

_____ (*insert legal name of corporation*)
I N F O R M A T I O N C I R C U L A R

SOLICITATION OF PROXIES

THIS INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH SOLICITATION BY THE MANAGEMENT OF _____ (*insert legal name of corporation*) ("the Corporation") of Proxies to be used at a Special Meeting of Shareholders of the Corporation to be held at the time and place and for the purposes set forth in the enclosed Notice of Meeting. The information contained herein is given as of the ___ day of _____, _____, except as otherwise noted. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally or by telephone by employees of the Corporation or by persons retained by the Corporation for that purpose. The total costs of solicitation will be borne by the Corporation.

REVOCACTION OF PROXIES

Any shareholder who has given a Proxy may revoke it either by:

- (a) Depositing an instrument in writing executed by him or by his attorney, authorized in writing, at the registered office of the Corporation, _____ (*insert address of registered office*) at any time up to and including the last business day preceding the day of the meeting, or an adjournment of that meeting, at which the proxy is to be used, or with the chairman of the meeting on the day of the meeting or an adjournment of the meeting; or
- (b) In any other manner permitted by law.

MANNER OF VOTING PROXIES

The shares represented by any proxy in favour of management nominees will be voted or withheld from voting in accordance with any specification made on the form of proxy. IN THE ABSENCE OF SUCH DIRECTION, SUCH SHARES WILL BE VOTED IN FAVOUR OF THE MATTERS SET OUT HEREIN.

At the time of the printing of this Information Circular, management knows of no matters to come before the meeting of the shareholders other than the matters referred to in the Notice of Meeting. If any matters which are not now known should properly come before the meeting or if amendments or variations to the matters referred to in the Notice of Meeting are presented for action at the meeting, the proxy will be voted on such matters, amendments and variations in accordance with the best judgment of the person voting the proxy, which confers such discretionary authority.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

In accordance with the provisions of the Business Corporations Act of _____ (*insert province*) (the "Act"), the Corporation will prepare lists of the holders of its voting shares as of the close of business on _____ (*insert date*) (the "Record Date"). A shareholder named on the list of holders of voting shares prepared for the meeting will be entitled to vote the shares shown opposite his name at the meeting except to the extent that:

THIS IS A 2-PAGE DOCUMENT.