



Interim Management Report of Fund Performance

June 30, 2018

Beutel Goodman North American Focused Equity Fund

Beutel Goodman North American Focused Equity Fund

This Interim Management Report of fund performance contains financial highlights but does not contain the complete annual or interim financial statements of the investment fund. You can get a copy of the annual or interim financial statements at your request at no cost (contact details on this page) or by visiting our website at www.beutelgoodman.com or SEDAR at www.sedar.com.

Security holders may also request the investment fund's prospectus, proxy voting policies and procedures, proxy voting disclosure record or quarterly portfolio disclosure.

Beutel Goodman Managed Funds

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Beutel Goodman North American Focused Equity Fund

Management Discussion of Fund Performance

Investment Objectives and Strategies

The Fund seeks long-term capital growth through investments primarily in common shares and other equity securities of issuers in Canada and the United States.

The strategy of the fund is to hold a concentrated portfolio of quality companies for the long-term. Thus, the investment portfolio of the Fund will consist of a small number of large positions with very low turnover, and is expected to deviate from the index considerably. It is not expected that the fund will invest in more than 22 issuers at one time.

Research is directed to identify companies that can grow their intrinsic value at above normal rates over long periods of time. Companies generating free cash flow are favoured. Securities are purchased when they are trading at a substantial discount to their business value.

The Fund's assets will be invested primarily in securities of Canadian and U.S. issuers. Currently, the Fund does not expect to invest more than 49% of its assets in securities of U.S. issuers.

The Fund may invest in underlying Funds from time to time. Please refer to the Simplified Prospectus for additional information.

The fundamental investment objective of the Fund cannot be changed without the approval of a majority of the investors who own units in the Fund.

Risk

The risks of investing in this Fund remain as discussed in the Prospectus.

This Fund continues to be suitable for investors seeking capital growth with a medium tolerance for risk and a long-term investment horizon.

Results of Operations

The North American Focused Equity Fund posted a positive return for the six months under review. The Fund's Canadian equity component outperformed its benchmark, the S&P/TSX Composite Index, over the period, while the U.S. equity component underperformed the S&P 500 (C\$).

The Bank of Canada hiked the overnight rate by 25 basis points to 1.25% in the first quarter keeping the overnight rate unchanged at 1.25% in the second quarter. The Bank believes that economic data is supportive of the Bank's outlook for growth of 2% in the first half of 2018 and expects headline inflation to run a bit higher in the near term due to recent increases in gasoline prices, while core levels of inflation remain near 2%, consistent with an economy operating close to potential. Canadian 10 year benchmark yields ended the first half marginally higher at 2.17%.

The U.S. Federal Reserve hiked the federal funds rate by 25 basis points in the first quarter and another 25 basis points in the second quarter to a target range of 1.75-2%. The Fed believes that the labour market has continued to strengthen and that economic activity has been rising at a solid rate. The Fed expects that further gradual increases in the target range for the federal funds rate will be consistent with sustained expansion of economic activity, strong labour market conditions, and inflation near the symmetric 2% objective over the medium term. The Fed removed the phrase that the federal funds rate is likely to remain, for some time, below levels that are expected to prevail in the longer run. That phrase had been in place since rate hikes started in December 2015. In the press

conference, Chair Powell stated that the sentence was removed because a year from now the funds rate should be at where the Fed thinks that the neutral rate will be -2.75%.

Oil prices were volatile throughout the first half of the year. WTI traded below \$60 amid inventory reports and over \$74 due to expectations of market undersupply resulting from production declines in Venezuela and the resumption of U.S. sanctions on Iran. An agreement by OPEC for modest output increases strengthened prices, as the market tried to balance itself between growing production in the U.S. and core OPEC countries, and declining production elsewhere in the world. Oil prices were further supported by the U.S.'s push for its allies to cut oil imports from Iran. At the end of the six month period, WTI was \$74.15.

