

Leith Wheeler Canadian Dividend 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 a source of monthly income with the potential for long term growth through capital appreciation and growth in dividends by investing primarily in a portfolio of common shares, convertible debentures and other equity related securities of Canadian issuers. The Fund is not restricted by capitalization or industry sector although portfolio diversification is a consideration in the selection of securities for the Fund. Under normal circumstances, the Fund will keep its portfolio fully invested, to the greatest extent possible, in Canadian equity and equity related securities.

Our approach to stock picking is based on fundamental research with a strong “value” bias. Our test for value is viewing any investment we make as if we were “buying the whole business”. Therefore, the critical question becomes “what would be the price of the whole business that would make the purchase a profitable one?” Our experience has been that the price of a company in the stock market does not always reflect its real value. This discrepancy between price and value creates excellent investment opportunities.

As value investors, we tend to include companies in the portfolio when they are “out of favour” by the market and have declined in price. Companies can become undervalued when there is a lack of investor awareness; when an entire industry is out of favour with investors; or when a company experiences a short-term difficulty which, following careful analysis, we believe can be overcome. By purchasing these companies after a price decline, we find we are able to control risk in the portfolio as these investments often have less downside risk while offering a decent potential return.

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 0.2% in 2023 to \$185 million from \$184.7 million at the end of 2022. Of this change, \$22.1 million was attributable to positive investment performance and \$21.8 million to net outflows from unitholders.

For the year ended December 31st, 2023, the Canadian Dividend Fund Series A increased +12.6% before fees, and series F increased +11.5%, after fees and expenses. The S&P/TSX Composite Dividend Index (TSX Dividend) increased +9.6% over the same period.

The Fund outperformed the TSX Dividend in the first quarter due to an overweight in Information Technology and stock section in the Consumer Discretionary sector. Outperformance was partially offset by stock selection in Energy and Real Estate. The banking turmoil in the US and Europe dominated capital markets in the latter half of the quarter. Concerns of systemic risk in the financial system were raised following the failure of two US regional banks and subsequent near collapse of Credit Suisse. The Canadian banks in the Fund are, in our view, in good shape, with strong liquidity and a diversified deposit base. We have sticky deposits here in Canada and we do not see significant risk of contagion at present. During the quarter, most banks in the Fund generated positive returns (CIBC +6.2% and Scotia Bank +4.2%, Royal Bank +2.5%).

The Fund rose over the second quarter and outperformed the TSX Dividend. Relative outperformance was helped by strength in Materials and Industrial holdings, partially offset by holdings in Consumer Staples and Financials.

The Fund declined during the third quarter and underperformed the TSX Dividend. Being underweight in the Energy sector and overweight in the Utilities sector detracted from relative returns. This was partially offset by the strength of holdings in the Materials and Industrials sectors. The end of the quarter saw a shift in attention towards the prospect of higher interest rates for longer, resulting in some bond proxy sectors declining significantly.

The Fund provided a strong positive return in the fourth quarter and outperformed the TSX Dividend. Lower exposure to the underperforming Energy and Materials sectors boosted relative performance. Meanwhile, Pembina and Stella Jones contributed strong returns and outperformed their respective sectors. Holdings in the Consumer Staples sector detracted from relative returns.

Recent Developments

The S&P/TSX Composite Dividend Index returned +0.04% in January 2024.

Management Discussion of Fund Performance (cont.)

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 Leith Wheeler Income Advantage Fund owned 1,426,458 Series A units of the Fund. This holding represents 11.1% of this Fund.

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	*	1.40 %	0.95 %
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⁾	\$13.50	\$14.87	\$11.93	\$12.31	\$10.56
Increase (decrease) from operations:					
Total revenue	0.51	0.50	0.41	0.56	0.43
Total expenses	(0.01)	-	-	-	-
Realized gains (losses) for the year	0.69	1.04	0.78	(0.88)	0.18
Unrealized gains (losses) for the year	0.47	(1.87)	2.18	0.83	1.64
Total increase (decrease) from operations ⁽¹⁾	1.66	(0.33)	3.37	0.51	2.25
Distributions:					
From income (excluding dividends)	(0.05)	(0.03)	(0.02)	(0.01)	-
From dividends	(0.41)	(0.48)	(0.39)	(0.43)	(0.40)
From capital gains	(0.28)	(0.42)	-	-	(0.03)
Return of capital	(0.01)	-	-	-	-
Total Annual Distributions ⁽²⁾	(0.75)	(0.93)	(0.41)	(0.44)	(0.43)
Net assets attributable to holders of redeemable units - per unit, end of year ⁽¹⁾	\$14.42	\$13.50	\$14.87	\$11.93	\$12.31

