

ESOP VOTING INSTRUCTION FORM

HOME CAPITAL GROUP INC.

\_\_\_\_\_  
PROXY  
\_\_\_\_\_

FOR USE AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
MAY 12, 2004

The undersigned shareholder of HOME CAPITAL GROUP INC. (the "Corporation") hereby appoints William A. Dimma, Chairman of the Board of the Corporation, or failing him, Gerald M. Soloway, President and Chief Executive Officer of the Corporation, OR INSTEAD OF EITHER OF THE FOREGOING, \_\_\_\_\_ as the nominee of the undersigned to attend and act for and on behalf of the undersigned at the annual and special meeting of the shareholders of the Corporation to be held on the 12th day of May, 2004, and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned was personally present at the said meeting or such adjournment or adjournments thereof and, without limiting the generality of the power hereby conferred, the nominees designated above are specifically directed:

To vote or withhold from voting the shares registered in the name of the undersigned, as specified below (Note 2):

1.  VOTE OR  WITHHOLD FROM VOTING

in the election of John M. Christodoulou, The Hon. William G. Davis, William A. Dimma, Harvey F. Kolodny, John M.E. Marsh, Robert A. Mitchell, Sheila L. Ross and Gerald M. Soloway, as directors of the Corporation.

2.  VOTE OR  WITHHOLD FROM VOTING

in the appointment of Ernst & Young LLP as auditors and the authorization of the directors to fix the remuneration of the auditors.

3.  VOTE OR  WITHHOLD FROM VOTING

in the approval of a special resolution to amend the articles of the Corporation to remove all references to the convertible Class A shares and to the Class C non-voting shares, and to re-designate the Class B subordinate voting shares of the Corporation as "Common Shares" with such attributes as are set out in the special resolution, the full text of such special resolution is set out as Schedule B to the accompanying Management Information Circular.

If any amendments or variations to the matters referred to or to any other matters identified in the notice of meeting are proposed at the meeting or any adjournment or adjournments thereof or if any other matters which are not now known to Management should properly come before the meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person.

**This Proxy is solicited by the Management of the Corporation. A shareholder has the right to appoint a person to represent him and to attend and act for him on his behalf at the meeting other than the nominees designated above and may exercise such right by inserting the name of his nominee in the blank space provided above for that purpose.**

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 2004.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Name of Shareholder  
(Please Print)

NOTES:

1. This proxy form must be signed and dated by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, under its seal or by any officer or attorney thereof duly authorized. If the proxy form is not dated in the space provided, it is deemed to bear the date on which it was mailed by the Management of the Corporation.
  
2. **In the event no specification has been made with respect to voting or withholding from voting in the election of directors, the appointment of auditors and the authorization of the directors to fix the remuneration of the auditors, and the approval of the special resolution amending the articles of the Corporation, the proxy nominees are instructed to, and shall, vote the shares represented by this proxy for the election of directors, the appointment of auditors and the authorization of the directors to fix the remuneration of auditors and the approval of the special resolution amending the articles of the Corporation.**