Leith Wheeler Canadian Equity Fund

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE
December 31, 2018

Leith Wheeler INVESTMENT COUNSEL LTD. | Quiet Money.®

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

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

Management Discussion of Fund Performance

Investment Objective and Strategies

To provide superior long-term investment returns by investing primarily in a diversified portfolio of common shares and other equity related securities of Canadian issuers. The Fund is not restricted by capitalization or industry sector although portfolio diversification is a consideration in the selection of securities for the Fund. Under normal circumstances, the Fund will keep its portfolio fully invested, to the greatest extent possible, in Canadian equity and equity related securities.

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

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

Risk

The overall risks of investing in the Fund are as described in the Simplified Prospectus. There were no material changes to the Fund during the year that affected the overall level of risk.

Results of Operations

The Fund's net assets decreased by 11.4% in 2018 to $2,686.6 million from $3,032.8 million at the end of 2017. Of this change, $344.0 million was attributable to investment losses and $2.2 million to net outflows.

The S&P/TSX Composite Index (the Index) had been modestly positive for the year up to the end of September, but fourth quarter weakness led to a disappointing result for the year with the Index declining -8.9%. Eight of the 11 sectors delivered negative returns with Energy (-18.3%), Consumer Discretionary (-16.0%), and Health Care (-15.9%) bringing in the most disappointing results. On the positive side, Information Technology (+13.0%), Real Estate (+2.0%) and Consumer Staples (+2.0%) led Index returns.

The Canadian Equity Fund underperformed the S&P/TSX Composite Index during 2018, with Series A of the Fund decreasing -11.4% and Series B of the Fund decreasing -12.8% after fees and expenses.

Among the top contributors to the Fund's performance in 2018 were Cameco (+34.0%), Rogers Communications (+24.9%), and Constellation Software (+15.3%). Cameco has performed well as the supply cuts announced in late 2017 have worked to alleviate the oversupplied uranium market and support the commodity price this year. More recently, the Tax Court of Canada ruled in Cameco's favour regarding tax disputed with the CRA over transfer pricing methods used in 2003, 2005, and 2006, which has reduced some uncertainty overhanging the stock. We have trimmed our position at various points throughout the year on stock price strength. Rogers Communications has been another top performer in the portfolio since we initiated our position in the second quarter of 2018. The company has reported solid results over the last few quarters, beating earnings expectations on better results in its wireless business. Constellation Software, a developer and distributor of software solutions, reported solid results entering 2018. Strong performance has been enhanced by better-than-expected organic growth and acquisition activity that continues to be robust. In contrast, Western Energy Services (-64.3%), Cardinal Energy (-52.3%), and Nuvista Energy (-49.1%) detracted from performance. Western Energy Services declined in 2018 as the company's high debt levels continue to be an overhang on the stock. The company's results are moving in the right direction, with excess cash flow expected to lower debt over the next three years. The shares remain attractively valued and we continue to hold a small position in the company. Cardinal Energy announced in the fourth quarter that it would be reducing its dividend to allow for greater financial flexibility in the uncertain pricing environment. The company will use excess cash flow to pay down debt. With most of its oil production exposed to Canadian pricing, the market is anticipating a more challenging 2019 than we expect. We remain comfortable with our current position size. Despite demonstrating solid execution throughout the year, shares of Nuvista have been hurt by the volatile pricing environment for natural gas and condensate. Nuvista has done a good job of diversifying its exposure to different natural gas markets, lessening the short-term impact of weak pricing in any one market. We continue to like the company for its attractive asset base, strong balance sheet and management team. We added to our position over the quarter.

There were four new holdings added to the Fund during the year: CGI Group, Rogers Communications, Great West Life Co, and Winpak. CGI is one of the largest information technology (IT) services companies in the world, providing systems integration and consulting services as well as IT and business process outsourcing. As spending on technology continues to grow in importance and companies increasingly

Management Discussion of Fund Performance (cont.)

