LAMPERD LESS LETHAL INC
Form 10KSB
May 15, 2008

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

Form 10-KSB

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2007**

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from [ ] to [ ]

Commission file number **000-50011**

LAMPERD LESS LETHAL INC.
(Name of small business issuer in its charter)

Nevada	**98-0358040**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1200 Michener Road,	
Sarnia, Ontario Canada	**N7S 4B1**
(Address of principal executive offices)	(Zip Code)

Issuer's telephone number **519-344-4445**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Nil	**Nil**

Securities registered pursuant to Section 12(g) of the Act:

Common Shares, par value $0.001USD
(Title of class)

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 [X] No [ ]

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [ ]

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

Issuer's revenues for its most recent fiscal year ended December 31, 2007 is $295,862

Issuer s aggregate market value of the voting common equity held by non-affiliates at March 31, 2008 was:

44,445,173 common shares @ $0.062 (1) = USD$2,755,600
(1) Average of bid and ask closing prices on March 31, 2008.

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

State the number of shares outstanding of each of the issuer's classes of equity stock, as of the latest practicable date.

59,871,043 common shares issued and outstanding as of March 31, 2008.

DOCUMENTS INCORPORATED BY REFERENCE

If the following documents are incorporated by reference, briefly describe them and identify the part of the Form 10-KSB (e.g., Part I, Part II, etc.) into which the document is incorporated: (1) any annual report to security holders; (2) any proxy or information statement; and (3) any prospectus filed pursuant to Rule 424(b) or (c) of the Securities Act of 1933 ("Securities Act"). The listed documents should be clearly described for identification purposes (e.g., annual report to security holders for fiscal year ended December 24, 1990).

Transitional Small Business Disclosure Format (Check one): Yes [ ]; No [X].

PART I

Item 1. Description of Business.

This annual report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as may , will , should , expects , plans , anticipates , believes , estimates , predicts , p or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled Risk Factors , that may cause our or our industry s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are stated in Canadian Dollars (CND$) unless other wise stated and are prepared in accordance with United States Generally Accepted Accounting Principles.

In this annual report, unless otherwise specified, all references to "common shares" refer to the common shares in our capital stock.

As used in this annual report, the terms "we", "us", "our", and "Lamperd" mean Lamperd Less Lethal Inc., unless otherwise indicated.

Corporate History

We were incorporated in the State of Nevada on October 4, 2001. On March 21, 2005, we changed our name from "Sinewire Networks Inc." to "Lamperd Less Lethal Inc". The name change was recorded by the Secretary of State of Nevada on March 21, 2005, and took effect with the NASD Inc. s Over-the-Counter Bulletin Board at the opening for trading on March 31, 2005 under our new stock symbol "LLLI". Other than as set out herein, we have not been involved in any bankruptcy, receivership or similar proceedings, nor have we been a party to any material reclassification, merger, consolidation or purchase or sale of a significant amount of assets not in the ordinary course of our business.

On April 21, 2005, we acquired all of the 100,000,000 issued and outstanding common stock of 1476246 Ontario Limited, an Ontario corporation, having effect from April 14, 2004, pursuant to the terms of a share exchange agreement dated March 24, 2005 between us, the Ontario Company, Patrick Ward, Hani Zabaneh and the shareholders of the Ontario company.

As consideration for the shares of the Ontario Company, we issued 26,000,000 shares of our common stock to the shareholders of the Ontario Company on the basis of one share of our company for every 3.8461538 common shares of the Ontario Company. As a result of this transaction, the Ontario Company became a wholly-owned subsidiary of our Company. For financial statement purposes, the Ontario Company (the acquired entity) is regarded as the predecessor entity as of April 14, 2005.

Our original business plan was to become actively engaged as a start-up wireless communications service provider. We planned to implement our business strategy by supplying wireless high-speed Internet services, and other complementary Internet and telecommunications services. We intended to provide a telecommunications delivery service to businesses, Internet Service Providers and telecommunication companies in underserved markets in North America. Management investigated opportunities and challenges in the business of becoming a wireless communications service provider and concluded that this business was not in our best interest.

Our Current Business

Our company is now a developer and manufacturer of civil defense products that are designed as a less lethal alternative to conventional weapons. The products include weapon systems and munitions that are designed to incapacitate as opposed to kill opponents, and at the same time, ensure the safety of the personnel using the products. In addition, our company also manufactures shields, service equipment, training gear and accessories. The products are primarily designed for the use by military and law enforcement organizations. Our company also offers less lethal training to police, military and private sector security personnel. Training can be provided by experienced military and police contractors in addition to trained civilian contractors which are retained as required by our company with permission from their respective agencies. The training programs offered by our company incorporate the most current less lethal techniques and equipment, including our own products.

The launchers consist of a hand held model called the Defender I, a longer version called the Defender II, a revolving shotgun launcher called the RSG-20, Homeland Defender 2 shot, and the Military Peace Keeper, or MPK version, that combines lethal and less lethal technologies in one launcher. The launchers fire 5 rounds except for our new product the Homeland Defender which fires 2 rounds. The five types of munitions developed for use by the launchers, as well as certain conventional weapons, consist of sock rounds, WASP synthetic rounds, distractionary rounds, liquid incapacitant rounds, and training rounds.

Our market is primarily comprised of military forces and law enforcement organizations in Canada and the United States. In Canada, our products are primarily sold to distributors who distribute its products to end users on an exclusive basis. We have been granted a Canadian Business Firearms License, which allows the company to manufacture, repair, store, import, export and sell its proprietary products.

Our products are sold in the United States through a network of distributors. Our munitions have been approved by the Joint Less-lethal Weapons program in the United States. The program was established in order to provide certain personnel with a variety of non-lethal weapons products. In furtherance of the marketing and sales of our products, we have been assigned a NATO Commercial and Government Entity Code which enables us to sell military supplies to NATO member countries.

Our Products

Launchers

We have developed five proprietary projectile launchers. Each of the launchers is compatible with our line of proprietary less lethal munitions including the WASP composite rounds, sock rounds, training rounds, distractionary rounds and liquid incapacitant rounds. Four launchers fire 5 rounds and one launcher fires 2 rounds. The ability of an operator to fire more than a single round provides greater security in hostile situations.

1. Defender I: The Defender I is our standard launcher product. The launcher fires munitions from a cylinder that holds five rounds. The launcher is a compact and lightweight product that fires 20 gauge rounds.

2. Defender II: The Defender II is a longer version than the Defender I and also fires munitions from a cylinder that holds 5 rounds. The launcher fires 20 gauge rounds and has a longer barrel which provides for improved accuracy and greater effectiveness at longer ranges.

3. RSG-20: The RSG-20 is a revolving shotgun version developed for the United States market and designed to fire five 20 gauge cartridges.

4. Military Peace Keeper: The MPK version combines lethal and less lethal technologies in one launcher and fires five rounds. The launcher is lightweight and contains a laser system for increased accuracy.

5. Homeland Defender: The Homeland Defender is our 2 shot launcher. This launcher is light weight and small enough to be carried as second weapon.

Munitions

We manufacture six types of proprietary munitions used by the launchers. Each of the munitions is made in 20 gauge, 12 gauge, 37mm and 40mm and 50 caliber sizes. In addition, our munitions are compatible with other 20 gauge, 12 gauge, 37mm, 40mm and 50 caliber conventional weapons delivery systems. The munitions are designed to ensure the safety of the operator and incapacitate rather than kill an opponent.

WASP Composite Rounds

The WASP round is our most technologically advanced product. The round consists of a projectile made from a rubber composite material that does not harden in colder climates and possesses energy dissipation attributes, resulting in a safer and more accurate projectile. The composite material allows it to be used in temperatures ranging from minus 50 degrees Celsius to 100 degrees Celsius. The chemical composition of the projectile dissipates energy upon impact, thus inflicting a level of force that is sufficient to temporarily incapacitate but not kill the intended opponent. The projectile is patent pending in Canada and the United States. The projectile was developed in partnership with the University of Western Ontario. The University of Western Ontario granted us an exclusive world-wide license to the technology pursuant to a license agreement dated January 30, 2005. The license agreement is effective for the term the patent rights are protected, subject to certain conditions. In consideration for the grant of license, we ve agreed to pay all out-of-pocket expenses incurred by the University of Western Ontario, assume responsibility for future patent prosecution and rights and pay the University a royalty commencing on April 1, 2006 of three percent of revenue directly attributable to the projectile. The royalty is subject to minimum royalty obligations of $5,000 per year for each of the second and third years following the entry into the license agreement, $10,000 per year for the fourth to sixth years, and $20,000 thereafter.

Sock Rounds

The sock round fires a pouch or beanbag projectile filled with lead pellets. Each sock round contains a proprietary tail attached to the end of the round which stabilizes the round for increased accuracy. The composition of the projectile allows for the dissipation of energy upon impact which reduces the chances of injury of the intended target. The projectile is intended to be aimed at the abdomen and hits the intended target with sufficient force to knock the opponent down, but generally not enough to cause permanent injury.

Distractionary Rounds

The distractionary round is an alternative to conventional stun grenades and provides a bright flash combined with a 135 decibel noise, used to disorient and temporarily blind opponents without causing permanent damage.

Liquid Incapacitant Rounds

Incapacitant rounds fire either a liquid or powder form of pepper spray designed to temporarily blind and incapacitate opponents without the need for officer contact. Firing the incapacitant rounds from a launcher provides greater safety to the operator and provides more range than traditional spray delivery methods.

Training Rounds

Training rounds are non-lethal munitions used by military and law enforcement organizations to carry out training exercises amongst themselves in preparation for hostile or combat situations.

Additional Products

We manufacture and distribute products in addition to launchers and munitions, including the Specialized Mobil Armed Robot Technology System or SMART System which combines the Defender launcher technology with an integrated human-robot interface control platform. The SMART System is designed to deliver less lethal, lethal and chemical weapon systems. Communication is facilitated by a 360 degree camera and a proprietary sighting system mounted to the robotic platform. The product can also be customized in accordance with the requirements of the end-user.

Our Firearm Training System, (FTS) is a simulation training systems, to develop both fundamental basic and judgmental skills for lethal / less lethal applications through computerized video hit projections. The FTS product scenario can be customized to the customer needs.

Lumenyte Lamperd Undercarriage Camera Inspection System (LLUCIS) is a powerful camera systems to assist security personal in carrying out detailed vehicle inspections from a safe distance. This is a portable system utilizes 5 digital video cameras along with a patent pending LED lighting array which provides full non glare illumination. Images, are digitally recorded to a computerized control system.

Employees

As at December 31, 2007, we have 5 full-time employees and 3 part-time employee.

Research and Development

For the fiscal years ended December 31, 2007 and 2006 we expended approximately $29,142 and $4,369 on research and development activities respectively.

Competition

The primary competitive factors in the demand for less lethal products by military forces and law enforcement organizations include a weapon s cost, effectiveness and ease of use. There are several established competitors offering less lethal products that directly complete with our company s products, some of which are substantially more established than our company.

Regulation

In Canada, our launcher products are considered a firearm and are regulated under federal law. The federal government has granted 1476246 Ontario Limited a Canadian Business Firearm License which permits our company to manufacture, repair, store, import, export and sell our proprietary products. In addition, in Canada we must also be registered under, and be in compliance with, the Controlled Goods Program which sets requirement for possession/storage and transport of our products. Our operating subsidiary is registered with the Controlled Goods Program in accordance with the Defence Production Act.

In the US, the manufacture, sale and purchase of firearms are subject to extensive federal governmental regulation. The basic federal laws are the National Firearms Act and the Federal Firearms Act, which were originally enacted in the 1930s and which have been amended from time to time, and the Gun Control Act of 1968. Federal laws generally place certain restrictions on the interstate sale of firearms unless certain licenses are obtained. The Defender Series of products are considered to be a firearm by the United States Bureau of Alcohol, Tobacco, Firearms and Explosives. Therefore, all firearms-related regulations apply to the sale and distribution of our devices within the United States.

In addition, we are subject to ITAR, the International Trade and Arms Regulations.

We believe that existing federal regulations regarding firearms and ammunition will not have a material adverse effect on sales of our products. However, there can be no assurance that federal, state, local or foreign regulation of firearms and/or ammunition will not become more restrictive in the future and that any such development would not have a material adverse effect on our business whether directly or by placing additional burdens on those who distribute and sell our products.

Foreign Regulation

Foreign regulations which may affect the sale of our products are numerous and unclear. We prefer to work with foreign distributors who are familiar with the applicable import regulations of their jurisdiction and who are in a position to acquire the necessary approvals to sell our company s products in the specified jurisdictions.

Raw Materials And Principal Suppliers

The principal components of our products are readily available from a variety of sources. The prices for these components are subject to market forces largely beyond our control. The prices for these components have varied in the past and may vary significantly in the future. The WASP synthetic round is made from a proprietary rubber compound. The aluminum for our launchers is readily available from a number of local sources.

Compliance With Environmental Laws

To our knowledge, neither the production nor the sale of our products constitute activities or generate materials, in a material manner, that requires compliance with federal, state or local environmental laws in any jurisdiction of our operation.

Intellectual Property

We currently protect our intellectual property with a variety of trademarks and trade secrets. In Canada and the United States, Lamperd has applied for a patent of the underlying technology used in its WASP composite round, which patent is currently pending. The patent application was filed by the University of Western Ontario under United States Provisional Patent Application No. 60/507,491.

The following names are trademarks of 1476246 Ontario Limited: Lamperd Less Lethal, Defender I, Defender II, Enforcer Suit I, Enforcer Suit II and Pinetree Law Enforcement.

Our company owns and operates the duly registered internet domain name: www.lamperdlesslethal.com. The information contained in our company s website is not part of this annual report.

