



UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the Quarterly Period Ended September 30, 2010

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the Transition Period From \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 000-52376

**PROFIRE ENERGY, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**20-0019425**

(I.R.S. Employer  
Identification No.)

**321 South 1250 West, #3**

**Lindon, Utah**

(Address of principal executive offices)

**84042**

(Zip Code)

**(801) 796-5127**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.)

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller public company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)

Yes  No

As of November 7, 2010 the registrant had 45,000,000 shares of common stock, par value \$0.001, issued and outstanding.

---

**PROFIRE ENERGY, INC.**  
**FORM 10-Q**  
**TABLE OF CONTENTS**

	<u>Page</u>
PART I — FINANCIAL INFORMATION	
Item 1. Financial Statements	3
Condensed Consolidated Balance Sheets as of September 30, 2010 (Unaudited) and March 31, 2010	3
Condensed Consolidated Statements of Operations and Other Comprehensive Income (Loss) (Unaudited) for the three and six month periods ended September 30, 2010 and 2009	4
Condensed Consolidated Statements of Cash Flows (Unaudited) for the six month periods ended September 30, 2010 and 2009	5
Notes to Condensed Consolidated Financial Statements (Unaudited)	6
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	8
Item 3. Quantitative and Qualitative Disclosure about Market Risk	15
Item 4. Controls and Procedures	15
PART II — OTHER INFORMATION	
Item 1A. Risk Factors	17
Item 6. Exhibits	17
Signatures	18

**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Information**

**PROFIRE ENERGY, INC. AND SUBSIDIARY**  
Condensed Consolidated Balance Sheets

	<u>ASSETS</u>	
	September 30, 2010 (Unaudited)	March 31, 2010
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 1,312,007	\$ 1,931,757
Accounts receivable, net	1,875,151	1,092,037
Marketable securities-available for sale	6,600	7,154
Inventories	764,147	624,679
Prepaid expenses	5,373	999
Total Current Assets	<u>3,963,278</u>	<u>3,656,626</u>
PROPERTY AND EQUIPMENT, net	<u>662,169</u>	<u>559,326</u>
<b>TOTAL ASSETS</b>	<b><u>\$ 4,625,447</u></b>	<b><u>\$ 4,215,952</u></b>
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 363,741	\$ 216,904
Accrued liabilities	34,453	25,454
Income taxes payable	269,859	494,321
Total Current Liabilities	<u>668,053</u>	<u>736,679</u>
<b>TOTAL LIABILITIES</b>	<u>668,053</u>	<u>736,679</u>
<b>STOCKHOLDERS' EQUITY</b>		
Preferred shares: \$0.001 par value, 10,000,000 shares authorized: no shares issues and outstanding	-	-
Common shares: \$0.001 par value, 100,000,000 shares authorized: 45,000,000 shares issues and outstanding	45,000	45,000
Additional paid-in capital	(31,337)	(51,449)
Accumulated other comprehensive income	239,555	272,416
Retained earnings	3,704,176	3,213,306
Total Stockholders' Equity	<u>3,957,394</u>	<u>3,479,273</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b><u>\$ 4,625,447</u></b>	<b><u>\$ 4,215,952</u></b>

The accompanying notes are a integral part of these condensed consolidated financial statements.

**PROFIRE ENERGY, INC. AND SUBSIDIARY**  
Condensed Consolidated Statements of Operations and Other Comprehensive Income (Loss)  
(Unaudited)

