

Corporate Office
400 Applewood Crescent, 2nd Floor
Vaughan, Ontario L4K 0C3



**IESI-BFC LTD.
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
MAY 25, 2011**

NOTICE IS HEREBY GIVEN that the annual meeting (the “Meeting”) of the holders of common shares (the “Shares”) (the “Voting Shareholders”) of IESI-BFC Ltd. (“IESI-BFC” or the “Corporation”) will be held at the **Design Exchange at 234 Bay Street, Toronto, Ontario** on May 25, 2011 at 2:00 p.m., Toronto time, for the following purposes:

- (a) to receive the financial statements of the Corporation for the period ended December 31, 2010 and the report of the auditors thereon;
- (b) to appoint auditors and to authorize the directors to fix the remuneration of the auditors;
- (c) to elect the directors; and
- (d) to transact such other business as may properly come before the Meeting and any and all adjournments thereof.

A management information circular and form of proxy accompany this Notice.

DATED at Toronto, Ontario, this 18th day of April, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

“William Chyfetz”

WILLIAM CHYFETZ
Vice President, Associate General Counsel and
Secretary

If you are a Voting Shareholder and you are unable to attend the Meeting in person, you are requested to date, sign and return the enclosed form of proxy in the envelope provided for that purpose to Computershare Investor Services Inc. so as to arrive not later than 2:00 p.m. (Toronto time) on May 20, 2011 or, if the Meeting is adjourned, 48 hours (excluding weekends and holidays) before any reconvened meeting. The enclosed form of proxy may be returned by facsimile to 1-866-249-7775 (1-416-263-9524 from outside Canada) or by mail (a) in the enclosed envelope, or (b) in an envelope addressed to Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1. Only Voting Shareholders of record at the close of business on April 18, 2011 will be entitled to vote at the Meeting or any adjournment thereof.