This document is important and requires your immediate attention. If you are in doubt as to how to respond to the Amended Jaguar Offer, you should consult with your investment dealer, stockbroker, lawyer or other professional advisor.

ROYAL LASER CORP.

NOTICE OF CHANGE TO DIRECTORS' CIRCULAR

Relating to the amended offer by

Jaguar Financial Corporation

to purchase up to 31,620,495 common shares of

ROYAL LASER CORP.

for CDN $0.63 in cash

The Board of Directors of Royal Laser Corp. UNANIMOUSLY recommends that Shareholders

REJECT the Amended Jaguar Offer and

NOT TENDER their Common Shares to the Amended Jaguar Offer.

Information contained in this Notice of Change to Directors' Circular (this "**Notice of Change**") updates and supersedes certain information contained in the directors' circular ("**Directors' Circular**") dated September 16, 2008 issued by the board of directors (the "**Board of Directors**") of Royal Laser Corp. ("**Royal Laser**" or the "**Company**") relating to the offer (the "**Original Jaguar Offer**") by Jaguar Financial Corporation ("**Jaguar**") dated September 3, 2008 to purchase up to 31,620,495 common shares of Royal Laser (the "**Common Shares**") as amended and supplemented (the "**Amended Jaguar Offer**") by the Notice of Extension and Variation dated October 8, 2008 (the "**Notice of Extension and Variation**"). This Notice of Change should be read in conjunction with the Directors' Circular.

October 22, 2008

NOTICE TO UNITED STATES HOLDERS

The Amended Jaguar Offer referred to herein is made for securities of a Canadian issuer and while the issuer and the Amended Jaguar Offer are subject to Canadian disclosure requirements, securityholders should be aware that these requirements are different than those of the United States. The enforcement by United States securityholders of civil liabilities under the United States federal securities laws may be affected adversely by the fact that the issuer is established under the laws of, and its business offices are located in, a foreign country and that all of its directors and officers are residents of a foreign country.

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NOTICE OF CHANGE TO DIRECTORS' CIRCULAR

This Notice of Change relating to the Directors' Circular has been issued by the Board of Directors in connection with the Original Jaguar Offer as amended and supplemented by the Notice of Extension and Variation, and updates and supersedes certain information contained in the Directors' Circular. This Notice of Change should be read in conjunction with the Directors' Circular.

AMENDED JAGUAR OFFER

On October 8, 2008, Jaguar made the Amended Jaguar Offer, decreasing the consideration payable from CDN$0.80 in cash per Common Share to CDN$0.63 in cash per Common Share and extended the expiry time to November 7, 2008 at 5:00 p.m. (Toronto time).

The Amended Jaguar Offer is subject to the same conditions as the Original Jaguar Offer, including the highly unusual due diligence condition which gives Jaguar the ability to walk away from the Amended Jaguar Offer at its discretion.

RESPONSE TO THE AMENDED JAGUAR OFFER

The Original Jaguar Offer was made by take-over bid circular dated September 3, 2008. In the Directors' Circular dated September 11, 2008, the Board of Directors recommended that the shareholders of Royal Laser (the "**Shareholders**") reject the Original Jaguar Offer and not tender their Common Shares to the Original Jaguar Offer.

Following the Original Jaguar Offer, Royal Laser and its financial advisor, Genuity Capital Markets, have been considering strategic alternatives, including a spin-off of Royal Laser's non Venture Steel Inc. ("**VSI**") assets and have been conducting a targeted auction of the Royal Laser business.

The Special Committee met to consider its recommendation to the Board of Directors with respect to the Amended Jaguar Offer. After considerable discussion, and based on its own deliberations, the status of the various strategic alternatives being considered, the factors outlined under "Reasons for Rejection" in the Directors' Circular and below, the advice of its financial advisors and legal advisors and its review of the proposed terms of the Amended Jaguar Offer, the Special Committee unanimously recommended to the Board of Directors that the Board of Directors recommend to Shareholders that they reject the Amended Jaguar Offer and not tender their Common Shares to the Amended Jaguar Offer.

