

Leith Wheeler Balanced Fund

REVISED ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE
December 31, 2023



Note: This revised annual management report of fund performance is being filed to reflect the correct portfolio turnover rate of the Fund as of December 31, 2023. The previous portfolio turnover rate was overstated due to the inclusion of portfolio securities having a remaining term to maturity on the date of acquisition by the Fund of one year or less in the calculation. These should have been excluded.

This annual management report of fund performance contains financial highlights, but does not contain complete annual financial statements of the investment fund. You can get a copy of the annual financial statements at your request, and at no cost, by calling 1-888-292-1122, by writing to us at 1500 – 400 Burrard Street, Vancouver, BC V6C 3A6 or by visiting our website at www.leithwheeler.com or SEDAR at www.sedar.com.

Securityholders may also contact us using one of these methods to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.

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 1.3% in 2023 to \$242.7 million from \$239.7 million at the end of 2022. Of this change, \$24.4 million was attributable to positive investment performance and \$21.4 million of net outflows from unitholders.

For the year ended December 31, 2023, the Balanced Fund Series A increased +10.9% before fees and Series F increased +9.9% after fees and expenses.

The year started off on a positive note for markets but volatility returned with two significant events in early March. The first was crypto-focused bank Silvergate Capital announcing that it was shutting down its operations. The second was Silicon Valley Bank (“SVB”) coming to market to raise capital after it had been forced to sell a large portion of their available-for-sale securities at a loss. This triggered panic in the US financial system, which put other regional banks under pressure and ultimately led to the demise of SVB. Even with the pullback in March, markets still experienced a positive quarter with the S&P/TSX Composite Index increasing +4.9% and the S&P 500 and MSCI EAFE indices rising +7.3% and +8.2%, respectively. Fixed Income portfolio returns were also positive with the FTSE Canada Universe Bond Index up +3.2% as yields declined slightly during the quarter.

The second quarter of 2023 ended with most markets around the globe higher than where they started. A late rally in June pushed Canadian and International indices into positive territory, while the US market was propelled higher by the large technology companies that drove performance in the first quarter. It is remarkable that an index as large as the S&P 500 is now dominated by a handful of companies. In fact, Facebook (Meta), Apple, Amazon, Netflix, Google (Alphabet), Microsoft, NVIDIA, and Tesla accounted for over 80% of the index returns year-to-date ending June 2023. If you removed these companies from the S&P 500, the index would have been up just over +2.5% rather than +14.1% (in Canadian dollars). Against this backdrop, our US portfolios struggled to keep pace with the market, but our Canadian and non-North American portfolios performed well against their respective benchmarks through the end of the second quarter. Bond prices fell during the quarter as interest rates increased with inflation remaining top of mind for investors.

During the third quarter, a pullback in late September resulted in market declines during the quarter as inflation remained top of mind for investors. The S&P/TSX Composite, S&P 500 and MSCI EAFE indices fell -2.2%, -0.9% & -1.7% respectively during the third quarter. The Canadian Bond market was also weaker as yields increased. Headline inflation in Canada moved back up to 4% year-over-year in August driven in part by increases in gas prices, with oil prices rising alongside a cutback in oil production globally. Core inflation in Canada also continued to be sticky with the latest print showing a lack of downward momentum. Against this backdrop, the yield of the FTSE Canada Bond Universe increased from 4.4% to 5% by the end of the quarter, levels not seen for over 15 years.

This past year ended up being a strong one for markets as evidence of easing inflationary pressures emerged in the fourth quarter. The S&P/TSX Composite, S&P 500 and MSCI EAFE indices climbed +11.8%, +23.6%, and +15.7%, respectively, during the year (all figures C\$). The Canadian bond market also increased +6.7% as yields declined. We witnessed consecutive months in October and November where inflation in Canada hovered just over 3%, marking significant progress. The year provided another reminder of how important it is to not overreact to short-term factors and to maintain a long-term perspective given the volatility experienced during the year.

Given our disciplined approach, we remain excited about the opportunities in the Fund regardless of what happens to the economy in the near term. We continue to own and look for companies that we believe are trading at prices significantly less than they are worth. We also

Management Discussion of Fund Performance (cont.)

Results of Operations (cont.)

believe fixed income markets look more compelling than they have for well over a decade given current yields. Although inflation will remain a significant challenge going forward, we feel our portfolios are well positioned in the current market environment.

Recent Developments

In January 2024, equity indices increased, while the bond index decreased: S&P/TSX Composite Index (+0.6%); S&P 500 (C\$) (+3.1%), MSCI EAFE – Net Index (C\$) (+2.0%); and FTSE Canada Universe Bond Index (-1.4%).

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.

