



**KPMG Inc.**  
Tour KPMG  
Suite 1500  
600 de Maisonneuve Blvd. West  
Montréal (Québec) H3A 0A3

Telephone (514) 840-2100  
Fax (514) 840-2121  
Internet www.kpmg.ca

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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**PROXY, INSTRUCTIONS AND ELECTION NOTICE FOR AFFECTED CREDITORS IN  
THE MATTER OF THE PLAN OF COMPROMISE OF 2907160 CANADA INC. (formerly  
known as ProSep Inc.)**

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THE MEETING OF CREDITORS will be held at the time and place below pursuant to the Order of the Quebec Superior Court (Commercial Division) issued on November 19, 2013 (the "C&M Procedure Order") to allow them to vote on the Plan of Compromise of 2907160 Canada Inc. filed pursuant to the *Companies' Creditors Arrangement Act* (Canada) (as may be amended from time to time, the "CCAA Plan").

**On December 16, 2013 at 10 a.m. (Montréal time)  
at 1155 René-Lévesque West Boulevard, 40<sup>th</sup> Floor, Montréal, Québec H3B 3V2,**

As may be adjourned, postponed or rescheduled (the "Creditors' Meeting").

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

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



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OF:**

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**PROXY, AFFECTED CREDITORS' INSTRUCTIONS  
AND ELECTION NOTICE**

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PLEASE COMPLETE, SIGN AND DATE THIS PROXY AND RETURN IT TO KPMG INC., IN ITS CAPACITY AS MONITOR, SO THAT IT RECEIVES IT BY NO LATER THAN 5:00 P.M. ON DECEMBER 13, 2013 (THE "VOTING DEADLINE") OR AT ANY TIME BEFORE 5:00 P.M. ON THE BUSINESS DAY IMMEDIATELY PRECEDING ANY ADJOURNMENT, POSTPONEMENT OR RESCHEDULING OF THE CREDITORS' MEETING. This Form of Proxy may also be deposited with the Chair at the Creditors' Meeting before the beginning of the Creditors' Meeting.

**LA VERSION FRANÇAISE DE CE FORMULAIRE DE PROCURATION EST DISPONIBLE SUR LE SITE WEB DU CONTRÔLEUR DÉSIGNÉ AUX TERMES DE LA LACC, À L'ADRESSE <http://www.kpmg.com/ca/prosep-fr>.**

Please use this Proxy if you do not wish to attend the Creditors' Meeting to vote in person but wish to appoint a proxyholder to attend the Creditors' Meeting, vote your Claim to accept or reject the CCAA Plan and otherwise act for and on your behalf at the Creditors' Meeting and any adjournment(s), postponement(s) or rescheduling(s) thereof.

On November 19, 2013, the Quebec Superior Court (Commercial Division) issued an order establishing certain procedures for the purpose of identifying, establishing, adjudicating or

otherwise resolving all Claims against the Debtor and for the conduct of the Creditors' Meeting (the "**C&M Procedure Order**"), a copy of which is available on the Monitor's Website at <http://www.kpmg.com/ca/prosep>. The C&M Procedure Order contains important information regarding the voting process. Please read the C&M Procedure Order and the instructions sent with this Form of Proxy prior to submitting this Form of Proxy.

The CCAA Plan is attached to the Notice of Meeting of the Petitioner dated November 22, 2013, a copy of which you have received. All capitalized terms used but not defined in this Form of Proxy shall have the meanings ascribed to such terms in the C&M Procedure Order. You should read the CCAA Plan before you vote.

If the CCAA Plan is sanctioned by the Quebec Superior Court, it will be binding on you whether or not you vote.

**IN THE MATTER OF THE PLAN OF COMPROMISE OF 2907160 CANADA INC.  
(formerly known as ProSep Inc.)**

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**ITEM 1                    APPOINTMENT OF PROXYHOLDER**

By checking one of the two boxes below, the undersigned Affected Creditor hereby revokes all proxies previously given and nominates, constitutes and appoints either \_\_\_\_\_ or a representative of KPMG Inc., in its capacity as Monitor, as proxyholder (if you would like the Monitor to act as your proxyholder, leave space blank) with full power of substitution, to attend, vote and otherwise act for and on behalf of the undersigned at the Creditors' Meeting and any adjournment(s) thereof, and to vote the amount of the Creditors' Claim. Without limiting the generality of the power hereby conferred, the person named as proxyholder is specifically directed to vote as shown below. The person named as proxyholder is also directed to vote at the proxyholder's discretion and otherwise act for and on behalf of the undersigned with respect to any amendments or variations to the CCAA Plan and to any matters that may come before the Creditors' Meeting or any adjournment thereof and to vote the amount of the Affected Creditor's Claim(s) for voting purposes as follows (mark only one):

