

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"). Accordingly, the securities, subject to certain exceptions, may not be offered or sold within the United States or to U.S. persons. See "Plan of Distribution".

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the secretary of Altus Group Income Fund at 17075 Leslie Street, Unit 7, Newmarket, Ontario, Canada L3Y 8E1 (telephone: (905)953-9948) and are also available electronically at www.sedar.com. For the purpose of the Province of Québec, this simplified prospectus contains information to be completed by consulting the permanent information record. A copy of the permanent information record may be obtained from the secretary of Altus Group Income Fund at the above-mentioned address and telephone number and is also available electronically at www.sedar.com.

SHORT FORM PROSPECTUS

New Issue

May 8, 2006



AltusGroup

Income Fund

\$36,137,500

**2,450,000 Subscription Receipts,
each representing the right to receive one trust unit**

This short form prospectus qualifies for distribution 2,450,000 subscription receipts ("Subscription Receipts"), each of which will entitle the holder thereof to receive, without any further action on the part of the holder thereof and without payment of additional consideration, one trust unit (a "Unit") of Altus Group Income Fund (the "Fund") upon the closing of the indirect acquisition (the "Acquisition") by Altus Group Limited Partnership ("Altus LP") of the business of All West Surveys Ltd. ("All West"), described in more detail under the heading "The Acquisition". This short form prospectus also qualifies for distribution the Units issuable pursuant to the Subscription Receipts. The proceeds from the sale of the Subscription Receipts less one-half of the Underwriters' fee and the Underwriters' expenses (the "Escrowed Funds") will be held by CIBC Mellon Trust Company, as escrow agent (the "Escrow Agent"), and invested in short-term obligations of, or guaranteed by, the Government of Canada (and other approved investments) pending completion of the Acquisition or the occurrence of the Termination Time (as defined herein). Upon the Acquisition being completed on or before July 14, 2006, the Escrowed Funds will be released to the Fund and one Unit will be issued for each Subscription Receipt. The Fund will utilize the Escrowed Funds to pay a portion of the purchase price of the Acquisition.

If the closing of the Acquisition does not take place by 5:00 p.m. (Toronto time) on July 14, 2006, or if the Combination Agreement (as defined herein) is terminated at any earlier time or if the Fund has advised the Underwriters or announced to the public that it does not intend to proceed with the Acquisition (in any case, the "Termination Time"), the Escrow Agent and the Fund shall return to holders of Subscription Receipts, on the third business day following the Termination Time, an amount equal to the full subscription price therefor and their *pro rata* entitlements to interest on the Escrowed Funds. The Escrowed Funds and interest actually earned thereon will be applied towards payment of such amount. If the closing of the Acquisition does not take place before the Termination Time, holders of Subscription Receipts will not be entitled to receive any distribution paid to Unitholders.

If the closing of the Acquisition takes place prior to the Termination Time and holders of Subscription Receipts become entitled to receive Units, such holders will be entitled to receive an amount per Subscription Receipt equal to the amount per Unit of any cash distributions for which record dates have occurred during the period from the date of closing of the offering of the Subscription Receipts to the date immediately preceding the date the Units are issued pursuant to the Subscription Receipts. Accordingly, if the Acquisition closes on or before May 31, 2006, as currently contemplated, holders of Subscription Receipts will become holders of Units on or before May 31, 2006 and will be entitled, provided they remain holders of record of Units received pursuant to the Subscription Receipts on May 31, 2006, to receive the monthly distributions expected to be paid on June 15, 2006 and July 17, 2006 to Unitholders (as defined herein) of record on May 31, 2006 and June 30, 2006, respectively. If the closing of the Acquisition occurs after May 31, 2006 but on or before June 30, 2006, holders of Subscription receipts will (i) be entitled to receive a payment equal to the distribution that will be paid by the Fund to Unitholders of record on May 31, 2006; and (ii) become holders of Units on or before June 30, 2006 and will be entitled, provided they remain holders of record of Units received pursuant to the Subscription Receipts on June 30, 2006, to receive the monthly distribution expected to be paid on July 17, 2006. If the closing of the Acquisition occurs after June 30, 2006, but on or before July 14, 2006, holders of Subscription Receipts on such day will be entitled to receive a payment equivalent to the distributions that will be paid by the Fund to Unitholders of record on May 31, 2006 and June 30, 2006. See "Description of the Subscription Receipts".

The issued and outstanding Units are listed on the Toronto Stock Exchange (the "TSX") under the trading symbol "AIF.UN". On April 24, 2006, the last trading day prior to the public announcement of the Acquisition and the offering of Subscription Receipts (the "Offering"), the closing price of the Units on the TSX was \$15.57 per Unit. The TSX has conditionally approved the listing of the Units issuable pursuant to the Subscription Receipts offered by this short form prospectus. This listing will be subject to the Fund fulfilling all the requirements of the TSX on or before July 25, 2006. The terms of the Offering were determined by negotiation between the Fund and Canaccord Capital Corporation, BMO Nesbitt Burns Inc., RBC Dominion Securities Inc. and Sprott Securities Inc. (collectively, the "Underwriters").

Price: \$14.75 per Subscription Receipt

	Price to the Public ⁽¹⁾	Underwriters' Fee ⁽²⁾	Net Proceeds ⁽³⁾
Per Subscription Receipt	\$14.75	\$0.7375	\$14.0125
Total	\$36,137,500	\$1,806,875	\$34,330,625

Notes:

- (1) The price of the Subscription Receipts has been determined by negotiation between the Fund and the Underwriters.
- (2) The Underwriters' fee with respect to the Subscription Receipts is payable as to one-half upon closing of the Offering and one-half on release of the Escrowed Funds to the Fund. If the Acquisition is not completed, the Underwriters' fee with respect to the Subscription Receipts will be reduced to the amount payable upon closing of the Offering.
- (3) Before deducting the expenses of the Offering, which are estimated to be approximately \$1.0 million and excluding interest, if any, on the Escrowed Funds.

(continued on next page)

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If all the conditions to the closing of the Acquisition are satisfied prior to the closing of the Offering, such that the closing of the Acquisition will occur concurrently with the closing of the Offering, the Fund will deliver Units on the closing of the Offering instead of Subscription Receipts. This prospectus also qualifies any such distribution of Units. See “Plan of Distribution”.

An investment in the Subscription Receipts is subject to a number of risks that should be considered by a prospective investor. Cash distributions of the Units are not guaranteed and will be entirely derived from the business operated by related entities of the Fund and from the ability of each such entity to make distributions on its securities, which is subject to a number of risks. For these and other risk factors, see “Risk Factors”.

The after-tax return for any Units (including Units issuable pursuant to the Subscription Receipts) owned by Unitholders that are subject to Canadian income tax will depend, in part, on the composition for tax purposes of distributions paid by the Fund (portions of which may be fully or partially taxable or may constitute non-taxable returns of capital). The composition for tax purposes of those distributions may change over time, thus affecting the after-tax return to Unitholders. Income is generally taxed as ordinary income or as dividends in the hands of a Unitholder. Returns of capital are generally non-taxable to a Unitholder (but reduce the Unitholder’s cost base in the Unit for tax purposes). See “Certain Canadian Federal Income Tax Considerations”.

A return on an investment in the Fund is not comparable to the return on an investment in a fixed-income security. The recovery of an initial investment in the Fund is at risk and the anticipated return on such investment is based on many performance assumptions. Although the Fund intends to make distributions of its available cash to Unitholders, these cash distributions may be reduced or suspended. The actual amount distributed will depend on numerous factors, including the financial performance of the subsidiaries of the Fund, debt obligations, contractual obligations, working capital requirements and future capital requirements. In addition, the market value of the Subscription Receipts and the Units may decline if the Fund’s cash distributions decline in the future and that decline may be material.

It is important for an investor to consider the particular risk factors that may affect the industry in which they are investing, and therefore the stability of the distributions paid by the Fund. See, for example, “Risks Relating to All West and the Acquisition” under the heading “Risk Factors” herein. This section and the section entitled “Risk Factors” on pages 41 to 47 of the AIF (as defined herein) incorporated by reference herein also describe the Fund’s assessment of those risk factors, as well as the potential consequences to an investor if a risk should materialize.

There is currently no market through which the Subscription Receipts may be sold and investors may not be able to resell the Subscription Receipts purchased under this short form prospectus. This may affect the pricing of the Subscription Receipts in the secondary market, the transparency and availability of trading prices, the liquidity of the Subscription Receipts, and the extent of issuer regulation. See “Risk Factors”.

The Underwriters, as principals, conditionally offer the Subscription Receipts, subject to prior sale, if, as and when issued by the Fund and delivered to and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under “Plan of Distribution” and subject to approval of certain legal matters on behalf of the Fund by Goodmans LLP and on behalf of the Underwriters by Cassels Brock & Blackwell LLP.

The Canadian chartered bank affiliate of BMO Nesbitt Burns Inc. is a lender to affiliates of the Fund under existing credit facilities and will be a lender to affiliates of the Fund under the credit facilities to be entered into upon the closing of the Acquisition (see “The Acquisition — New Credit Facilities”). A portion of such facilities will be used to partially finance the Acquisition, to refinance the existing credit facilities and pay related expenses, to fund capital expenditures and for general corporate purposes. Consequently, the Fund may be considered a connected issuer of BMO Nesbitt Burns Inc. under applicable securities laws in certain Canadian provinces and territories. See “Plan of Distribution”.

Subject to applicable laws, the Underwriters may, in connection with the Offering, effect transactions which stabilize or maintain the market price of the Subscription Receipts at levels other than those which might otherwise prevail on the open market. See “Plan of Distribution”.

The Fund is not a trust company or registered under applicable legislation governing trust companies and does not carry on or intend to carry on the business of a trust company. The Fund qualifies as a mutual fund trust for the purposes of the *Income Tax Act* (Canada) (the “Tax Act”) and offers and sells its Units to the public. Units are not “deposits” within the meaning of the *Canada Deposit Insurance Corporation Act* (Canada) and are not insured under the provisions of that statute or any other legislation.

Subscriptions for Subscription Receipts will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Book-entry only certificates representing the Subscription Receipts will be issued in registered form to The Canadian Depository for Securities Limited (“CDS”) or its nominee as registered global securities and will be deposited with CDS on the date of issue of the Subscription Receipts, which is expected to occur on or about May 15, 2006. See “Plan of Distribution” and “Description of Subscription Receipts”.

The principal and head office of the Fund is located at 17075 Leslie Street, Unit 7, Newmarket, Ontario, Canada, L3Y 8E1.

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
DOCUMENTS INCORPORATED BY REFERENCE	3	DESCRIPTION OF UNITS	28
EXPLANATORY NOTES	4	DESCRIPTION OF THE SUBSCRIPTION RECEIPTS	30
SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS ..	5	PLAN OF DISTRIBUTION	32
DEFINITIONS OF NON-GAAP MEASURES	5	INTEREST OF EXPERTS	34
PROSPECTUS SUMMARY	6	CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS	34
ALTUS GROUP INCOME FUND	12	RISK FACTORS	40
DESCRIPTION OF ALTUS' BUSINESS ..	12	ELIGIBILITY FOR INVESTMENT	42
DESCRIPTION OF THE BUSINESS OF ALL WEST	13	MATERIAL CONTRACTS	43
THE ACQUISITION	16	AUDITORS, TRANSFER AGENT AND REGISTRAR	43
CONSOLIDATED CAPITALIZATION OF THE FUND	22	PROMOTERS	43
SELECTED HISTORICAL AND <i>PRO FORMA</i> FINANCIAL INFORMATION	22	EXEMPTION	43
SUMMARY OF DISTRIBUTABLE CASH .	24	STATUTORY AND CONTRACTUAL RIGHTS OF RESCISSION AND STATUTORY RIGHTS OF WITHDRAWAL	43
RECONCILIATION OF HISTORICAL RESULTS TO EBITDA AND NORMALIZED EBITDA	25	GLOSSARY OF TERMS	G-1
PRICE RANGE AND TRADING VOLUME OF UNITS	27	AUDITORS' CONSENT	F-1
RECORD OF CASH DISTRIBUTIONS ...	27	AUDITORS' CONSENT	F-2
USE OF PROCEEDS	28	FINANCIAL STATEMENTS	F-3
		CERTIFICATE OF THE FUND	C-1
		CERTIFICATE OF THE UNDERWRITERS	C-2

Prospective investors should rely only on the information contained or incorporated by reference in this short form prospectus. The Fund has not authorized anyone to provide different information. If an investor is provided with different or inconsistent information, he or she should not rely on it. The Fund is not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. Prospective investors should assume that the information appearing in this short form prospectus is accurate as of the date on the front cover of this short form prospectus only, regardless of the time of delivery of this short form prospectus or of any sale of the Subscription Receipts. Certain information contained in this short form prospectus concerning companies other than the Fund or its subsidiaries and All West has been derived from publicly available sources. Certain information contained in this short form prospectus concerning the business of All West has been provided by All West.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from Rose Oushalkas, General Counsel of Altus Group General Partner Corporation, at 17075 Leslie Street, Unit 7, Newmarket, Ontario, Canada, L3Y 8E1 (telephone: (905) 953-9948). For the purpose of the Province of Québec, this simplified short form prospectus contains information to be completed by consulting the permanent information record. A copy of the permanent information record may be obtained from the General Counsel at the above mentioned address and telephone number. In addition, copies of the documents incorporated by reference herein may be obtained from the securities commissions or similar authorities in Canada through the internet at www.sedar.com.

The following documents, filed with the securities commissions or similar authorities in the provinces and territories of Canada, are specifically incorporated by reference into and form an integral part of this short form prospectus:

- (a) annual information form of the Fund dated March 31, 2006 (the “AIF”);
- (b) management information circular of the Fund dated April 3, 2006 distributed in connection with the annual meeting of Unitholders to be held on May 1, 2006;
- (c) consolidated financial statements of the Fund as at December 31, 2005 and for the period from commencement of operations on May 19, 2005 to December 31, 2005, together with the notes thereto and the auditors’ report thereon;
- (d) management’s discussion and analysis of financial condition and results of operations of the Fund for the period from commencement of operations on May 19, 2005 to December 31, 2005;
- (e) the material change report of the Fund dated May 1, 2006 filed in connection with the announcement of the Offering and the Acquisition;
- (f) the material change report of the Fund dated April 17, 2006 filed in connection with the acquisition of InSite Real Estate Information Systems Inc.; and
- (g) the business acquisition report relating to the Fund’s initial public offering dated August 2, 2005.

Any material change reports (excluding confidential reports), interim financial statements, annual financial statements and the auditors’ report thereon, management’s discussion and analysis of financial condition and results of operations in respect of the periods covered by such interim or annual financial statements, and management information circulars (excluding those portions that are not required pursuant to National Instrument 44-101 of the Canadian Securities Administrators to be incorporated by reference herein) filed by the Fund with the securities commissions or similar authorities in the provinces and territories of Canada subsequent to the date of this short form prospectus and prior to the termination of this distribution shall be deemed to be incorporated by reference in this short form prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this short form prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that was required to be stated or that was necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this short form prospectus.

EXPLANATORY NOTES

For an explanation of the capitalized terms and expressions used in this short form prospectus, please refer to the “Glossary of Terms”. Unless otherwise indicated or the context otherwise requires, “Fund” refers to Altus Group Income Fund, “Trust” refers to Altus Operating Trust, “Altus GP” refers to the Altus Group General Partner Corporation and “Altus LP” refers to Altus Group Limited Partnership. “Altus” refers to the Fund and its subsidiaries and references to the operations of Altus include the business carried on by the Fund and its subsidiaries, including Altus Group Limited. “All West” refers to All West Surveys Ltd. prior to closing of the Acquisition and the business to be carried on by AWS LP following closing of the Acquisition.

Unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to “\$” are to Canadian dollars.

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

Certain statements in this short form prospectus may constitute “forward looking” statements, which involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Fund and its subsidiary entities or the industry, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. When used in this short form prospectus, such statements use such words as “may”, “will”, “anticipate”, “estimate”, “continue”, “expect”, “believe”, “plan” and other similar terminology. These statements are not guarantees of future performance and are subject to numerous risks and uncertainties, including those described in this document under “Risk Factors” or incorporated by reference herein. Given these risks and uncertainties, investors should not place undue reliance on forward looking statements as a prediction of actual results. These statements reflect management’s current expectations regarding future events and operating performance and speak only as of the date of this short form prospectus. Although the forward looking statements contained in this or incorporated by reference into this short form prospectus are based upon what management believes to be reasonable assumptions, the Fund cannot assure investors that actual results will be consistent with these forward looking statements. These forward looking statements are made as of the date of this short form prospectus and, except in accordance with applicable law, the Fund assumes no obligations to update or revise them to reflect new events or circumstances. Additionally, the Fund undertakes no obligation to comment on analyses, expectations or statements made by third parties in respect of the Fund, its financial or operating results, or its securities.

DEFINITIONS OF NON-GAAP MEASURES

References to “EBITDA” are to earnings before interest, taxes, depreciation and amortization. References to “Normalized EBITDA” are to EBITDA adjusted for certain items that management believes facilitates the comparison of historical periods. As described in the section “Reconciliation of Historical Results to EBITDA and Normalized EBITDA”, Normalized EBITDA is EBITDA after removing the effects of non-recurring items that have impacted the operations of the business and, in management’s view, are not expected to recur in the foreseeable future, and include shareholder compensation in excess of comparable market salaries, special purpose employee bonuses, life insurance proceeds and one-time non-recurring operating costs.

Because the Fund distributes substantially all of its cash on an on-going basis (after providing for certain amounts described elsewhere in this short form prospectus), management believes that EBITDA and Normalized EBITDA are useful supplemental measures in evaluating the performance of Altus and in determining whether to invest in Units of the Fund. Specifically, management believes that Normalized EBITDA is the appropriate measure from which to make adjustments to determine the Distributable Cash of the Fund.

EBITDA and Normalized EBITDA are not earnings measures recognized by generally accepted accounting principles in Canada (“GAAP”) and do not have standardized meanings prescribed by GAAP. Therefore, EBITDA and Normalized EBITDA may not be comparable to similar measures presented by other issuers. Purchasers are cautioned that EBITDA and Normalized EBITDA should not be construed as an alternative to net earnings or loss determined in accordance with GAAP as indicators of Altus’ performance or to cash flows from operating, investing and financing activities as measures of liquidity and cash flows. For a reconciliation of EBITDA and Normalized EBITDA to loss from operations, based on the historical financial statements contained elsewhere or incorporated by reference in this prospectus presented in accordance with GAAP, see “Reconciliation of Historical Results to EBITDA and Normalized EBITDA”.

Distributable Cash of the Fund is a non-GAAP measure typically used by Canadian income funds as an indicator of financial performance. The method of calculating the Fund’s Distributable Cash may differ from similar computations as reported by other issuers and, accordingly, may not be comparable to distributable cash as reported by such entities. Management believes that Distributable Cash of the Fund is a useful supplemental measure that may assist prospective purchasers in assessing the return on their investment in Units.

PROSPECTUS SUMMARY

The following is a summary of certain information contained in this short form prospectus.

The Fund and its Subsidiaries

The Fund is an unincorporated, open-ended, limited purpose trust established under the laws of the Province of Ontario pursuant to a declaration of trust dated April 10, 2005, as amended and restated on May 19, 2005. The Fund indirectly owns LP Units, representing approximately 70% of the outstanding LP Units of Altus LP, and all of the outstanding shares of Altus GP. The remaining LP Units of Altus LP are held by the Existing Investors, the Management Partnership and certain shareholders of InSite Real Estate Information Systems Inc., which was acquired indirectly by the Fund effective April 1, 2006.

The Trust is an unincorporated, open-ended, limited purpose trust established under the laws of the Province of Ontario. The Trust was created to acquire and hold LP Units of Altus LP.

Altus LP is a limited partnership formed under the laws of the Province of Manitoba. Altus GP is the general partner of Altus LP. Altus LP was created to acquire and hold all the shares and subordinated debt of Altus Group Limited.

Altus Group Limited was formed under the laws of the Province of Ontario on the amalgamation of the Predecessor Entities.

Description of Altus' Business

Altus is the leading multidisciplinary provider of professional real estate consulting and advisory services in Canada. Altus' business is conducted through three primary real estate-related practice areas: research, valuation and advisory consulting; cost consulting and development cost management; and realty tax consulting. Altus currently employs more than 386 professionals located in 16 offices across Canada.

Description of All West's Business

All West is a professional survey company that provides specialized survey and geomatic services to clients primarily in Alberta and Saskatchewan. The business began in 1974 and currently operates from five offices located in Edmonton, Calgary, Grande Prairie, Lloydminster and Medicine Hat. All West provides advanced geomatics solutions including global positioning technologies, geographic information systems, digital mapping and remote sensing, three-dimensional (3D) laser scanning, as well as software and application development solutions.

Acquisition

Altus LP and All West, together with the shareholders of All West, entered into a combination agreement dated April 24, 2006 (the "Combination Agreement") pursuant to which Altus LP agreed to form AWS LP and to cause it to acquire and hold substantially all of the assets and conduct the business currently held and conducted by All West, for total consideration of approximately \$48 million, consisting of approximately \$31.5 million in cash, subject to adjustment, and the issuance of 1,178,571 Class B LP Units. Altus LP intends to use a portion of the net proceeds of the Offering to fund the cash portion of the purchase price. The closing of the Acquisition is expected to occur on or about May 15, 2006. See "The Acquisition — Structure of the Acquisition" and "— Combination Agreement".

Rationale for the Acquisition

Management and the Trustees believe that the Acquisition is consistent with the Fund's objective to generate sustainable and growing cash available for distribution for the following reasons:

- the Acquisition is expected to be 5% accretive (on a fully diluted basis) to the Fund's Distributable Cash per Unit on a combined *pro forma* basis for the 12 months ended December 31, 2005;
- following the Acquisition, Altus will be able to expand its service offerings, particularly to meet the real estate-related needs of the oil and gas industries;
- the combination with All West is expected to provide opportunities to Altus to access a new base of clients, particularly those in the expanding oil and gas industries; and
- Altus is expected to benefit from the following additions to its management team: Albert Sharp, Daniel Lachance and Tony Melton, each a member of the current All West management team.

See "The Acquisition — Rationale for the Acquisition".

