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## **NOTICE OF ANNUAL AND SPECIAL MEETING OF THE SHAREHOLDERS**

Notice is hereby given that the Annual and Special meeting of shareholders of Ofek Capital Corp. (the "Corporation") to be held at the office of the Corporation's Transfer Agent, Heritage Trust, 4 King Street West, Suite 1320, Toronto, Ontario, M5H 1B6 on December 14, 2006 at the hour of 11 o'clock in the morning (Toronto time) for the following purpose:

1. to receive and consider the financial statements of the Corporation for the fiscal year ended October 31, 2005 together with the report of the auditors thereon and to appoint auditors for the current fiscal year of the Corporation and authorize the directors to fix their remuneration;
2. to elect directors for the Corporation;
3. to appoint auditors and to authorize the directors to fix the auditors' remuneration;
4. to consider and if deemed advisable, approve a resolution allowing the transfer of 100,000 out of 1,450,000 shares of Kaptor Financial Inc., which the Corporation owns, in exchange for 1,000,000 common shares that Momir Dejanovic and Barbara Shuster own in the Corporation subject to terms and conditions, the text of which is set forth in Schedule "A" to the Management Information Circular;
5. to consider and if deemed advisable, approve a resolution allowing the consolidation of the Corporation's common shares, the text of which is set forth in Schedule "A" to the Management Information Circular;
6. to consider and if deemed advisable, approve a resolution allowing the transfer all of the Corporation's holdings and interest in Kaptor Financial Inc. to a new controlled subsidiary of the Corporation, the text of which is set forth in Schedule "A" to the Management Information Circular;
7. to consider, approve and confirm all previous actions or inactions taken or not taken by the directors, shareholders or the Corporation, to date, including as it may relate to, meetings not held on time, interim financial reports not filed on time or press releases not duly filed, the text of which is set forth in Schedule "A" to the Management Information Circular; and
8. transact any other business that may properly come before the meeting and any adjournments thereof.

Shareholders who are unable to attend the meetings in person, are requested to date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the meeting.

On behalf of the Board of Directors

"Shalom Romm"

Chairman and CEO

Dated at Toronto, November 1, 2006