With respect to the Canadian equity component's outperformance, added value was mainly attributable to stock performance in the Financials and Consumer Discretionary sectors. The Fund also benefitted from having a zero weight in Utilities, the worst performing sector in the index. Information Technology and Industrials were a source of weakness relative to the benchmark. The largest contributor to performance came from our holding in Metro in Consumer Staples, as the business continues to perform well. The acquisition of Jean Coutu closed in May, with only modest divestitures requested by the Competition Bureau. Across the rest of the portfolio, gains in Magna, Brookfield Asset Management and TD Bank made strong contributions to performance. The largest negative contribution to performance was from Molson Coors in the Consumer Staples sector. Molson Coors reported a soft second quarter as volumes declined more than expected. The company indicated that the operating performance should improve as the year progresses. Management remains committed to their financial targets.

The U.S. equity component's underperformance for the first two quarters was primarily the result of stock selection, with additional negative attribution from an underweight position in Information Technology and overweights in Telecommunications and Consumer Staples. Parker Hannifin was the single most significant contributor to the underperformance due to its exposure to energy based end markets. Oracle in the Information Technology space underperformed following intra-quarter earnings and corporate communication that dampened near term visibility (despite reporting solid earnings and cash flow). Also lagging the market was oil field services company Halliburton, which gave back some of its earlier energy fueled rally late in the period. Omnicom, Kellogg and Eli Lilly provided meaningful performance in the period, the latter based on operating results that exceeded low expectations

Two new positions were added to the portfolio during the period. Brookfield Asset Management is a global alternative asset manager, owning and operating assets with a focus on property, renewable energy, infrastructure and private equity. The long term horizon of investment activities and the stability of asset fee revenue provide the company with a growing, reliable source of sustainable free cash flow that it can variably utilize to enhance shareholder value. Sun Life is a very well-managed, well-capitalized life insurance company with excellent earnings quality, an attractive mix of stable businesses and good long term growth prospects. The company provides a diverse range of protection and wealth products and services in Canada, the U.S., Asia and the U.K. The valuation is supported by a superior risk/return profile and foreseeable organic growth

Beutel Goodman North American Focused Equity Fund

in existing businesses. Downside is protected, given the company's stable businesses and lower than average exposure to rates and markets.

The Fund also continued to build positions in American Express, Canadian Pacific Railway, Finning, Halliburton, Metro, Molson Coors Brewing, Oracle, Parker Hannifin, Rogers, Royal Bank of Canada and SNC-Lavalin. Great-West Lifeco, after having been increased in the earlier part of the period, was subsequently sold, as was the Fund's position in Canadian Natural Resources. Amerisource-Bergen and Magna were trimmed during the period.

The Fund continues to be a concentrated portfolio focused entirely on individual security selection in the Canadian and U.S. markets. As a result, equity weights can deviate significantly from the broader market. The Fund's strategy has not changed over the period; to buy businesses that generate free cash flow and trade at a discount to business value.

Detailed performance is provided under the heading "Past Performance" in this report.

Recent Developments

There have been no changes to the Fund's Manager for the review period.

The current backdrop has been one of uncertainty due to heightened global trade tensions. In the potential event that a trade war escalates further and is sustained, 80 years of trade liberalization and efficiency gains could be lost, tariffs could increase considerably and trade could decline. Extreme protectionism would result in economic losses as global trade slows. To date, the situation is fluid, with plenty of uncertainty, fueling fears in the market.

The portfolio manager's bottom-up, stock-specific process identifies valuation opportunities in companies with resilient business models. Downside protection is ingrained in the process and mitigates risk, as stocks trading at a premium to business value are sold. When a tangible risk causes a material change in the fundamentals of a business, the portfolio manager's process requires a full review of the position. Owning a diversified group of high quality companies gives confidence in the ability to capture upside potential and protect from downside risks.

Related Party Transactions

Beutel, Goodman & Company Ltd. is the Portfolio Advisor to this Fund. The Fund did not rely on any recommendation or approval of its Independent Review Committee to proceed with any transaction involving related parties because it did not conduct any related party transactions, except for certain inter-fund trades, as approved by the Independent Review Committee by standing instructions, and subject to regulatory requirements.

Fees and Expenses

The following table lists the fees and expenses that you may have to pay if you invest in the Beutel Goodman Managed Funds. You may have to pay some of these fees and expenses directly. The Funds pay the other fees and expenses. This will reduce the value of your investment in a Fund.

