

Annual Management Report of Fund Performance

For the Year Ended December 31, 2016

This annual management report of fund performance contains financial highlights but does not contain the complete annual financial statements of the investment fund. You may obtain a copy of the annual financial statements at no cost, by calling 1-888-549-6248, by writing us at Suite 600, 517 – 10th Avenue SW, Calgary, Alberta T2R 0A8, or by visiting our website at www.mawer.com or SEDAR at www.sedar.com.

Unitholders may also contact us using one of the above noted methods to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.

Management Discussion of Fund Performance

Investment Objective and Strategies

The objective of the Mawer Global Small Cap Fund (the "Fund") is to invest for above average long-term returns in securities of smaller companies around the world. This is done by choosing companies that we believe will be wealth-creating in the long-term and are trading at a discount to their intrinsic value. We prefer companies with enduring competitive advantages that will allow them to earn a return greater than their cost of capital over the long-term. The Fund has a long-term buy-and-hold strategy and seeks to keep turnover low.

Risk

This Fund is suitable for investors seeking long-term growth and who have a moderate to high tolerance for risk. General risks of investing in this Fund are outlined in the Prospectus and include the possibility of reduction in value of any given investment, liquidity risk, interest rate risk, and currency risk amongst others.

The Manager reduces the exposure to these risks by not concentrating more than 20% of the net assets of the Fund in a particular industry (i.e., sub-sector) as defined by the Global Industry Classification Standards (GICS). It is also the Manager's policy to have no more than 10% of the net assets in any one common share of a corporation, at the time of purchase. The Fund typically invests in global corporations with a market capitalization of \$3 billion (USD) or less at the time of purchase

The Fund was invested in 10 of the 11 Global Industry Classification (GICS) sectors as of December 31, 2016. The Fund's largest sector weightings were in Industrials (25%), Financials (17%), and Consumer Discretionary (15%). Combined, the weight in the three largest sectors represented 57% of the portfolio which is an uptick from 55% at the end of 2015. In aggregate, the ten largest individual holdings accounted for 31% of the portfolio which down from 37% as of December 31, 2015.

Results of Operations

The Fund's net assets increased 6.4% to \$2,053.3 million from \$1,930.6 million at the end of 2015. Of this change, \$15.5 million

was attributable to investment performance and \$107.3 million was due to net contributions to the Fund.

The Fund's units gained 1.1% (before management fees) which trailed the Global Small Cap Fund Benchmark's return of 8.3% (Russell Global Small Cap from inception to September 30, 2016; MSCI All Country World Small Cap as of September 30, 2016). All performance values provided are in Canadian dollar terms (unless otherwise stated).

When assessing relative performance by GICS sectors, the Fund's relative return is attributable to security selection. Negative selection is due primarily to the underperformance of the Fund's Industrials, Information Technology, and Consumer Staples holdings. Conversely, sector allocation had a positive effect due largely to the Fund's underweight in Health Care (the only sector to record negative performance over the period) and overweight exposure to Financials. When examining relative return from a geographic perspective, the Fund's underperformance is attributable to its distribution across countries relative to the index. Negative allocation was driven by the Fund's overweight exposure to the U.K and underweight allocation to U.S. companies. Meanwhile, positive security selection benefitted most from the outperformance of the Fund's investments in India, Hong Kong, the U.S., and Singapore.

Overall the top contributors to the Fund's performance were Bank of Hawaii Corp., Balkrishna Industries Ltd., and Innophos Holdings Inc. Conversely, NCC Group plc, Origin Enterprises plc, and Cineworld Group plc were the biggest detractors in 2016.

The Fund initiated 18 new positions:

- APN Outdoor Group Ltd.
- Ascential PLC
- Carlsberg Brewery Malaysia Bhd
- Douglas Dynamics Inc.
- Heineken Malaysia Bhd
- Hemas Holdings PLC
- Jardine Lloyd Thompson Group
- Kainos Group PLC
- LIC Housing Finance Ltd
- M Dias Branco SA
- Mainfreight Limited
- oOh!Media Ltd
- Restaurant Group PLC
- Servelec Group PLC
- Silver Chef Limited
- Sixt Leasing SE
- Tat Gida Sanayi A.S.
- Tehmag Foods Corp

The Fund exited 11 positions:

- Aramex PJSC
- Atrium European Real Estate (Austria)
- Boustead Projects Pte. Ltd
- Boustead Singapore Ltd

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- Computer Programs & Systems Inc
- Gazit-Globe Ltd.
- M Dias Branco SA
- Nirvana Asia Ltd
- Restaurant Group PLC
- Retail Food Group Limited
- Univanich Palm Oil-Foreign

Recent Developments

The market's optimistic reaction to Trump's victory has been well documented in the media. However, details regarding the Trump administration's policy changes are, to a large degree, still forthcoming. We have noted that populism has emerged as a global theme, highlighted most prominently by the Trump campaign and Brexit referendum results. This is a factor that we are monitoring closely as we view protectionist and anti-immigration policies as more likely to be obstructive than supportive of global economic growth over the long-term.

