VPI DIVIDEND GROWTH POOL

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE YEAR ENDED DECEMBER 31, 2020

MANAGER

VALUE PARTNERS INVESTMENTS INC.

PORTFOLIO MANAGER

BRISTOL GATE CAPITAL PARTNERS INC.

This annual management report of fund performance contains financial highlights but does not contain the complete annual financial statements of the Pool. If you have not received a copy of the annual financial statements with this annual 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 22, 2021

Investment Objective and Strategies

VPI Dividend Growth Pool's objective is to generate long-term growth of income and capital by investing primarily in a concentrated portfolio of publicly traded equity securities of companies that are expected to pay a growing dividend.

In order to achieve its investment objective, the Portfolio Manager invests in a concentrated portfolio of dividend-paying, large capitalization equities. The Portfolio Manager uses its proprietary quantitative methodology to predict dividend growth in order to identify attractive investment opportunities. Investment opportunities are ranked based on expected dividend growth over the next fiscal year and the highest subset of expected dividend growers are investigated further via the Portfolio Manager's fundamental research process, Productive Capital Analysis™, to assess possible inclusion in the portfolio. The Portfolio Manager attempts to invest in high expected dividend growth businesses, that are of high quality and reasonable valuations. The Portfolio Manager currently intends to focus the portfolio on securities included in the S&P 500 Index but has discretion to invest the Pool's portfolio in equity securities of entities located anywhere in the world.

Risk

The Pool is considered suitable for investors with a medium tolerance for risk. The risks of investing in the Pool remain as discussed in the Prospectus.

Market risk is currently considered high as multiple expansion drove most of the market return once again following significant fiscal and monetary stimulus by governments to offset the economic impact of COVID-19. Investor expectations for vaccine effectiveness and an economic recovery are high. Should they disappoint, multiple contraction is possible. In addition, the concentration of market returns in 2020 was also high, with 77% of the S&P 500 Index's total return being generated by ten holdings. Political risk has come down to a moderate level following the outcome of the US election.

Results of Operations

Net assets of the Pool increased by approximately $116.7 million for the year ended December 31, 2020 due to a $9.0 million increase in net assets from operations and $107.7 million in net sales to unitholders. The increase in net assets from operations was due to $12.6 million of unrealized appreciation and dividend and interest income of $1.1 million. This was offset by $3.0 million in net realized losses on the sale of investments, foreign exchange loss on cash of $0.3 million and $1.4 million of management fees and operating expenses.

There were a few changes made to the Pool's equity holdings during the year. The following table summarizes the businesses that were added and/or removed from the portfolio:

Additions	*Dispositions*
Activision Blizzard, Inc.	Bank of America
CME Group Inc	Boeing Company
Dollar General Corporation	Estee Lauder Companies
Microsoft Corporation	Ross Stores Inc.
Moody's Corporation	Southwest Airlines Co.

Results of Operations (continued)
COVID-19 had a significant impact on the dividend growth predictions of several stocks, including Boeing and Southwest Airlines, which faced a massive decline in travel with an uncertain return to pre-COVID levels. Bank of America was also negatively impacted by the effect that monetary and fiscal stimulus had on interest rates. They were replaced by Activision Blizzard, a leader in the attractive video game market; Microsoft, the world's largest software company; and Moody's, one of the limited regulatory designated ratings agencies.

Ross Stores and Estee Lauder were sold at the end of the second quarter due to the negative effect COVID-19 had on retail traffic. They were replaced with Dollar General and CME Group, both of which had higher forecasted dividend growth. Dollar General's mostly rural store base showed resiliency during the pandemic and it maintains a significant new store opportunity with strong unit economics. CME Group is the world's largest derivative exchange, offering the widest range of futures and options products for risk management.

The portfolio changes were consistent with the Portfolio Manager's goal of using the volatility in the markets to upgrade the portfolio to higher quality stocks and find attractive, sustainable dividend growth in an uncertain environment where the overall market's dividend growth expectations for the coming year were limited. The Portfolio Manager also rebalanced all positions to approximately equal weights in March, June, and September.

