

## Luca Capital Inc.

TSX VENTURE: LUI.P

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### Luca to Acquire Ventripoint as Qualifying Transaction

CALGARY, ALBERTA--(CCNMatthews - April 10, 2007) - Luca Capital Inc. ("Luca") (TSX VENTURE:LUI.P) today announced details concerning its proposed Qualifying Transaction pursuant to a letter agreement dated March 19, 2007 (the "Letter Agreement"). The transaction involves the completion of up to a \$400,000 debenture private placement, up to a \$4,025,000 equity private placement and the business combination (the "Business Combination") of Luca with VentriPoint, Inc. ("VentriPoint"), which will constitute the Qualifying Transaction of Luca pursuant to Policy 2.4 of the TSX Venture Exchange Inc. ("TSX Venture").

#### About VentriPoint

VentriPoint is a clinical diagnostic company based in Seattle, Washington that commenced operations in January 2005 with a view to commercializing innovative and patented imaging technologies developed by the University of Washington (the "Technology"). Applying this Technology, VentriPoint is attempting to develop a breakthrough diagnostic tool for the rapid and cost effective measurement of a heart's volume and ventricular ejection fractions (blood flow), which Technology, together with its associated online service, will be extendable to a variety of heart related disease states.

#### Technology License

VentriPoint is party to a technology license agreement with the University of Washington dated April 11, 2005 and amended on October 1, 2006, which grants VentriPoint the exclusive worldwide license to University of Washington U.S. Patent #5,889,524, March 30, 1999 (the "Patent"), as well as a non-exclusive worldwide license to the Technology for the purpose of further investment in developing the Technology and in creating revenue producing products and services incorporating and derived from the Patent and Technology. Included within the Technology is software that employs the catalogue fit algorithm to estimate the three dimensional surface of the right or left ventricular endocardium from sparse input data, a collection of 3D surface reconstructions of ventricles of normal and diseased hearts, and information and know-how related thereto.

Portions of the Technology have previously been licensed on a non-exclusive basis to other hospitals or universities. As a result, the license of the Patent is exclusive to VentriPoint with the other elements of the Technology being licensed to VentriPoint on a non-exclusive basis. The University of Washington retains the rights to use the Patent and the Technology for its research and educational purposes. In compliance with the National Institute of Health's requirements for its contributions to the funding of the Technology research, the license also provides that VentriPoint shall grant licenses of the Technology to non-profit research institutions for specified internal research and development purposes only.

#### Background to Market Opportunity

It is currently difficult, time consuming, and expensive to accurately calculate the heart's right ventricle function ("RVF"). According to industry specialists, the few products available in the market are considered impractical and unreliable by many that have used them and consequently the majority of cardiologists, or their highly paid technicians, are faced with long hours of manual tracing and calculation per patient when reliable RVF data is desired. As a result, cardiologists routinely rely on visual estimates of RVF from images of the patient's heart, a highly subjective and inaccurate practice known as "eyeballing". The need for an easy and cost effective way to obtain this important diagnostic data for the millions of patients world wide suffering from cardiac defects or cardiac disease is well recognized. According to AN Redington in the journal *Cardiology Clinics*, 2002 (volume 20 pages 341 to 349) "The Holy Grail of echocardiographic assessment is an easily applicable real-time three-dimensional assessment of right ventricular volume."

#### VentriPoint Proposed Product Solution

VentriPoint's intention is to develop a near real-time three-dimensional model and assessment of right ventricular volume and function. Incorporating the Patent that employs knowledge base reconstruction techniques licensed from the University of Washington as part of the Technology, the VentriPoint diagnostic system ("VDS") has

demonstrated the production of highly detailed three-dimensional models, volumes and ejection fractions for both RVF and left ventricle function ("LVF"), yielding results in minutes as opposed to hours. The VDS interfaces with and acquires the source patient imagery from the use of existing two-dimensional ultrasound and/or three-dimensional magnetic resonance imaging equipment. In addition to using existing equipment, VDS uses substantially the same procedure as is currently performed, and therefore most deployments will not require any capital outlay, which management of VentriPoint believes will make wide spread deployment of the VDS more likely.

