

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
COURT NO.: 500-11-036886-097

SUPERIOR COURT
(Sitting as a Court designated under the
Companies' Creditors Arrangement Act)

IN THE MATTER OF THE PLAN OF ARRANGEMENT OF:

ADALTIS INC., a legal person duly incorporated, having its head office at 10900 Hamon Street, Montréal, Quebec, H3M 3A2
("ADALTIS") (the "Debtor")

PROOF OF CLAIM

1. PARTICULARS OF THE CREDITOR

- a. Full legal name of the Creditor: _____ (the "Creditor")
- b. Full mailing address of the Creditor: _____
- c. Telephone Number of the Creditor: _____
- d. Fax Number of the Creditor: _____
- e. Name of the Authorized Representative of the Creditor: _____
- f. E-mail Address of Authorized Representative of the Creditor: _____

2. DECLARATION

I, *(Name of Creditor or Authorized Representative of the Creditor)* _____, hereby certify that *(check and complete the appropriate boxes)* :

- I am a Creditor of ADALTIS;
- I am _____ *(indicate the title or function)* of _____, which is a Creditor of ADALTIS;
- I have knowledge of all the circumstances connected with the Claim described herein.

3. CLAIM

(check and complete appropriate box)

UNSECURED CLAIM OF CA\$ _____
That in respect of this debt, the Creditor does not hold any assets of the Debtor as security;

SECURED CLAIM OF CA\$ _____
That in respect of this debt, the Creditor holds assets of the Debtor valued at CA\$ _____ as security, particulars of which are as follows;
(Give full particulars of the security, including the date on which the security was given and attach a copy of the security documents):

4. PARTICULARS OF CLAIM

The details relating to the Claim as well as the supporting documents are submitted as follows:

- A detailed, complete statement of account;
- The invoices;
- Any Agreement/ Contract / Assessments giving rise to the Claim, including calculations of the amounts claimed;
- Documents relating to the sale and/or the assignment of the Claim (if any);
- All other relevant documents.

5. FILING OF CLAIM

Pursuant to the Order granted by the Superior Court on July 13, 2009, the Claims Bar Date has been fixed to August 13, 2009, at 5:00 p.m., Montréal Time. Creditors who will not have filed a Proof of Claim by the deadline (i) shall not be entitled to any further notice, (ii) shall not be entitled to participate as a Creditor in these proceedings, (iii) shall not be entitled to vote on any matter in these Proceedings, including the Plan, and (iv) shall not be entitled to assert any Claim against the Debtors (v) nor to receive any distribution under the Plan.

DATED at _____ this _____ day of _____, 2009.

(Signature of Witness)

(Signature of the Creditor or of its Authorized Representative)

(Please print name)

(Please print name)

IN THE MATTER OF THE PLAN OF ARRANGEMENT OF ADALTIS INC.

THIS INFORMATION SHEET IS SUPPLIED IN ORDER TO ASSIST YOU IN COMPLETING THE PROOF OF CLAIM AND PROXY FORM

PARAGRAPH 1 OF THE PROOF OF CLAIM AND GENERAL COMMENTS

- The Creditor must state the full and complete legal name of the company or the Creditor.
- Give the complete address (including postal code) where all notices and correspondence are to be forwarded. In addition, a Creditor and/or the authorized representative must indicate his/her phone number, his/her facsimile and his/her E-mail address.

PARAGRAPH 2 OF THE PROOF OF CLAIM

- If the individual completing the Proof of Claim is not the Creditor himself/herself, he/she must state his/her position or title.

PARAGRAPHS 3 AND 4 OF THE PROOF OF CLAIM

- A detailed, complete statement of account must be attached to the Proof of Claim. Provide all particulars of the Claim and supporting documents, including amount, description of transaction(s) or agreements(s) giving rise to the Claim. The amount on the statement of account must correspond with the amount claimed on the Proof of Claim. The detailed statement of account must show the date, the invoice number and the amount of all the invoices or charges, together with the date, the number and the amount of all credits or payments. A statement of account is not complete if it begins with an amount brought forward. If the claim cannot be evidenced through a statement of account, the Creditor must provide a sworn affidavit providing all particulars of the claim, together with all supporting documents.
- If the Claim is in a foreign currency, it should be converted to Canadian dollars at the exchange rate of the Bank of Canada at the filing date, namely July 3, 2009. US exchange rate on that date was CA\$0.8605: US\$1.00.

