

Financial Statements of

**LEITH WHEELER BALANCED FUND**

And Independent Auditor's Report thereon

Years ended December 31, 2023 and 2022





**KPMG LLP**

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## **INDEPENDENT AUDITOR'S REPORT**

To the Unitholders of the Leith Wheeler Balanced Fund

### ***Opinion***

We have audited the financial statements of the Leith Wheeler Balanced Fund (the "Fund"), which comprise:

- the statements of financial position as at December 31, 2023 and December 31, 2022
- the statements of comprehensive income for the years then ended
- the statements of changes in net assets attributable to holders of redeemable units for the years then ended
- the statements of cash flows for the years then ended
- and notes to the financial statements, including a summary of material accounting policy information

(hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as at December 31, 2023 and December 31, 2022, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards.

### ***Basis for Opinion***

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "***Auditor's Responsibilities for the Audit of the Financial Statements***" section of our auditor's report.

We are independent of the Fund in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



### ***Other Information***

The Manager is responsible for the other information. Other information comprises:

- the information, other than the financial statements and the auditor's report thereon, included in the Annual Management Report of Fund Performance filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information, other than the financial statements and the auditor's report thereon, included in the Annual Management Report of Fund Performance filed with the relevant Canadian Securities Commissions as at the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditor's report.

We have nothing to report in this regard.

### ***Responsibilities of the Manager and Those Charged with Governance for the Financial Statements***

The Manager is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards, and for such internal control as the Manager determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Manager is responsible for assessing the Fund's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the Manager either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Fund's financial reporting process.

### ***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.



Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Manager's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Manager.
- Conclude on the appropriateness of the Manager's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

*KPMG LLP*

Chartered Professional Accountants

Vancouver, Canada  
April 1, 2024

# LEITH WHEELER BALANCED FUND

Statements of Financial Position

(Expressed in thousands of dollars except for per unit amounts)

December 31, 2023 and 2022

	Note	2023	2022
<b>Assets</b>			
Cash		\$ 171	\$ 300
Amounts due from brokers		52	-
Interest and dividends receivable		686	734
Subscriptions receivable		134	180
Investments		241,830	238,634
		242,873	239,848
<b>Liabilities</b>			
Amounts due to brokers		128	-
Management fees payable		8	102
Administration fees payable		5	-
Redemptions payable		50	14
		191	116
<b>Net assets</b> , attributable to holders of redeemable units		\$ 242,682	\$ 239,732
Represented by:			
Series A		\$ 233,381	\$ 167,796
Series B		-	68,682
Series F		9,301	3,254
		\$ 242,682	\$ 239,732
Net assets, attributable to holders of redeemable units per unit:			
Series A		\$ 29.12	\$ 27.16
Series B		-	28.12
Series F		28.21	26.61

The accompanying notes are an integral part of these financial statements.

Approved on behalf of the Board of Directors of  
Leith Wheeler Investment Counsel Ltd.,  
in its capacity as Manager.

“James F. Gilliland” Director

“Jonathon D. Palfrey” Director

# LEITH WHEELER BALANCED FUND

Statements of Comprehensive Income

(Expressed in thousands of dollars except for per unit amounts)

Years ended December 31, 2023 and 2022

	Note	2023	2022
<b>Revenue:</b>			
Interest income		\$ 3,389	\$ 2,668
Dividend income		5,333	5,292
Other income		-	328
Changes in fair value of investments:			
Net realized gain (loss)		3,551	1,240
Net change in unrealized appreciation (depreciation)		12,826	(21,917)
<b>Total revenue (loss)</b>		<b>25,099</b>	<b>(12,389)</b>
<b>Expenses:</b>			
Management fees	1	436	1,006
Administration fees	1	9	-
Withholding taxes	2	173	311
Commissions and transaction costs		26	35
GST/HST		25	54
Independent review committee fees		2	2
<b>Total operating expenses</b>		<b>671</b>	<b>1,408</b>
Management fee distributions	1	(206)	(412)
Expenses waived or absorbed by Manager		(2)	(2)
<b>Net operating expenses</b>		<b>463</b>	<b>994</b>
<b>Increase (decrease) in net assets attributable to holders of redeemable units from operations excluding distributions</b>		<b>24,636</b>	<b>(13,383)</b>
<b>Distributions to holders of redeemable units:</b>			
From net investment income		(7,809)	(6,583)
From net realized gains on investments		(114)	-
Management fee distributions	1	(206)	(412)
		(8,129)	(6,995)
<b>Increase (decrease) in net assets attributable to holders of redeemable units</b>		<b>\$ 16,507</b>	<b>\$ (20,378)</b>
<b>Increase (decrease) in net assets attributable to holders of redeemable units:</b>			
Series A		\$ 14,091	\$ (11,052)
Series B		2,008	(9,066)
Series F		408	(260)
		\$ 16,507	\$ (20,378)
<b>Increase (decrease) in net assets attributable to holders of redeemable units per unit (excluding distributions):</b>			
Series A		\$ 2.94	\$ (1.03)
Series B		2.06	(2.40)
Series F		2.99	(1.54)

The accompanying notes are an integral part of these financial statements.

# LEITH WHEELER BALANCED FUND

Statements of Changes in Net Assets Attributable to Holders of Redeemable Units  
(Expressed in thousands of dollars)

Years ended December 31, 2023 and 2022

Series A	2023	2022
Balance, beginning of year	\$ 167,796	\$ 140,981
Increase (decrease) in net assets attributable to holders of redeemable units	14,091	(11,052)
Redeemable unit transactions:		
Issue of redeemable units	81,521	54,992
Reinvestment of distributions	6,770	5,357
Redemption of redeemable units	(36,797)	(22,482)
Net increase (decrease) from redeemable unit transactions	51,494	37,867
Balance, end of year	\$ 233,381	\$ 167,796
Series B	2023	2022
Balance, beginning of year	\$ 68,682	\$ 120,753
Increase (decrease) in net assets attributable to holders of redeemable units	2,008	(9,066)
Redeemable unit transactions:		
Issue of redeemable units	2,508	13,464
Reinvestment of distributions	870	1,144
Redemption of redeemable units	(74,068)	(57,613)
Net increase (decrease) from redeemable unit transactions	(70,690)	(43,005)
Balance, end of year	\$ -	\$ 68,682
Series F	2023	2022
Balance, beginning of year	\$ 3,254	\$ 3,408
Increase (decrease) in net assets attributable to holders of redeemable units	408	(260)
Redeemable unit transactions:		
Issue of redeemable units	6,246	508
Reinvestment of distributions	246	55
Redemption of redeemable units	(853)	(457)
Net increase (decrease) from redeemable unit transactions	5,639	106
Balance, end of year	\$ 9,301	\$ 3,254

The accompanying notes are an integral part of these financial statements.



# LEITH WHEELER BALANCED FUND

## Statements of Cash Flows

(Expressed in thousands of dollars)

Years ended December 31, 2023 and 2022

	2023	2022
Cash provided by (used in):		
Operating activities:		
Increase (decrease) in net assets attributable to holders of redeemable units	\$ 16,507	\$ (20,378)
Adjustments for:		
Interest income	(3,389)	(2,668)
Dividend income	(5,333)	(5,292)
Net realized (gain) loss from investments	(3,551)	(1,240)
Net change in unrealized (appreciation) depreciation from investments	(12,826)	21,917
Non-cash distributions	7,886	6,556
Amounts due from brokers	(52)	164
Amounts due to brokers	128	(183)
Management fees payable	(94)	(137)
Administration fees payable	5	-
Proceeds from sale of investments	221,728	244,444
Purchases of investments	(208,547)	(239,450)
Interest received	3,427	2,498
Dividends received	5,343	5,320
	21,232	11,551
Financing activities:		
Proceeds from issue of redeemable units	90,321	68,910
Payments on redemption of redeemable units	(111,682)	(80,538)
	(21,361)	(11,628)
Net increase (decrease) in cash	(129)	(77)
Cash, beginning of year	300	377
Cash, end of year	\$ 171	\$ 300

The accompanying notes are an integral part of these financial statements.