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2010	2009	2010	2009
<b>REVENUES</b>				
Sales of goods, net	\$ 1,925,420	\$ 1,062,821	\$ 2,561,811	\$ 1,588,890
Sales of services, net	211,602	164,451	346,835	308,182
<b>Total Revenues</b>	<b>2,137,022</b>	<b>1,227,272</b>	<b>2,908,646</b>	<b>1,897,072</b>
<b>COST OF SALES</b>				
Cost of goods sold	693,454	430,061	1,022,674	681,365
<b>GROSS PROFIT</b>	<b>1,443,568</b>	<b>797,211</b>	<b>1,885,972</b>	<b>1,215,707</b>
<b>OPERATING EXPENSES</b>				
General and administrative expenses	287,305	316,426	647,944	746,678
Payroll expenses	236,055	153,507	413,988	322,881
Depreciation expense	20,592	10,459	39,464	20,918
<b>Total Operating Expenses</b>	<b>543,952</b>	<b>480,392</b>	<b>1,101,396</b>	<b>1,090,477</b>
<b>INCOME FROM OPERATIONS</b>	<b>899,616</b>	<b>316,819</b>	<b>784,576</b>	<b>125,230</b>
<b>OTHER INCOME (EXPENSE)</b>				
Interest expense	(8,138)	(190)	(10,762)	(3,556)
Interest income	2,615	17	3,433	77
<b>Total Other Income (Expense)</b>	<b>(5,523)</b>	<b>(173)</b>	<b>(7,329)</b>	<b>(3,479)</b>
<b>NET INCOME BEFORE INCOME TAXES</b>	<b>894,093</b>	<b>316,646</b>	<b>777,247</b>	<b>121,751</b>
<b>INCOME TAX EXPENSE</b>	<b>311,797</b>	<b>91,401</b>	<b>286,377</b>	<b>29,579</b>
<b>NET INCOME</b>	<b>\$ 582,296</b>	<b>\$ 225,245</b>	<b>\$ 490,870</b>	<b>\$ 92,172</b>
<b>UNREALIZED HOLDING GAIN (LOSS)</b>				
ON AVAILABLE FOR SALE SECURITIES	\$ 1,920	\$ (640)	\$ (554)	\$ (975)
<b>FOREIGN CURRENCY TRANSLATION</b>				
GAIN (LOSS)	59,033	145,506	(32,307)	295,532
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>\$ 643,249</b>	<b>\$ 370,111</b>	<b>\$ 458,009</b>	<b>\$ 386,729</b>
<b>BASIC EARNINGS PER SHARE</b>	<b>\$ 0.01</b>	<b>\$ 0.01</b>	<b>\$ 0.01</b>	<b>\$ 0.00</b>
<b>FULLY DILUTED EARNINGS PER SHARE</b>	<b>\$ 0.01</b>	<b>\$ 0.01</b>	<b>\$ 0.01</b>	<b>\$ 0.00</b>
<b>BASIC WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING</b>	<b>45,000,000</b>	<b>45,000,000</b>	<b>45,000,000</b>	<b>45,000,000</b>
<b>FULLY DILUTED WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING</b>	<b>45,122,667</b>	<b>45,000,000</b>	<b>45,122,667</b>	<b>45,000,000</b>

The accompanying notes are a integral part of these condensed consolidated financial statements.

**PROFIRE ENERGY, INC. AND SUBSIDIARY**  
Condensed Consolidated Statements of Cash Flows  
(Unaudited)

	For the Six Months Ended September 30,	
	2010	2009
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 490,870	\$ 92,172
Adjustments to reconcile net income (loss) to net cash used by operating activities:		
Depreciation expense	39,464	20,917
Impairment of available for sale securities	-	1,395
Bad debt expense	4,840	-
Stock options issued for services	20,112	1,676
Changes in operating assets and liabilities:		
Changes in accounts receivable	(795,294)	95,230
Changes in inventories	(144,965)	83,647
Changes in prepaid expenses	(4,365)	-
Changes in income taxes payable	(218,816)	(413,100)
Changes in accounts payable and accrued liabilities	156,519	112,248
	(451,635)	(5,815)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(147,385)	(18,788)
	(147,385)	(18,788)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
	-	-
Effect of exchange rate changes on cash	(20,730)	35,364
NET INCREASE (DECREASE) IN CASH	(619,750)	10,761
CASH AT BEGINNING OF PERIOD	1,931,757	226,559
CASH AT END OF PERIOD	\$ 1,312,007	\$ 237,320
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>		
<b>CASH PAID FOR:</b>		
Interest	\$ 10,762	\$ 3,556
Income taxes	\$ 505,080	\$ 454,163

The accompanying notes are a integral part of these condensed consolidated financial statements.

