

**PENDER STRATEGIC GROWTH & INCOME FUND
PROXY VOTING RECORD - JULY 1, 2017 TO JUNE 30, 2018**



NAME OF ISSUER	MEETING DATE	LIST OF MATTERS VOTED ON AT MEETING	MATTERS PROPOSED BY MANAGEMENT / OTHER	HOW WE VOTED ON MATTERS	VOTE FOR / AGAINST MANAGEMENT
ALIMENTATION COUCHE TARD INC.	19-Sep-17	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE BOARD OF DIRECTORS OF THE CORPORATION TO SET THEIR REMUNERATION.	MANAGEMENT	FOR	FOR
		SHAREHOLDER PROPOSAL NO. B-1 ADOPTION BY THE CORPORATION OF A POLICY AS WELL AS OBJECTIVES WITH RESPECT O THE REPRESENTATION OF WOMEN ON THE BOARD AND IN MANAGEMENT POSITION	SHAREHOLDERS	FOR	AGAINST
		SHAREHOLDER PROPOSAL NO. B-2 - ADOPTION BY THE CORPORATION OF A "SAVE ON PAY" ADVISORY VOTE FOR EXECUTIVE COMPENSATION	SHAREHOLDERS	FOR	AGAINST
		SHAREHOLDER PROPOSAL NO. B-3 - SEPARATE DISCLOSURE OF VOTING RESULTS BY CLASS OF SHARES.	SHAREHOLDERS	FOR	AGAINST
DIAGEO PLC	20-Sep-17	REPORT AND ACCOUNTS 2017	MANAGEMENT	FOR	FOR
		DIRECTORS' REMUNERATION REPORT 2017	MANAGEMENT	FOR	FOR
		DIRECTORS' REMUNERATION POLICY 2017	MANAGEMENT	FOR	FOR
		DECLARATION OF FINAL DIVIDEND	MANAGEMENT	FOR	FOR
		RE-ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		RE-APPOINTMENT OF AUDITOR	MANAGEMENT	FOR	FOR
		REMUNERATION OF AUDITOR	MANAGEMENT	FOR	FOR
		AUTHORITY TO ALLOT SHARES	MANAGEMENT	FOR	FOR
		DISAPPLICATION OF PRE-EMPTION RIGHTS	MANAGEMENT	FOR	FOR
		AUTHORITY TO PURCHASE OWN ORDINARY SHARES	MANAGEMENT	FOR	FOR
		AUTHORITY TO MAKE POLITICAL DONATIONS AND/OR TO INCUR POLITICAL EXPENDITURE IN THE EU	MANAGEMENT	FOR	FOR
ADOPTION OF THE DIAGEO PLC 2017 SHARE VALUE PLAN	MANAGEMENT	FOR	FOR		
DISCOVERY COMMUNICATIONS, INC.	17-Nov-17	TO CONSIDER AND VOTE ON A PROPOSAL TO APPROVE THE ISSUANCE OF DISCOVERY SERIES C COMMON STOCK, PAR VALUE \$0.01 PER SHARE, WHICH WE REFER TO AS THE "DISCOVERY SERIES C COMMON STOCK", TO SCRIPPS SHAREHOLDERS AS CONSIDERATION IN THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 30, 2017, AS IT MAY BE AMENDED FROM TIME TO TIME, AMONG DISCOVERY, SCRIPPS AND SKYLIGHT MERGER SUB, INC., A WHOLLY-OWNED SUBSIDIARY OF DISCOVERY, WHICH WE REFER TO AS THE "MERGER AGREEMENT" (WE REFER TO THIS PROPOSAL AS THE "STOCK ISSUANCE PROPOSAL")	MANAGEMENT	FOR	FOR
MICROSOFT CORPORATION	29-Nov-17	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	MANAGEMENT	FOR	FOR
		ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION	MANAGEMENT	1 YR.	FOR
		RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2018	MANAGEMENT	FOR	FOR
		APPROVAL OF MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE EXECUTIVE INCENTIVE PLAN	MANAGEMENT	FOR	FOR
		APPROVAL OF THE MICROSOFT CORPORATION 2017 STOCK PLAN	MANAGEMENT	FOR	FOR

NAME OF ISSUER	MEETING DATE	LIST OF MATTERS VOTED ON AT MEETING	MATTERS PROPOSED BY MANAGEMENT / OTHER	HOW WE VOTED ON MATTERS	VOTE FOR / AGAINST MANAGEMENT
