

Interim Management Report of Fund Performance

June 30, 2023

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 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

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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.

To achieve its objectives, the Fund seeks the best economic value in the market regardless of what sector the issuer operates in. The strategy focuses on purchasing companies which qualify as smaller capitalization based on industry benchmarks, at discounts to their business value.

Risk

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

There were no changes to the Fund's risk rating during the reporting period.

Results of Operations

Over the six-month period ended June 30, 2023, Beutel Goodman Small Cap Fund (the "Fund"), Class B returned 8.32% versus -0.33% for the Fund's benchmark, the S&P/TSX Small Cap Index. Unlike the benchmark, the Fund's return is net of fees and expenses paid by the Fund. Detailed performance is provided under the heading "Past Performance" in this report.

In the small cap space, Consumer Staples and Communication Services weighed on performance during the period, but this was offset somewhat by positive performance in Industrials and Consumer Discretionary. In March and April of 2023, the stability of the global banking system was called into question after the collapse of Silicon Valley Bank, Signature Bank and First Republic in the U.S. as well as Swiss banking giant Credit Suisse, which was acquired by UBS in a fire-sale deal. Amid this upheaval, regulators in the U.S. and Europe were quick to respond with measures designed to protect the banking system in their respective jurisdictions.

Key Contributors to Performance

- The top-performing sectors during the period relative to the benchmark were Industrials, Financials and Real Estate.
 - A combination of both stock selection and an overweight position in the Industrials and Financials sectors, areas of relative strength in the benchmark, contributed to the Fund's relative performance.
 - A combination of both stock selection and an underweight position in the Real Estate sector, an area of relative weakness in the benchmark, contributed to the Fund's relative performance.
- Over the period, the largest individual contributors to Fund performance included ATS Corp., EQB Inc., Alamos Gold Inc., IA Financial Corporation Inc. and Lundin Mining Corp.

Key Detractors from Performance

- From a sector perspective, the Fund's holdings in the Information Technology, Consumer Discretionary and Utilities 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 the Information Technology sector, an area of relative strength in the benchmark, detracted from the Fund's relative performance.
 - Stock selection in Consumer Discretionary detracted from the Fund's relative performance.
 - An overweight position in Utilities, an area of relative weakness in the benchmark, detracted from the Fund's relative performance.
- Over the period, the largest individual detractors from Fund performance included Aritzia Inc., Major Drilling Group International Inc., Superior Plus Corp., Birchcliff Energy Ltd. and GDI Integrated Facility Services 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 Financials, Consumer Staples, Materials, Industrials and Real Estate sector weightings increased over the period because of relative performance and the team's buy/sell activities.
 - The Fund's Energy, Utilities, Communication Services, Consumer Discretionary and Information Technology sector weightings decreased over the period because of relative performance and the team's buy/sell activities.
 - Some of the more significant additions in existing holdings included Maple Leaf Foods Inc., Aritzia Inc., Copperleaf Technologies Inc., Winpak Ltd. and Altius Renewable Royalties Corp.
 - The Fund's position in Birchcliff Energy Ltd. and VerticalScope Holdings Inc. were liquidated. Some of the more significant trims from the Fund over the period included Enerflex Ltd., ATS Corp., Denison Mines Corp., Alamos Gold Inc. and Major Drilling Group International Inc.
- At period-end, there were 37 holdings in the Fund, down from 39 at the beginning of the period.
- The Fund's level of cash and cash equivalents slightly decreased from the beginning of the period.

Beutel Goodman Small Cap 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 member Gary Brent retired and was replaced by John Smeeton.

The Energy and Materials sectors have been hit by a disappointing economic recovery in China that has dragged on commodity prices — resources are a major component of the Canadian equity market, so a fall in the price of oil & gas, metals or fertilizer will have a notable impact on the overall performance of stock indices in Canada.

We are long-term bottom-up value investors and as such, typically wait patiently for market dislocations, as they present opportunities to purchase high-quality businesses when they are out of favour. This disciplined equity investment process is designed to create a high-quality portfolio of holdings with defensive qualities to withstand short-term volatility. As always, we will continue to closely monitor our portfolios and manage them accordingly.

