

Interim Management Report of Fund Performance

June 30, 2024

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.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 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.

Results of Operations

Over the six-month period ended June 30, 2024, Beutel Goodman Small Cap Fund (the "Fund"), Class B returned 7.94% versus 8.83% for the Fund's benchmark, the S&P/TSX Small Cap Total Return 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.

After a strong first quarter, Canadian equities pulled back in Q2/2024. Canadian stocks benefited from a spike in commodity prices to reach a record high in May, but this momentum stalled in June. The S&P/TSX Small Cap Total Return Index remains up year to date, however. A much-anticipated interest rate cut arrived from the Bank of Canada at its June meeting, but the stickiness of inflation was emphasized by a higher-than-expected Consumer Price Index reading for May.

Key Contributors to Performance

- The top-performing sectors during the period relative to the benchmark were Consumer Discretionary, Information Technology and Materials.
- Over the period, the largest individual contributors to Fund performance included Aritzia Inc., Lundin Mining Corp. and Copperleaf Technologies Inc.

Key Detractors from Performance

- From a sector perspective, the Fund's holdings in the Industrials, Energy and Communication Services sectors were the largest detractors from the Fund's relative performance over the period.
- Over the period, the largest individual detractors from Fund performance were TELUS International (Cda) Inc., ATS Corp. and Colliers International Group 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 Health Care, Information Technology, Consumer Discretionary and Consumer Staples sector weightings increased over the period because of relative performance and the team's buy/sell activities.
 - The Fund's Materials, Financials, Real Estate, Communication Services, Utilities, Energy and Industrials sector weightings decreased over the period because of relative performance and the team's buy/sell activities.
 - TELUS International (Cda) Inc. was a new addition to the Fund.

Recent Developments

Although the Bank of Canada has now shifted to more accommodative monetary policy, the effects of higher rates are likely to affect the economy for some time. The central bank is expected to cut rates two or three more times this year in an effort to stimulate growth in the economy. Canadian businesses are facing some headwinds as we enter the second half of 2024, but this environment can also present opportunities to find value in the market.

Beutel Goodman Small Cap 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	1.95	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, 2024 and years ended December 31)

\$	June 2024	2023	2022	2021	2020	2019
Net assets, beginning of period	15.64	13.91	15.85	13.29	12.50	10.48
Increase (decrease) from operations						
Total revenue	0.14	0.28	0.26	0.26	0.20	0.23
Total expenses	(0.19)	(0.35)	(0.34)	(0.37)	(0.26)	(0.28)
Realized gains (losses) for the period	0.73	0.67	1.47	2.39	(0.42)	0.97
Unrealized gains (losses) for the period	0.61	1.30	(2.43)	1.21	0.76	1.63
Total increase (decrease) from operations⁽¹⁾	1.29	1.90	(1.04)	3.49	0.28	2.55
Distributions to unitholders per unit:						
From net investment income (excluding dividends)	–	–	–	–	–	–
From dividends	–	–	–	–	–	–
From capital gains	–	0.13	0.86	0.77	–	0.50
From return of capital	–	–	–	–	–	–
Total period distributions⁽²⁾	–	0.13	0.86	0.77	–	0.50
Net assets, end of period⁽³⁾	16.88	15.64	13.91	15.85	13.29	12.50

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⁾	3,547	2,886	2,811	3,508	3,359	4,335
Number of outstanding units (000's)⁽⁴⁾	210	185	202	221	253	347
Management expense ratio⁽⁵⁾	2.29%	2.30%	2.29%	2.29%	2.29%	2.28%
Management expense ratio before waivers or absorptions⁽⁶⁾	N/A	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate⁽⁷⁾	6%	11%	12%	19%	12%	8%
Trading expense ratio (%)⁽⁸⁾	0.05%	0.03%	0.03%	0.05%	0.07%	0.06%
Net asset value per unit, end of period	16.88	15.64	13.91	15.85	13.29	12.50

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	33.63	29.72	33.62	28.00	26.19	21.88
Increase (decrease) from operations						
Total revenue	0.31	0.60	0.52	0.55	0.44	0.48
Total expenses	(0.26)	(0.48)	(0.47)	(0.50)	(0.36)	(0.38)
Realized gains (losses) for the period	1.58	1.45	4.46	5.07	(0.85)	2.10
Unrealized gains (losses) for the period	1.18	2.75	(3.91)	2.39	1.81	3.37
Total increase (decrease) from operations⁽¹⁾	2.81	4.32	0.60	7.51	1.04	5.57
Distributions to unitholders per unit:						
From net investment income (excluding dividends)	–	–	–	–	–	–
From dividends	–	0.07	–	0.05	0.07	0.11
From capital gains	–	0.29	1.83	1.63	–	1.04
From return of capital	–	–	–	–	–	–
Total period distributions⁽²⁾	–	0.36	1.83	1.68	0.07	1.15
Net assets, end of period⁽³⁾	36.44	33.63	29.72	33.62	28.00	26.19

