

**PRELIMINARY ANNUAL INFORMATION FORM
DATED JULY 16 , 2009**

Offering Series A, F and I Units of

**WEBB ENHANCED GROWTH FUND
WEBB ENHANCED INCOME FUND**

A copy of this annual information form has been filed with the securities authority in each of the provinces and territories of Canada, except Québec but has not yet become final for the purpose of a distribution. Information contained in this annual information form may not be complete and may have to be amended. The securities described in this annual information form may not be distributed to you until a receipt for the annual information form is obtained by the mutual fund from the securities regulatory authorities.

No securities regulatory authority has expressed an opinion about these units and it is an offence to claim otherwise.

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THE FUNDS

The Webb Enhanced Growth Fund and the Webb Enhanced Income Fund (collectively, the “Funds” and each a “Fund”) are open-ended mutual fund trusts established under the laws of Ontario pursuant to a declaration of trust dated January 11, 2008 (the “Declaration of Trust”). Webb Asset Management Canada, Inc. (the “Manager”) acts as the manager, portfolio advisor, promoter and trustee of the Funds. NBCN Inc. acts as custodian (“Custodian”) for the Funds. The head office and principal place of business of the Funds and the Manager of the Funds are located at:

26 Wellington Street East
Suite 920
Toronto, Ontario M5E 1S2

A review of the Manager’s and the Funds’ compliance policies and procedures by the Ontario Securities Commission (the “OSC”) was conducted in 2009. Due to the ongoing review, the Funds did not seek a renewal of their simplified prospectus and annual information form, which lapsed on January 30, 2009. The issuance of new units of the Funds was thereafter temporarily suspended and was resumed with the filing of the Funds’ simplified prospectuses and annual information forms. As a result of the OSC’s compliance review and the terms and conditions imposed on the registration of the Manager as a dealer and adviser, the Manager has prepared and implemented a plan to enhance its compliance structure which is described in the “Fund Governance” section.

INVESTMENT RESTRICTIONS AND PRACTICES

General

The Funds are managed in accordance with the standard investment restrictions and practices contained in the securities legislation, including National Instrument 81-102 (“NI 81-102”) of the Canadian Securities Administrators (the “CSA”) other than as noted below. These restrictions and practices have been designed by the CSA to ensure that the investments of mutual funds are diversified and relatively liquid and to ensure the proper administration of mutual funds. NI 81-102 prescribes that unitholder approval must be obtained before any change can be made to the fundamental investment objectives of the Funds.

The Funds are qualified investments for registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and registered education savings plans under the *Income Tax Act* (Canada) (collectively “Registered Plans”).

The Funds have received permission from the CSA to engage in short selling. A short sale involves borrowing securities from a lender which are then sold in the open market. At a future date, the securities are repurchased by the Fund and returned to the lender. While the securities are borrowed, the proceeds from the sale are deposited with the lender and the Fund pays interest to the lender. If the value of the securities declines between the time that the Fund borrows the securities and the time it repurchases and returns the securities to the lender, the Fund will make a profit on the difference (less any interest the Fund is required to pay the lender). The Funds will engage in short selling only within certain controls and limitations. Securities will be sold short only for cash and the Funds will receive the cash proceeds within normal trading settlement periods for the market in which the short sale is made. All short sales will be through market facilities through which those securities are normally bought and sold. Securities sold short by the Funds will be liquid securities that are either listed and posted for trading on a stock exchange and which the Manager has pre-arranged to borrow for the purpose of such sale, or is a bond, debenture or other evidence of indebtedness of or guaranteed by the Government of Canada or any province or territory of Canada or the Government of the United States of America. At the time securities of a particular issuer are sold short, the aggregate market value of all securities of that issuer sold short by a Fund will not exceed

5% of the total net assets of the Fund. The aggregate market value of all securities sold short by a Fund will not exceed 20% of the net assets of the Fund on a daily marked-to-market basis and the combined aggregate market value of all securities sold short by the Webb Enhanced Income Fund, directly, and by the Underlying Portfolio (described below) will not exceed 20% of the net assets of the Fund on a daily marked-to-market basis. The Fund will place a “stop-loss” order with a dealer to immediately purchase for the Fund an equal number of the same securities if the trading price of the securities exceeds 120% (or such lesser percentage as the Manager may determine) of the price at which the securities were sold short. The Fund will deposit Fund assets with the borrowing agent (either the Fund’s custodian or a dealer) as security in connection with the short sale transaction. The Funds will keep proper books and records of all short sales and Fund assets deposited with borrowing agents as security. The Fund will hold “cash cover” (as defined in NI 81-102) in an amount, including the Fund assets deposited with borrowing agents as security in connection with short sale transactions, that is at least 150% of the aggregate market value of all securities sold short by a Fund on a daily market-to-market basis. No proceeds from short sales by a Fund will be used by the Fund to purchase long positions in securities other than cash cover.

Webb Enhanced Income Fund

In order to achieve its investment objectives, the Webb Enhanced Income Fund invests primarily in equity securities of Canadian issuers (the “Canadian Equity Portfolio”). The Fund will also enter into one or more forward agreements to obtain exposure to an underlying portfolio (the “Underlying Portfolio”), which includes dividend-paying common and preferred shares, bonds, debentures, income trusts, equity-related securities and convertible securities issued by issuers anywhere in the world together with the earnings thereon. Under the forward agreements, the counterparties will agree to purchase all or part of the Canadian Equity Portfolio at a purchase price determined by reference to the value of the Underlying Portfolio. The Fund intends to enter into forward agreements in respect of 100% of the Canadian Equity Portfolio, and the Underlying Portfolio may be 100% comprised of securities of non-Canadian issuers. The Fund will partially settle the forward agreements from time to time in order to fund monthly distributions as well as redemptions of its units and payment of expenses of the Fund.

Initially, the Fund will achieve exposure to the Underlying Portfolio by entering into a single forward agreement with a Canadian chartered bank (the “Bank Counterparty”). The Manager will be retained to manage the Underlying Portfolio. The Manager will manage the Underlying Portfolio in compliance with the investment restrictions and investment practices contained in securities legislation, including NI 81-102 and, to the extent the Underlying Portfolio engages in short selling activity, in compliance with relief granted by the CSA permitting the Funds to engage in short selling. In addition, the Underlying Portfolio will be managed to ensure that the Bank Counterparty is not in violation of any investment restrictions contained in the *Bank Act* (Canada).

