



Annual Management Report of Fund Performance

December 31, 2017

Beutel Goodman Income Fund

Beutel Goodman **Income Fund**

This Annual 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 Income Fund

Management Discussion of Fund Performance

Investment Objectives and Strategies

This Fund invests primarily in fixed income securities of Canadian government and corporate issuers; investments in foreign fixed income securities are permitted however is not a key strategy for the Fund.

The Fund's advisors focus on creating a high-quality portfolio diversified across Government of Canada, Provincial and Corporate securities – average minimum quality of the fixed income portfolio will be A as rated by DBRS, and the minimum quality for any individual security shall be BBB.

The Fund may invest in derivatives and/or 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 a steady stream of income, with a low tolerance for risk and a medium to long-term investment time horizon.

Results of Operations

The Beutel Goodman Income Fund had a positive return over the annual period and outperformed its benchmark, the FTSE TMX Canada Universe Bond Index.

During 2017, yields in Canada and the U.S. increased across the curve by 47 and 17 basis points, respectively. As central banks tightened monetary policy and the U.S. Federal Reserve started to unwind its balance sheet, markets took their cue more from economic data than from central bank extraordinary stimulus. Global growth was buoyant, global PMIs trended higher, the Canadian and U.S. labour markets were robust, and consumer spending was resilient. The one piece of economic data that continued to disappoint was the lack of wage growth and inflation. While 2016 was all about headline risk (Brexit, Trump election), for the most part markets ignored the headlines in 2017. The concern that the euro zone would lay the seeds of its own destruction dissipated as the numerous European elections failed to deliver victories for the far right, euro skeptic parties. While failing to deliver a new health care bill, the Trump Administration was successful in getting its tax reform passed and threats of government sequestration and breaching the debt ceiling were kicked down the road into 2018. The U.S. Federal Reserve followed through on hiking the Federal Funds rate three times, in line with their projections, and commencing the unwind of their balance sheet. The Bank of Canada moved from being on hold, to increasing the overnight rate back to 1.0% and essentially removing the extraordinary monetary policy stimulus put in place in 2015 in response to the oil shock, to being on hold again and then embarking on a slow, data dependent hiking cycle.

After hiking the overnight rate twice during the third quarter, effectively removing the 50 basis points of emergency monetary policy stimulus, the Bank of Canada turned dovish during the fourth quarter and remained on hold. The Bank became cautious about the effect of the tightening on consumer debt and spending, uncertainty regarding NAFTA, and the appreciation of the Canadian dollar. In its latest monetary policy release, the Bank highlighted

strong employment growth and some improvement in wages that have supported robust consumer spending in the third quarter. On the cautionary side, the Bank stated that despite rising employment and participation rates, other indicators point to ongoing – albeit diminishing – slack in the labour market. Business investment has remained strong and public infrastructure spending is becoming more evident in the data. Exports disappointed the Bank during third quarter, but they expect that export growth will resume as foreign demand strengthens. The Bank maintains that the global outlook remains subject to considerable uncertainty, notably about geopolitical developments and trade policies. On the inflation front, the Bank noted that inflation has been slightly higher than anticipated and will continue to run high in the short term buoyed by temporary factors such as gasoline prices and the continued absorption of economic slack. The Bank's outlook statement was fairly dovish as the Bank stated that while higher interest rates will likely be required over time, the Governing Council will continue to be cautious, guided by incoming data in assessing the economy's sensitivity to interest rates, the evolution of economic capacity, and the dynamics of both wage growth and inflation.

For the one year period under review, the FTSE TMX Canada Bond Universe Index increased 2.52% on a total return basis. The Corporate, Provincial and Municipal sectors outperformed the Index while the Federal sector underperformed. The Fund outperformed the FTSE TMX Canada Bond Universe Index for the one year period. Decisions that contributed to performance include: 1) government sector allocation, as both provincials and corporates significantly outperformed federal bonds; 2) the Fund's short duration positioning, as yields across the curve decreased by 24 basis points during the year; 3) corporate sector allocation, as corporates outperformed federal bonds; and 4) the Fund's foreign pay position, which was closed in the second quarter, but contributed positively to performance for the year, as the Fund benefitted from a depreciating currency at the time the position was in place. Decisions that detracted from performance include: 1) corporate security selection, as the portfolio manager's preferred high quality sectors underperformed versus other higher beta corporates; and 2) curve positioning, as the Fund was not positioned for the initial flattening of the yield curve following the Bank of Canada's about face in monetary policy messaging, but was positioned for the balanced of the flattening move.