RISK FACTORS

Much of the information included in this current report includes or is based upon estimates, projections or other "forward looking statements". Such forward looking statements include any projections or estimates made by us and our management in connection with our business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein.

Such estimates, projections or other "forward looking statements" involve various risks and uncertainties as outlined below. We caution the reader that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other "forward looking statements".

Risks Related To Our Business

We operate in a highly-competitive industry and our failure to compete effectively may adversely affect our ability to generate revenue.

Management is aware of similar products which compete directly with our products and some of the companies developing these products have significantly greater financial, technical and marketing resources, larger distribution networks, and generate greater revenue and have greater name recognition than us. These companies may develop products superior to those of our company. Such competition will potentially affect our chances of achieving profitability, and ultimately adversely affect our ability to continue as a going concern. Some of our competitors conduct more extensive promotional activities and offer lower prices to customers than we do, which could allow them to gain greater market share or prevent us from increasing our market share. In the future, we may need to decrease our prices if our competitors continue to lower their prices. Our competitors may be able to respond more quickly to new or changing opportunities, technologies and customer requirements. To be successful, we must carry out our business plan, establish and strengthen our brand awareness through marketing, effectively differentiate our product line from those of our competitors and build our distribution network. To achieve this we may have to substantially increase our marketing research and development in order to compete effectively. Such competition will potentially affect our chances of achieving profitability, and ultimately adversely affect our ability to continue as a going concern. Due to minimal revenue and lack of cash flow we have cancelled the product liability insurance policy. The Company is researching other insurance agencies that are more competitive with their price coverage. We plan to implement our product liability insurance in 2008.

Rapid technological changes in our industry could render our products non-competitive or obsolete and consequently affect our ability to generate revenues.

Currently, we derive substantially all of our revenues from the sale of civil defense products and related products using less lethal alternatives to conventional weapons, including launchers and munitions. Such products are characterised and affected by rapid technological change, evolving industry standards and regulations and changing client preferences. Our success will depend, in significant part, upon our ability to make timely and cost-effective enhancements and additions to our technology and to introduce new products and services that meet customer demands. We expect new products and services to be developed and introduced by other companies that compete with our products and services. The proliferation of new and established companies offering less lethal alternative products may reduce demand for our particular products. There can be no assurance that we will be successful in responding to these or other technological changes, to evolving industry standards or regulations or to new products and services offered by our current and future competitors. In addition, we may not have access to sufficient capital for our research and development needs in order to develop new products and services.

We could lose our competitive advantages if we are not able to protect our proprietary technology and intellectual property rights against infringement, and any related litigation could be time-consuming and costly.

Our success and ability to compete depends in part on our proprietary technology incorporated in our products. If any of our competitors copy or otherwise gain access to our proprietary technology or develop similar technologies independently, we would not be able to compete as effectively. We consider our technologies invaluable to our ability to continue to develop and maintain the goodwill and recognition associated with our brand. The measures we take to protect our technologies, and other intellectual property rights, which presently are based upon registered trade marks in addition to trade secrets, may not be adequate to prevent their unauthorized use. Although we rely, in part, on contractual provisions to protect our trade secrets and proprietary know-how, there is no assurance that these agreements will not be breached, that we would have adequate remedies for any breach or that our trade secrets will not otherwise become known or be independently developed by competitors. Further, the laws of foreign countries may provide inadequate protection of intellectual property rights. We may need to bring legal claims to enforce or protect our intellectual property rights. Any litigation, whether successful or unsuccessful, could result in substantial costs and a diversion of corporate resources. In addition, notwithstanding any rights we have secured to our intellectual property, other persons may bring claims against us claiming that we have infringed on their intellectual property rights, including claims that our intellectual property rights are not valid. Adverse determinations in litigation in which we may become involved could subject us to significant liabilities to third parties, require us to grant licenses to or seek licenses from third parties and prevent us from manufacturing and selling our products. Any claims against us, with or without merit, could be time-consuming and costly to defend or litigate, divert our attention and resources, result in the loss of goodwill associated with our trademarks or require us to make changes to our technologies. Furthermore, we cannot assure you that any pending patent application made by us will result in an issued patent, or that, if a patent is issued, it will provide meaningful protection against competitors or competitor technologies.

We may not be able to hire and retain qualified personnel to support our growth and if we are unable to retain or hire such personnel in the future, our ability to improve our products and implement our business objectives could be adversely effected.

To continue our growth, we will need to recruit additional senior management personnel, including persons with financial and sales experience. In addition, we must hire, train and retain a significant number of other skilled personnel, including persons with experience in less lethal munitions engineering and manufacturing. We have encountered competition for these personnel. We may not be able to find or retain qualified personnel, which will have a material adverse impact on our business.

Our growth could be impaired if we are not able to develop and maintain the relationships we need to implement our international strategy.

Our growth will depend, in large part, on the success of our international distribution strategy. We have limited experience in marketing and selling our products outside of Canada and the United States. We will depend on partnerships and/or joint ventures in international markets to help us build our international operations and distribution networks. We will depend upon international partners to provide marketing and relationship building expertise, and a base of existing customers. If we are unable to develop and maintain these relationships, or to develop additional relationships in other countries, our ability to penetrate, and successfully compete in foreign markets will be adversely affected.

We intend to expand our business internationally, and therefore, we are subject to additional financial and regulatory risks.

Our current and future international operations are and will be subject to various risks, including: foreign import controls (which may be arbitrarily imposed and enforced and which could interrupt our supplies or prohibit customers from purchasing our products); exchange rate fluctuations; the necessity of obtaining government approvals for both new and continuing operations; and legal systems of decrees, laws, taxes, regulations, interpretations and court decisions that we are not familiar with. One component of our strategy is to expand our operations into selected international markets. Foreign countries in which we are actively marketing include the United States and Israel; we intend to commence marketing efforts in Nigeria in the near future. We, however, may be unable to execute our business model in this market or new markets. Further, foreign providers of competing products and services may have a substantial advantage over us in attracting consumers and businesses in their country due to earlier established businesses in that country, greater knowledge with respect to the cultural differences of consumers and businesses residing in that country and/or their focus on a single market. As a result, we expect to experience higher costs as a percentage of any revenues that we may generate in the future in connection with the development and maintenance of international sales. In pursuing our international expansion strategy, we face several additional risks, including:

- foreign laws and regulations, which may vary country by country, that may impact how we conduct our business;

- higher costs of doing business in foreign countries;

- potential adverse tax consequences if taxing authorities in different jurisdictions worldwide disagree with our interpretation of various tax laws or our determinations as to the income and expenses attributable to specific jurisdictions, which could result in our paying additional taxes, interest and penalties;

- technological differences that vary by marketplace, which we may not be able to support;

- longer payment cycles and foreign currency fluctuations; and

- economic downturns.

We propose to operate in areas where local government policies regarding foreign entities and the regulation of less lethal products are often uncertain. We therefore cannot, be certain that we are in compliance with, or will be protected by, all relevant local laws and taxes at any given point in time. A subsequent determination that we failed to comply with relevant local laws and taxes could have a material adverse effect on our business, financial condition, results of operations and liquidity. One or more of these factors could adversely affect our future international operations and, consequently, could have a material adverse effect on our business, financial condition, results of operation and liquidity.

Many of our customers have fluctuating budgets, which may cause substantial fluctuations in our results of operations.

The potential customers for our products may include federal, state, municipal, foreign and military, law enforcement and other governmental agencies. Government tax revenues and budgetary constraints, which fluctuate from time to time, can affect budgetary allocations from these customers. Many domestic and foreign government agencies have in the past experienced budget deficits that have led to decreased spending in defense, law enforcement and other military and security areas. Any future revenues that our company may generate may be subject to substantial periodic fluctuations because of these and other factors affecting military, law enforcement and other governmental spending. A reduction of funding for federal, state, municipal, foreign and other governmental agencies could have a material adverse effect on any future revenues that we may generate.

Our WASP synthetic round is costly to compound, and our company may not be able to find other subcontractors who are willing to supply our company with this service.

The WASP synthetic round is made from a proprietary rubber compound and is costly to compound. It may be difficult to find other contractors willing to compound our material. If we are unable to find contractors willing to compound and deliver our material, our revenues will be reduced.

Risks Related To Our Industry

The products we sell are inherently risky and could give rise to product liability and other claims.

The products that we manufacture are typically used in applications and situations that involve a high level of risk of personal injury. Failure to use our products for their intended purposes, failure to use or care for them properly, or their malfunction, or, in some limited circumstances, even correct use of our products, could result in serious bodily injury or death. Given this potential risk of injury, proper maintenance of our products is critical. Our products consist of less lethal products such as launchers, munitions, pepper sprays and distraction devices. The manufacture and sale of less-lethal products may be the subject of product liability claims arising from the design, manufacture or sale of such goods. If these claims are decided against our company and we are founds liable, we may be required to pay substantial damages and our insurance costs, if any, may increase significantly as a result. Also, a significant or extended lawsuit could also divert significant amounts of management s time and energy. We cannot assure you that our insurance coverage, if any, would be sufficient to cover the payment of any potential claim. In addition, we cannot assure you that this or any other insurance coverage will continue to be available or, if available, that we will be able to obtain it at a reasonable cost. Any material uninsured loss could have a material adverse effect on our business, financial condition and results of operations.

We are subject to extensive government regulation, and our failure or inability to comply with these regulations could materially restrict our operations and subject us to substantial penalties.

We are subject to many requirements with respect to the sale in foreign and/or domestic countries of certain of our products. In addition, we are obligated to comply with a variety of federal, state and local regulations, both domestically and abroad, governing certain aspects of our operations and workplace. The inability of our company to comply with such regulations may limit our operations and subject us to substantial penalties and fines.

Risks Related To Our Common Stock

A decline in the price of our common stock could affect our ability to raise further working capital and adversely impact our operations.

A prolonged decline in the price of our common stock could result in a reduction in the liquidity of our common stock and a reduction in our ability to raise capital. Because our operations have been financed through the sale of equity securities, a decline in the price of our common stock could be especially detrimental to our liquidity and our continued operations. Any reduction in our ability to raise equity capital in the future would force us to reallocate funds from other planned uses and would have a significant negative effect on our business plans and operations, including our ability to develop new products and continue our current operations. If the stock price declines, there can be no assurance that we can raise additional capital or generate funds from operations sufficient to meet our obligations. We believe the following factors could cause the market price of our common stock to continue to fluctuate widely and could cause our common stock to trade at a price below the price at which you purchase your shares:

- actual or anticipated variations in our quarterly operating results;

- announcements of new services, products, acquisitions or strategic relationships by us or our competitors;

- trends or conditions in the less lethal products industry;

- changes in accounting treatments or principles;

- changes in earnings estimates by securities analysts and in analyst recommendations;

- changes in market valuations of other less lethal product companies; and

- general political, economic, regulatory and market conditions.

The market price for our common stock may also be affected by our ability to meet or exceed expectations of analysts or investors. Any failure to meet these expectations, even if minor, could materially adversely affect the market price of our common stock.

If we issue additional shares in the future, it will result in the dilution of our existing shareholders.

Our certificate of incorporation authorizes the issuance of 1,000,000,000 shares of common stock. Our board of directors has the authority to issue additional shares up to the authorized capital stated in the certificate of incorporation. Our board of directors may choose to issue some or all of such shares to acquire one or more businesses or to provide additional financing in the future. The issuance of any such shares will result in a reduction of the book value or market price of the outstanding shares of our common stock. If we do issue any such additional shares, such issuance also will cause a reduction in the proportionate ownership and voting power of all other shareholders. Further, any such issuance may result in a change of control of our corporation.

If a market for our common stock does not develop, shareholders may be unable to sell their shares.

There is currently a limited market for our common stock, which trades through the Over-the-Counter Bulletin Board quotation system. Trading of stock through the Over-the-Counter Bulletin Board is frequently thin and highly volatile. There is no assurance that a sufficient market will develop in the stock, in which case it could be difficult for shareholders to sell their stock.

Trading of our stock may be restricted by the Securities and Exchange Commission s penny stock regulations which may limit a stockholder s ability to buy and sell our stock.

The Securities and Exchange Commission has adopted regulations which generally define penny stock to be any equity security that has a market price (as defined) less than $5.00 per share or an exercise price of less than $5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and accredited investors . The term accredited investor refers generally to institutions with assets in excess of $5,000,000 or individuals with a net worth in excess of $1,000,000 or annual income exceeding $200,000 or $300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the Securities and Exchange Commission which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer s account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer s confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser s written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of, our common stock.

The National Association of Securities Dealers Inc., or NASD, has adopted sales practice requirements, which may limit a stockholder s ability to buy and sell our shares.

In addition to the penny stock rules described above, the NASD has adopted rules requiring that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer s financial status, tax status, investment objectives and other information. Under interpretations of these rules, the NASD believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. The NASD requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit our shareholders ability to buy and sell our stock and which may have an adverse effect on the market for our shares.

Most of our assets and a majority of our directors and officers are outside the United States, with the result that it may be difficult for investors to enforce within the United States any judgments obtained against us or any of our directors or officers.

Although we are organized under the laws of the State of Nevada, our principal executive office is located in Sarnia, Ontario, Canada. Outside the United States, it may be difficult for investors to enforce judgments against us obtained in the United States in any such actions, including actions predicated upon civil liability provisions of federal securities laws. In addition, some of our officers and directors reside outside the United States, and a majority of the assets of these persons and our assets are located outside of the United States. As a result, it may not be possible for investors to effect service of process within the United States upon such persons or to enforce against us or such persons judgments predicated upon the liability provisions of the United States securities laws. There is substantial doubt as to the enforceability against us or any of our directors and officers located outside the United States in original actions or in actions of enforcement of judgments of United States courts or liabilities predicated on the civil liability provisions of United States federal securities laws.

Item 2. Description of Property.

