



**VALUE
PARTNERS**
INVESTMENTS

VPI TOTAL EQUITY POOL

**INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE
FOR THE SIX-MONTH PERIOD ENDED JUNE 30, 2022**

MANAGER

VALUE PARTNERS INVESTMENTS INC.

PORTFOLIO MANAGER

DIXON MITCHELL INVESTMENT COUNSEL 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 18, 2022

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, 2021, 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, 2021.

Results of Operations

Net assets of the Pool increased by approximately \$14.1 million for the six-month period ended June 30, 2022 due to \$17.3 million of net sales, offset by a \$3.3 million decrease in net assets from operations. The decrease in net assets from operations was primarily due to \$3.2 million of unrealized depreciation in the value of investments, \$0.2 million in management fees and operating expenses, net of absorbed expenses. This was offset by \$0.2 million in dividend and interest income.

The following table summarizes the businesses that were added and/or removed from the portfolio:

<i>Additions</i>	<i>Dispositions</i>
Lowe's Companies	Becton, Dickinson and Company
Texas Instruments Inc.	Saputo, Inc.
Wheaton Precious Metals	

As a result of these decisions, changes in market values and cashflows during the period, there were some notable shifts in the portfolio allocation from the beginning of the year as indicated in the following table.

<i>Sector</i>	<i>Allocation Increase</i>	<i>Sector</i>	<i>Allocation Decrease</i>
Retailing	3.4%	Diversified Financials	2.0%
Semiconductors and Equipment	2.6%	Health Care Equipment and Services	1.9%
Materials	2.0%	Capital Goods	1.7%
Software and Services	1.1%	Media and Entertainment	1.5%
Energy	1.0%	Banks	1.2%
Cash	0.9%	Food, Beverage and Tobacco	1.1%
Consumer Services	0.4%	Technology Hardware and Equipment	1.1%
		Transportation	0.6%

Each series of the Pool experienced losses in the range of -11.3% to -12.3% which was better than the relative -12.9% of the blended benchmark (comprised of 65% S&P/TSX Composite Total Return Index and 35% S&P 500 Total Return Index (C\$)). Collectively, the Pool's Canadian and US holdings held up better than their respective market indices. During the period, the Pool's allocation to Canadian equities and US equities has averaged 53% and 42% respectively, with the balance allocated to cash. As new inflows have come into the Pool, the Portfolio Manager has invested the proceeds in a manner which has maintained a similar asset mix throughout the period.

On a sector basis, Technology and Consumer Discretionary holdings were areas of relative strength, while Energy, Communication Services and Materials were weaker. With respect to Energy, the shortfall relative to the blended benchmark had more to do with a lower allocation to the sector, which significantly outpaced the broader market. The Pool's allocation to Energy was around 1/3rd that of the blended benchmark.

Apart from Energy holdings, the Pool saw strength in Dollarama (up 17%) as consumers shifted spending habits in favour of this high-quality retailer, while Element Fleet Management and Rogers (up 5.5% and 4%, respectively) saw stable performance amid the sharp equity drawdown. At the other end of the spectrum, the Portfolio Manager saw weakness in Canadian Western Bank, Intercontinental Exchange and Gildan Activewear, which slumped by 27%, 29% and 30% respectively during the period.



Revenues and Expenses

Revenues of the Pool for the year included \$0.2 million of dividend and interest income. Management fees and operating expenses incurred during the period, net of absorbed expenses were \$0.2 million.

The realized loss on sale of investments of \$8 thousand is attributable to two full dispositions as well as partial dispositions of shares from the portfolio during the period. Dividends received from each of these holdings while in the Pool are in addition to these gains.

Holding	Approximate Holding Period	Proceeds	(thousands)	
			Cost	Realized Gain (Loss)
Becton, Dickinson and Company	0.6 years	\$ 322.2	\$ 316.3	\$ 5.9
Saputo, Inc.	0.8 years	\$ 435.5	\$ 473.8	\$ (38.3)
Partial Dispositions	n/a	\$ 246.3	\$ 221.9	\$ 24.4
		\$ 1,004	\$ 1,012	\$ (8.0)

Recent Developments

Economic Conditions

The biggest story of 2022 thus far has been the sharp rise in consumer price inflation (CPI), which has repeatedly hit four-decade highs in both the US and Canada over the course of the spring and summer. Currently, the Portfolio Manager is seeing CPI levels coming in vastly higher than expected, with actual readings in Q2-2022 some 7% above where economic forecasts and market-based expectations were just a year prior. This change post-Covid pandemic is attributable to a combination of rebounding demand coming out of the pandemic-induced recession, fueled further by fiscal stimulus, all while global supply chains have been drastically disrupted. It is this large and directionally unfavourable mismatch that is behind the steep fall in asset prices during the period.

