



**VALUE
PARTNERS**
INVESTMENTS

VPI CANADIAN BALANCED POOL

**INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE
FOR THE SIX-MONTH PERIOD ENDED JUNE 30, 2023**

MANAGER

VALUE PARTNERS INVESTMENTS INC.

PORTFOLIO MANAGER

DIXON MITCHELL INVESTMENT COUNSEL INC.

This interim management report of fund performance contains financial highlights but does not contain either interim or annual financial statements of the Pool. If you have not received a copy of the interim financial statements with this interim management report of fund performance, you may obtain a copy at your request, and at no cost, by calling toll-free at 1-866-323-4235, by writing to us at 300-175 Hargrave Street, R3C 3R8, by visiting our website at www.valuepartnersinvestments.ca or by visiting the SEDAR website at www.sedar.com. You may also contact us using one of these methods to request a copy of the Pool's interim financial report, proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.



Interim Management Discussion of Fund Performance

August 22, 2023

The Interim Management Report of Fund Performance presents management's view of the significant factors and developments affecting the Pool's performance and outlook since December 31, 2022, the Pool's most recent fiscal year-end. This report should be read in conjunction with the Annual Management Report of Fund Performance for the year ended December 31, 2022.

Results of Operations

Net assets of the Pool increased by approximately \$98.4 million for the six-month period ended June 30, 2023. The increase is attributable to a \$71.0 million increase in net assets from operations and \$27.4 million of net sales. The increase in net assets from operations resulted from \$54.8 million of unrealized appreciation in the value of investments, \$13.8 million of net realized gain on the sale of investments, and \$11.1 million of dividend and interest income. This was offset by \$8.7 million in management fees and operating expenses.

The following table summarizes the businesses that were added or removed from the portfolio during the period:

<i>Additions</i>	<i>Dispositions</i>
Aritzia Inc.	Gildan Activewear Inc.

As a result of these changes, partial dispositions, market value changes and cash flows of the Pool, there were some moderate shifts in the portfolio allocation from the beginning of the year, the most notable of which are highlighted in the following table:

<i>Sector</i>	<i>Allocation Increase</i>	<i>Sector</i>	<i>Allocation Decrease</i>
Financial Services	3.2%	Software & Services	3.3%
Government Bonds	1.6%	Banks	1.9%
Consumer Discretionary & Retail	1.3%	Consumer Durables & Apparel	1.0%
Media and Entertainment	0.6%	Cash & Equivalents	0.8%
Materials	0.5%	Corporate Bonds	0.6%

Each series of the Pool experienced gains in the range of 7.7% to 8.9%, which was better than the relative 5.9% gain of the Blended Index (comprised of 50% S&P/TSX Composite Total Return Index, 35% FTSE TMX Canada Universe Bond Index and 15% S&P 500 Total Return Index (C\$)). The Portfolio Manager had roughly 43% of the Pool's capital allocated to Canadian Equities over the course of the first half of 2023, which gained 8.0% during that period, well ahead of the S&P/TSX with a gain of 5.7%. Likewise, the Pool's US equities also did better than the broader market, with the 15.4% (CAD) gain in the Pool's US holdings coming in better than the 14.2% (CAD) gain in the S&P 500 (CAD). Finally, the fixed income portion of the Pool had gains of 2.3% in the first half of 2023, slightly below the FTSE Canada Universe Bond Index gain of 2.5%. The Pool's short duration on bonds hurt in the first quarter, however, and meant a tailwind in the second quarter. The Portfolio Manager has been selectively increasing the bond allocation and adding to duration.

The year-to-date performance of Canadian Equities has been driven by the Pool's holdings in Stella Jones, Dollarama, and Alimentation Couche Tard, up 42%, 13.5% and 14.4% respectively. Constellation Software (up 33%) was a significant contributor to the Canadian Equity component of the Blended Index.

US Equities continued their strong performance in the quarter and on a year-to-date basis. Oracle, Alphabet, Microsoft, and Visa were all positive contributors with returns of 43%, 33%, 39%, and 12%, respectively. Thermo Fisher and CVS were the largest drags in the portfolio, while not having exposure to Amazon, Telsa, Meta Platforms and Nvidia hurt the Pool's relative performance.