Our principal executive offices are located at 1200 Michener Road, Sarnia, Ontario, Canada. The 10,000 square foot space is leased for $6,400 per month for an additional three year term that commenced on January 1, 2008. The Company also leases another 3,000 square feet for $1,000 a month. There is no signed agreement for the additional leased space. We believe that our principal office will be adequate for our needs for the next 2-3 years. In addition to our principal office, we periodically lease a 15 acre property which our company utilizes as a training facility to hold our diverse training programs. The property is leased as required for a fluctuating daily fee.

Item 3. Legal Proceedings.
A Statement of Claim on February 1, 2007 has been filed against our company by Mintz & Partners LLP for the amount of $103,248. Our company is disputing this amount and plans to defend itself and is counter claiming against Mintz. Our company and Mintz are in a settlement discussion. Proceedings have being requested to be held in the City of Toronto, in the Province of Ontario at the Ontario Superior Court of Justice.

Item 4. Submissions of Matters to a Vote of Security Holders.
There were no matters submitted to a vote of our security holders either through solicitation of proxies or otherwise in the fourth quarter of the fiscal year ended December 31, 2008.

PART II

Item 5. Market for Common Equity and Related Stockholder Matters.
On June 5, 2003, our common stock received approval for quotation on the National Association of Securities Dealers Inc.'s Over-the-Counter Bulletin Board under the name "Sinewire Networks Inc." and under the symbol "SNTW". On March 21, 2005, we changed our name from "Sinewire Networks Inc." to "Lamperd Less Lethal Inc". The name change took effect with the NASD Inc. s Over-the-Counter Bulletin Board at the opening for trading on March 31, 2005 under our new stock symbol "LLLI".The following table reflects the high and low bid information for our common stock for each fiscal quarter during the fiscal years ended 2006 and 2005. The bid information was obtained from Stock-watch and reflects inter-dealer prices, without retail mark-up, markdown or commission, and may not necessarily represent actual transactions.

Quarter Ended[1]	**High ($)**	**Low ($)**
March 31, 2005	1.30	0.985
June 30, 2005	4.56	1.25
September 29, 2005	1.99	0.47
December 31, 2005	1.07	0.36
March 31, 2006	0.52	0.20
June 30, 2006	0.42	0.14
September 29, 2006	0.22	0.08
December 31, 2006	0.16	0.08
March 31, 2007	0.11	.10
June 29, 2007	0.08	0.07
September 28, 2007	0.08	0.06
December 31, 2007	0.04	0.03

(1) Our common stock received approval for quotation on June 5, 2003. The first trade occurred March 31, 2005.

On March 31, 2008, the closing price for the common stock as reported by the quotation service operated by the OTC Bulletin Board was $0.062

As of March 31, 2008, there were 33 holders of record of our common stock. As of such date, 59,871,043 common shares were issued and outstanding.

Our common shares are issued in registered form. The Nevada Agency and Trust Company, 50 Liberty Street, Suite 880, Reno, Nevada 89501 (Telephone: 775.322.0626; Facsimile 775.322.5623) is the registrar and transfer agent for our common shares. We have no other classes of securities.

Dividend Policy

We have not paid any cash dividends on our common stock and have no present intention of paying any dividends on the shares of our common stock. Our current policy is to retain earnings, if any, for use in our operations and in the development of our business. Our future dividend policy will be determined from time to time by our board of directors.

Equity Compensation Plan Information

On December 4, 2006, our directors adopted a stock option plan (the 2006 Option Plan) for our directors and employees, reserving a total of 2,000,000 shares of our common stock for issuance pursuant to grants made under the 2006 Option Plan. The 2006 Option Plan was effective October 1, 2006

The following table provides a summary of the securities authorized for issuance under Equity Compensation Plans, the weighted average price and number of securities remaining available for issuance, all as at December 31, 2007.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)		**Weighted average exercise price of outstanding options, warrants and rights (b)**	**Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)**
Equity compensation plans approved by security holders	N/A		N/A	N/A
Equity compensation plans not approved by security holders	200,000	$	0.10	1,800,000
	650,000	$	0.08	1,150,000
	250,000	$	0.10	900,000
	500,000	$	0.04	400,000
Total	1,600,000	$	117,000	

Purchase of Equity Securities by the Issuer and Affiliated Purchasers

We did not purchase any of our shares of common stock or other securities during the year ended December 31, 2007.

Recent Sales of Unregistered Securities

On March 18, 2005, the Company (formerly known as Sinewire Networks Inc.) entered into a reverse acquisition transaction (transaction) with privately held 1476246 Ontario Limited (1476246), an Ontario corporation. The transaction was effected pursuant to a Share Exchange Agreement dated March 18, 2005 (the Agreement). Prior to the reverse takeover transaction 1476246 issued 99,996,000 common shares for nominal consideration. In accordance with the Agreement the Company acquired all 100,000,000 issued and outstanding common stock of 1476246 in exchange for the issuance by the Company of 26,000,000 shares of common stock to the shareholders of 1476246. Under the agreement, one share of the Company was issued for every 3.8461538 common stock of 1476246. As a result, 1476246 legally became a wholly owned subsidiary of the Company and the former shareholders of 1476246 hold greater than 50% of the Company s outstanding shares. Under the Agreement and as a result of the forward stock split, 44,516,000 outstanding common shares of the Company were exchanged for 222,580,000 common shares, 199,580,000 common shares of the Company were surrendered immediately for cancellation without consideration.

On April 13, 2005, we sold 1,500,000 units at a price of US $1.00 per unit for an aggregate purchase price of US$1,500,000 to one non-U.S. investor relying on the promulgated there exemption from the registration requirements of the Securities Act of 1933 provided by Regulation S under. Each unit was exercisable into one common share and two common share purchase warrants. Each common share purchase warrant was immediately exercisable and entitles the holder to purchase one common share for a period of 24 months commencing from April 14, 2005. The warrants are exercisable at a price per share of US $1.25 for twelve months following April 14, 2005, and at US$1.40 thereafter. On March 2, 2006, we issued an aggregate of 500,000 shares to two individuals in an offshore transaction for which we relied on the exemption from the registration requirements of the Securities Act of 1933 provided by Regulation S promulgated there under.

On July 14, 2006 we agreed to issue 1,000,000 common shares to an investor at a price of US$0.06 per share. Total consideration received was US$60,000 that was used to pay for operating expenses. The securities were issued pursuant to the exemption from registration under the United States Securities Act of 1933 provided by Section 4(2), Section 4(6) and/or Rule 506 of Regulation D promulgated under the 1933 Act to the investor who is an accredited investor within the respective meanings ascribed to that term in Rule 501(a) under the 1933 Act. No advertising or general solicitation was employed in offering the securities.

Effective December 4, 2006, we granted stock options to two (2) employees to purchase an aggregate of 200,000 shares of our common stock at an exercise price of $0.10 per share, exercisable until December 4, 2013. We issued the stock options to two (2) non-U.S. persons (as that term is defined in Regulation S of the Securities Act of 1933), in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act of 1933.

On March 2, 2006, we issued an aggregate of 500,000 shares to two individuals in an offshore transaction for which we relied on the exemption from the registration requirements of the Securities Act of 1933 provided by Regulation S promulgated there under.

Effective May 1, 2007, we issued in a private placement offering for 750,000 shares at US $.10 a unit which included a common stock purchase warrant entitling the holder to acquire up to 1,000,000 common shares in the company at US $0.08 per share, expiring April 30, 2010.

Effective June 30, 2007, we granted stock options to one (1) director one (1) employee and one (1) Consultant to purchase an aggregate of 650,000 shares of our common stock at an exercise price of $0.08 per share, exercisable until June 30, 2012. We issued the stock options to two (3) non-U.S. persons (as that term is defined in Regulation S of the Securities Act of 1933), in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act of 1933.

Effective July 20, 2007, we granted stock options to one (1) consultant to purchase an aggregate of 250,000 shares of our common stock at an exercise price of $0.10 per share, exercisable until

July 20, 2012. Stock options were issued to one U.S. person (as that term is defined in Regulation S of the Securities Act of 1933) relying on the exemptions from registration provided by Section 4(2) of the Securities Act of 1933 and upon Rule 506 of Regulation D of the Securities Act of 1933

Effective December 31, 2007 we granted stock options to one (1) employee to purchase an aggregate of 500,000 shares of our common stock at an exercise price of $0.04 per share, exercisable until December 31, 2012. We issued the stock options to two (1) non-U.S. persons (as that term is defined in Regulation S of the Securities Act of 1933), in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act of 1933.

On December 31, 2006, we issued 250,000 shares of common stock to Edward Ferguson, a director of our company, for services rendered in lieu of a cash payment. The common stock was issued to one U.S. person (as that term is defined in Regulation S of the Securities Act of 1933) relying on the exemptions from registration provided by Section 4(2) of the Securities Act of 1933 and upon Rule 506 of Regulation D of the Securities Act of 1933.

On December 31, 2006, we issued an aggregate of 1,570,158 shares of common stock to two (2) directors and one (1) consultant as payment for services or supplies provided to our company for the period ending December 31, 2006. The common stock was issued to three (3) non-U.S. persons (as that term is defined in Regulation S of the Securities Act of 1933), in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act of 1933.

On March 31, 2007, we issued an aggregate of 422,982 shares of common stock to one (1) director for services or supplies provided to our company for the period ending June 30, 2007. The common stock was issued to one (1) non-U.S. person (as that term is defined in Regulation S of the Securities Act of 1933), in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act of 1933.

On June 30, 2007, we issued an aggregate of 374,900 shares of common stock to one (1) director for services or supplies provided to our company for the period ending June 30, 2007. The common stock was issued to one (1) non-U.S. person (as that term is defined in Regulation S of the Securities Act of 1933), in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act of 1933.

On December 31, 2007, we issued an aggregate of 4,503,003 shares of common stock to two (2) directors one (1) employee and one (1) consultant as payment for services or supplies provided to our company for the period ending December 31, 2007. The common stock was issued to three (4) non-U.S. persons (as that term is defined in Regulation S of the Securities Act of 1933), in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act of 1933.

Item 6. Management s Discussion and Analysis or Plan of Operation.

Overview

You should read the following discussion of our financial condition and results of operations together with the consolidated audited financial statements and the notes to the consolidated audited financial statements included elsewhere in this filing prepared in accordance with accounting principles generally accepted in the United States.

Our financial statements are stated in Canadian Dollars unless otherwise stated and are prepared in accordance with United States Generally Accepted Accounting Principles. All financial information contained herein is in Canadian Dollars unless otherwise stated.

This discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those anticipated in these forward-looking statements.

General Explanation of Comparative Periods

The acquisition of 1476246 Ontario Limited was accounted for using the purchase method of accounting as applicable to reverse acquisitions because the former stockholders of 1476246 Ontario Limited controlled a majority of our shares of common stock immediately upon conclusion of the transaction and the continuing business is that of 1476246 Ontario Limited. Under reverse acquisition accounting, the post-acquisition entity is accounted for as a recapitalization of 1476246 Ontario Limited. After completion of the acquisition, we changed our name to Lamperd Less Lethal Inc. to affect our newly acquired business.

The previous audited financial statements of Sinewire Networks Inc. for the fiscal periods ended December 31, 2004 and 2003 were included in our annual report on Form 10-KSB, filed with the Securities and Exchange Commission on April 7, 2005. Prior to the share exchange with 1476246 Ontario Limited, Sinewire Networks Inc. (the inactive public company) was not operating, had minimal assets and liabilities and had minimal revenue from its inception through the date of its reorganization on April 14, 2005.

Plan of Operation

Results of Operations

Year Ended December 31, 2007 compared with year ended December 31, 2006

We posted losses of $792,863 for the year ended December 31, 2007 compared to losses of $842,016 for the year ended December 31, 2006, and losses of $3,024,376 since inception to December 31, 2007. The principal component of the loss was for general and administrative expenses.

Operating expenses for the year ended December 31, 2007 were $876,392 compared to $895,413 for the year ended December 31, 2006.

Financial Condition, Liquidity and Capital Resources

Cash used in operating activities was $261,332 during the year ended December 31, 2007. Cash of $35,918 was used in the purchase of equipment and leaseholds. There was a net cash inflow of $295,088 from financing activities during the year ended December 31, 2007, which was mostly derived from proceeds from promissory notes and advances.

From inception on October 4, 2001 to April 13, 2005, the Company was engaged as a start-up wireless internet service provider. Since April 14, 2005, the Company has been engaged in the business of developing and manufacturing of civil defense products that are designed as a less lethal alternative to conventional weapons. Our principal capital resources have been acquired through the issuance of common stock.

Year Ended December 31, 2007 compared with year ended December 31, 2006

At December 31, 2007, we had a working capital deficit of $608,677 compared to working capital deficit of $288,189 at December 31, 2006.

At December 31, 2007, we had assets of $426,274 compared to our assets at December 31, 2006 of $487,313.

At December 31, 2007, our total liabilities were $765,269 compared to our liabilities of $486,564 as at December 31, 2006.

At December 31, 2007, we have bank indebtedness of $7,410 compared to cash on hand of $1,443 as at December 31, 2006.

We have no long-term debt as at December 31, 2007.

While we expect to meet our financial obligations, the continuation of our business is dependent upon obtaining further financing, a successful program of acquisition and development, and, finally, achieving a profitable level of operations. The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments.

There are no assurances that we will be able to obtain further funds required for our continued operations. As noted herein, we are pursuing various financing alternatives to meet our immediate and long-term financial requirements. There can be no assurance that additional financing will be available to us when needed or, if available, that it can be obtained on commercially reasonable terms. If we are not able to obtain the additional financing on a timely basis, we will be unable to conduct our operations as planned, and we will not be able to meet our other obligations as they become due. In such event, we will be forced to scale down or perhaps even cease our operations.