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⁾	11,042	11,545	12,240	54,673	49,015	57,462
Number of outstanding units (000's)⁽⁴⁾	303	343	412	1,626	1,750	2,194
Management expense ratio⁽⁵⁾	1.50%	1.50%	1.49%	1.49%	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⁾	6%	11%	12%	19%	12%	8%
Trading expense ratio (%)⁽⁸⁾	0.05%	0.03%	0.03%	0.05%	0.07%	0.06%
Net asset value per unit, end of period	36.44	33.63	29.72	33.62	28.00	26.19

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, 2024 and years ended December 31)

\$	June 2024	2023	2022	2021	2020	2019
Net assets, beginning of period	33.99	30.10	34.20	28.52	26.70	22.31
Increase (decrease) from operations						
Total revenue	0.32	0.61	0.60	0.57	0.46	0.49
Total expenses	(0.22)	(0.41)	(0.39)	(0.43)	(0.31)	(0.33)
Realized gains (losses) for the period	1.61	1.46	2.45	5.12	(0.69)	2.16
Unrealized gains (losses) for the period	1.17	2.75	(5.93)	2.22	2.75	3.36
Total increase (decrease) from operations⁽¹⁾	2.88	4.41	(3.27)	7.48	2.21	5.68
Distributions to unitholders per unit:						
From net investment income (excluding dividends)	–	–	–	–	–	–
From dividends	–	0.22	0.23	0.17	0.19	0.18
From capital gains	–	0.29	1.87	1.67	–	1.07
From return of capital	–	–	–	–	–	–
Total period distributions⁽²⁾	–	0.52	2.10	1.84	0.19	1.25
Net assets, end of period⁽³⁾	36.88	33.99	30.10	34.20	28.52	26.70

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⁾	68,415	61,452	54,598	21,084	16,888	15,991
Number of outstanding units (000's)⁽⁴⁾	1,855	1,808	1,814	616	592	599
Management expense ratio⁽⁵⁾	1.23%	1.23%	1.23%	1.23%	1.23%	1.22%
Management expense ratio before waivers or absorptions⁽⁶⁾	N/A	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate⁽⁷⁾	6%	11%	12%	19%	12%	8%
Trading expense ratio (%)⁽⁸⁾	0.05%	0.03%	0.03%	0.05%	0.07%	0.06%
Net asset value per unit, end of period	36.88	33.99	30.10	34.20	28.52	26.70

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	35.75	31.65	35.92	29.95	27.99	23.40
Increase (decrease) from operations						
Total revenue	0.33	0.65	0.61	0.60	0.48	0.51
Total expenses	(0.02)	(0.03)	(0.03)	(0.04)	(0.03)	(0.03)
Realized gains (losses) for the period	1.69	1.54	3.32	5.40	(0.72)	2.27
Unrealized gains (losses) for the period	1.26	2.87	(5.69)	2.63	2.67	3.65
Total increase (decrease) from operations⁽¹⁾	3.26	5.03	(1.79)	8.59	2.40	6.40
Distributions to unitholders per unit:						
From net investment income (excluding dividends)	–	–	–	–	–	–
From dividends	–	0.63	0.56	0.59	0.49	0.53
From capital gains	–	0.31	1.98	1.77	–	1.13
From return of capital	–	–	–	–	–	–
Total period distributions⁽²⁾	–	0.95	2.54	2.36	0.49	1.66
Net assets, end of period⁽³⁾	39.02	35.75	31.65	35.92	29.95	27.99

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⁾	455,549	439,932	408,244	490,489	455,872	460,395
Number of outstanding units (000's)⁽⁴⁾	11,676	12,306	12,899	13,655	15,221	16,448
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⁾	6%	11%	12%	19%	12%	8%
Trading expense ratio (%)⁽⁸⁾	0.05%	0.03%	0.03%	0.05%	0.07%	0.06%
Net asset value per unit, end of period	39.02	35.75	31.65	35.92	29.95	27.99

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.**

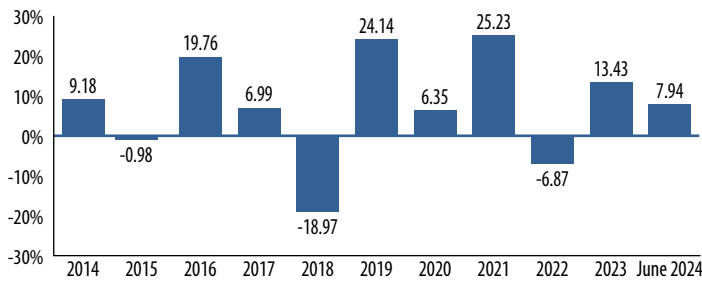
Please remember that the past performance of the Fund is not an accurate prediction of future returns.

