



Goodwood Inc.
Proxy Voting Record
 January 1, 2016 - December 31, 2016

| Meeting Date | Meeting Type | Name of Issuer/ Ballot Item | Ticker Symbol | Security CUSIP | Mgmt Rec | Vote Cast | Record Date | Proponent |
|--------------|----------------|---|---------------|----------------|----------|-----------|-------------|-----------|
| 1/13/2016 | Annual Special | Sirius XM Canada Holdings Inc. | XSR | 82967W108 | | | | |
| | | 1 Election of Directors | | | For | For All | 1/6/2016 | Mgmt |
| | | 2 The re-appointment of PricewaterhouseCoopers LLP as auditor of the company, and to authorize the directors to fix the remuneration of the auditor | | | For | For | 1/6/2016 | Mgmt |
| | | 3 The Option Plan Resolution substantially in the form of the ordinary resolution attached as "Schedule A" to the circular | | | For | For | 1/6/2016 | Mgmt |
| 3/23/2016 | Annual Special | BSM Technologies | GPS | 055714406 | | | | |
| | | 1 Election of Directors | | | For | For All | 2/18/2016 | Mgmt |
| | | 2 Appointment of PricewaterhouseCooper LLP as the auditors of BSM for the ensuing year and authorizing the directors to fix their remuneration | | | For | For | 2/18/2016 | Mgmt |
| | | 3 Approval of the RSU Plan Resolution - approving the replenishment of the number of common shares available for issuance under BSM's restricted share unit plan (RSU), certain amendments to the RSU Plan and all unallocated restricted share units issuable pursuant to the RSU Plan | | | For | For | 2/18/2016 | Mgmt |
| | | 4 Approval of the DSU Plan Resolution - approving the replenishment of the number of common shares available for issuance under BSM's deferred share unit plan (DSU), certain amendments to the DSU Plan and all unallocated restricted share units issuable pursuant to the DSU Plan | | | For | For | 2/18/2016 | Mgmt |
| 3/30/2016 | Annual General | Merus Labs International Inc | MSL | 59047R101 | | | | |
| | | 1 To set the number of directors at 7 | | | For | For | 3/14/2016 | Mgmt |
| | | 2 Election of directors | | | For | For All | 3/14/2016 | Mgmt |
| | | 3 Appointment of MNP LLP as auditors of the corporation for the ensuing year and authorizing the directors to fix their remuneration | | | For | For | 3/14/2016 | Mgmt |
| 5/9/2016 | Annual General | Boralex Inc | BLX | 09950M300 | | | | |
| | | 1 Election of Directors | | | For | For All | 4/11/2016 | Mgmt |
| | | 2 Appoint Pricewaterhousecoopers LLP/S.R.L./S.E.N.C.R.L as independent auditor of the ensuing year and authorize the Directors to fix their remuneration | | | For | For | 4/11/2016 | Mgmt |
| 5/10/2016 | Annual Special | Great Canadian Gaming Corporation | GC | 389914102 | | | | |
| | | 1 To fix the number of Directors at 8 | | | For | For | 4/11/2016 | Mgmt |
| | | 2 Election of Directors | | | For | For All | 4/11/2016 | Mgmt |
| | | 3 Appointment of Deloitte LLP, Chartered Accountants, as the Auditor of the Company for the ensuing year and authorizing the Directors to fix their remuneration | | | For | For | 4/11/2016 | Mgmt |
| | | 4 To consider and, if deemed appropriate, to pass, with or without variation, a non-binding advisory resolution on executive compensation, as described in the Company's Information Circular | | | For | For | 4/11/2016 | Mgmt |
| | | 5 To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to ratify, confirm and approve the Company's Advance Notice Policy, as described in the Company's Information Circular | | | For | For | 4/11/2016 | Mgmt |
| | | 6 To approve by special resolution, an amendment to the Company's Articles to include Advance Notice Provisions and further amendments, as described in the Company's Information Circular | | | For | For | 4/11/2016 | Mgmt |
| 5/10/2016 | Annual General | Altera Power Corp. | AXY | 02153D102 | | | | |
| | | 1 Election of Directors | | | For | For All | 4/20/2016 | Mgmt |
| | | 2 To approve the appointment of PricewaterhouseCoopers LLP as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration | | | For | For | 4/20/2016 | Mgmt |
