

MATERIAL CHANGE REPORT

Section 11.2 of National Instrument 81-106

Item 1 – Name and Address of Issuers:

Webb Enhanced Growth Fund (the “**Fund**”)

c/o Webb Asset Management Canada, Inc.
26 Wellington Street East
Suite 920
Toronto, Ontario
M5E 1S2

Item 2 - Date of Material Change:

December 30, 2009

Item 3 – News Release:

The news release attached hereto as **Schedule “A”** was disseminated over CNW Group on December 30, 2009.

Item 4 – Summary of Material Change:

Webb Asset Management Canada, Inc., the manager of the Fund and Webb Asset Management Canadian Performance Fund (the “**Performance Fund**”), announces that the investors in the Fund have approved the purchase of the assets of the Performance Fund at a special meeting of Unitholders of Series A, Series F, and Series I units of the Fund on December 30, 2009.

The transaction is expected to be completed before the close of business on December 31, 2009.

Item 5 – Full Description of Material Change:

5.1 Full Description of Material Change

The material change is fully described in the press release attached hereto.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 – Reliance on subsection 11.2(2) or (3) of National Instrument 81-106:

Not applicable.

Item 7 - Omitted Information:

Not applicable.

Item 8 – Officer of the Manager of the Mutual Fund:

Derek Webb, President & Chief Executive Officer, Webb Asset Management Canada, Inc., (416) 646-0975

Item 9 – Date of Report:

January 7, 2010



Schedule "A"

WEBB ASSET MANAGEMENT

Webb Enhanced Growth Fund Investors Approve Purchase of Assets

TORONTO, ONTARIO, December 30, 2009 – Webb Asset Management Canada, Inc. (“**Webb Canada**”), the manager of the Webb Asset Management Canadian Performance Fund (the “**Performance Fund**”), and Webb Enhanced Growth Fund (the “**Growth Fund**”), announces that the investors in the Growth Fund have approved the purchase of the assets of the Performance Fund at a special meeting of Unitholders of Series A, Series F, and Series I units (the “**Unitholders**”) of the Growth Fund on December 30th, 2009.

At the special meeting, Unitholders of the Growth Fund were asked to approve the merger of the Performance Fund into the Growth Fund (the “**Proposed Transaction**”) by means of the purchase of the assets of the Performance Fund in exchange for new units of the Growth Fund. Separately, securityholders of the Performance Fund were asked to approve the Proposed Transaction. The Proposed Transaction was approved and securityholders of the Performance Fund, a privately placed investment fund, will become Unitholders of the Growth Fund.

Webb Canada believes that the Proposed Transaction will be beneficial to Unitholders because, upon completion, the Growth Fund will be larger, and have the opportunity to realize greater economies of scale, which could potentially lower the expenses of the Growth Fund on a per-unit basis.

The transaction is expected to be completed before the close of business on December 31, 2009.

About Webb Canada

Webb Canada, the Manager of the Webb Funds, is a progressive asset management company established in 2006 by Derek Webb with the goal of bringing innovative investment strategies to Canadian investors.

For further information, please contact:

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