

Automodular Corporation
20 Toronto Street Suite 420
Toronto, Ontario M5C 2B8
Tel: 416.861.0662 • Fax: 416.861.0063

Notice of Special Meeting of Shareholders

NOTICE IS HEREBY GIVEN that a Special Meeting (the "Meeting") of shareholders of Automodular Corporation (the "Corporation") will be held in Salon 1, Ontario Bar Association Conference Centre, 20 Toronto Street, 2nd Floor, Toronto, Ontario on Thursday August 31, 2006 at 10:00a.m. (Toronto time) for the following purpose:

1. To appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Corporation to replace the incumbent auditors, Smith Nixon & Co. LLP, Chartered Accountants, effective the date of the Meeting and to authorize the directors to fix the remuneration of PricewaterhouseCoopers LLP and their terms of engagement.

This Notice is accompanied by a form of Proxy and Management Information Circular.

Shareholders of record at the close of business on July 26, 2006 will be entitled to notice of and to vote at the Meeting either in person or by proxy, in accordance with, and subject to, the provisions of applicable law.

BY ORDER OF THE BOARD OF DIRECTORS

"Christopher S. Nutt"

Christopher S. Nutt,
Vice-President Finance

Toronto, Canada
July 3, 2006

NOTE:

This solicitation of proxies is made on behalf of management of the Corporation

The Board of Directors urges each shareholder to attend the Meeting in person. Whether or not you expect to attend, please complete, sign and return the enclosed proxy in the envelope provided for that purpose. To be effective, proxies to be used at the Meeting must be deposited with Computershare Investor Services Inc., Registrar and Transfer Agent for the Corporation, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 Attn: Proxy Department, no later than 5:00 p. m. (Toronto time) on August, 30, 2006. If you are able to attend the Meeting, sending your proxy will not prevent you from revoking it prior to the commencement of the Meeting and voting in person.

AUTOMODULAR CORPORATION

MANAGEMENT INFORMATION CIRCULAR

Solicitation of Proxies

This Management Information Circular is furnished in connection with the solicitation by management of Automodular Corporation (the "Corporation" or "Automodular") of proxies to be used at the special Meeting (the "Meeting") of shareholders of the Corporation or any further adjournment thereof to be held at the time, place and for the purposes set out in the accompanying Notice of Special Meeting. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited by telephone or other personal contact by employees of the Corporation. The costs of solicitation will be borne by the Corporation.

Purpose of Meeting

In light of unstable conditions in the automotive industry, management determined that it was in Automodular's best interests to retain an accounting firm with international connections and extensive automotive industry experience to be the Corporation's auditor. This change of auditor requires shareholder approval. The search and interview process prior to selection of PricewaterhouseCoopers LLP could not be completed by Automodular within the notice periods required under applicable corporate and securities laws in order to be considered and voted upon at the annual meeting of shareholders of the Corporation held on May 10, 2006. Management believes that it is necessary and desirable to put this matter before the shareholders for approval in as timely a manner as possible and not to wait until the next annual meeting of shareholders of the Corporation which would likely not be scheduled until May or June of 2007. At the Meeting, shareholders will be asked to consider and, if thought advisable, to pass, with or without variation, a resolution, the full text of which is set out in Part Three of this Management Information Circular, "*Particulars of Matters to be Acted On*", to approve the appointment of PricewaterhouseCoopers LLP to replace the incumbent auditors, Smith Nixon & Co. LLP, as auditors of the Corporation.

Part One VOTING INFORMATION

Registered Shareholders

If you are a registered shareholder, you can vote your shares at the Meeting in person or by proxy. A form of proxy is enclosed and, if it is not your intention to be present in person at the Meeting, you are asked to sign, date and return the form of proxy in the envelope provided. The form of proxy must be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof, duly authorized. Proxies to be exercised at the Meeting must be lodged with Computershare Investor Services Inc., Registrar and Transfer Agent of the Corporation, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, Attn: Proxy Department, to arrive no later than 5:00p.m. (Toronto time) on Wednesday, August 30, 2006 or, if the Meeting is adjourned, not later than the close of business on the business day preceding the day of such adjourned Meeting.

