



WEBB ASSET MANAGEMENT

***AMENDMENT NO. 3 DATED JANUARY 8, 2010
TO THE ANNUAL INFORMATION FORM DATED JULY 29, 2009
AS AMENDED BY AMENDMENT NO. 1 DATED SEPTEMBER 29, 2009
AND AMENDMENT NO. 2 DATED DECEMBER 15, 2009***

In respect of Class A, F and I Units of

WEBB ENHANCED GROWTH FUND

The annual information form dated July 29, 2009, as amended by Amendment No. 1 dated September 29, 2009 and Amendment No. 2 dated December 15, 2009 (the “**AIF**”) relating to the Webb Enhanced Growth Fund (the “**Growth Fund**”) is hereby further amended as noted below. All capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the AIF.

1. INTRODUCTION

Webb Asset Management Canada, Inc. (“**Webb Canada**”) is the manager of the Webb Asset Management Canadian Performance Fund (the “**Performance Fund**”), a privately placed investment fund, and the Growth Fund.

At special meetings held on December 30, 2009:

- (a) Unitholders of the Growth Fund were asked to approve the merger of the Performance Fund into the Growth Fund (the “**Merger**”) by means of the purchase of the assets of the Performance Fund in exchange for new units of the Growth Fund; and
- (b) Securityholders of the Performance Fund were also asked to approve the Merger.

Unitholders of the Growth Fund and securityholders of the Performance Fund each approved the Merger at these special meetings and as a result, securityholders of the Performance Fund became Unitholders of the Growth Fund before the close of business on December 31, 2009.

As a result of the Merger, the net asset value of the Growth Fund increased from approximately \$5,052,195 to approximately \$14,559,627 based on net asset values as of the close of business on December 31, 2009.

2. AMENDMENTS TO THE AIF

The AIF is hereby amended as follows:

- a) the following new heading and text will be added at the end of page 20:

OTHER MATERIAL INFORMATION

On December 31, 2009, the Webb Enhanced Growth Fund acquired all or substantially all of the securities and non-cash portfolio assets contained in the investment portfolio of the Webb Asset Management Canadian Performance Fund in exchange for newly issued Series A, Series F and Series I Units of the Webb Enhanced Growth Fund, which led to a substantial increase in the net asset value of the Webb Enhanced Growth Fund. The investment objective, the investment strategies and the risk factors of the Webb Enhanced Growth Fund have not changed as a result of this transaction.

3. PURCHASERS' STATUTORY RIGHTS

Securities legislation in some provinces gives you the right to withdraw from an agreement to buy mutual funds within two business days of receiving the fund's simplified prospectus, or to cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund units and get your money back, or to make a claim for damages, if the fund's simplified prospectus, annual information form, or financial statements misrepresent any facts about the fund. These rights usually must be exercised within certain time limits. For more information, refer to the securities legislation of your province or territory, or consult your lawyer.

CERTIFICATE ON BEHALF OF THE FUND, MANAGER AND PROMOTER

**WEBB ENHANCED GROWTH FUND
(THE "FUND")**

This Amendment No. 3 dated January 8, 2010, together with the annual information form dated July 29, 2009, as amended by Amendment No. 1 dated September 29, 2009 and Amendment No. 2 dated December 15, 2009 and the simplified prospectus dated July 29, 2009, as amended by Amendment No. 1 dated September 29, 2009, Amendment No. 2 dated December 15, 2009, and Amendment No. 3 dated January 8, 2010, required to be sent or delivered to a purchaser during the currency of the annual information form, as amended, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of all the provinces and territories of Canada (except Québec) and do not contain any misrepresentations.

DATED January 8, 2010

(Signed) Derek Webb

Derek Webb
Chief Executive Officer
Webb Asset Management Canada, Inc.

(Signed) Michael Kirby

Michael Kirby
Chief Financial Officer
Webb Asset Management Canada, Inc.

**On behalf of the board of directors of
Webb Asset Management Canada, Inc. as trustee,
manager and promoter of the Fund**

(Signed) Michael Schantz

Michael Schantz
Director

(Signed) Ken McCord

Ken McCord
Director