Product Research and Development

We anticipate that we will expend $55,000 on research and development over the twelve months ending December 31, 2008.

Purchase of Significant Equipment

No significant purchases are being planned for the next 12 months.

Going Concern

Not having generated significant revenues, in the consolidated financial statements for the year ended December 31, 2007, our independent auditor included in their Report to Shareholders dated May 13, 2008 an explanatory paragraph regarding concerns about our ability to continue as a going concern. Our consolidated financial statements contain additional note disclosures describing the circumstances that lead to this disclosure.

The continuation of our business is dependent upon us raising additional financial support. The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments.

We incurred losses in our first three years of business totaling of $3,189,649. Because of these losses and potential future losses, we will require additional working capital to develop our business operations.

We intend to raise additional working capital through private placements, public offerings and/or bank financing.

There are no assurances that we will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placements, public offerings and/or bank financing necessary to support our working capital requirements. To the extent that funds generated from operations and any private placements, public offerings and/or bank financing are insufficient, we will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to us. If adequate working capital is not available we may not increase our operations.

These conditions raise substantial doubt about our ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might be necessary should we be unable to continue as a going concern.

Related Party Transactions

During the year ended December 31, 2007 the Company entered into various transactions with related parties. For a complete description, see the financial statements.

Recently Issued Accounting Standard

See Note 2 in the financial statements for a discussion of recent accounting pronouncements affecting the Company.

Application of critical accounting policies

Our financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles in the United States. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. We believe that understanding the basis and nature of the estimates and assumptions involved with the following aspects of our consolidated financial statements is critical to an understanding of our financial position.

Item 7. Financial Statements.
Our financial statements are stated in Canadian dollars unless otherwise stated and are prepared in accordance with United States Generally Accepted Accounting Principles.

The following consolidated financial statements are filed as part of this annual report:

Independent Auditors' Report, May 13, 2008

Consolidated Balance Sheets at December 31, 2007 and December 31, 2006

Consolidated Statements of Operations for the years ended December 31, 2007, and December 31, 2006

Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2007, and December 31, 2006

Consolidated Statements of Cash Flows for the years ended December 31, 2007, and December 31, 2006

Notes to the Consolidated Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Lamperd Less Lethal Inc.

We have audited the accompanying consolidated balance sheet of Lamperd Less Lethal Inc. as of December 31, 2007, and the related consolidated statements of operations, changes in stockholders equity (deficiency) and cash flows for the year ended December 31, 2007. These consolidated financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Lamperd Less Lethal Inc. as of December 31, 2007, and the results of its operations and its cash flows for the year ended December 31, 2007, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As more fully described in Note 1 to the consolidated financial statements, the Company has incurred a working capital deficiency and has an accumulated deficit. These conditions raise substantial doubt about its ability to continue as a going concern. Management s plans in regard to these matters are also described in Note 1. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Danziger Hochman Partners LLP

Toronto, Canada
May 13, 2008

Source: LAMPERD LESS LETHAL, 10KSB, April 17, 2007

LAMPERD LESS LETHAL INC.
CONSOLIDATED BALANCE SHEETS
(Canadian Funds)
As at December 31

		2007		2006
ASSETS				
Current Assets				
Cash and cash equivalents	$	-	$	1,443
Accounts receivable		23,580		70,095
Inventories		131,900		120,559
Sundry		1,512		6,278
Total Current Assets		156,992		198,375
Property and equipment net		241,657		255,721
Intangible assets		27,625		33,217
TOTAL ASSETS	$	426,274	$	487,313
LIABILITIES				
Current Liabilities				
Bank indebtedness	$	7,410	$	-
Accounts payable		216,203		228,373
Accrued liabilities		252,274		182,024
Due to shareholders, directors, officers and employees		289,382		76,167
Total Current Liabilities		765,269		486,564
STOCKHOLDERS EQUITY (DEFICIENCY)				
Common Stock				
Authorized 1,000,000,000 common stock, US dollar $0.001 par value				
Issued and outstanding 59,871,043 common stock (2006 - 53,820,158)		72,087		65,947
Additional paid-in capital		2,778,567		2,331,588
Accumulated Deficit and Comprehensive Loss		(3,189,649)		(2,396,786)
Total Stockholders Equity (Deficiency)		(338,995)		749
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIENCY)	$	426,274	$	487,313

GOING CONCERN
CONTINGENCIES AND COMMITMENTS
SUBSEQUENT EVENTS

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

LAMPERD LESS LETHAL INC.
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY (DEFICIENCY)
(Canadian Funds)

	Number of Common Shares	Par value Common Shares	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders Equity
Balance December 31, 2005	50,750,000	$ 62,696	$ 1,937,738	$ (1,554,770)	$ 445,664
Issuance of common shares	3,070,158	3,251	393,850	-	397,101
Net loss for the year				(842,016)	(842,016)
Balance December 31, 2006	53,820,158	$ 65,947	$ 2,331,588	$ (2,396,786)	$ 749
Issuance of common shares	6,050,885	6,140	344,091	-	350,231
Net loss for the year	-	-	-	(792,863)	(792,863)
Share-based compensation costs	-	-	102,888	-	102,888
Balance December 31, 2007	**59,871,043**	$ **72,087**	$ **2,778,567**	$ **(3,189,649)**	$ **(338,995)**

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

LAMPERD LESS LETHAL INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Canadian Funds)
Years ended December 31

		2007		2006
REVENUE	$	295,862	$	368,747
COST OF GOODS SOLD		212,333		315,350
GROSS MARGIN		83,529		53,397
EXPENSES				
Selling, general and administrative		752,964		849,862
Research and development		29,142		4,369
Interest loans and advances		29,222		-
Interest other		9,489		689
Depreciation and amortization		55,575		40,493
TOTAL EXPENSES		876,392		895,413
NET LOSS	$	(792,863)	$	(842,016)
LOSS PER SHARE	$	(0.01)	$	(0.02)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		54,845,781		51,551,104

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

LAMPERD LESS LETHAL INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Canadian Funds)
Years ended December 31

		2007		2006
CASH FLOWS PROVIDED BY (USED IN):				
OPERATING ACTIVITIES				
Net loss	$	(792,863)	$	(842,016)
Depreciation and amortization		55,575		40,493
Stock-based compensation		102,888		-
Net changes in non-cash operating assets and liabilities:				
Accounts receivable		46,515		(52,167)
Inventories		(11,341)		61,054
Sundry		4,766		105,021
Accounts payable and accrued liabilities		333,128		258,465
Net cash used in operating activities		(261,332)		(429,150)
INVESTING ACTIVITIES				
Purchase of equipment and leaseholds		(35,919)		(19,248)
Purchase of intangibles		-		(4,868)
Net cash used in investing activities		(35,919)		(24,116)
FINANCING ACTIVITIES				
Borrowings under bank indebtedness - net		7,410		-
Proceeds from promissory notes and advances		227,000		76,167
Repayment of promissory note		(25,000)		-
Proceeds of share issues		86,398		67,932
Net cash provided by financing activities		295,808		144,099
DECREASE IN CASH AND CASH EQUIVALENTS		(1,443)		(309,167)
CASH AND CASH EQUIVALENTS, beginning of year		1,443		310,610
CASH AND CASH EQUIVALENTS, end of year	$	-	$	1,443

Supplemental financial information				
Shares issued on settlement of liabilities	$	263,763	$	329,169
Income taxes paid	$	-	$	-
Interest paid	$	12,588	$	1,603

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

LAMPERD LESS LETHAL INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Canadian Funds)
Years ended December 31, 2007 and 2006

1. BASIS OF PRESENTATION, DESCRIPTION OF BUSINESS AND GOING CONCERN

History: Lamperd Less Lethal Incorporated (Lamperd or the Company) was incorporated under the laws of the State of Nevada under the name "Sinewire Networks Inc." on October 4, 2001. On March 21, 2005, the Company changed its name to "Lamperd Less Lethal Inc." The name change was recorded by the Secretary of State of the State of Nevada on March 21, 2005, and took effect with the National Association of Securities Dealers Inc. (NASD) Over-the-Counter Bulletin Board at the opening of trading on March 31, 2005 under the new stock symbol "LLLI".

On April 14, 2005 the Company entered into a reverse acquisition with 1476246 Ontario Limited, a company incorporated pursuant to the laws of Ontario, Canada.

Products: The Company is a developer and manufacturer of civil defense products that are designed as less lethal alternatives to conventional weapons. The products include weapon systems and munitions that are designed to incapacitate (as opposed to kill) opponents, and at the same time, ensure the safety of the personnel using the products. In addition, the Company also manufactures shields, service equipment, training gear and accessories. The products are primarily designed for the use by military and law enforcement organizations. The Company also provides less lethal training to police, military and private sector security personnel.

***Going concern*:** The accompanying consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles that are applicable to a going concern, meaning that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company has sustained operating losses sustained in 2007, 2006 and 2005, and has a working capital deficiency of $608,277 and an accumulated deficit of $3,189,649 at December 31, 2007. The Company s ability to realize its assets and discharge its liabilities depends on its continued ability to raise additional debt or equity and to reach a profitable level of operations, the outcomes of which cannot be determined at this time. The use of United States generally accepted accounting principles that are applicable to a going concern therefore may not be appropriate. These consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate.

2. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared by management in accordance with the significant accounting policies in accordance with United States general accepted accounting principles:

***Consolidation*:** The accompanying consolidated financial statements of the Company include the financial position, results of operations and cash flows of the Company and its wholly-owned subsidiary, 1476246 Ontario Limited. All inter-company transactions have been eliminated.

***Cash and cash equivalents*:** Cash and cash equivalents include cash and all highly liquid investments purchased with original maturities of three months or less at the date of purchase. At December 31, 2007 and 2006, the Company had no cash equivalents.

***Inventories*:** Inventories are valued at the lower of cost and net realizable value with cost being determined using the first-in, first-out method.

LAMPERD LESS LETHAL INC.
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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition: Revenue from product sales is recognized in accordance with Securities and Exchange Commission (SEC) Staff Accounting Bulletin No. 104 (SAB 104), *Revenue Recognition.* Under SAB 104, revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the sales price is fixed or determinable and collectibility is reasonably assured. Generally, these criteria are met upon shipment to customers. Revenues are recorded net of discounts, rebates and estimated returns. Customer payments received in advance of product shipments are recorded as unearned revenue and are presented in the accompanying consolidated financial statements as a component of accrued liabilities. Shipping and handling costs incurred are included in the cost of revenue.

The Company provides standard warranties for its product for a period of one year from the date of shipment. Estimated warranty obligations are recorded at the time of sale.

Allowance for doubtful accounts: The allowance for doubtful accounts is based on the Company s assessment of the collectibility of customer accounts. The Company regularly reviews the allowance by considering factors such as historical experience, credit quality, the age of the accounts receivable balances and current economic conditions that may affect a customer s ability to pay. The allowance for doubtful accounts was $1,760 at December 31, 2007 (2006 - $4,154).

Property and equipment**:** Property and equipment are carried at cost less accumulated depreciation. Expenditures for maintenance and repairs are charged to operations when incurred, while additions and betterments are capitalized. The Company depreciates the costs of these assets over their estimated useful lives. When assets are retired or disposed, the asset s original cost and related accumulated depreciation are eliminated from accounts and any gain or loss is reflected in income. Depreciation and amortization are generally provided for by the straight-line method over the estimated useful lives of the assets as follows:

Office, protective and demonstration, and computer equipment	4 years
Manufacturing equipment	10 years
Leasehold improvements	over the term of the lease

Intangibles**:** The Company s intangible assets comprise a license, trademarks and patents which are accounted for at cost. The license is amortized straight-line over 17 years which is the life of the agreement, and the trademarks and patents are amortized straight-line over 5 years. Should the Company determine that there is permanent impairment in the value of the unamortized portion of an intangible asset, an appropriate amount of the unamortized balance of the intangible asset would be charged to income at that time.

Impairment of long-lived assets and long-lived assets to be disposed of: In accordance with Statement of Financial Accounting Standard (SFAS) No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, the Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized would be measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of would be reported at the lower of the carrying amount or fair value less costs to sell.

LAMPERD LESS LETHAL INC.
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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Advertising expenses: These costs are charged to expense in the period in which they are incurred. Advertising expenses for 2007 amounted to $4,383 (2006 - $8,568).

***Use of estimates*:** The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Financial statement items subject to significant management judgment include revenue recognition; the valuation of accounts receivable and inventories; the valuation of property and equipment and intangible assets; the completeness of accounts payable and accrued liabilities; the valuation of share compensation expense and warrants; and, deferred income taxes. Actual results may differ from these estimates.

Income taxes: The Company accounts for income taxes in accordance with SFAS No. 109, Accounting for Income Taxes. Under SFAS No. 109, deferred tax assets and liabilities are determined based on temporary differences between the financial statement and tax bases of assets and liabilities and net operating loss and credit carry forwards, using enacted tax rates in effect for the year in which the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized. A provision for income tax expense is recognized for income taxes payable for the current period, plus the net changes in deferred tax amounts when applicable.

Research and development: Research and development costs are expensed as incurred in accordance with SFAS No. 2, Accounting for Research and Development Costs. Materials and equipment are capitalized and amortized over their estimated useful lives should management determine that such expenditures meet the criteria under SFAS No. 2 for the capitalization of development costs.

Any approved Canadian government tax credits are recorded as a reduction of the related expense or cost of the asset acquired. The benefits are recognized when the Company has complied with the terms and conditions of the approved grant program or applicable tax legislation.