Appointment of Proxies

The persons named in the enclosed form of proxy are officers or directors of the Corporation. **A shareholder has the right to appoint some other person (who need not be a shareholder) to attend and vote for or on behalf of the Shareholder at the Meeting.** Such right may be exercised either by inserting such other person's name in the blank space provided in the form of proxy or by substituting another proper form of proxy and, in either case, depositing the completed form of proxy so as to arrive at the principal offices of Computershare Investor Services Inc., Registrar and Transfer Agent of the Corporation, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, Attn: Proxy Department, not later than 5:00p.m. (Toronto time) on August 30, 2006 or, if the Meeting is adjourned, not later than the close of business on the business day preceding the day of such adjourned Meeting. A proxy should be executed by the shareholder or his attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.

Revocation of Proxies

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or his or her attorney duly authorized in writing, or if the shareholder is a corporation, executed by a duly authorized officer or attorney thereof, and deposited at the above-mentioned principal office of Computershare Investor Services Inc. or the registered office of the Corporation on or before the business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used, or with the Chairman of such Meeting on the day of such Meeting or any adjournment thereof, provided that such revocation will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

Non-Registered Shareholders

Your shares may not be registered in your name but in the name of an intermediary (which is usually a bank, trust company, securities dealer or broker, or a clearing agency, in which an intermediary participates) or nominee. If your shares are registered in the name of an intermediary or a nominee, you are a non-registered shareholder.

Since the Corporation's transfer agent, Computershare Investor Services Inc., does not have a record of the names of the Corporation's non-registered shareholders, Computershare Investor Services Inc. will have no knowledge of a non-registered shareholder's right to vote. The Corporation has distributed copies of this Management Information Circular, the accompanying form of Proxy and Notice of Special Meeting (the "Notice"), to intermediaries for distribution to non-registered shareholders together with the intermediary's form of proxy or voting instruction form. Unless you have waived your rights to receive these supplemental meeting materials, intermediaries are required to deliver them to you as a non-registered shareholder of the Corporation and to seek your instructions as to how to vote your shares.

Typically, a non-registered shareholder will be given a voting instruction form which must be completed and signed by the non-registered shareholder in accordance with the instructions provided by the intermediary. In this case, you *cannot* use the mechanisms described above for registered shareholders and *must* follow the instructions provided by the intermediary.

Occasionally, a non-registered shareholder may be given a proxy that has already been signed by the intermediary. This form of proxy is restricted to the number of shares owned by the non-registered shareholder but is otherwise not completed. This form of proxy does not need to be signed by you. In this case, you can complete and deliver the proxy as described above under the heading "*Registered Shareholders*".

If a non-registered shareholder who receives either a form of proxy or a voting instruction form wishes to attend and vote at the Meeting in person (or have another person attend and vote on their behalf), the non-registered shareholder should follow the corresponding instructions provided by the intermediary. A non-registered shareholder has the right to demand and to receive from an intermediary holding shares on behalf of the non-registered shareholder a proxy enabling the non-registered shareholder to attend the Meeting and to vote the shares.

A non-registered shareholder may revoke a voting instruction, and may revoke a waiver of the right to receive meeting materials and to vote, given to an intermediary at any time by written notice to the intermediary; however, an intermediary is not required to act on any such revocation that is not received by the intermediary well in advance of the Meeting.

Non-registered shareholders should follow the instructions on the forms they receive and contact their intermediaries promptly if they need assistance.

Voting of Shares by Proxy

The persons named on the enclosed form of proxy will vote, or will withhold from voting, the shares in respect of which they are appointed in accordance with the directions contained therein. In the absence of such directions, it is intended that such shares will be voted "FOR" the matter specified in the Notice.

An intermediary may not vote, or give a proxy authorizing another person so vote, except in accordance with voting instructions received from the non-registered shareholder who beneficially owns the shares.

Exercise of Discretion by Proxy

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to such other matters as may properly come before the Meeting or any adjournments thereof. As of the date hereof, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting. **If amendments or variations to matters identified in the Notice or if other matters properly come before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote in accordance with their judgment on such matters.**

Record Date

The Board of Directors of the Corporation has fixed July 26, 2006 as the record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting.

