



Interim Management Report of Fund Performance

June 30, 2017

Beutel Goodman Small Cap Fund

Beutel Goodman Small Cap 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 Small Cap Fund

Management Discussion of Fund Performance

Investment Objectives and Strategies

The Fund seeks long-term capital appreciation primarily through investments in common shares and other equity securities of smaller capitalization Canadian issuers.

The Fund's advisor works to buy the best economic value in the market regardless of what sector the issuer operates in. The Fund's advisor focuses on purchasing companies at discounts to their business value, defined simply as the present value of sustainable free cash flow.

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 to high tolerance for risk and a long-term investment horizon.

Results of Operations

The Fund posted a positive return and significantly outperformed its BMO Small Cap Index benchmark over the six month period under review.

Canadian small cap stocks were weak in the first half of 2017, with the BMO Small Cap Index declining 1.1%. Energy was by far the largest declining sector, down 24.4% for the first half of the year, reflecting the weak oil price. Positive sectors included Information Technology, Real Estate and Consumer Staples.

Oil was weak, trading to seven month lows during June, ending the period near \$46. Despite concerning developments in the Middle East, involving the cutting of diplomatic ties with Qatar over its involvement with Iran, the markets focused on supply data showing surging crude and gasoline inventories. The latest data showed U.S. crude inventories rising, while expectations were for a considerable decline. A further bearish indicator is gasoline consumption, which remains weak. OPEC-led production cuts have been offset by rising production in the U.S., Libya and Nigeria.

Security selection added substantial value for the period, especially in the Energy, Consumer Discretionary and Real Estate sectors. Allocation effects were modestly negative on the whole, although the Fund's underweight position in Energy was positive for performance.

The largest single contribution in the first half of the year came from the Fund's holding in Colliers International, a commercial real estate services company. The stock advanced significantly on strong reported results and outlook. Another significant source of added value was the Fund's holdings in consumer packaging firms Wipak and CCL Industries. Both firms produced double digit returns after reporting better than consensus earnings.

Other notable contributors included FirstService, Linamar and Quebecor.

The two largest detractors for the six month period were Birchcliff Energy and Crew Energy, which declined significantly on continued concerns of longer term natural gas fundamentals. Asanko Gold was the target of a U.S. short seller citing that significant issues in the company's Ghana mining operations would lead

to liquidity concerns. Asanko disputed the claims and reiterated the previous production forecast and financial strength of the firm, but the stock fell significantly.

One new position was added to the portfolio during the period, K-Bro Linen. K-Bro Linen is the largest owner/operator of institutional laundry processing facilities in Canada, principally servicing the Healthcare and Hospitality industries. The company continues to invest in renovating/replacing aging assets in its major markets. With the completion of these investments in larger, state-of-the-art facilities, K-Bro expects to be the lowest cost, most reliable supplier of institutional laundry services in these major markets, giving them the ability to win significant new business. The recent equity issue offered an opportunity to establish an initial position in the name.

During the period, the Fund added to several positions with attractive upside.

In Energy, the portfolio manager added to positions in Nuvista Energy and Paramount Resources.

Weightings of Alamos Gold and Major Drilling were increased in Materials, as well as Aritzia in Consumer Discretionary and CRH Medical in Health Care. In Industrials, Badger Daylighting, Cervus Equipment and WestJet were increased.

Two positions were sold in full: Tahoe Resources on valuation considerations and Merus Labs due to a takeover offer. Wipak and FirstService were also trimmed during the period based on valuation.

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

Recent Developments

Canadian equities have faced headwinds during the first half of 2017, the strongest being a low oil price environment. Yields have recently rebounded in light of the Bank of Canada's shift in tone. However, M&A in Canada continues to be robust, with announced deals having increased to the highest level in 5 years. Despite the possibility of modestly rising interest rates, the portfolio manager expects the strengthening economic growth backdrop to remain supportive of corporate earnings growth and equity valuations.

The portfolio manager reviews business values versus market valuations of holdings on a continual basis and remains positively inclined to equity markets. Generally, the Fund's holdings in Consumer Discretionary and Financials offer more attractive upside, while the manager is more cautious on valuations in Energy and Information Technology. The portfolio manager's focus remains on their disciplined process of investing in excellent businesses at an adequate valuation discount to generate positive long term returns and mitigate downside risk.

