



## **TSX-Venture: EUO**

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### **FOR IMMEDIATE RELEASE**

## **EUROCONTROL TECHNICS AND ATHLONE GLOBAL SECURITY AGREE TO BUSINESS COMBINATION**

Toronto, Canada, October 19, 2009: Eurocontrol Technics Inc. (TSX Venture: EUO) ("Eurocontrol" or the "Company"), a Canadian public company specializing in the acquisition, development and commercialization of innovative energy security, authentication and verification technologies, is pleased to announce that the Company has entered into a letter agreement with Athlone Global Security Inc. ("AGS"), whereby the Company will acquire all of the issued and outstanding common shares of AGS in exchange for common shares and warrants of Eurocontrol Technics Ltd. (the "Transaction"). As Eurocontrol and AGS have a director in common, being Stan Bharti and a common officer, being Patrick Gleeson, the Transaction will be considered to be a non-arm's length transaction for the purposes of the TSX Venture Exchange. Mr. Bharti currently directly or indirectly, holds 1,987,574 Eurocontrol shares and 2,600,000 AGS shares. Mr. Gleeson currently holds 15,000 AGS shares.

Pursuant to the Transaction, AGS shareholders will receive 2.4 common shares of the Company for each common share of AGS (the "Exchange Ratio"). In addition, holders of common shares of AGS will receive one-half of one common share purchase warrant (each whole warrant a "Warrant") for each common share of the Company issued. Each Warrant shall entitle the holder thereof to acquire one common share in the capital of the combined company at an exercise price being the higher of \$0.25 or the closing price of the Company's common shares on October 21, 2009 for a 12 month period following completion of the Transaction. In addition, the shareholders of the Company will receive one-half of one common share purchase warrant (each whole warrant a "Euro Warrant") for each common share of the Company held. Each Euro Warrant shall entitle the Eurocontrol shareholders of record on the day of closing to acquire one common share in the capital of the combined company at an exercise price being the higher of

\$0.25 or the closing price of the Company's shares on the TSX Venture Exchange on October 21, 2009 for a 12 month period following completion of the Transaction. The issuance of the Euro Warrants are subject to receipt of all security and regulatory approvals.

The Boards of Directors of both Eurocontrol and AGS unanimously support the proposed business combination.

### **Highlights of the Transaction**

Upon completion of the Transaction, the combined company will have:

- A strong balance sheet;
- A uniquely diversified technology platform with complementary security technologies in Homeland Security (HLS), Energy Security, Authentication and Verification
- All of the AGS technologies have applications outside of the energy industry and serve multiple large markets.
- Combined company will be well positioned to integrate and further develop its advanced security technologies in order to capitalize on the growing demand for such technologies in the international marketplace.
- Proven management and board of directors with expertise in technology R&D, international market development, HLS, energy security and finance.

"We believe this is an excellent opportunity for Eurocontrol to expand our platform within the energy security and authentication industries, as well as broaden our base into the HLS markets of which energy security is an important subset. All of these markets are enjoying a growing understanding, as to how they relate to each other, and their importance in the global economy," stated Bruce Rowlands, President and Chief Executive Officer of Eurocontrol Technics Inc. "The proposed business combination will contribute significantly to the treasury and we intend to use such funds to propel the combined company toward further growth opportunities in the energy security and HLS markets." added Mr. Rowlands.

### **Transaction Details**

The Transaction remains subject to the execution of definitive agreement by November 15, 2009, regulatory approvals, court approvals (if required) and the requisite shareholder approvals.

The Board of Directors of Eurocontrol has appointed a Special Committee of the Board, comprised of independent directors to review the Transaction. Based upon the recommendation of the Special Committee, the Board of Directors of Eurocontrol will recommend that

Eurocontrol shareholders vote in favour of the Transaction, subject to the terms and conditions of the letter agreement. The Board of Directors of AGS has also appointed a Special Committee of the Board and will recommend that the AGS shareholders vote in favour of the Transaction, subject to the terms and conditions of the letter agreement. AGS has engaged Macquarie Capital Markets Canada Ltd. as its financial advisor with respect to the Transaction.

