

WEBB ENHANCED GROWTH FUND

FORM OF PROXY

This proxy is solicited by the management of Webb Enhanced Growth Fund (the "Growth Fund") for a special meeting (the "Meeting") of holders ("Unitholders") of Series A, Series F and Series I units of the Growth Fund (collectively, "Units") to be held at 10:30 a.m. (Toronto time) on Wednesday, December 30, 2009 at the offices of the manager of the Growth Fund, Webb Asset Management Canada, Inc. (the "Manager"), Suite 930, 26 Wellington Street East, Toronto, Ontario, M5E 1S2 and any adjournment thereof. The undersigned hereby appoints Michael Kirby, or failing him, Ken McCord, or, instead of and to the exclusion of all of the foregoing, _____, as proxy for the undersigned with full power of substitution to attend at, act and vote for the undersigned at the Meeting and at any adjournment thereof, and the undersigned hereby revokes any proxy previously given to attend and vote at such Meeting.

Units represented by proxies which are hereby solicited (if properly executed and deposited) will be voted for or against the matters identified in the form of proxy, in each case in accordance with the instructions of the Unitholder.

In the absence of any instructions on the form of proxy, it is the intention of the persons named in the accompanying form of proxy to vote the Units represented by proxies in favour of the proposed resolution.

The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments to or variations of the matters set out in the accompanying Notice of Special Meeting and Management Information Circular and with respect to other matters that may properly come before the Meeting.

As of date of the accompanying Notice of Meeting and Management Information Circular, the Manager knows of no matters that may properly come before the Meeting other than the matters referred to in the Notice of Meeting of Unitholders. If any such amendments, variations or other matters are properly brought before the Meeting, the persons named in the accompanying form of proxy will vote thereon in accordance with their best judgment.

1. to pass a resolution to ratify, confirm and approve

(a) the acquisition of 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 (the "Acquired Assets") in exchange for Series A, Series F, and Series I units issued by the Growth Fund; and

(b) the issuance of such number of Series A, Series F, and Series I Units as necessary to acquire the Acquired Assets.

VOTE FOR: _____

VOTE AGAINST: _____

2. to transact such other business as may properly come before the Meeting or any adjournment thereof :

VOTE FOR: _____

VOTE AGAINST: _____

This instrument supersedes and revokes any prior appointment of proxy made by the undersigned with respect to the voting of the Units below at the Meeting.

DATED _____, 2009.
month and day

Signature of Registered Unitholder

Name of Registered Unitholder (Please Print)

Notes

- (1) A proxy must be signed by the Registered Unitholder or his attorney authorized in writing.
- (2) If the form of proxy is not dated in the blank space above, the proxy is deemed to bear the date on which it is mailed by the person making the solicitation.
- (3) **You may appoint any person, who need not be a Unitholder, as nominee, other than those persons specifically named above, to attend and act on your behalf at the Meeting by inserting the name of such person in the blank space provided above or by completing another appropriate form of proxy.**
- (4) **Your Units will be voted in accordance with your instructions given above. If no instructions are given for a particular item, your Units will be voted for that item.**
- (5) To be effective, the proxy must be received by the President, c/o Webb Asset Management Canada, Inc., 26 Wellington Street East, Toronto, Ontario, M5E 1S2 prior to the close of business (5:00 p.m. Toronto time) on December 24, 2009, or on the last business day (being any day other than a Saturday or holiday in the City of Toronto, Ontario) preceding any adjournment of the Meeting, or deposited with the chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the commencement of the Meeting.