

Form 45-102F1

**Notice of Intention to Distribute Securities under Section 2.8 of
NI 45-102 *Resale of Securities***

Reporting issuer

1. Name of reporting issuer: URBANA CORPORATION

Selling security holder

2. Your name: The 2008 Caldwell Family Trust (the "Trust"). Thomas S. Caldwell has control over the shares of the reporting issuer owned by the Trust.
3. The offices or positions you hold in the reporting issuer: Thomas S. Caldwell is the President and Chief Executive Officer of the issuer.
4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer? No.
5. Number and class of securities of the reporting issuer you beneficially own:
300,000 Class A non-voting shares and 491,200 common shares.

Distribution

6. Number and class of securities you propose to sell: 100,000 Class A non-voting shares.
7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name.

The Toronto Stock Exchange and the Canadian Securities Exchange.

Warning

It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I certify that

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
- (2) the information given in this form is true and complete.

Date: May 12, 2022

The 2008 Caldwell Family Trust
Your name (Selling security holder)

/s/ Dorothy A. Caldwell

Your signature (or if a company, the
signature of your authorized signatory)

Dorothy A. Caldwell, Trustee
Name of your authorized signatory

INSTRUCTION:

File this form electronically through SEDAR with the securities regulatory authority or regulator in each jurisdiction where you sell securities and with the Canadian exchange on which the securities are listed. If the securities are being sold on an exchange, the form should be filed in every jurisdiction across Canada.

Notice to selling security holders - collection and use of personal information

The personal information required in this form is collected for and used by the listed securities regulatory authorities or regulators to administer and enforce securities legislation in their jurisdictions. This form is publicly available by authority of National Instrument 45-102 and the securities legislation in each of the jurisdictions. The personal information collected will not be used or disclosed other than for the stated purposes without first obtaining your consent. Corporate filers should seek the consent of any individuals whose personal information appears in this form before filing this form.

If you have questions about the collection and use of your personal information, or the personal information of your authorized signatory, contact any of the securities regulatory authorities or regulators listed below.

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2
Attention: Assistant Manager, Financial Reporting
Telephone: (604) 899-6805 or (800) 373-6393 (in B.C.)
Facsimile: (604) 899-6506

Alberta Securities Commission

Suite 600, 250 – 5th Street SW
Calgary, AB T2P 0R4
Attention: Information Officer
Telephone: (403) 297-6454