

## **MATERIAL CHANGE REPORT**

### **1. NAME AND ADDRESS OF COMPANY**

Plaintree Systems Inc. ("Plaintree" or the "Company")

10 Didak Drive  
Arnprior, Ontario  
K7S 0C3

### **2. DATE OF MATERIAL CHANGE**

February 6, 2012

### **3. PRESS RELEASE**

A press release was filed on SEDAR and disseminated by Filing Services Canada on February 7, 2012. A copy of the news release is attached as Schedule "A".

### **4. SUMMARY OF MATERIAL CHANGE**

Plaintree announced the acquisition of the business and assets of Summit Tool Corporation of Pocono Summit, Pennsylvania.

### **5. FULL DESCRIPTION OF MATERIAL CHANGE**

Plaintree together with its wholly-owned affiliate Summit Aerospace USA Inc. ("Summit Aerospace") entered into an asset purchase agreement with Summit Tool Corporation dated February 6, 2012 (the "Purchase Agreement"). Under the Purchase Agreement, Plaintree and Summit Aerospace purchased from Summit Tool Corporation substantially all of the assets related to its business involving the performance of precision machining.

The total consideration payable by Plaintree and Summit Aerospace is US\$3,000,000 plus the assumption of certain liabilities of Summit Tool Corporation. Plaintree and Summit Aerospace paid US\$1,500,000 at the closing, with the balance payable in a series of instalments over an 18 month period, subject to certain reductions based on the performance of the business.

Summit Tool Corporation has been operating as a value added manufacturer of aerospace engine components for over 30 years. It is expected that the acquired business will be operated at its current location, without interruption, by Summit Aerospace USA Inc.

**5.1 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS**

Not applicable.

**6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable

**7. OMITTED INFORMATION**

No information has been omitted on the basis that it is confidential information.

**8. EXECUTIVE OFFICER**

Lynn Saunders, Chief Financial Officer

Phone: 613-623-3434 x 3002

Email: lsaunders@plaintree.com

**9. DATE OF REPORT**

February 13, 2012

## Schedule "A"



February 7 , 2012

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### **NEWS RELEASE**

#### **Plaintree Systems Inc announces purchase of a US based Aerospace company.**

Ottawa, Ontario, February 7, 2012 – Plaintree Systems Inc. (Plaintree, traded on CNSX under the symbol NPT) today announced the completion of its acquisition of the business and assets of Summit Tool Corporation of Pocono Summit, Pennsylvania.

This newly acquired business will be operated by Plaintree's US based subsidiary, Summit Aerospace USA Inc. (Summit Aerospace). It is anticipated that the business will continue to be carried on in its current location without interruption.

"We are excited about this acquisition," said David Watson, Plaintree CEO. "This company has been a very successful and consistently profitable value added manufacturer of Aerospace engine components for over 30 years. The end users of its products are all of the largest helicopter and aircraft engine manufacturers."

"This positions our aerospace division in the high value engine component sector."

Summit Aerospace provides precision machining of Nickel-based Superalloys and titanium, (Inconel 718, Nimonic Series and René 41), up to 36 inches in diameter and holding tolerances of 1/1000, to the aerospace and defense markets

The components machined by Summit include components for Turbine shrouds,, seal assemblies and pressures seals. Other machined engine components include diffusers, upper flanges, forward flanges, housings, stationary air seals, outer cases and bearing housings.

#### **About Plaintree Systems**

**Plaintree** has two diversified product lines consisting of Specialty Structures and Electronics.

The Specialty Structures Division includes the former Triodetic Group with over 40 years of experience, is a design/build manufacturer of steel, aluminum and stainless steel specialty structures such as commercial domes, free form structures, barrel vaults, space frames and industrial dome coverings, and the newly formed Arnprior Fire Trucks Corp., a manufacturer of high end fire and emergency vehicles.

The Electronics Division includes the legacy Hypernetics and Plaintree free space optics (FSO) businesses.

Plaintree's FSO systems transmit data at high speeds using beams of light instead of traditional radio frequency which can suffer from congestion. Hypernetics was established in 1972 and is a manufacturer of avionic components for various applications including aircraft antiskid braking, aircraft instrument indicators, solenoids, high purity valves and permanent magnet alternators.

Plaintree's shares are traded under the symbol "NPT". Shareholders and Investors can access Company information on CNSX's website and receive full Company disclosure monthly. For more information on Plaintree or to receive stock quotes, complete with trading summaries, bid size and ask price, brokerage house participation, insider reports, news releases, disclosure information, and CNSX and SEDAR filings, visit the CNSX website at [www.cnq.ca](http://www.cnq.ca) or the Company's website at [www.plaintree.com](http://www.plaintree.com).

For more information on these results, please refer to Plaintree's annual 2011 financial statements together with the related Management's Discussion and Analysis report, copies of which can be obtained from the Company's website at [www.plaintree.com](http://www.plaintree.com) and/or under Plaintree's name at [www.sedar.com](http://www.sedar.com).

Plaintree is publicly traded in Canada on the CNSX (NPT) with **12,925,253** common shares and 18,325 class A preferred shares outstanding.

*This press release may include statements that are forward-looking and based on current expectations. The actual results of the company may differ materially from current expectations. The business of the company is subject to many risks and uncertainties, including changes in markets for the company's products, delays in product development and introduction to manufacturing and intense competition. For a more detailed discussion of the risks and uncertainties related to the company's business, please refer to documents filed by the company with the Canadian regulatory authorities, including the annual report of the Company for the fiscal year ended March 31, 2011 and related management discussion and analysis.*

*Canadian National Stock Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.*

For further information: (613) 623-3434 x2261