

Annual Management Report of Fund Performance

December 31, 2023

Beutel Goodman Canadian Dividend Fund

Beutel Goodman Canadian Dividend 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 contact us using one of these methods to request the investment fund's prospectus, proxy voting policies and procedures, proxy voting disclosure record or quarterly portfolio disclosure.

Certain portions of this report, including, but not limited to, "Results of Operations" and "Recent Developments", may contain forward-looking statements about the Fund, including its strategy, risks, expected performance and condition. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates" and other similar forward-looking expressions. In addition, any statement that may be made concerning future performance, strategies or prospects, and possible future Fund action, is also a forward-looking statement. Forward-looking statements are based on current expectations and forecasts about future events and are inherently subject to, among other things, risks, uncertainties and assumptions which could cause actual events, results, performance or prospects to be incorrect or to differ materially from those expressed in, or implied by, these forward-looking statements.

These risks, uncertainties and assumptions include, but are not limited to, general economic, political and market factors, domestic and international, interest and foreign exchange rates, equity and capital markets, business competition, technological change, changes in government regulations, unexpected judicial or regulatory proceedings, and catastrophic events. This list of important factors is not exhaustive. Please consider these and other factors carefully before making any investment decisions and avoid placing undue reliance on forward-looking statements. The Fund has no specific intention of updating any forward-looking statements whether as a result of new information, future events or otherwise, prior to the release of the next Management Report of Fund Performance.

Beutel Goodman Managed Funds

20 Eglinton Avenue West,
Suite 2000, P.O. Box 2005
Toronto, Ontario M4R 1K8

Telephone: (416) 932-6403

Toll-free: 1-855-247-9954

Fax: (416) 485-8194

www.beutelgoodman.com

Beutel Goodman Canadian Dividend Fund

Management Discussion of Fund Performance

Investment Objectives and Strategies

The Fund's objective is to achieve a balance between high dividend income and capital growth by investing mainly in a diversified portfolio of blue-chip Canadian common stocks and, to a lesser extent, in high-yield preferred stocks and interest-bearing securities.

The Fund's advisor chooses primarily blue-chip common stocks, but may also invest in other securities, including foreign securities, with a preference to capital growth, while seeking to provide a high, regular level of income. The Fund seeks reputable stocks that are undervalued in the market, focusing on mid and large capitalization Canadian corporations in a variety of industries, favouring equity securities that provide a stable income. The Fund may use derivatives, principally to hedge against changes in the exchange rate between the Canadian dollar and foreign currencies in which investments held by the Fund are denominated.

Risk

There were no significant changes to the investment objectives or strategies that affected the Fund's overall level of risk during the year. The risks of investing in this Fund and the suitability of the Fund for investors remain as discussed in the Prospectus.

Results of Operations

Over the 12-month period ended December 31, 2023, Beutel Goodman Canadian Dividend Fund (the "Fund"), Class B returned 5.97% versus 11.75% for the Fund's benchmark, the S&P/TSX Composite Index. Unlike the benchmark, the Fund's return is net of fees and expenses paid by the Fund. Please refer to the "Annual Compound Returns" in the Past Performance section for the returns of all classes of the Fund. Detailed performance is provided under the heading "Past Performance" in this report.

Canadian equities started and finished the year strongly as the S&P/TSX Composite Index bounced back after a difficult 2022. Inflation and the response by central banks continued to be a major driver of market volatility in 2023, but it now appears likely that we have reached the end of the interest rate tightening cycle. This shift in sentiment contributed to a rally in stocks during the final quarter of the year.

Key Contributors to Performance

- The top-performing sectors during the period relative to the benchmark were Materials, Communication Services and Energy.
 - An underweight position in the Materials and Energy sectors, areas of relative weakness in the benchmark, contributed to the Fund's relative performance.
 - Stock selection in Communication Services contributed to the Fund's relative performance.
- Over the period, the largest individual contributors to Fund performance included Power Corporation of Canada, Open Text Corp., Royal Bank of Canada, Manulife Financial Corp. and Sun Life Financial Inc.

