



**VALUE
PARTNERS**
INVESTMENTS

VPI CANADIAN BALANCED POOL

INTERIM FINANCIAL STATEMENTS (UNAUDITED)

SIX-MONTH PERIODS ENDED JUNE 30, 2024 AND 2023

MANAGER

VALUE PARTNERS INVESTMENTS INC.

PORTFOLIO MANAGER

DIXON MITCHELL INVESTMENT COUNSEL INC.

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Value Partners Investments Inc., the Manager of the Pools, appoints independent auditors to audit the Pool's Annual Financial Statements. Under Canadian securities laws (National Instrument 81-106), if an auditor has not reviewed the Interim Financial Statements, this must be disclosed in an accompanying notice.

The Pool's independent auditors have not performed a review of these Interim Financial Statements in accordance with standards established by the Chartered Professional Accountants Canada.

VPI CANADIAN BALANCED POOL

Statements of Financial Position

(In thousands of dollars and units, except for per unit amounts)

June 30, 2024 and December 31, 2023 (unaudited)

As at	June 30, 2024	December 31, 2023
Assets		
Financial assets at fair value through profit or loss (note 8)	\$ 1,221,640	\$ 1,085,325
Cash and cash equivalents	17,058	12,218
Accrued dividends receivable	722	1,192
Accrued interest receivable for distribution purposes	1,882	1,366
Subscriptions receivable	3,294	938
	\$ 1,244,596	\$ 1,101,039
Liabilities		
Accounts payable and accrued liabilities	\$ 93	\$ 126
Redemptions payable	672	196
Management fees payable (notes 4 and 5)	1,617	1,475
	2,382	1,797
Net assets attributable to holders of redeemable units	\$ 1,242,214	\$ 1,099,242
Net assets attributable to holders of redeemable units per series:		
Series A	\$ 1,016,044	\$ 910,261
Series F	194,184	162,074
Series I	25,220	23,807
Series O	6,766	3,100
Net assets attributable to holders of redeemable units per unit:		
Series A	\$ 23.81	\$ 22.24
Series F	24.77	23.03
Series I	18.48	17.10
Series O	13.26	12.27
Number of redeemable units outstanding:		
Series A	42,677	40,932
Series F	7,840	7,038
Series I	1,364	1,392
Series O	510	253

The accompanying notes form an integral part of these financial statements.

VPI CANADIAN BALANCED POOL

Statements of Comprehensive Income
(In thousands of dollars, except for per unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

	2024	2023
Income:		
Interest income for distribution purposes	\$ 5,372	\$ 3,749
Dividend income	7,019	7,413
Foreign exchange loss on cash	(17)	(38)
Other changes in fair value on financial assets and financial liabilities at fair value through profit or loss:		
Net realized gain on sale of investments	10,795	13,815
Change in unrealized appreciation in value of investments	68,130	54,809
	91,299	79,748
Expenses:		
Administration	116	102
Audit fees	12	8
Independent review committee fees	2	6
Security holder reporting costs	213	185
Custodian fees	24	20
Filing fees	9	16
Legal fees	3	3
Management fees (notes 4 and 5)	9,978	8,125
Registered plan fees	10	8
Trustee fees	4	3
Withholding taxes	293	235
Transaction costs	33	39
	10,697	8,750
Absorbed expenses (notes 4 and 5)	(8)	(8)
	10,689	8,742
Increase in net assets attributable to holders of redeemable units	\$ 80,610	\$ 71,006
Increase in net assets attributable to holders of redeemable units per series:		
Series A	\$ 65,510	\$ 58,105
Series F	12,932	11,048
Series I	1,914	1,844
Series O	254	9
Increase in net assets attributable to holders of redeemable units per unit:		
Series A	\$ 1.56	\$ 1.50
Series F	1.73	1.65
Series I	1.39	1.32
Series O	0.97	0.90

The accompanying notes form an integral part of these financial statements.

VPI CANADIAN BALANCED POOL

Statements of Changes in Net Assets Attributable to Holders of Redeemable Units
(In thousands of dollars and units)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

	Series A		Series F		Series I		Series O		Total	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Net assets attributable to holders of redeemable units, beginning of period	\$ 910,261	\$ 742,702	\$ 162,074	\$ 132,693	\$ 23,807	\$ 21,044	\$ 3,100	\$ –	\$ 1,099,242	\$ 896,439
Increase in net assets attributable to holders of redeemable units	65,510	58,105	12,932	11,048	1,914	1,844	254	9	80,610	71,006
Redeemable unit transactions:										
Proceeds from redeemable units issued	94,386	61,548	33,270	12,405	420	950	4,169	307	132,245	75,210
Reinvestment of distributions to holders of redeemable units	1,373	1,108	176	139	–	–	–	–	1,549	1,247
Redemption of redeemable units	(55,486)	(38,260)	(14,268)	(9,609)	(921)	(1,167)	(757)	–	(71,432)	(49,036)
	40,273	24,396	19,178	2,935	(501)	(217)	3,412	307	62,362	27,421
Distributions to holders of redeemable shares:										
Net investment income	–	–	–	–	–	–	–	–	–	–
Total distributions paid to holders of redeemable units	–	–	–	–	–	–	–	–	–	–
Net increase in net assets attributable to holders of redeemable units	105,783	82,501	32,110	13,983	1,413	1,627	3,666	316	142,972	98,427
Net assets attributable to holders of redeemable units, end of period	\$ 1,016,044	\$ 825,203	\$ 194,184	\$ 146,676	\$ 25,220	\$ 22,671	\$ 6,766	\$ 316	\$ 1,242,214	\$ 994,866
Increase (decrease) in redeemable units outstanding:										
Beginning of period	40,932	38,237	7,038	6,602	1,392	1,411	253	–	49,615	46,250
Issued	4,080	3,022	1,385	585	24	60	316	27	5,805	3,694
Issued on reinvestment of distributions	59	54	7	7	–	–	–	–	66	61
Redeemed	(2,394)	(1,881)	(590)	(453)	(52)	(74)	(59)	–	(3,095)	(2,408)
Redeemable units outstanding, end of period	42,677	39,432	7,840	6,741	1,364	1,397	510	27	52,391	47,597
Weighted average units outstanding, during the period	41,883	38,843	7,496	6,690	1,380	1,398	261	10		

The accompanying notes form an integral part of these financial statements.

