

August 2007

Offer to Purchase

Shift Networks Inc. c/o
PricewaterhouseCoopers Inc.
3100, 111 – 5th Avenue SW
Calgary, Alberta
T2P 5L3
Fax: (403) 781-1825

Attention: Susan Shabluk

1. _____
(Name of Offeror)

2. _____
(Address of Offeror)

3. _____
(Telephone Number)

4. All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Memorandum (as defined below) to which this Bid Letter is attached including the Terms and Conditions (as defined below).

5. I/We hereby submit this offer pursuant to the Terms and Conditions of Sale dated August 27, 2007 attached as Appendix B to the information memorandum the “Memorandum”) circulated by the Monitor in respect of the Assets of Shift Networks Inc. (the “Terms and Conditions”) for the purchase of the Assets indicated below:

[Indicate Assets here]

Offer \$ _____
(Cdn.)

[Signature of Offeror]