Any hints of inflation being transitory evaporated as the markets moved deeper into 2022 with the Russia-Ukraine war further stressing global commodity shortages, while China's rigid "zero-Covid" policy put the brakes on industrial production in the world's manufacturing hub. It is telling that even central banks, with their arsenal of econometric models, were anticipating less than a handful of 25 basis point hikes for all of 2022 as recently as December 2021, only to pivot to their current hawkish stance as inflation shot higher and became more broad-based while showing signs of stickiness. Central banks are now unequivocally hawkish, delivering two separate 75 basis point hikes by the Federal Open Markets Committee, while the Bank of Canada recently raised rates by 100 basis points in July.

As a result of this monetary tightening, the Portfolio Manager has witnessed the sharp decline in fixed income, while equities have also been significantly impacted. Inflation is tough on all risk assets as future cash flows become less valuable due to a higher discount or risk-free rate. Higher interest rates exert an enormous gravitational pull on asset valuation through lower equity multiples, which in turn drive down prices; at the most recent low reached in late June, the S&P 500 was down over 23% in US dollar terms from highs reached in January. Looking ahead, the bond market appears to be signaling an upcoming recession, with the yield curve inverted beyond the horizon of anticipated central bank hikes. While the current earnings season continues to show resilient corporate performance, the sharp multiple compression across equity markets indicates that earnings expectations may also need to come down for the back half of 2022 and into 2023.

As asset valuations have rerated and recessionary fears have risen, the Portfolio Manager's portfolio of operating businesses continue to exhibit the same characteristics identified in our initial underwriting, including capable management teams, strong competitive positions, and high-quality business models. This underwriting is grounded in principles, and the Portfolio Manager believes the operating businesses will use their advantages to capitalize in a slowdown scenario. From a position of strength with sound capital allocation disciplines, these portfolio businesses could well accelerate value creation over the medium to long-term despite inflation and potential recessionary headwinds. Additionally, the Portfolio Manager has added some inflation protection via exposure to gold and precious metals royalties with the addition of Wheaton Precious Metals.

The Portfolio Manager continues to adhere to their core principles and investment philosophy, preferring process over emotion as it navigates these uncharted waters. The Portfolio Manager seeks to preserve capital first and foremost, looking to compound our clients' wealth over time.



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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.

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

Canadian Equities	53.5%	Cash	4.0%
US Equities	41.2%	Other Net Assets	1.3%

Sector Allocation

Software and Services	15.6%	Commercial and Professional Services	3.0%
Banks	15.0%	Technology Hardware and Equipment	2.6%
Diversified Financials	11.7%	Semiconductors and Equipment	2.6%
Retailing	7.6%	Consumer Services	2.1%
Transportation	7.3%	Health Care Equipment and Services	1.9%
Media and Entertainment	5.7%	Capital Goods	1.0%
Materials	4.4%	Insurance	1.0%
Energy	4.0%	Communication Services	1.0%
Cash	3.9%	Consumer Durables and Apparel	0.9%
Food and Staples Retailing	3.9%	Other Net Assets	1.3%
Pharmaceuticals, Biotechnology and Life Sciences	3.5%		

