



**VALUE
PARTNERS**
INVESTMENTS

VPI DIVIDEND GROWTH POOL

**ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE
FOR THE YEAR ENDED DECEMBER 31, 2022**

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 17, 2023

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.

2022 proved to be a difficult year for public market investors. There was no escaping the negative effects that rising inflation and tightening monetary policy had on asset values. The S&P 500 had its worst year since the global financial crisis and investors were unable to find shelter in fixed income with the US Aggregate Bond Index also declining and posting its worst performance in almost 50 years.

Results of Operations

Net assets of the Pool increased by approximately \$30.7 million for the year ended December 31, 2022 due to \$69.1 million in net sales to unitholders, offset by a \$32.4 million decrease in net assets from operations and \$6.0 million in distributions paid to holders of redeemable units. The decrease in net assets from operations was due to \$41.2 million of unrealized depreciation and \$3.7 million of management fees and operating expenses. This was offset by dividend and interest income of \$3.2 million and \$9.3 million in net realized gains on the sale of investments.

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>
Lowe's Companies	Broadridge Financial Solutions Inc.
Microchip Technology Inc.	Home Depot Inc.
MSCI Inc.	Texas Instruments Inc.



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Results of Operations (continued)

Existing positions in Allegion PLC, Applied Materials, Intuit, Zoetis, Mastercard Inc. and Moody's Corp. were increased, while positions in Thermo Fisher Scientific Inc., UnitedHealth Group, Cintas Corp. and Dollar General were trimmed. These transactions occurred as part of the Portfolio Manager's regular quarterly rebalancing process.

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>Increase</i>	<i>Sector</i>	<i>Decrease</i>
Diversified Financials	3.9%	Capital Goods	4.1%
Media & Entertainment	1.5%	Retailing	1.5%
Software & Services	1.1%	Pharmaceuticals & Biotechnology	1.1%
Semiconductors & Equipment	1.1%	Materials	0.9%
Consumer Services	0.9%	Cash	0.5%
Commercial and Professional Services	0.3%	Real Estate	0.5%

Each series of the Pool experienced a loss in the range of -12.1% to -13.8% relative to the -12.2% loss of the S&P 500 Total Return Index (the "Index"). Relative to the benchmark, stock selection was positive but entirely offset by sector allocation.

The Pool's lack of exposure to the outperforming Energy sector as well as stock selection in the Health Care sector were primary detractors from relative performance. Its zero weight in Energy had an over 200 basis point negative impact on relative annual returns. As highlighted previously, it is not unusual for the Pool to have low exposure to commodity related markets due to the Pool's focus on high and consistent dividend growth and commodities' unpredictable nature. While never happy with negative returns, the Portfolio Manager was encouraged that the Pool was able to make up almost all of the performance deficit it faced relative to the S&P 500 Index at the end of the first quarter.

Both the underweight allocation and stock selection in Communication Services benefited the portfolio during the period. Stock selection in the Consumer Discretionary and Information Technology sectors was also a contributor to relative performance.

Top individual detractors from performance included Zoetis Inc., Intuit Inc. and Applied Materials Inc. All three detractors experienced significant valuation contraction during the year despite solid underlying fundamentals. All three companies continue to increase their revenues and earnings and appear to be providing sustainable, above-average dividend growth.



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Results of Operations (continued)

Top individual contributors included Activision Blizzard Inc., UnitedHealth Group Corp. and Dollar General Inc. Activision Blizzard outperformed in a declining market. Its pending acquisition by Microsoft Corp. provided price support despite the regulatory uncertainties surrounding the acquisition. UnitedHealth Group operates in several parts of the health care system and is in a unique position to use its data across businesses as a competitive differentiator, particularly in a value-based care context. The company was able to manage rising medical costs as health system utilization normalized following the worst of the COVID-19 pandemic. Despite operating in the Consumer Discretionary sector, Dollar General has a resilient business model that benefited from consumers seeking value from everyday goods to offset the impacts of inflation.

Revenues and Expenses

Revenues of the Pool for the year included \$3.2 million of dividend and interest income. These were offset by management fees and operating expenses of \$3.7 million during the year.

The realized gain on sale of investments of \$9.3 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 (millions \$)
Broadridge Financial Solutions	2.2 years	10.0	8.5	1.5
Home Depot Inc.	2.2 years	11.3	8.0	3.3
Texas Instruments Inc.	2.2 years	8.8	7.3	1.5
Partial Dispositions	n/a	13.2	10.2	3.0
		43.3	34.0	9.3

Recent Developments

Economic Conditions

Over the trailing 12 months, the Pool’s portfolio companies have averaged double digit revenue and earnings per share growth and their latest quarterly dividends were ~18% higher than the same period one year ago. After some great companies were thrown out with the bathwater to start the year, the Portfolio Manager believes the quality of the companies in the Pool was better reflected by the market as the year progressed.

