

Leith Wheeler Balanced Fund

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE
June 30, 2025



This interim management report of fund performance contains financial highlights, but does not contain either interim or annual financial statements of the investment fund. You can get a copy of the interim or 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.sedarplus.ca.

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 3.0% in the first half of 2025 to \$263.2 million from \$255.5 million at the end of 2024. Of this change, \$11.9 million was attributable to positive investment performance and \$4.2 million of net outflows from unitholders.

For the six months ended June 30, 2025, the Balanced Fund Series A increased +4.7% before fees and Series F increased +4.2% after fees and expenses.

The S&P 500 Index pulled back in the first quarter, declining -4.2% (all figures in Canadian dollar terms). In contrast, international markets had a very strong quarter with the MSCI ACWI Net Total Return Index increasing +5.3% while the S&P/TSX Index also ended +1.5% higher. Returns on fixed income were positive as interest rates decreased. The Bank of Canada cut rates twice over the first quarter to 2.75% and commented that heightened trade tensions, and potential tariffs imposed by the US, would likely slow the pace of economic activity in Canada.

The second quarter of 2025 was another example of why trying to predict (or time) markets over the short term is fraught with danger. Stocks came under significant pressure to begin the quarter with the S&P/TSX Composite down nearly 10% from March 31 to April 8. The market selloff was triggered by Trump’s announcement on “Liberation Day” that he would unveil reciprocal tariffs on countries around the globe. However, by the end of the quarter, stocks were pushing into record territory amid optimism the United States was making progress on trade deals and extending tax cuts. Overall, the S&P/TSX Composite ended the second quarter up +8.5% with the S&P 500 and MSCI ACWI Net Total Return Index also increasing +4.9% and +5.5%, respectively. While it is difficult to predict where we go next with tariffs, the recent rally in stocks is a reflection that markets are trying to look through the short-term noise and assess where things will ultimately land. Bond returns were slightly negative as interest rates increased marginally during the quarter.

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 have used recent market volatility to reposition our portfolios toward higher-quality, high-conviction ideas. As an example, we increased positions in Stella-Jones and Canadian Natural Resources in our Canadian Equity portfolios, both of which we believe have resilient business models, strong financials, and the management depth to navigate uncertain conditions. In fixed income, we have positioned our corporate exposure in areas that tend to be more resilient to times of economic stress, including Utilities and bonds that have a senior claim in the capital structure. We continue to expect that buying opportunities will present themselves - as they did during Trump’s first presidency - and we will be ready to take advantage.

Recent Developments

In July 2025, the S&P/TSX Composite Index rose +1.7%, the S&P 500 (C\$) rose +4.1%, the MSCI ACWI Net Total Return Index (C\$) rose +3.2%, and the FTSE Canada Universe Bond Index declined -0.7%.

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.

As at June 30, 2025, the Fund owned 2,271,695 Series A units of the Leith Wheeler International Equity Plus Fund, 501,597 Series A units of the Leith Wheeler U.S. Small/Mid-Cap Equity Fund, and 51,316 Series A units of the Leith Wheeler Preferred Share Fund, which are funds under common management.

During the period, the Fund received approximately \$152,000 in distributions from Leith Wheeler International Equity Plus Fund, \$6,000 in distributions from Leith Wheeler Preferred Share Fund, \$52,000 in distributions from Leith Wheeler U.S. Small/Mid-Cap Equity Fund and nil in distributions from Leith Wheeler Multi Credit 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 F
Management Fees	*	0.85 %
Administration Fees	0.02 %	0.10 %

* Series A unitholders pay a negotiated management fee

Leith Wheeler Investment Counsel Ltd. (the “Manager”) does not directly or indirectly pay fees, sales commissions or trailing commissions, nor do we provide any non-monetary benefits to registered dealers for distributions of units of the Fund. If a broker charges you a commission or fee, that is a matter between you and the dealer.

Financial Highlights

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

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the past six months and for the past five years or for the periods since inception. This information is derived from the Fund's unaudited interim financial statements and audited annual financial statements.