Top 25 Holdings

Issuer	Percentage of Net Assets
Visa Inc., Class A	6.0%
Alphabet Inc., Class A	5.8%
Dollarama Inc.	5.6%
Berkshire Hathaway Inc., Class B	5.5%
The Toronto-Dominion Bank	5.4%
Microsoft Corporation	4.6%
Canadian National Railway Company	4.6%
Royal Bank of Canada	4.5%
The Bank of Nova Scotia	4.3%
Cash	4.0%
Alimentation Couche-Tard Inc.	3.9%
Thermo Fisher Scientific Inc.	3.5%
Oracle Corporation	3.3%
Canadian Natural Resources Limited	3.2%
Thomson Reuters Corporation	3.0%
TFI International Inc.	2.8%
Brookfield Asset Management Inc., Class A	2.7%
Apple Inc.	2.7%
Texas Instruments Incorporated	2.6%
MTY Food Group Inc.	2.1%
Lowe's Companies, Inc.	2.1%
CVS Health Corporation	1.9%
Intercontinental Exchange, Inc.	1.8%
Wheaton Precious Metals Corp.	1.8%
Roper Technologies, Inc.	1.8%
Total	89.5%

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.



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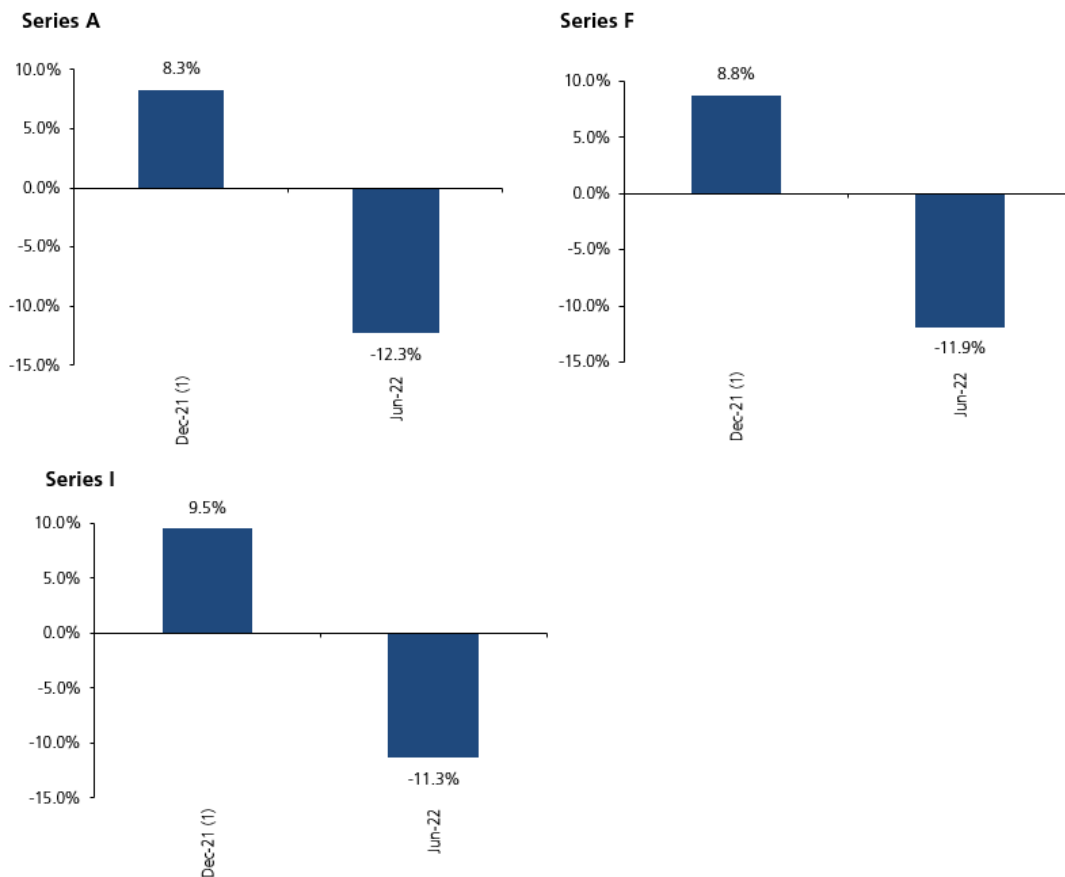
VPI TOTAL EQUITY POOL

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 six-month period ended June 30, 2022, 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) 2021 return is since inception on July 2, 2021



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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.

For the six-months ended June 30, 2022, approximately 39% 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 17% 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, 2022, the Pool paid \$148 thousand in management fees (excluding taxes) to the Manager. For the six-month period ended June 30, 2022, the Manager absorbed \$56 thousand of the Pool’s operating expenses. In addition, the Manager also held 1 Series A unit, 25,112 Series F units of the Pool and 1 Series I unit of the Pool as of June 30, 2022.

