

**Proxy Voting Record - Covington Venture Fund Inc.  
For the Period July 1, 2008 to June 30, 2009**

Issuer Name: **Acorn Energy, Inc.**

CUSIP:

Exchange Ticker: ACFN

Meeting Date: 3-Nov-08

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: Approval of Amended 2006 Stock Incentive Plan (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 Amended 2006 Stock Option Plan (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: **Black Bull Resources Inc.**

CUSIP: 91930107

Exchange Ticker: TSX-BBS.V

Meeting Date: 16-Apr-09

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: **Bridgewater Systems Corp.**  
CUSIP: 108707100  
Exchange Ticker: BWC (TSX)  
Meeting Date: 26-May-09  
Did the Fund Vote: Yes (Yes or 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)

Matter 3, Description: Resolution to Confirm Amendments to Bylaw No. 1A (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: 1-Oct-08  
Did the Fund Vote: Yes (Yes or No)

Matter 1 Description: Appointment of Auditors (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: To authorize directors to fix Auditors' remuneration (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 (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: To approve Employee Share Purchase Plan (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 Chairman's right to vote certain shares of the company pursuant a non-brokered private placement (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: **Firan Technology Group Corporation** Missing  
CUSIP: 318093  
Exchange Ticker: FTG  
Meeting Date: April 16,2009  
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: **MP Western Properties Inc.**  
CUSIP: 624730206  
Exchange Ticker: MPW  
Meeting Date: June 9, 2009  
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: **Realex Properties Corp.**  
CUSIP: 756041109  
Exchange Ticker: RLX  
Meeting Date: 3-Mar-09  
Did the Fund Vote: Yes

Matter 1 Description: Fix number of directors at 10 (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 (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)

Matter 4, Description: Resolution to approve proposed Amendments to the Stock Option Plan (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)

Issuer Name: **RuggedCom**  
CUSIP: 78131P201  
Exchange Ticker: RCM  
Meeting Date: 5-Aug-09  
Did the Fund Vote:

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: Resolution to approve amendment to the Company's amended and restated 2004 stock option plan (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: **Toxin Alert Inc.** Not Received  
CUSIP: 892260100  
Exchange Ticker: TOX-TSXV  
Meeting Date: N/A - Continuous disclosure default.

Issuer Name: **YM Biosciences Inc.**  
CUSIP: 984238105  
Exchange Ticker: YM  
Meeting Date: 20-Nov-08  
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 2005 Amended and Restated Stock Option Plan (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)