Outstanding Voting Shares, Voting at Meetings and Quorum

As of the date of this Information Circular 22,049,233 common shares of the Corporation are outstanding.

The holders of common shares at the close of business on July 26, 2006 will be entitled to one vote per common share at the Meeting, except to the extent that a holder has transferred any shares of the Corporation after that date and the new holder of such shares establishes proper ownership and requests, not later than ten days before the Meeting, to be included in the list of shareholders eligible to vote at the Meeting. Such new holder shall have the right to vote the shares so transferred.

Unless otherwise required by law, every question coming before the Meeting shall be determined by a majority of votes duly cast on the matter.

A quorum for the Meeting and any adjournments thereof is two persons together holding or representing by proxy not less than 10% of the issued and outstanding common shares in the capital of the Corporation.

Proxies returned by intermediaries as “non-votes” because the intermediary has not received instructions from the non-registered shareholder with respect to the voting of certain shares, or because under applicable stock exchange or other rules the intermediary does not have the discretion to vote those shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Shares represented by such intermediary “non-votes” will, however, be counted in determining whether there is a quorum.

Principal Holders of Voting Shares

To the knowledge of the directors and executive officers of the Corporation, there is no beneficial owner of, nor any person who exercises control or direction over more than 10% of the outstanding common shares in the capital of the Corporation, other than as set out below:

Name	Number of Voting Securities	Type of Ownership or Control	Percentage of Outstanding Common Shares
Michael F. Blair	3,442,411 Common Shares	Indirect ⁽¹⁾	15.6%
R. Peter McLaughlin	2,600,159 Common Shares	Indirect ⁽²⁾	11.8%
Scotia Merchant Capital Corporation (“SMCC”) ⁽³⁾⁽⁴⁾	8,800,000 Common Shares	Indirect ⁽³⁾⁽⁴⁾	39.6%

Notes:

- (1) These shares are held directly by Renegade Capital Corporation, a corporation over which Michael F. Blair has control or direction.
- (2) These shares are held directly by Greenbriar Holdings Limited, a company over which R. Peter McLaughlin has control or direction.
- (3) SMCC is a wholly-owned subsidiary of The Bank of Nova Scotia and SMCC, as trustee, has control and direction over SMC Equity Partners 2001 Fund (the “Fund”).
- (4) SMCC holds 8,536,000 common shares and the Fund holds 264,000 common shares. SMCC held 1,459,234 Class X shares of Automodular Assemblies Inc. (“AAI”) which were exchangeable into 6,790,000 common shares of the Corporation under certain conditions; the Fund held 45,131 Class X shares of AAI which were exchangeable into 210,000 common shares of the Corporation. On December 20, 2005, Automodular issued a Notice of Exchange (the “Notice”) to SMCC and the Fund and, pursuant to the Notice and section 2.4 of the Exchange Agreement dated June 20, 2001 between SMCC, Automodular and AAI (the “Exchange Agreement”), SMCC and the Fund exchanged all of their Class X shares of AAI into common shares of the Corporation in accordance with the terms and conditions of the Exchange Agreement.

Part Two
COMPENSATION DISCLOSURE AND RELATED MATTERS

Part Two: “*Compensation Disclosure and Related Matters*” in the Management Information Circular, prepared for the annual meeting of shareholders of the Corporation held on May 10, 2006 (the “**Annual Meeting MIC**”), is incorporated herein by reference, without change. Part Two of the Annual Meeting MIC includes, *inter alia*, required disclosure of the compensation of named executive officers for the most recently completed fiscal year of the Corporation, tables pertaining to grants to or exercises by named executive officers of stock options, the aggregate value of outstanding stock options held by named executive officers as at December 31, 2005, information on employment contracts with the named executive officers, information on the defined benefit plan for the Chief Executive Officer of the Corporation, information on the Corporation’s stock plan and the required table pertaining to equity compensation plan information as at December 31, 2005, information on directors’ compensation and directors’ and officers’ liability insurance as at December 31, 2005, the Report on Executive Compensation and the performance graph showing cumulative total return on an investment of \$100 in common shares of the Corporation as at December 31, 2005 for the five most recently completed financial years of the Corporation.

