Urbana Corporation
Management Information Circular

May 28, 2010

Solicitation of Proxies

This Management Information Circular (the "Circular") is furnished in connection with the solicitation by management ("Management") of Urbana Corporation ("Urbana") of proxies to be used at the annual meeting of shareholders (the "Meeting") of Urbana to be held on June 29, 2010 at 11:00 a.m. (Toronto time) at the Conservatory on Sixteen, 150 King Street West, 16th Floor, Toronto, Ontario M5H 1J9 and at any adjournment or adjournments thereof. It is expected that the solicitation will be primarily by mail. Management does not contemplate that proxies will be solicited otherwise than by mail; however, the solicitation of proxies may also be made or effected by telephone facsimile and/or in person. The costs of the solicitation will be borne by Urbana.

Who can vote?

Holders of common shares of Urbana (the "Common Shares") as at the close of business on May 18, 2010 are entitled to vote. Each Common Share entitles the holder thereof to one vote. As of May 18, 2010, Urbana had 10,000,000 Common Shares issued and outstanding. Holders of non-voting Class A shares of Urbana (the "Non-Voting Class A Shares") may attend the Meeting but are not entitled to vote at meetings of shareholders of Urbana except as provided by law and will not be entitled to vote on any matter at the Meeting.

Exercise of Discretion by Proxies

The Common Shares represented by any proxy received by Management will be voted for, withheld from voting or voted against, as appropriate, by the persons named in the enclosed form of proxy in accordance with the direction of the shareholders appointing them. **In the absence of any direction to the contrary, it is intended that the shares represented by proxies received by Management will be voted on any ballot: (a) "For" the election of the directors referred to in this Circular; and (b) "For" the appointment of Deloitte & Touche LLP as the auditor of Urbana with remuneration to be fixed by the directors of Urbana as described in this Circular.** The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to matters not specifically mentioned in the Notice of Meeting, but which may properly come before the Meeting or any adjournments thereof and with respect to amendments to or variations of matters identified in the notice of Meeting. As at the date hereof, Management knows of no such amendment, variation or other matters to come before the Meeting other than the matters referred to in the notice of Meeting and routine matters incidental to the conduct of the Meeting. If any further or other business is properly brought before the Meeting, it is intended that the person appointed as proxy will vote on such other business in such manner as such person then considers to be proper.

Appointment of Proxyholder

The persons specified in the enclosed form of proxy are directors and/or senior officers of Urbana. **Each holder of Common Shares has the right to appoint a person (who need not be a shareholder of Urbana) other than the person(s) designated by Management in the enclosed form of proxy to attend and act on the shareholder's behalf at the Meeting or at any adjournment thereof.** Such right may be exercised by striking out the names of the specified persons and inserting the name of the shareholder's nominee in the space provided, or by completing another appropriate form of proxy.

In the case of registered holders of Common Shares, the completed, dated and signed form of proxy should be sent in the enclosed envelope or otherwise to the Secretary of Urbana c/o CIBC Mellon Trust Company, P.O. Box 721, Agincourt, Ontario M1S 0A1, in person at CIBC Mellon Trust Company, 320 Bay Street, Ground Floor, Toronto, Ontario M5H 4A6 or by fax at 416-368-2502. In the case of non-registered holders of Common Shares who receive these materials through their broker or other intermediary, the shareholder should contact its broker or other intermediary and proceed in accordance with the instructions provided by such broker or other intermediary. To be effective, a proxy must be received by CIBC Mellon Trust Company no later than June 25, 2010 at 5:00 p.m. (Toronto time), or in the case of any adjournment of the Meeting, not less than 48 hours, Saturdays and Sundays excepted, prior to the time of the adjournment.

Revocation of Proxy

A shareholder who has given a proxy may revoke it by depositing an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing, or by transmitting, by telephonic or electronic means, a revocation signed by electronic signature by the shareholder or the shareholder's attorney authorized in writing, to or at the registered office of Urbana at any time up to and including the last 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 the Meeting on the day of the Meeting or any adjournment thereof, or by any other manner permitted by law.

Voting Shares and Principal Holders of Voting Shares

As at May 18, 2010, Urbana has authorized capital consisting of an unlimited number of Common Shares, an unlimited number of Non-Voting Class A Shares and an unlimited number of preferred shares. As at the date hereof, Urbana has outstanding 10,000,000 Common Shares, 77,526,320 Non-Voting Class A Shares, 5,345,750 warrants to purchase Non-Voting Class A Shares at a price of $2.50 at any time prior to 5:00 p.m. (Toronto time) on November 10, 2011 (the "Series B Warrants") and no preferred shares. Holders of Common Shares are entitled to one vote in respect of each Common Share held. Urbana has fixed May 18, 2010, as the record date for shareholders entitled to receive notice of the Meeting.

