



**First Quarter Report to Shareholders
for the quarter ended March 31, 2013**

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"Westaim" or the "Company" in this Management's Discussion and Analysis ("MD&A") refers to The Westaim Corporation on a consolidated basis. This MD&A, which has been approved by the Westaim Board of Directors, should be read in conjunction with Westaim's unaudited consolidated financial statements including notes for the three months ended March 31, 2013 and 2012 as set out on pages 11 to 22 of this quarterly report. Financial data in this MD&A has been derived from the unaudited consolidated financial statements for the three months ended March 31, 2013 and 2012 and is intended to enable the reader to assess Westaim's results of operations for the three months ended March 31, 2013 and financial condition as at March 31, 2013. The Company reports its consolidated financial statements using accounting policies consistent with International Financial Reporting Standards ("IFRS"). All amounts are in Canadian dollars unless otherwise indicated. The following commentary is current as of May 14, 2013. Additional information relating to Westaim is available on SEDAR at www.sedar.com. Certain totals, subtotals and percentages may not reconcile due to rounding.

Non-GAAP measures

Westaim uses both IFRS and non-generally accepted accounting principles ("non-GAAP") measures to assess performance. The Company cautions readers about non-GAAP measures that do not have a standardized meaning under IFRS and are unlikely to be comparable to similar measures used by other companies. Book value per share represents shareholders' equity at the end of the period, determined on an IFRS basis, divided by the total number of common shares plus preferred shares outstanding on the same date.

Future Oriented Financial Information

This MD&A may contain forward-looking statements that involve risks and uncertainties. The Company's actual results could differ materially from these forward-looking statements as a result of various factors, including those discussed hereinafter. Please refer to the cautionary note in Section 11 of this MD&A.

The Westaim Corporation
Management's Discussion and Analysis
Three months ended March 31, 2013

1. THE COMPANY

Westaim is a publicly traded Canadian-based holding company that invests directly and indirectly through acquisitions, joint ventures and other arrangements, with the objective of providing its shareholders with capital appreciation and real wealth preservation. Westaim's strategy is to pursue investment opportunities to grow shareholder value (as measured by book value per share) over the long term.

Until September 4, 2012, the Company held all the issued and outstanding shares of Jevco Insurance Company ("Jevco"), a leading Canadian property and casualty insurer. Section 3, *Sale of Jevco* of this MD&A provides details of the disposition of Jevco on September 4, 2012.

2. OVERVIEW OF PERFORMANCE

| Highlights (millions except per share data) | Three months ended March 31 | |
|---|-----------------------------|-----------|
| | 2013 | 2012 |
| Continuing operations | | |
| Revenue | \$ 0.1 | \$ 0.1 |
| Expenses excluding share-based compensation | (0.6) | (2.4) |
| Share-based compensation | - | (4.1) |
| Income tax recovery | 0.1 | - |
| Loss from continuing operations | (0.4) | (6.4) |
| Profit from discontinued operations | - | 13.2 |
| Profit or loss and other comprehensive income | \$ (0.4) | \$ 6.8 |
| Earnings per share – basic and diluted | | |
| - Loss from continuing operations | \$ 0.00 | \$ (0.01) |
| - Profit from discontinued operations | \$ 0.00 | \$ 0.02 |
| - Profit or loss and other comprehensive income | \$ 0.00 | \$ 0.01 |
| Book value per share - at March 31 | \$ 0.05 | \$ 0.66 |

For the three months ended March 31, 2013, the Company reported a loss of \$0.4 million, from continuing operations. For the three months ended March 31, 2012, the Company's consolidated profit was \$6.8 million, which comprised a loss from continuing operations of \$6.4 million and a profit from the discontinued operations of Jevco of \$13.2 million.

3. SALE OF JEVCO

On May 2, 2012 the Company announced that it had entered into a definitive agreement (the "Agreement") with Intact Financial Corporation ("Intact") pursuant to which, subject to the terms and conditions of the Agreement, Intact agreed to purchase from the Company all of the issued and outstanding shares in the capital of Jevco for \$530.0 million in cash (the "Transaction").

Shareholder approval for the Transaction was received at a special meeting of shareholders on June 28, 2012. All regulatory approvals were received and other conditions of the Agreement were met during the third quarter and the Transaction closed on September 4, 2012. The Transaction was reflected in Westaim's statements of financial position, profit or loss and other comprehensive income, equity and cash flow for the year ended December 31, 2012.

For the year ended December 31, 2012, a pre-tax gain of \$108.2 million was realized on the sale of Jevco, after deducting the carrying value of Jevco of \$414.3 million and costs related to the sale of \$7.5 million. The post-tax gain on the sale was \$106.7 million.

In connection with the Transaction and as approved by the shareholders at the special meeting on June 28, 2012, Westaim completed a cash distribution by way of a return of capital to its common shareholders (the "Cash Distribution"). The Cash Distribution was made on September 28, 2012 to common shareholders of record on September 21, 2012 at \$0.75 per common share. The amount was determined by the Board of Directors based on the present and contingent liabilities of Westaim, as well as its future business objectives. The total amount of the Cash Distribution of \$521.4 million was recorded as a reduction of stated common share capital.

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Management's Discussion and Analysis
Three months ended March 31, 2013

4. ANALYSIS OF FINANCIAL RESULTS

The Company's operating results include the results from continuing operations and discontinued operations.

4.1 Continuing Operations

Details of continuing operations are as follows:

| Continuing operations (millions) | Three months ended March 31 | |
|--|-----------------------------|----------|
| | 2013 | 2012 |
| Revenue | \$ 0.1 | \$ 0.1 |
| Expenses | | |
| Salaries and benefits | 0.3 | - |
| Office expenses | 0.2 | 0.3 |
| Professional fees | 0.1 | 1.5 |
| Share-based compensation | - | 4.1 |
| Management services | - | 0.6 |
| Total expenses | 0.6 | 6.5 |
| Income tax recovery | 0.1 | - |
| Loss from continuing operations | \$ (0.4) | \$ (6.4) |

Revenue

Revenue of continuing operations for the three months ended March 31, 2013 of \$0.1 (2012 - \$0.1 million) consisted of interest on cash invested.

Expenses

Expenses for the three months ended March 31, 2013 were \$0.6 million (2012 - \$6.5 million). The decrease of \$5.9 million was attributed mainly to costs incurred in the three months ended March 31, 2012, including \$4.1 million in share-based compensation expense from the revaluation of the Company's outstanding restricted share units ("RSUs") granted to Goodwood Management Inc. ("GMI") and outstanding deferred share units ("DSUs") granted to directors of the Company, \$1.3 million in professional fees and other costs to investigate an investment opportunity which Westaim ultimately decided not to pursue, and \$0.6 million in fees for management services provided by GMI, as discussed in Section 9, *Related Party Transactions* of this MD&A. Employee salaries and benefits of \$0.3 million were incurred in the three months ended March 31, 2013, with the termination of the management services agreement in September, 2012.

4.2 Profit from Discontinued Operations

The results of Jevco's operations for the three months ended March 31, 2012 are included in profit from discontinued operations. The profit from discontinued operations is summarized as follows:

| Discontinued operations (millions) | Three months ended March 31, 2012 |
|--|--------------------------------------|
| Revenue | \$ 89.4 |
| Expenses | (71.9) |
| Pre-tax profit from discontinued operations | 17.5 |
| Income tax expense | (4.3) |
| Profit from discontinued operations | \$ 13.2 |

Revenue of discontinued operations includes unrealized gains and losses on available-for-sale investments as unrealized gains and losses of a subsidiary are considered realized and included in profit or loss with the sale of the subsidiary. Income tax expense includes income tax previously deducted to determine profit or loss and income tax on unrealized gains previously included in other comprehensive income.