Key Detractors from Performance

- From a sector perspective, the Fund's holdings in the Information Technology, Consumer Staples and Health Care sectors were the largest detractors from the Fund's relative performance over the period.
 - A combination of both stock selection and an underweight position in Information Technology, an area of relative strength in the benchmark, detracted from the Fund's relative performance.
 - Stock selection in Consumer Staples and Health Care detracted from the Fund's relative performance.
- Over the period, the largest individual detractors from Fund performance included Kellanova, Saputo Inc., Nutrien Ltd., Roche Holding AG and Metro Inc.

Portfolio Activity

- The portfolio management team (the "team") employs a stock selection process that is based on identifying securities trading at a significant discount to their business value. The Fund's sector and stock weights are outcomes of the team's investment decisions based on bottom-up fundamentals and business quality. As a by-product of the team's bottom-up investment process, market performance and general management activity, the following changes occurred in the Fund's portfolio during the reporting period:
 - The Fund's Information Technology, Industrials, Financials and Utilities sector weightings increased over the period because of relative performance and the team's buy/sell activities.
 - The Fund's Consumer Staples, Health Care, Energy, Communication Services, Consumer Discretionary and Materials sector weightings decreased over the period because of relative performance and the team's buy/sell activities.
 - George Weston Ltd. and Qualcomm Inc. were new additions to the Fund. Some of the more significant additions in existing holdings included RB Global Inc., Nutrien Ltd. and Fortis Inc.
 - Some of the more significant reductions from the Fund over the period included Koninklijke KPN NV, Open Text Corp. and Sun Life Financial Inc.
 - Kellogg Company (parent) spun out its cereal business into a separate entity, WK Kellogg, listed under the ticker KLG. The parent was renamed Kellanova, listed under the ticker K.
- At period-end, there were 37 holdings in the Fund, up from 34 at the beginning of the period.
- The Fund's level of cash and cash equivalents decreased from the beginning of the period.

Beutel Goodman Canadian Dividend Fund

Recent Developments

In March, Sara Shahram, CFA joined the company as Vice President, Canadian Equities. There has been no impact on the Fund as a result of this change, nor does Beutel Goodman expect there to be.

During the review period, Independent Review Committee (IRC) member Gary Brent retired and was replaced by John Smeeton.

The Canadian economy is facing potential headwinds heading into 2024, with consumer confidence declining and vulnerabilities in Canada's housing market a concern. Inflation is less of a worry than this time last year, however, with the rate hiking cycle of central banks having the desired effect of cooling price increases.

Related Party Transactions

Beutel, Goodman & Company Ltd. ("BG") is the Manager, Trustee and Portfolio Advisor to this Fund. The Fund pays a management fee to BG as compensation for its services. The Fund pays a fixed administration fee to BG, which in turn pays certain operating expenses of the Fund. BG as trustee of the Fund earns a fee which is paid by the Manager from the fixed administration fee paid by the 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 and the management and administrative fees as described above, as approved by the Independent Review Committee by standing instructions, and subject to regulatory requirements.

Management Fees: As Manager, BG is paid a management fee from each class of the 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 the Fund as set out in the table below. Management fees for Class I units are negotiated and paid directly by the investor, not by the Fund, and, therefore, are not listed.

	Maximum Annual Management Fee Rate %	As a Percentage of Management Fees	
		Dealer Compensation %	General Administration, Investment Advice and Profit %
Class B	1.85	54	46
Class D	1.25	20	80
Class F	0.90	0	100

Administration Fee: The Manager receives a fixed administration fee to pay 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. The administration fee may vary by class of units and by Fund.

BG, as trustee of the Fund, earns a fee which is paid by the Manager from the administration fee paid by the Fund.

