



THE WESTAIM CORPORATION

Notice of Annual Meeting of Shareholders
to be held May 12, 2009

NOTICE IS HEREBY GIVEN that the annual meeting of shareholders (the "Meeting") of The Westaim Corporation (the "Corporation") will be held at the InterContinental Toronto Centre, Ontario Room, 225 Front Street West, Toronto, Ontario, on Tuesday, May 12, 2009 at 10:00 a.m. Eastern Daylight Time, to:

- (a) receive and consider the Financial Statements of the Corporation for the financial year ended December 31, 2008 and the Auditors' Report to the shareholders;
- (b) elect directors;
- (c) appoint auditors and authorize the board of directors to fix the auditors' remuneration; and
- (d) transact such other business as may properly come before the Meeting or any adjournment(s) thereof.

Any adjournment(s) of the Meeting will be held at a time and place to be specified at the Meeting.

The Financial Statements for the financial year ended December 31, 2008, together with the Auditors' Report thereon, form part of the Annual Report of the Corporation, a copy of which accompanies this notice.

Shareholders registered on the books of the Corporation at the close of business on April 7, 2009 are entitled to notice of and to vote at the Meeting.

Details of all matters proposed to be put before the Meeting are set forth in the accompanying Information Circular.

Dated at Calgary, Alberta, this 12th day of March, 2009.
By Order of the Board,

A handwritten signature in black ink, appearing to read "Brian D. Heck", written over a horizontal line.

Brian D. Heck
Vice President, General Counsel
and Corporate Secretary

If you are unable to be present at the Meeting, **PLEASE COMPLETE AND RETURN THE ACCOMPANYING FORM OF PROXY** in the envelope provided for that purpose.