



Investment Review Committee of the Pro-Financial Mutual Fund Family

Report to Security Holders for the Year 2008

Dear Securityholder:

The Independent Review Committee ("IRC") for the Pro-Financial Mutual Funds (the "Funds") managed by Pro-Financial Asset Management Inc. (the "Manager") is pleased to provide you with the second annual report to securityholders of the Funds as required under National Instrument 81-107 *Independent Review Committee for Investment Funds*.

The IRC held three meetings in 2008. The mandate of the IRC is to review conflict of interest matters identified and referred to it by the Manager and to give its approval or recommendation, depending on the nature of the conflict of interest matter. A 'conflict of interest matter' is a situation where a reasonable person would consider the Manager or an entity related to the Manager to have an interest that may conflict with the Manager's ability to act in good faith and in the best interests of the Funds. In each instance where a conflict of interest matter is identified and referred to the IRC, the focus of the IRC is to determine if the Manager's proposed action achieves a fair and reasonable result for the Funds. No such conflicts arose during 2008.

At least annually, the IRC also reviews and assesses the adequacy and effectiveness of the Manager's policies and procedures relating to conflict of interest matters in respect of the Funds, and conducts a self-assessment of the IRC's independence, compensation and effectiveness. Upon review, the Manager's current policies and procedures were found to be adequate and effective.

All IRC members look forward to continuing to work with the Manager to ensure that the best interests of the Funds are paramount when the Manager is faced with a conflict of interest matter.

Levi Folk
Chair of the Independent Review Committee

March 27 2009

REPORTING PERIOD

The Independent Review Committee (“IRC”) for the Pro-Financial Fund Family (the “Funds”) managed by Pro-Financial Asset Management Inc. (the “Manager”) was established in May 2007 and held its first meeting on October 30 2007. The information disclosed in this report covers the period beginning January 1 2008 and ending December 31 2008, the financial year-end for the Funds (inclusively, the “Period”).

MEMBERS OF THE IRC

<u>NAME</u>	<u>RESIDENCE</u>	<u>FIRST APPOINTED</u>
Levi Folk Chair)	Toronto	May 1 2007
Fred McCutcheon	Toronto	May 1 2007
David UK	Toronto	May 1 2007

From January 1 2008 to December 31 2008, there were no changes in the composition or membership of the IRC and there were no relationships that may cause a reasonable person to question a member’s independence.

HOLDING OF SECURITIES

Funds

For the Period, the percentage of securities of each class or series of the Funds beneficially owned, directly or indirectly, in aggregate, by all members of the IRC did not exceed 10%.

Manager

The Manager is indirectly wholly-owned by its President and CEO, Stuart McKinnon. No portion of the ownership is held by any member of the IRC.

IRC COMPENSATION

The aggregate compensation paid by the Funds to the IRC for the Period was \$15,000. This amount was allocated among the Funds.

No indemnities were paid to the IRC by the Funds during the Period.

The initial compensation of the IRC was set by the Manager. At least annually, the IRC reviews compensation in a manner consistent with good governance practices, giving consideration to the following factors the IRC considers important:

- The best interests of the Funds;
- The number, nature and complexity of the Funds;
- The nature and extent of the workload of each IRC member, including the commitment of time and energy that is expected from each member;
- Industry best practices, including industry averages and surveys on IRC compensation; and
- The IRC’s most recent annual assessment of its compensation as well as any recommendations from the Manager.

CONFLICT OF INTEREST MATTERS

The IRC is not aware of any instance in which the Manager acted in a conflict of interest matter referred to the IRC for which the IRC did not give a positive recommendation.

The IRC is not aware of any instance in which the Manager acted in a conflict of interest matter but did not meet a condition imposed by the IRC in its recommendation or approval.

The Manager received only positive recommendations and standing instructions with respect to the conflict of interest matters addressed by the following policies. In each case, the standing instructions required the Manager to comply with its related policies and procedures and to report periodically to the IRC.

Positive Recommendations and Standing Instructions:

- Standard of Fairness Policy
- Soft Dollar Policy
- Proxy Voting Policy
- Personal Trading Policy
- Valuation Policy
- Best Execution Policy
- Fees and Expenses Policy
- Market Timing and Short-term Trading Policy
- Code of Conduct Policy

Levi Folk is President of Transmission Media Inc. a company that provides software and data service to Pro-Financial Asset Management Inc. These services represent nominal fees as a percentage of total revenue for Transmission Media Inc and nominal expenses as a percentage of total expenses for Pro Financial. Moreover Mr. Folk has no personal involvement in this relationship.

Fred McCutcheon is an affiliate of GMP Private Client a company that provides trading and execution services to Pro-Financial Asset Management Inc. These services represent nominal fees as a percentage of total revenue for GMP Private Client and nominal expenses as a percentage of total expenses for Pro Financial Asset Management. Fees paid represent the going rate for these fees.

PRO-FINANCIAL MUTUAL FUND FAMILY

Pro FTSE RAFI Canadian Index Fund
Pro FTSE RAFI US Index Fund
Pro FTSE RAFI Global Index Fund
Pro FTSE RAFI Hong Kong China Index Fund
Pro FTSE RAFI Emerging Markets Index Fund
Pro Money Market Fund