VPI CANADIAN BALANCED POOL

Statements of Cash Flows
(In thousands of dollars)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

	2024	2023
Cash flows from (used in) operating activities:		
Increase in net assets attributable to holders of redeemable units	\$ 80,610	\$ 71,006
Adjustments for:		
Foreign exchange loss on cash	17	38
Net realized gain on sale of investments	(10,795)	(13,815)
Transaction costs	33	39
Change in unrealized appreciation in value of investments	(68,130)	(54,809)
Purchase of investments	(169,927)	(138,977)
Proceeds from sale of investments	112,504	102,580
Accrued dividends receivable	470	105
Accrued interest receivable for distribution purposes	(516)	(286)
Accounts payable and accrued liabilities	(33)	(2)
Due to Manager	—	1
Management fees payable	142	88
Net cash used in operating activities	(55,625)	(34,032)
Cash flows from (used in) financing activities:		
Distributions paid to holders of redeemable units, net of reinvested distributions	1,549	1,247
Proceeds from redeemable units issued	127,150	73,097
Redemption of redeemable units	(68,217)	(46,282)
Net cash from financing activities	60,482	28,062
Foreign exchange loss on cash	(17)	(38)
Net decrease in cash and cash equivalents	(4,840)	(6,008)
Cash and cash equivalents, beginning of year	12,218	17,445
Cash and cash equivalents, end of year	\$ 17,058	\$ 11,437
Supplementary information:		
Dividends received, net of withholding tax	\$ 7,196	\$ 7,283
Interest received	4,856	3,463

The accompanying notes form an integral part of these financial statements.

VPI CANADIAN BALANCED POOL

Schedule of Investment Portfolio

(In thousands of dollars, except for unit amounts)

June 30, 2024 (unaudited)

Number of units, shares or par value	Description	Maturity date	Coupon rate %	Average cost	Fair value	% of net assets
Short term Investments:						
5,000,000	Canadian Treasury Bill	04-Jul-24	4.999	\$ 4,911	\$ 4,911	
5,000,000	Canadian Treasury Bill	01-Aug-24	4.983	4,893	4,893	
10,059,000	Canadian Treasury Bill	12-Sep-24	4.924	9,877	9,877	
10,076,000	Canadian Treasury Bill	10-Oct-24	4.888	9,860	9,860	
10,093,000	Canadian Treasury Bill	07-Nov-24	4.853	9,867	9,867	
5,000,000	Canadian Treasury Bill	22-May-25	4.673	4,781	4,781	
				44,189	44,189	3.56
Bonds:						
Federal:						
7,215,000	Canada Housing Trust No 1	15-Dec-25	1.950	7,667	6,987	
4,000,000	Canada Housing Trust No 1	15-Dec-31	1.600	3,978	3,436	
4,555,000	Canada Housing Trust No 1	15-Jun-27	2.350	4,997	4,369	
3,510,000	Canada Housing Trust No 1	15-Mar-25	2.550	3,744	3,462	
2,000,000	Canada Housing Trust No 1	15-Jun-29	3.700	1,999	1,999	
2,000,000	Canada Housing Trust No 1	15-Mar-34	4.250	1,999	2,054	
11,206,000	Canada Housing Trust No 1	15-Sep-24	4.948	11,254	11,211	
4,250,000	Canadian Government Real Return Bond	01-Dec-36	4.679	7,144	7,504	
2,000,000	CPPIB Capital Inc.	02-Jun-34	4.300	1,997	2,016	
2,000,000	CPPIB Capital Inc.	02-Jun-32	3.950	1,990	1,982	
1,500,000	CPPIB Capital Inc.	15-Jun-28	3.000	1,466	1,453	
5,000,000	CPPIB Capital Inc.	08-Mar-28	3.250	4,997	4,894	
1,435,000	PSP Capital Inc.	01-Jun-33	4.150	1,405	1,432	
3,000,000	PSP Capital Inc.	15-Jun-26	0.900	2,997	2,821	
				57,634	55,620	4.48
Municipal:						
3,309,000	City of Toronto Canada	10-Jun-41	4.700	3,142	3,329	
500,000	City of Winnipeg Canada	01-Jun-64	4.650	496	498	
				3,638	3,827	0.31
Provincial:						
2,000,000	British Columbia Investment Management Corp.	02-Jun-33	4.900	2,141	2,100	
1,750,000	CDP Financial Inc	02-Dec-30	4.200	1,768	1,770	
10,000,000	CDP Financial Inc	08-Mar-28	3.700	10,040	9,922	
2,000,000	First Nations Finance Authority	01-Jun-28	3.050	1,864	1,938	
3,500,000	First Nations Finance Authority	16-Jun-30	1.710	3,065	3,082	
5,000,000	First Nations Finance Authority	01-Jun-34	4.100	4,968	4,915	
4,100,000	Municipal Finance Authority of British Columbia	03-Dec-33	4.050	4,045	4,041	
9,700,000	Municipal Finance Authority of British Columbia	30-Jun-26	1.350	9,449	9,194	
5,000,000	Municipal Finance Authority of British Columbia	09-Oct-29	2.550	4,638	4,685	
1,200,000	Municipal Finance Authority of British Columbia	19-Apr-26	2.500	1,158	1,166	
2,400,000	OPB Finance Trust	02-Feb-26	2.950	2,534	2,349	
5,000,000	Province of Alberta Canada	01-Dec-43	3.450	4,493	4,380	
3,500,000	Province of Alberta Canada	01-Jun-26	2.200	3,599	3,382	
1,520,000	Province of British Columbia Canada	18-Jun-37	4.700	1,953	1,573	
3,309,000	Province of British Columbia Canada	18-Jun-42	4.300	3,105	3,258	
2,000,000	Province of British Columbia Canada	18-Jun-25	2.850	1,957	1,970	
5,000,000	Province of British Columbia Canada	18-Jun-33	3.550	4,854	4,771	
1,500,000	Province of Manitoba Canada	05-Mar-37	5.700	2,102	1,683	
4,735,100	Province of Manitoba Canada	05-Sep-48	3.400	3,935	3,962	
3,000,000	Province of Newfoundland and Labrador Canada	02-Jun-33	4.150	2,998	2,963	
1,700,000	Province of Ontario Canada	02-Dec-26	8.000	2,673	1,856	