This Fund is managed by the Beutel Goodman Equity Team and this has not changed over the period.

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.

Beutel Goodman Small Cap Fund

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⁾
Small Cap Fund	B	1.95
Small Cap Fund	D	1.25
Small Cap Fund	F	1.00

(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 \$659,818 for the period ending June 30, 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 19.84% of total management fees paid by the Fund to the Manager in 2016.

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 2017	2016	2015
Small Cap Fund	\$284,988	\$738,293	\$375,125

Beutel Goodman Small Cap 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 B Units

(for the period ended June 30, 2017 and years ended December 31)

\$	June 2017	2016	2015	2014	2013	2012
Net assets attributable to holders of redeemable units per unit, beginning of period ⁽¹⁾	13.62	11.38	11.66	10.68	9.17	8.94
Increase (decrease) in net assets attributable to holders of redeemable units:						
Total Interest Revenue	0.01	–	0.05	0.02	0.02	0.02
Total Dividend Revenue	0.09	0.17	0.21	0.20	0.16	0.27
Total revenue	0.10	0.17	0.26	0.22	0.18	0.29
Total expenses	(0.17)	(0.30)	(0.33)	(0.34)	(0.28)	(0.23)
Realized gains (losses) for the period	0.33	0.65	0.33	0.52	(0.19)	0.80
Unrealized gains (losses) for the period	0.55	1.60	(0.42)	0.55	1.82	0.52
Total increase (decrease) in net assets attributable to holders of redeemable units ⁽²⁾	0.81	2.12	(0.16)	0.95	1.53	1.38
Distribution to holders of redeemable units per unit:						
Net interest income (excluding dividend)	–	–	–	–	–	–
Net dividend income	–	–	–	–	–	–
Net investment income	–	–	–	–	–	–
Realized gains on sale of investments	–	–	0.16	–	–	0.37
Total distribution to holders of redeemable units ⁽³⁾	–	–	0.16	–	–	0.37
Net assets attributable to holders of redeemable units, end of period ⁽⁴⁾	14.45	13.62	11.38	11.66	10.68	9.12

Ratios and Supplemental Data for Class B Units

(for the period ended June 30, 2017 and years ended December 31)

\$	June 2017	2016	2015	2014	2013	2012
Total net asset attributable to holders of redeemable units (\$) (000's) ⁽⁵⁾	5,840	5,354	4,428	4,695	3,632	2,727
Number of outstanding redeemable units (000's) ⁽⁵⁾	404	393	389	403	340	297
Management expense ratio ^(6a)	2.29%	2.29%	2.29%	2.20%	2.20%	2.32%
Management expense ratio before absorptions ^(6b)	N/A	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate ⁽⁷⁾	8%	23%	23%	19%	19%	21%
Trading expense ratio (%) ⁽⁸⁾	0.08%	0.12%	0.06%	0.09%	0.11%	0.06%
Net assets attributable to holders of redeemable units, end of period ⁽⁹⁾	14.45	13.62	11.38	11.66	10.68	9.17

Financial Highlights for Class D Units

(for the period ended June 30, 2017 and years ended December 31)

\$	June 2017	2016	2015	2014	2013	2012
Net assets attributable to holders of redeemable units per unit, beginning of period ⁽¹⁾	28.03	23.22	23.76	21.67	18.51	17.89
Increase (decrease) in net assets attributable to holders of redeemable units:						
Total Interest Revenue	0.02	–	0.10	0.04	0.04	0.02
Total Dividend Revenue	0.19	0.36	0.42	0.40	0.32	0.27
Total revenue	0.21	0.36	0.52	0.44	0.36	0.29
Total expenses	(0.22)	(0.40)	(0.43)	(0.44)	(0.37)	(0.26)
Realized gains (losses) for the period	0.66	1.29	0.75	1.01	(0.31)	0.80
Unrealized gains (losses) for the period	1.14	3.51	(0.81)	1.36	3.49	0.52
Total increase (decrease) in net assets attributable to holders of redeemable units ⁽²⁾	1.79	4.76	0.03	2.37	3.17	1.35
Distribution to holders of redeemable units per unit:						
Net interest income (excluding dividend)	–	–	0.01	–	–	–
Net dividend income	–	–	0.14	0.08	0.07	0.01
Net investment income	–	–	0.15	0.08	0.07	0.01
Realized gains on sale of investments	–	–	0.34	–	–	0.75
Total distribution to holders of redeemable units ⁽³⁾	–	–	0.49	0.08	0.07	0.76
Net assets attributable to holders of redeemable units, end of period ⁽⁴⁾	29.84	28.03	23.22	23.76	21.67	18.41