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Results of Operations (continued)

Considering where the economy was a year ago, when a sharp spike in inflation had imparted substantial pain across asset classes, the Portfolio Manager is pleased with the absolute and relative performance since that point in time. Nevertheless, the Portfolio Manager reiterates the commitment to process over emotion, both at the individual asset class level as well as in asset mix decisions. However, the Portfolio Manager is mindful that the long run includes many interim periods that may see unfavorable relative performance and believes the true markers of success come from staying true to the investment philosophy and process during challenging periods such as the first half of 2022.

Revenues and Expenses

Revenues of the Pool amounted to \$11.1 million from dividend and interest income from its holdings, realized gains of \$13.8 million, and experienced unrealized appreciation in the value of its investments of \$54.8 million. The Pool also incurred \$8.7 million in management fees and operating expenses, net of absorbed expenses.

Realized gains on the sale of investments during the period are attributable to the following dispositions from the portfolio:

Holding	Approximate Holding Period	Proceeds (millions)	Cost (millions)	Realized Gain (Loss) (millions)
Gildan Activewear Inc.	9.1 years	\$ 9.6	\$ 7.8	\$ 1.8
Partial Distributions	n/a	55.4	43.4	12.0
Treasury Bills	n/a	38.0	38.0	-
		\$ 103.0	\$ 89.2	\$ 13.8

The Portfolio Manager recently made select equity trades to reallocate some gains toward better valued areas and has increased bond duration to crystallize the relative outperformance generated over the past 18 months by being meaningfully shorter than the benchmark.

Recent Developments

Economic Conditions

As 2023 began, there were plenty of reasons to be pessimistic: inflation was still uncomfortably high, with central bankers promising no end to their rate-hiking campaigns; almost all asset prices were being bludgeoned by the spike in rates; the economically important US housing sector was in a deep freeze; the long predicted recession was to arrive at any moment; stocks were limping out of a plunge that had passed the bear market threshold just weeks before; and, for good measure, the year began with a banking crisis in the United States.

However, many of the predictions on which the bearish case was built have failed to materialize as job growth, housing, and overall GDP have come in stronger than expected.

Additionally, the introduction of artificial intelligence into the public consciousness in the first quarter led to talk of potential productivity gains similar to or in excess of those that followed the adoption of the mainframe computer, the desktop PC, the internet, and the mobile telephone.

Looking ahead to the balance of the year, the Portfolio Manager believes the operating businesses exhibit the same characteristics as identified in the Portfolio Manager's initial underwriting and that the Pool is positioned for a wide range of economic outcomes.

Change in Ownership

On June 13, 2023, it was announced that Value Partners Group Inc. ("VPGI"), the parent company of the Manager, had reached an agreement with The Canada Life Assurance Company ("Canada Life") for Canada Life to acquire VPGI ("the Transaction"). The Transaction is expected to close by the end of 2023 and will result in the indirect acquisition of the Manager of the Pool. The completion of the Transaction is subject to receipt of all required regulatory approvals, as well as satisfaction of customary closing conditions.



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Portfolio Allocation

Canadian Equities	43.3%	Corporate Bonds	7.7%
US Equities	32.5%	Short Term Notes	2.0%
Government Bonds	13.3%	Cash	1.2%

Sector Allocation

Financial Services	15.9%	Healthcare, Equipment & Services	2.4%
Government Bonds	13.3%	Commercial & Professional Services	2.3%
Banks	9.0%	Semiconductors & Semiconductor Equipment	2.0%
Software & Services	8.1%	Short Term Notes	2.0%
Corporate Bonds	7.7%	Consumer Services	1.9%
Consumer Discretionary	7.0%	Technology Hardware & Equipment	1.8%
Transportation	6.3%	Pharmaceuticals & Biotechnology	1.6%
Materials	6.1%	Cash	1.2%
Media & Entertainment	4.1%	Telecommunication Services	0.7%
Consumer Staples Distribution	3.6%	Capital Goods	0.5%
Energy	2.5%		

