Proxy Voting Record - Covington Venture Fund Inc. For the Period July 1, 2012 to June 30, 2013

Issuer Name: **Black Bull Resources Inc.**

CUSIP-91930107 Exchange Ticker: TSX-BBS.V Meeting Date: 30-May-13 Did the Fund Vote: Yes

Matter 1 Description: Election of Directors-Richard Shearer as director of the nominees (Brief indication)

Matter 1, Proposed By: Mgmt (Issuer, Board, Mgmt, Other) Matter 1, How Voted: For (For, Against, Withhold)

Matter 1, Relative to Mgmt: For (For, Against)

Election of Directors-David Wood as director of the nominees Matter 2, Description: (Brief indication) Matter 2, Proposed By: Mgmt (Issuer, Board, Mgmt, Other)

Matter 2, How Voted: For (For, Against, Withhold) (For, Against)

Matter 2, Relative to Mgmt: For

Matter 3, Description: Election of Directors-James Cogan as director of the nominees (Brief indication)

(Issuer, Board, Mgmt, Other) Matter 3, Proposed By: Matter 3, How Voted: (For, Against, Withhold) For Matter 3, Relative to Mgmt: For (For, Against)

Matter 4, Description: Election of Directors-Joseph Macdonald as director of the nominees (Brief indication)

Matter 4, Proposed By: (Issuer, Board, Mgmt, Other) Matter 4, How Voted: For (For, Against, Withhold)

Matter 4, Relative to Mgmt: For (For, Against)

(Brief indication) Matter 5, Description: To approve appointment of auditors

Matter 5, Proposed By: (Issuer, Board, Mgmt, Other) Mgmt Matter 5, How Voted: (For, Against, Withhold) For

Matter 5, Relative to Mgmt: For (For, Against)

Issuer Name: **Counterpath Corporation**

CUSIP-22228P203 Exchange Ticker: CPAH Meeting Date: 27-Sep-12

Did the Fund Vote: Yes (Yes or No)

Matter 1 through 7 Election of Directors: Peter Charbonneau, Chris Cooper, William Jin,

Donovan Jones, Owen Matthews, Terence Matthews, Larry Timllick (Brief indication) Description:

Matter 1 through 7,

Proposed By: (Issuer, Board, Mgmt, Other) Mgmt

Matter 1 through 7, How

(For, Against, Withhold) Voted: For

Matter 1 through 7,

Relative to Mgmt: For (For, Against)

Matter 8, Description: Appointment of auditors (Brief indication)

Matter 8, Proposed By: Mgmt (Issuer, Board, Mgmt, Other) Matter 8, How Voted: For (For, Against, Withhold)

Matter 8, Relative to Mgmt: For (For, Against)

Matter 9, Description: Authorize directors to fix auditors remuneration (Brief indication)

Matter 9, Proposed By: Mgmt (Issuer, Board, Mgmt, Other) Matter 9, How Voted: For (For, Against, Withhold)

Matter 9, Relative to Mgmt: For (For, Against)

To approve the increase in number of shares issuable under the

Matter 10, Description: Deferred Share Unit Plan by 500,000 shares (Brief indication)

Matter 10. Proposed By: (Issuer, Board, Mgmt, Other) Mgmt Matter 10, How Voted: For (For, Against, Withhold) Matter 10, Relative to Mgm For (For, Against)

Proxy Voting Record - Covington Strategic Capital Fund For the Period July 1, 2012 to June 30, 2013

Issuer Name: Nexgen Financial Corporation

CUSIP: 65340D103
Exchange Ticker: NFX
Meeting Date: 21-May-13
Did the Fund Vote: Yes

Matter 1 Description: Election of Directors (Brief indication)

Matter 1, Proposed By:Mgmt(Issuer, Board, Mgmt, Other)Matter 1, How Voted:For(For, Against, Withhold)Matter 1, Relative to Mgmt:For(For, Against, Withhold)

Matter 2, Description: Appointment of Auditors (Brief indication)

Matter 2, Proposed By: Mgmt (Issuer, Board, Mgmt, Other)
Matter 2, How Voted: For (For, Against, Withhold)

Matter 2, Relative to Mgmt: For (For, Against)

Matter 3, Description: Approval of share option plan of the Corporation (Brief indication)

Matter 3, Proposed By: Mgmt (Issuer, Board, Mgmt, Other)
Matter 3, How Voted: For (For, Against, Withhold)

Matter 3, Polytics to Martin

Matter 3, Relative to Mgmt: For (For, Against)

Proxy Voting Record - Covington Fund II Inc. For the Period July 1, 2012 to June 30, 2013

Issuer Name 148887102 CUSIP: Exchange Ticker: CCT 14-May-13 Meeting Date: Did the Fund Vote

Matter 1 Description: (Brief indication) (Issuer, Board, Mgmt, Other) (For, Against, Withhold) (For, Against) Matter 1, Proposed By: Matter 1, How Voted: Mgmt Matter 1. Relative to Mgmt: For

Advisory vote to approve named executive officer compensation as disclosed in the company's proxy circular and proxy statement.