**PROFIRE ENERGY, INC. AND SUBSIDIARY**  
Notes to the Condensed Consolidated Financial Statements  
September 30, 2010 and March 31, 2010

**NOTE 1 - CONDENSED FINANCIAL STATEMENTS**

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows at September 30, 2010 and for all periods presented have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's March 31, 2010 audited financial statements. The results of operations for the periods ended September 30, 2010 and 2009 are not necessarily indicative of the operating results for the full years.

**NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES**

Use of Estimates

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

Inventory

In accordance with ASC 330, the Company's inventory is valued at the lower of cost (the purchase price, including additional fees) or market based on using the entire value of inventory. Inventories are determined based on the first-in first-out (FIFO) basis. As of September 30, 2010 and March 31, 2010 inventory consisted of the following:

	September 30, 2010	March 31, 2010
Raw materials	\$ 750,772	\$ 612,599
Work in progress	5,378	5,432
Finished goods	53,004	53,527
Reserve for obsolescence	(45,007)	(46,879)
<b>Total</b>	<b>\$ 764,147</b>	<b>\$ 624,679</b>

Foreign Currency and Comprehensive Income

The Company's functional currency is the Canadian dollar (CAD). The financial statements of the Company were translated to United States Dollar (USD) using year-end exchange rates for the balance sheet, and average exchange rates for the statements of operations. Equity transactions were translated using historical rates. The period-end exchange rates of 1.0289 and 1.0188 were used to convert the Company's September 30, 2010 and March 31, 2010 balance sheets, respectively, and the statements of operations used weighted average rates of 1.0333 and 1.1678 for the three months ended September 30, 2010 and 2009, respectively. All amounts in the financial statements and footnotes are presumed to be stated in USD, unless otherwise identified. Foreign currency translation gains or losses as a result of fluctuations in the exchange rates are reflected in the Statement of Operations and Other Comprehensive Income.

**PROFIRE ENERGY, INC. AND SUBSIDIARY**  
Notes to the Condensed Consolidated Financial Statements  
September 30, 2010 and March 31, 2010

**NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES**

Recent Accounting Pronouncements

The Company has evaluated recent accounting pronouncements and their adoption has not had or is not expected to have a material impact on the Company's financial position, or statements.

Income Taxes

The Company is subject to Canadian income taxes. The effective rates of income tax are 36.8% and 24.3% for the periods ended September 30, 2010 and 2009, respectively.

Basic Earnings Per Share

The computation of basic earnings per share of common stock is based on the weighted average number of shares outstanding during the periods presented. The computation of fully diluted earnings per share includes common stock equivalents outstanding at the balance sheet date. The Company had 122,667 and -0- stock options included in the fully diluted earnings per share as of September 30, 2010 and 2009, respectively. The Company uses the treasury stock method to calculate the dilutive effects of stock options and warrants.

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2010	2009	2010	2009
Net Income	\$ 582,296	\$ 225,245	\$ 490,870	\$ 92,172
Basic weighted average number of shares outstanding	45,000,000	45,000,000	45,000,000	45,000,000
Common stock equivalents	122,667	-	122,667	-
Fully diluted weighted average number of shares outstanding	45,122,667	45,000,000	45,122,667	45,000,000
Basic earnings per share	\$ 0.01	\$ 0.01	\$ 0.01	\$ 0.00
Fully diluted earnings per share	\$ 0.01	\$ 0.01	\$ 0.01	\$ 0.00

**NOTE 3 – SUBSEQUENT EVENTS**

In accordance with ASC 855, the Company's management has evaluated the subsequent events through the date the financial statements were issued and has found no subsequent events to report.



## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This discussion summarizes the significant factors affecting our consolidated operating results, financial condition, liquidity and capital resources during the three and six months ended September 30, 2010 and 2009. For a complete understanding, this Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the *Financial Statements* and *Notes to the Financial Statements* contained in this quarterly report on Form 10-Q and our annual report on Form 10-K for the year ended March 31, 2010.

### Forward-Looking Statements

This quarterly report contains forward-looking statements as that term is defined in Section 27A of the United States Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. 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", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Such statements are based on currently available financial and competitive information and are subject to various risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations. Undue reliance should not be placed on such forward-looking statements as such statements speak only as of the date on which they are made. These statements are only predictions and involve known and unknown risks, uncertainties and other 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.

Forward-looking statements are predictions and not guarantees of future performance or events. Forward-looking statements are based on current industry, financial and economic information, which we have assessed but which by its nature is dynamic and subject to rapid and possibly abrupt changes. Our actual results could differ materially from those stated or implied by such forward-looking statements due to risks and uncertainties associated with our business. We hereby qualify all our forward-looking statements by these cautionary statements. We undertake no obligation to amend this report or revise publicly these forward looking statements (other than pursuant to reporting obligations imposed on registrants pursuant to the Securities Exchange Act of 1934) to reflect subsequent events or circumstances.

Throughout this report, unless otherwise indicated by the context, references herein to the "Company", "we", "our" or "us" and similar language means Profire Energy, Inc., a Nevada corporation, and its corporate subsidiaries and predecessors.

## Overview

We are a provider of safe and efficient burner-management systems and services for use in oilfield combustion. In the oil and natural gas industry there are numerous demands for heat generation and control. The product in pipelines and storage tanks must be kept sufficiently warm to flow efficiently. Equipment of all kinds, including line-heaters, dehydrators, dewaterers, separators, treaters, amine reboilers, free-water knockout systems, etc. require sources of heat to satisfy their various functions. In addition to the need for combustion products to meet heating demands, there is also a need for skilled combustion technicians. Profire builds products and provides services designed to address some of these needs.

## Results of Operations

### Comparison of the three months ended September 30, 2010 and 2009.

#### Total Revenues

Our total revenues during the quarter ended September 30, 2010 increased 74% compared to the quarter ended September 30, 2009. We have worked to expand our operations during the past quarter with continuing efforts to research the sales possibilities in the U.S. We believe the increase in revenues compared to the same quarter of 2009 is primarily attributable to the rise in oil prices. During 2009, we knew some customers were delaying projects as they waited to see what would happen with oil prices and demand before committing to new capital expenditures. We believe rising oil prices, the positive effect of the warmer summer weather, which allows some of our clients greater access to their fields, and increased capital projects contributed to the rise in sales.

During the quarter ended September 30, 2010, product sales accounted for 90% of total revenues and service sales accounted for 10% of total revenue. During the quarter ended September 30, 2009 the mix of product and service sales was slightly lower with product sales at 87% of total revenues and service sales accounting for 13% of total revenue.

We expect total revenues will continue to grow as we expand our operations, especially as our U.S. sales plan is implemented. However, with the volatility in oil prices and the general economic slowdown, we expect revenue growth to be more modest than it was during the quarter ended September 30, 2010 until our U.S. sales operation commences and stability returns to the economy.

### Cost of Goods Sold

Cost of goods sold during the three months ended September 30, 2010 was \$693,454 compared to \$430,061 during the three months ended September 30, 2009. As a percentage of total revenues, cost of goods sold decreased to 32% of total revenues during the three months ended September 30, 2010 compared to 35% the same three month period in 2009. This 3% decrease during the three months ended September 30, 2010 was less than experienced in prior periods but as we aggressively seek ways to reduce our input costs and negotiate volume or other discounts, the changes in cost of goods sold is not expected to follow a linear pattern. We anticipate that as product sales increase in the coming year cost of goods sold will also increase. However, with anticipated volume discounts and improved efficiency we believe cost of goods sold, as a percentage of total revenues, will not be significantly higher in fiscal 2011.

