



Quiet Money.

**SIMPLIFIED PROSPECTUS
DATED OCTOBER 31, 2016**

Relating to

Series B Units and Series F Units of:

Leith Wheeler U.S. Small/Mid-Cap Equity Fund

No securities regulatory authority has expressed an opinion about these units and it is an offence to claim otherwise.

TABLE OF CONTENTS

| | |
|---|----|
| Introduction..... | 3 |
| What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? | 3 |
| Purchases, Switches and Redemptions | 7 |
| Fees and Expenses | 10 |
| Dealer Compensation..... | 12 |
| Income Tax Considerations for Investors | 12 |
| Distribution Policy for Series B and Series F unitholders | 14 |
| What Are Your Legal Rights? | 14 |
| Specific Information About the Mutual Fund Described in this Document | 15 |
| Specific Information about the Leith Wheeler U.S. Small/Mid-Cap Equity Fund | 17 |

Introduction

This Simplified Prospectus contains selected important information to help you make an informed investment decision and to help you understand your rights. This Simplified Prospectus contains information about the Fund and the risks of investing in mutual funds generally, as well as the names of the firms responsible for the management of the Fund. In this document “we”, “us”, “the Manager” and “Leith Wheeler” refers to Leith Wheeler Investment Counsel Ltd. “The Fund” refers to Leith Wheeler U.S. Small/Mid-Cap Equity Fund.

Additional information about the Fund is available in the following documents:

- the Annual Information Form;
- the most recently filed Fund Facts;
- the most recently filed annual financial statements;
- any interim financial report filed after those annual financial statements;
- the most recently filed annual management report of fund performance; and
- any interim management report of fund performance filed after that annual management report of fund performance.

These documents are incorporated by reference into this Simplified Prospectus, which means that they legally form part of this document just as if they were printed as a part of this document.

You can obtain a copy of these documents, at your request, and at no cost, by calling (604) 683-3391 or toll-free at 888-292-1122 and asking for the Investment Funds Department. These documents are also available by contacting Leith Wheeler Investment Funds Ltd. by e-mail at info@leithwheeler.com, or from your dealer.

These documents and other information about the Funds are available at www.sedar.com or on the Manager’s website at www.leithwheeler.com. We suggest you use the “Company Profiles” module (Investment Funds Groups) on the SEDAR website for easy access.

What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund?

A mutual fund is a pool of investments. When you buy a mutual fund, you are putting your money together with the money of many other investors. A professional manager then invests that money, working to a series of specific objectives, on behalf of the entire group. These investments can include stocks, bonds, debentures, treasury bills and income trusts.

You have certain rights as an investor in the Fund:

- As a unitholder of the Fund, you are entitled to participate rateably with the other holders of units in distributions made by the Fund (except management fee distributions) and on liquidation, in the net assets of the Fund remaining after satisfaction of outstanding liabilities.
- As a unitholder of the Fund, you are entitled to vote at all meetings of the Fund (except where the holders of another series of units are entitled to vote separately as a series) and to one vote for each whole unit you hold.
- A meeting will be called to approve a change in the Manager of the Fund (other than to an affiliate of the Manager), any change in the basis of calculation of a fee or expense charged to the Fund or directly to unitholders, or the introduction of a fee or expense charged to the Fund or directly to

unitholders, in each case that could result in an increase in charges to the Fund or its unitholders, any change in the fundamental objectives of the Fund, any decrease in the frequency of calculating the net asset value of the units or series of units of the Fund and in certain cases where the Fund undertakes a re-organization with or transfers its assets to or acquires assets from another fund.

The benefits of investing in mutual funds are:

- *Experienced management:* the Fund is managed by professionals who are trained, knowledgeable and experienced in analyzing the market, understanding the economy and making important financial decisions on behalf of their clients.
- *Diversity:* While it is hoped that most securities held by the Fund will do well, inevitably some will do poorly. For this reason, every investor should own a variety of securities -- this is called diversification. With a mutual fund, not only does the manager ensure your portfolio is diversified, but the “buying power” of the group usually allows you more diversity than you could afford as a single investor.
- *Freedom:* With mutual funds you are not locked in. You can sell your units by following the redemption procedures (subject to redemption suspensions as outlined at page 6).
- *Record-keeping:* You receive regular statements, tax receipts and financial reports.

The rule of thumb in investing is that the higher the potential return, the higher the risk. When you decide to buy a mutual fund, you will first need to consider how much risk you are comfortable with.

Risk tolerance is not the only factor. You should also consider your age, investment objectives, level of knowledge about investing, and your own special financial circumstances.

Mutual funds own different types of investments, depending upon their investment objectives. The value of these investments changes from day to day, reflecting changes in interest rates, economic conditions, and market and company news. All of these factors will affect the mutual fund’s performance. As a result, the value of a mutual fund’s units may go up and down and the value of your investment in a mutual fund may be more or less when you redeem it than when you purchased it.

The full amount of your investment in the Fund is not guaranteed. Unlike bank accounts or GICs, mutual fund units are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.

Here are some of the common risk factors that may cause the value of the Fund to change.