VPI CANADIAN BALANCED POOL

Schedule of Investment Portfolio (continued)
(In thousands of dollars, except for unit amounts)

June 30, 2024 (unaudited)

Number of units, shares or par value	Description	Maturity date	Coupon rate %	Average cost	Fair value	% of net assets
8,660,000	Province of Ontario Canada	02-Dec-51	1.900	\$ 4,977	\$ 5,324	
2,100,000	Province of Ontario Canada	02-Jun-26	2.400	2,035	2,037	
1,570,000	Province of Ontario Canada	02-Jun-37	4.700	1,988	1,629	
2,500,000	Province of Ontario Canada	02-Jun-39	4.600	3,435	2,561	
5,177,000	Province of Ontario Canada	02-Jun-41	4.650	7,513	5,333	
4,000,000	Province of Ontario Canada	02-Jun-43	3.500	3,551	3,543	
2,000,000	Province of Quebec Canada	01-Sep-26	2.500	1,954	1,938	
				102,792	97,325	7.83
Corporate:						
5,400,000	407 International Inc.	25-May-32	2.590	5,574	4,721	
1,000,000	Alimentation Couche-Tard Inc.	25-Sep-30	5.592	1,000	1,048	
2,000,000	AltaGas Ltd.	30-May-28	2.075	2,008	1,811	
3,061,000	Apple Inc.	19-Aug-24	2.513	3,163	3,051	
5,000,000	Bank of Nova Scotia	23-Sep-24	2.490	4,903	4,971	
2,000,000	Brookfield Asset Management Inc.	16-Mar-27	3.800	2,118	1,966	
1,500,000	Canadian Imperial Bank of Commerce	14-Jan-28	5.500	1,499	1,544	
1,000,000	Canadian Imperial Bank of Commerce	16-Jan-34	5.300	1,000	1,012	
1,000,000	Canadian Imperial Bank of Commerce	07-Dec-26	5.000	1,000	1,009	
3,500,000	Canadian Western Bank	16-Apr-26	1.926	3,309	3,339	
4,000,000	Canadian Western Bank	21-Apr-25	3.859	3,897	3,965	
2,919,000	Canadian Western Bank	16-Dec-27	1.818	2,876	2,681	
3,750,000	Central 1 Credit Union	29-Jan-26	1.323	3,722	3,548	
1,000,000	Coastal Gaslink Pipeline LP	30-Sep-34	5.187	1,000	1,018	
1,435,000	Enbridge Gas Inc.	01-Apr-30	2.900	1,525	1,326	
2,000,000	Federation des Caisses Desjardins du Quebec	21-Jan-26	1.093	2,000	1,898	
2,000,000	Federation des Caisses Desjardins du Quebec	01-Oct-25	5.200	1,988	2,008	
1,500,000	Honda Canada Finance Inc.	29-Jun-26	5.730	1,507	1,510	
2,000,000	Honda Canada Finance Inc.	28-Sep-28	5.730	1,996	2,089	
4,000,000	Hydro One Inc.	17-Sep-31	2.230	4,013	3,476	
2,000,000	Molson Coors International LP	15-Jul-26	3.440	1,938	1,950	
1,000,000	National Bank of Canada	01-Feb-29	5.023	1,000	1,017	
2,000,000	Rogers Communications Inc.	15-Apr-29	3.750	1,994	1,917	
5,000,000	Rogers Communications Inc.	01-Mar-27	3.800	5,243	4,889	
2,100,000	Royal Bank of Canada	16-Jul-25	4.930	2,443	2,104	
2,000,000	Royal Bank of Canada	01-May 28	4.632	1,931	2,009	
1,500,000	SmartCentres Real Estate Investment Trust	11-Dec-30	3.648	1,613	1,359	
200,000	SmartCentres Real Estate Investment Trust	16-Dec-25	1.740	200	191	
500,000	SmartCentres Real Estate Investment Trust	18-Dec-28	2.307	500	443	
1,000,000	SmartCentres Real Estate Investment Trust	20-Dec-29	3.526	887	918	
1,400,000	South Coast British Columbia Transportation Authority	12-Dec-53	4.150	1,316	1,301	
1,000,000	Sun Life Financial Inc.	18-Nov-31	2.460	1,000	950	
3,500,000	Toronto-Dominion Bank	27-Jan-26	4.344	3,469	3,478	
2,000,000	Toronto-Dominion Bank	22-Apr-30	3.105	1,958	1,967	
2,000,000	TMX Group Ltd	26-May-26	4.747	1,999	2,007	
1,000,000	TMX Group Ltd	12-Feb-31	2.016	1,000	860	
5,500,000	Toronto-Dominion Bank	25-Jul-29	3.224	5,328	5,493	
2,594,000	Toronto-Dominion Bank	11-Sep-28	1.896	2,593	2,356	
1,000,000	VW Credit Canada Inc.	20-Sep-28	5.730	986	1,037	
4,502,000	Walt Disney Co	30-Mar-27	3.057	4,736	4,347	
2,300,000	Wells Fargo & Co.	19-May-26	2.975	2,305	2,230	
				94,537	90,814	7.32
Total bonds				258,601	247,586	19.94

