A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in each of the provinces of Canada other than Québec, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise *.The securities to be offered hereunder have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any state of the United States. Accordingly, these securities may not be offered or sold within the United States (as such term is defined in Regulation S under the U.S. Securities Act) except in accordance with the Agency Agreement (as defined herein) and pursuant to transactions exempt from registration under the U.S. Securities Act and under the securities laws of any applicable state. This short form prospectus does not constitute an offer to sell or a solicitation or an offer to buy any of these securities within the United States. See "Plan of Distribution."*

Information has been incorporated by reference in this short form prospectus from documents filed with the securities commissions or similar authorities in Canada. *Copies of the documents incorporated herein by reference may be obtained on request without charge from the Vice President, Finance and Administration of Enablence Technologies Inc. at 400 March Road, Ottawa, Ontario K2K 3H4, Telephone: (613) 270-7855 and are also available electronically at www.sedar.com.*

PRELIMINARY SHORT FORM PROSPECTUS

<u>*New Issue*</u> May 4, 2007

ENABLENCE TECHNOLOGIES INC.

Up to $•

Up to • Common Shares

This short form prospectus qualifies the distribution (the "Offering") of up to • common shares (the "Common Shares") of Enablence Technologies Inc. (the "Company" or "Enablence") at a price of $• per share (the "Offering Price"). The Offering Price was determined by negotiation between the Company and Paradigm Capital Inc. (the "Lead Agent"), TD Securities Inc., Genuity Capital Markets G.P., Raymond James Ltd. and Wellington West Capital Markets Inc. (together with the Lead Agent, the "Agents"). The Common Shares will be issued and sold pursuant to the terms of an agency agreement (the "Agency Agreement") dated as of •, 2007 among the Company and the Agents.

The common shares of the Company are listed and posted for trading on the TSX Venture Exchange (the "TSX-V") under the symbol "ENA". On May 3, 2007, the last trading day prior to the public announcement of the Offering, the closing price of the common shares on the TSX-V was $1.35. The Company has applied to list the Common Shares on the TSX-V as well as the common shares issuable upon the exercise of the Compensation Options (defined below). Listing of the Common Shares will be subject to fulfilling all of the requirements of the TSX-V.

	Price: $• per Common Share		
	Price to the Public	**Agents' Commission (1)**	**Net Proceeds to the Company (2)**
Per Common Share	$•	$•	$•
Total(3)	$•	$•	$•

Notes:

(1) The Agents will receive compensation options (the "Compensation Options") entitling the Agents to subscribe for that number of common shares equal to 3% of the aggregate number of Common Shares sold under the Offering, including any Additional Common Shares (defined below) sold pursuant to the Over-Allotment Option (defined below). Each Compensation Option is exercisable to purchase one Common Share at the Offering Price for a period of 18 months

following the Closing Date (defined below). This short form prospectus also qualifies the distribution of the Compensation Options. See “Plan of Distribution”.

(2) After deducting the commission payable to the Agents equal to 6.0% of the aggregate proceeds of the Offering (the “Agents’ Commission”), but before deducting expenses of the Offering (including listing fees) estimated to be approximately $•, which will be paid from the proceeds of the Offering.

(3) The Company has granted to the Agents an option (the “Over-Allotment Option”) exercisable in whole or in part at any time for a period of 30 days following the Closing Date of the Offering, at the discretion of the Agents, enabling them to purchase additional • common shares, representing up to a maximum of 15% of the Common Shares issued pursuant to the Offering (the “Additional Common Shares”), at the Offering Price per Additional Common Share to cover over-allotments, if any, and for market stabilization purposes. If the Over-Allotment Option is exercised in full, the price to the public, the Agents’ Commission and the net proceeds to the Company will be $•, $• and$•, respectively. This short form prospectus also qualifies the grant of the Over-Allotment Option and the distribution of the Additional Common Shares. References to Common Shares shall include the Additional Common Shares, if any. See “Plan of Distribution”.

Subscriptions for Common Shares will be received by the Agents subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Closing of the Offering is expected to occur on or about •, 2007 or such earlier or later date as the Company and the Lead Agent may agree, but in any case not later than •, 2007. Definitive certificates representing the Common Shares will be available for delivery at the closing of the Offering. Subject to applicable laws, the Agents may, in connection with the Offering, effect transactions which stabilize or maintain the market price of the common shares at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See “Plan of Distribution”.

The Agents conditionally offer the Common Shares on a best efforts basis and, subject to prior sale, if, as and when issued by the Company and delivered and accepted by the Agents in accordance with the conditions contained in the Agency Agreement referred to under “Plan of Distribution” and subject to approval of certain legal matters on behalf of the Company by McCarthy Tétrault LLP and on behalf of the Agents by Wildeboer Dellelce LLP.

An investment in the Common Shares should be considered speculative due to various factors, including the nature of the Company’s business. See “Note Regarding Forward-Looking Statements” and “Risk Factors”.

Agents’ Position	Maximum Size or Number of Securities Held	Exercise Period	Exercise Price
Over-Allotment Option	•	30 days from the Closing Date	Offering Price
Compensation Option	•	18 months from Closing Date	Offering Price
Total Securities under Option	•		

The head and registered office of the Company is 400 March Road, Ottawa, Ontario K2K 3H4.

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DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar regulatory authorities in Canada. Copies of the documents incorporated by reference herein may be obtained on request without charge from the Vice President, Finance and Administration of the Company at 400 March Road, Ottawa, Ontario K2K 3H4, Telephone: (613) 270-7855. A copy of the permanent information record may be obtained from the Vice President, Finance and Administration of the Company at the above-mentioned address and telephone number. These documents are also available through the internet on the System for Electronic Document Analysis and Retrieval ("SEDAR") which can be accessed at www.sedar.com.

The following documents filed with the securities commissions or similar regulatory authorities in each of the provinces of Canada other than Québec are specifically incorporated by reference in, and form an integral part of, this short form prospectus, provided that such documents are not incorporated by reference to the extent that their contents are modified or superseded by a statement contained in this short form prospectus or in any other subsequently filed document that is also incorporated by reference in this short form prospectus:

(a) the Notice of Annual and Special Meeting of Shareholders and Information Circular in respect of the share exchange between Pacific Northwest Partners Limited, Enablence Inc. and certain shareholders of Enablence Inc., which constituted a reverse take over of Pacific Northwest Partners Limited by the Company (the "RTO");

(b) the audited consolidated financial statements of Enablence Inc. as at and for the four month period ended April 30, 2006, together with the notes thereto and the auditors' report thereon;

(c) the unaudited consolidated financial statements of the Company, as amended, as at and for the nine months ended January 31, 2007, together with notes thereto;

(d) management's discussion and analysis of financial condition and results of operations of the Company for the three months and nine months ended January 31, 2007, four months ended April 30, 2006 and the twelve months ended December 31, 2005; and

(e) the following material change reports dated:

    (i) July 31, 2006 confirming the completion of the RTO of Pacific Northwest Partners Limited by the Company;

    (ii) August 11, 2006 confirming the appointment of a new Vice President, Finance & Administration;

    (iii) March 6, 2007 confirming the completion of a private placement of 25,000,000 shares for gross proceeds of $15,000,000; and

    (iv) March 22, 2007 confirming the completion of the acquisition of Albis Optoelectronics AG.

Any documents of the type referred to above (except confidential material change reports) filed by the Company with the various securities commissions or similar regulatory authorities in the provinces of Canada subsequent to the date of this short form prospectus and prior to the termination of the Offering shall be deemed to be incorporated by reference into this short form prospectus.

Any statement contained in this short form prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this short form prospectus, to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. Any statement so modified or

superseded shall not constitute a part of this short form prospectus, except as so modified or superseded. Information on the website maintained by the Company does not constitute a part of this prospectus.

CURRENCY

Unless otherwise specifically stated herein, all references to "$" and "dollars" are to Canadian currency.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This short form prospectus, including the documents incorporated herein by reference, contains forward-looking statements concerning anticipated developments in the Company's operations in future periods, the adequacy of the Company's financial resources and other events or conditions that may occur in the future. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "predicts", "potential", "targeted", "plans", "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. These forward-looking statements include, without limitation, statements about the Company's market opportunities, strategies, competition, expected activities and expenditures as the Company pursues its business plan, the adequacy of the Company's available cash resources and other statements about future events, conditions or results. Forward-looking statements are statements about the future and are inherently uncertain, and actual results of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, such as business and economic risks and uncertainties, including, without limitation, those referred to and incorporated by reference in this short form prospectus under the heading "Risk Factors". The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

ELIGIBILITY FOR INVESTMENT

In the opinion of McCarthy Tétrault LLP, counsel to the Company, and Wildeboer Dellelce LLP, counsel to the Agents, provided the Common Shares are listed on a prescribed stock exchange in Canada (within the meaning of the *Income Tax Act* (Canada) (the "Tax Act") and which currently includes the TSX-V), the Common Shares would be, if issued on the date hereof, a qualified investment within the meaning of the Tax Act for trusts governed by registered retirement savings plans, registered education savings plan, registered retirement income funds and deferred profit sharing plans.