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	1.95	51	49
Class D	1.25	20	80
Class F	1.00	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 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 per unit

Class B Units

(for the period ended June 30, 2023 and years ended December 31)

\$	June 2023	2022	2021	2020	2019	2018
Net assets, beginning of period	13.91	15.85	13.29	12.50	10.48	14.57
Increase (decrease) from operations						
Total revenue	0.14	0.26	0.26	0.20	0.23	0.22
Total expenses	(0.17)	(0.34)	(0.37)	(0.26)	(0.28)	(0.32)
Realized gains (losses) for the period	0.30	1.47	2.39	(0.42)	0.97	1.45
Unrealized gains (losses) for the period	0.91	(2.43)	1.21	0.76	1.63	(4.09)
Total increase (decrease) from operations ⁽¹⁾	1.18	(1.04)	3.49	0.28	2.55	(2.74)
Distributions to unitholders per unit:						
From net investment income (excluding dividends)	—	—	—	—	—	—
From dividends	—	—	—	—	—	—
From capital gains	—	0.86	0.77	—	0.50	1.33
From return of capital	—	—	—	—	—	—
Total period distributions ⁽²⁾	—	0.86	0.77	—	0.50	1.33
Net assets, end of period ⁽³⁾	15.06	13.91	15.85	13.29	12.50	10.48

Ratios and Supplemental Data

Class B Units

(for the period ended June 30, 2023 and years ended December 31)

	June 2023	2022	2021	2020	2019	2018
Total net asset value (\$) (000's) ⁽⁴⁾	2,810	2,811	3,508	3,359	4,335	5,306
Number of outstanding units (000's) ⁽⁴⁾	187	202	221	253	347	506
Management expense ratio ⁽⁵⁾	2.30%	2.29%	2.29%	2.29%	2.28%	2.29%
Management expense ratio before waivers or absorptions ⁽⁶⁾	N/A	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate ⁽⁷⁾	5%	12%	19%	12%	8%	12%
Trading expense ratio (%) ⁽⁸⁾	0.03%	0.03%	0.05%	0.07%	0.06%	0.06%
Net asset value per unit, end of period	15.06	13.91	15.85	13.29	12.50	10.48

Financial Highlights per unit

Class D Units

(for the period ended June 30, 2023 and years ended December 31)

\$	June 2023	2022	2021	2020	2019	2018
Net assets, beginning of period	29.72	33.62	28.00	26.19	21.88	30.19
Increase (decrease) from operations						
Total revenue	0.30	0.52	0.55	0.44	0.48	0.45
Total expenses	(0.24)	(0.47)	(0.50)	(0.36)	(0.38)	(0.43)
Realized gains (losses) for the period	0.65	4.46	5.07	(0.85)	2.10	3.05
Unrealized gains (losses) for the period	1.95	(3.91)	2.39	1.81	3.37	(8.43)
Total increase (decrease) from operations ⁽¹⁾	2.66	0.60	7.51	1.04	5.57	(5.36)
Distributions to unitholders per unit:						
From net investment income (excluding dividends)	—	—	—	—	—	—
From dividends	—	—	0.05	0.07	0.11	—
From capital gains	—	1.83	1.63	—	1.04	2.77
From return of capital	—	—	—	—	—	—
Total period distributions ⁽²⁾	—	1.83	1.68	0.07	1.15	2.77
Net assets, end of period ⁽³⁾	32.33	29.72	33.62	28.00	26.19	21.88

Ratios and Supplemental Data

Class D Units

(for the period ended June 30, 2023 and years ended December 31)

	June 2023	2022	2021	2020	2019	2018
Total net asset value (\$) (000's) ⁽⁴⁾	12,583	12,240	54,673	49,015	57,462	52,289
Number of outstanding units (000's) ⁽⁴⁾	389	412	1,626	1,750	2,194	2,390
Management expense ratio ⁽⁵⁾	1.50%	1.49%	1.49%	1.50%	1.50%	1.50%
Management expense ratio before waivers or absorptions ⁽⁶⁾	N/A	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate ⁽⁷⁾	5%	12%	19%	12%	8%	12%
Trading expense ratio (%) ⁽⁸⁾	0.03%	0.03%	0.05%	0.07%	0.06%	0.06%
Net asset value per unit, end of period	32.33	29.72	33.62	28.00	26.19	21.88

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 per unit

Class F Units

(for the period ended June 30, 2023 and years ended December 31)

\$	June 2023	2022	2021	2020	2019	2018
Net assets, beginning of period	30.10	34.20	28.52	26.70	22.31	30.75
Increase (decrease) from operations						
Total revenue	0.30	0.60	0.57	0.46	0.49	0.46
Total expenses	(0.20)	(0.39)	(0.43)	(0.31)	(0.33)	(0.36)
Realized gains (losses) for the period	0.66	2.45	5.12	(0.69)	2.16	3.08
Unrealized gains (losses) for the period	1.93	(5.93)	2.22	2.75	3.36	(8.45)
Total increase (decrease) from operations ⁽¹⁾	2.69	(3.27)	7.48	2.21	5.68	(5.27)
Distributions to unitholders per unit:						
From net investment income (excluding dividends)	—	—	—	—	—	—
From dividends	—	0.23	0.17	0.19	0.18	0.05
From capital gains	—	1.87	1.67	—	1.07	2.83
From return of capital	—	—	—	—	—	—
Total period distributions ⁽²⁾	—	2.10	1.84	0.19	1.25	2.88
Net assets, end of period ⁽³⁾	32.78	30.10	34.20	28.52	26.70	22.31