In addition, effective November 1, 2023, the Fund pays a fixed administration fee and in exchange the Manager pays certain operating expenses of the Fund. These expenses include, but are not limited to: annual fees, normal course meeting fees and reimbursement of normal course expenses for members of the IRC; accounting and fund valuation costs; custody fees; audit and legal fees; and the costs of preparing and distributing annual and interim financial reports, prospectuses, fund facts documents and investor communications.

As at December 31, 2023, the Fund owned 2,833,878 Series A units of the Leith Wheeler International Equity Plus Fund, 481,042 Series A units of the Leith Wheeler U.S. Small/Mid-Cap Equity Fund, and 688,689 Series A units of the Leith Wheeler Multi Credit Fund, which are funds under common management.

Management Fees and Administration Fees

Management fees and administration fees of each series of the Fund are payable to the Manager and calculated at the following annual percentages, before GST/HST, of the daily NAV of each series of the Fund. Administration fees became effective November 1, 2023.

Fee	Series A	Series B	Series F
Management Fees	*	1.10 %	0.85 %
Administration Fees	0.02 %	0.10 %	0.10 %

* Series A unitholders pay a negotiated management fee

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 five years or for the periods since inception. This information is derived from the Fund's audited annual financial statements.

Series A	2023	2022	2021	2020	2019
Net assets attributable to holders of redeemable units - per unit, beginning of year ⁽¹⁾	\$27.16	\$29.56	\$27.21	\$26.16	\$23.81
Increase (decrease) from operations:					
Total revenue	0.98	0.65	0.96	0.78	0.83
Total expenses	(0.05)	-	-	-	-
Realized gains (losses) for the year	0.40	0.10	1.13	0.30	0.43
Unrealized gains (losses) for the year	1.61	(1.78)	1.84	0.91	2.01
Total increase (decrease) from operations ⁽¹⁾	2.94	(1.03)	3.93	1.99	3.27
Distributions:					
From income (excluding dividends) ⁽⁴⁾	(0.71)	(0.32)	(0.25)	(0.22)	(0.19)
From dividends	(0.24)	(0.63)	(0.50)	(0.52)	(0.49)
From capital gains	(0.01)	-	(0.82)	(0.05)	(0.18)
Return of capital	-	-	-	-	-
Total Annual Distributions ⁽²⁾	(0.96)	(0.95)	(1.57)	(0.79)	(0.86)
Net assets attributable to holders of redeemable units - per unit, end of year ⁽¹⁾	\$29.12	\$27.16	\$29.56	\$27.21	\$26.16

Series B⁽³⁾	2023	2022	2021	2020	2019
Net assets attributable to holders of redeemable units - per unit, beginning of year ⁽¹⁾	\$28.12	\$30.28	\$27.91	\$26.81	\$24.37
Increase (decrease) from operations:					
Total revenue	1.02	1.38	0.99	0.76	0.84
Total expenses	(0.05)	(0.20)	(0.24)	(0.30)	(0.28)
Realized gains (losses) for the year	0.42	0.21	1.16	0.30	0.43
Unrealized gains (losses) for the year	0.68	(3.79)	1.86	0.88	2.03
Total increase (decrease) from operations ⁽¹⁾	2.06	(2.40)	3.77	1.64	3.02
Distributions:					
From income (excluding dividends) ⁽⁴⁾	(0.17)	-	-	-	-
From dividends	(0.14)	(0.18)	(0.46)	(0.45)	(0.36)
From capital gains	-	-	(0.84)	(0.05)	(0.18)
Return of capital	-	-	-	-	-
Total Annual Distributions ⁽²⁾	(0.31)	(0.18)	(1.30)	(0.50)	(0.54)
Net assets attributable to holders of redeemable units - per unit, end of year ⁽¹⁾	-	\$28.12	\$30.28	\$27.91	\$26.81

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

Series F	2023	2022	2021	2020	2019
Net assets attributable to holders of redeemable units - per unit, beginning of year ⁽¹⁾	\$26.61	\$28.88	\$26.56	\$25.43	\$23.08
Increase (decrease) from operations:					
Total revenue	0.96	0.81	0.95	0.61	0.79
Total expenses	(0.05)	(0.25)	(0.26)	(0.24)	(0.20)
Realized gains (losses) for the year	0.39	0.13	1.11	0.24	0.41
Unrealized gains (losses) for the year	1.69	(2.23)	1.79	0.70	1.94
Total increase (decrease) from operations ⁽¹⁾	2.99	(1.54)	3.59	1.31	2.94
Distributions:					
From income (excluding dividends) ⁽³⁾	(0.59)	(0.05)	-	-	-
From dividends	(0.21)	(0.32)	(0.44)	(0.39)	(0.36)
From capital gains	(0.19)	-	(0.80)	(0.05)	(0.17)
Return of capital	(0.01)	-	-	-	-
Total Annual Distributions ⁽²⁾	(1.00)	(0.37)	(1.24)	(0.44)	(0.53)
Net assets attributable to holders of redeemable units - per unit, end of year ⁽¹⁾	\$28.21	\$26.61	\$28.88	\$26.56	\$25.43

(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) Effective October 18, 2023, Series B has been discontinued as there are no unitholders.

