Leith Wheeler Balanced Fund

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE
June 30, 2017

Leith Wheeler INVESTMENT COUNSEL LTD. | Quiet Money.

Management Discussion of Fund Performance

Investment Objective and Strategies

To provide investors with a relatively stable, superior long-term rate of return, through a balanced portfolio of common shares and fixed income securities. This Fund invests primarily in Canadian issuers and may invest in foreign securities. The Fund invests in a broad range of companies and is not restricted by capitalization or industry sectors although portfolio diversification is a consideration in the selection of securities for the Fund.

Although Leith Wheeler Investment Counsel Ltd. (the "Manager") will change the investment mix between fixed income and equity securities as opportunities arise, a portion of the Fund will be maintained in each class. The allocation is determined by the Manager, as opportunities arise, although the Fund's equity portion will range between 40% and 75% of its total assets. The maximum invested in foreign securities is not expected to exceed 40% of the net assets of the Fund at the time of investment. The fixed income securities provide lower risk income while the common shares provide an opportunity for capital gains. Investors participate in a professionally managed portfolio in which specific security selection and asset mix decisions will be made by experienced portfolio managers.

Risk

The overall risks of investing in the Fund are as described in the Simplified Prospectus. There were no material changes to the Fund during the year that affected the overall level of risk.

Results of Operations

The Fund's net assets increased by 6.3% in the first half of 2017, rising to $108.7 million from $102.3 million at the end of 2016. Of this change, $3.0 million was attributable to investment gains and $3.4 million of net inflows from purchases.

The Leith Wheeler Balance Fund ended the first half of 2017 in positive territory with Series A of the Fund returning 3.4%, Series B returning 2.8% after fees and expenses and Series F returning 2.9% after fees and expenses. The Balanced Fund's asset mix as at June 30, 2017 was 4.3% Cash and Equivalents, 31.8% Bonds, 2.5% High Yield Bonds, 30.4% Canadian Equities, 15.6% U.S. Equities, and 15.5% International Equities.

Fixed income returns were positive during the first half of 2017 as further credit tightening, particularly in provincial credit spreads, more than offset the rise in short-term interest rates. The Fixed Income component of the Fund outperformed the FTSE TMX Canada Universe Bond Index over this period. This was primarily due to active interest rate management, where the portfolio benefited from its long duration position in April and May when interest rates were declining, and short duration position in June when interest rates were rising. In addition, the portfolio was helped by the overweight in corporate bonds which generated a yield advantage.

Within the corporate bond component, we remain overweight the Financials and Real Estate sectors which we believe continue to offer attractive risk adjusted returns. Weighting to Infrastructure issuers, including Altalink, was trimmed as we found attractive risk-adjusted returns in other areas of the portfolio. In Financials, we modestly diversified away from senior bank deposit notes during the second quarter, into asset-backed security debt and bonds issued by insurance companies.

In provincial government bonds, we shifted further underweight as these bonds remain expensive based on current valuations. Most of this shift was through a reduction in Ontario provincial bonds, while we continued to add to existing overweight exposures in Alberta and Manitoba.

We modestly added to the overweight of National Housing Act mortgage-backed securities (NHA MBS) where valuations continue to look particularly attractive. We also further reduced holdings in Canada Mortgage Bonds (CMB) where valuations are historically elevated, and used these proceeds to fund other corporate and provincial opportunities within the portfolio.

In the first half of 2017, High Yield bonds were added to the Balanced Fund. The High Yield market realized positive returns in the first half of 2017, primarily benefiting from the higher coupon income associated with the asset class. Lower-rated, high yield bonds outperformed year to date.

The High Yield bond component of the Balanced Fund is focused on high quality issues and is a concentrated, liquid portfolio across various sectors. The High Yield Bond component outperformed the Bank of America Merrill Lynch BB-B High Yield Constrained Index (CAD Hedged) in the first six months of 2017 primarily due to superior issue selection. High yield companies from the technology and services sectors were the biggest contributors to performance in the first six months of 2017. Seagate Technology, a data storage company, performed well in the second quarter, despite having modest growth during the first three months of the year. Diebold Nixdorf, an ATM and point of sale service provider, is expected to generate positive free cash flow as the contracts won early in the year are billed in the latter half of the year.