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 year-ended December 31, 2021 and the six-month period ended June 30, 2022. *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 ⁽⁴⁾	June 30 2022	December 31 2021
Net assets, beginning of period ⁽⁴⁾	10.83	10.00
Increase (decrease) from operations:		
Total revenue	0.07	0.07
Total expenses	(0.12)	(0.12)
Realized gains (losses) for the period	-	0.03
Unrealized gains (losses) for the period	(1.48)	0.95
Total increase (decrease) from operations ⁽²⁾	(1.53)	0.93
Distributions:		
From net investment income (excluding dividends)	-	-
From dividends	-	-
From capital gains	-	-
Return of capital	-	-
Total annual distributions ⁽³⁾	-	-
Net assets, end of period	9.50	10.83



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Financial Highlights (continued)

Series F ⁽⁴⁾	June 30 2022	December 31 2021
Net assets, beginning of period⁽⁴⁾	10.89	10.00
Increase (decrease) from operations:		
Total revenue	0.07	0.05
Total expenses	(0.07)	(0.08)
Realized gains (losses) for the period	-	0.02
Unrealized gains (losses) for the period	(1.52)	0.93
Total increase (decrease) from operations⁽²⁾	(1.52)	0.92
Distributions:		
From net investment income (excluding dividends)	-	-
From dividends	-	-
From capital gains	-	-
Return of capital	-	-
Total annual distributions⁽³⁾	-	-
Net assets, end of period	9.59	10.89

Series I ⁽⁴⁾	June 30 2022	December 31 2021
Net assets, beginning of period⁽⁴⁾	10.95	10.00
Increase (decrease) from operations:		
Total revenue	0.06	0.06
Total expenses	-	-
Realized gains (losses) for the period	-	0.03
Unrealized gains (losses) for the period	(1.48)	1.06
Total increase (decrease) from operations⁽²⁾	(1.42)	1.15
Distributions:		
From net investment income (excluding dividends)	-	-
From dividends	-	-
From capital gains	-	-
Return of capital	-	-
Total annual distributions⁽³⁾	-	-
Net assets, end of period	9.71	10.95

(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, 2022.

(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 July 2, 2021.



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Ratios and Supplemental Data

Series A	June 30 2022	December 31 2021
Total net asset value (000's) ⁽¹⁾	\$17,636	\$8,917
Number of units outstanding (000's) ⁽¹⁾	1,856	823
Management expense ratio ⁽²⁾	2.25%	2.25%
Management expense ratio before waivers or absorptions	2.25%	3.67%
Trading expense ratio ⁽³⁾	0.06%	0.06%
Portfolio turnover rate ⁽⁴⁾	0.42%	7.18%
Net asset value per unit ⁽¹⁾	\$9.50	\$10.83

Series F	June 30 2022	December 31 2021
Total net asset value (000's) ⁽¹⁾	\$5,909	\$1,928
Number of units outstanding (000's) ⁽¹⁾	616	177
Management expense ratio ⁽²⁾	1.35%	1.35%
Management expense ratio before waivers or absorptions	1.35%	3.16%
Trading expense ratio ⁽³⁾	0.06%	0.06%
Portfolio turnover rate ⁽⁴⁾	0.42%	7.18%
Net asset value per unit ⁽¹⁾	\$9.59	\$10.89

Series I	June 30 2022	December 31 2021
Total net asset value (000's) ⁽¹⁾	\$4,108	\$2,759
Number of units outstanding (000's) ⁽¹⁾	423	252
Management expense ratio ⁽²⁾	0.00%	0.00%
Management expense ratio before waivers or absorptions	0.83%	2.04%
Trading expense ratio ⁽³⁾	0.06%	0.06%
Portfolio turnover rate ⁽⁴⁾	0.42%	7.18%
Net asset value per unit ⁽¹⁾	\$9.71	\$10.95

(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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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 June 30, 2022, sales representatives of LP Financial held, in aggregate, Class A1 shares representing 19.6% and Class C1 shares representing 3.7% 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.