To the knowledge of the directors and officers of Urbana, as at May 18, 2010, three shareholders of Urbana beneficially own or exercise control or direction over more than 10% of the Common Shares: Thomas S. Caldwell beneficially owns or directly or indirectly exercises control or direction over 4,467,922 Common Shares (representing approximately 44.68% of the outstanding Common Shares) including 1,598,995 Common Shares over which he has been granted a power of attorney to vote pursuant to a voting trust agreement (see "INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS" below). Theodore J.P. Caldwell beneficially owns 1,005,114 Common Shares, representing approximately 10.05% of the outstanding Common Shares. These shares owned by Theodore J.P. Caldwell are subject to the voting trust agreement and are part of the shares controlled or directed by Thomas S. Caldwell mentioned above. Brendan T. N. Caldwell beneficially owns or directly or indirectly exercises control or direction over 1,016,779 Common Shares (representing approximately 10.17% of the outstanding Common Shares)

Restricted Shares

Holders of Non-Voting Class A Shares are not entitled to vote at meetings of shareholders of Urbana except as provided by law and will not be entitled to vote on any matter at the Meeting. In certain circumstances, if a take-over bid is made for the Common Shares, a holder of Non-Voting Class A Shares may, at his or her option, and for the purpose of tendering to such take-over bid, convert any or all the

Non-Voting Class A Shares then held by such holder into Common Shares on the basis of one Common Share for each Non-Voting Class A Share so converted during a specified period of time.

MATTERS TO BE ACTED UPON AT THE MEETING

1. Election of Directors

The persons named in the enclosed form of proxy intend to vote for the election of the nominees whose names are set forth below unless a shareholder specifies in his, her or its proxy that the shares represented thereby are to be withheld from voting in the election of directors. Except for Mr. H. Clifford Hatch, all of the nominees are now members of the Board of Directors and have been since the years indicated below. Management does not contemplate that any of the proposed nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each director will hold office until the next annual meeting of shareholders or until a successor is duly elected or appointed.

The following table sets forth the name of each nominee, his or her principal occupation and the office of Urbana currently held by him or her, the year each became a director, the number of Common Shares, Non-Voting Class A Shares and Series B Warrants beneficially owned directly or indirectly or over which control or direction is exercised by each of them as of the date hereof and the percentage of Common Shares, Non-Voting Class A Shares and Series B Warrants this represents.

Name and Position with Urbana	**Principal Occupation**	**Year Became Director**	**Number and % of Securities Beneficially Owned, Controlled or Directed**		
			Common Shares	**Non-Voting Class A Shares**	**Series B Warrants**
Thomas S. Caldwell, C.M. (Ontario, Canada) *Director and President*	Chairman Caldwell Securities Ltd. Investment Manager and Broker	1980	4,467,922 (44.68%)	450,000 (0.58%)	Nil
Bethann Colle[(1),(2)] (Ontario, Canada) *Director*	Consultant, Marketing and Strategic Planning	2006	Nil	39,185 (0.05%)	Nil
Michael B.C. Gundy[(1),(2)] (Ontario, Canada) *Director*	President Gundy Inc. Investment Banking	1984	141,000 (1.41%)	Nil	Nil
John R. Campbell, Q.C.[(1),(2)] (Ontario, Canada) *Director and Vice-President*	Lawyer	1988	28,000 (0.28%)	Nil	Nil

Name and Position with Urbana	Principal Occupation	Year Became Director	Number and % of Securities Beneficially Owned, Controlled or Directed		
			Common Shares	Non-Voting Class A Shares	Series B Warrants
H. Clifford Hatch, Jr.[3] (Ontario, Canada)	President Cliffco Investments Limited Investment Banking	Proposed to be nominated as director	50,000 (0.50%)	35,999 (0.05%)	Nil
George M. Mencke (Ontario, Canada)[1], [2] *Director*	Retired as of 2001, in the five years prior, Executive Vice-President and Chief Financial Officer of McDonald's Restaurants of Canada Limited	2007	Nil	30,999 (0.04%)	Nil

(1) Member of the Audit Committee.