The Westaim Corporation
Management's Discussion and Analysis
Three months ended March 31, 2013

5. ANALYSIS OF FINANCIAL POSITION

The Company's assets, liabilities and shareholders' equity comprise the following:

| (millions) | March 31, 2013 | December 31, 2012 |
|---|----------------|-------------------|
| Assets | | |
| Cash and cash equivalents | \$ 37.0 | \$ 39.2 |
| Other assets | 0.2 | 0.2 |
| | \$ 37.2 | \$ 39.4 |
| Liabilities | | |
| Accounts payable and accrued liabilities | \$ 0.3 | \$ 0.6 |
| Income taxes due and accrued | - | 1.5 |
| Site restoration provision | 2.7 | 2.7 |
| | 3.0 | 4.8 |
| Shareholders' equity | 34.2 | 34.6 |
| Total liabilities and shareholders' equity | \$ 37.2 | \$ 39.4 |

5.1 Cash and Cash Equivalents

At March 31, 2013, the Company had cash and cash equivalents of \$37.0 million compared to \$39.2 million at December 31, 2012. See further discussion in Section 7, *Liquidity and Capital Resources* of this MD&A.

5.2 Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities were \$0.3 million at March 31, 2013 compared to \$0.6 million at December 31, 2012.

5.3 Income Taxes Due and Accrued

Income taxes accrued at December 31, 2012 of \$1.5 million relates to the Transaction and \$1.4 million was paid during the three months ended March 31, 2013, resulting in an income tax recovery of \$0.1 million.

5.4 Site Restoration Provision

The site restoration provision of \$2.7 million at March 31, 2013 and December 31, 2012 relates to costs associated with soil and groundwater reclamation and remediation costs. The Company conducts periodic reviews of the underlying assumptions supporting the provision, including remediation costs and regulatory requirements. Reimbursements of costs resulting from indemnifications provided by previous owners of the industrial sites have not been recognized in these consolidated financial statements. Future reimbursements will be recorded when received.

5.5 Shareholders' Equity

The details of shareholders' equity are as follows:

| (millions) | March 31, 2013 | December 31, 2012 |
|-----------------------------|----------------|-------------------|
| Common shares | \$ 203.6 | \$ 203.6 |
| Contributed surplus | 12.9 | 12.9 |
| Deficit | (182.3) | (181.9) |
| Shareholders' equity | \$ 34.2 | \$ 34.6 |

The increase in deficit of \$0.4 million from December 31, 2012 to March 31, 2013 is due to the loss for the three months ended March 31, 2013.

6. OUTLOOK

Westaim's management is continuing to pursue the Company's business strategy, by searching for and investigating potential investment opportunities to grow shareholder value (as measured by book value per share) over the long term.

7. LIQUIDITY AND CAPITAL RESOURCES

Capital Management Objectives

The Company's guiding principles for capital management are to maintain the stability and safety of the Company for its stakeholders through optimal capital mix and an adequate level of capital, maintain a strong balance sheet, ensure the return on capital meets the Board of Directors' expectations relative to the risk taken, and minimize the after-tax cost of capital.

Towards achieving these objectives, the Company employs a strong and efficient capital base and manages capital in accordance with policies established by the Board of Directors. These policies relate to capital strength and capital mix. The Company has a capital management process in place to measure, deploy and monitor its available capital to assess its adequacy on a continuous basis. Management develops the capital strategy and oversees the capital management processes of the Company. The Company's capital consists of its shareholders' equity.

Share Capital

The Company's authorized share capital consists of an unlimited number of common shares, Class A preferred shares and Class B preferred shares. At March 31, 2013 and May 14, 2013, the Company had 695,209,537 common shares and 300,000 stock options outstanding. At those dates, there were no Class A or Class B preferred shares outstanding.

On September 4, 2012, 36,514,902 common shares were issued as partial consideration for the acquisition of GMI. In the year ended December 31, 2012, 27,200 common shares were issued upon the exercise of 27,200 stock options. DSUs vested upon the sale of Jevco, and certain directors of Westaim and Jevco and certain officers of Jevco elected to exercise their right to apply the cash compensation received to purchase common shares of Westaim. The Company issued 4,470,737 common shares as a result of these elected subscriptions. 10,000,000 warrants were exercised for 10,000,000 Series 1 Class A preferred shares and the resulting preferred shares totaling 73,852,912 were converted into common shares on a one for one basis.

The Series 1 Class A preferred shares are entitled to dividends as the directors may declare, provided that an equal dividend is declared on the common shares, and rank equally with the common shares with respect to liquidation proceeds. The Series 1 Class A non-voting preferred shares are convertible into common shares, on a one to one basis, subject to any adjustments resulting from subdivision or consolidation of the common shares.

As of September 11, 2012, Westaim had 63,852,912 non-voting Series 1 Class A preferred shares issued and outstanding ("Non-Voting Shares") registered in the name of 1523488 Alberta Ltd., a holding company with an investment portfolio managed by Alberta Investment Management Corporation. 1523488 Alberta Ltd. was also, as of September 11, 2012, the registered and beneficial owner of 232,147,088 common shares of the Company, being 37.4% of the outstanding common shares, and of warrants to acquire an additional 10,000,000 Non-Voting Shares. Any holder of Non-Voting Shares may convert any or all Non-Voting Shares held by such holder into common shares based on the then applicable exercise number (which at the date hereof is one common share for each Non-Voting Share). The terms of the Series 1 Class A preferred shares initially prohibited conversion of such shares if such conversion would result in the holder, together with such holder's "associates" and "affiliates" (as such terms are defined in the *Securities Act* (Alberta)), and any person or company acting jointly or in concert with such parties: (i) being the registered holder of; (ii) being the beneficial owner of; and/or (iii) exercising control or direction over, greater than 40% of the issued and outstanding common shares. On September 11, 2012, in order to enable 1523488 Alberta Ltd. to participate in the Cash Distribution in respect of its Non-Voting Shares on the same basis as the common shareholders, Westaim effected an amendment to the terms of the Non-Voting Shares to remove the conversion restrictions, as approved by the common shareholders at the special meeting on June 28, 2012. This allowed 1523488 Alberta Ltd. to convert the Non-Voting Shares held by it (including the Non-Voting Shares acquired pursuant to the exercise of the Warrants) into common shares prior to the Cash Distribution.

7. LIQUIDITY AND CAPITAL RESOURCES (continued)

Cash Distribution and Stated Share Capital Reduction

In connection with the Transaction and as approved by the shareholders at the special meeting on June 28, 2012, Westaim completed the Cash Distribution to its common shareholders in the form of a return of capital. The Cash Distribution was made on September 28, 2012 to common shareholders of record on September 21, 2012 at \$0.75 per common share. The amount was determined by the Board of Directors based on the present and contingent liabilities of Westaim, as well as its future business objectives. The total amount of the Cash Distribution of \$521.4 million was recorded as a reduction of stated common share capital.

Dividends

No dividends were paid in the three months ended March 31, 2013 and 2012.

Share-based Compensation Plans

On April 12, 2010, the Board of Directors of the Company approved the adoption of a comprehensive long-term equity incentive plan (the "Incentive Plan"), ratified at the Company's annual general meeting of shareholders held on May 12, 2010, designed to combine the Company's prior equity incentive plans, being the Employee and Director Stock Option Plan, the Directors and Officers Share Purchase Program, the Restricted Share Unit Plan, and the Deferred Share Unit Plan, collectively, the "Prior Plans". All awards granted under the Prior Plans remain in full force and effect in accordance with their terms, however, no additional grants will be made under the Prior Plans. See Note 7 to the unaudited consolidated financial statements for the three months ended March 31, 2013.

On September 4, 2012, the Company purchased all the issued and outstanding shares of GMI for \$4.2 million cash and 36,514,902 common shares of the Company. GMI was the holder of all of the outstanding RSUs and Westaim had accrued a liability in respect of the RSUs. The share consideration paid for GMI reflected the fair value of the RSUs held by GMI at the time of the acquisition. Immediately following Westaim's acquisition of GMI, GMI was wound up into Westaim and an additional expense of \$9.1 million was recognized to reflect the additional value of the RSUs which were extinguished as a result of the windup of GMI.

