



CANADIAN MEDICAL DISCOVERIES FUND INC.

PROXY

The undersigned shareholder of Canadian Medical Discoveries Fund Inc. (the "Corporation"), hereby appoints Dr. Serge Carrière, Chairman of the Corporation, or, failing him, Steven J. Hawkins, President and Chief Executive Officer of the Corporation, OR INSTEAD OF ANY OF THE FOREGOING _____ as the nominee of the undersigned to attend and act for and on behalf of the undersigned at the Annual and Special General Meeting of Shareholders of the Corporation to be held on February 26, 2009, and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment or adjournments thereof and, without limiting the generality of the power hereby conferred, the nominees designated above are specifically directed:

A. Election of Directors

To vote the shares registered in the name of the undersigned as specified below:

1. FOR or WITHHOLD FROM VOTING

An ordinary resolution authorizing the election of directors.

B. Appointment of Auditors

To vote the shares registered in the name of the undersigned as specified below:

1. FOR or WITHHOLD FROM VOTING

An ordinary resolution authorizing the directors to fix the remuneration of the auditors; and

2. FOR or WITHHOLD FROM VOTING

An ordinary resolution authorizing the appointment of auditors.

C. Merger with GrowthWorks Canadian Fund Ltd.

To vote the shares registered in the name of the undersigned as specified below:

1. FOR or AGAINST

A special resolution authorizing the merger of the Corporation with GrowthWorks Canadian Fund Ltd. and the matters related thereto in the form set out in Schedule "C" to the accompanying information circular

If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person.

THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT OF THE CORPORATION. A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON TO REPRESENT HIM OR HER AND TO ATTEND AND ACT FOR HIM OR HER ON HIS OR HER BEHALF AT THE MEETING OTHER THAN THE NOMINEES DESIGNATED ABOVE AND MAY EXERCISE SUCH RIGHT BY INSERTING THE NAME OF HIS OR HER NOMINEE IN THE SPACE PROVIDED ABOVE FOR THAT PURPOSE.

Account no. No. of units

DATED this ____ day of _____, 2009

Registered Owner Signature: _____
(includes trustees under an RRSP and other nominees)

Name of Registered Owner: _____
(Please Print)

Beneficial Owner Signature: _____
(includes annuitants under an RRSP)

Name of Beneficial Owner: _____
(Please Print)

To assist us in planning for the meeting, please indicate whether you plan to attend in person:

YES NO

Notes:

1. In the event that no specification has been made with respect to voting for or against the matters referred to in Items A, B and C above, the proxy nominees are instructed to vote the shares represented by this proxy for such matters.
2. If your Class A Shares are in a registered savings plan, registered income fund or in the name of a broker or nominee, you should complete your form and deliver it to Felcom Data Services Inc. ("Felcom"). Felcom is located at Suite 600, 69 Yonge Street, Toronto, Ontario, M5E 1K3. Fax: 416 365-4371.
3. This proxy form must be signed and dated by the shareholder or his or her attorney authorized in writing, or, if the shareholder is a corporation, by any officer or attorney thereof duly authorized. If the proxy form is not dated in the space provided it is deemed to bear the date on which it is mailed by management of the Corporation. This proxy ceases to be valid one year from its date.
4. Properly executed forms of proxy must be deposited no later than the close of business on the last business day preceding the meeting or any adjournment thereof, with Felcom.