(4) Effective 2023, distributions per unit for income derived from foreign countries, including foreign dividends, is included in "from income".

Financial Highlights (cont.)

Ratios and Supplemental Data

Series A	2023	2022	2021	2020	2019
Total net assets attributable to holders of redeemable units (\$000s) ⁽¹⁾	233,381	167,796	140,981	126,739	118,828
Number of units outstanding (000s) ⁽¹⁾	8,016	6,178	4,770	4,657	4,542
Management expense ratio (%) ⁽²⁾	-	-	-	-	-
Management expense ratio before waivers or absorptions (%)	-	-	-	-	-
Trading expense ratio (%) ⁽³⁾	0.01	0.01	0.02	0.03	0.04
Portfolio turnover rate (%) ⁽⁴⁾	58.93	69.45	57.06	69.53	58.14
Net assets attributable to holders of redeemable units - per unit (\$)	29.12	27.16	29.56	27.21	26.16

Series B ⁽⁵⁾	2023	2022	2021	2020	2019
Total net assets attributable to holders of redeemable units (\$000s) ⁽¹⁾	n/a	68,682	120,753	101,897	95,174
Number of units outstanding (000s) ⁽¹⁾	n/a	2,443	3,988	3,651	3,549
Management expense ratio (%) ⁽²⁾	n/a	1.16	1.16	1.16	1.17
Management expense ratio before waivers or absorptions (%)	n/a	1.16	1.16	1.16	1.17
Trading expense ratio (%) ⁽³⁾	n/a	0.01	0.02	0.03	0.04
Portfolio turnover rate (%) ⁽⁴⁾	n/a	69.45	57.06	69.53	58.14
Net assets attributable to holders of redeemable units - per unit (\$)	n/a	28.12	30.28	27.91	26.81

Series F	2023	2022	2021	2020	2019
Total net assets attributable to holders of redeemable units (\$000s) ⁽¹⁾⁽⁵⁾	9,301	3,254	3,408	3,319	3,866
Number of units outstanding (000s) ⁽¹⁾	330	122	118	125	152
Management expense ratio (%) ⁽²⁾	0.94	0.92	0.93	0.92	0.93
Management expense ratio before waivers or absorptions (%)	0.94	0.92	0.93	0.92	0.93
Trading expense ratio (%) ⁽³⁾	0.01	0.01	0.02	0.03	0.04
Portfolio turnover rate (%) ⁽⁴⁾	58.93	69.45	57.06	69.53	58.14
Net assets attributable to holders of redeemable units - per unit (\$)	28.21	26.61	28.88	26.56	25.43

- (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.
- (5) Effective October 18, 2023, Series B has been discontinued as there are no unitholders.