Currency Risk

Mutual funds that invest in foreign securities buy securities with foreign currency. For example, mutual funds buy U.S. securities using U.S. dollars. Because currencies change in value against each other, it is possible that a change in the exchange rate may reduce, or even eliminate, any increase in the value of these investments. The opposite can also be true, the value of foreign investments may increase because of a change in the exchange rate. Further, the Fund may realize currency gains or losses even though the value of an asset does not increase or decrease when measured in U.S. currency. Movements in exchange rates affect the Canadian dollar value of the Fund’s securities that are priced in non-Canadian dollars. The Fund will also have expenses which are payable in Canadian dollars.

Derivatives Risk

Derivatives may be used to limit or hedge potential losses associated with changes in the value of foreign currencies and changes in interest rates. Derivatives may also be used for non-hedging purposes: to reduce transaction costs; achieve greater liquidity; create effective exposure to financial markets; or increase speed and flexibility in making portfolio changes. The risks of using derivatives include:

- The hedging strategy may not be effective.
- There is no guarantee a liquid market will exist when a mutual fund wants to buy or sell the derivative contract.
- A large percentage of the assets of a mutual fund may be placed on deposit with one or more counterparties as margin, which exposes the underlying mutual fund to the credit risk of those counterparties.
- There is no guarantee that an acceptable counterparty will be willing to enter into the derivative contracts.
- The counterparty to the derivative contract may not be able to meet its obligations.
- The exchanges on which the derivative contracts are traded may set daily trading limits, preventing the fund from closing out a particular contract.
- If an exchange halts trading in any particular derivative contract, a fund may not be able to close out its position in that contract.
- The price of a derivative may not accurately reflect the value of the underlying security or index.

Equity Risk

The price of a security is influenced by the outlook for its underlying business, market activity and the larger economic picture, both locally and globally. When the economy is expanding, the outlook for many companies should be good, and the value of their stocks should rise. The opposite is also true.

Fund-of-Funds Risk

If one mutual fund (a “top fund”) invests in another mutual fund, the risks to the top fund include the risks associated with the securities in which the other mutual fund has invested, in addition to the other risks of the other mutual fund. Accordingly, a top fund takes on the risk of the other mutual fund and its investment portfolio in proportion to the top fund’s investment in the other mutual fund. If the other mutual fund suspends redemptions, the top fund may not be able to value part of its investment portfolio and may be prevented from processing redemption orders.

Interest Rate Risk

Fixed-income securities – including bonds, mortgages, treasury bills and commercial paper – and preferred shares, are interest sensitive investments. Their value tends to move counter to the direction of interest rates. An increase in the level of interest rates is expected to depress the value of these securities. A decline in interest rates is expected to increase their value.

International Market Risk

Funds that invest in foreign countries may face increased risk because the standards of accounting, auditing and financial reporting in these countries may not be as stringent as in Canada and the U.S. Accordingly, portfolio managers may get less complete information on the securities they buy.

There are some political risks to trading in foreign markets. A change of government or a change in the economy can affect markets. Governments may impose exchange controls or devalue currencies. This would restrict the ability of a portfolio manager to withdraw investments. Some foreign stock markets are less liquid and more volatile than the Canadian and U.S. markets. If a market has lower trading volumes, it can restrict the portfolio manager's ability to buy or sell assets. This increases the risk for funds that invest in securities listed only on foreign markets.

Large Unitholder Risk

Where a mutual fund has one or more unitholders owning a significant percentage of the total units of the mutual fund (a "large unitholder"), certain actions by a large unitholder may have an impact on the mutual fund. A large unitholder can influence the outcome of a unitholders' meeting. If a large unitholder withdraws from the mutual fund (by redeeming units), the redemption may force the mutual fund to liquidate some of its portfolio securities in an untimely manner in order to pay the redemption price to the large unitholder. The sale of portfolio securities might trigger capital gains tax for the remaining unitholders. It might also increase the transaction costs which the mutual fund must pay and reduce the net asset value of the fund. Information regarding large unitholders can be found under "Principal Holders of Securities" in the Funds' Annual Information Form.

Liquidity Risk

Some securities may be difficult to buy or sell because they are not well known, are issued by smaller capitalized entities, or are significantly affected by political or economic events. This includes securities traded in emerging markets, which may be more susceptible to these events.

Series Risk

A mutual fund may have more than one series of units. If so, each series has its own fees and certain expenses, which the mutual fund tracks separately. If a mutual fund cannot pay the expenses of one series using that series' proportionate share of the mutual fund's assets, the mutual fund could have to pay expenses out of the other series' proportionate share of the assets, which would lower the investment return of the other series.

Small- and Mid-Capitalization Company Risk

The securities of small- and mid-capitalization companies can be riskier than the securities of larger, more established companies. They often have greater price volatility, lower trading volume, and less liquidity than the securities of larger, more established companies. As a result, the price and liquidity of a smaller company's securities can change significantly in a short period of time. The volatility of the fund's portfolio may increase as a result.

Suspension of Redemptions Risk

Under exceptional circumstances, described under "How to Sell the Funds", a mutual fund may suspend redemptions, which may prevent you from liquidating your investment.

Purchases, Switches and Redemptions

The Fund offers Series A, Series B and Series F units. The Series A units are not offered under this Simplified Prospectus. The difference between Series A, Series B and Series F units relates to the management fee payable to us and the expenses paid by the series. The difference in fees and expenses means that each series will have a different net asset value per unit.

