VPI TOTAL EQUITY POOL

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE PERIOD FROM JULY 2, 2021 TO DECEMBER 31, 2021

MANAGER

VALUE PARTNERS INVESTMENTS INC.

PORTFOLIO MANAGER

DIXON MITCHELL INVESTMENT COUNSEL 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 manage-ment 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 Total Equity Pool's objective is to generate long-term growth in value through the increase in value of its holdings and through the receipt and reinvestment of dividend income from its holdings. It invests primarily in equity securities of North American companies.

VPI Total Equity Pool (the "Pool") is a concentrated portfolio of approximately 25 to 50 North American equity securities, representing at least seven of the eleven Global Industry Classification Standard (GICS®) sectors as maintained by MSCI. The Portfolio Manager's philosophy and processes are built upon a fundamental principal of finance – the value of any business is the present value of its future cash flows. As future cash flows are inherently uncertain and the objective is to find businesses with durable and growing cash flows, the Portfolio Manager uses a qualitative lens representing the building blocks of business to evaluate the potential durability of a business' future cash flows. Potential investments are evaluated based on five qualitative factors – Industry, Business Model, Competitive Advantage, Management Team and Environmental, Social and Governance (ESG) issues.

Risk
This 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.

Market risk remains high, primarily with respect to the US, where valuations for the S&P 500 remain historically elevated at nearly 20x forward earnings per share (EPS) even as Canadian and international equity markets have receded to more normalized valuations of 12-15x forward EPS as earnings have grown coming out of the 2020 lockdowns. There was also evidence of elevated speculative behaviour in 2021, with the rise of "meme" stocks, cryptocurrencies, special purpose acquisition companies (SPACs), and non-fungible tokens (NFTs), all likely driven by a flood of liquidity and mobile trading apps that facilitated a windfall for retail investors.

Consumers and financial markets have also benefited from the record fiscal and monetary stimulus in response to COVID. However, as society moves into 2022 there is imminent risk of stimulus removal, as persistent inflationary pressures have increased the probability of interest rate hikes. Given the broadening nature of price increases, consumer inflation on a year-over-year basis is now at four-decade highs, and markets are now pricing in at least 5 rate hikes of 25 basis points each by year end, both in Canada and the US. While the Pool exclusively invests in equities, the impact of changes to the discount rate could be negative for stock valuations.

Political risk is elevated, with polls indicating that the US mid-term elections this fall could result in a shift of power in Congress to the Republican Party, which could result in gridlock in Washington DC during the latter half of President Biden's first and possibly only electoral term. Canada, meanwhile, saw a snap election in 2021 which failed to change much in the makeup of the overall legislature. However, recent events such as the protest convoy that descended on Ottawa, point to growing unrest and frustration over ongoing COVID mandates, even as we see rollbacks of these restrictions across a number of Provinces as the Omicron variant recedes.

Results of Operations

The Pool began operations on July 2, 2021. Since that time, net assets for the Pool increased by approximately $13.6 million for the period ended December 31, 2021. This increase was primarily due to net sales of $12.9 million, with the balance due to an increase in net assets from operations. Upon inception, the Portfolio Manager established a portfolio of holdings for the Pool and has been investing the proceeds from net sales into each of the selected holdings.

The Pool has experienced returns for the period since inception to year-end in the range of 8.3% to 9.5%. The US equities in the Pool provided a return 12.2% for the period, outpacing the Canadian equity holdings by around 3%. The portfolio is diversified, with exposure ranging from large US tech companies to small-cap Canadian businesses with track records of value creation led by capable management teams.

A few core holdings (Alphabet, Apple, Microsoft and TFI International) contributed significantly to the year to date returns as they rose significantly due to their strong business models that were able to thrive in an uncertain environment. Additionally, some of these companies have benefitted from a secular upshift in cloud spending, as the global economy adjusts to a post COVID world which includes hybrid work and increased e-commerce penetration. The Pool also benefitted from some of its healthcare investments (Thermo Fisher, and CVS Health) which saw tailwinds from COVID including testing and vaccines. A few Canadian logistics holdings (TFI International, and Canadian National Railway) also benefited as they look to solve their clients' supply chain problems.

There were also some holdings in the Pool that struggled during the period (Saputo, Stella-Jones, Badger Infrastructure, and Element Financial); however, this did not have a significant impact on the performance of the Pool due to their relative weighting.