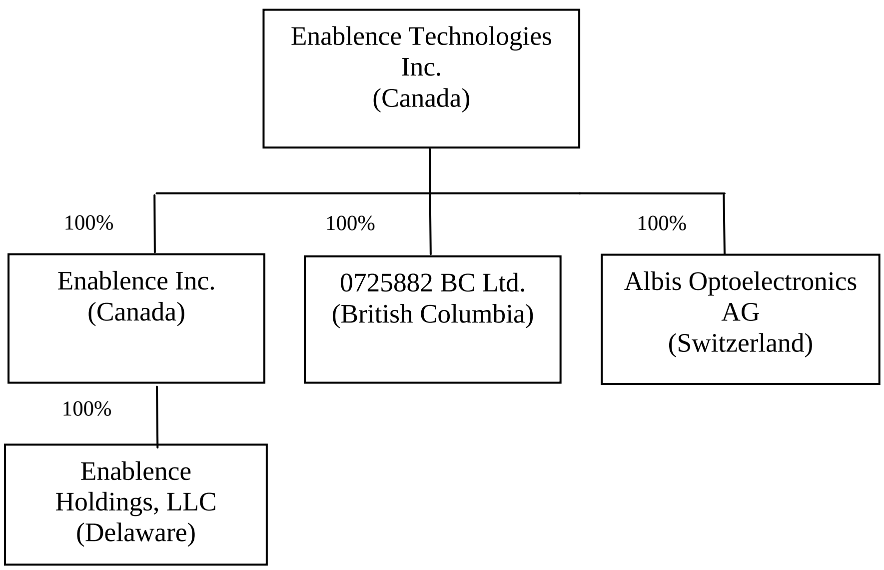
THE COMPANY

The Company is a corporation continued under the *Canada Business Corporations Act*. The head and registered office of the Company is at 400 March Road, Ottawa, Ontario K2K 3H4, Telephone: (613) 270-7855.

On May 15, 2006, Pacific Northwest Partners Limited entered into a share exchange agreement with Enablence Inc. and certain shareholders of Enablence Inc. pursuant to which Pacific Northwest Partners Limited acquired all the issued and outstanding securities of Enablence Inc. On July 21, 2006, Pacific Northwest Partners Limited completed the RTO transaction. Subsequent to the completion of the RTO, articles of continuance were filed whereby Pacific Northwest Partners Limited was continued under the *Canada Business Corporations Act* and the name of the Company was changed to Enablence Technologies Inc.

Intercorporate Relationships

The Company's subsidiaries are Enablence Inc., Enablence Holdings, LLC, Albis Optoelectronics AG ("Albis") and 0725882 BC Ltd., each of which is directly or indirectly wholly-owned by the Company. Set out below are the jurisdictions in which they are incorporated or organized.



As used in this short form prospectus, unless the context otherwise requires, references to the "Company" or "Enablence" mean Enablence Technologies Inc. and its subsidiaries.

BUSINESS OF THE COMPANY

Enablence is a supplier of Fiber to the Home ("FTTH") components. Enablence was originally established as a Planar Lightwave Circuit ("PLC") design firm which has now evolved to the transceiver level in order to facilitate rapid integration of its technology into the marketplace.

The Company's FTTH triplexer product was initially developed in partnership with NKT Integration A/S, an optical wafer fabrication facility and Samsung Inc. A prototype triplexer chip was developed and Enablence used the fabrication facility to produce its silica-on-silicon chips. When the fabrication facility was sold, Enablence received all the process intellectual property for the hybridization of active components on to the optical chip and later acquired all the rights over the entire optical subassembly. In early 2006, the Company began work on adding the transceiver electronics and now operates as a full transceiver product company. Today, the Company aims to market the full transceiver for the FTTH market.

Enablence's key initial product offerings are diplexer and triplexer transceivers for the FTTH or access networks. Diplexers (for two channels) and triplexers (for three channels) are products used by network or original equipment manufacturer ("OEM") suppliers to build "optical modems" that allow for voice, video and data services at very high speeds in homes. Each home (or business) that is connected with a fiber line all the way to the home (or business) would require an optical modem. Enablence's diplexers and triplexers are suitable for various passive optical networks ("PON") that currently operate worldwide.

Enablence's PLC optical chip technology, aims to enable integration of sub-components (waveguides, photodetectors, lasers and transimpedance amplifiers) on to one platform. Enablence's proprietary PLC "Dispersion Bridge" technology facilitates integration of active components like lasers and detectors, and is capable of processing a variety of optical channels delivered through a fiber optic network.

The optical performance, the level of assembly automation, and the suitability for mass-production associated with the "Dispersion Bridge" platform are believed by management to rival or surpass that of competitive alternatives. This "chip" or PLC based optical solution will significantly reduce the manufacturing cost of the optical engine that resides in every optical modem deployed in the FTTH space (transceivers currently sell for approximately $75 per unit). The Company's Gigabit Ethernet Passive Optical Network ("GE-PON") product line is for the FTTH market in Asia and the Gigabit Passive Optical Network ("GPON") product line is for the rollout of FTTH in North America.

Enablence has entered into two manufacturing agreements: one with Advantech Advanced Manufacturing Services in Canada and another with Sanmina-SCI Corporation in Allen, Texas. Both of these manufacturing facilities are now operational and Enablence is currently engaged in the product qualification process with these contract manufacturers ("CM"). Management believes that these CM relationships will allow Enablence to ramp up production capacity from 5,000 units per month to more than 100,000 units per month by 2009. Sanmina-SCI Corporation currently operates in the FTTH market and has established relationships with existing customers and suppliers. In addition to its investment in a dedicated manufacturing facility for Enablence products, Sanmina-SCI Corporation will assist in all aspects of procurement, inventory management, production and delivery.

The Enablence "Dispersion Bridge" platform has a very small footprint which allows for simplified integration of active components, and is fully compatible with state-of-the-art silicon semiconductor packaging techniques. Enablence's optical chip design allows for the separation of light into the different wavelengths necessary for voice, video and data on the chip itself and, therefore, eliminates the need for any external filters to perform a similar function.

There are a number of distinguishing features of the Enablence "Dispersion Bridge" technology, including the fact that it is a flexible filter technology. It is also easily scalable from two channels to more than 200 channels and capable of processing optical information at gigabit rates. Since the approach used in the development of the "Dispersion Bridge" technology involves standard manufacturing processes, it is fully compatible with the most commonly deployed optical fibers and employs known semiconductor processing techniques. No external lenses or collimators are required and it is capable of wide free spectral range. With a very small size, hundreds of chips can be produced on a single six-inch wafer, thereby considerably reducing the cost per chip.

Current suppliers of optical transceiver modules are faced with pricing pressures that are increasingly more difficult to address with incumbent technologies. An overwhelming majority of these suppliers use an assembly of micro-optic components, resulting in a large bill of materials, high labour assembly costs, and a requirement for a low-cost overseas workforce. The lack of a more innovative product solution remains a fundamental limitation to further price reductions. Management's view is that PLC technology enables manufacturers to achieve the price targets sought by customers. Enablence will strive to secure design wins for triplexer and diplexer transceivers based on an ability to meet the specifications and low price points required for recently announced high volume FTTH deployments in both Asia and North America.

Enablence's core competencies include advanced modeling and design expertise of integrated optical solutions, advanced testing and characterization, hybridization techniques for high volume production and advanced packaging strategies.

Enablence's subsidiary, Albis, is an ISO9001:2000 certified designer, developer and manufacturer of high-speed single channel and array photodiode chips for fiber optic datacom and telecom applications. Its diversified product portfolio is designed to support 2.5, 4, 10 and 40 Gbit/s communication links as well as analog microwave applications. Albis' Swiss-based fabrication facilities offer full in-house production and include a class 100 clean room and extensive test and qualification laboratories. Albis was acquired on March 21, 2007 pursuant to a share purchase agreement in which Enablence acquired all of the outstanding shares of Albis for US$4,127,028 and issued 1,889,686 common shares of Company to the vendors. The acquisition of Albis is part of the Company's plan to vertically integrate and expand related product lines. Albis' photodiodes are critical for low cost PLC solutions and Albis' product lines complement the Company's PLC based transceivers and business strategy in the expanding FTTH market.

Enablence continues to experience increased interest in its product applications in the aerospace and defence industries. The Company's technology is portable to numerous markets including metro area fiber optic networks that require filtering technology to separate and multiplex various wavelengths. This filtering makes it a platform technology that is also suitable for an array of aerospace, defence, and biomedical applications.

