



**NOTICE DECLARING INTENTION TO BE QUALIFIED UNDER REGULATION 44-101
RESPECTING SHORT FORM PROSPECTUS DISTRIBUTIONS (« REGULATION 44-101 »)**

June 28, 2006

TO THE ONTARIO SECURITIES COMMISSION

Zarlink Semiconductor Inc. (the "Issuer") intends to be qualified to file a short form prospectus under Regulation 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

ZARLINK SEMICONDUCTOR INC.

A handwritten signature in black ink, appearing to read 'D. McIntyre', written over a horizontal line.

Donald G. McIntyre
Senior Vice President Human Resources,
General Counsel & Secretary