

Urbana Corporation Management Information Circular

March 12, 2013

Solicitation of Proxies

This Management Information Circular (the “Circular”) is furnished in connection with the solicitation by management (“Management”) of Urbana Corporation (“Urbana”) of proxies to be used at the annual meeting of shareholders (the “Meeting”) of Urbana to be held on May 8, 2013 at 11:00 a.m. (Toronto time) at the St. Andrew’s Club and Conference Centre, 150 King Street West, 27th Floor, Toronto, Ontario M5H 1J9 and at any adjournment or adjournments thereof. It is expected that the solicitation will be primarily by mail. Management does not contemplate that proxies will be solicited otherwise than by mail; however, the solicitation of proxies may also be made or effected by telephone facsimile and/or in person. The costs of the solicitation will be borne by Urbana.

Who can vote?

Holders of common shares of Urbana (the “Common Shares”) as at the close of business on March 12, 2013 are entitled to vote. Each Common Share entitles the holder thereof to one vote. As of March 12, 2013, Urbana had 10,000,000 Common Shares issued and outstanding. Holders of non-voting Class A shares of Urbana (the “Non-Voting Class A Shares”) may attend the Meeting but are not entitled to vote at meetings of shareholders of Urbana except as provided by law and will not be entitled to vote on any matter at the Meeting.

Exercise of Discretion by Proxies

The Common Shares represented by any proxy received by Management will be voted for, withheld from voting or voted against, as appropriate, by the persons named in the enclosed form of proxy in accordance with the direction of the shareholders appointing them. **In the absence of any direction to the contrary, it is intended that the shares represented by proxies received by Management will be voted on any ballot: (a) “For” the election of the directors referred to in this Circular; and (b) “For” the appointment of Deloitte & Touche LLP as the auditor of Urbana with remuneration to be fixed by the directors of Urbana as described in this Circular.** The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to matters not specifically mentioned in the Notice of Meeting, but which may properly come before the Meeting or any adjournments thereof and with respect to amendments to or variations of matters identified in the notice of Meeting. As at the date hereof, Management knows of no such amendment, variation or other matters to come before the Meeting other than the matters referred to in the notice of Meeting and routine matters incidental to the conduct of the Meeting. If any further or other business is properly brought before the Meeting, it is intended that the person appointed as proxy will vote on such other business in such manner as such person then considers to be proper.

Appointment of Proxy Holder

The persons specified in the enclosed form of proxy are directors and/or senior officers of Urbana. **Each holder of Common Shares has the right to appoint a person (who need not be a shareholder of Urbana) other than the person(s) designated by Management in the enclosed form of proxy to attend and act on the shareholder’s behalf at the Meeting or at any adjournment thereof.** Such right may be exercised by striking out the names of the specified persons and inserting the name of the shareholder’s nominee in the space provided, or by completing another appropriate form of proxy.

In the case of registered holders of Common Shares, the completed, dated and signed form of proxy should be sent in the enclosed envelope or otherwise to Proxy Department, CIBC Mellon Trust Company, c/o Canadian Stock Transfer Company Inc., P.O. Box 721, Agincourt, Ontario M1S 0A1 or by fax at 416-368-2502 (North American Toll Free 1-866-781-3111). In the case of non-registered holders of Common Shares who receive these materials through their broker or other intermediary, the shareholder should contact its broker or other intermediary and proceed in accordance with the instructions provided by such broker or other intermediary. To be effective, a proxy must be received by Canadian Stock Transfer Company Inc. no later than May 6, 2013 at 5:00 p.m. (Toronto time), or in the case of any adjournment of the Meeting, not less than 48 hours, Saturdays and Sundays excepted, prior to the time of the adjournment.

Revocation of Proxy

A shareholder who has given a proxy may revoke it by depositing an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing, or by transmitting, by telephonic or electronic means, a revocation signed by electronic signature by the shareholder or the shareholder's attorney authorized in writing, to or at the registered office of Urbana at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or by any other manner permitted by law.

Voting Shares and Principal Holders of Voting Shares

As at March 12, 2013, Urbana has authorized capital consisting of an unlimited number of Common Shares, an unlimited number of Non-Voting Class A Shares and an unlimited number of preferred shares. As at March 12, 2013, Urbana has outstanding 10,000,000 Common Shares, 58,309,400 Non-Voting Class A Shares and no preferred shares. Holders of Common Shares are entitled to one vote in respect of each Common Share held. Urbana has fixed March 12, 2013, as the record date for shareholders entitled to receive notice of the Meeting.

To the knowledge of the directors and officers of Urbana, as at March 12, 2013, two shareholders of Urbana beneficially own or exercise control or direction over more than 10% of the Common Shares: Thomas S. Caldwell beneficially owns or directly or indirectly exercises control or direction over 4,295,861 Common Shares, representing approximately 42.95% of the outstanding Common Shares. Brendan T. N. Caldwell beneficially owns or directly or indirectly exercises control or direction over 1,031,163 Common Shares, representing approximately 10.31% of the outstanding Common Shares.

