

**PIONEERING TECHNOLOGY INC. TO COMPLETE  
REVERSE TAKEOVER OF LEMONTONIC INC.**

**TSX VENTURE: LEM-X**

**FOR IMMEDIATE RELEASE**

**TORONTO, ONTARIO – MAY 24, 2005** – Lemontonic Inc. (“Lemontonic” or the “Corporation”) (TSX Venture: LEM-X) today announced details concerning its proposed business combination with Pioneering Technology Inc. (“Pioneering”).

**About Pioneering**

Pioneering is an “*Energy-Smart*” product innovation company based in Mississauga, Ontario that creates platform and derivative technologies that manage, control and transform heat into useful forms of energy. Pioneering engineers and brings to market energy smart solutions for consumer products making them safer, smarter and/or more efficient. Pioneering’s business to business model is focused on developing innovative solutions for existing industry problems and licensing its proprietary product components to leading Original Equipment Manufacturer’s (“OEM’s”) and other established distribution channels.

**Pioneering’s Current Products and Markets**

Pioneering has to date taken three products from concept to commercialization: the Battery Eliminator™, the Safe-T-element™ and the Powergrill™ Ignition System. Pioneering has three more derivative product applications currently in development: the Powerpak™, a hydro free furnace fan and a battery-less remote control.

***Battery Eliminator™***

The first application of Pioneering’s Battery Eliminator™ technology is a product for the gas fireplace industry based on a patented platform technology that converts extremely low voltage to high voltage. By converting the low voltage produced by a standing pilot light to higher voltage, the need for batteries to operate the remote control receiver in a gas fireplace is eliminated - a consumer and industry problem as customers think their fireplaces are broken when the batteries die. Pioneering currently has a North American licensing agreement with Skytech Systems Inc. (“Skytech”) of Indiana, a leading manufacturer of fireplace remote controls. Pursuant to the licensing agreement, Skytech builds the Battery Eliminator™ into their existing product and pays Pioneering a royalty. According to the Hearth, Patio, Barbeque Association (the “HPBA”) and Skytech, there are 2.1 million new gas fireplaces installed each year in North America. This platform technology is now being extended to other product opportunities in the fireplace, furnace and barbeque markets.

***Safe-T-element™***

The Safe-T-element™ cooking system is a Pioneering product that is an upgrade for electric-coiled stoves. According to the National Fire Protection Association, the number one cause of fire in North America is related to unsafe cooking on stovetops resulting in substantial costs to North American society. In addition, electric coiled stoves have increased little in energy efficiency over the past 15 years. By controlling the temperature of the stovetop, Safe-T-element™ helps prevent fires before they start and reduce the amount of electricity required to cook. While the ultimate goal is to license Safe-T-element™ to an OEM, Pioneering currently manufactures and distributes Safe-T-element™ through third party channels as a retrofit product for the multi-residential property management community which includes housing authorities, seniors’ facilities and universities. Safe-T-element™ was reintroduced in the fall of 2004 and now has over 100 pilot projects throughout North America. According to the Association of Home Appliance Manufacturers, there are 111 million stoves in North America and 7.7 million new stoves sold each year.

### ***Powergrill™***

Powergrill™ is a Pioneering product that is a patented pilot-on-demand ignition system for gas barbecues that can operate both manually and by remote control. An industry wide problem is that barbecue starters rarely work and can be dangerous, often resulting in flare-ups. The Powergrill™ eliminates this problem by controlling the flow of gas to the grill. Joint product development efforts are currently underway with two leading barbecue manufacturers. According to the Hearth Patio and Barbecue Association, there are approximately 9 million gas barbecues sold annually in North America.

### ***Powerpak™***

The Powerpak™ is a Pioneering product in the prototype stage of development that transforms wasted heat from the grill into power sufficient to run various barbecue accessories such as rotisserie, lights and timers. Powerpak™ is a derivative of the Battery Eliminator™ technology, Pioneering is currently working with one of North America's largest manufacturers to bring this product to the barbecue aftermarket. Powerpak™ delivers product differentiation and customer value for the barbecue industry. According to HPBA, barbecues have almost 95% penetration in North America and aftermarket margins are high.