The Annual Meeting MIC is available on SEDAR at www.sedar.com and, upon request, a copy of such document will be provided by the Corporation free of charge to any shareholder of the Corporation.

Indebtedness of Directors, Executive Officers and Senior Officers

For certainty, none of the executive officers, former executive officers, employees, directors, former employees, former directors, nor any of their associates, is or was since the beginning of the most recently completed financial year of the Corporation, indebted to the Corporation.

Interest of Informed Persons in Material Transactions

No informed person (within the meaning of National Instrument 51-102 “Continuous Disclosure Obligations”, which definition includes executive officers and directors) of the Corporation, and no associate or affiliate of any informed person, has or had any material interest, direct or indirect in any transaction since the commencement of the Corporation’s most recently completed financial year or in any proposed transaction that has materially affected or will materially affect the Corporation except as follows:

Mr. T. Daniel Flood was the President and a substantial shareholder of Tec-Mar Distribution Services, Inc. (“Tec-Mar”), having founded that company in 1992. Automodular acquired all of the outstanding shares of Tec-Mar in January, 2003 and Mr. Flood was appointed to the Board of Directors of Automodular. Mr. Flood, through companies controlled by him, is the owner of two facilities leased or formerly leased by Tec-Mar for production purposes, as follows:

Address	Lease start date	Original lease termination date	Monthly lease payment
16150 Grove Road Lansing, Michigan	August 1, 2001	July 31, 2006	\$91,875.00
16130 Grove Road Lansing, Michigan	July 1, 2003	June 30, 2008	\$85,750.00

Mr. Flood resigned from the Board of Directors of Automodular in September, 2005. Tec-Mar closed down its Lansing operations as a result of the cancellation and expiry of certain production contracts and entered into an agreement with the landlord to settle the outstanding lease obligations for the 16130 Grove Road facility. Under the terms of the settlement Tec-Mar paid to the landlord US\$1,350,000, restored the facility to the condition required under the lease and surrendered the facility to the landlord on January 31, 2006.

Part Three
PARTICULARS OF MATTERS TO BE ACTED ON

APPOINTMENT OF NEW AUDITORS

On June 16, 2006, for the reasons described on the first page of this Management Information Circular under “*Purpose of Meeting*”, the Board of Directors of the Corporation made the decision to propose to the shareholders of the Corporation that Smith Nixon & Co. LLP, Chartered Accountants, be replaced as auditors of the Corporation, prior to the expiry of their term of office, by PricewaterhouseCoopers LLP, Chartered Accountants. Smith Nixon & Co. LLP were first appointed auditors of the Corporation in 1991.

In accordance with National Instrument 51-102 “*Continuous Disclosure Obligations*” (“**NI 51-102**”), Automodular sent to each of Smith Nixon & Co. LLP and PricewaterhouseCoopers LLP a Notice of Change of Auditors (the “**Notice of Change**”) and a request for a response letter in compliance with the provisions in NI 51-102 relating to change of auditor procedures. Automodular received a response letter from each firm (the “**Response Letters**”).

The Notice of Change stated that (i) the reports of Smith Nixon & Co. LLP on the Corporation’s financial statements since the beginning of the Corporation’s two most recently completed financial years did not contain any reservation, and (ii) that there had been no “reportable event” involving Smith Nixon & Co., LLP or PricewaterhouseCoopers LLP. A reportable event is defined in NI 51-102 as a disagreement, a consultation or an unresolved issue with auditors. In their respective Response Letters, each of Smith Nixon & Co. LLP and PricewaterhouseCoopers LLP confirmed their agreement with the statements in the Notice of Change insofar as the statements related to them.

