

Security Class

Holder Account Number

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Form of Proxy - Annual General Meeting to be held on December 7, 2011

This Form of Proxy is solicited by management of the Fund and is for holders of all Class A Shares.

Notes to proxy

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. This proxy may not be valid unless dated and signed by the shareholder or the shareholder's duly appointed agent. If you are voting on behalf of a company or another individual you should provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. The securities represented by this proxy will be voted as directed by the shareholder; however, if such a direction is not made in respect of any matter, this proxy will be voted as if the shareholder had voted FOR the matter(s).
4. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the shareholder, on any ballot or poll that may be called for and, if the shareholder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly unless otherwise noted on this proxy, instructions will be followed for purposes of all votes in respect of a particular matter, including any separate series vote.
5. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting. As at October 25, 2011, management of the Fund knows of no such amendments, variations or other matters.
6. This proxy should be read in conjunction with the accompanying Management Information Circular.
7. Proxies may be submitted by mail to Computershare 3rd Floor - 510 Burrard St., Vancouver, BC, V6C 3B9 or by using one of the methods below and must be received by 5:00 pm, Pacific Time, on December 5, 2011. The Chair of the meeting has the discretion to accept proxies filed subsequently.

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VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com



To Vote by Fax

- Complete, sign and date the reverse hereof.
- Send it by fax to 1-866-249-7775 for calls within Canada and the U.S. There is **NO CHARGE** for this call.
- Send it by fax to 604-661-9401 for calls outside Canada and the U.S.

Instead of mailing this proxy, you may choose one of the three voting methods outlined above to vote this proxy. **If you vote by fax, telephone or the Internet, DO NOT mail back this proxy.**

Voting by mail or fax are the only methods by which a shareholder may appoint a proxyholder for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail, fax or Internet are the only methods by which a shareholder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER** listed below.

CONTROL NUMBER



Appointment of Proxyholder

The undersigned shareholder of Working Opportunity Fund (EVCC) Ltd. (the "Fund") hereby appoints: Cindy Stewart, or failing her, David Levi,

OR

Print the name of the person you are appointing if this person not either of the foregoing persons is

as my/our proxyholder with full power of substitution to attend, act and vote in accordance with the following direction at the Annual General Meeting of the Fund to be held at the offices of GrowthWorks Capital Ltd., 2600-1055 W. Georgia St., Vancouver, British Columbia on December 7, 2011 at 5:00 PM (Pacific Time) and at any adjournment thereof ("the Meeting") and in the proxyholder's discretion to vote on amendments or variations to matters identified in the Notice of Meeting, or such other matters as may properly come before the Meeting, in such manner as the proxyholder may, in the proxyholder's sole discretion, determine. As at the date of the accompanying management information circular dated October 25, 2011 (the "Circular"), management of the Fund knows of no such amendments, variations or other matters to come before the Meeting.

1. Appointment of Auditors

To approve, by ordinary resolution, the appointment of Hay & Watson, Chartered Accountants, as auditors of the Fund to hold office until the next annual general meeting and to authorize the directors to fix the remuneration to be paid to the auditors.

For Withhold

2. Capitalization of Earnings

To approve, by special resolution, the capitalization of sufficient amounts of the Fund's 2011 earnings so as to minimize the income taxes payable by the Fund, as more particularly described in the accompanying Circular. The full text of the resolution is set out in the Circular.

For Against

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Authorized Signature -

I authorize you to act in accordance with my instructions set out above. I hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as if I had voted FOR the matter(s).

Signature(s)

Date

MM / DD / YY

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Notice re: Financial Reports and Statements

Each year, we will ask you if you would like to receive financial reports and statements for the upcoming year. These documents can be downloaded on our website at www.growthworks.ca/wof or www.sedar.com or you can request a copy by contacting the Manager of the Fund. If you would like to receive the financial reports and statements by mail you can either (i) check the appropriate box(es) and mail or fax this proxy back, or (ii) request them when voting by telephone or internet.

Semi-annual Financial Statements

Mark this box if you would like to receive semi-annual financial statements by mail.

Annual Financial Statements

Mark this box if you would like to receive annual financial statements by mail.

Semi-annual Management Report of Fund Performance

Mark this box if you would like to receive semi-annual Management Report of Fund Performance by mail.

Annual Management Report of Fund Performance

Mark this box if you would like to receive the Annual Management Report of Fund Performance by mail.

The Fund is relying on the delivery instructions provided by you. If you do not mark a box, or return this proxy, then it will be assumed that you do NOT want to receive the Fund's financial statement or Management Reports of Fund Performance for the upcoming year.



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