Beutel Goodman Small Cap Fund

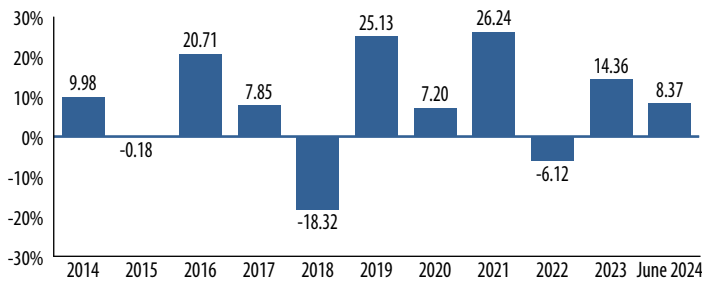
Year-by-Year Returns

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.

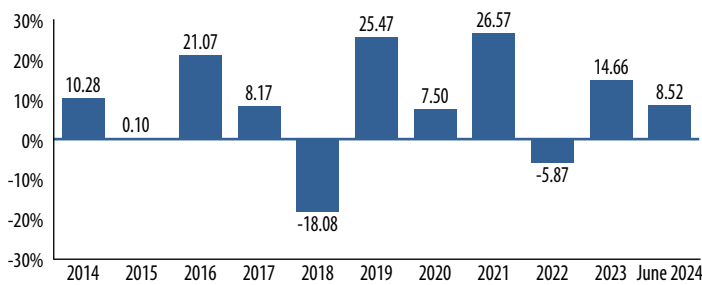
Class B



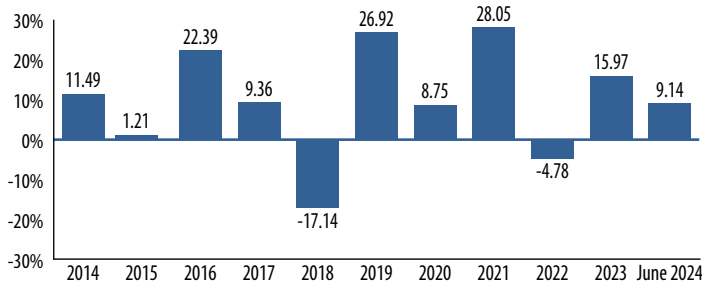
Class D



Class F



Class I



Beutel Goodman Small Cap Fund

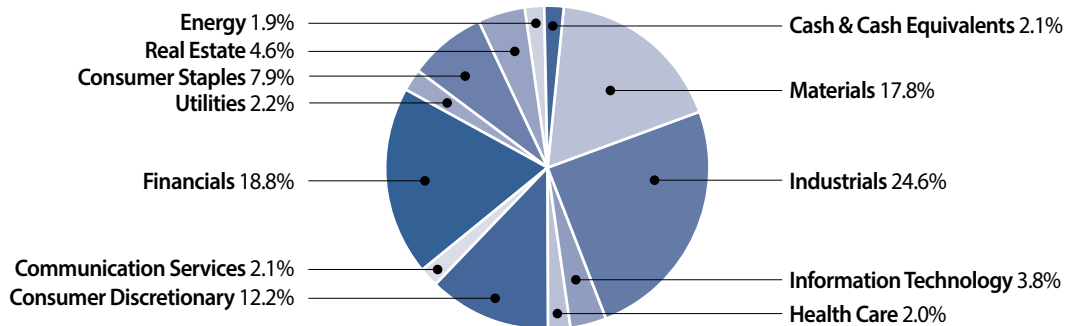
Summary of Investment Portfolio

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	% of Net Assets	Issuer Name	Coupon Rate (%)	Maturity Date	% of Net Assets
1. EQB Inc.	8.79	14. Triple Flag Precious Metals Corp.			3.20
2. iA Financial Corp Inc.	5.77	15. ATS Corp.			3.16
3. Alamos Gold Inc.	5.57	16. Primo Water Corp.			3.05
4. Aritzia Inc.	5.11	17. Copperleaf Technologies Inc.			2.90
5. Ag Growth International Inc.	4.77	18. Winpak Ltd.			2.42
6. Linamar Corp.	4.57	19. Government of Canada	4.666	15-Aug-24	2.15
7. Maple Leaf Foods Inc.	4.07	20. Quebecor Inc., Class B			2.10
8. Badger Infrastructure Solutions Ltd.	3.47	21. dentalcorp Holdings Ltd.			2.02
9. MDA Space Ltd.	3.35	22. NFI Group Inc.			1.89
10. Lundin Mining Corp.	3.31	23. Superior Plus Corp.			1.75
11. Major Drilling Group International Inc.	3.29	24. Toromont Industries Ltd.			1.53
12. Canadian Western Bank	3.28	25. Brookfield Business Partners LP			1.49
13. Colliers International Group Inc.	3.21				

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