VPI CANADIAN BALANCED POOL

Schedule of Investment Portfolio (continued)
(In thousands of dollars, except for unit amounts)

June 30, 2024 (unaudited)

Number of units, shares or par value	Description	Maturity date	Coupon rate %	Average cost	Fair value	% of net assets
Equities:						
Banks:						
291,365	Bank of Nova Scotia			\$ 19,298	\$ 18,234	
310,948	Canadian Western Bank			8,854	13,489	
233,942	Royal Bank of Canada			20,005	34,074	
481,934	Toronto-Dominion Bank			26,188	36,241	
				74,345	102,038	8.21
Capital Goods:						
138,626	AMETEK Inc.			32,114	31,623	
224,466	Badger Infrastructure Solutions Ltd.			6,702	9,246	
				38,816	40,869	3.29
Commercial and Professional Services:						
1,370,736	Element Fleet Management Corp.			18,439	34,118	
84,368	Thomson Reuters Corp.			3,036	19,456	
				21,475	53,574	4.31
Consumer Discretionary Distribution and Retail:						
313,078	Aritzia Inc.			11,207	12,122	
435,904	Dollarama Inc.			18,550	54,449	
81,694	Lowe's Companies Inc.			21,739	24,644	
				51,496	91,215	7.34
Consumer Services:						
337,718	MTY Food Group Inc.			16,097	15,177	1.22
Consumer Staples Distribution and Retail:						
523,376	Alimentation Couche-Tard Inc., Class B			16,891	40,181	3.23
Energy:						
500,880	Canadian Natural Resources Ltd.			9,401	24,408	
				9,401	24,408	1.96
Financial Services:						
86,487	Berkshire Hathaway Inc.			19,671	48,142	
619,826	Brookfield Corp.			25,403	35,268	
239,611	Intercontinental Exchange Inc.			33,255	44,882	
155,743	Visa Inc., Class A			24,112	55,936	
				102,441	184,228	14.83
Materials:						
135,017	Methanex Corp.			6,953	8,918	
377,089	Stella Jones Inc.			15,418	33,663	
483,737	Wheaton Precious Metals Corp.			25,247	34,698	
				47,618	77,279	6.22
Media and Entertainment:						
264,584	Alphabet Inc., Class A			29,337	65,946	5.31

VPI CANADIAN BALANCED POOL

Schedule of Investment Portfolio (continued)
(In thousands of dollars, except for unit amounts)

June 30, 2024 (unaudited)

Number of units, shares or par value	Description	Maturity date	Coupon rate %	Average cost	Fair value	% of net assets
Pharmaceuticals, Biotechnology and Life Sciences:						
1,033,465	DRI Healthcare Trust			\$ 11,144	\$ 16,277	
37,228	Thermo Fisher Scientific Inc.			16,141	28,170	
				27,285	44,447	3.58
Semiconductor and Semiconductor Equipment:						
88,658	Texas Instruments Inc.			19,573	23,599	1.90
Software and Services:						
49,219	Microsoft Corp.			1,409	30,101	
106,330	Oracle Corp.			16,705	16,775	
32,639	Roper Technologies Inc.			15,779	25,175	
				33,893	72,051	5.80
Technology Hardware and Equipment:						
70,532	Apple Inc.			1,590	20,327	1.64
Transportation:						
197,143	Canadian National Railway Co.			12,173	31,870	
214,738	TFI International Inc.			9,278	42,656	
				21,451	74,526	6.00
Total equities				511,709	929,865	74.84
Summary:						
Short term investments				44,189	44,189	3.56
Bonds				258,601	247,586	19.94
Equities				511,709	929,865	74.84
				814,499	1,221,640	98.34
Transaction costs				(215)		
Total financial assets at FVTPL				814,284	1,221,640	98.34
Cash:						
Domestic				16,228	16,228	
Foreign				829	830	
Total cash				17,057	17,058	1.37
Other assets less liabilities					3,516	0.29
Total net assets attributable to holders of redeemable units					\$ 1,242,214	100.00

The accompanying notes form an integral part of these financial statements.

VPI CANADIAN BALANCED POOL

Notes to Financial Statements

(In thousands of dollars, except for unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

1. Reporting entity:

- (a) VPI Canadian Balanced Pool (the Pool) is an open-ended mutual fund trust, established on September 19, 2007 by declaration of trust under the laws of the Province of Ontario. As of March 2017, the registered office of the Pool is located at 300-175 Hargrave St., Winnipeg, Manitoba. The trustee of the Pool is RBC Investor Services Trust and the Manager of the Pool is Value Partners Investments Inc. (VPI or the Manager).

