

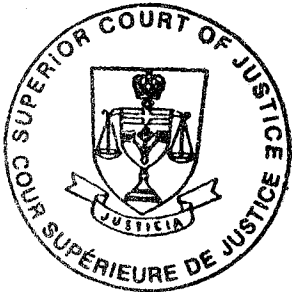
**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM) WEDNESDAY, THE 23rd DAY
)
JUSTICE PEPALL) OF JUNE, 2010

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
APPLICANTS LISTED ON SCHEDULE "A"

APPLICANTS



MEETING ORDER

THIS MOTION made by Canwest Global Communications Corp. ("**Canwest Global**") and the other Applicants listed on Schedule "A" hereto (collectively, the "**Applicants**") and the Partnerships listed on Schedule "B" hereto (the "**Partnerships**" and, together with the Applicants, the "**CMI Entities**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an order, *inter alia*, (a) accepting the filing of a Consolidated Plan of Compromise, Arrangement and Reorganization pursuant to the CCAA and the *Canada Business Corporations Act* filed by the CMI Entities dated June 23, 2010 (the "**Plan**"); (b) authorizing the CMI Entities to establish two classes of Affected Creditors for the purpose of considering and voting on the Plan; (c) authorizing the CMI Entities to call, hold and conduct meetings of certain of their Affected Creditors (the "**Meetings**") to consider and vote on a resolution to approve the Plan; (d) approving the procedures to be followed with respect to the calling and conduct of the Meetings; (e) approving: (i) the Amended Shaw Subscription Agreement, (ii) the Further Amended Support Agreement, and (iii) the Amended Shaw Support Agreement (all as defined below); (f) setting the date for the hearing of the CMI Entities' motion seeking sanction of the Plan; and (g) establishing the Restructuring Period Claims Bar Date (as defined below), was heard this day at 330 University Avenue, Toronto.

ON READING the Affidavits of Thomas C. Strike sworn June 7, 2010 (the "**Strike Affidavit**"), June 14 and June 16, 2010, the Affidavit of Peter Buzzi sworn June 14, 2010 and the 15th Report of the Monitor, FTI Consulting Canada Inc., dated June 17, 2010 (the "**Monitor's 15th Report**"), and on hearing the submissions of counsel for the CMI Entities, FTI Consulting Canada Inc. in its capacity as court-appointed Monitor for the CMI Entities (the "**Monitor**"), the *ad hoc* committee (the "**Ad Hoc Committee**") of holders of 8% senior subordinated notes due 2012 issued by Canwest Media Inc. ("**CMI**"), CIBC Asset-Based Lending Inc. ("**CIBC**"), Shaw Communications Inc. ("**Shaw**"), the Ad Hoc Group of Shareholders (the "**Shareholder Group**"), and such other counsel as were present, no one appearing for the remainder of the service list, although duly served with the motion record as appears from the Affidavit of Service, filed.

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein be and is hereby abridged and that the motion is properly returnable today and service upon any interested party other than those parties served is hereby dispensed with.

DEFINITIONS

2. **THIS COURT ORDERS** that any capitalized terms not otherwise defined in this Meeting Order shall have the meanings ascribed to them in the Plan.

CONSOLIDATED PLAN OF COMPROMISE, ARRANGEMENT AND REORGANIZATION

3. **THIS COURT ORDERS** that the Plan is hereby accepted for filing, and the CMI Entities are hereby authorized to seek approval of the Plan from the Affected Creditors of the Plan Entities in the manner set forth herein.

4. **THIS COURT ORDERS** that the CMI Entities may at any time and from time to time prior to the Meetings amend, restate, modify and/or supplement the Plan, subject to the receipt of the prior written consent of the Plan Sponsor and the Ad Hoc Committee. The prior written consent of CIBC will also be required to any proposed amendment, restatement, modification or supplement to the Plan which would impair the rights of CIBC to the DIP

Charge and the Existing Security or would result in CIBC not being repaid in full under the Plan. The Monitor shall post such amended Plan on the Website and file a copy with this Honourable Court. The CMI Entities shall give reasonable written notice to all Affected Creditors present at each Meeting of the details of any such amendment prior to any vote being taken at the Meetings.

FORMS OF DOCUMENTS

5. **THIS COURT ORDERS** that the Notice of Meetings substantially in the form attached hereto as Schedule "C", the notice of meetings that will be published in newspapers pursuant to this Meeting Order (the "**Newspaper Notice of Meetings**") substantially in the form attached hereto as Schedule "D", the Ordinary Creditors' Proxy substantially in the form attached hereto as Schedule "E", the Master Ballot substantially in the form attached hereto as Schedule "F" and as may be amended with the consent of the Monitor, the Beneficial Noteholder Ballot substantially in the form attached hereto as Schedule "G" and as may be amended with the consent of the Monitor, the Voting Instruction Form ("**VIF**") substantially in the form attached hereto as Schedule "H" and as may be amended with the consent of the Monitor, the Notice of Appearance attached hereto as Schedule "I", and the Notice of Meetings and Management Proxy Circular Pertaining to a Consolidated Plan of Compromise, Arrangement and Reorganization and all Schedules and Appendices thereto including the Notice of Meetings and the Form of Resolution attached thereto as Appendix "A" (the "**Information Circular**") substantially in the form attached to the Affidavit of Thomas C. Strike sworn June 18, 2010, are each hereby approved and the CMI Entities are authorized and directed to make such changes as they consider necessary or desirable to conform the content thereof to the terms of the Plan or this Meeting Order.

CLASSIFICATION OF CREDITORS

6. **THIS COURT ORDERS** that for the purposes of considering and voting on the Plan the Affected Creditors of the Plan Entities are classified as follows: (i) the Noteholders Class, and (ii) the Ordinary Creditors Class.

7. **THIS COURT ORDERS** that (a) any Proven Distribution Claim of an Affected Creditor of a Plan Entity, other than a Noteholder, in an amount that is less than or equal to \$5,000, and (b) any Proven Distribution Claim of a Plan Entity, other than a Noteholder, in an

amount in excess of \$5,000 that the relevant Affected Creditor has validly elected to value at \$5,000 for purposes of the Plan in accordance with this Meeting Order and the Plan is a “**Convenience Class Claim**”, and an Affected Creditor with a Convenience Class Claim is a “**Convenience Class Creditor**”.

8. **THIS COURT ORDERS** that for the purposes of voting the Convenience Class Creditors shall be deemed to be in, and shall be deemed to vote in and as part of the Ordinary Creditors Class.

MEETINGS

9. **THIS COURT ORDERS** that the Meetings shall consist of: (i) the Noteholder Meeting, and (ii) the Ordinary Creditors Meeting.

NOTICE OF MEETINGS

10. **THIS COURT ORDERS** that the Monitor shall cause to be sent by regular pre-paid mail, courier, fax or e-mail copies of (i) the Information Circular and (ii) one of the VIF or Beneficial Noteholder Ballot as applicable (the “**Noteholder Meeting Materials**”) to the Noteholders on or about June ³⁰~~28~~, 2010 by sending the Noteholder Meeting Materials to either an intermediary (an “**Intermediary**”) or, in instances where the Beneficial Noteholders hold their beneficial interests in the Notes directly through a participant that holds interest in the Notes (a “**Participant**”), the Participant (the Intermediary and the Participant in each such case, the “**Nominee**”) or the agent of the Nominee (a “**Nominee’s Agent**”).

11. **THIS COURT ORDERS** that the Monitor shall cause to be sent by regular pre-paid mail, courier, fax or e-mail copies of the Information Circular and the Ordinary Creditors’ Proxy (the “**Ordinary Creditors Meeting Materials**” and together with the Noteholder Meeting Materials collectively, the “**Meeting Materials**”) as soon as practicable after the granting of the Meeting Order and, in any event, no later than July 2, 2010 to each Ordinary Creditor and to Convenience Class Creditor (and, for greater certainty, to each Affected Creditor of a Plan Entity with an Unresolved Claim) at the last known address for such Affected Creditor or to such other address subsequently provided to the Monitor by such Affected Creditor.

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12. **THIS COURT ORDERS** that the Monitor shall on or before June 28, 2010 post an electronic copy of the Meeting Materials, together with an electronic copy of any other documents to be used in connection with the Meetings that are not included in the Meeting Materials on the Website at: <http://cfcanada.ficonsulting.com/CMI> until the Business Day following the Plan Implementation Date and shall provide a written copy to any Affected Creditor of a Plan Entity upon request by such Affected Creditor.

13. **THIS COURT ORDERS** that the delivery of the Meeting Materials in the manner set out in paragraphs 10 and 11 hereof, and posting of the Meeting Materials on the Monitor's Website in accordance with paragraph 12 hereof shall constitute good and sufficient service of this Meeting Order and of the Plan, and good and sufficient notice of the Meetings on all Persons who may be entitled to receive notice thereof or of these proceedings or who may wish to be present in person or by proxy at the Meetings or who may wish to appear in these proceedings, and no other form of notice or service need be made on such Persons, and no other document or material need be served on such Persons in respect of these proceedings.

14. **THIS COURT ORDERS** that on or about June 30, 2010 the Monitor shall use reasonable efforts to cause the Newspaper Notice of Meetings to be published for a period of two (2) Business Days in the *National Post*, *The Globe & Mail* (National Edition), *La Presse* and *The Wall Street Journal*.

NOTEHOLDER SOLICITATION PROCESS

15. **THIS COURT ORDERS** that the voting record date for the purposes of determining which Beneficial Noteholders are entitled to receive notice of the Noteholder Meeting and to vote at the Noteholder Meeting, shall be June 24, 2010 (the "**Noteholder Voting Record Date**").

16. **THIS COURT ORDERS** that the Beneficial Noteholders may deliver voting instructions and instructions with respect to the appointment of a proxy in respect of any amendments or variations to the matters identified in the Notice of Meetings and to any other matters that may properly come before the Noteholder Meeting (or an adjournment or postponement thereof) by either completing the VIF provided by the Nominee's Agent or by completing a Beneficial Noteholder Ballot provided by the Nominee. Alternatively, a Beneficial

Noteholder may attend the Noteholder Meeting and vote by contacting its Nominee or Nominee's Agent as contemplated in the instructions set out in the VIF or the Beneficial Owner Ballot.

17. **THIS COURT ORDERS** that each Beneficial Noteholder that wishes to deliver voting instructions and instructions with respect to the appointment of a proxy in respect of any amendments or variations to the matters identified in the Notice of Meetings and to any other matters that may properly come before the Noteholder Meeting (or an adjournment or postponement thereof) may do so by completing the applicable sections of the Beneficial Noteholder Ballot or VIF (in accordance with the instructions attached thereto) and return the completed Beneficial Noteholder Ballot or VIF to the Nominee or the Nominee's Agent, as indicated on such Beneficial Noteholder Ballot or VIF.

