

FUND INSIGHTS

Who Is This Investment Designed For?

Investors who are willing to stay invested for at least 8 years, and are looking for:

- Long-term capital appreciation
- Up to 35% in additional tax savings beyond an RRSP deduction
- Exposure to Canadian private companies with high growth potential

Portfolio Characteristics

Venture

- Currently 18 companies in the portfolio
- Focus on IT, life sciences, advanced manufacturing, as well as traditional industries
- Investing in entrepreneurial companies with high growth potential
- Companies located in Atlantic Canada, mostly private
- Ranging from early-stage investing to supporting companies through to maturity and exit generally by Merger & Acquisition (M&A) or Initial Public Offering (IPO)
- Portfolio companies are a diversified mix of industries and stages of development

Non-Venture

- Choice of four series: Balanced, Growth, Financial Services, GIC
- Invested in securities with investment focus indicated by series name
- Can be split and switched up to four times a year between series

For every dollar you invest in GrowthWorks Atlantic Venture Fund, you can save up to 66 cents on your taxes.

On a \$10,000 investment:

Save	7.5¢	Federal tax credit
Plus	20¢	Provincial tax credit
Plus	38.5¢	Approximate tax savings with RRSP contribution
Total	66¢	Savings on your taxes²

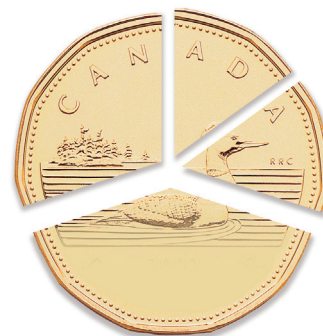
How an Investment in the Fund Fits into a Portfolio

- **Asset allocation in venture capital.** Depending on risk tolerance, venture capital may make up 5-15% of a client's portfolio.
- **Growth potential.** Investments in private companies with high growth potential.
- **Reduction of income tax.** Tax credits reduce income tax payable.¹

Consult your investment advisor to determine suitability.

About GrowthWorks*

- GrowthWorks is the venture capital division of Matrix Asset Management Inc. (TSX:MTA), a diversified asset management company with approximately \$1.8 billion in assets under management, including \$436 million in venture capital fund assets
- Manager of five venture capital funds across Canada
- Recognized leader in the Canadian venture capital industry
- Specializing in the management and growth of regionally based VC funds
- A primary focus on Canada's high growth potential sectors: information technology, life sciences, advanced manufacturing and cleantech
- Specialized investment teams in core sectors
- Adding value through Board participation, providing strategic advice and expertise



Market Commentary: Menu Series

As at January 31, 2012

Thomas J. Hayes, President & CEO – GrowthWorks Atlantic Ltd.

We have been extremely active on the investment front during 2011 and the beginning of 2012 by continuing to support existing portfolio companies through follow on financings as well as adding new companies to the Fund's portfolio.

We completed four follow on investments in Origin Biomed, Azorus, ClearRisk and Virtual Marine Technologies. We are particularly pleased with the progress Virtual Marine Technologies based in St. John's NL is making in the international market place. Using simulation to help increase safety at sea is becoming widely accepted as a safe and cost effective method for many organizations as they continue to focus more resources in this important area of their operations.

Sampling Technologies Inc. in Halifax NS has just completed their most successful year ever and the prospects for 2012 are very encouraging. Their innovative marketing solutions are helping large pharma companies in Canada implement more effective marketing programs particularly for drugs coming off patent.

Deal flow across Atlantic Canada continues to be strong. We just announced three new deals in New Brunswick including a \$1.1M investment in Enovex Technology Ltd., a \$400,000 investment in Spino Corporation and a \$250,000 investment in Medrunner Health Solutions Inc. All three companies are based in Saint John and they have all been supported by local angel investors as well as the New Brunswick Innovation Foundation.

We also announced our third investment in a Newfoundland & Labrador based firm called adfinitum Networks, a global media monitoring company. GrowthWorks invested \$350,000 in adfinitum in a financing round that included support from the Research and Development Corporation of NL as well as local angels.