As a result of these decisions, additions/trimming of existing holdings and changes in market values during the period, there were some notable shifts in the sector allocation from the beginning of the year as indicated in the following table:

Sector	*Increase*	*Sector*	*Decrease*
Diversified Financials	8.8%	Banks	-4.7%
Software & Services	5.4%	Household & Personal Products	-4.6%
Media & Entertainment	4.6%	Transportation	-4.1%
Semiconductors & Equipment	0.8%	Capital Goods	-3.4%
Cash	0.6%	Other Net Assets	-2.1%
Consumer Services	0.6%	Real Estate	-0.8%
Food, Beverage & Tobacco	0.2%	Pharmaceuticals & Biotechnology	-0.6%
		Retailing	-0.5%
		Commercial and Professional Services	-0.1%
		Materials	-0.1%

The Pool's net assets increased by CAD$116.7 million since the end of 2019, to CAD$133.0 million as of December 31, 2020. The increase was primarily due net sales and positive investment performance.

The Pool experienced gains in the range of 6.5% to 8.8% on each series of units relative to the gain of 16.3% of the S&P 500 Total Return Index. Dividend-related strategies generally underperformed the broader market which was driven by a handful of technology and technology-related, primarily non-dividend paying stocks that experienced growth during the pandemic. For example, 9.6% of the index return can be attributed to the 5 FAANG stocks (Facebook, Amazon, Apple, Netflix, Google).

Revenues and Expenses
Revenues of the Pool for the year included $1.1 million of dividend and interest income. These were offset by $0.4 million of foreign exchange loss on cash and management fees and operating expenses of $1.3 million during the year.

Revenues and Expenses (continued)
The realized loss on sale of investments of $3.0 million is attributable to five completed dispositions as well as several partial dispositions of shares from the portfolio during the year. Dividends received from each of these holdings while in the Pool are in addition to the gain/loss.

Holding	Approximate Holding Period	Proceeds (millions $)	Cost (millions $)	Realized Gain (Loss) (millions $)
Bank of America	0.4 years	2.0	2.6	(0.6)
Boeing Company	0.4 years	0.7	1.9	(1.2)
Estee Lauder Companies	0.6 years	3.1	3.2	(0.1)
Ross Stores Inc.	0.6 years	3.1	3.7	(0.6)
Southwest Airlines Co.	0.4 years	1.2	2.0	(0.8)
Partial Dispositions	n/a	7.4	7.1	0.3
		17.5	20.5	(3.0)

Recent Developments
Economic Conditions
The S&P 500 Index (the "Index") started 2020 off strong, rising 7% in Canadian dollar terms, to mid-February. It then fell 27% between February 19 and March 23 as COVID-19 began wreaking havoc with global markets and economies. Recognizing the significant economic risk and with the memory of the damage the financial crisis caused still relatively vibrant, governments and central banks responded aggressively with historic monetary and fiscal stimulus. Markets reacted and the Index rallied 46% from the March 23 low to the beginning of September. From there returns were quite volatile; down 8%, up 8%, and down 7% over a two-month period before the market finished the year off with a 12% run over the final two months, discounting a potential economic recovery with the arrival of COVID vaccines, the conclusion of the US election (removing uncertainty) and the impact of the earlier, unprecedented stimulus. When all was said and done, the Index rose 16.3% for the year, including a greater than 50% gain from the bottom in March.
According to S&P Global Indices, Apple, Amazon and Microsoft accounted for 53% of the Index's total return. If the list were expanded to include the next seven largest contributors (only one of which paid a dividend and had no dividend growth), 77% of the Index's total return was generated by the top ten holdings. Put another way, the other 495 stocks in the Index collectively returned 4%. All ten of the top contributors were technology or technology related stocks. The IT sector alone accounted for 64% of the Index's return. Simply put, diversification hurt returns in 2020.

