

## MAPLE LEAF REFORESTATION INC.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an Annual and Special Meeting (the "**Meeting**") of the holders of Class "A" common shares (the "**Common Shares**") of Maple Leaf Reforestation Inc. (the "**Corporation**") will be held in the main boardroom at the offices of the Corporation, Suite 105-3510, 29<sup>th</sup> St. N.E., Calgary, Alberta on Friday, June 10, 2011 at 10:00 a.m. (Mountain Standard Time) for the purposes of:

1. receiving and considering the audited financial statements of the Corporation for the year ended January 31, 2011, and the auditors' report thereon;
2. considering, and if thought advisable, passing a resolution fixing the number of directors at six and authorizing the board of directors to increase or decrease the number of directors within the minimum and maximum provided in the Corporation's Articles;
3. electing directors for the ensuing year, as described in the accompanying information circular of the Corporation dated April 29, 2011 (the "**Circular**");
4. appointing the auditor of the Corporation for the ensuing year and authorizing the board of directors to fix the remuneration to be paid to the auditor;
5. considering, and if thought advisable, passing a resolution re-approving the Corporation's stock option plan; and
6. transacting such other business as may be properly brought before the Meeting or any adjournment thereof.

Pursuant to the Business Corporations Act (Alberta), a record date for the Meeting has been set for May 6, 2011 and only shareholders of record at the close of business on the record date are entitled to receive notice of and to vote at the Meeting unless after that date a shareholder of record transfers his Common Shares and the transferee, upon producing properly endorsed certificates evidencing such Common Shares or otherwise establishing that he owns such Common Shares, demands at any time not later than ten (10) days before the Meeting that the transferee's name be included in the list of shareholders before the Meeting, in which case such transferee is entitled to vote such Common Shares at the Meeting. In accordance with National Instrument 54-101, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so.

Proxies are being solicited by the management of the Corporation. **Shareholders of the Corporation who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and to mail it or deposit it with Valiant Trust Company, Suite 600-750 Cambie Street, Vancouver, B.C., V6B 0A2, Vancouver, B.C., Attention: Proxy Dept. Alternatively, Shareholders of the Corporation may submit their proxy votes by internet voting or fax as per the instructions provided in the enclosed form of proxy. In order to be effective, forms of proxy must be returned to the aforesaid address, or otherwise submitted through the available alternative means, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the**

**holding of the Meeting or any adjournment thereof, or unless it is delivered to the Chairman of the Meeting at the Meeting, or any adjournment thereof.**

An information circular relating to the business to be conducted at the Meeting accompanies this Notice.

**DATED** at the City of Calgary, Alberta, this 29<sup>th</sup> day of April, 2011.

**BY ORDER OF THE BOARD OF DIRECTORS**

(Signed) "*Raymond Lai*"

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Raymond Lai

Chairman, President & Chief Executive Officer