DSUs are granted at the market value of the Company's shares at the date of grant to non-executive directors of the Company in lieu of fees, and prior to the sale of Jevco, to non-executive directors, officers and employees of Jevco. Vested DSUs are paid out in cash when the participant ceases to be a director, officer or employee. All DSUs issued prior to the sale of Jevco vested and were paid out upon the sale of Jevco. As determined by Westaim's Board of Directors, in connection with the completion of the sale of Jevco, each holder of DSUs was entitled to receive a cash payment in consideration for relinquishing their rights in respect of each such DSU equal to the "market price" of the common shares (as determined in accordance with the terms of the Incentive Plan) immediately prior to the completion of the sale (being \$0.75) less any required withholdings, and could elect to apply all or a part of such cash payment to a subscription for common shares at the same price per share. An aggregate of 4,470,737 common shares were issued to the DSU holders in connection with the entitlements.

In July 2012, 27,200 stock options were exercised at \$0.22 per share. At March 31, 2013 and May 14, 2013, the Company had 300,000 stock options outstanding.

On December 20, 2012, the long-term equity incentive plan was amended to, among other things, restrict the awards which may be granted under the plan to stock options and deferred share units and to reduce the number of common shares issuable under the plan to not more than 10% of the aggregate number of common shares outstanding.

Volatility of Share Price

The price of the common shares may be volatile even though there have been no material changes in the Company's business or finances. In the past, securities class action litigation has often been brought against companies that experience volatility in the market price of their securities. Whether or not meritorious, litigation brought against the Company could result in substantial costs, divert management's attention and resources and harm the Company's financial condition and results of operations.

Market for Securities

On January 9, 2013, Westaim's common shares commenced trading on the TSX Venture Exchange ("TSX-V") under the symbol "WED". Until January 8, 2013, the common shares of Westaim were listed on the Toronto Stock Exchange (the "TSX") under the symbol "WED". The Westaim Board of Directors has determined that a listing with the TSX-V better suits the needs of the Company while providing continued trading liquidity for the Company's shareholders. The Company received approval of its listing on the TSX-V prior to voluntarily de-listing from the TSX.

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Management's Discussion and Analysis
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7. LIQUIDITY AND CAPITAL RESOURCES (continued)

Cash Flow Objectives

The Company manages its liquidity to ensure that there is sufficient cash to meet all financial commitments and obligations as they fall due. The Company believes its liquidity requirements for the next year will be met with the cash and cash equivalents on hand. Although the Company currently does not have any operating assets that generate revenue, the Company has sufficient funds to meet its financial obligations and pursue other opportunities. As part of pursuing one or more new opportunities, the Company may from time to time issue shares from treasury.

The following tables illustrate the duration of the financial assets of the Company compared to its financial obligations:

| March 31, 2013 (millions) | One year or less | No specific date | Total |
|---|---------------------|---------------------|---------|
| Financial assets: | | | |
| Cash and cash equivalents | \$ 37.0 | \$ - | \$ 37.0 |
| Other assets | 0.2 | - | 0.2 |
| Total financial assets | 37.2 | - | 37.2 |
| Financial obligations: | | | |
| Accounts payable and accrued liabilities | 0.3 | - | 0.3 |
| Site restoration provision | - | 2.7 | 2.7 |
| Total financial obligations | 0.3 | 2.7 | 3.0 |
| Financial assets net of financial obligations | \$ 36.9 | \$ (2.7) | \$ 34.2 |

| December 31, 2012 (millions) | One year or less | No specific date | Total |
|---|---------------------|---------------------|---------|
| Financial assets: | | | |
| Cash and cash equivalents | \$ 39.2 | \$ - | \$ 39.2 |
| Other assets | 0.2 | - | 0.2 |
| Total financial assets | 39.4 | - | 39.4 |
| Financial obligations: | | | |
| Accounts payable and accrued liabilities | 0.6 | - | 0.6 |
| Income taxes, due and accrued | 1.5 | - | 1.5 |
| Site restoration provision | - | 2.7 | 2.7 |
| Total financial obligations | 2.1 | 2.7 | 4.8 |
| Financial assets net of financial obligations | \$ 37.3 | \$ (2.7) | \$ 34.6 |

The Company's investment guidelines stress preservation of capital and market liquidity to support payment of liabilities. The matching of the duration of financial assets and liabilities is monitored to ensure that all obligations will be met.

8. RISKS

Westaim is subject to a number of risks, including the risks described below. The risks and uncertainties described below are those believed to be material, but they may not be the only ones faced by Westaim. If any of these risks, or any other risks and uncertainties that have not yet been identified by Westaim or that Westaim currently considers not to be material, actually occur or become material risks, the business, prospects, financial condition, results of operations and cash flows of Westaim could be materially and adversely affected.

8. RISKS (continued)

The Company has no current business activities from which it earns revenues

Following the completion of the sale of Jevco, the Company has no operations which generate revenues and its main assets are cash and cash equivalents. Accordingly, the Company does not anticipate that it will generate any significant earnings until such time as it deploys its cash and cash equivalents through one or more acquisitions, mergers, or other transactions. There is no guarantee that the Company will make such an investment or that any investment made will be profitable and will provide dividends to shareholders. Westaim has no current intention of paying dividends in the near future. There is no assurance that the Company will be able to obtain adequate financing needed for its future business or projects or if the terms of such financing will be favourable. Failure to obtain such additional financing could result in a delay in the future development of the Company.

The Company is relying solely on the past business success of its directors and officers to identify acquisitions. The success of the Company is dependent upon the efforts and abilities of its management team. The loss of certain members of the management team could have an adverse effect on the business and prospects of the Company. In such event, the Company will seek satisfactory replacements but there can be no guarantee that appropriate personnel can be found.

A single shareholder may be able to exert significant influence over Westaim's affairs

Her Majesty the Queen in Right of the Province of Alberta ("HMQ"), acting for and on behalf of certain Alberta public sector pension plans, endowments and government funds, holds a significant number of common shares of the Company. Accordingly, HMQ has significant influence over the business and affairs of Westaim and has the ability to take shareholder actions irrespective of the vote of any other shareholders, including the ability to prevent certain transactions that it does not believe are in its best interest. This significant influence may discourage transactions involving a change of control of Westaim, including transactions in which minority shareholders of Westaim might otherwise receive a premium for their shares over the then-current market price.

Furthermore, HMQ generally has the right (subject to applicable securities laws) at any time to sell the shares of Westaim held by it or to sell its interest in Westaim to a third party without the approval of the minority shareholders and without providing for a purchase of such shareholders' shares. Accordingly, shares of Westaim held by minority shareholders may be less liquid and worth less than they would be if HMQ did not have the ability to influence matters affecting Westaim.

Risks inherent in acquisitions

The Company intends to actively pursue the acquisition of companies or businesses in Canada and/or internationally and may seek to acquire securities or other interests in other companies consistent with its investment and growth strategy. Such acquisitions involve inherent risks including but not limited to (a) unanticipated costs; (b) potential loss of key employees of the Company or the business acquired; (c) unanticipated changes in business, industry or general economic conditions that affect the assumptions underlying the acquisition; and (d) decline in the value of the acquired business or assets. Any one or more of these factors could cause the Company to not realize the anticipated benefits of the acquisition in question. In addition, the Company may be required to use available cash, incur debt, issue securities, or a combination of these in order to complete an acquisition. This could affect the Company's future flexibility and ability to raise capital, operate or develop its business and could dilute its existing shareholders' holdings as well as decrease the trading price of its common shares. There is no assurance that when evaluating a possible acquisition, the Company will correctly identify and manage the risks and costs inherent in the business or asset to be acquired.

Volatile stock price

The price of Westaim's common shares is expected to be highly volatile and will be drastically affected by various factors. Westaim cannot predict the timing of future acquisitions or other developments expected to take place in the future which will likely trigger major changes in the trading price of the common shares.