Management Fees: We are entitled to a management fee from each class of each Fund based on the average daily net asset value of the particular class. The fee is payable monthly, in arrears, and is calculated at the annualized rate specified for each class of each Fund below. Management fees for Class I units are negotiated and paid directly by the investor, not by the Fund, and, therefore, are not listed.

Fund	Class	Management Fees (%) ⁽¹⁾
North American Focused Equity Fund	B	1.85
North American Focused Equity Fund	D	1.25
North American Focused Equity Fund	F	0.90

(1) Excludes GST/HST where applicable.

We may reduce our management fee for certain large investors who have substantial holdings in units of a Fund. To accomplish this, we reduce the management fee we charge to the Fund and the Fund pays out the difference to these investors as a special distribution. This is called a management fee distribution. We calculate and accrue the reduction daily and distribute it quarterly. The distribution is reinvested on behalf of such unitholders in additional units of the same class of the Fund. Management fee reductions for a unitholder may be increased at any time, but may only be decreased after at least 60 days prior written notice has been given to such unitholder.

We may waive our management fee in certain circumstances.

The Fund paid the Manager management fees, inclusive of HST and net of absorptions, a total of \$264,676 for the period ending June 30, 2018. The management fee for each class of unit is calculated as a percentage of its net asset value, as of the close of business on each business day. The Fund's management fees were used by the Manager to pay costs for managing the investment portfolio, providing investment analysis and recommendations, making investment decisions, making brokerage arrangements for the purchase and sale of the investment portfolio and providing other services. The Manager also used the management fees to fund commission payments and other dealer compensation (collectively called "distribution-related costs") to registered dealers and brokers and financial consultants, for units of the Fund bought and held by investors, which amounted to 28.03% of total management fees paid by the Fund to the Manager in 2017.

Operating Expenses: The Manager pays certain operating expenses of the Fund. These expenses include audit and legal fees; custodian and transfer agent fees; costs attributable to the issue, redemption and change of units, including the cost of the security holder record-keeping system; expenses incurred in respect of preparing and distributing all regulatory reports; fund accounting and valuation costs; independent review committee fees and filing fees, including those incurred by us. In return, the Fund pays the Manager a fixed administration fee. The administration fee may vary by class of units and by Fund.

Please refer to the Financial Highlights section for the MERs of the classes of units.

Commissions

Commissions paid to brokers for portfolio transactions were as follows:

Fund	June 2018	2017	2016
North American Focused Equity Fund	\$10,632	\$10,524	\$6,407

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Financial Highlights

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 6 month period ended June 30 of the current year and for the past 5 years ended December 31. The December 31 information is derived from the Fund's audited annual financial statements and is provided for each class of units.

Financial Highlights for Class B Units

(for the period ended June 30, 2018 and years ended December 31)

\$	June 2018	2017	2016	2015	2014	2013
Net assets attributable to holders of redeemable units per unit, beginning of period ⁽¹⁾	17.41	15.95	13.57	13.76	13.01	10.74
Increase (decrease) in net assets attributable to holders of redeemable units:						
Total Interest Revenue	–	0.01	–	0.04	0.01	–
Total Dividend Revenue	0.20	0.40	0.44	0.34	0.34	0.29
Total revenue	0.20	0.41	0.44	0.38	0.35	0.29
Total expenses	(0.20)	(0.40)	(0.36)	(0.34)	(0.35)	(0.20)
Realized gains (losses) for the period	0.04	0.71	0.96	0.02	0.52	0.89
Unrealized gains (losses) for the period	0.13	1.06	2.07	0.29	0.75	1.85
Total increase (decrease) in net assets attributable to holders of redeemable units ⁽²⁾	0.17	1.78	3.11	0.35	1.27	2.83
Distribution to holders of redeemable units per unit:						
Net interest income (excluding dividend)	–	–	–	0.04	0.02	–
Net dividend income	–	0.03	0.13	0.16	0.14	0.05
Net investment income	–	0.03	0.13	0.20	0.16	0.05
Realized gains on sale of investments	–	0.40	0.38	0.08	0.46	0.58
Total distribution to holders of redeemable units ⁽³⁾	–	0.43	0.51	0.28	0.62	0.63
Net assets attributable to holders of redeemable units, end of period ⁽⁴⁾	17.59	17.41	15.95	13.57	13.76	13.01