18. **THIS COURT ORDERS** that upon receipt of each Beneficial Noteholder Ballot or VIF, the Nominee shall notify the Nominee's Agent that such Beneficial Noteholder Ballot or VIF has been delivered, and the Nominee's Agent shall remove such Beneficial Noteholder's name from the list of Beneficial Noteholders eligible to vote through the Nominee's Agent.

19. **THIS COURT ORDERS** that the Nominee or the Nominee's Agent shall transfer the information contained in the Beneficial Noteholder Ballots and the VIFs as the case may be (including whether the Beneficial Noteholder voted for or against the Plan) to a Master Ballot and return the Master Ballot by courier, fax or e-mail to the Monitor.

CONDUCT AT THE NOTEHOLDER MEETING

20. **THIS COURT ORDERS** that the CMI Entities are hereby authorized to call, hold and conduct the Noteholder Meeting on July 19, 2010 in Toronto, Ontario, at the time and place set out in the Notice of Meetings, for the purpose of considering, and if deemed advisable by the Noteholders Class, voting for or against, with or without variation, the resolution to approve the Plan.

21. **THIS COURT ORDERS** that a representative of the Monitor, designated by the Monitor, shall preside as the chair (the "**Noteholders Chair**") of the Noteholder Meeting and, subject to this Meeting Order and any further order of this Honourable Court, shall decide all matters relating to the conduct of the Noteholder Meeting.

22. **THIS COURT ORDERS** that the Noteholders Chair is hereby authorized to accept and rely upon Master Ballots, or such other forms as may be acceptable to the Noteholders Chair.

23. **THIS COURT ORDERS** that the quorum required at the Noteholder Meeting shall be one (1) Beneficial Noteholder present by proxy or whose instructions to vote are included on a Master Ballot that is counted for voting purposes at the Noteholder Meeting.

24. **THIS COURT ORDERS** that the Monitor may appoint scrutineers (the “**Scrutineers**”) for the supervision and tabulation of the attendance at, quorum at and votes cast at the Noteholder Meeting. A Person designated by the Monitor shall act as secretary at the Noteholder Meeting.

25. **THIS COURT ORDERS** that if (a) the requisite quorum is not present at the Noteholder Meeting, or (b) the Noteholder Meeting is postponed by the vote of the majority in value of Beneficial Noteholders present in person or by proxy or whose instructions to vote are included on a Master Ballot that is counted for voting purposes at the Noteholder Meeting, then the Noteholder Meeting shall be adjourned by the Noteholders Chair to a date thereafter and to such time and place as may be appointed by the Noteholders Chair.

26. **THIS COURT ORDERS** that the Noteholder Meeting need not be convened in order to be adjourned and that the Noteholders Chair shall be entitled to adjourn and further adjourn the Noteholder Meeting at the Noteholder Meeting or any adjourned Noteholder Meeting provided that any such adjournment or adjournments shall be for a period of not more than thirty (30) days in total and, in the event of any such adjournment, the CMI Entities shall not be required to deliver any notice of adjournment of the Noteholder Meeting or adjourned Noteholder Meeting other than announcing the adjournment at the Noteholder Meeting or adjourned Noteholder Meeting or posting notice at the originally designated time and location of the Noteholder Meeting or adjourned Noteholder Meeting and posting notice on the Website.

27. **THIS COURT ORDERS** that the only Persons entitled to attend the Noteholder Meeting are the Noteholders Chair, the Monitor and its legal counsel and advisors; the Plan Sponsor and its legal counsel and advisors; CIBC and its legal counsel and advisors; those Persons, including the holders of proxies, ballots or other voting instruments, entitled to vote at

the Noteholder Meeting, their legal counsel and advisors; the CMI Entities and the Chief Restructuring Advisor, and their respective legal counsel and advisors, including RBC; the Directors and Officers including members of the Special Committee, their legal counsel and advisors, including Genuity; members of the Ad Hoc Committee, their legal counsel and Houlihan; the Trustee and its legal counsel; and any Beneficial Noteholder. Any other Person may be admitted on invitation of the Noteholders Chair.

VOTING PROCEDURE AT THE NOTEHOLDER MEETING

28. **THIS COURT ORDERS** that the Noteholders Chair shall direct a vote on a resolution to approve the Plan and any amendments or variations thereto as the Monitor and the CMI Entities may consider appropriate. All votes made pursuant to Master Ballots shall be deemed to be votes for or against such resolution, as applicable and as set out in the relevant Master Ballots. Where a Beneficial Noteholder has delivered instructions with respect to the appointment of a proxy in respect of any amendments or variations identified in the Notice of Meetings and to any matters that may properly come before the Noteholder Meeting (or an adjournment or postponement thereof) in accordance with paragraph 17 of this Meeting Order, the vote of the proxy holder shall be deemed to be a vote for or against such matters as applicable. A Beneficial Noteholder may attend and vote in person to approve the Plan and any amendments or variations thereto at the Noteholder Meeting pursuant to the procedure set out in paragraph 16 of this Meeting Order.

29. **THIS COURT ORDERS** that only Beneficial Noteholders as of the Noteholder Voting Record Date will be entitled to provide instructions relating to voting or otherwise vote in the Noteholder Class.

30. **THIS COURT ORDERS** that for the purposes of voting at the Noteholder Meeting, the votes recorded on the Master Ballots shall be accepted as if voted in person by the Beneficial Noteholders at the Noteholder Meeting. Where a Beneficial Noteholder has delivered instructions with respect to the appointment of a proxy in respect of any amendments or variations identified in the Notice of Meetings and to any matters that may properly come before the Noteholder Meeting (or an adjournment or postponement thereof) in accordance with paragraph 17 of this Meeting Order, the vote of the proxy holder shall be accepted as if voted in person by the Beneficial Noteholder at the Noteholder Meeting.

31. **THIS COURT ORDERS** that for the purposes of voting at the Noteholder Meeting, votes cast by Beneficial Noteholders attending at the Noteholder Meetings who received proxies from their Nominee(s) in a form acceptable to the Monitor shall be accepted.

32. **THIS COURT ORDERS** that where a Beneficial Noteholder delivers voting instructions by VIF or Beneficial Owner Ballot, such Beneficial Noteholder's instructions will not be counted at the Noteholder Meeting unless a Master Ballot reflecting such Beneficial Noteholder's instructions is received by the Monitor before 5:00 p.m. (Toronto time) on July 18, 2010, or such later time as may be agreed to by the Monitor.

33. **THIS COURT ORDERS** that the value of a Beneficial Noteholder's vote shall be equal to the principal amount and accrued and unpaid interest to the Filing Date owing under the Notes held by such Beneficial Noteholder.

CONDUCT OF THE ORDINARY CREDITORS MEETING

34. **THIS COURT ORDERS** that the CMI Entities are hereby authorized to call, hold and conduct the Ordinary Creditors Meeting on July 19, 2010 at Toronto, Ontario at the time and place set out in the Notice of Meetings for the purpose of considering, and if deemed advisable by the Ordinary Creditors Class, voting in favour of, with or without variation, resolutions to approve the Plan.

35. **THIS COURT ORDERS** that a representative of the Monitor, designated by the Monitor, shall preside as the chair (the "**Ordinary Creditors Chair**") of the Ordinary Creditors Meeting and, subject to this Meeting Order and any further Order of this Honourable Court, shall decide all matters relating to the conduct of the Ordinary Creditors Meeting.

36. **THIS COURT ORDERS** that the Ordinary Creditors Chair is hereby authorized to accept and rely upon proxies substantially in the form attached hereto as Schedule "E", or such other form as is acceptable to the Ordinary Creditors Chair.

37. **THIS COURT ORDERS** that the quorum required at the Ordinary Creditors Meeting shall be one (1) Ordinary Creditor with a Proven Voting Claim present at such meeting in person or by proxy.

38. **THIS COURT ORDERS** that the Monitor may appoint Scrutineers for the supervision and tabulation of the attendance at, quorum at and votes cast at the Ordinary Creditors Meeting. A Person designated by the Monitor shall act as secretary at the Ordinary Creditors Meeting.

39. **THIS COURT ORDERS** that if (a) the requisite quorum is not present at the Ordinary Creditors Meeting, or (b) the Ordinary Creditors Meeting is postponed by the vote of the majority in value of Ordinary Creditors holding Proven Voting Claims, present in person or by proxy, then the Ordinary Creditors Meeting shall be adjourned by the Ordinary Creditors Chair to a date thereafter and to such time and place as may be appointed by the Ordinary Creditors Chair.

40. **THIS COURT ORDERS** that the Ordinary Creditors Meeting need not be convened in order to be adjourned and the Ordinary Creditors Chair shall be entitled to adjourn and further adjourn the Ordinary Creditors Meeting at the Ordinary Creditors Meeting or any adjourned Ordinary Creditors Meeting provided that any such adjournment or adjournments shall be for a period of not more than thirty (30) days in total and, in the event of any such adjournment, the CMI Entities shall not be required to deliver any notice of adjournment of the Meeting or adjourned Meeting other than announcing the adjournment at the Meeting or adjourned Meeting or posting notice at the originally designated time and location of the Meeting or adjourned Meeting and posting notice on the Website.

41. **THIS COURT ORDERS** that the only Persons entitled to attend the Ordinary Creditors Meeting are the Ordinary Creditors Chair, the Monitor and its counsel and advisors; the Plan Sponsor and its advisors and legal counsel; CIBC and its legal counsel and advisors; those Persons, including the holders of proxies, ballots and other voting instruments, entitled to vote at the Ordinary Creditors Meeting, their legal counsel and advisors; the CMI Entities and the Chief Restructuring Advisor, and their respective legal counsel and advisors, including RBC; the Directors and Officers including members of the Special Committee, their legal counsel and advisors, including Genuity; members of the Ad Hoc Committee, its legal counsel and Houlihan; and the Trustee and its legal counsel and Beneficial Noteholder. Any other Person may be admitted on invitation of the chair of the Ordinary Creditors Chair.

VOTING PROCEDURE AT THE ORDINARY CREDITORS MEETING

42. **THIS COURT ORDERS** that the Ordinary Creditors Chair shall direct a vote on a resolution to approve the Plan and any amendments thereto as the Monitor and the CMI Entities may consider appropriate.

43. **THIS COURT ORDERS** that each Ordinary Creditor with a Proven Voting Claim shall be entitled to one vote as a member of the Ordinary Creditors Class, which vote shall have the aggregate dollar value of its Proven Voting Claim in respect of the CTLP Plan Entities and its Proven Voting Claim in respect of the Plan Entities other than the CTLP Plan Entities. For greater certainty, an Affected Creditor having Proven Voting Claims against more than one Plan Entity shall only be entitled to one (1) vote in respect of such Proven Voting Claims at the Ordinary Creditors Meeting.

