



Annual Management Report of Fund Performance

December 31, 2021

Beutel Goodman Balanced Fund

Beutel Goodman Balanced 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.

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Beutel Goodman Balanced Fund

Management Discussion of Fund Performance

Investment Objectives and Strategies

This Fund invests in cash and cash equivalents, fixed-income securities and Canadian, U.S. and international equity securities.

The asset mix process is based upon the observation that over longer time periods equities have historically generated higher nominal and real rates of return than fixed income assets. Normally, the target asset mix will be 60% equity and 40% fixed income.

The Fund's advisor uses a value based approach to select equity investments which means the advisor looks for stocks that are undervalued in relation to the asset value or earnings power of the issuer. The Fund's fixed income portfolio is invested in a diversified group of Canadian government and Canadian corporate bonds.

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.

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

Results of Operations

Over the 12-month period ended December 31, 2021, Beutel Goodman Balanced Fund (the "Fund"), Class B returned 9.43% versus 10.59% for the Fund's benchmark, the 40% FTSE Canada Universe Bond Index, 30% S&P/TSX Composite Index, 13% MSCI EAFE Index (C\$), 12% S&P 500 Index (C\$), 5% FTSE Canada 91 Day T-Bill 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.

Global equity markets remained strong over the period, trading to new record highs. Improved corporate earnings, accelerated vaccine distribution and prolonged central bank stimulus continued to strengthen markets. The latter half of the period saw an increase in volatility, as tapering by central banks around the world – and the promise of tightening in 2022 – coincided with rising geopolitical tensions, a setback in passing U.S. President Biden's Build Back Better bill and, at the end of November, the emergence of the Omicron COVID-19 variant. This surge in cases over the final weeks of the year injected significant uncertainty as to the timing of a full global economic recovery, given the knock-on effects of potential lockdowns on supply chains and inflation. Despite this, equity markets continued to rise in the period with the S&P/TSX Composite rising 25.09%, S&P 500 Index (C\$) rising 27.61% and the MSCI EAFE Index (C\$) rising 10.32%. The FTSE Canada Universe Bond Index, meanwhile, declined 2.54% on a total return basis.

The equity portfolio of the Fund is divided into three portions: Canadian equities, U.S. equities and international equities. Each of the three portions of the equity portfolio recorded positive absolute returns. The Canadian equity and international equity components outperformed their respective benchmarks while the U.S. equity component underperformed its benchmark. The fixed income portion of the Fund recorded a negative return over the period but outperformed the fixed income portion of the benchmark.

From an asset allocation perspective, relative underperformance was driven primarily by the U.S. equity portion of the Fund. Stock selection in U.S. equities detracted from relative performance. Partially offsetting this was the overweight allocation to equities and the underweight to fixed income. This aided relative performance as equities significantly outperformed bonds over the period.

Equity Portfolio

Key Contributors to Performance

- Within the Canadian equity portion of the Fund, the top-performing sectors during the period relative to its benchmark were Materials and Utilities.
 - A combination of both stock selection and underweight positions in Materials and Utilities, areas of relative weakness in the benchmark, contributed to the Fund's relative performance.
- Within the U.S. equity portion of the Fund, the top-performing sectors during the period relative to its benchmark were Financials and Utilities.
 - Stock selection in Financials contributed to the Fund's relative performance. An overweight position in the sector, particularly in the first half of the period, also contributed to the Fund's relative performance.
 - The Fund had no exposure to the Utilities sector over the period. This contributed to the Fund's relative performance, as the sector was an area of weakness in the benchmark.
- Within the international equity portion of the Fund, the top-performing sectors during the period relative to its benchmark were Health Care and Industrials.
 - A combination of both stock selection and overweight positions in Health Care and Industrials, areas of relative strength in the benchmark, contributed to the Fund's relative performance.
- Over the period, the largest individual contributors to Fund performance included Toronto-Dominion Bank, Royal Bank of Canada, Brookfield Asset Management Inc., Nutrien Ltd. and Ameriprise Financial Inc.

Key Detractors from Performance

- Within the Canadian equity portion of the Fund, the Communication Services and Energy sectors were the largest detractors from relative performance.
 - Stock selection in Communication Services detracted from relative performance.
 - A combination of both stock selection and an underweight position in the Energy sector, an area of relative strength in the benchmark, detracted from the Fund's relative performance.
- Within the U.S. equity portion of the Fund, the Consumer Staples and Industrials sectors were the largest detractors from relative performance.
 - A combination of both stock selection and overweight positions in Consumer Staples and Industrials, areas of relative weakness in the benchmark, detracted from the Fund's relative performance.