Relative to its stated investment objectives and strategies the Fund has maintained its quality and diversification standards.

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

Recent Developments

As per the updated Simplified Prospectus dated May 23, 2017, commencing on or about August 1, 2017, the Fund may use derivatives from time to time. See the information under "Using Derivatives" on page 15 of the Simplified Prospectus for additional information regarding how the Fund may use derivatives.

Both the Bank of Canada and the U.S. Federal Reserve are united in that they are both data dependent, monitoring how consumers and businesses react to higher interest rates and waiting to see if inflation will increase following the strong conditions in the labour markets and the underlying economies.

Beutel Goodman Income Fund

The outlook for U.S. growth remains bright, especially with the likely passage of U.S. tax reform. Financial conditions (low Treasury yields, narrower credit spreads, weaker U.S. Trade Weighted Dollar and higher equity markets) have eased and historically have foreshadowed faster growth. While Canadian growth is expected to moderate after a robust first half of 2017, it will likely be held up by a strong U.S. economy and the recent strength in crude oil prices. While there is no doubt that the Canadian economy is strong and that the slack in the economy is being used up, there are a few areas of concern for the economic forecast. A significant amount of the strong growth has been led by the services sector and not by manufacturing, nor by the export sectors that the Bank of Canada had expected to benefit from a lower Canadian dollar. As the Bank of Canada has repeatedly warned, consumer indebtedness is at very high levels. While a slowdown in the housing market will likely not lead to a rash of foreclosures in Canada as it did in the U.S., it will likely constrain consumer spending as mortgage payments take up a greater share of the consumers' wallet. There remains concern that anti-trade and "Buy America" policies, as well as differences in carbon regulations and corporate taxes, could also disadvantage Canadian industry versus that of the U.S. These uncertainties are holding back business investment in Canada. After increasing the overnight rate back to 1.0% and essentially removing the extraordinary monetary policy stimulus put in place in 2015 in response to the oil shock, the Bank of Canada is embarking on a tightening cycle. The Canadian bond market has priced in more than two rate hikes by the Bank through to the end of 2018. The portfolio manager's base case is for the continuation of trends of relatively strong growth, steadily increasing inflation and gradual central bank tightening.

The Fund is short duration versus the FTSE TMX Canada Universe Bond Index. The portfolio manager believes that as central banks have adjusted their biases to removing monetary policy stimulus, both through hiking interest rates and tapering QE and balance sheets, interest rates will likely increase in accordance. The Canadian bond market has fully priced in a full tightening cycle by the Bank of Canada, in line with the portfolio manager's expectations, so there are no opportunities for rates to increase significantly in the short-end of the curve. The Fund is positioned for the yield curve to continue to flatten as is reflective of tightening cycles. Projected roll return versus that of the benchmark remains positive. The Fund is overweight corporate bonds and is maintaining its defensive and safe haven positioning. The Fund is underweight Government of Canada bonds and slightly underweight provincial bonds.

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⁾
Income Fund	B	1.00
Income Fund	D	0.70
Income Fund	F	0.50

(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, of \$399,091 for the year ending December 31, 2017. 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 17.54% 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	2017	2016
Income Fund	\$ NIL	\$ NIL

Beutel Goodman Income 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 past 5 years ended December 31. This 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 years ended December 31)

\$	2017	2016	2015	2014	2013
Net assets attributable to holders of redeemable units per unit, beginning of year⁽¹⁾	9.47	9.62	9.74	9.47	9.92
Increase (decrease) in net assets attributable to holders of redeemable units:					
Total Interest Revenue	0.27	0.28	0.31	0.33	0.32
Total expenses	(0.11)	(0.12)	(0.12)	(0.12)	(0.12)
Realized gains (losses) for the year	(0.10)	0.11	0.08	(0.03)	(0.08)
Unrealized gains (losses) for the year	0.13	(0.17)	(0.18)	0.31	(0.40)
Total increase (decrease) in net assets attributable to holders of redeemable units⁽²⁾	0.19	0.10	0.09	0.49	(0.28)
Distribution to holders of redeemable units per unit:					
Net interest income	0.14	0.17	0.19	0.19	0.20
Realized gains on sale of investments	—	0.08	—	—	—
Total distribution to holders of redeemable units⁽³⁾	0.14	0.25	0.19	0.19	0.20
Net assets attributable to holders of redeemable units, end of year⁽⁴⁾	9.48	9.47	9.62	9.74	9.47