Liquidity and financing risks

As Westaim will have limited interest income from its cash and cash equivalents, its ability to continue its acquisition efforts will be largely reliant on its continued attractiveness to equity investors. Westaim will incur operating losses as it continues to expend funds to explore and develop future business. There is no guarantee that Westaim will be able to develop a profitable business that it may acquire as general economic conditions, regulatory requirements and other factors affect Westaim's operations and future performance. Many of these factors are beyond Westaim's control. Additionally, should Westaim require additional capital to continue its activities, failure to raise such capital could result in the Company going out of business. From time to time, Westaim may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may temporarily increase Westaim's debt levels above industry standards. Westaim cannot assure investors that it will be able to generate sufficient cash flow to pay the interest on any debt or that future working capital, borrowings or equity financing will be available to pay or refinance such debt.

8. RISKS (continued)

Income taxes

The calculation of income taxes requires the use of estimates and judgment. The validity and measurement of tax benefits associated with various tax positions taken or expected to be taken in Westaim's tax filings are a matter of tax law and are subject to interpretation. The impact of the final determination of tax audits, appeals of decisions of a taxing authority, or tax litigation may be materially different from that reflected in the Company's financial statements. The assessment of additional taxes, interest and penalties could be materially adverse to Westaim's future results of operations and financial position.

Operational risks

In connection with its operations, the Company is from time to time named as defendant in actions for damages and costs allegedly sustained by the plaintiffs. While it is not possible to estimate the outcome of the various proceedings at this time, such actions have generally been resolved with minimal expenses in excess of amounts provided for. The Company does not believe that it will incur any significant additional expenses in connection with such actions.

The Company has agreements to indemnify its officers and directors for certain events or occurrences while the officer or director is or was serving at the Company's request in such capacity. The maximum potential amount of future payments is unlimited. However, the Company maintains Director and Officer Liability insurance coverage that enables the Company to recover a portion of any future payments.

9. RELATED PARTY TRANSACTIONS

Management services agreement

Prior to September 4, 2012, the Company had a management services agreement ("MSA") with GMI to manage the day-to-day affairs of the Company and to present strategic investment opportunities for the Board of Directors to consider. GMI was required to provide certain services to the Company including the services of two directors, one of whom was also President and Chief Executive Officer, and a Chief Financial Officer. The MSA provided that GMI was paid an annual service fee designed to compensate GMI for the time and attention of its officers and employees incurred in furtherance of the Company's business as well as for the office space, equipment, supplies and other facilities made available by GMI to the Company. The amount of the services fee was based on a report prepared by an independent compensation consultant. GMI was also entitled to participate in an annual incentive bonus plan for the purpose of recognizing the contribution of GMI to the Company's business.

Prior to the purchase of GMI by the Company on September 4, 2012, GMI was controlled by corporations controlled by two directors of the Company. Upon the extinguishment of the MSA in September 2012, an expense of \$5.0 million was recognized in the statement of profit or loss and other comprehensive income. For the three months ended March 31, 2012, GMI fee expense, inclusive of harmonized sales tax, was \$0.6 million.

All RSUs previously outstanding were held by GMI (details discussed under *Share-based Compensation Plans* in Section 7, *Liquidity and Capital Resources* of this MD&A).

Acquisition of GMI

On September 4, 2012, the Company purchased all the issued and outstanding shares of GMI for \$4.2 million in cash and 36,514,902 common shares of the Company. The consideration paid reflected the fair value of the assets and liabilities of GMI. As the fair value of the consideration paid was determined to be equal to the fair value of the assets and liabilities of GMI, no goodwill was recorded. Immediately following the acquisition, GMI was wound up into the Company.

Former employees of GMI who are now employees of the Company are considered key management personnel for related party disclosure purposes beginning on September 4, 2012.

Transactions with key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including directors of the Company.

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9. RELATED PARTY TRANSACTIONS (continued)

Compensation expenses related to key management personnel, including non-executive directors, are as follows:

| (millions) | Three months ended March 31 | |
|--------------------------|-----------------------------|--------|
| | 2013 | 2012 |
| Salaries and benefits | \$ 0.3 | \$ - |
| Share-based compensation | - | 4.1 |
| | \$ 0.3 | \$ 4.1 |

10. QUARTERLY FINANCIAL INFORMATION

| (millions) | Q1 | Q4 | Q3 | Q2 | Q1 | Q4 | Q3 | Q2 |
|---|--------|--------|--------|--------|------|--------|------|--------|
| | 2013 | 2012 | 2012 | 2012 | 2012 | 2011 | 2011 | 2011 |
| Revenue of continuing operations | \$ 0.1 | \$ 0.1 | \$ 0.1 | \$ 0.1 | \$ - | \$ 0.1 | \$ - | \$ 0.5 |
| Expenses of continuing operations | 0.5 | 1.1 | 16.5 | 9.6 | 6.5 | 4.3 | 2.1 | 3.1 |
| Gain on sale of discontinued operations | - | - | 108.1 | (1.4) | - | - | - | - |
| Profit from discontinued operations | - | - | 3.7 | 12.8 | 13.2 | 15.8 | 15.6 | 14.1 |
| Profit or loss and other comprehensive income | (0.4) | (1.0) | 95.4 | 1.9 | 6.7 | 11.6 | 13.5 | 11.5 |

Quarterly revenue from continuing operations includes miscellaneous investment income. Expenses of continuing operations vary from quarter to quarter mainly due to the share-based compensation expense which varies according to the market price of Westaim's common shares. In addition, costs of \$1.3 million were incurred in each of the first and second quarters of 2012 to investigate an acquisition which Westaim ultimately did not pursue.

Gain on sale of discontinued operations is the gain from the sale of Jevco. Expenses of \$1.4 million related to the sale were recorded in the second quarter of 2012.

Profit from discontinued operations for the third quarter of 2012 included two months of operating results from the Company's insurance business to the date of sale of Jevco on September 4, 2012. Profit from discontinued operations in the fourth quarter of 2011 included \$2.9 million relating to the recognition of deferred income tax assets for non-capital losses following an internal corporate reorganization.

11. CAUTIONARY NOTE REGARDING FUTURE ORIENTED FINANCIAL INFORMATION

Certain portions of this MD&A, as well as other public statements by the Company, contain forward-looking statements. In particular, the words "strategy", "may", "will", "continue", "developed", "objective", "potential", "exploring", "could", "expect", "expected", "expects", "tends", "indicates", and words and expressions of similar import, are intended to identify forward-looking statements. Such forward-looking statements include but are not limited to statements concerning: strategies, alternatives and objectives to maximize value for shareholders; expectations and assumptions relating to the Company's business plan; the effect of adverse changes in equity markets or the Company's operations; expectations regarding the Company's assets and liabilities; the Company's ability to retain key employees, management's belief that its estimates for determining the valuation of the Company's assets and liabilities are appropriate; the Company's views regarding potential future remediation costs; the effect of changes to interpretations of tax legislation on income tax provisions in future periods; and the Company's determination that the adoption of new accounting standards will not have a material impact on its consolidated financial statements.

These statements are based on current expectations that are subject to risks, uncertainties and assumptions and the Company can give no assurance that these expectations are correct. By their nature, these statements are subject to inherent risks and uncertainties that may be general or specific. A variety of material factors, many of which are beyond the Company's control, may affect the operations, performance and results of the Company and its business, and could cause actual results to differ materially from the expectations expressed in any of these forward-looking statements.

The Company's actual results could differ materially from those anticipated by these forward-looking statements for various reasons generally beyond the Company's control, including but not limited to: (i) difficult economic conditions or a prolonged economic downturn may adversely affect the Company's business; (ii) the Company may not be able to realize its investment objectives or its liquid assets may prove to be insufficient to meet future obligations; (iii) the Company may have undisclosed liabilities; (iv) the Company may require significant additional funding; and (v) other risk factors set forth herein or in the Company's Annual Report or other public filings. The Company disclaims any intention or obligation, except as required by law, to revise forward-looking statements, whether as a result of new information, future developments, or otherwise. All forward-looking statements are expressly qualified in their entirety by this cautionary statement.