Beutel Goodman Balanced Fund

- Within the international equity portion of the Fund, the Energy and Consumer Staples sectors were the largest detractors from relative performance.
 - Stock selection in Energy and Consumer Staples detracted from the Fund's relative performance.
- Over the period, the largest individual detractors from Fund performance included TGS ASA, Saputo Inc., Henkel AG & Co. KGaA, Polaris Inc. and Flowserve Corp.

Fixed-Income Portfolio

- The Fund's exposure to corporate credit added value. The Fund was overweight corporate bonds amid tightening credit spreads as central banks maintained their easier-for-longer stance to promote more stimulus and liquidity.
- Corporate security selection added value through the Fund's overweight position in the Financials and Energy sectors, namely pipelines and midstream companies.
- The Fund's duration positioning was positive as the portfolio was generally short duration in a rising bond yield environment.
- The Fund's yield-curve positioning detracted due to the concentration in four- to seven-year bonds as the yield curve flattened.

Portfolio Activity

- The portfolio management team for the equity portion of the Fund (the "equity team") employs a stock-selection process that is based on identifying securities trading at significant discounts to their business value. The Fund's country, sector and stock weights are outcomes of the equity team's investment decisions based on bottom-up fundamentals and business quality. As a by-product of the equity 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 Consumer Staples, Health Care and Utilities sector weightings increased over the period because of relative performance and the team's buy/sell activities.
 - The Fund's Financials, Materials and Information Technology sector weightings decreased over the period because of relative performance and the team's buy/sell activities.
 - New additions to the Fund over the period included TC Energy Corp., Alimentation Couche-Tard Inc., Fortis Inc., Polaris Inc., Biogen Inc., Shionogi & Co., Ltd., Nippon Telegraph and Telephone Corp., ITV plc, Ritchie Brothers Auctioneers Inc., MillerKnoll Inc., Gentex Corp. and Interpublic Group of Companies Inc.
 - The Fund's positions in Canadian Natural Resources Ltd., Cameco Corp., Teck Resources Ltd., Thomson Reuters Corp., JPMorgan Chase & Co., Oracle Corp., TE Connectivity Ltd., EssilorLuxottica SA and Merck KGaA were liquidated.

- The portfolio management team for the fixed-income portion of the Fund (the "fixed-income team") employs macroeconomic analysis, rigorous bottom-up credit research and proprietary risk-management tools and 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 government bonds decreased over the period, while the allocation to corporate bonds increased.
- At period-end, there were 89 equity holdings in the Fund, up from 84 at the beginning of the period.
- At period-end, there were 142 fixed-income holdings in the Fund, up from 134 at the beginning of the period.
- The Fund's level of cash and cash equivalents decreased from the beginning of the period.

Recent Developments

On April 26, 2021, Ryan Laird, MBA, CFA joined the company as Credit Analyst, Fixed Income. With the addition of Ryan Laird to the Fixed income team, Mary Crowe, CFA transitioned from the Fixed Income team to the Canadian Equities team. There has been no impact on the portfolios as a result of these changes, nor does Beutel Goodman expect there to be.

The stop/start nature of the pandemic and reopening of the economy is a reminder that we cannot control what happens in the economy or market. For this reason, we remain steadfast in following our disciplined investment process. Much of the equity component of the portfolio remains an eclectic mix of under-the-radar, high-quality companies, spread across a number of geographies and sectors, and as the market has risen, we have been busy executing one-third sales and full sales of stocks that have touched or surpassed our target prices. We have been recycling these funds into existing companies in our portfolios that have trailed off over recent quarters and into new opportunities that meet our rigorous investment hurdles.

With respect to fixed income, we have become slightly more defensive with portfolio positioning. We currently stand about a third of a year short of the benchmark's duration as we believe Canadian and U.S. 10-year yields should rise towards 2.00%-2.25%. However, yields typically do not rise in a straight line, and we expect some volatility in 2022. We also expect that Canadian and U.S. yield curves will continue their flattening trend as central bank rate hikes disproportionately affect the short end of the yield curve. We remain overweight from a credit perspective; however, we have tempered this overweight by upgrading quality and moving into shorter-duration corporate bonds. As always, we will monitor the situation and our portfolio positioning will be reflective of our macroeconomic views.

