



Matrikon

Suite 1800, 10405 Jasper Avenue
Edmonton, AB T5J 3N4

NOTICE OF THE 2001 ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN to the holders of common shares (the "Common Shares") in the capital stock of Matrikon Inc. (the "Corporation") that the 2001 annual general and special meeting (the "Meeting") of Shareholders will be held at the Matrikon Corporate Offices, Main Training Centre, Suite 1800, 10405 Jasper Avenue, Edmonton, Alberta, at the hour of 3:00 p.m. (Edmonton time) on January 24, 2002 to:

1. receive and consider the audited financial statements of the Corporation for the fiscal year ended August 31, 2001 (the "Financial Statements") together with auditors report thereon;
2. elect the directors for the ensuing year;
3. appoint auditors for the ensuing year and authorize the directors to fix their remuneration;
4. confirm the adoption of the by-law made by the Board of Directors for the Corporation;
5. approve the reservation of an additional 1,300,000 Common Shares pursuant to the Corporation's stock option plan and to amend the stock option plan to reflect the total of 3,500,000 Common Shares issuable pursuant to the stock option plan;
6. approve the new employee stock ownership plan and the reservation of 2,200,000 Common Shares under such employee stock ownership plan; and
7. transact such other business as may properly be transacted at the Meeting or any adjournment(s) thereof.

The Financial Statements, together with the auditor's report thereon, form part of the Annual Report of the Corporation, a copy of which accompanies this notice. Details of all matters proposed to be put before the Meeting are set forth in the accompanying proxy Management Information Circular. Holders of record of Common Shares at the close of business on December 17, 2001 will be entitled to vote at the Meeting.

SHAREHOLDERS OF THE CORPORATION WHO ARE UNABLE TO ATTEND THE MEETING IN PERSON ARE REQUESTED TO DATE AND SIGN THE ENCLOSED FORM OF PROXY AND TO MAIL IT TO OR DEPOSIT IT WITH COMPUTERSHARE TRUST COMPANY OF CANADA, CORPORATE SERVICES, 970, CANADIAN WESTERN BANK PLACE, 10303 JASPER AVENUE, EDMONTON, ALBERTA, T5J 3N6. IN ORDER TO BE VALID AND ACTED UPON AT THE MEETING, FORMS OF PROXY MUST BE RETURNED TO THE AFORESAID ADDRESS NO LATER THAN 48 HOURS (EXCLUDING SATURDAYS AND HOLIDAYS) BEFORE THE TIME SET FOR THE HOLDING OF THE MEETING OR ANY ADJOURNMENT THEREOF.

DATED at the City of Edmonton in the Province of Alberta, this 19th day of December, 2001.

BY THE ORDER OF THE BOARD OF DIRECTORS

Per: 

NIZAR J. SOMJI
PRESIDENT AND CHIEF EXECUTIVE OFFICER