The Board of Directors reviewed the Amended Jaguar Offer, considered advice of the financial advisor, the recommendation of the Special Committee described above, and other factors described under "Reasons for Rejection" in the Directors' Circular and below and, after receiving financial and legal advice, unanimously resolved to recommend that Shareholders reject the Amended Jaguar Offer and not tender their Common Shares to the Amended Jaguar Offer.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors unanimously recommends that Shareholders REJECT the Amended Jaguar Offer and NOT TENDER their Common Shares to the Amended Jaguar Offer.

Shareholders who have already tendered their Common Shares to the Original or Amended Jaguar Offer and who now wish to withdraw their Common Shares are encouraged to contact their investment dealer, stockbroker, lawyer or other professional advisor.

REASONS FOR THE REJECTION

The Board of Directors has carefully reviewed the Amended Jaguar Offer and believes that the Amended Jaguar Offer is inadequate and opportunistic and fails to recognize the full value of Royal Laser. A full discussion of the reasons considered by the Board of Directors in recommending that Shareholders reject the Jaguar Offer are set out in the Directors Circular. The principal factors considered by the Board of Directors in concluding to recommend that Shareholders REJECT the Amended Jaguar Offer and NOT TENDER their Common Shares to the Amended Jaguar Offer include:

- ***The Amended Jaguar Offer is a coercive partial bid.*** The Amended Jaguar Offer is a "partial bid". A partial bid structure is inherently coercive because it requires Shareholders to make a decision as to whether, and to what extent, to accept an offer, reject such offer, sell into the market or maintain their position without knowing whether and to what extent other Shareholders will accept such offer and without the ability to know the price at which the Common Shares (which are not tendered or are returned to Shareholders as a result of proration) will trade after such offer. This bid is especially coercive because the bid proposes a subsequent transaction with Lakeside Steel Corp. ("Lakeside Steel") without providing any details of the relative valuations of the two companies nor of the proposed transaction. The Board of Directors believes that a Shareholder may feel compelled to deposit to the partial bid, even though the Shareholder considers the Amended Jaguar Offer inadequate, out of a concern that in failing to do so, the Shareholder may be deprived of his or her *pro rata* value and be offered even less value subsequent to any fundamental changes that only Jaguar can propose.

- ***Jaguar's proposals for Royal Laser are inconsistent with the actions of Jaguar.*** Jaguar's take over bid circular for the Original Jaguar Offer indicated that Jaguar proposes to integrate Royal Laser with Lakeside Steel. Jaguar noted its belief that an ensuing business combination between Royal Laser and Lakeside Steel may create significant benefits and opportunities that will enhance the performance and ability of both Royal Laser and Lakeside Steel to create value for shareholders. Despite this proposal by Jaguar, a notice of intention to sell 2,000,000 common shares of Lakeside Steel was filed by Jaguar with the securities commissions on October 15, 2008.

- ***The Jaguar Offer is highly conditional and not a firm offer.*** The Jaguar Offer is highly conditional and not a firm offer. The undefined and subjective nature of many of the conditions effectively gives Jaguar the option not to proceed with the Jaguar Offer. Jaguar has included a due diligence condition to the Jaguar Offer, which is highly unusual and which gives Jaguar the ability to walk away from the Jaguar Offer at its discretion. Royal Laser has provided Jaguar with a form of confidentiality agreement and has attempted to allow Jaguar to conduct due diligence and, within a specified period of time, either proceed with the offer without the due diligence condition or dispense with the making of the offer. Jaguar has not accepted Royal Laser's invitation to conduct due diligence to date on those terms. The conduct of Jaguar with respect to its due diligence condition indicates that Jaguar is not committed to taking the steps necessary to satisfy the condition.

