

Leith Wheeler Canadian Dividend Fund

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

December 31, 2024



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.sedarplus.ca.

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

Management Discussion of Fund Performance

Investment Objective and Strategies

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

Leith Wheeler Investment Counsel Ltd.'s (the "Manager") 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 6.2% in 2024 to \$173.5 million from \$185.0 million at the end of 2023. Of this change, \$26.0 million was attributable to positive investment performance and \$37.5 million to net outflows from unitholders.

For the year ended December 31, 2024, the Canadian Dividend Fund Series A increased +15.1% before fees, and Series F increased +13.8% after fees and expenses. The S&P/TSX Composite Dividend Index (TSX Dividend) increased +19.8% over the same period.

In the first quarter, although the Fund delivered positive returns, it underperformed the TSX Dividend. Rate sensitive sectors – Communications Services and Utilities detracted from returns. Performance was primarily driven by successful stock selection in Consumer Staples and a strategic overweight in both Information Technology and Consumer Staples.

In the second quarter, stock selection in Consumer Staples, Energy, and Materials helped performance while an underweight in Materials and stock selection in Information Technology, Industrials, and Utilities, detracted. Global equity markets reached new highs in the second quarter, but the most significant gains were concentrated in a few mega-cap stocks benefitting from exposure to artificial intelligence. Given the Canadian market lacks these types of companies, the TSX Dividend ended the quarter down -0.5%.

The Fund outperformed the TSX Dividend in the third quarter due to its underweight position in the Energy sector and holdings in Utilities, Real Estate, and Industrials. It was hurt by a lack of exposure to gold and stock selection in Consumer Staples.

In the fourth quarter, the Fund underperformed the TSX Dividend mainly due to its Energy holdings and underweight position in the sector, as well as weakness in its Industrial holdings. It benefited from an underweight position and stock selection in the Materials sector. Within the TSX Dividend, the Energy sector was a top performer, driven by rising oil and natural gas prices during the quarter.

Recent Developments

The S&P/TSX Dividend Composite Index returned +3.1% in January 2025.

Management Discussion of Fund Performance (cont.)

Related Party Transactions

Leith Wheeler Investment Counsel Ltd. (the “Manager”) is the manager and portfolio advisor of the Fund and is responsible for the Fund’s day-to-day operations. The Fund pays the Manager a management fee as compensation for managing the investment portfolio of the Fund.

As at December 31, 2024, the Leith Wheeler Income Advantage Fund owned 1,175,689 Series A units of the Fund. This holding represents 10.7% of this Fund.

During the year, the Fund paid approximately \$856,000 in distributions to the Leith Wheeler Income Advantage Fund.

Management Fees and Administration Fees

Management fees and administration fees of each series of the Fund are payable to the Manager and calculated at the following annual percentages, before GST/HST, of the daily NAV of each series of the Fund. Administration fees became effective November 1, 2023. Prior to this date there were no administration fees. During 2023 and 2024 there were no changes to management fees.

Fee	Series A	Series F
Management Fees	*	0.95%
Administration Fees	0.02%	0.10%

* Series A unitholders pay a negotiated management fee

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

Financial Highlights

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

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

Series A	2024	2023	2022	2021	2020
Net assets attributable to holders of redeemable units - per unit, beginning of year ⁽¹⁾	\$14.42	\$13.50	\$14.87	\$11.93	\$12.31
Increase (decrease) from operations:					
Total revenue	0.56	0.51	0.50	0.41	0.56
Total expenses	(0.01)	(0.01)	-	-	-
Realized gains (losses) for the year	1.19	0.69	1.04	0.78	(0.88)
Unrealized gains (losses) for the year	0.43	0.47	(1.87)	2.18	0.83
Total increase (decrease) from operations ⁽¹⁾	2.17	1.66	(0.33)	3.37	0.51
Distributions:					
From income (excluding dividends)	(0.05)	(0.05)	(0.03)	(0.02)	(0.01)
From dividends	(0.50)	(0.41)	(0.48)	(0.39)	(0.43)
From capital gains	(0.16)	(0.28)	(0.42)	-	-
Return of capital	-	(0.01)	-	-	-
Total Annual Distributions ⁽²⁾	(0.71)	(0.75)	(0.93)	(0.41)	(0.44)
Net assets attributable to holders of redeemable units - per unit, end of year ⁽¹⁾	\$15.84	\$14.42	\$13.50	\$14.87	\$11.93