Beutel Goodman Balanced Fund

Market Risk 2022

The impact of the coronavirus (“COVID-19”) pandemic on the financial performance of the Fund’s investments will depend on future developments, including the duration and spread of the outbreak and related advisories and restrictions. This public health crisis and the impact of COVID-19 on the financial markets and the overall economy are highly uncertain and cannot be predicted. If the financial markets and/or the overall economy continue to be impacted for an extended period, the Fund’s future investment results may be materially adversely affected.

In February 2022, Russian forces invaded Ukraine, resulting in an armed conflict and economic sanctions on Russia. Price volatility, trading restrictions, including the potential for extended halting of Russian market trading, and general default risk has impacted Russian securities and global financial markets. The conflict may contribute to an increase in short-term market volatility. It is uncertain how long the conflict, economic sanctions and market instability will continue and whether they will escalate further. The manager is actively monitoring the situation.

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.

	As a Percentage of Management Fees		
	Maximum Annual Management Fee Rate %	Dealer Compensation %	General Administration, Investment Advice and Profit %
Class B	1.75	57	43
Class D	1.00	27	73
Class F	0.85	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 Balanced 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)

\$	2021	2020	2019	2018	2017
Net assets, beginning of year	12.25	12.35	11.37	12.61	12.12
Increase (decrease) from operations					
Total revenue	0.33	0.41	0.36	0.36	0.33
Total expenses	(0.29)	(0.28)	(0.27)	(0.28)	(0.28)
Realized gains (losses) for the year	1.19	0.68	0.51	0.66	0.61
Unrealized gains (losses) for the year	(0.10)	(0.33)	0.78	(1.32)	0.40
Total increase (decrease) from operations⁽¹⁾	1.13	0.48	1.38	(0.58)	1.06
Distributions to unitholders per unit:					
From net investment income (excluding dividends)	0.04	0.11	0.06	0.07	0.03
From dividends	0.02	0.04	0.04	0.04	0.07
From capital gains	0.90	0.56	0.30	0.59	0.51
From return of capital	—	—	—	—	—
Total annual distributions⁽²⁾	0.96	0.71	0.40	0.70	0.61
Net assets, end of year⁽³⁾	12.42	12.25	12.35	11.37	12.61

Ratios and Supplemental Data

Class B Units

(for the years ended December 31)

	2021	2020	2019	2018	2017
Total net asset value (\$) (000's)⁽⁴⁾	74,433	68,276	76,672	72,226	60,575
Number of outstanding units (000's)⁽⁴⁾	5,991	5,575	6,209	6,354	4,803
Management expense ratio⁽⁵⁾	2.04%	2.04%	2.05%	2.04%	2.02%
Management expense ratio before waivers or absorptions⁽⁶⁾	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate⁽⁷⁾	67%	89%	63%	93%	105%
Trading expense ratio (%)⁽⁸⁾	0.05%	0.07%	0.04%	0.06%	0.05%
Net asset value per unit, end of year	12.42	12.25	12.35	11.37	12.61

Financial Highlights per unit

Class D Units

(for the years ended December 31)

\$	2021	2020	2019	2018	2017
Net assets, beginning of year	20.52	20.70	19.04	21.09	20.22
Increase (decrease) from operations					
Total revenue	0.55	0.70	0.60	0.61	0.56
Total expenses	(0.28)	(0.29)	(0.28)	(0.28)	(0.28)
Realized gains (losses) for the year	2.01	1.15	0.85	1.11	1.02
Unrealized gains (losses) for the year	(0.14)	(0.59)	1.36	(2.18)	0.69
Total increase (decrease) from operations⁽¹⁾	2.14	0.97	2.53	(0.74)	1.99
Distributions to unitholders per unit:					
From net investment income (excluding dividends)	0.16	0.29	0.21	0.20	0.09
From dividends	0.10	0.12	0.12	0.12	0.19
From capital gains	1.51	0.95	0.51	0.99	0.86
From return of capital	—	—	—	—	—
Total annual distributions⁽²⁾	1.77	1.36	0.84	1.31	1.14
Net assets, end of year⁽³⁾	20.84	20.52	20.70	19.04	21.09

Ratios and Supplemental Data

Class D Units

(for the years ended December 31)