RECENT DEVELOPMENTS

On July 24, 2006, Pacific Northwest Partners Limited acquired all of Enablence Inc.'s issued and outstanding securities pursuant to an agreement dated May 12, 2006 among Pacific Northwest Partners Limited, Enablence Inc. and certain shareholders of Enablence Inc. Pursuant to the agreement, Enablence Inc. became a wholly owned subsidiary of Pacific Northwest Partners Limited on that date. As a result of the RTO, the shareholders of Enablence Inc. became majority shareholders of Pacific Northwest Partners Limited. Pacific Northwest Partners Limited subsequently continued under the *Canada Business Corporations Act* and changed its name to Enablence Technologies Inc. Common shares of the Company were issued to existing Enablence Inc. shareholders at a conversion rate of approximately 2.914 shares for every Enablence Inc. share. In addition, an additional 30,588,554 shares of the Company were issued for net proceeds of $9,880,614 as part of a private placement. As partial compensation for this transaction, 2,849,275 broker warrants of the Company were issued. In addition, the Company issued options to acquire 5,608,000 common shares at $0.37 to certain executives and strategic business advisors.

On August 28, 2006, the Company announced that it had entered into a contract manufacturing agreement with Advantech Advanced Manufacturing Services that would allow Enablence to move from prototypes to an initial low-volume assembly line as a first step towards building a high-volume production capability.

On September 15, 2006, the Company announced that the Company and Kotura Inc., a supplier of silicon integrated opto-electronic products, had entered into a cooperation agreement for the development of triplexer chips fabricated on silicon wafers using the Company's proprietary "Dispersion Bridge" technology.

On September 18, 2006, the Company announced that it had entered into a development agreement with Ignis Photonyx AS (a wholly owned subsidiary of Ignis ASA), a Norwegian technology company for the development of Optical Modems for Fiber-based Broadband Access. Additionally, the Company announced that it had entered into a large volume supply agreement for a minimum of two years with Ignis Photonyx's wafer fab outside of Copenhagen, Denmark.

On September 29, 2006, the Company and Sanmina-SCI Corporation, a leading global electronics manufacturing services company, announced that the two companies entered into an agreement pursuant to which Sanmina-SCI Corporation will manufacture the Company's triplexer and diplexer product lines.

On October 25, 2006, the Company announced that it had been granted patents by the U.S. Patent and Trademark Office for "Double Diffraction Grating Planar Lightwave Circuit" and for "Planar Waveguide Reflective Diffraction Grating", two core technologies relied upon by the Company. These patents are critical for the dispersion of light through the chip and thereby avoid the need for external filters.

On December 12, 2006, the Company granted options to acquire 3,000,000 common shares of the Company with an exercise price of $0.50 per common share, pursuant to the Company's stock option plan.

On December 14, 2006, the Company announced that it accepted a purchase order for its GE-PON Diplexer Transceiver product designed for the FTTH industry.

On December 14, 2006, the Company announced that it was granted an additional patent on its "Dispersion Bridge Technology" by the U.S. Patent and Trademark Office for "Double Diffraction Grating With Flat Passband Output", two core technologies relied upon by the Company. This patent allows for the control of wavelength output and stabilizes it over temperature ranges.

On December 18, 2006, the Company announced that it received a Diplexer Transceiver development contract from a United States aerospace and defence contractor for the development and delivery of 2.5 Gb/s Diplexer Transceivers.

On March 1, 2007, the Company completed a private placement of 25,000,000 common shares at a price of $0.60 per share for gross proceeds of $15 million. Certain of these proceeds have been used to expand product lines, to pursue new opportunities in the FTTH market and for general working capital.

On March 7, 2007, the Company granted options to certain directors and officers to acquire a total of 3,000,000 common shares of the Company, with an exercise price of $0.80 per common, share pursuant to the Company's stock option plan.

On March 19, 2007, the Company announced that it entered into an agreement to acquire all of the outstanding shares of Albis, a Swiss based manufacturer of optical components, for US$4,127,028.54 in cash and 1,889,686 in common shares of the Company at a price of $1.10 per common share. On March 21, 2007, the Company announced the completion of this acquisition and the grant of an additional 600,000 options, with an exercise price of $1.37 per common share, to key Albis employees pursuant to the Company's stock option plan. Albis manufactures optical components for optical sub-assemblies and optical networks and sells these products worldwide. At the time of the acquisition, Albis had 10 employees and had all the necessary equipment to fabricate the product from the core substrate. Enablence purchases Albis' components in its FTTH products and intends to continue to do so.

On April 19, 2007, the Company acquired, at auction, the entire intellectual property portfolio of a bankrupt PLC photonics company for an aggregate purchase price of less than $200,000. The Company does not currently rely upon this acquired technology and has no immediate plans for this technology, but may use this technology for future strategic opportunities.

On April 26, 2007, the Company was granted a patent by the U.S. Patent and Trademark Office for a "Two-stage optical bi-directional transceiver", which technology forms an integral part of the FTTH product line. This technology is integral to the diplexer product line.

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization of the Company as at the dates indicated, and as adjusted to give effect to the issue of the Common Shares under the Offering, but not the exercise of the Over-Allotment Option. This table should be read in conjunction with the Company's audited consolidated financial statements for the fiscal year ended April 30, 2006, together with the notes thereto, and the unaudited consolidated financial statements for the period ended January 31, 2007, together with the notes thereto, contained, or incorporated by reference, in this short form prospectus.

	As at April 30, 2006 (Actual) Audited	**As at January 31, 2007 (Actual) Unaudited**	**As at • 2007 After Giving Effect to the Offering [1] [2] [3] (As Adjusted)**
Common Shares	$5,391,900 (16,539,569 common shares outstanding)	$16,479,450 (89,948,084 common shares outstanding)	$• (• common shares outstanding)
Contributed surplus[1]	416,000	2,722,145	•
Deficit	(3,538,382)	(8,887,491)	(•)

Total Shareholders' Equity	2,269,518	10,314,104	•

(1) Since January 31, 2007, the Company completed a private placement of 25,000,000 shares at a price of $0.60 per share for net proceeds of $13,478,646. This private placement was completed on March 1, 2007. The private placement agents received 1,750,000 common share warrants, each exercisable to acquire one common share at an exercise price of $0.60 per common share for a period of 24 months following such closing date. These warrants have been valued by the Company at $347,027, in accordance with generally accepted accounting principals in Canada. This has been included as a share issuance cost reflected in the net proceeds. On March 21, 2007, the Company issued 1,889,686 common shares with a combined value of $2,078,655 in satisfaction of the share purchase agreement for the acquisition of Albis. Since January 31, 2007, 409,417 broker warrants have been exercised at a price of $0.37 each and the Company issued options for 3,000,000 common shares at $0.80 per share and options for 600,000 common shares at $1.37 per share, both pursuant to the Company's stock option plan. Prior to incorporating the effect of the Offering, the Company has 117,247,187 common shares outstanding, options for 12,208,000 common shares outstanding and 4,039,858 broker warrants exercisable for common shares outstanding.
(2) Assuming the issue of the • common shares under the Offering. If the Over-Allotment Option is exercised in full, after deduction of the Agents' Commission and estimated expenses for the Offering, would be $•, and the outstanding common shares of the Company would be •.
(3) After deduction of the Agents' Commission and the estimated expenses of the Offering.
(4) Pursuant to the Agency Agreement, the Agents will be issued Compensation Options entitling the Agent to subscribe for that number of common shares equal to 3% of the aggregate number of Common Shares sold under the Offering, including any Additional Common Shares sold pursuant to the Over-Allotment Option. The common shares issuable upon the exercise of the Compensation Options are not included in the table.

DIRECTORS AND EXECUTIVE OFFICERS

Set out below are the names, committee memberships (as at the date hereof), municipalities of residence, principal occupations and periods of service of the directors and executive officers of the Company.