Management Discussion of Fund Performance (cont.)

Results of Operations (cont.)

After a very strong year of performance, the TSX Composite Index provided more modest returns to start 2017. The market was up 2.4% over the first quarter and fell 1.6% over the second quarter, resulting in a return of 0.7% over the first half of the year. The index was led by Consumer Discretionary (+12.2%), Industrials (+11.7%), and Utilities (+10.1%) while Energy (-13.3%) and Materials (-0.7%) were the negatively performing sectors. The poor performance of the Energy and Materials sector was primarily due to weak commodity and oil prices.

The Canadian Equity component of the Balanced Fund underperformed the S&P/TSX Composite during the first six months of 2017, after a very strong period of outperformance in 2016. Among the top contributors to the Canadian Equity performance in the first half of 2017 were BRP Inc. (+34.3%), Brookfield Infrastructure (+20.8%), and Waste Connections (+19.4%). In contrast Western Energy Services (-43.6%), Baytex Energy (-52.0%), and Cardinal Energy (-53.0%) detracted from performance. There were no new holdings added to the portfolio during the first half of 2017 though here were several holdings eliminated including Canadian Western Bank, Equitable Group, ECN Capital, Element Fleet Management, Hudson's Bay, Sleep Country Canada, and Home Capital.

During the first six months of 2017 the S&P 500 was up 5.7%. The U.S. Equity component of the Balanced Fund underperformed the S&P 500 during this time period. The main reason for the underperformance was due to stock selection in the Energy and Information Technology sectors, being overweight the Energy sector, and underweight the Information Technology sector.

Among the top contributors to the portfolio's U.S. Equity performance in the first half of 2017 were Royal Caribbean Cruises, Carnival and Anthem. Fairmount Santrol Holdings and Hess Corp. were the main detractors from performance in the first half of 2017. We added a number of new names to the US Equity component in the first half of 2017, including Kosmos Energy, Lowe's Companies, Newell Brands and Dollar General. Some of the stocks we eliminated during the first half of the year included Fifth Third Bancorp, Reynolds American, Ameriprise Financial, Deer & Co., and Raytheon.

A U.S. Small/Mid-Cap Equity component was added to the Balanced Fund in the first half of the year. The objective of this is to provide income and long-term capital appreciation by primarily investing in equity securities in U.S. small and mid-cap companies.

The U.S. Small/Mid-Cap Equity component performed well in the first half of 2017, outperforming the Russell 2500 index during the same period. Having no exposure in the Energy and Telecommunications sectors helped relative outperformance. However, being overweight in Industrials, underweight in

Information Technology and having zero exposure to Health Care detracted from performance.

CommScope was the one holding added in the first half of the year and there were no names removed from the portfolio.

The International Equity component outperformed the MSCI EAFE Index during the first half of 2017. Global equity markets enjoyed a strong first quarter of 2017 with all regions seeing good gains. Emerging markets were the clear leaders followed by the Eurozone while Japan was the laggard. Deflationary pressures continued to abate with business and consumer confidence continuing to improve. Against this backdrop, the more cyclical stocks led by Technology out performed. Style performance was more balanced on the international stage in the quarter though and some of the defensive sectors such as Consumer Staples also performed well. Oil and Gas was the only negative sector during the quarter as the oil price gave back some of the gains it accrued in 2016. The key sector contributors to the International Equity holdings in the Balanced Fund in the first quarter were Financials and Health Care. Galaxy Entertainment was the best performer. The laggards in the portfolio were focused on the Energy sector.