The Offering

The Offering:	2,450,000 Subscription Receipts. See “Description of the Subscription Receipts” and “Plan of Distribution”.
Total Amount of Offering:	\$36,137,500.
Price:	\$14.75 per Subscription Receipt. See “Plan of Distribution”.
Expected Closing Date of the Offering:	On or about May 15, 2006.
Use of Proceeds:	The net proceeds to the Fund from the Offering, together with the net borrowings under the New Credit Facilities, will be used, directly or indirectly, to fund the Acquisition (as to \$31.5 million), refinance existing indebtedness (as to \$3.35 million of existing Altus indebtedness and \$3.5 million of existing All West indebtedness), pay certain expenses of the Acquisition and this Offering (as to \$2.2 million), fund capital expenditures (as to \$1.1 million) and for general corporate purposes (as to \$2.68 million). See “Use of Proceeds”, “The Acquisition” and “Plan of Distribution”.
The Escrowed Funds:	If Subscription Receipts are issued on closing of the Offering, the Escrowed Funds will be held by the Escrow Agent and invested in short-term obligations of, or guaranteed by, the Government of Canada or a province or a Canadian chartered bank, as directed by the Fund, provided that such obligation is rated at least R1 (middle) by DBRS or any equivalent rating service pending completion of the Acquisition or the occurrence of the Termination Time.
Completion of the Acquisition:	<p>Upon the Acquisition being completed on or before July 14, 2006, the Escrowed Funds will be released to the Fund and one Unit will be issued for each Subscription Receipt without any further action on the part of the holder thereof and without payment of additional consideration. If the closing of the Acquisition occurs on the same date or prior to the date of the closing of the Offering, the Fund will deliver Units on closing of the Offering instead of Subscription Receipts.</p> <p>If the closing of the Acquisition does not take place before the Termination Time, the Escrow Agent and the Fund shall return to holders of Subscription Receipts, commencing on the third business day following the Termination Time, an amount equal to the full subscription price therefor and their <i>pro rata</i> entitlements to interest actually earned on the Escrowed Funds. If the closing of the Acquisition does not take place before the Termination Time, holders of Subscription Receipts will not be entitled to receive any distributions paid to Unitholders.</p>
Distributions:	If the closing of the Acquisition takes place prior to the Termination Time and holders of Subscription Receipts become entitled to receive Units, such holders will be entitled to receive an amount per Subscription Receipt equal to the amount per Unit of any cash distributions for which record dates have occurred during the period from the date of closing of the Offering to the date immediately preceding the date the Units are issued pursuant to the Subscription Receipts. Accordingly, if the Acquisition closes on or before May 31, 2006, as currently contemplated, holders of Subscription Receipts will become holders of Units on or before May 31, 2006 and will be entitled, provided they remain holders of record of Units received pursuant to the Subscription Receipts on May 31, 2006 and June 30, 2006, to receive the monthly distributions expected to be paid on June 15, 2006 to Unitholders of record on May 31, 2006 and on July 17, 2006 to Unitholders of record on June 30, 2006. If the closing of the Acquisition occurs after May 31, 2006 but on

or before June 30, 2006, holders of Subscription receipts will (i) be entitled to receive a payment equal to the distribution that will be paid by the Fund to Unitholders of record on May 31, 2006; and (ii) become holders of Units on or before June 30, 2006 and will be entitled, provided they remain holders of record of Units received pursuant to the Subscription Receipts on June 30, 2006, to receive the monthly distribution expected to be paid on July 17, 2006. If the closing of the Acquisition occurs after June 30, 2006 but on or before July 14, 2006, holders of Subscription Receipts on such day will be entitled to receive a payment equivalent to the distributions that will be paid by the Fund to Unitholders of record on May 31, 2006 and June 30, 2006. See “Description of the Subscription Receipts”.

Canadian Federal Income Tax Considerations:

No gain or loss will be realized by a holder of Subscription Receipts on the exchange of a Subscription Receipt for a Unit. A share of any interest on the Escrowed Funds payable to a holder of Subscription Receipts will generally be required to be included in the holder’s income for the taxation year in which such amount becomes payable.

Each Canadian resident Unitholder will be required to include in computing income for tax purposes for a particular taxation year the Unitholder’s *pro rata* share of the Fund’s income that was paid or payable in that year by the Fund to the Unitholder and that was deducted by the Fund in computing its income. Generally, all other amounts received by Unitholders will not be included in a Unitholder’s income for income tax purposes, but will reduce the adjusted cost base of the Unitholder’s Units. See “Description of the Subscription Receipts” and “Certain Canadian Income Tax Considerations”.

Risk Factors:

Altus will be susceptible to a number of risks which include: risks relating to the integration of the combined business, potential undisclosed liabilities associated with the Acquisition, possible failure to complete the Acquisition, dependence on the oil and gas industries, scarce labour resources, dependence on customers, the ability to maintain profitability and manage growth, reliance on and retention of professionals, competition, performance obligations and client satisfaction, fixed price and contingency engagements, collectibility of accounts receivable, general state of the economy, possible future litigation, interest rate fluctuations, insurance limits, legislative and regulatory changes, revenue and cash flow volatility, operating risks, residential market risk, protection of intellectual property, appraisal mandates, restrictions on growth.

There are also risks related to the structure of the Fund and the nature of the Units including: dependence on the Trust and Altus LP, fluctuations in cash distributions as a result of business performance, nature of the Units, the absence of certain statutory rights associated with share ownership, distribution of securities on redemption or termination of the Fund, dilution of existing Unitholders and limited partnership unit holders, structural subordination of the Units, the effect of capital investments on cash available for distribution, leverage and restrictive covenants, future sales of Units by the Existing Investors, income tax matters, restrictions on potential growth and restrictions on certain Unitholders and liquidity of Units.

Finally, there are specific risks related to the Subscription Receipts which include: the absence of an existing market for such securities, the possibility of dilution investment eligibility and income tax considerations.

See “Risk Factors”.

Selected Historical and *Pro forma* Financial Information

The following selected financial information has been derived from and should be read in conjunction with the historical financial statements of the Fund and All West and the unaudited *pro forma* consolidated financial statements of the Fund (including the notes thereto) contained elsewhere or incorporated by reference in this short form prospectus. The combined figures represent the sum of the corresponding measures of each of the Fund and All West for the period indicated, without further adjustment.

The Fund commenced operations on May 19, 2005. For purposes of the combined and *pro forma* financial information, the audited operating results of the Fund for the period May 19, 2005 to December 31, 2005 are combined with the unaudited operating results of the Predecessor Entities for the period January 1, 2005 to May 18, 2005. For more information refer to the *Pro Forma* Consolidated Financial Statements contained elsewhere in this short form prospectus.

	12-month period ended December 31, 2005 ⁽¹⁾
	(\$ thousands)
Fees Revenue	
Fund	\$ 63,370
All West	29,699
Combined ⁽²⁾	93,069
<i>Pro forma</i> ⁽³⁾	93,069
Expenses	
Fund	\$ 60,249
All West	28,842
Combined ⁽²⁾	89,091
<i>Pro forma</i> ⁽³⁾	90,764
EBITDA⁽⁴⁾	
Fund	\$ 10,779
All West	2,128
Combined ⁽²⁾	12,907
<i>Pro forma</i> ⁽³⁾	12,657
Earnings (loss) from continuing operations⁽⁵⁾	
Fund	\$ 3,121
All West	857
Combined ⁽²⁾	3,978
<i>Pro forma</i> ⁽³⁾	2,305
Net Earnings (loss)	
Fund	\$ 2,453
All West	856
Combined ⁽²⁾	3,309
<i>Pro forma</i> ⁽³⁾	2,082
Normalized EBITDA⁽⁶⁾	
Fund	\$ 15,594
All West	7,518
Combined ⁽²⁾	23,112
<i>Pro forma</i> ⁽⁷⁾	22,862

	12-month period ended December 31, 2005 ⁽¹⁾
	(\$ thousands)
Total Assets	
Fund	\$142,344
All West	15,531
Combined ⁽²⁾	157,875
<i>Pro forma</i> ⁽³⁾	202,532
Total Long-term Debt	
Fund	\$ 15,000
All West	2,158
Combined ⁽²⁾	17,158
<i>Pro forma</i> ⁽³⁾	25,000

Notes:

- (1) Historical financial information is based on the historical financial statements of the Fund and the Predecessor Entities and All West contained elsewhere or incorporated by reference in this short form prospectus.
- (2) Historical financial information for the Fund, the Predecessor Entities and All West has been totalled for the convenience of readers. Purchasers are cautioned that the totals for such periods should not be construed as indicative of results that would have been achieved had these entities been combined during such periods.
- (3) The *pro forma* amounts for the 12 months ended December 31, 2005 are based on the unaudited *pro forma* consolidated financial statements of the Fund contained elsewhere in this short form prospectus.
- (4) See “Non-GAAP Measures”. EBITDA is not a recognized measure under GAAP and does not have a standardized meaning prescribed under GAAP. Therefore, EBITDA may not be comparable to similar measures presented by other issuers. See “Reconciliation of Historical Results to EBITDA and Normalized EBITDA”.
- (5) Earnings (loss) from continuing operations is calculated as Net Earnings before income taxes and non-controlling interest.
- (6) See “Non-GAAP Measures”. Normalized EBITDA represents the historical earnings before interest, taxes, depreciation and amortization, adjusted for certain items that management believes facilitates the comparison of historical periods. See “Reconciliation of Historical Results to EBITDA and Normalized EBITDA” for a description of these items. Normalized EBITDA is not an earnings measure recognized under GAAP and does not have a standardized meaning prescribed under GAAP. Therefore, Normalized EBITDA may not be comparable to similar measures presented by other issuers.
- (7) *Pro Forma* Normalized EBITDA for the 12 months ended December 31, 2005 is based on the unaudited *pro forma* consolidated financial statements of the Fund contained elsewhere in this short form prospectus and the normalizing adjustments detailed in “Reconciliation of Historical Results to EBITDA and Normalized EBITDA”.

Summary of Distributable Cash

The following analysis has been prepared by management on the basis of the information contained or incorporated by reference in this short form prospectus. **This analysis is not a forecast or a projection of future results. The actual results of operations of the Fund for any period, whether before or after closing of the Offering or the Acquisition, will vary from the amounts set forth in the following analysis, and such variation may be material. Additionally, Altus’ operations are subject to certain risks, and in reviewing the following summary of Distributable Cash, purchasers are encouraged to consider the risks outlined under “Risk Factors”.**

Upon completion of the Offering and the Acquisition, management believes the Fund and its subsidiaries will incur cash outlays for interest expense and taxes that will differ in timing from those contained in the historical financial statements or in the unaudited *pro forma* combined financial statements that are included elsewhere or incorporated by reference in this short form prospectus. In addition, in calculating the estimated cash available for distribution (“Distributable Cash”), Altus expects to incur capital expenditures necessary to sustain operations of the business. Although management does not have firm commitments for all of the aforementioned items and, accordingly, the complete financial effects of all of those items are not objectively determinable, management believes that the following represents a reasonable estimate of what Distributable

Cash would have been for the 12-month period ended December 31, 2005 had the Fund been in existence during such time and had the Offering and the Acquisition been completed prior to such time. These estimates do not constitute a forecast or a projection of future results.

	12-month period ended December 31, 2005 ⁽¹⁾
	(unaudited) (\$ thousands, except per Unit figures)
<i>Pro Forma</i> Normalized EBITDA ⁽²⁾	\$22,862
Management estimates that the following expenditures will affect Distributable Cash:	
Capital expenditures ⁽³⁾	(2,250)
Interest expense ⁽⁴⁾	(1,500)
Taxes, net ⁽⁵⁾	154
Cash available for distribution ⁽⁶⁾	19,266
Cash available for distribution per Unit ⁽⁷⁾	\$1.2750
Proposed distribution per Unit, effective June 30, 2006 ⁽⁸⁾	\$ 1.20
Cash required for distributions	\$18,133
Payout ratio	94%

Notes:

- (1) Information for the 12-month period ended December 31, 2005 is based on the unaudited *pro forma* consolidated financial statements of the Fund contained elsewhere in this short form prospectus. Such *pro forma* statements are derived from the audited financial statements of the Fund for the period May 19, 2005 to December 31, 2005, the unaudited financial statements of the Predecessor Entities for the period January 1, 2005 to May 18, 2005 and the audited financial statements of All West for the year ended December 31, 2005.
- (2) See “Non-GAAP Measures”. Normalized EBITDA represents the historical earnings before interest, taxes, depreciation and amortization, adjusted for certain items that management believes facilitates the comparison of historical periods. See “Reconciliation of Historical Results to EBITDA and Normalized EBITDA” for a description of these items. Normalized EBITDA is not an earnings measure recognized under GAAP and does not have a standardized meaning prescribed under GAAP. Therefore, Normalized EBITDA may not be comparable to similar measures presented by other issuers.
- (3) Management expects to incur \$2,250,000 of capital expenditures annually for the foreseeable future. Altus has averaged approximately \$900,000 of capital asset additions annually over the last three years and All West has experienced an average of \$1,250,000 of capital expenditures. Management believes that a combined capital expenditure budget of \$2,250,000 is reasonable.
- (4) Represents estimated interest expense on the new credit facilities described under “The Acquisition — New Credit Facilities”, based on assumed drawings of \$25 million at an interest rate of 6.0%.
- (5) At the time of the Fund’s initial public offering, management established a cash reserve of \$1,355,000 for the net present value of the future large corporation and provincial capital tax liability, which is to be drawn down annually until 2011. Since capital tax has been included in the *Pro Forma* Normalized EBITDA, the amount reserved for the year has been added back for the purpose of calculating Distributable Cash.
- (6) See “Non-GAAP Measures”. Distributable cash is a non-GAAP measure typically used by Canadian income funds as an indicator of financial performance. The method of calculating the Fund’s Distributable Cash may differ from similar computations as reported by other issuers and, accordingly, the Distributable Cash of the Fund may not be comparable to distributable cash as reported by other issuers.
- (7) Calculated on a fully-diluted basis. Assuming the completion of the Offering and the Acquisition, there will be 10,487,825 Units and 4,622,941 Class B LP Units outstanding.
- (8) On April 25, 2006, the Fund announced that it anticipates increasing distributions beginning July 2006 to Unitholders of record as at June 30, 2006.

Management believes that the method of determining Distributable Cash presented in this short form prospectus is comparable to cash flow from operating activities before taxes, certain interest expenses, certain non-recurring expenses and changes in working capital. In addition, the Fund’s method of determining Distributable Cash is derived from Normalized EBITDA, which in turn is derived from net earnings, a measure recognized under GAAP. Net earnings has been used as the basis for the calculation of Distributable Cash because only a *pro forma* statement of net earnings (loss) (and not a *pro forma* statement of cash flow for the Fund) is available. This method presents Distributable Cash based on the results of the relevant period, after adjusting for the items set out in the above table.

ALTUS GROUP INCOME FUND

The Fund

The Fund is an unincorporated, open-ended, limited purpose trust established under the laws of the Province of Ontario pursuant to a declaration of trust dated April 10, 2005, as amended and restated on May 19, 2005. Currently, the Fund indirectly owns LP Units, representing approximately 70% of the outstanding LP Units of Altus LP, and all of the outstanding shares of Altus GP. The remaining LP Units of Altus LP are held by the Existing Investors, the Management Partnership and certain shareholders of InSite Real Estate Information Systems Inc., which was acquired indirectly by the Fund effective April 1, 2006.

The Trust is an unincorporated, open-ended, limited purpose trust established under the laws of the Province of Ontario. The Trust was created to acquire and hold LP Units of Altus LP.

Altus LP is a limited partnership formed under the laws of the Province of Manitoba. Altus GP is the general partner of Altus LP. Altus LP was created to acquire and hold all the shares and subordinated debt of Altus Group Limited.

Altus Group Limited was formed under the laws of the Province of Ontario on the amalgamation of the Predecessor Entities.

The principal and head office of the Fund, the Trust, Altus LP and Altus GP is located at 17075 Leslie Street, Unit 7, Newmarket, Ontario, Canada, L3Y 8E1.

DESCRIPTION OF ALTUS' BUSINESS

Altus is the leading multidisciplinary provider of professional real estate consulting and advisory services in Canada. Altus' business is conducted through three primary real estate related practice areas: research, valuation and advisory consulting; cost consulting and development cost management; and realty tax consulting. Altus currently employs more than 386 professionals located in 16 offices across Canada.

Altus provides services to some of the most prominent businesses in Canada, including banking institutions, pension funds, insurance companies, accounting firms, law firms, public real estate organizations (including REITs), industrial companies, private investors, asset and fund managers, real estate developers and governmental institutions, as well as a number of smaller clients. Through its national coverage, Altus provides advice in respect of a broad variety of property types, including office buildings, retail centres, industrial properties, multi-unit residential properties, hotels, hospitals, undeveloped land and government properties (including entertainment complexes, cultural centres, infrastructure projects and educational facilities).

Recent Developments

InSite Acquisition

Effective April 1, 2006, the Fund indirectly acquired certain assets, including all of the intellectual property of InSite Real Estate Information Systems Inc. ("InSite") for approximately \$3 million, subject to adjustments. As part of the consideration paid for such assets, certain shareholders of InSite received 26,743.32 Class B LP Units and an equivalent number of Special Voting Units of the Fund. InSite collects and publishes commercial real estate information for the Canadian market. InSite provides its clients with office-market data that is national, consistent, accurate, timely, credible, transparent and independent. Management expects the acquisition to enhance Altus' existing services and to facilitate the introduction of new services.

Cross-selling Initiatives

Since the initial public offering of the Fund, Altus has focused on integrating the Predecessor Entities and the opportunities presented by these initiatives. In particular, Altus has started cross-selling its broad range of services to existing clients of the Predecessor Entities. The integration of these diverse professionals has provided Altus with an opportunity to expand the scope of services provided to its clients. Altus now has three integrated offices, combining all three areas of service, in Vancouver, Ottawa and Toronto, and is planning similar initiatives in Calgary and Montreal.

DESCRIPTION OF THE BUSINESS OF ALL WEST

Overview

All West is a professional survey company that provides specialized survey and geomatic services to clients primarily in Alberta and Saskatchewan. The business began in 1974 and currently operates from five offices located in Edmonton, Calgary, Grande Prairie, Lloydminster and Medicine Hat.

All West provides advanced geomatics solutions including global positioning technologies, geographic information systems, digital mapping and remote sensing, 3-D laser scanning, as well as software and application development solutions.

All West has worked on several major projects including the surveying of pipeline rights-of-way from Fox Creek, Alberta to the Saskatchewan border. This project consisted of preliminary, engineering, legal and construction surveys. Compressor sites, meter sites and short pipelines were added to the contract at later dates.

Services

All West employs innovative technology applications in providing their services to clients. All West provides advanced geomatic solutions, including global positioning technologies, geographic information systems, digital mapping and remote sensing, 3D laser scanning, as well as software and application development solutions. All West offers complete mapping services that range from aerial photography acquisition to orthophoto⁽¹⁾ maps capable of integration within a platform for managing geographically referenced information (GIS) or satellite imagery orthophoto. All West plans are prepared digitally, which allows mapping or a photo image with survey data to be incorporated in a single process. All West also provides emergency response mapping applications and pre-planning services for pipeline projects and drilling programs using aerial photography acquired to select pipeline or access road routing, or potential surface lease locations. Profiles and 3D simulation of the proposed pipeline or access road can be prepared by integrating orthophotos and Digital Elevation Model (DEM) information.

The following is a list of All West's services:

- *all geomatic needs for the oil and gas industries* — full integration of conventional surveying functions and electronic mapping and geographical information management
- *route and corridor selection* — assistance with planning pipeline and access corridors
- *land settlement and boundary surveys* — boundary surveys relevant to land claims
- *3D control surveys* — mapping of appropriate control points for complex networks
- *construction surveys* — mapping of building sites
- *digital data collection and data manipulation (GIS)* — integration of digital mapping services and electronic information management
- *internet mapping* — on line access to maps and surveys
- *3D laser scanning* — 3D mapping of complex systems to assist in preparation of construction of additions and alterations to such systems

All West survey services include:

- *Well Site Surveys* — Surveys for well sites, planning and locating access roads and the preparation of well site plans.

(1) Orthophoto is a seamless photograph in which objects are shown in their true position, meaning that tile, changes in relief and other distortions are eliminated. Unlike conventional images or rubber sheeted data, an orthophoto is a map that allows one to measure distances directly.

- *Pipeline Surveys* — Surveys for the construction of pipelines, gathering systems and the preparation of alignment sheets, construction, crossing and Individual Ownership Plans (IOPs), as well as the registering of the legal plans.
- *Construction Surveys* — Surveys for construction layout of pipelines, buildings, plants and volumetric calculations.
- *Global Positioning Surveys (GPS)* — GPS receivers and data management techniques are utilized to speed up field processes and save the client time and money.
- *Control Networks* — Establishing survey control monuments for the use in a project setting for conventional survey techniques or for GPS technology as well as ground control for aerial photography used in digital mapping.
- *International Surveys* — Assisting in the surveying and mapping for a project and partnering with local survey companies to supplement All West's survey equipment and provide training.

Operations

All West's operations are geographically focused in the province of Alberta. However, various projects have been completed in Saskatchewan, British Columbia, Northwest Territories, Yukon and Nunavut. All West has offices in Calgary, Edmonton, Grande Prairie, Lloydminster and Medicine Hat, which facilitate direct access to government agencies, closer control over field activities and effective communications with clients. All West employs approximately 211 employees, which includes several fully equipped survey crews with the majority of the crew chiefs possessing over 10 years of field experience. The survey crews are equipped with technologically advanced survey equipment and also are trained to operate a number of static and real-time GPS receivers and total stations. The field personnel are backed by a management team that has extensive experience in all aspects of geomatics and a complement of experienced drafting and calculating technicians using the latest industry software and hardware applications. Digital data is exchanged between offices and the field crews using the Internet.

Approximately 95% of All West's projects are generated from existing clients; the other 5% of projects are generated from a traditional bidding process. All West focuses on building long-term client relationships, which has resulted in repeat business each year and contributed to All West's strong revenue growth and consistent profitability.

The bidding process is usually initiated by a prospective client approaching All West with a bid sheet that outlines the work required. All West analyzes the project, calculates the labour and submits its bid. Clients typically seek multiple bids. While projects are not always given to the lowest bidder, the winning bid must be competitive. Clients generally select a contractor based on quality of work, reputation and the contractor's ability to provide timely accurate service.

All West employs several crews to ensure that multiple projects can be undertaken simultaneously. On average, a single project is completed in two to three weeks.

Facilities

All West operates five facilities located in Edmonton, Calgary, Grande Prairie, Lloydminster and Medicine Hat.

The Edmonton facility includes office space, equipment storage and repair facilities and a lunchroom and computer data center. The property is owned by All West.

The Calgary facility is leased office space.

The Grande Prairie facility includes office space and equipment storage and repair facilities. The property is owned by All West.

All West has recently moved into commercial offices in Lloydminster. The property is owned by All West.

All West also leases office space in Medicine Hat.

Capital Expenditures

For the past three years, All West has spent on average approximately \$1,250,000 annually for capital expenditures necessary to sustain operations. Capital expenditures include: field equipment such as trucks and truck accessories, survey equipment, GPS systems, cameras and radios; mapping systems; and office equipment and furniture. Capital expenditures for field equipment are directly related to increases in revenue as more field crews are hired. Management expects this trend to continue in the near future. Capital assets are depreciated over the estimated lives of the individual assets.

Employees

As of December 31, 2005 All West employed 211 full-time people in the following areas:

<u>Function/Department</u>	<u>Number of Full-Time Employees</u>	<u>Average Tenure (Years)</u>
Management & Administration	11	9
Land Surveyors	13	6
Draftsman	49	4
Crew Chiefs	46	5
Field Crew & Labor	62	1
Production Support	30	2

Customers

The vast majority of All West's clients are in the oil and gas industries. However, All West has also provided services to government clients in connection with settlement of land claims and a few clients in the forestry industry. All West's strategic focus is on building long-term relationships with clients. All West's top ten clients accounted for approximately 65% of All West's revenues in 2005. See "Risk Factors".

Competition

All West believes that it competes with a wide range of firms that vary both in size and focus of service offerings. All West believes that it is considered a mid to large size entity in the market in which it competes. All West believes that its reputation for high-quality services and products and its long-standing relationships with customers are two of its primary competitive advantages.

Intellectual Property

All West believes that it was one of the first firms to offer internet mapping and vehicle tracking services. All West uses a combination of commercially licensed software and in-house custom designed programs to create the platforms necessary to support the digital surveying services that it offers to its clients.

Seasonality and Cyclicity

All West typically experiences a slower period in the spring months of March to May. It is often most busy in the winter months due to the geographical location of many of All West's projects on undeveloped land, which is most accessible when frozen in the winter months and least accessible in the spring months when the ground conditions are soft and wet. This seasonality has been reduced in recent years as the increases in oil and gas prices have driven increased activity, including in the spring and summer months.

The majority of All West's clients are in the oil and gas industries. Therefore, its business may be affected by the cycles in these industries, both positively and negatively. See "Risk Factors".

Regulatory Environment

Survey professionals are required to be qualified in each jurisdiction in which they practice. The land surveyors professional associations are provincial based organizations, such as the Alberta Land Surveyors Association.