The Pool commenced operations on October 1, 2007 with two series of units: Series A and Series F. On July 5, 2017, the Pool began offering Series O units and effective June 15, 2022 were renamed as Series I units. Effective June 28, 2022, Series O units of the Pool were qualified for distribution. Effective June 27, 2024, Series P units of the Pool were qualified for distribution.

The Pool's objective is to generate long term growth in value and income by investing in a diversified portfolio of Canadian government and corporate bonds, Canadian and foreign equities, trust and limited partnership units, preferred shares and index or sector proxies, such as index participation units. It is designed to provide both moderate income and reasonable growth over the long term, while being sufficiently diversified to mitigate volatility.

On September 8, 2023, Great-West Lifeco Inc. ("Lifeco") and a wholly owned subsidiary of The Canada Life Assurance Company, 14894821 Canada Inc. ("Newco") acquired all the issued and outstanding shares of Value Partners Group Inc. ("VPGI"), the parent company of the Manager, from the previous shareholders of VPGI ("the acquisition"). As a result of the acquisition, there was a change in control of the Manager of the Pool.

- (b) Redeemable units issued and outstanding are considered to be capital of the Pool. The Pool's authorized capital consists of an unlimited number of units and series without par value. The number of outstanding units of each series is disclosed in the statements of financial position.

Series A units are subject to a negotiated sales commission payable by the investor at the time of purchase. Series F units are only available to investors that have a fee-based account with a dealer that has signed a Series F agreement with the Manager. 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.

VPI CANADIAN BALANCED POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

1. Reporting entity (continued):

Such investors may include investors who opened a discretionary investment management account with the Manager prior to on or about September 30, 2023, certain institutional investors as approved by the Manager and other mutual funds managed by the Manager. Series O units of the Pool are available to investors who have entered into a discretionary investment management account with the Manager. Series P units are available to investors who have a discretionary investment management account with a dealer who has signed a Series P agreement with the Manager.

Except for Series I units, each series of units pays its proportionate share of common expenses of the Pool, in addition to expenses that are unique to that series. Proportionate fund expenses for Series I, both common fund expenses, as well as expenses unique to Series I, are paid by the Manager. Distributions of each series may vary due to the differences in expenses between the series.

- (c) Unitholders may redeem all or part of their units by delivering a written request to do so to the Manager or Trustee or to an investment dealer, securities dealer or mutual fund dealer for delivery to the Manager or Trustee. Units will be redeemed at the net asset value per unit as determined on the next valuation date. Requests for redemption received after 4:00 p.m., Toronto time, on any day are deemed to be received on the first business day following the date of the actual receipt.

2. Basis of preparation:

These financial statements have been prepared in compliance with IFRS Accounting Standards (IFRS).

The financial statements were authorized for issue by the Manager on behalf of the board of directors on August 16, 2024.

- (a) Basis of measurement:

The financial statements have been prepared on an historical cost basis except for investments at fair value through profit or loss, which are measured at fair value.

- (b) Functional and presentation currency:

These financial statements are presented in Canadian dollars, which is the Pool's functional currency. All financial information presented in Canadian dollars has been rounded to the nearest thousand.

VPI CANADIAN BALANCED POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

2. Basis of preparation (continued):

(c) Use of estimates and judgments:

The preparation of the financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The most significant judgments made by the Manager in preparing these financial statements is in determining the fair value of financial instruments not traded in an active market, if any, under IFRS 13 - *Fair Value Measurement* (IFRS 13).

3. Material accounting policies:

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

(a) Financial instruments:

(i) Classification and measurement:

Financial assets are required to be classified into one of the following categories: fair value through profit or loss (FVTPL), amortized cost or fair value through other comprehensive income (FVOCI) based on the entity's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. Financial liabilities are measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is derivative or it is designated as such on initial recognition.

Assessment and decision on the business model approach used is an accounting judgement.

All financial instruments are measured at fair value on initial recognition. Measurement in subsequent periods depends on the classification of the financial instrument. Transaction costs are included in the initial carrying amount of financial instruments except for financial instruments classified as FVTPL in which case transaction costs are expensed as incurred.

VPI CANADIAN BALANCED POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

3. Material accounting policies (continued):

Financial instruments at FVTPL are recognized initially on the trade date, which is the date on which the Pool becomes a party to the contractual provisions of the instrument. Other financial assets and financial liabilities are recognized on the date on which they are originated. The Pool derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

Financial assets and liabilities are offset and the net amount presented in the statements of financial position only when the Pool has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

At June 30, 2024 and December 31, 2023, no amounts have been offset in the statements of financial position.

(ii) FVTPL:

Financial instruments classified as FVTPL are subsequently measured at fair value at each reporting period with changes in fair value recognized in the statements of comprehensive income in the period in which they occur. The Pool has classified its investments in securities, derivative financial assets and derivative financial liabilities as FVTPL.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of financial assets and liabilities traded in active markets (such as publicly traded derivatives and marketable securities) are based on quoted market prices at the close of trading on the reporting date. The Pool uses the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. The Pool's policy is to recognize transfers into and out of the fair value hierarchy levels as of the date of the event or change in circumstances giving rise to the transfer.