Revenues and Expenses

Revenues of the Pool amounted to $56 thousand for the year, which can be attributed to dividend income from its holdings. The Pool experienced $672 thousand in unrealized appreciation in the value of its investments and realized gains on the sale of investments of $19 thousand. The Pool also incurred $68 thousand in management fees and operating expenses net of $57 thousand of expenses absorbed by the Manager

Realized gains on the sale of investments during the period are attributable to the following dispositions in the portfolio:

Holding	Proceeds (thousands)	Cost (thousands)	Realized Gain (thousands)
Diageo plc	$ 106.4	$ 102.2	$ 4.2
Partial Dispositions	387.4	372.6	14.8
	$ 493.8	$ 474.8	$ 19.0

Recent Developments
Economic Conditions
2021 was a year rife with turbulence, with positive, negative, and sometimes puzzling events. Encouraging news of vaccine rollouts and economic rebounds were often met with further setbacks from new variants, supply chain woes, and the ever-creeping threat of inflation. Nevertheless, vaccine rollouts surpassed even optimistic estimates, employment recovered to robust levels, and fiscal stimulus helped boost consumer spending, sending real GDP rebounding and surpassing pre-pandemic levels by the second quarter of 2021.

Unprecedented liquidity has undoubtedly added fuel to financial markets since the depths of the COVID downturn. For some perspective, the Federal Reserve's response to the pandemic pushed its balance sheet over US$8 trillion, a nine-fold increase since 2007 when it stood at US$870 billion. Clearly this has had an impact on discount rates and the cost of capital, stoking speculation in capital markets.

Despite the noise in the news, 2021 did not bring material volatility or a significant drawdown to broad equity markets, although certain more speculative corners did experience significant losses. Perhaps this is best captured by the ARK Innovation ETF, which experienced a 24% loss in 2021. Broad markets were more sanguine on their 25% ascent for the year, with only one 5% draw-down — significantly less severe than historical averages would suggest. However, we continue to see build-up of excess capital in several areas of the market, particularly evident in the tenor of initial public offerings (IPOs) and the valuations being reached in certain public market equities.

Ten years ago, there were less than 40 "unicorns" (private tech start-ups worth over US$1 billion) and today there are over 800 such unicorns, with two new unicorns minted weekly. Most of these businesses lack current profitably and need continual financing to fully build out their competitive positions and business models. Some of these will develop into very successful businesses yet many will also net sub-par returns for investors. The appetite for funding private companies at all stages of their business lifecycles has never been greater, with total funding reaching US$1.2 trillion in 2021, almost double 2020 levels. Venture financing alone was over US$500 billion in 2021, a 75% increase over the previous year.

As we come closer to the first interest rate hike of the post-COVID era, there has been a sharp rise in volatility, with January 2022 seeing some of the steepest market drawdowns since the pandemic began. Daily moves of over 1% in either direction for equities have been commonplace, and fear gauges such as the VIX have risen sharply in the past few weeks. This has made for a difficult start to the new year for equity mandates. However, offsetting this has been a generally strong corporate earnings season, which has led markets to rebound off the January lows.

Thematically, the focus continues to be on companies that have a unique way to add value through i) the ability to grow either organically or through mergers and acquisitions, ii) a propensity to return cash flow to shareholders via dividends or share repurchases, or iii) strong competitive positioning in industries with secular long-term growth potential. The Portfolio Manager anticipates that the flexible mandate, combined with disciplined risk management, ongoing monitoring and a strict underwriting process for new positions should provide the tools needed to make the best possible investment decisions for the Pool.

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.

Portfolio Allocation

Canadian Equities	52.2%	Cash	3.1%
US Equities	44.6%	Other Net Assets	0.1%

Sector Allocation

Banks	12.8%	Cash	3.1%
Software and Services	11.6%	Commercial & Professional Services	2.9%
Diversified Financials	11.1%	Capital Goods	2.7%
Transportation	10.3%	Materials	2.5%
Media & Entertainment	8.4%	Consumer Services	1.7%
Retailing	6.5%	Consumer Durables and Apparel	1.1%
Pharmaceuticals & Biotechnology	4.9%	Food, Beverage & Tobacco	1.1%
Food and Staples Retailing	3.6%	Insurance	1.0%
Technology Hardware & Equipment	3.2%	Communication Services	0.9%
Health Care Equipment & Services	3.1%	Other Net Assets	0.1%
Energy	3.1%		