Ratios and Supplemental Data for Class D Units

(for the period ended June 30, 2017 and years ended December 31)

\$	June 2017	2016	2015	2014	2013	2012
Total net asset attributable to holders of redeemable units (\$) (000's) ⁽⁵⁾	77,220	72,046	64,117	72,063	81,962	77,708
Number of outstanding redeemable units (000's) ⁽⁵⁾	2,588	2,570	2,761	3,033	3,782	4,198
Management expense ratio ^(6a)	1.50%	1.49%	1.49%	1.47%	1.48%	1.49%
Management expense ratio before absorptions ^(6b)	N/A	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate ⁽⁷⁾	8%	23%	23%	19%	19%	21%
Trading expense ratio (%) ⁽⁸⁾	0.08%	0.12%	0.06%	0.09%	0.11%	0.06%
Net assets attributable to holders of redeemable units, end of period ⁽⁹⁾	29.84	28.03	23.22	23.76	21.67	18.51

Beutel Goodman Small Cap Fund

Financial Highlights for Class F Units

(for the period ended June 30, 2017 and years ended December 31)

\$	June 2017	2016	2015	2014	2013	2012
Net assets attributable to holders of redeemable units per unit, beginning of period ⁽¹⁾	28.61	23.67	24.28	22.21	18.95	18.28
Increase (decrease) in net assets attributable to holders of redeemable units:						
Total Interest Revenue	0.02	–	0.11	0.04	0.04	0.02
Total Dividend Revenue	0.21	0.36	0.44	0.42	0.33	0.27
Total revenue	0.23	0.36	0.55	0.46	0.37	0.29
Total expenses	(0.19)	(0.35)	(0.36)	(0.39)	(0.31)	(0.24)
Realized gains (losses) for the period	0.72	1.55	0.48	0.99	(0.22)	0.80
Unrealized gains (losses) for the period	1.02	3.26	(1.04)	0.99	3.23	0.52
Total increase (decrease) in net assets attributable to holders of redeemable units ⁽²⁾	1.78	4.82	(0.37)	2.05	3.07	1.37
Distribution to holders of redeemable units per unit:						
Net interest income (excluding dividend)	–	–	0.02	–	–	–
Net dividend income	–	0.05	0.25	0.21	0.09	–
Net investment income	–	0.05	0.27	0.21	0.09	–
Realized gains on sale of investments	–	–	0.34	–	–	0.77
Total distribution to holders of redeemable units ⁽³⁾	–	0.05	0.61	0.21	0.09	0.77
Net assets attributable to holders of redeemable units, end of period ⁽⁴⁾	30.50	28.61	23.67	24.28	22.21	18.85

Ratios and Supplemental Data for Class F Units

(for the period ended June 30, 2017 and years ended December 31)

\$	June 2017	2016	2015	2014	2013	2012
Total net asset attributable to holders of redeemable units (\$) (000's) ⁽⁵⁾	18,850	12,595	8,322	6,164	4,891	5,492
Number of outstanding redeemable units (000's) ⁽⁵⁾	618	440	352	254	220	290
Management expense ratio ^(6a)	1.19%	1.20%	1.21%	1.19%	1.19%	1.21%
Management expense ratio before absorptions ^(6b)	N/A	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate ⁽⁷⁾	8%	23%	23%	19%	19%	21%
Trading expense ratio (%) ⁽⁸⁾	0.08%	0.12%	0.06%	0.09%	0.11%	0.06%
Net assets attributable to holders of redeemable units, end of period ⁽⁹⁾	30.50	28.61	23.67	24.28	22.21	18.95

Financial Highlights for Class I Units

(for the period ended June 30, 2017 and years ended December 31)