THE ACQUISITION

Altus LP and All West, together with the shareholders of All West, entered into the Combination Agreement dated April 24, 2006, pursuant to which Altus LP has agreed to form AWS LP and to cause it to acquire and hold substantially all of the assets and conduct the business currently held and conducted by All West. Total consideration payable in connection with the acquisition is approximately \$48 million, consisting of approximately \$31.5 million in cash, subject to adjustment, and the issuance of 1,178,571 Class B LP Units. Altus LP intends to use a portion of the net proceeds of the Offering to fund the cash portion of the purchase price. The closing of the Acquisition is expected to occur on or about May 15, 2006. See “The Acquisition — Combination Agreement”.

Rationale for the Acquisition

Management and the Trustees believe that the Acquisition is consistent with the Fund’s objectives to maintain and increase Distributable Cash for the following reasons:

Immediately Accretive to Distributable Cash per Unit

Management believes that the Acquisition is 5% accretive (on a fully diluted basis) to the Fund’s Distributable Cash per Unit on a combined *pro forma* basis for the 12 months ended December 31, 2005, without taking into account the synergies expected to result from the Acquisition. See “Selected Historical and *Pro Forma* Financial Information” and “Summary of Distributable Cash”.

Expanded Service Offerings

Following the Acquisition, Altus will be able to expand its service offerings, particularly to meet the real estate-related needs of the oil and gas industries. The services currently offered by All West are complementary to Altus’ current service offerings and management does not expect any of the services offered by All West to compete or conflict with Altus’ service offerings. Management believes that this addition to Altus’ depth of services further increases its advantage over its competitors in that it will be better equipped to meet a client’s need for a range of services sourced from a single provider.

Altus believes that it can capitalize on the strength of All West’s industry leading position with that of its own to expand its service offerings to meet the real estate-related needs of the strategically important Canadian oil and gas industries.

Leverage Combined Service Offering with Combined Customer Base

Altus and All West believe they provide different services to diverse clients in their respective markets. The combination is expected to provide opportunities to Altus to access a new base of clients, particularly those in the expanding oil and gas industries. Similarly, the success of All West’s business in Alberta, combined with Altus’ customer base in other geographic areas, is expected to provide a number of new opportunities for All West’s surveying business.

Experienced Management Team

Altus is expected to benefit from the addition of members of the management team of All West. Albert Sharp, Daniel Lachance and Tony Melton have experiences similar to that of the present Altus management group (see “— Combination Agreement — New Management”). Their successful history is expected to add further depth to the management team of Altus. Altus intends to bring together the most talented members of each group to form a superior combined management team. Two members of the All West executive team will sit on the management committee of Altus.

Combined Business

Altus has experience in successfully integrating acquired businesses, which management of Altus believes will be a significant advantage as Altus moves towards integrating the All West business and effecting anticipated synergies.

Structure of the Acquisition

In connection with the closing of the Offering and the Acquisition, the following steps will be implemented:

- A new corporation (“AWS GP”) will be formed pursuant to the laws of the Province of Alberta. Altus LP will subscribe for 4,900 common shares of AWS GP for nominal consideration and two of the current employees of All West, who are registered land surveyors, will subscribe for 5,100 common shares of AWS GP for nominal consideration (representing the 51% controlling interest).
- Altus LP and AWS GP will form a new limited partnership (“AWS LP”) pursuant to the laws of the Province of Alberta. AWS GP will be the sole general partner of AWS LP and Altus LP will be the sole holder of limited partnership units of AWS LP. Each of AWS GP and Altus LP will make nominal capital contributions to AWS LP in consideration for the issuance of their respective partnership interests. Pursuant to the limited partnership agreement of AWS LP, it is anticipated that Altus LP will have the right to appoint the general partner.
- The Fund will complete the Offering.
- The Fund will contribute the proceeds of the Offering and 1,178,571 Special Voting Units to the Trust in exchange for notes of the Trust in the aggregate amount of \$32,523,750 and 62,848 units of the Trust.
- The Trust will contribute such proceeds and Special Voting Units to Altus LP in consideration for 2,450,000 Class A LP Units of Altus LP.
- Altus LP will borrow \$10 million from the New Credit Facilities.
- Altus LP will contribute a portion of the cash received from the Trust and the borrowings under the New Credit Facilities to AWS LP in consideration for 1,178,571 AWS LP Units. AWS LP will use a portion of these proceeds to pay the expenses of the Offering, including the Underwriters’ fee.
- AWS LP will purchase substantially all of the assets of the business of All West from All West in exchange for \$31.5 million in cash, subject to adjustment, and the issuance of 1,178,571 AWS LP Units.
- AWS will transfer the AWS LP Units received to Altus LP in exchange for 1,178,571 Class B LP Units of Altus LP and 1,178,571 Special Voting Units.

Combination Agreement

The following is a summary of the material terms and conditions contained in the Combination Agreement. This summary is qualified in its entirety by reference to the provisions of the Combination Agreement, which contains a complete statement of those terms and conditions. See “Material Contracts”.

Purchase Price and Purchased Assets

Altus LP and All West, together with the shareholders of All West, entered into the Combination Agreement dated April 24, 2006 pursuant to which Altus LP agreed to form AWS LP and to cause it to acquire and hold substantially all of the assets and conduct the business currently held and conducted by All West, for total consideration of approximately \$48 million, comprised of approximately \$31.5 million in cash, subject to adjustment, and the issuance of 1,178,571 Class B LP Units.

Altus LP and All West have agreed that the working capital available to AWS LP on closing of the Acquisition will be \$6 million (the “Estimated Working Capital”). The parties have also agreed that the 12-month EBITDA of the All West business conducted by AWS LP following closing of the Acquisition will be not less than \$7.546 million (the “Estimated EBITDA”). On closing of the Acquisition, Altus LP will deposit with a third-party escrow agent \$1.5 million of the cash portion of the purchase price (the “Holdback Amount”). The Holdback Amount will be subject to increase or decrease to the extent that actual working capital on the closing of the Acquisition differs from the Estimated Working Capital and to the extent that actual EBITDA during the 12 months following closing of the Acquisition is less than the Estimated EBITDA. The Holdback Amount, as adjusted, will be payable to All West one year following closing of the Acquisition and any excess will be returned to Altus LP.

The Fund, through its affiliates, intends to pay the cash portion of the purchase price with a portion of the net proceeds of the Offering.

Representations and Warranties

The Combination Agreement includes representations and warranties which are customary in a transaction of this nature, including, with respect to All West, incorporation and corporate power, authorization and enforceability of agreement, title to assets, real property, leases, personal property, environmental matters, employment matters, material contracts, intellectual property, software, accounts receivable, work in progress, regulatory approvals, financial statements, taxes, absence of changes and unusual transactions, compliance with laws, insurance, litigation, tax matters, sufficiency of assets and other matters relating to All West. The representations and warranties of All West will generally survive for a period of two years following the closing of the Acquisition, except for representations and warranties relating to tax matters, which will survive until the expiration of all applicable periods allowed for objecting and appealing the determination of proceedings relating to any assessment or reassessment by any applicable taxing authority in respect of any taxation period ending prior to the closing date or on which the closing of the Acquisition occurs, and representations and warranties relating to title, incorporation and corporate power, and authorization and enforceability of agreement which will survive indefinitely.

Covenants

The parties to the Combination Agreement have made customary covenants relating to the closing of the Acquisition and related matters. In particular, All West has agreed that, until the closing of the Acquisition, All West's business will be conducted in the ordinary course. All West has also agreed to ensure that its representations or warranties under the Combination Agreement remain true and correct on closing of the Acquisition and that the obligations and covenants under the Combination Agreement have been complied with in all material respects (see "Closing Conditions" below).

Indemnities

All West and its shareholders have agreed to indemnify and save harmless Altus LP, and Altus LP has agreed to indemnify and save harmless All West with respect to claims or losses relating to, among other matters: (i) the non-fulfillment or breach of any covenant or agreement, and (ii) any misrepresentation or the breach of any representation or warranty contained in the Combination Agreement. In addition, All West has agreed to indemnify Altus LP for (i) claims related to any liability of All West not assumed by AWS LP on closing of the Acquisition and (ii) matters relating to or arising out of operation of the business of All West prior to the closing of the Acquisition. All claims for indemnification by Altus LP under the Combination Agreement are subject to an aggregate limit equal to 100% of the aggregate purchase price and each All West shareholder's liability will be limited to such shareholder's *pro rata* share of the purchase price.

Closing Conditions

The obligation of the parties to complete the Acquisition is subject to customary closing conditions including: (i) the representations and warranties made by the parties in the Combination Agreement being true and correct in all material respects as at closing of the Acquisition and material compliance by the parties with all of their obligations provided for in the Combination Agreement; (ii) the absence of any proceedings prohibiting the closing of the Acquisition; (iii) the pre-closing organization involving AWS GP and AWS LP being completed; (iv) receipt of all regulatory and other consents and approvals required to be obtained to permit the closing of the Acquisition; (v) receipt of all customary closing documentation; and (vi) receipt of executed employment agreements by certain identified employees.

Termination of the Acquisition

The Combination Agreement may be terminated, and each party will be released from its obligations under the Combination Agreement prior to the closing of the Acquisition (i) upon a breach of any representation, warranty, covenant or agreement by any party, (ii) by mutual consent of Altus LP and All West, or (iii) if the

Acquisition has not been completed by June 30, 2006. The Combination Agreement may also be terminated by Altus in the event that any of the assets to be purchased with a value greater than \$500,000 are destroyed, damaged, appropriated, expropriated or seized.

Right of First Refusal

Pursuant to the Combination Agreement, Altus LP has agreed that in the event that AWS LP decides to sell the any of the purchased real property within the three-year period following closing of the Acquisition, All West shall have the option to match the best offer received by AWS LP; provided that, AWS LP intends to sell such real property as a stand-alone asset and not as part of a sale, directly or indirectly, of a larger portion of all of the assets of the All West business or an equity interest in AWS LP.

New Management

Pursuant to the Combination Agreement, Altus LP has agreed that for a period of five years, All West shall have the opportunity to nominate two members to the management committee of Altus LP and one member of the board of Trustees of the Fund. It is anticipated that Daniel Lachance and Tony Melton will be appointed to the management committee of Altus LP and that Albert Sharp will be appointed to the board of Trustees following the appointment of an additional independent Trustee.

Albert Sharp has more than 30 years' experience in the surveying industry. He has held a variety of crew and management positions and is currently the chief executive officer of All West. Mr. Sharp is also a member of the International Right of Way Association and has served as a member of a number of community-service organizations, including the Survey Technician Advisory Committee for the Alberta Vocational College at Lesser Slave Lake. He is also on the Board of Directors of the Edmonton Petroleum Club and the Board of Directors of the Edmonton Petroleum Golf and Country Club.

Daniel Lachance has been employed with All West since 1994. He graduated from Collège Limoilou in Techniques Géodésiques in 1981 and worked as a crew chief in the oilfields for 9 years. He also graduated from the University of Alberta in Survey Sciences in 1991 and was admitted to the Canada Lands Surveyor ("CLS") Commission in February 1993. He was admitted to the Alberta Lands Surveyor ("ALS") Commission in 1994. Mr. Lachance is a member of various professional committees and has been a member of the Canadian Institute of Geomatics since 1990. Mr. Lachance is now President and General Manager of All West.

Tony Melton has been with All West since 1992. He obtained his degree in Civil Engineering from the University of Alberta. He was admitted to the ALS Commission in 1977 and CLS Commission in 1990. He currently serves as Vice President of Marketing for All West.

New Credit Facilities

A Canadian financial institution has provided an indicative term sheet setting out the terms upon which it is prepared to make new credit facilities available to Altus LP upon closing of the Acquisition, which include a revolving credit facility of up to \$6 million, a term credit facility in the amount of \$35 million, a \$2.5 million treasury risk management facility and a corporate MasterCard facility of \$100,000 (collectively, the "New Credit Facilities"), subject to the satisfaction of certain customary conditions.

The New Credit Facilities will replace the credit facilities currently in place with Altus LP. Approximately \$18.35 million was outstanding under such credit facilities as at April 28, 2006.

It is expected that approximately \$25 million of the New Credit Facilities will be drawn down at closing of the Acquisition.

The following is a summary of the material terms and conditions to be contained in the New Credit Facilities. This summary is qualified in its entirety by reference to the provisions of the credit agreement relating to the New Credit Facilities, which shall contain a complete statement of those terms and conditions.

Summary of Facilities

The New Credit Facilities include the following:

Revolving Facility: Senior secured revolving credit facility, in the principal amount of up to \$6 million (the “Working Capital Facility”). The Working Capital Facility is for general corporate purposes, including to stabilize monthly cash distributions to be paid by the Partnership throughout the year. This facility is a revolving demand loan.

Term Facility: Senior secured term facility in an amount of \$35 million (the “Term Facility”). The Term Facility is to be used to refinance existing credit facilities, finance a portion of proposed acquisitions, including the Acquisition (in an amount not to exceed \$10 million), and for other permitted investments by Altus LP. The Term Facility will mature five years after the closing of the New Credit Facilities, with no scheduled repayments of principal required prior to maturity.

Treasury Facility: Senior secured demand facility in an amount of \$2.5 million (the “Treasury Facility”). The Treasury Facility is to facilitate hedging of interest rate risk on the Term Facility.

Mastercard Facility: Corporate Mastercard facility of \$100,000 (the “Mastercard Facility”).

With the exception of any fixed rate borrowing under the Term Facility, loans under all facilities are repayable without any prepayment penalties and will bear interest at a floating rate based on the Canadian dollar prime rate or on the bankers acceptance rates plus, in each case, an applicable margin to those rates. Letters of credit are also available on customary terms for facilities of this nature.

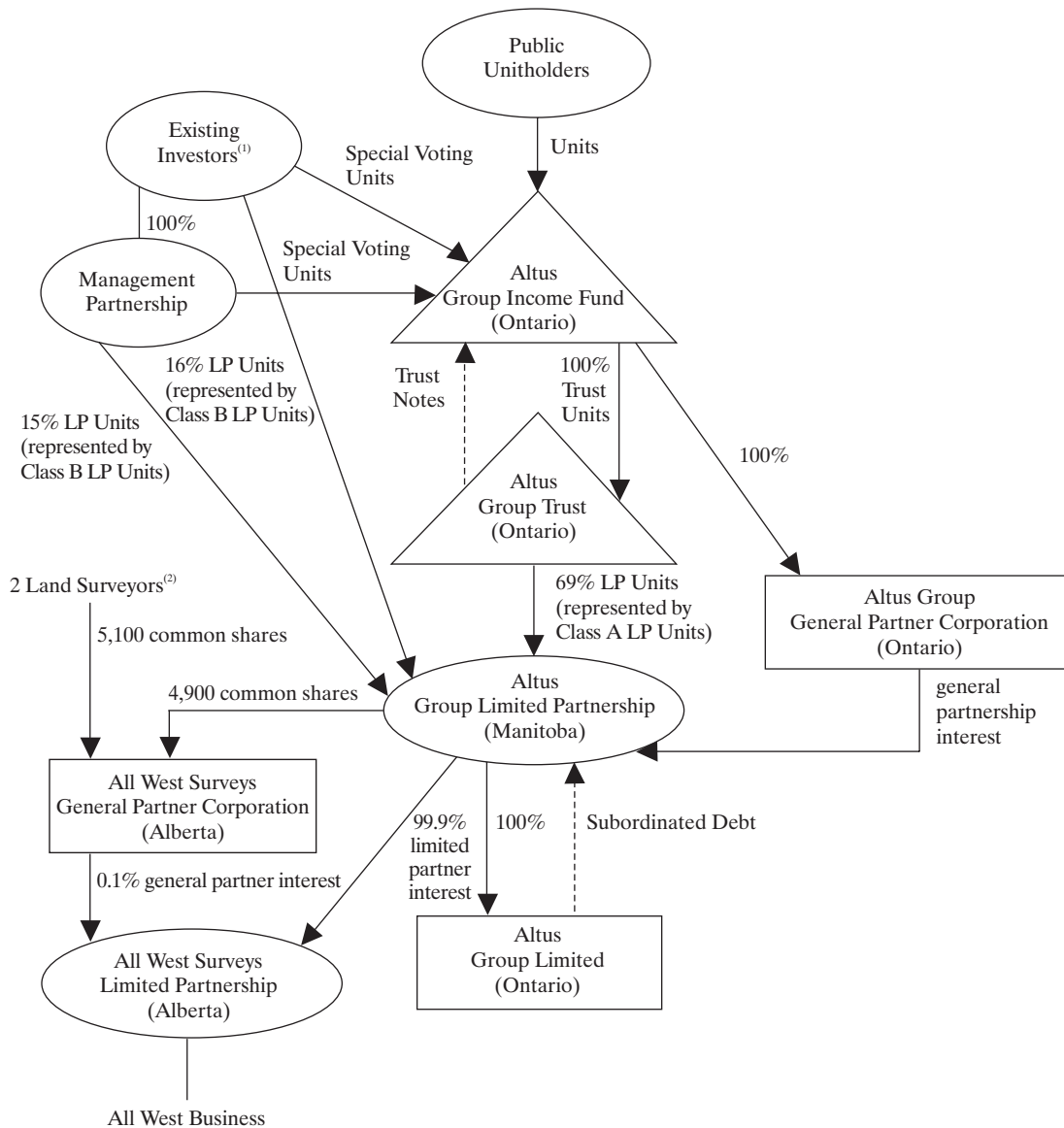
Security, Guarantees and Covenants

Pursuant to the New Credit Facilities, security will be granted over all of Altus LP’s assets. The New Credit Facilities will also be guaranteed by the Trust, Altus Group Limited, AWS GP and AWS LP. Each of the Trust, Altus Group Limited, AWS GP and AWS LP will grant a security interest over all or certain of its assets as security for its guarantee.

The New Credit Facilities will be subject to customary terms and conditions for borrowers of this nature, including limits on incurring additional indebtedness, granting liens or selling assets without the consent of the lenders and completion of the Acquisition. The New Credit Facilities will also be subject to the maintenance of a maximum ratio of total debt to EBITDA, a minimum of EBITDA to interest expense, and a minimum working capital ratio. A change of control (as defined in the New Credit Facilities) of Altus LP will be an event of default under the New Credit Facilities. The New Credit Facilities may in certain circumstances restrict Altus LP’s ability to pay distributions on its limited partnership units, including limiting distributions unless sufficient funds are available for the repayments of indebtedness and the payment of interest expenses and taxes.

Structure of the Fund Following the Acquisition

The following chart illustrates, on a simplified basis, the structure of the Fund (including jurisdiction of establishment/incorporation of the various entities) following the Acquisition and completion of the transactions described under “The Acquisition — Structure of the Acquisition”.



Notes:

- (1) For purposes of this chart, “Existing Investors” includes those persons who received Class B LP Units on closing of the acquisition of InSite, and All West and certain shareholders and employees of All West who will receive Class B LP Units on closing of the Acquisition.
- (2) The two individuals will be employees of AWS LP, who are registered with the Land Surveyors’ Association (Alberta).

CONSOLIDATED CAPITALIZATION OF THE FUND

The following table sets forth the consolidated capitalization of the Fund as at December 31, 2005, before giving effect to the Offering and the Acquisition, and as at December 31, 2005 after giving effect to the Offering and the Acquisition (including the New Credit Facilities).

<u>Designation</u>	<u>As at December 31, 2005 before giving effect to the Offering and Acquisition</u>	<u>As at December 31, 2005 after giving effect to the Offering and Acquisition</u>
	(\$ thousands)	(\$ thousands)
Cash and Cash Equivalents	\$ 2,762	\$ 9,812
Debt ⁽¹⁾		
Bank Term Loan	15,000	25,000
Bank Operating Line	—	—
Total	15,000	25,000
Units ⁽²⁾	74,513	107,843
Total Capitalization	92,275	142,655

Notes:

- (1) Management anticipates \$10 million will be drawn down under the New Credit Facilities.
- (2) Sufficient Units are reserved for issuance to satisfy the Fund's obligations to issue Units in connection with the exchange rights granted to holders of Class B LP Units pursuant to, and as contemplated by, the Exchange Agreement. As of December 31, 2005, 3,444,370 Class B LP Units are issued and outstanding and exchangeable for 3,444,370 Units. An additional 1,178,571 Class B LP Units will be issued for this transaction which will be exchangeable for 1,178,571 Units.

SELECTED HISTORICAL AND *PRO FORMA* FINANCIAL INFORMATION

The following selected financial information has been derived from and should be read in conjunction with the historical financial statements of the Fund and All West and the unaudited *pro forma* consolidated financial statements of the Fund (including the notes thereto) contained elsewhere or incorporated by reference in this short form prospectus. The combined figures represent the sum of the corresponding measures of each of the Fund and All West for the period indicated, without further adjustment.

The Fund commenced operations on May 19, 2005. For purposes of the combined and *pro forma* financial information, the audited operating results of the Fund for the period May 19, 2005 to December 31, 2005 are combined with the unaudited operating results of the Predecessor Entities for the period January 1, 2005 to May 18, 2005. For more information refer to the *Pro Forma* Consolidated Financial Statements contained elsewhere in this short form prospectus.

	<u>12-month period ended December 31, 2005⁽¹⁾</u>
	(\$ thousands)
Fees Revenue	
Fund	\$ 63,370
All West	29,699
Combined ⁽²⁾	93,069
<i>Pro forma</i> ⁽³⁾	93,069
Expenses	
Fund	\$ 60,249
All West	28,842
Combined ⁽²⁾	89,091
<i>Pro forma</i> ⁽³⁾	90,764
EBITDA⁽⁴⁾	
Fund	\$ 10,779
All West	2,128
Combined ⁽²⁾	12,907
<i>Pro forma</i> ⁽³⁾	12,657

	12-month period ended December 31, 2005⁽¹⁾
	(\$ thousands)
Earnings (loss) from continuing operations⁽⁵⁾	
Fund	\$ 3,121
All West	857
Combined ⁽²⁾	3,978
<i>Pro forma</i> ⁽³⁾	2,305
Net Earnings (loss)	
Fund	\$ 2,453
All West	856
Combined ⁽²⁾	3,309
<i>Pro forma</i> ⁽³⁾	2,082
Normalized EBITDA⁽⁶⁾	
Fund	\$ 15,594
All West	7,518
Combined ⁽²⁾	23,112
<i>Pro forma</i> ⁽⁷⁾	22,862
Total Assets	
Fund	\$142,344
All West	15,531
Combined ⁽²⁾	157,875
<i>Pro forma</i> ⁽³⁾	202,532
Total Long-term Debt	
Fund	\$ 15,000
All West	2,158
Combined ⁽²⁾	17,158
<i>Pro forma</i> ⁽³⁾	25,000

Notes:

- (1) Historical financial information is based on the historical financial statements of the Fund and the Predecessor Entities and All West contained elsewhere or incorporated by reference in this short form prospectus.
- (2) Historical financial information for the Fund, the Predecessor Entities and All West has been totalled for the convenience of readers. Purchasers are cautioned that the totals for such periods should not be construed as indicative of results that would have been achieved had these entities been combined during such periods.
- (3) The *pro forma* amounts for the 12 months ended December 31, 2005 are based on the unaudited *pro forma* consolidated financial statements of the Fund contained elsewhere in this short form prospectus.
- (4) See “Non-GAAP Measures”. EBITDA is not a recognized measure under GAAP and does not have a standardized meaning prescribed under GAAP. Therefore, EBITDA may not be comparable to similar measures presented by other issuers. See “Reconciliation of Historical Results to EBITDA and Normalized EBITDA”.
- (5) Earnings (loss) from continuing operations is calculated as Net Earnings before income taxes and non-controlling interest.
- (6) See “Non-GAAP Measures”. Normalized EBITDA represents the historical earnings before interest, taxes, depreciation and amortization, adjusted for certain items that management believes facilitates the comparison of historical periods. See “Reconciliation of Historical Results to EBITDA and Normalized EBITDA” for a description of these items. Normalized EBITDA is not an earnings measure recognized under GAAP and does not have a standardized meaning prescribed under GAAP. Therefore, Normalized EBITDA may not be comparable to similar measures presented by other issuers.
- (7) *Pro Forma* Normalized EBITDA for the 12 months ended December 31, 2005 is based on the unaudited *pro forma* consolidated financial statements of the Fund contained elsewhere in this short form prospectus and the normalizing adjustments detailed in “Reconciliation of Historical Results to EBITDA and Normalized EBITDA”.