# LEITH WHEELER BALANCED FUND

Schedule of Investment Portfolio  
(Expressed in thousands of dollars)

December 31, 2023

Security	Coupon rate %	Maturity	Par value	Cost	Fair value	% of Net assets
<b>BONDS AND GUARANTEES</b>						
<b>Federal Bonds and Guarantees:</b>						
Canada Housing Trust No. 1	2.650	15-Dec-28	\$ 8,747	\$ 8,170	\$ 8,452	
Canada Housing Trust No. 1	1.750	15-Jun-30	644	564	583	
Canada Housing Trust No. 1, Floating Rate	5.383	15-Mar-24	942	943	942	
CPPIB Capital Inc.	3.250	08-Mar-28	615	599	608	
CPPIB Capital Inc.	4.750	02-Jun-33	2,208	2,217	2,373	
CPPIB Capital Inc.	3.950	02-Jun-32	1,123	1,128	1,141	
Government of Canada	2.750	01-Dec-64	347	410	329	
Government of Canada	1.500	01-Jun-31	475	395	425	
Government of Canada	1.750	01-Dec-53	2,821	1,965	2,120	
Government of Canada	3.250	01-Sep-28	1,496	1,447	1,501	
Government of Canada	4.500	01-Nov-25	1,095	1,099	1,107	
Government of Canada	4.000	01-Jun-41	1,527	1,796	1,711	
				<b>20,733</b>	<b>21,292</b>	<b>8.8</b>
<b>Investment Grade Corporate Bonds and Guarantees:</b>						
407 International Inc.	5.960	03-Dec-35	89	121	102	
407 International Inc.	6.470	27-Jul-29	467	599	518	
407 International Inc., Callable	3.670	08-Mar-49	171	181	151	
407 International Inc., Callable	2.840	07-Mar-50	102	94	77	
Aéroports de Montreal, Callable	3.030	21-Apr-50	372	347	297	
AIMCo Realty Investors Limited Partnership, Callable	3.367	01-Jun-27	798	839	772	
AIMCo Realty Investors Limited Partnership, Callable	2.712	01-Jun-29	271	249	248	
Alectra Inc., Callable	1.751	11-Feb-31	125	118	107	
AltaLink Limited Partnership	4.922	17-Sep-43	14	18	15	
AltaLink Limited Partnership, Callable	4.692	28-Nov-32	224	224	232	
Arrow Lakes Power Corporation	5.516	05-Apr-41	166	192	176	
Bank of America Corporation, Variable, Callable	3.407	20-Sep-25	100	97	98	
Bank of America Corporation, Variable, Callable	3.515	24-Mar-26	749	722	734	
Bank of Montreal, Callable	2.370	03-Feb-25	806	771	783	
Bank of Montreal, Callable	1.551	28-May-26	149	132	140	
Bank of Montreal, Callable	5.039	29-May-28	508	488	520	
Bank of Montreal, Variable, Callable	6.534	27-Oct-32	370	380	390	
BCI QuadReal Realty	2.551	24-Jun-26	103	103	99	
BCI QuadReal Realty, Callable	1.747	24-Jul-30	57	57	48	
bclMC Realty Corporation, Callable	3.000	31-Mar-27	561	566	538	
Bell Canada, Callable	3.550	02-Mar-26	80	81	79	
Bell Canada, Callable	3.350	12-Mar-25	117	127	115	
Bell Canada, Callable	2.900	10-Sep-29	106	109	98	
Bell Canada, Callable	3.500	30-Sep-50	261	257	203	
Bell Canada, Callable	2.500	14-May-30	531	541	475	
Bell Canada, Callable	3.000	17-Mar-31	250	249	227	
Bell Canada, Callable	5.850	10-Nov-32	150	160	163	
Brookfield Infrastructure Finance ULC, Callable	4.193	11-Sep-28	100	102	98	
Canadian Imperial Bank of Commerce	3.300	26-May-25	465	499	457	
Canadian Imperial Bank of Commerce	2.750	07-Mar-25	1,257	1,214	1,225	
Canadian Mortgage Pools, Callable	4.040	01-Aug-28	1,138	1,110	1,149	
Canadian National Railway Company, Callable	3.200	31-Jul-28	58	61	56	
Canadian National Railway Company, Callable	4.150	10-May-30	258	257	258	
Capital Power Corporation	5.378	25-Jan-27	426	426	433	
Capital Power Corporation, Callable	3.147	01-Oct-32	159	133	136	
CARDS II Trust, Series 'A'	4.331	15-May-25	700	694	694	
Carleton University, Callable	3.264	05-Jul-61	20	20	15	
Choice Properties Real Estate Investment Trust, Series 'J', Callable	3.546	10-Jan-25	266	269	262	
Choice Properties Real Estate Investment Trust, Series 'M', Callable	3.532	11-Jun-29	238	212	225	
Choice Properties Real Estate Investment Trust, Series 'P', Callable	2.848	21-May-27	198	191	187	

# LEITH WHEELER BALANCED FUND

Schedule of Investment Portfolio (continued)

(Expressed in thousands of dollars)

December 31, 2023

Security	Coupon rate %	Maturity	Par value	Cost	Fair value	% of Net assets
<b>BONDS AND GUARANTEES (continued)</b>						
<b>Investment Grade Corporate Bonds and Guarantees (continued):</b>						
Crombie Real Estate Investment Trust, Series 'F', Callable	3.677	26-Aug-26	\$ 325	\$ 348	\$ 314	
Crombie Real Estate Investment Trust, Series 'H', Callable	2.686	31-Mar-28	238	241	216	
Crombie Real Estate Investment Trust, Series 'I', Callable	3.211	09-Oct-30	33	33	29	
Crombie Real Estate Investment Trust, Series 'J', Callable	3.133	12-Aug-31	111	104	95	
CU Inc.	5.896	20-Nov-34	100	127	112	
CU Inc., Callable	4.722	09-Sep-43	136	162	140	
CU Inc., Callable	3.548	22-Nov-47	140	148	121	
CU Inc., Callable	2.963	07-Sep-49	50	45	39	
Daimler Truck Finance Canada Inc.	2.140	13-Dec-24	300	299	291	
Enbridge Gas Inc., Callable	3.650	01-Apr-50	259	222	223	
Enbridge Gas Inc., Callable	4.150	17-Aug-32	122	117	121	
Enbridge Gas Inc., Callable	2.500	05-Aug-26	250	248	239	
Enbridge Inc., Callable	5.700	09-Nov-27	458	463	477	
Enbridge Inc., Callable	4.900	26-May-28	526	526	535	
Energir Limited Partnership, Callable	3.040	09-Feb-32	196	196	179	
Fair Hydro Trust, Callable	3.357	15-May-35	1,442	1,423	1,370	
Fair Hydro Trust, Callable	3.520	15-May-38	259	251	240	
Federation des caisses Desjardins du Quebec	4.407	19-May-27	143	143	143	
Ford Auto Securitization Trust II, Series '23-A', Class 'A2', Callable	5.097	15-Oct-27	215	215	215	
FortisBC Energy Inc.	5.800	13-May-38	33	41	37	
FortisBC Energy Inc.	5.200	06-Dec-40	145	196	155	
FortisBC Energy Inc., Callable	3.375	13-Apr-45	238	243	201	
Gibson Energy Inc., Callable	5.800	12-Jul-26	654	653	656	
Granite REIT Holdings Limited Partnership, Callable	3.062	04-Jun-27	51	51	48	
Greater Toronto Airports Authority	7.050	12-Jun-30	197	276	227	
Greater Toronto Airports Authority, Callable	1.540	03-May-28	193	193	176	
Greater Toronto Airports Authority, Callable	2.730	03-Apr-29	313	313	297	
Great-West Lifeco Inc., Callable	3.337	28-Feb-28	180	184	174	
HSBC Bank Canada	3.403	24-Mar-25	300	289	295	
Hydro One Inc., Callable	3.720	18-Nov-47	106	106	95	
Hydro One Inc., Callable	3.630	25-Jun-49	343	364	301	
Hydro One Inc., Callable	3.020	05-Apr-29	261	280	250	
Hydro One Inc., Callable	4.910	27-Jan-28	470	469	486	
Hydro One Inc., Callable	3.930	30-Nov-29	314	309	314	
IGM Financial Inc., Callable	3.440	26-Jan-27	250	238	241	
Institutional Mortgage Securities Canada Inc., Series '16-7', Class 'A1', Callable	2.340	12-Feb-25	23	23	23	
Intact Financial Corporation, Callable	2.179	18-May-28	500	501	459	
Inter Pipeline Limited, Callable	5.849	18-May-32	135	136	139	
Lower Mattagami Energy Limited Partnership, Callable	2.433	14-May-31	343	343	306	
Manulife Financial Corporation, Variable, Callable	2.818	13-May-35	100	85	89	
Manulife Financial Corporation, Variable, Callable	5.409	10-Mar-33	189	189	193	
National Bank of Canada	2.580	03-Feb-25	138	134	134	
National Bank of Canada	1.534	15-Jun-26	234	234	219	
National Bank of Canada	5.296	03-Nov-25	194	194	196	
National Bank of Canada	4.968	07-Dec-26	659	659	668	
New York Life Global Funding	5.250	30-Jun-26	861	866	881	
North West Redwater Partnership/ NWR Financing Company Limited, Callable	4.050	22-Jul-44	30	31	27	
North West Redwater Partnership/ NWR Financing Company Limited, Callable	3.200	24-Apr-26	494	514	481	

