

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.