

RSM Richter Inc.

2, Place Alexis Nihon  
Montréal (Québec) H3Z 3C2  
Téléphone / Telephone : (514) 934-3497  
Télécopieur / Facsimile : (514) 934-3504  
[www.rsmrichter.com](http://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 THE 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, 8<sup>th</sup> Floor, Montréal, Québec, H3H 1J9

Debtor

**LIST OF DOCUMENTS**  
(also available on [www.rsmrichter.com](http://www.rsmrichter.com))

1. Notice of Meeting
2. Voting letter
3. Proxy
4. Notice to the creditors of the application for sanction and ratification of the Plan of Arrangement
5. Report of the Designated Monitor on the State of the Petitioner's (Debtor's) Financial Affairs and the Plan of Arrangement
6. Plan of Arrangement

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 THE 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, 8<sup>th</sup> Floor, Montréal, Québec, H3H 1J9

Debtor

## NOTICE OF MEETING

Notice is hereby given that pursuant to the Initial Order rendered by the Superior Court of Québec on March 9, 2004 (as renewed, amended, and extended), the Debtor has filed on July 22, 2004 a Plan of Arrangement under the terms of the *Companies' Creditors Arrangement Act (R.S.C. (1985), ch. C-36)*.

In this regard, the meeting of creditors of the Debtor to consider the Plan of Arrangement will be held on:

**AUGUST 5, 2004 AT 4:00 P.M.**  
**RSM RICHTER INC.**  
**18<sup>TH</sup> FLOOR**  
**2 PLACE ALEXIS NIHON**  
**MONTRÉAL, QUÉBEC H3Z 3C2**

Attendance at the meeting will be restricted only to those creditors who had submitted their Proof of Claim to the Monitor prior to 5:00 p.m. EDST on May 21, 2004.

All creditors who have the right to vote during this meeting can accept the Plan of Arrangement as is or as modified at the meeting. If the Plan of Arrangement is accepted by the required majority and if it is ratified by the Court, it will be binding on affected creditors.

The Proxy must be **remitted** to the Monitor before the beginning of the meeting. To facilitate the tabulation of the votes, you may return your Proxy and, as the case may be, your Voting Letter prior to the meeting. Facsimile and E-mail transmissions will be accepted. Documents must be forwarded to:

**RSM Richter Inc., Monitor**  
**22<sup>nd</sup> Floor**  
**2 Place Alexis Nihon**  
**Montréal QC H3Z 3C2**  
**Telephone: (514) 934-3497**  
**Facsimile: (514) 934-3504**  
**E-mail: poc@rsmrichter.com**

DATED AT MONTRÉAL, this 22<sup>nd</sup> day of July, 2004.

**RSM Richter Inc.**  
Court-Appointed Monitor

# RSM Richter Inc.

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 THE 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, 8<sup>th</sup> Floor, Montréal, Québec, H3H 1J9

Debtor

## VOTING LETTER

I/We, (name of creditor) \_\_\_\_\_

of (address) \_\_\_\_\_

\_\_\_\_\_, creditor

belonging to the Plan of Arrangement:

CREDITORS OF QBIOGENE INC.	
VOTE (Check one of the following boxes):	AMOUNT:
<input type="checkbox"/> FOR the acceptance of the Plan of Arrangement;	\$
<input type="checkbox"/> AGAINST the acceptance of the Plan of Arrangement.	\$

DATED AT \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 2004.

\_\_\_\_\_  
(Name of creditor)

\_\_\_\_\_  
Signature of authorized person or its  
authorized representative as per Proxy  
(indicate title or function, if any)

\_\_\_\_\_  
Signature of witness

- NOTES: (1) A creditor may vote either in person, by Voting Letter or by Proxy;  
(2) A creditor cannot vote during the meeting, by Voting Letter or by Proxy unless a Proof of Claim had been submitted to the Monitor prior to 5:00 p.m. EDST on May 21, 2004.

(français au recto)

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, 8<sup>th</sup> 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.

(français au recto)

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 THE 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, 8<sup>th</sup> Floor, Montréal, Québec, H3H 1J9**

**Debtor**

**NOTICE TO THE CREDITORS OF THE APPLICATION FOR SANCTION AND  
RATIFICATION OF THE PLAN OF ARRANGEMENT**

NOTICE is hereby given that:

- In as much as the creditors approve the Plan of Arrangement of the Debtor, a petition for the sanction and the ratification of the Plan of Arrangement will be presented to the Superior Court sitting as Tribunal designated under the *Companies' Creditors Arrangement Act* for the District of Montréal on August 6, 2004.

The hearing will take place at the Court House of Montréal, 1 Notre-Dame Street West, on August 6, 2004, in room 16.12 at 9:15 a.m.

DATED AT MONTRÉAL, this 22<sup>nd</sup> day of July, 2004.

**RSM Richter Inc.**  
Court-Appointed Monitor