Series B ⁽³⁾	2024	2023	2022	2021	2020
Net assets attributable to holders of redeemable units - per unit, beginning of year ⁽¹⁾	n/a	\$13.70	\$15.02	\$12.15	\$12.28
Increase (decrease) from operations:					
Total revenue	n/a	0.52	0.95	0.40	(3.33)
Total expenses	n/a	(0.01)	(0.15)	(0.18)	(0.15)
Realized gains (losses) for the year	n/a	0.70	2.00	0.76	5.18
Unrealized gains (losses) for the year	n/a	(0.39)	(3.58)	2.12	(4.85)
Total increase (decrease) from operations ⁽¹⁾	n/a	0.82	(0.78)	3.10	(3.15)
Distributions:					
From income (excluding dividends)	n/a	-	-	-	-
From dividends	n/a	(0.11)	(0.23)	(0.34)	(0.06)
From capital gains	n/a	-	(0.43)	-	-
Return of capital	n/a	-	-	-	-
Total Annual Distributions ⁽²⁾	n/a	(0.11)	(0.66)	(0.34)	(0.06)
Net assets attributable to holders of redeemable units - per unit, end of year ⁽¹⁾	n/a	-	\$13.70	\$15.02	\$12.15

Financial Highlights (cont.)

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

Series F	2024	2023	2022	2021	2020
Net assets attributable to holders of redeemable units - per unit, beginning of year ⁽¹⁾	\$13.44	\$12.69	\$14.02	\$11.26	\$11.56
Increase (decrease) from operations:					
Total revenue	0.52	0.47	0.63	0.39	(0.25)
Total expenses	(0.17)	(0.01)	(0.14)	(0.13)	(0.01)
Realized gains (losses) for the year	1.17	0.64	1.32	0.73	0.39
Unrealized gains (losses) for the year	0.28	0.29	(2.37)	2.05	(0.37)
Total increase (decrease) from operations ⁽¹⁾	1.80	1.39	(0.56)	3.04	(0.24)
Distributions:					
From income (excluding dividends)	(0.03)	(0.04)	-	-	-
From dividends	(0.31)	(0.33)	(0.39)	(0.27)	(0.26)
From capital gains	(1.03)	(0.30)	(0.40)	-	-
Return of capital	-	(0.01)	-	-	-
Total Annual Distributions ⁽²⁾	(1.37)	(0.68)	(0.79)	(0.27)	(0.26)
Net assets attributable to holders of redeemable units - per unit, end of year ⁽¹⁾	\$13.88	\$13.44	\$12.69	\$14.02	\$11.26

(1) Net assets attributable to holders of redeemable units and distributions are based on the actual number of units outstanding at the relevant time. The increase/decrease from operations is based on the weighted average number of units outstanding over the financial period.

(2) Distributions are reinvested in additional units of the Fund or paid in cash.

(3) Effective July 4, 2023, Series B was discontinued as there are no unitholders.

Financial Highlights (cont.)

Ratios and Supplemental Data

Series A	2024	2023	2022	2021	2020
Total net assets attributable to holders of redeemable units (\$000s) ⁽¹⁾	161,889	174,542	176,021	226,655	193,091
Number of units outstanding (000s) ⁽¹⁾	10,219	12,105	13,038	15,239	16,191
Management expense ratio (%) ⁽²⁾	0.02	-	-	-	-
Management expense ratio before waivers or absorptions (%)	0.02	0.02	0.02	0.01	0.02
Trading expense ratio (%) ⁽³⁾	0.02	0.02	0.02	0.02	0.08
Portfolio turnover rate (%) ⁽⁴⁾	12.66	16.92	11.91	17.61	33.47
Net assets attributable to holders of redeemable units - per unit (\$)	15.84	14.42	13.50	14.87	11.93