A reporting package consisting of the Notice of Change and the Response Letters (the “**Reporting Package**”) was reviewed and approved by the Board of Directors of the Corporation, filed on SEDAR with the Ontario Securities Commission, the British Columbia Securities Commission and the Toronto Stock Exchange and was delivered to each of Smith Nixon & Co. and PricewaterhouseCoopers. The Reporting Package, a copy of which is attached hereto as Appendix I, confirms there were no disagreements with Smith Nixon & Co. on any matters of accounting principles or practices, financial statement disclosure, auditing scope or procedure, and no reportable event.

At the Meeting, shareholders will be asked to consider and, if thought advisable, to pass, with or without variation, a resolution, the full text of which is set out below, to approve the removal of the incumbent auditors, Smith Nixon & Co. LLP and the appointment in their stead of PricewaterhouseCoopers LLP, as auditors of the Corporation.

In accordance with applicable corporate law and the policies of the Toronto Stock Exchange, shareholder approval is required to approve the appointment of a company’s auditors by a majority of the votes cast at the Meeting.

The form of resolution which shareholders will be asked to approve, is as follows:

“WHEREAS the Corporation wishes to replace the auditors appointed by shareholders at the Annual Meeting of Shareholders of the Corporation held on May 10, 2006 and in their stead to appoint PricewaterhouseCoopers LLP, as auditors of the Corporation at such remuneration and on such terms of engagement as the Directors so decide;

NOW THEREFORE BE IT RESOLVED THAT Smith Nixon & Co. LLP are hereby removed as the auditors of the Corporation and PricewaterhouseCoopers LLP are hereby appointed as auditors of the Corporation effective at the date hereof, to hold office until the next annual meeting of shareholders of the Corporation at such remuneration and on such terms of engagement as may be fixed by the Directors and the Directors are hereby authorized to fix such remuneration and terms of engagement”.

The above change requires the approval of the holders of a majority of common shares represented and entitled to vote at the Special Meeting to become effective. **In the absence of contrary directions, the persons named in the accompanying form of proxy intend to vote the shares represented thereby in favour of the change of auditors.**

**Part Four
GENERAL**

Additional information relating to Automodular can be found on SEDAR at www.sedar.com or on Automodular's website www.automodular.com. Financial information is provided in the Corporation's comparative financial statements and management discussion and analysis ("MD&A") for the 2005 financial year and for the fiscal period ending March 31, 2006. Securityholders may obtain copies of this Information Circular, the Annual Information Form and the Annual Report containing the MD&A and the audited comparative financial statements for the most recently completed financial year from the Corporation's head office, 20 Toronto Street Suite 420, Toronto Ontario, Canada M5C 2B8: telephone 416.861.0662x221 or e-mail invest@automodular.com.

Information contained herein is given as of the 3rd day of July, 2006 except as otherwise noted. Management knows of no matter to come before the Meeting, other than the matter referred to in the accompanying Notice of Special Meeting. **If any matters which are not now known should properly come before the Meeting, the accompanying form of proxy confers discretion on the persons named therein to vote on such matters in accordance with the best judgment of the person voting it.**

BOARD APPROVAL

The Board of Directors of the Corporation has approved the content and sending of this Management Information Circular.

BY ORDER OF THE BOARD OF DIRECTORS

"Christopher S. Nutt"
Christopher S. Nutt,
Vice-President Finance

Toronto, Canada
July 3, 2006

APPENDIX I

**AUTOMODULAR CORPORATION
(the "Corporation")**

**CHANGE OF AUDITOR NOTICE
Pursuant to National Instrument 51-102 ("NI 51-102"), Section 4.11**

I. Former Auditors:

- a. On June 16, 2006, the Board of Directors determined to propose to the shareholders of the Corporation to replace Smith Nixon & Co. LLP, Chartered Accountants, as auditors of the Corporation, prior to the expiry of their term of office.
- b. On or about August 31, 2006, at a special meeting of shareholders, management of the Corporation will propose that Smith Nixon & Co. LLP be removed as auditors, effective on or about the date of such shareholders' meeting.
- c. The termination of Smith Nixon & Co. LLP as auditors was approved by the Board of Directors.
- d. Smith Nixon & Co. LLP's reports on the financial statements of Automodular Corporation relating to the relevant period (defined in NI-51-102 as the period commencing at the beginning of the fiscal year 2004 and ending on the date of termination, being June 16, 2006) did not contain any reservations.
- e. To the date hereof, there have been no reportable events involving Smith Nixon & Co. LLP. A reportable event means a disagreement, a consultation or an unresolved issue, all as further defined in NI 51-102.