Top 25 Holdings

Issuer	Percentage of Net Assets
Alphabet Inc., Class A	4.1%
Dollarama Inc.	3.9%
Berkshire Hathaway Inc., Class B	3.9%
Visa Inc., Class A	3.8%
Alimentation Couche-Tard Inc., Class B	3.6%
Toronto-Dominion Bank	3.4%
TFI International Inc.	3.3%
Canadian National Railway Co.	3.0%
Microsoft Corporation	3.0%
Oracle Corporation	3.0%
Royal Bank of Canada	3.0%
Intercontinental Exchange Inc.	2.8%
Brookfield Corporation	2.8%
Wheaton Precious Metals Corporation	2.7%
Element Fleet Management Corporation	2.7%
Stella Jones Inc.	2.6%
CVS Health Corporation	2.4%
Thomson Reuters Corporation	2.3%
Roper Technologies Inc.	2.1%
Texas Instruments Inc.	2.0%
Lowe's Companies Inc.	2.0%
Bank of Nova Scotia	1.9%
MTY Food Group Inc.	1.9%
Canadian Natural Resources Ltd.	1.9%
Apple Inc.	1.8%
Total	69.9%

The above summary of investment portfolio may change due to ongoing portfolio transactions of the Pool. An update will be made available within 60 days of each subsequent quarter-end.



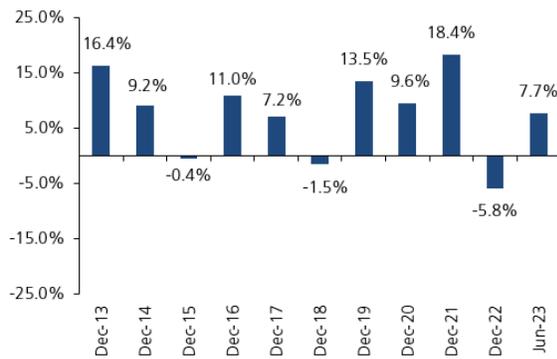
Past Performance

The historical performance information shown below assumes that all distributions were reinvested in the Pool and does not account for any sales, redemptions, distributions or optional charges or income taxes payable by an investor that would have reduced returns. Mutual fund returns are not guaranteed, their values change frequently, and past performance may not be repeated.

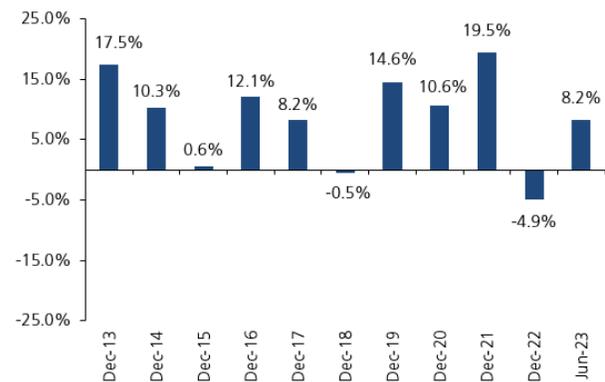
Year-by-Year Returns

The bar charts below show the performance of each series of the Pool (net of fees) for the six-month period ended June 30, 2023, and the previous years ended December 31 or since inception to December 31. It shows in percentage terms, how an investment made on January 1 or on inception would have increased or decreased by the end of the respective periods.