The Westaim Corporation
Consolidated Statements of Financial Position
(unaudited)

| (thousands of Canadian dollars) | March 31 2013 | December 31 2012 |
|---|------------------|---------------------|
| ASSETS | | |
| Current | | |
| Cash and cash equivalents | \$ 37,018 | \$ 39,164 |
| Accounts receivable and other assets | 157 | 202 |
| | <u>\$ 37,175</u> | <u>\$ 39,366</u> |
| LIABILITIES | | |
| Current | | |
| Accounts payable and accrued liabilities | \$ 345 | \$ 561 |
| Income taxes due and accrued (note 9) | - | 1,530 |
| | <u>345</u> | <u>2,091</u> |
| Site restoration provision (note 4) | 2,670 | 2,663 |
| | <u>3,015</u> | <u>4,754</u> |
| Commitments and contingent liabilities (note 5) | | |
| SHAREHOLDERS' EQUITY | | |
| Share capital (note 6) | 203,640 | 203,640 |
| Contributed surplus (note 21) | 12,890 | 12,890 |
| Deficit | (182,370) | (181,918) |
| | <u>34,160</u> | <u>34,612</u> |
| | <u>\$ 37,175</u> | <u>\$ 39,366</u> |

The accompanying notes are an integral part of these consolidated financial statements

The Westaim Corporation

Consolidated Statements of Profit or Loss and Other Comprehensive income
(unaudited)

| (thousands of Canadian dollars except share and per share data) | Three Months Ended March 31 | |
|---|-----------------------------|-----------------|
| | 2013 | 2012 |
| Continuing operations | | |
| Revenue | | |
| Investment income | \$ 105 | \$ 43 |
| Expenses | | |
| Salaries and benefits | 290 | 46 |
| Office expenses | 241 | 252 |
| Professional fees | 139 | 1,450 |
| Site restoration provision expense (note 4) | 7 | 12 |
| Management services | - | 646 |
| Share-based compensation (note 7) | - | 4,081 |
| | <u>677</u> | <u>6,487</u> |
| Loss from continuing operations before income tax | (572) | (6,444) |
| Income tax recovery | 120 | - |
| Loss from continuing operations | (452) | (6,444) |
| Discontinued operations (note 14) | | |
| Revenue | - | 89,435 |
| Expenses | - | 71,969 |
| Pre-tax profit of discontinued operations | - | 17,466 |
| Income tax expense | - | 4,259 |
| Profit from discontinued operations | - | 13,207 |
| Profit or loss and other comprehensive income | \$ (452) | \$ 6,763 |
| Earnings per share (note 10) | | |
| Loss from continuing operations - basic and diluted | \$ - | \$ (0.01) |
| Profit from discontinued operations - basic and diluted | \$ - | \$ 0.02 |
| Profit or loss and other comprehensive income - basic and diluted | \$ - | \$ 0.01 |
| Weighted average number of common and Series 1 Class A preferred shares outstanding (in thousands) | | |
| Basic | 695,210 | 644,197 |
| Diluted | 695,210 | 662,451 |

The accompanying notes are an integral part of these consolidated financial statements

The Westaim Corporation
Consolidated Statements of Changes in Equity
(unaudited)

| Three months ended March 31, 2013 | | | | | | |
|---|------------------|----------|------------------------|--------------|-----------------|--|
| (thousands of Canadian dollars) | Share Capital | Warrants | Contributed Surplus | Deficit | Total Equity | |
| Balance at January 1, 2013 | \$ 203,640 | \$ - | \$ 12,890 | \$ (181,918) | \$ 34,612 | |
| Profit or loss and other comprehensive income | - | - | - | (452) | (452) | |
| Balance at March 31, 2013 | \$ 203,640 | \$ - | \$ 12,890 | \$ (182,370) | \$ 34,160 | |

| Three months ended March 31, 2012 | | | | | | |
|---|------------------|----------|------------------------|--------------|-----------------|--|
| (thousands of Canadian dollars) | Share Capital | Warrants | Contributed Surplus | Deficit | Total Equity | |
| Balance at January 1, 2012 | \$ 687,402 | \$ 1,900 | \$ 12,890 | \$ (284,929) | \$ 417,263 | |
| Profit or loss and other comprehensive income | - | - | - | 6,763 | 6,763 | |
| Balance at March 31, 2012 | \$ 687,402 | \$ 1,900 | \$ 12,890 | \$ (278,166) | \$ 424,026 | |

The accompanying notes are an integral part of these consolidated financial statements

The Westaim Corporation
Consolidated Cash Flow Statements
(unaudited)

| (thousands of Canadian dollars) | Three Months Ended March 31 | |
|--|-----------------------------|------------|
| | 2013 | 2012 |
| Operating activities | | |
| Loss from continuing operations | \$ (452) | \$ (6,444) |
| Income tax recovery recognized in profit or loss | (120) | - |
| Income taxes paid | (1,410) | - |
| Share-based compensation | - | 4,081 |
| Net change in other non-cash balances | (164) | 906 |
| Cash used in operating activities of continuing operations | (2,146) | (1,457) |
| Discontinued operations operating activities | - | (10,300) |
| Cash used in operating activities | (2,146) | (11,757) |
| Investing activities | | |
| Discontinued operations investing activities | - | 36,855 |
| Cash provided from investing activities | - | 36,855 |
| Net (decrease) increase in cash and cash equivalents | (2,146) | 25,098 |
| Cash and cash equivalents, beginning of period | 39,164 | 24,347 |
| Cash and cash equivalents, end of period | \$ 37,018 | \$ 49,445 |
| Cash and cash equivalents is comprised of: | | |
| Cash | \$ 37,018 | \$ 49,445 |

The accompanying notes are an integral part of these consolidated financial statements

The Westaim Corporation
Notes to Consolidated Financial Statements (unaudited)
For the three months ended March 31, 2013 and 2012
(Currency amounts in thousands of Canadian dollars unless otherwise indicated)

1 Nature of Operations and Basis of Preparation

The Westaim Corporation (the "Company") was incorporated on May 7, 1996 by articles of incorporation under the Business Corporations Act (Alberta). The Company's registered office is located at 201-212 King Street West, Toronto, Ontario, Canada. These financial statements were authorized for issue by the Board of Directors of the Company on May 14, 2013.

On January 9, 2013, the Company's common shares commenced trading on the TSX Venture Exchange under the symbol WED. Until January 8, 2013, the Company's common shares were traded on the Toronto Stock Exchange under the symbol WED. Concurrent with the commencement of trading on the TSX Venture Exchange, the Company's common shares were voluntarily delisted from the Toronto Stock Exchange.

Until September 4, 2012, the Company operated in the insurance industry in Canada through its wholly-owned subsidiary, Jevco Insurance Company ("Jevco"). Jevco was sold on September 4, 2012. Note 14 *Sale of Subsidiary* provides information regarding the sale of the Company's investment in Jevco and Jevco's results of operations to the date of sale.

These financial statements also include, on a consolidated basis, the accounts of wholly-owned subsidiaries, Westaim Holdings Limited ("WHL"), 1685740 Alberta Ltd., 1685753 Alberta Ltd. and 1686581 Alberta Ltd. The Company amalgamated with WHL, 1685740 Alberta Ltd. and 1685753 Alberta Ltd. on July 1, 2012, and with 1686581 Alberta Ltd. on January 1, 2013.

These financial statements are prepared in compliance with International Financial Reporting Standards ("IFRS"), including International Accounting Standard ("IAS") 34 *Interim Financial Reporting*.

All currency amounts are expressed in thousands of Canadian dollars except earnings per share data, unless otherwise noted.

2 Summary of Significant Accounting Policies

The significant accounting policies used to prepare these financial statements are as follows:

(a) Principles of consolidation

The financial statements of entities which are controlled by the Company through voting equity interests, referred to as subsidiaries, are consolidated. The financial results of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Intercompany balances and transactions are eliminated upon consolidation.

(b) Use of estimates

The preparation of financial statements requires management to make estimates that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates and changes in estimates are recorded in the reporting period in which they are determined. Key estimates are discussed in the following accounting policies and applicable notes.

(c) Judgments made by management

Key areas where management has made difficult, complex or subjective judgments in the process of applying the Company's accounting policies, often as a result of matters that are inherently uncertain, include: valuation techniques for fair value determination of investments, investment impairment, , site restoration provision and income taxes. For additional information on these judgments, see note 4 for site restoration provision and note 9 for income taxes.

