



PROOF OF SHAREHOLDING RELATING TO NELSON FINANCIAL GROUP LTD.
(hereinafter referred to as "Nelson")

Please read carefully the enclosed Instruction Letter for completing this Proof of Shareholding.

A. PARTICULARS OF PREFERRED SHAREHOLDER:

1. Full Legal Name of Preferred Shareholder: _____
(the "Preferred Shareholder"). (Full legal name should be the name of the original Preferred Shareholder of Nelson whether an assignment of preferred shares, or a portion thereof, has occurred following March 23, 2010.)
2. Full Mailing Address of the Preferred Shareholder (the original Preferred Shareholder not the Assignee):
3. Telephone Number:
4. E-Mail Address:
5. Facsimile Number:
6. Attention (Contact Person):
7. Has the Shareholding been sold or assigned by the Preferred Shareholder to another party [check (✓) one]?
Yes: No:

B. PARTICULARS OF ASSIGNEE(S) (IF ANY):

8. Full Legal Name of Assignee(s): _____
(If the Shareholding has been assigned, insert full legal name of assignee(s) of the Shareholding. If there is more than one assignee, please attach a separate sheet with the required information.)
9. Full Mailing Address of Assignee(s):
10. Telephone Number of Assignee(s):
11. E-Mail Address:
12. Facsimile Number:
13. Attention (Contact Person):

C. PROOF OF SHAREHOLDING:

I, _____ of _____
[name of Preferred Shareholder or Representative of the Preferred Shareholder], (city and province)
do hereby certify that I [check (✓) one]

- a. am the Preferred Shareholder of Nelson; OR
 am _____ (state position or title) of _____
(name of Preferred Shareholder)
- b. that I have knowledge of all the circumstances connected with the Shareholding referred to below;
- c. As at March 23, 2010 the Preferred Shareholder had the following amount invested in preferred shares of Nelson;

Amount invested	\$
Dividends declared but unpaid	
Dividends accrued but not declared	_____
Total Balance Owing as at March 23, 2010 ("The Shareholding")	\$ =====

D. PARTICULARS OF SHAREHOLDING:

Other than as already set out herein the particulars of the undersigned's total Shareholding, including copies of the share certificates evidencing such Shareholding, are attached.
(Provide all particulars of the Shareholding and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Shareholding.)



This Proof of Shareholding must be received by the Monitor by no later than 4:00 p.m. (Eastern Daylight Time) on September 15, 2010 (the "Claims Bar Date"), by prepaid ordinary mail, courier, personal delivery or electronic or digital transmission at the following address:

A. John Page & Associates Inc.	Attention:	Colleen Delaney
Court-Appointed Monitor of Nelson	Telephone:	(416) 364-4894
100 Richmond Street West, Suite 447	E-mail:	nelson@ajohnpage.com
Toronto, Ontario, M5H 3K6 Canada	Fax:	(416) 364-4869

E. FILING OF SHAREHOLDING:

Failure to file your Proof of Shareholding by the Claims Bar Date will result in your claim on account of your Preferred Shares being barred and forever extinguished and in you being prevented from making or enforcing such a claim against Nelson (other than a Recorded Shareholding as set out in Section F below).

F. RECORDED SHAREHOLDINGS:

If your Shareholding has already been recorded by a Notice of Shareholding delivered to you by the Monitor (the "**Recorded Shareholding**"), and if you agree with the Recorded Shareholding, then you do not need to file a Proof of Shareholding on account of such Shareholding. If you file a Proof of Shareholding on account of such Shareholding, then the Recorded Shareholding will cease to have any effect.

If you disagree with the Recorded Shareholding in any respect, then you must complete and file a Proof of Shareholding with the Monitor by no later than the Claims Bar Date.

Dated at _____ this _____ day of _____, 2010.

Signature of Witness

Signature of Shareholder