

**NEWS RELEASE**  
**Toronto, Ontario**

**TerraNova Partners LP Announces Requisition for the Calling of a Special Meeting of Shareholders of Inspira Financial Inc. and Files for a Temporary Injunction to Stop the Company from Completing the Acquisition of RBP Healthcare Technologies, Inc. Pending Full Disclosure and Shareholder Vote**

*November 2, 2016* – TerraNova Partners LP (“TerraNova”) announces that it has requisitioned the board of directors of Inspira Financial Inc. (“Inspira” or the “Company”) to call a special meeting of shareholders in order to, amongst other matters:

- obtain full disclosure of the terms of the Company’s proposed acquisition (the “Acquisition”) of RBP Healthcare Technologies, Inc. (“RBP”);
- to permit shareholders the opportunity to vote on the Acquisition; and
- to vote on replacing the Company’s directors with new, experienced and independent directors.

TerraNova has also filed a Notice of Civil Claim in the British Columbia Supreme Court, seeking amongst other things, an interim injunction to prevent the Company from closing the Acquisition without shareholder approval and to require the Company to provide shareholders with full disclosure of all material facts relating to the Acquisition and RBP.

**The Acquisition: Background**

Inspira announced on May 31, 2016 its intention to acquire RBP for cash and shares. In its interim financial statements and MD&A released after the market closed on October 31, 2016, the Company stated that on October 21, 2016 the terms of the Acquisition had changed to issue a higher number of shares and no cash. Other than the consideration payable in the Acquisition, the Company has to date not disclosed the other material terms of the transaction or filed the purchase agreement relating to the Acquisition.

On October 31, 2016, TerraNova issued a news release and filed an early warning report stating that it owns or controls greater than 10% of Inspira’s common shares.

Before the market opened the following day, November 1, 2016, Inspira issued a news release stating, amongst other things, that notwithstanding its disclosure of the previous evening, “all approvals have been secured and closing [of the Acquisition] is expected in the coming days once all relevant paperwork is processed.”

## **The Acquisition: Effect on Shareholders**

TerraNova has repeatedly requested that the Company provide all shareholders with full disclosure about the Acquisition. But in the face of these requests, the Company has proceeded towards a closing of the Acquisition without addressing TerraNova's concerns or seeking shareholder approval. Unless management of Inspira can demonstrate the value of the Acquisition, TerraNova is concerned that the Acquisition will be significantly dilutive to shareholders and further erode the value of their investment.

TerraNova is concerned that shareholders have not received the full disclosure about the Acquisition that they are entitled to under applicable securities law. In particular, shareholders have not been told who the selling shareholders of RBP are or what is the nature and quality of RBP's assets, the state of its balance sheet, sufficient details about its business model, customers, material contracts, management, directors, or the interests (if any) of any non-arms' length parties.

Based on the minimal information that the Company has disclosed about RBP, TerraNova is concerned that the Acquisition would fundamentally change the business of Inspira, from a lender to small healthcare providers into a software business. Therefore, TerraNova believes that shareholders should be provided with the opportunity to make an informed decision as to their continued investment in the Company in light of the proposed Acquisition.

As such, TerraNova has sought to requisition a meeting of the shareholders and to seek a court order to require the Company to comply with its disclosure obligations and to provide shareholders with the opportunity to approve or reject the Acquisition.

## **Board of Directors**

TerraNova has lost faith in the Company's board of directors; it appears to TerraNova that the directors are not acting in the best interest of all shareholders. As such, TerraNova is seeking to replace the entire board with a slate of experienced and motivated directors who will have the shareholders' best interest in mind.

Under the leadership of the Company's current directors and management, who in the aggregate own virtually no shares, long-term shareholders have seen a steep decline in Inspira's share price. Combined, the directors and management of the Company currently own a total of less than 0.5% of the Company's outstanding shares. Moreover, TerraNova is concerned that the directors have caused the Company to issue a significant number of options, both to themselves and to other undisclosed persons.

## Next Steps

TerraNova has served the directors of the Company with a requisition for a special meeting of shareholders, in order to, amongst other things, obtain full disclosure of the terms of the Acquisition, to allow shareholders the opportunity to vote on the Acquisition and to vote on replacing the Company's directors. TerraNova would encourage its fellow shareholders to contact the Company to demand full disclosure about the Acquisition and to support the work TerraNova is doing on behalf of all shareholders to retain the value in the Company and place new, engaged and experienced directors who are committed to good corporate governance.

This news release is being issued pursuant to *National Instrument 62-103 - The Early Warning System and Related Take-Over Bid and Insider Reporting Issuers*, which requires a report to be filed under the Company's profile on SEDAR ([www.sedar.com](http://www.sedar.com)) containing additional information respecting TerraNova's intentions.

As announced in a news release issued on October 31, 2016, TerraNova, an Ontario limited partnership with its head office located in Toronto, controls approximately 10.9% of the outstanding Inspira common shares. In the future, TerraNova may directly or indirectly acquire additional ownership or control of securities of the Company or dispose of such securities through the market, privately, or otherwise, as circumstances or market conditions may warrant, or for any other reason.

The information contained in this news release does not and is not meant to constitute a solicitation of a proxy within the meaning of applicable corporate and securities laws. Although TerraNova has requisitioned the board of directors of Inspira to call a special meeting of shareholders, there is currently no record date or meeting date set for such meeting and shareholders are not being asked to execute a proxy or withhold a proxy in favour of or against the matters set forth in this news release at this time.

Any solicitation made by TerraNova following the sending and filing of a dissident information circular will be made by or on behalf of TerraNova and not by or on behalf of management of Inspira. TerraNova may engage a solicitation agent to make any such solicitations. All costs incurred for any solicitation will be borne by TerraNova, provided that, subject to applicable law, TerraNova may seek reimbursement from Inspira of TerraNova's out-of-pocket expenses, including proxy solicitation expenses and legal fees, incurred in connection with a successful result at any meeting of Inspira's shareholders. Any solicitations of proxies by or on behalf of TerraNova may be made by mail, telephone, fax, email or other electronic means, by public announcement and in person by representatives of TerraNova, proxy advisors retained by TerraNova or by TerraNova's nominees. Any proxies solicited by TerraNova may be revoked by instrument in writing by the shareholder giving the proxy or by its duly authorized officer or attorney, or in any other manner permitted by law.

Inspira's registered office address is 1711 Almond Avenue, Walnut Creek, California, 94596. A copy of this news release may be obtained on Inspira's SEDAR profile at [www.sedar.com](http://www.sedar.com).

For further information or to obtain a copy of the early warning report to which this news release relates, please contact:

Krikor Shahinian  
(416) 644-6000 x325  
[ks@terranovapartners.com](mailto:ks@terranovapartners.com)  
2 Bloor Street West, Suite 3400  
Toronto, Ontario M4W 3E2