

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTREAL

No: 500-11-031970-078

SUPERIOR COURT
(COMMERCIAL DIVISION)

(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act, R.S.C.
1985, c. C-36)

IN THE MATTER OF THE *COMPANIES
CREDITORS ARRANGEMENT ACT*, R.S.C.
1985, c. C-36, as amended:

POSITRON TECHNOLOGIES INC.,

Petitioner

-and-

RSM RICHTER INC.,

Monitor

-and-

ROYAL BANK OF CANADA,

-and-

LA FINANCIÈRE DU QUÉBEC,

-and

POSITRON INC.,

-and-

QUORUM INVESTMENT POOL LIMITED
PARTNERSHIP,

-and-

AARON FISH,

-and-

**FONDS DE SOLIDARITÉ DES
TRAVAILLEURS DU QUÉBEC (F.T.Q.),**

-and-

TRITON ELECTRONIQUE INC.,

Mises en cause

ORDER AUTHORIZING THE SELL OF THE ASSETS OF PETITIONER

SEEING *Positron Technologies Inc.*'s Motion for Authorization to Sell the Assets of Petitioner, the exhibits and the affidavit of Mr. Dominic Deveaux filed in support thereof (the "**Motion**"), and the submissions of counsel for *Positron Technologies Inc.*

GIVEN the provisions of the CCAA;

WHEREFORE, THE COURT:

1. **DECLARES** valid and sufficient the prior notices given of the hearing of the present Motion;
2. **GRANTS** the Motion;
3. **AUTHORIZES** Petitioner, Positron Technologies Inc., to accept the offer of Triton Electronique Inc. to purchase the assets and business of Petitioner dated December 7, 2007, a true copy of which has been filed in the Court record herein as Exhibit R-2 (the "**Offer**");
4. **AUTHORIZES** the Monitor RSM Richter Inc. (the "**Monitor**") to terminate the invitation for proposals process initiated on Monday December 3, 2007 by sending notice in writing to that effect by prepaid first class mail on or before December 12, 2007, to all persons other than Triton Electronique Inc. to whom such invitation for proposals has been sent;
5. **AUTHORIZES** Petitioner, Positron Technologies Inc. to sell its assets and business to Triton Electronique Inc. or an assignee thereof pursuant to the terms of the Offer and to

take any and all actions in order to proceed with such sale and, notwithstanding the generality of the foregoing to execute any and all documents necessary or simply useful in order to facilitate the execution of the sale based on the Offer in its actual form or any other subsequent form (the “**Transaction**”);

6. **DECLARES** that upon filing with this Court of a certificate by the Monitor stating that the Transaction is completed (the “**Monitor’s Certificate**”), any and all of the Petitioner’s assets purchased pursuant to the Transaction shall be and are hereby vested in the Mise en cause, Triton Electronique Inc., absolutely and forever free and clear of and from any and all encumbrances, liens, claims, rights, title, interests, security interests, charges, pledges, mortgages, hypothecations, hypothecs, judgments, executions, writs of seizure and sale, options, adverse claims, levies, charges, priorities, remedies from facts which exist as of the date of the present judgment whether known or unknown, or any other rights, rights of use, disputes and debts of all persons or entities of any kind whatsoever and howsoever arising, whether contractual, statutory, by operation of law or otherwise, whether perfected, attached, registered or filed, whether secured, unsecured or otherwise and whether created by or pursuant to the orders made in these proceedings, including all charges created by order of this Court in the Initial Order with the exception of the moveable hypothecs in favour of La Financière du Québec registered under numbers 03-0301446-001, 03-0301446-0002, 03-0073064-0001 and 03-0073067-0001;
7. **DECLARES** that the Transaction shall have the effect of a sale under judicial authority which discharges all real rights, to the extent provided by the Code of Civil Procedure of Québec;
8. **ORDERS** the Registrar of the Register of Personal and Movable Real Rights to strike the hypothecs registered under the following numbers, such that all of the movable assets of Petitioner are no longer affected by the following hypothecs:

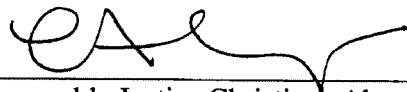
05-0316684-0001	04-0693421-0002	04-0457476-0003
07-0220225-0004	07-0220225-0003	07-0220225-0002
06-0407024-0001		

the whole on presentation of the required form with a true copy of the present judgment and the Monitor’s Certificate attesting that Transaction is completed;

9. **ORDERS** that the sale proceeds of the Transaction be entrusted to the Monitor and **AUTHORIZES** the Monitor to distribute any and all sale proceeds resulting from the Transaction amongst the Debtors’ secured creditors in accordance with their rank in satisfaction of all priorities and hypothecary interest and to retain any balance to be used in the execution of the Arrangement to be submitted by Petitioner to its creditors;

10. **ORDERS** that the charges created by the Initial Order be transferred and/or extended on the balance of the sale proceeds of the Transaction remaining after the payment of the secured creditors.
11. **ORDERS** the provisional execution of the present order notwithstanding appeal;
12. **THE WHOLE** without costs.

MONTREAL, this 10th day of December, 2007

A handwritten signature in black ink, appearing to read 'CA', written over a horizontal line.

Honourable Justice Christiane Alary, j.c.s.