



VPI DIVIDEND GROWTH POOL

**ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE
FOR THE YEAR ENDED DECEMBER 31, 2021**

MANAGER

VALUE PARTNERS INVESTMENTS INC.

PORTFOLIO MANAGER

BRISTOL GATE CAPITAL PARTNERS INC.

This annual management report of fund performance contains financial highlights but does not contain the complete annual financial statements of the Pool. If you have not received a copy of the annual financial statements with this annual 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.



Annual Management Discussion of Fund Performance

March 21, 2022

Investment Objective and Strategies

VPI Dividend Growth Pool's objective is to generate long-term growth of income and capital by investing primarily in a concentrated portfolio of publicly traded equity securities of companies that are expected to pay a growing dividend.

In order to achieve its investment objective, the Portfolio Manager invests in a concentrated portfolio of dividend-paying, large capitalization equities. The Portfolio Manager uses its proprietary quantitative methodology to predict dividend growth in order to identify attractive investment opportunities. Investment opportunities are ranked based on expected dividend growth over the next fiscal year and the highest subset of expected dividend growers are investigated further via the Portfolio Manager's fundamental research process, Productive Capital Analysis™, to assess possible inclusion in the portfolio. The Portfolio Manager attempts to invest in high expected dividend growth businesses, that are of high quality and reasonable valuations. The Portfolio Manager currently intends to focus the portfolio on securities included in the S&P 500 Index but has discretion to invest the Pool's portfolio in equity securities of entities located anywhere in the world.

Risk

The Pool is considered suitable for investors with a medium tolerance for risk. The risks of investing in the Pool remain as discussed in the Prospectus.

General market risks remain elevated. Over the period, 10-year U.S. Treasury yields increased from 0.92% to 1.51%. Inflation ended the year at 6.8%, the fastest annual rate since 1982. Supply-chain issues related to COVID-19 were substantial and remained unresolved as of the end of the period. U.S. job openings were at or near all-time highs as labour became scarce. The market's price-to-earnings multiple fell from over 30 times in 2020 to less than 25 times at the end of 2021. Despite some expectations, corporate profit margins did not collapse as a result of the inflationary environment, but instead reached new highs as companies either benefited from or adapted to the changing environment. Valuations declined as earnings increased. Lower-profitability, higher-volatility companies provided the highest returns early in the year, but this trend eventually normalized, with higher-profitability, higher-quality and growth stocks all regaining ground.

Results of Operations

Net assets of the Pool increased by approximately \$116.5 million for the year ended December 31, 2021 due to a \$48.9 million increase in net assets from operations and \$67.6 million in net sales to unitholders. The increase in net assets from operations was due to \$45.2 million of unrealized appreciation, dividend and interest income of \$2.1 million and \$4.5 million in net realized gains on the sale of investments. This was offset by a \$2.9 million of management fees and operating expenses.

There were a few changes made to the Pool's equity holdings during the year. The following table summarizes the businesses that were added and/or removed from the portfolio:

<i>Additions</i>	<i>Dispositions</i>
Advance Auto Parts	CME Group
Applied Materials	Danaher
Thermo Fisher Scientific	Tyson Foods



VPI DIVIDEND GROWTH POOL

Results of Operations (continued)

All holdings were brought back to equal weights in early January and April. The Portfolio Manager introduced a threshold based rebalancing process from strict equal weighting during third quarter. As expected, the move to thresholds resulted in a reduction in quarterly trading activity, with only Activision being brought back to an equal weighting in October by trimming positions in Intuit and Zoetis.

As a result of these decisions, additions/trimming of existing holdings and changes in market values during the period, there were some notable shifts in the sector allocation from the beginning of the year as indicated in the following table:

<i>Sector</i>	<i>Increase</i>	<i>Sector</i>	<i>Decrease</i>
Pharmaceuticals & Biotechnology	6.4%	Food, Beverage & Tobacco	4.5%
Retailing	5.5%	Healthcare Equipment & Services	4.3%
Semiconductors & Equipment	3.2%	Diversified Financials	4.1%
Other Net Assets	2.1%	Software & Services	1.7%
Materials	0.9%	Consumer Services	1.4%
Real Estate	0.7%	Capital Goods	1.3%
Commercial & Professional Services	0.2%	Media & Entertainment	1.1%
		Cash	0.6%

The series of the Pool experienced a gain in the range of 26.5% to 29.1% relative to the 27.6% gain of the S&P 500 Total Return Index (CAD). In terms of the Pool's dividend growth investment strategy, the trailing 12-month median dividend growth of the Pool's holdings was 12.0% at year-end compared to the S&P 500 constituent median 6.2% and actual cash dividend growth of 2.7%.

