

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c.C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF NELSON FINANCIAL GROUP LTD.**

PROXY

I/We _____
(Name of Creditor)

a Proven Creditor of Nelson Financial Group Ltd. hereby irrevocably appoint

(a) _____ or (b) _____
(insert name of proxy)

to be my/our proxy to vote at the meeting of the Creditors of Nelson Financial Group Ltd. to be held on April 16, 2011 or any adjournment of such meeting, in respect of the approval of the Plan of Arrangement, any related matters or other matters that may properly come before such meeting, except as to the receipt of any distributions under the Plan, with power to appoint another proxy in his or her place.

DATED this _____ day of _____, 2011.

Print Name of Creditor

Signature of Creditor or, if the Creditor is a corporation, signature of an authorized signing officer of the corporation

Name: _____

Title: _____