VentriPoint's business model is to be a service provider that generates revenues on a "per use" basis. Imaging centers, hospitals, and/or cardiologists that agree to a minimum number of analysis transactions over a multi-year contract will qualify for VDS installation and training at little or no charge, depending on volume. Management of VentriPoint is of the opinion this approach will expedite deployment for customers facing budgetary constraints and long approval processes and it should be noted this approach has been a standard model long used to sell 'per test' products into the hospital market.

#### VentriPoint Financial Information

Based on unaudited management prepared financial statements for the year ended December 31, 2006, VentriPoint had no revenue, operating expenses of US\$779,000 (of which US\$620,000 was for research and development) and a net loss of US\$779,000. In addition, as at December 31, 2006, VentriPoint had total assets of US\$189,000 and liabilities of US\$501,000.

Based on unaudited management prepared financial statements for the year ended December 31, 2005, VentriPoint had no revenue, operating expenses of US\$146,000 (of which US\$26,000 was for research and development) and incurred a net loss of US\$146,000. In addition, as at December 31, 2005, VentriPoint had total assets of US\$435,000 and no liabilities.

#### Reorganization of VentriPoint

VentriPoint currently has 5,964,975 common shares (the "VentriPoint Shares") outstanding, US\$150,000 of convertible promissory notes (the "VentriPoint Convertible Notes"), as well as stock options and warrants to purchase 1,260,386 VentriPoint Shares at prices ranging from US\$0.30 to US\$0.50 per share (the "VentriPoint Existing Options"). Prior to completion of the Business Combination, VentriPoint expects to issue an additional 1,595,000 shares on conversion of the principal and interest owing pursuant to the VentriPoint Convertible Notes. In addition, VentriPoint may issue up to an additional 550,000 VentriPoint Shares or VentriPoint Existing Options exercisable at prices between US\$0.30 and US\$0.50 per share to purchase up to 550,000 VentriPoint Shares to be issued to advisors (the "Advisor Securities"). Prior to completion of the Business Combination, VentriPoint will complete a corporate restructuring (the "VentriPoint Reorganization"), pursuant to which the existing shareholders of VentriPoint will exchange their VentriPoint Shares and including VentriPoint Shares comprising Advisor Securities (if any), for an aggregate of 13,832,971 common shares (the "New VentriPoint Shares") of a new company incorporated under the laws of Canada ("New VentriPoint"). Pursuant to the VentriPoint Reorganization, the VentriPoint Existing Options, including the VentriPoint Existing Options comprising the Advisor Securities (if any), will be assumed by New VentriPoint with identical terms and conditions, except that each holder of VentriPoint Existing Options will receive 1.83 replacement options to purchase New VentriPoint Shares for each VentriPoint Existing Option held, resulting in no more than 2,315,519 replacement options.

#### Proposed Equity and Debt Financings

The parties have agreed to use their commercially reasonable efforts to cause New VentriPoint to complete an equity private placement ("Equity Private Placement") of up to 11,500,000 subscription receipts (the "Subscription Receipts") at a price of \$0.35 per receipt for gross proceeds of up to \$4,025,000. Each Subscription Receipt will be exchangeable for units of New VentriPoint (the "Units") immediately prior to the closing of the Business Combination and the net proceeds of the Equity Private Placement will be held in escrow until the closing of the Business Combination. Each Unit will consist of one New VentriPoint Share and one half of one warrant (the "Equity Warrants"). Each whole Equity Warrant shall have an exercise price of \$0.50 per share and will have a term of eighteen (18) months from the time the Subscription Receipts are exchangeable for Units. The parties have agreed it is a condition of completion of the Business Combination that the Equity Private Placement shall be completed for a minimum of \$3,000,000.