How the Price of Units of a Series of the Funds is Determined

Each series is responsible for its share of the common expenses of the Fund, together with the expenses of the series. The price of each series of the Fund is calculated by taking the proportionate share of a series of the assets of the Fund and subtracting a series' proportionate share of the common liabilities of the Fund. The liabilities of a specific series in respect of fees are then subtracted to determine the net asset value of a series. The price per unit of a series is determined by dividing the net asset value of that series by the number of units held by unitholders of that series of the Fund - this is the net asset value per unit of each series. The Fund's net asset value is determined at 1 p.m. Vancouver time, on each business day (technically, this is called a "Valuation Day").

How to Buy the Fund

If you live in British Columbia, Alberta, Saskatchewan, Manitoba or Ontario, you may purchase Series B units of the Funds in any of the following ways.

In person

Visit Leith Wheeler Investment Funds Ltd.'s offices at Suite 1500, 400 Burrard Street, in Vancouver and you may pick up an application form or drop off a completed form, along with your cheque.

By phone

Call (604) 683-3391 or Leith Wheeler Investment Funds Ltd.'s toll free number at 1-888-292-1122 and ask for the Investment Funds Department.

By mail

Write to Leith Wheeler Investment Funds Ltd. at: Suite 1500, 400 Burrard Street, Vancouver, B.C. V6C 3A6 and request an application form or enclose a completed application form and your cheque.

By fax

Contact Leith Wheeler Investment Funds Ltd. at (604) 683-0323 and request an application form.

Through a registered dealer

You may purchase Series B units of the Fund through registered dealers, although you may be charged a commission by the dealer.

If you live in British Columbia, Alberta, Saskatchewan, Manitoba or Ontario, you may only purchase Series F units of the Fund through a fee-based account at a registered dealer. Since you pay your dealer's firm directly and we pay no commissions or trailing commissions to your dealer's firm, we charge a lower management fee to the Fund in respect of Series F units than we charge for Series B units. In certain cases, however, if you have a fee-based arrangement with your dealer's firm (the amount of which is negotiated between you and your dealer) we may collect your dealer's fee from you on behalf of your dealer's firm. You can only buy Series F units if your dealer's firm and we both approve it and you meet other criteria we have set. Availability of Series F units through your dealer is subject to our terms and conditions. Other

groups of investors may be permitted to purchase Series F units if we incur no distribution costs and it makes sense, in our opinion, for us to charge a lower management fee.

The minimum initial investment is \$25,000 for accounts held directly with Leith Wheeler and \$5,000 if purchased through a third party, such as a registered dealer (subject in each case to waiver at our absolute discretion), which may be invested in the Fund. You can direct that your initial or subsequent investment be invested in the Fund and one or more other funds managed by us so long as they total at least the minimum set out above. The minimum subsequent investment (excluding automatic reinvestment of distributions) in the Fund is \$1,000 (subject to waiver at our absolute discretion).

If we receive and accept your purchase request by 1 p.m. Vancouver time on a Valuation Day, it will be processed as of that date. If we receive your order after that time, we will process it the next Valuation Day.

You must make sure that payment for the total amount of the purchase order and all necessary documents are received by the Manager within three business days after receipt of the order, or your order will be cancelled by redemption of the units of the Fund. If the redemption proceeds are less than the purchase price, you will be responsible for paying this difference. You can pay in cash or, at our discretion, by securities that meet our portfolio standards.

We have the right to accept or reject any purchase order within one business day of receiving it. If we reject your order, we will refund your money immediately.

How to Sell the Funds

Selling your units of the Fund is often described as “redeeming” them. You can do this at any time, without charge.

To request the redemption of some or all of your units in the Fund, deliver to us a written request for redemption addressed to the trustee. We will forward it to the trustee for you. Within 3 business days after we receive your written request, we will send you a cheque for the redemption price, along with a statement confirming the transaction and showing you the remaining balance in your account.

You can redeem units on any Valuation Day at the net asset value per unit of the relevant series of the Fund. If we receive your redemption request before 1:00 p.m. Vancouver time on a Valuation Day the redemption price will be calculated on that day. If your request arrives after that time, the redemption price will be calculated on the next Valuation Day.

Securities regulations allow us to suspend the right to sell (redeem) during any period when normal trading is suspended on any stock exchange, options exchange or futures exchange on which securities are listed or traded, or on which specified derivatives are traded, if those securities or specified derivatives represent more than 50% of the value, or underlying market exposure, of the total assets of the Fund. We may also suspend redemptions, with the consent of appropriate regulatory authorities, if we determine that disposal of assets is not reasonably practical or when the value of the assets of the Fund cannot be fairly determined.

A redemption of units of the Fund is a disposition for income tax purposes and may result in a capital gain or capital loss, which will have tax implications if you hold your units in a non-registered account. See “Income Tax Considerations for Investors” for details.

If you use a registered dealer to redeem units, the dealer may charge you a fee. Please refer to “Fees and Expenses” and “Dealer Compensation”.

Although there is currently no minimum threshold of investment for the Fund, the Manager has the authority to set such a threshold after 60 days' advance notice to unitholders. We may also redeem your units at any time if you become a resident of a foreign jurisdiction where your foreign residency may have negative tax consequences for the Fund.

How to Convert series of the Fund

You can convert from Series A, Series B units and Series F units of the Fund to any other series of units of the Fund. You can only convert to Series A or Series F units if you are an eligible investor for the particular series and meet certain other criteria relating to the particular series we establish from time to time.