Series B ⁽⁵⁾	2024	2023	2022	2021	2020
Total net assets attributable to holders of redeemable units (\$000s) ⁽¹⁾	n/a	n/a	2,566	3,732	2,426
Number of units outstanding (000s) ⁽¹⁾	n/a	n/a	187	248	200
Management expense ratio (%) ⁽²⁾	n/a	n/a	1.50	1.50	1.50
Management expense ratio before waivers or absorptions (%)	n/a	n/a	1.52	1.51	1.52
Trading expense ratio (%) ⁽³⁾	n/a	n/a	0.02	0.02	0.08
Portfolio turnover rate (%) ⁽⁴⁾	n/a	n/a	11.91	17.61	33.47
Net assets attributable to holders of redeemable units - per unit (\$)	n/a	n/a	13.70	15.02	12.15

Series F	2024	2023	2022	2021	2020
Total net assets attributable to holders of redeemable units (\$000s) ⁽¹⁾	11,637	10,438	6,064	5,555	4,632
Number of units outstanding (000s) ⁽¹⁾	838	777	478	396	412
Management expense ratio (%) ⁽²⁾	1.19	1.05	1.02	1.03	1.02
Management expense ratio before waivers or absorptions (%)	1.19	1.07	1.04	1.04	1.04
Trading expense ratio (%) ⁽³⁾	0.02	0.02	0.02	0.02	0.08
Portfolio turnover rate (%) ⁽⁴⁾	12.66	16.92	11.91	17.61	33.47
Net assets attributable to holders of redeemable units - per unit (\$)	13.88	13.44	12.69	14.02	11.26

- (1) This information is provided as at December 31 of the year shown; unless noted otherwise.
- (2) Management expense ratio is based on total expenses (excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of the daily average net asset value during the period.
- (3) The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net asset value during the period.
- (4) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio adviser manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the year. The higher a fund's portfolio turnover rate in a year, the greater the trading costs payable by the fund in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a fund.
- (5) Effective July 4, 2023, Series B was discontinued as there are no unitholders.

