



**Goodwood Inc.**  
**Proxy Voting Record**  
 January 1, 2013 - December 31, 2013

| Meeting Date | Meeting Type        | Name of Issuer/<br>Ballot Item   | Ticker Symbol | Security CUSIP | Mgmt Rec          | Vote Cast             | Record Date | Proponent            |
|--------------|---------------------|--|---------------|----------------|-------------------|-----------------------|-------------|----------------------|
| 1/15/2013    | Annual /<br>Special | <b>Canadian Satellite Radio Holdings Inc</b><br>1 Election of Directors<br>2 The reappointment of Pricewaterhousecoopers LLP as Auditor of the Company, to hold office until the earlier of the close of the next annual meeting of the shareholders, and to authorize the Directors to fix the remuneration of the Auditor<br>3 The 2013 RSU Plan Resolution substantially in the form of the Special Resolution attached as Appendix "A" to the Circular<br>4 The 2013 Stock Option Plan Resolution substantially in the form of the Special Resolution attached as Appendix "B" to the Circular   | XSR           | 136565108      | For<br>For        | For All<br>For        | 12/10/2012  | Mgmt<br>Mgmt         |
| 5/8/2013     | Annual              | <b>Boralex Inc</b><br>1 Election of Directors<br>2 Appointment of Pricewaterhousecoopers LP, independent auditors of the corporation for the ensuing year and authorizing the Directors to fix their remuneration  | BLX           | 09950M300      | For<br>For        | For All<br>For        | 3/28/2013   | Mgmt<br>Mgmt         |
| 5/9/2013     | Annual /<br>Special | <b>Centric Health Corporation</b><br>1 Election of Directors<br>2 Re-appointment of Pricewaterhousecoopers LP Chartered Accountants, as auditors of the company and to authorize the Directors to fix their remuneration<br>3 To pass an ordinary resolution ratifying, confirming and approving amendments to the company's By-Laws to include an advance notice requirement for the nominations of Directors   | CHH           | 15641A100      | For<br>For        | For All<br>For        | 4/1/2013    | Mgmt<br>Mgmt         |
| 5/10/2013    | Annual              | <b>Webtech Wireless Inc</b><br>1 Number of Directors - to set the number of Directors at 5<br>2 Election of Directors<br>3 Appointment of Auditors - PricewaterhouseCoopers LLP  | WEW           | 94845B107      | For<br>For<br>For | For All<br>For<br>For | 4/1/2013    | Mgmt<br>Mgmt<br>Mgmt |
| 5/15/2013    | Annual              | <b>Entrec Corporation</b><br>1 Election of Directors<br>2 To fix the number of Directors to be elected at the meeting at not more than 8<br>3 To re-appoint Ernst & Young LLP, as Auditors of the Corporation for the ensuing year and to authorize the Directors to fix the remuneration of such Auditors<br>4 To approve the incentive stock option plan of the corporation<br>5 To re-approve the incentive restricted share plan of the corporation<br>6 To approve, ratify and confirm the By-Laws of the Corporation   | ENT           | 29384D106      | For<br>For<br>For | For All<br>For<br>For |             | Mgmt<br>Mgmt<br>Mgmt |
| 5/15/2013    | Annual /<br>Special | <b>Symbility Solutions Inc</b><br>1 Election of Directors<br>2 To re-appoint Ernst & Young LLP, as Auditors of the Corporation for the ensuing year and to authorize the Directors to fix the remuneration of such Auditors<br>3 The Resolution, in the form included in the Circular, to confirm By-Law No. 1 of the Corporation, relating generally to the transaction of business and affairs of the Corporation<br>4 The Resolution, in the form included in the Circular, ratifying the Corporation's amended and restated stock option plan  | SY            | 87150W104      | For<br>For        | For All<br>For        | 4/2/2013    | Mgmt<br>Mgmt         |
| 5/15/2013    | Annual /<br>Special | <b>The Westaim Corporation</b><br>1 Election of Directors<br>2 To re-appoint Deloitte LLP as Auditors of the Corporation for the ensuing year and to authorize the Board to fix their remuneration and the terms of their engagement<br>3 To consider a Resolution (the "Incentive Plan Resolution") to confirm, ratify, and approve the amended and restated long-term equity incentive plan of the Corporation<br>4 To consider a Special Resolution (the "Consolidation Resolution") to effect a consolidation of all the issued and outstanding common shares on the basis of one post-consolidation common share for every 50 pre-consolidation common shares or such other consolidation ratio that the Board deems necessary<br>5 To consider a Resolution (the "By-Law Resolution") to confirm, ratify and approve an amendment to the general By-Law of the corporation   | WED           | 956909105      | For<br>For        | For All<br>For        | 4/10/2013   | Mgmt<br>Mgmt         |
| 5/29/2013    | Annual /<br>Special | <b>Cub Energy Inc</b><br>1 To fix the number of Directors to be elected at the meeting at 7<br>2 Election of Directors<br>3 Appointment of Collins Barrow Toronto LLP as Auditors of the Corporation and authorizing the Directors to fix their remuneration<br>4 To approve the Corporation's amended stock option plan<br>5 To approve a special resolution to amend the Articles of the Corporation<br>6 To ratify the actions of the Directors in repealing the existing by-laws and adopting new by-laws  | CUB           | 22944T109      | For<br>For<br>For | For<br>For All<br>For | 4/22/2013   | Mgmt<br>Mgmt<br>Mgmt |
| 6/6/2013     | Annual              | <b>Partners Real Estate Investment Trust</b><br>1 Election of Trustees   | PAR.UN        | 70214B11       | For               | For                   | 4/16/2013   |                      |
| 6/12/2013    | Annual              | <b>Cowen Group Inc</b><br>1 Election of Directors<br>2 To ratify the appointment of Pricewaterhousecoopers LP  | COWN          | 223622101      | For<br>For        | For All<br>For        | 4/11/2012   | Mgmt<br>Mgmt         |
| 6/13/2013    | Annual /<br>Special | <b>Longford Energy Inc</b><br>1 The appointment of Pricewaterhousecoopers LP as Auditor and the authorization of the Board to fix the remuneration<br>2 Election of Directors<br>3 An ordinary resolution (the "Longford Share Issuance Resolution") approving the issuance of the Longford shares in connection with a Plan of Arrangement under section 288 of the BCBA involving Longford, Earth Video Camera Inc, holders of Class A common Shares of Urthecast and options to acquire Urthecast shares<br>4 A special resolution approving an amendment to the Longford's Articles of Incorporation to consolidate Longford's shares by an amount equal to the exchange ratio<br>5 A special resolution approving an amendment to the Longford's Articles of Incorporation to change Longford's name to Urthecast Corp.<br>6 An ordinary resolution approving a new equity compensation plan for Longford<br>7 An ordinary resolution approving the issuance of Longford shares to Goodwood Inc | LFD           | 543032106      | For<br>For        | For<br>For All        | 5/13/2013   | Mgmt<br>Mgmt         |
|              |                     |  |               |                | For<br>For        | For<br>-              |             | Mgmt<br>Mgmt         |



