



Armttec Infrastructure Income Fund
370 Speedvale Avenue West, Suite #3
Guelph, Ontario
N1H 7M7

NOTICE OF ANNUAL AND SPECIAL MEETING OF UNITHOLDERS
to be held on June 14, 2006

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “Meeting”) of the holders of units of Armttec Infrastructure Income Fund (the “Fund”) will be held at 10:00 a.m. (Toronto time) on June 14, 2006 at the Toronto Stock Exchange, Broadcast and Conference Centre, The Exchange Tower, 130 King Street West, Toronto, Ontario, for the following purposes:

1. To receive the consolidated financial statements of the Fund for the year ended December 31, 2005 together with the report of the auditors on those statements;
2. To reappoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Fund for the ensuing year and to authorize the trustees of the Fund to fix the remuneration of the auditors;
3. To appoint the trustees of the Fund for the ensuing year;
4. To consider and, if deemed advisable, to approve, with or without variation, the resolution in the form attached as Schedule “C” to the accompanying Information Circular approving the establishment of a Trustees’ Phantom Unit Plan of the Fund; and
5. To transact such other business as may properly come before the Meeting and any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the accompanying Information Circular.

DATED at the City of Guelph, in the Province of Ontario, this 3rd day of May 2006.

By Order of the Trustees

/s/ Robert J. Wright
Robert J. Wright
Chairman of the Trustees