Name and Municipality of Residence	Current Position as a Director or as an Officer	Director Since	Principal Occupation During Past Five Years	No. of Fully Diluted common shares (common shares and options[2]) owned directly or indirectly prior to the Offering
Arvind Chhatbar[1] Ottawa, Ontario	Director, Chief Executive Officer and President	July 24, 2006	President and CEO, Enablence from July 2006 to present; President and CEO, Enablence Inc. from December 2003 to July 2006; Director, Innovation Centre (Research Organization of National Research Council of Canada) from August 1987 to February 2005	15,968,452 fully diluted common shares (includes 11,788,452 common shares and 4,180,000 options)
Daniel Hilton Ottawa, Ontario	Vice President, Finance & Administration and Secretary	-	Vice President, Finance and Administration, Enablence from August 8, 2006 to present; Chief Financial Officer, KidsFutures Inc. from May 2003 to July 2006; Director of Finance & Administration, Ottawa Heart Institute Research Corporation from January 2000 to April 2003	965,000 fully diluted common shares (includes nil common shares and 965,000 options)
Serge Bidnyk Ottawa, Ontario	Director and Director of Research and Development	July 24, 2006	Director of Research and Development, Enablence from July 2006 to present; Director Optical Design and Secretary, Enablence Inc. from April 2004 to July 2006; Senior Research Engineer, LNL Optenia Inc. from September 2002 to December 2003; Senior Design Engineer, Spectalis Corp. from October 2001 to September 2002; Research Scientist, Zenastra Photonics Inc. from	5,582,765 fully diluted common shares (includes 4,297,765 common shares and 1,285,000 options)

Name and Municipality of Residence	Current Position as a Director or as an Officer	Director Since	Principal Occupation During Past Five Years	No. of Fully Diluted common shares (common shares and options[2]) owned directly or indirectly prior to the Offering
			November 2000 to October 2001	
Ashok Balakrishnan Ottawa, Ontario	Director and Director of Product Development	July 24, 2006	Director of Product Development, Enablence from July 2006 to present; Director Research & Development, Enablence Inc. from December 2003 to July 2006; Senior Engineer, LNL Optenia Inc. from January 2003 to November 2003; Self-employed from February 2002 to December 2002; Manager, Product Integration, LNL Optenia Inc. from January 2001 to February 2002	5,582,765 fully diluted common shares (includes 4,297,765 common shares and 1,285,000 options)
Matt Pearson Ottawa, Ontario	Vice President Technology	-	Vice President Technology from July 2006 to present; Director, Product Development, Enablence Inc. from April 2004 to July 2006; Director Technology Development, LNL Optenia from May 2002 to December 2003; Senior Product Manager, Optenia Inc. from March 2001 to February 2002	5,642,765 fully diluted common shares (includes 4,297,765 common shares and 1,345,000 options)
Peter Cairoli Fullinsdorf, Switzerland	President and Managing Director, Albis Optoelectronics AG	-	President and Managing Director of Albis Optoelectronics AG, a subsidiary of Enablence from October 2003 to present; Partner, MicroValue AG from September 1999 to January 2003; Managing Director, Microswiss Network from January 1993 to September 1999	1,245,843 fully diluted common shares (includes 945,843 common shares and 300,000 options)
John J. Ryan, III West Palm Beach, Florida	Director	July 24, 2006	President, CISA Trust Company (Switzerland) – Investment Advisory Services from January 2000 to September 2004; Director and Chairman of Audit Committee, Evergreen Resources Inc. from January 2000 to September 2004	19,057,146 fully diluted common shares (includes 18,507,146 common shares and 550,000 options)
Nishith Goel [1] Ottawa, Ontario	Director	February 1, 2007	President, Cistel Technology Inc. from June 1995 to present	nil
Stephan Guerin[1] co-resident France and Thailand	Director	January 9, 2007	Managing Director, Onslow Consulting Ltd. from December 1998 to present	nil

Notes:
(1) Member of the Audit Committee
(2) Options have exercise prices ranging from $0.37 to $1.37 per common share and expire between July 23, 2016 and March 20, 2017.

The term of office for each director is from the date of the meeting at which he or she is elected until the next annual meeting of shareholders of the Company or until his or her successor is elected or appointed, unless his or her office is vacated before that time in accordance with the by-laws of the Company.

The following sets out additional information with respect to the education, experience and employment history of each of the directors and officers referred to above during the past five years.

Arvind Chhatbar
Director, President and Chief Executive Officer
Arvind Chhatbar is the Chief Executive Officer and President of Enablence. Mr. Chhatbar has significant experience in the field of technology commercialization, and has pioneered the creation of several technology spin-off companies from the NRC. He helped to create SiGe Microsystems, Inc., Iridian Spectral Technologies Ltd., CrossLight Software Inc., Toth Information Systems, Inc. and several other successful startups. He has been the President of Vitesse Re-Skilling Inc. since its inception in 1996, and has been the Executive Director of the Ottawa Regional Innovation Forum. He was elected Chair of the Indo Canada Ottawa Business Chamber for the 2007-2008 year. Mr. Chhatbar was born in Mwanza, Tanzania, on September 13, 1957. Mr. Chhatbar holds two post-graduate degrees in public and business administration.

Daniel Hilton
Vice President, Finance and Administration and Secretary
Daniel Hilton is the Vice President, Finance and Administration and Secretary. A Chartered Accountant with broad ranging experience in strategic planning and leadership of finance and operations, Mr. Hilton was a co-founder and Chief Financial Officer of KidsFutures Inc., a national loyalty program which in December of 2005 became a publicly traded entity on the TSX-V. Daniel was the Director of Finance and Administration for the Ottawa Heart Institute Research Corporation and he was the Head of Finance and Administration, Research and Development for World Heart Corporation. Mr. Hilton has a B.Comm (Honours) from the University of Ottawa.

Dr. Matt Pearson
Vice President, Technology
Dr. Matt Pearson is the Vice President Technology of the Company. Prior to July 2006, he was employed full-time as the Director of Product Development at Enablence Inc. Dr. Pearson has extensive experience in the design, characterization, manufacturing, and marketing of highly-integrated photonic circuits. He has worked with development teams at Nortel Networks and the National Research Council of Canada, and was Senior Optoelectronics Engineer in the Photonic Technology Operations at Intel Corporation. Mr. Pearson has led the product management group of a start-up company in optical components. Mr. Pearson was born in Ottawa, Canada in June 1973. He holds a B.Sc. in Honors Physics & Mathematics from the Royal Military College of Canada, and a Ph.D. in Engineering Physics from McMaster University.

Dr. Ashok Balakrishnan
Director and Director of Product Development
Dr. Ashok Balakrishnan is the Director of Product Development of the Company. Prior to July 2006, he was employed as the Director of Research and Development at Enablence Inc. Dr. Balakrishnan has product experience spanning several markets, including spectroscopy, telecommunications and biophotonics. He brings a strong background from the US National Institute of Standards and Technology (NIST), SDL, Inc. (now JDS Uniphase Corporation), and also the optical components start-up, LNL Optenia Inc. Dr. Balakrishnan is well-versed in the commercialization of instrumentation as well as optical components. He has numerous publications and inventions in the areas of spectroscopy, telecommunications, and biophotonics. Mr. Balakrishnan was born in Nellaya, India, in December 1963. He holds a B.Eng. from McMaster University in Hamilton, and an M.Sc. in Physics and a Ph.D. in Physics from the University of Toronto.

Dr. Serge Bidnyk
Director and Director of Research and Development
Dr. Serge Bidnyk is employed as the Director of Research and Development of the Company. Prior to July 2006, he was employed full-time as the Director of Optical Design at Enablence Inc. He brings to Enablence his expertise in optical design and layout of large-scale PLCs. Dr. Bidnyk has experience with many complex optical components, including several types of planar reflective gratings. His collaborations with several leading developers of simulation software have resulted in major breakthroughs in the field of photonic component modeling. Dr. Bidnyk also has experience in

building active optical components such as laser diodes, light emitting diodes, and photodetectors for optical storage, chemical detection, and numerous military applications. Dr. Bidnyk was born in Ivano-Frankivsk, Ukraine in February 1972. He has 56 scientific publications and 50 conference presentations worldwide. He holds a Diploma in Engineering Physics from Lviv National University, Ukraine, along with an M.S. in Photonics and a Ph.D. in Physics from Oklahoma State University, USA.

Peter Cairoli
President and Managing Director, Albis Optoelectronics AG, subsidiary of the Company
Mr. Peter Cairoli is the President and Managing Director of Albis, a wholly owned subsidiary of the Company. Prior to founding Albis in January 2003, Mr. Cairoli was a Partner in MicroValue AG, based in Zurich from September 1999 until he founded Albis. Mr. Cairoli holds a Dipl. El.-Ing. FH/STV degree from University: Fachhochschule beider Basel, Muttenz, Switzerland.

John J. Ryan III
Director
John Ryan is a successful entrepreneur and investor in numerous industries from oil and gas to optical networking. Mr. Ryan founded Evergreen Resources Inc., a developer of coal bed methane reserves in the United States, which in May 2004 merged with Pioneer Natural Resources in a US$2.1 billion transaction. At Evergreen Resources Inc., he was a member of the Board of Directors and served as the Chairman of the Audit Committee. From January 2000 to September 2004, he was the President of CISA Trust Company (Switzerland) S.A. which provided estate planning and investment advisory services.