The Portfolio Manager's research has demonstrated, and its results have proven that over time, higher total returns can be achieved by owning stocks with higher dividend growth. The top dividend growers have consistently outperformed the broad US market. The Portfolio Manager does not believe this has changed because of the coronavirus. For the year, the portfolio companies at year end, on average, delivered 14.8% dividend growth in U.S. dollar terms (median 14.0%), well ahead of the S&P 500 Index's cash dividend increase of 0.1% (median constituent increase 5.3%). 2020 proved to be a more challenging year for dividend paying companies in the broader index, with the number of dividend payers at year end falling to 385 from 423 in 2019 and those having raised their dividends post COVID (Q2-Q4) averaging 8.3% in U.S. dollar terms vs. 9.8% in 2019.

At the end of 2009, similar to 2020, the concentration of market returns was high and aggregate dividend growth in the Index was low. As the economic recovery broadened, the subsequent dividend growth that the Portfolio Manager's strategy was able to achieve was among its best. If vaccines, stimulus and savings are the seeds for a broad economic recovery this time around, the Portfolio Manager believes the rally in technology stocks in 2020 will broaden in 2021 and its opportunities to produce higher dividend growth will also expand going forward.

VPI DIVIDEND GROWTH POOL

Portfolio Allocation

US Equities	94.9%	Cash	2.4%
Offshore Equities	4.9%	Other Net Assets	-2.2%

Sector Allocation

Software & Services	23.1%	Commercial & Professional Services	4.5%
Semiconductors & Equipment	9.9%	Food, Beverage & Tobacco	4.5%
Capital Goods	9.4%	Materials	4.3%
Health Care Equipment & Services	9.3%	Pharmaceuticals & Biotechnology	4.2%
Diversified Financials	8.8%	Real Estate	3.8%
Retailing	8.2%	Cash	2.4%
Consumer Services	5.2%	Other Net Assets	-2.2%
Media and Entertainment	4.6%		

Top 25 Holdings

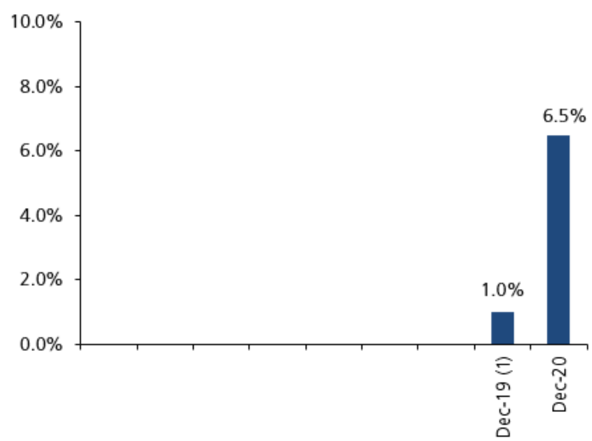
Issuer	Percentage of Net Assets
Starbucks Corporation	5.2%
Broadcom Inc.	5.0%
Intuit Inc.	5.0%
UnitedHealth Group Incorporated	4.9%
Allegion plc	4.9%
Texas Instruments Incorporated	4.9%
Broadridge Financial Solutions, Inc.	4.8%
Activision Blizzard, Inc.	4.6%
Roper Technologies, Inc.	4.5%
CME Group Inc.	4.5%
Cintas Corporation	4.5%
Visa Inc., Class A	4.5%
Tyson Foods, Inc.	4.5%
Microsoft Corporation	4.4%
Danaher Corporation	4.4%
Mastercard Incorporated	4.4%
The Sherwin-Williams Company	4.3%
Moody's Corporation	4.3%
Zoetis Inc.	4.2%
Dollar General Corporation	4.2%
The Home Depot, Inc.	4.0%
American Tower Corporation (REIT)	3.8%
Cash	2.4%
Other Net Assets	-2.2%
Total	**100.0%**