VPI CANADIAN BALANCED POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

3. Material accounting policies (continued):

The fair value of financial assets and liabilities that are not traded in an active market, including derivative instruments, is determined using valuation techniques. Valuation techniques also include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and others commonly used by market participants and which make the maximum use of observable inputs.

Should the value of the financial asset or liability, in the opinion of the Manager, be inaccurate, unreliable or not readily available, the fair value is estimated on the basis of the most recently reported information of a similar financial asset or liability.

The Pool's accounting policies for measuring the fair value of investments are consistent with those used for measuring its net asset value for transactions with unitholders.

(iii) Amortized cost:

Financial instruments classified under amortized cost include financial assets that are held to collect contractual cash flows and are expected to give rise to cash flows representing solely payments of principal and interest and financial liabilities not classified as FVTPL. Such financial assets and liabilities are recognized initially at fair value plus any directly attributable transaction costs.

Subsequent measurement of these financial assets and financial liabilities is at amortized cost using the effective interest method, less any impairment losses. Interest income is recognized by applying the effective interest rate. The Pool classifies cash, accrued dividends receivable, accrued interest receivable for distribution purposes, subscriptions receivable, accounts payable and accrued liabilities, redemptions payable and management fees payable as amortized cost. Cash includes cash on deposit with the custodian.

The effective interest method is a method of calculating the amortized cost of a financial asset or liability and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

VPI CANADIAN BALANCED POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

3. Material accounting policies (continued):

(iv) Impairment:

For financial assets measured at amortized cost, the Pool uses an expected credit loss (ECL) impairment model. The ECL model uses an allowance for expected credit losses being recorded regardless of whether or not there has been an actual loss event.

The Pool measures the loss allowance at an amount equal to lifetime ECL for trade and other receivables. Lifetime ECL's are the ECL's that result from all possible default events over the expected life of the trade and other receivables. ECL's are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (that being the difference between the cash flows due to the Pool in accordance with the contract and the cash flows that the Pool expects to receive). ECL's are discounted at the effective interest rate of the financial asset.

(b) Redeemable units:

The Pool classifies financial instruments issued as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments. The Pool has multiple classes of redeemable units that do not have identical features and therefore, does not qualify as equity under International Accounting Standard (IAS) 32, *Financial Instruments - presentation* (IAS 32). The redeemable units, which are measured at the redemption amounts and are considered a residual amount of the net assets attributable to holders of redeemable units, provide investors with the right to require redemption, subject to available liquidity, for cash at a unit price based on the Pool's valuation policies at each redemption date.

(c) Foreign currency:

The Pool's subscriptions and redemptions are denominated in Canadian dollars, which is also its functional and presentation currency. Foreign denominated investments and other foreign denominated assets and liabilities are translated into Canadian dollars using the exchange rates prevailing on each valuation date. Purchases and sales of investments, as well as income and expense transactions denominated in foreign currencies, are translated using exchange rates prevailing on the date of the transaction.

Foreign exchange gains and losses relating to cash are presented as 'Foreign currency gain (loss) on cash and other net assets' and those relating to other financial assets and liabilities are presented within 'Net realized gain' and 'Change in unrealized appreciation (depreciation)' in the statements of comprehensive income.

VPI CANADIAN BALANCED POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

3. Material accounting policies (continued):

(d) Investment transactions and revenue recognition:

Interest income for distribution purposes from investments in bonds and short-term investments represents the coupon interest received by the Pool accounted for on an accrual basis. The Pool does not use the effective interest method to amortize premiums paid or discounts received on the purchase of fixed-income securities. Dividend income is recognized on the date that the right to receive payment is established, which for quoted equity securities is usually the ex-dividend date. Portfolio transactions are recorded on the trade date. Realized gains and losses arising from the sale of investments are determined on the average cost basis of the respective investments.

(e) Increase (decrease) in net assets attributable to holders of redeemable units, per unit:

Increase (decrease) in net assets attributable to holders of redeemable units, per unit in the statements of comprehensive income represents the net increase (decrease) in the net assets from operations for each series for the period divided by the weighted average units outstanding for each series for the period.

(f) Income taxes:

The Pool qualifies as a Mutual Fund Trust as defined in the *Income Tax Act* (Canada). Pursuant to the terms of the Declaration of Trust establishing the Pool, it is considered to distribute annually to the unitholders all of the net taxable income, including net realized gains on sale of investments, and such distributions are immediately reinvested in units of the Pool.

In general, the Pool is subject to income tax, however no income tax is payable on net income and/or net realized capital gains which are distributed to unitholders. In addition, income taxes payable on net realized capital gains is refundable on a formula basis when units of the Pool are redeemed.

Capital losses are available to be carried forward indefinitely and applied against future capital gains. Any non-capital losses that are realized in the taxation year 2006 and after may be carried forward for 20 years and applied against future income and capital gains.

VPI CANADIAN BALANCED POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

4. Management fees and expenses:

Except for Series I, Series O and Series P units, the Manager of each series of units is entitled to a monthly management fee from the Pool based on a percentage of the net asset value of each series of units as of the close of business on each business day calculated at the following annual rates:

Series A	1.80%
Series F	0.90%

The Manager offers a management fee reduction program to qualified investors in Series A and Series F units. If the unitholder qualifies under this program, the management fee charged to the Pool is reduced and the Pool distributes the amount of the reduction to the investor by way of a management fee distribution. Management fee distributions are automatically reinvested in additional units of a particular series of the Pool unless negotiated otherwise with the Manager. No management fee is charged to the Pool with respect to Series I and Series P units. For Series I units, each investor negotiates a separate fee that is paid directly to the Manager. For Series P units, the dealer pays a fee directly to the Manager on behalf of its discretionary investment management accounts. 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 0.10% annually.

