

**PENDER STRATEGIC GROWTH & INCOME FUND
PROXY VOTING RECORD - JULY 1, 2018 TO JUNE 30, 2019**



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
SAPUTO INC.	7-Aug-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		APPOINTMENT OF DELOITTE LLP AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THE AUDITORS REMUNERATION.	MANAGEMENT	FOR	FOR
		DISCLOSURE ON HUMAN RIGHTS RISK ASSESSMENT.	SHAREHOLDERS	AGAINST	FOR
ALIMENTATION COUCHE-TARD INC.	20-Sep-18	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		APPOINT PRICEWATERHOUSECOOPERS LLP AS AUDITORS UNTIL THE NEXT ANNUAL MEETING AND AUTHORIZE THE BOARD OF DIRECTORS TO SET THEIR REMUNERATION.	MANAGEMENT	FOR	FOR
		ADOPT A "SAY ON PAY" ADVISORY VOTE ON EXECUTIVE COMPENSATION	SHAREHOLDER	AGAINST	FOR
		SEPARATE THE DISCLOSURE OF VOTES ACCORDING TO SHARE CLASSES.	SHAREHOLDER	AGAINST	FOR
		CONDUCT AN ACCOUNTABILITY EXERCISE ON ENVIRONMENTAL AND SOCIAL ISSUES.	SHAREHOLDER	AGAINST	FOR
REAL MATTERS INC.	31-Jan-19	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		TO APPOINT DELOITTE LLP AS AUDITORS OF THE CORPORATION TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF THE CORPORATION'S SHAREHOLDERS AND TO AUTHORIZE THE DIRECTORS OF THE CORPORATION TO FIX THE AUDITORS' REMUNERATION.	MANAGEMENT	FOR	FOR
STARBUCKS CORPORATION	20-Mar-19	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		ADVISORY RESOLUTION TO APPROVE OUR EXECUTIVE OFFICER COMPENSATION.	MANAGEMENT	FOR	FOR
		RATIFICATION OF SELECTION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2019.	MANAGEMENT	FOR	FOR
		TRUE DIVERSITY BOARD POLICY	SHAREHOLDER	AGAINST	FOR
		REPORT ON SUSTAINABLE PACKAGING	SHAREHOLDER	AGAINST	FOR
HANESBRANDS INC.	23-Apr-19	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS HANESBRANDS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR HANESBRANDS' 2019 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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WINPAK LTD.	23-Apr-19	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		TO APPOINT THE AUDITORS OF THE COMPANY.	MANAGEMENT	FOR	FOR
		TO CONSIDER AND TO APPROVE AN ADVISORY RESOLUTION TO ACCEPT THE COMPANY'S APPROACH TO EXECUTIVE COMPENSATION	MANAGEMENT	FOR	FOR
STARWOOD PROPERTY TRUST, INC.	30-Apr-19	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		THE APPROVAL ON AN ADVISORY BASIS OF THE COMPANY'S EXECUTIVE COMPENSATION.	MANAGEMENT	FOR	FOR
		THE RATIFICATION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CALENDAR YEAR ENDING DECEMBER 31, 2019.	MANAGEMENT	FOR	FOR
ARC RESOURCES LTD.	1-May-19	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
BERKSHIRE HATHAWAY INC.	4-May-19	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
COLONY CAPITAL INC	7-May-19	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		APPROVAL OF AN ADVISORY PROPOSAL REGARDING THE COMPENSATION PAID TO COLONY CAPITAL, INC.'S NAMED EXECUTIVE OFFICERS (THE "SAY ON PAY" PROPOSAL).	MANAGEMENT	FOR	FOR
		RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT PUBLIC AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019.	MANAGEMENT	FOR	FOR
WYNN RESORTS, LIMITED	7-May-19	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2019.	MANAGEMENT	FOR	FOR
		TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT.	MANAGEMENT	FOR	FOR
		TO VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A POLITICAL CONTRIBUTIONS REPORT, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	SHAREHOLDER	AGAINST	FOR

