



**VALUE
PARTNERS**
INVESTMENTS

VPI INCOME POOL

**INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE
FOR THE SIX-MONTH PERIOD ENDED JUNE 30, 2024**

MANAGER

VALUE PARTNERS INVESTMENTS INC.

PORTFOLIO MANAGER

VALUE PARTNERS INVESTMENTS INC.

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



Interim Management Discussion of Fund Performance

August 16, 2024

The Interim Management Report of Fund Performance presents management's view of the significant factors and developments affecting the Pool's performance and outlook since December 31, 2023, the Pool's most recent fiscal year-end. This report should be read in conjunction with the Annual Management Report of Fund Performance for the year ended December 31, 2023.

Results of Operations

Net assets of the Pool decreased by approximately \$39.6 million for the six-month period ended June 30, 2024. Contributing to this decrease was \$33.1 million of net redemptions and \$7.3 million of distributions paid to unitholders, offset by a \$0.8 million increase in net assets from operations. The increase in net assets from operations was due to net realized gains on the sale of investments of \$12.4 million and dividend and interest income of \$11.6 million. This was offset by \$5.3 million of management fees and operating expenses and unrealized depreciation in the value of investments of \$17.9 million.

The Pool gains exposure to fixed income securities through its investment in Series I units of VPI Corporate Bond Pool (Underlying Fund), a mutual fund managed by the Manager.

As a result of partial dispositions throughout the period, there were some shifts in the sector allocation of securities from the beginning of the year, the most notable of which are highlighted in the following table:

<i>Sector</i>	<i>Allocation Increase</i>	<i>Sector</i>	<i>Allocation Decrease</i>
Mutual Fund	5.9%	Telecommunication Services	4.6%
Food, Beverage & Tobacco	1.9%	Capital Goods	1.8%
Consumer Distribution and Retail	1.1%	Consumer Staples & Retail	1.6%
Financial Services	0.8%	Pharmaceuticals and Life Sciences	1.6%
		Software and Services	0.9%
		Cash	0.8%

The portfolio has also changed from a geographic standpoint during the period. The most notable changes are highlighted in the following table:

<i>Country</i>	<i>Allocation Increase</i>	<i>Country</i>	<i>Allocation Decrease</i>
Canada	4.5%	US	3.2%
		Switzerland	0.5%
		Japan	0.3%



Results of Operations (continued)

Each series of the Pool experienced a gain in the range of 0.1% to 1.1% as compared to the 5.2% gain on the blended index, which consists of 50% FTSE Canada Universe Bond Index, 20% S&P TSX Total Return Index, 15% S&P 500 Total Return Index, and 15% MSCI EAFE Total Return Index (the "Blended Index"). The Pool's return was largely driven by the fixed income portion of the portfolio, partially offset by low single-digit negative performance from the portfolio's equity holdings. The largest contributors to equity underperformance were holdings within the Information Technology, Financials, and Consumer Discretionary sectors. The best-performing holdings within the equity portion of the Pool were Merck, Oracle, and Wolters Kluwer, while the worst-performing holdings were Magna International, Open Text, and CVS Healthcare.

The Underlying Fund benefited from spread narrowing and continued strong performance of limited recourse capital notes (LRCNs). Spreads on the Hertz new issue contributed to outperformance however the existing Hertz holdings dropped in price in the quarter and detracted from performance. The Underlying Fund's shorter duration was a slight negative in the second quarter with the shift in the yield curve. The Underlying Fund Portfolio Manager continued to add high quality Canadian bank issues and NHA mortgage backed securities to the portfolio in the second-quarter. In addition, BMW Canada came to market with a AAA rated securitized note at an attractive spread for a short-term issue. Hertz Corp issued a new 1st lien senior secured bond with a coupon of 12.625% and 2nd lien secured convertible bond with an 8% coupon. Bombardier and Delta Airlines continue to partially call outstanding issues. Additionally, there were a number of maturities in the period and a Goldman Sachs floating rate note was fully called.

Revenues and Expenses

Revenues of the Pool amounted to \$11.6 million, which can be attributed to a combination of dividend income from its equity holdings and interest income from the Underlying Fund. The Pool also incurred \$5.3 million in management fees and operating expenses, net of absorbed expenses.

The realized gain on sale of investments of \$12.4 million is attributable to partial dispositions of shares from the portfolio during the period.