\$	June 2017	2016	2015	2014	2013	2012
Net assets attributable to holders of redeemable units per unit, beginning of period ⁽¹⁾	30.12	24.87	25.50	23.31	19.91	19.22
Increase (decrease) in net assets attributable to holders of redeemable units:						
Total Interest Revenue	0.02	–	0.11	0.04	0.04	0.02
Total Dividend Revenue	0.21	0.38	0.45	0.44	0.36	0.27
Total revenue	0.23	0.38	0.56	0.48	0.40	0.29
Total expenses	(0.03)	(0.06)	(0.03)	(0.04)	(0.03)	(0.03)
Realized gains (losses) for the period	0.71	1.39	0.78	1.12	(0.36)	0.80
Unrealized gains (losses) for the period	1.24	3.74	(0.92)	1.18	3.74	0.52
Total increase (decrease) in net assets attributable to holders of redeemable units ⁽²⁾	2.15	5.45	0.39	2.74	3.75	1.58
Distribution to holders of redeemable units per unit:						
Net interest income (excluding dividend)	–	–	0.03	–	–	–
Net dividend income	–	0.31	0.51	0.46	0.36	0.23
Net investment income	–	0.31	0.54	0.46	0.36	0.23
Realized gains on sale of investments	–	–	0.37	–	–	0.82
Total distribution to holders of redeemable units ⁽³⁾	–	0.31	0.91	0.46	0.36	1.05
Net assets attributable to holders of redeemable units, end of period ⁽⁴⁾	32.28	30.12	24.87	25.50	23.31	19.80

Ratios and Supplemental Data for Class I Units

(for the period ended June 30, 2017 and years ended December 31)

\$	June 2017	2016	2015	2014	2013	2012
Total net asset attributable to holders of redeemable units (\$) (000's) ⁽⁵⁾	588,467	558,265	493,636	527,137	507,259	455,871
Number of outstanding redeemable units (000's) ⁽⁵⁾	18,229	18,536	19,850	20,673	21,760	22,899
Management expense ratio ^(6a)	0.10%	0.11%	0.11%	0.11%	0.11%	0.11%
Management expense ratio before absorptions ^(6b)	0.11%	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate ⁽⁷⁾	8%	23%	23%	19%	19%	21%
Trading expense ratio (%) ⁽⁸⁾	0.08%	0.12%	0.06%	0.09%	0.11%	0.06%
Net assets attributable to holders of redeemable units, end of period ⁽⁹⁾	32.28	30.12	24.87	25.50	23.31	19.91

Beutel Goodman Small Cap Fund

- (1) The information for June 2017, December 2016, December 2015, December 2014 and December 2013 is derived from the Fund's financial statements prepared in accordance with IFRS. The information for prior years is derived from the Fund's annual audited financial statements prepared based on Canadian GAAP.
- (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) The information for June 2017, December 2016, December 2015, December 2014 and December 2013 is derived from the Fund's financial statements prepared in accordance with IFRS. Prior to January 1, 2013, for the purpose of processing unitholder transactions, net assets were calculated based on the closing market price, while for financial statement purposes net assets were calculated based on bid/ask price. For the period ended June 30, 2017 and for years ended 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.

Beutel Goodman Small Cap Fund

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.

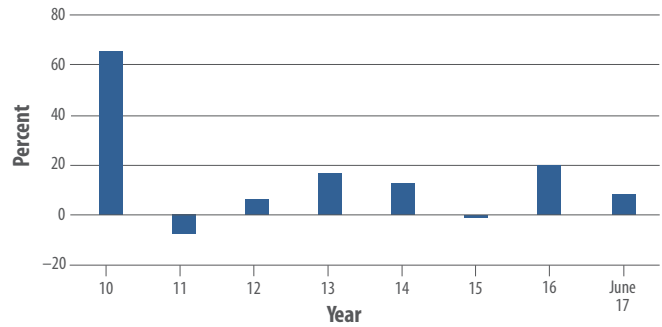
The performance returns in all cases:

- 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.**

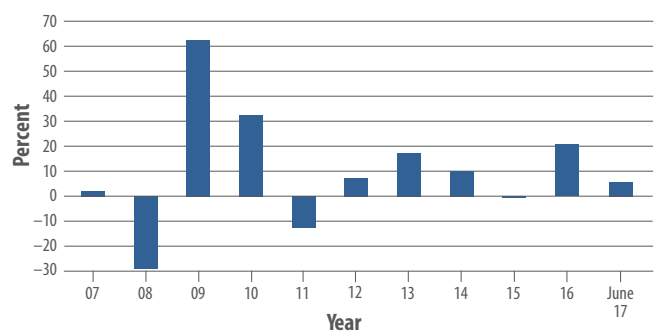
Please remember that the past performance of the Fund is not an accurate prediction of future returns.