During the second quarter, International equities performed well with European equities standing out. Confidence levels in Europe are improving with the election of President Macron in France. This follows the Dutch election where the extremist party failed to make a significant impact. Key economic data continues to point to a strengthening recovery in Europe. The key sector contributors to our International Equity portfolio performance were again Financials and Healthcare. Commerzbank was a notable outperformer given its valuation and sensitivity to interest rates. The laggards in the portfolio continued to be focused on the Energy sector, as oil price weakness held the sector back.

There were three names added to the International Equity component of the Balanced Fund in the first half of 2017: Baidu.com, DNB, and Gemalto. There were four holdings eliminated in the first half of the year: China Mobile, Toyota Motor, Carnival, and SK Hynix.

The global economy has grown over the last year at an above-trend rate and unemployment rates globally are now at lows matching the peak of the last expansion. We will continue to closely monitor political and economic developments for signs of any impact on global financial conditions and growth. Going forward, we will continue to apply our value investment principles to security selection and remain focused on identifying companies with attractive valuations, good business models, and solid management teams.

Management Discussion of Fund Performance (cont.)

Recent Developments

The Bank of Canada raised their key interest rate to 0.75% in July 2017. Canadian equity markets were flat in the month of July, while U.S. and international equity markets were positive.

Related Party Transactions

Leith Wheeler Investment Counsel Ltd. (the "Manager") is the manager and portfolio advisor of the Fund and is responsible for the Fund's day-to-day operations. The Fund pays the Manager a management fee as compensation for managing the investment portfolio of the Fund.

As at June 30, 2017, the Leith Wheeler Balanced Fund owns 1,466,262 Series A units of the Leith Wheeler International Equity Plus Fund, 268,291 Series A (CAD Hedged) units of the Leith Wheeler High Yield Bond Fund, and 237,810 Series A units of the Leith Wheeler US Small/Mid Cap Equity Fund, which are funds under common management.

Management Fees

The Manager provides the Fund with investment management services, including fund accounting and unitholder record keeping. In return, the Manager receives a management fee based on the net assets of the Fund, calculated on a daily basis. The annualized management fee for the Series B and Series F units of the Fund are 1.10% and 0.85%, respectively. During the year, the Fund paid the Manager $506,254 for Series B and $6,650 for Series F (exclusive of GST/HST) of its net assets as management fees. The Fund does not reimburse the Manager for operating costs incurred in administering the Fund. The Manager paid all operating expenses except brokerage charges and taxes.

We do not directly or indirectly pay fees, sales commissions or trailing commissions, nor do we provide any non-monetary benefits to registered dealers for distributions of units of the Fund. If a broker charges you a commission or fee, that is a matter between you and the dealer.

Financial Highlights

The Fund's Net Assets Attributable to Holders of Redeemable Units per Unit

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the past six months and for the past five years or for the periods since inception. This information is derived from the Fund's unaudited interim financial statements and audited annual financial statements. The financial information for periods beginning on or after January 1, 2013 is derived from the financial statements prepared in compliance with International Financial Reporting Standards ("IFRS"). For all prior periods, the financial information is presented in accordance with Canadian generally accepted accounting principles "GAAP". The net assets attributable to holders of redeemable units and the net assets attributable to holders of redeemable units per unit may differ from the Net Assets and Net Assets per Unit due to the valuation methodology previously used in determining fair values. An explanation of these differences can be found in the notes to the financial statements.