Ratios and Supplemental Data for Class B Units

(for the years ended December 31)

\$	2017	2016	2015	2014	2013
Total net asset attributable to holders of redeemable units (\$)(000's)⁽⁵⁾	1,977	2,546	2,590	3,098	4,643
Number of outstanding redeemable units (000's)⁽⁵⁾	209	269	269	318	491
Management expense ratio^(6a)	1.19%	1.19%	1.21%	1.19%	1.20%
Management expense ratio before absorptions^(6b)	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate⁽⁷⁾	297%	237%	117%	114%	76%
Trading expense ratio (%)⁽⁸⁾	—	—	—	—	—
Net assets attributable to holders of redeemable units, end of year⁽⁹⁾	9.48	9.47	9.62	9.74	9.47

Financial Highlights for Class D Units

(for the years ended December 31)

\$	2017	2016	2015	2014	2013
Net assets attributable to holders of redeemable units per unit, beginning of year⁽¹⁾	11.85	12.03	12.18	11.85	12.42
Increase (decrease) in net assets attributable to holders of redeemable units:					
Total Interest Revenue	0.33	0.34	0.39	0.40	0.40
Total expenses	(0.09)	(0.09)	(0.09)	(0.09)	(0.09)
Realized gains (losses) for the year	(0.12)	0.15	0.10	(0.03)	(0.09)
Unrealized gains (losses) for the year	0.13	(0.20)	(0.23)	0.38	(0.50)
Total increase (decrease) in net assets attributable to holders of redeemable units⁽²⁾	0.25	0.20	0.17	0.66	(0.28)
Distribution to holders of redeemable units per unit:					
Net interest income	0.23	0.26	0.29	0.30	0.30
Realized gains on sale of investments	—	0.10	—	—	—
Total distribution to holders of redeemable units⁽³⁾	0.23	0.36	0.29	0.30	0.30
Net assets attributable to holders of redeemable units, end of year⁽⁴⁾	11.85	11.85	12.03	12.18	11.85

Ratios and Supplemental Data for Class D Units

(for the years ended December 31)

\$	2017	2016	2015	2014	2013
Total net asset attributable to holders of redeemable units (\$)(000's)⁽⁵⁾	45,685	59,553	68,740	86,972	110,455
Number of outstanding redeemable units (000's)⁽⁵⁾	3,855	5,027	5,713	7,139	9,322
Management expense ratio^(6a)	0.78%	0.78%	0.78%	0.76%	0.77%
Management expense ratio before absorptions^(6b)	0.89%	N/A	N/A	N/A	N/A
Portfolio turnover rate⁽⁷⁾	297%	237%	117%	114%	76%
Trading expense ratio (%)⁽⁸⁾	—	—	—	—	—
Net assets attributable to holders of redeemable units, end of year⁽⁹⁾	11.85	11.85	12.03	12.18	11.85

Beutel Goodman Income 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 past 5 years ended December 31. This 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 years ended December 31)

\$	2017	2016	2015	2014	2013
Net assets attributable to holders of redeemable units per unit, beginning of year⁽¹⁾	9.53	9.68	9.79	9.53	9.99
Increase (decrease) in net assets attributable to holders of redeemable units:					
Total Interest Revenue	0.26	0.29	0.31	0.31	0.33
Total expenses	(0.06)	(0.07)	(0.07)	(0.06)	(0.07)
Realized gains (losses) for the year	(0.10)	0.11	0.08	0.01	(0.08)
Unrealized gains (losses) for the year	0.11	(0.19)	(0.02)	0.30	(0.39)
Total increase (decrease) in net assets attributable to holders of redeemable units⁽²⁾	0.21	0.14	0.30	0.56	(0.21)
Distribution to holders of redeemable units per unit:					
Net interest income	0.20	0.22	0.23	0.27	0.26
Realized gains on sale of investments	—	0.08	—	—	—
Total distribution to holders of redeemable units⁽³⁾	0.20	0.30	0.23	0.27	0.26
Net assets attributable to holders of redeemable units, end of year⁽⁴⁾	9.53	9.53	9.68	9.79	9.53

Ratios and Supplemental Data for Class F Units

(for the years ended December 31)