44. **THIS COURT ORDERS** that any proxy in respect of the Ordinary Creditors Meeting (or any adjournment thereof) must be received by the Monitor by 5:00 p.m. (Toronto time) on July 15, 2010, or 72 hours prior to any rescheduled Ordinary Creditors Meeting.

45. **THIS COURT ORDERS** that each Convenience Class Creditor shall be deemed to vote in favour of the Plan in respect of its Convenience Class Claim as a member of the Ordinary Creditors Class, to the extent of the amount of such Convenience Class Claim.

46. **THIS COURT ORDERS** that Affected Creditors of the Plan Entities with Proven Distribution Claims in excess of \$5,000 that wish to elect to have their Proven Distribution Claims treated as Convenience Class Claims must deliver a duly completed and executed Convenience Class Claim Declarations to the Monitor prior to 5:00 p.m. (Toronto time) on July 15, 2010.

47. **THIS COURT ORDERS** that an Ordinary Creditor or a Convenience Class Creditor may transfer or assign the whole of its Claim prior to the Ordinary Creditors Meeting in accordance with paragraph 45 of the Claims Procedure Order, provided that the CMI Entities and the Monitor shall not be obliged to deal with any such transferee or assignee as an Ordinary Creditor or a Convenience Class Creditor in respect thereof, including allowing such transferee or assignee to vote at the Ordinary Creditors Meeting, unless actual notice of the transfer or assignment, together with satisfactory evidence of such transfer or assignment, has been received

by the Monitor prior to 5:00 p.m. on the day that is at least ten (10) Business Days prior to the date of the Ordinary Creditors Meeting and acknowledged in writing by the Monitor and the relevant CMI Entity. Thereafter, such transferee or assignee shall, for all purposes in accordance with the Claims Procedure Order, the Meeting Order, the CCAA and the Plan constitute an Ordinary Creditor or a Convenience Class Creditor, as applicable, and shall be bound by any and all notices previously given to the transferor or assignor in respect of such Claim. Such transferee or assignee shall not be entitled to set-off, apply, merge, consolidate, or combine any Claims assigned or transferred to it against or on account or in reduction of any amounts owing by such transferee or assignee to any of the CMI Entities. For greater certainty, the CMI Entities and the Monitor shall not recognize partial transfers or assignments of Claims by Ordinary Creditors or Convenience Class Creditors.

APPROVAL OF THE PLAN

48. **THIS COURT ORDERS** that in order to be approved, the Plan must receive an affirmative vote by the Required Majority.

49. **THIS COURT ORDERS** that following the votes at the Noteholder Meeting and the Ordinary Creditor Meetings, the Monitor shall tally the votes and determine whether the Plan has been approved by the Required Majority.

50. **THIS COURT ORDERS** that if approved by the Required Majority, the CMI Entities will bring the CCAA Sanction Motion (defined below).

51. **THIS COURT ORDERS** that the result of any vote at the Meetings shall be binding on all Affected Creditors of the Plan Entities, including Noteholders, whether or not any such Affected Creditors are present at the Meetings.

PARTIES NOT ENTITLED TO VOTE

52. **THIS COURT ORDERS** that Affected Creditors having Claims against National Post, National Post Holdings, Western Communications, Multisound Publishers, 4501071 Canada, CGS Shareholding, CGS NZ Radio, CGS International, CGS Debenture, Canwest MediaWorks US, Canwest MediaWorks Turkish Holdings, Canwest Irish Holdco, Canwest

International, Canwest International Distribution, Canwest Communications, Canwest Finance, or 30109 shall not vote on the Plan in respect of such Claims.

53. **THIS COURT ORDERS** that the Labour Parties shall have no vote in respect of the Retiree Terminal Deficiency Claim or the CEP Terminal Deficiency Claim.

54. **THIS COURT ORDERS** that any person having an Unaffected Claim, an Intercompany Claim or an Equity Claim shall not be entitled to vote at any Meeting in respect of such Unaffected Claim, an Intercompany Claim or Equity Claim, as applicable.

MISCELLANEOUS

55. **THIS COURT ORDERS** that the Monitor may in its discretion waive in writing the time limits imposed on the Affected Creditors of the Plan Entities as set out in this Meeting Order for the deposit of proxies, VIFs and Beneficial Noteholder Ballots, and all other procedural matters if the Monitor deems it advisable to do so.

56. **THIS COURT ORDERS** that the Affected Claims (other than the Claims of the Noteholders) which are denominated in US Dollars shall be converted into Canadian dollars on the basis of the average US/Canadian dollar noon exchange rate, as quoted by the Bank of Canada, over the ten Business Day period preceding June 23, 2010.

57. **THIS COURT ORDERS** that each Affected Creditor holding an Unresolved Claim against a Plan Entity shall be entitled to attend the Ordinary Creditors Meeting and shall be entitled to one vote at such Meeting which vote shall have the dollar value as set out in such Affected Creditors' CMI Notice of Dispute of Claim or CMI Proof of Claim as applicable. The Monitor shall keep a separate record of votes cast by Affected Creditors of the Plan Entities holding Unresolved Claims and shall report to the Court with respect thereto at the Plan Sanction Hearing. The vote cast in respect of any such Unresolved Claim shall not be counted for any purpose unless, until and only to the extent that such Unresolved Claim is finally determined to be a Proven Voting Claim.

58. **THIS COURT ORDERS** that the CMI Entities and the Monitor shall have the right to seek the assistance of the Court in valuing any Unresolved Claim in accordance with the

Claims Procedure Order, the Meeting Order, the CCAA and the Plan, if required, to ascertain the result of any vote on the Plan.

59. **THIS COURT ORDERS** that an Affected Creditor's Proven Voting Claim shall not include fractional numbers and Proven Voting Claims shall be rounded down to the nearest whole Canadian dollar amount.

SANCTION HEARING

60. **THIS COURT ORDERS** that the Monitor shall provide a report to this Honourable Court no later than four (4) Business Days after the Meetings (the "**Monitor's Report Regarding the Meetings**") with respect to:

- (a) the results of the voting at the Noteholder Meeting and the Ordinary Creditors Meeting on the resolution to approve the Plan;
- (b) whether the Required Majority has approved the Plan;
- (c) the effect on the results of the voting had all of the Affected Creditors of the Plan Entities with Unresolved Claims also voted the full amount of their Unresolved Claims; and
- (d) in its discretion, any other matter relating to the CMI Entities' motion seeking sanction of the Plan.

61. **THIS COURT ORDERS** that an electronic copy of the Monitor's Report regarding the Meetings, the Plan including any amendments and variations thereto, and a draft sanction Order in respect of the Plan shall be posted on the Website prior to the CCAA Sanction Motion (as defined below).

62. **THIS COURT ORDERS** that in the event that the Plan has been approved by the Required Majority, the CMI Entities may bring a motion before this Honourable Court on July 28, 2010, or such later date as is set by this Honourable Court upon motion by the CMI Entities, seeking a sanctioning of the Plan pursuant to the CCAA (the "**CCAA Sanction Motion**").

63. **THIS COURT ORDERS** that service of this Meeting Order by the Monitor to the parties on the service list, delivery of this Meeting Order in accordance with paragraph 10

and 11 hereof, the posting of the Meeting Materials on the Website in accordance with paragraph 12 hereof, and the mailing to Affected Creditors of the Plan Entities of the Meeting Materials in accordance with the requirements of this Meeting Order shall constitute good and sufficient service of notice of the CCAA Sanction Motion on all Persons entitled to receive such service and no other form of notice or service need be made and no other materials need be served in respect of the CCAA Sanction Motion, except that the CMI Entities shall serve the service list with any additional materials to be used in support of the CCAA Sanction Motion and, with the consent of the Monitor and if necessary to expedite the Plan Implementation Date, such service on the service list of additional materials to be used in support of the CCAA Sanction Motion may be made on less than four (4) days' notice.

64. **THIS COURT ORDERS** that any Person who wishes to oppose the CCAA Sanction Motion shall serve on the service list a notice setting out the basis for such opposition and a copy of the materials to be used to oppose the CCAA Sanction Motion at least seven (7) days before the date set for the CCAA Sanction Motion, or such shorter time as this Honourable Court, by Order, may allow.

65. **THIS COURT ORDERS** that in the event that the CCAA Sanction Motion is adjourned, only those Persons who have filed and served a Notice of Appearance shall be served with notice of the adjourned date.

66. **THIS COURT ORDERS** that subject to any further order of this Honourable Court, in the event of any conflict, inconsistency, ambiguity or difference between the provisions of the Plan and this Meeting Order, the terms, conditions and provisions of the Plan shall govern and be paramount, and any such provision of this Meeting Order shall be deemed to be amended to the extent necessary to eliminate any such conflict, inconsistency, ambiguity or difference.

SHAW TRANSACTION DOCUMENTS

67. **THIS COURT ORDERS** that

- (a) the amended and restated Subscription Agreement dated May 3, 2010 between Shaw and Canwest Global, including the amended subscription term sheet appended thereto (the "**Amended Subscription Agreement**");

- (b) the further amended and restated (the “**Further Amended Support Agreement**”) Amended Support Agreement dated May 3, 2010 (as defined in the Strike Affidavit); and
- (c) the amended Shaw Support Agreement dated May 3, 2010 (the “**Amended Shaw Support Agreement**”)

as supplemented by the Minutes of Settlement entered into by the CMI Entities, the Shareholder Group, Shaw, and the Ad Hoc Committee dated June 23, 2010, are hereby approved.

68. **THIS COURT ORDERS** that the CMI Entities are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the transactions and the satisfaction of the obligations contemplated by the Amended Subscription Agreement, the Further Amended Support Agreement and the Amended Shaw Support Agreement.

69. **THIS COURT ORDERS** that the CMI Entities shall be required to comply with their obligations under the Amended Subscription Agreement, the Further Amended Support Agreement and the Amended Shaw Support Agreement. Prior to exercising any and all rights and remedies they may have against the CMI Entities under or in respect of the Amended Subscription Agreement, the Further Amended Support Agreement and the Amended Shaw Support Agreement, in accordance with the terms of such agreements, other than in respect of contractual termination rights under the Amended Subscription Agreement, the Further Amended Support Agreement and the Amended Shaw Support Agreement, Shaw and the Consenting Noteholders, as applicable, shall be required to obtain a further order of the Court.

70. **THIS COURT ORDERS** that all provisions of the Order of Madam Justice Pepall in respect of the CMI Entities dated October 6, 2009, as amended by the Order of Madam Justice Pepall dated February 19, 2010 (the “**Initial Order**”) applicable to the “Support Agreement” (as defined in the Initial Order) shall be applicable in all respects to the Further Amended Support Agreement.

71. **THIS COURT ORDERS** that all provisions of the Initial Order applicable to the “Shaw Support Agreement”, “Subscription Agreement” and “Investors Charge” (as defined in

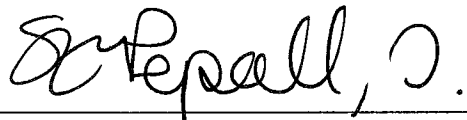
the Initial Order) shall be applicable in all respects to the Amended Shaw Support Agreement and Amended Subscription Agreement.

