

**Proof of Claim
(investors)**

All notices or correspondence regarding this claim must be forwarded to the following address:

KPMG Inc., Court-appointed Receiver of New Life Capital Corp. et al.
Suite 3300, Commerce Court West
Toronto, ON M5L 1B2
Attention: Mr. J. Bradley Butcher
Telephone: 1-866-930-4921
Fax: 416-777-3364
Email: newlifecap@kpmg.ca

In the matter of the Ontario Securities Commission v. New Life Capital Corp., New Life Capital Investments Inc., New Life Capital Advantage Inc., New Life Capital Strategies Inc., 1660690 Ontario Ltd., 2126375 Ontario Inc., 2108375 Ontario Inc., 2126533 Ontario Inc., 2152042 Ontario Inc., 2100228 Ontario Inc. and 2173817 Ontario Inc., of the City of Toronto in the Province of Ontario and the claim of _____ an investor.

I, _____ (name of investor or representative of the investor), of _____ (city and province), do hereby certify:

1. (This section to be completed by corporate investors only) That I am _____ (state position or title) of _____ (name of corporate investor).

2. That I am an investor of _____ (name of New Life entity).

3. That I have knowledge of all of the circumstances connected with the claim referred to below.

4. That my investment in the investee is: (Check and complete appropriate category)

() held by me directly

() held in a registered plan and the trustee for the registered plan is:

_____ (name of trustee)

_____ (registered plan number)

_____ (address of trustee)

_____ (telephone number of trustee)

Attention: _____ (representative of trustee)

5. That, as at the date of receivership, namely the 17th day of December, 2008, I invested the sum of \$_____ in the investee.

6. That I received cash dividends and/or other amounts in the total sum of \$_____ from the investee.

7. That I have a claim against the investee in the total amount of \$_____ ("Investor Claim"). (To calculate your Investor Claim, subtract the amount listed in line 6 from the amount listed in line 5)

8. That, in return for my investment, I received (or expected to receive) _____ number of common shares and/or _____ number of preferred shares of the investee.

9. That I received _____ number of Class A shares of New Life Capital Investments Inc. pursuant to New Life's Dividend Reinvestment Plan ("DRIP").

10. That, to the best of my knowledge, I (or the above-named investor) am/is or am not/is not (circle one) related to the debtor within the meaning of section 4 of the Bankruptcy and Insolvency Act (Canada).

Note: If you have received an Investment Statement and agree with the amounts set out therein, then you must attach the Investment Statement as Schedule "A" to this proof of claim. If you have not received an Investment Statement or have received an Investment Statement but do not agree with the amounts set out therein, then you must attach documentation supporting your claim including, without limitation, a copy of the relevant Subscription Agreement and proof of payment of the subscription amount.

Dated at _____,

this

day of

, 2009.

Witness

(Signature of individual completing this certificate)

Address: _____

Phone Number: _____

Fax Number: _____

E-mail address: _____

YOU MAY SUBMIT YOUR PROOF OF CLAIM TO THE RECEIVER AT THE ABOVE-REFERENCED ADDRESS BY MAIL, COURIER, FACSIMILE OR EMAIL. IF THE RECEIVER FAILS TO RECEIVE YOUR PROOF OF CLAIM BY 4:00 P.M. (EASTERN STANDARD TIME) ON FRIDAY, OCTOBER 30, 2009, THEN YOUR CLAIM WILL BE FOREVER BARRED AND EXTINGUISHED.

General Proxy and Instruction Letter

In the matter of the Ontario Securities Commission v. New Life Capital Corp., New Life Capital Investments Inc., New Life Capital Advantage Inc., New Life Capital Strategies Inc., 1660690 Ontario Ltd., 2126375 Ontario Inc., 2108375 Ontario Inc., 2126533 Ontario Inc., 2152042 Ontario Inc., 2100228 Ontario Inc. and 2173817 Ontario Inc., of the City of Toronto in the Province of Ontario.

I (or We), _____ (name of investor), of _____ (name of municipality), an investor in the above-referenced matter, hereby appoint _____ of _____, to be my (or our) general proxy in the above-referenced matter except as to the receipt of distributions with or without (circle one) power to appoint another proxy in his or her place.

Dated at _____ this _____ day of _____, 2009.

Witness

Individual Investor

Name of Corporate Investor

Witness

Per: _____

Name:

Title:

I have authority to bind the corporation.

Instruction Letter

Please read this carefully before you prepare your proof of claim.

1. General
 - The signature of a witness is required.
 - This document must be signed personally by the individual completing this declaration.
 - If you are signing this form on behalf of a corporation or other person, you must state the title or capacity in which you are acting, such as "president" or "authorized agent" (section 1).
 - Ensure you include your complete address, telephone number, fax number and email address (if applicable).
 - If an affidavit or solemn declaration is attached, it must have been sworn to before a person qualified to take affidavits or solemn declarations.
2. You must indicate which New Life company your claim is against (section 2).
3. You must have knowledge of the circumstances connected with the claim (section 3).
4. Check (x) for the appropriate statement. Where your investment is held in a registered plan, you must provide complete details regarding the trustee of that registered plan (section 4).
5. You must complete the amounts in sections 5, 6, 7 and 8 (sections 5, 6, 7 and 8).

If you have received an Investor Statement with this proof of claim and if you agree with the amounts set out therein, then you must attach the Investor Statement to your proof of claim. If you have not received an Investment Statement or you have received an Investment Statement but do not agree with the amounts set out therein, then you must attach documentation supporting your claim including, without limitation, a copy of the relevant Subscription Agreement and proof of payment of the subscription amount.
6. If you are related to the debtor, please circle "am/is". If you are not related to the debtor, please circle "am not/is not" (section 9).