\$	2017	2016	2015	2014	2013
Total net asset attributable to holders of redeemable units (\$)(000's)⁽⁵⁾	3,303	4,756	4,547	14,819	5,468
Number of outstanding redeemable units (000's)⁽⁵⁾	347	499	470	1,514	574
Management expense ratio^(6a)	0.67%	0.67%	0.67%	0.66%	0.66%
Management expense ratio before absorptions^(6b)	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate⁽⁷⁾	297%	237%	117%	114%	76%
Trading expense ratio (%)⁽⁸⁾	—	—	—	—	—
Net assets attributable to holders of redeemable units, end of year⁽⁹⁾	9.53	9.53	9.68	9.79	9.53

Financial Highlights for Class I Units

(for the years ended December 31)

\$	2017	2016	2015	2014	2013
Net assets attributable to holders of redeemable units per unit, beginning of year⁽¹⁾	12.15	12.34	12.50	12.16	12.76
Increase (decrease) in net assets attributable to holders of redeemable units:					
Total Interest Revenue	0.35	0.37	0.40	0.40	0.42
Total expenses	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)
Realized gains (losses) for the year	(0.12)	0.16	0.14	(0.02)	(0.11)
Unrealized gains (losses) for the year	0.12	(0.20)	(0.20)	0.37	(0.49)
Total increase (decrease) in net assets attributable to holders of redeemable units⁽²⁾	0.34	0.32	0.33	0.74	(0.19)
Distribution to holders of redeemable units per unit:					
Net interest income	0.33	0.36	0.40	0.41	0.41
Realized gains on sale of investments	—	0.11	—	—	—
Total distribution to holders of redeemable units⁽³⁾	0.33	0.47	0.40	0.41	0.41
Net assets attributable to holders of redeemable units, end of year⁽⁴⁾	12.15	12.15	12.34	12.50	12.16

Ratios and Supplemental Data for Class I Units

(for the years ended December 31)

\$	2017	2016	2015	2014	2013
Total net asset attributable to holders of redeemable units (\$)(000's)⁽⁵⁾	749,167	634,143	876,317	2,014,281	2,097,822
Number of outstanding redeemable units (000's)⁽⁵⁾	61,660	52,185	70,989	161,090	172,438
Management expense ratio^(6a)	0.04%	0.04%	0.04%	0.04%	0.04%
Management expense ratio before absorptions^(6b)	0.11%	N/A	N/A	N/A	N/A
Portfolio turnover rate⁽⁷⁾	297%	237%	117%	114%	76%
Trading expense ratio (%)⁽⁸⁾	—	—	—	—	—
Net assets attributable to holders of redeemable units, end of year⁽⁹⁾	12.15	12.15	12.34	12.50	12.16

Beutel Goodman Income Fund

- (1) The information for December 2017, December 2016, December 2015, December 2014 and December 2013 is derived from the Fund's annual audited financial 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 year.
- (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 year end of the year 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 year.
- (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 year.
- (9) The information for December 2017, December 2016, December 2015, December 2014 and December 2013 is derived from the Fund's annual audited financial statements prepared in accordance with IFRS. For the years ended December 31, 2017, December 31, 2016, December 31, 2015, December 31, 2014 and December 31, 2013, the information provided for processing unitholder transactions is consistent with the information provided for reporting purposes.

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, and Annual Compound Returns headings found on the next page. In years where the class of a Fund has less than 12 months of performance data, the annual rate has been annualized.

The performance returns in all cases:

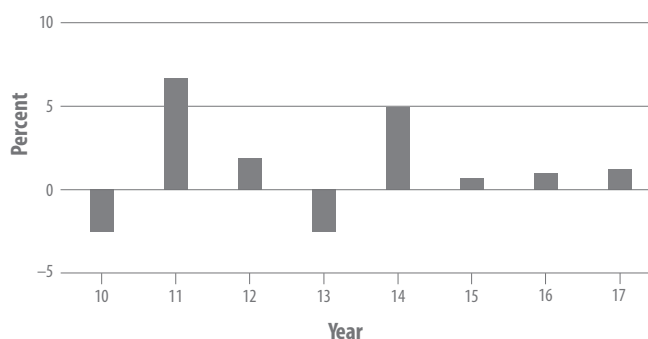
- are calculated as of **December 31** in each year;
- assume **all distributions** made by the Fund **are reinvested** to purchase additional redeemable units; and
- show the returns of the particular class of the Fund after any applicable management fees and operating expenses have been deducted, **but 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.