- Vote **FOR** approval of the CCAA Plan                     Vote **AGAINST** approval of the CCAA Plan

**Please note that if no specification is made hereinabove, the Affected Creditor will be deemed to have voted FOR approval of the CCAA Plan.**

Dated this \_\_\_\_ day of \_\_\_\_\_, 2013.

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Print Name of Affected Creditor

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Signature of Affected Creditor or, if the Affected Creditor is a corporation, partnership or trust, signature of an authorized signing officer of the corporation, partnership or trust

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Title of the authorized signing officer of the corporation, partnership or trust, if applicable

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E-mail address of Affected Creditor

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Telephone of Affected Creditor or authorized signing officer

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Mailing Address of Affected Creditor

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the CCAA Plan. This Form of Proxy is not a letter of transmittal and may not be used for any purpose other than to appoint a proxyholder and to cast votes to accept or reject the CCAA Plan.

**YOUR ORIGINAL FORM OF PROXY AND VOTE MUST BE ACTUALLY RECEIVED BY THE MONITOR AT THE ADDRESS LISTED BELOW, OR BY EMAIL OR FACSIMILE TRANSMISSION, ON OR BEFORE 5:00 P.M. ON THE VOTING DEADLINE (DECEMBER 13, 2013), OR AT ANY TIME PRIOR TO 5:00 P.M. ON THE BUSINESS DAY IMMEDIATELY PRIOR TO THE ADJOURNMENT, THE POSTPONEMENT OR THE RESCHEDULING OF THE CREDITORS MEETING.**

**KPMG INC.  
MONITOR OF 2907160 CANADA INC.  
600 de Maisonneuve Blvd. West, Suite 1500  
Montreal, Quebec, Canada H3A 0A3  
Subject: 2907160 Canada Inc.'s Creditors' Meeting  
Fax: 514-840-2121  
Email: [claimsprosep@kpmg.ca](mailto:claimsprosep@kpmg.ca)**

This Proxy may also be hand-delivered to the Chair of the Creditors' Meeting, prior to the Creditors' Meeting, or any adjournment, postponement or rescheduling thereof.

IF YOU HAVE ANY QUESTIONS REGARDING THIS PROXY OR THE VOTING PROCEDURES, OR IF YOU NEED AN ADDITIONAL FORM OF PROXY OR ADDITIONAL COPIES OF THE ENCLOSED MATERIALS, PLEASE CONTACT THE MONITOR AT 1-866-576-4226, SAY "MONTREAL", THEN DIAL EXT. 8558 OR VISIT THE MONITOR'S WEBSITE AT <http://www.kpmg.com/ca/prosep>.