Pursuant to the letter agreement, the directors of both Eurocontrol and AGS have agreed to support the Transaction and each of the directors and officers of Eurocontrol and AGS will enter into lock-up agreements to vote their shares in favour of the Transaction, subject to certain conditions. Upon closing of the Transaction it is anticipated that a nominee of AGS will be appointed to the board of directors of Eurocontrol.

Eurocontrol and AGS have entered into discussions with respect to rolling-up various AGS investee companies into wholly-owned subsidiaries of Eurocontrol as a means to promote revenue growth, cash flow and operating efficiency.

There are currently 51,029,949 common shares of the Company issued and outstanding. Based upon the Exchange Ratio, upon completion of the Transaction, the resulting company will have 141,004,749 common shares issued and outstanding and the shareholders of Eurocontrol and the shareholders of AGS will hold approximately 36.2% and 63.8%, respectively of the common shares of the resulting company.

### **About Eurocontrol Technics Inc.**

Eurocontrol Technics Inc. through its wholly owned subsidiary Global Fluids International S.A. ("GFI") is one of the world's pioneers in developing and implementing innovative molecular marking systems for the oil industry. Through its proprietary Petromark™ integral system, GFI has developed a 4-part solution consisting of a molecular marker, injection, monitoring and control components. Such oil industry cost realities along with GFI's 5-year R&D efforts to create its industry-leading marking solutions, along with access to capital provided by Eurocontrol Technics Inc. allows management to pursue numerous anticipated oil marking opportunities in fiscal 2010 and in years to come.

### **About Athlone Global Security Inc.**

A pioneer in the Homeland Security marketplace, Athlone Global Security Inc. focuses on finding and investing in emerging growth companies specializing in the development and distribution of imperative Homeland Security ("HLS") related solutions. AGS operates principally from its offices at the in the U.S.A. and Middle East. As a private investment group, AGS invests primarily in technologically oriented, privately owned, and entrepreneurially managed HLS companies that have developed unique products that can be readily adapted in major global markets where there is great demand for these products in the global war on terrorism. AGS' primary focus in sourcing its investment opportunities is in Israel due to the wide breadth of opportunities available and the strong team and infrastructure AGS has already established in Tel Aviv. Due to the unique knowledge and expertise of counter-terrorism and

HLS technologies, Israel has become an attractive source of emerging HLS technologies for North American and European markets.

Please visit the Company's web site at [www.athloneglobalsecurity.com](http://www.athloneglobalsecurity.com)

#### Regulatory Footnotes

Completion of the Transaction is subject to a number of conditions, including TSX Venture Exchange acceptance and potential disinterested shareholder approval. The Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Management Information Circular to be prepared by Eurocontrol in connection with the Transaction, any information released or received with respect to the business combination may not be accurate or complete and should not be relied upon. Trading in the securities of Eurocontrol should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction nor approved or disapproved of the contents of this news release.

This press release shall not constitute an offer to sell or solicitation of an offer to buy the securities in any jurisdiction. The securities will not be and have not been registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirements.

*Cautionary Note Regarding Forward-Looking Information* This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the future financial or operating performance of each of Eurocontrol and AGS and its projects, statements regarding technological prospects, statements regarding synergies and financial impact of the proposed transaction, the terms and conditions of the transaction, the benefits of the proposed transaction, costs of and capital for projects, expenditures, timing of future technological developments, requirements for additional capital, government regulation of industrial operations, environmental risks, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of pending litigation and regulatory matters. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company (and the company resulting from the successful completion of the proposed transaction) to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, political and social uncertainties; the actual results of current

exploration activities; delay or failure to receive board or regulatory approvals; timing and availability of external financing on acceptable terms; the business of AGS and Eurocontrol and AGS not being integrated successfully or such integration proving more difficult, time consuming or costly than expected; not realizing on the potential benefits of the proposed transaction; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the industrial industry; and, delays in obtaining governmental approvals or required financing or in the completion of activities. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Eurocontrol and AGS do not undertake to update any forward-looking information, except in accordance with applicable securities laws.

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