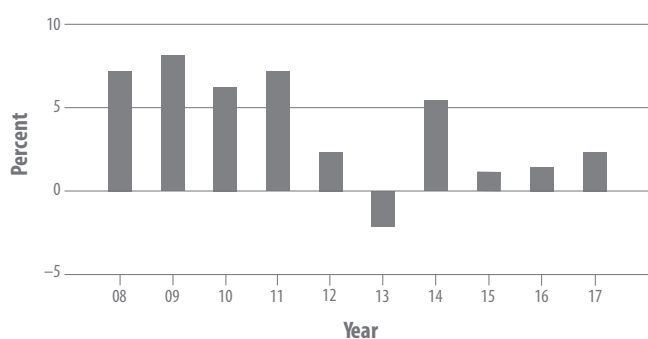
Beutel Goodman Income Fund

Year-by-Year Returns

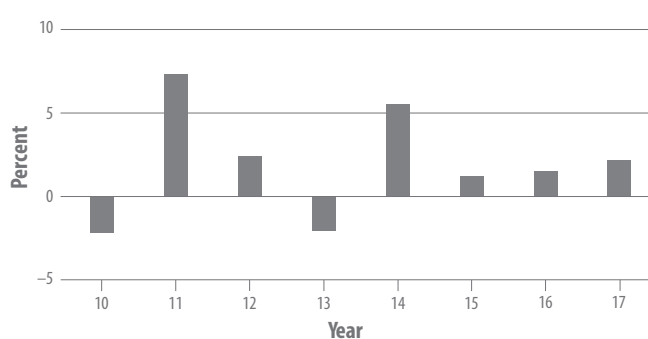
Class B



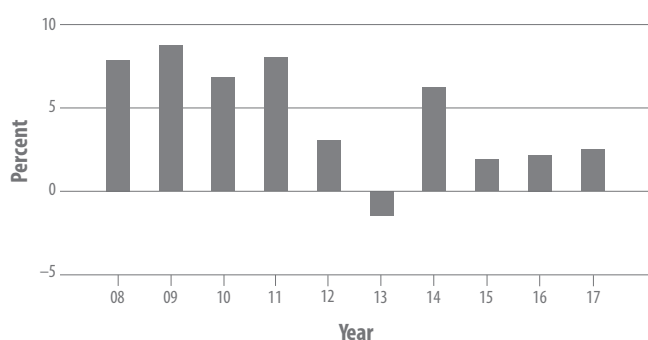
Class D



Class F



Class I



Annual Compound Returns

The following table shows the historical annual compound total returns, as compared to the performance of the FTSE TMX Canada Universe Bond Index.*

Class B	Since Inception	Past 5 Years	Past 3 Years	Past Year
Beutel Goodman Income Fund – Class B	1.92%	1.11%	1.10%	1.58%
FTSE TMX Canada Universe Bond Index	3.78%	3.01%	2.56%	2.52%

For Class B units of the Fund, a return calculated since its inception of September 27, 2010 and ended December 31, 2017, for the past five, three and one year periods ended December 31, 2017 has been provided.

Class D	Past 10 Years	Past 5 Years	Past 3 Years	Past Year
Beutel Goodman Income Fund – Class D	3.74%	1.58%	1.59%	2.19%
FTSE TMX Canada Universe Bond Index	4.67%	3.01%	2.56%	2.52%

For Class D units of the Fund, a return calculated for the past ten, five, three and one year periods ended December 31, 2017 has been provided.

Class F	Since Inception	Past 5 Years	Past 3 Years	Past Year
Beutel Goodman Income Fund – Class F	2.47%	1.65%	1.63%	2.10%
FTSE TMX Canada Universe Bond Index	3.78%	3.01%	2.56%	2.52%

For Class F units of the Fund, a return calculated since its inception of September 27, 2010 and ended December 31, 2017, for the past five, three and one year periods ended December 31, 2017 has been provided.

Class I	Past 10 Years	Past 5 Years	Past 3 Years	Past Year
Beutel Goodman Income Fund – Class I	4.54%	2.28%	2.27%	2.74%
FTSE TMX Canada Universe Bond Index	4.67%	3.01%	2.56%	2.52%

For Class I units of the Fund, a return calculated for the past ten, five, three and one year periods ended December 31, 2017 has been provided.