RESTRUCTURING PERIOD CLAIMS BAR DATE

72. **THIS COURT ORDERS** that any Claims of any Person against one or more of the CMI Entities or any of Directors and Officers in connection with any indebtedness, liability or obligation of any kind whatsoever owed by one or more of the CMI Entities to such Person arising out of the restructuring, disclaimer, resiliation, termination or breach after the Filing Date of any contract, lease or other agreement, whether written or oral, and whether such restructuring, disclaimer, resiliation, termination or breach took place or takes place before or after the date of the Claims Procedure Order (excluding Excluded Claims) for which a CMI Notice of Dispute of Claim or a CMI Proof of Claim has not been filed with the Monitor by 5:00 p.m. (Toronto time) on July 9, 2010 (the "**Restructuring Period Claims Bar Date**") shall be forever barred, extinguished and released with prejudice.

ASSISTANCE OF OTHER COURTS

73. **THIS COURT ORDERS AND REQUESTS** the aid and recognition (including assistance pursuant to section 17 of the CCAA) of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or territory or any court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States and of any other nation or state to act in aid of and to be complementary to this court in carrying out the terms of this Meeting Order.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

JUN 23 2010

PER / PAR: 

Schedule "A"

Applicants

1. Canwest Global Communications Corp.
2. Canwest Media Inc.
3. MBS Productions Inc.
4. Yellow Card Productions Inc.
5. Canwest Global Broadcasting Inc./Radiodiffusion Canwest Global Inc.
6. Canwest Television GP Inc.
7. Fox Sports World Canada Holdco Inc.
8. Global Centre Inc.
9. Multisound Publishers Ltd.
10. Canwest International Communications Inc.
11. Canwest Irish Holdings (Barbados) Inc.
12. Western Communications Inc.
13. Canwest Finance Inc./Financiere Canwest Inc.
14. National Post Holdings Ltd.
15. Canwest International Management Inc.
16. Canwest International Distribution Limited
17. Canwest MediaWorks Turkish Holdings (Netherlands)
18. CGS International Holdings (Netherlands)
19. CGS Debenture Holding (Netherlands)
20. CGS Shareholding (Netherlands)
21. CGS NZ Radio Shareholding (Netherlands)
22. 4501063 Canada Inc.
23. 4501071 Canada Inc.

24. 30109, LLC

25. CanWest MediaWorks (US) Holdings Corp.

Schedule "B"

Partnerships

1. Canwest Television Limited Partnership
2. Fox Sports World Canada Partnership
3. The National Post Company/La Publication National Post

SCHEDULE C

(attached)

**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 CERTAIN OTHER APPLICANTS**

**CONSOLIDATED PLAN OF COMPROMISE AND ARRANGEMENT
pursuant to the *Companies' Creditors Arrangement 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.**

NOTICE OF MEETINGS

TO: The affected creditors (the "**Affected Creditors**") of 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, MBS Productions Inc., Yellow Card Productions Inc., Global Centre Inc. and 4501063 Canada Inc. (collectively, the "**Plan Entities**")

NOTICE IS HEREBY GIVEN that, pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) in Toronto (the "**Court**") dated October 6, 2009 and all ancillary Orders of the Court, meetings of the Affected Creditors (the "**Meetings**") are scheduled to be held on July 19, 2010 in the Governor General Room, Hilton Toronto Hotel, 145 Richmond Street West, Toronto, Ontario, Canada M5H 2L2 at the times set out below for the following purposes:

1. to consider and, if deemed advisable, to pass, with or without variation, a resolution (the "**Resolution**"), the full text of which is set out in Appendix A to the management proxy circular dated the date hereof and accompanying this Notice of Meetings (the "**Circular**"), approving the consolidated plan of compromise and arrangement concerning, affecting and involving the Plan Entities and National Post Holdings Ltd. and The National Post Company/La Publication National Post (the "**Plan**") pursuant to the *Companies' Creditors Arrangement Act* (Canada) ("**CCAA**"), which Plan is described in the Circular and a copy of which is attached as Appendix B to the Circular, as it may be amended from time to time in accordance with the terms of the Plan; and
2. to transact such other business as may properly come before each Meeting or any adjournment or postponement thereof.

Unless otherwise indicated, terms defined in the section of the Circular entitled "Glossary of Terms" have the same meanings in this Notice of Meetings.

The Meetings of each Class will be held at the following times:

<u>Class</u>	<u>Time</u>
Noteholders Class	9:30 a.m.
Ordinary Creditors Class	11:30 a.m.

The Plan is described in the Circular and the full text of the Plan is set forth in Appendix B to the Circular.

The validity and value of the Claims of the Affected Creditors are determined for voting and distribution purposes in accordance with the procedures set forth in the Plan, the Claims Procedure Order (a copy of which is attached as Appendix C to the Circular) and the Meeting Order (a copy of which is attached as Appendix D to the Circular).

In order for the Plan to be approved and be binding in accordance with the CCAA, the Resolution must be approved by that number of Affected Creditors of the Plan Entities representing at least a majority in number of the Proven Voting Claims, whose Affected Claims represent at least two-thirds in value of the Proven Voting Claims of (a) the Ordinary Creditors and Convenience Class Creditors who validly vote (in person or by proxy or who are deemed to vote pursuant to the Plan and the Meeting Order) on the Resolution at the Ordinary Creditors Meeting, and (b) the Beneficial Noteholders who provide a proxy, ballot or other instructions for voting or otherwise validly vote at the Noteholder Meeting as provided for in the Meeting Order (the "Required Majority"). At each of the Meetings, each Affected Creditor will be entitled to one vote, which vote will have the value of such person's Affected Claim for voting purposes, as determined pursuant to the Claims Procedure Order, the Meeting Order and the Plan. The Plan must also be sanctioned by the Court under the CCAA. Subject to satisfaction of the other conditions precedent to the implementation of the Plan, all Affected Creditors will then receive the treatment set forth in the Plan.

Quorum for the Ordinary Creditors Meeting has been set by the Meeting Order as the presence, in person or by proxy, at the Meeting of one person entitled to vote at such Meeting on the Resolution. Quorum for the Noteholder Meeting has been set by the Meeting Order as one Beneficial Noteholder present by proxy or whose instructions to vote are included on a Master Ballot that is counted for voting purposes at the Noteholder Meeting. The date set as the Noteholder Voting Record Date is June 22, 2010.

There is one form of proxy (the "Proxy") for Affected Creditors that are Ordinary Creditors and are accordingly members of the Ordinary Creditors Class. **An Ordinary Creditor may attend the Ordinary Creditors Meeting in person or may appoint another person as its proxyholder by inserting the name of such person in the space provided in the form of Proxy provided to Ordinary Creditors by the Monitor or the Canwest Entities, or by completing another valid form of Proxy. Persons appointed as proxyholders need not be Affected Creditors.** In order to be effective, Proxies of Ordinary Creditors must be received by the Monitor at TD Waterhouse Tower, 79 Wellington Street West, Suite 2010, P.O. Box 104, Toronto, Ontario M5K 1G8 (Attention: Mr. Jonathan Kay), facsimile number: (416) 643-8101, telephone number: (888) 318-4018 for service in English or French or e-mail: jonathan.kay@fticonsulting.com, 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 an Ordinary Creditor specifies a choice with respect to voting on the Resolution on a Proxy, the Proxy will be voted in accordance with the specification so made. **In the absence of such specification, a Proxy will be voted FOR the Resolution.**

Each Convenience Class Creditor with a Proven Voting Claim will for the purposes of voting be deemed to be part of the Ordinary Creditors Class and be deemed to vote FOR the Resolution in respect of its Convenience Class Claim. Such vote will have a dollar value equal to the lesser of \$5,000 and the actual dollar value of such Convenience Class Creditor's Proven Voting Claim. Affected Creditors (excluding Noteholders) with Proven Distribution Claims in excess of \$5,000 that wish to elect to have their Proven Distribution Claims treated as Convenience Class Claims must deliver a duly completed and executed Convenience Class Claim Declaration to the Monitor prior to 5:00 p.m. (Toronto time) on July 15, 2010, in which case each such Proven Distribution Claim will be treated for all purposes as a Convenience Class Claim in the amount of \$5,000.

A Noteholder may indicate its instructions with respect to voting for or against the Resolution on a beneficial owner ballot (a "Beneficial Owner Ballot") or a voting instruction form (a "VIF"), which must be returned in accordance with the instructions set out in such Voting Instrument in order to be included on a master ballot (a "Master Ballot"). Master Ballots must be received by the Monitor at TD Waterhouse Tower, 79 Wellington Street West, Suite 2010, P.O. Box 104, Toronto, Ontario M5K 1G8 (Attention: Mr. Jonathan Kay), facsimile number: (416) 643-8101, telephone number: (888) 318-4018 for service in English or French or e-mail: jonathan.kay@fticonsulting.com, prior to 5:00 p.m. (Toronto time) on July 18, 2010 or one Business Day prior to the time of any adjournment or postponement of the Noteholder Meeting. **Instead of completing and returning a Beneficial Owner Ballot or VIF, a Beneficial Noteholder that wishes to attend in person and vote by ballot at the Noteholder Meeting should immediately contact the bank, broker or other intermediary that holds the Beneficial Noteholder's 8% Notes, to make alternate arrangements to enable such Beneficial Noteholder to vote in person at the Noteholder Meeting. If making such**

alternate arrangements, the Beneficial Noteholder should advise the Monitor as soon as possible in advance of the Noteholder Meeting.

If a Beneficial Noteholder specifies an instruction with respect to voting on the Resolution on a Beneficial Owner Ballot or VIF, then, subject to such Beneficial Owner Ballot or VIF, as applicable, being returned in accordance with instructions set out in such Voting Instrument, the Canwest Entities expect that the specification so made will be included on a Master Ballot. **In the absence of such specification, the Beneficial Owner Ballot or VIF, as applicable, will NOT be reflected on the Master Ballot for the purposes of voting on the Resolution.**

Each of the Voting Instruments confers discretionary authority on the individuals designated in it with respect to amendments or variations to matters identified in this Notice of Meetings and other matters that may properly come before the Meetings. As of the date hereof, the Canwest Entities know of no such amendment, variation or other matters to come before the Meetings.