Except for Series I units, in addition to the management fee, each series of units pays its proportionate share of common operating expenses of the Pool, in addition to expenses that are unique to that series. These expenses include, but are not limited to audit, legal and filing fees, custodial, recordkeeping and trustee fees, transfer agent fees, investor servicing costs, taxes, compensation and expenses of the Independent Review Committee, and costs of unitholder reports, financial reporting, prospectuses, regulatory filings, and other communications. Brokerage commissions and transaction costs for buying and selling investments for the Pool's portfolio are also paid by the Pool, as well as the costs and expenses related to holding any meeting convened by unitholders. The Manager may, at its own discretion, absorb a portion of the operating expenses of Series A, Series F or Series O units from time to time.

Proportionate fund expenses for Series I units, both common fund expenses, as well as expenses unique to Series I, are fully absorbed by the Manager.

The Manager absorbed a portion of the operating expenses (note 5) of the Pool during the six-month periods ended June 30, 2024 and December 31, 2023.

VPI CANADIAN BALANCED POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

5. Related party transactions:

Related party balances of the Pool as at June 30, 2024 and December 31, 2023 is as follows:

	2024	2023
Management fees payable	\$ 1,617	\$ 1,475

Related party transactions of the Pool for the six-month periods ended June 30, 2024 and 2023 is as follows:

	2024	2023
Management fees	\$ 9,978	\$ 8,125
Absorbed expenses	(8)	(8)

These transactions are in the normal course of operations and are measured at the exchange amount which is the amount of consideration established and agreed to by the related parties

As of June 30, 2024 and December 31, 2023, the Manager or parent company of the Manager held the following number of units in the Pool:

	2024	2023
Series O	1	1

6. Brokerage commissions:

Commissions paid to brokers for portfolio transactions for the six-month periods ended June 30, 2024 and 2023 is disclosed in the statements of comprehensive income.

There were \$28 of soft dollar commissions paid during the period ended June 30, 2024 (2023 - \$23)

VPI CANADIAN BALANCED POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

7. Income taxes:

There were no capital or non-capital losses available for carryforward as of December 31, 2023 and 2022.

8. Financial risk management:

The investment activities of the Pool expose the Pool to various types of financial risks. The Manager seeks to minimize potential adverse effects of these risks on the Pool by contracting a professional, experienced portfolio manager, by monitoring the Pool and market events on a daily basis, and by diversifying the investment portfolio within the parameters of the investment objective and strategy. The most significant risks include market risk (other price risk, interest rate risk and currency risk), credit risk and liquidity risk. These risks and related risk management practices employed by the Pool are discussed below:

(i) Other price risk:

Other price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment.

The maximum risk resulting from financial instruments held by the Pool is determined by the fair value of the financial instruments. The portfolio manager moderates this risk through a careful selection of securities within specified parameters established for the Pool.

For the Pool, the most significant exposure to other price risk arises from investments in equity securities. The following table shows the exposure of the Pool to equity securities and indicates the impact on net assets if the prices of the equity securities on the respective stock exchanges increased or decreased by 5 percent, with all other variables held constant.

	Fair value of equities (\$)	% of net assets	Impact on net assets (\$)	Impact on net assets (%)
As at June 30, 2024	\$ 929,865	74.84%	\$ 46,493	3.74%
As at December 31, 2023	\$ 839,265	76.35%	\$ 41,963	3.82%

VPI CANADIAN BALANCED POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

8. Financial risk management (continued):

(ii) Interest rate risk:

Interest rate risk arises on interest-bearing financial instruments such as bonds. The Pool is exposed to this risk to the extent that the value of interest-bearing financial instruments will fluctuate due to changes in the prevailing levels of market interest rates.

The tables below summarize the Pool's exposure to interest rate risk. They include the Pool's assets and trading liabilities at fair values, categorized by the earlier of contractual re-pricing or maturity dates.

As at June 30, 2024	Less than 1 year	1 - 3 years	3 - 5 years	Greater than 5 years	Non- interest bearing	Total
Financial assets at FVTPL	\$ 72,820	\$ 72,573	\$ 37,109	\$ 109,273	\$ 929,865	\$ 1,221,640

As at December 31, 2023	Less than 1 year	1 - 3 years	3 - 5 years	Greater than 5 years	Non- interest bearing	Total
Financial assets at FVTPL	\$ 52,242	\$ 54,168	\$ 50,008	\$ 89,642	\$ 839,265	\$ 1,085,325

At June 30, 2024 and December 31, 2023, should interest rates have increased or decreased by 25 basis points, excluding cash and treasury bills and assuming a parallel shift in the yield curve, with all other variables held constant, net assets for the Pool would have approximately increased or decreased as indicated in the following table.

VPI CANADIAN BALANCED POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

8. Financial risk management (continued):

The Pool's sensitivity to interest rates was estimated using the weighted average duration of the bond portfolio.

	Impact on net assets (\$)	Impact on net assets (%)
As at June 30, 2024	\$ 2,654	0.21%
As at December 31, 2023	\$ 2,652	0.24%

(iii) Credit risk:

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Pool. The Pool's greatest concentration of credit risk is in bonds and debt securities such as Canada Treasury Bills. The fair value of debt securities includes consideration of the credit worthiness of the debt issuer. The carrying amount of investments represents the maximum credit risk exposure as of June 30, 2024 and December 31, 2023.

All transactions in listed securities are settled/paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker.

