

**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)

Matter 2, Description: Election of Directors-David Wood as director of the nominees (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: Election of Directors-James Cogan as director of the nominees (Brief indication)  
 Matter 3, Proposed By: Mgmt (Issuer, Board, Mgmt, Other)  
 Matter 3, How Voted: For (For, Against, Withhold)  
 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: Mgmt (Issuer, Board, Mgmt, Other)  
 Matter 4, How Voted: For (For, Against, Withhold)  
 Matter 4, Relative to Mgmt: For (For, Against)

Matter 5, Description: To approve appointment of auditors (Brief indication)  
 Matter 5, Proposed By: Mgmt (Issuer, Board, Mgmt, Other)  
 Matter 5, How Voted: For (For, Against, Withhold)  
 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 Description: Election of Directors: Peter Charbonneau, Chris Cooper, William Jin, Donovan Jones, Owen Matthews, Terence Matthews, Larry Timlick (Brief indication)  
 Matter 1 through 7, Proposed By: Mgmt (Issuer, Board, Mgmt, Other)  
 Matter 1 through 7, How Voted: For (For, Against, Withhold)  
 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)

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

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

Issuer Name:	<b>Nexgen Financial Corporation</b>	
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)
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, 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: **Catamaran Corporation**  
 CUSIP: 148887102  
 Exchange Ticker: CCT  
 Meeting Date: 14-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)

Matter 2, Description: Advisory vote to approve named executive officer compensation as disclosed in the company's proxy circular and proxy statement. (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: Appointment of auditors. (Brief indication)  
 Matter 3, Proposed By: Mgmt (Issuer, Board, Mgmt, Other)  
 Matter 3, How Voted: For (For, Against, Withhold)  
 Matter 3, 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 Description: Election of Directors: Peter Charbonneau, Chris Cooper, William Jin, Donovan Jones, Owen Matthews, Terence Matthews, Larry Timlick (Brief indication)  
 Matter 1 through 7, Proposed By: Mgmt (Issuer, Board, Mgmt, Other)  
 Matter 1 through 7, How Voted: For (For, Against, Withhold)  
 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)

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

Issuer Name: **EGI Financial Holdings Inc.**  
 CUSIP: 28233N109  
 Exchange Ticker: EFH  
 Meeting Date: 14-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)

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)

Issuer Name: **Espial Group Inc.**  
 CUSIP: 296641102  
 Exchange Ticker: ESP  
 Meeting Date: 23-May-13  
 Did the Fund Vote: No

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)

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)

Issuer Name: **Manitoba Telecom Services Inc.**  
 CUSIP: 563486109  
 Exchange Ticker: MTB  
 Meeting Date: 09-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)

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