DESCRIPTION OF UNITS

General

Each Fund is permitted to issue an unlimited number of series of units and may issue an unlimited number of units in each series. The Funds currently have three series of units:

Series A units: Available to all investors through a financial advisor.

Series F units: Generally available only to investors who participate in fee-based programs through their dealer and whose dealer has signed a Series F agreement with us. However, we may also permit investments in Series F units by investors for whom we do not incur distribution costs, or individual investors approved by us.

Series I units: Generally available only to certain investors who make large investments in a Fund, at the discretion of the Manager.

Although the money you pay to purchase units of any series is tracked on a series by series basis in a Fund's administrative records, the assets of all series of the Fund are combined into a single pool to create one portfolio for investment purposes. Please refer to the Funds' Simplified Prospectus for further information pertaining to Series A, F and I units of each Fund.

Units of a series of a Fund represent your ownership in the Fund. You receive distributions of a Fund's net income and net capital gains attributable to your units based on their relative net asset value per unit for each series in the Fund. Upon the wind-up or termination of a Fund, unitholders of the Fund will be entitled to participate pro rata in the Fund's net assets allocated to the applicable series. If you hold units in a Fund, you will be entitled to vote at the unitholder meetings of the Fund as a whole as well as any unitholder meetings for the particular series of units that you own. Units are issued as fully paid and non-assessable and are redeemable at their net asset value per unit. There are no pre-emptive or conversion rights attached to the units. The Funds may issue an unlimited number of units. Each unit regardless of the series will entitle the holder to one vote at all meetings of unitholders. The Funds may issue fractional units, which shall entitle the holder to similar proportionate participation in a Fund but will not entitle the holder to receive notice of, or vote at, meetings of unitholders of the Fund.

Meetings of unitholders

Unitholders will be entitled to vote to approve all matters that require unitholder approval under NI 81-102. As at the date of this document these matters include:

- a change in the manager of a Fund, unless the new manager is an affiliate of the Manager;
- any change in the fundamental investment objective of a Fund;
- any decrease in the frequency of calculating the net asset value of a Fund;
- certain material reorganizations of a Fund;
- if the basis for calculating a fee or expense charged to a Fund, or to unitholders in connection with holding units of the Fund, is changed and could result in an increase in charges to a Fund or to unitholders;
- if a fee or expense to be charged to a Fund, or to unitholders in connection with holding units of the Fund, is introduced and could result in an increase in charges to a Fund or to unitholders; and
- any other matter which requires the approval of unitholders pursuant to the Declaration of Trust or applicable laws.

VALUATION OF PORTFOLIO SECURITIES

In determining the net asset value per unit for each series of units of each Fund, the following rules apply:

- (a) the value of any cash on hand or on deposit, bills, demand notes, accounts receivable, prepaid expenses, cash dividends received (or to be received and declared to shareholders of record on a date before the date as of which the net asset value of the Fund is being determined), and interest accrued and not yet received, shall be deemed to be the full amount thereof unless the Trustee shall have determined that any such deposit, bill, demand note, account receivable, prepaid expense, cash dividend received or interest is not

worth the full amount thereof, in which event the value thereof shall be deemed to be such value as the Trustee shall determine to be the reasonable value thereof;

- (b) the value of any security which is listed or dealt in upon a stock exchange shall be determined by (1) in the case of a security which was traded on the day as of which the net asset value of the Fund is being determined, the closing sale price; (2) in the case of a security which was not traded on the day as of which the net asset value of the Fund is being determined, a price which is the average of the closing recorded bid and ask prices; or (3) if no bid or ask quotation is available, the price last determined for such security for the purpose of calculating the net asset value of the Fund. The value of inter-listed securities shall be computed in accordance with directions laid down from time to time by the Trustee; and provided however that if, in the opinion of the Trustee, stock exchange or over-the-counter quotations do not properly reflect the prices which would be received by the Fund upon the disposal of shares or securities necessary to effect any redemptions of units, the Trustee may place such value upon such shares or securities as appears to the Trustee to most closely reflect the fair value of such shares or securities;
- (c) the value of any security, the resale of which is restricted or limited by reason of a representation, undertaking, or agreement by the Fund shall be restricted to the lesser of (1) the value based on reported quotations of that restricted security in common use and (2) that percentage of the market value of securities of the same class, or series of a class of which the restricted security forms part that are not restricted securities, equal to the percentage that the Fund's acquisition cost was of the market value of the securities at the time of acquisition, but taking into account, if appropriate, the amount of time remaining until the restricted securities will cease to be restricted securities;
- (d) a long position in an option or a debt-like security shall be valued at the current market value of the position;
- (e) for options written by the Fund (1) the premium received by the Fund for those options shall be reflected as a deferred credit and the option shall be valued at an amount equal to the current market value of the option that would have the effect of closing the position (2) any difference resulting from revaluation shall be treated as an unrealized gain or loss on investment (3) the deferred credit shall be deducted in calculating the net asset value per security of the mutual fund; and (4) any securities that are the subject of a written option shall be valued at their current market value;
- (f) the value of a forward contract or swap shall be the gain or loss on the contract that would be realized if, on the date that valuation is made, the position in the forward contract or swap were to be closed out;
- (g) the value of any security or other property for which no price quotations are available or in the opinion of the Trustee, to which the above valuation principles cannot or should not be applied, shall be the fair value thereof determined from time to time in such manner as the Trustee shall from time to time provide;
- (h) the value of all assets and liabilities of the Fund valued in terms of a currency other than the currency used to calculate the Fund's net asset value shall be converted to the currency used to calculate the Fund's net asset value by applying the rate of exchange obtained from the best available sources to the Trustee;

- (i) the value of standardized futures shall be (1) if daily limits imposed by the futures exchange through which the standardized future was issued are not in effect, the gain or loss on the standardized future that would be realized if, on the date that valuation is made, the position in the standardized future were to be closed out; or (2) if daily limits imposed by the futures exchange through which the standardized future was issued are in effect, based on the current market value of the underlying interest of the standardized future; and
- (j) margin paid or deposited on standardized futures or forward contracts shall be reflected as an account receivable, and if not in the form of cash, shall be noted as held for margin.