Series A (*inception September 10, 2015*)	**2017 YTD**	**2016**	**2015**	**2014**	**2013**	**2012**
Net assets attributable to holders of redeemable units - per unit, beginning of year (1) (3)	$24.34	$23.15	$24.03	n/a	n/a	n/a
Increase (decrease) from operations:						
Total revenue	0.30	0.73	0.87	n/a	n/a	n/a
Total expenses	-	-	-	n/a	n/a	n/a
Realized gains (losses) for the year	0.24	1.21	0.70	n/a	n/a	n/a
Unrealized gains (losses) for the year	0.22	0.86	(0.75)	n/a	n/a	n/a
Total increase (decrease) from operations(1)	0.76	2.80	0.82	n/a	n/a	n/a
Distributions:						
From income (excluding dividends)	(0.12)	(0.24)	(0.27)	n/a	n/a	n/a
From dividends	(0.20)	(0.46)	(0.39)	n/a	n/a	n/a
From capital gains	-	(0.89)	(0.67)	n/a	n/a	n/a
Return of capital	-	-	-	n/a	n/a	n/a
Total Annual Distributions(2)	(0.32)	(1.59)	(1.33)	n/a	n/a	n/a
Net assets attributable to holders of redeemable units - per unit, end of year (1)	$24.85	$24.34	$23.15	n/a	n/a	n/a

Series B	**2017 YTD**	**2016**	**2015**	**2014**	**2013**	**2012**
Net assets attributable to holders of redeemable units - per unit, beginning of year (1)	$24.84	$23.59	$24.09	$23.10	$20.14	$23.59
Increase (decrease) from operations:						
Total revenue	0.33	0.74	0.73	0.67	0.60	0.74
Total expenses	(0.10)	(0.22)	(0.20)	(0.21)	(0.19)	(0.22)
Realized gains (losses) for the year	0.27	1.25	0.58	0.88	0.49	1.25
Unrealized gains (losses) for the year	0.24	0.88	(0.62)	0.60	2.60	0.88
Total increase (decrease) from operations(1)	0.74	2.65	0.49	1.94	3.50	2.65
Distributions:						
From income (excluding dividends)	-	-	(0.10)	(0.02)	-	-
From dividends	(0.17)	(0.40)	(0.22)	(0.34)	(0.32)	(0.40)
From capital gains	-	(0.91)	(0.68)	(0.52)	(0.09)	(0.91)
Return of capital	-	-	-	-	-	-
Total Annual Distributions(2)	(0.17)	(1.31)	(1.00)	(0.88)	(0.41)	(1.31)
Net assets attributable to holders of redeemable units - per unit, end of year (1)	$25.37	$24.84	$23.59	$24.09	$23.10	$24.84

Financial Highlights (cont.)

The Fund's Net Assets Attributable to Holders of Redeemable Units per Unit (cont.)

Series F (*inception September 10, 2015*)	2017 YTD	2016	2015	2014	2013	2012
Net assets attributable to holders of redeemable units - per unit, beginning of year (1) (3)	$23.79	$22.66	$24.03	n/a	n/a	n/a
Increase (decrease) from operations:						
Total revenue	0.31	0.82	0.16	n/a	n/a	n/a
Total expenses	(0.10)	(0.21)	(0.04)	n/a	n/a	n/a
Realized gains (losses) for the year	0.26	1.36	0.13	n/a	n/a	n/a
Unrealized gains (losses) for the year	0.23	0.98	(0.14)	n/a	n/a	n/a
Total increase (decrease) from operations(1)	0.70	2.95	0.11	n/a	n/a	n/a
Distributions:						
From income (excluding dividends)	-	(0.03)	(0.42)	n/a	n/a	n/a
From dividends	(0.18)	(0.46)	(0.67)	n/a	n/a	n/a
From capital gains	(0.01)	(0.88)	(0.66)	n/a	n/a	n/a
Return of capital	-	-	-	n/a	n/a	n/a
Total Annual Distributions(2)	(0.19)	(1.37)	(1.75)	n/a	n/a	n/a
Net assets attributable to holders of redeemable units - per unit, end of year (1)	$24.30	$23.79	$22.66	n/a	n/a	n/a

(1) Net assets attributable to holders of redeemable units and distributions are based on the actual number of units outstanding at the relevant time. The increase/decrease from operations is based on the weighted average number of units outstanding over the financial period.

(2) Distributions are reinvested in additional units of the Fund or paid in cash.

(3) From September 10, 2015, inception date of Series A and Series F units of the Fund. Series A and Series F initial net asset value per unit offering commenced at the closing net asset value per unit of Series B on September 10, 2015 of $24.03.