SUMMARY OF DISTRIBUTABLE CASH

The following analysis has been prepared by management on the basis of the information contained or incorporated by reference in this short form prospectus. **This analysis is not a forecast or a projection of future results. The actual results of operations of the Fund for any period, whether before or after closing of the Offering or the Acquisition, will vary from the amounts set forth in the following analysis, and such variation may be material. Additionally, Altus' operations are subject to certain risks, and in reviewing the following summary of Distributable Cash, purchasers are encouraged to consider the risks outlined under "Risk Factors".**

Upon completion of the Offering and the Acquisition, management believes the Fund and its subsidiaries will incur cash outlays for interest expense and taxes that will differ in timing from those contained in the historical financial statements or in the unaudited *pro forma* combined financial statements that are included elsewhere or incorporated by reference in this short form prospectus. In addition, in calculating the estimated cash available for distribution ("Distributable Cash"), Altus expects to incur capital expenditures necessary to sustain operations of the business. Although management does not have firm commitments for all of the aforementioned items and, accordingly, the complete financial effects of all of those items are not objectively determinable, management believes that the following represents a reasonable estimate of what Distributable Cash would have been for the 12-month period ended December 31, 2005 had the Fund been in existence during such time and had the Offering and the Acquisition been completed prior to such time. These estimates do not constitute a forecast or a projection of future results.

	12-month period ended December 31, 2005 ⁽¹⁾
	(unaudited) (\$ thousands, except per Unit figures)
<i>Pro Forma</i> Normalized EBITDA ⁽²⁾	\$22,862
Management estimates that the following expenditures will affect Distributable Cash:	
Capital expenditures ⁽³⁾	(2,250)
Interest expense ⁽⁴⁾	(1,500)
Taxes, net ⁽⁵⁾	154
Cash available for distribution ⁽⁶⁾	19,266
Cash available for distribution per Unit ⁽⁷⁾	\$1.2750
Proposed distribution per Unit, effective June 30, 2006 ⁽⁸⁾	\$ 1.20
Cash required for distributions	\$18,133
Payout ratio	94%

Notes:

- (1) Information for the 12-month period ended December 31, 2005 is based on the unaudited *pro forma* consolidated financial statements of the Fund contained elsewhere in this short form prospectus. Such *pro forma* statements are derived from the audited financial statements of the Fund for the period May 19, 2005 to December 31, 2005, the unaudited financial statements of the Predecessor Entities for the period January 1, 2005 to May 18, 2005 and the audited financial statements of All West for the year ended December 31, 2005.
- (2) See "Non-GAAP Measures". Normalized EBITDA represents the historical earnings before interest, taxes, depreciation and amortization, adjusted for certain items that management believes facilitates the comparison of historical periods. See "Reconciliation of Historical Results to EBITDA and Normalized EBITDA" for a description of these items. Normalized EBITDA is not an earnings measure recognized under GAAP and does not have a standardized meaning prescribed under GAAP. Therefore, Normalized EBITDA may not be comparable to similar measures presented by other issuers.
- (3) Management expects to incur \$2,250,000 of capital expenditures annually for the foreseeable future. Altus has averaged approximately \$900,000 of capital asset additions annually over the last three years and All West has experienced an average of \$1,250,000 of capital expenditures. Management believes that a combined capital expenditure budget of \$2,250,000 is reasonable.
- (4) Represents estimated interest expense on the new credit facilities described under "The Acquisition — New Credit Facilities", based on assumed drawings of \$25 million at an interest rate of 6.0%.
- (5) At the time of the Fund's initial public offering, management established a cash reserve of \$1,355,000 for the net present value of the future large corporation and provincial capital tax liability, which is to be drawn down annually until 2011. Since capital tax has been included in the *Pro Forma* Normalized EBITDA, the amount reserved for the year has been added back for the purpose of calculating Distributable Cash.
- (6) See "Non-GAAP Measures". Distributable cash is a non-GAAP measure typically used by Canadian income funds as an indicator of financial performance. The method of calculating the Fund's Distributable Cash may differ from similar computations as reported by

other issuers and, accordingly, the Distributable Cash of the Fund may not be comparable to distributable cash as reported by other issuers.

- (7) Calculated on a fully-diluted basis. Assuming the completion of the Offering and the Acquisition, there will be 10,487,825 Units and 4,622,941 Class B LP Units outstanding.
- (8) On April 25, 2006, the Fund announced that it anticipates increasing distributions beginning July 2006 to Unitholders of record as at June 30, 2006.

Management believes that the method of determining Distributable Cash presented in this short form prospectus is comparable to cash flow from operating activities before taxes, certain interest expenses, certain non-recurring expenses and changes in working capital. In addition, the Fund's method of determining Distributable Cash is derived from Normalized EBITDA, which in turn is derived from net earnings, a measure recognized under GAAP. Net earnings has been used as the basis for the calculation of Distributable Cash because only a *pro forma* statement of net earnings (loss) (and not a *pro forma* statement of cash flow for the Fund) is available. This method presents Distributable Cash based on the results of the relevant period, after adjusting for the items set out in the above table.

RECONCILIATION OF HISTORICAL RESULTS TO EBITDA AND NORMALIZED EBITDA

Management believes that EBITDA and Normalized EBITDA are important measures in evaluating the performance of Altus and in determining whether to invest in the Units. However, EBITDA and Normalized EBITDA are not recognized earnings measures under GAAP and do not have standardized meanings prescribed by GAAP. Therefore, EBITDA and Normalized EBITDA may not be comparable to similar measures presented by other issuers. Prospective purchasers are cautioned that EBITDA and Normalized EBITDA should not be construed as an alternative to net earnings or loss determined in accordance with GAAP as indicators of Altus' performance or cash flows from operating, investing and financing activities as a measure of liquidity and cash flows. Altus defines and has computed EBITDA and Normalized EBITDA as described under "Non-GAAP Measures". The following table reconciles EBITDA and Normalized EBITDA to earnings (loss) from operations, based on the historical consolidated financial statements of each of the Fund and All West contained elsewhere or incorporated by reference in this short form prospectus, as well as the aggregate figures for the Fund and All West calculated by adding the applicable measures of each business for the periods indicated.

The Fund commenced operations on May 19, 2005. For purposes of the combined and *pro forma* financial information, the audited operating results of the Fund for the period May 19, 2005 to December 31, 2005 are combined with the unaudited operating results of the Predecessor Entities for the period January 1, 2005 to May 18, 2005. For more information refer to the *Pro Forma* Consolidated Financial Statements contained elsewhere in this short form prospectus.

	2005 ⁽¹⁾⁽²⁾ (\$ thousands)
Altus	
Net Earnings	\$ 2,453
Adjustments to Net earnings	
Non-controlling Interest	1,364
Amortization of Intangibles	6,221
Amortization of Capital Assets	875
Interest	562
Taxes	(696)
EBITDA⁽³⁾	10,779
Adjustments to EBITDA	
Shareholder Compensation ⁽⁴⁾	1,143
Employee Compensation ⁽⁵⁾	3,131
Non-recurring Expenses ⁽⁶⁾	541
Normalized EBITDA⁽³⁾	15,594

	2005 ⁽¹⁾⁽²⁾
	(\$ thousands)
All West	
Net Earnings	\$ 856
Adjustments to Net earnings	
Amortization of Intangibles	—
Amortization of Capital Assets	949
Interest	322
Taxes	1
EBITDA ⁽³⁾	2,128
Adjustments to EBITDA	
Shareholder Compensation ⁽⁷⁾	3,916
Employee Compensation ⁽⁸⁾	1,885
Life Insurance Proceeds ⁽⁹⁾	(411)
Normalized EBITDA ⁽³⁾	7,518
Aggregate the Fund and All West	
Net Earnings	\$ 3,309
Adjustments to Net earnings	
Non-controlling Interest	1,364
Amortization of Intangibles	6,221
Amortization of Capital Assets	1,824
Interest	884
Taxes	(695)
EBITDA ⁽³⁾	12,907
Adjustments to EBITDA	
Shareholder Compensation ⁽⁴⁾⁽⁷⁾	5,059
Employee Compensation ⁽⁵⁾⁽⁸⁾	5,016
Life Insurance Proceeds ⁽⁹⁾	(411)
Non-recurring Expenses ⁽⁶⁾	541
Normalized EBITDA ⁽³⁾	23,112
Pro Forma Normalized EBITDA ⁽¹⁰⁾	22,862

Notes:

- (1) Historical financial information is based on the historical financial statements of the Fund and the Predecessor Entities and All West contained elsewhere or incorporated by reference in this short form prospectus.
- (2) Historical financial information for the Fund, the Predecessor Entities and All West has been totalled for the convenience of readers. Purchasers are cautioned that the totals for such periods should not be construed as indicative of results that would have been achieved had these entities been combined during such periods.
- (3) EBITDA represents the historical earnings before interest, taxes, depreciation and amortization of each of the Fund and All West and Normalized EBITDA represents EBITDA adjusted for certain items that management believes facilitates the comparability of historical periods. EBITDA and Normalized EBITDA are not earnings measures recognized by GAAP and do not have a standardized meaning prescribed by GAAP. Therefore, EBITDA and Normalized EBITDA may not be comparable to similar measures presented by other issuers.
- (4) Represents bonus and other shareholder compensation recorded in the financial statements of the Predecessor Entities prior to the Fund's initial public offering on May 19, 2005, which included amounts typically paid to the owners of the businesses. Subsequent to the Fund's initial public offering, the shareholders of the Predecessor Entities continue to participate in the profitability of the Fund through distributions on the Class B LP Units. Subsequent to May 19, 2005, management compensation, including that to certain of the shareholders of the Predecessor Entities, has been based on market salaries and a structured bonus plan that is related to the financial performance of the Fund.
- (5) Represents one-time bonuses paid to employees of the Predecessor Entities. Prior to the Fund's initial public offering on May 19, 2005, key senior managers received either stock options in the Predecessor Entities enabling them to participate in the reorganization effected in connection with the Fund's initial public offering or cash bonuses that were used to acquire an interest in Altus LP. Subsequent to the Fund's initial public offering, this group of employees continues to participate in the profitability of the Fund through distributions on the Class B LP Units. Subsequent to May 19, 2005, management compensation has been based on market salaries and a structured bonus plan that is related to the financial performance of the Fund.
- (6) Represents adjustments for discontinued operations of the Derbyshire Viceroy Vancouver location, non-recurring professional fees, and the Altus Group levy payments made to The Altus Group Inc. that will not be included in the Fund's administration costs in future years.
- (7) Represents bonus and other shareholder compensation recorded in the historical financial statements of All West, which included amounts typically paid to the owners of the business that will be discontinued following the Acquisition. Subsequent to the Acquisition, the shareholders of All West will participate in the profitability of the Fund through distributions on the Class B LP Units. Subsequent to the Acquisition, management compensation will be based on market salaries and a structured bonus plan that is related to financial performance of the Fund.

- (8) Represents one-time bonuses paid to employees of All West prior to the Acquisition. Subsequent to the Acquisition, certain employees of All West will continue to participate in the profitability of the Fund through distributions on the Class B LP Units. Subsequent to the Acquisition, employee compensation will be based on market salaries and a structured bonus plan that is related to financial performance of the Fund.
- (9) Represents proceeds from key man insurance on death of former President of All West.
- (10) *Pro Forma* Normalized EBITDA for the 12 months ended December 31, 2005 is based on the unaudited *pro forma* consolidated financial statements of the Fund contained elsewhere in this short form prospectus and the normalized adjustments detailed here.

PRICE RANGE AND TRADING VOLUME OF UNITS

The Units are listed and posted for trading on the TSX under the trading symbol “AIF.UN”. The following tables show the monthly range of high and low prices per Unit and total monthly volumes traded on the TSX for the period from May 19, 2005 to April 28, 2006.

Month	Price per Unit	Price per Unit	Total Monthly Volume
	Monthly High	Monthly Low	
	(\$)	(\$)	(Units)
May 19 to 30, 2005	\$10.99	\$10.05	2,747,652
June 2005	\$12.10	\$10.50	1,240,952
July 2005	\$13.25	\$11.75	415,928
August 2005	\$13.25	\$11.83	676,706
September 2005	\$12.49	\$10.77	691,051
October 2005	\$11.99	\$10.55	312,686
November 2005	\$12.50	\$10.99	454,811
December 2005	\$14.85	\$12.05	687,638
January 2006	\$14.75	\$12.75	530,689
February 2006	\$13.99	\$13.15	343,310
March 2006	\$14.50	\$13.25	392,200
April 2006	\$15.90	\$13.27	415,259

On April 24, 2006, being the last day on which the Units traded prior to the public announcement of the Acquisition and the Offering, the closing price of the Units on the TSX was \$15.57.

RECORD OF CASH DISTRIBUTIONS

The following table sets forth the date of payment per Unit and the total amount of the distributions paid by the Fund on the Units from inception:

Period ⁽¹⁾	Payment Date	Per Unit Amount	Total ⁽²⁾
May 19 to June 30, 2005	July 15, 2005	\$0.13680	\$1,099,574
July 2005	August 15, 2005	\$ 0.0958	\$ 770,024
August 2005	September 15, 2005	\$ 0.0958	\$ 770,024
September 2005	October 15, 2005	\$ 0.0958	\$2,231,125
October 2005	November 15, 2005	\$ 0.0958	\$ 770,024
November 2005	December 15, 2005	\$ 0.0958	\$ 770,024
December 2005	January 15, 2006	\$ 0.0958	\$1,759,936
January 2006	February 15, 2006	\$ 0.0958	\$ 770,024
February 2006	March 15, 2006	\$ 0.0958	\$ 770,024
March 2006	April 15, 2006	\$ 0.0958	\$1,759,936
April 2006	May 15, 2006	\$ 0.0958	\$ 770,024

Notes:

(1) Includes distributions for the period from May 19, 2005, the closing of the Fund's initial public offering, to June 30, 2005.

(2) Includes distributions to holders of Class B LP Units of Altus LP in respect of the periods set out above.

It is expected that cash distributions will be made on the 15th day of each month to Unitholders of record on the immediately preceding distribution record date.

Historical distribution payments of the Fund may not be reflective of future distribution payments, which will be subject to review by the Board of Trustees taking into account the prevailing financial circumstances of Altus at the relevant time. The actual amount distributed, if any, is at the discretion of the Board of Trustees.

USE OF PROCEEDS

The net proceeds of the Offering, after deducting the fees payable to the Underwriters and the expenses of the Offering payable by AWS LP, will be approximately \$34,330,625. The net proceeds to the Fund from the Offering together with the net borrowings under the New Credit Facilities will be used, directly and indirectly, to fund the Acquisition (as to \$31.5 million), refinance existing indebtedness (as to \$3.35 million of Altus indebtedness and \$3.5 million of All West indebtedness), pay certain expenses of the Acquisition and this Offering (as to \$2.2 million), fund capital expenses (as to \$1.1 million) and for general corporate purposes (as to \$2.68 million). See “The Acquisition — Structure of the Acquisition” and “The Acquisition — New Credit Facilities” and “Plan of Distribution”.

DESCRIPTION OF UNITS

Units

As at April 28, 2006 there were 8,037,825 Units outstanding. An unlimited number of Units are issuable pursuant to the Fund Declaration of Trust. Each Unit is transferable and represents an equal undivided beneficial interest in any distribution from the Fund, whether of net income, net realized capital gains (other than net realized capital gains distributed to redeeming Unitholders) or other amounts, and in the net assets of the Fund in the event of termination or winding-up of the Fund. All Units are of the same class with equal rights and privileges. The Units are not subject to future calls or assessments, and entitle the holder thereof to one vote for each whole Unit held at all meetings of Unitholders and holders of Special Voting Units, or in respect of any written resolution. In addition, as at April 28, 2006, there were 3,471,113 Special Voting Units outstanding.

Cash Distributions

The Fund makes distributions of its available cash to Unitholders to the extent determined prudent by the Trustees. The Fund makes equal monthly cash distributions to Unitholders of record on the last business day of each month, derived principally from the interest and principal repayments received on the Trust Notes and cash distributions of the Trust, less estimated cash amounts required for expenses and other obligations of the Fund and cash redemptions of Units and any tax liability. Distributions are paid within 15 days following the end of each month.

For additional information respecting the Units, including restrictions on non-resident Unitholders, the redemption right attached to the Units, meetings of Unitholders and amendments to the Fund Declaration of Trust, see “Description of the Fund” at pages 15 to 27 of the AIF and the Fund Declaration of Trust (available on SEDAR at www.sedar.com).

Rights of Unitholders

The rights of the Unitholders as investors in the Fund and the attributes of the Units are currently governed by the Fund Declaration of Trust. Although the Fund Declaration of Trust confers upon a Unitholder many of the same protections, rights and remedies as an investor would have as a shareholder of a corporation governed by the *Canada Business Corporations Act* (the “CBCA”), there do exist significant differences.

The Fund Declaration of Trust includes provisions intended to limit the liability of Unitholders for liabilities and other obligations of the Fund, although no statutory provisions historically confirmed the limited liability status of Unitholders in a manner comparable to shareholders of a CBCA corporation. However, in December 2004, the *Trust Beneficiaries’ Liability Act* (Ontario) was enacted. That Act provides that Unitholders of the Fund are not liable, as beneficiaries of a trust, for any act, default, obligation or liability of the Fund or the Trustees, arising after its enactment. That Act has not yet been judicially considered and it is possible that reliance on the Act by a Unitholder could be successfully challenged on jurisdictional or other grounds.

Many of the provisions of the CBCA respecting the governance and management of a corporation have been incorporated in the Fund Declaration of Trust. For example, Unitholders are entitled to exercise voting rights in respect of their holdings of Units in a manner comparable to shareholders of a CBCA corporation and to elect trustees and auditors. The Fund Declaration of Trust also includes provisions modeled after comparable provisions of the CBCA dealing with the calling and holding of meetings of Unitholders and trustees, the

quorum for and procedures at such meetings and the right of Unitholders to participate in the decision making process where certain fundamental actions are proposed to be undertaken. The matters in respect of which Unitholder approval is required under the Fund Declaration of Trust are generally less extensive than the rights conferred on the shareholders of a CBCA corporation, but effectively extend to certain fundamental actions that may be undertaken by the Fund's subsidiary entities. These Unitholder approval rights are supplemented by provisions of applicable securities laws that are generally applicable to issuers (whether corporations, trusts or other entities) that are "reporting issuers" or the equivalent or listed on the TSX. The Fund Declaration of Trust includes provisions concerning trustee independence, the composition of board committees, including the audit committee and the compensation, nominating and governance committee, which are based on provisions of the CBCA and are supplemented by applicable securities laws.

The Fund Declaration of Trust contains "conflict of interest" provisions that serve to protect the Unitholders and holders of Special Voting Units without creating undue limitations on the Fund. The Fund Declaration of Trust contains provisions, similar to those contained in the CBCA, that require each Trustee to disclose to the Fund, as applicable, any interest in a material contract or transaction or proposed material contract or transaction with the Fund, or the fact that such person is a director or officer of, or otherwise has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Fund. In any case, a Trustee, director or officer who has made disclosure to the foregoing effect is not entitled to vote on any resolution to approve the contract or transaction unless the contract or transaction is one relating primarily to (i) his or her remuneration as a Trustee or officer of the Fund, as applicable, (ii) insurance or indemnity, or (iii) a contract or transaction with an affiliate.

Unitholders do not have recourse to a dissent right under which shareholders of a CBCA corporation are entitled to receive the fair value of their shares where certain fundamental changes affecting the corporation are undertaken (such as an amalgamation, a continuance under the laws of another jurisdiction, the sale of all or substantially all of its property, a going private transaction or the addition, change or removal of provisions restricting (i) the business or businesses that the corporation can carry on, or (ii) the issue, transfer or ownership of shares). As an alternative, Unitholders seeking to terminate their investment in the Fund are entitled to receive, subject to certain conditions and limitations, their *pro rata* share of the Fund's net assets through the exercise of the redemption rights provided by the Fund Declaration of Trust. Unitholders similarly do not have recourse to the statutory oppression remedy that is available to shareholders of a CBCA corporation where the corporation undertakes actions that are oppressive, unfairly prejudicial or disregarding the interests of securityholders and certain other parties. Shareholders of a CBCA corporation may also apply to a court to order the liquidation and dissolution of the corporation in those circumstances, whereas Unitholders could rely only on the general provisions of the Fund Declaration of Trust which permit the winding up of the Fund with the approval of a Special Resolution of the Unitholders. Shareholders of a CBCA corporation may also apply to a court for the appointment of an inspector to investigate the manner in which the business of the corporation and its affiliates is being carried on where there is reason to believe that fraudulent, dishonest or oppressive conduct has occurred. The Fund Declaration of Trust allows Unitholders to pass resolutions appointing an inspector to investigate the Trustees' performance of their responsibilities and duties, but this process would not be subject to court oversight or assure the other investigative procedures, rights and remedies available under the CBCA. The CBCA also permits shareholders to bring or intervene in derivative actions in the name of the corporation or any of its subsidiaries, with the leave of a court. The Fund Declaration of Trust does not include a comparable right of the Unitholders to commence or participate in legal proceedings with respect to the Fund.

Special meetings of the Unitholders and holders of Special Voting Units are required to be called by the Trustees upon a written request of Unitholders or holders of Special Voting Units holding in the aggregate not less than 10% of the Units and Special Voting Units then outstanding. Such request must specify in reasonable detail the business proposed to be transacted at the meeting. Upon receiving the requisition, the Trustees will call a meeting of the Unitholders and holders of Special Voting Units to transact the business referred to in the requisition, unless:

- (i) a record date for a meeting of the Unitholders and holders of Special Voting Units has been fixed and notice thereof has been given to each stock exchange in Canada on which the Units are listed for trading;

- (ii) the Trustees have called a meeting of the Unitholders and holders of Special Voting Units and have given notice thereof; or
- (iii) in connection with the business as stated in the requisition (A) it clearly appears that the matter covered by the requisition (1) is submitted by the Unitholders primarily for the purpose of enforcing a personal claim or redressing a personal grievance against the Fund, the Trustees, Altus Group Limited or the Unitholders, or (2) does not relate in a significant way to the business or affairs of the Fund; (B) the Fund, at the Unitholders' or holders' of Special Voting Units request, included a matter covered by a requisition in an information circular relating to a meeting of the Unitholders and holders of Special Voting Units held within two years preceding the receipt of such request and the Unitholders and holders of Special Voting Units failed to present the matter, in person or by proxy, at the meeting; (C) substantially the same matter covered by the requisition was submitted to Unitholders in an information circular relating to a meeting of the Unitholders and holders of Special Voting Units held within two years preceding the receipt of the Unitholders' or holders of Special Voting Units' request and the matter covered by the requisition was defeated; or (D) the rights conferred by the foregoing are being abused to secure publicity.

Unitholders and holders of Special Voting Units may also submit to the Fund notice of any matter that they propose to raise at a meeting of Unitholders and holders of Special Voting Units and the Fund shall set out the proposal in its proxy circular provided that the Unitholder or holder of Special Voting Units complies with the procedures set out in the Fund Declaration of Trust. The Fund will not be required to include a proposal in certain circumstances, including where the proposal (1) is submitted by the Unitholders or holders of Special Voting Units primarily for the purpose of enforcing a personal claim or redressing a personal grievance against the Fund, the Trustees, Altus Group Limited or the Unitholders, or (2) does not relate in a significant way to the business or affairs of the Fund; (B) the Fund, at the Unitholders' request, included a matter covered by a requisition in an information circular relating to a meeting of the Unitholders and holders of Special Voting Units held within two years preceding the receipt of such request and the Unitholders failed to present the matter, in person or by proxy, at the meeting; (C) substantially the same matter covered by the requisition was submitted to Unitholders and holders of Special Voting Units in an information circular relating to a meeting of the Unitholders and holders of Special Voting Units held within two years preceding the receipt of the Unitholders' or holder of Special Voting Units' request and the matter covered by the requisition was defeated; or (D) the rights conferred by the foregoing are being abused to secure publicity.