The liabilities of each Fund shall be deemed to include:

- (a) all bills and accounts payable;
- (b) all administrative expenses payable and/or accrued;
- (c) all obligations for the payment of money or property, including the amount of any declared but unpaid distributions;
- (d) all allowances authorized or approved by the Trustee for taxes or contingencies; and
- (e) all other liabilities of the Fund of whatever kind and nature, except liabilities represented by outstanding units.

For the purposes of determining the value of gold and other precious metals, the Trustee relies solely on weights provided to the Trustee by the Manager or another third party. The Trustee is not required to make any investigation or inquiry as to the accuracy or validity of the weights.

Portfolio transactions (investment purchases and sales) will be reflected in the first computation of the net asset value per unit made after the date on which the transaction becomes binding.

The Manager may declare a suspension of the calculation of the net asset value per unit for each series of a Fund in the circumstances described under the heading “Redemption of Units”. There will be no calculation of net asset value per unit for each series during any suspension period and a Fund will not be permitted to issue further units or redeem any units during this period.

CALCULATION OF UNIT PRICE

We calculate a separate unit price (often referred to as “net asset value per unit” or “unit value”) for each series of units of a Fund by taking the series’ proportionate share of the value (as determined by the rules described under the heading “Valuation of Portfolio Securities”) of the Fund’s common assets less common liabilities and deducting from this amount all liabilities that relate solely to a specific series. The unit price per series unit is derived by dividing the net asset value of the series by the total number of outstanding units in that series. Unit price is determined on each day that the Toronto Stock Exchange is open for trading (each, a “Valuation Day”) after the close of trading. The unit price will fluctuate with the value of the Fund’s investments.

The price used for purchases, switches, conversions and redemptions of units will be the net asset value per unit next determined after we receive the purchase, switch, conversion or redemption order. If the Felcom Data Services Inc. (“FDS”), the Funds’ recordkeeper, receives your order prior to 4:00 p.m. (Toronto time) on any Valuation Day, we will process your order based on the net asset value per unit for that Valuation Day. Otherwise, we will process your order at the net asset value per unit on the next Valuation Day.

Currently, each of the Funds is valued and may be bought in Canadian dollars only.

PURCHASE OF UNITS

The Funds offer Series A, F and I units. Units of the Funds may be purchased in each province and territory of Canada, except Quebec. You may purchase or redeem units of the Funds directly through your registered dealer. The procedures to be followed by investors who desire to purchase units of the Funds are described in the Funds' Simplified Prospectus.

For Series A and Series F units, your initial investment in a Fund must be at least \$2,000. Any subsequent purchase (other than under a preauthorized payment plan, as described below) must be of at least \$1,000. These amounts may be changed by Webb without giving any prior notice. For Series I units, your initial investment is negotiated directly with you, your dealer and us.

Payment for units must be received within three business days of your order or we will redeem your units on the next Valuation Day. In addition, if your cheque is returned, we will redeem your units on the next Valuation Day. In either such case, if the proceeds of redemption are greater than the payment you owe, the Fund is required by securities regulation to keep the difference. If the proceeds are less than the payment you owe, your dealer must pay the difference (and your dealer may seek to collect this amount plus expenses from you).

We may accept or reject your order to buy within one business day of receiving it. If we accept your order, we will send you a confirmation within seven days, which is your proof of the transaction. If you sign up for a pre-authorized payment plan (as described below under "Optional Services"), you will only receive confirmation of the first transaction made under the plan. If we reject your order, we will return any money we have received immediately, without interest.

We do not issue a certificate when you purchase units of a Fund, but you will receive a confirmation of the transaction. A record of the number of units you own and their value appears on your account statement.

REDEMPTION OF UNITS

Redemption orders in respect of a Fund will be implemented based on the unit value for that Fund determined as of the close of business on the day on which an order is deemed received. Payment for any units redeemed (including by reason of a mandatory redemption as described below or upon termination of a Fund), less all taxes required to be withheld and any applicable short-term trading fees (2% where units are redeemed within 90 days of purchase) will be made within three business days of the determination of the redemption price. Unless you request otherwise, the cheque representing the redemption proceeds will be mailed to your address on the register of the Fund. If you request, we will EFT (electronic funds transfer) the redemption proceeds to a designated bank account. You may redeem your units in a Fund on demand by providing written notice to your financial advisor. Your dealer is required to forward your redemption order to our offices on the same day the dealer receives it from you. Your written redemption order must have your signature guaranteed by a bank, trust company or dealer for your protection.

If we do not receive all of the documentation we need from you to complete your redemption order within ten business days, we must repurchase your units. If the sale proceeds are greater than the repurchase amount, the applicable Fund is required by securities regulation to keep the difference. If the sale proceeds are less than the repurchase amount, your dealer will be required to pay the Fund the difference (and your dealer may seek to collect this amount plus expenses from you).

If the aggregate unit price of the units of a Fund in your account declines below \$2,000, we may cause the redemption of all units of the Fund you hold after 15 days' written notice, provided that you may, within

the notice period, increase your investment in units of the Fund to a level which meets the minimum requirement.

Suspension of Redemptions

Under exceptional circumstances, we may be unable to process your redemption orders. This would most likely occur if trading were suspended on stock or futures exchanges to which a Fund has significant exposure. Payment of the redemption price of units of the Fund that are subject to a redemption order may be postponed.

A Fund may suspend the calculation of unit value and the redemption of its units in the following cases: (a) for any period when normal trading is suspended on any stock exchange, options exchange or futures exchange on which securities are listed and traded, or on which permitted derivatives are traded, which represent more than 50% in value or underlying market exposure of the total assets of the Fund, without allowance for liabilities (provided that such securities or derivatives are not traded on any other exchange that represents a reasonably practical alternative for the Fund); or (b) if the OSC authorizes such suspension. If the right of redemption is suspended, a unitholder may either withdraw his or her redemption request or receive payment based on the unit value next determined after the end of the suspension. A Fund will not be permitted to issue units during any period when the right to redeem units is suspended.