Restricted Shares

Holders of Non-Voting Class A Shares are not entitled to vote at meetings of shareholders of Urbana except as provided by law and will not be entitled to vote on any matter at the Meeting. In certain circumstances, if a take-over bid is made for the Common Shares, a holder of Non-Voting Class A Shares may, at his or her option, and for the purpose of tendering to such take-over bid, convert any or all the Non-Voting Class A Shares then held by such holder into Common Shares on the basis of one Common Share for each Non-Voting Class A Share so converted during a specified period of time.

MATTERS TO BE ACTED UPON AT THE MEETING

1. Election of Directors

A Board of four directors is to be elected at the Meeting. Each director will hold office until the next annual meeting of shareholders or until a successor is duly elected or appointed. Each nominee is voted for on an individual basis. The persons named in the enclosed form of proxy intend to vote for the election of each of the nominees named below unless otherwise directed. All of the nominees are currently members of the board of directors of Urbana (the “Board”) and have been since the years indicated below.

Management does not contemplate that any of the proposed nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. The Board has adopted the following majority voting policy for uncontested elections of directors: if any proposed nominee as a director receives more “withhold” than “for” votes, the Board will promptly consider asking that nominee to resign as a director and it is anticipated that such a request will be made barring unusual circumstances.

The following table sets forth the name of each nominee, his or her principal occupation and the office of Urbana currently held by him or her, the year each became a director, the number of Common Shares and Non-Voting Class A Shares beneficially owned directly or indirectly or over which control or direction is exercised by each of them as of the date hereof and the percentage of Common Shares and Non-Voting Class A Shares this represents.

| Name and Position with Urbana | Principal Occupation | Year Became Director | Number and % of Securities Beneficially Owned, Controlled or Directed | |
|--|---|----------------------|---|---------------------------|
| | | | Common Shares | Non-Voting Class A Shares |
| Thomas S. Caldwell, CM (Ontario, Canada) <i>Director, C.E.O. and President</i> | Chairman Caldwell Securities Ltd. Investment Dealer | 1980 | 4,295,861 ⁽³⁾ (42.96%) | 150,000 (0.26%) |
| Bethann Colle ^{(1),(2)} (Ontario, Canada) <i>Director</i> | Partner, Sequoia Group Executive Search Consultants | 2006 | Nil | 39,185 (0.07%) |
| George D. Elliott ⁽²⁾ (Ontario, Canada) | Barrister and Solicitor | 2011 | Nil | Nil |
| Michael B.C. Gundy ^{(1),(2)} (Ontario, Canada) <i>Director</i> | President Gundy Inc. Investment Banking | 1984 | 141,000 (1.41%) | Nil |

(1) Member of the Audit Committee.

(2) Member of the Governance, Compensation and Nomination Committee.

(3) In addition, Dorothy Caldwell, spouse of Thomas S. Caldwell, beneficially owns, controls or directs, directly or indirectly, 142,000 Common Shares, representing 1.42% of the outstanding Common Shares.

The information as to shares beneficially owned, controlled or directed, not being within the knowledge of Urbana, has been furnished by the nominees.

2. Appointment of Auditor

Management proposes that Deloitte & Touche, LLP be reappointed as auditors of Urbana to hold office until the close of the next annual meeting of shareholders and that the directors be authorized to fix the remuneration of the auditors. In the absence of a contrary instruction, the persons specified in the enclosed proxy form intend to vote FOR the appointment of Deloitte & Touche, LLP as the auditor of Urbana, to hold office until the next annual meeting of shareholders or until their successors are appointed and the fixing of the auditor's remuneration by the Board. Deloitte & Touche, LLP was first appointed Urbana's auditor on June 26, 2008.

STATEMENT OF EXECUTIVE COMPENSATION

The Board has established a compensation committee to (a) review and recommend the compensation of the CEO and the other executive officers of Urbana, (b) recommend the compensation of the directors of Urbana, and (c) review and make recommendations to the Board with respect to equity and incentive based plans and with respect to any other compensation matters that require approval of the Board. The compensation committee members are: Bethann Colle (independent), George D. Elliott (independent) and Michael Gundy (non-independent), all of whom have direct experience that are relevant to his/her responsibilities in director/executive compensation.

The compensation committee of the Board has considered the risks associated with Urbana's compensation policies and practices and determined that such risks were low and insignificant given that the directors are compensated on a flat annually rate set by the Board and that there no incentive program in place. The directors are not permitted to purchase financial instruments that are designed to hedge or offset a decrease in the market value of the equitable securities held directly or indirectly by the directors.

During the year ended December 31, 2012, neither the Chief Executive Officer or the Chief Financial Officer received compensation from the company and no executive officer received compensation in excess of \$150,000 from Urbana.