The Pool's underweight positions in the Communication Services and Consumer Staples sectors, and overweight position in Information Technology, were primary contributors to performance. Security selection in the Health Care, Materials and Consumer Discretionary sectors was also a top contributor. The investment factors that contributed most to performance were quality-related (profitability, volatility and earnings variability).

Revenues and Expenses

Revenues of the Pool for the year included \$2.1 million of dividend and interest income. These were offset by management fees and operating expenses of \$2.9 million during the year.

The realized gain on sale of investments of \$4.5 million is attributable to three completed dispositions as well as several partial dispositions of shares from the portfolio during the year. Dividends received from each of these holdings while in the Pool are in addition to the gain/loss.

Holding	Approximate Holding Period	Proceeds (millions \$)	Cost (millions \$)	Realized Gain (Loss) (millions \$)
CME Group	1.0 years	8.9	8.0	0.9
Danaher	1.2 years	6.3	5.0	1.3
Tyson Foods	1.1 years	5.9	6.4	(0.5)
Partial Dispositions	n/a	12.9	10.1	2.8
		34.0	29.5	4.5



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ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

For the period ended December 31, 2021

VPI DIVIDEND GROWTH POOL

Recent Developments

Economic Conditions

In a world where real yields on many government and corporate bonds are negative and general market risks remain elevated (valuations, fed tightening, inflation, etc.), the Portfolio Manager believes its high dividend growth strategy is increasingly attractive to investors with income requirements, particularly those who can withstand some of the daily volatility of public stock prices and stay focused on compounding income over long periods of time.

Although unemployment rates have begun to fall, there is and will continue to be a tight labor market for high skilled, high-level jobs, which in turn could potentially stall economic productivity and growth. The Portfolio Manager suspects challenges will persist as economies continue rebounding from the negative effects of COVID, inventories get rebuilt, inflationary pressures are maintained and economic growth rolls on.

As at the time of this report, there is currently a heightened degree of risk related to the military conflict between Russia and the Ukraine. The Russian invasion has created significant uncertainty for the markets, interest rates, globalization, and future government spending. As a result of the conflict, some of the Pool's holdings could be negatively impacted. Given the quickly evolving situation, the Portfolio Manager will continue to monitor the conflict and the potential impacts to the securities held within the Pool.



VPI DIVIDEND GROWTH POOL

Portfolio Allocation

US Equities	94.5%	Cash	1.8%
Offshore Equities	3.8%	Other Net Assets	-0.1%

Sector Allocation

Software & Services	21.4%	Commercial & Professional Services	4.7%
Retailing	13.7%	Diversified Financials	4.7%
Semiconductors & Equipment	13.0%	Real Estate	4.6%
Pharmaceuticals & Biotechnology	10.6%	Consumer Services	3.8%
Capital Goods	8.1%	Media and Entertainment	3.5%
Materials	5.2%	Cash	1.8%
Health Care Equipment & Services	5.0%	Other Net Assets	-0.1%

Top 25 Holdings

Issuer	Percentage of Net Assets
Zoetis Inc.	5.4%
Thermo Fisher Scientific Inc.	5.2%
The Sherwin-Williams Company	5.2%
Broadcom Inc.	5.1%
UnitedHealth Group Incorporated	5.0%
Microsoft Corporation	4.9%
The Home Depot, Inc.	4.9%
Intuit Inc.	4.9%
Cintas Corporation	4.7%
Moody's Corporation	4.7%
Advance Auto Parts, Inc.	4.6%
American Tower Corporation	4.6%
Broadridge Financial Solutions, Inc.	4.4%
Roper Technologies, Inc.	4.4%
Dollar General Corporation	4.3%
Applied Materials, Inc.	4.2%
Starbucks Corporation	3.8%
Allegion plc	3.8%
Visa Inc.	3.6%
Texas Instruments Incorporated	3.6%
Mastercard Incorporated	3.5%
Activision Blizzard, Inc.	3.5%
Cash	1.8%
Other Net Assets	-0.1%
Total	100.0%

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.



VPI DIVIDEND GROWTH POOL

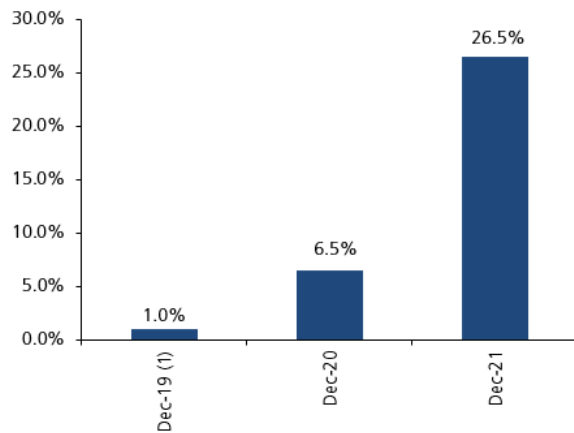
Past Performance

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.