Results of Operations (cont.)

need help from consultants, integrators, and outsourcers, CGI is well positioned to benefit. We also added Rogers Communications to the portfolio after short-term weakness created an opportunity to buy the stock at an attractive valuation. In the last several years, we have avoided companies in the Telecom sector due to their expensive valuations, high leverage, and high levels of capital spending. Rogers' valuation has come down to 14 times forward earnings from 18 times in 2016 and 2017, as the market overreacted to softer 2017 fourth quarter earnings. Reduced capex combined with improving margins in its wireless business translate into rising free cash flow, which we believe the market doesn't fully appreciate. Great West Life (GWL) was added to the portfolio at the end of the third quarter. The company offers life and health insurance, as well as retirement and asset management services to customers in Canada, the US, and Europe. GWL has a long track record of profitability, growth, and resiliency. In the last ten years, the company has generated an average return on equity of around 15%, while also taking a conservative approach to actuarial assumptions in its insurance business. Insurance companies, including GWL, have underperformed the Index and this created an opportunity for us to buy the company at an attractive valuation. Winpak, a leading producer of flexible packaging and single-serve lids and containers, was added to the portfolio. Over 90% of the company's revenues come from the North American food industry, with customers that include Keurig, Chobani, and Maple Leaf Foods. It is the dominant supplier in bacon packaging with 100% share of the Canadian market and 50% in the US. Winpak has a competitive advantage in the technology it uses to create packaging that reduces spoilage, and garners higher margins. Winpak has a 30-year history of solid organic growth and strong return on invested capital and free cash flow generation, which we expect will continue given its market share and technological advantage.

There were three holdings eliminated from the Fund in 2018: Baytex Energy, Seven Generations, and Stantec. Baytex Energy was eliminated from the Fund in the first half of the year due to ongoing concerns about debt levels at the company. We had expected the company to sell assets to reduce its leverage, but as the timeline of these sales became more uncertain we lost confidence in the company. We sold our position to invest in more attractive opportunities in the portfolio. We exited our position in Seven Generations in the third quarter. Over the last year, the company has struggled with execution, as issues at a third-party gas processing facility have resulted in lower expectations for production. Recent discussions with the processing facility operator revealed that problems are likely to persist. With further challenges moving one-third of its production through an unreliable facility, we lost confidence in the outlook for Seven Generations and re-allocated funds to higher conviction, higher return names. We exited our position in Stantec over the fourth quarter. The company has reported several weak quarters this year due in large part to its construction services division. As problems with this division persisted, Stantec put it under strategic review and eventually sold it to a private equity firm in the fourth quarter. The stock reacted positively to the sale and we took the opportunity to exit the name.

Looking forward, we remain focused on investing in solid businesses trading at attractive valuations that we expect to be profitable over the long term. The market sell-off that ended 2018 has created more opportunities than alarm bells and allowed us to add to great companies in the fund at attractive valuations.

Recent Developments

The Canadian Equity market rebounded from a majority of its fourth quarter losses in January 2019.

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.

Management Fees

The Manager provides the Fund with investment management services, including fund accounting and unitholder record keeping. In return, the Manager receives a management fee based on the net assets of the Fund, calculated on a daily basis. The annualized management fee for the Series B units of the Fund is 1.40%. During the year, the Fund paid the Manager $1,691,333 (exclusive of GST/HST) of its net assets as management fees. The Fund does not reimburse the Manager for operating costs incurred in administering the Fund. The Manager paid all operating expenses except brokerage commissions, transaction charges and taxes. In respect of Series A units, the unitholder pays the Manager a negotiated management fee outside the Fund.

We do not, directly or indirectly, pay fees, sales commissions or trailing commissions, nor do we provide any non-monetary benefits to registered dealers for distributions of units of the Fund. If a broker charges you a commission or fee, that is a matter between you and the dealer.