Series A	June 30, 2025	2024	2023	2022	2021	2020
Net assets attributable to holders of redeemable units - per unit, beginning of period ⁽¹⁾	\$30.95	\$29.12	\$27.16	\$29.56	\$27.21	\$26.16
Increase (decrease) from operations:						
Total revenue	0.56	1.10	0.98	0.65	0.96	0.78
Total expenses	(0.01)	(0.02)	(0.05)	-	-	-
Realized gains (losses) for the period	0.66	1.69	0.40	0.10	1.13	0.30
Unrealized gains (losses) for the period	0.25	1.01	1.61	(1.78)	1.84	0.91
Total increase (decrease) from operations ⁽¹⁾	1.46	3.78	2.94	(1.03)	3.93	1.99
Distributions:						
From income (excluding dividends) ⁽⁴⁾	(0.56)	(0.75)	(0.71)	(0.32)	(0.25)	(0.22)
From dividends	-	(0.28)	(0.24)	(0.63)	(0.50)	(0.52)
From capital gains	-	(0.92)	(0.01)	-	(0.82)	(0.05)
Return of capital	-	-	-	-	-	-
Total Annual Distributions ^{(2) (5)}	(0.56)	(1.95)	(0.96)	(0.95)	(1.57)	(0.79)
Net assets attributable to holders of redeemable units - per unit, end of period ⁽¹⁾	\$31.83	\$30.95	\$29.12	\$27.16	\$29.56	\$27.21

Series B ⁽³⁾	June 30, 2025	2024	2023	2022	2021	2020
Net assets attributable to holders of redeemable units - per unit, beginning of period ⁽¹⁾	n/a	n/a	\$28.12	\$30.28	\$27.91	\$26.81
Increase (decrease) from operations:						
Total revenue	n/a	n/a	1.02	1.38	0.99	0.76
Total expenses	n/a	n/a	(0.05)	(0.20)	(0.24)	(0.30)
Realized gains (losses) for the period	n/a	n/a	0.42	0.21	1.16	0.30
Unrealized gains (losses) for the period	n/a	n/a	0.68	(3.79)	1.86	0.88
Total increase (decrease) from operations ⁽¹⁾	n/a	n/a	2.06	(2.40)	3.77	1.64
Distributions:						
From income (excluding dividends) ⁽⁴⁾	n/a	n/a	(0.17)	-	-	-
From dividends	n/a	n/a	(0.14)	(0.18)	(0.46)	(0.45)
From capital gains	n/a	n/a	-	-	(0.84)	(0.05)
Return of capital	n/a	n/a	-	-	-	-
Total Annual Distributions ⁽²⁾⁽⁵⁾	n/a	n/a	(0.31)	(0.18)	(1.30)	(0.50)
Net assets attributable to holders of redeemable units - per unit, end of period ⁽¹⁾	n/a	n/a	-	\$28.12	\$30.28	\$27.91

Financial Highlights (cont.)

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

Series F	June 30, 2025	2024	2023	2022	2021	2020
Net assets attributable to holders of redeemable units - per unit, beginning of period ⁽¹⁾	\$30.09	\$28.21	\$26.61	\$28.88	\$26.56	\$25.43
Increase (decrease) from operations:						
Total revenue	0.54	1.06	0.96	0.81	0.95	0.61
Total expenses	(0.17)	(0.33)	(0.05)	(0.25)	(0.26)	(0.24)
Realized gains (losses) for the period	0.64	1.64	0.39	0.13	1.11	0.24
Unrealized gains (losses) for the period	0.22	0.97	1.69	(2.23)	1.79	0.70
Total increase (decrease) from operations ⁽¹⁾	1.23	3.34	2.99	(1.54)	3.59	1.31
Distributions:						
From income (excluding dividends) ⁽⁴⁾	(0.38)	(0.51)	(0.59)	(0.05)	-	-
From dividends	-	(0.18)	(0.21)	(0.32)	(0.44)	(0.39)
From capital gains	-	(0.77)	(0.19)	-	(0.80)	(0.05)
Return of capital	-	-	(0.01)	-	-	-
Total Annual Distributions ^{(2) (5)}	(0.38)	(1.46)	(1.00)	(0.37)	(1.24)	(0.44)
Net assets attributable to holders of redeemable units - per unit, end of period ⁽¹⁾	\$30.96	\$30.09	\$28.21	\$26.61	\$28.88	\$26.56

