

The undersigned holder of Common Shares of Gentra Inc., hereby appoints Gordon E. Arnell, or failing him, David D. Arthur, or instead of the foregoing,\*

as proxy of the undersigned to attend, vote and act for and on behalf of the undersigned at the Special Meeting of Shareholders of Gentra Inc., (the "Meeting") to be held December 15, 1998, and at all adjournments thereof, with authority to vote as specified below. **If no instructions are given the Proxy will be voted in favour of the matters referred to below.** If any amendments or variations to matters identified in the notice of meeting are proposed at the Meeting or if any further matters properly come before the Meeting, this proxy confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgement of the person voting this proxy at the meeting.

1. Amendment of Articles: New Class of Non-Voting Equity Shares and Addition of Conversion Right to Common Shares (the "Capital Reorganization")
  - Vote for the amendment of the Articles of the Corporation to effect the Capital Reorganization; or
  - Vote against the above amendment of the Articles.
  
2. Authorization of the Corporation to issue Non-Voting Equity Shares to the public and/or to list the Non-Voting Equity Shares on a Stock Exchange (the "Authorization")
  - Vote for the Authorization; or
  - Vote against the Authorization.

Dated: \_\_\_\_\_ 1998  
*(if undated this Proxy shall be deemed to bear the date on which it is mailed by Management of the Corporation)*

**SIGNATURE OF REGISTERED SHAREHOLDER**

Please execute as directed in the Management Proxy Circular and return promptly in the enclosed envelope. Reference is made to the accompanying Management Proxy Circular for further information regarding the completion and use of this Proxy and other information pertaining to the Meeting.

\* **You have the right to appoint a person other than the persons designated herein to attend and act on your behalf at the meeting. Such appointment may be made by inserting such person's name in the space provided. Such other person need not be a shareholder.**

<b>CHANGE OF ADDRESS NOTIFICATION</b>	
Date	19
<b><u>NEW ADDRESS</u></b>	
Address	_____
City	_____
Province or State	_____
Postal Code	_____
Signature	_____

Account No.                      Shares

**NOTES:**

- (1) Section 190 of the *Canada Business Corporations Act* (the "CBCA") entitles registered holders of common shares to dissent from the resolution approving the Capital Reorganization. A shareholder may only exercise the right to dissent under section 190 of the CBCA in respect of shares which are registered in that shareholder's name. Shareholders, including non-registered shareholders, who wish to dissent should carefully review the section entitled "Matters for Consideration at Meeting - Amendment to Articles to Create a New Class of Non-Voting Equity Shares and to Add a Conversion Right to the Common Shares – Dissent Rights" in, and Schedule E to, the Management Proxy Circular which accompanies this proxy. The failure to comply strictly with the provisions of the CBCA may result in the loss or unavailability of the right to dissent.
  
- (2) To be valid, this proxy must be signed and deposited with CIBC Mellon Trust Company, P.O. Box 12005, Stn. Brm B, Toronto, Ontario M7Y 2K5, or if delivered by hand, to 393 University Avenue, 5th Floor, Toronto, Ontario, 48 hours (excluding Saturdays and holidays) before the Meeting or adjournments thereof.
  
- (3) If an individual, please sign exactly as your shares are registered. If the shareholder is a corporation, this proxy must be executed by a duly authorized officer or attorney of the shareholder and, if the corporation has a corporate seal, its corporate seal should be affixed.

If shares are registered in the name of an executor, administrator or trustee, please sign exactly as the shares are registered. If the shares are registered in the name of the deceased or other shareholder, the shareholder's name must be printed in the space provided, the proxy must be signed by the legal representative with his name printed below his signature and evidence of authority to sign on behalf of the shareholder must be attached to this proxy.

In many cases, shares beneficially owned by a holder (a "Non-Registered Holder") are registered in the name of a securities dealer or broker or other intermediary, or a clearing agency. Non-Registered Holders should, in particular, review the sections entitled "Solicitation of Proxies – Non-Registered Holders" and "Solicitation of Proxies – Right of Revocation" in the accompanying Management Proxy Circular and carefully follow the instructions of their intermediaries.

All holders of shares should refer to the accompanying Management Proxy Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.