

FOR IMMEDIATE RELEASE

TSX VENTURE: HTL



**HAMILTON THORNE CLOSSES SECOND TRANCHE OF COMMON SHARE
PRIVATE PLACEMENT AND COMPLETES THE CONVERSION OF
SUBORDINATED DEBENTURES**

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BEVERLY, MA and TORONTO, Ontario – September 30, 2011 - Hamilton Thorne Ltd. (TSX-V: HTL) ("Hamilton Thorne" or the "Company"), a leading provider of advanced laser systems for the regenerative medicine, fertility and stem cell research markets, today announced the closing of the second tranche of its previously announced non-brokered private placement (the "Offering") of common shares ("Common Shares") of the Company. On closing, the Company issued an aggregate of 831,830 Common Shares at a price (the "Offering Price") of CDN\$0.20 per Common Share for additional proceeds of US\$166,731, resulting in total gross proceeds for the Offering of US\$2,716,731. In this tranche, 103,380 Common Shares, representing gross proceeds of US\$20,000, were issued to an insider of the Company pursuant to this second tranche of the Offering.

Loewen, Ondaatje, McCutcheon Limited received aggregate cash finder's fees of US\$6,783 and an aggregate of 35,000 finder's warrants for introducing qualified private placement subscribers to Hamilton Thorne. Each finder's warrant is exercisable for one Common Share at an exercise price of CDN\$0.20 for a period of 24 months from the date of issuance. All securities issued in connection with the Offering, including any finder's warrants, are subject to a four month hold period in accordance with applicable securities laws.

The Company also announced the conversion (the "Debenture Conversion") of a total of CDN\$1,604,250 of principal amount convertible subordinated debentures (the "Debentures") issued in August 2010 and March 2011, plus accrued interest, into an aggregate of 8,589,002 Common Shares. The principal amount of the Debentures was converted at a price of CDN\$0.20 per Common Share for the August 2010 Debentures and CDN\$0.24 per Common Shares for the March 2010 Debenture, in accordance with the respective terms of such Debentures. Any interest accrued on all such Debentures was converted at the Offering Price of CDN\$0.20. Concurrently with the conversion of the Debentures, the Company also completed the conversion of a principal amount US\$50,000 convertible promissory note (the "Note") issued in October 2009. The principal amount of the Note, together with all interest accrued thereon, was converted into 279,876 Common Shares at a conversion price equal to the Offering Price of CDN\$0.20. Following the completion of the Offering and debt conversions referenced herein, the Company has a total of 46,615,365 Common Shares issued and outstanding.

For further details about the Offering and the Debenture Conversion, please refer to the Company's press releases issued on August 8, 2011, August 25, 2011 and August 30, 2011.

The Company also announced that it has granted David Wolf, the Company's President and Chief Executive Officer, incentive stock options ("Options") to acquire 388,371 Common Shares pursuant to the Company's incentive option plan. The Options are exercisable at CDN\$0.18 per Common Share, vest within the first year, and expire on November 4, 2019. The Options were issued in replacement for certain non-qualified stock options issued to Mr. Wolf in November 2009 with an exercise price of CDN\$0.40 per Common Share. As the issuance of the Options involves an adjustment to the exercise price, the Company has obtained the conditional approval of the TSXV Venture Exchange and the consent of a majority of the disinterested shareholders of the Company to issue such Options.