We do not charge you to switch or redeem units of a Fund. However, frequent trading in and out of a Fund can harm Fund performance since the affected Fund must keep a higher level of cash equivalents in its portfolio in order to fund more redemptions than would otherwise be required and transaction costs may be incurred by the Fund. As a result, we may charge you a short-term trading fee of 2% if you redeem units of a Fund within 90 days of your purchase. This amount will be retained by the Fund you are redeeming, and not by the Manager or your dealer.

Switches

You can redeem units of one Fund to buy units of the same series of the other Fund as long as you meet the minimum initial investment and minimum account balance requirements. This is called a switch. Your dealer may charge you a switching fee. We may charge you a short-term trading fee of 2% if your units are switched within 90 days of your original purchase (this amount will be retained by the original Fund, and not by the Manager or your dealer). When we receive your order to switch, we will sell your units in the original Fund and use the proceeds to buy units of the same series of the new Fund. Switching may result in a capital gain or loss for tax purposes in a non-registered plan.

Conversions

You can convert from one series of units to another series of units of the same Fund as long as you meet the minimum initial investment and minimum account balance requirements. This is called a conversion. You can convert from one series of units to another series of units of the same Fund through your dealer. Your dealer may charge you a conversion fee. A conversion of units from one series to another series of the same Fund should not be a disposition for tax purposes and consequently should not result in a capital gain or loss to a converting unitholder.

RESPONSIBILITY FOR OPERATION OF THE FUNDS

The Trustee and Manager

Webb Asset Management Canada, Inc. is the trustee and manager of the Funds. The registered office of Webb Asset Management Canada, Inc. is located at 26 Wellington Street East, Suite 920, Toronto, Ontario M5E 1S2. Further contact information of the Manager is as follows:

Tel: (416) 646-0975
 Fax: (416) 777-5181
 E-mail: info@WAMFunds.com
 Website: www.WAMFunds.com
 Toll free number: 1-866-611-9590

Under the Declaration of Trust, the Manager is responsible for providing all management and administrative services required by each Fund, which includes the management of the investment portfolio, investment analysis, recommendations and decisions, the implementation of the portfolio purchase and sale transactions and arranging for the distribution of the Funds' units. Pursuant to the Declaration of Trust, the Manager may delegate any or all of its duties and responsibilities to one or more agents to assist it in the performance of such duties and responsibilities. The Manager may resign as manager of a Fund on 90 days' prior written notice.

As Trustee the Manager holds title to the securities owned by the Funds on behalf of unitholders. The Manager has exclusive authority over the assets and affairs of the Funds with a fiduciary responsibility to act in the best interests of the unitholders.

The names, places of residence and present positions held by the directors and officers of the Manager are listed below. Except for Michael Kirby, the directors and officers have worked for the Manager since inception.

| Name and Municipality of Residence | Position with the Manager | Principal Occupation |
|-------------------------------------------|--------------------------------------------------------------------------|-----------------------------------------------------|
| Ken McCord Toronto, Canada | President, CEO, Portfolio Manager, Chief Compliance Officer, Director | President & CEO, Webb Asset Management Canada, Inc. |
| Michael Kirby Toronto, Canada | Chief Financial Officer | CFO, Webb Asset Management Canada, Inc. |
| Derek Webb San Francisco, California | Director | President & CEO, Webb Asset Management, Inc. |
| Mike Schantz San Francisco, California | Director | Director, Webb Asset Management Inc. |

Each of the officers and directors held his principal occupation for the five years preceding the date of this annual information form except as follows:

| Name | Former Principal Occupation | Current Principal Occupation |
|------------|----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| Ken McCord | <ul style="list-style-type: none"> 10/1995 – 10/2003 – SVP, AIM Funds Management, Inc. (Amvescap PLC) | President & CEO, Webb Asset Management Canada, Inc. |

| Name | Former Principal Occupation | Current Principal Occupation |
|---------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| | <ul style="list-style-type: none"> 11/2003 – 10/2005 – SVP, First Asset Management Inc. (Affiliated Managers Group, Inc.) | |
| Derek Webb | <ul style="list-style-type: none"> 05/2001 – 04/2005 – President, Webb Capital Management, Inc. | President & CEO, Webb Asset Management, Inc. |
| Mike Schantz | <ul style="list-style-type: none"> 05/2001 – 04/2004 – Head Trader, Webb Capital Management, Inc. 04/2004 – 04/2005 – Portfolio Manager, GTS Capital Management 11/2005 – 12/2008 – Portfolio Manager, Webb Asset Management, Inc. | Director, Webb Asset Management Inc. |
| Michael Kirby | <ul style="list-style-type: none"> 03/2000 – 12/2001 – Regional Sales Manager, Franklin Templeton Investments 01/2002 – 05/2009 – Self-employed | CFO, Webb Asset Management Canada, Inc. |

Portfolio Sub-Advisor

Pursuant to an Investment Advisory Agreement dated January 11, 2008, the Manager has appointed Webb Asset Management, Inc. to be the Funds' portfolio sub-advisor (the "Portfolio Sub-advisor"). The Investment Advisory Agreement may be terminated by either party, without cause, upon 60 days' notice.

The Portfolio Sub-advisor provides investment management services to other clients. Those client accounts may follow the same investment objective and strategy as used by the Funds. In placing an order to buy and sell securities, execution between the Funds and other accounts will be conducted in a manner which the Portfolio Sub-advisor believes is fair and equitable. The Portfolio Sub-advisor and its principals may also trade in securities for their personal accounts and may also invest in the same securities as the Funds. In doing so, the Portfolio Sub-advisor and its principals will comply with all applicable laws.

Investment decisions for the Funds and, in respect of the Webb Enhanced Income Fund, the Underlying Portfolio (as defined in the simplified prospectus) are made completely and solely by the Portfolio Sub-advisor.

