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CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL  
No.: 500-11-045554-132

**SUPERIOR COURT  
(Commercial Division)**

**IN THE MATTER OF THE PLAN OF COMPROMISE  
OF:**

**2907160 CANADA INC. (formerly known as ProSep Inc.)**

**Debtor**

- and -

**KPMG INC.**

**Monitor**

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**NOTICE OF CREDITORS' MEETING**

**NOTICE IS HEREBY GIVEN** that 2907160 Canada Inc. (formerly known as ProSep Inc.) (the "**Petitioner**"), has filed with the Québec Superior Court, Commercial Division (the "**Court**"), a plan of compromise (as it may be amended, varied, modified, restated or supplemented by the Petitioner from time to time in accordance with its terms and the terms of the C&M Procedure Order (as defined below), the "**CCAA Plan**") pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**").

A copy of the CCAA Plan is available on the Monitor's website - "*Plan of Compromise of 2907160 Canada Inc.*". Unless otherwise indicated, terms defined herein shall have the same meaning as in the CCAA Plan or in the C&M Procedure Order (as defined below).

The CCAA Plan contemplates the compromise of the Affected Claims of the Affected Creditors.

**NOTICE IS ALSO HEREBY GIVEN that the Creditors' Meeting will be held at 10:00 a.m., Eastern Prevailing Time, on December 16, 2013 at 1155 René-Lévesque Boulevard West, 40<sup>th</sup> Floor, Montreal, Québec H3B 3V2, for the purpose of:**

- (i) considering and, if thought advisable, adopting a resolution (the "**Resolution**") to approve the CCAA Plan (the full text of this Resolution is attached), with or without variation; and

- (ii) transacting such other business as may properly be submitted at the Creditors' Meeting, or any adjournment, postponement or rescheduling thereof.

The Creditors' Meeting is being held pursuant to the Order issued on November 19, 2013 by the Honourable Justice Jean-Yves Lalonde of the Superior Court of Quebec (the "**C&M Procedure Order**"). A copy of the C&M Procedure Order is available on the Monitor's website.

Affected Creditors who wish to vote on the Resolution must have submitted one or more Proof(s) of Claim and proven their Claim(s) in the manner and within the time specified in the C&M Procedure Order. Copies of the Claims Package and of the Meeting Materials are available on the Monitor's Website at <http://www.kpmg.com/ca/prosep>. Affected Creditors who do not have Voting Claims or Claims that have been accepted for voting purposes in accordance with the C&M Procedure Order, if any, are not entitled to attend or vote at the Creditors' Meeting.

For the purpose of voting on and receiving distributions pursuant to the CCAA Plan, the Affected Claims form a single class, as set out in the CCAA Plan. In order for the CCAA Plan to become effective: (i) the CCAA Plan must be approved by the affirmative vote of a majority in number, representing not less than two-thirds in value of the Voting Claims, of Affected Creditors (in person or by proxy), and (ii) the conditions to the implementation and effectiveness of the CCAA Plan must be satisfied or waived.

**Any Affected Creditor who is entitled to vote at the Creditors' Meeting but is unable or does not intend to attend such Creditors' Meeting may vote by signing, dating and returning the enclosed proxy (each, a "Proxy") in the return envelope provided herewith in accordance with the accompanying instructions. In order to be used at the Creditors' Meeting, a Proxy must be received by the Monitor, by email, facsimile transmission, mail, courier or registered mail (using the pre-addressed return envelope provided with the Proxy) prior to 5:00 p.m. on December 13, 2013 or at any time prior to 5:00 p.m. on the Business Day immediately preceding any adjournment, postponement or other rescheduling of such Creditors' Meeting. A Proxy may also be deposited with the Chair at the Creditors' Meeting (or any adjournment, postponement or other rescheduling thereof) before the beginning of such Creditors' Meeting (or any such adjournment, postponement or other rescheduling).**

Affected Creditors are responsible for obtaining proof of delivery, if required, of such Proxies. The Monitor will only accept Proxies that relate to the CCAA Plan, and any voting ballot will be disregarded and discarded.

The Monitor's coordinates for the purpose of returning Proxies and for obtaining any additional information or materials related to the Creditors Meeting are:

**By telephone (toll-free):** 1-888-576-4226, say "Montreal", then dial ext. 8558

**By registered mail:** KPMG Inc.  
600 de Maisonneuve Blvd. West  
Suite 1500  
Montreal, Quebec  
Canada H3A 0A3  
**Subject: 2907160 Canada Inc.'s Creditors Meeting**

**By facsimile:** 514-840-2121

**By email:** [claimsprosep@kpmg.ca](mailto:claimsprosep@kpmg.ca)

Copies of the Meeting Materials will also be posted on the Monitor's website at <http://www.kpmg.com/ca/prosep>.

**NOTICE IS ALSO HEREBY GIVEN** that if the CCAA Plan is approved by the Affected Creditors, and all other necessary conditions of the CCAA Plan are satisfied or waived, the Petitioner intends to file a motion presentable before the Court on or about December 20, 2013 seeking an order sanctioning the CCAA Plan pursuant to the CCAA (the "**Sanction Order**"), without further notice. A copy of the motion for the Sanction Order will be posted on the Monitor's website, as soon as practicable after it is filed with the Court. Any Person intending to object to the motion seeking the Sanction Order must file with the Court, before 4:30 p.m. on December 17, 2011, a written notice containing a description of its proposed grounds of contestation and shall effect service of same, within the same delay, to counsel to the Petitioner and the Monitor, and to those persons listed on the Petitioner's service list posted on the Monitor's website at <http://www.kpmg.com/ca/prosep>.

Montreal, this 22<sup>nd</sup> day of November 2013.

**KPMG INC.  
COURT-APPOINTED MONITOR OF  
2907160 CANADA INC.**