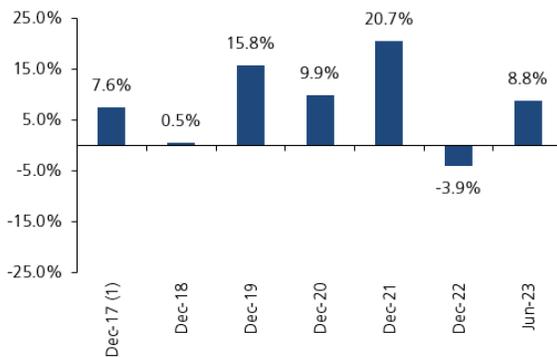
Series A



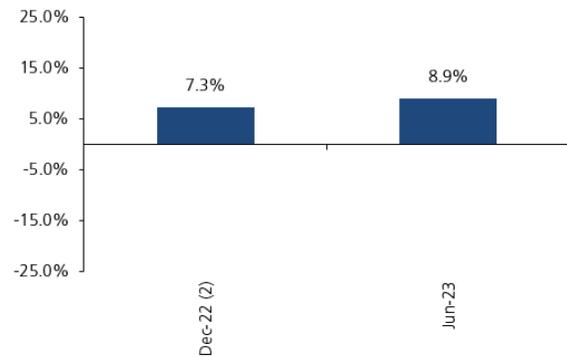
Series F



Series I



Series O



(1) 2017 return is since inception on July 5, 2017.

(2) 2022 return is since inception on June 28, 2022.



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Management Fees

The Pool pays an annual management fee on each of its series (excluding Series I and Series O) to the Manager. The management fee is calculated daily as a percentage of the net asset value of each series as of the close of business on each business day. In consideration for the management fees, the Manager may pay a percentage sales commission and/or trailing commission to registered dealers or brokers for units bought and held in the Pool depending on which series of units were purchased. The Manager also pays a portion of the management fee to the Portfolio Manager for its services in managing the investment portfolio. Series O units of the Pool pay a portfolio management fee based on a percentage of the net asset value of Series O units as of the close of business on each business day calculated at a rate of 0.10% annually.

For the six-months ended June 30, 2023, approximately 42% of the management fee revenues received by the Manager from the Pool were paid to registered dealers and brokers as sales and/or trailing commissions. Since each series may have a different commission structure, this percentage may vary by series. For unitholders eligible for the Management Fee Reduction Program, approximately 16% of the gross management fees were returned to unitholders as management fee rebates. The remainder of the management fee revenue, after payment of fees to the Portfolio Manager for its services, was retained by the Manager for corporate purposes.

Related Party Transactions

Value Partners Investments Inc. is the manager of the Pool and is responsible for the overall business and operations of the Pool. For the six-month period ended June 30, 2023, the Pool paid \$7.7 million in management fees (excluding taxes) to the Manager. In addition, the parent company of the Manager also held 1 Series O unit of the Pool as of June 30, 2023.



Financial Highlights

The following tables show selected key financial information about each series of the Pool and are intended to help you understand the Pool's financial performance for the past five years ended December 31 and the six-month period ended June 30, 2023. *This information is derived from the Pool's audited annual financial statements and interim unaudited financial statements and is not intended to be a reconciliation of the net asset value per unit.*

The Pool's Net Assets Per Unit (\$) ⁽¹⁾

Series A	June 30 2023	December 31 2022	December 31 2021	December 31 2020	December 31 2019	December 31 2018
Net assets, beginning of period	19.42	20.62	17.42	16.04	14.17	14.40
Increase (decrease) from operations:						
Total revenue	0.24	0.39	0.33	0.35	0.36	0.35
Total expenses	(0.21)	(0.39)	(0.38)	(0.33)	(0.32)	(0.30)
Realized gains (losses) for the period	0.29	0.37	0.47	0.62	0.13	0.18
Unrealized gains (losses) for the period	1.18	(1.53)	2.79	0.98	1.68	(0.46)
Total increase (decrease) from operations ⁽²⁾	1.50	(1.16)	3.21	1.62	1.85	(0.23)
Distributions:						
From net investment income (excluding dividends)	-	-	-	-	-	-
From dividends	-	-	-	-	(0.04)	(0.01)
From capital gains	-	-	-	(0.15)	-	-
Return of capital	-	-	-	-	-	-
Total annual distributions ⁽³⁾	-	-	-	(0.15)	(0.04)	(0.01)
Net assets, end of period	20.93	19.42	20.62	17.42	16.04	14.17