Series B⁽³⁾	2023	2022	2021	2020	2019
Net assets attributable to holders of redeemable units - per unit, beginning of year ⁽¹⁾	\$13.70	\$15.02	\$12.15	\$12.28	\$10.50
Increase (decrease) from operations:					
Total revenue	0.52	0.95	0.40	(3.33)	0.43
Total expenses	(0.01)	(0.15)	(0.18)	(0.15)	(0.25)
Realized gains (losses) for the year	0.70	2.00	0.76	5.18	0.18
Unrealized gains (losses) for the year	(0.39)	(3.58)	2.12	(4.85)	1.62
Total increase (decrease) from operations ⁽¹⁾	0.82	(0.78)	3.10	(3.15)	1.98
Distributions:					
From income (excluding dividends)	-	-	-	-	-
From dividends	(0.11)	(0.23)	(0.34)	(0.06)	(0.18)
From capital gains	-	(0.43)	-	-	(0.03)
Return of capital	-	-	-	-	-
Total Annual Distributions ⁽²⁾	(0.11)	(0.66)	(0.34)	(0.06)	(0.21)
Net assets attributable to holders of redeemable units - per unit, end of year ⁽¹⁾	-	\$13.70	\$15.02	\$12.15	\$12.28

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⁾	\$12.69	\$14.02	\$11.26	\$11.56	\$9.82
Increase (decrease) from operations:					
Total revenue	0.47	0.63	0.39	(0.25)	0.33
Total expenses	(0.01)	(0.14)	(0.13)	(0.01)	(0.01)
Realized gains (losses) for the year	0.64	1.32	0.73	0.39	0.14
Unrealized gains (losses) for the year	0.29	(2.37)	2.05	(0.37)	1.26
Total increase (decrease) from operations ⁽¹⁾	1.39	(0.56)	3.04	(0.24)	1.72
Distributions:					
From income (excluding dividends)	(0.04)	-	-	-	-
From dividends	(0.33)	(0.39)	(0.27)	(0.26)	(0.16)
From capital gains	(0.30)	(0.40)	-	-	(0.03)
Return of capital	(0.01)	-	-	-	-
Total Annual Distributions ⁽²⁾	(0.68)	(0.79)	(0.27)	(0.26)	(0.19)
Net assets attributable to holders of redeemable units - per unit, end of year ⁽¹⁾	\$13.44	\$12.69	\$14.02	\$11.26	\$11.56

(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 July 4, 2023, Series B has been discontinued as there are no unitholders.

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⁾	174,542	176,021	226,655	193,091	145,338
Number of units outstanding (000s) ⁽¹⁾	12,105	13,038	15,239	16,191	11,804
Management expense ratio (%) ⁽²⁾	-	-	-	-	-
Management expense ratio before waivers or absorptions (%)	0.02	0.02	0.01	0.02	0.02
Trading expense ratio (%) ⁽³⁾	0.02	0.02	0.02	0.08	0.06
Portfolio turnover rate (%) ⁽⁴⁾	16.92	11.91	17.61	33.47	30.87
Net assets attributable to holders of redeemable units - per unit (\$)	14.42	13.50	14.87	11.93	12.31

Series B ⁽⁵⁾	2023	2022	2021	2020	2019
Total net assets attributable to holders of redeemable units (\$000s) ⁽¹⁾	n/a	2,566	3,732	2,426	7,744
Number of units outstanding (000s) ⁽¹⁾	n/a	187	248	200	630
Management expense ratio (%) ⁽²⁾	n/a	1.50	1.50	1.50	1.50
Management expense ratio before waivers or absorptions (%)	n/a	1.52	1.51	1.52	1.52
Trading expense ratio (%) ⁽³⁾	n/a	0.02	0.02	0.08	0.06
Portfolio turnover rate (%) ⁽⁴⁾	n/a	11.91	17.61	33.47	30.87
Net assets attributable to holders of redeemable units - per unit (\$)	n/a	13.70	15.02	12.15	12.28

Series F	2023	2022	2021	2020	2019
Total net assets attributable to holders of redeemable units (\$000s) ⁽¹⁾	10,438	6,064	5,555	4,632	5,204
Number of units outstanding (000s) ⁽¹⁾	777	478	396	412	450
Management expense ratio (%) ⁽²⁾	1.05	1.02	1.03	1.02	1.02
Management expense ratio before waivers or absorptions (%)	1.07	1.04	1.04	1.04	1.04
Trading expense ratio (%) ⁽³⁾	0.02	0.02	0.02	0.08	0.06
Portfolio turnover rate (%) ⁽⁴⁾	16.92	11.91	17.61	33.47	30.87
Net assets attributable to holders of redeemable units - per unit (\$)	13.44	12.69	14.02	11.26	11.56

- (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 July 4, 2023, Series B has been discontinued as there are no unitholders.

