

[NAME OF CORPORATION]
NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To the Shareholders:

NOTICE is hereby given that a Special Meeting of Shareholders (the "Meeting") of [NAME OF CORPORATION] (the "Corporation") will be held at _____ on _____, at the hour of _____ a.m./p.m. for the following purposes:

1. (details of specific business to be transacted)
2. to transact such other business as may properly be brought before the Meeting, or any adjournment or adjournments thereof.

Only shareholders of record at the close of business on _____ will be entitled to receive notice of and to vote at the Meeting; provided that to the extent such a shareholder transfers the ownership of any of its shares after that date and the transferee of those shares establishes that it owns such shares and demands not later than ten (10) days before the Meeting that its name be included in the shareholders' list, such transferee shall be entitled to vote such shares at the Meeting.

Shareholders who are unable to attend the Meeting are requested to date, sign and return the enclosed form of proxy in the envelope herewith provided for that purpose to the Corporation.

Dated at _____, _____ this _____ day of _____, _____.

By order of the directors of
[NAME OF CORPORATION]

_____, President

[NAME OF CORPORATION]
INFORMATION CIRCULAR

SOLICITATION OF PROXIES

THIS INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH SOLICITATION BY THE MANAGEMENT OF [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 _____ 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, _____ 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* (the “Act”), the Corporation will prepare lists of the holders of its voting shares as of the close of business on _____ (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 AN 8-PAGE PACKAGE.