Financial Highlights (cont.)

Ratios and Supplemental Data

Series A (*inception September 10, 2015*)	June 30, 2017	2016	2015	2014	2013	2012
Total net assets attributable to holders of redeemable units - ($000s) [1]	13,577	11,434	9,557	n/a	n/a	n/a
Number of units outstanding (000s) [1]	546	470	413	n/a	n/a	n/a
Management expense ratio(%)[2]	-	-	-	n/a	n/a	n/a
Management expense ratio before waivers or absorptions (%)	-	-	-	n/a	n/a	n/a
Trading expense ratio (%)[3]	0.01	0.04	0.03	n/a	n/a	n/a
Portfolio turnover rate (%)[4]	67.43	75.62	39.65	n/a	n/a	n/a
Net assets attributable to holders of redeemable units per unit ($)	24.85	24.34	23.15	n/a	n/a	n/a

Series B	June 30, 2017	2016	2015	2014	2013	2012
Total net assets attributable to holders of redeemable units - ($000s) [1]	93,474	89,486	80,636	84,799	74,711	57,547
Number of units outstanding (000s) [1]	3,684	3,603	3,418	3,521	3,234	2,858
Management expense ratio(%)[2]	1.16	1.16	1.17	1.17	1.17	1.23
Management expense ratio before waivers or absorptions (%)	1.16	1.16	1.17	1.17	1.17	1.23
Trading expense ratio (%)[3]	0.01	0.04	0.03	0.03	0.04	0.04
Portfolio turnover rate (%)[4]	67.43	75.62	39.65	28.86	29.76	51.64
Net assets attributable to holders of redeemable units per unit ($)	25.37	24.84	23.59	24.09	23.10	20.14

Series F (*inception September 10, 2015*)	June 30, 2017	2016	2015	2014	2013	2012
Total net assets attributable to holders of redeemable units - ($000s) [1]	1,608	1,374	690	n/a	n/a	n/a
Number of units outstanding (000s) [1]	66	58	30	n/a	n/a	n/a
Management expense ratio(%)[2]	0.95	0.95	0.89	n/a	n/a	n/a
Management expense ratio before waivers or absorptions (%)	0.95	0.95	0.89	n/a	n/a	n/a
Trading expense ratio (%)[3]	0.01	0.04	0.03	n/a	n/a	n/a
Portfolio turnover rate (%)[4]	67.43	75.62	39.65	n/a	n/a	n/a
Net assets attributable to holders of redeemable units per unit ($)	24.30	23.79	22.66	n/a	n/a	n/a

(1) This information is provided as at December 31 of the year shown; unless noted otherwise.

(2) Management expense ratio is based on total expenses (excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of the daily average net asset value during the period.

(3) The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net asset value during the period.

(4) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio adviser manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the year. The higher a fund's portfolio turnover rate in a year, the greater the trading costs payable by the fund in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