Debt securities in the Pool by credit rating are as follows:

As at June, 2024	% of debt securities	% of net assets
AAA	45.48%	10.69%
AA	12.60%	2.96%
A	35.13%	8.25%
BBB	6.79%	1.60%
	100.00%	23.50%

VPI CANADIAN BALANCED POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

8. Financial risk management (continued):

As at December 31, 2023	% of debt securities	% of net assets
AAA	39.86%	8.93%
AA	17.16%	3.84%
A	34.94%	7.82%
BBB	7.63%	1.71%
N/R	0.41%	0.09%
	100.00%	22.39%

(iv) Liquidity risk:

The Pool is exposed to liquidity risk to the extent it is subject to daily cash redemptions of redeemable units. Therefore, the Pool invests the majority of its assets in investments that are traded in an active market and can be readily disposed. In addition, the Pool retains sufficient cash positions to maintain liquidity.

(v) Currency risk:

The Pool uses the Canadian dollar as its functional and reporting currency. Currency risk is the risk that the value of monetary assets and liabilities denominated in currencies other than the Canadian dollar (the functional currency of the Pool) will fluctuate due to changes in exchange rates.

The only foreign currency to which the Pool was exposed at June 30, 2024 and December 31, 2023 was the U.S. dollar. The following tables illustrate the potential impact to the Pool's net assets, all other variables held constant, as a result of a 5 percent change in this currency relative to the Canadian dollar.

As at June 30, 2024	Foreign currencies (\$)	Impact on net assets (\$)	Impact on net assets (%)
United States dollar	\$ 399,629	\$ 19,981	1.61%

As at December 31, 2023	Foreign currencies (\$)	Impact on net assets (\$)	Impact on net assets (%)
United States dollar	\$ 353,148	\$ 17,657	1.61%

VPI CANADIAN BALANCED POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

8. Financial risk management (continued):

(vi) Concentration risk:

Concentration risk arises as a result of the concentration of exposures within the same category, whether it is geographical location, product type, industry sector or counterparty type. The market segments are represented as a percentage of financial assets at FVTPL.

The following is a summary of the Pool's concentration risk:

Market segment	June 30,	December 31,
Long	2024	2023
	%	%
Short-term investments	3.62	1.81
Corporate bonds	7.42	8.04
Federal bonds	4.55	5.57
Municipal bonds	0.31	0.32
Provincial bonds	7.97	6.93
Banks	8.35	9.22
Capital goods	3.35	0.83
Commercial and professional services	4.39	4.97
Consumer discretionary distribution and retail	7.47	6.46
Consumer services	1.24	1.72
Consumer staples distribution and retail	3.29	3.76
Energy	2.00	2.00
Financial services	15.07	15.17
Health care equipment and services	–	2.47
Materials	6.33	6.32
Media and entertainment	5.40	4.40
Pharmaceuticals, biotechnology and life sciences	3.64	3.55
Semiconductor and semiconductor equipment	1.93	1.84
Software and services	5.91	5.71
Technology hardware and equipment	1.66	1.65
Telecommunication services	–	0.67
Transportation	6.10	6.59
	100.00	100.00

(vii) Other risk:

Unexpected volatility or illiquidity could occur due to legal, political, regulatory, economic or other developments, such as public health emergencies, including an epidemic or pandemic, natural disasters, war and related geopolitical risks, and may impair the portfolio manager's ability to carry out the objectives of the Pool or cause the Pools to incur losses. Neither the duration nor ultimate effect of any such market conditions, nor the degree to which such conditions may worsen can be predicted.

VPI CANADIAN BALANCED POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

9. Fair value disclosure:

(i) Valuation models:

The Pool's assets and liabilities recorded at fair value have been categorized based upon a fair value hierarchy. The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The Pool's financial instruments are recorded at fair value or at amounts that approximate fair value in the financial statements. The Pool classifies fair value measurements within a hierarchy which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are:

Level 1: Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Manager has the ability to access at the measurement date.

Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active.

Level 3: Inputs that are unobservable. There is little if any market activity. Inputs into the determination of fair value require significant management judgment or estimation.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Changes in valuation methods may result in transfers into, or out of, a financial instrument's assigned level.

VPI CANADIAN BALANCED POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

For the six-month periods ended June 30, 2024 and 2023 (unaudited)

9. Fair value disclosure (continued):

(ii) Fair value hierarchy - financial instruments measured at fair value:

The following tables present information about the Pool's assets which are recorded at fair value on a recurring basis as of June 30, 2024 and December 31, 2023:

Financial assets at fair value as at June 30, 2024:

	Total	Level 1	Level 2	Level 3
Equities	\$ 929,865	\$ –	\$ –	\$ 929,865
Bonds	–	247,586	–	247,586
Short-term investments	–	44,189	–	44,189
	<u>\$ 929,865</u>	<u>\$ 291,775</u>	<u>\$ –</u>	<u>\$ 1,221,640</u>

Financial assets at fair value as at December 31, 2023:

	Total	Level 1	Level 2	Level 3
Equities	\$ 839,265	\$ –	\$ –	\$ 839,265
Bonds	–	226,419	–	226,419
Short-term investments	–	19,641	–	19,641
	<u>\$ 839,265</u>	<u>\$ 246,060</u>	<u>\$ –</u>	<u>\$ 1,085,325</u>

During the six-month periods ended June 30, 2024 and the year ended December 31, 2023, there were no transfers between levels. The financial instruments not measured at FVTPL are short-term financial assets and financial liabilities whose carrying amounts approximate fair value.