(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 October 18, 2023, Series B was discontinued as there were no unitholders.

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

(5) Distributions are characterized into income type at year-end.

Financial Highlights (cont.)

Ratios and Supplemental Data

Series A	June 30, 2025	2024	2023	2022	2021	2020
Total net assets attributable to holders of redeemable units (\$000s) ⁽¹⁾	254,579	246,977	233,381	167,796	140,981	126,739
Number of units outstanding (000s) ⁽¹⁾	7,997	7,980	8,016	6,178	4,770	4,657
Management expense ratio (%) ⁽²⁾	0.02	0.02	-	-	-	-
Management expense ratio before waivers or absorptions (%)	0.02	0.02	-	-	-	-
Trading expense ratio (%) ⁽³⁾	0.01	0.01	0.01	0.01	0.02	0.03
Portfolio turnover rate (%) ⁽⁴⁾	48.78	74.64	58.93	69.45	57.06	69.53
Net assets attributable to holders of redeemable units - per unit (\$)	31.83	30.95	29.12	27.16	29.56	27.21

Series B ⁽⁵⁾	June 30, 2025	2024	2023	2022	2021	2020
Total net assets attributable to holders of redeemable units (\$000s) ⁽¹⁾	n/a	n/a	n/a	68,682	120,753	101,897
Number of units outstanding (000s) ⁽¹⁾	n/a	n/a	n/a	2,443	3,988	3,651
Management expense ratio (%) ⁽²⁾	n/a	n/a	n/a	1.16	1.16	1.16
Management expense ratio before waivers or absorptions (%)	n/a	n/a	n/a	1.16	1.16	1.16
Trading expense ratio (%) ⁽³⁾	n/a	n/a	n/a	0.01	0.02	0.03
Portfolio turnover rate (%) ⁽⁴⁾	n/a	n/a	n/a	69.45	57.06	69.53
Net assets attributable to holders of redeemable units - per unit (\$)	n/a	n/a	n/a	28.12	30.28	27.91

Series F	June 30, 2025	2024	2023	2022	2021	2020
Total net assets attributable to holders of redeemable units (\$000s) ⁽¹⁾	8,621	8,493	9,301	3,254	3,408	3,319
Number of units outstanding (000s) ⁽¹⁾	278	282	330	122	118	125
Management expense ratio (%) ⁽²⁾	1.07	1.07	0.94	0.92	0.93	0.92
Management expense ratio before waivers or absorptions (%)	1.07	1.07	0.94	0.92	0.93	0.92
Trading expense ratio (%) ⁽³⁾	0.01	0.01	0.01	0.01	0.02	0.03
Portfolio turnover rate (%) ⁽⁴⁾	48.78	74.64	58.93	69.45	57.06	69.53
Net assets attributable to holders of redeemable units - per unit (\$)	30.96	30.09	28.21	26.61	28.88	26.56

- (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 October 18, 2023, Series B was discontinued as there were no unitholders.

