



**Annual and Special Meeting of the Shareholders of Gentra Inc.
to be held on April 7, 1999**

THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT OF
GENTRA INC.

The undersigned shareholder 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 Annual and Special Meeting of shareholders of Gentra Inc., to be held April 7, 1999, and at all adjournments thereof, with authority to vote as specified herein, or if no instructions are given the Proxy will be voted in favour of the matters referred to herein, and if 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.

This instrument supercedes and revokes any prior appointment of proxy made by the undersigned with respect to the voting of the shares specified below at the meeting.

1. Appointment of Auditors

- Vote for the Appointment of an Auditor and authorize the Directors to fix the Auditor's remuneration; or
- Withhold from voting for the Appointment of an Auditor.

2. Election of Directors

(mark only one of the following)

- Vote for election as Directors the nominees specified in the accompanying Management Proxy Circular; or
- Withhold from voting for the election of directors; or
- Vote for the election as Directors the nominees specified in the accompanying Management Proxy Circular other than:

(Please specify)

3. Share Consolidation

(mark only one of the following)

- Vote for the approval of the special resolution regarding share consolidation; or
- Vote against the approval of the special resolution regarding share consolidation.

Dated: _____ 1999

(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

CHANGE OF ADDRESS NOTIFICATION

Date _____ 19____

NEW ADDRESS

Address _____

City _____

Province or State _____

Postal Code _____

Signature _____

Account No.

Shares

NOTE:

- (1) **You have the right to appoint a person other than the person 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.
- (2) To be valid, this proxy must be signed and deposited with CIBC Mellon Trust Company at 200 Queen's Quay East not later than 48 hours (excluding Saturdays and holidays) before the meeting or any adjournment thereof.
- (3) If an individual, please sign exactly as your shares are registered.
- (4) 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.
- (5) 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.
- (6) 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 refer to the accompanying Management Proxy Circular for further information regarding completion and use of this proxy and other information pertaining to the meeting.