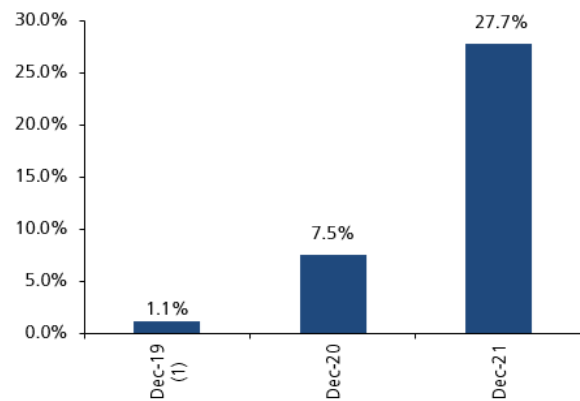
Year-by-Year Returns

The bar charts below show the performance of each series of the Pool (net of fees) for the year ended December 31, 2021, and for 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.

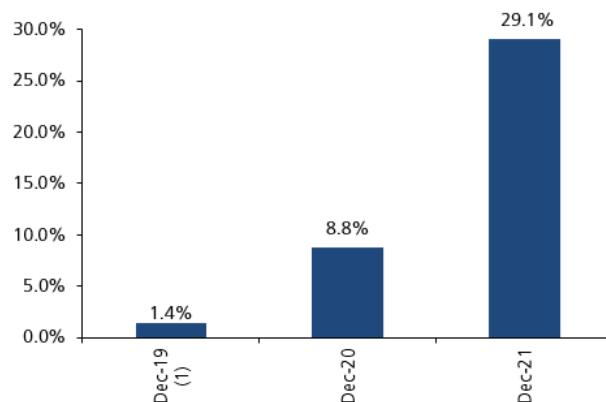
Series A



Series F



Series O



(1) 2019 return is since inception on November 6, 2019.



Annual Compound Returns

The following table shows the annual compound total return of each series of the Pool compared to the S&P 500 Index (CAD\$) for the periods shown ended December 31, 2021. All index returns are calculated on a total return basis, meaning that performance was calculated under the assumption that all distributions were reinvested.

	1 Year	Since Inception
Series A ⁽¹⁾ (Inception: November 6, 2019)	26.5%	15.4%
S&P 500 Index (CAD\$)	27.6%	22.3%
Series F ⁽¹⁾ (Inception: November 6, 2019)	27.7%	16.4%
S&P 500 Index (CAD\$)	27.6%	22.3%
Series O ⁽¹⁾ (Inception: November 6, 2019)	29.1%	17.9%
S&P 500 Index (CAD\$)	27.6%	22.3%

(1) The percentage return differs for each series because the management fee rate and expenses differ for each series.

The S&P 500 Index has been widely regarded as the best single gauge of the large cap U.S. equities market since the Index was first published in 1957. The Index includes 500 leading companies in leading industries of the U.S. economy, capturing approximately 80% coverage of available market capitalization.

Management Fees

The Pool pays an annual management fee on each of its series (excluding Series O) to Value Partners Investments Inc. ("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.

For the period ended December 31, 2021, approximately 36% 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 22% 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 period ended December 31, 2021 the Pool paid \$2.3 million in management fees (excluding taxes) to the Manager. In addition, the Manager also held 1 Series A unit, 50,479 Series F units and 1 Series O unit as of December 31, 2021.



VPI DIVIDEND GROWTH POOL

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 year ended December 31 or since inception to December 31. This information is derived from the Pool's audited annual 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	December 31 2021	December 31 2020	December 31 2019
Net assets, beginning of period⁽⁴⁾	10.75	10.10	10.00
Increase (decrease) from operations:			
Total revenue	0.13	0.10	-
Total expenses	(0.26)	(0.24)	(0.04)
Realized gains (losses) for the period	0.29	(0.45)	-
Unrealized gains (losses) for the period	2.79	1.73	0.01
Total increase (decrease) from operations ⁽²⁾	2.95	1.14	(0.03)
Distributions:			
From net investment income (excluding dividends)	-	-	(0.01)
From dividends	-	-	-
From capital gains	-	-	-
Return of capital	-	-	-
Total annual distributions ⁽³⁾	-	-	(0.01)
Net assets, end of period	13.60	10.75	10.10

