

Interim Management Report of Fund Performance

June 30, 2024

Beutel Goodman Income Fund

Beutel Goodman Income 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.sedarplus.ca.

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 Income Fund

Management Discussion of Fund Performance

Investment Objectives and Strategies

This Fund seeks to earn income by investing primarily in fixed income securities of Canadian government and corporate issuers.

To achieve its objectives, the Fund focuses on creating a high-quality portfolio diversified across Government of Canada, Provincial and corporate bonds, which will usually have a credit rating of BBB or higher by a recognized rating agency. The average minimum quality of the fixed income portfolio will be A.

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.

Results of Operations

Over the six-month period ended June 30, 2024, Beutel Goodman Income Fund (the "Fund"), Class B returned -0.68% versus -0.38% for the Fund's benchmark, the FTSE Canada Universe Bond 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.

Canada blazed a trail during the period, albeit one largely expected by investors. At its June meeting, the Bank of Canada ("BoC") became the first central bank in the G7 to reduce its key interest rate (from 5.00% to 4.75%) since the tightening cycle began in 2022.

In April, yields in Canada and the U.S. rose in response to stronger-than-expected Q1/2024 growth and inflation data. This trend then reversed, and yields fell in May and June as economic data slowed and markets digested the prospect that the strong Q1 data may have been anomalous and potentially a result of seasonal factors. Markets then began to once again pull forward the timing of interest rate cuts and yields fell.

There has been significant divergence between Canadian and U.S. bond yields since the midpoint of 2022. This divergence increased even further in June, with Canada 10-Year Government Bond yields ending the quarter 90 bps below their U.S. Treasury equivalents. This difference has been largely driven by contrasting economic prospects and the relative interest rate sensitivity of the Canadian and U.S. economies. In June, the U.S. Federal Reserve ("Fed") did not follow the BoC's lead on cutting rates, maintaining its target range at 5.25-5.50%. The June meeting was also notable for the release of the Fed's latest "dot-plot" in the Summary of Economic Projections, which indicated just one rate cut in 2024.

Key Drivers of Performance

- The Fund's long duration positioning relative to the benchmark contributed to performance amid falling yields during May and June.
- Sector allocation contributed to performance as the Fund was overweight corporate bonds amid a tightening of spreads.
- Security selection in government bonds was roughly neutral.
- Corporate security selection contributed to performance as the selection in energy bonds and financials securities outperformed.

Portfolio Activity

- The portfolio management team (the "team") employs macroeconomic analysis, rigorous bottom-up credit research and proprietary risk-management tools to search for opportunities where the market has mispriced risk and reward. As a by-product of the team's investment process, market performance and general management activity, the following changes occurred in the Fund's portfolio during the reporting period:
 - The Fund's weightings in federal and municipal government bonds increased over the period.
 - The Fund's weighting in provincial and corporate bonds decreased over the period.

Recent Developments

The International Monetary Fund is forecasting global economic growth of approximately 3.2% in 2024. We expect growth to continue to moderate in both Canada and the U.S., which should ultimately bring inflation down and allow room for central banks to reduce interest rates.

Beutel Goodman Income Fund

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	1.00	54	46
Class D	0.70	19	81
Class F	0.50	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 Income Fund

Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the 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, 2024 and years ended December 31)

\$	June 2024	2023	2022	2021	2020	2019
Net assets, beginning of period	8.44	8.18	9.52	10.00	9.63	9.38
Increase (decrease) from operations						
Total revenue	0.16	0.30	0.25	0.23	0.26	0.28
Total expenses	(0.05)	(0.09)	(0.08)	(0.11)	(0.12)	(0.12)
Realized gains (losses) for the period	(0.07)	(0.24)	(0.55)	(0.11)	0.49	0.25
Unrealized gains (losses) for the period	(0.10)	0.47	(0.94)	(0.37)	0.26	0.12
Total increase (decrease) from operations ⁽¹⁾	(0.06)	0.44	(1.32)	(0.36)	0.89	0.53
Distributions to unitholders per unit:						
From net investment income (excluding dividends)	0.13	0.21	0.13	0.12	0.15	0.16
From dividends	—	—	—	—	—	—
From capital gains	—	—	—	0.04	0.38	0.12
From return of capital	—	—	—	—	—	—
Total period distributions ⁽²⁾	0.13	0.21	0.13	0.16	0.53	0.28
Net assets, end of period ⁽³⁾	8.26	8.44	8.18	9.52	10.00	9.63

Ratios and Supplemental Data

Class B Units

(for the period ended June 30, 2024 and years ended December 31)