### ***Hydro Free Furnace***

Pioneering is currently designing a component that will enable forced-air furnaces to run independent of the electrical power grid by transforming heat from the furnace to electricity sufficient to power the fan. In addition, this technology will enable the furnace to run during black or brown outs providing added safety. Considered one of the best opportunities for demand side electricity management, management of Pioneering estimates taking a furnace fan off the electrical power grid would reduce household consumption by approximately 1,200 to 1,600 kilo-watt hours annually and significantly reduce greenhouse gas emissions. With a working prototype and an innovative thermo-electric design in development, the Hydro Free Furnace project has generated interest from government agencies in Canada. In addition, Pioneering has entered into non-disclosure agreements signed with a leading gas distribution company and a leading furnace manufacturer. According to the Gas Appliance Manufacturers Association and the Heating Refrigeration Appliance Institute of Canada, there are 60 million gas furnaces in North America and approximately 3.7 million new furnaces purchased annually.

### ***Battery-Less Remote***

The battery-less remote control transmitter is a Pioneering product in development that will be powered by the mechanical energy created by pushing the transmitter button. Initial applications for this technology are focused on simple two-way communications such as those required for a garage door opener or a safety alert signal. Pioneering has developed a working prototype and signed a non-disclosure agreement with a leading garage door opener manufacturer.

### **Pioneering's Intellectual Property**

Pioneering protects its intellectual property by filing patents, provisional patents and disclosures for all of its new ideas. Pioneering currently has the following nine North American patents issued or pending, as well as numerous filed disclosures:

1. Method and apparatus for controlling operation of range top heating element for cooking. Canadian Patent: No 2,291,896 (Pending: filed December 1999), USA Patent: No. 6,246,033B1 (Issued June 2001);

2. Remote controlled gas barbeque pilot-on-demand ignition system. Canadian Patent: No. 2,020,680 (Issued Mar 1997), USA Patent: No. 5,018,964 (Issued May 1991);
3. Control device for gas supply to main burner and pilot of burner of gas equipment. Canadian Patent: No. 2,180,790 (Issued March 2004), USA Patent: No. 5,785,511 (Issued July 1998);
4. Device for increasing power of extremely low DC voltage to higher voltage. Canadian Patent: No. 2,398,110 (Pending: filed August 2002), USA Patent: No. 6,838,859 (Issued January 2005);
5. Automatic power supply for handheld remote control unit. Canadian Patent: No. 2,414,968 (Pending: filed December 2002), USA Patent: No. 10/329,943 (Pending: filed December 2002);
6. Manual power generating device for handheld remote electronic unit. Canadian Patent: No. 2,415,301 (Pending: filed December 2002), USA Patent: 10/335,428 (Pending: filed March 2003);
7. Thermo electric power source for converting energy sources to electricity. Canadian Patent: No. 2,477,560 (Pending: filed October 2003), USA Patent: No. 10/694,222 (Pending: filed October 2003);
8. Batteryless Remote – New Operation. Canadian Patent No. 10-847-02H (Pending: filed May 2004), USA Patent No. 2467-4841 (Pending: filed May 2004); and
9. Safe-T-Grill – Gas Barbecue control system (New Valve operation). Provisional Patent Filed April 2005.

### **Pioneering Corporate History and Structure**

Pioneering was incorporated under the laws of Ontario on October 13, 1998 as ThermoSmart Inc. and commenced operations shortly thereafter. ThermoSmart Inc. was restructured and changed its name to Pioneering Technology Inc. on December 13, 2002 when Kevin Callahan and G. Scott Paterson purchased a controlling interest in Pioneering. The principal office of Pioneering is located in Mississauga, Ontario and its website address is [www.pioneeringtech.com](http://www.pioneeringtech.com).

Immediately prior to the proposed Business Combination with Lemontonic, Pioneering intends to reorganize its capital structure (the “Pioneering Reorganization”) so as to have 150,000,000 common shares (the “Pioneering Common Shares”) issued and outstanding and no stock options, warrants or other dilution. Pursuant to the Pioneering Reorganization the holders of all units of Energy Smart General Partnership will convert their units into Pioneering Common Shares and the Marketing and Development Agreement dated as of January 2, 2003 between Pioneering and Energy Smart General Partnership will be terminated.

The principal shareholders of Pioneering after the Pioneering Reorganization will be Dr. Reza Shah, G. Scott Paterson and Kevin R. Callahan all of Toronto, Ontario who will own approximately 13.2%, 13.09% and 6.4% of the outstanding Pioneering Common Shares, respectively.

Based on unaudited, consolidated financial statements for the seven months ended April 30, 2005, Pioneering had revenue of \$73,300, expenses of \$682,710, a net loss of \$609,410 and working capital of \$602,408. In addition, as at April 30, 2005, Pioneering had total assets of \$1,670,035 and total liabilities of \$70,627.