## INSTRUCTIONS FOR COMPLETION OF FORM OF PROXY AND VOTE

1. All capitalized terms used but not defined in this Proxy and Vote shall have the meanings ascribed to such terms in the C&M Procedure Order, a copy of which is available on the Monitor's Website at <http://www.kpmg.com/ca/prosep>.
2. Please read and follow these instructions carefully. Your Proxy must be actually received by the Monitor by email, facsimile transmission, mail, courier or registered mail, by no later than 5:00 p.m. on December 13, 2013, or at any time prior to 5:00 p.m. on the Business Day immediately prior to any adjournment, postponement or rescheduling of the Creditors' Meeting. Your Proxy may also be hand-delivered to the Chair of the Creditors' Meeting, prior to the Creditors' Meeting, or any adjournment, postponement or rescheduling thereof.
3. In order to appoint a proxyholder for the Creditors' Meeting using this Proxy and for your vote to accept or reject the CCAA Plan to count, you must:
  - a. If you wish to vote by proxy rather than in person at the Creditors' Meeting, either write in the name of your proxyholder in **Item 1** or, if you would like a representative of the Monitor to act as your proxyholder, leave the space blank;
  - b. Check the appropriate box in **Item 1** if you wish to vote by proxy rather than in person at the Creditors' Meeting (NOTE: if you do not check either box, you will be deemed to have voted FOR approval of the CCAA Plan);
  - c. Sign the Proxy – your original signature is required on the Proxy in order to appoint a proxyholder and vote at the Creditors' Meeting;
  - d. If you are completing the Proxy as a duly authorized representative of a corporation or other entity, indicate your relationship with such corporation or other entity and the capacity in which you are signing, and if subsequently requested, provide proof of your authorization to so sign. In addition, please provide your name and mailing address; and
  - e. Return the completed Proxy to the Monitor by no later than 5:00 p.m. on December 13, 2013, or at any time prior to 5:00 p.m. on the Business Day immediately prior to any adjournment, postponement or rescheduling of the Creditors' Meeting. Your Proxy may also be hand-delivered to the Chair of the Creditors' Meeting, prior to the Creditors' Meeting, or any adjournment, postponement or rescheduling thereof.
4. Each Affected Creditor who has a right to vote at the Creditors' Meeting has the right to appoint a person (who need not be an Affected Creditor) to attend, act and vote for and on behalf of the Affected Creditor and such right may be exercised by inserting in the space provided the name of the person to be appointed. If no name has been inserted in the space provided, the Affected Creditor will be deemed to have appointed any officer of KPMG Inc., in its capacity as Monitor, or such other person as KPMG Inc. may designate, as proxy holder of the Affected Creditor, with power of substitution, to attend on behalf of and act for the Affected Creditor at the Creditors' Meeting to be held in connection with the CCAA Plan and at any and all adjournments, postponements or other rescheduling thereof.
5. If you need additional Forms of Proxy, please immediately contact the Monitor.

6. If multiple Proxies are received from the same person with respect to the same Claims prior to the Voting Deadline, the latest dated, validly executed Proxy timely received will supersede and revoke any earlier received Proxy. However, if a holder of Claims casts Proxies which are received by the Monitor and dated with the same date, but which are voted inconsistently, such Proxies will not be counted. If a Proxy is not dated in the space provided, it shall be deemed dated as of the date it is received by the Monitor.
7. If the Creditor validly submits a Form of Proxy to the Monitor and subsequently attends the Creditors' Meeting and votes in person inconsistently, the Creditor's vote at the Creditors' Meeting will supersede and revoke the earlier received Proxy.
8. Proxies may also be accepted if deposited with the Chair at the CCAA Creditors' Meeting before the beginning of the Creditors' Meeting, or, for purposes of voting at an adjourned, postponed or other rescheduled Creditors' Meeting, if received by the Monitor prior to 5:00 p.m. on the Business Day immediately preceding any adjournment, postponement or other rescheduling thereof.
9. Any Proxy that is illegible or contains insufficient information to permit the identification of the claimant shall not be counted.
10. Any Proxy that attempts to partially accept and partially reject the CCAA Plan will not be counted.
11. After the Voting Deadline, no Proxy may be withdrawn or modified, except by Proxy deposited with the Chair at the Creditors' Meeting or by a Creditor voting in person at the Creditors' Meeting, without the prior consent of the Petitioner.

**PLEASE SUBMIT YOUR PROXY TO THE MONITOR PROMPTLY. IF YOU HAVE ANY QUESTIONS REGARDING THE FORM OF PROXY OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE FORM OF PROXY OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE MONITOR AT 1-866-576-4226, SAY "MONTREAL", THEN DIAL EXT 8558 OR VISIT THE MONITOR'S WEBSITE AT <http://www.kpmg.com/ca/prosep>.**

**YOU MAY USE THE PRE-ADDRESSED, RETURN ENVELOPE PROVIDED WITH THE FORM OF PROXY, YOU MAY RETURN YOUR FORM OF PROXY BY EMAIL, FACSIMILE TRANSMISSION, MAIL, COURIER OR REGISTERED MAIL AT THE FOLLOWING ADDRESS:**

KPMG INC.  
MONITOR OF 2907160 CANADA INC  
600 de Maisonneuve Blvd. West  
Suite 1500  
Montreal, Quebec  
Canada H3A 0A3  
**Attention: 2907160 Canada Inc.'s Creditors' Meeting**  
Fax: 514-840-2121  
Email: [claimsprosep@kpmg.ca](mailto:claimsprosep@kpmg.ca)