

NOTICE OF GUARANTEED DELIVERY
for
Deposit of Class A Shares
of
Unicorp Inc.

As set forth in Section 3 of the Offer to Purchase (as defined below), this form or one substantially equivalent hereto must be used to deposit Class A Shares ("Shares") of Unicorp Inc. ("Unicorp") pursuant to the Offer (as defined below) if certificates for Shares are not immediately available or time will not permit all documents required by the Letter of Transmittal to reach the Depositary by the Expiration Date (as defined in the Offer to Purchase). Such form may be delivered by hand or transmitted by facsimile transmission or letter to the Depositary at the offices set forth below. See Section 3 of the Offer of Purchase.

Offices of the Depositary, CIBC Mellon Trust Company

By Mail

P.O. Box 1036
Adelaide Street Postal Station
Toronto, Ontario
M5C 2K4
Telephone: (416) 643-5500
Toll Free: 1-800-387-0825

By Hand and By Courier

199 Bay Street
Commerce Court West
Securities Level
Toronto, Ontario
M5L 1G9

By Facsimile Transmission

(416) 643-3148

Delivery of this instrument to an address or transmission of instructions via a facsimile number other than as set forth above does not constitute a valid delivery.

This Notice of Guaranteed Delivery is not to be used to guarantee signatures. If a signature on the Letter of Transmittal is required to be guaranteed by an Eligible Institution such signature must appear on the applicable space on the Letter of Transmittal.

The undersigned hereby deposits to Unicorp in the manner and at the price per Share indicated below, net to the shareholder in cash (subject to applicable withholding taxes), upon the terms and subject to the conditions set forth in the Offer to Purchase dated April 19, 2001 (the "Offer to Purchase") and the related Letter of Transmittal (which together constitute the "Offer"), receipt of which is hereby acknowledged, the number of Shares indicated below pursuant to the guaranteed delivery procedure set forth in Section 3 of the Offer to Purchase.

Number of Shares:

Certificate Nos. (if available)

Signature(s):

Sign Here

Dated: _____,
2001

Name(s) of Registered Holder(s):

(Please type or print)

Address:

Postal Code or Zip Code

Area Code and Daytime Telephone No.:

BOX A TYPE OF TENDER	
Check only one box. Shares are being deposited hereby pursuant to:	
☐ An Auction Tender (Please complete Box B)	☐ A Purchase Price Tender (Please complete Box C)

BOX B
AUCTION TENDER
PRICE (IN CANADIAN DOLLARS) PER SHARE
AT WHICH SHARES ARE BEING DEPOSITED.

This box **MUST** be completed if Shares are being deposited pursuant to an Auction Tender.

Check Only One Box. If more than one box is checked, there is no proper deposit of Shares.

☐ \$10.00	☐ \$10.55	☐ \$11.05
☐ \$10.05	☐ \$10.60	☐ \$11.10
☐ \$10.10	☐ \$10.65	☐ \$11.15
☐ \$10.15	☐ \$10.70	☐ \$11.20
☐ \$10.20	☐ \$10.75	☐ \$11.25
☐ \$10.25	☐ \$10.80	☐ \$11.30
☐ \$10.30	☐ \$10.85	☐ \$11.35
☐ \$10.35	☐ \$10.90	☐ \$11.40
☐ \$10.40	☐ \$10.95	☐ \$11.45
☐ \$10.45	☐ \$11.00	☐ \$11.50
☐ \$10.50		

BOX C
PURCHASE PRICE TENDER

This box **MUST** be completed if Shares are being deposited pursuant to a Purchase Price Tender.

The undersigned either (check one):

☐ is depositing _____ Shares beneficially owned by the undersigned, or

☐ is a broker, dealer, bank, trust company or other nominee that is depositing, for the beneficial owners thereof, Shares with respect to which it is the record owner.

Name: _____ Signature: _____ Date: _____

IMPORTANT: This Notice of Guaranteed Delivery or a manually signed photocopy of it (together with all other required documents) must be received by the Depositary on or before the Expiration Date.

DO NOT SEND SHARE CERTIFICATES WITH THIS FORM

The Institution which completes this form must communicate the guarantee to the Depositary and must deliver the Letter of Transmittal and certificates for Shares to the Depositary within the time period shown herein. Failure to do so could result in a financial loss to such institution.

GUARANTEE
(Not to be used for signature guarantee)

The undersigned, a Canadian Schedule I chartered bank, a major trust company in Canada, a member of the Securities Transfer Association Medallion Program (STAMP), a member of the Stock Exchange Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP) guarantees to deliver to the Depositary at its Toronto office at the address set forth above on or before 4:30 p.m. the certificate(s) representing the Shares deposited hereby, in proper form for transfer, with delivery of a properly completed and duly executed Letter of Transmittal (or manually-signed facsimile thereof) and any other required documents, all within three Trading Days after the Expiration Date. As used herein "Trading Day" means a day on which trading occurs on The Toronto Stock Exchange.

Name of Firm _____ Address of Firm: _____ _____ _____ Postal or Zip Code _____ Area Code and Tel. No. _____	Authorized Signature _____ Name _____ _____ (Please type or print) Title: _____ _____
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