## **Directors and Officers of Pioneering**

The current directors of Pioneering are Dr. Reza Shah, Kevin R. Callahan, G. Scott Paterson, Patrick Keane, Michael Hall, Paul H. Harricks and Peter M. Callahan.

Dr. Reza Shaw founded Pioneering in 1998 and has been the Chief Technology Officer since October 2002. Previously, he founded and was the Vice-President of Product Development for Tracking Technology Inc., manufacturers of remote control gas fireplaces. Dr. Shah has been involved in numerous special high tech projects over the past 30 years, including the aviation “blackbox”, the first digital multi-meter produced in Canada, the guidance system of Apollo 11, nautical communication systems, direct current motor control, robotics, night vision systems and high voltage systems. Dr. Shah has a Bachelor of Science degree (Honours) in Electrical Engineering from the University of Birmingham. He also has his doctorate in Electrical Engineering from Carleton University in Ottawa.

Kevin Callahan has been President and CEO of Pioneering since September 2002. Mr. Callahan has been the President of Upstream Capital Inc., a private investment company since August 2002 and prior to that was the President and CEO of The Upstream Group Inc., a private company working with emerging business ventures. Prior to forming The Upstream Group, Mr. Callahan worked with EcomPark Inc., a public venture investment firm, as an advisor and as President of one of their investee companies. Prior to joining EcomPark Inc., Mr. Callahan spent 15 years working in consumer products marketing throughout North America and most recently with BBDO Canada as the Vice-President, Group Director. Mr. Callahan has a Bachelor of Arts degree from the University of Western Ontario.

G. Scott Paterson is the Chairman of the Board of Pioneering. Since January 2002, he has been a merchant banker and venture capitalist and is the Chief Executive Officer of Paterson Partners Inc. From October 1998 to December 2001, Mr. Paterson served as Chairman and Chief Executive Officer of Yorkton Securities Inc. where under his leadership Yorkton became Canada’s leading technology, biotechnology and film & entertainment underwriter. Mr. Paterson has served the Canadian securities industry in multiple capacities. Mr. Paterson was Chairman of the Canadian Venture Exchange and was instrumental in its merger with the Toronto Stock Exchange (“TSX”) where he served as Vice-Chairman. Mr. Paterson is also a former Industry Governor of the Canadian Investor Protection Fund (“CIPF”) and a former Board member of the Investment Dealers Association of Canada (“IDA”) and Canadian Securities Institute. Mr. Paterson is currently a Director of Lions Gate Entertainment Corp. and Rand A Technology Corporation, two public companies listed on TSX, as well as being Chair of their respective audit committees. Mr. Paterson is currently the Chairman of Automated Benefits Corp., a public company listed on TSX Venture Exchange Inc. and the Chairman of the Merry-Go-Round Children’s Foundation. Mr. Paterson graduated with a Bachelor of Arts from the University of Western Ontario in 1985.

Patrick Keane is a principal of Cobalt Capital Inc., a private equity firm, and has been an active investor and advisor to North American manufacturers of consumer durables since 2003. In 2001, Mr. Keane sold the Keanall Group of Companies to CFM Corporation, a leading manufacturer of Hearth Products listed on TSX, where he was a Director and the Executive Vice-President of North American Operations. Mr. Keane was the founder and President of Keanall Distributors Limited, a leading gas BBQ aftermarket product’s company with operations in Canada, the United States and Asia, from 1981 to 2001.

Michael Hall is the Chief Financial Officer of The Pioneer Group of Companies. Mr. Hall has worked with The Pioneer Group of Companies since 1980 and has held numerous positions. Mr. Hall is also currently an investor and independent advisor to many emerging businesses. Mr. Hall has a Bachelor of Commerce degree (Honours) from Laurentian University and is a Chartered Accountant (Ontario).

Paul Harricks is a corporate lawyer and senior partner in Gowling Lafleur Henderson LLP’s energy practice. Prior to joining Gowlings, Mr. Harricks was a partner with Smith Lyons where he began his career in 1978. Mr Harricks practice is focused in the areas of securities and corporate finance, mergers

and acquisitions, and energy law. Mr. Harricks has a Bachelor of Arts degree from Trinity College at the University of Toronto and a Bachelor of Law degree from Osgoode Hall at York University.