The names, places of residence and present positions held by the directors and officers of the Portfolio Sub-advisor are listed below. The directors and officers have worked for the Portfolio Sub-advisor since inception.

| Name and Municipality of Residence | Position with the Portfolio Sub-Advisor | Business Experience during the Past 5 Years |
|-----------------------------------------|---------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Derek Webb San Francisco, California | Director, President, CEO, Portfolio Manager | <ul style="list-style-type: none"> 05/2001 – 04/2005 – President, Webb Capital Management, Inc. 04/2005 – President & CEO, Webb Asset Management, Inc. |

Custodian

Under the Custodian Agreement, NBCN Inc., the principal office of which is in Toronto, Canada, has been appointed the custodian (the “Custodian”) of all securities held on behalf of the Funds. The Custodian holds the Funds’ cash and securities on behalf of the Funds and is responsible for ensuring that they are safe and secure. All of such securities will be held by the Custodian in the Province of Ontario with the exception of foreign portfolio securities, gold and precious minerals, if any, which may be held by the Custodian at its branch offices, the offices of its subsidiaries, or at the offices of sub-custodians under arrangements made to the satisfaction and order of the Custodian and in compliance with applicable regulatory requirements.

Recordkeeper

Pursuant to an agreement dated June 1, 2006, as amended by an amending agreement dated November 1, 2007, the Manager has appointed Felcom Data Services Inc. as the Funds’ recordkeeper

The recordkeeper keeps a register of the owners of units of the Funds, processes purchase and redemption orders, issues investor account statements and issues annual tax reporting information. The recordkeeper maintains the register in Toronto, Canada.

Auditors

The auditors of the Funds are KPMG LLP of Toronto, Ontario. Any changes in the auditors by a Fund may be made only in accordance with securities regulatory policies.

Brokerage Arrangements

Decisions as to the purchase and sale of portfolio securities and the execution of portfolio transactions, including the selection of the market, broker and the negotiation of commissions are made by the Portfolio Sub-Advisor. In effecting portfolio transactions, overall service and prompt execution of orders on favourable terms will be a primary consideration. When the Portfolio Sub-Advisor believes that executions and prices offered by more than one broker are comparable, the Portfolio Sub-Advisor may, in its discretion, choose to effect portfolio transactions with brokers who provide research, statistical and other similar services to the Funds. In all circumstances, overall service and prompt execution of orders on favourable terms will be a primary consideration.

Decisions about the purchase and sale of a Fund’s portfolio securities and the execution of portfolio transactions are made by Webb or the Portfolio Sub-Advisor. In the purchase and sale of securities for a Fund, we seek to obtain overall services and prompt execution of orders on favourable terms. Portfolio transactions may be effected through MGI Securities Inc. (“MGI”), a registered investment dealer with whom the Manager has significant business relationships, but is not “affiliated”. Provided that pricing, service and other terms are comparable to those offered by other dealers, it is anticipated that a portion of the portfolio transactions will be performed on behalf of the Funds by MGI. In such circumstances, MGI will receive commissions from the Funds; however, it will be the responsibility of Webb or the Portfolio Sub-Advisor to ensure prompt execution of all transactions on behalf of each of the Funds at the most favourable and competitive prices available. Provided pricing, service and other terms are comparable, WAM may, from time to time, allocate brokerage transactions to compensate brokerage firms for general investment research, statistical and other similar services which assist in decision-making services to the Funds. Webb is not under a contractual obligation to any party to allocate brokerage business.

OWNERSHIP

Principal Holders of Securities

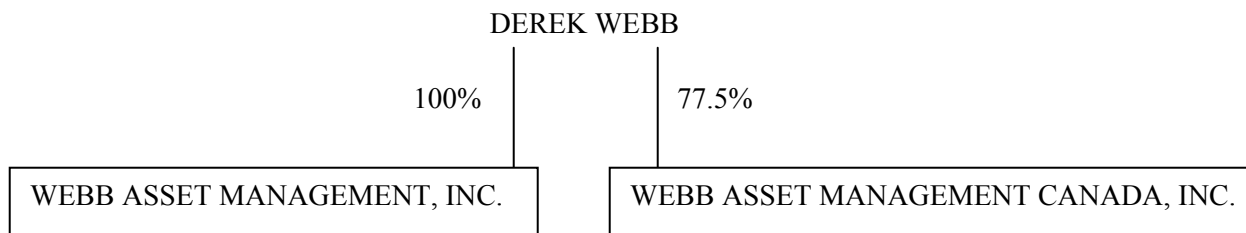
As at July 16, 2009, Ken McCord was the indirect beneficial owner of 45 or 22.5% of the issued and outstanding voting securities of the Manager. As at January 30, 2009, Derek Webb was the indirect beneficial owner of 155 or 77.5% of the issued and outstanding voting securities of Webb Asset Management Canada, Inc.

As of July 16, 2009, the following unitholders owned more than 10% of a series of the issued and outstanding units of the Funds

| Holder of Units | Funds – Series | Type of Ownership | Number of Securities Owned | Percentage of Issued and Outstanding Units of the Series |
|-----------------|-------------------------------|-------------------|----------------------------|----------------------------------------------------------|
| Ken McCord | Webb Enhanced Growth Fund – I | Directly | 200 | 100% |
| Ken McCord | Webb Enhanced Income Fund – I | Directly | 29,810.53 | 100% |
| Larry Makelki | Webb Enhanced Growth Fund – F | Directly | 15,949.36 | 22.35% |

Affiliated Entities

Mr. Derek Webb is the beneficial owner of 77.5% of the issued and outstanding voting securities of the Manager and 100% of the issued and outstanding voting securities of the Portfolio Sub-advisor. Accordingly, the Manager and the Portfolio Sub-advisor are affiliates.



Mr. Webb is a director of both the Manager and the Portfolio Sub-advisor and is an officer of the Portfolio Sub-advisor. Mr. Ken McCord is a director and officer of the Manager and is also an officer of the Portfolio Sub-advisor. Mr. Mike Schantz is a director of the Manager.

FUND GOVERNANCE

Generally

The Manager has established appropriate policies, procedures and guidelines to ensure the proper management of the Funds. The systems implemented monitor and manage the business and sales practices, risks and internal conflicts of interest relating to the Funds while ensuring compliance with regulatory and corporate requirements.

In May and June of 2009, the Manager developed and implemented a plan to enhance its compliance structure (the “Compliance Plan”). The Compliance Plan included an expansion of the Funds’ compliance policies and procedures, enhanced oversight over services provided by the Portfolio Sub-Advisor and other

third-party service providers, including fund accounting, recordkeeping and transfer agency services, as well as the appointment of a Chief Financial Officer (“CFO”).