Beutel Goodman Canadian Dividend 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 per unit

Class B Units

(for the years ended December 31)

\$	2023	2022	2021	2020	2019
Net assets, beginning of year	17.11	17.84	15.68	16.46	14.55
Increase (decrease) from operations					
Total revenue	0.67	0.63	0.60	0.74	0.56
Total expenses	(0.39)	(0.40)	(0.41)	(0.36)	(0.37)
Realized gains (losses) for the year	0.26	0.29	1.44	(0.37)	0.61
Unrealized gains (losses) for the year	0.45	(1.05)	1.59	(0.82)	1.27
Total increase (decrease) from operations ⁽¹⁾	0.99	(0.53)	3.22	(0.81)	2.07
Distributions to unitholders per unit:					
From net investment income (excluding dividends)	0.01	—	—	0.15	0.01
From dividends	0.30	0.23	0.17	0.23	0.21
From capital gains	—	—	0.86	—	—
From return of capital	—	—	—	—	—
Total annual distributions ⁽²⁾	0.31	0.23	1.03	0.38	0.22
Net assets, end of year ⁽³⁾	17.80	17.11	17.84	15.68	16.46

Ratios and Supplemental Data

Class B Units

(for the years ended December 31)

	2023	2022	2021	2020	2019
Total net asset value (\$) (000's) ⁽⁴⁾	80,366	87,628	102,110	89,697	119,002
Number of outstanding units (000's) ⁽⁴⁾	4,515	5,123	5,724	5,719	7,228
Management expense ratio ⁽⁵⁾	2.13%	2.12%	2.13%	2.13%	2.14%
Management expense ratio before waivers or absorptions ⁽⁶⁾	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate ⁽⁷⁾	7%	18%	29%	33%	25%
Trading expense ratio (%) ⁽⁸⁾	0.01%	0.04%	0.04%	0.06%	0.05%
Net asset value per unit, end of year	17.80	17.11	17.84	15.68	16.46

Financial Highlights per unit

Class D Units

(for the years ended December 31)

\$	2023	2022	2021	2020	2019
Net assets, beginning of year	11.26	11.70	10.28	10.78	9.51
Increase (decrease) from operations					
Total revenue	0.45	0.41	0.39	0.48	0.38
Total expenses	(0.18)	(0.19)	(0.19)	(0.17)	(0.17)
Realized gains (losses) for the year	0.17	0.27	0.94	(0.23)	0.37
Unrealized gains (losses) for the year	0.30	(0.39)	1.04	(0.52)	0.91
Total increase (decrease) from operations ⁽¹⁾	0.74	0.10	2.18	(0.44)	1.49
Distributions to unitholders per unit:					
From net investment income (excluding dividends)	0.01	—	—	0.12	0.01
From dividends	0.27	0.17	0.18	0.19	0.19
From capital gains	—	—	0.56	—	—
From return of capital	—	—	—	—	—
Total annual distributions ⁽²⁾	0.28	0.17	0.74	0.31	0.20
Net assets, end of year ⁽³⁾	11.72	11.26	11.70	10.28	10.78

Ratios and Supplemental Data

Class D Units

(for the years ended December 31)

	2023	2022	2021	2020	2019
Total net asset value (\$) (000's) ⁽⁴⁾	35,712	37,438	81,750	79,722	102,559
Number of outstanding units (000's) ⁽⁴⁾	3,048	3,324	6,988	7,758	9,512
Management expense ratio ⁽⁵⁾	1.47%	1.47%	1.47%	1.47%	1.47%
Management expense ratio before waivers or absorptions ⁽⁶⁾	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate ⁽⁷⁾	7%	18%	29%	33%	25%
Trading expense ratio (%) ⁽⁸⁾	0.01%	0.04%	0.04%	0.06%	0.05%
Net asset value per unit, end of year	11.72	11.26	11.70	10.28	10.78

Beutel Goodman Canadian Dividend 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 per unit

Class F Units

(for the years ended December 31)