### General and Administrative Expenses

General and administrative expenses for the three months ended September 30, 2010 were \$287,305, a \$29,121 or 9% decrease compared to the same three month period ended September 30, 2009. This decrease in general and administrative expenses was due to improved operational efficiency and efforts to conserve cash. We expect overall general and administrative expenses will continue to increase as we continue our efforts to expand our business.

### Payroll Expense

Payroll expense during the three months ended September 30, 2010 increased 54% to \$236,055. This increase was the result of hiring additional personnel, including a part-time sales director and employees at the U.S office in anticipation of expansion into the U.S. markets and growth in sales. We anticipate payroll expense will continue to increase, but at a slower pace in the upcoming fiscal year, as we continue efforts to expand our sales force.

### Net Income Before Income Taxes

The 74% increase in total revenues was only partially offset by the 13% increase in total operating expenses. As a result we realized a net income before income taxes of \$894,093 during the three months ended September 30, 2010 compared to net income before income taxes of \$316,646 during the three months ended September 30, 2009.

### Income Tax Expense

During the quarter ended September 30, 2010, we estimated our income tax expense to be \$311,797 compared to an income tax expense of \$91,401 during the quarter ended September 30, 2009. This increase is the result of a \$577,447 increase in net income before taxes in 2010 over 2009. Our effective tax rate increased from 29% to 35%. Fluctuations in tax rate are primarily due to two factors.

First, we generate operating losses in the United States and taxable income in Canada. Therefore, income taxes are only paid in Canada. We record an impairment of the full value of the U.S. operating loss carryovers. Accordingly, our effective tax rate fluctuates relative to the ratio of the U.S. operating losses to the taxable income in Canada.

Second, the Canadian income tax expense is converted to U.S. dollars for reporting in the Company's financial statements. Therefore, the effective tax rate on the Canadian income varies with the fluctuation of the U.S. and Canadian currencies. These two factors prevent our effective tax rate and the statutory rates from aligning.

#### Net Income

For the foregoing reasons we realized an increase in net income of 159%, as net income increased to \$582,296 during the second fiscal quarter 2011 compared to a net income of \$225,245 during the second fiscal quarter 2010.

#### Foreign Currency Translation Gain (Loss)

The consolidated financial statements are presented in U.S. dollars. Our functional currency is Canadian dollars. The financial statements of the Company were translated to U.S. dollars using year-end exchange rates for the balance sheet and weighted average exchange rates for the statements of operations. Equity transactions were translated using historical rates. Foreign currency translation gains or losses as a result of fluctuations in the exchange rates are reflected in the statement of operations and comprehensive income.

Therefore, the translation adjustment in the consolidated financial statements represents the translation differences from translation of our financial statements. As a result, the translation adjustment is commonly, but not always, positive if the average exchange rates are lower than exchange rates on the date of the financial statements and negative if the average exchange rates are higher than exchange rates on the date of the financial statements.

During the three months ended September 30, 2010, we recognized a foreign currency translation gain of \$59,033 compared to foreign currency translation gain of \$145,506 during the three months ended September 30, 2009 due to the decrease of the value of the U.S. dollar against the Canadian dollar during the quarter ended September 30, 2010.

#### Total Comprehensive Income

As a result of the decrease in the value of the U.S. dollar against the Canadian dollar and the resulting recognition of a \$59,033 foreign currency translation gain compared to a \$145,506 foreign currency translation gain during the quarter ended September 30, 2009, we realized total comprehensive income of \$643,249, or \$0.01 per share, during the three months ended September 30, 2010 compared to total comprehensive income of \$370,111, or \$0.01 per share, during the three months ended September 30, 2009.

Comparison of the six months ended September 30, 2010 and 2009.