It has undoubtedly been a trying year. From the Portfolio Manager’s perspective, times like these offer attractive opportunities for long-term investors. Valuations have been reset. Inflation, while persistent, appears to have peaked. The US Federal Reserve is likely closer to the end of the interest rate hiking cycle than the beginning. An economic recession sometime in 2023 has become a consensus view and markets have already discounted some of that. Although the Portfolio Manager continues to believe 2023 consensus expectations for double digit earnings growth for the broader market look optimistic considering slowing economic growth and rising costs, the Portfolio Manager is not investing in the entire market. The Portfolio Manager looks for 22 companies that can grow their dividends at above average rates on the back of solid underlying fundamentals. The Pool’s disciplined process and philosophy aim to eliminate the noise market volatility creates and instead take advantage of it. The Portfolio Manager believes there is a broader offering of investment opportunities available at more attractive valuations than existed a year ago.



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Recent Developments (continued)

Series Name Change

Series I units of the Pool were formerly known as Series O units and were renamed as Series I units on June 15, 2022. Series I units are available to investors who have, or whose dealer has, entered into an agreement directly with the Manager to purchase Series I units and who make the required minimum investment and minimum additional investment as set out by the Manager from time to time. Such investors may include investors who opened a discretionary investment management account with the Manager prior to on or about September 30, 2022, certain institutional investors as approved by the Manager and other mutual funds managed by the Manager.

Qualification of New Series

Series O units of the Pool were qualified on June 28, 2022 and are available to investors who have entered into a discretionary investment management account with the Manager.



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Portfolio Allocation

US Equities	94.7%	Cash	1.3%
Offshore Equities	4.0%		

Sector Allocation

Software and Services	22.5%	Health Care Equipment & Services	4.7%
Semiconductors and Equipment	14.1%	Consumer Services	4.7%
Retailing	12.2%	Materials	4.3%
Pharmaceuticals and Biotechnology	9.5%	Real Estate	4.1%
Diversified Financials	8.6%	Capital Goods	4.0%
Media and Entertainment	5.0%	Cash	1.3%
Commercial & Professional Services	5.0%		

Top 25 Holdings

Issuer	Percentage of Net Assets
Broadcom Inc.	5.4%
Activision Blizzard Inc.	5.0%
Cintas Corp.	5.0%
Thermo Fisher Scientific Inc.	4.9%
Roper Technologies Inc.	4.8%
UnitedHealth Group Inc.	4.7%
Starbucks Corp.	4.7%
Mastercard Inc.	4.6%
Lowe's Companies Inc.	4.6%
Intuit Inc.	4.5%
Zoetis Inc.	4.5%
Microchip Technology Inc.	4.4%
MSCI Inc.	4.4%
Applied Materials Inc.	4.3%
Sherwin-Williams Company	4.3%
Microsoft Corp.	4.3%
Visa Inc., Class A	4.3%
Moody's Corporation	4.2%
Dollar General Corp.	4.2%
American Tower Corp. Class A	4.1%
Allegion PLC	4.0%
Advance Auto Parts Inc.	3.5%
Cash	1.3%
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

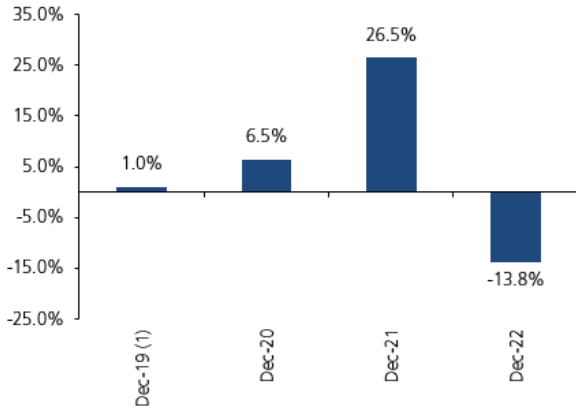
Past Performance

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.

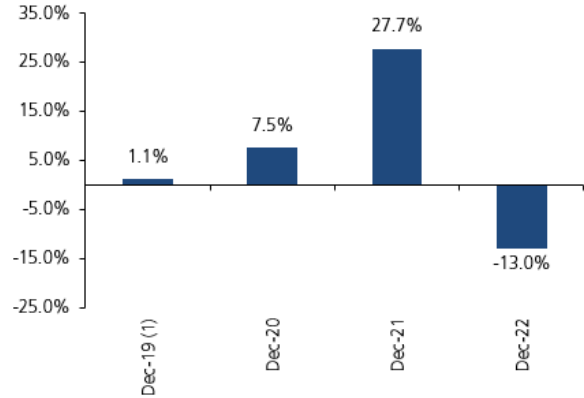
Year-by-Year Returns

The bar charts below show the performance of each series of the Pool (net of fees) for the year ended December 31, 2022, 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.