(d) Foreign currency translation

The Canadian dollar is the functional and presentation currency of the Company. Transactions in foreign currencies are translated into Canadian dollars at rates of exchange prevailing at the time of such transactions. Monetary assets and liabilities are translated at current rates of exchange at end of period.

(e) Cash and cash equivalents

Cash and cash equivalents consist of cash on deposit and highly liquid short-term investments with original maturities of 90 days or less.

Cash and cash equivalents are classified in the financial instrument category of loans and receivables for purposes of measurement. Cash and cash equivalents are valued at fair value at the issuance date and subsequently at amortized cost using the effective interest method. Carrying value is a reasonable approximation of fair value.

2 Summary of Significant Accounting Policies (continued)

(f) Investments and investment income

Investments are classified according to four accounting models: available-for-sale, fair value through profit or loss ("FVTPL"), held-to-maturity and cost. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Available-for-sale investments are carried at their fair value whereby the unrealized gains and losses are included in accumulated other comprehensive income ("AOCI") until sale or impairment is recognized, at which time cumulative unrealized gains or losses are transferred to profit or loss. Realized gains and losses on sale, determined on an average cost basis, and write-downs to reflect objective evidence of impairment in value are included in 'realized gains and losses on sale of investments'. Changes in the fair value of investments designated as FVTPL are charged or credited to investment income for the current reporting period. Held-to-maturity investments are carried at amortized cost using the effective interest method. When a reliable estimate of the fair value of unquoted investments cannot be determined, the investment is reported at cost.

The Company accounts for investments using settlement date accounting. Transaction costs for FVTPL investments are expensed as incurred. Transaction costs for all other categories of investments are capitalized and, when applicable, amortized over the expected life of the investment using the effective interest method.

The Company conducts quarterly reviews to identify and evaluate investments that show objective indications of possible impairment. For debt investments, impairment exists when there is objective evidence that, as a result of one or more events occurring after initial recognition, the estimated future cash flows of the investment have been affected. For available-for-sale equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

(g) Income taxes

Income tax expense is recognized in the statement of profit or loss and other comprehensive income. Current tax is based on taxable income which differs from profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

Deferred tax assets are generally recognized for all deductible temporary income tax differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets and liabilities are determined based on the enacted or substantively enacted tax laws and rates that are anticipated to apply in the year of realization. The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Company expects to recover or settle the carrying amount of the related assets and liabilities. The carrying amount of the deferred tax asset is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Income tax assets and liabilities are offset when the Company intends to settle on a net basis and there is a legally enforceable right to offset.

(h) Site restoration provision

Future site restoration costs relate to industrial sites previously owned by the Company and are estimated taking into consideration the anticipated method and extent of the remediation consistent with regulatory requirements, industry practices, current technology and possible uses of the site. The estimated amount of future restoration costs is reviewed periodically based on available information. The amount of the provision is the present value of the estimated future restoration costs discounted using the rate of interest of a high quality government bond.

Recoveries of costs resulting from indemnifications provided by previous owners of the Company's industrial sites have not been recognized in these financial statements. Future recoveries of site restoration costs will be recorded when received.

(i) Contributed surplus

The cost of stock options is recognized over the period from the issue date to the vesting date and recorded as contributed surplus. When share capital of the Company is repurchased by the Company, the amount by which the average carrying value of the shares exceeds the cost to repurchase the shares is removed from share capital and included in contributed surplus.

The Westaim Corporation
Notes to Consolidated Financial Statements (unaudited)
For the three months ended March 31, 2013 and 2012
(Currency amounts in thousands of Canadian dollars unless otherwise indicated)

2 Summary of Significant Accounting Policies (continued)

(j) Share-based compensation

The Company maintains share-based compensation plans, which are described in note 7. Any consideration paid by stock option holders for the purchase of stock is credited to share capital. The cost of stock options is recognized over the period from the issue date to the vesting date and recorded as a component of equity in contributed surplus.

Obligations related to Deferred Share Units ("DSUs") and Restricted Share Units ("RSUs") are accrued as liabilities when a change in value occurs and recognized in compensation expense over the applicable vesting period.

(k) Discontinued operations

Results of discontinued operations are presented in the statement of profit or loss and other comprehensive income as profit from discontinued operations and comprise the revenues and expenses of Jevco and the gain on sale of Jevco, net of related income tax expense. In accordance with IAS 27 "Consolidated and Separate Financial Statements", gains and losses on available-for-sale investments are included in revenue from discontinued operations as these are considered realized due to the sale of Jevco. Income tax on unrealized gains and losses has been reclassified as income taxes on profit of discontinued operations.

(l) Earnings per share

Basic earnings per share is calculated by dividing profit or loss by the total of the weighted average number of common shares outstanding during the reporting period plus the weighted average number of preferred shares outstanding during the reporting period. Profit or loss equals profit or loss and other comprehensive income for the three months ended March 31, 2013 and 2012. The preferred shares are considered in substance common shares.

Diluted earnings per share is calculated on the basis of the weighted average number of shares outstanding during the reporting period plus an estimate of the additional common shares that would have been outstanding if potentially dilutive common shares had been issued using the "treasury stock" method. No adjustments to profit or loss are required for dividends, interest or other changes in income for purposes of calculating diluted earnings per share.

3 Accounting Standards Issued But Not Yet Applied

IFRS 9 "Financial instruments" ("IFRS 9") was issued in November 2009 and will replace IAS 39 "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 prescribes a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules permissible under IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. IFRS 9 also requires a single impairment method to be used, replacing the multiple impairment methods permissible under IAS 39. The Company has not yet determined the impact of IFRS 9 on its financial statements. IFRS 9 is effective for years beginning on or after January 1, 2015.

4 Site Restoration Provision

The Company has provided indemnifications to third parties with respect to future site restoration costs to be incurred on industrial sites formerly owned by the Company. The site restoration provision is based on periodic independent estimates of costs associated with soil and groundwater reclamation and remediation of these industrial sites. The ultimate environmental costs are uncertain as they are dependent on the future use of the land and future laws and regulations.

The change in the site restoration provision for the three months ended March 31, 2013 is as follows:

| | | |
|--------------------------------|----|-------|
| Balance at January 1, 2013 | \$ | 2,663 |
| Changes due to passage of time | | 7 |
| Balance at March 31, 2013 | \$ | 2,670 |

Estimates of future expenditures could change as a result of periodic reviews of the underlying assumptions supporting the provision, including remediation costs and regulatory requirements. The Company does not expect to settle any portion of the site restoration provision within twelve months after March 31, 2013.

4 Site Restoration Provision (continued)

Cash flows are estimated to take place over the next 150 years, with the majority to take place later than 50 years after March 31, 2013. To calculate the site restoration provision, the estimated cash flows were adjusted for inflation and discounted to March 31, 2013. For inflation and discounting calculations, all cash flows later than 50 years are treated as if the cash flow would occur at 100 years. Inflation is estimated at 1.2% per annum over the next 100 years. Discount rates are based on risk free rates which range from 1.1% to 2.4% over the next 30 years. The 30-year risk free rate is used for discounting cash flows that are estimated to occur later than 30 years after March 31, 2013.

Reimbursements of future costs resulting from indemnifications provided by previous owners of the industrial sites have not been recognized in these financial statements. Future reimbursements will be recorded when received.

5 Commitments and Contingent Liabilities

- (a) In connection with the sale of the operations and assets of WHL in 2009, WHL agreed to indemnify the purchaser against certain liabilities or losses as described in the asset purchase agreement to an aggregate maximum of US\$11,000, subject to certain exclusions. The Company also agreed to indemnify the purchaser and the purchaser's directors, officers and employees, for an indefinite period, from certain environmental liabilities and costs relating to the premises formerly leased by WHL in Fort Saskatchewan, Alberta. No claims have been made under, and no amounts have been accrued related to, these indemnities. The Company does not expect any claims within twelve months after March 31, 2013.
- (b) The Company has operating leases in Toronto with remaining lease terms of up to 7 years. At March 31, 2013, the Company had a total commitment of \$352 for future minimum lease payments including payments due not later than one year of \$99, payments due later than one year and not later than five years of \$233, and payments due later than five years of \$20.