Recent Developments

Economic Conditions

In 2024, central banks have generally halted interest rate increases and, in some circumstances, began lowering interest rates. Higher interest rate sensitivity in Canada relative to the United States for example, is leading to a considerable divergence. Canadian homeowners are relatively more indebted than those in the U.S., making the impact of recent increases more elevated to the Canadian economy. The U.S. economy remains resilient, benefiting from sizable government spending programs. However, the US economy is beginning to show signs of softening, with unemployment levels increasing and job creation slowing. Despite a significant improvement in inflation in both economies year-to-date, caution is warranted as inflation tends to be stickier and more difficult to remove from the economy than many expect.

The Portfolio Manager believes that while caution is warranted due to economic uncertainty, there remain good opportunities available in several industries and geographic regions. The Portfolio Manager continues to seek opportunities that fit the Pool's investment criteria in regions where equity valuations are attractive, long-term growth prospects are strong, and debt levels are reasonable.

Qualification of Series P Units

Series P units of the Pool were qualified on June 27, 2024 and are available to investors who have discretionary investment management accounts with dealers and whose dealer has executed a Series P agreement with the Manager.



VPI INCOME POOL

Portfolio Allocation

Mutual Fund	57.3%	US Equities	12.5%
Canadian Equities	15.4%	Cash	1.2%
Offshore Equities	13.5%	Other Net Assets	0.1%

Geographic Allocation

Canada	73.8%	India	1.2%
United States	12.5%	Italy	1.1%
Switzerland	3.1%	Netherlands	1.1%
Japan	3.1%	Great Britain	1.0%
Germany	2.2%	France	0.9%

Sector Allocation

Mutual Funds	57.3%	Consumer Staples Distribution and Retail	2.0%
Banks	6.2%	Cash	1.2%
Food, Beverage and Tobacco	5.2%	Consumer Discretionary Distribution and Retail	1.1%
Telecommunication Services	3.1%	Transportation	1.1%
Insurance	2.6%	Capital Goods	1.1%
Technology Hardware and Equipment	2.5%	Commercial and Professional Services	1.1%
Equity Real Estate Investment Trusts (REITs)	2.5%	Pharmaceuticals, Biotechnology and Life Sciences	1.1%
Utilities	2.4%	Media and Entertainment	1.0%
Health Care Equipment and Services	2.3%	Consumer Services	1.0%
Financial Services	2.1%	Automobiles and Components	1.0%
Software and Services	2.0%	Other Net Assets	0.1%

Top 25 Holdings

Issuer	Percentage of Net Assets
VPI Corporate Bond Pool Series I	57.3%
Great-West Lifeco Inc.	1.5%
Cisco Systems, Inc.	1.4%
Royal Bank of Canada	1.4%
Fortis Inc.	1.3%
The Toronto-Dominion Bank	1.3%
American Tower Corporation	1.2%
Bank of Montreal	1.2%
Canadian Imperial Bank of Commerce	1.2%
Cash	1.2%
CVS Health Corporation	1.2%
Firm Capital Property Trust	1.2%
The Bank of Nova Scotia	1.2%
The Hershey Company	1.2%
Asahi Group Holdings, Ltd.	1.1%
Canadian Tire Corporation, Limited	1.1%
Comcast Corporation, Class A	1.1%
Deutsche Bank Aktiengesellschaft	1.1%
Enel SpA	1.1%
Infosys Limited	1.1%
Logitech International S.A.	1.1%
Roche Holding AG	1.1%
S&P Global Inc.	1.1%
Siemens Aktiengesellschaft	1.1%
Sun Life Financial Inc.	1.1%
Total	85.9%