The following table shows the compensation made to the directors for their services to Urbana in the financial year ended December 31, 2012:

| Name | Fees earned (\$) | Share-based awards (\$) | Option-based awards (\$) | Non-equity incentive plan compensation (\$) | Pension value (\$) | All other compensation (\$) | Total (\$) |
|--------------------|------------------|-------------------------|--------------------------|---|--------------------|-----------------------------|------------|
| Thomas S. Caldwell | nil | N/A | N/A | N/A | N/A | nil | nil |
| Bethann Colle | 10,000 | N/A | N/A | N/A | N/A | nil | 10,000 |
| George D. Elliott | 10,000 | N/A | N/A | N/A | N/A | 20,000 ¹ | 30,000 |
| Michael B.C. Gundy | 10,000 | N/A | N/A | N/A | N/A | nil | 10,000 |
| George M. Mencke | 10,000 | N/A | N/A | N/A | N/A | nil | 10,000 |

¹During 2012, Mr. Elliott received \$20,000 in compensation for his work as the chair of a special committee that oversaw the purchase by Urbana of shares of Caldwell Financial Ltd., a related party transaction. This compensation was based on the amount of time he spent on the matter.

Currently each director, other than Mr. Caldwell, is paid \$10,000 per year for his/her services as a director of the company. The directors receive no other compensation for their services as directors. Mr. Caldwell does not receive any compensation for his capacity as a director or officer of the company.

INVESTMENT MANAGER AND INVESTMENT MANAGEMENT AGREEMENT

Urbana has retained Caldwell Investment Management Ltd. (the “Investment Manager”) to manage its investment portfolio in accordance with the investment objective of Urbana as from time to time disclosed by Urbana in its continuous disclosure filings, pursuant to an investment management agreement made between Urbana and the Investment Manager dated August 10, 2011 (the “IM Agreement”). The Board has determined that the long-term objective and strategy of Urbana is to continue to seek and acquire investments for income and capital appreciation. The Investment Manager has been instructed to pursue an aggressive growth strategy for Urbana’s portfolio, which entails a focus on maximizing total-return potential, a tolerance of high levels of risk and price volatility and a minimal focus on current income and liquidity.

The Investment Manager was incorporated under the laws of the Province of Ontario on August 23, 1990, and its head office is located at 150 King Street West, Suite 1702, P.O. Box 46, Toronto, Ontario, M5H 1J9. The Investment Manager is a wholly-owned subsidiary of Caldwell Financial Ltd., a company controlled by Thomas S. Caldwell, a principal holder of Urbana’s Common Shares (see “Voting Shares and Principal Holders of Voting Shares” above). The Investment Manager and its affiliates provide full service investment management and advisory services to financial institutions, public and private pension funds, endowment funds, foundations and private family accounts. The Investment Manager is also the manager of (i) the Caldwell Mutual Funds, a group of open-end unit trusts providing investors with exposure to actively managed diversified portfolios of securities, and (ii) Caldwell Growth Opportunities Trust, Caldwell ICM Market Strategy Trust, Caldwell Institutional Equity Pool and Caldwell Canadian Value Momentum Fund, each being an open-end unit trust fund offered to accredited investors

Pursuant to the IM Agreement, the Investment Manager has complete discretion to invest and reinvest Urbana’s assets, and may engage or employ brokers or dealers, including the Investment Manager’s affiliate, Caldwell Securities Ltd., to provide custody, brokerage and trade execution services on behalf of Urbana. The Investment Manager is required to exercise its powers and discharge its duties honestly, in good faith, and in the best interests of Urbana and to exercise the care, diligence and skill of a reasonable prudent person in comparable circumstances.

The IM Agreement provides that the Investment Manager is entitled to an investment management fee equal to 1.5% per annum of the market value of Urbana’s investment portfolio. The investment management fees are accrued and paid quarterly in arrears. For the year ended December 31, 2012, \$2,225,650 (HST inclusive) was paid to the Investment Manager as investment management fees. From the beginning of this financial year to the end of the last business day immediately before the date of this information circular, the Investment Manager has earned investment management fees of \$455,320 (HST inclusive).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the 2012 financial year of Urbana, no director, nominee for director, executive officer or employee or former director, executive officer or employee of Urbana or any associate or affiliate of any such director, executive officer, nominee for director or former director has been indebted to Urbana.

ADDITIONAL INFORMATION

Urbana shall provide to any person or company, upon request to the Chief Financial Officer of Urbana, one copy of (i) Urbana's current Annual Information Form, together with any document, or the pertinent pages of any document, incorporated therein by reference, (ii) the most recently filed comparative annual financial statements of Urbana together with the report of the auditors thereon and any interim financial statements of Urbana that have been filed for any period after the end of its most recently completed financial year, as well as the related Management Report of Fund Performance (which provides financial information) and (iii) the Management Information Circular of Urbana in respect of the most recent annual meeting of its shareholders. Urbana may require the payment of a reasonable charge when the request is made by someone who is not a shareholder of Urbana, unless securities of Urbana are in the course of a distribution under a short form prospectus, in which case such documents will be provided free of charge. Financial information is available in Urbana's financial statements and Management Report of Fund Performance for the year ended December 31, 2012. Additional information regarding Urbana is also available on SEDAR at www.sedar.com.

APPROVAL BY THE BOARD OF DIRECTORS

The board of directors of Urbana has approved the contents and sending of this management information circular.

March 12, 2013



Thomas S. Caldwell
President