# LEITH WHEELER BALANCED FUND

Schedule of Investment Portfolio (continued)

(Expressed in thousands of dollars)

December 31, 2023

Security	Coupon rate %	Maturity	Par value	Cost	Fair value	% of Net assets
<b>BONDS AND GUARANTEES (continued)</b>						
<b>Investment Grade Corporate Bonds and Guarantees (continued):</b>						
North West Redwater Partnership/ NWR Financing Company Limited, Series 'J', Callable	2.800	01-Jun-27	\$ 400	\$ 389	\$ 382	
North West Redwater Partnership/ NWR Financing Company Limited, Series 'K', Callable	3.650	01-Jun-35	388	383	356	
OMERS Realty Corporation, Callable	3.244	04-Oct-27	16	17	15	
Ontario Power Generation Inc., Callable	3.838	22-Jun-48	50	57	45	
Ontario Power Generation Inc., Callable	1.170	22-Apr-26	247	248	230	
Ontario Power Generation Inc., Callable	2.947	21-Feb-51	30	30	22	
Pembina Pipeline Corporation, Callable	4.240	15-Jun-27	591	647	586	
Pembina Pipeline Corporation, Callable	4.740	21-Jan-47	184	176	167	
Pembina Pipeline Corporation, Series '10', Callable	4.020	27-Mar-28	187	199	183	
Plenary Properties LTAP Limited Partnership	6.288	31-Jan-44	155	171	174	
Queen's University, Series 'A'	6.100	19-Nov-32	87	101	98	
Rogers Communications Inc., Callable	3.650	31-Mar-27	120	120	117	
Rogers Communications Inc., Callable	4.250	15-Apr-32	190	176	183	
Rogers Communications Inc., Callable	3.800	01-Mar-27	77	78	75	
Rogers Communications Inc., Callable	3.300	10-Dec-29	400	401	373	
Royal Bank of Canada	4.930	16-Jul-25	200	237	201	
Royal Bank of Canada	2.609	01-Nov-24	263	252	258	
Royal Bank of Canada	3.369	29-Sep-25	964	940	943	
Royal Bank of Canada	5.341	23-Jun-26	210	207	214	
Ryerson University, Callable	3.542	04-May-61	50	50	41	
Saputo Inc., Callable	2.297	22-Jun-28	250	219	229	
TELUS Corporation, Callable	5.150	26-Nov-43	70	85	69	
TELUS Corporation, Callable	2.850	13-Nov-31	377	346	333	
The Bank of Nova Scotia	1.950	10-Jan-25	1,237	1,184	1,199	
The Bank of Nova Scotia	2.950	08-Mar-27	267	266	255	
The Bank of Nova Scotia	5.500	08-May-26	443	443	452	
The Hospital for Sick Children, Series 'A'	5.217	16-Dec-49	26	37	29	
The Toronto-Dominion Bank	2.667	09-Sep-25	902	876	872	
The Toronto-Dominion Bank	5.376	21-Oct-27	278	278	287	
The Toronto-Dominion Bank	2.496	02-Dec-24	802	771	783	
The Toronto-Dominion Bank	2.260	07-Jan-27	375	370	353	
The Toronto-Dominion Bank	5.491	08-Sep-28	322	322	337	
The Toronto-Dominion Bank, Variable, Callable	3.105	22-Apr-30	315	298	306	
The University of British Columbia	6.650	01-Dec-31	41	47	47	
Toromont Industries Limited, Callable	3.842	27-Oct-27	406	411	398	
Toronto Hydro Corporation, Callable	2.430	11-Dec-29	170	170	156	
TransCanada PipeLines Limited, Callable	4.350	06-Jun-46	136	143	119	
TransCanada PipeLines Limited, Callable	4.180	03-Jul-48	478	505	405	
TransCanada PipeLines Limited, Callable	3.800	05-Apr-27	225	251	221	
TransCanada PipeLines Limited, Callable	5.419	10-Mar-26	300	299	300	
University of Ontario Institute of Technology, Series 'A'	6.351	15-Oct-34	87	87	92	
Vancouver Airport Authority, Callable	2.800	21-Sep-50	60	60	46	
Vancouver Airport Fuel Facilities Corporation, Series 'I', Callable	2.168	23-Jun-25	125	125	120	
Ventas Canada Finance Limited, Callable	2.450	04-Jan-27	144	132	134	
Ventas Canada Finance Limited, Series 'H', Callable	5.398	21-Apr-28	191	191	195	
				39,230	37,867	15.6
<b>Provincial/Municipal Bonds and Guarantees:</b>						
British Columbia Investment Management Corporation	4.900	02-Jun-33	1,008	1,004	1,091	
City of Montreal	4.100	01-Dec-34	653	644	657	
City of Montreal	3.150	01-Dec-36	796	685	718	
City of Montreal	3.150	01-Sep-28	654	611	639	
City of Ottawa	4.894	30-Jun-47	147	150	151	

# LEITH WHEELER BALANCED FUND

Schedule of Investment Portfolio (continued)

(Expressed in thousands of dollars)

December 31, 2023

Security	Coupon rate %	Maturity	Par value	Cost	Fair value	% of Net assets
<b>BONDS AND GUARANTEES (continued)</b>						
<b>Provincial/Municipal Bonds and Guarantees (continued):</b>						
City of Toronto	2.950	28-Apr-35	\$ 424	\$ 378	\$ 383	
City of Toronto	3.500	02-Jun-36	228	212	215	
City of Toronto	4.550	27-Jul-42	33	31	34	
City of Winnipeg	5.200	17-Jul-36	213	222	234	
First Nations Finance Authority	2.850	01-Jun-32	98	98	91	
Hydro Quebec , Zero Coupon	-	15-Feb-34	576	379	390	
Hydro Quebec Interest Strip, Zero Coupon	-	15-Feb-35	96	57	62	
Hydro Quebec, Zero Coupon	-	15-Aug-35	484	276	306	
Hydro-Quebec	2.100	15-Feb-60	601	468	396	
Hydro-Quebec	4.000	15-Feb-63	513	515	526	
Ontario School Boards Financing Corporation	5.376	25-Jun-32	35	40	36	
Province of Alberta	3.050	01-Dec-48	814	689	685	
Province of Alberta	2.950	01-Jun-52	693	571	572	
Province of Alberta	4.450	01-Dec-54	111	110	120	
Province of Manitoba	5.700	05-Mar-37	1,018	1,366	1,191	
Province of Manitoba	4.650	05-Mar-40	323	408	343	
Province of Manitoba	4.100	05-Mar-41	864	1,022	857	
Province of Manitoba	2.050	05-Sep-52	351	268	231	
Province of Manitoba	3.800	05-Sep-53	109	100	104	
Province of New Brunswick	4.550	26-Mar-37	290	365	306	
Province of New Brunswick	3.550	03-Jun-65	86	101	76	
Province of New Brunswick	3.050	14-Aug-50	83	85	69	
Province of New Brunswick	3.950	14-Aug-32	78	78	79	
Province of Newfoundland and Labrador	2.050	02-Jun-31	900	808	798	
Province of Nova Scotia	3.150	01-Dec-51	549	579	467	
Province of Nova Scotia	4.750	01-Dec-54	61	64	68	
Province of Ontario	4.650	02-Jun-41	1,651	1,603	1,780	
Province of Ontario	5.600	02-Jun-35	578	684	670	
Province of Ontario	3.500	02-Jun-43	582	520	540	
Province of Ontario	2.900	02-Dec-46	1,167	937	972	
Province of Ontario	1.300	02-Jun-34	206	179	162	
Province of Ontario	2.900	02-Jun-49	610	600	504	
Province of Ontario	1.900	02-Dec-51	363	229	240	
Province of Ontario	2.550	02-Dec-52	457	305	349	
Province of Ontario	3.750	02-Dec-53	114	106	111	
Province of Ontario	3.400	08-Sep-28	795	750	792	
Province of Ontario , Series '5.6', Zero Coupon	-	02-Jun-34	314	203	209	
Province of Prince Edward Island	3.600	17-Jan-53	90	117	82	
Province of Prince Edward Island	3.750	01-Dec-32	76	76	75	
Province of Quebec	4.250	01-Dec-43	348	320	358	
Province of Quebec	2.300	01-Apr-35	308	294	265	
Province of Quebec , Zero Coupon	-	01-Apr-35	200	111	127	
Province of Saskatchewan	3.300	02-Jun-48	761	775	673	
Province of Saskatchewan	3.100	02-Jun-50	334	350	284	
Province of Saskatchewan	2.800	02-Dec-52	695	637	556	
				21,180	20,644	8.4
<hr/>						
Security			Number of holdings	Cost	Fair value	% of Net assets
<b>Bond Fund:</b>						
Leith Wheeler Multi Credit Fund, Series 'A'			688,689	\$ 6,263	\$ 6,040	
				6,263	6,040	2.4
<hr/>						
<b>TOTAL BONDS AND GUARANTEES</b>				<b>\$ 87,406</b>	<b>\$ 85,843</b>	<b>35.2</b>