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|--------------|------------------|---|---------------|----------------|----------|-----------|-------------|-----------|
|              |                  | 8 An ordinary resolution approving an amendment to general by-law No. 1 of Longford to 1) increase the quorum requirements for meetings of Longford shareholders to not less than two shareholders holding or representing by proxy less than 20% of the total number of Longford shares and 2) allow for delivery of notices, communications and documents to longford shareholders by electronic means  |               |                | For      | For       |             | Mgmt      |
| 6/18/2013    | Annual / Special | <b>Ram Power Corp</b><br>1 Election of Directors<br>2 To re-appoint Deloitte & Touche LLP as Auditors and to authorize the Directors to fix their remuneration<br>3 To decrease the number of Directors on the Board from seven to six<br>4 To increase the quorum requirements for shareholder meetings<br>5 To institute an advance notice provision  | RAM           | 751308107      |          |           | 5/6/2013    |           |
|              |                  |   |               |                | For      | For       |             | Mgmt      |
|              |                  |   |               |                | For      | For All   |             | Mgmt      |
|              |                  |   |               |                | For      | For       |             | Mgmt      |
|              |                  |   |               |                | For      | For       |             | Mgmt      |
|              |                  |   |               |                | For      | For       |             | Mgmt      |
| 6/20/2013    | Annual           | <b>Great Canadian Gaming</b><br>1 Election of Directors<br>2 The appointment of Deloitte LLP as Auditors and to authorize the Directors to fix their remuneration   | GC            | 389914102      |          |           | 5/8/2013    |           |
|              |                  |   |               |                | For      | For All   |             | Mgmt      |
|              |                  |   |               |                | For      | For       |             | Mgmt      |
| 6/26/2013    | Annual / Special | <b>KP Tissue Inc</b><br>1 Election of Directors<br>2 Appointment of Pricewaterhousecoopers LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration<br>3 To adopt a special resolution to reduce the stated capital account maintained in respect of the common shares of the corporation to \$8,750,000 and to credit the contributed surplus account of the Corporation an amount equal to the difference between the current amount of the stated capital account and \$8,750,000 | KPT           | 48265Y104      |          |           |             |           |
|              |                  |   |               |                | For      | For All   |             | Mgmt      |
|              |                  |   |               |                | For      | For       |             | Mgmt      |
|              |                  |   |               |                | For      | For       |             | Mgmt      |
| 6/27/2013    | Annual           | <b>Air Canada</b><br>1 Election of Directors<br>2 Appointment of Pricewaterhousecoopers LLP as Auditors   | AC.B          | 008911802      |          |           |             |           |
|              |                  |   |               |                | For      | For All   |             | Mgmt      |
|              |                  |   |               |                | For      | For       |             | Mgmt      |
| 8/15/2013    | Annual           | <b>ATS Automation Tooling Systems Inc</b><br>1 Election of Directors<br>2 To re-appoint Ernst & Young LLP, as Auditors of the Corporation for the ensuing year and to authorize the Directors to fix the remuneration of such Auditors  |               |                |          |           |             |           |
|              |                  |   |               |                | For      | For All   |             | Mgmt      |
|              |                  |   |               |                | For      | For       |             | Mgmt      |
| 9/27/2013    | Annual / Special | <b>Dacha Strategic Metals Inc</b><br>1 Election of Directors<br>2 Appointment of McGovern, Hurley, Cunningham LLP as Auditors of the Corporation for the ensuing year and to authorize the Directors to fix the remuneration of such Auditors<br><br>3 An ordinary resolution to approve the Corporation's stock option plan  | DSM           | 233407105      |          |           | 8/27/2013   |           |
|              |                  |   |               |                | For      | For All   |             | Mgmt      |
|              |                  |   |               |                | For      | For       |             | Mgmt      |
|              |                  |   |               |                | For      | For       |             | Mgmt      |