Ratios and Supplemental Data for Class B Units

(for the period ended June 30, 2018 and years ended December 31)

\$	June 2018	2017	2016	2015	2014	2013
Total net asset attributable to holders of redeemable units (\$) (000's) ⁽⁵⁾	10,748	9,068	2,576	1,125	288	81
Number of outstanding redeemable units (000's) ⁽⁵⁾	611	521	161	83	21	6
Management expense ratio ^(6a)	2.18%	2.19%	2.20%	2.19%	2.20%	2.20%
Management expense ratio before absorptions ^(6b)	N/A	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate ⁽⁷⁾	11%	18%	21%	10%	28%	27%
Trading expense ratio (%) ⁽⁸⁾	0.05%	0.03%	0.05%	0.04%	0.07%	0.07%
Net assets attributable to holders of redeemable units, end of period ⁽⁹⁾	17.59	17.41	15.95	13.57	13.76	13.01

Financial Highlights for Class D Units

(for the period ended June 30, 2018 and years ended December 31)

\$	June 2018	2017	2016	2015	2014	2013
Net assets attributable to holders of redeemable units per unit, beginning of period ⁽¹⁾	10.59	9.67	8.20	8.22	7.69	6.36
Increase (decrease) in net assets attributable to holders of redeemable units:						
Total Interest Revenue	–	0.01	–	0.02	–	–
Total Dividend Revenue	0.13	0.24	0.27	0.21	0.21	0.17
Total revenue	0.13	0.25	0.27	0.23	0.21	0.17
Total expenses	(0.08)	(0.15)	(0.12)	(0.12)	(0.11)	(0.08)
Realized gains (losses) for the period	0.02	0.46	0.53	0.10	0.46	0.53
Unrealized gains (losses) for the period	0.09	0.64	1.21	(0.08)	0.28	1.21
Total increase (decrease) in net assets attributable to holders of redeemable units ⁽²⁾	0.16	1.20	1.89	0.13	0.84	1.83
Distribution to holders of redeemable units per unit:						
Net interest income (excluding dividend)	–	–	–	0.02	0.01	–
Net dividend income	–	0.05	0.11	0.07	0.10	0.15
Net investment income	–	0.05	0.11	0.09	0.11	0.15
Realized gains on sale of investments	–	0.24	0.23	0.05	0.27	0.34
Total distribution to holders of redeemable units ⁽³⁾	–	0.29	0.34	0.14	0.38	0.49
Net assets attributable to holders of redeemable units, end of period ⁽⁴⁾	10.74	10.59	9.67	8.20	8.22	7.69

Ratios and Supplemental Data for Class D Units

(for the period ended June 30, 2018 and years ended December 31)

\$	June 2018	2017	2016	2015	2014	2013
Total net asset attributable to holders of redeemable units (\$) (000's) ⁽⁵⁾	17,071	15,654	9,435	5,854	5,317	3,343
Number of outstanding redeemable units (000's) ⁽⁵⁾	1,590	1,478	976	714	647	434
Management expense ratio ^(6a)	1.50%	1.51%	1.51%	1.51%	1.46%	1.51%
Management expense ratio before absorptions ^(6b)	N/A	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate ⁽⁷⁾	11%	18%	21%	10%	28%	27%
Trading expense ratio (%) ⁽⁸⁾	0.05%	0.03%	0.05%	0.04%	0.07%	0.07%
Net assets attributable to holders of redeemable units, end of period ⁽⁹⁾	10.74	10.59	9.67	8.20	8.22	7.69

Beutel Goodman North American Focused Equity Fund

Financial Highlights

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 6 month period ended June 30 of the current year and for the past 5 years ended December 31. The December 31 information is derived from the Fund's audited annual financial statements and is provided for each class of units.

