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SALE SOLICITATION PROCESS

TIME SENSITIVE OPPORTUNITY

INVITATION FOR OFFERS TO PURCHASE THE ASSETS OF TECHNI-LITE SYSTEMS INC.

THE OPPORTUNITY

A process is underway to identify one or more purchasers of the business and assets of Techni-Lite Systems Inc. (“**Techni-Lite**”). The business includes all of the assets, rights, undertakings and properties of Techni-Lite (collectively, the “**Property**”). Techni-Lite operates as a designer and manufacturer of fluorescent and LED lighting systems, illuminated sign boxes, displays and fixtures. Techni-Lite’s head office and primary operating facility is a leased premises in Peterborough, Ontario. Techni-Lite also designs and manufactures interactive digital displays for LED lighting systems through a division of Techni-Lite doing business as Wolfeworks that operates out of a leased premises in Port Hope, Ontario.

SALE SOLICITATION PROCESS

On February 7, 2017, Techni-Lite filed a Notice of Intention to make a Proposal under the *Bankruptcy & Insolvency Act* (“**NOI**”). A. Farber & Partners Inc. was appointed as trustee under the proposal (the “**NOI Trustee**”). On February 28, 2017, an Order of the Ontario Superior Court of Justice (Commercial List) was granted (the “**Order**”) authorizing, among other things, the NOI Trustee to conduct a sale solicitation process (the “**Sale Process**”) in respect of the Property.

The purpose of this invitation is to solicit interest in the Property from the marketplace pursuant to the Sale Process. Parties interested in obtaining additional information will be required to sign a confidentiality agreement, a copy of which is attached hereto. On receipt of a signed confidentiality agreement, access will be granted to an electronic data room containing information and documentation supplied by Techni-Lite to facilitate due diligence by interested parties.

The business and Property being offered for sale is inclusive of, but not limited to, the following:

- all design, production and manufacturing equipment, including various industrial metal shears, saws, drill presses, compressors and CNC routers;
- all inventory, including finished goods, raw materials and work in progress;
- all trade accounts receivable and other accounts receivable;
- all customer lists and lists of prospective customers and marketing and sales databases;
- the benefit of all unfulfilled orders received by and in favour of Techni-Lite;
- three (3) service vehicles, including a 2006 Ford Panel Van, a 2011 Chevrolet Colorado pick-up truck and a 2006 Sprinter cube van;
- all furniture, fixtures and computer equipment not subject to specific financing agreements or leases;
- all intellectual property of Techni-Lite;

- all of Techni-Lite's right, title and interest in and to equipment leases, which may be assumed by the purchaser;
- at the sole option of the purchaser, the full benefit of all contracts and leases, etc., to which Techni-Lite is entitled in connection with its business; and
- all other tangible and intangible assets and property used in connection with Techni-Lite's business.

Interested parties are advised that the NOI Trustee is posting documents relevant to the Sales Process at <http://www.farberfinancial.com/insolvency-engagements/techni-lite-systems-inc>, including the Sale Process terms and conditions, the form of agreement of purchase and sale, and, the confidentiality agreement.

Interested Parties have until 2:00 p.m. EDT March 28, 2017 to submit a binding offer to the following address:

A. Farber & Partners Inc.
150 York Street, Suite 1600,
Toronto, Ontario, M5H 3S5
Attention: Noah M. Litwack, CIRP, LIT

Enquiries for potential purchaser qualification and receipt of a confidentiality agreement should be made to the NOI Trustee to the attention of:

Noah M. Litwack, CIRP, LIT
Tel: 416-496-3719
Fax: 416-496-3839
Email: nlitwack@farberfinancial.com



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