

GrowthWorks Atlantic Venture Fund Ltd. / Fonds de Capital Atlantique GrowthWorks Lteé
Canadian Equities - Proxy Voting Record / Actions Canadiennes - Enregistrement du vote par procurator
July 1, 2008 - June 30, 2009 / Juillet 1, 2008 - Juin 30, 2009

Company Name / Nom de la Compagnie	Exchange Symbol / Symbole à la bourse	CUSIP	Meeting Date / Date de l'assemblée	Meeting Type / Type d'assemblée	Record Date / Date d'enregistrement	Ballot Issue / Point de discussion pour le scrutin	Proponent / Auteur d'une proposition	Management Recommendation / Recommandation de la direction	Vote Cast / Le vote
DHX Media Ltd.	DHX	252406	13-Feb-09	AGM & SGM	12-Jan-09	1 ELECTION OF DIRECTORS			
						1.1 STEVEN DENURE	Management	For	Did not vote
						1.2 MICHAEL DONOVAN	Management	For	Did not vote
						1.3 CHARLES BISHOP	Management	For	Did not vote
						1.4 J. WILLIAM RITCHIE	Management	For	Did not vote
						1.5 SIR GRAHAM DAY	Management	For	Did not vote
						1.6 DONALD WRIGHT	Management	For	Did not vote
						1.7 JOSEPH MEDJUCK	Management	For	Did not vote
						1.8 NEIL COURT	Management	For	Did not vote
						2 TO RE-APPOINT PRICEWATERHOUSECOOPERS LLP AS AUDITORS OF THE CORPORATION AND AUTHORIZE THE DIRECTORS TO FIX THE REMUNERATION TO BE PAID TO THE AUDITORS.	Management	For	Did not vote
						3 TO CONSIDER AND, IF THOUGHT ADVISABLE, APPROVE AMENDMENTS TO THE COMPANY'S STOCK OPTION PLAN AS ATTACHED AS SCHEDULE "A" TO THIS MANAGEMENT INFORMATION CIRCULAR (THE "CIRCULAR") TO (I) INCREASE THE MAXIMUM NUMBER OF COMMON SHARES TO BE RESERVED FOR ISSUANCE THEREUNDER TO AN AMOUNT EQUAL TO 9% OF THE TOTAL NUMBER OF COMMON SHARES OF THE COMPANY FROM TIME TO TIME, (II) REMOVE CERTAIN LIMITATIONS TO ANY ONE OPTIONEE AND INSIDERS, REPRESENTING RESPECTIVELY 5% AND 15% OF THE ISSUED AN OUTSTANDING COMMON SHARES OF THE COMPANY, (III) INCLUDING PROVISIONS TO EXTEND THE TERM OF OPTIONS EXPIRING DURING OR WITHIN TEN (10) BUSINESS DAYS OF THE END OF A BLACKOUT PERIOD, (IV) TO AMEND THE AMENDMENT PROCEDURES, AND (V) TO MAKE OTHER MINOR CHANGES.	Management	For	Did not vote
						4 TO CONSIDER AND, IF THOUGHT ADVISABLE, APPROVE AMENDMENTS TO THE EMPLOYEE SHARE PURCHASE PLAN TO INCREASE THE MAXIMUM NUMBER OF COMMONS SHARES RESERVED THEREUNDER TO 450,000 AS ATTACHED AS SCHEDULE "B" TO THE CIRCULAR.	Management	For	Did not vote
						5 TO CONSIDER AND, IF THOUGHT ADVISABLE, APPROVE THE ISSUANCE OF COMMON SHARES TO STEVEN DENURE, NEIL COURT, AND ELIZABETH STEVENSON IN SATISFACTION OF BONUS ARRANGEMENTS FOR THE YEAR ENDED JUNE 30, 2008 ENTERED INTO BY EACH SUCH OFFICER AND THE COMPANY IN JANUARY 2008.	Management	For	Did not vote
						6 TO CONSIDER AND, IF THOUGHT ADVISABLE, RATIFY AND APPROVE THE GRANT OF OPTIONS EXERCISABLE TO ACQUIRE 887,724 COMMON SHARES WHICH WERE GRANTED PURSUANT TO THE STOCK OPTION PLAN TO CERTAIN EMPLOYEES, OFFICERS AND DIRECTORS OF THE COMPANY.	Management	For	Did not vote