Unitholders and holders of Special Voting Units are entitled to obtain a copy of the Fund Declaration of Trust and are entitled to inspect, subject to compliance with the terms of the Fund Declaration of Trust, a list of Unitholders and holders of Special Voting Units.

DESCRIPTION OF THE SUBSCRIPTION RECEIPTS

Subscription Receipts

The following is a summary of the material attributes and characteristics of the Subscription Receipts. This summary does not purport to be complete and is subject to, and qualified in its entirety by, reference to the terms of the Subscription Receipt Agreement.

At the closing of the Offering, a certificate representing the Subscription Receipts will be issued in registered form to CDS or its nominee, CDS & Co., and will be deposited with CDS on the closing date of the Offering pursuant to the Book-Entry System. Unless the Book-Entry System is terminated, and except in certain limited circumstances, owners of beneficial interests in Subscription Receipts shall not receive a certificate for Subscription Receipts or for the Units issuable pursuant to the Subscription Receipts. Beneficial interests in Subscription Receipts will generally be represented solely through the Book-Entry System and such interests will be evidenced by customer confirmations from the Underwriters or the registered dealer that is a CDS Participant and from or through which such Subscription Receipts are held.

The Escrowed Funds will be delivered to and held by the Escrow Agent and invested in short-term obligations of, or guaranteed by, the Government of Canada or a province or a Canadian chartered bank, as directed by the Fund, provided such obligation is rated at least R1 (middle) by DBRS or an equivalent rating

service pending the closing of the Acquisition or the occurrence of the Termination Time. Provided that the closing of the Acquisition occurs by 5:00 p.m. (Toronto time) on July 14, 2006, the Escrowed Funds will be released to the Fund and the Units will be issued to holders of Subscription Receipts who will receive, without payment of additional consideration or further action, one Unit for each Subscription Receipt held.

Forthwith upon the closing of the Acquisition, the Fund will execute and deliver to the Escrow Agent a notice thereof, and will issue and deliver the Units to the Escrow Agent. Contemporaneously with the delivery of such notice, the Fund will issue a press release specifying that the Units have been issued.

If the closing of the Acquisition does not take place by the Termination Time, the Escrow Agent and the Fund will return to the holders of Subscription Receipts, on the third business day following the Termination Time, an amount equal to the full subscription price therefor and their *pro rata* entitlements to interest actually earned on the Escrowed Funds.

If the closing of the Acquisition takes place prior to the Termination Time and holders of Subscription Receipts become entitled to receive Units pursuant to the Subscription Receipt Agreement, such holders will be entitled to receive an amount per Subscription Receipt equal to the amount per Unit of any cash distributions for which record dates have occurred during the period from the date of closing of the offering of the Subscription Receipts to the date immediately preceding the date the Units are issued pursuant to the Subscription Receipts. If holders of Subscription Receipts become entitled to receive Units, the Escrow Agent and the Fund will pay such amounts to holders of Subscription Receipts on the date the Subscription Receipts are exchanged for Units on the later of (i) the date the Units are issued and (ii) the date such distribution(s) is paid to Unitholders. For greater certainty, if the closing of the Acquisition takes place on a date that is a Unit distribution record date, holders of Subscription Receipts on such date shall not be entitled as such to receive a payment in respect of the cash distribution for such record date but shall instead be deemed to be holders of record of Units on such date and will be entitled as Unitholders to receive such monthly distribution.

Accordingly, if the Acquisition closes on or before May 31, 2006, as currently contemplated, holders of Subscription Receipts will become holders of Units on or before May 31, 2006 and will be entitled, provided they remain holders of record of Units received pursuant to the Subscription Receipts on May 31, 2006, to receive the monthly distributions expected to be paid on June 15, 2006 and July 17, 2006 to Unitholders of record on May 31, 2006 and June 30, 2006, respectively. If the closing of the Acquisition occurs after May 31, 2006 but on or before June 30, 2006, holders of Subscription receipts will (i) be entitled to receive a payment equal to the distribution that will be paid by the Fund to Unitholders of record on May 31, 2006; and (ii) become holders of Units on or before June 30, 2006 and will be entitled, provided they remain holders of record of Units received pursuant to the Subscription Receipts on June 30, 2006, to receive the monthly distribution expected to be paid on July 17, 2006. If the closing of the Acquisition occurs after May 31, 2006, but on or before July 14, 2006, Subscription Receipts will be exchanged for Units upon such closing and a holder of a Subscription receipt will be entitled to receive a Unit plus an amount (the “distribution equivalent”) that is equal to the amount of distributions that such holder would have received if the holder had been a holder of such Unit from the date of the closing of the offering of Subscription Receipts until the date of closing of the Acquisition. The distribution equivalent will include the holder’s share of interest earned on the Escrowed Funds.

If the former holder of Subscription Receipts’ share of interest earned on the Escrowed Funds is less than the amount to which such holder is entitled in respect of such per Unit distribution, the Fund will pay the amount of any such shortfall to the former Subscription Receipt holder, provided however that in no event shall the aggregate amount paid to a former Subscription Receipt holder in respect of a Subscription Receipt exceed the amount of such per Unit distribution. The Fund will treat such shortfall as a purchase price adjustment.

In the event that the closing date of the Acquisition occurs prior to or concurrent with the closing date of the Offering, investors in the Offering will receive Units on the closing date of the Offering instead of Subscription Receipts.

Holders of Subscription Receipts are not Unitholders. Holders of Subscription Receipts are entitled only to receive Units on surrender of their Subscription Receipts to the Escrow Agent or to a return of the subscription price for the Subscription Receipts together with any payments in lieu of interest or distributions, as applicable, as described above.

PLAN OF DISTRIBUTION

Pursuant to an Underwriting Agreement, the Fund has agreed to issue and sell and the Underwriters have agreed to purchase on the closing date, being May 15, 2006 or any other date as may be agreed upon by the Fund and the Underwriters, but in any event not later than May 31, 2006, subject to the conditions stipulated in the Underwriting Agreement, all but not less than all of the 2,450,000 Subscription Receipts offered hereby at a price of \$14.75 per Subscription Receipt for total gross consideration of \$36,137,500, payable in cash to the Escrow Agent against delivery by the Fund of certificate(s) evidencing the Subscription Receipts. The Subscription Receipts are being offered to the public in all of the provinces and territories of Canada. The offering price of the Subscription Receipts was determined by negotiations between the Fund and the Underwriters. The Underwriting Agreement provides that the Fund will pay the Underwriters' fee of \$0.7375 per Subscription Receipt issued and sold by the Fund for an aggregate fee payable by the Fund of \$1,806,875, in consideration for their services in connection with the Offering. The Underwriters' fee is payable as to 50% upon closing of the Offering and 50% upon closing of the Acquisition. If the Acquisition is not completed by July 14, 2006, the Underwriters' fee in respect of the Subscription Receipts will be reduced to the amount payable upon closing of the Offering. In the event that the closing date of the Acquisition occurs prior to or concurrent with the closing date of the Offering, investors in the Offering will receive Units on the closing date of the Offering instead of Subscription Receipts and the Underwriters' fee in respect of the Subscription Receipts will be payable as to 100% on the closing of the Offering. This short form prospectus also qualifies the distribution of such Units.

The obligations of the Underwriters under the Underwriting Agreement are several and not joint and may be terminated individually at their discretion upon the occurrence of certain stated events. The obligations of the Fund and the Underwriters under the Underwriting Agreement to complete the purchase and sale of the Subscription Receipts will terminate automatically if the Acquisition is terminated or the Fund has advised the Underwriters or announced to the public that it does not intend to proceed with the Acquisition. If an Underwriter fails to purchase the Subscription Receipts that it has agreed to purchase, the other Underwriters may, but are not obligated to, purchase any Subscription Receipts.

The Underwriters propose to offer the Subscription Receipts initially at the public offering price on the cover page of this short form prospectus. After the Underwriters have made a reasonable effort to sell all the Subscription Receipts offered by this short form prospectus at the price specified herein, the offering price may be decreased, and further changed from time to time, and the compensation realized by the Underwriters will accordingly also be reduced.

The TSX has conditionally approved the listing of the Units issuable pursuant to the Subscription Receipts offered by this short form prospectus. This listing will be subject to the Fund fulfilling all requirements of the TSX on or before July 25, 2006.

The Canadian chartered bank affiliate of BMO Nesbitt Burns Inc. is a lender to affiliates of the Fund under the existing credit facilities. The Canadian chartered bank affiliate of BMO Nesbitt Burns Inc. will be a lender to affiliates of the Fund under the New Credit Facilities upon the closing of the Acquisition (see "The Acquisition — New Credit Facilities"). A portion of such facilities will be used to partially finance the Acquisition, to refinance existing credit facilities and pay related expenses, to fund capital expenditures and for general corporate purposes. Consequently, the Fund may be considered a connected issuer of BMO Nesbitt Burns Inc. under applicable securities laws in certain Canadian provinces and territories.

Pursuant to policy statements of certain securities regulators, Underwriters may not, throughout the period of distribution, bid for or purchase Subscription Receipts. The foregoing restriction is subject to exceptions, on the condition that the bid or purchase is not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Subscription Receipts. These exceptions include bids or purchases permitted under the Universal Market Integrity Rules for Canadian Marketplaces of Market Regulation Services Inc. relating to market stabilization and passive market-making activities and bids or purchases made for and on behalf of a customer where the order was not solicited during the period of distribution. Under the first-mentioned exception, in connection with this Offering, the Underwriters may effect transactions which stabilize or maintain the market price of the Subscription Receipts at levels other than those which might

otherwise prevail in the open market. Those transactions, if commenced, may be interrupted or discontinued at any time.

Pursuant to Ontario Securities Commission Rule 48-501, the Underwriters may not, beginning two days prior to the date that the offering price was determined and throughout the period of distribution under this short form prospectus (the “Restricted Period”), bid for or purchase Subscription Receipts unless the Subscription Receipts have traded during a 60-day period ending not earlier than 10 days prior to the commencement of the Restricted Period (i) an average of 100 times per trading day and (ii) with an exchange trading value of at least \$1,000,000 per trading day. The foregoing restriction is subject to certain exceptions. These exceptions include a bid or purchase permitted under the by-laws and rules of the TSX relating to market stabilization and passive market-making activities, provided that the bid or purchase does not exceed the lesser of the offering price and the last independent sale price at the time of the entry of the bid or order to purchase, and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution, provided that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading, in or raising the price of, the Subscription Receipts. Pursuant to the first mentioned exception, in connection with this Offering, the Underwriters may effect transactions that stabilize or maintain the market price of the Subscription Receipts at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

There is currently no market through which the Subscription Receipts may be sold and investors may not be able to resell the Subscription Receipts purchased under this short form prospectus.

The Fund has been advised by the Underwriters that, in connection with the Offering, the Underwriters may, subject to applicable laws, effect transactions that stabilize or maintain the market price of the Subscription Receipts or Units at levels other than those that might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

The Fund has agreed with the Underwriters that, subject to certain exceptions, the Fund will not issue or sell any Units or any securities convertible into or exchangeable for or exercisable to acquire Units for a period ending on the earlier of: (a) 150 days from the closing of the Offering; and (b) 90 days from the closing of the Acquisition, without the prior written consent of Canaccord Capital Corporation except in conjunction with: (i) the grant or exercise of incentive securities pursuant to the existing incentive plans; (ii) outstanding convertible securities; and (iii) any transaction with an arm’s length third party whereby the Fund indirectly acquires shares or assets of a business, including, but not limited to, the Acquisition.

The Subscription Receipts have not been and will not be registered under the U.S. Securities Act, or any state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act) except in transactions exempt from the registration requirements of the U.S. Securities Act. The Underwriters have agreed pursuant to the terms of the Underwriting Agreement that they will not offer or sell the Subscription Receipts within the United States.

The Subscription Receipts are issued in “book-entry only” form and must be purchased or transferred through a CDS Participant. The Fund will cause a global certificate or certificates representing any Subscription Receipts to be delivered to, and registered in the name of, CDS or its nominee. All rights of holders of Subscription Receipts or Unitholders must be exercised through, and all payments or other property to which such holder is entitled will be made or delivered by, CDS or the CDS Participant through which the Unitholder holds such Subscription Receipts. Each person who acquires Subscription Receipts will receive only a customer confirmation of purchase from the Underwriter or registered dealer from or through which the Subscription Receipts are acquired in accordance with the practices and procedures of that Underwriter or registered dealer. The practices of registered dealers may vary, but generally customer confirmations are issued promptly after execution of a customer order. CDS is responsible for establishing and maintaining book-entry accounts for its CDS Participants having interests in the Subscription Receipts. See “Description of Subscription Receipts”.

INTEREST OF EXPERTS

Certain legal matters relating to the Offering will be passed upon by Goodmans LLP, on behalf of the Fund, and by Cassels Brock & Blackwell LLP, on behalf of the Underwriters. None of Goodmans LLP, Cassels Brock & Blackwell LLP or RSM Richter, Chartered Accountants, who are persons or companies whose profession or business gives authority to a statement made by such person or company and who is named in this short form prospectus or in a document that is specifically incorporated by reference into this short form prospectus as having prepared or certified a part of this short form prospectus have received or shall receive a direct or indirect interest in the property of the Fund or of any associate or affiliate of the Fund. As at the date hereof, the partners and associates of each of the foregoing firms beneficially own, directly or indirectly, less than one percent of the securities of the Fund and its associates and affiliates. In addition, none of the aforementioned persons or companies, nor any director, partner, officer or employee of any of the aforementioned persons or companies, is or is expected to be elected, appointed or employed as a trustee, officer or employee of the Fund or of any associates or affiliates of the Fund.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Goodmans LLP, counsel to the Fund and Cassels Brock & Blackwell LLP, counsel to the Underwriters, the following is, as of the date of this prospectus, a summary of the principal Canadian federal income tax considerations generally applicable under the Tax Act to a holder of Subscription Receipts purchased pursuant to the Offering and the Units issuable pursuant to the Subscription Receipts (collectively, the “Fund Securities”) and who, for purposes of the Tax Act, is resident in Canada, deals at arm’s length and is not affiliated with the Fund and holds the Fund Securities as capital property. Generally, Fund Securities will be considered to be capital property to a Unitholder provided that the Unitholder does not hold the Fund Securities in the course of carrying on a business and has not acquired them in one or more transactions considered to be an adventure in the nature of trade. Certain investors who might not otherwise be considered to hold their Units as capital property may, in certain circumstances, be entitled to have them treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. This summary is not applicable to an investor that is a financial institution (as defined in the Tax Act for purposes of the mark-to-market rules), a “specified financial institution” or an investor an interest in which is a “tax shelter investment” (all as defined in the Tax Act). In addition, this summary does not address the deductibility of interest by a Unitholder who has borrowed money to acquire Subscription Receipts.

This summary is based upon the facts set out in this short form prospectus, the provisions of the Tax Act, counsels’ understanding of the current published administrative and assessing practices of the CRA and certificates from the Fund, the Trust, and certain of the Underwriters as to certain factual matters. This summary takes into account all specific proposals to amend the Tax Act that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date of this prospectus. There can be no assurance that any tax proposals will be implemented in their current form or at all. This summary does not otherwise take into account or anticipate any changes in law, whether by legislative, governmental or judicial decision or action, and does not take into account provincial, territorial or foreign tax legislation or considerations, which may differ significantly from those discussed in this prospectus.

This summary is not exhaustive of all possible Canadian federal tax considerations applicable to an investment in Fund Securities. Moreover, the income and other tax consequences of acquiring, holding or disposing of Fund Securities will vary depending on the investor’s particular circumstances, including the jurisdiction or jurisdictions in which the investor resides or carries on business. Accordingly, this summary is of a general nature only and is not intended to be legal or tax advice to any prospective purchaser of Fund Securities. Investors should consult their own tax advisors for advice with respect to the tax consequences of an investment in Fund Securities based on their particular circumstances.

Status of the Fund

Mutual Fund Trust

This summary is based on the assumption that the Fund qualifies as a “mutual fund trust” as defined in the Tax Act on completion of the Offering, elected to be deemed to be a mutual fund trust from the date it was established and will continuously qualify as a mutual fund trust at all relevant times. If the Fund were not to qualify as a mutual fund trust, the income tax considerations described below would, in some respects, be materially different.

In order for the Fund to continuously qualify as a mutual fund trust, it must satisfy various requirements, including a requirement that the Fund must not have been established or maintained primarily for the benefit of non-residents. If draft amendments to the Tax Act released by the then Minister of Finance (Canada) on September 16, 2004 are enacted as proposed, the Fund may cease to qualify as a mutual fund trust for purposes of the Tax Act if at any time after 2004 the fair market value of all Units and Special Voting Units held by non-residents of Canada or partnerships which are not “Canadian partnerships” for purposes the Tax Act is more than 50% of the fair market value of all issued and outstanding Units and Special Voting Units. A partnership will only qualify as a Canadian partnership at a particular time if all of its members at that time are resident in Canada. On December 6, 2004, the then Minister of Finance (Canada) tabled a Notice of Ways and Means Motion which did not include these proposed amendments, and it is counsels’ understanding that further discussions will take place with the private sector before a decision is made concerning whether the proposed amendments will be enacted. The issue of ownership of a trust by non-resident persons and partnerships other than Canadian partnerships was not addressed as part of the 2005 or 2006 Federal Budgets.

Tax-Exempt Unitholders

Fund Securities will be qualified investments for trusts governed by Plans, subject to the limitations described under “Eligibility for Investment”. If the Fund ceases to qualify as a mutual fund trust, the Fund Securities will cease to be qualified investments for those Plans. Trust Notes received as a result of a redemption of Units may not be a qualified investment for a Plan, and this could give rise to adverse consequences to the Plan or the annuitant under the Plan. Accordingly, Plans that own Units should consult their own tax advisors before deciding to exercise the redemption rights attached to the Units.

Legislative Proposals

On September 8, 2005 the Department of Finance (Canada) released a consultation paper on tax and other issues related to publicly-listed flow-through entities, such as income trusts and limited partnerships, and invited interested parties to make submissions prior to December 31, 2005. In addition, on September 19, 2005, the then Minister of Finance (Canada) announced that he had requested that the CRA postpone providing advance income tax rulings respecting flow-through entity structures effective immediately. On November 23, 2005, the then Minister of Finance (Canada) announced the end of the consultation process and no legislative amendments were proposed to change the taxation of income trusts. Instead, the then Minister of Finance (Canada) tabled a Notice of Ways and Means Motion that proposed to enhance the dividend gross-up and tax credit mechanism applicable to certain eligible dividends payable by corporations resident in Canada for dividends paid after 2005. The current Minister of Finance (Canada) tabled a Federal Budget on May 2, 2006, which did not give any indication of a change from the foregoing policy of the previous government and which confirmed the current government’s intention to proceed with measures consistent with the Notice of Ways and Means Motion tabled on November 23, 2005. In addition, the CRA has resumed providing advance income tax rulings respecting flow-through entity structures.

Taxation of the Fund

The taxation year of the Fund is the calendar year. In each taxation year, the Fund will be subject to tax under Part I of the Tax Act on its income for tax purposes for the year, including net realized taxable capital gains, less the portion thereof that it deducts in respect of the amounts paid or payable in the year to Unitholders. An amount will be considered to be payable to a Unitholder in a taxation year if it is paid to the

Unitholder in the year by the Fund or if the Unitholder is entitled in that year to enforce payment of the amount.

The Fund will include in its income for each taxation year such amount of the Trust's income for tax purposes, including net taxable capital gains, as is paid or becomes payable to the Fund in the year in respect of the Trust Units and all interest on the Trust Notes that accrues to the Fund to the end of the year, or that becomes receivable or is received by it before the end of the year, except to the extent that such interest was included in computing its income for a preceding year. The Fund will not be subject to tax on any amount received as a payment of principal in respect of the Trust Notes or any amount received as a return of capital from the Trust (provided that the capital returned, if any, does not exceed the cost amount of the Trust Units held by the Fund).

A distribution by the Fund of its property upon a redemption of Units will be treated as a disposition by the Fund of the property so distributed for proceeds of disposition equal to its fair market value. The Fund will realize a capital gain (or a capital loss) to the extent that the proceeds from the disposition exceed (or are less than) the adjusted cost base of the relevant property and any reasonable costs of disposition.

In computing its income, the Fund may deduct reasonable administrative costs, interest and other expenses, if any, incurred by it for the purpose of earning income.

Under the Fund Declaration of Trust, an amount equal to all of the income (including taxable capital gains) of the Fund (determined without reference to paragraph 82(1)(b) and subsection 104(6) of the Tax Act), together with the non-taxable portion of any net capital gain realized by the Fund, but excluding capital gains arising in connection with a distribution *in specie* on redemption of Units which are designated by the Fund to redeeming Unitholders, and capital gains the tax on which may be offset by capital losses carried forward from prior years or is recoverable by the Fund, will be payable in the year to Unitholders by way of cash distributions, subject to the exceptions described below. Where the income of the Fund in a taxation year exceeds the monthly cash distributions for that year, such excess income will be distributed to Unitholders in the form of additional Units. Income of the Fund payable to Unitholders, whether in cash, additional Units or otherwise, will generally be deductible by the Fund in computing its taxable income.

The Fund will be entitled for each taxation year to reduce (or receive a refund in respect of) its liability, if any, for tax on its net realized taxable capital gains by an amount determined under the Tax Act based on the redemption of Units during the year (the "capital gains refund"). In certain circumstances, the capital gains refund in a particular taxation year may not completely offset the Fund's tax liability for that taxation year arising in connection with the distribution of its property on the redemption of Units. The Fund Declaration of Trust provides that all or a portion of any income or taxable capital gain realized by the Fund as a result of that redemption may, at the discretion of the Trustee, be treated as income or taxable capital gain paid to, and designated as income or taxable capital gain of, the redeeming Unitholders, and will be deductible by the Fund in computing its income. In addition, accrued interest on Trust Notes distributed to a redeeming Unitholder may be treated as an amount paid to the Unitholder and will be deductible by the Fund.

Counsel has been advised that the Fund intends to make sufficient distributions in each year of its net income for tax purposes and net realized capital gains so that the Fund will generally not be liable in that year for income tax under Part I of the Tax Act. Counsel can provide no opinion in this regard.

Taxation of the Trust, Altus LP, AWS LP, and Altus Group Limited

The Trust will be taxable on its income determined under the Tax Act for each taxation year (which will be the calendar year), which will include its allocated share of the taxable income of Altus LP for its fiscal period ending on or before the year end of the Trust, except to the extent such income is paid or payable in such year to the Fund and is deducted by the Trust in computing its income for tax purposes. The Trust will generally be entitled to deduct its expenses incurred to earn such income provided such expenses are reasonable and otherwise deductible, subject to the relevant provisions of the Tax Act. Under the Trust Declaration of Trust, all of the income of the Trust for each year (determined without reference to paragraph 82(1)(b) and subsection 104(6) of the Tax Act), together with the taxable and non-taxable portion of any capital gains realized by the Trust in the year, will generally be payable in the year to the Fund and will generally be deductible by the

Trust in computing its taxable income. Counsel has been advised by the Fund that the Fund does not expect the Trust to be liable for any material amount of tax under Part I of the Tax Act. Counsel can provide no opinion in this regard.

