

_____ (*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*)

_____ (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);
4. at the discretion of the said proxyholder, upon any permitted amendment or variation of the above matters or any other matter that may be properly brought before the Meeting or any adjournment thereof in such manner as such proxy, in such proxyholder's sole judgment, may determine.

This Instrument of Proxy is solicited on behalf of the management of the Corporation. The shares represented by this Instrument of Proxy will be voted and, where the Shareholder has specified a choice with respect to the above matters, will be voted as directed above or, if no direction is given, will be voted in favour of the above matters.

Each Shareholder has the right to appoint a proxyholder, other than the persons designated above, who need not be a Shareholder, to attend and to act for such Shareholder and on such Shareholder's behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

THE UNDERSIGNED HEREBY REVOKES ANY PROXIES HERETOFORE GIVEN.

Dated this _____ day of _____, _____.

(signature of Shareholder)

(print name of Shareholder)

(number of common shares being voted)

If you have any questions or require any assistance in completing this Instrument of Proxy, please contact _____ (insert name of Chairperson), Chairperson of the Corporation at:

(insert contact details)

NOTES ON COMPLETING THIS INSTRUMENT OF PROXY:

1. If the Shareholder is a corporation, its corporate seal must be affixed or it must be signed by a duly authorized officer or attorney.
2. This instrument of proxy must be dated and the signature hereon should be exactly the same as the name in which the shares are registered. If the Instrument of Proxy is not dated in the above space, it is deemed to bear the date on which it is mailed by the person making the solicitation.
3. Persons signing as executors, administrators, trustees, etc. should indicate the capacity in which they are signing and give their full title as such.
4. This Instrument of Proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and delivered to the attention of the Secretary of the Corporation, _____ *(insert address including province & postal code)* not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment thereof. A proxy is valid only at the meeting in respect of which it is given or any adjournment of that meeting.

_____ (insert legal name of corporation)

RETURN CARD

_____ (insert legal name of corporation) (the "Corporation"), in keeping with its policy on Shareholder Communication, shall maintain a supplemental mailing list and shall deliver interim financial statements to shareholders on that list. If you wish to be placed on the Corporation's supplemental mailing list, please print your name and address and mail this card to the Corporation's registrar and transfer agent:

_____ (insert legal name of agent), at _____ (insert address including province & postal code)

I WISH TO BE PLACED ON THE CORPORATION'S SUPPLEMENTAL MAILING LIST:

NAME:	
ADDRESS (including postal code):	
DATE:	

THIS IS A 15-PAGE PACKAGE OF FORMS.