	June 2024	2023	2022	2021	2020	2019
Total net asset value (\$) (000's) ⁽⁴⁾	1,113	1,165	1,208	1,831	2,222	2,119
Number of outstanding units (000's) ⁽⁴⁾	135	138	148	192	222	220
Management expense ratio ⁽⁵⁾	1.11%	1.11%	1.10%	1.16%	1.20%	1.19%
Management expense ratio before waivers or absorptions ⁽⁶⁾	N/A	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate ⁽⁷⁾	73%	109%	100%	170%	181%	144%
Trading expense ratio (%) ⁽⁸⁾	—	—	—	—	—	—
Net asset value per unit, end of period	8.26	8.44	8.18	9.52	10.00	9.63

Financial Highlights per unit

Class D Units

(for the period ended June 30, 2024 and years ended December 31)

\$	June 2024	2023	2022	2021	2020	2019
Net assets, beginning of period	10.55	10.23	11.91	12.52	12.05	11.73
Increase (decrease) from operations						
Total revenue	0.20	0.37	0.31	0.29	0.33	0.34
Total expenses	(0.04)	(0.07)	(0.07)	(0.09)	(0.10)	(0.09)
Realized gains (losses) for the period	(0.08)	(0.30)	(0.66)	(0.14)	0.61	0.31
Unrealized gains (losses) for the period	(0.15)	0.59	(1.34)	(0.47)	0.34	0.19
Total increase (decrease) from operations ⁽¹⁾	(0.07)	0.59	(1.76)	(0.41)	1.18	0.75
Distributions to unitholders per unit:						
From net investment income (excluding dividends)	0.18	0.30	0.23	0.20	0.23	0.25
From dividends	—	—	—	—	—	—
From capital gains	—	—	—	0.04	0.47	0.15
From return of capital	—	—	—	—	—	—
Total period distributions ⁽²⁾	0.18	0.30	0.23	0.24	0.70	0.40
Net assets, end of period ⁽³⁾	10.32	10.55	10.23	11.91	12.52	12.05

Ratios and Supplemental Data

Class D Units

(for the period ended June 30, 2024 and years ended December 31)

	June 2024	2023	2022	2021	2020	2019
Total net asset value (\$) (000's) ⁽⁴⁾	9,654	10,664	11,974	22,720	29,005	31,182
Number of outstanding units (000's) ⁽⁴⁾	935	1,011	1,171	1,907	2,318	2,587
Management expense ratio ⁽⁵⁾	0.68%	0.68%	0.69%	0.73%	0.78%	0.78%
Management expense ratio before waivers or absorptions ⁽⁶⁾	0.79%	0.79%	0.80%	0.89%	0.89%	0.89%
Portfolio turnover rate ⁽⁷⁾	73%	109%	100%	170%	181%	144%
Trading expense ratio (%) ⁽⁸⁾	—	—	—	—	—	—
Net asset value per unit, end of period	10.32	10.55	10.23	11.91	12.52	12.05

Beutel Goodman Income Fund

Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the 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, 2024 and years ended December 31)

\$	June 2024	2023	2022	2021	2020	2019
Net assets, beginning of period	8.46	8.20	9.57	10.05	9.69	9.43
Increase (decrease) from operations						
Total revenue	0.16	0.30	0.26	0.23	0.26	0.27
Total expenses	(0.02)	(0.05)	(0.05)	(0.06)	(0.07)	(0.07)
Realized gains (losses) for the period	(0.07)	(0.24)	(0.65)	(0.11)	0.48	0.25
Unrealized gains (losses) for the period	(0.11)	0.48	(0.41)	(0.34)	0.25	0.10
Total increase (decrease) from operations ⁽¹⁾	(0.04)	0.49	(0.85)	(0.28)	0.92	0.55
Distributions to unitholders per unit:						
From net investment income (excluding dividends)	0.15	0.25	0.21	0.18	0.20	0.22
From dividends	—	—	—	—	—	—
From capital gains	—	—	—	0.04	0.38	0.12
From return of capital	—	—	—	—	—	—
Total period distributions ⁽²⁾	0.15	0.25	0.21	0.22	0.58	0.34
Net assets, end of period ⁽³⁾	8.27	8.46	8.20	9.57	10.05	9.69

Ratios and Supplemental Data

Class F Units

(for the period ended June 30, 2024 and years ended December 31)

