eyelogic



EYELOGIC SYSTEMS ANNOUNCES ASSET SALE FOR \$500,000 USD

Calgary, Alberta (October 1, 2015) – Eyelogic Systems Inc. ("Eyelogic", EYE.A on TSX-V and CSE) announces that it has entered into an agreement to sell the worldwide intellectual property rights for the Eyelogic System to 20/20 Vision Center LLC ("20/20 Vision") and terminate the August 2012 US Distribution Agreement for cash consideration of \$521,956 USD (\$696,591 CAD based on September 30, 2015 closing price). The agreement will transfer all of Eyelogic's title and rights to its' proprietary software code, US customer list, US patent, and other intellectual property.

Concurrent with the asset sale, Eyelogic obtains an exclusive and perpetual license from 20/20 Vision for the Canadian market. Eyelogic will continue all of its' normal operations of manufacturing, selling, renting, and servicing the Eyelogic System in Canada.

The closing date for the sale is expected to be on or before October 12th, 2015.

Asset Sale and Purchase Agreement

Components of the Asset Sale and Purchase Agreement include:

- For cash consideration of \$500,000 USD (\$667,289 CAD) Eyelogic will sell to 20/20 Vision all intellectual property rights to the Eyelogic System software code including all non-Canadian trademarks, non-Canadian customer contracts, hardware associated with USA and Worldwide operations, marketing materials, and Eyelogic's US Patent.
- Included in the sale price, Eyelogic has agreed to develop a software interface for 20/20 Vision that will allow for the Eyelogic System to connect to additional third party hardware. Eyelogic will include an unearned revenue provision in the amount of \$11,500 USD (\$15,348 CAD) in third quarter financial statements. This provision will be recognized as revenue on delivery of the software interface.
- Included in the sale price, Eyelogic has agreed to provide remote technical support to 20/20 Vision for a period of 90 days after the closing date. Support provided after 90 days will be conducted at predetermined hourly and daily rates. Eyelogic will include an unearned revenue provision in the amount of \$3,000 USD (\$4,004 CAD) in third quarter financial statements. This provision will be recognized as revenue 90 days after contract closing.
- For cash consideration of \$21,956 USD (\$29,302 CAD) Eyelogic and 20/20 Vision will terminate the August 2012 US Distribution Agreement.
- Excluded from the agreement are all assets, customer contracts, and rental operations in Canada. Additionally, Eyelogic retains the Canadian patent, Canadian trademarks, and a copy of the Eyelogic System source code for its exclusive use in Canada. Concurrent with the asset sale, 20/20 Vision grants Eyelogic a perpetual license to allow for the manufacturing, alteration, and operations of the Eyelogic System in Canada. This license allows Eyelogic to continue to support its Canadian customer base. In accordance with Eyelogic's accounting policies, the Company will value the

license granted by 20/20 Vision at fair market value and expects to record an intangible Intellectual Property asset in the third quarter financial statements.

Mark McDonald, President of Eyelogic Systems Inc. had this to say; "We're pleased to hand off the development reigns to 20/20 Vision. Acquiring our core technology will give 20/20 Vision the edge it needs to secure a distinct competitive advantage in the US and beyond. We're looking forward to focusing on serving our significant user base in Canada."

Kristoffer Moen, Chief Financial Officer of Eyelogic Systems Inc. commented; "The sale of assets to 20/20 Vision marks a significant milestone for Eyelogic. It has truly been a pleasure to work with our business partners at 20/20 Vision. I wish them all the best in their efforts to further develop the Eyelogic System."

Charles Scott, Chief Operating Officer of 20/20 Vision, noted, "We are delighted to enter into this transaction with Eyelogic. The Eyelogic Refraction Software is highly complementary to 20/20's current operations. We believe there will be opportunities for improvements from the further development and enhancements of the acquired technology. Through the Eyelogic acquisition there will be opportunities to expand our foot print and capabilities."

The valuations and accounting disclosures discussed in this press release have been developed by Eyelogic for presentation to its stakeholder groups and without input from 20/20 Vision. Consequently these valuations and accounting disclosures should not be relied upon by 20/20 Vision stakeholders.

Currency Fluctuations

All currency conversions have been conducted at 0.7493; the USD to CAD closing price on September 30, 2015. Until the deal is closed and funds received by Eyelogic, exchange rate fluctuations between US to Canadian dollars will have an impact on Eyelogic's financial statements. A 100 basis point strengthening of the Canadian dollar against the United States dollar will decrease cash consideration in Canadian dollars by \$9,157. This analysis assumes that all other variables, in particular interest rates, remain constant (a 100 basis point weakening of the Canadian dollar against the United States dollar on deal close would have had the equal but opposite effect).

For further information, contact Kristoffer Moen, Chief Financial Officer, at (403) 261-7500, e-mail <u>kris.moen@eyelogic.com</u> or Mark McDonald, President, at (403) 264-5896, email <u>mark@eyelogic.com</u>.

About Eyelogic Systems Inc.

Eyelogic Systems Inc. provides automated refraction eye testing solutions primarily in Canada, the United States, France, and Italy. It operates in two segments, Eyelogic System & Corporate and Investment Structures. The company owns proprietary and patent rights to a software package that allows technicians to perform eyesight testing. It also sells computer and ophthalmic equipment packages, including automated refractors, autorefractors or autorefractors/keratometers, autolensometers, computer equipment, customer hardware interface, and customer interface cabling, as well as its software to opticians, optometrists, eyeglass dispensaries, and other optical related businesses. In addition, the company purchases controlling interests of private companies. Eyelogic Systems Inc. was founded in 1996 and is headquartered in Calgary, Canada.

About 20/20 Vision Center LLC.

The 20/20 NOW System offers eye care providers advanced ophthalmic instruments and software solutions that make in-store eye exams accessible, faster and more affordable. Using real-time HD video conferencing, board-certified ophthalmologists and expert remote ophthalmic technicians, 20/20 NOW provides precise prescriptions on the spot.

For more information, visit the 20/20 NOW website at www.for2020now.com or call 1-844 843-2020.

Forward-looking statements

Certain statements contained in this press release may constitute forward-looking statements. These statements relate to future events or Eyelogic's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Eyelogic believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct. Any forward-looking statements included in this press release should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this press release and are expressly qualified, in their entirety, by this cautionary statement.

With respect to forward-looking statements contained herein, Eyelogic has made assumptions regarding, among other things:

- general business and economic conditions in Canada and the USA;
- fluctuations in interest rates and currency values;
- changes in monetary policy;
- legislative and regulatory developments;
- legal developments;
- changes in tax laws;
- costs related to operations remaining consistent with historical experiences; and
- Management's ability to anticipate and manage risks associated with these factors.

Eyelogic's actual results could differ materially from those anticipated in the forward-looking statements contained herein as a result of the risk factors set forth herein.

Although Eyelogic's management has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results to not be as anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this press release and Eyelogic disclaims any obligation to update any forward-looking statements if circumstances or management's beliefs, expectations or opinions should change, whether as a result of new information, future events or otherwise, unless required by applicable securities laws.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.