\$	2023	2022	2021	2020	2019
Net assets, beginning of year	17.48	18.26	16.05	16.87	14.90
Increase (decrease) from operations					
Total revenue	0.69	0.64	0.61	0.76	0.58
Total expenses	(0.21)	(0.22)	(0.23)	(0.22)	(0.21)
Realized gains (losses) for the year	0.26	0.24	1.48	(0.37)	0.61
Unrealized gains (losses) for the year	0.43	(1.20)	1.64	(0.78)	1.30
Total increase (decrease) from operations ⁽¹⁾	1.17	(0.54)	3.50	(0.61)	2.28
Distributions to unitholders per unit:					
From net investment income (excluding dividends)	0.02	—	—	0.21	0.01
From dividends	0.49	0.44	0.36	0.34	0.37
From capital gains	—	—	0.88	—	—
From return of capital	—	—	—	—	—
Total annual distributions ⁽²⁾	0.51	0.44	1.24	0.55	0.38
Net assets, end of year ⁽³⁾	18.18	17.48	18.26	16.05	16.87

Ratios and Supplemental Data

Class F Units

(for the years ended December 31)

	2023	2022	2021	2020	2019
Total net asset value (\$) (000's) ⁽⁴⁾	151,155	141,466	104,291	98,952	123,334
Number of outstanding units (000's) ⁽⁴⁾	8,314	8,093	5,711	6,164	7,310
Management expense ratio ⁽⁵⁾	1.10%	1.10%	1.10%	1.11%	1.11%
Management expense ratio before waivers or absorptions ⁽⁶⁾	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate ⁽⁷⁾	7%	18%	29%	33%	25%
Trading expense ratio (%) ⁽⁸⁾	0.01%	0.04%	0.04%	0.06%	0.05%
Net asset value per unit, end of year	18.18	17.48	18.26	16.05	16.87

Financial Highlights per unit

Class I Units

(for the years ended December 31)

\$	2023	2022	2021	2020	2019
Net assets, beginning of year	11.94	12.47	10.96	11.53	10.18
Increase (decrease) from operations					
Total revenue	0.47	0.44	0.42	0.50	0.40
Total expenses	(0.02)	(0.03)	(0.03)	(0.04)	(0.03)
Realized gains (losses) for the year	0.18	0.19	1.01	(0.21)	0.39
Unrealized gains (losses) for the year	0.39	(0.71)	1.14	(0.16)	0.97
Total increase (decrease) from operations ⁽¹⁾	1.02	(0.11)	2.54	0.09	1.73
Distributions to unitholders per unit:					
From net investment income (excluding dividends)	0.02	—	—	0.18	0.01
From dividends	0.46	0.41	0.37	0.31	0.37
From capital gains	—	—	0.60	—	—
From return of capital	—	—	—	—	—
Total annual distributions ⁽²⁾	0.48	0.41	0.97	0.49	0.38
Net assets, end of year ⁽³⁾	12.41	11.94	12.47	10.96	11.53

Ratios and Supplemental Data

Class I Units

(for the years ended December 31)

	2023	2022	2021	2020	2019
Total net asset value (\$) (000's) ⁽⁴⁾	189,091	214,310	225,158	201,547	208,009
Number of outstanding units (000's) ⁽⁴⁾	15,232	17,950	18,061	18,390	18,041
Management expense ratio ⁽⁵⁾	0.07%	0.07%	0.07%	0.07%	0.07%
Management expense ratio before waivers or absorptions ⁽⁶⁾	0.11%	0.11%	0.11%	0.11%	0.11%
Portfolio turnover rate ⁽⁷⁾	7%	18%	29%	33%	25%
Trading expense ratio (%) ⁽⁸⁾	0.01%	0.04%	0.04%	0.06%	0.05%
Net asset value per unit, end of year	12.41	11.94	12.47	10.96	11.53

Beutel Goodman Canadian Dividend Fund

- (1) Net asset value per unit and distributions to unitholders per unit are based on the actual number of units outstanding for the relevant class at the relevant time. The increase (decrease) from operations is based on the weighted average number of units outstanding for the relevant class over the fiscal year.
- (2) Distributions were paid in cash or automatically reinvested in additional units of the Fund.
- (3) This is not a reconciliation of the beginning and ending net assets per unit.
- (4) This information is provided as at year end of the year shown.
- (5) Management expense ratio is based on total expenses (excluding commissions and other portfolio transaction costs) for the stated year and is expressed as an annualized percentage of daily average net asset value during the year.
- (6) The Manager may have waived or absorbed some of the fund expenses. If this had occurred, the management fee ratio before any such waiver or absorption is listed. The Manager may terminate the waiver or absorption at any time, at its discretion. It is not known when such waivers or 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 the costs of purchases and proceeds of sales of portfolio securities for the year divided by the average value of the portfolio securities of the Fund calculated 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.