Financial Highlights

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

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

Series A	2018	2017	2016	2015	2014
Net assets attributable to holders of redeemable units - per unit, beginning of year (1)	$44.90	$41.67	$32.91	$39.35	$39.47
Increase (decrease) from operations:					
Total revenue	1.05	1.00	1.20	1.08	1.07
Total expenses	-	-	-	-	-
Realized gains (losses) for the year	0.81	0.80	0.09	0.64	3.64
Unrealized gains (losses) for the year	(6.96)	2.56	8.76	(6.44)	(1.26)
Total increase (decrease) from operations(1)	(5.10)	4.36	10.05	(4.76)	3.45
Distributions:					
From income (excluding dividends)	-	-	-	(0.01)	-
From dividends	(1.04)	(0.91)	(0.98)	(1.06)	(1.10)
From capital gains	(0.36)	-	-	(0.82)	(2.54)
Return of capital	-	-	-	-	-
Total Annual Distributions(2)	(1.40)	(0.91)	(0.98)	(1.89)	(3.64)
Net assets attributable to holders of redeemable units - per unit, end of year (1)	$38.45	$44.90	$41.67	$32.91	$39.35

Series B	2018	2017	2016	2015	2014
Net assets attributable to holders of redeemable units - per unit, beginning of year (1)	$49.59	$45.94	$36.76	$43.55	$43.14
Increase (decrease) from operations:					
Total revenue	1.08	1.06	1.25	1.12	1.21
Total expenses	(0.66)	(0.60)	(0.61)	(0.51)	(0.58)
Realized gains (losses) for the year	0.83	0.85	0.10	0.67	4.10
Unrealized gains (losses) for the year	(7.16)	2.69	9.12	(6.72)	(1.42)
Total increase (decrease) from operations(1)	(5.91)	3.99	9.86	(5.44)	3.31
Distributions:					
From income (excluding dividends)	-	-	-	-	-
From dividends	(0.28)	(0.24)	(0.65)	(0.35)	(0.34)
From capital gains	(0.40)	-	-	(0.78)	(2.42)
Return of capital	-	-	(0.67)	-	-
Total Annual Distributions(2)	(0.68)	(0.24)	(1.32)	(1.13)	(2.76)
Net assets attributable to holders of redeemable units - per unit, end of year (1)	$42.60	$49.59	$45.94	$36.76	$43.55

(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.

Financial Highlights (cont.)

Ratios and Supplemental Data

Series A	2018	2017	2016	2015	2014
Total net assets attributable to holders of redeemable units ($000s) (1)	2,590,288	2,898,971	2,534,482	1,989,747	1,990,341
Number of units outstanding (000s) (1)	67,375	64,560	60,818	60,454	50,583
Management expense ratio (%)(2)	-	-	-	-	-
Management expense ratio before waivers or absorptions (%)	-	-	-	-	-
Trading expense ratio (%)(3)	0.04	0.04	0.06	0.07	0.07
Portfolio turnover rate (%)(4)	20.33	19.86	29.92	27.64	37.07
Net assets attributable to holders of redeemable units - per unit ($)	38.45	44.90	41.67	32.91	39.35

Series B	2018	2017	2016	2015	2014
Total net assets attributable to holders of redeemable units ($000s) (1)	96,281	133,872	131,928	114,474	140,724
Number of units outstanding (000s)(1)	2,260	2,700	2,872	3,114	3,232
Management expense ratio (%)(2)	1.49	1.49	1.49	1.49	1.49
Management expense ratio before waivers or absorptions (%)	1.49	1.49	1.49	1.49	1.49
Trading expense ratio (%)(3)	0.04	0.04	0.06	0.07	0.07
Portfolio turnover rate (%)(4)	20.33	19.86	29.92	27.64	37.07
Net assets attributable to holders of redeemable units - per unit ($)	42.60	49.59	45.94	36.76	43.55

(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.