Peter Callahan is a litigation lawyer and partner with RZCD LLP after joining them in 1995. Mr. Callahan's practice is focused on civil litigation. He holds a Bachelor of Arts degree from Queen's University and a Bachelor of Laws degree from the University of Windsor.

The current officers and key personnel of Pioneering are Kevin R. Callahan, President and CEO; Reza Shah, Chief Technology Officer; Paul Beckwith, Chief Operating Officer; Stanley T. Kieller, Vice President of Engineering and Manufacturing; and Will Boake, Vice-President of Sales and Development.

Paul Beckwith has been the Chief Operating Officer of Pioneering since November 2004. He was a Director of CDP Capital Technology Venture Inc. responsible for making venture capital investments in energy technology companies from April 2003 to September 2004. Previously, Mr Beckwith spent 15 years with ABB Inc., a global engineering firm, leading business development, operational and product development teams internationally in key roles of Director, New Ventures; Director, eBusiness; and International Sales Manager. Mr Beckwith has a Bachelor of Chemical Engineering degree from McMaster University in Hamilton, Ontario and a Master's degree in Business Administration from Simon Fraser University in Vancouver, British Columbia. Mr. Beckwith is also a member of the Professional Engineers of Ontario.

Stan Kieller has been the Vice-President of Engineering and Manufacturing of Pioneering since July 2003. Prior to joining Pioneering, Mr. Kieller was the Founder and President of the Business Resource Group Inc., a business consulting firm specializing in quality systems, business improvements and planning. Mr. Kieller's clients list included Atomic Energy of Canada Nortel, Sears Canada and Imperial Oil. During his career, Mr. Kieller also held senior executive positions with the Quality Management Institute/Canadian Standards Association, International Harvester, Frontenac Industries, Massey Ferguson and Ford Motor Company. Mr. Kieller has a Master's degree in Business Administration from the University of Michigan. He also has a Mechanical Engineering Degree and is a Registered Professional Engineer in both the United States and Canada.

Will Boake has been the Vice-President of Sales and Development since July 2003. From February 2001 to May 2003, Mr. Boake was a Senior Sales Director for CompuExcel Consulting and Software Inc., a software systems integrator. Mr. Boake was Director of Sales at MDH Productions Inc., an HDTV startup company, from 1998 to December 2000. Mr. Boake has a Business Administration degree from Bishops University and a two year certificate of Mandarin Language Studies from the Taiwan National Normal University.

### **Summary of the Proposed Reverse Takeover**

Lemontonic has entered into a non-arm's length letter agreement dated April 26, 2005 with Pioneering and the principal shareholders of Pioneering, pursuant to which the Corporation and Pioneering have agreed to complete a business combination (the "Business Combination") to form a new company called Pioneering Technology Inc. ("NewCo"). The Business Combination is expected to constitute a Reverse Takeover of the Corporation as defined in the policies of the TSX Venture Exchange Inc. ("TSX Venture").

The Business Combination will be completed after Pioneering has completed a private placement of approximately 20,000,000 units of Pioneering (the "Pioneering Units") (and may sell up to 50,000,000 units) at a price of \$0.105 per unit for gross proceeds of approximately \$2,100,000 (the "Pioneering Private Placement"), to be completed in one or more closings. Each Pioneering Unit will consist of one Pioneering Common Share and one share purchase warrant (the "Pioneering Warrants") exercisable at a price of \$0.14 per share for twenty-four (24) months. Pioneering has engaged Research Capital

Corporation (“Research Capital”) to act as agent in connection with the Pioneering Private Placement and in connection therewith Research Capital will be paid a commission. In addition, Research Capital will be granted agents’ options (the “Pioneering Agents’ Options”) to purchase 10% of the number of Pioneering Units issued pursuant to the Pioneering Private Placement at a price of \$0.105 per unit for a period of twenty-four (24) months.

Pioneering intends to use the proceeds of the Pioneering Private Placement for general working capital purposes of Pioneering in the discretion of the Board of Directors of NewCo.

Assuming completion of the maximum Pioneering Private Placement, Pioneering will have 200,000,000 Pioneering Common Shares, 50,000,000 Pioneering Warrants and 5,000,000 Pioneering Agent’s Options outstanding.