Financial Highlights for Class F Units

(for the period ended June 30, 2018 and years ended December 31)

\$	June 2018	2017	2016	2015	2014	2013
Net assets attributable to holders of redeemable units per unit, beginning of period ⁽¹⁾	18.15	16.60	14.07	14.11	13.19	10.84
Increase (decrease) in net assets attributable to holders of redeemable units:						
Total Interest Revenue	–	0.01	–	0.03	0.01	–
Total Dividend Revenue	0.21	0.42	0.46	0.37	0.35	0.31
Total revenue	0.21	0.43	0.46	0.40	0.36	0.31
Total expenses	(0.12)	(0.23)	(0.21)	(0.19)	(0.20)	(0.11)
Realized gains (losses) for the period	0.04	0.73	0.97	0.17	0.78	0.93
Unrealized gains (losses) for the period	0.19	1.16	2.01	(0.16)	0.66	1.66
Total increase (decrease) in net assets attributable to holders of redeemable units ⁽²⁾	0.32	2.09	3.23	0.22	1.60	2.79
Distribution to holders of redeemable units per unit:						
Net interest income (excluding dividend)	–	–	–	0.04	0.02	–
Net dividend income	–	0.18	0.25	0.16	0.14	0.14
Net investment income	–	0.18	0.25	0.20	0.16	0.14
Realized gains on sale of investments	–	0.42	0.40	0.08	0.47	0.59
Total distribution to holders of redeemable units ⁽³⁾	–	0.60	0.65	0.28	0.63	0.73
Net assets attributable to holders of redeemable units, end of period ⁽⁴⁾	18.44	18.15	16.60	14.07	14.11	13.19

Ratios and Supplemental Data for Class F Units

(for the period ended June 30, 2018 and years ended December 31)

\$	June 2018	2017	2016	2015	2014	2013
Total net asset attributable to holders of redeemable units (\$) (000's) ⁽⁵⁾	15,047	11,284	2,275	1,039	915	691
Number of outstanding redeemable units (000's) ⁽⁵⁾	816	622	137	74	65	52
Management expense ratio ^(6a)	1.12%	1.13%	1.13%	1.13%	1.13%	1.13%
Management expense ratio before absorptions ^(6b)	N/A	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate ⁽⁷⁾	11%	18%	21%	10%	28%	27%
Trading expense ratio (%) ⁽⁸⁾	0.05%	0.03%	0.05%	0.04%	0.07%	0.07%
Net assets attributable to holders of redeemable units, end of period ⁽⁹⁾	18.44	18.15	16.60	14.07	14.11	13.19

Financial Highlights for Class I Units

(for the period ended June 30, 2018 and years ended December 31)

\$	June 2018	2017	2016	2015	2014	2013
Net assets attributable to holders of redeemable units per unit, beginning of period ⁽¹⁾	11.54	10.51	8.87	8.89	8.30	6.83
Increase (decrease) in net assets attributable to holders of redeemable units:						
Total Interest Revenue	–	0.01	–	0.02	–	–
Total Dividend Revenue	0.14	0.26	0.30	0.24	0.23	0.19
Total revenue	0.14	0.27	0.30	0.26	0.23	0.19
Total expenses	(0.02)	(0.03)	(0.04)	(0.03)	(0.03)	(0.01)
Realized gains (losses) for the period	0.03	0.50	0.55	0.10	0.55	0.56
Unrealized gains (losses) for the period	0.10	0.76	1.31	(0.11)	0.40	1.31
Total increase (decrease) in net assets attributable to holders of redeemable units ⁽²⁾	0.25	1.50	2.12	0.22	1.15	2.05
Distribution to holders of redeemable units per unit:						
Net interest income (excluding dividend)	–	–	–	0.04	0.02	–
Net dividend income	–	0.18	0.23	0.17	0.16	0.18
Net investment income	–	0.18	0.23	0.21	0.18	0.18
Realized gains on sale of investments	–	0.27	0.25	0.05	0.30	0.37
Total distribution to holders of redeemable units ⁽³⁾	–	0.45	0.48	0.26	0.48	0.55
Net assets attributable to holders of redeemable units, end of period ⁽⁴⁾	11.78	11.54	10.51	8.87	8.89	8.30

Ratios and Supplemental Data for Class I Units

(for the period ended June 30, 2018 and years ended December 31)