Neither Altus LP nor AWS LP is subject to tax under the Tax Act. Each partner of Altus LP and AWS LP, (including Altus LP in the case of AWS LP, and the Trust in the case of Altus LP) is required to include in computing the partner's income for a particular taxation year the partner's share of the income or loss of Altus LP or AWS LP, as the case may be, for its fiscal year ending in, or coincidentally with, the partner's taxation year, whether or not any of that income is distributed to the partner in the taxation year. For this purpose, the income or loss of Altus LP and AWS LP will be computed for each fiscal year as if Altus LP and AWS LP were each a separate person resident in Canada. In computing the income or loss of Altus LP and AWS LP, deductions may be claimed for the respective reasonable administrative costs, interest and other expenses incurred by Altus LP and AWS LP to earn income from their respective business or investments. The net income or loss of AWS LP for a fiscal year will be allocated to the partners of AWS LP, including Altus LP, in the manner set out in the limited partnership agreement for AWS LP, subject to the detailed rules in the Tax Act in that regard. Similarly, the net income or loss of Altus LP for a fiscal year will be allocated to the partners of Altus LP, including the Trust, in the manner set out in Altus LP Partnership Agreement, subject to the detailed rules in the Tax Act in that regard.

Altus Group Limited will be subject to tax on its taxable income determined in accordance with the Tax Act for each taxation year.

Taxation of Holders of Subscription Receipts

Exchange of Subscription Receipts

No gain or loss will be realized by a holder on the issuance of a Unit pursuant to a Subscription Receipt. This opinion is based upon the interpretation of counsel that a Subscription Receipt is an agreement to acquire a Unit on the satisfaction of certain conditions. No advance income tax ruling has been requested from the CRA, and counsel is not aware of any judicial consideration of this interpretation. The initial cost of a Unit received pursuant to a Subscription Receipt will be the subscription price thereof, less (in the event the Acquisition closes after May 31, 2006, but on or before July 14, 2006) any amount paid by the Fund as a reduction in the purchase price of a Unit, as described below. For the purposes of determining the adjusted cost base to a Unitholder, the cost of any Units so acquired must be averaged with the adjusted cost base of any other Units held as capital property by such Unitholder immediately prior to such acquisition.

Other Dispositions of Subscription Receipts

A disposition or deemed disposition by a holder of a Subscription Receipt, other than on the exchange thereof for a Unit, will generally result in the holder realizing a capital gain (or capital loss) equal to the amount by which the proceeds of disposition are greater (or less) than the aggregate of the holder's adjusted cost base thereof and any reasonable costs of disposition.

One-half of any capital gain realized by the holder will be included in the holder's income under the Tax Act for the year of disposition as a taxable capital gain. One-half of any capital loss realized on a disposition of a Subscription Receipt may be deducted against taxable capital gains realized by the holder in the year of disposition, in the three preceding taxation years or in any subsequent taxation year, to the extent and under the circumstances described in the Tax Act. A capital gain realized by a holder who is an individual or trust (other than certain trusts) may give rise to a liability for alternative minimum tax. A holder that is throughout a taxation year a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay an additional refundable tax of 6 $\frac{2}{3}$ % on certain investment income, including taxable capital gains.

Amounts Received by Holders of Subscription Receipts

If the Acquisition closes on or before May 31, 2006, Subscription Receipts will be exchanged for Units on or before May 31, 2006, and holders of Subscription Receipts will be entitled as Unitholders, provided such Units continue to be held by such holder, to receive distributions from the Fund commencing with the distribution

expected to be paid on June 15, 2006 to Unitholders of record on May 31, 2006 and on July 17, 2006 to Unitholders of record on June 30, 2006. The tax treatment of such distributions will be as described below under “Fund Distributions”.

If the Acquisition closes after May 31, 2006, but on or before June 30, 2006, Subscription Receipts will be exchanged for Units upon such closing and a holder of a Subscription Receipt will be entitled to receive a Unit plus an amount (the “distribution equivalent”) that is equal to the amount of distributions that such holder would have received if the holder had been a holder of such Unit from the date of the closing of the offering of Subscription Receipts until the date of closing of the Acquisition and, as a Unitholder of record on June 30, 2006, will be entitled to receive the distribution to be paid by the Fund on July 17, 2006. If the Acquisition closes after June 30, 2006 and on or before July 14, 2006, Subscription Receipts will be exchanged for Units plus a distribution entitlement equal to the amount of distributions that such holder would have received if the holder had been a holder of such Units from the date of the closing of the offering of Subscription Receipts until the closing of the Acquisition. Any distribution equivalent will include the holder’s share of interest earned on the Escrowed Funds. The amount of such interest will be included in computing the holder’s income as described below. If the amount of this interest is less than the distribution equivalent, the Fund will pay to the holder the amount of any shortfall as a reduction in the purchase price of the holder’s Units. A holder will not be required to include in income the amount of any such purchase price reduction; however, any such amount will reduce the cost to the holder of the holder’s Units acquired on the exchange of the Subscription Receipts.

Repayment of Issue Price and Interest

If the Acquisition does not close on or before July 14, 2006 a holder will receive the issue price paid for the Subscription Receipt and the holder’s share of interest earned on the Escrowed Funds. The holder will not generally realize any income, gain or loss on the repayment to the holder of the issue price.

Where a holder is entitled to receive the holder’s share of interest earned on the Escrowed Funds, a holder that is a corporation, partnership, unit trust or any trust of which a corporation or a partnership is a beneficiary will be required to include in computing income for a taxation year any interest on the Escrowed Funds that accrues to the holder to the end of that holder’s taxation year, or that is receivable or received by the holder before the end of that taxation year, except to the extent that such interest was included in computing the holder’s income for a preceding taxation year. Any other holder that is entitled to receive the holder’s share of interest earned on the Escrow Funds will be required to include in computing income for a taxation year all interest on the Escrowed Funds that is received or receivable by the holder in that taxation year (depending on the method regularly followed by the holder in computing income), except to the extent that the interest was included in computing the holder’s income for a preceding taxation year.

Taxation of Unitholders

Fund Distributions

A Unitholder generally will be required to include in income for a particular taxation year the portion of the net income for tax purposes of the Fund for a taxation year, including net realized taxable capital gains, that is paid or payable to the Unitholder in the particular taxation year, whether that amount is received in cash, additional Units or otherwise.

The after-tax return to Unitholders subject to Canadian federal income tax from an investment in Units will depend, in part, on the composition for tax purposes of distributions paid by the Fund, portions of which may be fully or partially taxable or may constitute non-taxable returns of capital, which are not included in a Unitholder’s income but which reduce the adjusted cost base of the Units to the Unitholder, as described below. The composition for tax purposes of these distributions may change over time, thus affecting the after-tax return to such Unitholders.

Provided that appropriate designations are made by the Fund and the Trust, that portion of their taxable dividends, if any, received (or deemed to be received) from taxable Canadian corporations, net taxable capital gains and foreign source income as is paid or payable to a Unitholder and the amount of foreign taxes paid or deemed to be paid by the Fund and the Trust, if any, will effectively retain its character and be treated as such in

the hands of the Unitholder for purposes of the Tax Act. To the extent that amounts are designated as taxable dividends from taxable Canadian corporations (including Altus Group Limited), the normal gross-up and dividend tax credit provisions will be applicable in respect of Unitholders who are individuals (other than trusts), the refundable tax under Part IV of the Tax Act will be payable by Unitholders that are private corporations and certain other corporations controlled directly or indirectly by or for the benefit of an individual or related group of individuals (other than trusts) and the deduction in computing taxable income will be available to Unitholders that are corporations. An additional refundable 6 $\frac{2}{3}$ % tax will be payable by Unitholders that are Canadian controlled private corporations in certain circumstances.

The non-taxable portion of any net realized capital gains of the Fund that is paid or payable to a Unitholder in a taxation year will not be included in computing the Unitholder's income for the year. Any other amount in excess of the net income of the Fund that is paid or payable to a Unitholder in that year will not generally be included in the Unitholder's income for the year. However, where such an amount is paid or payable to a Unitholder (other than as proceeds in respect of the redemption of Units), the Unitholder will be required to reduce the adjusted cost base of the Units by that amount. To the extent that the adjusted cost base of a Unit would otherwise be a negative amount, the negative amount will be deemed to be a capital gain and the adjusted cost base of the Unit to the Unitholder will then be nil. The taxation of capital gains is described below.

Dispositions of Units

On the disposition or deemed disposition of a Unit, whether on a redemption or otherwise, the Unitholder will realize a capital gain (or capital loss) equal to the amount by which the Unitholder's proceeds of disposition exceed (or are less than) the aggregate of the adjusted cost base of the Unit and any reasonable costs of disposition. Proceeds of disposition will not include an amount payable by the Fund that is otherwise required to be included in the Unitholder's income, including any capital gain or income realized by the Fund in connection with a redemption which has been designated by the Fund to the redeeming Unitholder. The taxation of capital gains and capital losses is described below.

The adjusted cost base of a Unit to a Unitholder will include all amounts paid or payable by the Unitholder for the Unit, with certain adjustments. The cost to a Unitholder of additional Units received in lieu of a cash distribution of income will be the amount of income distributed by the issue of those Units. For the purpose of determining the adjusted cost base to a Unitholder of Units, when a Unit is acquired, the cost of the newly acquired Unit will be averaged with the adjusted cost base of all of the Units owned by Unitholder as capital property immediately before that acquisition.

Where Units are redeemed and the redemption price is paid by the delivery of Series 2 Trust Notes and Series 3 Trust Notes to the redeeming Unitholder, the proceeds of disposition to the Unitholder of the Units will be equal to the fair market value of the Series 2 Trust Notes and Series 3 Trust Notes so distributed less any income or capital gain realized by the Fund in connection with the redemption of those Units which has been designated by the Fund to the Unitholder. Where any income or capital gain realized by the Fund in connection with the distribution of Series 2 Trust Notes and Series 3 Trust Notes on the redemption of Units has been designated by the Fund to a redeeming Unitholder, the Unitholder will be required to include in income the income or taxable portion of the capital gain so designated. The redeeming Unitholder will be required to include in income, interest on any Series 2 Trust Notes and Series 3 Trust Notes acquired (including interest that accrued prior to the date of the acquisition of such notes by the Unitholder that is designated as income to the Unitholder by the Fund) in accordance with the provisions of the Tax Act. The cost of any Series 2 Trust Notes and Series 3 Trust Notes distributed by the Fund to a Unitholder upon a redemption of Units will be equal to the fair market value of those Trust Notes at the time of the distribution less any accrued interest on such Trust Notes. The Unitholder will thereafter be required to include in income interest on the Series 2 Trust Notes and Series 3 Trust Notes, in accordance with the provisions of the Tax Act. To the extent that the Unitholder is required to include in income, any interest accrued to the date of the acquisition of the Series 2 Trust Notes and Series 3 Trust Notes by the Unitholder, an offsetting deduction may be available. Unitholders are advised to consult their own tax advisors prior to exercising their redemption rights.

The consolidation of Units of the Fund will not be considered to result in a disposition of Units by Unitholders. The aggregate adjusted cost base to a Unitholder of all of the Unitholder's Units of the Fund will not change as a result of a consolidation of Units; however, the adjusted cost base per Unit will increase.

Capital Gains and Capital Losses

One-half of any capital gain realized by a Unitholder on a disposition or deemed disposition of Units and the amount of any net taxable capital gains designated by the Fund in respect of a Unitholder will generally be included in the Unitholder's income as a taxable capital gain in the taxation year in which the disposition or in respect of which a net taxable capital gains designation is made by the Fund. One-half of any capital loss realized by a Unitholder on a disposition or deemed disposition of Units may generally be deducted only from taxable capital gains of the Unitholder in the year of disposition, in the three preceding taxation years or in any subsequent taxation year in accordance with the provisions of the Tax Act.

Unitholders that are Canadian controlled private corporations (as defined in the Tax Act) will be liable for an additional refundable 6 $\frac{2}{3}$ % tax in respect of taxable capital gains realized on a disposition of Units of net taxable capital gains designated by the Fund to such Unitholders.

Where a Unitholder that is a corporation or trust (other than a mutual fund trust) disposes of a Unit, the Unitholder's capital loss from the disposition will generally be reduced by the amount of dividends, previously designated by the Fund to the Unitholder except to the extent that a loss on a previous disposition of a Unit has been reduced by those dividends. Analogous rules apply where a corporation or trust (other than a mutual fund trust) is a member of a partnership that disposes of Units.

Alternative Minimum Tax

In general terms, net income of the Fund paid or payable to a Unitholder who is an individual or a trust that is designated as taxable dividends or capital gains and capital gains realized on the disposition of Units may increase the Unitholder's liability for alternative minimum tax.

RISK FACTORS

There are certain risks inherent in an investment in the Units and the activities of the Fund, in addition to those related to an investment in the Subscription Receipts and the Acquisition. In addition to the risks described herein, reference is made to the section of the Fund's AIF entitled "Risk Factors" beginning at page 41, which is incorporated herein by reference.

Risks Related to All West and the Acquisition

Dependence on the Oil and Gas Industries

The surveying and geomatics market in which All West competes closely correlates to that of the oil and gas industries. Recently, the oil and gas industries have been experiencing significant growth with resulting increases in exploration and development. This has resulted in increasing demand for these specialized surveying and geomatics services. To the extent the oil and gas industries stabilize or experience a downturn, the historical growth in financial results experienced by All West may not be sustainable and All West's and Altus' financial performance may be negatively impacted.

Scarce Labour Resources

Competition for employees with the required qualifications is intense in All West's industry, particularly in the expanding oil and gas industries. The inability to attract qualified employees in sufficient numbers to meet demand could have a material adverse effect on All West, including its ability to obtain and successfully complete client engagements and thus maintain or increase revenues and cash flow of Altus. Also, in order to retain employees All West may be required to pay additional compensation to such employees that would negatively impact its financial performance.

Dependence on Customers

In 2005, All West's top ten customers accounted for approximately 65% of All West's revenues. All West believes that the long-standing relationships that certain of its employees have with these customers is important to the retention of these customers. There can be no assurance that All West's historical customers will continue with All West. The loss of any of these customers may negatively impact All West's financial performance.

Competition

All West believes that its reputation for high-quality services and products and its longstanding relationships with customers are two of its primary competitive advantages. However, All West competes with a variety of other firms that may have similar or better services and products, greater name recognition and more financial resources. These competitive forces could have a material adverse effect on All West's business, financial condition and results of operations by reducing its relative share in the market in which it competes.

Integration and Rapid Growth

The successful integration of All West involves numerous risks that could adversely affect Altus' and All West's growth and profitability. In particular, there is the risk that the integration may place significant demands on the management of both businesses, diverting their attention from existing operations. Further there is the risk that Altus' operational, financial and management systems may be incompatible with or inadequate to effectively integrate and manage All West's systems or the capacity constraints associated therewith. There can be no assurance that Altus will be able to successfully integrate All West and its failure to do so could adversely affect its business, financial condition and results of operations.

Potential Undisclosed Liabilities Associated with the Acquisition

There may be liabilities and contingencies that the Fund and Altus LP do not discover in their due diligence prior to closing the Acquisition, and the Fund and Altus LP may not be indemnified for some or all of these liabilities and contingencies. The discovery of any material liabilities or contingencies could have a material adverse effect on the Fund's business, financial condition and results of operations.

Possible Failure to Complete the Acquisition

The completion of the Acquisition is subject to normal commercial risk. If closing of the Acquisition does not take place by the Termination Time, the Escrow Agent and the Fund will repay to holders of Subscription Receipts on the third business day following the Termination Time, an amount equal to the issue price therefor plus a *pro rata* share of the interest actually earned on the Escrowed Funds.

Risks Related Specifically to the Subscription Receipts

Market for Subscription Receipts

There is currently no market through which the Subscription Receipts may be sold. There can be no assurance that an active trading market will develop for the Subscription Receipts after the Offering, or if developed, that such a market will be sustained at the price level of the Offering.

Dilutive Effects on Holders of Units

The Fund may issue Units in connection with the Subscription Receipts. Accordingly, holders of Units may suffer dilution.

Investment Eligibility

There can be no assurance that the Fund Securities will continue to be qualified investments for Plans. The Tax Act imposes penalties for the acquisition or holding of non-qualified investments.

Income Tax Matters

There can be no assurance that Canadian federal income tax laws and administrative policies respecting the treatment of mutual fund trusts will not be changed in a manner which adversely affects the holders of Fund Securities. If the Fund ceases to qualify as a “mutual fund trust” under the Tax Act, the income tax considerations described herein under the heading “Certain Canadian Federal Income Tax Considerations” would be materially and adversely different in certain respects.

Income fund structures generally involve significant amounts of inter company or similar debt, generating substantial interest expense, which serves to reduce earnings and therefore income tax payable. There can be no assurance that taxation authorities will not seek to challenge the amount of interest expense deducted. If such a challenge were to succeed against Altus, it would materially adversely affect the amount of cash available to the Fund for distribution to Unitholders. Management of the Fund believes that the interest expense inherent in the structure of the Fund is supportable and reasonable in light of the terms of Altus Group Limited’s indebtedness to Altus LP. On October 31, 2003, the Department of Finance released, for public comment, proposed amendments to the Tax Act that relate to the deductibility of interest and other expenses for income tax purposes for taxation years commencing after 2004. In general, the proposed amendments may deny the realization of losses in respect of a business if there is no reasonable expectation that the business will produce a cumulative profit over the period that the business can reasonably be expected to be carried on. The Fund has advised counsel that it does not believe that the proposed amendments will have a material effect on its tax position.

Interest on the Trust Notes accrues at the Fund level for Canadian federal income tax purposes, whether or not actually paid. The Fund Declaration of Trust provides that a sufficient amount of the Fund’s net income and net realized capital gains will be distributed each year to Unitholders in order to eliminate the Fund’s liability for tax under Part I of the Tax Act. Where such amount of net income (including interest on the Trust Notes) and net realized capital gains of the Fund in a taxation year exceeds the cash available for distribution in the year, such excess net income and net realized capital gains will be distributed to Unitholders in the form of additional Units. Unitholders will generally be required to include an amount equal to the fair market value of those Units in their taxable income, in circumstances when they do not directly receive a cash distribution.

On September 8, 2005 the Department of Finance (Canada) released a consultation paper on tax and other issues related to publicly-listed flow-through entities, such as income trusts and limited partnerships, and invited interested parties to make submissions prior to December 31, 2005. In addition, on September 19, 2005, the then Minister of Finance (Canada) announced that he had requested that the CRA postpone providing advance income tax rulings respecting flow-through entity structures effective immediately. On November 23, 2005, the then Minister of Finance (Canada) announced the end of the consultation process and no legislative amendments were proposed to change the taxation of income trusts. Instead, the then Minister of Finance (Canada) tabled a Notice of Ways and Means Motion that proposed to enhance the dividend gross-up and tax credit mechanism applicable to certain eligible dividends payable by corporations resident in Canada for dividends paid after 2005. The current Minister of Finance (Canada) tabled a Federal Budget on May 2, 2006, which did not give any indication of a change from the foregoing policy of the previous government and which confirmed the current government’s intention to proceed with measures consistent with the Notice of Ways and Means Motion tabled on November 23, 2005. In addition, the CRA has resumed providing advance income tax rulings respecting flow-through entity structures.

ELIGIBILITY FOR INVESTMENT

In the opinion of Goodmans LLP, counsel to the Fund and of Cassels Brock & Blackwell LLP, counsel to the Underwriters, provided that the Fund is a mutual fund trust under the Tax Act on the date hereof, the Subscription Receipts and the Units, if issued on the date hereof, would be qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and registered education savings plan, each as defined in the Tax Act (the “Plans”), provided that, in the case of the Subscription Receipts, each person who is an annuitant, a beneficiary, an employer or subscriber under the particular Plan deals at arm’s length with the Fund.

MATERIAL CONTRACTS

The material contracts entered into or to be entered into by the Fund and/or its affiliates in connection with the Offering are as follows:

- (a) the Underwriting Agreement referred to under “Plan of Distribution”;
- (b) the Subscription Receipt Agreement referred to under “Description of Subscription Receipts”;
- (c) the Combination Agreement referred to under “The Acquisition — Combination Agreement”; and
- (d) the new credit agreement referred to under “The Acquisition — New Credit Facility”.

Copies of each of the foregoing agreements may be inspected during regular business hours at the offices of the Fund, at 17075 Leslie Street, Unit 7, Newmarket, Ontario, Canada, L3Y 8E1, until the expiry of the 30-day period following the date of the final short form prospectus.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Fund are RSM Richter LLP, Chartered Accountants, Toronto, Ontario.

The transfer agent and registrar for the Subscription Receipts and Units is CIBC Mellon Trust Company at its principal office in Toronto, Ontario.

PROMOTERS

Each of The Altus Group Inc., 951510 Ontario Inc., 1493319 Ontario Inc. and Derbyshire Viceroy Consultants, Limited was considered to be a promoter of the Fund in respect of the Fund’s initial public offering by reason of its initiative in organizing the business and affairs of the Fund. Each of these persons was amalgamated to form Altus Group Limited following closing of the initial public offering. The Existing Investors own, directly or indirectly, 1,147,930.9 Class B LP Units representing approximately 33% of the Class B LP Units, which are exchangeable for Units of the Fund.

EXEMPTION

The Fund was granted relief on April 28, 2006 from the requirement prescribed under section 40.1 of the *Quebec Securities Act* to provide a French version of the documents incorporated by reference in this short form prospectus, provided that such documents in their French version are filed no later than the date of filing of the final short form prospectus.

STATUTORY AND CONTRACTUAL RIGHTS OF RESCISSION AND STATUTORY RIGHTS OF WITHDRAWAL

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, securities legislation further provides a purchaser with remedies for rescission or, in some provinces and territories, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for the particulars of these rights or consult with a legal advisor.

