

EARLY WARNING REPORT

FILED PURSUANT TO NATIONAL INSTRUMENT 62-103

(1) **Name and address of the offeror:**

Thomas S. Caldwell
c/o Urbana Corporation
150 King Street West, Suite 1702
Toronto, Ontario M5H 1J9

416-595-9106

(2) **Designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release and whether it was ownership or control that was acquired in those circumstances:**

Thomas S. Caldwell ("TSC") has acquired ownership of 1,005,014 common shares of Urbana Corporation ("Urbana") pursuant to a private agreement

(3) **Designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligation to file the news release:**

TSC now beneficially owns 4,231,161 common shares representing 42.31% of Urbana's total outstanding common shares.

(4) **Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (3) over which**

(i) **the offeror, either alone or together with any joint actors, has ownership and control:**

Employee shareholders of CFL or its subsidiaries and entities controlled by TSC (identified in paragraph (8) below) have ownership of 528,061 common shares of Urbana. Each of these employees has previously entered into a voting trust agreement with TSC granting TSC a power of attorney to vote the Urbana common shares beneficially held by them. Such employees and entities are, for purposes of applicable securities laws, joint actors ("Joint Actors") with TSC.

TSC, together with such Joint Actors, now beneficially owns 4,759,222 common shares of Urbana or 47.59% of Urbana's total outstanding common shares.

(ii) **the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor:**

Not applicable.

- (iii) **the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership:**

Not applicable.

- (5) **Name of the market in which the transaction or occurrence that gave rise to the news release took place:**

The common shares of Urbana were acquired in reliance upon the private agreement exemption in Section 100.1 of the *Securities Act* (Ontario) pursuant to a cross trade over the Toronto Stock Exchange.

- (6) **Purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

TSC, and the Joint Actors acquired the Urbana common shares for investment purposes. TSC and the Joint Actors may acquire additional Urbana common shares or dispose of their existing Urbana common shares on the basis of their assessment of market conditions and in compliance with all applicable securities regulatory requirements.

- (7) **General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the transaction, holding, disposition or voting of any of the securities:**

Not applicable.

- (8) **Names of any joint actors in connection with the disclosure required by this report:**

David G. Bentley Taylor
Dorothy A. Caldwell
Robert M. Callander
John R. Campbell
Dora DiManno
J. Dennis Freeman
H. Laurie Graham
Michael B.C. Gundy
Sally Haldenby Haba
Vincent L. John
John R. Kinsey
Armel Kitieu

Micah Landes
Peggy Liu
Elizabeth Naumovski
Sneha Naveen
Jai Persaud
Jean Ponter
Angela T. Stirpe
Caldwell Financial Ltd.
Caldwell Investment Trust I
Caldwell Investment Trust II

- (9) **In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror:**

Not applicable.

- (10) **If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities:**

Not applicable.

DATED at Toronto this 28th day of March, 2011.

"Thomas S. Caldwell"

Thomas S. Caldwell