Affected Creditors having claims against The National Post Company/La Publication National Post, National Post Holdings Ltd., Western Communications Inc., Multisound Publishers Ltd., 4501071 Canada Inc., CGS Shareholding (Netherlands) B.V., CGS NZ Radio Shareholding (Netherlands) B.V., CGS International Holdings (Netherlands) Holdings B.V., CGS Debenture Holding (Netherlands) B.V., CanWest MediaWorks (US) Holdings Corp., CanWest MediaWorks Turkish Holdings (Netherlands) B.V., CanWest Irish Holdings (Barbados) Inc., CanWest International Management Inc., CanWest International Distribution Limited, CanWest International Communications Inc., Canwest Finance Inc./Financière Canwest Inc. or 30109, LLC will not be entitled to vote on the Resolution or receive distributions in respect of such claims. In addition, the Labour Parties will not be entitled to vote on the Resolution or receive distributions in respect of the Retiree Terminal Deficiency Claim or the CEP Terminal Deficiency Claim.

NOTICE IS ALSO HEREBY GIVEN that if the Plan is approved by the Required Majority at the Meetings, the Canwest Entities intend to bring a motion before the Court on or about July 28, 2010 at 10:00 a.m. (Toronto time) at the Court located at 330 University Avenue, Toronto, Ontario M5G 1R8. The motion will be for the Sanction Order sanctioning the Plan under the CCAA and granting ancillary relief consequent upon such sanction. Any Affected Creditor that wishes to appear or be represented, and to present evidence or arguments, at the Court hearing seeking sanction of the Plan must file with the Court a Notice of Appearance (a form of which is attached as Appendix E to the Circular) and serve such Notice of Appearance on the Canwest Entities' solicitors, Osler, Hoskin & Harcourt LLP (Attention: Messrs. Lyndon Barnes and Jeremy Dacks), at least seven days before the Court hearing.

DATED at Toronto, Ontario, this 23rd day of June, 2010.

BY ORDER OF THE COURT

SCHEDULE D

(attached)

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.**

NOTICE OF MEETINGS

TO: The affected creditors (the "**Affected Creditors**") of Canwest Global Communications Corp. ("**Canwest**"), 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, MBS Productions Inc., Yellow Card Productions Inc., Global Centre Inc. and 4501063 Canada Inc. (collectively, the "**Plan Entities**" and together with certain other subsidiaries of Canwest Global Communications Corp., the "**Canwest Entities**")

NOTICE IS HEREBY GIVEN that meetings of the Affected Creditors of the Plan Entities (the "**Meetings**") will be held in the Governor General Room, Hilton Toronto Hotel, 145 Richmond Street West, Toronto, Ontario, Canada M5H 2L2, on July 19, 2010, at the times set out below, for the following purposes:

- (a) to consider and, if deemed advisable, to pass, with or without variation, a resolution (the "**Resolution**") approving the consolidated plan of compromise, arrangement and reorganization concerning, affecting and involving the Plan Entities and National Post Holdings Ltd. and The National Post Company/La Publication National Post (the "**Plan**") pursuant to the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**") and the *Canada Business Corporations Act*, as it may be amended from time to time in accordance with the terms of the Plan; and
- (b) to transact such other business as may properly come before each Meeting or any adjournment or postponement thereof.

The Meetings are being held pursuant to an order (the "**Meeting Order**") of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") made on June 23, 2010 by the Honourable Justice Pepall. Capitalized terms used and not otherwise defined in this Notice have the respective meanings given to them in the Plan.

The Plan contemplates the compromise of rights and claims of the Affected Creditors of the Plan Entities. A separate Meeting will be held for each of the two classes of Affected Creditors of the Plan Entities entitled to vote on the Resolution, at the following times:

<u>Class of Affected Creditors</u>	<u>Time of Meeting</u>
Noteholders Class	9:30 a.m.
Ordinary Creditors Class.....	11:30 a.m.

NOTICE IS ALSO HEREBY GIVEN that if the Plan is approved by the Required Majority at the Meetings, the Canwest Entities intend to bring a motion before the Court on or about July 28, 2010 at 10:00 a.m. (Toronto time) at the Court located at 330 University Avenue, Toronto, Ontario M5G 1R8. The motion will be for the Sanction Order sanctioning the Plan under the CCAA and granting ancillary relief consequent upon such sanction. Any Affected Creditor that wishes to appear or be represented, and to present evidence or arguments, at the Court hearing seeking sanction of the Plan must file with the Court a notice of appearance and serve such notice of appearance on the Canwest Entities' solicitors, Osler, Hoskin & Harcourt LLP (Attention: Messrs. Lyndon Barnes and Jeremy Dacks), at least seven days before the Court hearing.

This Notice is given by the Canwest Entities pursuant to the Meeting Order. You may view copies of the documents relating to this process on the Monitor's website at <http://cfcanada.fticonsulting.com/cmi>.

SCHEDULE E

(attached)



Canwest™

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**

**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")**

**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

(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
 Fax: (416) 643-8101
 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.

SCHEDULE F

(attached)



MASTER BALLOT

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 MASTER BALLOT, 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

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./RADIO DIFFUSION 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")

MASTER BALLOT FOR VOTING 8% SENIOR SUBORDINATED NOTES DUE 2012
ISSUED BY CANWEST MEDIA INC.
pursuant to an indenture dated as of November 18, 2004, as amended
(CUSIP Number 138906300)
FOR OR AGAINST THE RESOLUTION APPROVING THE PLAN

THE VOTING DEADLINE BY WHICH THIS MASTER BALLOT MUST BE ACTUALLY RECEIVED BY THE MONITOR, FTI CONSULTING CANADA INC., IS 5:00 P.M., TORONTO TIME, ON JULY 18, 2010. IF THIS MASTER BALLOT IS NOT ACTUALLY RECEIVED ON OR BEFORE THE VOTING DEADLINE, THE VOTING INSTRUCTIONS REPRESENTED BY THIS MASTER BALLOT MAY NOT BE COUNTED.

THIS MASTER BALLOT MAY BE FORWARDED TO THE MONITOR IN ANY OF THE FOLLOWING WAYS: BY COURIER, FAX OR E-MAIL TO 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), FACSIMILE: (416) 643-8101 OR E-MAIL: JONATHAN.KAY@FTICONCONSULTING.COM.

This Master Ballot is to be used by you, as a broker, bank or other nominee (or as their proxy holder or agent) (each of the foregoing, a "Nominee"), for beneficial owners of 8% senior subordinated notes due 2012 issued by Canwest Media Inc ("8% Notes"), to transmit the instructions of such beneficial owners in respect of their 8% Notes to vote for or against the resolution approving a consolidated plan of compromise, arrangement and reorganization concerning, affecting and involving the entities listed on the cover page of this Master Ballot pursuant to the *Companies' Creditors Arrangement Act* (Canada) and the *Canada Business Corporations Act* (the "Plan") and with respect to any amendments or variations to the matters identified in the Notice of Meetings accompanying the management proxy circular dated June 24, 2010 prepared in connection with the Plan (the "Circular") and any other matters that may properly come before the Noteholder Meeting (or any adjournment or postponement thereof). Capitalized terms used and not otherwise defined in this Master Ballot shall have the respective meanings given to them in 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>. Before you transmit such voting instructions on this Master Ballot, please review the Plan and the Circular carefully, including the voting procedures explained in the Circular.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS ACTUALLY RECEIVED BY THE MONITOR, FTI CONSULTING CANADA INC., ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., TORONTO TIME, ON JULY 18, 2010. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND ACTUALLY RECEIVED BY COURIER, FAX OR E-MAIL DELIVERY BY THE MONITOR PRIOR TO THE EXPIRATION OF THE VOTING DEADLINE, THEN THE VOTING INSTRUCTIONS TRANSMITTED BY THIS MASTER BALLOT MAY NOT BE COUNTED.

Item 1. Certification of Authority to Vote. The undersigned certifies that as of June 24, 2010, the Noteholder Voting Record Date, the undersigned (please check the applicable box):

- is a Nominee for the beneficial owners of the aggregate principal amount of 8% Notes listed in Item 2 below, and is the registered holder of such securities, or
- is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a Nominee that is the registered holder of the aggregate principal amount of 8% Notes listed in Item 2 below,

and, accordingly, has full power and authority to vote for or against the Resolution on behalf of the beneficial owners of the 8% Notes described in Item 2 below.

Item 2. Transmittal of Voting Instructions. The undersigned transmits the following voting instructions of beneficial owners in respect of their 8% Notes, and certifies that the following beneficial owners, as identified by their respective customer account numbers set forth below, are Beneficial Noteholders with respect to such securities as of June 24, 2010, the Noteholder Voting Record Date, and have delivered to the undersigned, as Nominee, completed Beneficial Owner Ballots or Voting Instruction Forms, as applicable, making such voting instructions.

Each Beneficial Noteholder must deliver instructions to vote all of his, her or its 8% Notes either for or against the Resolution, and may not split such voting instructions. Indicate in the appropriate column the aggregate principal amount of 8% Notes voted for each account, or attach such information to this Master Ballot in the form of the following table.

Customer Account Number of Each Beneficial Noteholder	Principal Amount of 8% Notes Voted FOR the Resolution		Principal Amount of 8% Notes Voted AGAINST the Resolution
1.	\$	OR	\$
2.	\$	OR	\$
3.	\$	OR	\$
4.	\$	OR	\$
5.	\$	OR	\$
6.	\$	OR	\$
7.	\$	OR	\$
8.	\$	OR	\$
9.	\$	OR	\$
10.	\$	OR	\$
TOTAL	\$		\$

Item 3. Certification as to Transcription of Information from Beneficial Owner Ballots and Voting Instruction Forms. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Noteholders in the Beneficial Owner Ballots or Voting Instruction Forms identifying any other 8% Notes for which such Beneficial Noteholders have submitted other Beneficial Owner Ballots or Voting Instruction Forms:

TRANSCRIBE FROM ITEM 3 OF THE BENEFICIAL OWNER BALLOT			
Customer Account Number for Each Beneficial Owner Who Completed the Beneficial Owner Ballot or Voting Instruction Form	Account Number (Transcribe from Beneficial Owner Ballot or Voting Instruction Form)	Name of Holder (Transcribe from Beneficial Owner Ballot or Voting Instruction Form)	Principal Amount of Other 8% Notes Voted (Transcribe from Beneficial Owner Ballot or Voting Instruction Form)
1.			\$
2.			\$
3.			\$
4.			\$
5.			\$
6.			\$
7.			\$
8.			\$
9.			\$
10.			\$

Item 4. Proxy in Respect of Amendments or Variations.