Past Performance

The performance returns below:

- are calculated as of **December 31** in each year;
- assume **all distributions** made by the Fund **are reinvested** to purchase additional 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 that would have reduced returns on performance.**

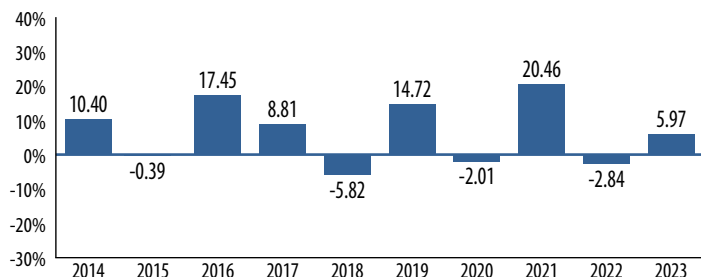
Please remember that the past performance of the Fund is not an accurate prediction of future returns.

Beutel Goodman Canadian Dividend Fund

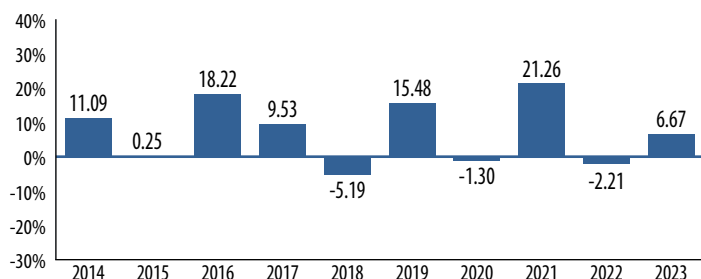
Year-by-Year Returns

The bar chart indicates the Fund's annual performance for each of the year's shown and illustrates how the Fund's performance has changed from year to year. The bar chart shows in percentage terms how much an investment made on the first day of each financial year would have grown or decreased by the last day of each financial year.

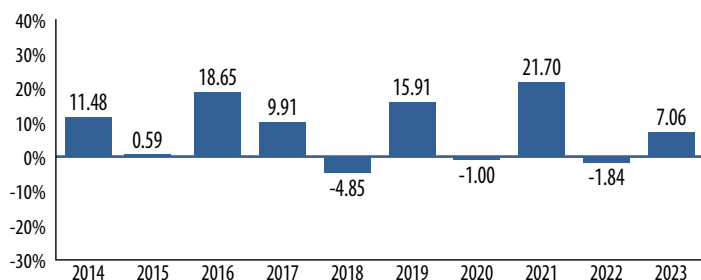
Class B



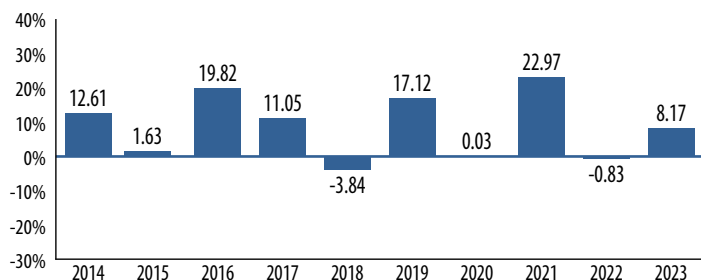
Class D



Class F



Class I



Annual Compound Returns

The following table shows the Fund's historical annual compound total returns for each of the periods indicated ended on December 31, 2023, as compared to the performance of the S&P/TSX Composite Index.*