# LEITH WHEELER BALANCED FUND

Schedule of Investment Portfolio (continued)

(Expressed in thousands of dollars)

December 31, 2023

Security	Number of holdings	Cost	Fair value	% of Net assets
<b>CANADIAN EQUITIES</b>				
<b>Communication Services:</b>				
Rogers Communications Inc., Class B	36,547	\$ 2,228	\$ 2,268	
Stingray Group Inc.	37,300	236	226	
		<u>2,464</u>	<u>2,494</u>	<u>1.0</u>
<b>Consumer Discretionary:</b>				
Canadian Tire Corporation Limited, Class 'A'	5,152	664	725	
Sleep Country Canada Holdings Inc.	25,626	460	656	
		<u>1,124</u>	<u>1,381</u>	<u>0.6</u>
<b>Consumer Staple:</b>				
Metro Inc.	29,078	1,869	1,994	
Saputo Inc.	86,850	2,732	2,331	
		<u>4,601</u>	<u>4,325</u>	<u>1.8</u>
<b>Energy:</b>				
Canadian Natural Resources Limited	30,953	1,300	2,688	
Pembina Pipeline Corporation Sub Receipts	2,911	125	131	
Pembina Pipeline Corporation	65,045	2,458	2,967	
Topaz Energy Corporation	25,915	411	502	
Tourmaline Oil Corporation	40,337	1,109	2,404	
		<u>5,403</u>	<u>8,692</u>	<u>3.6</u>
<b>Financials:</b>				
Bank of Montreal	21,358	2,011	2,800	
Brookfield Asset Management Limited, Class 'A'	10,736	335	571	
Brookfield Corporation	34,695	1,226	1,844	
Canadian Imperial Bank of Commerce	26,588	1,480	1,696	
Definity Financial Corporation	31,000	946	1,164	
iA Financial Corporation Inc.	15,239	844	1,377	
Intact Financial Corporation	5,595	955	1,141	
Manulife Financial Corporation	43,799	930	1,282	
Onex Corporation	9,505	687	879	
Royal Bank of Canada	37,642	3,453	5,045	
The Bank of Nova Scotia	25,348	1,624	1,635	
The Toronto-Dominion Bank	41,370	2,747	3,542	
TMX Group Limited	29,150	843	934	
		<u>18,081</u>	<u>23,910</u>	<u>9.9</u>
<b>Industrials:</b>				
Canadian National Railway Company	24,227	2,358	4,036	
Finning International Inc.	40,660	921	1,558	
Mullen Group Limited	111,104	910	983	
NFI Group Inc.	83,791	839	563	
Toromont Industries Limited	42,671	1,836	4,954	
Waste Connections Inc.	11,686	1,175	2,312	
		<u>8,039</u>	<u>14,406</u>	<u>5.9</u>
<b>Information Technology:</b>				
CGI Inc., Class A	18,666	1,756	2,650	
Constellation Software Inc.	1,217	1,274	3,999	
Enghouse Systems Limited	30,359	1,237	1,066	
Lumine Group Inc.	15,021	226	449	
Open Text Corporation	46,783	2,024	2,606	
		<u>6,517</u>	<u>10,770</u>	<u>4.4</u>
<b>Materials:</b>				
Methanex Corporation	22,200	1,201	1,392	
Stella-Jones Inc.	17,108	696	1,319	
Winpak Limited	9,690	420	396	
		<u>2,317</u>	<u>3,107</u>	<u>1.3</u>
<b>Real Estate:</b>				
First Capital Real Estate Investment Trust	76,701	1,384	1,177	
		<u>1,384</u>	<u>1,177</u>	<u>0.5</u>

# LEITH WHEELER BALANCED FUND

Schedule of Investment Portfolio (continued)

(Expressed in thousands of dollars)

December 31, 2023

Security	Number of holdings	Cost	Fair value	% of Net assets
<b>CANADIAN EQUITIES (continued)</b>				
<b>Utilities:</b>				
Brookfield Infrastructure Partners Limited Partnership	70,029	\$ 2,130	\$ 2,925	
Hydro One Limited	46,031	1,238	1,827	
		<u>3,368</u>	<u>4,752</u>	<b>2.0</b>
<b>TOTAL CANADIAN EQUITIES</b>		<b>\$ 53,298</b>	<b>\$ 75,014</b>	<b>31.0</b>
<b>FOREIGN EQUITIES</b>				
<b>Communication Services:</b>				
Alphabet Inc., Class C	3,257	\$ 314	\$ 609	
Comcast Corporation, Class A	7,681	408	446	
Electronic Arts Inc.	2,898	456	525	
T-Mobile US Inc.	1,972	346	419	
		<u>1,524</u>	<u>1,999</u>	<b>0.8</b>
<b>Consumer Discretionary:</b>				
Aptiv PLC	3,312	417	394	
Aramark	11,824	522	440	
AutoNation Inc.	1,430	306	285	
Las Vegas Sands Corporation	8,259	478	539	
Lithia Motors Inc.	964	363	421	
SeaWorld Entertainment Inc.	2,664	112	186	
Sharkninja Inc.	5,800	346	393	
Wynn Resorts Limited	3,970	506	479	
		<u>3,050</u>	<u>3,137</u>	<b>1.3</b>
<b>Consumer Staple:</b>				
Keurig Dr Pepper Inc.	11,550	482	510	
Philip Morris International Inc.	3,763	495	469	
		<u>977</u>	<u>979</u>	<b>0.4</b>
<b>Energy:</b>				
Enbridge Inc.	8,650	465	413	
Halliburton Company	10,104	463	484	
Hess Corporation	3,361	258	642	
Phillips 66	2,857	307	504	
Pioneer Natural Resources Company	1,920	387	572	
Plains GP Holdings Limited Partnership	10,400	220	220	
		<u>2,100</u>	<u>2,835</u>	<b>1.2</b>
<b>Financials:</b>				
American Express Company	1,321	187	328	
American International Group Inc.	5,025	284	452	
AXIS Capital Holdings Limited	4,260	284	313	
Berkshire Hathaway Inc., Class 'B'	952	357	450	
Chubb Limited	1,375	283	412	
Fidelity National Information Services Inc.	6,370	683	507	
Jefferies Financial Group Inc.	10,685	321	572	
M&T Bank Corporation	1,869	378	339	
The Allstate Corporation	2,466	384	457	
The Howard Hughes Corporation	3,215	318	364	
U.S. Bancorp	7,394	430	424	
Wells Fargo & Company	4,947	223	323	
Willis Towers Watson PLC	1,543	383	493	
		<u>4,515</u>	<u>5,434</u>	<b>2.2</b>

# LEITH WHEELER BALANCED FUND

Schedule of Investment Portfolio (continued)

(Expressed in thousands of dollars)