Blackmont Capital Inc. has been engaged to act as agent (the "Agents") on a "commercially reasonable efforts" basis for the Equity Private Placement and in connection therewith will be paid a cash commission. In addition, the Agent and its sub agents, if any, will be granted agent's options (the "Equity Agent's Options") to purchase 10% of the number of Units issued on exchange of the Subscription Receipts sold under the Equity Private Placement, with each Equity Agent's Option entitling the Agent to purchase one Unit at a price of \$0.35 per Unit for a period of 18 months from the date the Subscription Receipts are exchanged for Units.

The parties also intend to use their commercially reasonable efforts to cause VentriPoint to complete a private placement (the "Debenture Private Placement") of up to \$400,000 principal amount of convertible debentures of VentriPoint (the "Convertible Debentures"). The Convertible Debentures will be secured against the assets of

VentriPoint, will bear interest at a rate of 5% per annum, will automatically mature one year from the date of issuance, and will be automatically convertible (both principal and interest) into New VentriPoint Shares and share purchase warrants of New VentriPoint (the "Debenture Warrants"). Each Debenture Warrant will entitle the holder to acquire one New VentriPoint Share at a price of \$0.35 per share until two years from the closing of the Business Combination. The Convertible Debentures will be convertible into New VentriPoint Shares and Debenture Warrants, based on a price equal to 75% of the price of the Subscription Receipts issued under the Equity Private Placement, subject to the following:

(a) should the Business Combination not close prior to September 30, 2007, the conversion price of the Convertible Debentures shall be reduced to 70% of the pricing of the Equity Private Placement; and

(b) for each 45 day period that the Business Combination does not close after September 30, 2007, the conversion price of the Convertible Debentures shall be reduced by an additional 5% of the pricing of the Equity Private Placement, but in no event below 50% of the price of the Subscription Receipts issued under the Equity Private Placement.

Pursuant to the Debenture Private Placement, VentriPoint may pay a commission and may issue agent's options to purchase up to 10% of the number of New VentriPoint Shares into which the Convertible Debentures are convertible (the "Debenture Agent's Options"). In addition, the Debenture Agent's Options will have an exercise price that is equal to 75% of the price of the Subscription Receipts issued under the Equity Private Placement.

VentriPoint intends to use the expected proceeds of \$3,400,000 from the Debenture Private Placement and the Equity Private Placement as follows:

(a) Agent Cash Commissions	\$ 340,000
(b) Development of VentriPoint database for regulatory clinical testing, as well as the completion of the initial design, coding and testing of the individual units of the VDS	\$ 2,560,000
(c) General and Administrative	\$ 500,000

Additional proceeds available from the sale of the maximum Equity Private Placement (\$1,025,000), net of 10% selling agent commissions, will be used for further development including the integration and testing of all commercial system units and subsystems of the VDS to be available for regulatory clinical testing.

After completion of the maximum Equity Private Placement, the Debenture Private Placement (and automatic conversion of the Convertible Debentures) and the VentriPoint Reorganization, New VentriPoint will have issued and outstanding 26,856,780 New VentriPoint Common Shares, up to 152,381 Debenture Agents' Options, 1,150,000 Equity Agent's Options, 5,750,000 Equity Warrants and 2,315,519 VentriPoint Existing Options.

#### Information Concerning Luca

Luca is a capital pool company that completed its initial public offering and the common shares of Luca (the "Luca Common Shares") are listed for trading on TSX Venture. Luca currently has outstanding 8,666,666 Luca Common Shares, stock options to acquire 866,666 Luca Common Shares at a price of \$0.15 per share (the "Luca Stock Options") and agent's options to purchase 200,000 Luca Common Shares at a price of \$0.15 per share (the "Luca Agent's Options"). As at September 30, 2006, based on unaudited financial statements Luca had cash assets, net of liabilities, of approximately \$670,000.

