

No securities regulatory authority has expressed an opinion about these units, and it is an offence to claim otherwise. The funds and the securities of the funds offered under this simplified prospectus are not registered with the United States Securities and Exchange Commission, and if sold in the United States, they are only sold in reliance on exemptions from registration under U.S. laws.

**AMENDMENT NO. 3 DATED MARCH 26, 2024
TO THE SIMPLIFIED PROSPECTUS DATED MAY 26, 2023, AS AMENDED BY
AMENDMENT NO. 1 DATED AUGUST 28, 2023 AND AMENDMENT NO. 2 DATED
OCTOBER 13, 2023**

in respect of the

Series F Units of:

of

**Leith Wheeler Core Bond Fund
Leith Wheeler Emerging Markets Equity Fund
Leith Wheeler High Yield Bond Fund
Leith Wheeler Short Term Income Fund
Leith Wheeler U.S. Dividend Fund
Leith Wheeler U.S. Equity Fund**

(each, a “**Fund**” and, collectively, the “**Funds**”)

This Amendment No. 3 dated March 26, 2024, amends the Simplified Prospectus for the Funds dated May 26, 2023 as amended by Amendment No. 1 dated August 28, 2023 and Amendment No. 2 dated September 30, 2023 (the “**Simplified Prospectus**”). The Simplified Prospectus should be read subject to this information. In this Amendment “**we**”, “**us**”, the “**Manager**” and “**Leith Wheeler**” refers to Leith Wheeler Investment Counsel Ltd., the manager of the Funds. All other terms used and not defined in this Amendment have the same meaning as those used in the Simplified Prospectus.

Summary of Amendments

The Manager has decided to terminate Series F Units of each Fund due to a lack of investor interest. These series will terminate, and the net assets will be distributed to unitholders, on or about May 26, 2024.

Details of Amendments

The Simplified Prospectus is amended as follows:

1. The front cover page is amended by:
 - (i) Deleting each of the Funds from the list; and
 - (ii) Adding an asterisk (*) after “Leith Wheeler High Yield Bond Fund”; and
 - (i) Adding, after the list of the Funds, the following: “*This Fund only offers Series F (CAD Hedged) Units”.

2. On page 4, under the heading “Introduction”, the fifth bullet point on the page is deleted.
3. On page 15, under the heading “Calculation of Net Asset Value – All other Funds”, the second sentence of the first paragraph is amended by deleting the reference to Series B (CAD Hedged) Units.
4. On page 32, under the heading “Specific Information About Each of the Mutual Funds Described in this Document – What is a Mutual Fund and what are the Risks of Investing in a Mutual Fund? – Currency Risk”, the last sentence of the paragraph is amended by deleting the references to Series B Units and Series B (CAD Hedged) Units.
5. On page 34, under the heading “Specific Information About Each of the Mutual Funds Described in this Document – What is a Mutual Fund and what are the Risks of Investing in a Mutual Fund? – Hedge Series Risk”, the heading is changed to “Hedge Risk” and the paragraph that follows is deleted and replaced with the following:

“Leith Wheeler High Yield Bond Fund, Series F (CAD Hedged), hedges its exposure to foreign currency. Derivative instruments such as forward foreign currency contracts will be used to hedge currency. While the portfolio manager will attempt to hedge currency risk, there can be no guarantee that it will be successful in doing so. Hedging is imprecise. While it is not the intention, over-hedged or under-hedged positions may arise. The use of hedging strategies may substantially limit investors in Series F units from benefiting if U.S. currency rises against the Canadian dollar. The costs and gains or losses of hedging transactions will be reflected in the net asset value per unit of the Series F (CAD Hedged) units.”
6. On page 41, under the heading “Specific Information About Each of the Mutual Funds Described in this Document – A Guide to Using the Fund Descriptions – Investment Risk Classification Methodology – Leith Wheeler High Yield Bond Fund”, the first sentence deleted, as are all references to Series B (CAD Hedged).
7. Pages 52, 53, 57, 58, 73, 74, 75, 76, 77 and 78 are deleted.
8. On pages 59 under the heading “Fund Details” in the row labelled “Management fees”, the reference to Series F is deleted.
9. On page 59 under the heading “What Does The Fund Invest In? – Investment Strategies”, the second paragraph is amended by deleting “Series B (CAD Hedged)” wherever it appears, replacing “Series F (CAD Hedged)” with “Series F”, and deleting the last sentence.

What are your legal rights?

Under securities law in some provinces and territories, you have the right to withdraw from an agreement to buy mutual funds within two business days after you receive a simplified prospectus or Fund Facts document or cancel your purchase within 48 hours after you receive confirmation of the purchase. In some provinces and territories, you have the right to cancel a purchase, or in some jurisdictions, claim damages, if the simplified prospectus, Fund Facts document or financial statements contain a misrepresentation. You must act within the time limits set by law in the applicable province or territory. For more information, see the securities law of your province or territory or ask a lawyer.

CERTIFICATE OF THE FUNDS AND THE MANAGER

March 26, 2024

This Amendment No. 3 dated March 26, 2024, together with the simplified prospectus dated May 26, 2023, as amended by Amendment No. 1 dated August 28, 2023 and Amendment No. 2 dated October 13, 2023, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario and do not contain any misrepresentations.

Leith Wheeler Core Bond Fund
Leith Wheeler Emerging Markets Equity Fund
Leith Wheeler High Yield Bond Fund
Leith Wheeler Short Term Income Fund
Leith Wheeler U.S. Dividend Fund
Leith Wheeler U.S. Equity Fund

Leith Wheeler Investment Counsel Ltd., on behalf of the fund noted above, and in its capacity as manager and promoter of the fund.

“James Gilliland”

James Gilliland
Chief Executive Officer

“Cecilia Wong”

Cecilia Wong
Chief Financial Officer

On behalf of the Board of Directors of Leith Wheeler Investment Counsel Ltd., on behalf of the funds, and in its capacity as manager and promoter of the funds.

“Jon Palfrey”

Jon Palfrey
Director

“Perry Teperson”

Perry Teperson
Director