6 Share Capital and Warrants

Share Capital

The Company's authorized share capital consists of an unlimited number of common shares with no par value, Class A preferred shares with no par value and Class B preferred shares with no par value.

The Company's share capital consisted of 695,209,537 common shares with stated capital of \$203,640 at March 31, 2013 and 695,209,711 common shares with stated capital of \$203,640 at December 31, 2012. In the three months ended March 31, 2013, 174 common shares were cancelled.

At a special meeting of the Company's shareholders on June 28, 2012, the shareholders voted in favour of a special resolution to reduce the stated capital of the common shares of the Company through a return of capital in the form of a cash distribution. The amount of the cash distribution was determined by the Board of Directors of the Company and the distribution was made on September 28, 2012 at \$0.75 per common share for a total of \$521,407. The return of capital was recorded as a reduction in the stated capital of the common shares.

No Series 1 Class A preferred shares were outstanding during the three months ended March 31, 2013. During the three months ended March 31, 2012, there were 63,852,912 Series 1 Class A preferred shares outstanding with stated capital of \$30,784. The Series 1 Class A preferred shares rank equally with the common shares with respect to liquidation proceeds and are entitled to dividends as the directors may declare, provided that an equal dividend is declared on the common shares. All the issued Series 1 Class A preferred shares previously outstanding were held by one shareholder (the "Holder"). Series 1 Class A preferred shares are non-voting and convertible into common shares, on a one to one basis. The Series 1 Class A preferred shares initially prohibited conversion of such shares where the conversion would result in the Holder exercising control or direction over greater than 40% of the common shares. At the special meeting of the Company's shareholders on June 28, 2012, an amendment to the Company's articles was approved by a special resolution which, upon completion of the sale of Jevco, permitted Series 1 Class A preferred shares to be converted to common shares while permitting the Holder to exceed an ownership of 40% of the common shares. In anticipation of this special resolution, the Company and the Holder entered into a voting agreement ("Voting Agreement") on May 25, 2012 to provide comparable protection to the common shareholders as was provided by the conversion restrictions which were in place prior to the special resolution. Pursuant to the Voting Agreement, the Holder agreed to vote the shares over which it exercises control or discretion and which represent in excess of 40% of the issued and outstanding common shares, in such manner as the Company's Board of Directors specifies or directs. All Series 1 Class A preferred shares were converted to common shares prior to the cash distribution.

There were no Class B preferred shares outstanding during the three months ended March 31, 2013 and 2012. No shares of the Company are held by the Company or by its subsidiaries.

The Westaim Corporation
Notes to Consolidated Financial Statements (unaudited)
For the three months ended March 31, 2013 and 2012
(Currency amounts in thousands of Canadian dollars unless otherwise indicated)

6 Share Capital and Warrants (continued)

Warrants

10,000,000 warrants to purchase an equal number of Series 1 Class A preferred shares of the Company at an exercise price of \$0.50 per share were exercised on September 11, 2012 for cash consideration of \$5,000. The fair value of the warrants at the time of issuance on February 9, 2010 was \$1,900, which was estimated using the Black-Scholes option pricing model assuming a risk-free interest rate of 1.59% and a volatility of 30.0%. This amount was reclassified to share capital upon the exercise of the warrants.

7 Share-based Compensation

Under the Company's comprehensive long-term equity incentive plan, as approved by the Board of Directors and ratified by the shareholders, the Company may grant share-based awards for 69,520,954 common shares of the Company.

Stock Options - Changes to the number of stock options for the three months ended March 31, 2013 and 2012 are as follows:

| | Three months ended March 31, 2013 | | Three months ended March 31, 2012 | |
|----------------------------|--------------------------------------|--|--------------------------------------|--|
| | Number (thousands) | Weighted Average Exercise Price in dollars | Number (thousands) | Weighted Average Exercise Price in dollars |
| Common share stock options | | | | |
| Outstanding at January 1 | 373 | \$ 3.07 | 475 | \$ 3.30 |
| Expired and forfeited | (73) | \$ 2.08 | (75) | \$ 5.60 |
| Outstanding at March 31 | 300 | \$ 3.31 | 400 | \$ 2.87 |

Stock options outstanding are exercisable at prices ranging from \$1.23 to \$6.18 and at March 31, 2013 had an average remaining contractual life of 2.6 years.

Deferred Share Units - DSUs are granted to non-executive directors of the Company and, prior to the sale of Jevco, also to non-executive directors, officers and employees of Jevco, and are issued at the market value of the Company's shares at the date of grant. Prior to January 1, 2013, directors could elect to receive DSUs in lieu of fees. Thereafter, all fees are payable in cash only. Vested DSUs are paid out in cash when the participant ceases to be a director, officer or employee. All DSUs issued prior to the sale of Jevco vested and were paid out upon the sale of Jevco (note 14).

Changes to the number of DSUs for the three months ended March 31, 2013 and 2012 are as follows:

| DSUs (thousands) | Three months ended March 31 | |
|--------------------------|-----------------------------|-------|
| | 2013 | 2012 |
| Outstanding at January 1 | 5,660 | 5,538 |
| Granted | - | 180 |
| Outstanding at March 31 | 5,660 | 5,718 |

For the three months ended March 31, 2013, compensation expense relating to DSUs was \$nil (2012 - \$501). At March 31, 2013, a liability of \$141 (December 31, 2012 - \$141) has been accrued with respect to outstanding DSUs.

Restricted Share Units - RSUs vest over three years, one third on each of the one year, two year and three year anniversary of the grant date, and are payable in cash when vested. The holder may elect to apply all or part of such cash payment to a subscription for common shares of the Company. Upon a change of control of the Company or the sale of substantially all of the assets of the Company, RSUs vest immediately.

For the three months ended March 31, 2012, compensation expense with respect to the 26,849,193 RSUs outstanding was \$3,580. Upon the acquisition and subsequent windup of Goodwood Management Inc. ("GMI") by the Company on September 4, 2012, the outstanding RSUs were extinguished (note 8).

On December 20, 2012, the long-term equity incentive plan was amended to, among other things, restrict the awards which may be granted under the plan to stock options and deferred share units and to reduce the number of common shares issuable under the plan to not more than 10% of the aggregate number of common shares outstanding. Accordingly, no additional RSUs may be issued under the plan and no RSUs are currently outstanding.

The Westaim Corporation
Notes to Consolidated Financial Statements (unaudited)
For the three months ended March 31, 2013 and 2012
(Currency amounts in thousands of Canadian dollars unless otherwise indicated)

8 Related Party Transactions

Management services agreement

Prior to September 4, 2012, the Company had a management services agreement ("MSA") with GMI to manage the day-to-day affairs of the Company and to present strategic investment opportunities for the Board of Directors to consider. GMI was required to provide certain services to the Company including the services of two directors, one of whom was also President and Chief Executive Officer, and a Chief Financial Officer. The MSA provided that GMI was paid an annual service fee designed to compensate GMI for the time and attention of its officers and employees incurred in furtherance of the Company's business as well as for the office space, equipment, supplies and other facilities made available by GMI to the Company. The amount of the services fee was based on a report prepared by an independent compensation consultant. GMI was also entitled to participate in an annual incentive bonus plan for the purpose of recognizing the contribution of GMI to the Company's business.

Prior to the purchase of GMI by the Company on September 4, 2012, GMI was controlled by corporations controlled by two directors of the Company.

For the three months ended March 31, 2012, GMI fee expense, inclusive of harmonized sales tax, was \$646.

All RSUs previously outstanding were held by GMI (note 7).

Acquisition of GMI

On September 4, 2012, the Company purchased all the issued and outstanding shares of GMI for \$4,190 in cash and 36,514,902 common shares of the Company. The consideration paid reflected the fair value of the assets and liabilities of GMI. As the fair value of the consideration paid was determined to be equal to the fair value of the assets and liabilities of GMI, no goodwill was recorded. Immediately following the acquisition, GMI was wound up into the Company.

