

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS OF
[NAME OF CORPORATION]**

(the "Corporation")

NOTICE is hereby given that a special meeting of shareholders of [NAME OF CORPORATION] will be held at [address at which meeting will be held] on the ____ day of _____, _____ to consider and, if thought advisable, to pass a special resolution approving the amalgamation of the Corporation and [name of 2nd amalgamating corporation], and authorizing the Corporation to enter into and adopt the said Amalgamation Agreement, and to transact such other business as may properly be brought before the meeting or any adjournment thereof.

A dissenting shareholder is entitled to be paid the fair value of his shares in accordance with section 185 of the *Ontario Business Corporations Act*.

The holders of each share of the corporation have the right to vote in respect of the amalgamation, whether or not such share otherwise carries the right to vote. Shareholders who are unable to attend the meeting in person may vote by proxy.

DATED _____, _____.

BY ORDER OF THE BOARD.

[NAME], Secretary

CONSENT and WAIVER

I hereby consent to abridging the time for service of the above Notice of Special Meeting of Shareholders and I hereby waive entitlement to any further or other notice.

[SHAREHOLDER]

**SPECIAL RESOLUTION OF
[NAME OF CORPORATION]**

(the "Corporation")
authorizing its amalgamation with
[NAME OF 2ND AMALGAMATING CORPORATION]
under the *Ontario Business Corporations Act*

RESOLVED as a special resolution that:

1. The amalgamation of the Corporation and [name of 2nd amalgamating corporation] in accordance with the terms of the Amalgamation Agreement dated as of [date of amalgamation agreement] between the Corporation and [name of 2nd amalgamating corporation] which was submitted to the meeting be and the same is hereby approved;
2. The Corporation be and it is hereby authorized to enter into and adopt the said Amalgamation Agreement; and
3. The directors and proper officers of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.