

PROSEP INC.

("ProSep")

**INFORMATION SUPPLEMENT TO THE SECOND AMENDED MANAGEMENT
PROXY CIRCULAR DATED MAY 14, 2009**

The section entitled *Summary Compensation Table* at pages 16 to 19 of the Second Amended Management Proxy Circular dated May 14, 2009 (the "**Circular**") is hereby modified in accordance with this information supplement (the "**Information Supplement**"). This Information Supplement shall form a part of the Circular for all purposes, and by this reference the Information Supplement is incorporated in the Circular with the same effect as though at length set forth in the Circular; and in this Information Supplement, unless there is something in the subject or context inconsistent therewith, capitalized terms contained herein shall have the same meaning as the corresponding terms in the Circular. All the provisions of the Circular, except only so far as the same may be inconsistent with the express provisions of this Information Supplement, shall apply to and have effect in connection with this Information Supplement. For further information please refer to the Circular filed on www.sedar.com on May 14, 2009.

SUMMARY COMPENSATION TABLE

The following table sets forth all annual and long-term compensation for services in all capacities to ProSep for the three most recently completed financial years in respect of each of the individuals who were, as at December 31, 2008, the President and Chief Executive Officer, the Chief Financial Officer and Corporate Secretary, as well as each of ProSep's three most highly compensated executive officers whose total salary and bonus exceed \$150,000 (collectively, the "**Named Executive Officers**"), including any individual who would have qualified as a Named Executive Officer but for the fact that the individual was not serving as such an officer at the end of the most recently completed financial year.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation		Pension value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual incentive plans (\$)	Long term incentive plans (\$)			
Jacques L. Drouin CEO ProSep Inc.	2008 2007 ¹ 2007 ² 2006	250,000 103,000 170,000 150,000	117,000 ¹³ - - -	- 58,994 ¹⁴ 47,237 148,217	150,000 ¹⁵ 65,000 ¹⁶ 50,000 ¹⁷ -	- - - -	- - - -	- - - -	517,000 226,994 267,237 298,217
Patrice Daignault CFO & Corp. Secretary, ProSep Inc.	2008	58,333 ³	16,000	-	20,000 ¹⁵	-	-	-	94,333
Susan Da Silva, VP Finance & Corp. Secretary, ProSep Inc.	2008 2007 ¹ 2007 ² 2006	64,615 ⁴ 52,538 90,100 68,326 ⁵	- - - -	- 21,828 3,149 19,052	- 7,000 - -	- - - -	- - - -	- - - -	64,615 81,366 93,249 87,378
Lewis Mologne, President, ProSep Technologies Inc.	2008 2007 2006	201,739 ⁶ 185,874 ⁷ 185,693 ⁸	78,000 24,800 -	- 21,652 -	121,043 ¹⁵ 220,032 ¹⁶ 24,534 ¹⁷	- - -	- - -	14,179.41 ¹⁸ 165,479.92 ¹⁹ 5,397.55 ²⁰	414,961.41 617,837.92 215,624.55
Harald Linga VP Product Development, ProPure AS	2008 2007 2006	163,458 ⁹ 161,040 ¹⁰ 148,680 ¹¹	18,000 13,950 -	- 16,239 -	43,360 ¹⁵ 33,693 ¹⁶ 28,822 ¹⁷	- - -	40,365 - -	10,864 ²¹ 10,980 ²² 10,620 ²³	235,682 235,902 188,122
Matthew Rummer General Manager, ProSep AP	2008 2007 2006	130,960 ¹² 120,047 -	19,500 10,230 -	- 10,826 -	31,161 ¹⁵ - -	- - -	- - -	30,362 ²¹ - -	211,983 141,103 -

¹ July 2007 to December 2007.

² July 2006 to June 2007.

³ Annual salary of \$175,000. Mr. Daignault started to work at ProSep in September 2008.

⁴ Annual salary of \$120,000. Ms. Da Silva resigned from ProSep in July 2008.

⁵ Salary from September 2005 to June 30, 2006.

⁶ Average yearly exchange rate CAD \$ 1.0671 = 1 USD.

⁷ Average yearly exchange rate CAD \$ 1.2110 = 1 USD.

⁸ Average yearly exchange rate CAD \$ 1.1340 = 1 USD.

⁹ Average yearly exchange rate CAD \$ 0.1899 = 1 NOK.

¹⁰ Average yearly exchange rate CAD \$ 0.1888 = 1 NOK.

¹¹ Average yearly exchange rate CAD \$ 0.1770 = 1 NOK.

¹² Average yearly exchange rate CAD \$ 0.1899 = 1 NOK.