- ***The Amended Jaguar Offer is inadequate from a financial point of view.*** The consideration offered by Jaguar has been reduced to $0.63 per Common Share. On September 16, 2008, Genuity Capital Markets provided an opinion (the "Opinion") to the special committee of the Board of Directors (the "Special Committee") and the Board of Directors to the effect that, as of that date and subject to the assumptions, limitations, and qualifications set out therein, the consideration offered to Shareholders pursuant to the Original Jaguar Offer is inadequate, from a financial point of view, to Shareholders other than Jaguar. The Amended Jaguar Offer is for a price per Common Share that is $0.17 lower than the price per Common Share of the Original Jaguar Offer. The Board of Directors believes the business of VSI continues to be strong. The Board of Directors, considering advice from its financial advisor, and the coercive and conditional nature of the bid, has determined that the Jaguar Offer remains inadequate, from a financial point of view, to Shareholders.

- ***Superior proposals delivering greater value for Shareholders may emerge.*** The Special Committee has been formed by the Board of Directors to consider alternative transactions, including a spin-off of the non-VSI assets. The Special Committee and its advisors have commenced discussions with a number of parties who have expressed an interest in considering alternative transactions involving Royal Laser and/or its subsidiaries that may offer greater value for Shareholders. The Special Committee and the Board of Directors have been pursuing all such initiatives with the objective of maximizing value to all Shareholders. Despite the difficult current market conditions, the Special Committee and the Board of Directors continue to pursue such value maximizing alternatives.

OTHER INFORMATION AND MATTERS

There is no information or matter not already disclosed in this Notice of Change but known to the Board of Directors which would reasonably be expected to affect the decision of Shareholders to accept or reject the Amended Jaguar Offer.

FORWARD-LOOKING INFORMATION

This Notice of Change contains "forward-looking statements" within the meaning of applicable Canadian securities legislation, including but not limited to, statements about the objectives of Royal Laser and strategies, financial results, expectations and outlook, whether for the Company's businesses or the Canadian economy. Generally, forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "planned", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, closing of transactions, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to risks related to the nature of the Company's customers, competition, loss of material relationships, the outcome of the Jaguar Offer or other strategic direction alternatives sought by the Company, as well as those factors discussed in the Company's documents filed on SEDAR (www.sedar.com).

All material assumptions used in making forward-looking statements are based on management's knowledge of current business conditions and expectations of future business conditions and trends, including management's knowledge of the current market within which the Company operates and other factors affecting the Company's products and the Canadian economy. Although the Company believes the assumptions used to make such statements are reasonable at this time and has attempted to identify in its continuous disclosure documents important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. Certain material factors or assumptions are applied by the Company in making forward-looking statements, including, without limitation, the price of steel and acceptance of the Company's products and services, dependence on key management personnel and the ability to execute upon the Company's strategic direction. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements that are contained herein, except in accordance with applicable securities laws. Further information on the Company is available at www.sedar.com.

NOTICE REGARDING FINANCIAL INFORMATION AND CURRENCY

All financial information included herein has been prepared in accordance with Canadian Generally Accepted Accounting Principles ("**GAAP**").

In this Notice of Change, references to "$" and "dollars" are to the lawful currency of Canada. **All dollar amounts herein are in Canadian dollars, unless otherwise stated.**

INFORMATION REGARDING JAGUAR

Certain information herein relating to Jaguar, the Original Jaguar Offer and the Amended Jaguar Offer has been derived from Jaguar's take-over bid circular regarding the Original Jaguar Offer, the Notice of Extension and Variation regarding the Amended Jaguar Offer and other public sources. While the Board of Directors has no reason to believe that such information is inaccurate or incomplete, the Board of Directors does not assume any responsibility for the accuracy or completeness of such information.

STATUTORY RIGHTS

Securities legislation of the provinces and territories of Canada provides security holders of Royal Laser with, in addition to any other rights they may have at law, one or more rights of rescission, price revision or to damages, if there is a misrepresentation in a circular or notice that is required to be delivered to those securityholders. However, such rights must be exercised within prescribed time limits. Security holders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult a lawyer.

CERTIFICATE

DATED: October 22, 2008

The foregoing together with the Directors' Circular of the Board of Directors of Royal Laser Corp. dated September 16, 2008, contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

On behalf of the Board of Directors,

By: *"Alex Shnaider"*	By: *"Greg Van Staveren"*
Name: Alex Shnaider	Name: Greg Van Staveren
Title: Director	Title: Director