GLOSSARY OF TERMS

“**Acquisition**” means the indirect acquisition by the Fund of the business of All West pursuant to the Combination Agreement;

“**AIF**” means the annual information form of the Fund dated March 31, 2006;

“**All West**” means All West Surveys Ltd., prior to the closing of the Acquisition and the business to be carried on by AWS LP following closing of the Acquisition;

“**Altus**” means the Fund and its subsidiaries;

“**Altus Companies**” means, collectively, Altus Realty Tax Management Corporation, Altus Group — Calgary Real Estate Advisory Services Inc., Altus Group — Prince Edward Island Real Estate Advisory Services Inc., Keith Fraser & Company Real Estate Valuation/Portfolio Advisors, Altus Group — Fredericton Real Estate Advisory Services Inc., Altus Group — Halifax Real Estate Advisory Services Inc., Altus Group — Moncton Real Estate Advisory Services Inc., Groupe Altus — Services Conseils en Immobilier de Montréal, Altus Group — Ottawa Real Estate Advisory Services Inc., Altus Group — Realty Tax Management Services Ottawa Inc., Altus Group Toronto Real Estate Advisory Services Inc., Dorion, Noël & Hallissey Inc., Altus Group — St. John’s Real Estate Advisory Services Inc. and Altus Group — Vancouver Real Estate Advisory Services Inc.;

“**Altus GP**” means Altus Group General Partner Corporation, a corporation incorporated under the laws of Ontario;

“**Altus Group**” means, collectively, The Altus Group Inc. and the Altus Companies, which prior to the Fund’s initial public offering conducted real estate professional services business under the Altus brand name and which were amalgamated to form Altus Group Limited at the time of closing of the Fund’s initial public offering;

“**Altus LP**” means Altus Group Limited Partnership, a limited partnership established under the laws of the Province of Manitoba pursuant to the Altus LP Partnership Agreement;

“**Altus LP Partnership Agreement**” means the Altus LP limited partnership agreement dated May 6, 2005;

“**Altus Group Limited**” means Altus Group Limited, a corporation established under the laws of the Province of Ontario, resulting from the amalgamation of the members of the Altus Group, the Helyar Group and Derbyshire Viceroy;

“**AWS GP**” means All West Surveys General Partner Corporation, a corporation to be incorporated under the laws of Alberta;

“**AWS LP**” means All West Surveys Limited Partnership, a limited partnership to be established under the laws of the Province of Alberta;

“**Book-Entry System**” means a book-based system administered by CDS;

“**CDS**” means The Canadian Depository for Securities Limited;

“**CDS Participants**” means a participant in the CDS depository service;

“**Class A LP Units**” means the Class A limited partnership units of Altus LP;

“**Class B LP Units**” means the Class B limited partnership units of Altus LP;

“**Combination Agreement**” means the Combination Agreement dated April 24, 2006 between Altus LP and All West Surveys Ltd., together with the shareholders of All West Surveys Ltd., pursuant to which Altus LP agreed to form AWS LP and to cause it to acquire and hold substantially all of the assets and conduct the business currently held and conducted by All West, as the same may be amended, supplemented or restated from time to time;

“**DBRS**” means Dominion Bond Rating Service Limited;

“**Derbyshire Viceroy**” means Derbyshire Viceroy Consultants Limited and its subsidiaries, which were amalgamated to form Altus Group Limited at the time of closing the Fund’s initial public offering;

“**Distributable Cash**” means the estimated cash available for distribution;

“**EBITDA**” means earnings before interest, income taxes, depreciation and amortization;

“**Escrow Agent**” means CIBC Mellon Trust Company, or its successor entity under the Subscription Receipt Agreement;

“**Escrowed Funds**” means the gross proceeds from the sale of the Subscription Receipts less one-half of the Underwriters’ fee and the Underwriters’ expenses;

“**Exchange Agreement**” means the Exchange Agreement dated May 19, 2005 between the Fund, the Trust, Altus GP, Altus LP, the Management Partnership and the Existing Investors;

“**Existing Investors**” means the persons who were the securityholders of the Predecessor Entities;

“**Fund**” means Altus Group Income Fund, an unincorporated, open-ended limited purpose trust established under the laws of the Province of Ontario;

“**Fund Declaration of Trust**” means the amended and restated declaration of trust dated May 19, 2005, pursuant to which the Fund is established, as it may be amended, supplemented or restated from time to time;

“**Fund Securities**” means the Subscription Receipts and the Units issuable pursuant to the Subscription Receipts;

“**Helyar Group**” means, collectively, 951510 Ontario Inc., 1493319 Ontario Inc. and their respective subsidiaries, which were amalgamated to form Altus Group Limited at the time of closing the Fund’s initial public offering;

“**LP Units**” means the limited partnership units of Altus LP, including the Class A LP Units and the Class B LP Units;

“**Management Partnership**” means Altus Investors Management Partnership, a general partnership established under the laws of the Province of Ontario by certain of the Existing Investors;

“**New Credit Facilities**” means the new credit facilities to be made available to Altus LP upon closing of the Acquisition, as described under “The Acquisition — New Credit Facilities”;

“**Offering**” means the offering of Subscription Receipts pursuant to this short form prospectus;

“**Plans**” means trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and registered education savings plans, each as defined in the Tax Act;

“**Predecessor Entities**” means the Altus Group, the Helyar Group and Derbyshire Viceroy, all of which were acquired by Altus LP and amalgamated to form Altus Group Limited at the time of the closing of the Fund’s initial public offering;

“**Series 1 Trust Notes**” means the series 1 notes of the Trust issued under the Trust Note Indenture;

“**Series 2 Trust Notes**” means the series 2 notes of the Trust issued under the Trust Note Indenture;

“**Series 3 Trust Notes**” means the series 3 notes of the Trust issued under the Trust Note Indenture;

“**Special Resolution**” means a resolution passed by the affirmative vote of the holders of not less than 66 $\frac{2}{3}$ % of the Units and Special Voting Units who voted in respect of that resolution at a meeting at which a quorum was present or a resolution or instrument signed in one or more counterparts by the holders of not less than 66 $\frac{2}{3}$ % of the Units and Special Voting Units entitled to vote on such resolution;

“**Special Voting Units**” means special voting units of the Fund;

“**Subscription Receipt Agreement**” means the agreement to be dated the date of closing of the Offering among the Fund, the Underwriters and the Escrow Agent governing the terms of the Subscription Receipts;

“**Subscription Receipts**” means the subscription receipts of the Fund offered pursuant to this short form prospectus;

“**Tax Act**” means the *Income Tax Act* (Canada) and the regulations thereunder;

“**Termination Time**” means the earliest to occur of (i) 5:00 p.m. (Toronto time) on July 14, 2006 if the Acquisition has not become effective by that time, (ii) the time and date, if any, upon which the Combination Agreement or any amendment thereto is terminated and (iii) the time and date, if any, upon which the Fund advises the Underwriters or announces to the public that it does not intend to proceed with the Acquisition;

“**Trust**” means Altus Operating Trust, an unincorporated, open-ended limited purpose trust established under the laws of the Province of Ontario;

“**Trustee**” or “**Trustees**” means the trustees of the Fund or any one of them;

“**Trust Declaration of Trust**” means the declaration of trust dated May 6, 2005 pursuant to which the Trust was established, as the same may be amended, supplemented or restated from time to time;

“**Trust Note Indenture**” means the note indenture entered into between the Trust and CIBC Mellon Trust Company dated May 19, 2005 governing the Trust Notes;

“**Trust Notes**” means, collectively, the Series 1 Trust Notes, Series 2 Trust Notes and Series 3 Trust Notes of the Trust;

“**Trust Units**” means units of the Trust;

“**TSX**” means the Toronto Stock Exchange;

“**Underwriters**” means, collectively, Canaccord Capital Corporation, BMO Nesbitt Burns Inc., RBC Dominion Securities Inc. and Sprott Securities Inc.;

“**Underwriting Agreement**” means the agreement dated May 1, 2006 between the Fund and the Underwriters in respect of the Offering;

“**Unitholders**” means the holders of Units;

“**Units**” means trust units of the Fund; and

“**U.S. Securities Act**” means the *United States Securities Act of 1933*, as amended.

Words importing the singular number only include the plural, and vice versa, and words importing any gender include all genders.

AUDITORS' CONSENT

To the Board of Trustees of Altus Group Income Fund

We have read the short form prospectus of Altus Group Income Fund dated May 8, 2006 relating to the issue and sale of subscription receipts of Altus Group Income Fund. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned prospectus of our report to the unitholders of Altus Group Income Fund on the consolidated balance sheets of Altus Group Income Fund as at December 31, 2005 and the consolidated statements of earnings, deficit and cashflows for the period from formation on May 19, 2005 to December 31, 2005. The audit report is dated February 3, 2006.

We consent to the use in the above-mentioned short form prospectus of our compilation report to the Trustees of Altus Group Income Fund on the unaudited pro forma consolidated balance sheet of Altus Group Income Fund as at December 31, 2005 and the unaudited pro forma consolidated statement of earnings (loss) for the year ended December 31, 2005. Our report is dated May 8, 2006.

We consent to the incorporation by reference in the above-mentioned short form prospectus of our compilation report to the Trustees of Altus Group Income Fund on the unaudited pro forma balance sheet of the Altus Group Income Fund as at March 31, 2005 and the unaudited pro forma consolidated statement of income for the quarter ended March 31, 2005. Our report is dated July 21, 2005.

Toronto, Canada
May 8, 2006

(Signed) RSM RICHTER LLP
Chartered Accountants

AUDITORS' CONSENT

We have read the short form prospectus of Altus Group Income Fund (the "Fund") dated May 5, 2006 qualifying the distribution of subscription receipts of the Fund. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the directors of All West Surveys Ltd. on the consolidated balance sheets of All West Surveys Ltd. as at December 31, 2005 and 2004; and the consolidated statements of retained earnings, income and cashflow for each of the years in the two year period ended December 31, 2005. Our report is dated March 17, 2006 (except as to note 14(b) which is as of May 5, 2006).

Edmonton, Alberta
May 5, 2006

(Signed) DELOITTE & TOUCHE LLP
Chartered Accountants

FINANCIAL STATEMENTS
INDEX TO FINANCIAL STATEMENTS

Page

Unaudited Pro forma Consolidated Financial Statements of Altus Group Income Fund

Compilation Report	F-4
Pro forma Consolidated Balance Sheet as at December 31, 2005	F-6
Pro forma Consolidated Statement of Earnings (loss) for the year ended December 31, 2005	F-7
Notes to Pro forma Consolidated Financial Statements	F-8

Audited Financial Statements of All West Surveys Ltd. for the years ended December 31, 2005 and December 31, 2004

Auditors' Report	F-11
Consolidated Balance Sheet	F-12
Consolidated Statement of Retained Earnings	F-13
Consolidated Statement of Income	F-14
Consolidated Statement of Cash Flows	F-15
Notes to the Consolidated Financial Statements	F-16

COMPILATION REPORT

To the Trustees of
Altus Group Income Fund

We have read the accompanying unaudited pro forma consolidated balance sheet of Altus Group Income Fund (the "Fund") as at December 31, 2005 and the unaudited pro forma consolidated statements of earnings (loss) for the year then ended and have performed the following procedures:

1. Compared the figures in the column captioned "Altus Group Income Fund" in the unaudited pro forma consolidated balance sheet of the Fund to the audited consolidated balance sheet of the Altus Group Income Fund as at December 31, 2005 and found them to be in agreement.
2. Compared the figures in the column captioned "All West Surveys Ltd." in the unaudited pro forma consolidated balance sheet of the Fund to the audited consolidated balance sheet of All West Surveys Ltd. as at December 31, 2005 and found them to be in agreement.
3. Compared the figures in the column captioned "Altus Group Income Fund January 1 to May 18, 2005" in the unaudited pro forma consolidated statement of earnings (loss) of the Fund to the unaudited combined statement of loss of Altus Group, Helyar Group and Derbyshire Viceroy Consultants Limited ("Predecessor Entities") for the period from January 1, 2005 to May 18, 2005 and found them to be in agreement.
4. Compared the figures in the column captioned "Altus Group Income Fund May 19 to December 31, 2005" in the unaudited pro forma consolidated statement of earnings (loss) of the Fund to the audited consolidated statement of earnings of Altus Group Income Fund for the period from May 19, 2005 to December 31, 2005 and found them to be in agreement.
5. Re-performed the calculation of the column captioned "Altus Group Income Fund January 1 to December 31, 2005" in the unaudited pro forma consolidated statement of earnings (loss) of the Fund for the year ended December 31, 2005. This column has been constructed by adding the unaudited combined statement of loss of Altus Group, Helyar Group and Derbyshire Viceroy Consultants Limited for the period from January 1 to May 18, 2005 and the audited consolidated net earnings of Altus Group Income Fund for the period from May 19, 2005 to December 31, 2005 and found the column to be arithmetically correct.
6. Compared the figures in the column captioned "All West Surveys Ltd. January 1 to December 31, 2005" in the unaudited pro forma consolidated statement of earnings (loss) for the Fund to the audited consolidated statement of income of All West Surveys Ltd. for the year ended December 31, 2005 and found them to be in agreement.
7. Made enquiries of certain officials of the Fund who have responsibility for financial and accounting matters about:
 - (a) the basis for determination of the pro forma adjustments; and
 - (b) whether the pro forma financial statements comply as to form in all material respects with various Securities Commissions' requirements.

The officials:

- (a) described to us the basis for determination of the pro forma adjustments; and
 - (b) stated that the pro forma consolidated financial statements comply as to form in all material respects with various Securities Commissions' requirements.
8. Read the notes to the pro forma financial statements and found them to be consistent with the basis described to us for determination of the pro forma adjustments.
 9. Recalculated the application of the pro forma adjustment on the unaudited pro forma consolidated balance sheet, in the column captioned "Pro forma Adjustments", to the aggregate of the amounts in

the columns captioned “Altus Group Income Fund” and “All West Surveys Ltd.” as at December 31, 2005 and found the amounts in the column captioned “The Fund Pro Forma Consolidated” to be arithmetically correct.

10. Recalculated the application of the pro forma adjustment on the unaudited pro forma consolidated statement of earnings (loss), in the column captioned “Pro forma Adjustments”, to the aggregate of the amounts in the columns captioned “Altus Group Income Fund January 1 to December 31, 2005” and “All West Surveys Ltd. January 1 to December 31, 2005” for the year ended December 31, 2005 and found the amounts in the column captioned “The Fund Pro Forma Consolidated” to be arithmetically correct.

A pro forma financial statement is based on management assumptions and adjustments which are inherently subjective. The foregoing procedures are substantially less than either an audit or a review, the objective of which is the expression of assurance with respect to management’s assumptions, the pro forma adjustments, and the application of the adjustments to the historical financial information. Accordingly, we express no such assurance. The foregoing procedures would not necessarily reveal matters of significance to the pro forma consolidated financial statements, and we therefore make no representation about the sufficiency of the procedures for the purposes of a reader of such statements.

Toronto, Ontario
May 8, 2006

(Signed) RSM RICHTER LLP
Chartered Accountants

ALTUS GROUP INCOME FUND
PRO FORMA CONSOLIDATED BALANCE SHEET
December 31, 2005 (Unaudited — see Compilation Report)
(Expressed in Thousands of Dollars)

	<u>Altus Group Income Fund</u>	<u>All West Surveys Ltd.</u>	<u>Pro forma Adjustments</u>	<u>Note 4</u>	<u>The Fund Pro Forma Consolidated</u>
Assets					
Cash	\$ 2,762	\$ —	\$10,000 33,330 (31,500) (1,200) (3,500) (80)	(b) (a) (c) (c) (c) (b)	\$ 9,812
Accounts receivable	15,020	6,108	—		21,128
Work-in-process	5,112	3,591	—		8,703
Prepaid expenses and sundry assets	534	159	—		693
Future income tax assets	738	—	—		738
Deferred expenses	64	—	—		64
	<u>24,230</u>	<u>9,858</u>	<u>7,050</u>		<u>41,138</u>
Deferred financing fees	—	—	80	(b)	80
Capital assets	3,071	5,529	669	(c)	9,269
Intangible assets	39,763	—	7,030	(c)	46,793
Future income tax assets	3,746	144	(144)	(d)	3,746
Goodwill	71,534	—	29,972	(c)	101,506
Total Assets	<u>\$142,344</u>	<u>\$ 15,531</u>	<u>\$44,657</u>		<u>\$202,532</u>
Liabilities					
Bank indebtedness	\$ —	\$ 947	\$ (947)	(c)	\$ —
Accounts payable and accrued liabilities	4,895	7,986	(5,075) (2,553)	(d) (c)	5,253
Customer retainers	63	—	—		63
Income taxes payable	25	6	(6)	(d)	25
Working capital holdback	350	—	—		350
Due to shareholders	—	1,571	(1,571)	(d)	—
Distributions payable to unitholders	770	—	—		770
Distributions payable to unitholders of non-controlling interest	990	—	—		990
Future income tax liabilities	443	—	—		443
Current portion of long-term debt	—	1,757	(1,757)	(d)	—
	<u>7,536</u>	<u>12,267</u>	<u>(11,909)</u>		<u>7,894</u>
Future income tax liabilities	14,476	—	—		14,476
Long-term debt	15,000	401	(401) 10,000	(d) (b)	25,000
Total Liabilities	<u>37,012</u>	<u>12,668</u>	<u>(2,310)</u>		<u>47,370</u>
Non-controlling Interest	<u>33,357</u>	<u>—</u>	<u>16,500</u> 689	(c) (h)	<u>50,546</u>
Equity					
Fund units	74,513	—	33,330	(a)	107,843
Common stock	—	750	(750)	(c)	—
Retained earnings (deficit)	(2,538)	2,113	(2,113) (689)	(c) (h)	(3,227)
	<u>71,975</u>	<u>2,863</u>	<u>29,778</u>		<u>104,616</u>
Total Liabilities and Equity	<u>\$142,344</u>	<u>\$ 15,531</u>	<u>\$44,657</u>		<u>\$202,532</u>

ALTUS GROUP INCOME FUND
PRO FORMA CONSOLIDATED STATEMENT OF EARNINGS (LOSS)
December 31, 2005 (Unaudited — see Compilation Report)
(Expressed in Thousands of Dollars Except for Per Fund Units)

	Altus Group Income Fund			All West Surveys Ltd.	Pro forma Adjustments	Note 4	The Fund Pro Forma Consolidated
	January 1 to May 18, 2005	May 19 to December 31, 2005	January 1 to December 31, 2005	January 1 to December 31, 2005			
Revenue							
Fees	\$24,028	\$ 39,342	\$63,370	\$29,202	\$ —		\$ 92,572
Other	—	—	—	497	—		497
	<u>24,028</u>	<u>39,342</u>	<u>63,370</u>	<u>29,699</u>	<u>—</u>		<u>93,069</u>
Expenses							
Salaries, general and administrative	23,104	29,487	52,591	27,485	250	(i)	80,326
Amortization of capital assets	378	497	875	949	12	(f)	1,836
Amortization of intangible assets	98	6,123	6,221	—	1,117	(e)	7,338
Interest	74	488	562	322	616	(b)	1,178
					(322)	(d)	
Loss on disposal of capital assets	—	—	—	86	—		86
	<u>23,654</u>	<u>36,595</u>	<u>60,249</u>	<u>28,842</u>	<u>1,673</u>		<u>90,764</u>
Earnings (Loss) Before Income Taxes and Non-controlling Interest	<u>374</u>	<u>2,747</u>	<u>3,121</u>	<u>857</u>	<u>(1,673)</u>		<u>2,305</u>
Income Taxes (Recovery)							
Current	1,103	90	1,193	73	—		1,266
Future	—	(1,889)	(1,889)	(72)	—		(1,961)
	<u>1,103</u>	<u>(1,799)</u>	<u>(696)</u>	<u>1</u>	<u>—</u>		<u>(695)</u>
Earnings (Loss) Before Non-controlling Interest	<u>(729)</u>	<u>4,546</u>	<u>3,817</u>	<u>856</u>	<u>(1,673)</u>		<u>3,000</u>
Non-controlling interest	—	1,364	1,364	—	(446)	(g)	918
Net Earnings (Loss)	<u>\$ (729)</u>	<u>\$ 3,182</u>	<u>\$ 2,453</u>	<u>\$ 856</u>	<u>\$(1,227)</u>		<u>\$ 2,082</u>
Net Earnings per Unit — Basic	\$ —	\$ 0.40	\$ —	\$ —	\$ —		\$ 0.20
Weighted Average Number of Units	<u>—</u>	<u>7,990,230</u>	<u>—</u>	<u>—</u>	<u>—</u>		<u>10,440,440</u>
Net Earnings per Unit — Diluted	\$ —	\$ 0.40	\$ —	\$ —	\$ —		\$ 0.20
Weighted Average Number of Units	<u>—</u>	<u>11,420,248</u>	<u>—</u>	<u>—</u>	<u>—</u>		<u>15,049,092</u>

ALTUS GROUP INCOME FUND
NOTES TO PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2005 (Unaudited — see Compilation Report)
(Expressed in Thousands of Dollars Except for Fund Units)

1. THE FUND

Altus Group Income Fund (“Fund”) is an unincorporated, open-ended, limited purpose trust established under the laws of the Province of Ontario that indirectly owns Class A partnership units in Altus Group Limited Partnership (“Altus LP”), representing approximately 70% of the outstanding limited partnership Units of Altus LP, and all of the outstanding shares of Altus Group General partner Corporation (“Altus GP”). The remaining Class B limited partnership Units of Altus LP are held by the former owners of businesses previously acquired and certain employees.

The Fund owns all the issued and outstanding units and notes of the Altus Operating Trust (“Trust”).

The Trust is an unincorporated, open-ended, limited purpose trust established under the laws of the Province of Ontario. The Trust was created to acquire and hold LP units of Altus LP.

Altus LP is a limited partnership formed under the laws of the Province of Manitoba. Altus GP is the general partner of Altus LP. Altus LP holds all the shares of Altus Group Limited.

Altus Group Limited was formed under the laws of the Province of Ontario on the amalgamation of Altus Group, Helyar Group and Derbyshire Viceroy Consultants Limited (“Predecessor Entities”).

The Class B limited partnership units of Altus LP are exchangeable into Units of the Fund on a one for one basis, subject to adjustment, commencing no earlier than December 31, 2007, in respect of those held by certain employees, and December 31, 2010, in respect of those held by former owners of businesses previously acquired. In addition, the former owners and certain employees of the businesses previously acquired together hold Special Voting Units of the Fund, one for each Class B limited partnership unit of Altus LP. These Special Voting Units are the only Special Voting Units currently outstanding. Each Special Voting Unit will be cancelled upon the exchange of a Class B limited partnership unit of Altus LP.

At December 31, 2005, there were 8,037,825 Fund Units issued and outstanding.

At December 31, 2005, there were 3,444,370 Altus LP limited partnership units issued and outstanding.

2. PRO FORMA TRANSACTIONS AND ASSUMPTIONS

The Fund, through Altus LP, and All West Surveys Ltd. (“AWS”), together with the shareholders of AWS, entered into a combination agreement dated April 24, 2006 pursuant to which Altus LP agreed to form AWS LP and to cause it to acquire and hold substantially all of the assets and conduct the business currently held and conducted by AWS, for total consideration of approximately \$48,000, comprised of approximately \$31,500 in cash, subject to adjustment, and the issuance of 1,178,571 Class B limited partnership units of Altus LP.

3. BASIS OF PRESENTATION

The accompanying pro forma consolidated balance sheet as at December 31, 2005 and the pro forma consolidated statement of earnings (loss) for the period ended December 31, 2005 have been prepared by the management of the Fund in accordance with Canadian generally accepted accounting principles.

The pro forma consolidated financial statements may not be indicative of the results that would have occurred if the offering and business combination had been in effect on the dates indicated or of the financial results that may result in the future.

The pro forma consolidated balance sheet as at December 31, 2005 has been prepared from the audited consolidated balance sheet of the Fund as at December 31, 2005 and the audited consolidated balance sheet of AWS as at December 31, 2005 including the adjustments and assumptions outlined below.

The pro forma consolidated statement of earnings (loss) has been prepared from the combined statements of earnings of the Fund and its Predecessor Entities for the period January 1 to December 31, 2005, based on the audited consolidated statement of earnings of the Fund for the period May 19 to December 31, 2005 and the combined unaudited statement of loss of the Predecessor Entities for the period January 1 to May 18, 2005, and the audited consolidated statement of income of AWS for the year ended December 31, 2005, including the adjustments and assumptions outlined below.

The accounting policies used in the preparation of the pro forma financial statements are those disclosed in the audited consolidated financial statements of the Fund and the audited consolidated financial statements of AWS.

The pro forma consolidated financial statements should be read in conjunction with the audited consolidated statements of the Fund and the audited consolidated statements of AWS located elsewhere in this prospectus.

ALTUS GROUP INCOME FUND

NOTES TO PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**December 31, 2005 (Unaudited — see Compilation Report)
(Expressed in Thousands of Dollars Except for Fund Units)**

4. PRO FORMA CONSOLIDATED BALANCE SHEET AND PRO FORMA CONSOLIDATED STATEMENT OF EARNINGS (LOSS) OF THE FUND

The pro forma consolidated balance sheet of the Fund as at December 31, 2005 has been prepared from the audited consolidated balance sheet of the Fund as at December 31, 2005 and the audited consolidated balance sheet of AWS as at December 31, 2005 and has been prepared as if the proposed transactions had occurred on December 31, 2005.

The pro forma consolidated statement of earnings (loss) of the Fund has been prepared from the unaudited combined statement of loss of the Predecessor Entities, the audited consolidated statement of earnings of the Fund for the period May 19 to December 31, 2005 and the consolidated statement of income of AWS for the year ended December 31, 2005. The pro forma consolidated statement of earnings (loss) has been prepared as if the proposed transactions had occurred on January 1, 2005.

