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Court File No.: 06-CL-6482

DATED AT TORONTO THIS 6 DAY OF July 20 06
FAIT À TORONTO LE 6 JOUR DE Juillet 20 06

REGISTRAR Jana Stoad GREFFIER

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 PROPOSED PLAN OF COMPROMISE OR
ARRANGEMENT WITH RESPECT TO CERVUS FINANCIAL GROUP INC.,
AND THE OTHER APPLICANTS LISTED ON SCHEDULE "A"

Applicants

MONITOR'S VESTING CERTIFICATE

WHEREAS pursuant to the Order of the Honourable Mr. Justice Cumming of the Ontario Superior Court of Justice, made June 15, 2006 (the "Order"), the Applicants were directed to complete the transactions (the "Transactions") contemplated by the agreement of purchase and sale dated as of June 8, 2006 (the "Purchase Agreement") between Cervus Financial Group Inc. ("CFG"), Cervus Financial Corp. ("CFC") and 6578268 Canada Inc. (the "Purchaser"), in respect of certain assets of CFG and CFC defined in the Purchase Agreement as Intercompany Transferred Assets and Purchased Assets;

AND WHEREAS, pursuant to the Order, the Intercompany Transferred Assets are to vest in and to CFC and the Purchased Assets are to vest in and to the Purchaser on the terms and conditions of such Order, effective in respect of the Purchased Assets upon the delivery by the Monitor of a certificate confirming that the Closing, as defined in the Purchase Agreement, has been completed, and effective in respect of the Intercompany Transferred Assets, immediately prior to the delivery of such certificate;

THE UNDERSIGNED HEREBY CERTIFIES as follows:

1. The Purchaser has paid, and the Monitor on behalf of CFG has received, the full consideration payable on closing pursuant to the Purchase Agreement for the Purchased Assets;
2. All conditions for closing contemplated by the Purchase Agreement have either been satisfied or waived and CFG, CFC and the Purchaser have completed, complied with and satisfied all terms, conditions and obligations to be completed, complied with and satisfied by each such party under the Purchase Agreement for the purposes of closing thereunder; and
3. The Transactions have been completed and closed to the satisfaction of the Monitor.

[remainder of the page left intentionally blank]

Made in Toronto this 6th day of July, 2006.

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DATED AT TORONTO THIS _____ DAY OF _____ 20 _____
FAIT À TORONTO LE _____ JOUR DE _____

REGISTRAR _____ GREFFIER _____

KPMG Inc., in its capacity as the
Monitor of Cervus Financial Group Inc.,
Cervus Financial Corp. and
Cervus Funding Corp.

By: [Signature]
Name: Alan Hutchings
Title: Senior Vice President

(I have authority to bind the Monitor)

The undersigned agree with the statements in 1 and 2 above.

Cervus Financial Group Inc.

By: [Signature]
Name: Peter H. Williams
Title: CEO

Cervus Financial Corp.

By: [Signature]
Name: Murray E Thomas
Title: CEO

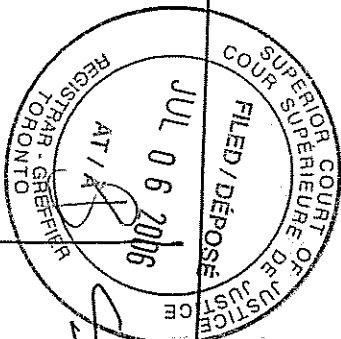
6578268 Canada Inc.

By: [Signature]
Name: Mike Barrett
Title: Director

By: [Signature]
Name: James Cowan
Title: Director

Re: Cenrus Financial Group Inc.

06-CL-6182



5:30pm

Superior Court
of Justice
(Commercial List)
Proceeding commenced
at Toronto

Monitors Vesting
Certificate

Miller-Thomson
CLP

Sellers
Cashwest
Phone: 416-595-8445
Fax: 416-595-8695
Solicitors for
the Monitor
Inc