

**NOTICE OF MEETINGS OF CERTAIN CREDITORS  
OF BUDGET WASTE INC.  
PURSUANT TO THE COMPANIES' CREDITORS ARRANGEMENT ACT (CANADA)**

NOTICE IS HEREBY GIVEN that a meeting (the "**Creditors' Meeting**") of certain creditors (the "**Creditors**") of Budget Waste Inc. (the "**Corporation**"), described in the plan of arrangement and compromise (as restated, supplemented or amended from time to time in accordance with the provisions thereof) of the Corporation dated December 22, 2009 (the "**Plan**") will be held for the following purposes:

1. to consider and, if deemed advisable, to pass resolutions to approve the Plan proposed by the Corporation pursuant to the *Companies' Creditors Arrangement Act* (Canada) ("**CCAA**"); and
2. to transact such other business as may properly come before the Creditors' Meeting and any adjournment(s) thereof.

All documents referred to in this Notice are available on the internet at [www.insolvency.net](http://www.insolvency.net) (the "**Website**"). All other materials filed by the Corporation in the proceedings commenced by the Corporation under the CCAA in the Court of Queen's Bench (the "**Court**") Court File No. 0901-03296 are posted on the Website. If you require a hard copy of the documents referred to in this Notice, or other filed materials you may request a copy by contacting Hardie and Kelly Inc., the Monitor, at 206, 5800 2<sup>nd</sup> Street S.W., Calgary, Alberta T2H 0H2, Fax: (403) 640-0591, Email : [gbobroff@insolvency.net](mailto:gbobroff@insolvency.net).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan filed by the Corporation, a copy of which is attached to this Notice.

For purposes of the Creditors' Meeting, the Plan provides for voting by Unsecured Creditors, who are eligible to vote in accordance with the Plan. The Creditors' Meeting for Unsecured Creditors for the purposes described above shall be held at the **Blackfoot Inn, 5940 Blackfoot Trail SE, Calgary, Alberta** on **January 29, 2010** at 10:00 a.m.

The Plan is being considered pursuant to an Order of the Alberta Court of Queen's Bench dated December 23rd, 2009 (the "**Meetings Order**"). In order to become effective, the Plan must be approved by the Required Majority of Creditors and sanctioned by a final Order of the Court.

Creditors, who are eligible to vote in accordance with the Plan, who are not attending in person at the Creditors' Meeting are requested to date, sign and return the enclosed form of proxy in the return envelope, unless such Creditor has otherwise already provided a proxy in any other form or written agreement acceptable to the Chair. In order to be acted upon, the enclosed form of proxy must be delivered or faxed to the Monitor, Hardie and Kelly Inc., 206, 5800 2<sup>nd</sup> Street S.W., Calgary, Alberta T2H 0H2, Attention: Gary Bobroff (Fax: (403) 640-0591 or Email: [gbobroff@insolvency.net](mailto:gbobroff@insolvency.net)), at any time prior to 5:00 p.m. (Calgary time) at least one (1) Business Day immediately preceding the date set for the Creditors' Meeting or any adjournments thereof, or by registering such form of proxy with the Chair prior to the commencement of the Creditors' Meeting or any adjournments thereof.

A Creditor, who is eligible to vote in accordance with the Plan, which is a corporation may only attend and vote at the Creditors' Meeting if it has appointed a proxy in compliance with the terms set out in the form of proxy accompanying this Notice and the terms of the Meetings Order or if it has provided a proxy to the Monitor in any other form or written agreement acceptable to the Chair. The enclosed proxy must be executed by a duly authorized officer or attorney of the corporation and, if the corporation has a corporate seal, its corporate seal should be affixed or otherwise such Eligible Voting Creditor must provide a letter on its letterhead or other evidence of authority confirming the proxyholder's authority to attend the Creditors' Meeting. A proxy executed in the enclosed form given by a Creditor for use at a Creditors' Meeting may be revoked at any time prior to its use.

The enclosed form of proxy gives discretionary authority to proxyholders to consider any amendments to the Plan proposed at or prior to the Meeting for a Class of Claims.

**DATED** at Calgary, Alberta this 8th day of January, 2010.