We now have 18 active companies in our portfolio and we hope to be able to report more additional positive news about these firms as they continue to successfully implement their business in the months ahead, stay tuned.

Fund Facts

Fund start date: January 2005

Net assets¹: \$28 million

Management fee³: 2.00%

Venture holdings¹ (# of companies):

Private: 16, Public: 2

RRSP eligibility: 100%

Availability: 20% provincial
(NS, NB, NL)
15% federal
(NS, NB, NL, PEI)

GrowthWorks Investment Managers

Combined business experience: 63 years



Thomas J. Hayes, President & CEO, GrowthWorks Atlantic Ltd.

Halifax Office

Experience: 33 years



Peter Clark, Regional Investment Manager, BComm.

Fredericton Office

Experience: 16 years



Chris Moyer Investment Manager,

BComm., CMA, MBA

Halifax Office

Experience: 14 years

Invest in Atlantic Canada

GrowthWorks Atlantic Venture Fund invests venture capital exclusively in Atlantic Canadian businesses.

The Fund invests in up-and-coming companies with strong growth potential, providing the vital capital needed to help them realize their full potential.

Venture capital investing assists these companies to bring innovative ideas to market. Ideas that help make Canada one of the world's leading developers of new technologies.

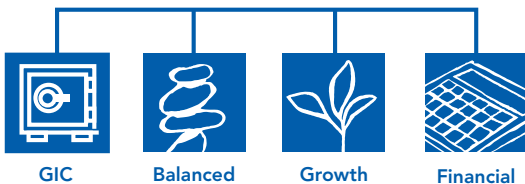
Your investment in the Fund helps grow the economy in Atlantic Canada and provide well-paying jobs, helping to keep our best and brightest here at home.

Asset Allocation: Choice of 4 Series¹

GrowthWorks Atlantic Venture Fund gives you up to 35% in tax credits, a diversified venture investment strategy and the freedom to choose your own investment path. Here's how it works: the majority of your investment goes into well managed venture investments in growth-oriented companies in Atlantic Canada. The remainder is up to you, with four options to choose from:

Non-Venture Portion:

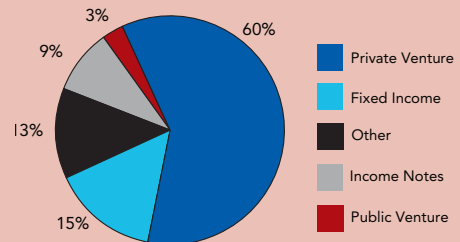
Choose one of four investment options



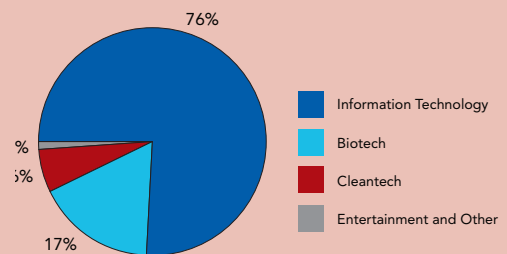
Series Name	Fund Code	Non-Venture Investment focus ⁴
GIC	WVN 431	100% Guaranteed Investment Certificate
Balanced	WVN 443	40–60% high quality debt securities, 20–30% high yield investments (a mix of debt/income trust securities), 20–30% bank investments
Growth	WVN 451	100% Canadian equities (S&P TSX60 Capped Composite Index)
Financial Services	WVN 471	100% Financial sector equities (S&P/TSX Capped Financials Index)

Venture Portfolio Composition Menu Shares (as at March 31, 2012)

Asset Class Weighting (by Market Value)



Venture Industry Weighting (by Net Asset Value)



Save with Ease with the AVF Payroll Savings Plan

With mortgage payments and monthly bills, saving for your retirement often comes last. Make it your first priority, realistically and affordably, with the GrowthWorks Atlantic Venture Fund (AVF) Payroll Savings Plan (PSP).