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

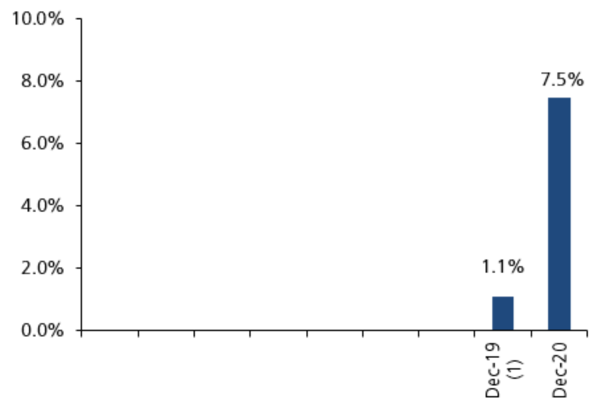
Past Performance
The historical performance information shown below assumes that all distributions were reinvested in the Pool and does not account for any sales, redemptions, distributions or optional charges or income taxes payable by an investor that would have reduced returns. Mutual fund returns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

Year-by-Year Returns
The bar charts below show the performance of each series of the Pool (net of fees) for the year ended December 31, 2020, and for previous years ended December 31 or since inception to December 31. It shows in percentage terms, how an investment made on January 1 or on inception would have increased or decreased by the end of the respective periods.

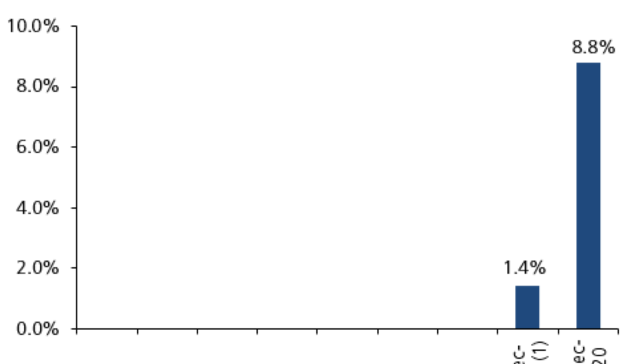
Series A



Series F



Series O



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

Annual Compound Returns
The following table shows the annual compound total return of each series of the Pool compared to the S&P 500 Index (CAD$) for the periods shown ended December 31, 2020. All index returns are calculated on a total return basis, meaning that performance was calculated under the assumption that all distributions were reinvested.

	1 Year	Since Inception
Series A[(1)] *(Inception: November 6, 2019)*	6.5%	6.5%
S&P 500 Index (CAD$)	16.3%	17.9%
Series F[(1)] *(Inception: November 6, 2019)*	7.5%	7.5%
S&P 500 Index (CAD$)	16.3%	17.9%
Series O[(1)] *(Inception: November 6, 2019)*	8.8%	8.9%
S&P 500 Index (CAD$)	16.3%	17.9%

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

The S&P 500 Index has been widely regarded as the best single gauge of the large cap U.S. equities market since the Index was first published in 1957. The Index includes 500 leading companies in leading industries of the U.S. economy, capturing approximately 80% coverage of available market capitalization.

Management Fees
The Pool pays an annual management fee on each of its series (excluding Series 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, 2020, approximately 37% 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 20% 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, 2020 the Pool paid $972 thousand in management fees (excluding taxes) to the Manager. In addition, the Manager also held 1 Series A unit, 50,254 Series F units and 1 Series O unit as of December 31, 2020.

Financial Highlights

The following tables show selected key financial information about each series of the Pool and are intended to help you understand the Pool's financial performance for the past year ended December 31 or since inception to December 31. This information is derived from the Pool's audited annual financial statements and is not intended to be a reconciliation of the net asset value per unit.