(2) Member of the Governance, Compensation and Nomination Committee.

(3) Mr. Hatch is currently a director of Transat A.T. Inc. and Consolidated HCI Holdings Corporations, both of which are listed on the Toronto Stock Exchange. He was, until March 7, 2003, a director of Geneka Biotechnologie Inc. which made an assignment in bankruptcy on June 1, 2003 and was a director of Fleming Packaging Corporation which became bankrupt in May 2003, being within one year after Mr. Hatch resigned as a director of such company.

The information as to shares beneficially owned, controlled or directed, not being within the knowledge of Urbana, has been furnished by the nominees.

2. Appointment of Auditor

Management proposes that Deloitte & Touche, LLP be reappointed as auditors of Urbana to hold office until the close of the next annual meeting of shareholders and that the directors be authorized to fix the remuneration of the auditors. In the absence of a contrary instruction, the persons specified in the enclosed proxy form intend to vote FOR the appointment of Deloitte & Touche, LLP as the auditor of Urbana, to hold office until the next annual meeting of shareholders or until their successors are appointed and the fixing of the auditor's remuneration by the board of directors of Urbana. Deloitte & Touche, LLP was first appointed Urbana's auditor on June 26, 2008.

STATEMENT OF EXECUTIVE COMPENSATION

During the year ended December 31, 2009, neither the Chief Executive Officer or the Chief Financial Officer received compensation from the company and no executive officer received compensation in excess of $150,000 from Urbana.

The following table shows the compensation made to the directors for their services to Urbana in the financial year ended December 31, 2009:

Name	Fees earned ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Thomas S. Caldwell[(1)]	nil	N/A	N/A	N/A	N/A	nil	nil
Bethann Colle	5,000	N/A	N/A	N/A	N/A	nil	5,000
Michael B.C. Gundy	5,000	N/A	N/A	N/A	N/A	nil	5,000
John R. Campbell	5,000	N/A	N/A	N/A	N/A	14,028[(2)]	19,028
George M. Mencke	5,000	N/A	N/A	N/A	N/A	nil	5,000

(1) Mr. Caldwell was not compensated for his services as an officer or director of Urbana.
(2) In addition to the $5,000 director's fee, Mr. Campbell earned and was paid $14,028 for his service as the Vice-President of the company.

Currently each director, other than Mr. Caldwell, is paid $10,000 per year for his/her service as a director of the company. The directors receive no other compensation for their services as directors. Mr. Caldwell does not receive any compensation for his capacity as a director of the company.

INVESTMENT MANAGER AND INVESTMENT MANAGEMENT AGREEMENT

Urbana has retained Caldwell Investment Management Ltd. (the "Investment Manager") to manage its investment portfolio in a manner consistent with investment objectives, strategy and criteria determined, from time to time, by Urbana's board of directors pursuant to an investment management agreement made between Urbana and the Investment Manager dated May 1, 2006 (the "IM Agreement"). The Investment Manager has been instructed to pursue an aggressive growth strategy for Urbana's portfolio, which entails a focus on maximizing total-return potential, a tolerance of high levels of risk and price volatility and a minimal focus on current income and liquidity.

The Investment Manager was incorporated under the laws of the Province of Ontario on August 23, 1990, and its head office is located at 150 King Street West, Suite 1702, P.O. Box 46, Toronto, Ontario, M5H 1J9. The Investment Manager is a wholly-owned subsidiary of Caldwell Financial Ltd., a company controlled by Thomas S. Caldwell, a principal holder of Urbana's Common Shares (see "Voting Shares and Principal Holders of Voting Shares" above). The Investment Manager and its affiliates provide full service investment management and advisory services to financial institutions, public and private pension funds, endowment funds, foundations and private family accounts. The Investment Manager is also the manager of the Caldwell Mutual Funds, a group of open-end unit trusts providing investors with exposure to actively managed diversified portfolios of securities. The Investment Manager is also the manager of Caldwell Growth Opportunities Trust, Caldwell High Income Trust, Caldwell Institutional Equity Pool and Caldwell Institutional Bond Pool, each being an open-end unit trust fund offered to accredited investors and Caldwell ICM New York LP, an Ontario limited partnership offered to accredited investors and established for the special purpose of acquiring memberships in the New York Stock Exchange prior to its conversion to the NYSE Group, Inc.