	June 2024	2023	2022	2021	2020	2019
Total net asset value (\$) (000's) ⁽⁴⁾	7,288	7,491	7,812	4,056	4,802	3,763
Number of outstanding units (000's) ⁽⁴⁾	881	886	953	424	478	388
Management expense ratio ⁽⁵⁾	0.58%	0.58%	0.58%	0.62%	0.67%	0.67%
Management expense ratio before waivers or absorptions ⁽⁶⁾	N/A	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate ⁽⁷⁾	73%	109%	100%	170%	181%	144%
Trading expense ratio (%) ⁽⁸⁾	—	—	—	—	—	—
Net asset value per unit, end of period	8.27	8.46	8.20	9.57	10.05	9.69

Financial Highlights per unit

Class I Units

(for the period ended June 30, 2024 and years ended December 31)

\$	June 2024	2023	2022	2021	2020	2019
Net assets, beginning of period	10.79	10.46	12.20	12.82	12.35	12.02
Increase (decrease) from operations						
Total revenue	0.21	0.38	0.32	0.30	0.33	0.35
Total expenses	—	—	—	—	—	—
Realized gains (losses) for the period	(0.09)	(0.31)	(0.73)	(0.15)	0.62	0.32
Unrealized gains (losses) for the period	(0.06)	0.66	(1.01)	(0.44)	0.33	0.18
Total increase (decrease) from operations ⁽¹⁾	0.06	0.73	(1.42)	(0.29)	1.28	0.85
Distributions to unitholders per unit:						
From net investment income (excluding dividends)	0.22	0.38	0.32	0.30	0.34	0.35
From dividends	—	—	—	—	—	—
From capital gains	—	—	—	0.05	0.48	0.16
From return of capital	—	—	—	—	—	—
Total period distributions ⁽²⁾	0.22	0.38	0.32	0.35	0.82	0.51
Net assets, end of period ⁽³⁾	10.55	10.79	10.46	12.20	12.82	12.35

Ratios and Supplemental Data

Class I Units

(for the period ended June 30, 2024 and years ended December 31)

	June 2024	2023	2022	2021	2020	2019
Total net asset value (\$) (000's) ⁽⁴⁾	1,416,841	1,156,840	1,035,771	1,221,008	1,095,502	1,034,390
Number of outstanding units (000's) ⁽⁴⁾	134,274	107,228	99,051	100,112	85,455	83,754
Management expense ratio ⁽⁵⁾	0.03%	0.03%	0.03%	0.03%	0.03%	0.03%
Management expense ratio before waivers or absorptions ⁽⁶⁾	0.11%	0.11%	0.11%	0.11%	0.11%	0.11%
Portfolio turnover rate ⁽⁷⁾	73%	109%	100%	170%	181%	144%
Trading expense ratio (%) ⁽⁸⁾	—	—	—	—	—	—
Net asset value per unit, end of period	10.55	10.79	10.46	12.20	12.82	12.35

Beutel Goodman Income 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.**

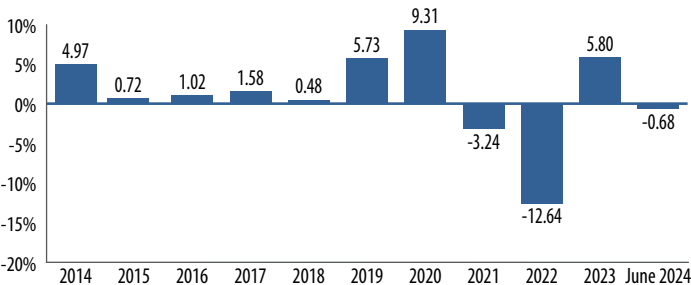
Please remember that the past performance of the Fund is not an accurate prediction of future returns.

Beutel Goodman Income Fund

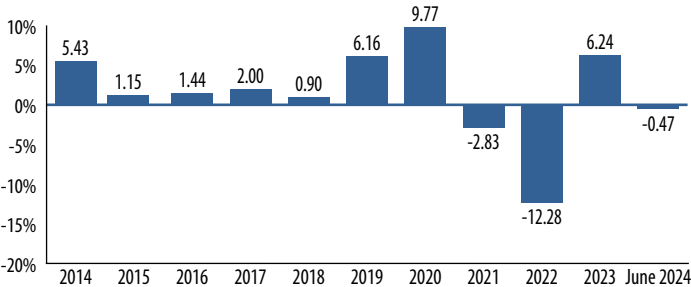
Year-by-Year Returns

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.