Past Performance

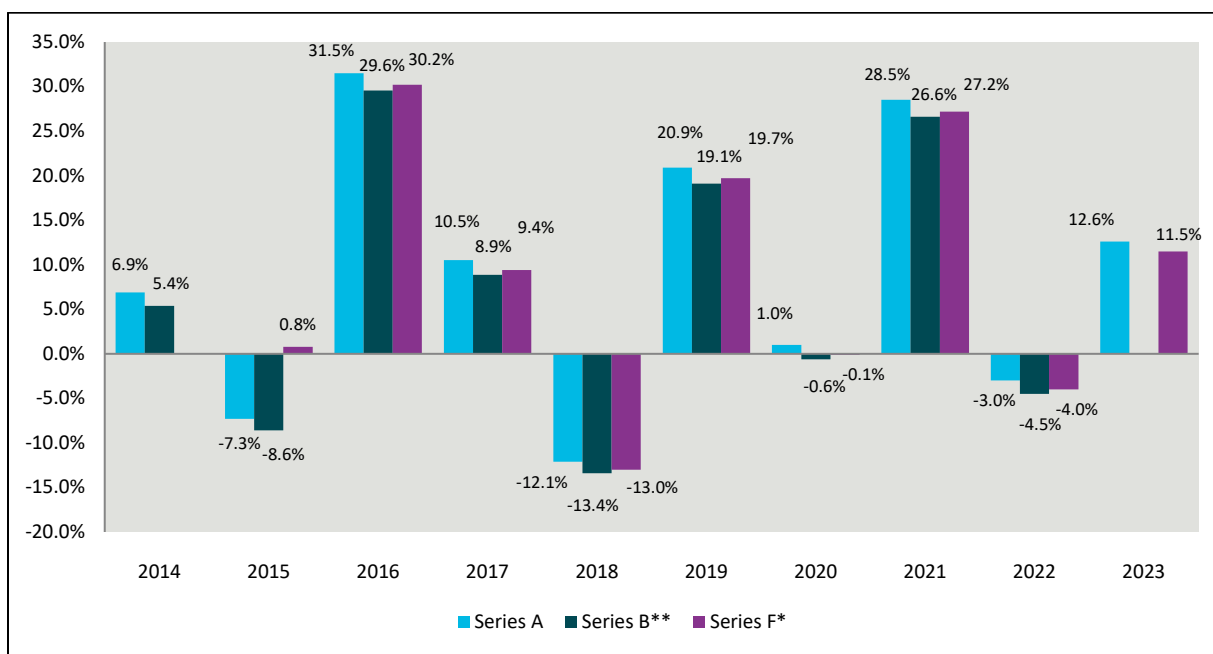
General

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.



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

**Effective July 4, 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 the S&P/TSX Composite Dividend Index, in each case for the year ended December 31, 2023. The S&P/TSX Composite Dividend Index aims to provide a broad-based benchmark of Canadian dividend-paying stocks in the S&P/TSX Composite with positive annual dividend yields as of the latest rebalancing of the S&P/TSX Composite Index. A discussion of the performance of the Fund as compared to the index 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 *	12.6%	12.0%	11.4%	8.1%
S&P/TSX Composite Dividend Index	9.6%	11.9%	11.5%	8.1%
Fund – Series B */***	n/a	n/a	n/a	n/a
S&P/TSX Composite Dividend Index	9.6%	11.9%	11.5%	8.1%
Fund – Series F **	11.5%	10.8%	10.2%	n/a
S&P/TSX Composite Dividend Index	9.6%	11.9%	11.5%	n/a

* Series A units were created December 21, 2010, Series B units were created on December 23, 2010.

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

***Effective July 4, 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
Royal Bank of Canada	7.4%
Toromont Industries Limited	5.5%
Pembina Pipeline Corporation	5.5%
The Toronto-Dominion Bank	5.4%
Brookfield Infrastructure Partners Limited Partnership	5.1%
Canadian National Railway Company	4.7%
Bank of Montreal	4.5%
Canadian Natural Resources Limited	3.5%
Open Text Corporation	3.5%
Saputo Inc.	3.4%
Rogers Communications Inc., Class B	3.3%
Hydro One Limited	3.1%
Metro Inc.	2.9%
Canadian Imperial Bank of Commerce	2.7%
The Bank of Nova Scotia	2.7%
First Capital Real Estate Investment Trust	2.7%
Constellation Software Inc.	2.2%
Finning International Inc.	2.1%
Russel Metals Inc.	2.1%
iA Financial Corporation Inc.	2.1%
Manulife Financial Corporation	2.0%
Brookfield Corporation	1.7%
Methanex Corporation	1.7%
Enghouse Systems Limited	1.7%
Definity Financial Corporation	1.6%

Portfolio Allocation

Portfolio Breakdown	% of Net Asset Value
Financials	33.9%
Industrials	16.0%
Energy	11.5%
Utilities	8.2%
Information Technology	7.3%
Consumer Staple	6.3%
Consumer Discretionary	3.8%
Communication Services	3.8%
Real Estate	3.8%
Materials	3.1%
Health Care	1.6%
Cash & Other Net Assets	0.7%

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.