Based in part on the administrative practice of the Canada Revenue Agency (the "CRA"), a conversion from one series of units of the Fund to another series of units of the Fund is not considered a disposition for tax purposes and, consequently, does not result in a capital gain or loss to a converting unitholder.

If you use a registered dealer to effect a conversion, you may have to pay a fee to your dealer.

How to Switch the Funds

You may switch between the Fund and another mutual fund managed by us at no charge through us. When we receive your request to switch, we will sell your units of the Fund, and use the proceeds to buy the same series of units of another fund managed by us. We sell and buy such units as described in the previous sections.

The sale of units pursuant to a switch is a disposition for income tax purposes and may result in a capital gain or capital loss, which will have tax implications if you hold your units in a non-registered account. See "Income Tax Considerations for Investors" for details.

If you use a registered dealer to effect this transaction, the dealer may charge you a fee.

Please refer to "Fees and Expenses" and "Dealer Compensation" for additional information.

Short-Term Trading

Mutual funds are typically considered long-term investments. Short-term or excessive trading can negatively affect the investment performance or increase the administrative costs of a fund. Our compliance procedures require that we review client trades periodically. At present, we have not found any occurrences of short-term trading and do not feel we require a short-term trading policy. However, as Manager of the Fund, we have the ability to not accept orders under the provisions set out in National Instrument 81-102 *Mutual Funds* ("NI 81-102"). If in the future we observe that short-term trading is occurring with frequency, we may opt to implement a policy to deal with short-term trading costs.

Optional Services

An investor who wishes to hold units of the Fund in a Registered Plan (defined below) may do so through a self-directed Registered Plan or through: the Leith Wheeler registered retirement savings plan ("Leith Wheeler RSP"); the Leith Wheeler registered retirement income fund ("Leith Wheeler RIF"); or a Leith Wheeler tax-free savings account. There is no charge or administrative fee levied by the Leith Wheeler RSP. There is a \$40 annual administration fee that may be levied by the Leith Wheeler RIF (currently it is not charged).

Fees and Expenses

The Fund is responsible for the payment of the management fee and applicable Canadian sales taxes. Commissions and brokerage fees are paid by the Fund and reflected as transaction costs. The Fund will be responsible for other operating costs, such as unitholder meetings, if incurred.

We may change the management fee of the Fund, or introduce or change the basis of the calculation of any other fee or expense that is charged to the Fund after 60 days' advance notice to unitholders.

The management fees pay for the services of the Manager. The specific services that the Manager provides to the Fund in consideration for the management fees include fund administration, portfolio advisory services, fund distribution, safekeeping and custodial services, fund accounting and valuation, as well as audit and legal services.

The following tables list the fees and expenses you may have to pay if you invest in the Fund. You may have to pay some of these fees and expenses directly. The Fund may have to pay some of these fees and expenses, which will therefore reduce the value of your investment in the Fund.

All amounts payable by the Fund or investors referred to herein (including those listed in the table below) are expressed exclusive of applicable Canadian sales taxes.

Fees and Expenses Payable by the Fund

| | |
|-----------------|--|
| Management Fees | Each series of a Fund has a management fee of a percentage per annum of the net asset value of the series units, calculated daily and payable quarterly. You do not pay these fees directly, as they are paid from the total assets in the Fund. These fees are set out for the Fund on page 19. |
|-----------------|--|

| | |
|--------------------|--|
| Operating Expenses | <ul style="list-style-type: none">• The Fund pays brokerage commissions and taxes.• Some expenses such as interest expense, registrar and transfer agent service charges and unitholder meeting expenses can be reimbursed to the Manager.• The Fund is responsible for all expenses relating to the operation of the Fund, including without limitation interest expense, registrar and transfer agent service charges, accounting (including audit), record keeping and legal fees and expenses, trustee fees, custodian and safekeeping charges, costs of preparing and submitting financial reports to unitholders, unitholder meeting expenses, costs of prospectuses (including translation) and other offering documents, regulatory filing fees (including those incurred by the Manager) and expenses incurred on the merger or termination of the Fund, which may be reimbursed to the Manager or the Trustee, as applicable. We may in some cases, at our sole discretion, absorb a portion of the Fund's operating expenses. Any such absorption, if commenced, may be discontinued at any time in our sole discretion and without notice.• Each series of units, if any, is responsible for its proportionate share of the Fund's common expenses in addition to the expenses of the series.• The Fund is responsible for all fees and expenses of the IRC (see "Organization and Management of the Fund"). As of the date of this Simplified Prospectus, each member of the IRC receives an annual fee of \$5,000 and a fee of \$600 for each meeting attended. Travel and accommodation expenses of the IRC |
|--------------------|--|

members may be reimbursed by the Fund.