\$	June 2018	2017	2016	2015	2014	2013
Total net asset attributable to holders of redeemable units (\$) (000's) ⁽⁵⁾	5,010	4,567	3,683	2,862	2,464	2,418
Number of outstanding redeemable units (000's) ⁽⁵⁾	425	396	351	323	277	291
Management expense ratio ^(6a)	0.11%	0.11%	0.11%	0.11%	0.11%	0.11%
Management expense ratio before absorptions ^(6b)	N/A	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate ⁽⁷⁾	11%	18%	21%	10%	28%	27%
Trading expense ratio (%) ⁽⁸⁾	0.05%	0.03%	0.05%	0.04%	0.07%	0.07%
Net assets attributable to holders of redeemable units, end of period ⁽⁹⁾	11.78	11.54	10.51	8.87	8.89	8.30

Beutel Goodman North American Focused Equity Fund

- (1) The information for each December 2017, 2016, 2015, 2014 and 2013 is derived from the Fund's annual audited financial statements prepared in accordance with IFRS. The information for June 2018 is derived from the Fund's unaudited statements prepared in accordance with IFRS.
- (2) Net assets attributable to holders of redeemable units per unit and distributions to holders of redeemable units per unit are based on the actual number of redeemable units outstanding for the relevant class at the relevant time. The increase (decrease) in net assets attributable to holders of redeemable units per unit is based on the weighted average number of redeemable units outstanding for the relevant class over the fiscal period.
- (3) Distributions were paid in cash or automatically reinvested in additional redeemable units of the Fund.
- (4) This is not a reconciliation of the beginning and ending net assets per redeemable unit.
- (5) This information is provided as at period end of the period shown.
- (6a) 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 daily net asset value during the period.
- (6b) The Manager may have absorbed some of the fund expenses. If this had occurred, the management fee ratio before any such absorption is listed. The Manager may terminate the absorption at any time, at its discretion. It is not known when such absorptions will be terminated.
- (7) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio advisor 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 fiscal 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 higher turnover rate and the performance of a Fund. Portfolio turnover rate equals the lesser of purchases or sales divided by the average value of the portfolio securities of the fund on a monthly basis, excluding short-term securities.
- (8) The trading expense ratio represents total commissions and other portfolio transaction costs disclosed in the Statements of Comprehensive Income expressed as an annualized percentage of daily average net asset value of the Fund during the period.
- (9) For the period ended June 2018 and for the years ended December 31, 2017, 2016, 2015, 2014 and 2013, the information provided for processing unitholder transactions is consistent with the information provided for reporting purposes. The information for December 31, 2017, 2016, 2015, 2014 and 2013 is derived from the Fund's annual audited financial statements in accordance with IFRS. The information for June 2018 is derived from the Fund's unaudited financial statements in accordance with IFRS.

Past Performance

The past performance of each class of units of a Fund, if the class has been in continuous existence and offered to the public for at least 12 months (at the date of this document), is explained under the Year-by-Year Returns heading found on the next page.