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

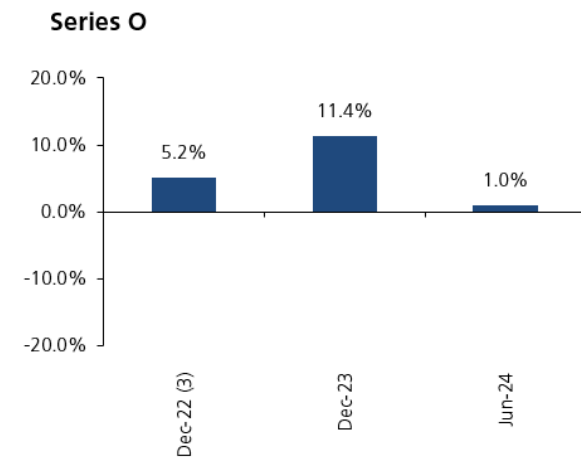
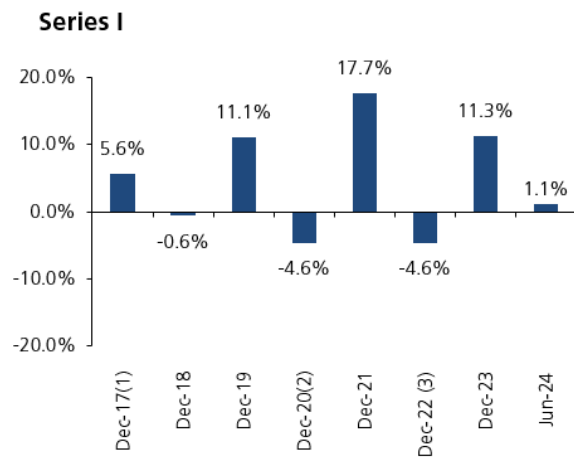
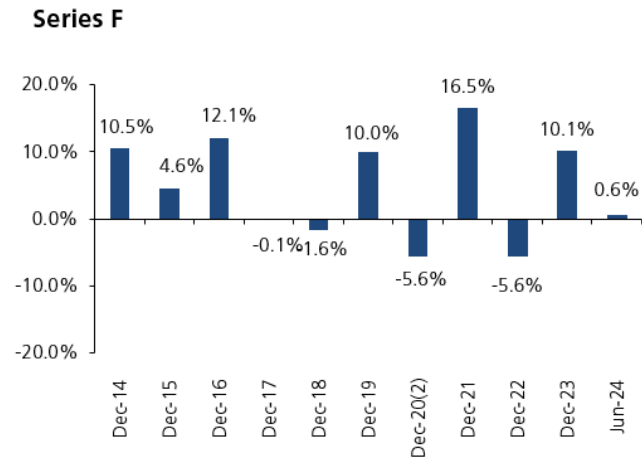
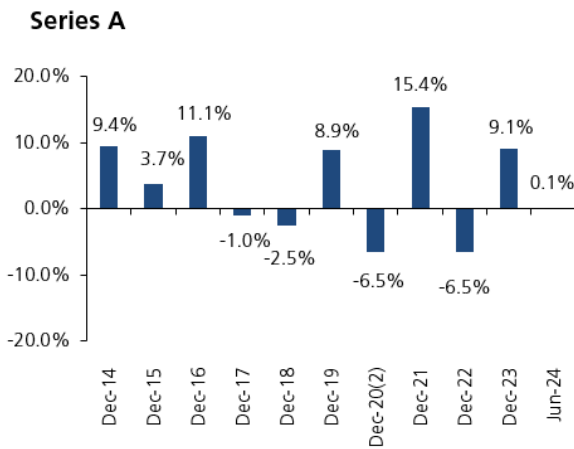


Past Performance

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

Year-by-Year Returns

The bar charts below show the performance of each series of the Pool (net of fees) for the six-month period ended June 30, 2024, and the previous years ended December 31 or since inception to December 31. It shows in percentage terms, how an investment made on January 1 or on inception would have increased or decreased by the end of the respective periods.



- (1) 2017 return is since inception on July 5, 2017.
- (2) Value Partners Investments Inc. assumed portfolio management responsibility for the Pool in June 2020.
- (3) 2022 return is since inception on June 28, 2022.



Management Fees

The Pool pays an annual management fee on each of its series (excluding Series I, Series O and Series P) to the Manager. The management fee is calculated daily as a percentage of the net asset value of each series as of the close of business on each business day. In consideration for the management fees, the Manager may pay a percentage sales commission and/or trailing commission to registered dealers or brokers for units bought and held in the Pool depending on which series of units were purchased. The Manager also pays a portion of the management fee to the Portfolio Manager for its services in managing the investment portfolio. Series O units of the Pool pay a portfolio management fee based on a percentage of the net asset value of Series O units as of the close of business on each business day calculated at a rate of 0.15% annually.

For the six-months ended June 30, 2024, approximately 43% 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 18% of the gross management fees were returned to unitholders as management fee rebates. The remainder of the management fee revenue, after payment of fees to the Portfolio Manager for its services, was retained by the Manager for corporate purposes.

Related Party Transactions

Value Partners Investments Inc. is the manager of the Pool and is responsible for the overall business and operations of the Pool. For the six-month period ended June 30, 2024, the Pool paid \$4.3 million in management fees (excluding taxes) to the Manager. In addition, the parent company of the Manager also held 1 Series O unit of the Pool as of June 30, 2024.