Total Revenues

Our total revenues during the six months ended September 30, 2010 increased 53% compared to the six months ended September 30, 2009.

During the six month period ended September 30, 2010, product sales accounted for 88% of total revenues and service sales accounted for 12% of total revenue. During the quarter ended September 30, 2009 the mix of product and service sales was slightly lower with product sales at 84% of total revenues and service sales accounting for 16% of total revenue.

We expect total revenues will continue to grow as we expand our operations, especially as our U.S. sales plan is implemented. However, with the volatility in oil prices and the general economic slowdown, we expect revenue growth to be more modest than it was during the quarter ended September 30, 2010 until our U.S. sales operation commences and stability returns to the economy.

Cost of Goods Sold

Cost of goods sold during the six months ended September 30, 2010 was \$1,022,674 compared to \$681,365 during the six months ended September 30, 2009. As a percentage of total revenues, cost of goods sold was 35% of total revenues during the six months ended September 30, 2010 compared to 36% for the same six month period in 2009. This 1% decrease is due primarily to normal fluctuations in gross margin. We anticipate that as product sales increase in the coming year cost of goods sold will also increase. However, with anticipated volume discounts and improved efficiency we believe cost of goods sold, as a percentage of total revenues, will not be significantly higher in fiscal 2011.

General and Administrative Expenses

General and administrative expenses for the six month period ended September 30, 2010 were \$647,944, a \$98,734 or 13% decrease for the same six month period ended September 30, 2009. This decrease in general and administrative expenses was due to efforts to conserve cash and improve operational efficiency. We expect overall general and administrative expenses to increase as we continue our efforts to expand our business.

Payroll Expense

Payroll expense during the six months ended September 30, 2010 increased 28% to \$413,988. Payroll expense increased as a result of hiring additional personnel, including a part-time sales director and employees at the U.S office in anticipation of expansion and growth in sales. We anticipate payroll expense will increase at a slower pace in the upcoming fiscal year as we continue efforts to expand our sales force.

### Net Income Before Income Taxes

The 53% increase in sales was only partially offset by the 1% increase in total operating expenses. As a result we realized a net income before income taxes of \$777,247 during the six months ended September 30, 2010 compared to net income before income taxes of \$121,751 during the six months ended September 30, 2009.

### Income Tax Expense

During the six month period ended September 30, 2010, we estimated income tax expense to be \$286,377 compared to an income tax expense of \$29,579 during the six month period ended September 30, 2009. This increase is the result of a \$655,496 increase in net income in 2010 compared to the same period of 2009. Our effective tax rate increased from 24% to 37%. Fluctuations in tax rate are primarily due to two factors.

First, we generate operating losses in the United States and taxable income in Canada. Therefore, income taxes are only paid in Canada. We record an impairment of the full value of the U.S. operating loss carryovers. Accordingly, our effective tax rate fluctuates relative to the ratio of the U.S. operating losses to the taxable income in Canada.

Second, the Canadian income tax expense is converted to U.S. dollars for reporting in the Company's financial statements. Therefore, the effective tax rate on the Canadian income varies with the fluctuation of the U.S. and Canadian currencies. These two factors prevent our effective tax rate and the statutory rates from aligning.

### Net Income

For the foregoing reasons, we realized an increase in net income of 433%, as net income increased to \$490,870 during the six months ended September 30, 2010 compared to a net income of \$92,172 during the six months ended September 30, 2009.

### Foreign Currency Translation Gain (Loss)

The consolidated financial statements are presented in U.S. dollars. Our functional currency is Canadian dollars. The financial statements of the Company were translated to U.S. dollars using year-end exchange rates for the balance sheet and weighted average exchange rates for the statements of operations. Equity transactions were translated using historical rates. Foreign currency translation gains or losses as a result of fluctuations in the exchange rates are reflected in the statement of operations and comprehensive income.