	2021	2020	2019	2018	2017
Total net asset value (\$) (000's)⁽⁴⁾	170,176	170,767	197,614	201,745	203,151
Number of outstanding units (000's)⁽⁴⁾	8,165	8,323	9,548	10,596	9,631
Management expense ratio⁽⁵⁾	1.20%	1.20%	1.20%	1.20%	1.20%
Management expense ratio before waivers or absorptions⁽⁶⁾	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate⁽⁷⁾	67%	89%	63%	93%	105%
Trading expense ratio (%)⁽⁸⁾	0.05%	0.07%	0.04%	0.06%	0.05%
Net asset value per unit, end of year	20.84	20.52	20.70	19.04	21.09

Beutel Goodman Balanced 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)

\$	2021	2020	2019	2018	2017
Net assets, beginning of year	12.42	12.53	11.54	12.80	12.30
Increase (decrease) from operations					
Total revenue	0.33	0.42	0.37	0.38	0.34
Total expenses	(0.16)	(0.16)	(0.16)	(0.16)	(0.16)
Realized gains (losses) for the year	1.21	0.70	0.52	0.66	0.62
Unrealized gains (losses) for the year	(0.12)	(0.28)	0.77	(1.40)	0.33
Total increase (decrease) from operations⁽¹⁾	1.26	0.68	1.50	(0.52)	1.13
Distributions to unitholders per unit:					
From net investment income (excluding dividends)	0.11	0.19	0.14	0.14	0.07
From dividends	0.07	0.08	0.08	0.09	0.15
From capital gains	0.92	0.58	0.31	0.60	0.52
From return of capital	—	—	—	—	—
Total annual distributions⁽²⁾	1.10	0.85	0.53	0.83	0.74
Net assets, end of year⁽³⁾	12.60	12.42	12.53	11.54	12.80

Ratios and Supplemental Data

Class F Units

(for the years ended December 31)

	2021	2020	2019	2018	2017
Total net asset value (\$) (000's)⁽⁴⁾	66,637	54,724	58,002	49,064	37,294
Number of outstanding units (000's)⁽⁴⁾	5,288	4,407	4,627	4,252	2,913
Management expense ratio⁽⁵⁾	1.06%	1.06%	1.06%	1.05%	1.05%
Management expense ratio before waivers or absorptions⁽⁶⁾	N/A	N/A	N/A	N/A	N/A
Portfolio turnover rate⁽⁷⁾	67%	89%	63%	93%	105%
Trading expense ratio (%)⁽⁸⁾	0.05%	0.07%	0.04%	0.06%	0.05%
Net asset value per unit, end of year	12.60	12.42	12.53	11.54	12.80

Financial Highlights per unit

Class I Units

(for the years ended December 31)

\$	2021	2020	2019	2018	2017
Net assets, beginning of year	21.30	21.51	19.80	21.95	21.05
Increase (decrease) from operations					
Total revenue	0.58	0.73	0.63	0.64	0.58
Total expenses	(0.06)	(0.07)	(0.06)	(0.05)	(0.05)
Realized gains (losses) for the year	2.09	1.20	0.89	1.14	1.06
Unrealized gains (losses) for the year	(0.14)	(0.50)	1.38	(2.26)	0.74
Total increase (decrease) from operations⁽¹⁾	2.47	1.36	2.84	(0.53)	2.33
Distributions to unitholders per unit:					
From net investment income (excluding dividends)	0.33	0.48	0.38	0.37	0.17
From dividends	0.21	0.20	0.21	0.22	0.37
From capital gains	1.58	0.99	0.53	1.03	0.90
From return of capital	—	—	—	—	—
Total annual distributions⁽²⁾	2.12	1.67	1.12	1.62	1.44
Net assets, end of year⁽³⁾	21.62	21.30	21.51	19.80	21.95

Ratios and Supplemental Data

Class I Units

(for the years ended December 31)

	2021	2020	2019	2018	2017
Total net asset value (\$) (000's)⁽⁴⁾	3,072,834	3,451,081	3,773,493	3,546,662	3,890,752
Number of outstanding units (000's)⁽⁴⁾	142,126	162,008	175,409	179,135	177,219
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⁾	67%	89%	63%	93%	105%
Trading expense ratio (%)⁽⁸⁾	0.05%	0.07%	0.04%	0.06%	0.05%
Net asset value per unit, end of year	21.62	21.30	21.51	19.80	21.95

Beutel Goodman Balanced 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.**

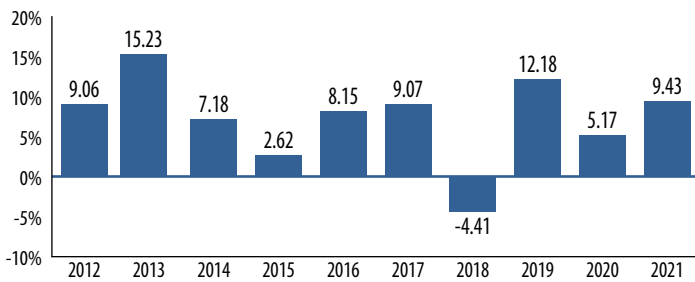
Please remember that the past performance of the Fund is not an accurate prediction of future returns.