- (a) The Fund will issue approximately 2,450,000 units pursuant to a public offering for net proceeds of \$33,330 after deducting estimated expenses of the Offering and underwriting fees of \$2,807. The Fund will use the proceeds of the Offering to invest in Units and Notes of the Trust. The Trust will in turn invest in Class A “common” units of Altus LP.
- (b) Altus LP will obtain an increase to its credit facility from \$17,000 to \$35,000, of which \$10,000 will be drawn on closing of the anticipated transaction. An interest rate of 6% has been applied on the term loan in preparing the pro forma consolidated statement of earnings (loss). The estimated cost of arranging the increased credit facility of \$80 will be deferred and amortized over a period of 5 years. The pro forma consolidated statement of earnings (loss) for the year ended December 31, 2005 reflects amortization of \$16, which has been included in interest expense. The pro forma consolidated statement of earnings (loss) for the year ended December 31, 2005 reflects incremental interest of \$600 as a result of the term loan.
- (c) Altus LP, using funds received from the Trust and the term loan, will directly invest in 100% of the Class A partnership units of AWS LP. The acquisition will be accounted for using the purchase method of accounting with the purchase price being allocated to the fair value of the acquired assets and liabilities as follows:

Net assets acquired before non-controlling interest:

Working capital	\$ 9,500
Capital assets	6,198
Intangible assets	7,030
Goodwill	29,972
Bank indebtedness, repaid upon closing	(947)
Accounts payable and accrued liabilities, repaid upon closing	(2,553)

Consideration:

Cash	31,500
Class B limited partnership units of LP	16,500
Acquisition costs	1,200

The Fund engaged an independent valuator who prepared a valuation of the intangible assets acquired on the acquisition and which are disclosed on the proforma consolidated balance sheet as at December 31, 2005. The intangibles will be amortized over their estimated lives, which will impact earnings from operations, but will not have an impact on cash flows from operations.

The Fund expects to complete the full allocation of the purchase price prior to the completion of the audit of the financial statements for the Fund for its year ended December 31, 2006.

- (d) All West Surveys Ltd. will retain certain assets and liabilities as follows:
 - Future income tax assets of \$144, Accounts payable and accrued liabilities of \$5,075, Income taxes payable of \$6, Due to shareholders of \$1,571, Current portion of long-term debt of \$1,757 and Long-term debt of \$401. Accordingly, the pro forma consolidated statement of earnings (loss) for the year ended December 31, 2005 reflects a decrease in interest expense of \$322.
- (e) The pro forma consolidated statement of earnings (loss) for the year ended December 31, 2005 reflects amortization expense of \$1,117 relating to new intangible assets on a straight-line basis over two to five years.
- (f) The pro forma consolidated statement of earnings (loss) for the year ended December 31, 2005 reflects amortization expense of \$12 on the \$294 increase in the value of buildings on a 4% declining balance basis.
- (g) The pro forma consolidated statement of earnings (loss) for the year ended December 31, 2005 reflects non-controlling interest of \$918 relating to the Class B limited partnership unitholders’ share of the earnings for the year ended December 31, 2005.

ALTUS GROUP INCOME FUND
NOTES TO PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS (Continued)
December 31, 2005 (Unaudited — see Compilation Report)
(Expressed in Thousands of Dollars Except for Fund Units)

- 4. PRO FORMA CONSOLIDATED BALANCE SHEET AND PRO FORMA CONSOLIDATED STATEMENT OF EARNINGS (LOSS) OF THE FUND (Continued)**
- (h) The pro forma consolidated balance sheet at December 31, 2005 reflects a reduction of the share of ownership indirectly held by the Fund in Altus LP due to the issuance of additional Class B Altus LP units reflected by the increase of non-controlling interest of \$689.
 - (i) The pro forma consolidated statement of earnings (loss) for the year ended December 31, 2005 reflects the estimated incremental general and administrative expenses of \$250 relating to the continuing costs that the Fund is expected to incur.

AUDITORS' REPORT

To the Directors of
All West Surveys Ltd.

We have audited the consolidated balance sheets of All West Surveys Ltd. as at December 31, 2005 and 2004, and the consolidated statements of retained earnings, income and cash flow for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2005 and 2004, and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

(Signed) DELOITTE & TOUCHE LLP
Chartered Accountants

March 17, 2006 (except as to Note 14(b)
which is at May 5, 2006)

ALL WEST SURVEYS LTD.
CONSOLIDATED BALANCE SHEET
As at December 31, 2005

	2005	2004
ASSETS		
CURRENT		
Accounts receivable — net of allowance for doubtful accounts	\$ 6,108,121	\$ 4,782,551
Work in progress	3,591,385	2,901,548
Prepaid expenses and deposits	158,658	115,282
	9,858,164	7,799,381
PROPERTY, PLANT AND EQUIPMENT (Note 4)	5,528,951	3,541,576
INVESTMENT IN NOGHA GEOMATICS LTD. (Note 5)	49	5,049
FUTURE INCOME TAX ASSET (Note 9)	143,649	71,440
	\$15,530,813	\$11,417,446
LIABILITIES		
CURRENT		
Bank indebtedness (Note 6)	\$ 947,043	\$ 1,021,628
Accounts payable and accrued liabilities	1,164,205	549,499
Wage and related accruals	557,678	372,472
Goods and services tax payable	189,352	98,275
Income taxes payable	5,921	9,894
Employee bonuses payable	6,075,000	5,420,000
Current portion of long-term debt (Note 7)	1,757,017	541,695
Due to shareholders (Note 8)	1,570,721	1,178,137
	12,266,937	9,191,600
LONG-TERM DEBT (Note 7)	400,497	204,684
	12,667,434	9,396,284
SHAREHOLDERS' EQUITY		
Share capital (Note 10)	750,147	750,090
Retained earnings	2,113,232	1,271,072
	2,863,379	2,021,162
	\$15,530,813	\$11,417,446

APPROVED BY THE BOARD

“Albert Sharp”
 Director

“Daniel Lachance”
 Director

ALL WEST SURVEYS LTD.
CONSOLIDATED STATEMENT OF RETAINED EARNINGS
Years ended December 31, 2005

	2005	2004
RETAINED EARNINGS, BEGINNING OF YEAR	\$1,271,072	\$1,480,879
NET INCOME (LOSS) FOR THE YEAR	856,160	(209,807)
	2,127,232	1,271,072
CAPITAL DIVIDENDS PAID	(14,000)	—
RETAINED EARNINGS, END OF YEAR	\$2,113,232	\$1,271,072

ALL WEST SURVEYS LTD.
CONSOLIDATED STATEMENT OF INCOME
Years ended December 31, 2005

	2005	2004
REVENUE	\$29,202,014	\$23,754,314
COST OF SALES		
Wages	10,099,245	8,255,039
Transportation	1,847,043	1,215,317
Equipment rental	1,617,963	1,183,034
Subsistence	1,189,477	854,524
Employee benefits	1,149,310	946,003
Drafting and computing supplies	846,185	879,887
Amortization of field equipment	827,344	573,967
Repairs, maintenance and supplies	559,084	592,268
Communications	291,126	200,334
Contracted field services	199,507	238,486
Insurance	154,682	125,583
Drafting and computing license lease	128,621	79,572
	18,909,587	15,144,014
GROSS PROFIT	10,292,427	8,610,300
EXPENSES — Schedule	9,846,095	8,236,286
INCOME FROM OPERATIONS	446,332	374,014
OTHER INCOME (EXPENSES)		
Life insurance proceeds	496,830	—
Management fees from Nogha Geomatics	—	16,750
Administrative fees from Nogha Geomatics	—	4,700
Writedown of property, plant and equipment (Note 2)	—	(590,958)
Loss on disposal of property, plant and equipment	(86,445)	(18,668)
	410,385	(588,176)
INCOME (LOSS) BEFORE INCOME TAXES	856,717	(214,162)
INCOME TAXES (RECOVERED)		
Current (Note 9)	72,766	77,973
Future (recovery) (Note 9)	(72,209)	(82,328)
	557	(4,355)
NET INCOME (LOSS) FOR THE YEAR	\$ 856,160	\$ (209,807)

ALL WEST SURVEYS LTD.
CONSOLIDATED STATEMENT OF CASH FLOW
Years ended December 31, 2005

	2005	2004
NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES		
OPERATING		
Net income (loss)	\$ 856,160	\$ (209,807)
Items not affecting cash		
Amortization	949,177	628,958
Writedown of property, plant and equipment	—	590,958
Loss on disposal of property, plant and equipment	86,445	18,668
Future income tax recovery	(72,209)	(82,328)
	1,819,573	946,449
Changes in non-cash working capital		
Accounts receivable — net of allowance for doubtful accounts	(1,325,570)	(1,005,511)
Work in progress	(689,837)	(164,839)
Prepaid expenses and deposits	(43,376)	(74,670)
Accounts payable and accrued liabilities	614,706	121,816
Wage and related accruals	185,206	82,616
Goods and services tax payable	91,077	4,801
Income taxes payable	(3,973)	(28,515)
Employee bonuses payable	655,000	2,345,000
	(516,767)	1,280,698
Cash flow from operating activities	1,302,806	2,227,147
INVESTING ACTIVITIES		
Additions to property, plant and equipment	(3,094,733)	(2,298,215)
Proceeds on disposal of property, plant and equipment	71,736	14,650
Investment in Nogha Geomatics Ltd.	5,000	(5,012)
	(3,017,997)	(2,288,577)
FINANCING ACTIVITIES		
Dividends paid	(14,000)	—
Advances to shareholders	(174,908)	—
Advances from shareholders	567,492	93,757
Proceeds from long-term debt	1,711,294	214,319
Repayment of long-term debt	(300,159)	(219,494)
Issuance of shares from treasury	57	232,890
	1,789,776	321,472
INCREASE IN CASH FLOW	74,585	260,042
DEFICIENCY, BEGINNING OF YEAR	(1,021,628)	(1,281,670)
DEFICIENCY, END OF YEAR	\$ (947,043)	\$(1,021,628)
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Amount of interest paid in the year	\$ 220,713	\$ 163,195
Amount of income taxes paid in the year	\$ 76,771	\$ 107,526

ALL WEST SURVEYS LTD
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31

1. DESCRIPTION OF BUSINESS

All West Surveys Ltd. (the "Company") is incorporated under the Alberta Business Corporations Act. The Company provides geomatic services and specializes in oilfield surveys in remote areas with experience in control surveys.

2. SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

The consolidated financial statements include the accounts of All West Surveys, its subsidiaries and its joint venture to the extent of the Company's interest in their respective assets, liabilities, revenues and expenses. All significant intercompany accounts and transactions have been eliminated on consolidation.

Work-in-progress

Work-in-progress is recorded at the billable portion of fees and expenses, based upon the amount of billable hours worked on the contract at the end of the year.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated amortization. Amortization is provided at various rates designated to amortize the assets over their estimated useful lives. The amortization rates are as follows:

Buildings	4% declining balance
Parking lot	8% declining balance
Office equipment	20% declining balance
Automotive	30% declining balance
Field equipment	35% declining balance
Computer equipment	45% declining balance
Computer software	50% declining balance
Electronic equipment	3 years straight-line
Leasehold improvements	5 years straight-line

In the year of purchase, property, plant and equipment are amortized at one-half of their annual rate. The Company regularly reviews its equipment and scraps those items that are not of any economic value. In 2004, the Company conducted an extensive review of its capital assets and determined that, due to technological advances, a significant portion of its computer, office and field equipment had no economic value remaining. This resulted in removing \$593,790 of net book value from the books of the Company. Of this amount, \$448,202 relates to the field equipment. As a result of this review, the rate of depreciation on the field equipment has been amended effective for 2004 to 35% from 20% to reflect the approximate four-year economic life for that class of asset. The change in estimate has been applied prospectively to reflect the change in estimated useful life.

In 2005, the Company increased its rate of amortization on computers to 45%. The change in estimate has been applied prospectively to reflect the change in estimated useful life.

In the current year, the Company started construction of an office in Lloydminster, Alberta. Costs in the amount of \$215,546 were incurred on this addition in the current year. As the property was not available for use in 2005, no amortization has been recorded on the addition. (See Note 11)

Investment

The Company's 10% investment in Nogha Geomatics Ltd. is recorded at cost.

Future income taxes

Income taxes are accounted for using the asset and liability method of accounting. Under the asset and liability method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment.

ALL WEST SURVEYS LTD
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
Years Ended December 31

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Bank indebtedness

Bank indebtedness is comprised of cheques written in excess of bank balance and amounts drawn on a line of credit.

Revenue recognition

The Company recognizes revenues on an hourly basis as work is performed on contracted engagements. Losses are recognized in the accounts in the period identified.

Pension plans

Employees and directors of the Company participate in one of three defined contribution registered retirement plans ("Plans") the Company sponsors. The assets of the Plan are held in trust and administered by the Plan Trustees. The Company's net expense relating to the defined contribution registered retirement plans was \$202,319 (2004 — \$162,043), an amount equal to the total company contributions to the Plans, which fulfilled its required obligations.

Measurement uncertainty and use of estimates

The preparation of the financial statements in conformity with Canadian generally accepted principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. By the nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future periods could be significant. Significant areas requiring the use of management's estimates include the collectible amounts of accounts receivable and work-in-progress, useful life of property, plant and equipment, future income taxes recoverable, the amount of accrued liabilities and wage and related accruals.

3. FINANCIAL INSTRUMENTS

Fair value

The fair value of cash, accounts receivables, temporary investments, bank indebtedness, accounts payable, accrued liabilities, amounts due to related parties and long-term debt approximate their carrying values due to the short period maturity.

The fair value of investment in Nogha Geomatics Ltd. and long-term debt, comprised of conditional sales agreements, approximates carrying value.

Credit risk and economic dependence

During 2005, the Company earned approximately 41.6% (2004 — 56.0%) from three customers. Historically, the Company has not experienced losses related to trade receivables from individual customers or groups of customers.

Interest rate risk

The Company is exposed to interest rate cash flow risk to the extent the rate of interest on the loans varies with the prime rate.

ALL WEST SURVEYS LTD
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
Years Ended December 31

4. PROPERTY, PLANT AND EQUIPMENT

	2005		
	Cost	Accumulated Amortization	Net Book Value
Land	\$ 251,673	\$ —	\$ 251,673
Buildings	2,726,800	109,963	2,616,837
Parking lot	112,570	10,534	102,036
Office equipment	237,636	61,683	175,953
Automotive	1,278,498	348,354	930,144
Field equipment	1,790,023	758,107	1,031,916
Computer equipment	657,844	315,656	342,188
Computer software	172,662	108,912	63,750
Electronic equipment	—	—	—
Leasehold improvements	16,060	1,606	14,454
	<u>\$7,243,766</u>	<u>\$1,714,815</u>	<u>\$5,528,951</u>

	2004		
	Cost	Accumulated Amortization	Net Book Value
Land	\$ 251,673	\$ —	\$ 251,673
Building	1,535,672	30,234	1,505,438
Parking area	85,850	2,823	83,027
Office equipment	165,743	40,081	125,663
Automotive	742,912	311,928	430,984
Field equipment	1,138,867	404,392	734,475
Computer equipment	505,843	195,252	310,591
Computer software	384,266	288,247	96,019
Electronic equipment	203,257	199,551	3,706
	<u>\$5,014,083</u>	<u>\$1,472,508</u>	<u>\$3,541,576</u>

5. INVESTMENT IN NOGHA GEOMATICS LTD.

	2005	2004
Nogha Geomatics — 49 Class A voting common shares	\$49	\$ 49
Advances	—	5,000
	<u>\$49</u>	<u>\$5,049</u>

The Company holds a 10% share of Nogha Geomatics Ltd. consisting of 49 Class A voting common shares.

Advances have no fixed terms of repayment.

6. BANK INDEBTEDNESS

	2005	2004
Reconciled bank overdraft	\$ 12,043	\$ 26,628
Line of credit	935,000	995,000
	<u>\$947,043</u>	<u>\$1,021,628</u>

ALL WEST SURVEYS LTD
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
Years Ended December 31

6. BANK INDEBTEDNESS (Continued)

The Toronto-Dominion Bank operating line of credit has an authorized maximum of \$2,500,000 at year end bearing interest at prime. The line of credit and the demand loans described in Note 7 are subject to the covenants described in Note 7 and are secured by the following:

- (a) A General Security Agreement covering all present and after-acquired personal property;
- (b) An All Purpose Collateral Mortgage in the amount of \$1,275,000 in first position over land and building located at 17327 106A Avenue, Edmonton, Alberta, and legally described as Plan #7621205, Block 5, Lot 4 (as at year end, the net book value of this property was \$1,701,510);
- (c) Evidence of Fire Insurance on the property with the Bank as first loss payees; and
- (d) Assignment of Rents and Leases registered via caveat.

7. LONG-TERM DEBT

	2005	2004
TD Bank loan repayable at \$19,879 per month plus interest at prime. For security on this loan see Note 6.	\$1,124,496	\$ —
TD Bank demand mortgage repayable at \$3,333 per month plus interest at prime. For security on this loan see Note 6.	313,333	353,333
TD Bank loan repayable at \$2,162 per month plus interest at prime. For security on this loan see Note 6.	28,112	51,898
TD Bank loan is repayable at \$934 per month plus interest at prime. For security on this loan see Note 6.	7,969	16,734
Conditional sales agreements repayable at \$27,802 per month including interest at rates ranging from 0% to 1.9%. The agreements are secured by specific automotive equipment with an aggregate net book value of approximately \$656,424.	683,604	324,414
	2,157,514	746,379
Principal due within one year	1,757,017	541,695
	\$ 400,497	\$ 204,684
Principal repayment terms are approximately:		
2006		\$1,757,017
2007		270,195
2008		122,888
2009		7,414
		\$2,157,514

The Company is required to maintain a current ratio (the bank has agreed that only 67% of the year-end Employee Bonuses Payable on the balance sheet will be considered as a current liability for purposes of this calculation) of 1.35 (at year-end it was 1.31; 2004 — 1.32) and a Debt Service Coverage ration of 125% to be tested annually. This Debt Service Coverage is calculated by dividing the income before interest and taxes plus 33% of the Employee Bonuses Payable by the sum of the annual principal and interest payments. The terms of the loan arrangement are renegotiated annually.

As at December 31, 2005 and 2004, the Company has violated the current ratio with a 1.31 (2004 — 1.32) actual versus a covenant of 1.35. The long-term debt of \$1,473,910 (2004 — \$421,965) has been classified as current as it is due on demand and the Company has not maintained the required current ratio.

8. SHAREHOLDERS' LOAN AND RELATED PARTY TRANSACTIONS

Loans owing to shareholders bear interest at 12% paid monthly are secured by a General Security Agreement and have no fixed terms of repayment. Interest expense in the year amounted to \$173,921 (2004 — \$135,755).

ALL WEST SURVEYS LTD
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
Years Ended December 31

8. SHAREHOLDERS' LOAN AND RELATED PARTY TRANSACTIONS (Continued)

The secured shareholders' loans have been classified as current debt since the shareholders have not waived the right to demand repayments.

9. INCOME TAXES

The Company's statutory tax rate is 33.74% (2004 — 34.62%).

The following table reconciles income taxes calculated at a combined Canadian federal/provincial income tax rate with income tax expense in the consolidated financial statements.

	2005	2004
Net earnings (loss) before income taxes	<u>\$ 856,717</u>	<u>\$(214,162)</u>
Income tax expense (recovery) at a combined rate of 33.74% (2004 — 34.62%)	289,056	(74,143)
Increase (decrease) in taxes resulting from:		
Non-deductible expenses	17,960	35,592
Non-taxable portion of life insurance proceeds	(167,630)	—
(Decrease) increase due to small business tax rate	(63,543)	34,266
Change in tax rate used to recognize future tax assets	(75,445)	—
Other	159	(70)
	<u>\$ 557</u>	<u>\$ (4,355)</u>

The components of future income tax balances are as follows:

	2005	2004
Future income tax assets		
Book amortization in excess of tax amortization	<u>\$143,649</u>	<u>\$71,440</u>

10. SHARE CAPITAL

	2005	2004
Authorized		
Unlimited number of Class A voting common shares		
Unlimited number of Class B, Class C and Class D non-voting common shares without par value		
Unlimited number of Class E non-voting common shares unless no Class A voting common shares issued and outstanding without par value		
Issued		
39,536 (2004 — 39,535) Class A voting common shares	<u>\$750,147</u>	<u>\$750,090</u>

During the year, 1 (2004 — 3,500) Class A common share was issued for cash consideration from treasury at a price of \$57.00 (2004 — \$66.54) per share.

11. LEASE AND OTHER COMMITMENTS

The Company is committed to a building lease with Dome Britannia Properties Inc. for its Calgary location. The lease provides for minimum lease payments of \$12,929 per month plus operating costs and GST until June 30, 2009.

The Company is committed to two vehicle leases. Lease payments are \$747 and \$731 per month plus GST. One lease runs until April 30, 2006, and the final lease runs until June 30, 2006.

The Company is also committed to constructing a building in Lloydminster, Alberta. The amount remaining under the construction contract as at year end is approximately \$181,000 plus GST. As of December 31, 2005, the costs incurred to date on this project were \$215,546.

ALL WEST SURVEYS LTD
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
Years Ended December 31

11. LEASE AND OTHER COMMITMENTS (Continued)

Future minimum lease and other committed payments are as follows:

2006	\$343,522
2007	155,148
2008	155,148
2009	<u>77,574</u>
	<u>\$731,392</u>

12. JOINT VENTURE

On April 18, 2005, the Company entered into a joint venture with 9153-9593 Quebec Inc. to form All West Scanning. The Company's share of the joint venture is 51%. The Company provides accounting functions as well as minor geomatic services as required.

The following amounts included in the consolidated financial statements represent the Company's share in joint ventures.

ASSETS

Cash	\$23,389
Accounts receivable	7,758
Fixed assets	<u>67,779</u>
	<u>\$98,926</u>

LIABILITIES AND EQUITY

Equity	<u>\$98,926</u>
Revenue	<u>\$17,610</u>
Cost of sales	<u>\$ 9,609</u>
Expenses	<u>\$28,925</u>

13. CONTINGENCIES

In February 2005, an employee of the Company was fatally wounded while working on a land survey. The Alberta Health and Safety Board is currently assessing the incident and has two years from the date of the accident to determine if any fines are to be levied. The range of the liability is anywhere from nil to \$500,000. Currently, no provision has been recorded as the fine is not readily determinable.

14. SUBSEQUENT EVENTS

- (a) Subsequent to year end, Nogha Enterprise informed the Company of the dissolution of Nogha Geomatics Ltd.
Subsequent to year end, the available limit on the operating line of credit has been increased to \$3,500,000.
- (b) Subsequent to year end, substantially all of the assets, net of liabilities and including the business operations, have been effectively sold to a subsidiary of a publicly traded entity.
Subsequent to year end, the Company terminated the joint venture agreement with 9153-9593 Quebec Inc. and ceased operations of All West Scanning.

15. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current year's presentation.

CERTIFICATE OF THE FUND

Dated: May 8, 2006

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces and territories of Canada. For the purpose of the Province of Québec, this simplified prospectus, together with documents incorporated herein by reference and as supplemented by the permanent information record, contains no misrepresentation that is likely to affect the value or the market price of the securities to be distributed.

ALTUS GROUP INCOME FUND

By: (Signed) GARY YEOMAN
Chief Executive Officer

By: (Signed) DALE LAWR
Chief Financial Officer

On Behalf of the Board of Trustees:

By: (Signed) HARVEY NAGLIE

By: (Signed) ERIC SLAVENS

CERTIFICATE OF THE UNDERWRITERS

Dated: May 8, 2006

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces and territories of Canada. For the purpose of the Province of Québec, this simplified prospectus, together with documents incorporated herein by reference and as supplemented by the permanent information record, contains no misrepresentation that is likely to affect the value or the market price of the securities to be distributed.

CANACCORD CAPITAL CORPORATION

BMO NESBITT BURNS INC.

By: (Signed) ROBERT P. CHALMERS

By: (Signed) HAROLD M. WOLKIN

RBC DOMINION SECURITIES INC.

SPROTT SECURITIES INC.

By: (Signed) RICHARD N. MATHESON

By: (Signed) MICHAEL P. MCCLOSKEY



Altus Group

Income Fund