Therefore, the translation adjustment in the consolidated financial statements represents the translation differences from translation of our financial statements. As a result, the translation adjustment is commonly, but not always, positive if the average exchange rates are lower than exchange rates on the date of the financial statements and negative if the average exchange rates are higher than exchange rates on the date of the financial statements.

During the six months ended September 30, 2010, we recognized a foreign currency translation loss of \$32,307 compared to a foreign currency translation gain of \$295,532 during the six months ended September 30, 2009 due to the decrease of the value of the U.S. dollar against the Canadian dollar during the six months ended September 30, 2010.

Total Comprehensive Income

As a result of the decrease in the value of the U.S. dollar against the Canadian dollar and the resulting recognition of a \$32,307 foreign currency translation loss compared to a \$295,532 foreign currency translation gain during the six months ended September 30, 2009, we realized total comprehensive income of \$458,009 or \$0.01 per share, during the six month period ended September 30, 2010 compared to total comprehensive income of \$386,729, or \$0.00 per share, during the six month period ended September 30, 2009.

**Liquidity and Capital Resources**

Since inception, we have financed our business primarily from cash flows from operations and loans from Company executives. We have a \$400,000 revolving credit line with a local banking institution that we also use from time to time to satisfy short-term fluctuations in cash flows. We have not accessed this credit line during the current fiscal year. At September 30, 2010, we had \$0 outstanding on our line of credit.

As of September 30, 2010 we had current assets of \$3,963,278 and total assets of \$4,625,447, including cash and cash equivalents of \$1,312,007. At September 30, 2010 total liabilities were \$668,053, all of which were current liabilities.

During the six months ended September 30, 2010 and 2009 cash was primarily used to fund operations. See below for additional discussion and analysis of cash flow.

	Six months ended September 30,	
	2010	2009
Net cash used in operating activities	\$ (451,635)	\$ (5,815)
Net cash used in investing activities	(147,385)	(18,788)
Cash flows from financing activities	-	-
Effect of exchange rate changes on cash	(20,730)	35,364
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>\$ (619,750)</b>	<b>\$ 10,761</b>

Net cash used in our operating activities during the six months ended September 30, 2010 was \$451,635 as we had expenditures for inventory and income taxes with increases in accounts receivable which were offset by increases in accounts payable and accrued liabilities.

Net cash used in investing activities during our first fiscal quarter 2011 was \$147,385 as a result of the purchase of fixed assets including office furniture and other equipment.

We have no current capital commitments outside of general operations and do not anticipate any in the near future. We believe between cash on hand and our revolving credit line we have sufficient resources to meet our short-term cash needs.

#### **Summary of Material Contractual Commitments**

The Company had no material contractual commitments as of September 30, 2010.

#### **Inflation**

We believe that inflation has not had a significant impact on our operations since inception.

#### **Seasonality**

Activity of our customers will sometimes be affected by weather and season. As the majority of our operations currently are in western Canada, sales may slow due to winter conditions that may hamper the ability of our customers to build out new locations or maintain and access current locations. We typically have our strongest revenue growth cycles in the non-winter months, however due to the economic conditions that prevailed during this past year and the abnormal jump in sales during the quarters ended December 31, 2009 and March 31, 2010 this effect was not as pronounced as in past years. As we expand southward into the United States we anticipate this effect to diminish.

#### **Off-Balance Sheet Arrangements**

As of September 30, 2010 we had no off-balance sheet arrangements.

#### **Item 3. Quantitative and Qualitative Disclosure about Market Risk**

We are a smaller reporting company, as defined in Rule 12b-2 promulgated under the Securities Exchange Act of 1934, and accordingly we are not required to provide the information required by this Item.

#### **Item 4. Controls and Procedures**

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended. Our internal control over financial reporting is designed to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure and to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.



As of September 30, 2010 we conducted an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of our internal control over financial reporting based on the criteria for effective internal control over financial reporting established in “Internal Control — Integrated Framework,” issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. Based upon this assessment, we determined that there are material weaknesses affecting our internal control over financial reporting.