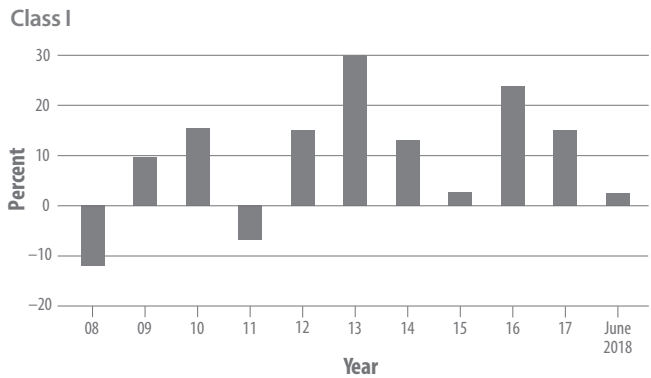
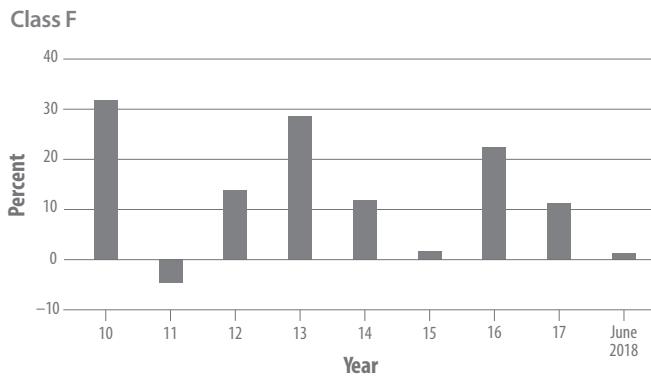
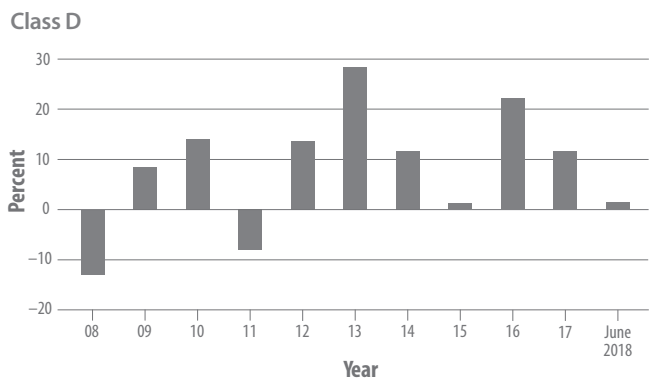
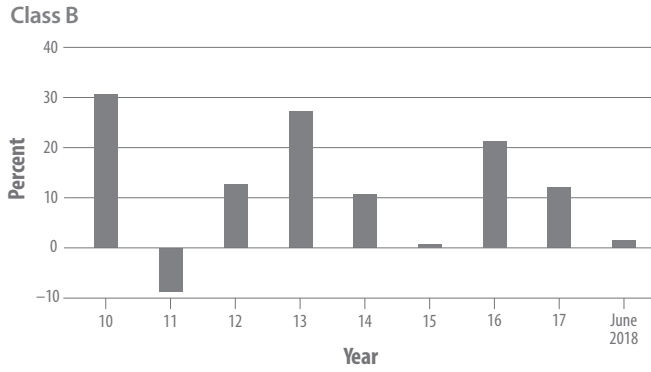
The performance returns in all cases:

- are calculated as of **December 31** in each year and for the **first 6 months** of the current year;
- assume **all distributions** made by the Fund are **reinvested** to purchase additional redeemable units; and
- show the returns of the particular class of the Fund after any applicable management fees and operating expenses have been deducted, **but are not reduced by any redemption charges, optional charges or income taxes payable by you.**

Please remember that the past performance of the Fund is not an accurate prediction of future returns.

Beutel Goodman North American Focused Equity Fund

Year-by-Year Returns



Beutel Goodman North American Focused Equity Fund

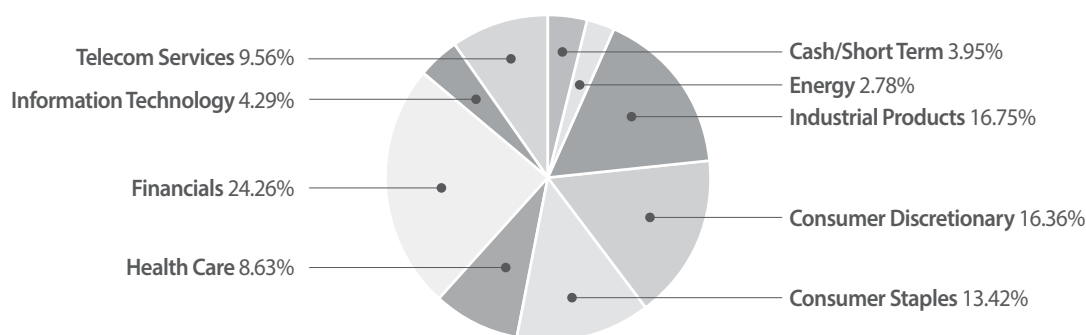
Summary of Investment Portfolio

The following information may change due to the ongoing portfolio transactions of the Fund. More current information regarding the holdings of the Fund may be obtained on our website at www.beutelgoodman.com.