Series F	June 30 2023	December 31 2022	December 31 2021	December 31 2020	December 31 2019	December 31 2018
Net assets, beginning of period	20.10	21.17	17.72	16.31	14.36	14.58
Increase from operations:						
Total revenue	0.25	0.39	0.34	0.36	0.37	0.36
Total expenses	(0.11)	(0.21)	(0.21)	(0.18)	(0.17)	(0.17)
Realized gains (losses) for the period	0.31	0.39	0.49	0.65	0.12	0.18
Unrealized gains (losses) for the period	1.20	(1.59)	2.83	1.00	1.69	(0.55)
Total increase from operations ⁽²⁾	1.65	(1.02)	3.45	1.83	2.01	(0.18)
Distributions:						
From net investment income (excluding dividends)	-	-	-	-	-	-
From dividends	-	(0.04)	-	(0.16)	(0.14)	(0.14)
From capital gains	-	-	-	(0.16)	-	-
Return of capital	-	-	-	-	-	-
Total annual distributions ⁽³⁾	-	(0.04)	-	(0.32)	(0.14)	(0.14)
Net assets, end of period	21.76	20.10	21.17	17.72	16.31	14.36



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Financial Highlights (continued)

Series I	June 30 2023	December 31 2022	December 31 2021	December 31 2020	December 31 2019	December 31 2018
Net assets, beginning of period	14.91	15.58	12.91	11.86	10.40	10.53
Increase from operations:						
Total revenue	0.17	0.29	0.23	0.25	0.27	0.26
Total expenses	-	-	-	-	(0.01)	(0.01)
Realized gains (losses) for the period	0.23	0.28	0.34	0.52	0.08	0.14
Unrealized gains (losses) for the period	0.92	(1.09)	2.13	0.79	1.27	(0.42)
Total decrease from operations ⁽²⁾	1.32	(0.52)	2.70	1.56	1.61	(0.03)
Distributions:						
From net investment income (excluding dividends)	-	-	-	-	-	-
From dividends	-	(0.06)	-	(0.23)	(0.18)	(0.18)
From capital gains	-	-	-	(0.11)	-	-
Return of capital	-	-	-	-	-	-
Total annual distributions ⁽³⁾	-	(0.06)	-	(0.34)	(0.18)	(0.18)
Net assets, end of period	16.22	14.91	15.58	12.91	11.86	10.40

Series O ⁽⁴⁾	June 30 2023	December 31 2022
Net assets, beginning of period⁽⁴⁾	10.69	10.00
Increase from operations:		
Total revenue	0.13	0.02
Total expenses	-	-
Realized gains (losses) for the period	0.25	0.11
Unrealized gains (losses) for the period	0.52	(0.13)
Total decrease from operations ⁽²⁾	0.90	-
Distributions:		
From net investment income (excluding dividends)	-	-
From dividends	-	(0.04)
From capital gains	-	-
Return of capital	-	-
Total annual distributions ⁽³⁾	-	(0.04)
Net assets, end of period	11.64	10.69

(1) This information is derived from the Pool's audited annual financial statements and from the interim unaudited financial statements for the current period ended June 30, 2023.

(2) Net assets and distributions are based on the actual number of units outstanding at the relevant time. The increase/decrease from operations is based on the weighted average number of units outstanding over the financial period.

(3) Distributions were paid in cash/reinvested in additional units of the Pool, or both.

(4) Inception date: June 28, 2022



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Ratios and Supplemental Data

Series A	June 30 2023	December 31 2022	December 31 2021	December 31 2020	December 31 2019	December 31 2018
Total net asset value (000's) ⁽¹⁾	\$825,203	\$742,702	\$725,564	\$583,455	\$473,503	\$346,791
Number of units outstanding (000's) ⁽¹⁾	39,432	38,237	35,190	33,498	29,522	24,475
Management expense ratio ⁽²⁾	1.96%	1.96%	1.96%	1.98%	1.99%	2.01%
Management expense ratio before waivers or absorptions	1.96%	1.96%	1.96%	1.98%	1.99%	2.01%
Trading expense ratio ⁽³⁾	0.01%	0.01%	0.01%	0.02%	0.01%	0.00%
Portfolio turnover rate ⁽⁴⁾	7.08%	9.52%	6.93%	31.83%	9.50%	3.39%
Net asset value per unit ⁽¹⁾	\$20.93	\$19.42	\$20.62	\$17.42	\$16.04	\$14.17