Top 25 Holdings

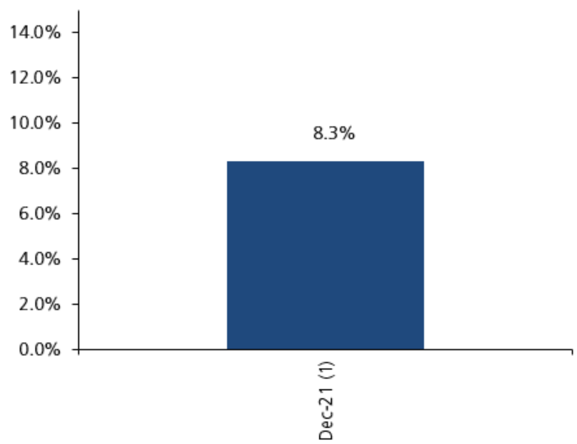
Issuer	**Percentage of Net Assets**
Alphabet Inc., Class A	7.3%
Berkshire Hathaway Inc., Class B	6.8%
Visa Inc.	5.8%
The Toronto-Dominion Bank	5.5%
Microsoft Corporation	5.3%
The Bank of Nova Scotia	4.9%
Canadian National Railway Company	4.4%
Royal Bank of Canada	4.4%
Dollarama Inc.	4.3%
Thermo Fisher Scientific Inc.	4.1%
Alimentation Couche-Tard Inc.	3.8%
Apple Inc.	3.8%
Oracle Corporation	3.7%
TFI International Inc.	3.6%
Brookfield Asset Management Inc.	3.3%
Cash	3.1%
Thomson Reuters Corporation	2.9%
Canadian Natural Resources Limited	2.3%
Intercontinental Exchange, Inc.	2.1%
Becton, Dickinson and Company	2.0%
Roper Technologies, Inc.	2.0%
CVS Health Corporation	1.7%
MTY Food Group Inc.	1.7%
Element Fleet Management Corp.	1.6%
Stella-Jones Inc.	1.5%
Total	**91.9%**

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.

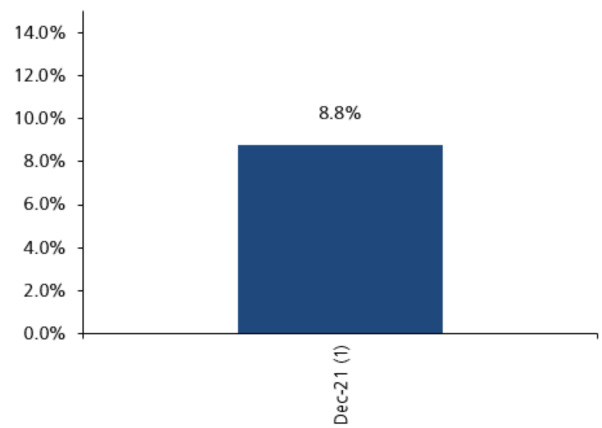
Past Performance
The historical performance information shown below assumes that all distributions were reinvested in the Pool and does not account for any sales, redemptions, distributions or optional charges or income taxes payable by an investor that would have reduced returns. Mutual fund returns 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 period ended December 31, 2021. 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.

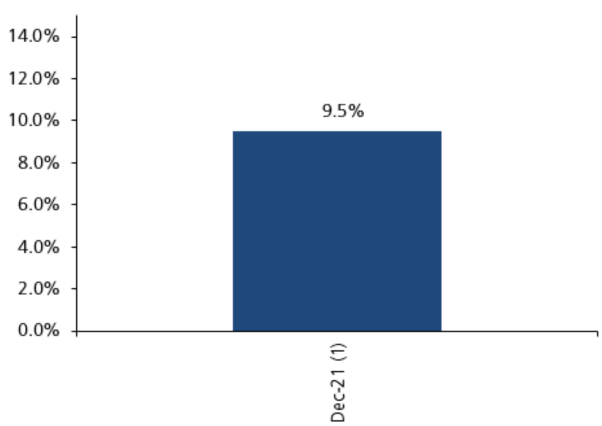
Series A



Series F



Series O



(1) 2021 return is since inception on July 2, 2021.

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 41% 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 19% 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 $48 thousand in management fees (excluding taxes) to the Manager. In addition, the Manager or parent company of the Manager also held 1 Series A unit, 25,047 Series F units and 1 Series O unit as of December 31, 2021.

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 period since inception on July 2, 2021 to December 31, 2021. 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**
Net assets, beginning of period(4)	**10.00**
Increase (decrease) from operations:	
Total revenue	0.07
Total expenses	(0.12)
Realized gains (losses) for the period	0.03
Unrealized gains (losses) for the period	0.95
Total increase (decrease) from operations (2)	**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	**10.83**

Series F	**December 31 2021**
Net assets, beginning of period(4)	**10.00**
Increase (decrease) from operations:	
Total revenue	0.05
Total expenses	(0.08)
Realized gains (losses) for the period	0.02
Unrealized gains (losses) for the period	0.93
Total increase (decrease) from operations (2)	**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	**10.89**

Financial Highlights (continued)

Series O	December 31 2021
Net assets, beginning of period[4]	**10.00**
Increase (decrease) from operations:	
Total revenue	0.06
Total expenses	-
Realized gains (losses) for the period	0.03
Unrealized gains (losses) for the period	1.06
Total increase (decrease) from operations [2]	**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	**10.95**

(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 July 2, 2021

Ratios and Supplemental Data

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

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

Series O	December 31 2021
Total net asset value (000's) [1]	$2,759
Number of units outstanding (000's) [1]	252
Management expense ratio [2]	0.00%
Management expense ratio before waivers or absorptions	2.04%
Trading expense ratio [3]	0.06%
Portfolio turnover rate [4]	7.18%
Net asset value per unit [1]	$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

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.