

**FOR IMMEDIATE RELEASE**

TSX VENTURE: HTL



## **HAMILTON THORNE ANNOUNCES PROPOSED PRIVATE PLACEMENT OF DEBENTURES**

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**BEVERLY, MA and TORONTO, Ontario – March 11, 2011** - Hamilton Thorne Ltd. (TSX-V: HTL), a leading provider of advanced laser systems for the regenerative medicine, developmental biology, stem cell research and fertility markets, today announced that it is proposing a private placement offering of 10 percent unsecured convertible subordinated debentures (“Debentures”) in the aggregate principal amount of up to US\$650,000. The Debentures will be issued in Canadian denomination and will mature on August 13, 2012. The 10 percent per annum simple interest payable on the Debentures is to be accrued and paid only upon the earlier of maturity or conversion of the Debentures. The net proceeds from the sale of the Debentures will be used for potential product line acquisitions and in-licensing, research and development expenses and for general working capital purposes.

At maturity, the Debentures will convert at a 20 percent discount to the then volume weighted average market price, with a minimum conversion price of C\$0.24 per share and a maximum conversion price of C\$0.60 per share. The Debentures stipulate that, subject to the foregoing, in the event Hamilton Thorne completes an equity offering for gross proceeds of at least C\$1,500,000 (an “Equity Offering”), the Debentures will automatically convert, with a 10 percent discount to the Equity Offering price if the Equity Offering is completed in the first year of the Debenture and a 20 percent discount to the Equity Offering price if the Equity Offering is completed in the second year. The Debentures will rank pari passu with the debentures issued by the corporation in August 2010. The completion of the private placement is subject to acceptance by the TSX Venture Exchange.

“This transaction provides Hamilton Thorne with additional working capital and the financial flexibility to acquire or license new products that can augment our current family of products, as well as continue to develop our groundbreaking laser systems for the stem cell research, advanced cell biology and cancer research markets,” said Meg Spencer, Chief Executive Officer of Hamilton Thorne. “With the clinical market making strides in cell-based treatments for diseases such as Alzheimer’s, Parkinson’s, heart disease and macular degeneration, we feel that Hamilton Thorne has a significant opportunity to become the life science solutions provider of choice for the world’s leading research labs.”

At the closing, the Corporation will pay finder’s fees to certain third parties, including Loewen, Ondaatje, McCutcheon Limited and All Group Financial Services Inc., for introducing qualified subscribers to the Corporation under the private placement. The finder’s fees shall consist of

cash fees equal to 7.0 percent of the gross proceeds of the private placement and finder's warrants equal to 7.0 percent of the gross proceeds (calculated using a conversion rate of \$0.50), exercisable for a period of 24 months from the date of issuance at an exercise price of \$0.50 per common share. All securities issued in this transaction, including securities into which they may be converted into, and warrants issued to finders as part of their compensation, will be subject to a four month hold period.

**About Hamilton Thorne Ltd. ([www.hamiltonthorne.com](http://www.hamiltonthorne.com))**

Hamilton Thorne is a leading provider of advanced laser systems for the regenerative medicine, and stem cell research markets. Hamilton Thorne's lead products, the ZILOS-tk™ and XYClone® laser systems, attach to standard inverted microscopes and operate as robotic micro-surgeons, significantly reducing time and increasing efficiency in key in-vitro fertilization, stem cell, and regenerative medical research applications. The new Staccato™ and Stiletto™ laser systems are designed to broaden the Company's markets and offer significant advantages to developmental biology, cancer research and advanced cell biology researchers.

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. 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](http://www.sedar.com).*

**For more information, please contact:**

David Wolf, President  
Hamilton Thorne Ltd.  
978-921-2050  
[ir@hamiltonthorne.com](mailto:ir@hamiltonthorne.com)

Lisa Rivero, Director of Corporate Communications  
Hamilton Thorne Ltd.  
978-921-2050  
[ir@hamiltonthorne.com](mailto:ir@hamiltonthorne.com)