- YES** **THE UNDERSIGNED NOMINEE**, on the instructions of the Beneficial Noteholders listed in item 2 above, except in respect of those Beneficial Noteholders listed in the table below that have declined to nominate, constitute and appoint Robert J. Chadwick of Goodmans LLP, counsel for the Ad Hoc Committee, or such other representative of Goodmans LLP as Goodmans LLP may designate (such person, the "**Appointee**"), hereby nominates, constitutes and appoints the Appointee, with full power of substitution, to vote at such Appointee's discretion and otherwise act for and on behalf of such Beneficial Noteholders 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 Noteholder Meeting (or any adjournment or postponement thereof).
- NO**

If applicable, complete the following table indicating which Beneficial Notcholders, if any, have declined to nominate, constitute and appoint the Appointee for the purpose described in Item 4 of their Beneficial Owner Ballots or in their Voting Instruction Forms, as applicable, including by failing to check either the "YES" box or the "NO" box in connection with such purpose, if applicable:

Customer Account Number of Each Beneficial Notchholder	Principal Amount of 8% Notes of Beneficial Notcholders that Have Declined to Nominate, Constitute and Appoint the Appointee for the Purpose Described in Item 4
1.	\$
2.	\$
3.	\$
4.	\$
5.	\$
6.	\$
7.	\$
8.	\$
9.	\$
10.	\$
TOTAL	\$

Item 5. Certification. By signing this Master Ballot, the undersigned certifies that each Beneficial Notchholder listed in Item 2 above has been provided with a copy of the Circular and the Plan and acknowledges that the solicitation of votes and voting instructions is subject to all of the terms and conditions set forth in the Circular.

Please Print or Type:

Name of Nominee:

Name of Proxy Holder or Agent for Nominee (if applicable):

Participant No.: _____

Signature: _____

Name of Signatory: _____

Title: _____

Street Address: _____

City: _____

Province/State: _____

Postal Code/Zip Code: _____

Telephone Number: _____

Date Completed: _____

INSTRUCTIONS FOR COMPLETING THIS MASTER BALLOT

THIS MASTER BALLOT MUST BE RETURNED TO THE MONITOR IN ADEQUATE TIME TO BE ACTUALLY RECEIVED BY THE MONITOR, FTI CONSULTING CANADA INC., ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., TORONTO TIME, ON JULY 18, 2010. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND ACTUALLY RECEIVED BY THE MONITOR PRIOR TO THE EXPIRATION OF THE VOTING DEADLINE, THEN THE VOTING INSTRUCTIONS TRANSMITTED BY THIS MASTER BALLOT MAY NOT BE COUNTED.

THIS MASTER BALLOT MAY BE FORWARDED TO THE MONITOR IN ANY OF THE FOLLOWING WAYS: BY COURIER, FAX OR E-MAIL TO 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), FACSIMILE: (416) 643-8101 OR E-MAIL: JONATHAN.KAY@FTICONCONSULTING.COM.

IF YOU HAVE ANY QUESTIONS CONCERNING THE PROCEDURES FOR VOTING ON THE RESOLUTION, PLEASE CONTACT THE MONITOR AT FACSIMILE: (416) 643-8101 (ATTENTION: MR. JONATHAN KAY), TELEPHONE: (888) 318-4018 OR E-MAIL AT: JONATHAN.KAY@FTICONCONSULTING.COM, OR CONTACT THE NOTEHOLDER COORDINATION AGENT, LAUREL HILL ADVISORY GROUP, AT FACSIMILE: (416) 637-4662 (ATTENTION: MS. CHRISTINE CARSON) OR TELEPHONE: (877) 304-0211 (NORTH AMERICAN TOLL-FREE) OR (416) 304-0211 (COLLECT).

VOTING DEADLINE:

The Voting Deadline is **5:00 P.M., TORONTO TIME, ON JULY 18, 2010**. To have the voting instructions of your customers count, you must complete, sign, and return this Master Ballot by courier, facsimile or e-mail so that it is **ACTUALLY RECEIVED** on or before the voting deadline by FTI Consulting Canada Inc., at:

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) 643-8101
E-mail: jonathan.kay@fticonsulting.com

If you send this Master Ballot by e-mail, promptly send your original Master Ballot to FTI Consulting Canada Inc. at the address listed above.

HOW TO VOTE:**If you are transmitting instructions to vote for any Beneficial Noteholders other than yourself:**

Only Persons that are Beneficial Noteholders as at the Noteholder Voting Record Date are entitled to provide instructions on voting for or against the Resolution.

For any Beneficial Owner Ballots or Voting Instruction Forms, complete Item 1.

Deliver the Beneficial Owner Ballot or Voting Instruction Form, as applicable, to the Beneficial Noteholder, along with the Circular and other materials requested to be forwarded, and take the necessary actions to enable such Beneficial Noteholder to (a) complete and execute such Beneficial Owner Ballot or Voting Instruction Form, as applicable, to deliver its instructions with respect to voting for or against the Resolution and nominating, constituting and appointing the Appointee, and (b) return the completed and executed Beneficial Owner Ballot or Voting Instruction Form, as applicable, to you in sufficient time to enable you to complete this Master Ballot and deliver it to the Monitor before the voting deadline.

With respect to all Beneficial Owner Ballots or Voting Instruction Forms returned to you, you must properly complete this Master Ballot, as follows:

1. Check the appropriate box in Item 1 on this Master Ballot.
2. Specify the instructions to vote **FOR** or **AGAINST** the Resolution in Item 2 of this Master Ballot, as transmitted to you by the Beneficial Noteholders. To identify such Beneficial Noteholders without disclosing their names, please use the customer account number assigned by you to each such Beneficial Noteholder, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each Beneficial Noteholder and the assigned number). **IMPORTANT: BENEFICIAL NOTEHOLDERS MAY NOT SPLIT THEIR VOTING INSTRUCTIONS. IF ANY BENEFICIAL NOTEHOLDER HAS ATTEMPTED TO SPLIT SUCH INSTRUCTION, PLEASE CONTACT THE MONITOR IMMEDIATELY.** Any Beneficial Owner Ballot, Voting Instruction Form or Master Ballot that is validly executed but which does not contain an instruction to vote for or against the Resolution, or which impermissibly attempts to split an instruction to vote, will not be counted.
3. Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each Beneficial Noteholder from a Beneficial Owner Ballot or Voting Instruction Form relating to other 8% Notes voted.
4. To complete Item 4, complete both tables in Item 4, including the table indicating which Beneficial Noteholders, if any, have declined to nominate, constitute and appoint the Appointee in Item 4 of the Beneficial Owner Ballot. If the "NO" box has been checked by a Beneficial Noteholder in Item 4 of its Beneficial Owner Ballot or in its Voting Instruction Form, as applicable, or if neither the "YES" box nor the "NO" box in connection with such purpose has been checked, then neither the Beneficial Noteholder nor its Nominee and such Nominee's agents will be able to nominate, constitute or appoint any person for the purpose described in Item 4, unless such Beneficial Noteholder has made alternate arrangements with its Nominee to enable the Beneficial Noteholder to vote in person by proxy in a form acceptable to the Monitor at the Noteholder Meeting for such purpose.
5. Review the certification in Item 5 of this Master Ballot.
6. Sign and date this Master Ballot, and provide the remaining information requested in Item 5.
7. If additional space is required to respond to any item on this Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of this Master Ballot to which you are responding.
8. Multiple Master Ballots may be completed and delivered to the Monitor. Voting instructions transmitted by multiple Master Ballots will be counted except to the extent that the voting instructions thereon are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest Master Ballots actually received prior to the voting deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot is submitted and the later Master Ballot supplements rather than supersedes the earlier Master Ballot(s), please mark the subsequent Master Ballot with the words "Additional Vote" or such other language as you customarily use to indicate an additional instruction to vote that is not meant to revoke an earlier instruction to vote.
9. Deliver the completed and executed Master Ballot so that it is actually received by the Monitor on or before the voting deadline. For each completed and executed Beneficial Owner Ballot or Voting Instruction Form returned to you by a Beneficial Noteholder, either forward such Beneficial Owner Ballot or Voting Instruction Form (along with this Master Ballot) to the Monitor or retain such Beneficial Owner Ballot or Voting Instruction Form in your files for at least one year from the voting deadline.

PLEASE NOTE:

No Beneficial Owner Ballot, Voting Instruction Form or Master Ballot shall constitute or be deemed to constitute a proof of Claim, an assertion of a Claim or an admission by the Canwest Entities of the nature, validity or amount of any Claim.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF ANY CANWEST ENTITY OR FTI CONSULTING CANADA INC., OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN OR CIRCULAR, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

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.

SCHEDULE G

(attached)



BENEFICIAL OWNER BALLOT

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 BENEFICIAL OWNER BALLOT, 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

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")

BENEFICIAL OWNER BALLOT FOR PROVIDING INSTRUCTIONS ON VOTING 8% SENIOR
SUBORDINATED NOTES DUE 2012 ISSUED BY CANWEST MEDIA INC.
pursuant to an indenture dated as of November 18, 2004, as amended
(CUSIP Number 138906300)
FOR OR AGAINST THE RESOLUTION APPROVING THE PLAN

THIS BENEFICIAL OWNER BALLOT IS SOLICITED ON BEHALF OF
THE MANAGEMENT OF THE CANWEST ENTITIES

THE VOTING DEADLINE BY WHICH THE MASTER BALLOT REFLECTING YOUR VOTING INSTRUCTIONS MUST BE **ACTUALLY RECEIVED** BY THE MONITOR, FTI CONSULTING CANADA INC., IS 5:00 P.M., TORONTO TIME, ON JULY 18, 2010. YOUR VOTING INSTRUCTIONS MAY NOT BE COUNTED IF YOU DO NOT COMPLETE AND TRANSMIT THIS BENEFICIAL OWNER BALLOT TO YOUR NOMINEE IN ENOUGH TIME TO PERMIT YOUR NOMINEE TO DELIVER A MASTER BALLOT TO THE MONITOR PRIOR TO 5:00 P.M., TORONTO TIME, ON JULY 18, 2010.

If you are a beneficial owner of any of the 8% senior subordinated notes due 2012 issued by Canwest Media Inc. ("8% Notes"), unless you have made alternate arrangements with your bank, broker or other intermediary that holds 8% Notes on your behalf (a "Nominee") to enable you to vote in person by proxy in a form acceptable to the Monitor at the Noteholder Meeting, you should use this Beneficial Owner Ballot to indicate your instructions with respect to voting for or against the resolution approving a consolidated plan of compromise, arrangement and reorganization concerning, affecting and involving the entities listed on the cover page of this Beneficial Owner Ballot pursuant to the *Companies' Creditors Arrangement Act* (Canada) and the *Canada Business Corporations Act* (the "Plan") in connection with the Noteholder Meeting and 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 Noteholder Meeting (or any adjournment or postponement thereof). Capitalized terms used and not otherwise defined in this Beneficial Owner Ballot 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://cfcanda.fticonsulting.com/cmi>. Please review the Plan and the Circular carefully, including the voting procedures explained in the Circular.

If you specify an instruction with respect to voting on the Resolution on this Beneficial Owner Ballot, then, subject to this Beneficial Owner Ballot being returned to your Nominee in accordance with the instructions set out herein, the Canwest Entities expect the specification so made will be included on a Master Ballot. **In the absence of such specification, this Beneficial Owner Ballot will NOT be reflected on the Master Ballot for the purposes of voting on the Resolution.**

This Beneficial Owner Ballot also confers discretionary authority on the individuals designated in it 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 Noteholder 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 Noteholder 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.