Dr. Nishith Goel
Director
Dr. Nishith Goel was appointed to the Enablence Board of Directors in February 2007. Dr. Goel is the Founder and President of Cistel Technology Inc. since June 1995, an IT and engineering company with operations in Canada, India and the United States. Dr. Goel is also the Co-Founder of CHIL Semiconductor Corp. and he was a co-founder of Ipine Networks Inc. which was acquired by Nakina Systems Inc. Dr. Goel was a Technical Advisor and Member of the Scientific Staff of Nortel Networks from 1984 until 1999. Dr. Goel holds an M.A. Science, Electrical Engineering and a Ph.D. Systems Engineering from the University of Waterloo.

Stephan Guerin
Director
Stephan Guerin is an Executive Committee Member and the Vice President of Mergers and Acquisitions of Alcatel Alsthom. In this capacity, he was responsible for the negotiation and implementation of the major mergers of the group, including ITT Corporation, Rockwell Telecom, Telettra, STC Submarine Networks and AEG-Kable. Mr. Guerin was also responsible for developing international strategic alliances and played a key role in establishing the Alcatel Alsthom group in emerging markets such as Brazil, China, and India. Mr. Guerin was one of the seven members of the Alcatel Alsthom Group Executive Committee, responsible for the telecommunications, transportation, energy, industrial controls and media groups with a global work force of 220,000 in 120 different countries. He was also the Senior Executive vice president with ICO Global Communications (Holdings) Limited, a start-up in the field of global satellite communication. Mr. Guerin is currently the International Partner of Schwarz-Schilling and Partners, the Managing Director of Onslow Group and one of the founders and directors of Catrifarma Limitada.

As at May 3, 2007, the directors and executive officers of the Company, as a group, beneficially owned, directly or indirectly, or exercised control or direction over 44,134,736 common shares of the Company, representing approximately 37.6% of the Company's outstanding common shares. The information as to securities beneficially owned or over which control or direction is exercised is not within the knowledge of the Company and has been furnished by the directors and executive officers individually.

None of the directors or officers of the Company is, or has, within the prior ten years, been a director or officer of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the issuer access to any statutory exemptions under Canadian securities legislation for a period of more than 30 consecutive days or was declared bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that issuer.

None of the directors or officers of the Company has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

None of the directors of officers of the Company has, within the prior ten years, become bankrupt, made a proposal under any legislation related to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to hold the assets of the director or officer.

PROMOTER

Arvind Chhatbar is the person who has taken the initiative in founding and organizing Enablence. As of May 3, 2007, Mr. Chhatbar holds 11,788,452 common shares and options for 4,180,000 common shares of the Company. Mr. Chhatbar has not, during the previous ten years, been a director, officer or partner of any person or company subject to a cease trade order or similar order for a period of more than 30 consecutive days or which became bankrupt, made a bankruptcy or insolvency proposal or was subject to or instituted creditor relief proceedings.

AUDIT COMMITTEE

Audit Committee Mandate

The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to: (i) serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements; (ii) review and appraise the performance of the Company's external auditors; and (iii) provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition of the Audit Committee

As of May 3, 2007, the Audit Committee of the Company was composed of the following three members: Arvind Chhatbar (Chair), Dr. Nishith Goel and Stephan Guerin. Prior to Dr. Goel and Mr. Guerin becoming members of the Audit Committee in February 2007, Alex Blodgett and John J. Ryan, III were members of the Audit Committee.

The Board of Directors believes that the composition of the Audit Committee reflects financial literacy and expertise. Currently, Dr. Goel and Mr. Guerin have been determined by the Board of Directors to be "independent" and "financially literate" as such terms are defined under Canadian securities laws and stock exchange rules. The Board of Directors has made these determinations based on the education as well as breadth and depth of experience of each member of the Audit Committee. The education and experience of each member of the Audit Committee that is relevant to the performance of his or her responsibilities as an Audit Committee member is outlined above under the heading "Directors and Officers".

Reliance on Certain Exemptions

The Company has relied on the exemption in Section 6.1(Venture Issuers) of Multilateral Instrument 52-110 ("MI 52-110"). MI 52-110 exempts issuers listed on the TSX-V from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of MI 52-110. As a result, the members of the Audit Committee are not required to be either "independent" or "financially literate" within the meaning of MI 52-110; however, the Company is required to provide on an annual basis, disclosure regarding its Audit Committee in its proxy circular.

Pre-Approval Policies and Procedures

The Audit Committee has instituted a policy to pre-approve audit and non-audit services. The Audit Committee also considers on a continuing basis whether the provision of non-audit services is compatible with maintaining the independence of the external auditor.

External Auditor Service Fees

Audit Fees

The Company paid audit fees of $7,500 related to the audit of the consolidated financial statements for the period from January 1, 2005 to December 31, 2005 with respect to Enablence Inc. and audit fees of $6,000 for the period from January 1, 2006 to April 30, 2006.

Audit-Related Fees

The Company paid audit-related fees of $15,000 for services related to the Company's RTO.

Tax Fees

The Company paid fees of $3,500 for tax services for the fiscal year ended December 31, 2005 with respect to Enablence Inc. and fees of $3,500 for tax services for the fiscal year ended April 30, 2006.

All Other Fees

The Company paid fees of $24,920 for tax compliance and filing related services related to the Company's RTO.

DESCRIPTION OF SHARE CAPITAL

The authorized capital of the Company consists of an unlimited number of common shares and an unlimited number of preferred shares, issuable in series. As of May 3, 2007, there are 117,247,187 common shares of the Company issued and outstanding.

The holders of the common shares are entitled to receive notice of and to attend all annual and special meetings of the Company's shareholders and to one vote in respect of each common share held at all such meetings. The holders of the common shares are entitled, at the discretion of the Board of Directors, to receive out of any or all of the Company's profits or surplus properly available for the payment of dividends, any dividend declared by the Board of Directors and payable by us on the common shares. The holders of the common shares will participate rateably in any distribution of the Company's assets upon the Company's liquidation, dissolution or winding-up or other distribution of the Company's assets among the Company's shareholders for the purpose of winding up the Company's affairs. Such participation will be subject to the rights, privileges, restrictions and conditions attached to any of the Company's securities issued and outstanding at such time ranking in priority to the common shares upon the Company's liquidation, dissolution or winding-up.

The Board of Directors has the authority to issue an unlimited number of preferred shares, issuable in series, and to determine prior to any such issuance the price, rights, preferences, privileges and restrictions, including voting rights, of those shares without any further vote or action by the shareholders. Preferred shares may, at the discretion of the Board of Directors, be entitled to preference over the common shares and any other shares ranking junior to the preferred shares with respect to the payment of dividends and distribution of assets in the event of liquidation, dissolution or winding up. If any cumulative dividends or amounts payable on a return of capital are not paid in full, preferred shares of all issued series would participate rateably in accordance with the amounts that would be payable on such shares if all such dividends were declared and paid in full or the sums which would be payable on such shares on the return of capital if all amounts so payable were paid in full, as the case may be. The Company has no plans at present to issue preferred shares.

ESCROWED SECURITIES

The following table sets out the number and percentages of securities of the Company held by certain current and former directors and certain executive officers of the Company (the “Escrowed Individuals”) and their respective spouses, as applicable, pursuant to the value security escrow arrangements between the Company and the TSX-V. Prior to giving effect to the Offering, 22,627,534 common shares of the Company are subject to escrow, representing in the aggregate approximately 19% of the issued and outstanding shares of the Company as of May 3, 2007.

Name and Municipality	Class	Prior to Offering		After Giving Effect to the Offering (but before exercise of the Over-Allotment Option)	
		Number in Escrow	Percentage	Number in Escrow	Percentage
Arvind Chhatbar, Ottawa, Ontario	common	5,894,226	5%	5,894,226	•%
Serge Bidnyk Ottawa Ontario	common	2,148,883	1.8%	2,148,883	•%
Ashok Balakrishnan Ottawa, Ontario	common	2,148,883	1.8%	2,148,883	•%
Matt Pearson Ottawa, Ontario	common	2,148,883	1.8%	2,148,883	•%
John J. Ryan, III West Palm Beach, Florida	common	9,203,573	7.8%	9,203,573	•%
Jacqueline de Sibour West Palm Beach, Florida	common	1,083,086	0.9%	1,083,086	•%

Pursuant to an escrow agreement (the “Escrow Agreement”) dated as of July 21, 2006 between the Company, Computershare Investor Services Inc. (the “Escrow Agent”) and the Escrowed Individuals and their respective spouses, as applicable, the Escrowed Individuals and their respective spouses, as applicable, agreed to deposit in escrow their common shares of the Company (the “Escrowed Securities”) with the Escrow Agent.

The Escrowed Securities will be released under an 18 month schedule. Securities held by Escrowed Individuals and their spouses, as applicable, are released from escrow in equal tranches at six month intervals over 18 months with 25% of each Escrowed Individual’s holdings being released in each tranche and 25% of each Escrowed Individual’s holdings are exempt from the escrow provisions. The final tranche of securities will be released in January 2008.