Summary of Top 25 Holdings

Issuer Name	% of Net Assets	Issuer Name	Coupon Rate	Maturity Date	% of Net Assets
1. The Toronto-Dominion Bank	5.73	14. Oracle Corp.			4.30
2. Royal Bank of Canada	5.70	15. AmerisourceBergen Corp.			4.17
3. Verizon Communications Inc.	5.18	16. Molson Coors Canada Inc., Class B			3.98
4. SNC-Lavalin Group Inc.	5.01	17. AutoZone Inc.			3.78
5. Magna International Inc.	5.01	18. Canadian Pacific Railway Ltd.			3.74
6. Sun Life Financial Inc.	4.87	19. American Express Co.			3.40
7. Metro Inc., Class A	4.79	20. Parker-Hannifin Corp.			3.34
8. Finning International Inc.	4.68	21. Canadian Tire Corp Ltd., Class A			3.15
9. Kellogg Co.	4.67	22. Halliburton Co.			2.78
10. Brookfield Asset Management Inc.	4.57	23. Government of Canada	1.240%	6-Sep-18	1.35
11. Eli Lilly & Co.	4.47	24. Government of Canada	1.201%	20-Sep-18	0.89
12. Omnicom Group Inc.	4.44	25. Government of Canada	1.197%	26-Jul-18	0.83
13. Rogers Communications Inc., Class B	4.39				

Asset Mix



Beutel Goodman North American Focused Equity Fund

Other Material Information

Classes of Units: Each of the Funds in the Beutel Goodman family of Funds issues Class B, Class D (formerly Class A), Class F and Class I units, with the exception of the Beutel Goodman Fundamental Canadian Equity Fund, Beutel Goodman Global Dividend Fund and Beutel Goodman Short Term Bond Fund, which issue only Class B, Class F and Class I units. Expenses of each class are tracked separately and a separate net asset is calculated for each class.

The Beutel Goodman North American Focused Equity Fund is available in 4 classes of units: Class B, Class D (formerly Class A), Class F and Class I.

Each Fund may issue an unlimited number of classes of units and may issue an unlimited number of units of each class. The different classes of units of a Fund represent an interest in the same portfolio investments of the Fund.

Class B Units: for retail investors investing a minimum of \$5,000 in a Fund through authorized third-party dealers;

Class D* Units: for retail investors investing a minimum of \$5,000 in a Fund;

Class F Units: for investors investing a minimum of \$5,000 in a Fund, who are enrolled in a dealer-sponsored fee-for-service or wrap program (where various mutual funds are bundled together) who are subject to a periodic asset-based fee, rather than commissions on each transaction, or any other investors for whom we do not incur distribution costs; and

Class I Units: for investors who have invested a minimum of \$500,000 in a Fund and who have entered into an investment management agreement with us, and for our employees (or employees of our affiliates). At our discretion, we may waive the investment minimum.

* Class A units distributed under prior simplified prospectuses have been renamed "Class D" units as of August 13, 2010.

Additional Information

Independent Review Committee

Beutel Goodman Managed Funds Inc., the former Manager of the Beutel Goodman Managed Funds, appointed an Independent Review Committee ("IRC") on May 1, 2007, for each of its public mutual Funds in accordance with the Canadian Securities Administrators' National Instrument 81-107. This Instrument has been designed to promote investor protection in mutual funds. Effective January 1, 2013, as the result of the amalgamation between Beutel Goodman Managed Funds Inc. and Beutel, Goodman & Company Ltd., Beutel, Goodman & Company Ltd. is the Manager of the Beutel Goodman Managed Funds. The IRC actively assumed its role and responsibilities on November 1, 2007. The IRC oversees conflict of interest matters that may arise out of the management of each of the Funds by providing its recommendations or approvals, as required, to the Manager on how these conflicts may be fairly resolved. The IRC for each of the Beutel Goodman Managed Funds consists of three industry professionals, none of whom have an interest in the Funds or Beutel, Goodman & Company Ltd. outside of their roles as members of the IRC. The IRC 2017 Report to Unitholders is available on the Beutel Goodman Managed Funds' website at www.beutelgoodman.com or at the unitholder's request, at no cost, by contacting Beutel, Goodman & Company Ltd. at mutualfunds@beutelgoodman.com.



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