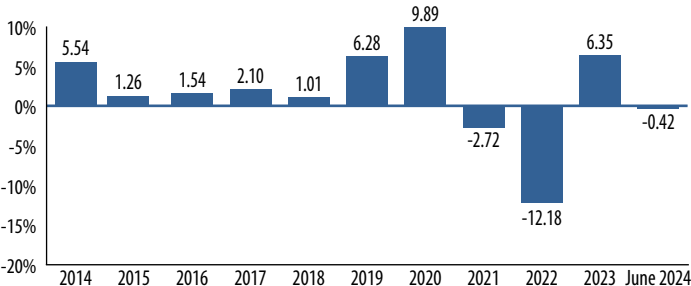
Class B



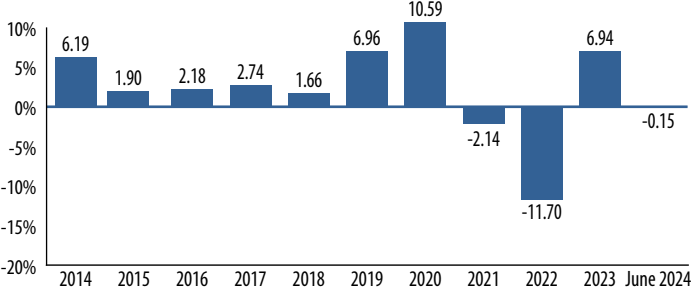
Class D



Class F



Class I



Beutel Goodman Income Fund

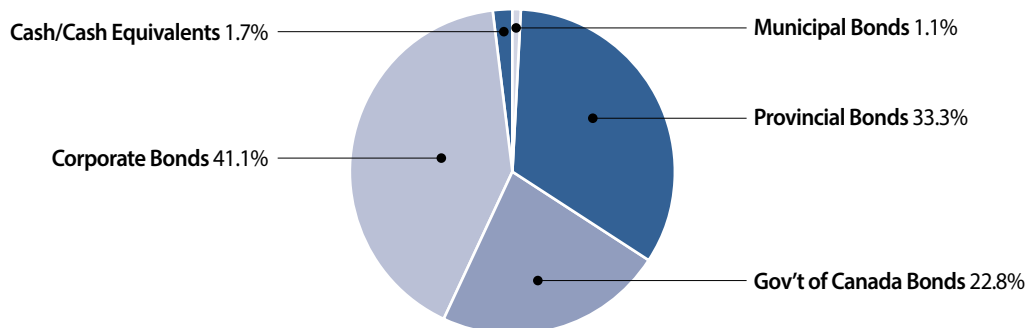
Summary of Investment Portfolio

The following information may change due to the ongoing portfolio transactions of the Fund. More current information regarding the holdings of the Fund may be obtained on our website at www.beutelgoodman.com.

Summary of Top 25 Holdings

Issuer Name	Coupon Rate (%)	Maturity Date	% of Net Assets	Issuer Name	Coupon Rate (%)	Maturity Date	% of Net Assets
1. Canadian Government Bond	3.000	1-Jun-34	6.31	14. Royal Bank of Canada	4.632	1-May-28	1.55
2. Canadian Government Bond	3.250	1-Dec-33	4.43	15. Canadian Government Bond	5.000	1-Jun-37	1.48
3. Province of Ontario	4.150	2-Jun-34	3.53	16. Bank of Montreal	5.039	29-May-28	1.43
4. Province of Ontario	4.700	2-Jun-37	3.47	17. Canadian Government Bond	2.750	1-Sep-27	1.43
5. Province of Ontario	3.450	2-Jun-45	2.50	18. Canadian Government Bond	2.250	1-Jun-29	1.34
6. Province of Quebec	4.450	1-Sep-34	2.50	19. Province of Quebec	3.100	1-Dec-51	1.24
7. Province of Ontario	1.050	8-Sep-27	2.24	20. Canadian Government Bond	1.750	1-Dec-53	1.23
8. Government of Canada	4.675	15-Aug-24	2.21	21. Province of Alberta	3.100	1-Jun-50	1.20
9. Province of Ontario	3.500	2-Jun-43	2.20	22. The Toronto-Dominion Bank	4.344	27-Jan-26	1.19
10. The Toronto-Dominion Bank	3.105	22-Apr-30	1.92	23. Province of British Columbia	4.150	18-Jun-34	1.12
11. Province of Quebec	3.500	1-Dec-45	1.84	24. Province of Alberta	3.900	1-Dec-33	1.08
12. The Toronto-Dominion Bank	5.491	8-Sep-28	1.71	25. Canadian Government Bond	3.500	1-Mar-34	1.06
13. Royal Bank of Canada	5.235	2-Nov-26	1.66				

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