Series F	December 31 2021	December 31 2020	December 31 2019
Net assets, beginning of period⁽⁴⁾	10.85	10.10	10.00
Increase (decrease) from operations:			
Total revenue	0.13	0.10	(0.01)
Total expenses	(0.15)	(0.15)	(0.03)
Realized gains (losses) for the period	0.29	(0.43)	-
Unrealized gains (losses) for the period	2.86	1.75	0.11
Total increase (decrease) from operations ⁽²⁾	3.13	1.27	0.07
Distributions:			
From net investment income (excluding dividends)	-	-	(0.02)
From dividends	-	-	-
From capital gains	-	-	-
Return of capital	-	-	-
Total annual distributions ⁽³⁾	-	-	(0.02)
Net assets, end of period	13.85	10.85	10.10



Financial Highlights (continued)

Series O	December 31 2021	December 31 2020	December 31 2019
Net assets, beginning of period⁽⁴⁾	11.02	10.13	10.00
Increase (decrease) from operations:			
Total revenue	0.12	0.08	0.01
Total expenses	-	-	(0.01)
Realized gains (losses) for the period	0.27	(0.27)	-
Unrealized gains (losses) for the period	2.99	1.86	0.01
Total increase (decrease) from operations⁽²⁾	3.38	1.67	0.01
Distributions:			
From net investment income (excluding dividends)	-	-	(0.01)
From dividends	-	-	-
From capital gains	-	-	-
Return of capital	-	-	-
Total annual distributions⁽³⁾	-	-	(0.01)
Net assets, end of period	14.23	11.02	10.13

(1) This information is derived from the Pool's audited annual financial statements.

(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) The Pool began operations on November 6, 2019.



VPI DIVIDEND GROWTH POOL

Ratios and Supplemental Data

Series A	December 31 2021	December 31 2020	December 31 2019
Total net asset value (000's) ⁽¹⁾	\$131,549	\$76,017	\$9,175
Number of units outstanding (000's) ⁽¹⁾	9,676	7,072	909
Management expense ratio ⁽²⁾	2.03%	2.20%	2.25%
Management expense ratio before waivers or absorptions	2.03%	2.20%	4.04%
Trading expense ratio ⁽³⁾	0.00%	0.02%	0.01%
Portfolio turnover rate ⁽⁴⁾	18.01%	24.78%	4.21%
Net asset value per unit ⁽¹⁾	\$13.60	\$10.75	\$10.10

Series F	December 31 2021	December 31 2020	December 31 2019
Total net asset value (000's) ⁽¹⁾	\$58,291	\$32,382	\$4,827
Number of units outstanding (000's) ⁽¹⁾	4,208	2,985	478
Management expense ratio ⁽²⁾	1.08%	1.26%	1.35%
Management expense ratio before waivers or absorptions	1.08%	1.26%	3.88%
Trading expense ratio ⁽³⁾	0.00%	0.02%	0.01%
Portfolio turnover rate ⁽⁴⁾	18.01%	24.78%	4.21%
Net asset value per unit ⁽¹⁾	\$13.85	\$10.85	\$10.10

Series O	December 31 2021	December 31 2020	December 31 2019
Total net asset value (000's) ⁽¹⁾	\$59,708	\$24,625	\$2,278
Number of units outstanding (000's) ⁽¹⁾	4,197	2,234	225
Management expense ratio ⁽²⁾	0.00%	0.00%	0.00%
Management expense ratio before waivers or absorptions	0.14%	0.28%	1.96%
Trading expense ratio ⁽³⁾	0.00%	0.02%	0.01%
Portfolio turnover rate ⁽⁴⁾	18.01%	24.78%	4.21%
Net asset value per unit ⁽¹⁾	\$14.23	\$11.02	\$10.13

(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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ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

For the period ended December 31, 2021

VPI DIVIDEND GROWTH POOL

Other Information

Value Partners Group Inc. (VPGI) owns 100% of Value Partners Investments Inc. (VPI) and LP Financial Planning Services Ltd. (LP Financial), a mutual fund dealer. VPGI is 37.4% owned by Longton Ltd., whose shareholders include specified members of the Lawton family, including Paul and Sean Lawton. Paul Lawton is an officer of VPGI as well as a director and officer of both VPI and LP Financial. Sean Lawton is a director and sales representative of LP Financial.

As of December 31, 2021, sales representatives of LP Financial held, in aggregate, Class A1 shares representing 19.0% and Class C1 shares representing 4.7% of the common equity of VPGI. The remaining common equity of VPGI was held by sales representatives of other dealer firms and employees of VPGI, VPI and LP Financial. No other sales representative held more than 5 percent of the common equity of VPGI. Additional information regarding equity interests may be obtained from the Pool's annual information form or from the Manager's website at <http://www.valuepartnersinvestments.ca>.

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.