The Compliance Plan mandates that the Manager oversee the trading of the Portfolio Sub-Advisor to ensure compliance with NI 81-102. Systems applications have been installed by the Manager that support the Manager’s ability to monitor trading and portfolio management by the Portfolio Sub-Advisor. Oversight of the Portfolio Sub-Advisor and other service providers is continuous and recorded on a regular basis.

Independent Review Committee

Pursuant to National Instrument 81-107, the Manager has appointed an Independent Review Committee (the “IRC”) to provide independent oversight of conflict of interest matters that may arise between the Manager and the Funds.

Among other things, the IRC will annually review and assess the adequacy and effectiveness of the Manager’s policies and procedures relating to conflict of interest matters in respect of the Funds, any standing instructions it has provided to the Manager pertaining to conflict of interest matters in respect of the Funds, the Manager’s and the Funds’ compliance with any conditions imposed by the IRC in a recommendation or approval and prepare a report of its activities for unitholders of the Funds. The IRC’s annual report will be available on our website at www.WAMFunds.com or upon request by any unitholder, at no cost, by calling 1-866-611-9590 or emailing to info@WAMfunds.com.

The IRC comprises three members, each of whom is independent of the Manager and its affiliates. Set out below are the name, municipality of residence and principal occupation of each member of the IRC:

| Name | Municipality of Residence | Current Principal Occupation |
|------------------|----------------------------------|-------------------------------------|
| William Woods | Toronto, Ontario | President, Independent Review Inc. |
| Warren Law | Toronto, Ontario | Retired |
| Eamonn McConnell | Singapore | Partner, EM Partners |

Derivatives and Securities Lending

The Funds may use derivatives and securities lending as discussed under the heading “Investment Strategies” in the Funds’ Simplified Prospectus

The Manager considers the use of derivatives and securities lending in conjunction with the provisions of NI 81-102 and with any relief orders granted to the Funds by the securities regulators. The Manager is responsible for ensuring that all trading limits or other controls are complied with. The Custodian will act as agent for the Funds in administering any securities lending transactions and monitoring the collateral provided to ensure its value remains within the prescribed limits. There are no written policies and procedures regarding derivatives and securities lending.

Short Selling

The Funds may engage in short selling as described under “Investment Restrictions and Practices” on page 3. Written policies and procedures regarding objectives and risk management procedures will be adopted by the Manager prior to the commencement of any short selling activities. Such policies and procedures will be developed, implemented and monitored by senior management of the Manager and will be formally reviewed at least annually by the Manager. The authorization of short selling transactions will be the responsibility of senior portfolio managers of the Manager with post-trade review conducted by the

Manager's compliance department. No risk measurement procedures or simulations are used to test the portfolio under stress conditions.

Proxy Voting Guidelines

The Manager is wholly responsible for establishing, monitoring and amending (if necessary) the policies and procedures relating to the voting of proxies received in connection with the Funds' portfolio securities.

Proxy Voting Policies and Procedures

The Manager believes responsible corporations are distinguished by sound corporate governance and overall social responsibility. A well governed company meets high standard of corporate ethics and operates in the best interests of shareowners. The socially responsible company meets high standards of corporate ethics and operates in the best interests of other stakeholders (employees, customers, communities and the environment). In our view, companies that combine good governance and corporate social responsibility are better positioned for long-term success. It is Webb's fiduciary obligation to our Funds' unitholders to vote their proxies in a manner consistent with good corporate governance and corporate social responsibility. The attributes of well-governed, socially responsible companies that these proxy-voting guidelines seek to promote are long-term value, accountability and business sustainability.

As a standing policy for dealing with routine matters, the Funds will vote with management. Routine matters include electing and fixing number of directors, appointing auditors, ratifying director actions, authorizing directors to fix remuneration of auditors and approving special resolutions to change the authorized capital of the company to an unlimited number of common shares without par value.

The Funds will deviate from the standing policy for routine matters if such matters are deemed not to be in the best interest of unitholders and the Funds.

The Funds will endeavour to vote on all non-routine matters and in the best interest of the Funds and their unitholders, but in certain cases, proxy votes may not be cast when the Manager determines that it is not in the best interests of unitholders of the Funds to vote such proxies.

In the event a proxy raises a potential material conflict of interest between the interests of a Fund and the Manager, Portfolio Advisor, Portfolio Sub-Advisor, affiliate or associate of the Fund or the manager or portfolio advisor or portfolio sub-advisor of such affiliate or associate, the conflict will be resolved in cooperation with the Fund's Independent Review Committee and in the best interests of the unitholders and the Fund.

The Manager retains the discretion to depart from these policies on any particular proxy vote depending upon the facts and circumstances. The Manager may assign the proxy voting duty to the Funds' Portfolio Sub-Advisor. In such case, the Manager will ensure proxies are voted in keeping with the Manager's proxy voting policies and procedures.

The proxy voting policies and procedures that the Funds follow when voting proxies relating to portfolio securities are available on request, free of charge, by contacting the Manager toll free at 1-866-611-9590 or by email at info@wamfunds.com.

The Manager will maintain and prepare an annual proxy voting record for each Fund. The mutual funds' proxy voting records for the most recent period ended June 30 of each year are available free of charge to any unitholder of the mutual fund upon request or at www.WAMfunds.com at any time after August 31 of that year.

Short-Term Trading and Frequent Trading

The Fund has adopted policies and procedures regarding short-term trading and frequent trading in Units of the Fund in a manner that negatively impacts the Fund. The Manager charges a 2% redemption penalty or short term trading fee where a unitholder redeems or switches Units within 90 days of purchase. The Manager may waive this fee in circumstances that are not deemed to negatively impact the Fund or create a disadvantage to other unitholders. Any waiver of a short-term trading fee will be reported to the IRC in due course.

FEES AND EXPENSES

To encourage large purchases in the Funds and to achieve effective management fees that are competitive for these investments, the Manager may reduce the management and/or incentive fee payable by the Funds with respect to the units held by a particular investor, based on a number of factors including the type of investor and the number and value of units held by an investor. At a minimum, an investor must hold \$2,000,000 of investments in a Fund in order to be eligible for a management fee reduction. The minimum amount may be waived or reduced in the absolute discretion of the Manager.

