

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

*IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED*

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF UNIQUE
BROADBAND SYSTEMS, INC.

**Notice of Motion
Re: Requisition of Shareholder Meeting**

2064818 Ontario Inc. ("206 Ontario") and 6138241 Canada Inc. ("613 Canada"),
significant shareholders of Unique Broadband Systems Inc. ("UBS"), (the "Moving Parties")
will make a motion to a Judge of the Commercial List at 330 University Ave., Toronto, on a date
to be established at a 9:00 a.m. case conference with Justice Wilton-Siegel on Wednesday April
25, 2012, at 361 University Avenue, Toronto.

PROPOSED METHOD OF HEARING: Orally

THE MOTION IS FOR:

1. an Order that UBS hold a special meeting of shareholders on July 11, 2012, being the meeting date set by UBS in its press release of March 28, 2012 in response to the requisition of 2064818 Ontario Inc. and 6138241 Canada Inc. dated March 8, 2012;
2. An order for the costs of this motion plus any applicable taxes there on; and
3. Such further and other relief as to this Honourable Court may seem just.

THE GROUNDS FOR THE MOTION ARE:

4. On January 18, 2012 Ontario announced its intention to make a take-over bid (the "Offer") for up to 10 million common shares of Unique Broadband Systems, Inc. ("UBS").
5. The Offer and accompanying circular were mailed to UBS's shareholders on February 1, 2012.
6. On March 8, 2012, 206 Ontario and 613 Canada sent a requisition for a special meeting of the shareholders of UBS (the "Requisition") and extended the expiry date of the Offer from March 9, 2012 to May 11, 2012.
7. On March 28, 2012, UBS replied to the Requisition by way of letter and press release. In the press release UBS set May 24, 2012 as the record date for an annual and special meeting of UBS's shareholders (the "Requisitioned Meeting"), and July 11, 2012 as the date for the Requisitioned Meeting. .
8. In its press release UBS has tied the holding of the Requisitioned Meeting to the resolution of the claims process in the CCAA. Among other things, including urging UBS's shareholders to reject the Offer, the March 28 UBS press release states that "UBS, its board of directors and its chairman, reserve the right, in their sole discretion, to either adjourn the Meeting or seek an order of the court to postpone the Meeting, including until such time as the claims process is completed."
9. The Fourth Extension and the initial phase of the claims determination process is set out in an order dated April 17, 2012. It is clear that the claims determination process is not going to be completed by July 11, 2012, and will likely not be completed until months later.

10. On April 18, 2012 counsel for the Moving Parties wrote to counsel for UBS to seek assurance that UBS would not be seeking an adjournment of the Requisitioned Meeting. By way of letter dated April 19, 2012 UBS advised that it would not give any such assurance.
11. UBS is attempting to frustrate the Offer and the holding of the Requisitioned Meeting by reserving the right in its sole discretion, to either adjourn the Requisitioned Meeting or seek an order of the court to postpone the Requisitioned Meeting including until such time as the claims resolution process is completed.
12. The foregoing will lead to the Requisitioned Meeting being adjourned indefinitely.
13. There is no reason that the Requisitioned Meeting should not proceed on July 11, 2012.
14. Rule 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended.
15. Sections 94, 105, 106 and 253 of the *Business Corporations Act* (Ontario), R.S.O. 1990, c. B 16, as amended.
16. Such further and other grounds as counsel may advise and this Honourable Court permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

17. The affidavit of Alex Dolgonos, sworn April 24, 2012 and the exhibits thereto; and

18. Such further and other documentary evidence as counsel may advise and this Honourable Court may permit.

Dated: April 24, 2012

ROY ELLIOTT O'CONNOR LLP

Barristers
200 Front Street West, 23rd Floor
P.O. Box # 45
Toronto, Ontario
M5V 3K2

Peter L. Roy (LSUC No. 16132O)
Sean M. Grayson (LSUC No. 46887H)

Tel: 416-362-1989
Fax: 416-362-6204

Lawyers for 2064818 Ontario Inc.

TO: Gowling Lafleur Henderson LLP
Suite 1600, 1 First Canadian Place
Toronto, ON M5X 1G5

E. Patrick Shea (LSUC No. 39655K)

Tel: (416) 369-7399
Fax: (416) 862-7661

Lawyers for UBS, Grant McCutcheon and Henry Eaton

AND TO: Bennett Jones LLP
3400 One First Canadian Place
Toronto, ON M5X 1A4

Derek J. Bell
Raj S. Sahni

Tel: (416) 777-4804
Fax: (416) 863-1716

Co-Lawyers for Gerald T. McGoey and Jolian Investments Ltd.

AND TO: Groia & Company Professional Corporation
Wildeboer Dellece Place
365 Bay Street, 11th Floor
Toronto, Ontario M5H 2V1

Joseph Groia
Gavin Smyth

Tel: (416) 203 -2115
 Fax: (905) 203- 9231

Co-Lawyers for Gerald T. McGoey and Jolian Investments Ltd.

AND TO: Fasken Martineau DuMoulin LLP

333 Bay Street, Suite 2400
 Bay Adelaide Centre, Box 20
 Toronto, ON M5H 2T6

David A. Hausman

Tel: (416) 868-3486
 Fax: (416) 364-7813

Lawyers for Peter Minaki

AND TO: Duff & Phelps

80 Richmond Street West
 Suite 2000
 Toronto, ON M5H 2A4

Robert Kofman

Tel: (416) 932-6228
 Fax: (416) 932-6200

AND TO: Lax O'Sullivan Scott Lisus LLP

145 King Street West
 Suite 1920
 Toronto, ON M5H 1J8

Matthew Gottlieb (LSUC No. 32668B)

Tel: (416) 644-5353
 Fax: (416) 598-3730

Lawyers for the Monitor Duff & Phelps Inc.

AND TO: Goodmans LLP

Bay Adelaide Centre
 333 Bay Street, Suite 3400
 Toronto, ON M5H 2S7

David Conklin
Brendan O'Neill

Jason Wadden

Tel: (416) 979-2211

Fax: (416) 979-1234

Lawyers for LOOK Communications Inc.
AND TO: WARDLE DALEY BERNSTEIN LLP
2104-401 Bay Street
P.O. Box 21, Toronto, ON M5H 2Y4

Peter C. Wardle

Tel : (416) 351-2771

Fax: (416) 351-9196

Lawyers for the Directors

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.1985, c. c-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF UNIQUE BROADBAND SYSTEMS, INC.

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceeding commenced at Toronto

Notice of Motion
Re: Requisition of Shareholder Meeting

ROY ELLIOTT O'CONNOR LLP
Barristers
200 Front Street West
Suite 2300
Toronto, Ontario
M5V 3K2

Peter L. Roy (LSUC No. 16132O)
Sean M. Grayson (LSUC No. 46887H)

Tel: (416) 362-1989
Fax: (416)-362-6204

Lawyers for 2064818 Ontario Inc. and 6138241 Canada ,
Inc.