Matter 2, Description: (Brief indication) (Issuer, Board, Mgmt, Other) Matter 2, Proposed By: Matter 2, How Voted: Mgmt (For, Against, Withhold) Matter 2, Relative to Mgmt: (For, Against)

(Brief indication) (Issuer, Board, Mgmt, Other) (For, Against, Withhold) Matter 3, Description: Matter 3, Proposed By: Matter 3, How Voted: Mgmt

(Yes or No)

Matter 3. Relative to Memt: For (For, Against)

22228P203

Issuer Name: CUSIP: Exchange Ticker: CPAH Meeting Date: Did the Fund Vote: 27-Sep-12 Yes

Matter 1 through 7 Election of Directors: Peter Charbonneau, Chris Cooper, William Jin,

Donovan Jones, Owen Matthews, Terence Matthews, Larry Timllick

(Brief indication) Description: Matter 1 through 7, Proposed

By: Matter 1 through 7, How Mgm (Issuer, Board, Mgmt, Other) (For, Against, Withhold) Voted: Matter 1 through 7, Relative

For (For, Against) to Mgmt:

Matter 8, Description: Matter 8, Proposed By: Matter 8, How Voted: (Brief indication) (Issuer, Board, Mgmt, Other) (For, Against, Withhold) (For, Against) ointment of auditors Mgmt Matter 8. Relative to Mgmt: For

Matter 9, Description: Matter 9, Proposed By: Matter 9, How Voted: (Brief indication) (Issuer, Board, Mgmt, Other) (For, Against, Withhold) Authorize directors to fix auditors remuneration

Matter 9, Relative to Mgmt: For (For, Against)

To approve the increase in number of shares issuable under the Deferred Share Unit Plan by 500,000 shares

Mgmt

To approve the increase in number of shares issuable under the Deferred Share Unit Plan by 500,000 shares Matter 10, Description: Matter 10, Proposed By: Matter 10, How Voted: (Brief indication) (Issuer, Board, Mgmt, Other) (For, Against, Withhold) Matter 10, Relative to Mgmt: For (For, Against)

Issuer Name: CUSIP: EGI Financial Holdings Inc. 28233N109 Exchange Ticker:

EFH Meeting Date: Did the Fund Vote: 14-May-13

Matter 1 Description: (Brief indication) (Issuer, Board, Mgmt, Other) (For, Against, Withhold) (For, Against) Matter 1, Proposed By: Matter 1, How Voted: Mgmt Matter 1. Relative to Memt: For

(Brief indication) (Issuer, Board, Mgmt, Other) (For, Against, Withhold) Matter 2, Description Appoint Mgmt Matter 2, Proposed By: Matter 2, How Voted: Matter 2, Relative to Mgmt:

For (For, Against)

CUSIP: Exchange Ticker: 296641102

23-May-13

Meeting Date: Did the Fund Vote: Matter 1 Description: Matter 1, Proposed By: Matter 1, How Voted: Mgmt (Issuer, Board, Mgmt, Other) (For, Against, Withhold) Matter 1, Relative to Mgmt: For (For, Against)

Appointment of Auditors Mgmt (Brief indication) (Issuer, Board, Mgmt, Other) Matter 2, Description Matter 2, Proposed By: Mg:
Matter 2, How Voted: For
Matter 2, Relative to Mgmt: For (For, Against, Withhold) (For, Against)

Issuer Name:

Manitoba T 563486109 CUSIP: Exchange Ticker: MTB Meeting Date: Did the Fund Vote: 09-May-13

Matter 1 Description: Election of Directors (Brief indication) (Issuer, Board, Mgmt, Other) (For, Against, Withhold) (For, Against) Matter 1, Proposed By: Matter 1, How Voted: Mgmt Matter 1, Relative to Mgmt:

Matter 2, Description: (Issuer, Board, Mgmt, Other) Matter 2, Proposed By: Matter 2, How Voted: Mgmt (For, Against, Withhold) Matter 2. Relative to Mgmt: (For, Against)

Matter 3, Description: To support approach to executive compensation as per info circular (Brief indication) (Issuer, Board, Mgmt, Other) Matter 3, Proposed By: Mg:
Matter 3, How Voted: For
Matter 3, Relative to Mgmt: For Mgmt (For, Against, Withhold) (For, Against)