of the business cycle for the Oil & Gas drilling sector. However for us it had a larger impact this cycle than in past cycles because the overall business activity in Alberta remained high. This high level of activity forced us to retain staffing at a higher level than we would normally have done through a downturn, i.e. had we let engineers go we would not have been able to recruit replacements when the market recovered. As it happened the overall slowdown of the economy has coincided with the recovery of our sector, and we have been able to recruit additional engineers.

Summary of Quarterly Results

	For the 3 months ended 31 March 2009	For the 3 months ended 31 December 2008	For the 3 months ended 30 September 2008	For the 3 months ended 30 June 2008
Total Revenues	622,114	530,496	511,005	372,155
Income/(loss) before discontinued operations and extraordinary items	43,071	43,177	62,388	(1,213)
Basic and diluted income / (loss) per share	0	0	.01	0
Net income/(loss)	43,071	43,177	62,388	(1,213)
Basic and diluted income / (loss) per share	0	0	.01	0

	For the 3 months ended 31 March 2008	For the 3 months ended 31 December 2007	For the 3 months ended 30 September 2007	For the 3 months ended 30 June 2007
Total Revenues	410,188	375,809	343,087	273,714
Income/(loss) before discontinued operations and extraordinary items	27,334	(31,080)	(73,033)	(74,062))
Basic and diluted income / (loss) per share	0	0	(.01)	(.01)
Net income/(loss)	27,334	(31,080)	(73,033)	(74,062)
Basic and diluted income / (loss) per share	0	0	(.01)	(.01)

The variation in sales through June 30, 2008 is due to the general economic activity. The growth since June 30, 2008 is a result of adding a dedicated marketing and sales representative. The engineering revenues for June and September 2007 had been significantly impacted by the slow down in drilling activity during the 2007/2008 fiscal year.

Liquidity

The company has positive working capital. Over the next year the company expects to meet all cash requirements from cash flow. While the company has a significant amount of its receivables invested in a small number of clients, these funds are largely attributable to insurance clients and the insurance company has reserves allocated to pay these accounts. Management believes it has appropriately controlled the company's credit risk.

Capital Resources

The company has a $250,000.00 line of credit available for any emergent capital outlays or other cash flow requirements. As of the end of March this line of credit has been brought down to $70,000. Capital expenditures planned for the coming year are expected to be covered out of cash flow. If we are able to find a suitable takeover candidate, we may need to go to the market for funds to complete the takeover.

Off Balance Sheet Transactions

Top drive manufacture: The Technology Licensing Agreement between Farr Canada, a division of McCoy Corporation (MCB: TSX) and Allan R. Nelson Engineering (1997) Inc. provides for royalty payments to Allan R. Nelson Engineering (1997) Inc. in relation to the licensing for the manufacture and sale of the top drives based upon designs prepared by Allan R. Nelson Engineering (1997) Inc.

Farr Canada has hired a dedicated product manager who is marketing the top drive and has established a facility for manufacturing top drives. Top Drive sales typically have a long lead time. We anticipate that sales will start during the coming fiscal year.

Transactions with related parties

During the quarter the Company had business transactions with corporations controlled by certain directors of the Company. These transactions, which were at market prices, are as follows:

	For the three months ended 31 March 2009	For the three months ended 31 March 2008
Payment of rent to a company controlled by certain directors	$ 67,500	$ 67,500
Due to directors, non-interest bearing, unsecured	167,393	159,859
Due to corporations controlled by directors, non-interest bearing, unsecured	206,286	166,911
	$ 373,679	$ 326,770

Loans payable to related parties in the amount of $373,679 (2007 - $326,770) have no fixed terms of repayment and the parties waived their right to receive any repayment in the current fiscal year, therefore these amounts have been classified as long term.

Included in trade accounts payable is $4,541 (2008 - $262) owing to a director.

Equity Transactions

During the first quarter 25,000 stock options with an exercise price of $0.10 expired.
During the second quarter 25,000 stock options with an exercise price of $0.10 expired.
No equity transactions took place during the third quarter.

Controls and Procedures

The Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") have evaluated the effectiveness of the company's disclosure controls and procedures and assessed the design of the company's internal control over financial reporting as of December 31, pursuant to the requirements of National Instrument 52-109. Management has concluded that weaknesses exist in

a) segregation of duties surrounding the recording of cash receipts, deposits and handling of incoming cheques,
b) lack of documented review of the bank reconciliation, and
c) using contracts for authorization to initiate a job when purchase order numbers are not being used.

While these weaknesses have the potential to result in a material misstatement of financial information, management has determined, and the board agrees, that taking into account the present stage of the company's development, and the best interest of its shareholders, the company does not have sufficient size to warrant hiring additional staff to cover these weaknesses. To mitigate the impact of the weakness and to ensure financial reporting, management has concluded that it needs to assign specific control monitoring responsibilities among senior executives to mitigate the weaknesses.

Other MD&A Requirements

Additional information relating to ESTec Systems and its subsidiaries can be found on SEDAR at www.sedar.com. Press releases announcing activities of the company will be posted on our web site www.estec.com.

On Behalf of the Board of Directors – May 15, 2009
Anthony B. Nelson
President