While the Bank of Canada held rates steady through 2016, central banks in Japan, Europe, the U.K. and China continued to loosen monetary policy over the course of the year (despite many leaders publicly acknowledging that the effectiveness of accommodative policies may be reaching its limit). The U.S. Fed remained the only major central bank contemplating rate increases in 2016 and did so in December. Rising interest rates and inflation have increasingly become consensus expectations over 2016, if these expectations materialize, growth expectations underpinning equity valuations will need to be adjusted.

OPEC reached a long-awaited agreement to cut oil production. The agreement reduces global output to 32.5 million barrels per day while giving Iran room to raise production. Non-OPEC countries were also asked to cut production by approximately 600,000 barrels per day. The agreement was an incremental positive for oil producers and may contribute to boosting inflation in certain countries (at the margin).

The Canadian government reached decisions on proposed pipeline projects in November. Kinder Morgan secured an approval for the expansion of their Trans Mountain pipeline. This will nearly triple the volume of crude being transported from Edmonton, AB to Burnaby, BC. Although Enbridge's higher profile Northern Gateway pipeline was rejected, the Liberals did approve the upgrade of Enbridge's Line 3 system which almost doubles the pipeline's capacity to move oil from Hardisty, AB to Wisconsin in the U.S. Midwest. Given these developments, prospects for better market access have improved for Canadian Energy producers.

Economic uncertainty in China remains a global concern going forward. The critical factors continue to be elevated levels of unrealized potential losses on bad debt in the financial system and industrial overcapacity. While these conditions don't necessitate a banking crisis, they increase the probability of a negative event.

Looking ahead, we will continue to focus our equity investment approach on understanding the business models and valuations

of current and potential investments. Otherwise, our team manages uncertainty by doing what we have always done: follow our disciplined process and stick to our investment philosophy, which can put the odds in our clients' favor over time. In this current environment, we are tempering our pursuit of companies with structural growth opportunities, lower debt, and some margin of safety within valuation with a heightened sensitivity to the prospect of rising interest rates and their impact on the portfolio. Patience and discipline with trading will also be of particular importance given the level of uncertainty in the market.

Related Party Transactions – Management Fees

As Portfolio Advisors to the Fund, Mawer Investment Management Ltd. ("Mawer") receives management fees which are calculated for Series A Units as 1.5% per annum of the net asset value of the Fund calculated on a daily basis. Management fees for Series O Units are payable directly to the Manager by Series O investors and not by the Fund.

The terms of the Management Agreement were amended January 4, 1994, to grant the Manager of the Fund the ability, at their discretion, to reduce the management fees for large investors. This reduction is effected by means of a management fee distribution and will be automatically reinvested in additional units of the Fund at the net asset value of the Fund on the date of distribution. Mawer also receives fees for performing administrative services. As at December 31, 2016 the Fund owes Mawer \$20,268 related to these administrative services.

Mawer Global Small Cap Fund

Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance. This information is derived from the Fund's audited annual financial statements which are prepared in accordance with IFRS for years commencing January 1, 2013. The financial statements for the year ended December 31, 2012 were prepared in accordance with previous Canadian GAAP which resulted in a difference between transactional NAV and GAAP NAV as disclosed in the 2012 audited financial statements..