TRISURA GROUP LTD.	11-Dec-17	TO APPROVE THE CONSOLIDATION AND SPLIT RESOLUTION, THE FULL TEXT OF WHICH IS SET OUT IN APPENDIX A TO THE COMPANY'S MANAGEMENT INFORMATION CIRCULAR DATED OCTOBER 31, 2017, AUTHORIZING A SHARE CONSOLIDATION OF THE COMPANY'S SHARES SO THAT EVERY 10 COMMON SHARES WILL BE CONSOLIDATED INTO ONE COMMON SHARE (PURSUANT TO WHICH SHAREHOLDERS WHO HOLD IN THE AGGREGATE LESS THAN ONE NEWLY CONSOLIDATED COMMON SHARE WILL THEN RECEIVE A CASH PAYMENT IN EXCHANGE FOR SUCH FRACTIONAL COMMON SHARE BASED ON THE AVERAGE TRADING PRICE OF THE COMMON SHARES ON THE TORONTO STOCK EXCHANGE DURING THE 20 CONSECUTIVE TRADING DAYS ENDING ON AND INCLUDING THE TRADING DAY IMMEDIATELY PRIOR TO THE EFFECTIVE DATE OF THE CONSOLIDATION), FOLLOWED BY AN IMMEDIATE SHARE SPLIT OF EVERY NEWLY CONSOLIDATED ONE COMMON SHARE INTO 10 COMMON SHARES.	MANAGEMENT	FOR	FOR
		TO APPROVE THE SHARE OPTION PLAN RESOLUTION, THE FULL TEXT OF WHICH IS SET OUT IN APPENDIX B TO THE COMPANY'S MANAGEMENT INFORMATION CIRCULAR DATED OCTOBER 31, 2017, TO RATIFY AND APPROVE THE ADOPTION OF A SHARE OPTION PLAN OF THE COMPANY, WHICH PROVIDES FOR THE ISSUANCE OF OPTIONS TO PURCHASE COMMON SHARES (THE 'SHARE OPTION PLAN"), AND THE GRANTS OF OPTIONS MADE UNDER THE SHARE OPTION PLAN	MANAGEMENT	FOR	FOR
AIR PRODUCTS AND CHEMICAL, INC.	25-Jan-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		ADVISORY VOTE APPROVING EXECUTIVE OFFICER COMPENSATION.	MANAGEMENT	FOR	FOR
		RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2018.	MANAGEMENT	FOR	FOR
		APPROVE MATERIAL TERMS OF THE LONG TERM INCENTIVE PLAN TO ALLOW THE COMPANY A U.S. TAX DEDUCTION FOR EXECUTIVE OFFICER PERFORMANCE BASED AWARDS.	MANAGEMENT	FOR	FOR
VISA INC.	30-Jan-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	MANAGEMENT	FOR	FOR
		RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2018 FISCAL YEAR.	MANAGEMENT	FOR	FOR
THE BANK OF NOVA SCOTIA	10-Apr-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		APPOINTMENT OF KPMG LLP AS AUDITORS	MANAGEMENT	FOR	FOR
		ADVISORY VOTE ON NON-BINDING RESOLUTION ON EXECUTIVE COMPENSATION APPROACH	MANAGEMENT	FOR	FOR
		SHAREHOLDER PROPOSAL 1 - REVISION TO HUMAN RIGHTS POLICIES	SHAREHOLDERS	AGAINST	FOR
HANESBRANDS INC.	24-Apr-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS HANESBRANDS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR HANESBRANDS' 2018 FISCAL YEAR	MANAGEMENT	FOR	FOR
		TO APPROVE, ON AN ADVISORY BASIS, EXECUTIVE COMPENSATION AS DESCRIBED IN THE PROXY STATEMENT FOR THE ANNUAL MEETING	MANAGEMENT	FOR	FOR

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GENERAL ELECTRIC COMPANY	25-Apr-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		ADVISORY APPROVAL OF OUR NAMED EXECUTIVES' COMPENSATION	MANAGEMENT	FOR	FOR
		APPROVAL OF THE GE INTERNATIONAL EMPLOYEE STOCK PURCHASE PLAN	MANAGEMENT	FOR	FOR
		RATIFICATION OF KPMG AS INDEPENDENT AUDITOR FOR 2018	MANAGEMENT	AGAINST	AGAINST
		REQUIRE THE CHAIRMAN OF THE BOARD TO BE INDEPENDENT	SHAREHOLDERS	FOR	AGAINST
		ADOPT CUMULATIVE VOTING FOR DIRECTOR ELECTIONS	SHAREHOLDERS	AGAINST	FOR
		DEDUCT IMPACT OF STOCK BUYBACKS FROM EXECUTIVE PAY	SHAREHOLDERS	AGAINST	FOR
		ISSUE REPORT ON POLITICAL LOBBYING AND CONTRIBUTIONS	SHAREHOLDERS	AGAINST	FOR
		ISSUE REPORT ON STOCK BUYBACKS	SHAREHOLDERS	AGAINST	FOR
PERMIT SHAREHOLDER ACTION BY WRITTEN CONSENT	SHAREHOLDERS	AGAINST	FOR		
