FORM OF PROXY

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 UNIVERSAL SETTLEMENTS INTERNATIONAL INC. (the "Applicant")

PROXY FOR USE BY CREDITORS RE AMENDMENT TO PLAN

Meetings to be held at 10:00 a.m. for Purchasers and 11 a.m. for Ordinary Creditors on November 5, 2014

Capitalized terms used herein and not otherwise defined shall have the meaning given to them in the Orders of the Court made on January 23, 2009 ("**Claims Procedure Order**") and October 1, 2014 ("**Meetings Order**") and the Amended Plan of Compromise and Arrangement dated June 16, 2009 (the "**Plan**") which are available at the Monitor's Website at www.ey.com/ca/universalsettlements.

Please read the Notes and Instructions on pages 2 and 3 of this form carefully before completing this proxy.

The undersigned Creditor (which shall include a Creditor with a Proven Claim or an Unconfirmed Claim, but not a Creditor with an Unaffected Claim) of the Applicant hereby revokes all proxies previously given and nominates, constitutes and appoints Brian Denega, of Ernst & Young Inc., monitor (the "**Monitor**") of the Applicant or such person as that officer may designate, or, instead of him, ________________________________ on behalf of the undersigned at the Meetings of Creditors of the Applicant which are to be held at 10:00 a.m. (Toronto time) for Purchasers and 11:00 a.m. (Toronto time), for Ordinary Creditors, each on **November 5, 2014** at Intercontinental Toronto Centre located 225 Front Street West, Toronto, Ontario, Canada in the Caledon Room, and at any adjournment thereof, to the same extent and with the same powers as the undersigned would have if personally present thereat, to attend, vote and act and the undersigned hereby grants authorization to vote as follows, namely:

MARK ONE ONLY

1. ☐ FOR the approval of the Plan Amendment; or

   ☐ AGAINST the approval of the Plan Amendment

2. At the nominee's discretion, on any variation or amendment to the Plan Amendment or on any other matters that may properly come before the Meeting or any adjournment thereof.

Please note that the preceding paragraph provides the nominee with discretionary authority, including the authority to approve any variations or amendments to the Plan Amendment. If you do not wish the nominee to have this discretionary authority, please strike out paragraph number 2 immediately above.

Dated this _____day_____, 2014.

Name of Creditor: ____

Address of Creditor: ____

Amount of Proven Claim or Unconfirmed Claim for voting purposes (for Purchasers, this is the amount of the Original Investment as set out in the Acknowledgement of Claim or Notice of Revision received by the Purchaser from the Monitor. For Ordinary Creditors, this is the amount set out in the Proof of Claim filed by the Ordinary Creditor, as allowed or disputed by the Monitor): ____

Signed By: ____

Witness:____

Name: ____

Title: ____

Telephone No.: ____

Email: ____

***Return of Proxy*: Please return this proxy by mail, courier, delivery, email, or facsimile to the address set out below**:

Ernst & Young Inc.
Court-appointed Monitor of Universal Settlements International Inc.
222 Bay Street Suite 1600
Toronto, Ontario
Canada M5K 1J7

Attention: Marie Jackson
Telephone: 1-416-943-5446/1-866-945-5044
E-mail: universal.settlements@ca.ey.com
Fax: 1-416-943-3300

Notes and Instructions:

3. This proxy is solicited by and on behalf of the Applicant. The Creditor acknowledges having received the Plan Amendment and the Twentieth Report of the Monitor dated September 19, 2014 in accordance with the *Companies' Creditors Arrangement Act.*

4. A Creditor who has given a Proxy may revoke it by delivering a new and properly authorized proxy within the time periods specified herein, as to any matter on which a vote has not already been cast.

5. The Person named in the Proxy shall vote the Proven Claim or Unconfirmed Claim of the Creditor in accordance with the direction of the Creditor appointing that person on any ballot that they may be called for.

6. Each Creditor has the right to appoint a person (who need not be a Creditor) other than the person designated in this Proxy to attend, vote and act for and on behalf of such Creditor at the Meeting and in order to do so the Creditor may insert the name of such person in the blank space provided in the Proxy. If no name has been inserted in the space provided to designate the proxyholder on this Proxy, the Creditor shall be deemed to have appointed Brian Denega of the Monitor (or such person as he in his sole discretion may designate) as the Creditor's proxyholder.

7. **Where a Creditor fails to specify a choice with respect to the approval of the Plan Amendment or the granting of discretionary authority, and the Monitor's representative is appointed as proxyholder, the Claim represented by such proxy will be voted FOR approval of the Plan Amendment and the Monitor's representative may exercise the discretionary authority indicated above.**

8. If the Creditor is a corporation, the proxy must be signed by a duly authorized officer or attorney of such corporation with an indication of the title of such officer or attorney and with the corporation's name appearing above the signature line.

9. If the Proxy is not dated, it is deemed to be dated as of the date of mailing.

10. This Proxy will not be valid or acted upon or voted unless it is completed as specified herein or is otherwise deemed to be acceptable at the discretion of the Chair. If more than one valid Proxy for the same Creditor and bearing or deemed to bear the same date are received by the Monitor with conflicting instructions, such Proxies shall be treated as disputed and shall not be counted for the purposes of the vote. **In order to be acted upon, a Proxy must be received by the Monitor at Ernst & Young Inc. as set out above by 5:00 p.m. (Toronto time) on November 4, 2014, or in the event of an adjournment of the relevant Meeting, 5:00 p.m. (Toronto time) one (1) Business Day preceding the resumption of the relevant Meeting.**

11. The Chair is hereby authorized to use reasonable discretion as to the adequacy of the manner in which any Proxy is completed, executed or delivered, and the deadlines for

filing such Proxies, and may waive strict compliance with the requirements set out herein or in the form of Proxy in connection with any matter, including such completion, execution or deadlines.

12. This Proxy will only be effective if the Creditor has established a right to vote at the Meeting in accordance with the Claims Procedure Order made by the Court on January 23, 2009 and the Meetings Order made by the Court on October 1, 2014.