December 31, 2023

Security	Number of holdings	Cost	Fair value	% of Net assets
<b>FOREIGN EQUITIES (continued)</b>				
<b>Health Care:</b>				
Avantor Inc.	17,150	\$ 552	\$ 519	
Elevance Health Inc.	729	267	456	
Humana Inc.	540	311	328	
LivaNova PLC	3,572	273	245	
Medtronic PLC	3,934	500	429	
Merck & Company Inc.	3,125	310	451	
UnitedHealth Group Inc.	749	273	522	
		<u>2,486</u>	<u>2,950</u>	<b>1.2</b>
<b>Industrials:</b>				
AECOM	4,243	249	520	
AerCap Holdings NV	5,499	310	542	
BWX Technologies Inc.	6,025	428	613	
J.B. Hunt Transport Services Inc.	2,101	339	556	
MDU Resources Group Inc.	10,962	402	288	
Stanley Black & Decker Inc.	4,113	609	535	
U-Haul Holding Company, Series' N'	4,250	312	397	
Vertiv Holdings LLC, Class 'A'	23,328	494	1,485	
Vestis Corporation	10,812	265	303	
		<u>3,408</u>	<u>5,239</u>	<b>2.3</b>
<b>Information Technology:</b>				
Broadcom Inc.	712	314	1,052	
CACI International Inc.	1,125	421	483	
Cognizant Technology Solutions Corporation, Class 'A'	5,000	446	500	
Microchip Technology Inc.	4,449	276	532	
Oracle Corporation	4,397	329	614	
Qualcomm Inc.	3,048	351	584	
Skyworks Solutions Inc.	3,840	546	572	
		<u>2,683</u>	<u>4,337</u>	<b>1.8</b>
<b>Materials:</b>				
Air Products and Chemicals Inc.	1,416	492	514	
Axalta Coating Systems Limited	13,134	474	591	
CRH PLC	7,600	476	696	
DuPont de Nemours Inc.	3,029	295	309	
Element Solutions Inc.	15,955	237	489	
Knife River Corporation	6,053	372	531	
		<u>2,346</u>	<u>3,130</u>	<b>1.3</b>
<b>Mutual Funds:</b>				
Leith Wheeler International Equity Plus Fund, Series 'A'	2,833,878	28,667	31,037	
Leith Wheeler U.S. Small/ Mid-Cap Equity Fund, Series 'A'	481,042	6,620	7,278	
		<u>35,287</u>	<u>38,315</u>	<b>15.7</b>
<b>Real Estate:</b>				
COPT Defense Properties	7,266	245	247	
CubeSmart	5,900	324	362	
Public Storage	840	312	339	
VICI Properties Inc.	15,519	470	655	
		<u>1,351</u>	<u>1,603</u>	<b>0.7</b>



# LEITH WHEELER BALANCED FUND

Schedule of Investment Portfolio (continued)

(Expressed in thousands of dollars)

December 31, 2023

Security	Number of holdings	Cost	Fair value	% of Net assets
<b>FOREIGN EQUITIES (continued)</b>				
<b>Utilities:</b>				
CenterPoint Energy Inc.	11,094	\$ 343	\$ 419	
Entergy Corporation	3,615	540	484	
Exelon Corporation	8,570	477	407	
Pinnacle West Capital Corporation	4,504	406	428	
		<u>1,766</u>	<u>1,738</u>	<u>0.7</u>
<b>TOTAL FOREIGN EQUITIES</b>		<b>\$ 61,493</b>	<b>\$ 71,696</b>	<b>29.6</b>
<b>MONEY MARKET SECURITIES</b>		<b>\$ 9,277</b>	<b>\$ 9,277</b>	<b>3.8</b>
<b>TRANSACTION COSTS</b>		<u>(19)</u>		
<b>TOTAL INVESTMENT PORTFOLIO</b>		<b>\$ 211,455</b>	<b>\$ 241,830</b>	<b>99.6</b>
<b>OTHER ASSETS LESS LIABILITIES</b>			<u>852</u>	<u>0.4</u>
<b>NET ASSETS</b>			<b>\$ 242,682</b>	<b>100.0</b>

The accompanying notes are an integral part of these financial statements.

# LEITH WHEELER BALANCED FUND

Notes to Financial Statements - Fund Specific Information  
(Tabular amounts expressed in thousands of dollars or units)

Years ended December 31, 2023 and 2022

The Fund Specific Information for the Leith Wheeler Balanced Fund (the "Fund") contained herein should be read in conjunction with the "Notes to Financial Statements - General Information related to all Leith Wheeler Investment Funds" beginning after the "Notes to Financial Statements - Fund Specific Information".

## 1. Management fees and administration fees:

Management fee distributions for the year ended December 31, 2023 were approximately \$206,000 (2022 - \$412,000).

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

## 2. Withholding tax and other income taxes:

Certain dividends and interest income received by the Fund are subject to withholding tax imposed in the country of origin. During the year, withholding tax rates were between 0% and 35% (2022 - between 0% and 35%).

The Fund has capital losses of nil (2022 - nil) available for utilization against capital gains in future years. The Fund has non-capital losses of nil (2022 - nil) available for utilization against net realized capital gains or non-capital gains in future years.

## 3. Redeemable units:

The redeemable unit transactions for the Fund during the years ended December 31, 2023 and 2022 are as follows:

	Outstanding units at beginning of year	Issued during the year	Issued on reinvestment of distributions	Redeemed during the year	Outstanding units at end of year
Series A:					
2023	6,178	2,910	242	(1,314)	8,016
2022	4,770	2,020	200	(812)	6,178
Series B:					
2023	2,443	75	34	(2,552)	-
2022	3,988	479	40	(2,064)	2,443
Series F:					
2023	122	230	9	(31)	330
2022	118	19	2	(17)	122

# LEITH WHEELER BALANCED FUND

Notes to Financial Statements - Fund Specific Information  
(Tabular amounts expressed in thousands of dollars or units)

Years ended December 31, 2023 and 2022

## 4. Financial risk management:

The investment objective of the Fund is to provide investors with a relatively stable, superior long-term rate of return, through a balanced portfolio of common shares and fixed income securities.

For a comprehensive discussion of the risks applicable to the Fund refer to note 6 under the "General Information related to all Leith Wheeler Investment Funds". Financial risks applicable to the Fund are discussed in more detail below.

### (a) Credit risk:

The majority of the credit risk to which the Fund is exposed is concentrated in debt securities. Credit risk arising from other financial instruments is not considered significant. At December 31, 2023 and 2022, the Fund was invested in debt securities with the following credit quality:

	2023	2022
<b>Rating:</b>		
AAA	28.5%	24.4%
AA	14.9%	23.2%
A	34.8%	28.4%
BBB	16.4%	12.0%
Below BBB	5.4%	-
BB	-	6.1%
B	-	5.9%
<b>Total</b>	<b>100.0%</b>	<b>100.0%</b>

Credit ratings are obtained from Standard & Poor's, Moody's, Fitch and/or Dominion Bond Rating Services. Where one or more rating is obtained for a security, the most common rating has been used.

### (b) Liquidity risk:

The Fund's redeemable units are due on demand. The Fund's remaining liabilities are due within twelve months of the year-end of the Fund.

### (c) Market risk:

#### (i) Interest rate risk:

The table below summarizes the Fund's exposure to interest rate risk by remaining term to maturity as at December 31:

	2023	2022
	% of total debt securities	% of total debt securities
Term to maturity		
Less than 1 year	2.7%	2.3%
1 to 5 years	45.7%	39.0%
5 to 10 years	19.7%	32.5%
More than 10 years	31.9%	26.2%
<b>Total debt securities</b>	<b>100.0%</b>	<b>100.0%</b>

# LEITH WHEELER BALANCED FUND

Notes to Financial Statements - Fund Specific Information  
(Tabular amounts expressed in thousands of dollars or units)

Years ended December 31, 2023 and 2022

## 4. Financial risk management (continued):

(c) Market risk: (continued):

(i) Interest rate risk (continued):

The Manager has determined that a fluctuation in interest rates of 1% is reasonably possible, considering the economic environment in which the Fund operates. As at December 31, 2023 and 2022, had interest rates increased or decreased by 1%, with all other factors remaining constant, net assets attributable to redeemable units would have increased or decreased by approximately \$6,306,000 and \$5,725,000, respectively. In practice, actual results may differ from this sensitivity analysis and the difference could be material.

(ii) Currency risk:

At the reporting date, the carrying value of the Fund's net financial assets and financial liabilities held in individual foreign currencies expressed in Canadian dollars and as a percentage of its net assets were as follows:

	Currency exposure		Percentage of net assets	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
US Dollar	\$ 40,306	\$ 57,794	16.6%	24.2%
Euro	5,742	8,914	2.4%	3.7%
British Pound	4,684	7,591	1.9%	3.2%
Japanese Yen	3,572	3,911	1.5%	1.6%
Hong Kong Dollar	3,374	489	1.4%	0.2%
New Taiwan Dollar	2,418	-	1.0%	-
South Korean Won	2,250	2,157	0.9%	0.9%
Swedish Krona	1,934	-	0.8%	-
Brazilian Real	1,077	-	0.4%	-
Norwegian Krone	903	-	0.4%	-
Swiss Franc	816	1,380	0.3%	0.6%
Singapore Dollar	636	1,208	0.3%	0.5%
Mexican Nuevo Peso	528	-	0.2%	-
South African Rand	472	-	0.2%	-
Hungarian Forint	453	-	0.2%	-
Indonesian Rupiah	453	-	0.2%	-
Malaysian Ringgit	301	-	0.1%	-
<b>Total</b>	<b>\$ 69,919</b>	<b>\$ 83,444</b>	<b>28.8%</b>	<b>34.9%</b>

As at December 31, 2023 and 2022, had the Canadian dollar strengthened or weakened by 1% in relation to all foreign currencies, with all other factors remaining constant, net assets attributable to redeemable units would have increased or decreased by approximately \$699,000 and \$834,000, respectively. In practice, actual results may differ from this sensitivity analysis and the difference could be material.

