WATERFURNACE RENEWABLE ENERGY AGM Date: 2013-05-09

1.1 Elect Thomas F. Huntington
For

1.2 Elect Timothy E. Shields
Withhold
Executive Chairman. He is the son of James R. Shields (the founder and major shareholder). It is considered to be the responsibility of the Chairman to assure that there is sufficient independent representation on the Board. There is insufficient independent representation on the Board.

1.3 Elect Thomas C. Dawson
Withhold
Non-Executive Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

1.4 Elect David Day
Withhold
Lead Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

1.5 Elect Charles R. Diltz
Withhold
Non-Executive Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

2 Appoint the auditors
For
Grant Thornton LLP proposed. Non-audit fees were not recorded during the year under review.