WINPAK LTD.	26-Apr-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		TO APPOINT THE AUDITORS OF THE COMPANY	MANAGEMENT	FOR	FOR
STARWOOD PROPERTY TRUST, INC.	2-May-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION AS DISCLOSED IN THE ACCOMPANYING PROXY STATEMENT	MANAGEMENT	FOR	FOR
		TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CALENDAR YEAR ENDING DECEMBER 31, 2018	MANAGEMENT	FOR	FOR
ARC RESOURCES LTD.	3-May-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		TO APPOINT PRICEWATERHOUSECOOPERS LLP (PWC), CHARTERED ACCOUNTANTS, AS AUDITORS TO HOLD OFFICE UNTIL THE CLOSE OF THE NEXT ANNUAL MEETING OF THE CORPORATION, AT SUCH REMUNERATION AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS OF THE CORPORATION.	MANAGEMENT	FOR	FOR
		A RESOLUTION TO APPROVE THE CORPORATION'S ADVISORY VOTE ON EXECUTIVE COMPENSATION	MANAGEMENT	FOR	FOR
		AN ORDINARY RESOLUTION TO CONFIRM AMENDMENTS TO THE BYLAWS OF THE CORPORATION TO INCLUDE ADVANCE NOTICE PROVISIONS	MANAGEMENT	FOR	FOR
CANADIAN NATURAL RESOURCES LIMITED	3-May-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, CHARTERED ACCOUNTANTS, CALGARY, ALBERTA, AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND THE AUTHORIZATION OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF THE CORPORATION TO FIX THEIR REMUNERATION	MANAGEMENT	FOR	FOR
		ON AN ADVISORY BASIS, ACCEPTING THE CORPORATION'S APPROACH TO EXECUTIVE COMPENSATION AS DESCRIBED IN THE INFORMATION CIRCULAR	MANAGEMENT	FOR	FOR
BERKSHIRE HATHAWAY INC.	5-May-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		SHAREHOLDER PROPOSAL REGARDING METHANE GAS EMISSIONS	SHAREHOLDERS	AGAINST	FOR
		SHAREHOLDER PROPOSAL REGARDING ADOPTION OF A POLICY TO ENCOURAGE BERKSHIRE SUBSIDIARIES TO ISSUE ANNUAL SUSTAINABILITY REPORT	SHAREHOLDERS	AGAINST	FOR

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EXCHANGE INCOME CORPORATION	9-May-18	APPOINTMENT PRICEWATERHOUSECOOPERS LLP	MANAGEMENT	FOR	FOR
		ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		TO APPROVE THE FOURTH AMENDED AND RESTATED DEFERRED SHARE PLAN OF THE CORPORATION AND ALL UNALLOCATED ENTITLEMENTS UNDER SUCH PLAN	MANAGEMENT	FOR	FOR
DISCOVERY, INC.	10-May-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2018.	MANAGEMENT	FOR	FOR
		TO APPROVE CERTAIN AMENDMENTS TO THE DISCOVERY COMMUNICATIONS, INC. 2013 INCENTIVE PLAN ADOPTED BY OUR BOARD OF DIRECTORS ON FEBRUARY 22, 2018, SUBJECT TO APPROVAL BY OUR STOCKHOLDERS.	MANAGEMENT	FOR	FOR
		TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THE BOARD OF DIRECTORS TO ADOPT A POLICY THAT THE INITIAL LIST OF CANDIDATES FROM WHICH NEW MANAGEMENT-SUPPORTED DIRECTOR NOMINEES ARE CHOSEN SHALL INCLUDE QUALIFIED WOMEN AND MINORITY CANDIDATES	SHAREHOLDERS	AGAINST	FOR
ONEX CORPORATION	10-May-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		THE APPOINTMENT OF AN AUDITOR OF THE CORPORATION	MANAGEMENT	FOR	FOR
		THE AUTHORIZATION OF THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITOR	MANAGEMENT	FOR	FOR
		THE ADVISORY RESOLUTION ON THE CORPORATION'S APPROACH TO EXECUTIVE COMPENSATION AS SET OUT IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR	MANAGEMENT	FOR	FOR
