

**VOTING INSTRUCTION FORM**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS VOTING INFORMATION FORM.

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*  
(CANADA), R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
CANWEST PUBLISHING INC./PUBLICATIONS CANWEST INC., CANWEST BOOKS  
INC. and CANWEST (CANADA) INC.**

**VOTING INSTRUCTION FORM FOR ACCEPTING OR REJECTING THE  
PLAN OF COMPROMISE  
concerning, affecting and involving  
CANWEST (CANADA) INC., CANWEST PUBLISHING INC./PUBLICATIONS  
CANWEST INC., CANWEST BOOKS INC., and CANWEST LIMITED PARTNERSHIP/  
CANWEST SOCIETE EN COMMANDITE (collectively, the "LP Entities")**

**VOTING INSTRUCTION FORM FOR VOTING THE 9.25% SENIOR  
SUBORDINATED NOTES DUE JULY, 2015  
ISSUED BY CANWEST LIMITED PARTNERSHIP/CANWEST SOCIETE EN COMMANDITE pursuant  
to an indenture dated July 13, 2007.**

**(CUSIP Numbers 13874TAA0 and C21405AA0)**

THE **VOTING DEADLINE** BY WHICH THE MASTER BALLOT REFLECTING YOUR VOTE MUST BE **ACTUALLY RECEIVED** BY THE MONITOR, FTI CONSULTING CANADA INC., IS **5:00 P.M., TORONTO TIME ON JUNE 9, 2010**. YOUR VOTE MAY **NOT** BE COUNTED IF YOU DO NOT TRANSMIT THIS VOTING INSTRUCTION FORM TO YOUR NOMINEE IN ENOUGH TIME TO PERMIT THE NOMINEE TO DELIVER A MASTER BALLOT TO THE MONITOR BEFORE JUNE 9, 2010.

If you are a beneficial owner of any of the 9.25% Senior Subordinated Notes due July, 2015 issued by Canwest Limited Partnership/Canwest Societe en Commandite (the "**LP Notes**"), please use this Voting Instruction Form to cast your vote to accept or reject to transmit the votes of such holders in respect of their LP Notes to accept or reject the Plan of Compromise concerning, affecting and involving the LP Entities under the *Companies' Creditors Arrangement Act* (Canada), R.S.C. 1985, c. C-36, as amended (as it may be amended, the "**Plan**").

The Plan is Appendix B to the information circular prepared in connection with the Plan, dated May 20, 2010 (the “**Information Circular**”). If you do not have a copy of the Information Circular you may obtain a copy from the Monitor’s website at <http://cfcanada.fticonsulting.com/clp>. Please review the attached voting instructions before completing this form.

**YOU SHOULD REVIEW THE INFORMATION CIRCULAR AND PLAN CAREFULLY BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND TREATMENT UNDER THE PLAN.**

**The following resolution has been proposed by the LP Entities. The LP Entities recommend that the beneficial owners of the LP Notes vote “FOR” the Plan.**

**(Check one box only – if you do not check a box your vote will not be counted)**

<p>Vote <b>FOR</b> or <b>AGAINST</b> the resolution approving the Plan by the Affected Creditors.</p>	<p><input type="checkbox"/> <b>FOR</b></p> <p><input type="checkbox"/> <b>AGAINST</b></p>
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**Proxy in Respect of Amendments or Variations to the Plan**

<p><b>THE UNDERSIGNED AFFECTED CREDITOR</b> hereby instructs its intermediary or participant (its “<b>Nominee</b>”) or the Nominee’s agent to nominate, constitute and appoint Jay Swartz of Davies Ward Phillips &amp; Vineberg LLP as counsel to the Ad Hoc Committee with full power of substitution, to vote at the nominee’s discretion and otherwise act for and on behalf of such beneficial owners with respect to any amendments or variations to the Plan and to any other matters that may come before the meeting of Affected Creditors of the LP Entities or any adjournment thereof.</p>	<p><input type="checkbox"/> <b>YES</b></p> <p><input type="checkbox"/> <b>NO</b></p>
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This voting instruction form confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting, the Plan or other matters that may properly come before the Meeting.

I/We hereby authorize you to act in accordance with my/our proxy instructions set out above.

This voting instruction form hereby revokes all voting instruction forms previously submitted in connection with the vote on the Plan.

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Signature(s)

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Date

**INFORMATION AND INSTRUCTIONS FOR COMPLETION  
OF THE VOTING INSTRUCTION FORM**

1. **This Voting Instruction Form (the “VIF”) is being prepared in response to a solicitation of proxies and votes by the Management of Canwest Limited Partnership/Canwest Societe en Commandite.**
2. This VIF *must be signed* by you, the LP Note holder or, in the case of a corporation, by a duly authorized officer or representative of the corporation.
3. This VIF, completed as required, must be returned to the beneficial holder’s intermediary or participant (its “**Nominee**”) in adequate time to permit the Nominee or the Nominee’s agent to complete a Master Ballot and deliver such Master Ballot to the Monitor before **JUNE 9, 2010**.
4. By completing this VIF, the LP Noteholder is authorizing its Nominee or its Nominee’s agent to:
  - (a) record and tabulate the voting instructions represented by this VIF, in respect of the number of LP Notes represented by this VIF; and
  - (b) to advise the Monitor of the voting instructions represented by this VIF.

**YOU SHOULD REVIEW THE INFORMATION CIRCULAR AND PLAN CAREFULLY BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND TREATMENT UNDER THE PLAN.**