Past Performance

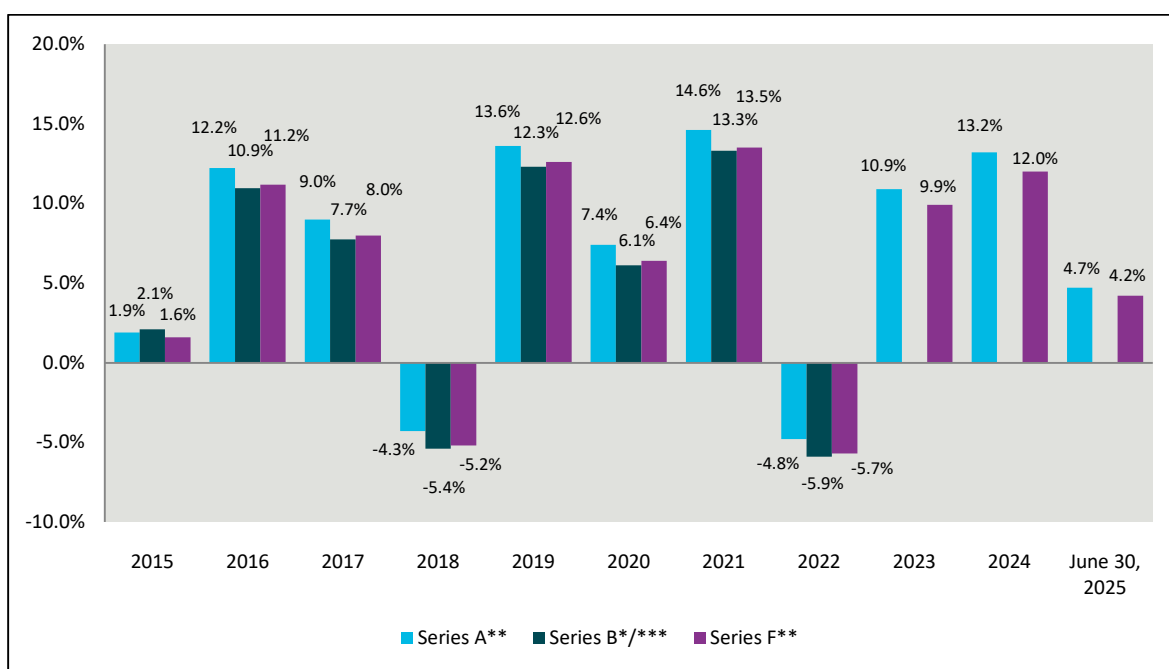
General

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 was discontinued as there were no unitholders.

Summary of Investment Portfolio

As at June 30, 2025

Top 25 Positions

Issuer	% of Net Asset Value
Leith Wheeler International Equity Plus Fund, Series 'A'	11.4%
Cash & Other Net Assets	5.1%
Leith Wheeler U.S. Small/Mid-Cap Equity Fund, Series 'A'	3.0%
Royal Bank of Canada	2.1%
Canada Housing Trust No. 1, Series '101', 1.60%, 15/12/2031	2.1%
The Toronto-Dominion Bank	1.8%
Toromont Industries Limited	1.7%
Constellation Software Inc.	1.6%
Brookfield Infrastructure Partners Limited Partnership	1.2%
Bank of Montreal	1.2%
British Columbia Investment Management Corporation, 3.40%, 02/06/2030	1.1%
Tourmaline Oil Corporation	1.1%
Canada Housing Trust No. 1, 3.60%, 15/09/2035	1.1%
Pembina Pipeline Corporation	1.1%
Definity Financial Corporation	1.1%
Metro Inc., Class 'A'	1.0%
Canadian Mortgage Pools, 3.24%, 01/06/2030	0.9%
Canadian Imperial Bank of Commerce	0.9%
CGI Inc., Class 'A'	0.9%
Waste Connections Inc.	0.9%
Saputo Inc.	0.9%
Canadian National Railway Company	0.9%
CAE Inc.	0.9%
Government of Canada, 3.50%, 01/12/2045	0.8%
Canadian Natural Resources Limited	0.8%

Portfolio Allocation

Portfolio Breakdown	% of Net Asset Value
Bonds	34.6%
Canadian Equities	30.1%
Foreign Equities	15.2%
Underlying Funds	14.6%
Cash & Other Net Assets	5.1%
Term Loans	0.4%

The Fund held no short positions as at June 30, 2025.

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