Pursuant to the terms of the Escrow Agreement, the securities held in escrow may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfers or dealings within escrow are: (i) transfers to continuing or, upon their appointment, incoming directors and senior officers of the Company or of a material operating subsidiary, with approval of the Board of Directors; (ii) transfers to a registered retirement savings plan or similar deferred income plan provided that the only beneficiaries are the transferor or the transferor’s spouse or children; (iii) transfers upon bankruptcy to the trustee in bankruptcy; and (iv) pledges to a financial institution as collateral for a *bona fide* loan, provided that upon a realization the securities remain subject to escrow. Tenders of escrowed securities to a take-over bid are permitted provided that, if the tenderer is an Escrowed Individual of the successor company upon completion of the take-over bid, securities received in exchange for tendered escrowed securities are substituted in escrow on the basis of the successor company’s escrow classification.

MARKET FOR SECURITIES OF THE COMPANY

Since July 24, 2006, upon completion of the Company's RTO, the Company's common shares have been listed and posted for trading on the TSX-V under the trading symbol "ENA". Prior to July 24, 2006, the Company's shares were listed and posted for trading on the TSX-V under the trading symbol "PNP". The following table sets forth the price range per share and trading volume for the common shares:

	Common Shares		
	Volume	**High**	**Low**
2006 (trading as PNP)			
January	139,605	0.27	0.175
February	48,765	0.28	0.205
March	47,304	0.26	0.25
April	20,888	0.325	0.26
May	24,804	0.305	0.27
June	0	0	0
July 1 to 24	0	0	0
2006 (trading as ENA)			
July 24 to July 31	2,687,860	0.75	0.42
August	2,535,562	0.57	0.445
September	561,924	0.57	0.46
October	2,019,090	0.60	0.43
November	1,767,365	0.45	0.30
December	1,778,711	0.72	0.42
2007			
January	1,566,321	0.75	0.60
February	1,715,641	0.73	0.50
March	6,807,817	2.00	0.62
April	3,545,818	1.75	1.35
May 1 to 3	149,330	1.40	1.27

DIVIDEND POLICY

The Company has never declared or paid any dividends. The Company currently intends to retain any future earnings to finance the development and growth of its business and does not expect to pay any cash dividends in the foreseeable future. Any decision to pay cash dividends after this offering will be at the discretion of the Board of Directors after taking into account such factors as the Company's financial condition, results of operations, current and anticipated cash needs, the requirements of any future financing agreements and other factors that the Board of Directors may deem relevant.

USE OF PROCEEDS

The estimated net proceeds to the Company of the Offering, will be $•, after deducting the Agents' Commission and estimated expenses of the Offering of approximately $•, assuming that the Agents do not exercise the Over-Allotment Option. If the Over-Allotment Option is exercised in full, the estimated net proceeds of the Offering to the Company will be $•, after deducting Agents' Commission and estimated expenses of the Offering.

The net proceeds of the Offering will be used for new product research and development (10%), sales and marketing (10%), expansion of product lines (20%), product consolidation and vertically integrated growth strategies (40%) and for working capital and general corporate purposes (20%).

The Company estimates that it will utilize approximately 40% of the net proceeds of the Offering for product consolidation and vertically integrated growth strategies. There are no definitive plans for the expenditure of these funds as of the date of this short form prospectus. Accordingly, all allocations will be at the sole discretion of the management of the Company. See “Risk Factors – Unallocated Proceeds of the Offering”.

The Company estimates that it will utilize approximately 20% of the net proceeds of the Offering for working capital and general corporate purposes. There are no definitive plans for the expenditure of these funds as of the date of this short form prospectus. Accordingly, all allocations will be at the sole discretion of the management of the Company. See “Risk Factors – Unallocated Proceeds of the Offering”.

While the Company intends to use the net proceeds as stated above, there may be circumstances where a reallocation of funds may be advisable for business reasons that management believes are in the best interests of the Company. See “Risk Factors”.

PLAN OF DISTRIBUTION

Pursuant to the Agency Agreement, the Company has agreed to sell and the Agents have agreed to arrange on a best efforts basis for purchaser on •, 2007, or on such earlier or later date as the Lead Agent and the Company may agree, but in any event not later than •, 2007 (the “Closing Date”), up to • Common Shares at a price of $• per share, payable in cash to the Company against delivery of share certificates representing the Common Shares purchased. The obligations of the Agents under the Agency Agreement may be terminated at their direction on the basis of their assessment of the state of the financial markets and may also be terminated upon the occurrence of certain stated events. The Agents are, however, obligated to take up and pay for all the Common Shares if any of the Common Shares are purchased under the Agency Agreements.

Pursuant to the Agency Agreement, the Company appointed the Agents to offer the Common Shares to the public in each of the provinces of Canada other than Québec. In consideration of such services, the Company has agreed to pay Agents’ Commission of 6% of the gross proceeds of the Offering , including proceeds from the purchase of Additional Common Shares. Further, subject to regulatory approval, the Company has agreed to issue to the Agents on the Closing Date, Compensation Options entitling the Agents to subscribe for 3% of the aggregate number of Common Shares sold under the Offering, including any Additional Common Shares sold pursuant to the Over-Allotment Option, at an exercise price equal to the Offering Price. The Compensation Options will have a term of 18 months from the Closing Date.

The Company has granted to the Agents the Over-Allotment Option, exercisable in whole or in part at any time for a period of 30 days following the Closing Date, at the discretion of the Agents, enabling them to purchase the Additional Common Shares at the Offering Price. If the Agents exercise the Over-Allotment Option in full, an aggregate of • Common Shares will be sold and the price to the public, Agents’ Commission and net proceeds of the Offering to the Company will be $•, $• and $• (before deducting expenses of the Offering), respectively. This short form prospectus also qualified the grant of the Over-Allotment Option and the distribution of the Additional Common Shares, and qualified the Additional Common Shares.

Definitive certificates representing the Common Shares will be available for delivery at closing of the Offering. The Company has applied to list on the TSX-V the Common Shares offered hereby as well as the common shares issuable upon the exercise of the Compensation Options. Listing will be subject to fulfilling all of the listing requirements of the TSX-V.

During a period ending 120 days following the Closing Date of the Offering, the Company has agreed, subject to certain exceptions, that it will not offer, sell, distribute or issue for sale any securities of the Company, or agree to or announce any such offer, sale, distribution or issuance, without the prior written consent of the Lead Agent, on behalf of the Agents, not to be reasonably withheld.

In addition, for a period of 120 days following the Closing Date of the Offering, each of the executive officers, directors and respective associates shall either enter into agreements with the Agents providing that they will not, directly or indirectly, offer, sell, contract to sell, lend, swap or enter into any other agreement to transfer the economic consequences of, or otherwise dispose of or deal with or publicly announce any intention to offer, contract to sell, grant or sell any option to purchase, hypothecate, pledge, transfer, assign, purchase any option or contract to sell, lend, swap or enter into any agreement to transfer the economic consequences of, or otherwise dispose of or deal with, whether through the facilities of a stock exchange, by private placement or otherwise, any common shares or other securities of the Company held by them without the prior written consent of the Lead Agent. However, each executive officer and director may dispose of up to 15% of his shareholdings subsequent to the date that is 30 days following the Closing Date of the Offering, provided that such person notify the Lead Agent in advance of any proposed disposition.

The Company has agreed to indemnify the Agents and their affiliates, and the respective directors, officers, partners, employees and agents thereof against certain civil liabilities and expenses and to contribute to payments that the Agents may be required to make in respect thereof.

Pursuant to the rules and policy statements of certain Canadian securities regulators, the Agents may not, throughout the period of distribution under this short form prospectus, bid for or purchase common shares of the Company. The foregoing restriction is, subject to certain exceptions, on the condition that the bid or purchase is not engaged in for the purpose of creating actual or apparent active trading in or raising the price of the common shares of the Company. Such exceptions include a bid or purchase permitted under the by-laws and rules of the TSX-V relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution. Subject to the foregoing and applicable laws in connection with the Offering, the Agents may over-allot common shares or effect transactions intended to stabilize or maintain the market price of the common shares of the Company at a higher level than that which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time during the Offering.

The Common Shares offered hereby have not been and will not be registered under the U.S. Securities Act or any securities or "blue sky" laws of any of the states of the United States. Accordingly, the Common Shares may not be offered or sold within the United States except in accordance with an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. However, the Agency Agreement permits the Agents to offer the Common Shares for sale by the Company to purchasers in the United States that are (1) institutional accredited investors that satisfy the criteria set forth in Rule 501(a)(1), (2), (3) or (7) of Regulation D under the U.S. Securities Act ("Regulation D"), pursuant to and in accordance with Rule 506 of Regulation D or (2) qualified institutional buyers, as defined in paragraph (a)(1) of Rule 144A under the U.S. Securities Act ("Rule 144A") to which Agents or their U.S. Affiliates are reselling Common Shares as principal pursuant to Rule 144A. Moreover, the Agency Agreement provides that the Agents will offer and sell the Common Shares outside the United States only in accordance with Regulation S under the U.S. Securities Act.

