

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**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., CANWEST (CANADA) INC.**

APPLICANTS

PROXY

**MEETING OF AFFECTED CREDITORS OF THE APPLICANTS AND CANWEST
LIMITED PARTNERSHIP / CANWEST SOCIETE EN COMMANDITE
(collectively, the "LP ENTITIES")**

to be held pursuant to an Order of the Ontario Superior Court of Justice (Commercial List)
in connection with the LP Entities' Plan of Compromise or Arrangement
under the *Companies' Creditors Arrangement Act* (Canada) (the "**Plan**")

on June 10, 2010 at 10:00 a.m. at:
Sheraton Centre Toronto
123 Queen Street West
Toronto, Ontario

and at any adjournment thereof.

*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.*

**THIS PROXY MUST BE COMPLETED AND SIGNED BY THE AFFECTED
CREDITOR AND RETURNED TO THE MONITOR FTI CONSULTING CANADA INC.
BY 5:00P.M. (TORONTO TIME) ON JUNE 7, 2010 OR THREE (3) BUSINESS DAYS
PRIOR TO ANY ADJOURNMENT THERETO IF THE AFFECTED CREDITOR OR
ANY OTHER PERSON ON THE AFFECTED CREDITOR'S BEHALF IS TO ATTEND
THE MEETING AND VOTE ON THE PLAN OR IF SUCH AFFECTED CREDITOR
WISHES TO APPOINT AN OFFICER OF THE MONITOR TO ACT AS SUCH
AFFECTED CREDITOR'S PROXY.**

THE UNDERSIGNED AFFECTED CREDITOR, hereby revokes all proxies previously given and nominates, constitutes, and appoints _____ or, if no person is named, Paul Bishop of FTI Consulting Canada Inc., in its capacity as Monitor of the LP Entities, or such representative of the Monitor as the Monitor may designate as nominee of the undersigned Affected Creditor, with full power of substitution, to attend on behalf of and act for the undersigned Affected Creditor at the meeting of Affected Creditors of the LP Entities to be held in connection with the Plan and at any and all adjournments thereof, and to vote the amount of the Affected Creditor's claim for voting purposes as determined pursuant to the Creditors' Meeting Order, the Amended Claims Procedure Order, the Plan, the CCAA and any further order of the Court as follows:

A. **(mark one only):**

- VOTE FOR approval of the Plan; or
- VOTE AGAINST approval of the Plan

- and -

B. vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Affected Creditor 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.

Dated at _____ this ____ day of _____, 2010.

Affected Creditor Signature:

(Print Legal Name of Affected Creditor)

(Signature of Affected Creditor or Authorized Signing Officer of Affected Creditor)

(Print Name and Title of Authorized Signing Officer of the Affected Creditor, if applicable)

(Mailing Address of Affected Creditor)

(Phone Number of Affected Creditor)

INSTRUCTIONS FOR COMPLETION OF PROXY

1. Each Affected Creditor who has a right to vote at the Creditors' Meeting has the right to appoint a person (who need not be an Affected Creditor) to attend, act and vote for and on his or her 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 Affected Creditor will be deemed to have appointed Paul Bishop of the Monitor (or such other representative of the Monitor as the Monitor may designate) as the Affected Creditor's proxyholder.**
2. **If an employee of FTI Consulting Canada Inc. is appointed or is deemed to be appointed as proxyholder and the Affected Creditor fails to indicate a vote for or against the approval of the Plan on this proxy, this proxy will be voted FOR approval of the Plan.**
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 Affected Creditor or by his or her attorney duly authorized in writing or, where the Affected 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. Valid proxies 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 Affected 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. Delivery of a Cash Election Form by an Affected Creditor shall revoke any proxy delivered by such Affected Creditor.
7. **This proxy must be received by the Monitor by no later than 5:00 p.m. (Toronto time) June 7, 2010, by delivery, courier, facsimile or e-mail at the following address:**

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

Attention: Pamela Luthra
Telephone: (888) 310-7627
Fax: (416) 649-8101
CanwestLP@fticonsulting.com