#### About the Business Combination

Luca and VentriPoint have agreed to complete the Business Combination pursuant to an amalgamation or arrangement, to be determined, to form a new company to be called VentriPoint Diagnostics Ltd. ("Amalco"). Pursuant to the Business Combination: (i) each holder of New VentriPoint Shares shall receive one common share of Amalco (the "Amalco Common Shares") with a deemed value of \$0.35 per share for each New VentriPoint Share held resulting in aggregate consideration of \$9,399,873 to New VentriPoint (assuming

completion of the maximum Equity Private Placement and the conversion of the Convertible Debentures); and (ii) each holder of Luca Common Shares shall receive one Amalco Common Share for each Luca Common Share held. Each holder of stock options, warrants or agent's options of Luca or New VentriPoint as described herein will receive the same number of options, warrants or agent's options, as applicable, to purchase Amalco Common Shares with identical terms and conditions as their securities of New VentriPoint or Luca, as applicable.

#### About the Resulting Issuer

The business of VentriPoint currently, and the business of Amalco after completion of the Business Combination, will be the business of VentriPoint.

The principal shareholders of Amalco after completion of the Equity Private Placement (who are also the principal shareholders of VentriPoint), the conversion of the Convertible Debentures and the completion of the Business Combination are expected to be, directly or indirectly, Joseph Ashley of Seattle, Washington, and Florence H. Sheehan, M.D. of Mercer Island, Washington, who will own approximately 9.0% and 7.2%, of the outstanding Amalco Shares, respectively.

After completion of the Business Combination, management of Amalco will consist of Joseph Ashley as President and Chief Executive Officer, Edward F. Garth as Chief Financial Officer, Florence H. Sheehan, M.D. as Chief Scientist, and Scott Ashley as Vice-President, Research and Development.

After completion of the Business Combination, the Amalco board of directors will consist of five members (the "Amalco Board"), being one nominee of VentriPoint (Joseph Ashley), one nominee of Luca and three directors that are independent with biotechnology industry experience acceptable to the agents of the Equity Private Placement, as well as to the Corporation and VentriPoint (one being Treuman P. Katz). TSX Venture has advised they will require at least two members of the Amalco board to have recent previous public company experience and once these additional nominees have been determined, an additional press release will be issued.

Joseph Ashley, age 79, has been the President and Chief Executive Officer of VentriPoint since January 2005. Mr. Ashley has decades of medical device and bio-tech related experience. From 1966 to 1983, he held successive positions of responsibility with Beckman Instruments, Inc. and went on to propose the creation of and later became the President of the Clinical Instruments Division of Beckman Instruments, Inc. During his tenure as President of the Clinical Instrument Division, corporate sales grew over a nine year period from US\$10 million to US\$450 million worldwide. In 1982, Beckman Instruments, Inc. merged with SmithKline Corporation, creating SmithKline Beckman Corporation. Mr. Ashley went on to become Chairman of the Board at ICOM, Inc., a software company based in Chicago until 1988 when ICOM, Inc. was sold to Viacom, Inc. From 1983 to 1985, Mr. Ashley was the President of Genetic Systems Corporation, a biotech start-up company, until it was sold to Bristol-Myers in 1985 for US\$300 million. In 1986, Mr. Ashley founded ProCyte Corporation ("ProCyte"), a pharmaceutical development company and served as its Chief Executive Officer and Chairman until 1993. ProCyte completed its initial public offering on the NASDAQ in 1989 and was subsequently acquired by PhotoMedex, Inc. in 2004. Mr. Ashley has been the Chairman of the Board of Copernicus Therapeutics, Inc., a biotechnology company in genetic pharmaceuticals. Mr. Ashley is also a founder and a director of Sound Pharmaceuticals, Inc., an early-stage company working on methods of protecting against loss of hearing. Mr. Ashley has a Bachelor of Mechanical Engineering degree from the City College of New York and an Executive MBA from the University of California, Los Angeles.