PEYTO EXPLORATION & DEVELOPMENT CORP.	10-May-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		FIXING THE NUMBER OF DIRECTORS TO BE ELECTED AT THE MEETING AT SEVEN (7)	MANAGEMENT	FOR	FOR
		THE APPOINTMENT OF DELOITTE LLP, CHARTERED PROFESSIONAL ACCOUNTANTS, CHARTERED ACCOUNTANTS AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION AS SUCH	MANAGEMENT	FOR	FOR
TELUS CORPORATION	10-May-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		APPOINT DELOITTE LLP AS AUDITORS FOR THE ENDUING YEAR AND AUTHORIZE DIRECTORS TO FIX THEIR REMUNERATION	MANAGEMENT	FOR	FOR
		ACCEPT THE COMPANY'S APPROACH TO EXECUTIVE COMPENSATION	MANAGEMENT	FOR	FOR
TRISURA GROUP LTD.	10-May-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		TO APPOINT DELOITTE LLP AS THE EXTERNAL AUDITOR AND AUTHORIZE THE DIRECTORS TO SET ITS REMUNERATION	MANAGEMENT	FOR	FOR
		TO APPROVE THE BOARD ELECTION RESOLUTION, THE FULL TEXT OF WHICH IS SET OUR IN APPENDIX A TO THE COMPANY'S MANAGEMENT INFORMATION CIRCULAR DATED MARCH 29, 2018, TO (I) AMEND THE ARTICLES OF THE COMPANY (THE "ARTICLES") TO REMOVE CUMULATIVE VOTING, (II) AMEND THE ARTICLES TO CHANGE THE SIZE OF THE BOARD DIRECTORS OF THE COMPANY (THE "BOARD") FROM A MINIMUM OF THREE DIRECTORS AND A MAXIMUM OF 15 DIRECTORS TO A MINIMUM OF FIVE DIRECTORS AND A MAXIMUM OF 10 DIRECTORS, AND (III) AUTHORIZE THE BOARD TO DETERMINE THE NUMBER OF DIRECTORS OF THE COMPANY WITHIN THE MINIMUM AND MAXIMUM NUMBERS SET FORTH IN THE ARTICLES AND THE NUMBER OF DIRECTORS TO BE ELECTED AT THE COMPANY'S ANNUAL MEETING OF SHAREHOLDERS	MANAGEMENT	FOR	FOR

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SLEEP COUNTRY CANADA HOLDINGS INC.	11-May-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION	MANAGEMENT	FOR	FOR
		APPROVING AN ORDINARY RESOLUTION APPROVING THE UNALLOCATED OPTIONS, RIGHTS OR OTHER ENTITLEMENTS AS SET OUT IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR	MANAGEMENT	FOR	FOR
		APPROVING AN ADVISORY RESOLUTION ON THE CORPORATION'S APPROACH TO EXECUTIVE COMPENSATION AS SET OUT IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR	MANAGEMENT	FOR	FOR
DREAM UNLIMITED CORP.	17-May-18	ELECTION OF TRUSTEES	MANAGEMENT	FOR	FOR
		APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE AUDITORS OF THE CORPORATION AND ITS SUBSIDIARIES AND AUTHORIZING THE DIRECTORS OF THE CORPORATION TO FIX THE REMUNERATION OF THE AUDITOR	MANAGEMENT	FOR	FOR
THE HOWARD HUGHES CORPORATION	17-May-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	MANAGEMENT	FOR	FOR
		THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2018	MANAGEMENT	FOR	FOR
BROOKFIELD ASSET MANAGEMENT INC.	15-Jun-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		THE APPOINTMENT OF DELOITTE LLP AS EXTERNAL AUDITOR AND AUTHORIZING THE DIRECTORS TO SET ITS REMUNERATION	MANAGEMENT	FOR	FOR
		TO SAY ON PAY RESOLUTION SET OUT IN THE CORPORATION'S MANAGEMENT INFORMATION CIRCULAR DATED MAY 1, 2018	MANAGEMENT	FOR	FOR
		THE PLAN AMENDMENT RESOLUTION	MANAGEMENT	FOR	FOR
FRESHII INC.	22-Jun-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION	MANAGEMENT	FOR	FOR