Past Performance

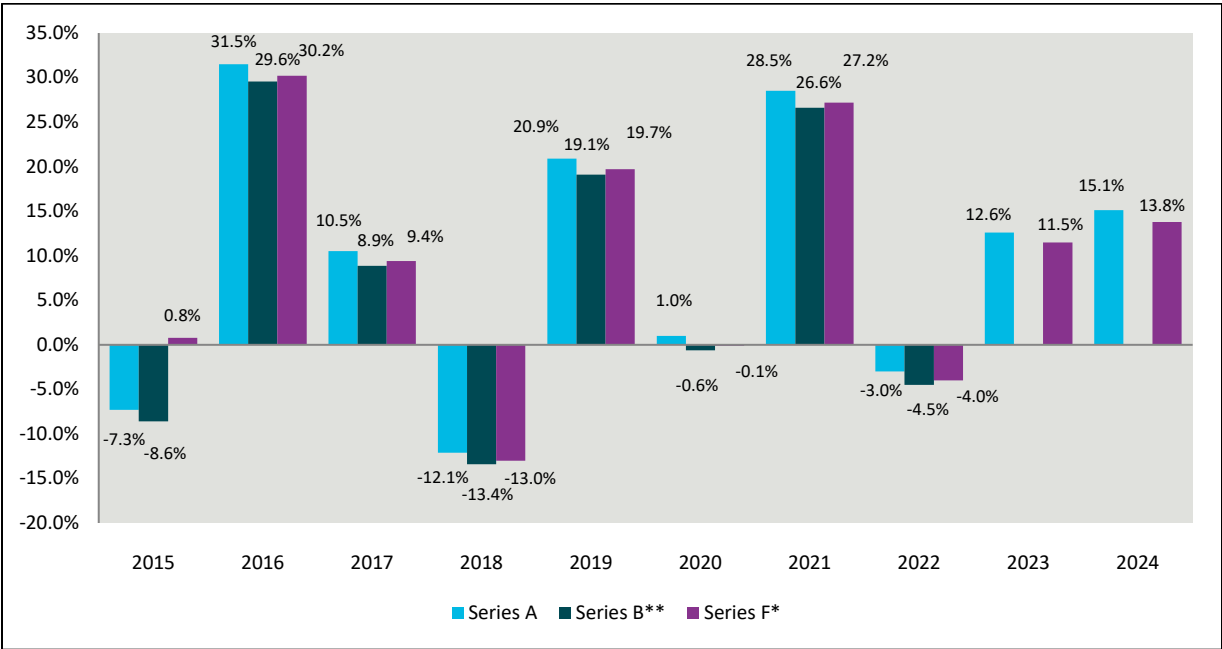
General

The Fund’s performance assumes all distributions made by the Fund in the years shown were reinvested in units of the Fund and is based on net asset value per unit. If you hold the Fund outside a Registered Plan, you will be taxed on these distributions.

The performance information does not take into account sales charges, other charges or taxes that, if applicable, would have reduced returns or performance; but includes management fees and other expenses borne directly by the Fund. Past performance does not necessarily indicate how the Fund may perform in the future.

Year-by-Year Returns

The following bar chart shows the Fund’s historical return, which changes each year and illustrates how the Fund’s performance has changed from year to year. The bar chart shows, in percentage terms, how much an investment made on the first day of each financial year would have grown or decreased by the last day of each year.



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

**Effective July 4, 2023, Series B was discontinued as there are no unitholders.

Past Performance (cont.)

Annual Compound Returns

The following table compares the historical annual compound return of the Fund (before fees for Series A and after fees for Series B and F) with the S&P/TSX Composite Dividend Index, in each case for the year ended December 31, 2024. The S&P/TSX Composite Dividend Index aims to provide a broad-based benchmark of Canadian dividend-paying stocks in the S&P/TSX Composite with positive annual dividend yields as of the latest rebalancing of the S&P/TSX Composite Index. A discussion of the performance of the Fund as compared to the index is found in the Results of Operations section of this document.

For the Years ended December 31	1 Year	3 Years	5 Years	10 Years
Fund – Series A *	15.1%	7.9%	10.3%	8.9%
Benchmark	19.8%	9.5%	11.1%	9.0%
Fund – Series B */***	n/a	n/a	n/a	n/a
Benchmark	19.8%	9.5%	11.1%	n/a
Fund – Series F **	13.8%	6.8%	9.1%	n/a
Benchmark	19.8%	9.5%	11.1%	n/a

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

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

***Effective July 4, 2023, Series B was discontinued as there are no unitholders.

Summary of Investment Portfolio

As at December 31, 2024

Top 25 Positions

Issuer	% of Net Asset Value
Royal Bank of Canada	8.4%
Brookfield Infrastructure Partners Limited Partnership	5.3%
The Toronto-Dominion Bank	5.3%
Toromont Industries Limited	5.0%
Pembina Pipeline Corporation	5.0%
Bank of Montreal	4.8%
Canadian Imperial Bank of Commerce	3.9%
Metro Inc., Class 'A'	3.2%
Hydro One Limited	3.0%
Canadian National Railway Company	2.9%
Canadian Natural Resources Limited	2.9%
Saputo Inc.	2.8%
The Bank of Nova Scotia	2.8%
iA Financial Corporation Inc.	2.5%
Open Text Corporation	2.4%
Methanex Corporation	2.4%
First Capital Real Estate Investment Trust	2.3%
Definity Financial Corporation	2.2%
Rogers Communications Inc., Class 'B'	2.2%
Brookfield Corporation	2.1%
Manulife Financial Corporation	2.1%
Finning International Inc.	1.9%
Tourmaline Oil Corporation	1.9%
Constellation Software Inc.	1.9%
A&W Food Services of Canada Inc.	1.8%

Portfolio Allocation

Portfolio Breakdown	% of Net Asset Value
Financials	38.2%
Industrials	13.1%
Energy	10.9%
Utilities	8.2%
Consumer Staple	7.9%
Information Technology	6.2%
Real Estate	4.7%
Communication Services	3.5%
Materials	3.3%
Consumer Discretionary	1.6%
Health Care	1.6%
Cash & Other Net Assets	0.8%

The Fund held no short positions as at December 31, 2024.

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.