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

Series A	**December 31 2020**	**December 31 2019**
Net assets, beginning of period[4]	**10.10**	**10.00**
Increase (decrease) from operations:		
Total revenue	0.10	-
Total expenses	(0.24)	(0.04)
Realized gains (losses) for the period	(0.45)	-
Unrealized gains (losses) for the period	1.73	0.01
Total increase (decrease) from operations [2]	**1.14**	**(0.03)**
Distributions:		
From net investment income (excluding dividends)	-	(0.01)
From dividends	-	-
From capital gains	-	-
Return of capital	-	-
Total annual distributions [3]	-	**(0.01)**
Net assets, end of period	**10.75**	**10.10**

Series F	**December 31 2020**	**December 31 2019**
Net assets, beginning of period[4]	**10.10**	**10.00**
Increase (decrease) from operations:		
Total revenue	0.10	(0.01)
Total expenses	(0.15)	(0.03)
Realized gains (losses) for the period	(0.43)	-
Unrealized gains (losses) for the period	1.75	0.11
Total increase (decrease) from operations [2]	**1.27**	**0.07**
Distributions:		
From net investment income (excluding dividends)	-	(0.02)
From dividends	-	-
From capital gains	-	-
Return of capital	-	-
Total annual distributions [3]	-	**(0.02)**
Net assets, end of period	**10.85**	**10.10**

Financial Highlights (continued)

Series O	December 31 2020	December 31 2019
Net assets, beginning of period(4)	**10.13**	**10.00**
Increase (decrease) from operations:		
Total revenue	0.08	0.01
Total expenses	-	(0.01)
Realized gains (losses) for the period	(0.27)	-
Unrealized gains (losses) for the period	1.86	0.01
Total increase (decrease) from operations (2)	**1.67**	**0.01**
Distributions:		
From net investment income (excluding dividends)	-	(0.01)
From dividends	-	-
From capital gains	-	-
Return of capital	-	-
Total annual distributions (3)	-	**(0.01)**
Net assets, end of period	**11.02**	**10.13**

(1) This information is derived from the Pool's audited annual financial statements.
(2) Net assets and distributions are based on the actual number of units outstanding at the relevant time. The increase/decrease from operations is based on the weighted average number of units outstanding over the financial period.
(3) Distributions were paid in cash/reinvested in additional units of the Pool, or both.
(4) The Pool began operations on November 6, 2019.

Ratios and Supplemental Data

Series A	December 31 2020	December 31 2019
Total net asset value (000's) (1)	$76,017	$9,175
Number of units outstanding (000's) (1)	7,072	909
Management expense ratio (2)	2.20%	2.25%
Management expense ratio before waivers or absorptions	2.20%	4.04%
Trading expense ratio (3)	0.02%	0.01%
Portfolio turnover rate (4)	24.78%	4.21%
Net asset value per unit (1)	$10.75	$10.10

Series F	December 31 2020	December 31 2019
Total net asset value (000's) (1)	$32,382	$4,827
Number of units outstanding (000's) (1)	2,985	478
Management expense ratio (2)	1.26%	1.35%
Management expense ratio before waivers or absorptions	1.26%	3.88%
Trading expense ratio (3)	0.02%	0.01%
Portfolio turnover rate (4)	24.78%	4.21%
Net asset value per unit (1)	$10.85	$10.10

Series O	December 31 2020	December 31 2019
Total net asset value (000's) (1)	$24,625	$2,278
Number of units outstanding (000's) (1)	2,234	225
Management expense ratio (2)	0.00%	0.00%
Management expense ratio before waivers or absorptions	0.28%	1.96%
Trading expense ratio (3)	0.02%	0.01%
Portfolio turnover rate (4)	24.78%	4.21%
Net asset value per unit (1)	$11.02	$10.13

(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), formerly Lawton Partners Financial Planning Services Limited, a mutual fund dealer. VPGI is 37.3% 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, 2020, sales representatives of LP Financial held, in aggregate, Class A1 shares representing 18.7% and Class C1 shares representing 6.2% 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.