Ratios and Supplemental Data

Class F Units

(for the period ended June 30, 2023 and years ended December 31)

	June 2023	2022	2021	2020	2019	2018
Total net asset value (\$) (000's) ⁽⁴⁾	58,502	54,598	21,084	16,888	15,991	14,218
Number of outstanding units (000's) ⁽⁴⁾	1,785	1,814	616	592	599	637
Management expense ratio ⁽⁵⁾	1.23%	1.23%	1.23%	1.23%	1.22%	1.21%
Management expense ratio before waivers or absorptions ⁽⁶⁾	N/A	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate ⁽⁷⁾	5%	12%	19%	12%	8%	12%
Trading expense ratio (%) ⁽⁸⁾	0.03%	0.03%	0.05%	0.07%	0.06%	0.06%
Net asset value per unit, end of period	32.78	30.10	34.20	28.52	26.70	22.31

Financial Highlights per unit

Class I Units

(for the period ended June 30, 2023 and years ended December 31)

\$	June 2023	2022	2021	2020	2019	2018
Net assets, beginning of period	31.65	35.92	29.95	27.99	23.40	32.43
Increase (decrease) from operations						
Total revenue	0.32	0.61	0.60	0.48	0.51	0.49
Total expenses	(0.02)	(0.03)	(0.04)	(0.03)	(0.03)	(0.04)
Realized gains (losses) for the period	0.69	3.32	5.40	(0.72)	2.27	3.29
Unrealized gains (losses) for the period	2.01	(5.69)	2.63	2.67	3.65	(9.16)
Total increase (decrease) from operations ⁽¹⁾	3.00	(1.79)	8.59	2.40	6.40	(5.42)
Distributions to unitholders per unit:						
From net investment income (excluding dividends)	—	—	—	—	—	—
From dividends	—	0.56	0.59	0.49	0.53	0.44
From capital gains	—	1.98	1.77	—	1.13	3.02
From return of capital	—	—	—	—	—	—
Total period distributions ⁽²⁾	—	2.54	2.36	0.49	1.66	3.46
Net assets, end of period ⁽³⁾	34.66	31.65	35.92	29.95	27.99	23.40

Ratios and Supplemental Data

Class I Units

(for the period ended June 30, 2023 and years ended December 31)

	June 2023	2022	2021	2020	2019	2018
Total net asset value (\$) (000's) ⁽⁴⁾	433,919	408,244	490,489	455,872	460,395	441,367
Number of outstanding units (000's) ⁽⁴⁾	12,518	12,899	13,655	15,221	16,448	18,860
Management expense ratio ⁽⁵⁾	0.07%	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%	0.11%
Portfolio turnover rate ⁽⁷⁾	5%	12%	19%	12%	8%	12%
Trading expense ratio (%) ⁽⁸⁾	0.03%	0.03%	0.05%	0.07%	0.06%	0.06%
Net asset value per unit, end of period	34.66	31.65	35.92	29.95	27.99	23.40

Beutel Goodman Small Cap 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 period.
- (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 period end of the period shown.
- (5) 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 average net asset value during the period.
- (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 period 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 period.

Past Performance

The performance returns below:

- 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 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.**

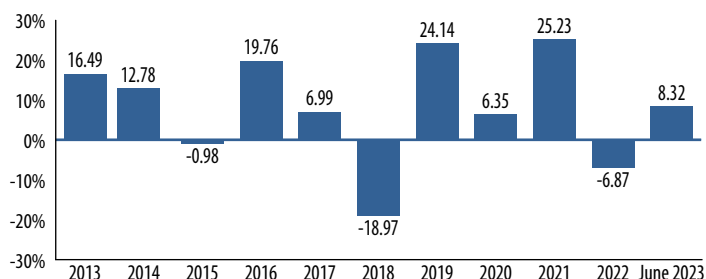
Please remember that the past performance of the Fund is not an accurate prediction of future returns.