Pursuant to the IM Agreement, the Investment Manager has complete discretion to invest and reinvest Urbana's assets, and may retain the Investment Manager's affiliate, Caldwell Securities Ltd., to provide

custody, brokerage and trade execution services on behalf of Urbana. The Investment Manager is required to exercise its powers and discharge its duties honestly, in good faith, and in the best interests of Urbana and to exercise the care, diligence and skill of a reasonable prudent person in comparable circumstances.

The IM Agreement provides that the Investment Manager is entitled to an investment advisory fee equal to 1.5% per annum of the market value of the equity securities in Urbana's investment portfolio and 0.5% of the market value of the fixed income securities in Urbana's investment portfolio. The investment advisory fees are accrued and paid quarterly in arrears.

In 2009, $2,231,834 was paid to the Investment Manager as investment management fees.

The IM Agreement may be terminated by either party on 30 days' prior written notice.

Profiles of the Investment Manager's team members are as follows:

Thomas S. Caldwell, C.M., B.Comm. Hons-Economics, FCSI, Portfolio Manager
Thomas S. Caldwell is Chairman of Caldwell Financial Ltd. and its subsidiary companies Caldwell Asset Management Inc., Caldwell Securities Ltd. (which he founded in 1980) and the Investment Manager. Mr. Caldwell is a Member of the Board of Associates of the Whitehead Institute for Biomedical Research (MIT) Boston. He is a former Governor of the Toronto Stock Exchange ("TSX"), a Fellow of the Canadian Securities Institute and a past Director of the Investment Dealers Association of Canada (predecessor of the Investment Industry Regulatory Organization of Canada).

Mr. Caldwell graduated with an Honours Degree in Economics from McGill University in 1965. His career in the investment industry commenced a year prior, at Royal Securities Corporation. Upon graduation, he rejoined that company and remained after its purchase by Merrill Lynch and managed all institutional equity trading in Canada. In 1975, Mr. Caldwell joined a predecessor firm of BMO Nesbitt Burns Inc. as a Senior Investment Advisor.

Mr. Caldwell, as the lead investment manager for Urbana, supervises the overall investment activities conducted by CIM on Urbana's behalf. He serves as Urbana's President.

Brendan T.N. Caldwell, B.Sc., M.A., FCSI, CFA, Portfolio Manager
Brendan T.N. Caldwell is President and CEO of the Investment Manager and Executive Vice-President of Caldwell Financial Ltd.

Mr. Caldwell earned his B.Sc. from Trinity College at the University of Toronto and his M.A. from the University of London, England. He has held the designation of Chartered Financial Analyst since 1995. Mr. Caldwell is a member of the Toronto Society of Financial Analysts, the CFA Institute and is a Fellow of the Canadian Securities Institute.

Mr. Caldwell worked for a major mutual fund company and a bank-controlled investment firm prior to joining Caldwell in 1995. He has been a member of the TSX, the NYSE, the ASE and the CBOE.

Robert M. Callander, B.Sc., M.B.A., CFA, Portfolio Manager
Mr. Callander is an investment industry executive with over thirty years experience, including senior positions in investment research and corporate finance. He provides financial advisory services to both institutional and private clients. Mr. Callander has held the designation of Chartered Financial Analyst since 1981.

J. Dennis Freeman, Portfolio Manager
Mr. Freeman's investment experience has been primarily focused on the fixed income sector, including managing major bond funds. His broad experience and market strategy views are highly regarded in the investment industry.

Charles Hughson, Strategic Advisor
Mr. Hughson is an investment industry professional with over three decades of experience. Graduating from the University of Aberdeen, Scotland with an M.A. (Hons.) degree in economics, he began his career as an investment

analyst in the City of London, England. Mr. Hughson immigrated to Canada in 1975 and joined the Alberta Treasury department. Later on, he joined a leading Canadian life insurance company.

John R. Kinsey
Mr. Kinsey contributes over forty years of investment experience, which includes portfolio management, research and trading. He also coordinates the equity research functions of the Investment Manager which include monitoring the overall universe of securities followed by the Investment Manager.

Armel Kitieu, Analyst, CFA, Associate Portfolio Manager
Mr. Kitieu graduated from Concordia University with a Bachelor of Commerce in Finance and Economics. He also holds an Economics degree from the Université de Montréal. He joined the Investment Manager team in 2006 and is responsible for the analysis, research and valuation of exchanges worldwide.