Financial Highlights

The following tables show selected key financial information about each series of the Pool and are intended to help you understand the Pool's financial performance for the past five years ended December 31 and the six-month period ended June 30, 2024. *This information is derived from the Pool's audited annual financial statements and interim unaudited financial statements and is not intended to be a reconciliation of the net asset value per unit.*

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

Series A	June 30 2024	December 31 2023	December 31 2022	December 31 2021	December 31 2020	December 31 2019
Net assets, beginning of period	11.90	11.15	12.07	10.59	11.56	11.04
Increase (decrease) from operations:						
Total revenue	0.27	0.49	0.40	0.59	0.47	0.43
Total expenses	(0.13)	(0.25)	(0.25)	(0.25)	(0.22)	(0.24)
Realized gains (losses) for the period	0.29	0.48	0.23	0.48	(1.87)	0.24
Unrealized gains (losses) for the period	(0.42)	0.28	(1.18)	0.82	0.62	0.54
Total increase (decrease) from operations⁽²⁾	0.01	1.00	(0.80)	1.64	1.00	0.97
Distributions:						
From net investment income (excluding dividends)	(0.12)	(0.18)	(0.15)	(0.08)	(0.08)	(0.11)
From dividends	(0.04)	(0.07)	(0.12)	(0.07)	(0.13)	(0.11)
From capital gains	-	-	-	-	-	(0.23)
Return of capital	-	-	-	-	-	-
Total annual distributions⁽³⁾	(0.16)	(0.25)	(0.27)	(0.15)	(0.21)	(0.45)
Net assets, end of period	11.75	11.90	11.15	12.07	10.59	11.56



Financial Highlights (continued)

Series F	June 30 2024	December 31 2023	December 31 2022	December 31 2021	December 31 2020	December 31 2019
Net assets, beginning of period	11.57	10.89	11.83	10.42	11.42	10.80
Increase (decrease) from operations:						
Total revenue	0.26	0.48	0.39	0.58	0.47	0.42
Total expenses	(0.07)	(0.14)	(0.14)	(0.14)	(0.12)	(0.13)
Realized gains (losses) for the period	0.29	0.47	0.24	0.48	(1.92)	0.24
Unrealized gains (losses) for the period	(0.41)	0.29	(1.23)	0.82	0.53	0.52
Total increase (decrease) from operations ⁽²⁾	0.07	1.10	(0.74)	1.74	(1.04)	1.05
Distributions:						
From net investment income (excluding dividends)	(0.17)	(0.29)	(0.15)	(0.17)	(0.13)	(0.11)
From dividends	(0.05)	(0.12)	(0.12)	(0.13)	(0.20)	(0.11)
From capital gains	-	-	-	-	-	(0.23)
Return of capital	-	-	-	-	-	-
Total annual distributions ⁽³⁾	(0.22)	(0.41)	(0.28)	(0.30)	(0.33)	(0.45)
Net assets, end of period	11.42	11.57	10.89	11.83	10.42	11.42

Series I	June 30 2024	December 31 2023	December 31 2022	December 31 2021	December 31 2020	December 31 2019
Net assets, beginning of period	10.03	9.57	10.51	9.38	10.42	9.75
Increase (decrease) from operations:						
Total revenue	0.22	0.40	0.33	0.52	0.43	0.39
Total expenses	-	-	-	(0.02)	(0.02)	(0.01)
Realized gains (losses) for the period	0.24	0.42	0.20	0.44	(1.74)	0.25
Unrealized gains (losses) for the period	(0.35)	0.28	(0.98)	0.75	1.09	0.62
Total increase (decrease) from operations ⁽²⁾	0.11	1.10	(0.45)	1.69	(0.24)	1.25
Distributions:						
From net investment income (excluding dividends)	(0.21)	(0.42)	(0.26)	(0.29)	(0.21)	(0.10)
From dividends	(0.07)	(0.17)	(0.20)	(0.21)	(0.31)	(0.10)
From capital gains	-	-	-	-	-	(0.21)
Return of capital	-	-	-	-	-	-
Total annual distributions ⁽³⁾	(0.28)	(0.59)	(0.46)	(0.50)	(0.52)	(0.41)
Net assets, end of period	9.86	10.03	9.57	10.51	9.38	10.42



Series O ⁽⁴⁾	June 30 2024	December 31 2023	December 31 2022
Net assets, beginning of period⁽⁴⁾	10.74	10.23	10.00
Increase (decrease) from operations:			
Total revenue	0.24	0.61	0.10
Total expenses	(0.09)	(0.02)	-
Realized gains (losses) for the period	0.26	0.85	0.04
Unrealized gains (losses) for the period	(0.41)	2.06	(0.14)
Total increase (decrease) from operations⁽²⁾	-	3.50	-
Distributions:			
From net investment income (excluding dividends)	(0.22)	(0.45)	(0.18)
From dividends	(0.07)	(0.17)	(0.11)
From capital gains	-	-	-
Return of capital	-	-	-
Total annual distributions⁽³⁾	(0.29)	(0.62)	(0.29)
Net assets, end of period	10.56	10.74	10.23

(1) This information is derived from the Pool's audited annual financial statements and from the interim unaudited financial statements for the current period ended June 30, 2024.

