

NOTICE OF SPECIAL MEETING OF MATRIKON SHAREHOLDERS

A special meeting (the “Matrikon Meeting”) of holders (the “Matrikon Shareholders”) of common shares (“Matrikon Shares”) of Matrikon Inc. (“Matrikon”) will be held on Monday, June 28, 2010 at 9:00 a.m. (Edmonton time) at the Matrikon head office at Suite 1800, 10405 Jasper Avenue, Edmonton, Alberta for the following purposes:

1. to consider and, if deemed advisable, to pass a special resolution (the “Amalgamation Resolution”), a copy of which is attached as Appendix B to the management information circular (the “Circular”), approving the amalgamation under the provisions of Section 181 and following of the *Business Corporations Act* (Alberta) (the “Amalgamation”) of Matrikon and 1535758 Alberta Ltd. (“Acquiror”), an indirect wholly-owned subsidiary of Honeywell International Inc. (“Honeywell”), substantially upon the terms and conditions set forth in the amalgamation agreement between Matrikon and Acquiror, a copy of which is attached as Appendix E to the Circular and, in connection with the Amalgamation, approving certain amendments to each of the Matrikon Option Plan, the Matrikon RSU Plan and the Matrikon DSU Plan to facilitate the Amalgamation, as well as a reduction of the stated capital of the Matrikon Shares, on terms provided for in an acquisition agreement among Matrikon, Acquiror and Honeywell, which is incorporated in the Circular by reference in its entirety; and
2. to transact any other business as may properly be brought before the Matrikon Meeting or any adjournment or postponement thereof.

The record date for determination of Matrikon Shareholders entitled to receive notice of and to vote at the Matrikon Meeting is June 1, 2010 (the “Record Date”).

The Matrikon Board unanimously recommends that the Matrikon Shareholders (as defined in the Circular) vote FOR the Amalgamation Resolution. The Amalgamation is described in the Circular, which forms part of this Notice.

Matrikon Shareholders are entitled to vote at the Matrikon Meeting either in person or by proxy. Only the Matrikon Shareholders whose names have been entered in the registers of Matrikon as at the close of business on the Record Date will be entitled to receive notice of and vote at the Matrikon Meeting.

Whether or not you intend to attend the Matrikon Meeting, you should complete, sign, date and return the applicable form of proxy enclosed. To be valid, proxies must be signed, dated and deposited with Matrikon c/o Valiant Trust Company, 600-750 Cambie Street, Vancouver, BC V6B 0A2 (Attention: Proxy Department), or by fax to 604-681-3067 (Attention: Proxy Department). An undated proxy will be deemed to be dated the date it is mailed by management to the Matrikon Shareholder. Proxies may be returned in the enclosed addressed envelope. Proxies must be received prior to 9:00 a.m. (Edmonton time) on June 24, 2010 or, if the Matrikon Meeting is adjourned or postponed, prior to 9:00 a.m. (Edmonton time) on the second Business Day preceding the date to which the Matrikon Meeting is adjourned or postponed. Proxies may also be deposited with the scrutineers at the Matrikon Meeting, to the attention of the Chairman of the Meeting, at any time prior to the commencement of the Matrikon Meeting or any adjournment or postponement thereof. If you require any assistance in completing your proxy, please call Valiant Trust Company, by telephone at 1-866-313-1872 or e-mail your questions to: inquiries@valianttrust.com.

The voting rights attached to the Matrikon Shares represented by a proxy in the form of proxy accompanying the Circular will be voted in accordance with the instructions indicated thereon. **If no instructions are given, the voting rights attached to such Matrikon Shares will be voted FOR the Amalgamation Resolution.**

A Matrikon Shareholder who has given a proxy may revoke it only in the manner set out in the Circular.

If you are a non-registered Matrikon Shareholder who received these materials through your broker or other intermediary you should complete and send the form of proxy or voting instruction form in accordance with the instructions provided by your broker or intermediary.

Registered Matrikon Shareholders have the right to dissent with respect to the Amalgamation and to be paid the fair value of their Matrikon Shares in accordance with the provisions of Section 191 of the *Business Corporations Act* (Alberta) the full text of which is set forth in Appendix C to the Circular. A Matrikon Shareholder's right to dissent is more particularly described in the Circular. Failure to strictly comply with the requirements set forth in Section 191 of the *Business Corporations Act* (Alberta) will result in the loss of any right of dissent.

DATED this 1st day of June, 2010.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Hugh J. Bolton*"
Chairman