



## PROXY

NO PERSON HAS BEEN AUTHORIZED TO PROVIDE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS PROXY, AND IF PROVIDED OR MADE, SUCH INFORMATION OR REPRESENTATION SHOULD NOT BE RELIED UPON

IN THE MATTER OF  
THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985,  
C. C-36, AS AMENDED

AND IN THE MATTER OF  
A PLAN OF COMPROMISE OR ARRANGEMENT OF  
CANWEST GLOBAL COMMUNICATIONS CORP. AND THE OTHER ENTITIES  
LISTED ON SCHEDULE A HERETO

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CONSOLIDATED PLAN OF COMPROMISE, ARRANGEMENT AND REORGANIZATION  
pursuant to the *Companies' Creditors Arrangement Act* and the *Canada Business Corporations Act*  
concerning, affecting and involving

CANWEST GLOBAL COMMUNICATIONS CORP., CANWEST MEDIA INC.,  
CANWEST TELEVISION GP INC., CANWEST TELEVISION LIMITED PARTNERSHIP,  
CANWEST GLOBAL BROADCASTING INC./RADIODIFFUSION CANWEST GLOBAL INC.,  
FOX SPORTS WORLD CANADA HOLDCO INC., FOX SPORTS WORLD CANADA  
PARTNERSHIP, NATIONAL POST HOLDINGS LTD., THE NATIONAL POST COMPANY/LA  
PUBLICATION NATIONAL POST, MBS PRODUCTIONS INC., YELLOW CARD  
PRODUCTIONS INC., GLOBAL CENTRE INC. AND 4501063 CANADA INC.  
(THE "PLAN")

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MEETING OF AFFECTED CREDITORS OF THE ORDINARY CREDITORS CLASS  
TO BE HELD PURSUANT TO AN ORDER OF THE ONTARIO SUPERIOR COURT OF  
JUSTICE (COMMERCIAL LIST)

TO BE HELD ON JULY 19, 2010 AT 11:30 A.M.  
IN THE GOVERNOR GENERAL ROOM  
HILTON TORONTO HOTEL, 145 RICHMOND STREET WEST,  
TORONTO, ONTARIO, CANADA M5H 2L2  
AND ANY ADJOURNMENT OR POSTPONEMENT THEREOF

PROXY FOR VOTING FOR OR AGAINST  
THE RESOLUTION APPROVING THE PLAN

THIS PROXY IS SOLICITED ON BEHALF OF  
THE MANAGEMENT OF THE CANWEST ENTITIES

*Before completing this Proxy, please read carefully the Instructions for Completion of Proxy accompanying this Proxy for information respecting the proper completion and return of this Proxy.*

Capitalized terms used and not otherwise defined in this Proxy shall have the respective meanings given to them in the management proxy circular dated June 24, 2010 prepared in connection with the Plan (the "Circular"). The Plan is attached as Appendix B to the Circular. If you do not have a copy of the Circular, you may obtain a copy from the Monitor's website at <http://cfcanada.fticonsulting.com/cmi>. Please review the Plan and the Circular carefully, including the voting procedures explained in the Circular.

**THIS PROXY MUST BE COMPLETED AND SIGNED BY AN ORDINARY CREDITOR AND RETURNED TO THE MONITOR, FTI CONSULTING CANADA INC., PRIOR TO 5:00 P.M., TORONTO TIME, ON JULY 15, 2010 OR 72 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) PRIOR TO THE TIME OF ANY ADJOURNMENT OR POSTPONEMENT OF THE ORDINARY CREDITORS MEETING IF SUCH ORDINARY CREDITOR OR ANY OTHER PERSON ON SUCH ORDINARY CREDITOR'S BEHALF IS TO ATTEND SUCH MEETING AND VOTE ON THE RESOLUTION OR IF SUCH ORDINARY CREDITOR WISHES TO APPOINT AN OFFICER OF THE MONITOR TO ACT AS SUCH ORDINARY CREDITOR'S PROXY.**

A Proxy may be revoked by an instrument in writing executed by an Ordinary Creditor that has given a form of Proxy or such Ordinary Creditor's attorney duly authorized in writing or, in the case of an Ordinary Creditor that is not an individual, by an instrument in writing executed by a duly authorized officer or attorney thereof, and delivered to the Monitor prior to the commencement of the Ordinary Creditors Meeting (or any adjournment or postponement thereof).

If an Ordinary Creditor specifies a choice with respect to voting on the Resolution, the Proxy will be voted in accordance with the specification so made. **In the absence of such specification, the Proxy will be voted FOR the Resolution.** The Proxy confers discretionary authority on the individuals designated in the Proxy with respect to any amendments or variations to the matters identified in the Notice of Meetings accompanying the Circular and any other matters that may properly come before the Ordinary Creditors Meeting (or any adjournment or postponement thereof). As of the date hereof, the Canwest Entities know of no such amendment, variation or other matters to come before the Ordinary Creditors Meeting.

The members of the Ad Hoc Committee have agreed to vote in favour of and to support the Recapitalization Transaction and the Plan, in accordance with the terms of the AHC Support Agreement and the Shaw Support Agreement. The Monitor and the Chief Restructuring Advisor **RECOMMEND** that Affected Creditors of the Plan Entities vote **FOR** the Resolution. The Board of Directors agrees with the Monitor and the Chief Restructuring Advisor and, after careful consideration of all relevant matters, the Board of Directors **UNANIMOUSLY RECOMMENDS** that Affected Creditors of the Plan Entities vote **FOR** the Resolution.