The matters involving internal controls and procedures that our management considers to be material weaknesses under COSO and SEC rules are: (1) lack of a functioning audit committee and lack of independent directors on the Company’s board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures; (2) inadequate segregation of duties consistent with control objectives; (3) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of US GAAP and SEC disclosure requirements; and (4) ineffective controls over period end financial disclosure and reporting processes. The aforementioned potential material weaknesses were identified by our Chief Financial Officer in connection with the preparation of our financial statements as of September 30, 2010, who communicated the matters to our management and board of directors.

Management believes that the material weaknesses set forth in items (2), (3) and (4) above did not have an effect on our financial results. However, the lack of a functioning audit committee and lack of a majority of independent directors on our board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures, can impact our financial statements for the future years.

#### Management’s Remediation Initiatives

Although we are unable to meet the standards under COSO because of the limited funds available to a company of our size, we are committed to improving our financial organization. As funds become available, we will undertake to: (1) create a position to segregate duties consistent with control objectives, (2) increase our personnel resources and technical accounting expertise within the accounting function (3) appoint one or more outside directors to our board of directors who shall be appointed to the audit committee of the Company resulting in a fully functioning audit committee who will undertake the oversight in the establishment and monitoring of required internal controls and procedures; and (4) prepare and implement sufficient written policies and checklists which will set forth procedures for accounting and financial reporting with respect to the requirements and application of US GAAP and SEC disclosure requirements.

We will continue to monitor and evaluate the effectiveness of our internal controls and procedures and our internal control over financial reporting on an ongoing basis and are committed to taking further action and implementing additional enhancements or improvements, as necessary and as funds allow. However, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision making can be faulty and that breakdowns can occur because of simple error or mistake. The design of any system of controls is based in part on 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. Projections of any evaluation of controls effectiveness to future periods are subject to risks.

## **PART II - OTHER INFORMATION**

### **Item 1A. Risk Factors**

In addition to the other information set forth in this Quarterly Report, you should carefully consider the risks discussed in our Annual Report on Form 10-K for the year ended March 31, 2010, which risks could materially affect our business, financial condition or future results. These risks are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results.

### **Item 6. Exhibits**

Exhibits. The following exhibits are included as part of this report:

- Exhibit 31.1 Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- Exhibit 31.2 Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- Exhibit 32.1 Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- Exhibit 32.2 Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**SIGNATURES**

In accordance with Section 12 of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf, thereunto duly authorized.

**PROFIRE ENERGY, INC.**

Date: November 12, 2010

By: /s/ Brenton W. Hatch  
Brenton W. Hatch  
Chief Executive Officer

Date: November 12, 2010

By: /s/ Andrew Limpert  
Andrew Limpert  
Chief Financial Officer







**EXHIBIT 31.1**

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Brenton W. Hatch, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Profire Energy, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal controls over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2010

By: /s/ Brenton W. Hatch  
Brenton W. Hatch  
Principal Executive Officer

---







**EXHIBIT 31.2**

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Andrew Limpert, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Profire Energy, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

- a) designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
- d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal controls over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2010

By: /s/ Andrew Limpert  
Andrew Limpert  
Principal Financial Officer

---





**EXHIBIT 32.1**

**CERTIFICATION OF PRINCIPAL  
EXECUTIVE OFFICER PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Quarterly Report of Profire Energy, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "*Report*"), I, Brenton W. Hatch, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13 (a) or 15 (d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 12, 2010

By: /s/ Brenton W. Hatch  
Brenton W. Hatch  
Chief Executive Officer

---





**EXHIBIT 32.2**

**CERTIFICATION OF PRINCIPAL  
FINANCIAL OFFICER PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Quarterly Report of Profire Energy, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "*Report*"), I, Andrew Limpert, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13 (a) or 15 (d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 12, 2010

By: /s/ Andrew Limpert  
Andrew Limpert  
Chief Financial Officer

---



