

RSM Richter Inc.

2, Place Alexis Nihon
Montréal (Québec) H3Z 3C2
Téléphone / Telephone : (514) 934-3497
Télécopieur / Facsimile : (514) 934-3504
www.rsmrichter.com

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
COURT NO.: 500-11-022623-041

**SUPERIOR COURT
(Sitting as Tribunal designated under
the Companies' Creditors
Arrangement Act)**

**IN THE MATTER OF PLAN OF ARRANGEMENT OF QBIOGENE INC., a legal person duly
constituted under the *Canada Business Corporations Act*, having its registered office at
1801 de Maisonneuve Blvd. West, 8th Floor, Montréal, Québec, H3H 1J9**

Debtor

PROXY

I/We, (name of creditor) _____

of (address) _____

_____, creditor

having a claim in the amount of \$ _____ belonging to the Plan of Arrangement, name by
these present as my (our) authorized representative to the meeting of creditors that will be held on August
5, 2004 or at any adjournment that may be decided upon:

Check one of the following boxes:

_____, authorized representative;
(the 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 Arrangement.

DATED AT _____, this _____ day of _____ 2004.

(Name of creditor)

Signature of authorized person
(indicate title or function, if any)

Signature of witness

- NOTES:
- (1) A creditor may vote either in person, by Proxy or by Voting Letter.
 - (2) A creditor cannot vote at the meeting, by Proxy or by Voting Letter unless a Proof of Claim had been submitted to the Monitor **prior** to 5 p.m. EDST on May 21, 2004.
 - (3) In order for a duly authorized person to have the right to vote, he/she must himself/herself be a creditor or be an authorized representative designated by a Proxy duly signed. The name of the creditor must appear in 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) A debtor 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.