PARAGRAPH 5 OF THE PROOF OF CLAIM

- The Proof of Claim must be filed with and received by the Monitor, RSM Richter Inc., by no later than August 13, 2009, at 5:00 p.m., Montréal time, at 2 Place Alexis Nihon, Suite 1820, Montréal, Québec, H3Z 3C2.

The Proof of Claim may be filed by regular mail, by telecopier, by messenger or by any other means of electronic mail addressed to:

RSM Richter Inc.
Attention: Carl Adjami, CA, CIRP
2 Place Alexis Nihon, suite 1820
Montréal QC H3Z 3C2

Fax: 514.934.3504
Email: adaltisclaims@rsmrichter.com

Creditors are responsible for proving receipt of documents by the Monitor.

PROXY

- a) A Creditor may vote either in person or by proxy;
- b) A Debtor may not be appointed as proxy to vote at any meeting of the Creditors;
- c) The Monitor may be appointed as a proxy for any Creditor;
- d) In order for a duly authorized person to have a right to vote he/she must himself/herself be a Creditor or be the holder of a properly executed proxy. The name of the Creditor must appear in the proxy.

RSM Richter Inc.

RSM Richter Inc.

2, Place Alexis Nihon, suite 1820
Montréal (Québec) H3Z 3C2
Téléphone / Telephone : 514.934.3497
Télécopieur / Facsimile : 514.934.3504
www.rsmrichter.com

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("ADALTIS")

("Debtor")

PROXY

I/We, (*name of creditor*) _____

of (*address*) _____

creditor having a claim in the amount of \$_____ affected by the Plan of Arrangement, name by these present as my (our) authorized representative to the meeting of creditors that will be held on _____, 2009 or at any adjournment that may be decided upon (check only one box):

_____ of _____, authorized representative.
(*Name*)

RSM Richter Inc., authorized representative.

NOTE: If a creditor has named RSM Richter Inc., the Court-appointed Monitor, as his/her authorized representative, it is important to note that, in the case that the creditor has not indicated his/her vote on the Voting Letter, RSM Richter Inc., as authorized representative, will vote for the acceptance of the Plan of Arrangement.

DATED AT _____, this _____ day of _____ 2009.

Name of creditor

Name of witness

Signature of authorized person

Signature of witness

Title or function

(français – au recto)

- NOTES :**
- (1) A creditor may vote either in person, by Proxy or by Voting Letter.
 - (2) Attendance at the meeting and vote will be restricted only to those creditors who have submitted their Proof of Claim to the Monitor by 5:00 p.m. on August 13, 2009 as per the Court Order.
 - (3) In order for a duly authorized person to be able to vote, this person must be a creditor or an authorized representative designated in a duly signed proxy. The name of the creditor must appear on the proxy.
 - (4) Your presence will not be necessary at the meeting if you have completed and remitted this Proxy before the beginning of the meeting.
 - (5) This Proxy confers discretionary authority upon the person designated herein to vote on any amendment or variation to the Plan of Arrangement.
 - (6) ADALTIS may not be appointed as authorized representative by Proxy to vote at any meeting of creditors.
 - (7) A creditor who gives a Proxy may revoke it by way of a document signed by him/her or his/her duly authorized Agent. The cancellation must be transmitted to the Monitor no later than the last working day prior to the meeting date.

RSM Richter Inc.

RSM Richter Inc.

2, Place Alexis Nihon, suite 1820
Montréal (Québec) H3Z 3C2
Téléphone / Telephone : 514.934.3497
Télécopieur / Facsimile : 514.934.3504
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("ADALTIS") ("Debtor")

VOTING LETTER

I/We, (name of creditor) _____

of (address) _____

_____, creditor
affected by the Plan of Arrangement:

VOTE		
(Please, use one voting letter per claim)		
Check only one of the following boxes:	FOR the acceptance of the Plan of Arrangement	<input type="checkbox"/>
	AGAINST the acceptance of the Plan of Arrangement	<input type="checkbox"/>
You are a creditor of the Debtor mentioned below for the amount of:		
ADALTIS INC.		\$ _____

DATED AT _____, this _____ day of _____, 2009.

Name of creditor

Name of witness

Signature of authorized person

Signature of witness

Title or function

(français – au recto)

- NOTES :** (1) A creditor may either vote in person, by Voting Letter or by Proxy.
- (2) Attendance at the meeting and right to vote will be restricted only to those creditors who have submitted their Proof of Claim to the Monitor by 5:00 p.m. on August 13, 2009, as per the Court Order.