Class B

	10 Years (%)	5 Years (%)	3 Years (%)	Past Year (%)
Beutel Goodman Canadian Dividend Fund	6.32	6.87	7.44	5.97
S&P/TSX Composite Index	7.62	11.30	9.59	11.75

Class D

	10 Years (%)	5 Years (%)	3 Years (%)	Past Year (%)
Beutel Goodman Canadian Dividend Fund	7.02	7.59	8.15	6.67
S&P/TSX Composite Index	7.62	11.30	9.59	11.75

Class F

	10 Years (%)	5 Years (%)	3 Years (%)	Past Year (%)
Beutel Goodman Canadian Dividend Fund	7.40	7.97	8.55	7.06
S&P/TSX Composite Index	7.62	11.30	9.59	11.75

Class I

	10 Years (%)	5 Years (%)	3 Years (%)	Past Year (%)
Beutel Goodman Canadian Dividend Fund	8.51	9.10	9.67	8.17
S&P/TSX Composite Index	7.62	11.30	9.59	11.75

* The S&P/TSX Composite Index is designed to represent the Canadian mid-large cap equity market.

A discussion of the relative performance of the Fund is under the Results of Operations section of this report.

Beutel Goodman Canadian Dividend Fund

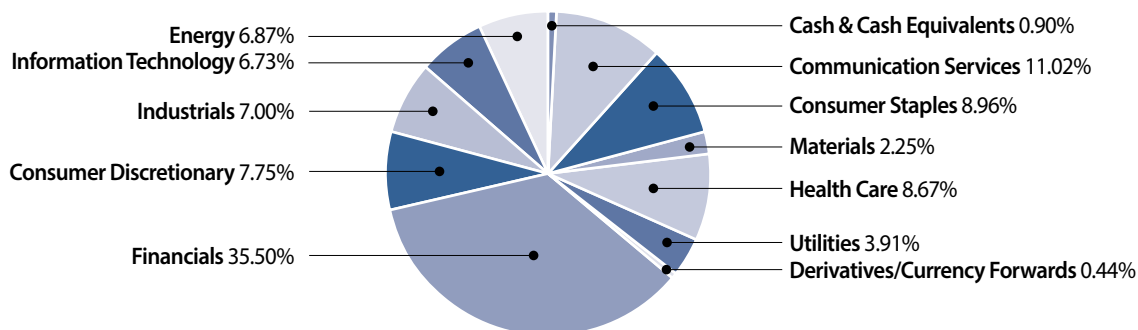
Summary of Investment Portfolio

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	% of Net Assets
1. Royal Bank of Canada	8.94	14. Suncor Energy Inc.	2.71
2. The Toronto-Dominion Bank	7.12	15. Omnicom Group Inc.	2.53
3. Sun Life Financial Inc.	4.74	16. GSK PLC	2.50
4. TC Energy Corp.	4.15	17. Restaurant Brands International Inc.	2.49
5. Power Corp of Canada	3.98	18. BlackRock Inc.	2.41
6. Amgen Inc.	3.89	19. Roche Holding AG	2.27
7. Bank of Montreal	3.85	20. QUALCOMM Inc.	2.24
8. Canadian National Railway Co.	3.62	21. Comcast Corp., Class A	2.23
9. Magna International Inc.	3.44	22. Kellanova	2.04
10. Rogers Communications Inc., Class B	3.35	23. Metro Inc.	2.00
11. Manulife Financial Corp.	3.35	24. RB Global Inc.	1.81
12. Fortis Inc.	2.95	25. Canadian Tire Corp Ltd., Class A	1.81
13. Amdocs Ltd.	2.90		

Asset Mix





Beutel, Goodman & Company Ltd.
20 Eglinton Avenue West, Suite 2000
P.O. Box 2005, Toronto, Ontario
M4R 1K8

Telephone: (416) 932-6403
Toll-free: 1-855-247-9954
Fax: (416) 485-8194

E-mail: mutualfunds@beutelgoodman.com

www.beutelgoodman.com