

# ENTERTAINMENT ONE LTD.

(the “Corporation”)

## FORM OF NOTICE OF DIRECTION FOR HOLDERS OF DEPOSITORY INTERESTS

### ANNUAL AND GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON SEPTEMBER 15, 2011 FOR HOLDERS OF COMMON SHARES

Form of Direction for completion by holders of Depository Interests representing shares on a 1 for 1 basis in the Corporation in respect of the meeting of the Corporation at the offices of Osler, Hoskin & Harcourt LLP, Room CC8, 63rd Floor, 100 King Street West, Toronto, Ontario, M5X 1B8, Canada (the “Meeting”).

I/We .....

Of .....

*(Please insert full name(s) and address(es) in BLOCK CAPITALS)*

being a holder of Depository Interests representing shares in the Corporation hereby instruct Capita IRG Trustees Limited, the Depository, to vote for me/us and on my/our behalf in person or by proxy at the September 15, 2011 Annual General Meeting of the Corporation to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below.

***Please tick to indicate your voting preference. If you do not complete this section, or if no voting instructions are indicated below this form of direction will be voted on as recommended by management of the Corporation.***

RESOLUTIONS	For	Against	Abstain
1. To receive the Corporation’s annual reports and accounts			
2. Election of James Corsellis to the Board of Directors			
3. Election of Darren Throop to the Board of Directors			
4. Election of Patrice Theroux to the Board of Directors			
5. Election of Giles Willits to the Board of Directors			
6. Election of Clare Copeland to the Board of Directors			
7. Election of Bob Allan to the Board of Directors			
8. Election of Ronald Atkey to the Board of Directors			
9. Election of Garth Girvan to the Board of Directors			
10. Election of Robert Lantos to the Board of Directors			
11. Election of Mark Opzoomer to the Board of Directors			
12. Election of Mark Watts to the Board of Directors			
13. <b>Appointment of Auditors</b> To approve the appointment of Deloitte LLP, as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration.			
14. <b>Authority to allot ordinary shares</b> FOR authorizing the directors of the Corporation generally and unconditionally pursuant to Article 2 of Part 3 of Schedule I of the Corporation’s articles of amalgamation dated July 15, 2010 (the “Articles”) to exercise all the powers of the Corporation to allot Relevant Securities (as defined in Article 2.1(b) of Part 3 of the Articles) up to a maximum aggregate number of 63,951,161 Common Shares (being approximately 33.3% of the issued and outstanding Common Shares) to such persons and upon such conditions as the directors may determine.  This authority will expire at the conclusion of the next annual general meeting of the Corporation, save that the Corporation may before that date of expiry make an offer or agreement which would or might require Relevant Securities to be allotted after that date of expiry and the directors may allot Relevant Securities in pursuance of such an offer or agreement as if the authority conferred by this Resolution had not expired; and			

*continued overleaf*

RESOLUTIONS (continued)	For	Against	Abstain
<p><b>15. Authority to disapply pre-emption rights</b></p> <p>Subject to the passing of Resolution 14, FOR authorizing the directors of the Corporation pursuant to Article 4.1 of Part 3 of Schedule I of the Articles (in substitution for any previous power conferred on the directors pursuant to that Article) to allot Equity Securities (as defined in Article 1.1 of Part 3 of the Articles) pursuant to the authority conferred by the resolution above authorizing the allotment of securities as if Article 3.1 of Part 3 of Schedule I of the Articles did not apply to that allotment, provided that such power would be limited to the allotment of:</p> <p>(a) Equity Securities in connection with a rights issue. For this purpose “rights issue” means an offer of Equity Securities open for acceptance for a period fixed by the directors to holders of Equity Securities on the register of members on a fixed record date in proportion to their respective holdings of such securities or in accordance with the rights attached to them but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory; and</p> <p>(b) (otherwise than pursuant to sub-paragraph (a) above) Equity Securities up to an aggregate of 9,592,674 Common Shares (being 5% of the issued and outstanding Common Shares).</p> <p>This authority shall expire at the conclusion of the next annual general meeting of the Corporation, save that the Corporation may before that date of expiry make an offer or agreement which would or might require such Equity Securities to be allotted after that date of expiry and the directors may allot such Equity Securities in pursuance of such an offer or agreement as if the authority conferred by this Resolution had not expired.</p>			

Date .....2011

Address .....

Signature .....

**NOTES**

- A. To be effective, this form of direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom no later than 1.00 p.m. (EDT)/6.00 p.m. (BST) on September 12, 2011 being 72 hours before the time of the Meeting.
- B. Any alterations made to this form of direction should be initialled.
- C. If the appointee is a corporation, this form must be given under its common seal or under the hand of an officer or attorney duly authorised in writing.
- D. In the case of joint holders of Depository Interests, the person whose name appears first in the Register of Depository Interests has the right to attend and vote at general meetings to the exclusion of all others.
- E. The ‘Abstain’ option is provided to enable you to abstain on any particular resolution. However, it should be noted that an abstention is not a vote in Canadian law and will not be counted in the calculation of the proportion of the votes ‘For’ and ‘Against’ a resolution.
- F. Please indicate how you wish your votes to be cast by placing “X” in the box provided. On receipt of this form duly signed, you will be deemed to have authorised Capita IRG Trustees Limited to vote, or to abstain from voting, as per your instructions on your behalf. **If no voting instruction is indicated, Capita IRG Trustees Limited will abstain from voting on such resolution.**
- G. Depository Interests may be voted through the CREST electronic proxy voting service in accordance with the procedures set out in the CREST manual.
- H. Depository interest holders wishing to attend the meeting should contact the Depository at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom by no later than 1.00 p.m. (EDT)/6.00 p.m. (BST) on the September 12, 2011.
- I. The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.