By contributing just \$40 from each pay cheque, you can take advantage of tax savings to:

- Lower your cost of investment
- Make it easier to save for your retirement

The AVF PSP offers disciplined saving. Your savings are automatically deducted from your pay cheque.⁵ You get significant tax breaks and save for your retirement.

To start saving with ease for your retirement with the AVF PSP, talk to your Investment Advisor.

Top 10 Venture Holdings (by Market Value) as at March 31, 2012

- 1 **Azorus** www.azorus.com
 Develops web-based e-recruitment solutions to bridge the divide between students and higher educational institutions.

- 2 **Origin Biomed Inc.** www.originbiomed.com
 Origin Biomed manufactures health products with the highest quality active ingredients, at therapeutic levels, with evidence of scientific or clinical efficacy.

- 3 **Sampling Technologies Inc.** www.samplingtechnologies.com
 A marketing services provider offering innovative product sampling solutions to the pharmaceutical and medical devices industries.

- 4 **Virtual Marine Technology** www.vmtechnology.ca
 Virtual Marine Technology improves the safety of life at sea by providing realistic, effective and safe simulation technologies for small marine craft operators. Its products and services reduces the cost, time and risk of small boat training by enabling training through simulation.

- 5 **Impath Networks Canada Corporation** www.impathnetworks.com
 Impath Networks offers IP networking solutions for the surveillance and enterprise video markets.

- 6 **Lymbix Inc.** www.lymbix.com
 Lymbix is a leader in sentiment analysis technology. The company specializes in tools that help people and organizations be understood clearly.

- 7 **ClearRisk Inc.** www.clearrisk.com
 ClearRisk provides affordable web based risk management solutions for the insurance industry and small to medium size enterprises.

- 8 **Virtual Expert Clinics** www.vecinc.com
 Developer of online intelligent supports for educational therapy programs.

- 9 **Enovex Technology Ltd.** www.enovexcorp.com
 A clean technology company developing advanced gas separation materials for the industrial market that dramatically reduces the energy requirements in the separation process.

- 10 **Spectral Diagnostics Inc.** www.spectraldx.com
 Spectral Diagnostics is dedicated to the accelerated development and commercialization of innovative diagnostic solutions that will improve patient management.

All data is as of March 31, 2012, unless otherwise noted; All percentages and proportions may vary and are subject to change as conditions and portfolio composition change; Tax credits are subject to certain conditions including repayment if shares are not held for eight years, and no provincial tax credit is available in PEI; GrowthWorks refers to GrowthWorks Ltd. and its related companies providing services to GrowthWorks managed venture capital funds including the Fund's manager, GrowthWorks Atlantic Ltd., and principal distributor, GrowthWorks Capital Ltd.; This document contains "forward-looking statements" and information obtained from third parties, actual results may differ from those implied by such statements or information and we assume no obligation to update such statements or confirm the accuracy of such information; Commissions, trailing commissions, management fees and expenses all may be associated with investment fund purchases; Please read the prospectus before investing; Investment funds are not guaranteed, their values change frequently and past performance may not be repeated. Effective December 16, 2005, the Fund completed a merger by purchasing the assets of Workers Investment Fund Inc. in exchange for Class A shares (Balanced Series) distributed to former shareholders of that fund. **Notes:** ¹ The Fund offers a "menu" of four different series of Class A Shares, each of which participates in the same venture investment portfolio but has a different non-venture investment focus. Net assets of the Fund are allocated to a series based on the series' investment program. A total of approximately \$31 million of the Fund's net assets is allocated to the four currently offered menu series. ² Tax savings per dollar invested on a \$10,000 purchase are approximately 66% with a \$72,000 taxable income in NB, a \$63,000 taxable income in NL, and a \$60,000 taxable income in NS. RRSP tax savings are subject to certain conditions, are not unique to the Fund and amounts are taxable when withdrawn. ³ As a % of NAV. See prospectus for details on fees. ⁴ Investments may be in the form of notes with a value linked to the indicated index or securities comprising such index. ⁵ Realizing tax savings through deductions at source may be subject to Canada Revenue Agency approval.