Investors who receive the benefit of a lower management and/or incentive fee with the Manager may receive a proportionately larger distribution from a Fund so that those investors will receive the benefit of the lower fee. See “Fees and Expenses” in the Simplified Prospectus for more information.

INCOME TAX CONSIDERATIONS FOR INVESTORS

The following is a general summary, as of the date hereof, of the principal Canadian federal income tax considerations generally applicable to the acquisition, holding and disposing of units of a Fund by a unitholder who acquires units pursuant to this prospectus. This summary is applicable to a unitholder who is an individual (other than a trust) resident in Canada, deals at arm’s length with the particular Fund and holds units as capital property. Units will generally be considered capital property to a unitholder unless the unitholder holds the units in the course of carrying on a business or has acquired the units in a transaction or transactions considered to be an adventure in the nature of trade.

This summary is based on the current provisions of the *Income Tax Act* (Canada) (the “Tax Act”) and the regulations thereunder, counsel’s understanding of the current published administrative and assessing practices of the Canada Revenue Agency (the “CRA”) and all specific proposals to amend the Tax Act and regulations thereunder publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (such proposals referred to hereafter as the “Tax Proposals”). This summary does not otherwise take into account or anticipate any changes in law, whether by legislative, governmental or judicial action, nor does it take into account other federal or any provincial, territorial or foreign income tax legislation or considerations. There can be no assurance that the Tax Proposals will be enacted in the form publicly announced or at all.

This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in units and does not describe the income tax considerations relating to the deductibility of interest on money borrowed to acquire units. Moreover, the income and other tax consequences of acquiring, holding or disposing of units will vary depending on an investor’s particular circumstances including the province or territory in which the investor resides or carries on business. Accordingly, this summary is of a general nature only and is not intended to be legal or tax advice to any investor. Investors should consult their own tax advisors for advice with respect to the income tax consequences of an investment in units, based on their particular circumstances.

Status of the Fund

This summary is based on the assumption that the Funds will qualify at all times as “mutual fund trusts” within the meaning of the Tax Act and that the Funds have not been established and will not be maintained primarily for the benefit of non-residents of Canada.

This summary is also based on the assumption that the Funds will not at any time be “specified investment flow-throughs” (“SIFTs”) as defined in the Tax Act. As long as the units and all other securities or debt instruments issued by the Funds are not listed at any time on a stock exchange or other public market, the Funds should not be SIFTs.

If a Fund is a SIFT at any time or were not to qualify as a mutual fund trust at all times, the income tax considerations as described below and under “Eligibility for Investment” would in some respects be materially different.

Taxation of the Funds

In each year, income of each Fund, including the taxable portion of capital gains, if any, that is not paid or made payable to unitholders in that year will be taxed in the particular Fund under Part I of the Tax Act. Provided the particular Fund distributes all of its net taxable income and net taxable capital gains to the unitholders on an annual basis, it will not be liable for any income tax under Part I of the Tax Act. Income of a Fund which is derived from foreign sources may be subject to foreign taxes which may, within certain limits, be either deducted from taxable income in the Fund or allocated to unitholders to potentially offset taxes payable on foreign source income.

Each Fund is required to include in income for each taxation year all interest that accrues to it to the end of the year, or becomes receivable or is received by it before the end of the year, except to the extent that such interest was included in computing its income for a preceding taxation year.

Provided a Fund elects in accordance with the Tax Act to have each of its securities that constitute a “Canadian security” treated as capital property, gains and losses realized by such Fund on the disposition of Canadian securities should be taxed as capital gains or capital losses. Upon the actual or deemed disposition of a security held by a Fund as capital property, such Fund will realize a capital gain (or capital loss) to the extent that the proceeds of disposition exceed (or are exceeded by) the adjusted cost base of such property and any reasonable costs of disposition.

The Webb Enhanced Income Fund will not realize any income, gain or loss upon entering into the forward agreement described below in *Webb Enhanced Income Fund – Investment Strategies*. Provided the Webb Enhanced Income Fund elects in accordance with the Tax Act to have each of its Canadian securities treated as capital property, gains or losses realized by the Webb Enhanced Income Fund on the sale of Canadian securities will be taxed as capital gains or capital losses. If the obligations of the Webb Enhanced Income Fund and the counterparty under the forward agreement are settled by making cash payments, a payment made or received by the Webb Enhanced Income Fund may be treated as an income outlay or receipt, as applicable. If the Webb Enhanced Income Fund delivers securities in the Canadian Equity Portfolio to the counterparty in satisfaction of its obligations under the forward agreement and receives a payment from the counterparty equal to the price stipulated in the forward agreement, the Webb Enhanced Income Fund will realize capital gains (losses) equal to the amount by which such purchase price (less reasonable costs of disposition) exceeds (is less than) the aggregate adjusted cost base of such securities.

Generally, gains and losses realized by a Fund from the trading of futures and forward contracts will be treated as being on income account, rather than as capital gains and capital losses.

The Funds are required to compute all relevant amounts, including interest, the cost of property and proceeds of disposition, in Canadian dollars for purposes of the Tax Act. As a consequence, the amount of income, expenses and capital gains or capital losses for the Funds may be affected by changes in the value of a foreign currency relative to the Canadian dollar.

Taxation of Unitholders

Units of a Fund Held in a Registered Plan

A unitholder would generally pay no tax on earnings distributed by a Fund if the investment is held by the unitholder in a registered plan such as an RRSP, RRIF, DPSP, RDSP, RESP or TFSA (“Registered Plans”), nor on any capital gains realized by a Registered Plan from redeeming units (including as a result of switching between Funds), as long as the proceeds remain in the plan.

Notwithstanding the foregoing, if the units of a Fund are “prohibited investments” for the purpose of a TFSA, a unitholder will be subject to a penalty tax as set out in the Tax Act. A “prohibited investment” includes a unit of a trust which does not deal at arm’s length with the holder, or in which the holder has a significant interest, which, in general terms, means the ownership of 10% or more of the value of the Fund’s outstanding units by the holder, either alone or together with persons or partnerships with whom the holder does not deal at arm’s length. Unitholders are advised to consult their own tax advisors in this regard.