The Manager has the discretion to reimburse the Fund for all or part of these fees and expenses, and currently intends to continue to do so. Any such reimbursement by the Manager may be discontinued at any time in the Manager's sole discretion and without notice.

| | |
|---|--|
| <i>Fund of funds</i> | If the Fund invests in securities of another mutual fund, there may be fees and expenses in addition to the fees and expenses payable by the Fund. However there will be no duplication of management fees. No sales fees or redemption fees will be payable by the Fund in respect of the Fund's investment in the other mutual fund. |
| <i>Sales Tax on Management Expense Ratio</i> | The Fund is generally required to pay Goods and Services Tax ("GST") and Harmonized Sales Tax ("HST") on management fees and operating expenses. The rate of GST/HST that ultimately applies to the management fees and operating expenses paid during a year for each series of the Fund is determined based on the residence for tax purposes of the investors of the particular series in the Fund. Changes in existing GST/HST rates, the adoption of HST by additional provinces and changes in the breakdown of the residence of a Fund's investors may have an impact on GST/HST incurred by the Fund year over year. |

Fees and Expenses Payable Directly by You

| | |
|---|--|
| Sales Charges | None (unless you use a dealer who charges you a fee) |
| Switch Fees | None (unless you use a dealer who charges you a fee) |
| Conversion Fees | None (unless you use a dealer who charges you a fee) |
| Redemption Fees | None (unless you use a dealer who charges you a fee) |
| Registered Plan Fees | \$40 per year for the Leith Wheeler RIF |
| Representative Firm's Fee-based Account Fee | You may only purchase Series F units of the Fund through a fee-based account at a registered dealer (the amount of which fee is negotiated between you and your dealer). We may collect this fee from you on behalf of your dealer's firm. |
| Other Fees and Expenses | Account fee of \$25 per year may be charged for accounts with less than \$25,000 |

The Manager may, in its sole discretion, agree to charge a reduced management fee as compared to the fee that the Manager otherwise would be entitled to charge the Fund with respect to investments in the Fund by certain unitholders. An amount equal to the difference between the management fee otherwise chargeable and the reduced fee payable by the Fund will be distributed by the Fund to affected unitholders as management fee distributions. The rate of management fee distributions may be negotiated by investors with the Manager, on a case by case basis. The timing of payment or reinvestment is also negotiated with such investors. The tax consequences of management fee distributions made by the Fund generally will be borne by the unitholders receiving these distributions. Management fee distributions will be paid first out of net income and net realized capital gains of the Fund and then out of capital. The tax

consequences of receiving a management fee distribution are discussed under the section entitled, “Certain Canadian Federal Income Tax Considerations - Taxation of Unitholders” in the Annual Information Form of the Fund.

Dealer Compensation

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. In certain cases, however, if you have a fee-based arrangement with your dealer’s firm (the amount of which is negotiated between you and your dealer) we may collect your dealer’s fee from you on behalf of your dealer’s firm.

Income Tax Considerations for Investors

This section is a general overview of how Canadian federal income taxes can apply to your investment. It assumes that you are a Canadian resident individual (other than a trust) and that you hold your Series B or Series F units of the Fund as capital property.

For a more complete discussion of income tax matters, refer to the Annual Information Form of the Fund.

Everyone’s tax situation is different. You should consult your tax advisor about your own circumstances.

When you earn income

If you hold units of the Fund, you earn income on your investment when:

- the Fund pays a distribution out of its net income or net realized capital gains, and/or
- you redeem or switch your units of the Fund and realize a capital gain.

Units held in non-registered accounts

Each year, the Fund is expected to distribute its net income and net realized capital gains for tax purposes to such an extent that it is not itself liable for ordinary income tax under the *Income Tax Act* (Canada) (the “Tax Act”). You must report your portion of the Fund’s net income and net realized taxable capital gains that is paid or payable to you in the particular year when calculating your taxable income. You must include these earnings in your taxable income whether you receive them as cash or whether we reinvest them for you in the Fund. If your distributions from the Fund during a year are greater than your share of the Fund’s net income and net realized capital gains, the excess will be a return of capital. Such excess will not be subject to tax but will reduce the adjusted cost base of your units of the Fund.

You must also take into account in computing your taxable income any capital gains you realize on a redemption or other disposition of units of the Fund. Switching between the Fund and another fund managed by us is a disposition for income tax purposes.

Your capital gain or loss for tax purposes on a redemption (or a switch) of units of the Fund, is the difference between the amount you receive for the redemption (or the value of the units switched) and the “adjusted cost base” of the units and any reasonable costs of disposition. The total adjusted cost base of your units of the Fund will generally be equal to the total of all amounts paid to purchase your units plus the amount of any reinvested distributions less non-taxable amounts such as a return of capital component of distributions and the adjusted cost base of units you have previously redeemed. The adjusted cost base per unit of the Fund is determined by dividing the total adjusted cost base of your units by the number of such units that you own in the Fund. The adjusted cost is determined separately for each series of units of the Fund owned by an investor.

You should keep a record of the adjusted cost base of your units so that you will be able to calculate your capital gain or loss for tax purposes when necessary. However, we will also provide you with an adjusted cost base for each account upon redemption.

Buying units late in the year

The net asset value per unit of the Fund may include income and capital gains that the Fund has earned, but not yet realized (in the case of capital gains) and/or paid out as a distribution. If you buy units of the Fund just before it makes a distribution, you will be taxed on that distribution. You may have to pay tax on income or capital gains the Fund earned before you owned units of the Fund. For example, if the Fund distributes its net income plus net realized capital gains in December and you bought units of the Fund late in that year, you will have a taxable income inclusion for the net income and net realized capital gains distributed to you even if the Fund earned it earlier in the year before you bought units of the Fund.