II. Successor Auditors:

- a. On June 16, 2006, the Board of Directors of the Corporation determined to propose to the shareholders of the Corporation to appoint PricewaterhouseCoopers, LLP, Chartered Accountants, as successor auditors of the Corporation, effective on or about August 31, 2006.
- b. On or about August 31, 2006, at a special meeting of shareholders, management of the Corporation will propose that PricewaterhouseCoopers, LLP be appointed as successor auditors, effective on or about the date of such shareholders' meeting.
- c. The Board of Directors approved the proposal for appointment of PricewaterhouseCoopers, LLP as successor auditors.
- d. To the date hereof, there have been no reportable events involving PricewaterhouseCoopers, LLP.

DATED at Toronto, Ontario this 19th day of June, 2006.

AUTOMODULAR CORPORATION

Signed: "Christopher S. Nutt
per: Christopher S. Nutt,
Vice-President Finance



Smith, Nixon & Co. LLP
Chartered Accountants
Suite 1900, 390 Bay Street
Toronto, Ontario
M5H 2Y2
T: 416.361.1622
F: 416.367.1238
www.smith-nixon.com

June 19, 2006

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
9th Floor, 701 West Georgia Street
Vancouver, BC V7Y 1L2

Ontario Securities Commission
Suite 1903
20 Queen Street West
Toronto, Ontario M5H 3S8

Dear Sirs/Mesdames:

Re: Automodular Corporation
Notice Pursuant to National Instrument
51-102 - Change of Auditors

As required by National Instrument 51-102 - Continuous Disclosure Obligations, we confirm that we have reviewed the information contained in the Change of Auditor Notice of Automodular Corporation dated as of June 19, 2006 (the "Notice") and are in agreement with the statements contained in the Notice.

Yours very truly,

R.J.W. Reid:sd

SMITH, NIXON & CO. LLP

PricewaterhouseCoopers LLP
Chartered Accountants
North American Centre
5700 Yonge Street, Suite 1900
North York, Ontario
Canada M2M 4K7
Telephone +1 416 218 1500
Facsimile +1 416 218 1499
Direct Tel. 416 228 1042
Direct Fax 416 814 3220

June 29, 2006

Mr. Christopher S. Nutt
Vice President Finance/CFO
Automodular Corporation
20 Toronto Street
Suite 420
Toronto, ON
M5C 2B8

Dear Sir:

Enclosed is our response to the change of auditor notice dated June 19, 2006 in accordance with National Instrument 51-102. We understand that this letter will be reviewed by the audit committee or board of directors, filed with the relevant regulator or securities regulatory authority prior to July 17, 2006, and included in the information circular accompanying the notice of any meeting of shareholders at which action is to be taken concerning a change in auditor.

Yours very truly,



PricewaterhouseCoopers LLP

Encl.

PricewaterhouseCoopers LLP
Chartered Accountants
North American Centre
5700 Yonge Street, Suite 1900
North York, Ontario
Canada M2M 4K7
Telephone +1 416 218 1500
Facsimile +1 416 218 1499
Direct Tel. 416 228 1042
Direct Fax 416 814 3220

To: Ontario Securities Commission
British Columbia Securities Commission
Toronto Stock Exchange

We have read the statements made by Automodular Corporation in the attached copy of Change of Auditor Notice dated June 19, 2006, which we understand will be filed pursuant to Section 4.11 of the National Instrument (NI) 51-102.

We agree with the statements in the Change of Auditor Notice dated June 19, 2006 except that we have no basis to agree or disagree with the following statements:

“To the date hereof, there have been no reportable events involving Smith Nixon & Co. LLP. A reportable event means a disagreement, a consultation or an unresolved issue, all as defined in NI 51-102.”

Yours very truly,



PricewaterhouseCoopers LLP
Toronto, June 29, 2006