Pursuant to the terms of the Business Combination: (i) the holders of the Pioneering Common Shares will receive one common share of NewCo (the “NewCo Common Shares”) with a deemed value of \$0.105 per share for each Pioneering Common Share owned; and (ii) the holders of the Lemontonic Common Shares will receive one NewCo Common Share for each existing Lemontonic Common Share owned. The outstanding Pioneering Agent’s Options and Pioneering Warrants shall be replaced with agent’s options and warrants of NewCo with identical terms. The outstanding Lemontonic agent’s options, warrants and stock options shall be replaced with agent’s options, warrants and stock options of NewCo with identical terms.

After completion of the Business Combination, the NewCo Board of Directors will consist of six directors that will include Kaleil Isaza Tuzman and Mark Pavan, both current directors of Lemontonic, as well as Kevin Callahan, G. Scott Paterson, Patrick Keane and Paul Harricks.

As a condition of the Business Combination, Lemontonic is required to either sell or shut down its existing online dating business. Lemontonic has in a concurrent press release announced that it has entered into a letter agreement dated April 26, 2005 with Silverback Media Limited (“Silverback”), pursuant to which Lemontonic has agreed to sell its existing online dating business to Silverback for a purchase price of CDN\$15.2 million to be payable by the issuance of shares of Silverback with a value per share to be determined (the “Lemontonic Reorganization”) based upon the financing price of Silverback. See the press release of Lemontonic dated today entitled “Silverback Media to Acquire Lemontonic Business for \$15.2 million”. **As the closing of the Lemontonic Reorganization is conditional upon several factors outside the control of Lemontonic, the Lemontonic Reorganization may not be presented to shareholders for approval at the meeting to approve the Business Combination.**

After completion of the Lemontonic Reorganization in August 2005, it is a condition of the Business Combination that Lemontonic will have net cash assets of not less than \$850,000 and no material liabilities.

Research Capital, subject to completion of satisfactory due diligence, has agreed to act as sponsor of Lemontonic 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.**

The completion of the Business Combination and the Lemontonic Reorganization is subject to the approval of TSX Venture and all other necessary regulatory approval. The completion of the Business Combination and the Lemontonic Reorganization is also subject to additional conditions precedent, including shareholder approval of the Corporation (disinterested, as well as two-thirds approval) and Pioneering, satisfactory completion by due diligence reviews by the parties, board of directors approval of the Corporation and Pioneering, the entering into of a formal agreement, the entering into of employment

agreements and non-competition agreements with certain senior officers and principal shareholders of Pioneering, and certain other usual conditions.

The closing of the Business Combination is not conditional on the sale of the existing online dating business of Lemontonic to Silverback, and will be completed if the closing conditions are met even if the transaction with Silverback is not completed.

**The Business Combination will be a non-arm's length transaction, as G. Scott Paterson, a director of the Corporation, is currently a significant shareholder of Pioneering and is a director of Pioneering. In addition, Mark Pavan, the President of Lemontonic owns a diminus number of shares of Pioneering.**

Lemontonic announces it has reserved a price of \$0.105 per share for the grant of stock options to acquire up to 10% of the number of issued and outstanding NewCo Common Shares (the "Stock Options") in the event the Business Combination and the maximum Pioneering Private Placement are completed. The grant of the Stock Options is subject to regulatory approval. The Stock Options will be granted to directors, officers, employees and consultants of NewCo, as determined by the Board of Directors of NewCo following the completion of the Business Combination.

For further information contact Mark Pavan, President of Lemontonic at (416) 874-7190 or Kevin R. Callahan, President and Chief Executive Officer of Pioneering, at (905) 712-2061 ext. 222.

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

*Investors are cautioned that, except as disclosed in the Information Circular of the Corporation to be prepared in connection with the Business Combination and the Lemontonic Reorganization, any information released or received with respect to the Business Combination and the Lemontonic Reorganization may not be accurate or complete and should not be relied upon. Trading in the securities of the Corporation should be considered highly speculative.*

*The TSX Venture Exchange Inc. has in no way passed upon the merits of the Business Combination or the Lemontonic Reorganization and has neither approved nor disapproved the contents of this press release.*

*Except for historical information contained herein, this news release contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially. Factors that might cause a difference include, but are not limited to, market acceptance of principal products, the impact of competitive products and technologies, the possibility of products infringing patents and other intellectual property of fourth parties, and costs of product development. Lemontonic will not update these forward-looking statements to reflect events or circumstances after the date hereof. More detailed information about potential factors that could affect financial results is included in the documents filed from time to time with the Canadian securities regulatory authorities by Lemontonic.*

*(Not for dissemination in the United States of America)*