Enhanced Tax Information Reporting

The Fund is a “Reporting Canadian financial institution” for purposes of the Canada-United States Enhanced Tax Information Exchange Agreement (the “IGA”) and Part XVIII of the Tax Act, and intends to satisfy its obligations under Canadian law for enhanced tax reporting to the CRA. As a result of such status, certain unitholders may be requested to provide information to the Fund or their registered dealer relating to their citizenship, residency and, if applicable, a U.S. federal tax identification number (“TIN”) or such information relating to the controlling person(s) in the case of certain entities. If a unitholder or any of the controlling person(s) in the case of certain entities is identified as a U.S. taxpayer (including a U.S. citizen who is a resident in Canada) or if the unitholder does not provide the requested information, the IGA and Part XVIII of the Tax Act will generally require information about the unitholder’s investment in the Fund to be reported to the CRA, unless the investment is held in a Registered Plan. The CRA will then exchange the information with the U.S. Internal Revenue Service pursuant to the provisions of the Canada-U.S. Income Tax Treaty.

On April 15, 2016, the Minister of Finance (Canada) released for consultation proposed amendments to the Tax Act to implement the Organization for Economic Cooperation and Development Common Reporting Standard (the “CRS Proposals”). Pursuant to the CRS Proposals, the Fund will be required to have procedures in place to identify accounts held by residents of countries other than Canada or the United States or by certain entities, their “controlling persons” of which are resident in those countries. Such information will be exchanged on a reciprocal, bilateral basis with countries that have agreed to bilateral information exchange with Canada under the Common Reporting Standard. Under the CRS Proposals, after June 30, 2017, unitholders will be required to provide certain information regarding their investment in the Funds for the purpose of such information exchange (which information exchange is expected to occur beginning in May 2018), unless the investment is held in a Registered Plan.

Units held in Registered Plans

If you hold units of the Fund in a Registered Plan, you pay no tax on the income earned from, or capital gains realized in respect of redemptions or switches of the units as long as they remain in the Registered Plan. Withdrawals from Registered Plans (other than withdrawals from a TFSA and certain permitted withdrawals from an RESP or RDSP) are generally subject to tax.

Portfolio Turnover Rate

Portfolio turnover is a measure of how frequently assets within a mutual fund are bought and sold by the portfolio manager. The higher the portfolio turnover rate, the higher the trading costs the Fund pays and

(assuming the investments have appreciated) the greater the chance that you may receive a taxable distribution in the year if you hold units of the Fund outside of a Registered Plan.

Distribution Policy for Series B and Series F unitholders

The Series B and Series F units of the Fund are each entitled to a portion of the amount to be credited or distributed by the Fund equal to the particular series units' share of the adjusted net income of the Fund, less management fee distributions and expenses of the Fund attributable to the particular series units. Adjusted net income is the Fund's net income adjusted for series expenses. As a result, the amount of credits or distributions per Series B or Series F unit of the Fund may be different than the amount of credits or distributions per unit of other series of the Fund.

What Are Your Legal Rights?

Securities legislation in some provinces gives you the right to withdraw from an agreement to buy mutual funds within two business days of receiving the Simplified Prospectus or Fund Facts, or to cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund units and get your money back, or to make a claim for damages, if the Simplified Prospectus, Annual Information Form, Fund Facts or financial statements misrepresent any facts about the Fund. These rights must usually be exercised within certain time limits.

For more information, refer to the securities legislation of your province or consult your lawyer.

Specific Information About the Mutual Fund Described in this Document

On the following pages, you will find a detailed description of the Fund to help you make your investment decision. Here is what each section of the Fund description covers:

Fund Details

This section sets out what type of fund it is, when it was established and whether it is eligible for RRSPs and other Registered Plans. This section also shows the management fee as a percentage of net asset value of the Fund. You may pay a lower management fee if you invest a large amount in the Fund and the Manager agrees to charge you a reduced management fee.

What Does the Fund Invest In?

“Investment Objectives” sets out the goals of the Fund and details about the kinds of securities in which the Fund invests. The Fund may also hold cash.

“Investment Strategies” explains how the portfolio manager tries to achieve the Fund’s objectives. The Fund follows the standard investment restrictions and practices established by Canadian securities regulators.

What are the Risks of Investing in the Fund?

This section describes the specific risks of investing in the Fund. Additional general information about the risks is set out in “What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund?”.

Who Should Invest in This Fund?

This section describes the kind of investor the Fund may be suitable for and how the Fund could fit into a portfolio. When choosing to invest in the Fund, consider what you are expecting from your investments, how long you are planning to invest for, and how much risk you are willing to accept.

Investment Risk Classification Methodology

A risk classification rating is assigned to the Fund to help you determine whether the Fund is an appropriate investment for you. The Fund is assigned a risk rating in one of the following categories: low, low to medium, medium, medium to high, or high risk. The investment risk rating for the Fund is reviewed at least annually and when there is a material change, if any, in the Fund’s investment objective or investment strategies.

The methodology used to determine the risk ratings of the Fund for purposes of disclosure in this Simplified Prospectus is the methodology recommended by the Fund Risk Classification Task Force of the Investment Funds Institute of Canada. The Task Force concluded that the most comprehensive, easily understood form of risk disclosure in this context is historical volatility risk, as measured by the standard deviation of fund performance. However, the Task Force recognizes that other types of risk, both measurable and non-measurable, may exist and reminds you that historical performance may not be indicative of future returns and historical volatility may not be indicative of future volatility. In addition to using the methodology recommended by the Task Force, we may take into account other qualitative factors in making our final determination of each Fund’s risk rating.