# LEITH WHEELER BALANCED FUND

Notes to Financial Statements - Fund Specific Information  
(Tabular amounts expressed in thousands of dollars or units)

Years ended December 31, 2023 and 2022

## 4. Financial risk management (continued):

(c) Market risk: (continued):

(iii) Other price risk:

For this Fund, the most significant exposure to other price risk arises from its investment in equity securities, both directly and indirectly through holdings in underlying investment funds. As at December 31, 2023 and 2022, had the relevant benchmark/broad-based indices increased or decreased by 5%, with all other variables held constant, the net assets attributable to holders of redeemable units would have increased or decreased by approximately \$7,336,000 and \$7,474,000, respectively. In practice, actual results may differ from this sensitivity analysis and these differences could be material.

## 5. Fair value of financial instruments:

For a general discussion of the Fund's fair value measurements, refer to note 7 under the "General Information related to all Leith Wheeler Investment Funds".

(a) Fair value hierarchy - financial instruments measured at fair value:

The table below analyses financial instruments measured at fair value at the reporting date by the level in the fair value hierarchy into which the fair value measurement is categorized. The amounts are based on the values recognized in the statement of financial position.

All fair value measurements below are recurring.

<b>December 31, 2023</b>	Level 1	Level 2	Level 3	Total
Money Market Securities	\$ -	\$ 9,277	\$ -	\$ 9,277
Bonds and Guarantees	-	79,803	-	79,803
Equities	108,395	-	-	108,395
Investment Funds	-	44,355	-	44,355
	\$ 108,395	\$ 133,435	\$ -	\$ 241,830

<b>December 31, 2022</b>	Level 1	Level 2	Level 3	Total
Money Market Securities	\$ -	\$ 1,432	\$ -	\$ 1,432
Bonds and Guarantees	-	75,338	-	75,338
Equities	108,383	-	-	108,383
Investment Funds	-	53,481	-	53,481
	\$ 108,383	\$ 130,251	\$ -	\$ 238,634

During 2023 and 2022, there were no transfers of financial instruments between the three levels.

The carrying amount of the Fund's net assets attributable to holders of redeemable units approximates fair value as they are measured at redemption amount and are classified as Level 2 in the fair value hierarchy.

# LEITH WHEELER BALANCED FUND

Notes to Financial Statements - Fund Specific Information  
(Tabular amounts expressed in thousands of dollars or units)

Years ended December 31, 2023 and 2022

## 6. Involvement with structured entities:

The table below describes the types of structured entities in which the Fund holds an interest.

Entity	Nature and purpose	Interest held by the Fund
Investment Funds	To manage assets on behalf of third party investors and generate fees for the investment manager.  These vehicles are financed through the issue of units to Investors.	Investment in units issued by the underlying investment funds.

The table below sets out interests held by the Fund in structured entities. The maximum exposure to loss is the carrying amount of the investment in the underlying funds held.

December 31, 2023				
		Number of investee funds held	Total net assets of investee funds	Carrying amount included in investments
Investment Funds		3	\$ 205,848	\$ 44,355
Underlying Fund	Principal place of business	Country of domicile	Ownership interest	Carrying amount included in investments in statement of financial position
Leith Wheeler International Equity Plus Fund Series A	Canada	Canada	81.2%	\$ 31,037
Leith Wheeler U.S. Small/Mid-Cap Equity Fund Series A	Canada	Canada	48.9%	7,278
Leith Wheeler Multi-Credit Fund Series A	Canada	Canada	4.0%	6,040

# LEITH WHEELER BALANCED FUND

Notes to Financial Statements - Fund Specific Information  
(Tabular amounts expressed in thousands of dollars or units)

Years ended December 31, 2023 and 2022

## 6. Involvement with structured entities (continued):

<b>December 31, 2022</b>				
		Number of investee funds held	Total net assets of investee funds	Carrying amount included in investments
Investment Funds		3	\$ 220,705	\$ 53,481
Underlying Fund	Principal place of business	Country of domicile	Ownership interest	Carrying amount included in investments in statement of financial position
Leith Wheeler International Equity Plus Fund Series A	Canada	Canada	77.1%	\$ 28,755
Leith Wheeler U.S. Small/Mid-Cap Equity Fund Series A	Canada	Canada	62.2%	12,343
Leith Wheeler Multi-Credit Fund Series A	Canada	Canada	7.6%	12,383

During 2023 and 2022, the Fund did not provide financial support to these structured entities and has no intention of providing financial or other support. The Fund can redeem its units in the above investment fund at any time, subject to their being sufficient liquidity in the underlying fund.

## 7. Related party transactions:

At December 31, 2023, the Fund owned 2,833,878 (2022 - 2,938,714) Series A units of the Leith Wheeler International Equity Plus Fund, 481,042 (2022 - 861,407) Series A units of the Leith Wheeler U.S. Small/Mid-Cap Equity Fund, 688,689 (2022 - 1,461,624) Series A units of the Leith Wheeler Multi Credit Fund.

During the year, the Fund earned approximately \$948,000 in dividend income (2022 - \$1,286,000), \$643,000 in interest income (2022 - \$493,000), nil in other income (2022 - \$150,000), \$597,000 in capital gains (2022 - \$279,000) and \$6,000 in return of capital (2022 - nil) on those investments. No additional management fees are paid by the Fund to the Manager in respect of holding units of these underlying investment funds.

# LEITH WHEELER BALANCED FUND

Notes to Financial Statements - General Information Related to All Leith Wheeler Investment Funds  
(Tabular amounts expressed in thousands of dollars)

Years ended December 31, 2023 and 2022

## 1. Reporting entities:

The Leith Wheeler Investment Funds (individually, a “Fund” and collectively, the “Funds”) consist of:

Fund	Inception
Leith Wheeler Balanced Fund	September 22, 1987
Leith Wheeler Canadian Dividend Fund	December 21, 2010
Leith Wheeler Canadian Equity Fund	April 27, 1994
Leith Wheeler Carbon Constrained Canadian Equity Fund	September 27, 2017
Leith Wheeler Core Bond Fund	April 27, 1994
Leith Wheeler Corporate Advantage Fund	May 29, 2015
Leith Wheeler Emerging Markets Equity Fund	May 19, 2017
Leith Wheeler High Yield Bond Fund	May 27, 2015
Leith Wheeler Income Advantage Fund	December 21, 2010
Leith Wheeler International Equity Plus Fund	October 31, 2007
Leith Wheeler Money Market Fund	April 27, 1994
Leith Wheeler Multi Credit Fund	May 30, 2017
Leith Wheeler Preferred Share Fund	May 22, 2018
Leith Wheeler Short Term Income Fund	December 15, 2016
Leith Wheeler U.S. Dividend Fund	September 26, 2016
Leith Wheeler U.S. Equity Fund	April 27, 1994
Leith Wheeler U.S. Small/Mid-Cap Equity Fund	October 27, 2016

The Funds were established under the laws of British Columbia pursuant to various trust indentures between Leith Wheeler Investment Counsel Ltd., as manager (the “Manager”), and Canada Trust Company, as trustee. The Funds’ current trustee is CIBC Mellon Trust Company and the Funds’ custodian is CIBC Mellon.

The trust indentures for all the above Funds allow for an unlimited number of series and an unlimited number of units of each series. Authorized series of units are as follows: Series A and Series A (CAD Hedged), Series B and Series B (CAD Hedged), Series F and Series F (CAD Hedged) and Series I1.

Series A and Series A (CAD Hedged) units have no management fees. Unitholders of Series A and Series A (CAD Hedged) units pay a negotiated fee directly to the Manager and are available to investors that satisfy certain criteria related to the nature of the investors and certain other matters as established by the Manager. Series B and Series B (CAD Hedged) units carry management fees and are available to all investors. Series F, Series F (CAD Hedged) and Series I1 units carry reduced management fees and are available to investors who have accounts with dealers who have signed a fee-based agreement with the Manager.



