

FUNDING NOTES

EXECUTION AND DELIVERY INSTRUCTIONS

To: Holders (“**Debentureholders**”) of unsecured, subordinated notes and debentures (together “**Debentures**”) issued by Assistive Financial Corp. (the “**Corporation**”)

Pursuant to the Special Resolution passed by Debentureholders at the Meeting held on March 21, 2014, current Debentureholders of the Corporation are invited to participate in the enclosed Subscription Agreement of Funding Notes.

Please note that the enclosed subscription of Funding Notes involves a high level of risk due to, amongst other things, the current bankruptcy of the Corporation and the inherent uncertainty involved in litigation, and therefore, there is a significant risk that all or a portion of the amount you invest in the Funding Notes will not be repaid to you, and that no proceeds of any litigation will be paid to you.

TO INVEST:

1. Each Debentureholder is invited to invest a **minimum** of their pro rata share of the current outstanding Debentures issued by the Corporation. Based upon the assumption that not all Debentureholders will participate in this Offering, **Debentureholders are invited to invest more than their pro rata share at this time**. Should an amount in excess of the Total Loan Amount (as defined in the Subscription Agreement) be received by Hardie & Kelly Inc., in its capacity as the trustee in bankruptcy of the Corporation, and not in its personal capacity (the “**Trustee**”), the Trustee will return the surplus funding amounts to Debentureholders on a basis to be determined by the Trustee in its sole discretion.
2. To maintain Debentureholder confidentiality, your pro rata share, which is equivalent to the minimum amount required to invest, is being provided in separate correspondence to each Debentureholder.
3. To be eligible for participation, Subscription Agreements and payment must be received by the Trustee no later than **Wednesday, April 23rd, 2014 at 5:00 p.m.** (Calgary time):

Hardie & Kelly Inc.
Attention: Marc Kelly
110, 5800 2nd Street S.W.
Calgary, Alberta T2H 0H2

4. Should you have any questions or concerns regarding this Subscription Agreement, please contact the Trustee directly via email at mkelly@insolvency.net or by phone at 403-252-1766.

*Please note that this Subscription Agreement is similar to the form you completed when you originally subscribed for notes or debentures of Assistive Financial Corp. **You must be an exempt purchaser in order to invest. This means that you must fit into the category of “accredited investor” described in the Subscription Agreement or otherwise qualify as an exempt purchaser under paragraph 5(e)(ii) of the Subscription Agreement.***

TO COMPLETE THE SUBSCRIPTION AGREEMENT:

1. Complete all applicable portions on the face page of the Subscription Agreement, including signing in the upper left corner and filling in your loan amount in the upper right corner.

2. Complete the **Representation Letter (Exhibit 1)** and initial the applicable item in **Appendix “A”** thereto.
3. Deliver, fax or PDF the attached Subscription Agreement (and all applicable Exhibits) duly completed and executed, to the address above.
4. Deliver a **cheque, certified cheque** or **bank draft** payable to **Hardie & Kelly Inc.** for the Aggregate Loan Amount. Should you wish to wire funds, please contact Marc Kelly for instructions.