The Fund's Net Asset Value (NAV) per Unit

SERIES A	2016	2015	2014	2013	2012
Net Assets, beginning of year	13.87	10.83	9.72	6.77	5.23
Increase (decrease) from operations:					
Total revenue	0.40	0.37	0.30	0.24	0.20
Total expenses	(0.26)	(0.25)	(0.22)	(0.17)	(0.11)
Realized gains (losses) for the year	0.40	0.58	0.58	0.56	0.04
Unrealized gains (losses) for the year	(0.61)	2.33	0.42	2.78	1.42
Total increase (decrease) from operations¹	(0.07)	3.03	1.08	3.41	1.55
Distributions:					
From income (excluding dividends)	(0.13)	(0.08)	(0.05)	(0.10)	(0.07)
From dividends	(0.01)	-	-	-	-
From capital gains	-	(0.04)	(0.01)	(0.14)	-
Return of capital	-	-	-	-	-
Total Distributions²	(0.14)	(0.12)	(0.06)	(0.24)	(0.07)
Net Assets, end of year	13.64	13.87	10.83	9.72	6.73
SERIES O	2016	2015	2014	2013	2012
Net Assets, beginning of year	14.11	11.08	9.94	6.89	5.30
Increase (decrease) from operations:					
Total revenue	0.42	0.37	0.30	0.24	0.21
Total expenses	(0.03)	(0.03)	(0.04)	(0.03)	(0.01)
Realized gains (losses) for the year	0.41	0.61	0.56	0.49	0.04
Unrealized gains (losses) for the year	(0.62)	2.47	0.60	2.71	1.44
Total increase (decrease) from operations¹	0.18	3.42	1.42	3.41	1.68
Distributions:					
From income (excluding dividends)	(0.37)	(0.28)	(0.23)	(0.20)	(0.15)
From dividends	(0.02)	(0.01)	-	-	-
From capital gains	-	(0.14)	(0.02)	(0.14)	-
Return of capital	-	-	-	-	-
Total Distributions²	(0.39)	(0.43)	(0.25)	(0.34)	(0.15)
Net Assets, end of year	13.87	14.11	11.08	9.94	6.85

(1) Net asset value 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 year.

(2) Distributions were reinvested in additional units of the Fund.

Ratios and Supplemental Data

SERIES A	2016	2015	2014	2013	2012
Net Assets (000's) ¹	571,072	510,452	237,290	179,452	52,078
Number of units outstanding (000's) ¹	41,879	36,802	21,909	18,463	7,684
Management expense ratio ²	1.81%	1.74%	1.82%	1.82%	1.88%
Management expense ratio before waivers or absorptions	1.81%	1.74%	1.82%	1.82%	1.88%
Portfolio turnover rate ³	10.79%	12.03%	12.00%	14.45%	5.22%
Trading expense ratio ⁴	0.07%	0.09%	0.10%	0.08%	0.21%
Closing market price or pricing NAV, (if applicable)	13.64	13.87	10.83	9.72	6.78

SERIES O	2016	2015	2014	2013	2012
Net Assets (000's) ¹	1,482,267	1,420,099	946,302	621,101	380,487
Number of units outstanding (000's) ¹	106,831	100,616	85,418	62,472	55,163
Management expense ratio ²	0.05%	0.04%	0.08%	0.10%	0.09%
Management expense ratio before waivers or absorptions	0.05%	0.04%	0.08%	0.10%	0.09%
Portfolio turnover rate ³	10.79%	12.03%	12.00%	14.45%	5.22%
Trading expense ratio ⁴	0.07%	0.09%	0.10%	0.08%	0.21%
Closing market price or pricing NAV, (if applicable)	13.87	14.11	11.08	9.94	6.90

- (1) This information is provided as at December 31 of the year shown, as applicable.
- (2) Management expense ratio is based on total expenses for the stated year and is expressed as an annualized percentage of daily average net assets during the year.
- (3) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio adviser manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the year. The higher a fund's portfolio turnover rate in a year, the greater the trading costs payable by the fund 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 a fund.
- (4) The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net assets during the year.

Mawer Global Small Cap Fund

Past Performance

Sales commissions, trailing commissions, management fees and expenses all may be associated with mutual fund investments. Please read the Prospectus before investing. The indicated rates of return are the historical annual compounded total returns including changes in unit value and reinvestment of all distributions and do not take into account sales, redemption, distribution or optional charges or income taxes payable by any investor that would have reduced returns. Mutual funds are not guaranteed. Their value changes frequently and past performance may not be repeated.