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EXCHANGE INCOME CORPORATION	8-May-19	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP	MANAGEMENT	FOR	FOR
		TO APPROVE THE FOURTH AMENDED AND RESTATED EMPLOYEE SHARE PURCHASE PLAN OF THE CORPORATION AND ALL UNALLOCATED ENTITLEMENTS UNDER SUCH PLAN	MANAGEMENT	FOR	FOR
		TO APPROVE THE ARTICLES OF AMENDMENT OF THE CORPORATION WHICH AMEND THE FOREIGN OWNERSHIP RESTRICTIONS OF THE CORPORATION	MANAGEMENT	FOR	FOR
MAXAR TECHNOLOGIES INC.	8-May-19	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	MANAGEMENT	FOR	FOR
		TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	MANAGEMENT	1 YEAR	FOR
		TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2019	MANAGEMENT	FOR	FOR
		TO APPROVE THE MAXAR TECHNOLOGIES INC. 2019 INCENTIVE AWARD PLAN	MANAGEMENT	FOR	FOR
		TO APPROVE THE MAXAR TECHNOLOGIES INC. EMPLOYEE STOCK PURCHASE PLAN	MANAGEMENT	FOR	FOR
ONEX CORPORATION	9-May-19	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

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PEYTO EXPLORATION & DEVELOPMENT CORP.	9-May-19	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, AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION AS SUCH.	MANAGEMENT	FOR	FOR
		TO APPROVE A NON-BINDING ADVISORY RESOLUTION TO ACCEPT THE CORPORATION'S APPROACH TO EXECUTIVE COMPENSATION.	MANAGEMENT	FOR	FOR
		TO PASS AN ORDINARY RESOLUTION RATIFYING AND APPROVING A NEW FIXED NUMBER SHARE OPTION PLAN FOR THE CORPORATION AND APPROVING ALL UNALLOCATED OPTIONS UNDER SUCH SHARE OPTION PLAN, AS MORE PARTICULARLY DESCRIBED UNDER "MATTERS TO BE ACTED UPON AT THE MEETING - APPROVAL OF NEW SHARE OPTION PLAN" IN THE INFORMATION CIRCULAR - PROXY STATEMENT OF THE CORPORATION DATED MARCH 29, 2019 (THE "INFORMATION CIRCULAR").	MANAGEMENT	FOR	FOR
		TO PASS AN ORDINARY RESOLUTION RATIFYING AND APPROVING THE 2019 MARKET BASED BONUS PLAN FOR THE CORPORATION AND RATIFYING AND APPROVING THE GRANT OF RIGHTS UNDER SUCH 2019 MARKET BASED BONUS PLAN ON JANUARY 1, 2019, AS MORE PARTICULARLY DESCRIBED UNDER "MATTERS TO BE ACTED UPON AT THE MEETING - APPROVAL OF 2019 MARKET BASED BONUS PLAN" IN THE INFORMATION CIRCULAR.	MANAGEMENT	FOR	FOR
TO PASS AN ORDINARY RESOLUTION APPROVING A NEW FORM OF BY-LAWS OF THE CORPORATION, INCLUDING ADVANCE NOTICE PROVISIONS, AS MORE PARTICULARLY DESCRIBED UNDER "MATTERS TO BE ACTED UPON AT THE MEETING - APPROVAL OF NEW FORM OF BY-LAWS" IN THE INFORMATION CIRCULAR.	MANAGEMENT	FOR	FOR		