This short form prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any of the Common Shares in the United States. In addition, until 40 days after the commencement of the Offering, an offer or sale of the Common Shares offered hereby within the United States by a dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act unless such offer or sale is made pursuant to Rule 144A.

RISK FACTORS

An investment in the Common Shares is subject to certain risks. Risk factors relating to the Company could materially affect the Company's future results and could cause them to differ materially from those described in forward-looking statements relating to the Company. Before investing, prospective purchasers of Common Shares should carefully consider, in light of their own financial circumstances, the information contained in or incorporated by reference in this short form prospectus.

Development Stage Products and Customer Expectations

Enablence has not yet demonstrated volume production of its components and has not yet completed the design of transceiver electronics for all of its product lines. Some of the products that are manufactured and tested may have quality issues resulting from the design or manufacture of the product, or from the software used in the product. These factors may cause delays in availability and shipping of products to potential customers, or even the cancellation of orders by customers. Quality issues in the products may have legal and financial implications for the Company, including delays in revenue recognition, loss of revenue or future orders, customer-imposed penalties for failure to meet contractual shipment deadlines, increased costs associated with repairing or replacing products, and a negative impact on goodwill and brand name reputation.

Market Opportunities

The demand for Enablence's products depends in large part on the continued growth of the industries in which Enablence participates, particularly in the deployment of the FTTH market. A market decline could have an adverse effect on Enablence's business. In the past three years, the sectors of the telecommunications industry in which Enablence participates have seen significant growth and the speed of FTTH deployment may be affected by numerous factors including regulatory changes. However, companies in the telecommunications industry generally were negatively impacted by the economic slowdown and the corresponding reduction in capital spending by the telecommunications industry from 2001 to 2003. The rate at which the portions of the telecommunications industry and the FTTH market in which Enablence participates continue to grow is critical to Enablence's ability to meet expectations and improve Enablence's financial performance.

Product Development and Technological Change

The markets for Enablence's products are characterized by rapidly changing technologies, frequent new product introductions and evolving industry standards. Enablence's success will depend, in substantial part, on the timely and successful introduction of products and upgrades to those products to comply with emerging industry standards and to address competing technological and product developments carried out by Enablence's competitors. The research and development of technologically advanced products is a complex and uncertain process requiring high levels of innovation as well as the accurate anticipation of technological and market trends. Enablence may focus its resources on technologies that do not become widely accepted and are not commercially viable. In addition, products may contain defects or errors that are detected only after deployment. If Enablence's products are not competitive or do not work properly, Enablence's business will suffer.

Competition

The FTTH markets for Enablence's products are highly competitive with respect to, among other factors: pricing, product and service quality, and the time required to introduce new products and services. New products may be slow to be accepted into the market or may not be accepted at all. Enablence is constantly exposed to the risk that Enablence's competitors may implement new technology before Enablence does, or may offer lower prices, additional products or services or other incentives that Enablence cannot and will not offer. Enablence can give no assurances that Enablence will be able to compete successfully against existing or future competitors.

S**trategic Alliances**

Enablence has established and continues to engage in discussions with a number of strategic partners to develop innovative advances in design and technology and for increased manufacturing capacity. Enablence anticipates having to develop additional relationships. There is no assurance the Company will be able to reach agreements with additional alliance partners on a timely basis or at all, or that these partners will devote sufficient resources to advancing the Company’s interests.

Dependence on Third Party Partners

Enablence relies heavily on Enablence's partners and Enablence's contract manufacturers and if third party partners or manufacturers lack sufficient quality control or if there are significant changes in the financial or business conditions of such third parties, it may have a material adverse effect on Enablence's business. Enablence's profit margins and time to market may be affected by factors beyond Enablence's immediate control. Enablence is dependant on its wafer-manufacturing partners to deliver high quality wafers with high yields on an on-going basis. Identifying and developing a fabrication process at an alternative facility would require significant time and resources. Enablence's products often use customized components that are procured from third parties. The performance and ability of these partners and the performance of their components are critical to Enablence's success. The hybridization of these active components onto Enablence's PLC platform requires specialized equipment, the capacity of which cannot be assured through Enablence's outsourcing partners. The packaging of Enablence's components will be performed through contract manufacturers, and Enablence relies on their ability to achieve Enablence's pricing and capacity requirements.

Intellectual Property

Because Enablence's products are comprised of complex technology, Enablence's business may be constrained by the intellectual property of others and may become involved in litigation regarding patent and other intellectual property rights. Third parties may in the future assert claims against the Company alleging that Enablence has infringed their intellectual property rights. If Enablence does not succeed in any such litigation, Enablence could be required to expend significant resources to pay damages, develop non-infringing intellectual property or to obtain licences to the intellectual property that is the subject of such litigation. However, Enablence cannot be certain that any such licences, if available at all, will be available on commercially reasonable terms. Also, defending these claims may be expensive and divert the time and efforts of Enablence's management and employees. Enablence's patent and other intellectual property rights are important competitive tools and may generate income under licence agreements. Enablence regards Enablence's intellectual property rights as proprietary and attempts to protect them with patents, copyrights, trademarks, trade secret laws, confidentiality agreements and other methods. Enablence also generally restricts access to and distribution of Enablence's proprietary information. Despite these precautions, it may be possible for a third party to obtain and use Enablence's proprietary information or develop similar technology independently. In addition, effective patent, copyright, trademark and trade secret protection may be unavailable or limited in certain foreign countries. Unauthorized use of Enablence's intellectual property rights by third parties and the cost of any litigation necessary to enforce Enablence's intellectual property rights could be costly and time consuming and have an adverse impact on Enablence's business.

Dependence on Key Personnel

The success of Enablence is largely dependent upon the personal efforts of Enablence's President and Chief Executive Officer and three executive officers. Although Enablence has entered into five year employment agreements with each of these individuals and maintains key-man life insurance policies for these individuals, any incapacity or inability of one of these individuals to perform their services would have a material adverse effect on Enablence.

Growth Management

The Company's future results of operations will depend in part on the ability of its officers and other key employees to implement and expand operational, customer support and financial control systems and to expand, train and manage its employee base. The Company's future performance will also depend to a significant extent on its ability to identify, attract, train and retain highly skilled sales, technical and management personnel.

Growth Strategy

The Company believes the acquisition of other businesses may enhance its growth strategy of expanding its product offerings and customer base. The successful implementation of such acquisition strategy depends on the Company's ability to identify suitable acquisition candidates, acquire such companies on acceptable terms, integrate the acquired company's operations and technology successfully with its own and maintain the goodwill of the acquired business. The Company is unable to predict whether it will be able to identify any suitable additional acquisition candidates or the likelihood that any potential acquisition will be completed. In addition, while management of the Company believes it has the experience and know-how to integrate acquisitions, such efforts entail significant risks including, but not limited to the possibility that the operations of the acquired business will not be profitable, diversion of the attention of the Company's management from day-to-day operation of the Company's business and the assumption of significant and/or unknown liabilities of the acquired business. An unsuccessful acquisition could reduce the Company's margins or otherwise harm its financial condition. Any acquisition could result in a dilutive issuance of equity securities, the incurrence of debt and the loss of key employees. The Company cannot ensure that any acquisitions will be successfully completed or that, if one or more acquisitions are completed, the acquired businesses, products or technologies will be integrated successfully or generate sufficient revenues to offset the associated costs of the acquisitions or other adverse effects.

Significant Number of Common Shares Owned by a Limited Number of Existing Shareholders

The officers and directors of Enablence, as a group, beneficially own, on a non-diluted basis, approximately 37.6% of the issued and outstanding shares of the Company. Accordingly, these shareholders will be able to exert significant influence on matters requiring approval by shareholders, including the election of directors and the approval of any significant corporate transactions. The concentration of ownership may also have the effect of delaying, deterring or preventing a change in control and may make some transactions more difficult or impossible to complete without the support of these shareholders.

Changes in Government Policy

Enablence's results may be affected by changes in trade, monetary and fiscal policies, laws and regulations, or other activities of the Canadian and foreign governments, agencies and similar organizations. The Company's results may be affected by social and economic conditions which impact Enablence's operations, including in emerging markets in Asia and in markets subject to ongoing political hostilities and war.