| 5/10/2016 | Annual Special | Urthecast Corp. | UR | 91731X102 | | | | |
| | | 1 To set the number of directors at 6 | | | For | For | 4/20/2016 | Mgmt |
| | | 2 Election of Directors | | | For | For All | 4/20/2016 | Mgmt |
| | | 3 To approve the appointment of PricewaterhouseCoopers LLP as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration | | | For | For | 4/20/2016 | Mgmt |
| | | 4 Be it resolved as an ordinary resolution that: 1. The amended and restated equity incentive plan of the company in a form substantially set forward in exhibit B is hereby adopted, ratified and confirmed and shall continue and remain effective until further ratification or required pursuant to the rules of the Toronto Stock Exchange or other applicable regulatory requirements. 2.All unallocated options and share units issuable under the amended and restated equity incentive plan are approved, authorized and ratified until May 10, 2019; and 3. Any Director or Officer of the Company is authorized and directed on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things that may be necessary or desirable to give effect to this ordinary resolution. | | | For | For | 4/20/2016 | Mgmt |
| | | 5 Be it resolved as an ordinary resolution that: 1. The shareholder rights plan of the Company in a form substantially set forward in Exhibit C is hereby adopted, ratified and confirmed and shall continue and remain in effect until further ratification is required pursuant to the rules of the applicable regulatory requirements; and 2. Any one Director or Officer of the Company is authorized and directed, on behalf of the company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all other such acts and things that may be necessary or desirable to give effect to this ordinary resolution | | | For | For | 4/20/2016 | Mgmt |
| 5/10/2016 | Annual Special | The Westaim Corporation | WED | 956909303 | | | | |
| | | 1 Election of Directors | | | For | For All | 4/27/2016 | Mgmt |
| | | 2 To re-appoint Deloitte LLP, Chartered Professional Accountants, as auditors of the corporation for the ensuing year and to authorize the audit committee of the Board of Directors (The "Audit Committee") to fix their remuneration and terms of engagement | | | For | For | 4/27/2016 | Mgmt |
| | | 3 To consider a resolution (The "LTIP Resolution") to confirm, ratify and approve the amended and restated long-term equity incentive plan of the corporation | | | For | For | 4/27/2016 | Mgmt |
| | | 4 To consider a resolution (The "Option Plan Resolution") to confirm and approve the amended and restated 10% rolling incentive stock option plan of the corporation, as required by the TSX Venture Exchange on an annual basis | | | For | For | 4/27/2016 | Mgmt |
| 6/2/2016 | Annual General | Emergent Capital Inc | EMG | 29102N105 | | | | |
| | | 1 Election of Directors | | | For | For All | 4/27/2016 | Mgmt |
| | | 2 To vote an advisory resolution on the compensation of certain of the Company's Executive Officers in 2015 | | | For | For | 4/27/2016 | Mgmt |
| | | 3 To ratify the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016 | | | For | For | 4/27/2016 | Mgmt |
| 6/24/2016 | Annual Special | Polaris Infrastructure Inc. | PIF | 73106R100 | | | | |
| | | 1 Election of Directors | | | For | For All | 6/9/2016 | Mgmt |
| | | 2 Appointment of PricewaterhouseCoopers LLP as Auditors | | | For | For | 6/10/2016 | Mgmt |
| | | 3 Approval, with or without variation, of an amendment to the method of giving notice in the articles of the Corporation | | | For | For | 6/11/2016 | Mgmt |



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| 8/18/2016 | Annual General | ATS Automation Tooling Systems Inc 1 Election of Directors 2 Re-appointment of Ernst & Young LLP as auditors of the Corporation for the ensuing year, and authorizing the directors to fix their remuneration | ATS | 001940105 | For For | For All For | 7/21/2016 7/21/2016 | Mgmt Mgmt |