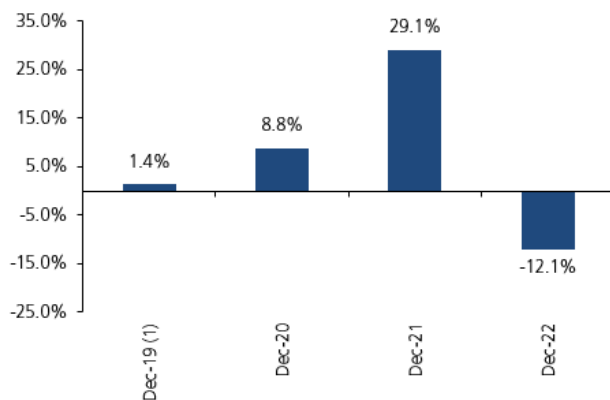
Series A



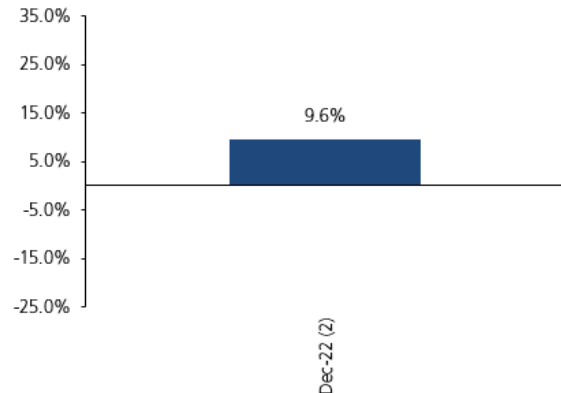
Series F



Series I



Series O



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

(2) 2022 return is since inception on June 28, 2022.



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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, 2022. All index returns are calculated on a total return basis, meaning that performance was calculated under the assumption that all distributions were reinvested.

	3 Year	1 Year	Since Inception
Series A ⁽¹⁾ (Inception: November 6, 2019)	5.1%	-13.8%	5.2%
S&P 500 Index (CAD\$)	9.2%	-12.2%	10.1%
Series F ⁽¹⁾ (Inception: November 6, 2019)	6.1%	-13.0%	6.2%
S&P 500 Index (CAD\$)	9.2%	-12.2%	10.1%
Series I ⁽¹⁾ (Inception: November 6, 2019)	7.3%	-12.1%	7.4%
S&P 500 Index (CAD\$)	9.2%	-12.2%	10.1%
Series O ⁽¹⁾⁽²⁾ (Inception: June 28, 2022)	n/a	n/a	n/a
S&P 500 Index (CAD\$)	n/a	n/a	n/a

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

(2) Series O related performance returns are not applicable as Series O has not been in operation for a year.

The S&P 500 Index has been widely regarded as the best single gauge of the large cap U.S. equities market since the S&P 500 Index was first published in 1957. The S&P 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 I and 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. 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 0.20% annually.

For the period ended December 31, 2022, 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, 2022 the Pool paid \$2.8 million in management fees (excluding taxes) to the Manager. In addition, the Manager also held 1 Series A unit, 51,820 Series F units, 1 Series I unit and 1 Series O unit as of December 31, 2022.



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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 2022	December 31 2021	December 31 2020	December 31 2019
Net assets, beginning of period⁽⁴⁾	13.60	10.75	10.10	10.00
Increase (decrease) from operations:				
Total revenue	0.15	0.13	0.10	-
Total expenses	(0.26)	(0.26)	(0.24)	(0.04)
Realized gains (losses) for the period	0.43	0.29	(0.45)	-
Unrealized gains (losses) for the period	(1.97)	2.79	1.73	0.01
Total increase (decrease) from operations ⁽²⁾	(1.65)	2.95	1.14	(0.03)
Distributions:				
From net investment income (excluding dividends)	-	-	-	(0.01)
From dividends	-	-	-	-
From capital gains	(0.24)	-	-	-
Return of capital	-	-	-	-
Total annual distributions ⁽³⁾	(0.24)	-	-	(0.01)
Net assets, end of period	11.48	13.60	10.75	10.10
Series F	December 31 2022	December 31 2021	December 31 2020	December 31 2019
Net assets, beginning of period⁽⁴⁾	13.85	10.85	10.10	10.00
Increase (decrease) from operations:				
Total revenue	0.15	0.13	0.10	(0.01)
Total expenses	(0.15)	(0.15)	(0.15)	(0.03)
Realized gains (losses) for the period	0.42	0.29	(0.43)	-
Unrealized gains (losses) for the period	(1.80)	2.86	1.75	0.11
Total increase (decrease) from operations ⁽²⁾	(1.38)	3.13	1.27	0.07
Distributions:				
From net investment income (excluding dividends)	-	-	-	(0.02)
From dividends	-	-	-	-
From capital gains	(0.26)	-	-	-
Return of capital	-	-	-	-
Total annual distributions ⁽³⁾	(0.26)	-	-	(0.02)
Net assets, end of period	11.80	13.85	10.85	10.10