Series F	June 30 2023	December 31 2022	December 31 2021	December 31 2020	December 31 2019	December 31 2018
Total net asset value (000's) ⁽¹⁾	\$146,676	\$132,693	\$133,027	\$87,261	\$64,539	\$43,153
Number of units outstanding (000's) ⁽¹⁾	6,741	6,602	6,282	4,925	3,958	3,005
Management expense ratio ⁽²⁾	1.02%	1.02%	1.03%	1.04%	1.04%	1.06%
Management expense ratio before waivers or absorptions	1.02%	1.02%	1.03%	1.04%	1.04%	1.06%
Trading expense ratio ⁽³⁾	0.01%	0.01%	0.01%	0.02%	0.01%	0.00%
Portfolio turnover rate ⁽⁴⁾	7.08%	9.52%	6.93%	31.83%	9.50%	3.39%
Net asset value per unit ⁽¹⁾	\$21.76	\$20.10	\$21.17	\$17.72	\$16.31	\$14.36

Series I	June 30 2023	December 31 2022	December 31 2021	December 31 2020	December 31 2019	December 31 2018
Total net asset value (000's) ⁽¹⁾	\$22,671	\$21,044	\$18,595	\$12,898	\$7,787	\$4,243
Number of units outstanding (000's) ⁽¹⁾	1,397	1,411	1,193	999	657	408
Management expense ratio ⁽²⁾	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Management expense ratio before waivers or absorptions	0.07%	0.07%	0.08%	0.09%	0.09%	0.11%
Trading expense ratio ⁽³⁾	0.01%	0.01%	0.01%	0.02%	0.01%	0.00%
Portfolio turnover rate ⁽⁴⁾	7.08%	9.52%	6.93%	31.83%	9.50%	3.39%
Net asset value per unit ⁽¹⁾	\$16.22	\$14.91	\$15.58	\$12.91	\$11.86	\$10.40

Series O	June 30 2023	December 31 2022
Total net asset value (000's) ⁽¹⁾	\$316	-
Number of units outstanding (000's) ⁽¹⁾	27	-
Management expense ratio ⁽²⁾	0.08%	0.00%
Management expense ratio before waivers or absorptions	0.08%	0.00%
Trading expense ratio ⁽³⁾	0.01%	0.01%
Portfolio turnover rate ⁽⁴⁾	7.08%	9.52%
Net asset value per unit ⁽¹⁾	\$11.64	\$10.69

(1) This information is provided as at the date shown.

(2) Management expense ratio is based on total expenses for the stated period (excluding distributions, commissions and other portfolio transaction costs) and is expressed as an annualized percentage of daily average net assets during the period. In the period a series is established, the management expense ratio is annualized from the date of inception to December 31.

(3) The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net assets during the period.

(4) The Pool's portfolio turnover rate indicates how actively the Pool's portfolio manager manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Pool buying and selling all of the securities in its portfolio once in the course of the year. The higher the Pool's portfolio turnover rate in a year, the greater the trading costs payable by the Pool 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 high turnover rate and the performance of the Pool.



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Forward-Looking Statements

This report may contain forward-looking statements about the Pool, including its strategy, 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", or negative versions thereof and similar expressions. In addition, any statement that may be made concerning future performance, strategies or prospects, and possible future Pool action, is also a forward-looking statement. Forward-looking statements are based on current expectations and projections about future events and are inherently subject to, among other things, risks, uncertainties and assumptions about the Pool and economic factors.

Forward-looking statements are not guarantees of future performance, and actual events and results could differ materially from those expressed or implied in any forward-looking statements made by the Pool. Any number of important factors could contribute to these digressions, including, but not limited to, general economic, political and market factors in North America and internationally, interest and foreign exchange rates, global equity and capital markets, business competition, technological change, changes in government regulations, unexpected judicial or regulatory proceedings, and catastrophic events.

We stress that the above-mentioned list of important factors is not exhaustive. We encourage you to consider these and other factors carefully before making any investment decisions and we urge you to avoid placing undue reliance on forward-looking statements. Further, you should be aware of the fact that the Pool has no specific intention of updating any forward-looking statements whether as a result of new information, future events or otherwise.