# LEITH WHEELER BALANCED FUND

Notes to Financial Statements - General Information Related to All Leith Wheeler Investment Funds  
(Tabular amounts expressed in thousands of dollars)

Years ended December 31, 2023 and 2022

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## 1. Reporting entities (continued):

The Leith Wheeler High Yield Bond Fund has Series A, Series A (CAD Hedged), Series B and Series B (CAD Hedged) and Series F and Series F (CAD Hedged) units outstanding. The Leith Wheeler Short Term Income Fund has Series A, Series B, Series F and Series I1 units outstanding. All other remaining Funds have Series A, Series B, and Series F units outstanding. Effective on or about October 18, 2023, Series B units are no longer available. The information provided in these financial statements and notes thereto is for the years ended December 31, 2023 and 2022. In the year a Fund or series is established, "period" represents the period from inception to December 31 of that fiscal year.

The general information related to all Funds presented here should be read in conjunction with each respective Fund's "Notes to Financial Statements - Fund Specific Information".

The Funds are unit trusts domiciled in Canada. The address of the Funds' registered office is at 1500 - 400 Burrard Street, Vancouver B.C., V6C 3A6.

## 2. Basis of preparation:

### (a) Statement of compliance:

The financial statements of the Funds have been prepared in compliance with IFRS Accounting Standards. The financial statements were authorized for issue by the Manager on April 1, 2024.

### (b) Basis of measurement:

The financial statements have been prepared on a historical cost basis except for investments and derivatives, which are measured at fair value.

### (c) Functional and presentation currency:

The Funds', with the exception of the Leith Wheeler U.S. Dividend Fund, have their subscriptions, redemptions, price and performance denominated in Canadian dollars, which is their functional and presentation currency. The Leith Wheeler U.S. Dividend Fund has its subscriptions, redemptions, price and performance denominated in U.S. dollars, which is the functional and presentation currency of that respective Fund.

### (d) Use of estimates and judgment:

The preparation of financial statements in conformity with IFRS Accounting Standards requires the Manager to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized in the period in which the estimates are revised and in any future period affected.

# LEITH WHEELER BALANCED FUND

Notes to Financial Statements - General Information Related to All Leith Wheeler Investment Funds  
(Tabular amounts expressed in thousands of dollars)

Years ended December 31, 2023 and 2022

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### 3. Material accounting policy information:

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

Effective January 1, 2023, the Funds adopted amendments to IAS 1 Presentation of Financial Statements, which require the disclosure of 'material' rather than 'significant' accounting policies. Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in this note in certain instances.

(a) Financial instruments:

(i) Recognition and measurement:

Financial instruments are required to be classified into one of the following categories: amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). All financial instruments are measured at fair value on initial recognition. Measurement in subsequent periods depends on the classification of the financial instrument. Transaction costs are included in the initial carrying amount of financial instruments except for financial instruments classified as FVTPL in which case transaction costs are expensed as incurred.

Financial assets and financial liabilities are recognized initially on the trade date, which is the date on which the Funds become a party to the contractual provisions of the instrument. The Funds derecognize a financial liability when its contractual obligations are discharged, cancelled or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position only when the Funds have a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

A financial asset that is a debt instrument is measured at amortized cost if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal interest on the principal amount outstanding.

A financial asset that is a debt instrument is measured at FVOCI if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows and sell financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal interest on the principal amount outstanding.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. On initial recognition the Fund may irrevocably elect to measure financial assets that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL when doing so results in more relevant information.

# LEITH WHEELER BALANCED FUND

Notes to Financial Statements - General Information Related to All Leith Wheeler Investment Funds  
(Tabular amounts expressed in thousands of dollars)

Years ended December 31, 2023 and 2022

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### 3. Material accounting policy information (continued):

(a) Financial instruments (continued):

(i) Recognition and measurement (continued):

Financial assets are not reclassified subsequent to their initial recognition, unless the Fund changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

The Funds have not classified any of its financial assets as FVOCI.

A financial liability is generally measured at amortized cost, with exceptions that may allow for classification as FVTPL. These exceptions include financial liabilities that are mandatorily measured at fair value through profit or loss, such as derivatives liabilities. The Fund may also, at initial recognition, irrevocably designate a financial liability as measured at FVTPL when doing so results in more relevant information.

(ii) Fair value through profit or loss:

Financial instruments classified as FVTPL are subsequently measured at fair value at each reporting period with changes in fair value recognized in the statement of comprehensive income in the period in which they occur. The Fund's derivative financial assets and derivative financial liabilities and investments in securities and investments sold short are classified as FVTPL.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of financial assets and liabilities traded in active markets (such as publicly traded derivatives and marketable securities) are based on quoted market prices at the close of trading on the reporting date. The Funds use the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. The Funds' policy is to recognize transfers into and out of the fair value hierarchy levels as of the date of the event or change in circumstances giving rise to the transfer.

The fair value of financial assets and liabilities that are not traded in an active market, including non-publicly traded derivative instruments, is determined using valuation techniques. Valuation techniques also include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and others commonly used by market participants and which make the maximum use of observable inputs. Should the value of the financial asset or liability, in the opinion of the Manager, be inaccurate, unreliable or not readily available, the fair value is estimated on the basis of the most recently reported information of a similar financial asset or liability.

# LEITH WHEELER BALANCED FUND

Notes to Financial Statements - General Information Related to All Leith Wheeler Investment Funds  
(Tabular amounts expressed in thousands of dollars)

Years ended December 31, 2023 and 2022

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### 3. Material accounting policy information (continued):

(a) Financial instruments (continued):

(iii) Amortized cost:

Financial assets and liabilities classified as amortized cost are recognized initially at fair value plus any directly attributable transaction costs. Subsequent measurement is at amortized cost using the effective interest method, less any impairment losses. The Funds classify cash, dividends receivable, interest receivable, subscriptions receivable, amounts due from brokers, bank overdraft, management fees payable, administration fees payable, redemptions payable, amounts due to brokers and distributions payable as amortized cost.

(b) Redeemable units:

The Funds classify financial instruments issued as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments. The redeemable units are designated as financial liabilities at FVTPL because they are managed and their performance evaluated on a fair value basis. The redeemable units provide investors with the right to require redemption, subject to available liquidity, for cash at a unit price based on the Funds' valuation policies at each redemption date. Distributions to holders of redeemable units are recognized in comprehensive income when they are authorized and no longer at the discretion of the Manager.

(c) Increase (decrease) in net assets attributable to holders of redeemable units per unit (excluding distributions):

The increase (decrease) in net assets attributable to holders of redeemable units per unit (excluding distributions) is calculated by dividing the increase (decrease) in net assets attributable to holders of redeemable units, prior to the deduction of distributions recognized in comprehensive income, by the weighted average number of units outstanding during the period.

(d) Foreign exchange:

Foreign denominated investments and other foreign denominated assets and liabilities are translated into functional currency using the exchange rates prevailing on each valuation date. Purchases and sales of investments, as well as income and expense transactions denominated in foreign currencies, are translated using exchange rates prevailing on the date of the transaction. Foreign currency gains and losses are recognized in the statement of comprehensive income.

(e) Income recognition:

Interest income is recognized on an accrual basis. Dividend income is recognized on the date that the right to receive payment is established, which for quoted equity securities is usually the ex-dividend date. Income and capital gains distributions from pooled fund investments are recorded at the distribution date and maintain the same classification. Portfolio transactions are recorded on the trade date. Realized gains and losses arising from the sale of investments and unrealized appreciation/depreciation in investments are determined on the average cost basis of the respective investments.

# LEITH WHEELER BALANCED FUND

Notes to Financial Statements - General Information Related to All Leith Wheeler Investment Funds  
(Tabular amounts expressed in thousands of dollars)

Years ended December 31, 2023 and 2022

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### 3. Material accounting policy information (continued):

(f) Income taxes:

The Funds qualify as unit trusts under the Income Tax Act (Canada). All of the Funds' net income for tax purposes and net capital gains realized in any year are required to be distributed to unitholders such that no income tax is payable by the Funds. As a result, the Funds do not record income taxes.

Net capital losses are available to be carried forward indefinitely and applied against future net realized capital gains. Non-capital losses may be carried forward up to 20 years to reduce future taxable income.