Accounting for stock-based compensation: Beginning in fiscal 2006, the Company adopted Statement of Financial Accounting Standards No. 123 (Revised 2004), Share-based Payment (SFAS 123R), which revises SFAS No. 123, Accounting for Stock-based Compensation, and supersedes Accounting Principles Board Opinion No. 25 (APB 25), Accounting for Stock Issued to Employees. SFAS 123R requires all share-based payments, including grants of employee stock options, be measured at fair value and expensed in the statement of operations over the service period. Prior to fiscal 2006, the Company accounted for its stock-based compensation plans using the intrinsic value method initially prescribed by APB 25. In applying APB 25, no expense was recognized upon grant of stock options under the Company s stock option plan.

***Financial instruments*:** The Company s financial instruments comprise cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, promissory notes and due to shareholders. The fair value of the Company s financial instruments approximates their carrying value due to the short maturity of these instruments.

LAMPERD LESS LETHAL INC.
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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Earnings (loss) per common share: The Company computes net income (loss) per share in accordance with SFAS No. 128, Earnings per Share. The standard requires presentation of both basic and diluted earnings per share (EPS) on the face of the statement of operations. Basic EPS is computed by dividing net income (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the reporting period using the treasury stock method and convertible preferred stock using the if- converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of convertible debt, stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. All potentially dilutive securities have been excluded from the computation of loss per share in the accompanying consolidated financial statements at December 31, 2007 and 2006 as the effect would have been antidilutive.

Foreign currency translation: The accompanying consolidated financial statements are expressed in Canadian dollars, which is the Company s functional currency. All transactions in foreign currencies have been converted to Canadian dollars as at the date of the transaction. Gains and losses arising upon settlement of foreign currency denominated transactions or balances are included in the determination of net and other comprehensive income. Transactions in foreign currency are translated into Canadian dollars in accordance with the SFAS No. 52, Foreign Currency Translation, as follows:

i. monetary items at the rate prevailing at the balance sheet date;
ii. non-monetary items at the historical exchange rate;
iii. revenue and expenses at the average rate in effect during the applicable reporting period.

Comprehensive income (loss)*:* The Company has adopted SFAS No. 130, Reporting Comprehensive Income (FAS No. 130), which establishes standards for reporting and the display of comprehensive income, its components and accumulated balances. Comprehensive income (loss) is defined to include all changes in equity except those resulting from investments by owners or distributions to owners. Among other disclosures, FAS No. 130 requires that all items that are required to be recognized under the current accounting standards as a component of comprehensive income be reported in a financial statement that is displayed with the same prominence as other financial statements. Comprehensive income (loss) is displayed in the accompanying consolidated statements of stockholders' deficiency and balance sheet as a component of shareholders' deficiency. At December 31, 2007 and 2006, there had been no transactions affecting other comprehensive income (loss).

Comparative figures: Certain comparative figures have been restated to conform to the basis of presentation adopted for the current year.

LAMPERD LESS LETHAL INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Canadian Funds)
Years ended December 31, 2007 and 2006

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

***Recent accounting pronouncements (continued)*:**

In September 2006, the FASB issued Statement No. 157, Fair Value Measurements (FAS 157). The objective of FAS 157 is to increase consistency and comparability in fair value measurements and to expand disclosures about fair value measurements. FAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. FAS 157 applies under other accounting pronouncements that require or permit fair value measurements and does not require any new fair value measurements. The provisions of FAS 157 are effective for fair value measurements made in fiscal years beginning after November 15, 2007. In November 2007, the FASB announced an option to defer implementation of some of the requirements of this standard for certain non-financial assets and liabilities. Management does not expect the adoption of this statement to have a material effect on the Company's future reported financial position or results of operations.

In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 108 (Topic 1N), Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements (SAB 108), which addresses how the effect of prior year uncorrected misstatements should be considered when quantifying misstatements in current year financial statements. The provisions of SAB 108 become effective as of the end of the 2007 fiscal year. SAB 108 requires SEC registrants (i) to quantify misstatements using a combined approach which considers both the balance sheet and income statement approaches; (ii) to evaluate whether either approach results in quantifying an error that is material in light of relevant quantitative and qualitative factors; and (iii) to adjust their financial statements if the new combined approach results in a conclusion that an error is material. SAB No. 108 addresses the mechanics of correcting misstatements that include effects from prior years. It indicates that the current year correction of a material error that includes prior year effects may result in the need to correct prior year financial statements even if the misstatement in the prior year or years is considered immaterial. Any prior year financial statements found to be materially misstated in years subsequent to the issuance of SAB 108 would be restated in accordance with FAS No. 154, Accounting Changes and Error Corrections. SAB 108 is effective for fiscal years ending after November 15, 2006. The adoption of SAB 108 did not have a material effect on the Company's reported financial position or results of operations.

In February 2007, the FASB issued Statement No. 159, The Fair Value Option for Financial Assets and Financial Liabilities - Including an Amendment of FASB Statement No. 115 (FAS 159). This statement permits entities to choose to measure many financial instruments and certain other items at fair value. Most of the provisions of FAS 159 apply only to entities that elect the fair value option. However, the amendment to FAS 115, Accounting for Certain Investments in Debt and Equity Securities, applies to all entities with available-for-sale and trading securities. FAS 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of a fiscal year that begins on or before November 15, 2007, provided the entity also elects to apply the provisions of FAS 157, Fair Value Measurements. Management does not expect the adoption of this statement to have a material effect on the Company's future reported financial position or results of operations.

LAMPERD LESS LETHAL INC.
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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

***Recent accounting pronouncements (continued)*:**

In December 2007, the FASB issued Statement No. 141(R), Business Combinations (FAS 141R), replacing FAS 141, Business Combinations (FAS 141). This statement retains the fundamental requirements in FAS 141 that the acquisition method of accounting (which FAS 141 termed the *purchase method*) be used for all business combinations and for an acquirer to be identified for each business combination. This Statement also establishes principles and requirements for how the acquirer: a) recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree; b) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and c) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. This Statement clarifies that acquirers are required to expense costs related to any acquisitions. FAS 141R will apply prospectively to business combinations for which the acquisition date is on or after fiscal years beginning December 15, 2008. Early adoption is prohibited. The Company has not yet evaluated the impact, if any, that FAS 141R will have on its financial statements. Determination of the ultimate effect of this statement will depend on the Company s structure at the date of adoption.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements An Amendment of ARB No. 51 (FAS 160). FAS 160 establishes new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. Specifically, this statement requires the recognition of a noncontrolling interest (minority interest) as equity in the consolidated financial statements and separate from the parent s equity. The amount of net income attributable to the noncontrolling interest will be included in consolidated net income on the face of the income statement. FAS 160 clarifies that changes in a parent s ownership interest in a subsidiary that do not result in deconsolidation are equity transactions if the parent retains its controlling financial interest. In addition, this statement requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated. Such gain or loss will be measured using the fair value of the noncontrolling equity investment on the deconsolidation date. FAS 160 also includes expanded disclosure requirements regarding the interests of the parent and its noncontrolling interest. FAS 160 is effective for fiscal years beginning on or after December 15, 2008, with retrospective presentation and disclosure for all periods presented. Early adoption is prohibited. The Company currently has no entities or arrangements that will be affected by the adoption of FAS 160. However, determination of the ultimate effect of this pronouncement will depend on the Company s structure at the date of adoption.

3. INVENTORIES

		2007		**2006**
Raw materials	$	82,849	$	40,519
Work in process		27,519		53,466
Finished goods		21,532		26,574
	$	131,900	$	120,559

LAMPERD LESS LETHAL INC.
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4. PROPERTY AND EQUIPMENT

	2007	2006
Office equipment	$ 23,547	$ 23,547
Manufacturing equipment	218,508	216,509
Protective and demonstration equipment	78,046	43,362
Computer equipment	9,565	9,565
Leasehold improvements	24,577	24,577
	354,243	317,560
Accumulated depreciation	112,586	61,839
	$ 241,657	$ 255,721

5. INTANGIBLE ASSETS

	2007			2006		
	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
License agreement	$ 22,122	$ 3,904	$ 18,218	$ 22,122	$ 2,603	$ 19,519
Trademarks	822	307	515	822	224	598
Patents	16,607	7,715	8,892	17,373	4,273	13,100
	$ 39,551	$ 11,926	$ 27,625	$ 40,317	$ 7,100	$ 33,217

6. ACCRUED LIABILITIES

	2007	2006
Customer payments received in advance	$ 23,123	$ 2,147
Legal and accounting	176,245	170,677
Payroll	-	5,600
Interest	27,009	-
Royalties	5,000	-
Other	20,897	3,600
	$ 252,274	$ 182,024

LAMPERD LESS LETHAL INC.
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7. CONTINGENCIES AND COMMITMENTS

(a) ***Litigation:*** An action has been commenced against the Company for costs relating to professional services of approximately $130,000. Included as a component of accrued liabilities in the accompanying consolidated financial statements is an amount of $113,937 at December 30, 2007 (2006 - $114,677). Management feels that the balance of the claim action is without merit. Subsequent to December 31, 2007, the Company paid $20,000 to the claimant.

(b) ***Employment Contract:*** The Company has an employment contract with an executive, expiring December 31, 2009, which stipulates that in the event of termination other than for just cause, the Company would be obligated to pay to the executive the aggregate of any unpaid salary and an amount equal to the lesser of: (1) three times the annual salary of the executive, and (2) an amount equal to the annual salary multiplied by the number of days between the date of termination and the executive s normal retirement date divided by 365.

(c) ***License Agreement:*** The Company entered into a license agreement with the University of Western Ontario (UWO), effective April 1, 2005, granting the Company the exclusive rights to make, use, lease, sell, etc. a UWO invention, known as the Less Lethal Ammunitions Projectile (the Projectile), as well as any associated trade secrets, for which the Company incurred an initial licence fee of $5,000 which has been accrued for and is included as a component of accrued liabilities in the accompanying consolidated financial statements. Lamperd has agreed to pay all approved out-of-pocket expenses incurred by UWO, assume responsibility for future patent prosecution and rights and pay UWO a quarterly royalty commencing April 1, 2006 of three percent of revenue directly attributable to the Projectile. The royalty is subject to minimum royalty obligations as detailed below.

Year		Minimum Annual License Fee per Year
2008 - 2010	$	10,000
2011 and thereafter	$	20,000

Included as a component of accrued liabilities in the accompanying consolidated financial statements is an amount of $5,000 at December 30, 2007 (2006 - $Nil).

(d) ***Operating Leases:*** The Company is committed to minimum payments under an operating lease for the land and building that it occupies. The lease expired December 31, 2007 and required annual minimum lease payments of $76,800, exclusive of occupancy charges. The lessor was 1109630 Ontario Ltd., a company owned by a director and vice-president of the Company. On January 1, 2008 the Company renewed its lease with 1109630 Ontario Ltd. for an additional three years, expiring, Dec 31, 2010, under the same terms and conditions. The Company leases additional space from the same company on a month-to-month basis for a monthly rental of $1,000.

In addition, the Company is committed to minimum payments for a vehicle lease, ending February 2009, requiring annual lease payments of $6,696.

LAMPERD LESS LETHAL INC.
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7. CONTINGENCIES AND COMMITMENTS (continued)

(e) ***Industry Risk:*** Products manufactured by Lamperd are typically used in applications and situations that involve a high level of risk of personal injury. Failure to use the Company s products for their intended purposes could result in serious bodily harm or death. As a result, less-lethal products may be subject to product liability claims arising from their design, manufacture or sale. If any such claims are decided against the Company, substantial payments for damages and increases in the cost insurance coverage may result. Any substantial uninsured loss could have a materially adverse effect on the Company s business, financial condition, and results of operations. Management is not aware of any lawsuits ongoing or threatened in regards to products manufactured and sold by the Company other than those disclosed in the notes to the accompanying consolidated financial statements.

The Company cancelled its product liability insurance coverage during 2006. This coverage has not been reinstated. The Company cannot provide assurances that resources will be available in the foreseeable future to reinstate product liability insurance coverage or, failing that, that adequate resources will be available to cover any potential product liability litigation or claims should any arise.

(f) ***Concentrations of Risk and Economic Dependence***: The Company performs ongoing credit evaluations of its customers and, with the exception of certain financing transactions, does not require collateral from its customers. The Company s customers are primarily in the enterprise, service provider and commercial markets. The Company receives certain of its components from sole suppliers. Additionally, the Company relies on a limited number of contract manufacturers and suppliers to provide manufacturing services for its products. The inability of a contract manufacturer or supplier to fulfill supply requirements of the Company could materially impact future operating results.

During 2007, three customers represented 85% of the Company s gross revenues (2006 three; 81%).

8. FINANCIAL INSTRUMENTS

Credit risk: The Company is engaged in the sale of less lethal products, other protective gear, and accessories typically to a small number of major customers, although the composition of this group of customers changes from year to year. Concentration of credit risk may arise from exposures to a single debtor or to a group of debtors having similar characteristics such that their ability to meet their current obligations is expected to be affected similarly by changes in economic or other conditions. The Company performs ongoing credit evaluation of its customers' financial condition and, generally, requires no collateral. At December 31, 2007, 34% (2006 - 66%) of total accounts receivable was due from one customer.

Currency risk: The Company is subject to currency risk through its activities in the United States. Unfavorable changes in the exchange rate may affect the operating results of the Company. At December 31, 2007 the Company had United States dollar accounts receivable of $6,462 (2006 - $20,777) and $20,707 of United States dollar accounts payable and accrued liabilities (2006 - $68,672). The Company does not actively use derivative instruments to reduce its exposure to foreign currency risk. However, depending upon the nature, amount and timing of foreign currency receipts and payments, the Company may enter into forward exchange contracts to mitigate the associated risks. There were no forward exchange contracts outstanding at December 31, 2007 or 2006.

LAMPERD LESS LETHAL INC.
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8. FINANCIAL INSTRUMENTS (continued)

Market risk: The Company is exposed to certain market risk that the value of a financial instrument will fluctuate due to changes in market prices whether those changes are caused by factors specific to an individual security or its issuer or factors affecting all securities traded in the market.