**THE UNDERSIGNED ORDINARY CREDITOR**, hereby revokes all Proxies previously given and nominates, constitutes, and appoints

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*(Insert name, if applicable)*

or, if no person is named, Mr. Greg Watson of FTI Consulting Canada Inc., in its capacity as the Monitor, or such other representative of the Monitor as the Monitor may designate as nominee of the undersigned Ordinary Creditor (the "**Nominee**"), with full power of substitution, to attend on behalf of and act for the undersigned Ordinary Creditor at the Ordinary Creditors Meeting to be held in connection with the Plan and at any and all adjournments and postponements thereof, and to vote the amount of the Ordinary Creditors Proven Voting Claim as determined pursuant to the Claims Procedure Order, the Meeting Order and the Plan as follows:

- A.  **FOR** the Resolution; or
- AGAINST** the Resolution
- and -
- B. vote at the Nominee's discretion and otherwise act for and on behalf of the undersigned Ordinary Creditor with respect to any amendments or variations to the matters identified in the Notice of Meetings accompanying the Circular and any other matters that may properly come before the Ordinary Creditors Meeting (or any adjournment or postponement thereof).

Dated at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

**Ordinary Creditor's Signature:**

\_\_\_\_\_  
(Print Legal Name of the Ordinary Creditor)

\_\_\_\_\_  
(Signature of the Ordinary Creditor or an Authorized Signing Officer of the Ordinary Creditor)

\_\_\_\_\_  
(Print Name and Title of an Authorized Signing Officer of the Ordinary Creditor, if applicable)

\_\_\_\_\_  
(Mailing Address of the Ordinary Creditor)

\_\_\_\_\_  
(Phone Number of the Ordinary Creditor)

**INSTRUCTIONS FOR COMPLETION OF PROXY**

1. Each Ordinary Creditor that has a right to vote at the Ordinary Creditors Meeting has the right to appoint a person (that need not be an Ordinary Creditor) to attend, act and vote for and on his, her or its behalf and such right may be exercised by inserting in the space provided the name of the person to be appointed. **If no name has been inserted in the space provided, the Ordinary Creditor will be deemed to have appointed Mr. Greg Watson of the Monitor (or such other representative of the Monitor as the Monitor may designate) as the Ordinary Creditor's Proxyholder.**
2. **If Mr. Greg Watson or another person is appointed or is deemed to be appointed as Proxyholder and the Ordinary Creditor fails to indicate a vote for or against the Resolution on this Proxy, this Proxy will be voted FOR the Resolution.**
3. If this Proxy is not dated in the space provided, it shall be deemed to bear the date on which it was received by the Monitor.
4. This Proxy must be signed by the Ordinary Creditor or by his, her or its attorney duly authorized in writing or, where the Ordinary Creditor is a corporation, by a duly authorized officer or attorney of the corporation with an indication of the title of such officer or attorney.
5. A valid Proxy bearing or deemed to be bearing a later date shall revoke this Proxy. In the event that more than one valid Proxy for the same Ordinary Creditor and bearing or deemed to be bearing the same date is received with conflicting instructions, such Proxies will be treated as disputed Proxies and shall not be counted.
6. **This Proxy must be received by the Monitor prior to 5:00 p.m., Toronto time, on July 15, 2010 or 72 hours (excluding Saturdays, Sundays and holidays) prior to the time of any adjournment or postponement of the Ordinary Creditors Meeting, by delivery, courier, facsimile or e-mail at the following address:**

FTI Consulting Canada Inc.  
Court-Appointed Monitor of the Canwest Entities  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, Ontario M5K 1G8

Attention: Mr. Jonathan Kay  
Telephone: (888) 318-4018  
Facsimile: (416) 649 8101  
E-mail: jonathan.kay@fticonsulting.com

**YOU SHOULD REVIEW THE CIRCULAR AND THE PLAN CAREFULLY BEFORE YOU VOTE ON THE RESOLUTION. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND TREATMENT OF ORDINARY CREDITORS UNDER THE PLAN.**

**SCHEDULE A**  
**APPLICANTS**

CANWEST GLOBAL COMMUNICATIONS CORP.  
CANWEST MEDIA INC.  
MBS PRODUCTIONS INC.  
YELLOW CARD PRODUCTIONS INC.  
CANWEST GLOBAL BROADCASTING INC./RADIODIFFUSION CANWEST GLOBAL INC.  
CANWEST TELEVISION GP INC.  
FOX SPORTS WORLD CANADA HOLDCO INC.  
GLOBAL CENTRE INC.  
MULTISOUND PUBLISHERS LTD.  
CANWEST INTERNATIONAL COMMUNICATIONS INC.  
CANWEST IRISH HOLDINGS (BARBADOS) INC.  
WESTERN COMMUNICATIONS INC.  
CANWEST FINANCE INC./FINANCIÈRE CANWEST INC.  
NATIONAL POST HOLDINGS LTD.  
CANWEST INTERNATIONAL MANAGEMENT INC.  
CANWEST INTERNATIONAL DISTRIBUTION LIMITED  
CANWEST MEDIAWORKS TURKISH HOLDINGS (NETHERLANDS) B.V.  
CGS INTERNATIONAL HOLDINGS (NETHERLANDS) B.V.  
CGS DEBENTURE HOLDING (NETHERLANDS) B.V.  
CGS SHAREHOLDING (NETHERLANDS) B.V.  
CGS NZ RADIO SHAREHOLDING (NETHERLANDS) B.V.  
4501063 CANADA INC.  
4501071 CANADA INC.  
30109, LLC  
CANWEST MEDIAWORKS (US) HOLDINGS CORP.