Units of a Fund Not Held in a Registered Plan

If a unitholder holds units of a Fund outside a deferred income plan, a unitholder will generally be required to include in computing income for a taxation year such part of the net income of the Fund, including the taxable portion of capital gains, if any, paid or payable to the unitholder in the taxation year. This is the case even though such distributions may be automatically reinvested in additional units and there may therefore be insufficient cash received by a unitholder to pay the tax payable in respect of such distributions of income. Any distributions in excess of income of a Fund in a year will not be taxable in the hands of a unitholder but, except for the non-taxable portion of capital gains, will reduce the adjusted cost base of the units. The non-taxable portion of capital gains distributed to a unitholder will not be taxable in the hands of the unitholders and will not, provided the appropriate designations are made by the Fund, reduce the adjusted cost base of the units.

Provided that appropriate designations are made by a Fund, such portion of (a) the net realized taxable capital gains of the Fund (b) the foreign source income of the Fund and foreign taxes eligible for the foreign tax credit and (c) the taxable dividends (including eligible dividends) received by the Fund on shares of taxable Canadian corporations as are paid or become payable to a unitholder will effectively retain their character and be treated as such in the hands of the unitholder. To the extent that amounts are designated as taxable dividends from taxable Canadian corporations, the normal gross-up and dividend tax credit rules applicable to such dividends (including eligible dividends) will apply.

The net asset value per unit may reflect income and gains of the Funds that have accrued at the time units are acquired. Accordingly, a unitholder who acquires units may become taxable on the unitholder’s share of income and gains of the Funds that accrued before the units were acquired.

The Manager will furnish to each unitholder information to assist the unitholder in preparing tax returns.

Upon the redemption or other actual or deemed disposition of a unit (including a redemption to effect a transfer to another Fund), a unitholder will realize a capital gain (or capital loss) to the extent that the proceeds of disposition exceed (or are exceeded by) the unitholder’s adjusted cost base of the unit and any reasonable costs of disposition. For the purpose of determining the adjusted cost base of units to a

unitholder, when units are acquired, including on the reinvestment of distributions, the cost of the newly acquired units will be averaged with the adjusted cost base of all units owned by the unitholder as capital property immediately before that time.

One-half of any capital gain realized on the disposition of units will be included in the unitholder's income and one-half of any capital loss realized may be deducted from taxable capital gains realized in a particular year, the three immediately preceding years or in subsequent years, subject to the rules in the Tax Act.

In general terms, net income of a Fund paid or payable to a unitholder that is designated as eligible dividends received on shares of taxable Canadian corporations, net realized taxable capital gains or taxable capital gains realized on the disposition of units may increase the unitholder's liability for alternative minimum tax.

Eligibility for Investment

Units offered hereby are qualified investments under the Tax Act for Registered Plans.

REMUNERATION OF DIRECTORS, OFFICERS AND TRUSTEES

No payment or reimbursement has been made to the directors and officers of the Manager by the Funds.

The members of the Funds' IRC received compensation in the following amounts during the year ended December 31, 2008:

| | |
|------------------------|----------|
| Eammon McConnell | \$9,000 |
| W William Woods | \$9,000 |
| Warren Law (IRC Chair) | \$12,000 |

The Funds' did not reimburse any of the IRC's members for expenses during the year.

MATERIAL CONTRACTS

Copies of the material contracts, listed below, are available for inspection during normal business hours at the offices of the Manager at 26 Wellington Street East, Suite 920, Toronto, Ontario:

- (1) Declaration of Trust, dated January 11, 2008;
- (2) Custodian Agreement dated December 12, 2007, between the Manager and NBCN Inc.; and
- (3) Investment Advisory Agreement dated January 11, 2008, between the Manager and the Portfolio Sub-Advisor.

LEGAL AND ADMINISTRATIVE PROCEEDINGS

The registration of the Manager as an adviser and dealer with the OSC is currently subject to specific terms and conditions, pursuant to which, among other things, the Manager implemented the Compliance Plan described further under the "Fund Governance" Section. The OSC imposed these terms and conditions on April 27, 2009 as a result of certain compliance issues, including non-compliance by the Funds with certain investment restrictions as set out in NI 81-102, which are described in more detail in the Funds' simplified prospectus.

There are otherwise currently no ongoing legal or administrative proceedings involving the Manager, which may be material to the Funds nor are there any such proceedings known to be contemplated as of the date of this Annual Information Form.

AUDITORS' CONSENT

The Board of Directors of Webb Asset Management Canada, Inc.

Webb Enhanced Growth Fund
Webb Enhanced Income Fund
(collectively, the "Funds")

We have read the preliminary Simplified Prospectus and preliminary Annual Information Form of the Funds dated July 16, 2009 relating to the sale and issuance of Series A, F and I units of the Funds. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned preliminary Simplified Prospectus and preliminary Annual Information Form, of our report to the Directors of Webb Asset Management Canada, Inc. on the on the statements of net assets and investment portfolios of each of the Funds as at December 31, 2008 and the statement of operations and changes in net assets for the period from the date of inception on January 11, 2008 to December 31, 2008. Our report is dated February 27, 2009.

(Signed) KPMG LLP
Chartered Accountants, Licensed Public Accountants

Toronto, Canada
July 16, 2009

**WEBB ENHANCED GROWTH FUND
WEBB ENHANCED INCOME FUND
(THE “FUNDS”)**

CERTIFICATE

This annual information form, together with the simplified prospectus required to be sent or delivered to a purchaser during the currency of this annual information form and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland, Northwest Territories, Yukon and Nunavut and do not contain any misrepresentation.

(Signed) Ken McCord
Ken McCord
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 FUNDS**

(Signed) Michael Schantz
Michael Schantz
Director

(Signed) Derek Webb
Derek Webb
Director

DATED: July 16, 2009

**WEBB ENHANCED GROWTH FUND
WEBB ENHANCED INCOME FUND**

Manager

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

**Tel: (416) 646-0975
Fax: (416) 777-5181**

Additional information about the Funds is available in the Funds' Management Reports of Fund Performance and Financial Statements. You may obtain a copy of these documents, at no cost by calling toll free: 1-866-611-9590, from your dealer, or by e-mail at: info@WAMFunds.com. These documents and other information about the Funds, such as information circulars and material contracts are also available on the Webb Asset Management Canada, Inc. internet site at: www.WAMFunds.com or at www.sedar.com.