Interest rate risk: The Company is exposed to interest rate risk arising from fluctuations in interest rates on its short-term investments. The Company s notes receivable and bridge loans bear interest at fixed rates. Management is of the opinion that the Company is not exposed to significant interest rate risks in respect of these instruments due to their short maturities.

9. RELATED PARTY TRANSACTIONS

(i) A company controlled by a director and vice president of the Company is a subcontractor of parts for certain of the Company s products. The Company purchased from this corporation $2,807 in 2007 and $6,431 in 2006 for the manufacturing of various components and purchases for the Company. At December 31, 2007, $6,327 was outstanding to this company (2006 - $7,177) and is included as a component of accounts payable in the accompanying consolidated financial statements.

(ii) As discussed in note 7(d) to the accompanying consolidated financial statements, the Company rents its premises from a corporation controlled by a director and vice president of the Company. Total rent purchased from this corporation in 2007 was $88,800 (2006 - $88,800). There is no balance owing to this related party at December 31, 2007 or 2006. The balance otherwise payable for 2007 was satisfied by the issuance of stock in the Company.

(iii) The Company purchased consulting services from certain of its directors and officers during 2007 in the amount of $Nil (2006 - $12,000).

(iv) During 2007 the Company received legal services from a shareholder in the amount of $18,500, (2006 - $9,000) of which $9,500 is outstanding and is included as a component of due to shareholders, officers and employees in the accompanying consolidated financial statements. The corresponding expenses for 2006 were satisfied by the issuance of stock in the Company.

LAMPERD LESS LETHAL INC.
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10. DUE TO SHAREHOLDERS, OFFICERS DIRECTORS AND EMPLOYEES

		2007	2006
(i)	Promissory notes due to shareholders, unsecured, bearing interest at 15% per annum, due December 2007. The notes contain a penalty provision on failure to pay at the maturity date of 2% on the unpaid balance. The penalty and interest have been accrued for and are included as a component of accrued liabilities in the accompanying consolidated financial statements.	$ 50,000	$ 50,000
(ii)	Promissory notes due to a shareholder, unsecured, bearing interest at 15% per annum, and are repayable April 2008. The note contains a penalty provision on failure to pay at the maturity date of 2% on the unpaid balance. The interest has been accrued for and is included as a component of accrued liabilities in the accompanying consolidated financial statements.	30,000	-
(iii)	Demand promissory note with a principal of $50,000 due to a shareholder, bearing interest at 8% per annum and secured by a General Security Agreement over all assets of the Company. This note bore a lender s fee of $6,000, which was expensed during 2007, resulting in net proceeds to the Company of $44,000. The interest rate increases to 12% on January 1, 2008, plus an additional $2,000 lender s fee, on any unpaid balance. The Company repaid $25,000 of the loan during 2007.	25,000	-
(iv)	Promissory notes due to a shareholder, unsecured, bearing interest at 15% per annum, repayable as to principal and interest on April 11, 2008. The interest has been accrued for and is included as a component of accrued liabilities in the accompanying consolidated financial statements.	20,000	-
(v)	Demand promissory note with a principal of $80,000 due to a director, bearing interest at 10% per annum. Principal payments are due in monthly installments commencing June 30, 2007 of not less than $750. This note bore a lender s fee		

	of $5,000, which was expensed during 2007, resulting in net proceeds to the Company of $75,000. No principal payments were made on the loan to December 31, 2007. Unpaid interest of $1,506 has been accrued for and is included as a component of accrued liabilities in the accompanying consolidated financial statements.		80,000	-
(vi)	Promissory note to shareholder, bearing interest at 12% per annum and due April 12, 2009.		2,000	-
(vii)	At December 31, 2007, the Company owes certain employees, a director and a shareholder a total of $15,456 for non-interest bearing loans, unpaid expenses and services and $9,500 for unpaid consulting fees. These amounts are repayable on demand.		24,956	8,309
(viii)	Amount owing to the Company s president in respect of unpaid wages and miscellaneous expenses.		57,426	17,858
		$	289,382	76,167

LAMPERD LESS LETHAL INC.
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11. STOCK INCENTIVE PLAN

Effective October 1, 2006, the Company adopted the 2006 Stock Option Plan (SOP), amending the Company s 2005 SOP under with no stock-based compensation had ever been awarded. The 2006 SOP is designed to reward directors, employees and consultants for their long-term contributions to the Company and provide incentives for them to remain with the Company. The number and frequency of stock-based awards are determined by the Company s board of directors based on competitive practices, operating results of the Company, and government regulations.

The maximum number of common shares issuable over the term of the 2006 SOP is limited to 2 million shares. The SOP permits the granting of stock options to directors, employees and consultants of the Company and its subsidiaries and affiliates. Options granted under the SOP have an exercise price of at least 100% of the fair market value of the underlying stock on the grant date and expire no later than ten years from the grant date. The stock options under the SOP generally become exercisable for 25% of the option shares one year from the date of grant and then rateably over the following 36 months. However, the administrator of the SOP has the authority to modify these terms.

The following SOP table summarizes the changes in options outstanding and the related prices for the shares of the Company s common stock issued as of December 31, 2007:

	Number of Options	Weighted Average Exercise Price US dollars
January 1, 2006	-	-
Granted December 2006	200,000	$ 0.10
January 1, 2007	200,000	0.10
Granted June 2007	650,000	0.08
July 2007	250,000	0.10
December 2007	500,000	0.04
December 31, 2007	1,600,000	$ 0.07

Options Outstanding and Exercisable at December 31, 2007:

Options Outstanding				Options Exercisable	
Range of Exercise Prices US dollars	Shares	Remaining Life (years)	Exercise Price US dollars	Shares	Exercise Price - US dollars
$ 0.04	500,000	5.0	$ 0.04	250,000	$ 0.04
0.10	250,000	4.8	0.10	187,500	0.10
0.08	650,000	4.9	0.08	650,000	0.08
0.10	200,000	7.0	0.10	133,334	0.10
	1,600,000		$ 0.07	1,220,834	0.08

During 2007, the Company recognized $102,888 as stock-based compensation expense, with a corresponding increase in additional paid-in capital. Management is of the opinion that stock-based compensation expense for the year ended December 31, 2006 was not material.

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11. STOCK INCENTIVE PLAN (continued)

The fair value of the options has been estimated using the Black-Scholes pricing option model. The assumptions used for the valuation of the options were: dividend yield 0%; expected volatility 144%; risk-free interest rate 4.1%; and an expected life of 5 -7 years (2006 0%; 25%; 4.25%; 10 years, respectively). Total stock-based compensation costs for 2007 amounted to $102,888. Management is of the opinion that the 2006 fiscal year stock-based compensation costs were not material.

12. CAPITAL STOCK

Transactions during the year in the Company s capital stock are as follows:

Date	Number of shares issued	Par value common shares	Additional paid-in capital
Balance January 1, 2006	50,750,000	$ 62,696	$ 1,937,738
March 2, 2006 (i)	500,000	584	203,212
September 14, 2006 (ii)	1,000,000	1,100	66,832
December 12, 2006 (iii)	1,570,158	1,567	123,806
Balance January 1, 2007	53,820,158	$ 65,947	$ 2,331,588
March 31, 2007 (iv)	422,982	488	53,233
May 1, 2007 (v)	750,000	750	85,718
June 30, 2007 (vi)	374,900	399	29,523
December 31, 2007 (vii)	3,077,528	3,078	120,023
December 31, 2007 (viii)	250,000	250	9,750
December 31, 2007 (ix)	250,000	250	9,750
December 31, 2007 (x)	925,475	925	36,094
2007 stock-based compensation	0	0	102,888
Balance December 31, 2007	59,871,043	$ 72,087	$ 2,778,567

(i) Shares issues for services received during 2005, based on the stock price at close of business on March 2, 2006.

(ii) Shares issued in a private placement offering at $0.06 per share.

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Years ended December 31, 2007 and 2006

12. CAPITAL STOCK (continued)

(iii) Shares issued to related parties (two suppliers to the Company and the Company s president) in lieu of $125,373 due to these parties at an issue price of $0.08 per share.

(iv) Shares issued to a corporation owned by a director of the Company in lieu of repayment of loans outstanding at March 31, 2007.

(v) Issued in a private placement offering at US $0.10 a unit which included a common stock purchase warrant entitling the holder to acquire up to 1,000,000 common shares in the company at US $0.08 per share, expiring April 30, 2010.

(vi) Shares issued to a corporation owned by a director of the Company in lieu of repayment of loans outstanding at June 30, 2007.

(vii) Shares issued to a corporation owned by a director of the Company in lieu of payment for services rendered to the Company during 2007.

(viii) Shares issued to an employee of the Company as an incentive bonus.

(ix) Shares issued to a consultant in lieu of payment for services rendered to the Company during 2007.

(x) Shares issued to the president of the Company in lieu of payment for services rendered during 2007.

13. WARRANTS

At January 1 2006, the Company had issued and outstanding 3,000,000 common stock purchase warrants for the purchase of stock in the Company at US $1.25 - $1.40. These warrants expired in 2007.

As part of the unit issuance described in note 12 (v), the Company issued 1,000,000 common stock purchase warrants for the purchase of stock in the Company at US $0.08. These warrants expire in May of 2010.

14. DEFERRED INCOME TAXES

The parent company, Lamperd Less Lethal Inc., is a US corporation and is responsible for the filing of United States Federal income tax returns. There have been no taxable transactions in this company in 2007 or in 2006. Separate income tax returns are filed for the Canadian subsidiary, 1476246 Ontario Limited, which contains all of the reported operations for the consolidated entity. There was no taxable income and, consequently no provision for income taxes, for the years ended December 31, 2007 and 2006.

LAMPERD LESS LETHAL INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Canadian Funds)
Years ended December 31, 2007 and 2006

14. DEFERRED INCOME TAXES (continued)

The total provision for income taxes may differ from that amount which would be computed by applying the income tax rate to income (loss) before provision for income taxes. The reasons for these differences are as follows:

	2007 Amount	2007 %	2006 Amount	2006 %
Income tax computed at statutory income tax rate (recovery)	$ (278,000)	(35)	$ (303,000)	(36)
Non-deductible and temporary differences	56,000	7	15,000	2
Valuation adjustment	222,000	28	288,000	34
Net taxes (recovery) and effective rate	$ 0	0	$ 0	0

Temporary differences and carry-forwards, which gives rise to deferred tax assets and liabilities are as follows:

	2007 Amount	2007 Tax Effect (33%)	2006 Amount	2006 Tax Effect (36%)
Net cumulative operating losses for Canadian subsidiary	$ 2,760,000	$ 911,000	$ 1,967,000	$ 708,000
Temporary differences	(202,000)	(67,000)	(42,000)	(15,000)
Share issue costs	204,000	67,000	204,000	73,000
Less valuation allowance	(2,762,000)	(911,000)	(2,129,000)	(766,000)
Net deferred tax asset	$ 0	$ 0	$ 0	$ 0
Net cumulative operating losses US parent	$ 104,000	$ 37,000	$ 104,000	$ 37,000
Less valuation allowance	(104,000)	(37,000)	(104,000)	(37,000)

Net deferred tax asset	$ 0	$ 0	$ 0	$ 0

LAMPERD LESS LETHAL INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Canadian Funds)
Years ended December 31, 2007 and 2006

14. DEFERRED INCOME TAXES (continued)

In assessing the realizability of future tax assets, management considers whether it is more likely than not that some portion or all of the future tax assets will not be realized. The ultimate realization of future tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of future tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Management has provided for a valuation allowance on all of its losses as there is no assurance that future tax benefits will be realized.

At December 31, 2007 the Company had cumulative net operating loss carry-forwards of approximately $2,762,000 (2006 - $2,129,000) with respect to its Canadian subsidiary and $104,000 (2006 - $104,000) in the United States for the parent.

With respect to the Canadian amount, $634,000 will expire in 2027, $800,000 will expire in 2026 and $1,328,000 in 2015.

The U.S. net operating loss expires in 2021 through 2024. The provisions of Internal Revenue Code Section 382 will apply to the use of the US net operating losses originated before 2005.

15. SUBSEQUENT EVENTS

(i) On March 19, 2008 a shareholder advanced $20,000 to the Company under a promissory note bearing interest at 15% per annum, with principal due in March 2009. The notes are secured by certain purchase orders that the Company has received from its customers.

(ii) On April 9, 2008 a shareholder advanced $40,000 to the Company under a promissory note bearing interest at 12% per annum, with principal due in April 2009. The notes are secured by certain purchase orders that the Company has received from its customers.

(iii) In January and March 2008, shareholders advanced approximately $10,000 to the Company. These advances are non-interest bearing, unsecured, and repayable on demand.

LAMPERD LESS LETHAL INC.

Item 8. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure.

On April 3, 2008, we engaged Danziger Hochman Partners LLP Licensed Public Accountants, as our independent accountants to audit our financial statements to replace Gregory J. Barber CPA.P.C. Danziger Hochman Partners LLP were not consulted on any matter relating to accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements. Gregory J. Barber CPA.P.C. performed the 2006 audit and Mintz and Partners LLP performed the 2005 and 2004 audit.

Item 8A. Disclosure Controls and Procedures
(a) ***Evaluation of Disclosure Controls and Procedures***

The company s management with the participation of its Chief Executive Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of December 31, 2007. Based on that evaluation, the Company s Chief Executive Officer and other Senior Management have concluded that, as December 31 2007, the Company s disclosure controls and procedures were not totally effective as a result of the material weakness in internal control over financial reporting noted in (b) below. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company s annual or interim financial statements will not be prevented or detected on a timely basis

(b) ***Management s Report on Internal Control Over Financial Reporting***

The Company s significant personnel reduction resulting from low sales volumes has affected the overall control environment.

*provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles.

*receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company.

*effective controls over disclosures to ensure that all disclosures required are addressed in financial statements.

All internal control system, no matter how will designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. These inherent limitations include the realities that judgement in decision making can be faulty, and that break down can occur because of simple error. The design of any system of controls is based upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

(c) ***Changes in Internal Control over Financial Reporting***

During the quarter ending March 31, 2008, there were no changes made to our Internal Control Procedures

Item 8B. Other Information
None.

PART III

Item 9. Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 16(a) of the Exchange Act.

DIRECTORS AND EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

As at April 30, 2008, our directors and executive officers, their ages, positions held, and duration of such, are as follows:

Name	Position Held with our Company	Age	Date First Elected or Appointed
Barry Lamperd	President, Chief Executive Officer and Director	60	April 14, 2005
D'arcy David William Bell	Director	54	April 14, 2005
Dominic Dicarlo	Director	59	April 14, 2005
Edward Ferguson	Director	60	April 14, 2005
Terry Smith	Director	55	April 14, 2005
Sharon Scott	Plant / Operation Manager	54	June 6, 2005

Business Experience

The following is a brief account of the education and business experience during at least the past five years of each director, executive officer and key employee, indicating the principal occupation during that period, and the name and principal business of the organization in which such occupation and employment were carried out.

Barry Lamperd

Mr. Lamperd became our President, Chief Executive Officer and Director on April 14, 2005.

In 1989, Mr. Lamperd started Pine Tree Law Enforcement Products, a company focussed on the design, production and manufacture of products for a variety of uses by law enforcement, military and corrections personnel. In January of 2005, Pine Tree Law Enforcement Products was acquired by Lamperd. Upon the acquisition, Mr. Lamperd was appointed president of Lamperd and currently supervises product research and development of the company. Mr. Lamperd is a member of the Police and Military Advisory Board, an organization that sets the training standards for police and military personnel in Canada.

D'arcy David William Bell

Mr. Bell was appointed Vice President and Director on April 14, 2005.

Mr. Bell is a partner with the law firm George Murray Shipley Bell LLP where he has a diverse practice including corporate commercial law. Mr. Bell graduated with a Bachelor of Laws from the University of Windsor.

Dominic Dicarlo

Mr. Dicarlo was appointed Vice President and Director on April 14, 2005.

Mr. Dicarlo is the president of T.R.E.L. Of Sarnia Limited, a machine shop. Mr. Dicarlo graduated from Fanshaw College of London, Ontario in 1969.

Terry Smith

Mr. Smith was appointed a director on April 14, 2005.

Terry E. Smith has been involve with the criminal justice industry since patrolling the streets in Okinawa as a United State Marine Military Policeman in 1972. In 1975, he ended his MP duties with the Marine Corps at Quantico, Virginia to attend college in his hometown. His primary studies there was in criminal justice and a minor in sociology. While attending college he continued providing educational support to local law enforcement agencies in the area of police baton certification, which he had certified as an Instructor while in the Marine Corps. While in college, he also volunteered as an auxiliary police officer and worked in private security.

Terry moved his family to Indianapolis, Indian to take on duties as a Deputy Sheriff with the Marion County Sheriff's Department (MCSD) in February 1978.

He eventually earned his B.S. in Criminal Justice at the University of Indiana (IUPUI campus), Indiana in 1982. He worked many positions within the department, but is most proud of his duty as a Senior Training Officer at the MCSD Training Academy. In 1988, he accepted an offer to become the Director of Training at a large criminal justice technology manufacturer in New Hampshire. He continues in that position today. Terry is a Charter member of several key trainer associations such as the International Law Enforcement Educators and Trainers Association (ILEETA) and the former American Society of Law Enforcement Trainers (ASLET). He is an associate member with the International Association of Women Police (IAWP) and International Association of Directors of Law Enforcement Standards and Training (IADLEST).

Edward Ferguson

Mr. Edward Ferguson was appointed a director on April 14, 2005

Mr. Edward Ferguson is a United States Navy Combat veteran. Between 1990 and 1993, Mr Ferguson independently owned and operated E.L.F., and advertising and marking company. Since 1993, Mr. Ferguson has been associated with Fox Labs International

Inc., and in 1997m Mr. Ferguson became the president and 50% shareholder of Fox Labs International Inc. As of 1998 Mr. Ferguson held 100% of shares for Fox Lab International Inc.

Sharon Scott

Mrs. Sharon Scott was appointed Plant / Operation Manager on June 6, 2005.

Mrs. Scott has over 20 years experience in the injection molding manufacturing industries. Sharon has extensive knowledge in Production Controls, Expanded Bill of Material Costing (BOM), Customer Relations, SPC, FMEA, Control Plans, QS/ISO 9000. Mrs. Scott was the Operations Manager for a Plastic injection Molding Company in Michigan which supplied production and service parts for two major automotive companies. Previous to this position she was Production Manager / Customer Liaison for North American Plastics Inc. a chrome plating and plastics injection molding corporation in Canada. Mrs. Scott attended Westervelt Business College and Fanshaw College in London, Ontario.

Committees of the Board

Currently our company has the following committees:

- Audit Committee;
- Nominating and Corporate Governance Committee; and
- Compensation Committee.

The following people make up the Audit Committee: Barry Lamperd, Dominic Dicarlo, and Darcy Bell. The Audit Committee is governed by the Audit Committee Charter adopted by the board of directors on February 9, 2004.

Our Nominating and Corporate Governance Committee is currently made up of all of our directors. The Nominating and Corporate Governance Committee is governed by the Nominating and Corporate Governance Committee Charter adopted by the board of directors on February 9, 2004.

Our Compensation Committee is currently made up of all of our directors. The Compensation Committee is governed by the Compensation Committee Charter adopted by the board of directors on February 9, 2004.

Family Relationships

There are no family relationships between any of our directors or executive officers.

Involvement in Certain Legal Proceedings

Other than as discussed below, none of our directors, executive officers, promoters or control persons have been involved in any of the following events during the past five years:

1. any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

2. any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offences);

3. being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or

4. being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

Audit Committee Financial Expert

Our Board of Directors has determined that it does not have a member of its audit committee that qualifies as an audit committee financial expert as defined in Item 401(e) of Regulation S-B, and is independent as the term is used in Item 7(d)(3)(iv) of Schedule 14A under the Securities Exchange Act of 1934, as amended.

We believe that the members of our Board of Directors are collectively capable of analyzing and evaluating our financial statements and understanding internal controls and procedures for financial reporting. In addition, we believe that retaining an independent director who would qualify as an audit committee financial expert would be overly costly and burdensome and is not warranted in our circumstances given the early stages of our development and the fact that we have not generated adequate revenues to date.

Section 16(a) Beneficial Ownership Compliance

Section 16(a) of the Securities Exchange Act requires our executive officers and directors, and persons who own more than 10% of our common stock, to file reports regarding ownership of, and transactions in, our securities with the Securities and Exchange Commission and to provide us with copies of those filings. Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons, we believe that during fiscal year ended December 31, 2007, all filing requirements applicable to its officers, directors and greater than ten percent beneficial owners were complied with, with the exception of the following:

Name	**Number of Late Reports**	**Number of Transactions Not Reported on a Timely Basis**	**Failure to File Requested Forms**
Barry Lamperd	1(1)	21(1)(2)	Nil
D arcy David William Bell	1(2)	9(1)(2)	Nil
Dominic Dicarlo	1(2)	17(1)(2)	Nil

(1) The named officer, director or greater than 10% stockholder, as applicable, filed a late Form 4 Statement in Changes of Beneficial Ownership.

(2)

The named officer, director or greater than 10% stockholder, as applicable, is preparing to file a Form 5 Annual Statement of Changes in Beneficial Ownership of Securities.

Code of Ethics

Effective February 9, 2004, our company's board of directors adopted a Code of Business Conduct and Ethics that applies to, among other persons, our company's president (being our principal executive officer) and our company's chief financial officer (being our principal financial and accounting officer and controller), as well as persons performing similar functions. As adopted, our Code of Business Conduct and Ethics sets forth written standards that are designed to deter wrongdoing and to promote:

(1) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(2) full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with, or submit to, the Securities and Exchange Commission and in other public communications made by us;

(3) compliance with applicable governmental laws, rules and regulations;

(4) the prompt internal reporting of violations of the Code of Business Conduct and Ethics to an appropriate person or persons identified in the Code of Business Conduct and Ethics; and

(5) accountability for adherence to the Code of Business Conduct and Ethics.

Our Code of Business Conduct and Ethics requires, among other things, that all of our company's personnel shall be accorded full access to our president and corporate secretary, as well as persons performing similar functions, with respect to any matter which may arise relating to the Code of Business Conduct and Ethics. Further, all of our company's personnel are to be accorded full access to our company's board of directors if any such matter involves an alleged breach of the Code of Business Conduct and Ethics by our president or chief financial officer.

In addition, our Code of Business Conduct and Ethics emphasizes that all employees, and particularly managers and/or supervisors, have a responsibility for maintaining financial integrity within our company, consistent with generally accepted accounting principles, and federal, provincial and state securities laws. Any employee who becomes aware of any incidents involving financial or accounting manipulation or other irregularities, whether by witnessing the incident or being told of it, must report it to his or her immediate supervisor or to our company's audit committee. Any failure to report such inappropriate or irregular conduct of others is to be treated as a severe disciplinary matter. It is against our company policy to retaliate against any individual who reports in good faith the violation or potential violation of our company's Code of Business Conduct and Ethics by another.

Our Code of Business Conduct and Ethics is incorporated by reference from our Annual Report on Form 10-KSB filed on April 7, 2005. We will provide a copy of the Code of Business Conduct and Ethics to any person without charge, upon request. Requests can be sent to: Lamperd Less Lethal, Inc., 1200 Michener Road, Sarnia, Ontario N7T 7H8.

Item 10. Executive Compensation.
The particulars of compensation paid to the following persons:

- our principal executive officer;
- each of our two most highly compensated executive officers who were serving as executive officers at the end of the year ended December 31, 2006; and
- up to two additional individuals for whom disclosure would have been provided under (b) but for the fact that the individual was not serving as our executive officer at the end of the most recently

completed financial year, who we will collectively refer to as the named executive officers, of our years ended December 31, 2006 and 2005 , are set out in the following summary compensation table:

[NTD include footnotes for amounts in columns other than salary, unless stock was given as part of salary]

SUMMARY COMPENSATION TABLE									
Name and Principal Position	**Year**	**Salary ($)**	**Bonus ($)**	**Stock Awards ($)**	**Option Awards ($)**	**Non-Equity Incentive Plan Compensa-tion ($)**	**Change in Pension Value and Nonqualified Deferred Compensatio n Earnings ($)**	**All Other Compensation ($)**	**Total ($)**
Barry Lamperd President, Chief Executive Officer and Director(1)	2007 2006 2005 2004	87,981 125,000 125,000 Nil	Nil Nil Nil Nil	37,019 Nil Nil Nil	Nil Nil Nil Nil	Nil Nil Nil Nil	Nil Nil Nil Nil	Nil Nil Nil Nil	125,000 125,000 125,000 Nil
Dominic Dicarlo Vice President, Director(2)	2007	Nil	Nil	Nil	16,000	Nil	Nil	Nil	16,000
Sharon Scott Plant / Operation Manager(3)	2007 2006 2005 2004	60,000 60,000 33,462 N/A	Nil Nil Nil N/A	10,000 Nil Nil N/A	40,000 10,000 Nil N/A	Nil Nil N/A	Nil Nil N/A	Nil Nil N/A	110,000 60,000 33,462 N/A

(1) Mr. Lamperd was appointed President and Chief Executive Officer on April 14, 2005.
(2) Mr. Dominic Dicarlo was appointed Vice President / Director on April 14, 2005
(3) Mrs. Scott was appointed Plant / Operation Manager on June 6, 2005.

Employment/Consulting Agreements

There is one written employment/consulting agreement between the company and Barry Lamperd, Director and President/CEO.

Long-Term Incentive Plans

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers, except that our directors and executive officers may receive stock options at the discretion of our board of directors. We do not have any material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that stock options may be granted at the discretion of our board of directors.

We have no plans or arrangements in respect of remuneration received or that may be received by our executive officers to compensate such officers in the event of termination of employment (as a result of resignation, retirement, change of control) or a change of responsibilities following a change of control, where the value of such compensation exceeds $60,000 per executive officer.

Stock Option Plan

On December 4, 2006 our directors adopted a stock option plan (the 2006 Option Plan) for our directors and employees, reserving a total of 2,000,000 shares of our common stock for issuance pursuant to grants made under the 2006 Option Plan. The 2006 Option Plan was effective October 1, 2006.

The following table sets forth for each of the named executive officers certain information concerning unexercised options, stock that has not vested; and equity incentive plan awards outstanding as at the year ended December 31, 2007.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END									
	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
Dominic Dicarlo Vice President and Director	200,000 (3)	Nil	Nil	0.08	June 30, 2012	Nil	Nil	Nil	Nil
Sharon Scott Plant / Operation Manager	66,666		33,334[(2)]	0.10	Dec. 4, 2013	Nil	Nil	Nil	Nil
	250,000 (3)	Nil	Nil	0.08	June 30, 2012	Nil	Nil	Nil	Nil
	250,000 (4)	Nil	250,000	0.04	Dec 31, 2012	Nil	Nil	Nil	Nil

(2) Stock Options were granted effective December 4, 2006 and vest as to 33 1/3% on June 4, 2007, December 4,

2007 and June 4, 2008

(3) Stock Option were granted effective June 30, 2007 and vested as to 50% June 30, 2007, December 30, 2007

(4) Stock Options were granted effective December 31, 2007 and vested as to 50% December 31, 2007 and 50% June 30, 2008 .