HOW TO PROVIDE VOTING INSTRUCTIONS

1. COMPLETE ITEM 1 (if not already filled out by your Nominee), ITEM 2, ITEM 3 (if applicable) AND ITEM 4.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 5.
3. **SIGN THIS BENEFICIAL OWNER BALLOT**
4. DELIVER THIS BENEFICIAL OWNER BALLOT TO YOUR NOMINEE AND ENSURE ADEQUATE TIME FOR YOUR NOMINEE TO COMPLETE ITS MASTER BALLOT AND RETURN IT TO THE MONITOR PRIOR TO **5:00 P.M., TORONTO TIME, ON JULY 18, 2010.**
5. YOU MUST INSTRUCT YOUR NOMINEE TO VOTE **ALL YOUR 8% NOTES EITHER FOR OR AGAINST THE RESOLUTION. YOU MAY NOT SPLIT YOUR INSTRUCTION TO VOTE.**

An authorized signatory of an eligible beneficial owner of 8% Notes may execute this Beneficial Owner Ballot but must provide the name and address of the beneficial owner on this Beneficial Owner Ballot and may be required to submit evidence to the Monitor demonstrating such signatory's authorization to provide voting instructions on behalf of the beneficial owner. Authorized signatories providing voting instructions on behalf of more than one beneficial owner must complete a separate Beneficial Owner Ballot for each beneficial owner.

You may receive multiple mailings containing Beneficial Owner Ballots, especially if you beneficially own your 8% Notes through more than one Nominee. You should complete each Beneficial Owner Ballot that you receive for all of the 8% Notes that you beneficially own through each Nominee. You must provide all of the information requested by this Beneficial Owner Ballot. Failure to do so may result in the disqualification of your instruction to vote.

- Item 1. Principal Amount of 8% Notes To Be Voted.** The undersigned certifies that, as of June 24, 2010, the Noteholder Voting Record Date, the undersigned was either the beneficial owner, or the agent or representative of a beneficial owner, of 8% Notes in the following aggregate unpaid principal amount (*insert amount in the box below*) and such 8% Notes were held in the following account number. If your 8% Notes are held by a Nominee on your behalf and the amount has not been completed by your Nominee and you do not know the amount, please contact your Nominee immediately.

<u>Account Number</u>	<u>Name of Holder*</u>	<u>Principal Amount 8% Notes To Be Voted</u>
		\$

- Item 2. Instruction to Vote.** The beneficial owner of the 8% Notes identified in Item 1 instructs its Nominee to vote its 8% Notes as follows (*check one box only — if you do not check a box your instruction to vote will not be reflected on the Master Ballot*):

- FOR** the Resolution
- AGAINST** the Resolution

- Item 3. Identify All Other 8% Notes To Be Voted.** By returning this Beneficial Owner Ballot, the beneficial owner of the 8% Notes identified in Item 1 certifies that (a) this Beneficial Owner Ballot is the only Beneficial Owner Ballot submitted for the 8% Notes owned by such beneficial owner, except for the 8% Notes identified in the following table, and (b) all Beneficial Owner Ballots for 8% Notes submitted by the beneficial owner indicate the same instruction to vote for or against the Resolution that the beneficial owner has indicated in Item 2 of this Beneficial Owner Ballot (*please use additional sheets of paper if necessary*):

ONLY COMPLETE ITEM 3 IF YOU HAVE SUBMITTED OTHER BENEFICIAL OWNER BALLOTS

<u>Account Number</u>	<u>Name of Holder*</u>	<u>Principal Amount of Other 8% Notes To Be Voted</u>
		\$
		\$
		\$

* Insert the name of your Nominee if your 8% Notes are held in street name.

- Item 4. Proxy in Respect of Amendments or Variations.**

- YES** **THE UNDERSIGNED** hereby instructs its Nominee or such Nominee's agent to nominate, constitute and appoint Robert J. Chadwick of Goodmans LLP, counsel for the Ad Hoc Committee, or such other representative of Goodmans LLP as Goodmans LLP may designate (such person, the "Appointee"), with full power of substitution, to vote at the Appointee's discretion and otherwise act for and on behalf of such beneficial owner 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 Noteholder Meeting (or any adjournment or postponement thereof). The undersigned understands and acknowledges that, if the "NO" box is checked by the undersigned, or if neither the "YES" box nor the "NO" box is checked by the undersigned, neither the undersigned nor its Nominee and such Nominee's agents will be able to nominate, constitute or appoint any person for the foregoing purpose, unless the undersigned has made alternate arrangements with its Nominee to enable the undersigned to vote in person by proxy in a form acceptable to the Monitor at the Noteholder Meeting for such purpose.
- NO**

Item 5. Certification. By signing and returning this Beneficial Owner Ballot, the undersigned certifies that:

- (a) the information in Item 1 is true and correct;
- (b) no other Beneficial Owner Ballots cast with respect to the amount of the principal amount of 8% Notes identified in Item 1 have been cast with respect to such amount, or that any such previously cast Beneficial Owner Ballots are hereby revoked;
- (c) a copy of the Circular and the Plan has been provided to and reviewed by the undersigned; and
- (d) as the beneficial holder or authorized signatory of the amount of 8% Notes set forth in Item 1, the undersigned has full power and authority to provide instructions with respect to voting such 8% Notes on the Resolution.

The undersigned also acknowledges that this solicitation is subject to all the terms and conditions set forth in the Circular and the Plan.

Please Print or Type:

Name: _____

Signature: _____

Name of Signatory: _____

(if other than beneficial owner of 8% Notes)

Title: _____

(if applicable)

Street Address: _____

City: _____

State/Province: _____

Zip Code/Postal Code: _____

Telephone Number: () _____

Date Completed: _____

By returning this Beneficial Owner Ballot, the beneficial owner of the 8% Notes identified in Item 1 also authorizes and instructs its Nominee (a) to furnish the voting information and the amount of 8% Notes that the Nominee holds on its behalf in a Master Ballot to be transmitted to the Monitor, and (b) to retain this Beneficial Owner Ballot and related information in its records for at least one year after the Meeting of the Noteholders Class.

This Beneficial Owner Ballot shall not constitute or be deemed a proof of Claim or Equity Interest, an assertion of a Claim, or an admission by the Canwest Entities of the nature, validity or amount of any Claim.

VOTING INSTRUCTION INFORMATION

UNLESS YOU HAVE MADE ALTERNATE ARRANGEMENTS WITH YOUR NOMINEE TO ENABLE YOU TO VOTE IN PERSON BY PROXY IN A FORM ACCEPTABLE TO THE MONITOR AT THE NOTEHOLDER MEETING, THIS BENEFICIAL OWNER BALLOT MUST BE FORWARDED TO YOUR NOMINEE IN ADEQUATE TIME SO THAT YOUR NOMINEE MAY FILL OUT A MASTER BALLOT AND RETURN IT TO FTI CONSULTING CANADA INC. (THE MONITOR) ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., TORONTO TIME, ON JULY 18, 2010.

IF THIS BENEFICIAL OWNER BALLOT IS NOT COMPLETED, SIGNED, AND ACTUALLY RECEIVED IN ADEQUATE TIME, THEN THE VOTES TRANSMITTED BY THE MASTER BALLOT MAY NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS CONCERNING THE PROCEDURES FOR VOTING ON THE RESOLUTION, PLEASE CONTACT THE MONITOR AT FACSIMILE: (416) 643-8101 (ATTENTION: MR. JONATHAN KAY), TELEPHONE: (888) 318-4018 OR E-MAIL AT: JONATHAN.KAY@FTICON-SULTING.COM, OR CONTACT THE NOTEHOLDER COORDINATION AGENT, LAUREL HILL ADVISORY GROUP, AT FACSIMILE: (416) 637-4662 (ATTENTION: MS. CHRISTINE CARSON) OR TELEPHONE: (877) 304-0211 (NORTH AMERICAN TOLL-FREE) OR (416) 304-0211 (COLLECT).

Please Take Notice That:

1. Only Persons that are Beneficial Noteholders as at the Noteholder Voting Record Date are entitled to provide instructions on voting for or against the Resolution.
2. Unless you have made alternate arrangements with your Nominee to enable you to vote in person by proxy in a form acceptable to the Monitor at the Noteholder Meeting, your instructions with respect to voting for or against the Resolution and nominating, constituting and appointing the Appointee must be made by completing this Beneficial Owner Ballot. If you wish to attend the Noteholder Meeting in person and vote on the Resolution by proxy in a form acceptable to the Monitor, do NOT complete this Beneficial Owner Ballot but contact your Nominee immediately to make alternate arrangements. In such case, you should also advise the Monitor as soon as possible in advance of the Noteholder Meeting.
3. Except to the extent determined by the Monitor in its reasonable discretion or as otherwise permitted by the Court, the Monitor will not accept or count any Master Ballots received after the voting deadline as set out in the Circular.
4. The Monitor and/or its agents shall have reasonable discretion to determine if a Master Ballot properly complies with the requisite procedures and instructions.
5. Any entity entitled to deliver instructions to vote for or against the Resolution and to nominate, constitute and appoint the Appointee may change its instructions before the voting deadline set out in the Circular by completing and casting a superseding Beneficial Owner Ballot for inclusion on a Master Ballot provided that such instructions are received for inclusion on the Master Ballot prior to a Master Ballot being received before the voting deadline as set out in the Circular.

YOU SHOULD REVIEW THE CIRCULAR AND PLAN CAREFULLY BEFORE YOU PROVIDE VOTING INSTRUCTIONS WITH RESPECT TO THE RESOLUTION. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND TREATMENT OF THE NOTEHOLDERS UNDER THE PLAN.

SCHEDULE A

APPLICANTS

CANWEST GLOBAL COMMUNICATIONS CORP.
CANWEST MEDIA INC.
MBS PRODUCTIONS INC.
YELLOW CARD PRODUCTIONS INC.
CANWEST GLOBAL BROADCASTING INC./RADIO DIFFUSION 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.

SCHEDULE H

(attached)

**VOTING INSTRUCTION FORM
FOR VOTING AT THE MEETING OF HOLDERS OF 8% SENIOR SUBORDINATED
NOTES DUE 2012 ISSUED BY CANWEST MEDIA INC. (the "Noteholder
Meeting")**

BROKER LOGO HERE

Voting Instruction Deadline: July 17, 2010 at 5:00 p.m. (Toronto Time)

- Control No: 999999999999 CUID: 01234
- Account No: 0123456789 CUSIP:138906300

Vote By Internet: Go to www.proxyvote.com Your 12-digit control number is located above
Vote By Mail: This voting instruction form may be returned by mail in the envelope provided.

