

_____ (*INSERT NAME OF CORPORATION*)

NOTICE OF ANNUAL [AND SPECIAL] MEETING

AND

MANAGEMENT PROXY CIRCULAR

WITH RESPECT TO THE

ANNUAL [AND SPECIAL] MEETING OF SHAREHOLDERS

TO BE HELD _____ (*INSERT DATE*)

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_____ (insert legal name of corporation)

**Instrument of Proxy
For the Annual and Special Meeting of Shareholders**

The undersigned Shareholder of _____ (insert legal name of corporation) (the "Corporation") hereby appoints _____ (insert name of Chairperson) of _____ (insert city, province) Chairperson of the Board of Directors of the Corporation or, failing him/her, _____ (insert name of Chief Executive Officer) of _____ (insert city, province) the Chief Executive Officer and a director of the Corporation, or instead of either of the foregoing, _____ (insert name) as proxyholder of the undersigned, with full power of substitution, to attend and act and vote for and on behalf of the undersigned at the annual and special meeting of the shareholders of the Corporation (the "Meeting"). to be held on the ___ day of _____, _____, and at any adjournment thereof, and on every ballot that may take place in consequence thereof to the same extent and with the same powers as if the undersigned were personally present at the Meeting with authority to vote at the said proxyholder's discretion, except as otherwise specified below.

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the shares represented by this Instrument of Proxy in the following manner:

1. FOR or WITHHOLD FROM VOTING FOR the election of the directors for the ensuing year;
2. FOR or WITHHOLD FROM VOTING FOR the appointment of the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration as such;
3. FOR or AGAINST (insert the ordinary/special resolution approving/ratifying (insert details) as more particularly described in the Information Circular);