Jennifer Radman, Analyst, CFA, Associate Portfolio Manager
Ms. Radman joined the firm in June 2004 as a research associate. She graduated with honours with a business degree from the University of South Carolina. Ms. Radman is responsible for the Investment Manager's proprietary computer model portfolios. Ms. Radman has held the designation of Chartered Financial Analyst since 2006.

Thomas Ratnik, B.Sc., P.Eng.
Mr. Ratnik's responsibilities include market strategy, timing and technical analysis. With forty years experience as a technical analyst, Mr. Ratnik has developed a series of criteria which assist in establishing entry and exit points for equity portfolio positions. Mr. Ratnik is a professional engineer.

Independent Review Committee

The Investment Manager has established an independent review committee ("IRC") in accordance with National Instrument 81-107 Independent Review Committee for Investment Funds ("NI 81-107"). The role of the IRC is to consider and provide recommendations to the Investment Manager on conflicts of interest to which the Investment Manager is subject when providing investment management services to Urbana. The IRC reports annually to the securities holders of Urbana as required by NI 81-107. Current members of the IRC are Robert Guilday, H. Clifford Hatch Jr. and Sharon Kent.

Mr. Guilday is a consultant in the financial services industry. He previously held several positions at ScotiaMcLeod and has over thirty years of experience in the financial services industry. Mr. Guilday holds a Bachelor of Science from Mount St. Mary's University and a Masters of Arts from Niagara University.

Mr. Hatch is the President and Chief Executive Officer of Cliffco Investment Ltd., a private venture capital investment and holding company. He is also a director of Transat A.T. Inc., Consolidated HCI Limited, Brookdale Treeland Nurseries Limited and Carizuelo S.A. Mr. Hatch holds a Bachelor of Arts (Honours) in Economics and Political Science from McGill University and a Master of Business Administration from Harvard University.

Ms. Kent is the Chief Executive Officer of Member Savings Credit Union Limited and President and Chief Executive Officer of Members Mutual Management Corp (a mutual fund dealer wholly owned by the credit union). She holds a Bachelor of Economics degree from McMaster University. Ms. Kent serves on a number of committees within the Ontario Credit Union system and has served on the board of the Credit Union Managers' (Ontario) Association for the past eleven years.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the 2009 financial year of Urbana, no director, nominee for director, executive officer or employee or former director, executive officer or employee of Urbana or any associate or

affiliate of any such director, executive officer, nominee for director or former director has been indebted to Urbana.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

On March 10, 2009, Caldwell Financial Ltd. ("CFL") sold its entire holding in Urbana, 4,000,000 Common Shares, in a private transaction to the shareholders of CFL in proportion to such purchasers' shareholdings in CFL. As a result of this transaction the purchasers hold the Common Shares directly rather than indirectly through CFL, and Thomas S. Caldwell and Theodore J.P. Caldwell each owns more than 10% of the outstanding Common Shares. Certain purchasers, including Theodore J.P. Caldwell, granted to Thomas S. Caldwell a right of first offer to acquire the Common Shares held by them if such shareholders decide to sell their Common Shares, and entered into a voting trust agreement with Thomas S. Caldwell granting him a power of attorney to vote their Common Shares.

Pursuant to the IM Agreement, the Investment Manager is entitled to an investment management fee equal to 1.5% per annum of the market value of the equity securities in Urbana's portfolio and 0.5% of the market value of the fixed income securities in Urbana's portfolio of marketable securities.

ADDITIONAL INFORMATION

Urbana shall provide to any person or company, upon request to the Chief Financial Officer of Urbana, one copy of (i) Urbana's current Annual Information Form, together with any document, or the pertinent pages of any document, incorporated therein by reference, (ii) the most recently filed comparative annual financial statements of Urbana together with the report of the auditors thereon and any interim financial statements of Urbana that have been filed for any period after the end of its most recently completed financial year, as well as the related Management Report of Fund Performance (which provides financial information) and (iii) the Management Information Circular of Urbana in respect of the most recent annual meeting of its shareholders. Urbana may require the payment of a reasonable charge when the request is made by someone who is not a shareholder of Urbana, unless securities of Urbana are in the course of a distribution under a short form prospectus, in which case such documents will be provided free of charge. Financial information is available in Urbana's financial statements and Management Report of Fund Performance for the year ended December 31, 2009. Additional information regarding Urbana is also available on SEDAR at www.sedar.com.

APPROVAL BY THE BOARD OF DIRECTORS

The Board of Directors of Urbana has approved the contents and sending of this Management Information Circular.

May 28, 2010

Thomas S. Caldwell
President