

Form of Proxy

CANWEST PUBLISHING INC. / PUBLICATIONS CANWEST INC.,
CANWEST BOOKS INC.
CANWEST (CANADA) INC.

AND

CANWEST LIMITED PARTNERSHIP

PROXY FOR USE AT THE SENIOR LENDERS MEETING
TO BE HELD AT 12:30 P.M., ON JANUARY 27, 2010
AT STIKEMAN ELLIOTT LLP
199 BAY STREET, (53rd FLOOR),
TORONTO, ONTARIO M5L 1B9
AND AT ANY ADJOURNMENT THEREOF

All capitalized terms not otherwise defined herein shall have the meanings given to them in the Plan of Compromise and Arrangement of Canwest Publishing Inc. / Publications Canwest Inc., Canwest Books Inc., Canwest (Canada) Inc. and Canwest Limited Partnership (collectively, the "LP Entities") initially filed January 8, 2010 (the "Plan") or the initial order under the *Companies' Creditors Arrangement Act* (the "CCAA") dated January 8, 2010 as applicable.

The undersigned Senior Lender hereby revokes any and all proxies previously given and appoints Paul Bishop of FTI Consulting Canada Inc., in its capacity as Monitor or, instead of the foregoing, _____ with power of substitution as proxyholder for and on behalf of the undersigned at the Senior Lenders Meeting to be held on January 27, 2010 at Stikeman Elliott LLP, 199 Bay Street (53rd Floor), in Toronto, Ontario, at 12:30 p.m., (Toronto time) and at any adjournment or postponement thereof and on every ballot that may take place in consequence thereof. Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxy to cast all votes of the undersigned in the manner indicated below:

1. With respect to the approval of the Plan (mark one only):

VOTE FOR APPROVAL OF THE PLAN [] ; OR

VOTE AGAINST APPROVAL OF THE PLAN []

2. At the discretion of the said proxy, on any variation or amendment to the Plan or on any other matters that may properly come before the Senior Lenders Meeting or any adjournment thereof.

This form of proxy is solicited on behalf of the LP Entities.

NOTE: THIS PROXY MUST BE DEPOSITED WITH THE MONITOR IN ADVANCE OF THE MEETING IN ACCORDANCE WITH THE DEADLINES INDICATED BELOW UNDER THE INSTRUCTIONS FOR COMPLETION OF PROXY

EXECUTED on the _____ day of _____, 2010.

Signature of Creditor

Name of Creditor *(Please print clearly)*

Address

City/Province/Postal Code

Instructions for Completion of Proxy:

1. Each Senior Lender with an Accepted Senior Secured Claim has the right to appoint an individual or individuals (who need not be a Creditor) other than Paul Bishop, to attend and act for him or her and on his or her behalf at the Senior Lenders Meeting. In order to do so, the name of the Senior Lender's nominee(s) must be legibly printed in the blank space provided above, or another appropriate instrument of proxy may be submitted.
2. This form of proxy must be signed by the Senior Lender, or such Senior Lender's lawyer duly authorized in writing or, if such Senior Lender is a corporation by an officer or lawyer thereof duly authorized. Persons signing as executors, administrators, trustees, etc. should so indicate and give their full title as such. A partnership should sign in the partnership name by an authorized persons(s). A person signing on behalf of a Senior Lender must provide satisfactory proof of such authority with this proxy.
3. To be voted at the Senior Lenders Meeting or any adjournment thereof, this proxy must be deposited with the Monitor at FTI Consulting Canada Inc., c/o Jodi Porepa, TD Waterhouse Tower, 79 Wellington St. West, Suite 2010, P.O. Box 104, Toronto, Ontario, M5K 1G8 or by facsimile at (416)649-8101, not later than 5:00 pm Toronto time on January 25, 2010 or 2 days prior to any adjournment of the Senior Lenders Meeting.
4. This proxy should be dated and signed. If this proxy is not dated, it shall be deemed to bear the date on which it was received.
5. Senior Lenders requiring assistance with completion of proxy documentation may call 1-888-310-7627 to request assistance of the Monitor.

Note: This proxy will only be effective if the Senior Lender has established a right to vote at the Senior Lenders Meeting in accordance with the Initial Order.