Past Performance

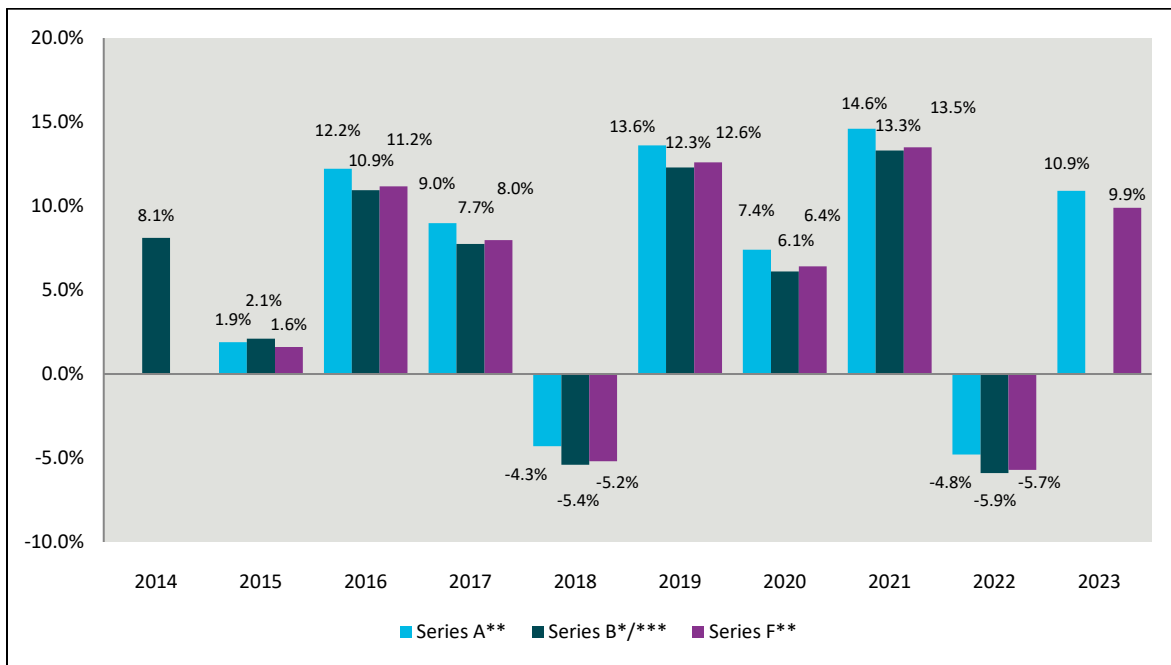
General

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 units were created on September 10, 2015. Return for Series A and Series F from September 10, 2015 to December 31, 2015, not annualized.

*** Effective October 18, 2023, Series B has been discontinued as there are no unitholders.

Past Performance (cont.)**Annual Compound Returns**

The following table compares the historical annual compound return of the Fund (before fees for Series A and after fees for Series B and F) with a blended benchmark return for the year ended December 31, 2023. At the end of December 2023, the blended benchmark (the "Benchmark") was comprised of 35% FTSE Canada Universe Bond Index, 30% S&P/TSX Composite Index, 15% S&P 500 Total Return Index (C\$), 15% MSCI EAFE Index (C\$) and 5% FTSE Canada 91 day T-Bill Index. The FTSE Canada Universe Bond Index measures the total return attributable to bonds, and includes representative bond issues by issuer, quality, and term. The S&P/TSX Composite Index is the headline index and the principal broad market measure for the Canadian equity markets. S&P 500 Total Return Index (C\$) includes a representative sample of 500 of the top companies in leading industries of the U.S. economy. The MSCI EAFE Index (C\$) represents the performance of large and mid-cap securities across 21 Developed Markets countries outside of North America (Europe, Australasia and the Far East). It aims to include 85% of the free float-adjusted market capitalization in each industry group, within each country. The FTSE Canada 91 Day T-Bill Index measures the return attributable to 91 Day Treasury Bills. A discussion of the performance of the Fund as compared to the benchmark is found in the Results of Operations section of this document.

For the Years ended December 31	1 Year	3 Years	5 Years	10 Years
Fund – Series A **	10.9%	6.6%	8.1%	n/a
Benchmark***	12.0%	4.6%	7.5%	n/a
Fund – Series B */****	n/a	n/a	n/a	n/a
Benchmark***	12.0%	4.6%	7.5%	n/a
Fund – Series F **	9.9%	5.6%	7.1%	n/a
Benchmark***	12.0%	4.6%	7.5%	n/a

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

** Series A and Series F units were created on September 10, 2015.

*** We have chosen a custom blended benchmark that has similar asset class(es) and risk and return characteristics to the Fund. However, the characteristics of the benchmark will not match that of the Fund due to our active management of the Fund.

**** Effective October 18, 2023, Series B has been discontinued as there are no unitholders.

Summary of Investment Portfolio

As at December 31, 2023

Top 25 Positions

Issuer	% of Net Asset Value
Leith Wheeler International Equity Plus Fund, Series 'A'	12.8%
Cash & Other Net Assets	4.2%
Canada Housing Trust No. 1, 2.65%, 15/12/2028	3.5%
Leith Wheeler U.S. Small/ Mid-Cap Equity Fund, Series 'A'	3.0%
Leith Wheeler Multi Credit Fund, Series 'A'	2.5%
Royal Bank of Canada	2.1%
Toromont Industries Limited	2.0%
Canadian National Railway Company	1.7%
Constellation Software Inc.	1.6%
The Toronto-Dominion Bank	1.5%
Pembina Pipeline Corporation	1.3%
Brookfield Infrastructure Partners Limited Partnership	1.2%
Bank of Montreal	1.2%
Canadian Natural Resources Limited	1.1%
CGI Inc., Class A	1.1%
Open Text Corporation	1.1%
Tourmaline Oil Corporation	1.0%
CPPIB Capital Inc., 4.75%, 02/06/2033	1.0%
Saputo Inc.	1.0%
Waste Connections Inc.	1.0%
Rogers Communications Inc., Class B	0.9%
Government of Canada, 1.75%, 01/12/2053	0.9%
Metro Inc.	0.8%
Brookfield Corporation	0.8%
Hydro One Limited	0.8%

Portfolio Allocation

Portfolio Breakdown	% of Net Asset Value
Bonds	34.9%
Canadian Equities	31.7%
U.S. Equities	14.7%
International Equities	13.7%
Cash & Other Net Assets	4.7%
Senior Loans	0.3%

The Fund held no short positions as at December 31, 2023.

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