¹³ The value of the share based award was determined in accordance with Section 3870 of the Handbook by multiplying the market price at the grant date by the number of Shares granted. RSUs vest at the end of a 3-year period after granting date save and except for those which vest in 2010 which accounts for a 2-year period. These 2 year-period share based awards were granted as retention bonuses pursuant to the acquisition of Pure Group in October 2007. From an accounting standpoint, the value of these grants is amortized over the vesting period, taking into consideration the number of months in the financial year. The following table indicates the calculations for the said issuance:

Name and Principal Position	Outstanding RSU	Market price at date of grant	Share-based award	# of months to vesting	# of months during the year	Amount booked in financial statements	Vesting Date
	(a)	(b)	(a) X (b) = (c)	(d)	(e)	(c)/(d) X (e) = (f)	
Jacques L. Drouin, CEO	300,000	0.39	117,000	36	8	26,000	April 2011
Patrice Daignault CFO, Corp Secretary	50,000	0.32	16,000	36	4	1,778	Sept. 2011
Susan Da Silva VP Finance & Corp Secretary	-	-	-	-	-	-	N/A
Lew Mologne, President ProSep Technologies, Inc.	80,000	0.31	24,800	24	12	12,400	Jan. 2010
	200,000	0.39	78,000	36	8	17,333	April 2011
						29,733	
Harald Linga, VP Product Develop.	45,000	0.31	13,950	24	12	6,975	Jan. 2010
	25,000	0.39	9,750	36	8	2,167	April 2011
	25,000	0.33	8,250	36	4	917	Aug. 2011
						10,058	
Matthew Rummer, General Manager ProSep AP	33,000	0.31	10,230	24	12	5,115	Jan 2010
	50,000	0.39	19,500	36	8	4,333	April 2011
						9,448	

¹⁴ Options vest over a three-year period; 25% are vested when granted, 25% after 12 months, 25% after 24 months and 25% after 36 months. From an accounting standpoint, the value of these Options is recognized over the vesting period using these percentages in the vesting year. In accordance with Section 3870 of the Handbook, ProSep used the Black-Scholes-Merton option pricing model and the following assumptions (save and except for Messrs. Mologne, Linga and Rummer, the remaining Named Executive Officers voluntarily cancelled all of their outstanding options in 2008):

	Year ended December 31, 2008	Six-month period ended December 31, 2007	Year ended June 30, 2007
Risk-free interest rate	-	3.84% to 4.05%	4.01% to 4.13%
Expected life of options	-	5 years	5 years
Volatility	-	50%	91% to 95%
Dividend rate	-	0%	0%

Name and Principal Position	Out-standing Options	Value as per Black-Scholes-Merton	Issue year	Value per share	Amount Booked in Financial Statements 2006	Amount Booked in Financial Statements June 07	Amount Booked in Financial Statements Dec 07	Amount Booked in Financial Statements 2008
	(a)	(b)		(b)/(a) = (c)				
Jacques L. Drouin CEO	110,000	105,621	June 2006	0.96	29,573	35,230	17,603	-
	50,000	42,596	June 2006	0.85	1,183	4,199	7,099	-
	75,000	47,237	June 2007	0.63	-	19,682	5,905	-
	200,000	58,994	Dec 2007	0.29	-	-	17,207	-
					30,756	69,111	47,814	-
Patrice Daignault CFO, Corp Secretary	-	-	-	-	-	-	-	-
Susan Da Silva VP Finance & Corporate Secretary	35,000	6,721	2006	0.19	1,882	2,242	1,120	-
	7,000	2,823	2006	0.40	392	941	471	-
	7,000	9,508	2006	1.36	528	3,169	1,585	-
	5,000	3,149	June 2007	0.63	-	1,312	394	-
	74,000	21,828	Dec 2007	0.29	-	-	6,366	-
					2,802	7,664	9,936	-
Lewis Mologne, President ProSep Technologies, Inc	100,000	21,652	Dec 2007	-	-	-	5,413	5,568
Harald Linga, VP Product Develop., ProPure AS	75,000	16,239	Dec 2007	-	-	-	4,060	4,176
Matthew Rummer, General Manager ProSep AP	50,000	10826	Dec 2007	-	-	-	2,707	2,784

¹⁵ This performance bonus was paid in 2009 for having achieved objectives in the 2008 financial year.

¹⁶ A performance bonus of \$40,000 was paid in 2008 for having achieved objectives in the 2007 financial year. \$25,000 was paid as a special discretionary bonus in the 2008 financial year. \$154,484 was paid in 2007 for the acquisition of Pure Group.

¹⁷ Mr. Drouin's performance bonus was paid in 2008 for having achieved objectives in the 2007 financial year. Mr. Mologne's and Mr. Linga's performance bonus were paid in 2007 for having achieved objectives in the 2006 financial year.

¹⁸ In accordance with ProSep's policy, ProSep contributed \$14,179.41 to Mr. Mologne's 401(K).

¹⁹ Compensation received in connection with the acquisition of Pure Group in October 2007 (\$154,484) and in accordance with ProSep's policy, ProSep contributed \$10,995.92 to Mr. Mologne's 401(K).

²⁰ In accordance with ProSep's policy, ProSep contributed \$5,397.55 to Mr. Mologne's 401(K).

²¹ Automobile allowance.