Beutel Goodman Small Cap Fund

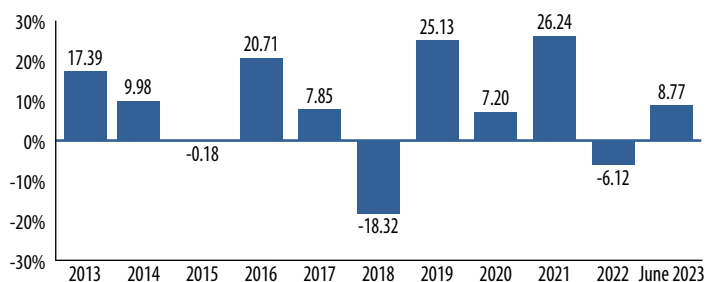
Year-by-Year Returns

The bar chart indicates the Fund's annual performance for each of the year's shown and for the current 6 month period, illustrating 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 or period would have grown or decreased by the last day of each financial year or period.

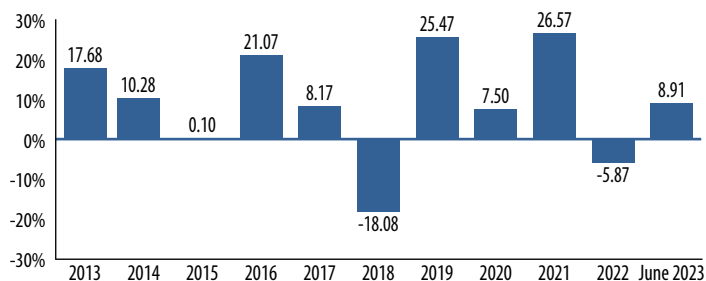
Class B



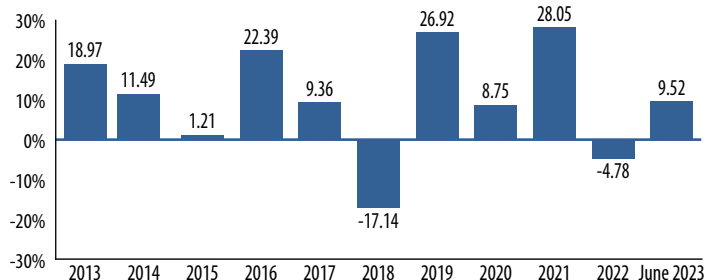
Class D



Class F



Class I



Beutel Goodman Small Cap Fund

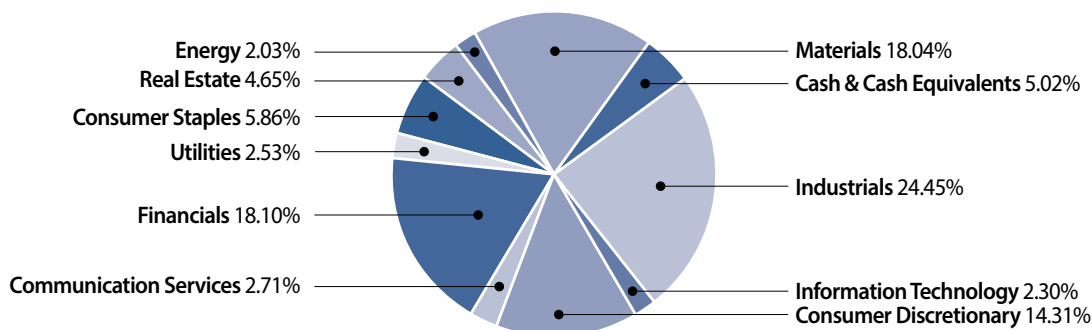
Summary of Investment Portfolio

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	Coupon Rate (%)	Maturity Date	% of Net Assets	Issuer Name	% of Net Assets
1. Alamos Gold Inc.			8.25	13. Quebecor Inc., Class B	2.71
2. EQB Inc.			7.95	14. Badger Infrastructure Solutions Ltd.	2.59
3. iA Financial Corp Inc.			6.93	15. Wipak Ltd.	2.55
4. Aritzia Inc.			5.55	16. Superior Plus Corp.	2.14
5. Linamar Corp.			5.48	17. Canadian Western Bank	2.14
6. AG Growth International Inc.			5.26	18. Toromont Industries Ltd.	2.09
7. Maple Leaf Foods Inc.			4.95	19. Sleep Country Canada Holdings Inc.	1.85
8. ATS Corp.			4.83	20. NFI Group Inc.	1.56
9. Government of Canada	4.790	17-Aug-23	4.66	21. GDI Integrated Facility Services Inc.	1.55
10. Major Drilling Group International Inc.			3.79	22. MDA Ltd.	1.53
11. Lundin Mining Corp.			3.44	23. Real Matters Inc.	1.52
12. Colliers International Group Inc.			3.12	24. Brookfield Business Partners LP	1.50
				25. Denison Mines Corp.	1.21

Asset Mix





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