Directors Compensation

Other than disclosed above there was no other directors compensations.

We reimburse our directors for expenses incurred in connection with attending board meetings but did not pay director's fees or other cash compensation for services rendered as a director in the year ended December 31, 2005.

We have no present formal plan for compensating our directors for their service in their capacity as directors, although in the future, such directors are expected to receive compensation and options to purchase shares of common stock as awarded by our board of directors or (as to future options) a compensation committee which may be established in the future. Directors are entitled to reimbursement for reasonable travel and other out-of-pocket expenses incurred in connection with attendance at meetings of our board of directors. The board of directors may award special remuneration to any director undertaking any special services on behalf of our company other than services ordinarily required of a director. Other than indicated in this annual report, no director received and/or accrued any compensation for his or her services as a director, including committee participation and/or special assignments.

Report on Executive Compensation

Our compensation program for our executive officers is administered and reviewed by our board of directors. Historically, executive compensation consists of a combination of base salary and bonuses. Individual compensation levels are designed to reflect individual responsibilities, performance and experience, as well as the performance of our company. The determination of discretionary bonuses is based on various factors, including implementation of our business plan, acquisition of assets, and development of corporate opportunities and completion of financing.

Item 11. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth, as at March 31, 2007, certain information with respect to the beneficial ownership of our common stock by each shareholder known by us to be the beneficial owner of more than five percent (5%) of our common stock, and by each of our current directors and executive officers. Each person has sole voting and investment power with respect to the shares of common stock, except as otherwise indicated. Beneficial ownership consists of a direct interest in the shares of common stock, except as otherwise indicated.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership[(1)]	Percentage of Class[(1)]
Barry Lamperd 1041 Brimwood Crescent Sarnia, Ontario N7S 5E8	6,741,795	11.26.%
Sharon Scott 2332 Kimball Rd. Courtright N0N 1H0	Nil	Nil
D Arcy David William Bell 1280 Marcin Road Sarnia, Ontario N7V 3J9	5,585,000	9.32%
Dominic Dicarlo 1981 Rainbow Trial Sarnia, Ontario N7T 7H6	2,849,075	4.75%
Terry Smith 58 Kennedy Drive Keene, New Hampshire 03431	Nil	Nil
Edward Ferguson 20752 Miles St. S. Clinton Township, Michigan 48036-	250,000	*

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Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership[1]	Percentage of Class[1]
Mercer Investments Inc. [2] 1610 Wesbrook Crescent Vancouver, British Columbia V6T 1W1	2,990,000	4.99%
Bruce Strebinger 338 North Dollarton Highway North Vancouver, British Columbia V7G 1N1	2,990,000	4.99%
Ernie Taglione 2155 Huron Shores Drive Sarnia, Ontario N7V 7H6	2,849,075	4.75%
1109630 Ontario Limited [3] 1165 Confederation St. Sarnia, Ontario N7S 3Y5	4,993,748	8.34%
Directors and Executive Officers as a Group (5 individuals)	*15,425,870 common shares*	*25.76%*

* Less than 1%

(1) Based on 59,871,043 shares of common stock issued and outstanding as of March 31, 2008. Except as otherwise indicated, we believe that the beneficial owners of the common stock listed above, based on information furnished by such owners, have sole investment and voting power with respect to such shares, subject to community property laws where applicable. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of common stock subject to options or warrants currently exercisable, or exercisable within 60 days, are deemed outstanding for purposes of computing the percentage ownership of the person holding such option or warrants, but are not deemed outstanding for purposes of computing the percentage ownership of any other person.

(2) The shares of common stock held by Bruce Strebinger and Mercer Investments Inc. are subject to a voting agreement dated March 18, 2005 (the "Voting Agreement"). Pursuant to the provisions of the Voting Agreement, Bruce Strebinger and Mercer Investments Inc. vested all voting power of all shares beneficially owned in the capital of the Company in favour of Barry Lamperd, D'Arcy David William Bell and Dominic DiCarlo until April 1, 2008.

(3) Dominic Dicarlo and Ernie Taglione are 50% owners of 1109630 Ontario Limited. This total has not been included in the Directors and Executive group percentage.

Cancellation of Shares, Cancelled Debt

None.

Future Changes in Control

We are unaware of any contract or other arrangement, the operation of which may, at a subsequent date, result in a change in control of our company.

Item 12. Certain Relationships and Related Transactions, and Director Independence.
Except as disclosed herein, there have been no transactions or proposed transactions in which the amount involved exceeds the lesser of $120,000 or one percent of the average of our total assets at year-end for the last three completed fiscal years in which any of our directors, executive officers or beneficial holders of more than 5% of the outstanding shares of our common stock, or any of their respective relatives, spouses, associates or affiliates, has had or will have any direct or material indirect interest.

The Company entered into an asset purchase agreement with Pinetree Law Enforcement Products of Canada Limited (Pinetree) on January 1, 2005 to acquire certain assets of Pinetree in exchange for assumption of liabilities and note payable. At the time of the agreement, a Director and Vice President of the Company was owed $102,400 by Pinetree which was paid in full on April 22, 2005 when the Company retired the note payable. No amounts are owed to the related party at December 31, 2007.

The Company issued 250,000 shares of common stock to Edward Ferguson, a director of our company, on December 2006, in lieu of a cash payment in the amount of $277,500 for services rendered to our company.

A company controlled by a Director and Vice President of the Company is the primary subcontractor of parts for the Company s weapon launcher systems. The Company paid this corporation $2,807 in 2007, $6,431 for the year ended December 31, 2006, $149,413 for the year ended December 31, 2005 and $Nil for the year ended December 31, 2004 for the manufacturing of various components, and purchases for the Company.

The company rents premises from a corporation controlled by a Director and Vice President of the Company. $88,800 for years ended 2007 and 2006. $85,400 was paid for the year ended December 31, 2005 and was paid Nil for the year ended December 31, 2004.

The Company purchased consulting services from certain directors and officers during 2007, in the amount of $NIL (2006-$12,000).

The Company received legal services from a shareholder in the amount of $18,500, in 2007, (2006 -$9,000) 115,500 shares of common stock were issued to satisfy the amount for 2006.

The Company issued 925,475 shares of common stock in 2007, and 336,320 - 2006 to the President and Director in lieu of a cash payment for the amounts of $37,019 2007, and $26,906 2006 for services and loans rendered to our company.

The Company issued 3,875,410 shares of common stock in 2007, and 1,118,338 - 2006 to company controlled by a Vice President and Director in lieu of a cash payment for the amounts of $206,744– 2007, and $89,167– 2006. for services and loans rendered to our company.

The Company issued 250,000 shares of common stock in 2007, and NIL - 2006 to a Senior Manager for services provided over and above the salary paid.

Corporate Governance

We currently act with six (6) directors, consisting of Barry Lamperd, D arcy David William Bell, Dominic Dicarlo, Alexander Purvis Glenn, Ed Ferguson and Terry Smith.

We have determined that D arcy David William Bell, Dominic Dicarlo, Alexander Purvis Glenn, Ed Ferguson and Terry Smith are independent directors, as that term is used in Rule 4200(a)(15) of the Rules of National Association of Securities Dealers.

Currently our company has the following committees:

- Audit Committee;
- Nominating and Corporate Governance Committee; and
- Compensation Committee.

The following people make up the Audit Committee: Barry Lamperd, Dominic Dicarlo, and Darcy Bell. The Audit Committee is governed by the Audit Committee Charter adopted by the board of directors on February 9, 2004.

Our Nominating and Corporate Governance Committee is currently made up of all of our directors. The Nominating and Corporate Governance Committee is governed by the Nominating and Corporate Governance Committee Charter adopted by the board of directors on February 9, 2004.

Our board of directors presently does not have a separate stock plan committee.

Item 13. Exhibits.

Exhibit	Description
3.	***Articles of Incorporation and By-laws:***
3.1	Articles of Incorporation (incorporated by reference from our Registration Statement on Form SB-2, filed on March 27, 2002).
3.2	Restated Articles of Incorporation (incorporated by reference from our Registration Statement on Form SB-2, filed on March 27, 2002).
3.3	Bylaws (incorporated by reference from our Registration Statement on Form SB-2, filed on March 27, 2002).
3.4	Certificate of Amendment filed with the Nevada Secretary of State on January 31, 2005. (incorporated by reference from our Current Report on Form 8-K, filed on February 1, 2005).
3.5	Certificate of Amendment filed with the Nevada Secretary of State on March 21, 2005 (incorporated by reference from our Current Report on Form 8-K, filed on March 31, 2005).

Exhibit	Description
10.	**Material Contracts**
10.1	Share Exchange Agreement dated March 18, 2005, among our company under our former name Sinewire Networks Inc., 1476246 Ontario Limited doing business as Lamperd Less Lethal, Patrick Ward, Hani Zabaneh and the principal shareholders as set out in the share exchange agreement (incorporated by reference from our Current Report on Form 8-K, filed on March 31, 2005).
10.2	Employment Agreement dated January 1, 2005 between 1476246 Ontario Limited and Barry Lamperd (incorporated by reference from our Current Report on Form 8-K, filed on May 13, 2005).
10.3	Addendum to Employment Agreement made January 1, 2005 between 1476246 Ontario Limited and Barry Lamperd (incorporated by reference from our Current Report on Form 8-K, filed on May 13, 2005).
10.4	Asset Transfer Agreement dated January 1, 2005 between 1476246 Ontario Limited and Pinetree Law Enforcement Products Ltd. (incorporated by reference from our Current Report on Form 8-K, filed on May 13, 2005).
10.5	License Agreement dated January 20, 2005 between 1476246 Ontario Limited and The University of Western Ontario (incorporated by reference from our Current Report on Form 8-K, filed on May 13, 2005).
10.6	Voting Agreement dated March 1, 2005 between Barry Lamperd, D Arcy Bell, Dominic DiCarlo, Bruce Strebinger, Mercer Investments Inc. and 1476246 Ontario Limited (incorporated by reference from our Current Report on Form 8-K, filed on May 13, 2005).
10.7	Consulting Agreement dated April 23, 2005 between 1476246 Ontario Limited and Dominic DiCarlo (incorporated by reference from our Current Report on Form 8-K, filed on May 13, 2005).
10.8	Consulting Agreement dated April 23, 2005 between 1476246 Ontario Limited and 1476232 Ontario Limited (incorporated by reference from our Current Report on Form 8-K, filed on May 13, 2005).
10.9	Letter of Intent dated Mary 18, 2005 between Lamperd Less Lethal Inc. and Taylor s & Co. Inc. (incorporated by reference from our Current Report on Form 8-K filed on May 27, 2005).
10.10	Geographic Exclusive Commissioned Sales Agent Agreement dated as of August 2, 2005 (incorporated by reference from our Current Report on Form 8-K filed on August 8, 2005).

Exhibit	Description
14.	**Code of Ethics**
14.1	Code of Business Conduct and Ethics (incorporated by reference from our Annual Report on Form 10-KSB, filed on March 30, 2004).
31.	**302 Certification**
31.1*	Section 302 Certification under Sarbanes-Oxley Act of 2002 of Barry Lamperd.
32.	**906 Certification**
32.1*	Section 906 Certification under Sarbanes-Oxley Act of 2002 of Barry Lamperd.

** Filed herewith*

Item 14. Principal Accountants Fees and Services

Audit Fees

The aggregate fees billed by Gregory J. Barber, CPA, P.C. for professional services rendered for the audit of our annual financial statements included in our Annual Report on Form 10-KSB for the fiscal year ended December 31, 2006 was $51,520 (US) and by Mintz & Partners LLP for the fiscal year ended December 31, 2005 was $100,500.

Tax Fees

For the fiscal year ended December 31, 2006, the aggregate fees billed by Gregory J. Barber, CPA, P.C. for other non-audit professional services, other than those services listed above, totaled $Nil and by Mintz & Partners LLP for the fiscal year ended December 31, 2005 was $Nil.

We do not use Gregory J. Barber, CPA, P.C. for financial information system design and implementation. These services, which include designing or implementing a system that aggregates source data underlying the financial statements or generates information that is significant to our financial statements, are provided internally or by other service providers. We do not engage Gregory J. Barber, CPA, P.C. to provide compliance outsourcing services.

Effective May 6, 2003, the Securities and Exchange Commission adopted rules that require that before Gregory J. Barber, CPA, P.C. is engaged by us to render any auditing or permitted non-audit related service, the engagement be:

- approved by our audit committee (which consists of Barry Lamperd, Dominic Dicarlo, and Darcy Bell); or

- entered into pursuant to pre-approval policies and procedures established by the audit committee, provided the policies and procedures are detailed as to the particular service, the audit committee is informed of each service, and such policies and procedures do not include delegation of the audit committee's responsibilities to management.

The audit committee pre-approves all services provided by our independent auditors. The pre-approval process has just been implemented in response to the new rules, and therefore, the audit committee does not have records of what percentage of the above fees were pre-approved. However, all of the above services and fees were reviewed and approved by the audit committee either before or after the respective services were rendered.

The audit committee has considered the nature and amount of fees billed by Gregory J. Barber, CPA, P.C. and believes that the provision of services for activities unrelated to the audit is compatible with maintaining Gregory J. Barber, CPA, P.C. s independence.

SIGNATURES

In accordance with 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.

LAMPERD LESS LETHAL INC.

By: /s/ Barry Lamperd
Barry Lamperd, President and Chief Executive Officer
(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)
Date: May 15, 2008

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Barry Lamperd Barry Lamperd	President, Chief Executive Officer and Director	May 15, 2008
/s/ D arcy David William Bell D arcy David William Bell	Director	May 15, 2008
/s/ Dominic Dicarlo Dominic Dicarlo	Director	May 15, 2008
/s/ Terry Smith Terry Smith	Director	May 15, 2008