Past Performance

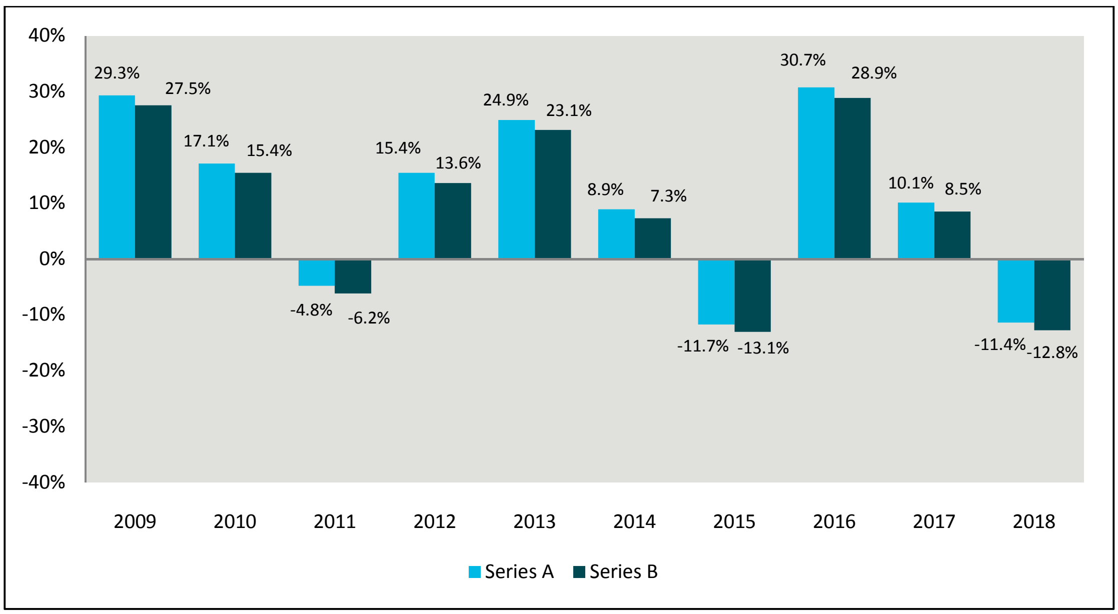
General

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.



Annual Compound Returns

The following table compares the historical annual compound return of the Fund (before fees for Series A and after fees for Series B) with the S&P/ TSX Composite Index, in each case for the year ended December 31, 2018. The S&P/TSX Composite Index is the headline index and the principal broad market measure for the Canadian equity markets. A discussion of the performance of the Fund as compared to the benchmark is found in the Results of Operations section of this document.

For the Years ended December 31	1 Year	3 Years	5 Years	10 Years
Fund – Series A	-11.4%	8.4%	4.1%	9.8%
Benchmark	-8.9%	6.4%	4.1%	7.9%
Fund – Series B	-12.8%	6.5%	2.4%	8.1%
Benchmark	-8.9%	6.4%	4.1%	7.9%

Summary of Investment Portfolio

As at December 31, 2018

Top 25 Positions

Issuer	% of Net Asset Value
Royal Bank of Canada	6.3%
Toronto-Dominion Bank	6.2%
Bank of Nova Scotia	6.1%
Toromont Industries Ltd	5.9%
Canadian National Railway Co	5.6%
Brookfield Asset Management Inc	5.2%
Saputo Inc	5.0%
Open Text Corp	4.9%
Brookfield Infrastructure Partners LP	4.7%
Constellation Software Inc	3.9%
Canadian Imperial Bank of Commerce	3.6%
Progressive Waste Solutions Ltd	3.5%
Canadian Natural Resources Ltd	3.5%
Tourmaline Oil Corp	3.4%
Manulife Financial Corp	3.3%
Finning International Inc	2.7%
Canadian Tire Corp Ltd	2.5%
CI Financial Corp	2.1%
First Quantum Minerals Ltd	2.1%
Canadian Western Bank	1.8%
Mullen Group Ltd	1.7%
Rogers Communications Inc	1.5%
CGI Group Inc	1.5%
Great-West Lifeco Inc	1.5%
Nutrien Ltd	1.3%

Portfolio Allocation

Portfolio Breakdown	% of Net Asset Value
Financials	38.2%
Industrials	17.7%
Energy	12.4%
Information Technology	10.3%
Utilities	5.6%
Consumer Staple	5.0%
Materials	4.4%
Consumer Discretionary	3.1%
Communication Services	1.9%
Cash & Other Net Assets	0.8%
Real Estate	0.6%

The Fund held no short positions as at December 31, 2018.

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.