Treuman P. Katz, age 65, is a proposed member of the Amalco Board. Mr. Katz is currently the President Emeritus of the Seattle Children's Hospital & Regional Medical Center ("Seattle Children's"), after serving as its President and Chief Executive Officer from 1979 to October 2005. Under his leadership, Seattle Children's became one of America's top five children's hospitals with assets of over US\$1 billion and an annual budget of more than US\$500 million. Mr. Katz led the strategic planning process that resulted in the creation and establishment of the Seattle Cancer Care Alliance; Children's University Medical Group (CUMG), a major joint venture between Children's Health Care System and the University of Washington School of Medicine; Child Health Corporation of America, a national venture of 42 hospital organizations; Airlift Northwest, a consortium organized to transport patients throughout the Northwest by fixed-wing and helicopter; and a multi-organ transplant program established at Seattle Children's for heart, liver, small bowel, and bone marrow. Prior to his tenure at Seattle Children's, Mr. Katz served as a senior executive at Cedars-Sinai Medical Center in Los Angeles. Mr. Katz has a Masters degree in Science from the University of California at Berkeley, California and an MBA from George Washington University in Washington D.C.

Florence H. Sheehan M.D., age 57, has been a Research Professor of Medicine/Cardiology at the University of Washington since 1995. Dr. Sheehan has been the Chief Scientist with VentriPoint since April 2005. Dr. Sheehan has a Bachelor of Science degree in Life Science from the Massachusetts Institute of Technology and a Masters Degree from the University of Chicago. Following house staff training at the Medical College of Virginia, she spent three years at the National Institute of Health doing research as a Clinical Associate. Since joining the University of Washington as an assistant professor in 1984, Dr. Sheehan has devoted 23 years to the development and application of quantitative methods for analyzing cardiac images. She developed the centerline method for measuring regional ventricular function, which carries an FDA 510(k) and has been licensed to 15 companies, bringing the University of Washington significant royalties. Dr. Sheehan directs the Cardiovascular

Research and Training Center at the University of Washington which provides quantitative analysis of the left ventricle function in University of Washington Medical Center patients, and which has served as Core Laboratory for image analysis to 15 multi-center clinical trials. She has also served as a consultant to imaging companies on software development and validation. In 1990 she launched an industry-university consortium to develop automated border detection for contrast ventriculograms, a project that was concluded successfully with licensed methods for both standard projections. Dr. Sheehan holds seven patents in the field of quantitative cardiac imaging and she has one other patent that is pending.

Scott Ashley, age 50, has been the Vice-President, Research and Development of VentriPoint since January 2006. Mr. Ashley has over 25 years of software development expertise, 16 years of which was at Hewlett-Packard Company ("HP"). As a manager of Software Development with HP from 1989 to September 2005, he held several positions, most recently in the NonStop Enterprise Division where he managed an 80 person development organization responsible for the design and implementation of migrating HP to Intel microprocessors. Prior to joining HP, Mr. Ashley worked with Tandem Computers Incorporated as a manager of the device development group, where he was responsible for the re-write of disk and tape subsystem software. Mr. Ashley continued in this role after Tandem Computers Incorporated was acquired by Compaq in 1997 which was then acquired by HP in 2002. Mr. Ashley has a Bachelor of Science, Computer Engineering degree from the University of California at San Diego, California.