### 4. Related party transactions:

(a) Management fees:

The Manager is paid a management fee by the Funds, calculated daily and paid monthly, as compensation for its services. No management fees are paid by the Funds with respect to Series A and Series A (CAD Hedged) units. Series A and Series A (CAD Hedged) unitholders pay a negotiated fee directly to the Manager outside of the Fund for investment management services.

(b) Operating expenses:

The Manager is also entitled to reimbursement of reasonable operating expenses incurred on behalf of the Funds in connection with charges made for registry and transfer agency services, dividend and distribution crediting services, services required in connection with the provision of information and reports to unitholders and holding unitholders' meetings, independent review committee, interest expense, accounting, audit, recordkeeping and legal fees, and custodian and safekeeping charges. The Funds pay brokerage commissions, transaction costs and applicable taxes.

The Manager has at times absorbed certain expenses incurred on behalf of the Funds, in which case such amounts are shown as a deduction from expenses in the respective Fund's statement of comprehensive income. The Manager is under no legal obligation to continue these arrangements, and may terminate them at any time.

Effective November 1, 2023, the Funds pay a fixed administration fee to the Manager. The fixed administration fee is calculated and accrued daily as a percentage of the NAV of each series of units of the Funds. The Manager in turn pays certain operating expenses of the Funds. 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.

### 5. Capital management:

The redeemable units issued by the Funds represent the capital of the Funds. The Funds are not subject to any internally or externally imposed restrictions on its capital. The Funds' objectives in managing the redeemable units are to ensure a stable base to maximize returns to all investors and to manage liquidity risk arising from redemptions.

# LEITH WHEELER BALANCED FUND

Notes to Financial Statements - General Information Related to All Leith Wheeler Investment Funds  
(Tabular amounts expressed in thousands of dollars)

Years ended December 31, 2023 and 2022

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## 6. Financial risk management:

The following is a general discussion of the financial risks to which the Funds are exposed. Refer to the discussion on financial risk management (note 4) in the Fund Specific Information following each Fund's financial statements for information specific to the respective Fund.

Risk management framework:

The Funds use financial instruments in order to achieve their respective investment objectives. The Funds' investments are presented in each Fund's respective schedule of investment portfolio, which groups securities by asset type, geographic region and/or market segment.

The use of financial instruments subjects the Funds to a variety of financial instrument risks. The Funds' risk management practices include setting investment policies to limit exposures to financial instrument risks and employing experienced and professional investment advisors to invest the Funds' capital in securities within the constraints of investment policies. The Manager regularly monitors the Funds' performance and compliance with the investment policies.

The significant financial instrument risks, to which the Funds are exposed, along with the specific risk management practices related to those risks, are discussed below.

### (a) Credit risk:

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Funds, resulting in a financial loss to the Fund. It arises principally from debt securities held, derivative financial assets, cash, and other receivables due to the Funds. The carrying value of these financial instruments as recorded in the statements of financial position reflects the Fund's maximum exposure to credit risk.

The risk management strategy for the Funds is to invest primarily in debt obligations of high credit quality issuers and to limit the amount of credit exposure with respect to any one corporate issuer.

Credit risk is mitigated by investing primarily in rated instruments. The Funds receive daily rating updates, which are reviewed accordingly. Credit risk is monitored on a daily basis by the Manager in accordance with the Funds' investment policies. If the credit risk is not in accordance with the investment policy or guidelines of the Fund, then the Manager is obliged to rebalance the portfolio as soon as practicable.

The Funds' activities may give rise to settlement risk. Settlement risk is the risk of loss due to the failure of an entity to honor its obligations to deliver cash, securities, or other assets as contractually agreed. For the majority of transactions, the Funds mitigate this risk by conducting settlements through a broker to ensure that a trade is settled only when both parties have fulfilled their contractual settlement obligations.

# LEITH WHEELER BALANCED FUND

Notes to Financial Statements - General Information Related to All Leith Wheeler Investment Funds  
(Tabular amounts expressed in thousands of dollars)

Years ended December 31, 2023 and 2022

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## 6. Financial risk management (continued):

### (b) Liquidity risk:

Liquidity risk is the risk that the Funds will encounter difficulty in meeting the obligations associated with their financial liabilities that are settled by delivering cash or another financial asset.

The Funds' policy and the Manager's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, including estimated redemptions of units, without incurring unacceptable losses or risking damage to the Funds' reputation.

The Funds' prospectus provides for the daily cash redemptions of redeemable units and the Funds are therefore exposed to the liquidity risk of meeting unitholder redemptions at any time.

Liquidity risk is managed by investing the majority of a Funds' assets in investments that are traded in an active market and can be readily disposed. In addition, the Funds retain sufficient cash positions to maintain liquidity. The Funds are also subject to the requirements of National Instrument ("NI") 81-102, where each respective Fund shall not purchase an illiquid asset if, immediately after the purchase, more than 10 percent of the net assets of that particular Fund, taken at market value at the time of purchase, would consist of illiquid assets.

### (c) Market risk:

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and equity prices will affect the Funds' income or the fair value of their holdings of financial instruments.

The Funds' market risk is managed on a daily basis by the Manager in accordance with the policies and procedures in place.

#### (i) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of interest-bearing financial instruments will fluctuate as a result of changes in market interest rates. In general, as interest rates rise, the fair value of interest bearing financial instruments will fall. Financial instruments with a longer term to maturity will generally have a higher interest rate risk.

Interest rate risk management practices include setting target durations based on the appropriate benchmark indices and monitoring the Funds' durations relative to the benchmarks. If interest rates are anticipated to rise, the Funds' durations can be shortened to limit potential losses. Conversely, if interest rates are anticipated to fall, the durations can be lengthened to increase potential gains.

#### (ii) Currency risk:

Currency risk is the risk that the value of investments denominated in currencies, other than the functional currency of the Funds, will fluctuate due to changes in foreign exchange rates. Equities in foreign markets are exposed to currency risk as the prices denominated in foreign currencies are converted to the Funds' functional currency in determining fair value.

Currency risk may be moderated by the Manager through the use of foreign currency contacts to hedge foreign currency exposures.

# LEITH WHEELER BALANCED FUND

Notes to Financial Statements - General Information Related to All Leith Wheeler Investment Funds  
(Tabular amounts expressed in thousands of dollars)

Years ended December 31, 2023 and 2022

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## 6. Financial risk management (continued):

### (c) Market risk (continued):

#### (iii) Other price risk:

Other price risk is the risk that the fair value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment or its issuer, or factors affecting all instruments traded in the market.

Other price risk is moderated by the Manager through a careful selection of securities within specified limits and the Funds' price risk is managed through diversification of the respective Fund. The Manager monitors the Funds' overall market positions on a daily basis and positions are maintained within established ranges.

## 7. Fair value of financial instruments:

### (a) Valuation models:

The Funds measure fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements.

Level 1: inputs that are quoted market prices (unadjusted) in active markets for identical instruments.

Level 2: inputs other than quoted prices included within Level 1 that are observable either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: inputs that are unobservable.

The fair values of financial assets and financial liabilities that are traded in active markets are based on quoted market prices or dealer price quotations. Observable prices and model inputs are usually available in the market for listed debt and equity securities, and exchange-traded derivatives, such as futures. The availability of observable market prices and model inputs reduces the need for management judgment and estimation and reduces the uncertainty associated with the determination of fair values. Where observable market prices and model inputs are not available, the Funds determine fair values using other valuation techniques. The objective of valuation techniques is to arrive at a fair value measurement that reflects the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date.

Refer to the fair value of financial instruments (note 5) in the Fund Specific Information following each Fund's respective financial statements for further discussion of the respective Fund's fair value measurements.

### (b) Financial instruments not measured at fair value:

The carrying value of cash, dividends receivable, interest receivable, subscriptions receivable, amounts due from brokers, bank overdraft, management fees payable, administration fees payable, redemptions payable, amounts due to brokers and distributions payable, approximates their fair value given their short-term nature. These financial instruments are classified as Level 2 in the fair value hierarchy because while prices are available, there is no active market for these instruments.



# LEITH WHEELER BALANCED FUND

Notes to Financial Statements - General Information Related to All Leith Wheeler Investment Funds  
(Tabular amounts expressed in thousands of dollars)

Years ended December 31, 2023 and 2022

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## 8. Audit fees:

For the year ended December 31, 2023, fees paid or payable to KPMG LLP and its network firms for the audits of the Canadian Reporting Issuer funds within the Leith Wheeler Family of funds were \$136,425 (2022 - \$136,425). Fees for other services were \$10,539 (2022 - \$10,539).