You may obtain a copy of the methodology by contacting Leith Wheeler at 1-888-292-1122 or by e-mail at info@leithwheeler.com.

Distribution Policy

This section describes how often you will receive payments of income and capital gains from the Fund and whether distributions are reinvested in units of the Fund. You will find more information about distributions in the Fund's financial statements.

Fund Expenses Indirectly Borne by Investors

This section sets out a hypothetical example to help you compare the indirect cost of investing in the Fund with the indirect cost of investing in other mutual funds. These costs are paid out of the Fund's assets. While you don't pay them directly, they have the effect of lowering the Fund's returns. See "Fees and Expenses" for more information about the cost of investing in the Fund.

Some Special Terms

While we have made the Fund descriptions easy to understand, you will come across a few investment terms. Here's what they mean:

| | |
|--------------------------------|---|
| Capital gain | The amount an investment has risen in value since you bought it if you hold the investment as capital property. It is called a realized capital gain when you sell or otherwise dispose of the investment for more than your adjusted cost base. |
| Capital loss | The amount an investment has fallen in value since you bought it if you hold the investment as capital property. It is called a realized capital loss when you sell or otherwise dispose of the investment for less than your adjusted cost base. |
| Fixed-income securities | Investments that pay a fixed rate of interest - usually corporate or government bonds. |
| Liquidity | How easy it is to buy or sell a security without significantly impacting the market price. The easier it is, the more liquid the investment. |
| Net Investment Income | Interest and dividend income earned from investments after deducting all expenses. |
| Registered Plans | Trusts governed by registered retirement savings plans (RRSPs), registered retirement income funds (RRIFs), tax-free savings accounts (TFSA), deferred profit sharing plans (DPSPs), registered education savings plans (RESPs) and/or registered disability savings plans (RDSPs). |

Specific Information about the Leith Wheeler U.S. Small/Mid-Cap Equity Fund

Organization and Management of the Fund

| | | |
|-----------------------|---|--|
| Manager | The Manager is responsible for the day-to-day management of the operations of the Fund. The Manager calculates net asset value, manages the investment portfolio and makes investment decisions and brokerage arrangements relating to the purchase and sale of investments. It has a duty to act in the best interest of the Fund and the unitholders of the Fund as a whole. | Leith Wheeler Investment Counsel Ltd. 1500 – 400 Burrard Street Vancouver, B.C. V6C 3A6 |
| Trustee | The trustee holds title to the securities owned by the Fund. It has a duty to act in the best interest of the Fund and the unitholders of the Fund as a whole. The trustee is responsible for record keeping and for issuing units to subscribers upon acceptance of the subscriptions by the Manager. The trustee is independent of the Manager. | CIBC Mellon Trust Company Vancouver, B.C. |
| Portfolio Adviser | The portfolio adviser provides investment analysis and recommendations on the investment portfolio of the Fund. Certain of our employees manage the investment portfolio of the Fund, and we are ultimately responsible for the decisions they make. The portfolio adviser may hire portfolio sub-advisers from time to time to provide investment advice and portfolio management services for the Fund. The portfolio sub-advisers are identified in the “Fund Details” section for the Fund. | Leith Wheeler Investment Counsel Ltd. Vancouver, B.C. |
| Principal Distributor | The principal distributor markets and distributes the units of the Fund directly and through registered dealers and brokers. | Leith Wheeler Investment Funds Ltd. Vancouver, B.C. |
| Custodian | The custodian holds the Fund’s cash and securities. The custodian is independent of the Manager. | CIBC Mellon Trust Company Toronto, Ontario |
| Registrar | The registrar keeps a register of the owners of units for the Fund, processes orders, and issues tax statements to unitholders. The registrar is independent of the Manager. | CIBC Mellon Trust Company Toronto, Ontario |
| Auditors | The auditors issue their opinion on the Fund’s annual financial statements. The auditor is independent of the Trustee and the Manager. Although the approval of unitholders will not be obtained before making a change to the auditor of the Fund, unitholders will be | KPMG LLP Chartered Professional Accountants Vancouver, B.C. |

sent a written notice at least 60 days before the effective date of such a change.

Independent
Review Committee

The Manager has established an independent review committee (“IRC”) for the Fund to review conflict of interest matters brought to it by the Manager as required by National Instrument 81-107 *Independent Review Committee for Investment Funds*. The IRC is composed of 3 members, each of whom is independent of Leith Wheeler and its affiliates. At least annually, the IRC will prepare a report of its activities for unitholders. The reports of the IRC will be available free of charge from the Manager on request by contacting the Manager at 1-888-292-1122 and will be posted on the Manager’s website at www.leithwheeler.com or at www.sedar.com. The report of the IRC will be available on or about March 31 each year. Additional information about the IRC, including the names of its members, is available in the Fund’s Annual Information Form.

About the Manager

Leith Wheeler Investment Counsel Ltd., the Manager of the Funds, was incorporated in 1982 and is an independent company whose sole business is the management of client assets. We manage approximately \$17 billion of assets for mutual funds and for a broad range of other clients, including corporations, unions, charitable organizations and individuals. We are registered as a portfolio manager and exempt market dealer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Newfoundland and Labrador and the Yukon and as an investment fund manager in British Columbia, Ontario, Quebec and Newfoundland and Labrador.

