

March 27, 2012



Second Phase of Restructuring

Coda Octopus Group, Inc. (OTC: CDOC.PK) announced today that it is to embark on the second phase of its restructuring, following the changes in management in 2009.

The first phase achieved a reduction in SG&A from \$11.2m in 2009 to \$5.3m in 2011. This included:

- Elimination of the costs of 12 people from our New York headquarters and the move of its corporate HQ from Manhattan to co-locate with Coda Octopus Products Inc. in Lakeland, Florida.
- Reduction in staffing generally from [110] in 2009 to [68] at the end of 2011.
- Elimination of expensive Washington activity and consultancy aimed at lobbying Government.
- The renegotiation of various provisions of 2007 investment agreements.
- Elimination of the costs associated with SEC filing.

Whilst revenues grew from \$13.2m in 2009 to \$15.7m in 2011.

Phase two of the Group's restructuring will focus on:

- The renegotiation of various provisions of the long term debt held by the Group.
- Increasing the efficiency of supply chain operations within the Coda Octopus Products business.
- Increasing the efficiency of manufacturing operations within The Coda Octopus Products business.
- Better coordination and between our skills businesses.

About Coda Octopus Group, Inc.

Originally founded in 1994 as Coda Technologies, the Coda Octopus Group is now headquartered in Lakeland, Florida.

The Group consists of a Marine Products business located in Lakeland, Florida, Edinburgh, Scotland, Perth, Australia, and Bergen, Norway, and engineering businesses, Coda Octopus Colmek in Salt Lake City, Utah and Coda Octopus Martech in Weymouth, England. Each of the Group companies are technology innovators with a particularly high level of sonar expertise. The Group has facilities in Florida, Utah, the UK, Australia, and Norway.

Alongside providing bespoke engineering and development for defense applications one of the Group's key products is the patented Coda Echoscope® - the first real time 3D sub-sea sonar which is used in oil and gas, underwater construction, search and rescue operations and port and harbor security and constructions. The top end software which runs on the Echoscope® (Underwater Survey Explorer) is also proprietary to Coda Octopus. The Echoscope® is also at the heart of the Underwater Inspection System which is being

adopted for port and harbor security, and other applications globally. We have a number of products which are based on our real time 3D technology (Echoscope®, Underwater Inspection System and Dimension® (the latter being a forward looking real time sonar targeted at ROV applications)).

With this patented revolutionizing sub-sea visualization capability, and the existing systems integration skills within Coda Octopus Colmek, Inc. and Coda Octopus Martech Ltd., the Coda Octopus Group believes it can become a world leading integrated sonar technology supplier.

For further information, please visit <http://www.codaoctopusgroup.com> or contact Coda Octopus at info@codaoctopusgroup.com.

Safe Harbor Statement

This press release contains certain forward-looking statements. These forward-looking statements can generally be identified as such because the context of the statement will include words such as Coda Octopus Group plans, expects, should, believes, anticipates or words of similar import but all statements other than of historical fact could be deemed forward-looking statements. Stockholders, potential investors and other readers are cautioned not to place undue reliance on these forward-looking statements that are predictions and opinions based only on current information as of the date of this press release that are inherently subject to risks and uncertainties that could cause future events or results to differ materially from those set forth or implied by the forward-looking statements. Certain of those risks and uncertainties are discussed in registration statement on Form SB-2 and include, but are not limited to, market acceptance of CodaOctopus' planned products and their level of sales, access to the capital necessary to finance and grow the business, a highly competitive environment in the security field that includes numerous large and well established companies much larger than ours, and our ability successfully to deploy our technologies and products to meet the technical demands and market requirements of our customers. These forward-looking statements are only made as of the date of this press release and Coda Octopus Group does not undertake any obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.