

**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.**

**NOTICE OF MEETING OF THE CREDITORS
OF NELSON FINANCIAL GROUP LTD.**

NOTICE IS HEREBY GIVEN that a meeting of the Eligible Voting Creditors¹ of Nelson Financial Group Ltd. will be held at Ajax Convention Centre 550 Beck Crescent, Ajax, Ontario L1Z-1C9 on **Saturday, the 16th day of April, 2011 at 11:00 a.m.** (Toronto time) for the following purposes:

- i) to consider and vote on, with or without variation, a resolution to approve the Plan of Compromise and Arrangement (the "Plan") proposed by the Applicant under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, and dated February 11, 2011 as such may be amended;
- ii) if a resolution to approve the Plan shall have been passed by the requisite majorities of the Eligible Voting Creditors present in person or by proxy, to proceed to accept nominations and to elect and designate persons to be named in the Articles of Reorganization to be the directors of Provider Capital Group Inc., formerly named Nelson Financial Group Ltd.; and,
- iii) to transact such other business as may properly become before the Meeting or any adjournment(s) thereof.

The Plan is being considered pursuant to the Creditors' Meeting Order of the Ontario Superior Court of Justice (Commercial List) (the "Court") made on March 4, 2011. The

¹ Capitalized terms not otherwise defined have the meanings ascribed to them in the Plan or in the CCAA Meeting Order.

Plan, if the resolution of Creditors to approve it is passed by the requisite majorities, must then be approved by an order of the Court (the "Sanction Order") before it can be implemented. A motion seeking a Sanction Order is scheduled to be heard on April 20, 2011 at 10:00 a.m., or such later date as may be scheduled by the Applicant or ordered by the Court, at 330 University Avenue, Toronto, Ontario. Any change to the date or location of the motion will be posted on the Monitor's website.

Eligible Voting Creditors requiring information or additional copies of the Plan, the Creditors' Meeting Order, the form of Proxy or the Voting Letter for the Meeting may contact the Court-appointed Representative Counsel for the Noteholders, Douglas Turner, Q.C., in writing to request such or may visit the Monitor's website at www.ajohnpage.com and download such documents. The documents are not available in a French version.

The Plan enclosed with this Notice remains subject to change or amendment in accordance with its terms. Alterations, amendments, modifications and supplements will be filed with the Court, provided to all Eligible Voting Creditors at the Meeting but prior notice thereof may be limited to postings on the Monitor's website.

Eligible Voting Creditors who are not attending the Meeting in person and who wish to vote on the resolution to approve the Plan are required to date, sign and return either the enclosed form of Proxy or the enclosed form of Voting Letter in the enclosed pre-addressed envelope so that it is received by the Chair of the Meeting by no later than 5:00 p.m. (Toronto time) on Friday, April 15, 2011. Proxies and voting letters may also be accepted if deposited with the Chair at the Meeting or, for purposes of voting at an adjourned, postponed or other rescheduled Meeting, if received by the Chair of the Meeting prior to 5:00 p.m. Eastern time on the Business Day immediately proceeding any adjourned, postponed or otherwise rescheduled Meeting. The Proxy or Voting Letter will not be valid and will not be acted upon, voted or recorded unless it is completed as specified in the form of Proxy or Voting Letter and the related instructions.


The Monitor has filed numerous reports on the business and financial affairs of the Applicant with the Court and all such reports are posted and available on the Monitor's website. Further reports may be filed prior to the Meeting and those will include a report of the Monitor addressed to the Court as to the fairness and reasonableness of the Plan.

The address of the Chair of the Meeting for the purposes of filing proxies and voting letters and obtaining any additional information or materials related to the Meeting is:

Greg S. MacLeod, CA, CIRP
P.O.Box 1635
Burlington,, ON
L7R 5A1
Tel: 905-876-7550
Email: greg@gsmacleod.com

DATED at Pickering, Ontario, this 10th day of March, 2011

NELSON FINANCIAL GROUP LTD.

Per: _____

Ms. Sherry Townsend

Interim Operating Officer