We also act as investment adviser and portfolio manager of discretionary accounts. If the availability of any particular security is limited and such security is in keeping with the investment objectives of the Fund and the discretionary accounts, such securities will be allocated on a pro rata or other equitable basis, at our discretion. We will consider the securities currently held in the portfolios, the relative size and rate of growth of the portfolios and other relevant factors.

To the extent that the Fund holds units of another mutual fund managed by us (or an affiliate) we will not vote the proxies in connection with the Fund’s holding of the other mutual fund. Under certain circumstances, we may arrange to send proxies to unitholders of the Fund so that unitholders of the Fund can direct the voting of proxies of the other mutual fund.

Fund Details

| | |
|------------------------------|---|
| Fund Name: | Leith Wheeler U.S. Small/Mid-Cap Equity Fund |
| Type of Fund: | U.S. Small and Mid-cap Equity fund |
| Date Started: | Series B: October 31, 2016 Series F: October 31, 2016 |
| Securities Offered: | Series B, and F units of a mutual fund trust |
| Registered Plan Eligibility: | Qualified investment for RRSPs and other Registered Plans |
| Management and Other Fees: | Series B 1.25% per annum of the net asset value of the Series B units, calculated daily and payable quarterly. Series F: 0.95% per annum of the net asset value of the Series F units, calculated daily and payable quarterly. We can increase these fees after 60 days' advance notice to the holders of the applicable series of units. |

What Does the Fund Invest In?

Investment Objectives

To provide income and long-term capital appreciation by primarily investing in equity securities of U.S. listed companies.

We will not change the fundamental investment objectives of the Fund without the consent of unitholders (either by written consent of holders of at least 50% of the outstanding units, or by majority vote at a meeting of unitholders).

Investment Strategies

The Fund seeks to provide investors with superior long term investment returns by investing primarily in a broad range of small and mid-capitalization U.S. companies.

The Fund is not restricted by industry sector, although portfolio diversification is a consideration in the selection of securities of the Fund. Under normal circumstances, the Fund will invest at least 5 industry sectors.

Under normal circumstances, the Fund will invest at least 60% of its assets in equity securities of small and mid-capitalization companies.

The Fund is not limited to buying small or mid-cap companies. The Fund may purchase securities, or retain securities that it already has purchased, even if the securities are outside the Fund's typical range of market capitalizations.

Under normal circumstances, at least 80% of the assets of the Fund will be invested in equities.

In some market conditions, the Fund may invest a portion of its assets in short-term or other debt securities.

From time to time we may purchase units of other mutual funds, including Leith Wheeler funds, for the portfolio of this Fund, so long as those purchases comply with the other investment restrictions that govern this Fund. The adjustments that will be made to avoid duplication of management fees are discussed under “Fees and Expenses”.

The Fund is permitted to acquire derivatives and may acquire foreign exchange derivatives (foreign exchange rates, contracts, options, or futures contracts) for hedging purposes, as permitted by Canadian securities regulators.

We can change our investment strategies for this Fund from time to time.

What are the Risks of Investing in the Fund?

The value of the Fund is affected by movement of the stock market and general economic trends in the United States as well as by changes in exchange rates. This may involve the following risks, which we explain on pages 4 through 6:

- currency risk
- derivatives risk
- equity risk
- fund-of-fund risk
- interest rate risk
- international market risk
- large unitholder risk
- liquidity risk
- series risk
- small- and mid-capitalization company risk
- suspension of redemptions risk

Please see “Investment Risk Classification Methodology” on page 15 for a description of how we determined the classification of this Fund’s risk rating.

Who should invest in this Fund?

Consider this Fund if:

- you have a long-term time horizon
- you wish to have foreign exposure by investing in small and mid-capitalization U.S. companies
- you are comfortable with medium-high investment risk

Distribution Policy

The Fund will endeavour to make distributions quarterly (March, June, September and December), in an amount which equals, to the extent possible, the net investment income on securities which make up the investment portfolio of the Fund. The Trustee and the Manager can elect more frequent distributions. Currently, the Manager has determined to make additional distributions so that distributions will be made monthly. Distributions from the Fund are reinvested in additional units of the Fund unless you tell us in writing, at least 10 business days before a distribution date, that you prefer cash. All net investment income from distributions on securities held by the Fund and net realized capital gains are distributed in December each year, except for some amounts we elect to retain in the Fund for tax reasons.

Fund expenses indirectly borne by investors

This information is not applicable as the Series B and Series F units of the Fund have not been issued as at the date of this Simplified Prospectus.

LEITH WHEELER U.S. SMALL/MID-CAP EQUITY FUND

Additional information about the Fund is available in the Fund's Annual Information Form, Fund Facts, management report of fund performance and financial statements. These documents are incorporated by reference into this Simplified Prospectus, which means that they legally form part of this document just as if they were printed as a part of this document.

You can get a copy of these documents, at your request, and at no cost, by calling 1-888-292-1122, from your dealer or by e-mail at info@leithwheeler.com.

These documents and other information about the Fund, such as information circulars and material contracts, are also available on the Manager's website at www.leithwheeler.com or at www.sedar.com.

Leith Wheeler Investment Counsel Ltd.
1500, 400 Burrard Street
Vancouver, B.C.
V6C 3A6

(604) 683-3391