* The FTSE TMX Canada Universe Bond Index is designed to reflect the Canadian bond market.

Beutel Goodman Income Fund

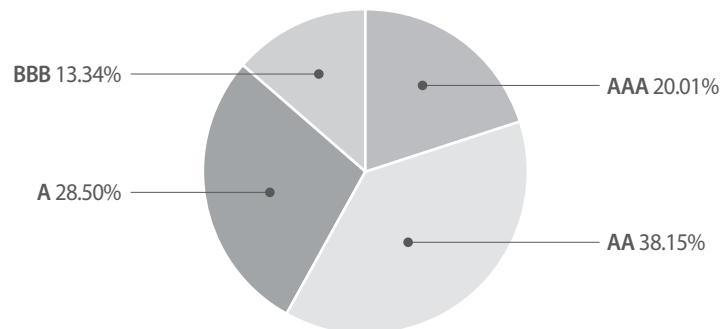
Summary of Investment Portfolio

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.

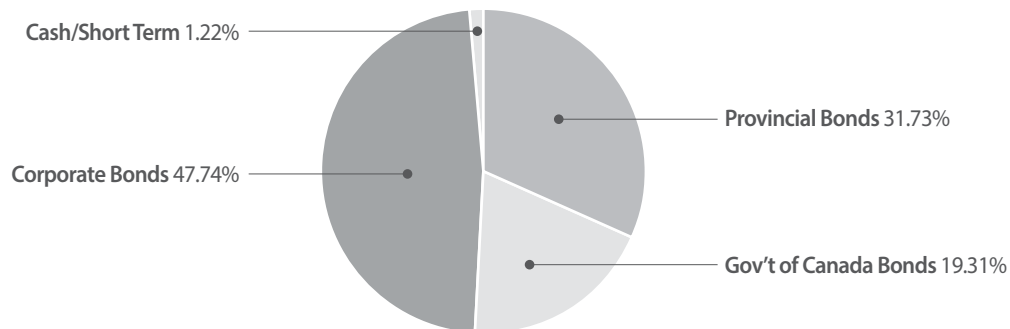
Summary of Top 25 Holdings

Issuer Name	Coupon Rate	Maturity Date	% of Net Assets	Issuer Name	Coupon Rate	Maturity Date	% of Net Assets
1. Province of Ontario	4.650%	2-Jun-41	5.82	14. Canadian Mortgage Pools	1.620%	1-Mar-22	1.68
2. Canadian Government Bond	1.000%	1-Jun-27	4.32	15. The Toronto-Dominion Bank	3.224%	25-Jul-29	1.57
3. Canadian Government Bond	2.750%	1-Dec-48	3.90	16. Province of Quebec	2.750%	1-Sep-27	1.51
4. Province of Quebec	5.000%	1-Dec-41	3.05	17. Bank of Nova Scotia	1.330%	1-May-18	1.51
5. Province of Quebec	4.500%	1-Dec-20	2.64	18. Canadian Government Bond	1.250%	1-Feb-18	1.49
6. Province of Ontario	4.700%	2-Jun-37	2.10	19. The Toronto-Dominion Bank	2.563%	24-Jun-20	1.42
7. Bank of Nova Scotia	1.473%	12-Oct-18	2.10	20. Province of Ontario	1.494%	26-Aug-19	1.39
8. Bank of Montreal	1.610%	28-Oct-21	2.01	21. Province of Ontario	2.600%	2-Jun-25	1.35
9. Bank of Montreal	2.100%	6-Oct-20	1.87	22. Canadian Imperial			
10. Canadian Government Bond	1.000%	1-Sep-22	1.82	Bank of Commerce	1.900%	26-Apr-21	1.34
11. CPPIB Capital Inc.	1.100%	10-Jun-19	1.80	23. The Toronto-Dominion Bank	2.045%	8-Mar-21	1.33
12. Canadian Imperial				24. Province of Ontario	3.150%	2-Jun-22	1.32
Bank of Commerce	1.564%	28-Jan-19	1.69	25. Canadian Natural Resources Ltd.	2.050%	1-Jun-20	1.32
13. Royal Bank of Canada	2.030%	15-Mar-21	1.69				

Bond Quality



Asset Mix



Beutel Goodman Income 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 Income 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 and whose dealer has signed a Class F agreement, or any other investors for whom we do not incur distribution costs, such as our employees (or affiliated corporations);

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. 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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