Related Party Disclosure

Certain insiders of the Company, including Louisa Spencer, participated in the Debenture Conversion. The CDN\$521,700 principal amount Debenture issued to Ms. Spencer in August 2010, including all interest accrued thereon, was converted into an aggregate of 2,904,368 Common Shares at a conversion price of CDN\$0.20. The Debentures, and the Common Shares issued upon the conversion of the Debentures, were issued to Ms. Spencer in reliance on the U.S. accredited investor exemption. Following the completion of the Debenture Conversion, Ms. Spencer will own an aggregate of 8,978,455 Common Shares representing approximately 19.26% of the currently issued and outstanding Common Shares, and warrants to acquire an aggregate of 1,060,000 Common Shares exercisable at a price of CDN\$0.60 per Common Share until October 28, 2012. A report required under section 102.1 of the *Securities Act* (Ontario) will be filed by Ms. Spencer within the prescribed time period. Copies of such report shall be available by contacting David Wolf, President and Chief Executive Officer of the Company, at 978-921-2050 or ir@hamiltonthorne.com. The Debentures and underlying Common Shares were acquired for investment purposes. Ms. Spencer has a long-term view of the investment and does not intend at this time to acquire additional Common Shares, but may acquire additional Common Shares either on the open market or through private acquisitions or sell the Common Shares either on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors.

Pursuant to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"), the conversion of any Debentures by insiders constitutes a "related party transaction." The Company is exempt from the formal valuation requirement of MI 61-101 in connection with such Debenture Conversion in reliance on section 5.5(b) of MI 61-101, as no securities of the Company are listed or quoted for trading on the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ stock market or any other stock exchange outside of Canada and the United States. Additionally, the Company is exempt from obtaining minority shareholder approval in connection with the Debenture Conversion in reliance on section 5.7(1)(b) of MI 61-101 as, in addition to the foregoing, (i) neither the fair market value of the Common Shares issuable to insiders in connection with the Debenture Conversion nor the consideration received in respect thereof from insiders exceeds CDN\$2.5 million, (ii) the Company has one or more independent directors in respect of the Debenture Conversion who are not employees of the Company, and (iii) all of the independent directors have approved the Debenture Conversion.

Furthermore, the previously announced insider private placement subscription also constitutes a “related party transaction.” The Company is exempt from the formal valuation requirement of MI 61-101 in connection with such transaction in reliance on section 5.5(b) of MI 61-101. Additionally, the Company is exempt from obtaining minority shareholder approval in connection with such transaction in reliance on section 5.7(1)(b) of MI 61-101.

There will be less than 21 days between the date of filing of its material change report in respect of the Debenture Conversion and the closing of the second tranche of the Offering and the completion date of such transactions. The Company considers this is reasonable and necessary in order to provide the Company with the opportunity to finalize the list of participants in the voluntary Debenture Conversion and in order to address the Company’s immediate funding requirements and corporate operations.

About Hamilton Thorne Ltd. (www.hamiltonthorne.com)

Hamilton Thorne provides novel solutions for Life Science that reduce cost, increase productivity and enable research breakthroughs in regenerative medicine, stem cell research and fertility markets. The Company’s new LYKOS™, Staccato™ and Stiletto™ laser systems offer significant scientific advantages in the fields of developmental biology, cancer research and other segments of cell biology. Hamilton Thorne’s laser products attach to standard inverted microscopes and operate as robotic micro-surgeons, enabling a wide array of scientific applications and procedures.

Hamilton Thorne’s growing customer base includes pharmaceutical companies, biotechnology companies, fertility clinics, university research centers, and other commercial and academic research establishments worldwide. Current customers include world-leading research labs such as Harvard University, MIT, Yale, McGill University, DuPont, Monsanto, Charles River Labs, Jackson Labs, Merck, Novartis, Pfizer, Oxford University, and Cambridge.

Neither the Toronto Venture Exchange, nor its regulation services provider (as that term is defined in the policies of the exchange), accepts responsibility for the adequacy or accuracy of this release.

Certain information in this press release may contain forward-looking statements. This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict including the risk that the Company may not be able to obtain the necessary regulatory approvals. Actual results might differ materially from results suggested in any forward-looking statements. The Company assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward-looking statements unless and until required by securities laws applicable to the Company. Additional information identifying risks and uncertainties is contained in filings by the Company with the Canadian securities regulators, which filings are available at www.sedar.com.

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