Beutel Goodman Balanced Fund

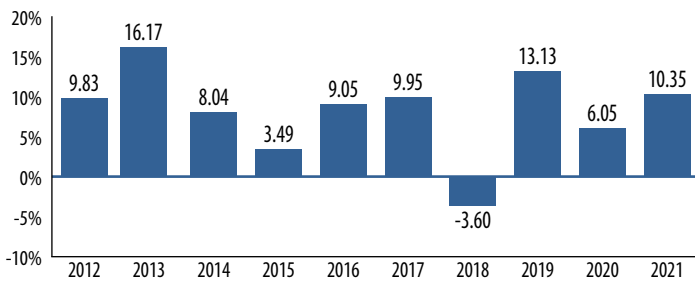
Year-by-Year Returns

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.

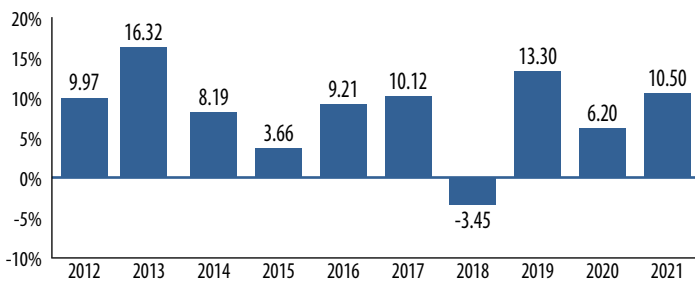
Class B



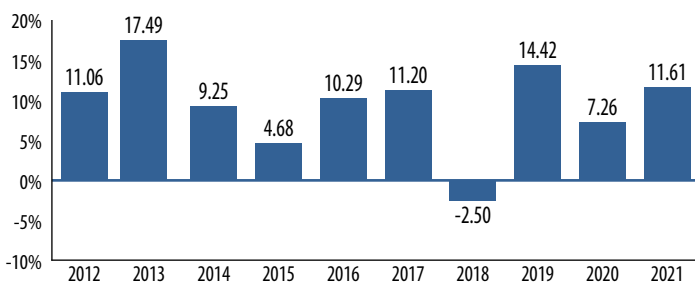
Class D



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, 2021, as compared to the performance of both the Balanced Fund Benchmark [comprised of FTSE Canada Universe Bond Index (40%), MSCI EAFE Index (C\$) (13%), S&P 500 Index (C\$) (12%), S&P/TSX Composite Index (30%) and FTSE Canada 91Day T-Bill Index (5%)] and respective indices.*

Class B

	10 Years (%)	5 Years (%)	3 Years (%)	Past Year (%)
Beutel Goodman Balanced Fund	7.22	6.12	8.89	9.43
Balanced Fund Benchmark	7.89	7.68	11.21	10.59
FTSE Canada Universe Bond Index	3.27	3.31	4.22	-2.54
MSCI EAFE Index (C\$)	10.39	8.21	10.62	10.32
S&P 500 Index (C\$)	19.10	17.03	22.83	27.61
S&P/TSX Composite Index	9.14	10.04	17.52	25.09
FTSE Canada 91Day T-Bill Index	0.87	0.92	0.89	0.17

Class D

	10 Years (%)	5 Years (%)	3 Years (%)	Past Year (%)
Beutel Goodman Balanced Fund	8.12	7.01	9.81	10.35
Balanced Fund Benchmark	7.89	7.68	11.21	10.59
FTSE Canada Universe Bond Index	3.27	3.31	4.22	-2.54
MSCI EAFE Index (C\$)	10.39	8.21	10.62	10.32
S&P 500 Index (C\$)	19.10	17.03	22.83	27.61
S&P/TSX Composite Index	9.14	10.04	17.52	25.09
FTSE Canada 91Day T-Bill Index	0.87	0.92	0.89	0.17