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TELUS CORPORATION	9-May-19	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		APPOINTMENT OF AUDITORS - APPOINT DELOITTE LLP AS AUDITORS FOR THE ENSUING YEAR AND AUTHORIZE DIRECTORS TO FIX THEIR REMUNERATION.	MANAGEMENT	FOR	FOR
		ADVISORY VOTE ON SAY ON PAY - APPROVE THE COMPANY'S APPROACH TO EXECUTIVE COMPENSATION.	MANAGEMENT	FOR	FOR
		SHAREHOLDER RIGHTS PLAN - APPROVE THE RATIFICATION AND CONFIRMATION OF THE COMPANY'S SHAREHOLDER RIGHTS PLAN.	MANAGEMENT	FOR	FOR
		RESTRICTED SHARE UNIT PLAN - APPROVE THE COMPANY'S RESTRICTED SHARE UNIT PLAN	MANAGEMENT	FOR	FOR
		PERFORMANCE SHARE UNIT PLAN - APPROVE THE COMPANY'S PERFORMANCE SHARE UNIT PLAN.	MANAGEMENT	FOR	FOR
TRISURA GROUP LTD.	10-May-19	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
SS&C TECHNOLOGIES HOLDINGS, INC.	15-May-19	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		THE APPROVAL OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	MANAGEMENT	FOR	FOR
		THE APPROVAL OF SS&C'S SECOND AMENDED AND RESTATED 2014 STOCK INCENTIVE PLAN.	MANAGEMENT	FOR	FOR
		THE RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS SS&C'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019.	MANAGEMENT	FOR	FOR
DREAM UNLIMITED CORP.	16-May-19	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE AUDITOR OF THE CORPORATION AND ITS SUBSIDIARIES AND AUTHORIZING THE DIRECTORS OF THE CORPORATION TO FIX THE REMUNERATION OF THE AUDITOR.	MANAGEMENT	FOR	FOR
DIVERSIFIED ROYALTY CORP.	11-Jun-19	ELECTION OF DIRECTORS	MANAGEMENT	N/A	N/A
		TO APPOINT KPMG LLP AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND TO AUTHORIZE THE DIRECTORS OF THE CORPORATION TO FIX THEIR REMUNERATION.	MANAGEMENT	N/A	N/A
		TO CONSIDER AND, IF THOUGHT ADVISABLE, TO PASS A SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS INCLUDED AS SCHEDULE C TO THE ACCOMPANYING INFORMATION CIRCULAR OF THE CORPORATION DATED MAY 2, 2019, TO APPROVE THE REDUCTION OF THE STATED CAPITAL OF THE CORPORATION'S COMMON SHARES TO \$160 MILLION.	MANAGEMENT	N/A	N/A

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MAV BEAUTY BRANDS INC.	12-Jun-19	ELECTION OF DIRECTORS	MANAGEMENT	N/A	N/A
		APPOINTMENT OF ERNST & YOUNG LLP AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	MANAGEMENT	N/A	N/A
BROOKFIELD ASSET MANAGEMENT INC.	14-Jun-19	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		THE APPOINTMENT OF DELOITTE LLP AS THE EXTERNAL AUDITOR AND AUTHORIZING THE DIRECTORS TO SET ITS REMUNERATION.	MANAGEMENT	FOR	FOR
		THE SAY ON PAY RESOLUTION SET OUT IN THE CORPORATION'S MANAGEMENT INFORMATION CIRCULAR DATED APRIL 29, 2019 (THE "CIRCULAR").	MANAGEMENT	FOR	FOR
		THE 2019 PLAN RESOLUTION SET OUT IN THE CIRCULAR.	MANAGEMENT	FOR	FOR
		THE SHAREHOLDER PROPOSAL ONE SET OUT IN THE CIRCULAR.	SHAREHOLDER	FOR	FOR
		THE SHAREHOLDER PROPOSAL TWO SET OUT IN THE CIRCULAR.	SHAREHOLDER	FOR	FOR
FRESHII INC.	21-Jun-19	ELECTION OF DIRECTORS	MANAGEMENT	FOR	FOR
		APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITORS OF THE COMPANY UNTIL THE NEXT ANNUAL MEETING OF THE SHAREHOLDERS AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	MANAGEMENT	FOR	FOR
		RESOLVED THAT THE SHARE COMPENSATION PLAN, AS DISCLOSED IN THE MANAGEMENT INFORMATION CIRCULAR, AND THE COMMON SHARES ISSUABLE FROM TREASURY THEREUNDER, BE APPROVED FOR A THREE-YEAR PERIOD FROM THE DATE OF THE MANAGEMENT INFORMATION CIRCULAR UNTIL JUNE 21, 2022.	MANAGEMENT	FOR	FOR
		RESOLVED THAT THE 392,500 RSUS GRANTED UNDER THE SHARE COMPENSATION PLAN ON FEBRUARY 28, 2019 TO EXECUTIVE OFFICERS OF THE COMPANY AND THE 301,224 RSUS GRANTED UNDER THE SHARE COMPENSATION PLAN ON FEBRUARY 28, 2019 TO NON-EXECUTIVE EMPLOYEES OF THE COMPANY, EACH WITH AN EXPIRY DATE OF FEBRUARY 28, 2029, SUBJECT TO SHAREHOLDER RATIFICATION ARE HEREBY RATIFIED, CONFIRMED AND APPROVED.	MANAGEMENT	FOR	FOR