Former employees of GMI who are now employees of the Company are considered key management personnel for related party disclosure purposes beginning on September 4, 2012.

Transactions with key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including directors of the Company.

Compensation expenses related to key management personnel for the three months ended March 31, 2013 and 2012 are as follows:

| | Three months ended March 31 | |
|---|-----------------------------|--------|
| | 2013 | 2012 |
| Salaries and other short-term employee benefits | \$ 290 | \$ 46 |
| Share-based compensation | - | 501 |
| | \$ 290 | \$ 547 |

9 Income Taxes

Income taxes are recognized for deferred income taxes attributed to estimated differences between the financial statement carrying values of assets and liabilities and their respective income tax bases.

As the realization of any related tax benefits is not probable, no deferred income tax assets have been recognized for the following:

| | March 31, 2013 | December 31, 2012 |
|----------------------------------|----------------|-------------------|
| Non-capital loss carry-forwards | \$ 45,385 | \$ 44,404 |
| Capital loss carry-forwards | 6,640 | 6,640 |
| Deductible temporary differences | 5,654 | 6,064 |
| Corporate minimum tax credits | 1,410 | 1,530 |
| Investment tax credits | 8,672 | 8,672 |

The Westaim Corporation
Notes to Consolidated Financial Statements (unaudited)
For the three months ended March 31, 2013 and 2012
(Currency amounts in thousands of Canadian dollars unless otherwise indicated)

9 Income Taxes (continued)

The unrecognized non-capital losses and investment tax credits will expire at various times to the end of 2033, as follows:

| Non-capital losses by year of expiry: | | Investment tax credits by year of expiry: | |
|---------------------------------------|-----------|---|----------|
| 2026 | \$ 7,883 | 2017 | \$ 3,241 |
| 2027 | 6,151 | 2018 | 888 |
| 2028 | 9,048 | 2019 | 961 |
| 2029 | 103 | 2020 | 823 |
| 2030 | 610 | 2021 | 643 |
| 2031 | 20,609 | Beyond 2021 | 2,116 |
| 2033 | 981 | | \$ 8,672 |
| | \$ 45,385 | | |

The following is a reconciliation of income taxes calculated at the statutory income tax rate to the income tax expense included in the statements of profit or loss and other comprehensive income:

| | Three months ended March 31 | |
|---|-----------------------------|------------|
| | 2013 | 2012 |
| Loss from continuing operations before income tax | \$ (572) | \$ (6,444) |
| Statutory income tax rate | 26.5% | 26.5% |
| Income taxes at statutory income tax rate | (152) | (1,708) |
| Variations due to: | | |
| Non-deductible and non-taxable items | - | 444 |
| Unrecognized temporary differences | (108) | 263 |
| Unrecognized tax losses | 260 | 1,001 |
| Adjustment to prior year provision | (120) | - |
| Income tax recovery on continuing operations | \$ (120) | \$ - |

10 Earnings per Share

The Company uses the treasury stock method to calculate diluted earnings per share. Following the treasury stock method, the numerator for the Company's diluted earnings per share calculation remains unchanged from the basic earnings per share calculation, as the assumed exercise of the Company's restricted share units, warrants and stock options does not result in an adjustment to profit or loss.

The reconciliation from the basic number of shares to the diluted number of shares used in the denominators to calculate basic and diluted earnings per share, as presented in the statements of profit or loss and other comprehensive income, is as follows:

| | Three months ended March 31 | |
|--|-----------------------------|---------|
| | 2013 | 2012 |
| Number of common shares and Series 1 Class A preferred shares (in thousands) | | |
| Number of shares for basic earnings per share | 695,210 | 644,197 |
| Effect of dilutive securities: | | |
| - restricted share units | - | 17,053 |
| - warrants | - | 1,184 |
| - stock options | - | 17 |
| Number of shares for diluted earnings per share | 695,210 | 662,451 |

The Series 1 Class A preferred shares are considered in substance common shares and are included in the calculation of earnings per share.

Stock options to purchase 300,000 common shares were outstanding at March 31, 2013 (December 31, 2012 - 372,800). These stock options were excluded in the calculation of diluted earnings per share because the exercise price of the stock options was greater than the weighted average market value of the common shares in the three months ended March 31, 2013 and 2012.

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11 Capital Management

The Company's capital consists of its shareholders' equity. The Company's objectives when managing capital are to maintain a strong balance sheet and maximize shareholder value. In order to achieve the Company's capital management objectives, it employs a strong and efficient capital base and manages capital in accordance with policies established by the Board of Directors. These policies relate to capital strength, capital mix, dividends and return on capital. The Company has a capital management process in place to measure, deploy and monitor its available capital to assess its adequacy on a continuous basis. Management develops the capital strategy and oversees the capital management processes. Capital is managed using internal metrics.

At the special meeting of the Company's shareholders on June 28, 2012, the shareholders voted in favour of a special resolution to reduce the stated capital of the common shares of the Company through a return of capital in the form of a cash distribution. The amount of the cash distribution was determined by the Board of Directors of the Company and the distribution was made on September 28, 2012 at \$0.75 per common share for a total of \$521,407.

12 Risk Management

Financial instruments comprised the majority of the Company's statements of financial position as at March 31, 2013 and December 31, 2012. The most significant identified risks which arise from holding financial instruments include credit risk, market risk, liquidity risk and insurance underwriting risk. Market risk exposure is related to changes in interest rates and adverse movement in equity prices. The sale of Jevco has significantly reduced the Company's exposure to credit risk, market risk and insurance underwriting risk. The most significant identified risk to the Company at March 31, 2013 is liquidity risk. The Company has a comprehensive risk management framework to monitor, evaluate and manage the risks assumed in conducting its business.

Liquidity risk is the risk of having insufficient cash resources to meet current financial obligations without raising funds at unfavorable rates or selling assets on a forced basis. Liquidity risk arises from general business activities and in the course of managing assets and liabilities. The purpose of liquidity management is to ensure that there is sufficient cash to meet all financial commitments and obligations as they fall due. To meet these cash requirements, the Company monitors the cash position to ensure that all obligations are fulfilled. The Company's statement of financial position at March 31, 2013 consists of short-term financial assets and financial liabilities with maturities of less than one year, other than the site restoration provision discussed in note 4 and the commitments in note 5(b).

13 Operating Segment

Prior to the sale of Jevco, the Company had one reportable segment which comprised the Company's property and casualty insurance business carried on through Jevco. All other revenues, expenses, assets and liabilities are related to corporate activities. The reportable segment is presented in accordance with the Company's accounting policy for discontinued operations as described in note 2(k). Segment profit or loss and other comprehensive income represents segment profit or loss and other comprehensive income without allocation of certain administration costs.

| | Three months ended March 31, 2013 | | | Three months ended March 31, 2012 | | |
|--|-----------------------------------|--------------|--------------|-----------------------------------|----------------|--------------|
| | Insurance segment | All other | Total | Insurance segment | All other | Total |
| Revenue of continuing operations | \$ - | \$ 105 | \$ 105 | \$ - | \$ 43 | \$ 43 |
| Profit or loss and other comprehensive income: | | | | | | |
| From continuing operations | - | (452) | (452) | - | (6,487) | (6,487) |
| From discontinued operations | - | - | - | 13,207 | - | 13,207 |
| Total | - | (452) | (452) | 13,207 | (6,444) | 6,763 |

14 Sale of Subsidiary

On May 2, 2012, the Company announced it had entered into an agreement with an unrelated party to sell all the issued and outstanding shares in the capital of Jevco to the purchaser for \$530,000 in cash. On June 28, 2012, at the special meeting of the Company's shareholders, a special resolution in favour of the agreement was approved by shareholder vote. The sale of Jevco was concluded on September 4, 2012 after all regulatory approvals were received.

In the third quarter of 2012, a gain on sale of Jevco of \$106,683 was realized after deducting the carrying value of Jevco of \$414,289, costs related to the sale of \$7,498, and income tax of \$1,530.

The insurance segment presented in note 13 *Operating Segment* consists solely of Jevco.

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