Class F

	10 Years (%)	5 Years (%)	3 Years (%)	Past Year (%)
Beutel Goodman Balanced Fund	8.28	7.17	9.96	10.50
Balanced Fund Benchmark	7.89	7.68	11.21	10.59
FTSE Canada Universe Bond Index	3.27	3.31	4.22	-2.54
MSCI EAFE Index (C\$)	10.39	8.21	10.62	10.32
S&P 500 Index (C\$)	19.10	17.03	22.83	27.61
S&P/TSX Composite Index	9.14	10.04	17.52	25.09
FTSE Canada 91Day T-Bill Index	0.87	0.92	0.89	0.17

Class I

	10 Years (%)	5 Years (%)	3 Years (%)	Past Year (%)
Beutel Goodman Balanced Fund	9.35	8.23	11.06	11.61
Balanced Fund Benchmark	7.89	7.68	11.21	10.59
FTSE Canada Universe Bond Index	3.27	3.31	4.22	-2.54
MSCI EAFE Index (C\$)	10.39	8.21	10.62	10.32
S&P 500 Index (C\$)	19.10	17.03	22.83	27.61
S&P/TSX Composite Index	9.14	10.04	17.52	25.09
FTSE Canada 91Day T-Bill Index	0.87	0.92	0.89	0.17

* The Balanced Fund Benchmark is a benchmark prepared by the Manager and is designed to reflect the average asset mix of a universe of balanced fund managers, which consists of: The S&P/TSX Composite Index is designed to represent the Canadian mid-large cap equity market (30%); The S&P 500 Index (C\$) is designed to represent the U.S. equity market (12%); The MSCI EAFE Index (C\$) is designed to reflect non-North American stock markets (13%); The FTSE Canada Universe Bond Index is designed to reflect the Canadian bond market (40%); The FTSE Canada 91Day T-Bill Index is designed to reflect short term securities (5%).

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

Beutel Goodman Balanced Fund

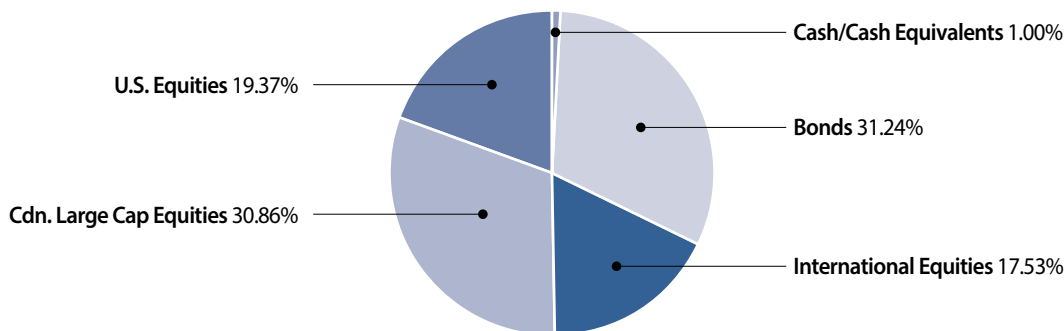
Summary of Investment Portfolio

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. The Toronto-Dominion Bank			2.93	13. Kimberly-Clark Corp.			1.03
2. Royal Bank of Canada			1.81	14. Omnicom Group Inc.			1.03
3. Brookfield Asset Management Inc., Class A			1.72	15. Westinghouse Air Brake Technologies Corp.			1.02
4. Canadian National Railway Co.			1.64	16. Amgen Inc.			1.01
5. Rogers Communications Inc., Class B			1.51	17. Merck & Co Inc.			1.01
6. Alimentation Couche-Tard Inc.			1.41	18. Smiths Group PLC			1.00
7. Sun Life Financial Inc.			1.29	19. Ampol Ltd.			0.99
8. TC Energy Corp.			1.28	20. Magna International Inc.			0.98
9. Restaurant Brands International Inc.			1.13	21. Nutrien Ltd.			0.97
10. Metro Inc., Class A			1.06	22. Atea ASA			0.97
11. Shionogi & Co. Ltd.			1.06	23. Amdocs Ltd.			0.96
12. Province of Ontario	3.450	2-Jun-45	1.03	24. Province of Ontario	1.900	2-Dec-51	0.95
				25. Canadian Pacific Railway Ltd.			0.94

Asset Mix





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