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Financial Highlights (continued)

Series I	December 31 2022	December 31 2021	December 31 2020	December 31 2019
Net assets, beginning of period⁽⁴⁾	14.23	11.02	10.13	10.00
Increase (decrease) from operations:				
Total revenue	0.14	0.12	0.08	0.01
Total expenses	-	-	-	(0.01)
Realized gains (losses) for the period	0.44	0.27	(0.27)	-
Unrealized gains (losses) for the period	(1.88)	2.99	1.86	0.01
Total increase (decrease) from operations⁽²⁾	(1.30)	3.38	1.67	0.01
Distributions:				
From net investment income (excluding dividends)	-	-	-	(0.01)
From dividends	-	-	-	-
From capital gains	(0.29)	-	-	-
Return of capital	-	-	-	-
Total annual distributions⁽³⁾	(0.29)	-	-	(0.01)
Net assets, end of period	12.22	14.23	11.02	10.13

Series O	December 31 2022
Net assets, beginning of period⁽⁵⁾	10.00
Increase (decrease) from operations:	
Total revenue	0.09
Total expenses	(0.03)
Realized gains (losses) for the period	0.10
Unrealized gains (losses) for the period	0.37
Total increase (decrease) from operations⁽²⁾	0.53
Distributions:	
From net investment income (excluding dividends)	-
From dividends	-
From capital gains	(0.25)
Return of capital	-
Total annual distributions⁽³⁾	(0.25)
Net assets, end of period	10.71

(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.

(5) Series O began June 28, 2022



Ratios and Supplemental Data

Series A	December 31 2022	December 31 2021	December 31 2020	December 31 2019
Total net asset value (000's) ⁽¹⁾	\$137,776	\$131,549	\$76,017	\$9,175
Number of units outstanding (000's) ⁽¹⁾	12,000	9,676	7,072	909
Management expense ratio ⁽²⁾	2.02%	2.03%	2.20%	2.25%
Management expense ratio before waivers or absorptions	2.02%	2.03%	2.20%	4.04%
Trading expense ratio ⁽³⁾	0.00%	0.00%	0.02%	0.01%
Portfolio turnover rate ⁽⁴⁾	17.30%	18.01%	24.78%	4.21%
Net asset value per unit ⁽¹⁾	\$11.48	\$13.60	\$10.75	\$10.10

Series F	December 31 2022	December 31 2021	December 31 2020	December 31 2019
Total net asset value (000's) ⁽¹⁾	\$70,168	\$58,291	\$32,382	\$4,827
Number of units outstanding (000's) ⁽¹⁾	5,947	4,208	2,985	478
Management expense ratio ⁽²⁾	1.07%	1.08%	1.26%	1.35%
Management expense ratio before waivers or absorptions	1.07%	1.08%	1.26%	3.88%
Trading expense ratio ⁽³⁾	0.00%	0.00%	0.02%	0.01%
Portfolio turnover rate ⁽⁴⁾	17.30%	18.01%	24.78%	4.21%
Net asset value per unit ⁽¹⁾	\$11.80	\$13.85	\$10.85	\$10.10

Series I	December 31 2022	December 31 2021	December 31 2020	December 31 2019
Total net asset value (000's) ⁽¹⁾	\$71,603	\$59,708	\$24,625	\$2,278
Number of units outstanding (000's) ⁽¹⁾	5,857	4,197	2,234	225
Management expense ratio ⁽²⁾	0.00%	0.00%	0.00%	0.00%
Management expense ratio before waivers or absorptions	0.14%	0.14%	0.28%	1.96%
Trading expense ratio ⁽³⁾	0.00%	0.00%	0.02%	0.01%
Portfolio turnover rate ⁽⁴⁾	17.30%	18.01%	24.78%	4.21%
Net asset value per unit ⁽¹⁾	\$12.22	\$14.23	\$11.02	\$10.13

Series O	December 31 2022
Total net asset value (000's) ⁽¹⁾	\$669
Number of units outstanding (000's) ⁽¹⁾	62
Management expense ratio ⁽²⁾	0.26%
Management expense ratio before waivers or absorptions	0.34%
Trading expense ratio ⁽³⁾	0.00%
Portfolio turnover rate ⁽⁴⁾	17.30%
Net asset value per unit ⁽¹⁾	\$10.71



Ratios and Supplemental Data (continued)

(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.

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 and principal distributor of the Pool. VPGI is 40.2% 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, 2022, sales representatives of LP Financial held, in aggregate, Class A1 shares representing 19.7% and Class C1 shares representing 3.5% 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.