Global Economic Conditions

Current conditions in the domestic and global economies are uncertain. Global conflicts and public health issues have created many economic and political uncertainties that have impacted the global economy. As a result, it is difficult to estimate the level of growth for the world economy as a whole. It is even more difficult to estimate growth in various parts of the world economy, including the markets in which the Company participates. Because all components of Enablence's budgeting and forecasting are dependent on estimates of growth of the FTTH markets and the widespread acceptance of FTTH technology throughout the world, the prevailing economic uncertainties render estimates of future income and expenditures difficult.

Potential Fluctuations in Quarterly Results

The Company's quarterly operating results may vary significantly depending on factors such as the timing of new product introductions, changes in pricing policies of the Company and its competitors, reliance on third party suppliers for components and manufacturing services, market adoption of the FTTH technology and market acceptance of new and enhanced versions of the Company's products. Because the Company's operating expenses are based on anticipated revenues and a high percentage of the Company's expenses are relatively fixed in the short term, variations in the timing of recognition of revenues can cause significant fluctuations in operating results from quarter to quarter and may result in unanticipated quarterly earnings shortfalls or losses. The market price of Enablence's common shares may be highly volatile in response to such quarterly fluctations.

No History of Earnings

Enablence has no history of earnings, and there is no assurance that any of its products will generate earnings, be profitable or provide a return on investment in the future. The Company has not paid dividends in the past and has no plans to pay dividends in the foreseeable future. Its directors will determine the future dividend policy of Enablence.

Stock Price Volatility

Enablence shares trade on the TSX-V; however, the Company cannot predict the extent to which investor interest will lead to the development of an active and liquid trading marketing in the Enablence's common shares and it is possible that an active and liquid trading market will not develop or be sustained. Some companies that have volatile market prices for their securities have had securities class action lawsuits filed against them. If a lawsuit were to be filed against Enablence, regardless of its outcome, it could result in substantial costs and a diversion of management's attention and resources.

The price of Enablence's common shares may fluctuate in response to a number of events, including but not limited to:

1. Enablence's quarterly operating results;
2. sales of the Enablence's common shares by a principal shareholder;
3. future announcements concerning the business of Enablence or of its competitors;
4. the failure of securities analysts to cover Enablence and/or changes in financial forecasts and recommendations by securities analysts;

5. actions of Enablence's competitors;
6. actions of Enablence's suppliers;
7. actions of directors and officers regarding purchase and sale of shares;
8. the volatility of the telecommunications and technologies markets as a whole;
9. general market, economic and political conditions;
10. natural disasters, terrorist attacks and acts of war; and
11. the other risks described in this section.

Future Share Sales

Future sales, or the availability for sale, of substantial amounts of common shares in the public market could adversely affect the prevailing market price of Enablence's common shares. Subject to limited exceptions, Enablence's existing executive officers and directors have agreed to a lock-up pursuant to which Enablence will not sell any shares without the prior written consent of the Lead Agent for 30 days following the completion of the proposed Offering, nor will the individuals will not sell more than 15% of their shares for an additional period of 90 days. In addition, certain of Enablence's executive officers and directors are subject to an escrow arrangement under the TSX-V rules. Following the expiration of the applicable lock-up period and escrow periods, all of these common shares will be eligible for future sale.

Significant Capital Requirements; Need for Significant Additional Financing

Enablence's capital requirements will be significant. There can be no assurances that the Company will be able to raise the additional funds, on commercially reasonably terms, that it will need to develop its products and remain competitive in the markets. Any inability to obtain additional financing when needed would have a material adverse effect on the Enablence. In addition, any additional equity financing may involve substantial dilution to Enablence's then existing shareholders.

Unallocated Proceeds of the Offering

As of the date of this short form prospectus, the Company has no definitive plans for the expenditure of certain proceeds of the Offering. However, 40% of the Offering has been allocated for product consolidation and vertically integrated growth strategies and 20% of the Offering has been allocated for working capital and general corporate purposes. All such growth strategies and expenditures of the net proceeds in connection with working capital and general corporate purposes shall be at the sole discretion of the management of the Company, and there can be no assurance as of the date of this short form prospectus as to how such funds will be expended. The Company is not a party to any definitive agreement in respect of strategic growth opportunities or acquisitions and no assurance can be given that such agreements will ever be entered into and in such events the use of proceeds allocated to such purposes will be at the sole discretion of the management of the Company.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only contracts entered into by the Company in the last two years or were entered into before but are still in effect, and which are material are the following:

1. Share Purchase Agreement dated March 21, 2007 between Enablence and Peter Cairoli, René Regez and Dr. Richter Vermögens- und Beteiligungsverwaltung GmbH;

2. Agency Agreement between Enablence and the Lead Agent, Wellington West Capital Markets Inc. and Raymond James Ltd. dated March 1, 2007 in connection with the private placement financing of 25,000,000 common shares of the Company at $0.60 per share in which they received a 7% commission on the private placement and 1,750,000 broker warrants;

3. Agency Agreement between Enablence and the Lead Agent dated May 24, 2006 in connection with a private placement financing (the "2006 Financing") in which 30,588,554 common shares of Enablence Inc. were issued

for net proceeds of $9,549,847 after taking into consideration 2,849,275 broker warrants of Enablence Inc. valued by the Company at $348,573, a commission of 8% and certain legal fees;

4. Letter of Agreement dated March 6, 2006 between Enablence and Sanmina–SCI Corporation for the manufacture by Sanmina-SCI Corporation of Enablence products; and

5. Joint Business Development Agreement dated October 1, 2005 between Enablence and Kotura, Inc. for the joint development of a triplexer/diplexer component and commercialization of the product.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are Deloitte & Touche LLP, Licensed Public Accountants, Chartered Accountants, Ottawa, Ontario, Canada.

The transfer agent and registrar for the common shares of the Company is Computershare Investor Services Inc. at its principal office in Toronto, Ontario Canada.

INTERESTS OF EXPERTS

Certain legal matters relating to the Offering will be passed upon on behalf the Company by McCarthy Tétrault LLP and on behalf of the Agents by Wildeboer Dellelce LLP. As of the date of this prospectus, the partners and associates of McCarthy Tétrault LLP as a group and the partners and associates of Wildeboer Dellecle LLP as a group each beneficially own, directly or indirectly, less than 1.0% of the outstanding common shares of the Company.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the province in which the purchaser resides for the particulars of these rights or consult with a legal advisor.

AUDITORS' CONSENT

We have read the short form prospectus of Enablence Technologies Inc. (the "Company") dated •, 2007 qualifying the distribution of common shares of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned short form prospectus of our report to the directors of Enablence Inc. (the "Corporation") on the consolidated balance sheet of the Corporation as at April 30, 2006 and the consolidated statements of loss and deficit and cash flows for the four-month period ended April 30, 2006. Our report is dated November 24, 2006.

We also consent to the incorporation by reference in the above-mentioned short form prospectus of our report to the directors of the Corporation on the consolidated balance sheets of the Corporation as at December 31, 2005 and 2004 and the consolidated statements of loss and deficit and cash flows for the years ended December 31, 2005 and 2004 and for the period from inception (December 23, 2003) to December 31, 2005. Our report is dated June 8, 2006.

Chartered Accountants
Licensed Public Accountants

Ottawa, Canada

•, 2007

FORMER AUDITORS' CONSENT

We have read the short form prospectus of Enablence Technologies Inc. (formerly Pacific Northwest Partners Limited) (the "Company") dated •, 2007 relating to the issue and sale of up to • Common Shares of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use, through incorporation by reference, in the above mentioned prospectus of our report to the shareholders of the Company on the balance sheets of the Company as at April 30, 2006 and 2005 and the statements of operations and deficit and cash flows for the years then ended. Our report is dated May 24, 2006 (except as to Note 16 which is as of June 16, 2006).

Vancouver, Canada

Chartered Accountants

DATE

CERTIFICATE OF THE COMPANY

Dated: May 4, 2007

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada other than Québec.

ENABLENCE TECHNOLOGIES INC.

(signed) ARVIND CHHATBAR *President and Chief Executive Officer*	(signed) DANIEL HILTON *Vice President, Finance & Administration*

On behalf of the Board of Directors of Enablence Technologies Inc.

(signed) SERGE BIDNYK *Director*	(signed) ASHOK BALAKRISHNAN *Director*

CERTIFICATE OF THE PROMOTER

Dated: May 4, 2007

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada other than Québec.

(signed) ARVIND CHHATBAR
Promoter

CERTIFICATE OF THE AGENTS

Dated: May 4, 2007

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of provinces of Canada other than Québec.

PARADIGM CAPITAL INC.

(signed) IAN JOSEPH

TD SECURITIES INC.	GENUITY CAPITAL MARKETS G.P.
(signed) SIMON KWONG	(signed) SANJIV SAMANT
RAYMOND JAMES LTD.	WELLINGTON WEST CAPITAL MARKETS INC.
(signed) JIMMY LEUNG	(signed) PAUL RAJCHGOD