Past Performance

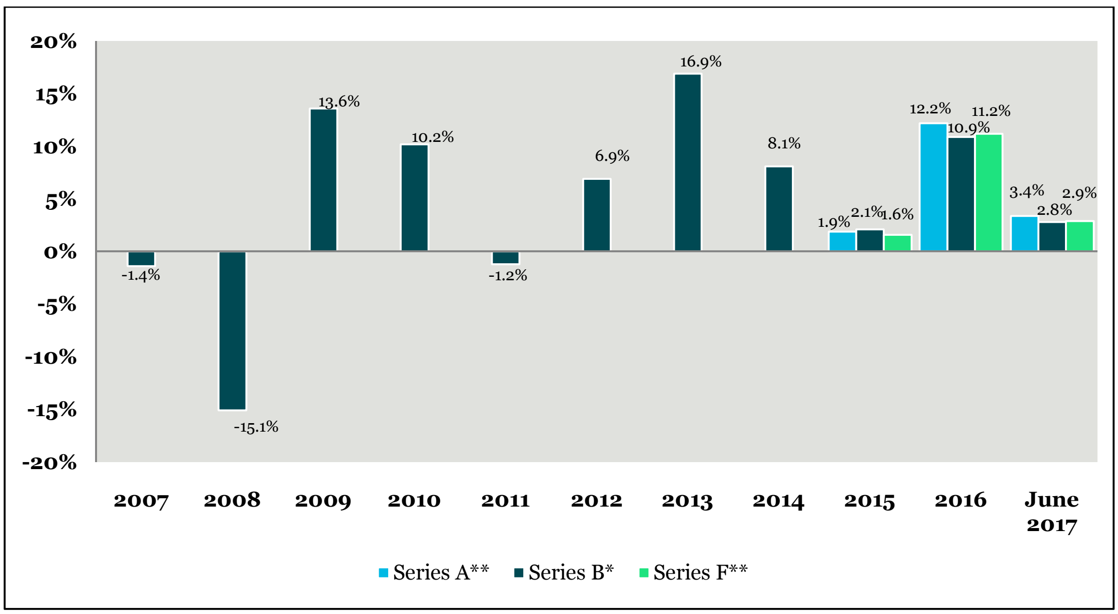
General

The Fund's performance assumes all distributions made by the Fund in the years shown were reinvested in units of the Fund and is based on net asset value per unit. If you hold the Fund outside a Registered Plan, you will be taxed on these distributions.

The performance information does not take into account sales charges, other charges or taxes that, if applicable, would have reduced returns or performance; but includes management fees and other expenses borne directly by the Fund. Past performance does not necessarily indicate how the Fund may perform in the future.

Year-by-Year Returns

The following bar chart shows the Fund's historical return, which changes each year and illustrates how the Fund's performance has changed from year to year. The bar chart shows, in percentage terms, how much an investment made on the first day of each financial year would have grown or decreased by the last day of each year.



** This Series of the Fund was renamed Series B as of August 28, 2015.*

*** Series A and Series F return from inception on September 10, 2015 to December 31, 2015, not annualized.*

Summary of Investment Portfolio

As at June 30, 2017

Top 25 Positions

Issuer	% of Net Asset Value
Leith Wheeler International Equity Plus Fund, Series A	15.5%
Leith Wheeler High Yield Bond Fund (CAD Hedged), Series A	2.5%
Leith Wheeler Small/Mid Cap Equity Fund, Series A	2.4%
Royal Bank of Canada	2.2%
Bank of Nova Scotia	1.9%
Toronto Dominion Bank	1.9%
Canadian National Railway Co.	1.8%
Brookfield Infrastructure Partners LP	1.8%
Toromont Industries Ltd.	1.7%
Canadian Government Bond 3.50% December 1, 2045	1.6%
Saputo Inc.	1.5%
Manulife Financial Corp.	1.2%
Open Text Corp.	1.2%
Province of Newfoundland 1.95% June 02, 2022	1.1%
Brookfield Asset Management Inc	1.1%
Canadian Imperial Bank of Commerce	1.1%
Tourmaline Oil Corp.	1.0%
Waste Connections Inc	1.0%
Constellation Software Inc.	0.9%
Canadian Tire Corp. Ltd. Class A	0.9%
Province of Ontario 2.9% December 02, 2046	0.9%
CI Financial Corp.	0.8%
Canada Housing Trust 1.75% June 15, 2022	0.8%
National Bank of Canada 2.794% August 09, 2018	0.8%
Finning International Inc.	0.8%

The Fund held no short positions as at June 30, 2017.

Portfolio Allocation

Portfolio Breakdown	% of Net Asset Value
Bonds	34.2%
Canadian Equities	30.4%
U.S. Equities	15.2%
International Equities	15.0%
Cash & Other Net Assets	5.2%

The Summary of Investment Portfolio may change due to ongoing portfolio transactions of the Fund and a quarterly update is available at www.leithwheeler.com