Year-by-Year Returns

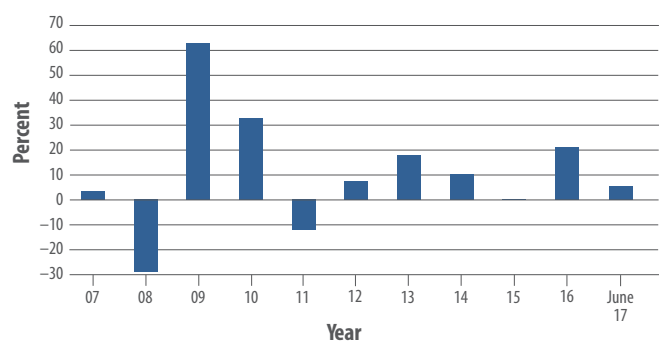
Class B



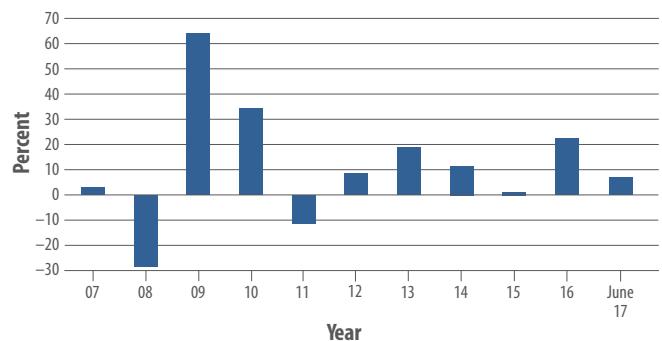
Class D



Class F



Class I



Beutel Goodman Small Cap Fund

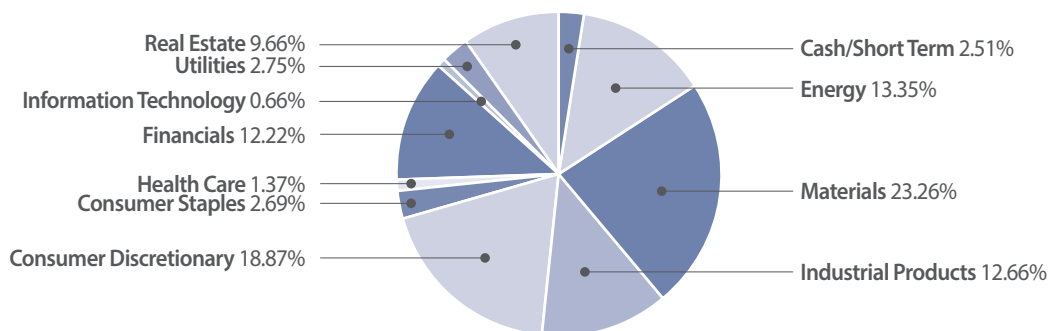
Summary of Investment Portfolio

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. CCL Industries Inc.	7.39	14. NuVista Energy Ltd.			2.72
2. Colliers International Group Inc.	7.12	15. Maple Leaf Foods Inc.			2.69
3. Uni-Select Inc.	5.82	16. FirstService Corp.			2.52
4. Linamar Corp.	5.66	17. Lundin Mining Corp.			2.42
5. Equitable Group Inc.	5.56	18. Wajax Corp.			2.09
6. Alamos Gold Inc.	5.10	19. Aritzia Inc.			1.99
7. WestJet Airlines Ltd.	4.81	20. Canadian Western Bank			1.89
8. Industrial Alliance Insurance & Financial Services Inc.	4.76	21. Birchcliff Energy Ltd.			1.76
9. Paramount Resources Ltd., Class A	4.66	22. Government of Canada	0.531%	7-Sep-17	1.71
10. Quebecor Inc., Class B	4.19	23. AG Growth International Inc.			1.62
11. Winpak Ltd.	3.53	24. Enerflex Ltd.			1.51
12. Major Drilling Group International Inc.	2.91	25. Intertape Polymer Group Inc.			1.45
13. Superior Plus Corp.	2.75				

Asset Mix



Beutel Goodman Small Cap 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 Small Cap 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 2016 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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