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

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

(4) Inception date: June 28, 2022



INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE
For the six-month period ended June 30, 2024

VPI INCOME POOL

Ratios and Supplemental Data

Series A	June 30 2024	December 31 2023	December 31 2022	December 31 2021	December 31 2020	December 31 2019
Total net asset value (000's) ⁽¹⁾	\$438,780	\$463,592	\$458,906	\$520,129	\$515,422	\$705,609
Number of units outstanding (000's) ⁽¹⁾	37,346	38,949	41,172	43,099	48,650	61,017
Management expense ratio ⁽²⁾	2.00%	2.00%	2.00%	2.00%	2.00%	1.97%
Management expense ratio before waivers or absorptions	2.00%	2.00%	2.00%	2.00%	2.00%	1.97%
Trading expense ratio ⁽³⁾	0.01%	0.01%	0.02%	0.02%	0.09%	0.01%
Portfolio turnover rate ⁽⁴⁾	10.93%	27.33%	23.86%	23.86%	346.15%	72.01%
Net asset value per unit ⁽¹⁾	\$11.75	\$11.90	\$11.15	\$12.07	\$10.59	\$11.56

Series F	June 30 2024	December 31 2023	December 31 2022	December 31 2021	December 31 2020	December 31 2019
Total net asset value (000's) ⁽¹⁾	\$35,669	\$48,279	\$52,651	\$66,907	\$73,266	\$115,199
Number of units outstanding (000's) ⁽¹⁾	3,124	4,171	4,833	5,657	7,029	10,089
Management expense ratio ⁽²⁾	1.06%	1.05%	1.05%	1.05%	1.05%	1.04%
Management expense ratio before waivers or absorptions	1.06%	1.05%	1.05%	1.05%	1.05%	1.04%
Trading expense ratio ⁽³⁾	0.01%	0.01%	0.02%	0.02%	0.09%	0.01%
Portfolio turnover rate ⁽⁴⁾	10.93%	27.33%	23.86%	23.86%	346.15%	72.01%
Net asset value per unit ⁽¹⁾	\$11.42	\$11.57	\$10.89	\$11.83	\$10.42	\$11.42

Series I	June 30 2024	December 31 2023	December 31 2022	December 31 2021	December 31 2020	December 31 2019
Total net asset value (000's) ⁽¹⁾	\$10,495	\$12,518	\$15,352	\$17,493	\$19,338	\$23,326
Number of units outstanding (000's) ⁽¹⁾	1,064	1,248	1,605	1,665	2,062	2,239
Management expense ratio ⁽²⁾	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Management expense ratio before waivers or absorptions	0.11%	0.11%	0.10%	0.11%	0.11%	0.08%
Trading expense ratio ⁽³⁾	0.01%	0.01%	0.02%	0.02%	0.09%	0.01%
Portfolio turnover rate ⁽⁴⁾	10.93%	27.33%	23.86%	23.86%	346.15%	72.01%
Net asset value per unit ⁽¹⁾	\$9.86	\$10.03	\$9.57	\$10.51	\$9.38	\$10.42

Series O	June 30 2024	December 31 2023	December 31 2022
Total net asset value (000's) ⁽¹⁾	\$117	\$320	-
Number of units outstanding (000's) ⁽¹⁾	11	30	-
Management expense ratio ⁽²⁾	0.11%	0.11%	-
Management expense ratio before waivers or absorptions	0.11%	0.11%	-
Trading expense ratio ⁽³⁾	0.01%	0.01%	-
Portfolio turnover rate ⁽⁴⁾	10.93%	27.33%	-
Net asset value per unit ⁽¹⁾	\$10.56	\$10.74	-

Series O information has not been included as at December 31, 2022, given the only unit issued was held by the Manager.

(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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INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE

For the six-month period ended June 30, 2024

VPI INCOME POOL

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.