Edward F. Garth, age 56, has been the Chief Financial Officer and Vice-President, Finance and Administration of VentriPoint since February 2007. Mr. Garth has in excess of twenty-five years of operating expertise in building and financing emerging technology related companies. Mr. Garth has been the Chief Financial Officer of Coscomm International Inc. ("Coscomm"), an early stage company developing a satellite based mobile communication solution for the public safety market, since January 2003. Prior to joining Coscomm, Mr. Garth worked with Design Intelligence, Inc. ("DI") as the Vice-President of Finance and Administration from April 1994 to 2000 prior to the sale of DI to Microsoft Corporation. Mr. Garth was the President of DI during the subsequent two year transitional period to complete the sale of DI to Microsoft Corporation. As President of The Financial Solutions Company, he has served as an interim executive officer for many technology and biotechnology companies. Mr. Garth began his career as a tax consultant supervisor and auditor with Touche Ross & Company. Mr. Garth was a Certified Professional Accountant in the States of Michigan and Washington (he is inactive), and has a Bachelor of Business Administration degree from Eastern Michigan University.

Blackmont Capital Inc., subject to completion of satisfactory due diligence, has agreed to act as sponsor in connection with the Business Combination. An agreement to act as sponsor should not be construed as any assurance with respect to the merits of the Business Combination or the likelihood of completion. Luca and VentriPoint have applied for an exemption from the sponsorship requirements; however, there is not assurance that this exemption will be granted.

The completion of the Business Combination is subject to the approval of TSX Venture and all other necessary regulatory approval. The completion of the Business Combination is also subject to additional conditions precedent, including: (i) shareholder approval of each of Luca and VentriPoint for the Business Combination; (ii) shareholder approval of and completion of, the VentriPoint Reorganization; (iii) satisfactory completion of due diligence reviews by the parties; (iv) receipt of board of directors approval of each of Luca and VentriPoint; (v) entering into of a formal agreement in connection with the Business Combination; (vi) entering into of employment agreements between Amalco and each of Joseph Ashley and Dr. Florence Sheehan (in a manner that will permit her to also retain her position at the University of Washington); (vii) completion of the Equity Private Placement for minimum gross proceeds of \$3 million; and (viii) certain other conditions.

Luca announces it has reserved a price of \$0.35 per share for the grant of stock options to acquire up to 10% of the outstanding Amalco Common Shares (the "Amalco Stock Options") in the event the Business Combination and the Equity Private Placement are completed. The grant of the Amalco Stock Options is subject to regulatory approval. The Amalco Stock Options will be granted to directors, officers, employees and consultants of Amalco, as determined by the Amalco Board following the completion of the Equity Private Placement and concurrent with the Business Combination.

The Business Combination will be an arm's length transaction as the directors and officers of Luca currently have no interest in VentriPoint.

Trading in the Luca Common Shares will remain halted until such time as TSX Venture has received a sponsorship acknowledgement form from Blackmont Capital Inc., or has provided an exemption from sponsorship, as well as certain other required documentation.

As indicated above, completion of the Business Combination is subject to a number of conditions, including but not limited to, TSX Venture acceptance and shareholder approval. The Business Combination cannot close until the required shareholder approval is obtained. There can be no assurance that the Business Combination will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Information Circular to be prepared in connection with the Business Combination, 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 Luca should be considered highly speculative.

The securities of Luca being offered have not been, nor will be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from U.S. registration requirements. This release does not constitute an offer for sale of securities in the United States.

This news release contains certain forward-looking statements, including management's assessment of future plans and operations, and capital expenditures and the timing thereof, that involve substantial known and unknown risks and uncertainties, certain of which are beyond the Corporation's control. Such risks and uncertainties include, without limitation, risks associated with research and development, delays resulting from or inability to obtain required regulatory approvals and ability to access sufficient capital from internal and external sources, the impact of general economic conditions in Canada and the United States, changes in laws and regulations, the lack of availability of qualified personnel or management, fluctuations in foreign exchange or interest rates, stock market volatility and market valuations of companies with respect to announced transactions and the final valuations thereof. The Corporation's actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits, including the amount of proceeds, that the Corporation will derive therefrom. Readers are cautioned that the foregoing list of factors is not exhaustive. All subsequent forward-looking statements, whether written or oral, attributable to the Corporation or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements. Furthermore, the forward-looking statements contained in this news release are made as at the date of this news release and the Corporation does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws."

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