Mr. John Sample
123 Anywhere Street
Any City, On A1A 1A1



1234567890123456789012345678
Control No. 999999999999 999999999999

**THIS VOTING INSTRUCTION FORM IS SOLICITED ON BEHALF OF
THE MANAGEMENT OF THE CANWEST ENTITIES**
(Fill in only one box in black or blue ink)

<p>01 Instruction to vote FOR or AGAINST the resolution (the "Resolution") approving a consolidated plan of compromise, arrangement and reorganization concerning, affecting and involving the Canwest Entities pursuant to the <i>Companies' Creditors Arrangement Act</i> (Canada) and the <i>Canada Business Corporations Act</i> (the "Plan") in connection with the Noteholder Meeting.</p>	<p>FOR</p> <p><input type="checkbox"/></p>	<p>AGAINST</p> <p><input type="checkbox"/></p>
<p>02 THE UNDERSIGNED BENEFICIAL NOTEHOLDER hereby instructs its intermediary or participant (its "Nominee") or the Nominee's agent to nominate, constitute and appoint Robert J. Chadwick of Goodmans LLP, counsel for the Ad Hoc Committee, or such other representative of Goodmans LLP as Goodmans LLP may designate (such person, the "Appointee"), with full power of substitution, to vote at the Appointee's discretion and otherwise act for and on behalf of such beneficial owner with respect to the matters identified in the Notice of Meetings accompanying the Circular and any other matters that may properly come before the Noteholder Meeting (or any adjournment or postponement thereof). The undersigned understands and acknowledges that, if the "NO" box is checked by the undersigned, or if neither the "YES" box nor the "NO" box is checked by the undersigned, neither the undersigned nor its Nominee and such Nominee's agents will be able to nominate, constitute or appoint any person for the foregoing purpose, unless the undersigned has made alternate arrangements with its Nominee to enable the undersigned to vote in person by proxy in a form acceptable to the Monitor at the Noteholder Meeting for such purpose.</p>	<p>YES</p> <p><input type="checkbox"/></p>	<p>NO</p> <p><input type="checkbox"/></p>

Capitalized terms used and not otherwise defined in this Voting Instruction Form have the respective meanings given to them in the management proxy circular dated June 24, 2010 (the "Circular") prepared in connection with the Plan. Unless you have made alternate arrangements with your Nominee to enable you to vote in person by proxy in a form acceptable to the Monitor at the Noteholder Meeting, your instructions with respect to voting for or against the Resolution and nominating, constituting and appointing the Appointee must be made by completing this Voting Instruction Form. If you wish to attend the Noteholder Meeting in person and vote on the Resolution by proxy in a form acceptable to the Monitor, do NOT complete this Voting Instruction Form but contact your Nominee immediately to make alternate arrangements. In such case, you should also advise the Monitor as soon as possible in advance of the Noteholder 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.

This Voting Instruction Form should be read in conjunction with the Circular.

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

This Voting Instruction Form hereby revokes all other Voting Instruction Forms previously submitted in connection with the instructions to vote on the Resolution.

Signature	Date
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VOTING INSTRUCTIONS TO OUR CLIENTS:

WE HAVE BEEN REQUESTED TO FORWARD TO YOU THE ENCLOSED PROXY MATERIAL RELATIVE TO SECURITIES HELD BY US IN YOUR ACCOUNT BUT NOT REGISTERED IN YOUR NAME. ONLY WE AS THE HOLDER OF RECORD CAN VOTE SUCH SECURITIES. WE SHALL BE PLEASED TO VOTE YOUR SECURITIES IN ACCORDANCE WITH YOUR WISHES, IF YOU WILL EXECUTE THE FORM AND RETURN IT TO US PROMPTLY IN THE ENCLOSED BUSINESS REPLY ENVELOPE. IT IS UNDERSTOOD THAT IF YOU SIGN WITHOUT OTHERWISE MARKING THE FORM YOUR SECURITIES WILL BE VOTED AS RECOMMENDED BY THE BOARD OF DIRECTORS ON ALL MATTERS TO BE CONSIDERED AT THE MEETING. FOR THIS MEETING, THE EXTENT OF OUR AUTHORITY TO VOTE YOUR SECURITIES IN THE ABSENCE OF YOUR INSTRUCTIONS CAN BE DETERMINED BY REFERRING TO THE APPLICABLE VOTING INSTRUCTION NUMBER INDICATED ON THE FACE OF YOUR FORM.

FOR MARGIN ACCOUNTS, IN THE EVENT YOUR SECURITIES HAVE BEEN LOANED OVER RECORD DATE, THE NUMBER OF SECURITIES WE VOTE ON YOUR BEHALF HAS BEEN OR CAN BE ADJUSTED DOWNWARD.

IF YOUR SECURITIES ARE HELD BY A BROKER WHO IS A MEMBER OF THE NEW YORK STOCK EXCHANGE (NYSE), THE RULES OF THE NYSE WILL GUIDE THE VOTING PROCEDURES. THESE RULES PROVIDE THAT IF INSTRUCTIONS ARE NOT RECEIVED FROM YOU PRIOR TO THE ISSUANCE OF THE FIRST VOTE, THE PROXY MAY BE GIVEN AT DISCRETION OF YOUR BROKER (ON THE TENTH DAY, IF THE MATERIAL WAS MAILED AT LEAST 15 DAYS PRIOR TO THE MEETING DATE; ON THE FIFTEENTH DAY IF THE PROXY MATERIAL WAS MAILED 25 DAYS OR MORE PRIOR TO THE MEETING DATE). IN ORDER FOR YOUR BROKER TO EXERCISE THIS DISCRETIONARY AUTHORITY, PROXY MATERIAL WOULD NEED TO HAVE BEEN MAILED AT LEAST 15 DAYS PRIOR TO THE MEETING DATE, AND ONE OR MORE OF THE MATTER(S) BEFORE THE MEETING MUST BE DEEMED "ROUTINE" IN NATURE ACCORDING TO NYSE GUIDELINES. IF THESE TWO REQUIREMENTS ARE MET AND YOU HAVE NOT COMMUNICATED TO US PRIOR TO THE FIRST VOTE BEING ISSUED, WE MAY VOTE YOUR SECURITIES AT OUR DISCRETION ON THOSE MATTER(S) DEEMED TO BE ROUTINE. WE WILL NEVERTHELESS FOLLOW YOUR INSTRUCTIONS, EVEN IF OUR DISCRETIONARY VOTE HAS ALREADY BEEN GIVEN, PROVIDED YOUR INSTRUCTIONS ARE RECEIVED PRIOR TO THE MEETING DATE.

PLEASE NOTE THAT, UNDER A RULE AMENDMENT ADOPTED BY THE NEW YORK STOCK EXCHANGE FOR SHAREHOLDER MEETINGS HELD ON OR AFTER JANUARY 1, 2010, BROKERS ARE NO LONGER ALLOWED TO VOTE SECURITIES HELD IN THEIR CLIENTS' ACCOUNTS ON UNCONTESTED ELECTIONS OF

DIRECTORS UNLESS THE CLIENT HAS PROVIDED VOTING INSTRUCTIONS (IT WILL CONTINUE TO BE THE CASE THAT BROKERS CANNOT VOTE THEIR CLIENTS' SECURITIES IN CONTESTED DIRECTOR ELECTIONS).

CONSEQUENTLY, IF YOU WANT US TO VOTE YOUR SECURITIES ON YOUR BEHALF ON THE ELECTION OF DIRECTORS, YOU MUST PROVIDE VOTING INSTRUCTIONS TO US. VOTING ON MATTERS PRESENTED AT SHAREHOLDERS MEETINGS, PARTICULARLY THE ELECTION OF DIRECTORS, IS THE PRIMARY METHOD FOR SHAREHOLDERS TO INFLUENCE THE DIRECTION TAKEN BY A PUBLICLY-TRADED COMPANY. WE URGE YOU TO PARTICIPATE IN THE ELECTION BY RETURNING THE ENCLOSED VOTING INSTRUCTION FORM TO US WITH INSTRUCTIONS AS TO HOW TO VOTE YOUR SECURITIES IN THIS ELECTION.

THE FOLLOWING INSTRUCTIONS PROVIDE SPECIFICS REGARDING THE MEETING FOR WHICH THIS VOTING INSTRUCTION FORM APPLIES.

1. Only Persons that are Beneficial Noteholders as at the Noteholder Voting Record Date are entitled to provide instructions on voting for or against the Resolution.
2. Unless you have made alternate arrangements with your Nominee to enable you to vote in person by proxy in a form acceptable to the Monitor at the Noteholder Meeting, your instructions with respect to voting for or against the Resolution and nominating, constituting and appointing the Appointee must be made by completing this Voting Instruction Form. If you wish to attend the Noteholder Meeting in person and vote on the Resolution by proxy in a form acceptable to the Monitor, do NOT complete this Voting Instruction Form but contact your Nominee immediately to make alternate arrangements. In such case, you should also advise the Monitor as soon as possible in advance of the Noteholder Meeting.
3. You must provide instructions to vote all of your 8% Notes either **FOR** or **AGAINST** the Resolution and you may not split your instructions.
4. This Voting Instruction Form, completed as required, must be returned 24 hours prior to the voting deadline to permit the completion of a Master Ballot to be delivered to the Monitor prior to **5:00 P.M., TORONTO TIME, ON JULY 18, 2010.**
5. Any entity entitled to provide instructions to vote **FOR** or **AGAINST** the Resolution may change its instruction before the voting deadline set out in the Circular by completing and casting a superseding Voting Instruction Form prior to the deadline outlined by instruction 4.
6. By completing this Voting Instruction Form, you are authorizing your Nominee or its Nominee's agent to:
 - a. record and tabulate the voting instructions represented by this Voting Instruction Form, in respect of the number of 8% Notes represented by this Voting Instruction Form; and
 - b. to advise the Monitor by completing a Master Ballot of the voting instructions represented by this Voting Instruction Form.

YOU SHOULD REVIEW THE CIRCULAR AND THE PLAN CAREFULLY BEFORE YOU PROVIDE INSTRUCTIONS ON HOW TO VOTE ON THE RESOLUTION. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND TREATMENT OF NOTEHOLDERS UNDER THE PLAN.

SCHEDULE I

(attached)

NOTICE OF APPEARANCE

Court File No. CV-09-8396-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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 APPLICANTS LISTED ON SCHEDULE "A"

Applicants

NOTICE OF APPEARANCE

[*name of individual/party] intends to respond to this Application.

[*date]

[*name of law firm]

Lawyers for **[*name of individual/party]**

TO: THE SERVICE LIST

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

Court File No. CV-09-8396-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at TORONTO

NOTICE OF APPEARANCE

[*name of law firm]

Lawyers for [*]

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF CANWEST
GLOBAL COMMUNICATIONS CORP., AND THE OTHER APPLICANTS LISTED ON
SCHEDULE "A"

APPLICANTS

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

MEETING ORDER

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