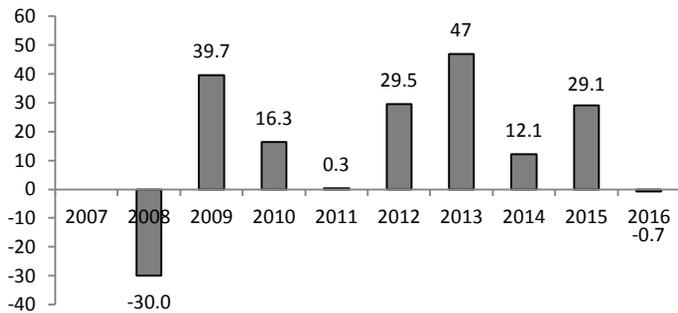
The Fund's performance numbers assume that all distributions are reinvested in additional units of the Fund. If you hold this Fund outside of a registered plan, income and capital gains distributions that are paid to you increase your income for tax purposes whether paid to you in cash or reinvested in additional units. The amount of the reinvested taxable distributions is added to the adjusted cost base of the units that you own. This would decrease your capital gains or increase your capital loss when you later redeem from the Fund, thereby ensuring that you are not taxed on this amount again. Please consult your tax advisor regarding your personal tax situation.

The past performance of the Fund is set out in the following charts.

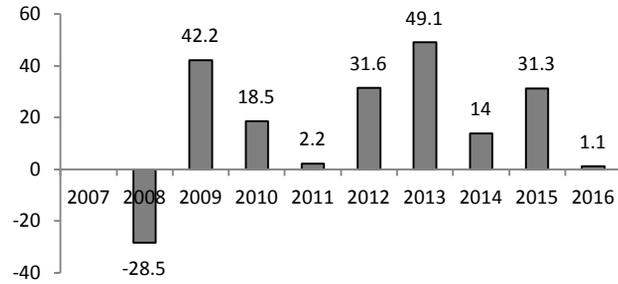
Year-by-Year Returns

The bar charts below show the Fund's annual performance in each of the past 10 years to December 31, 2016. The charts show in percentage terms how an investment made on January 1 would have increased or decreased by December 31 of the fiscal year. The Fund's start date was October 2, 2007.

Series A



Series O



The Fund's start date was October 2, 2007.

Annual Compound Returns

The following table shows the historical annual compound total return of the Fund for the periods shown ending on December 31, 2016. The annual compound total return is benchmarked to the Mawer Global Small Cap Benchmark (GSC Benchmark) and calculated on the same compound basis. The GSC Benchmark is a composite return stream consisting of Russell Global Small Cap Index from inception to September 30, 2016 and the MSCI All Country World Small Cap Index (Net), as of September 30, 2016. All index returns are calculated in Canadian dollars on a total return basis, meaning that all distributions are reinvested.

	Series A units (%)	Series O units (%)	GSCBenchmark (%)
One Year	-0.7	1.1	8.3
Three Years	12.9	14.8	11.8
Five Years	22.3	24.3	16.7
Ten Years	-	-	-

* Series A start date was October 2, 2007. Series O start date was October 2, 2007.

Summary of Investment Portfolio

A summary of the Fund as at December 31, 2016 is as follows:

	%
Cash	1.0
Total Cash	1.0
Treasury bills	5.3
Total Short-Term	5.3
Equities	
Asia	11.6
Europe	50.4
Latin America	1.0
Middle East	1.0
North America	18.0
South Asia	5.0
South Pacific	6.7
Total Equities	93.7
Total Portfolio	100.0

Totals may not add to 100% due to rounding.

Mawer Global Small Cap Fund

The following table lists the 25 largest holdings of the Fund as at December 31, 2016.

Issuer	Percentage of Transactional Net Asset Value
Constellation Software Inc.	3.9%
Loomis AB Cl. B	3.8%
DCC PLC	3.7%
PayPoint PLC	3.2%
APN Outdoor Group Pty, Ltd.	2.9%
VZ Holding AG	2.8%
Bank of Hawaii Corporation	2.7%
Cembra Money Bank AG	2.6%
Origin Enterprises PLC	2.6%
Amsterdam Commodities NV	2.5%
Cineworld Group PLC	2.5%
Diploma plc	2.5%
NCC Group PLC	2.3%
Balkrishna Industries Limited	2.2%
RPM International, Inc.	2.1%
Haw Par Corp. Ltd.	2.1%
XP Power Ltd.	2.0%
PC Jeweller Limited	1.9%
Addtech AB Series B	1.8%
Hansen Technologies Ltd.	1.8%
ATN International Inc.	1.6%
Tikkurila OYJ	1.6%
Indutrade AB	1.6%
Douglas Dynamics, Inc.	1.5%
Jardine Lloyd Thompson Group PLC	1.5%

The investments and percentages may have changed by the time you purchase units of this fund. The top 25 holdings are made available quarterly, 60 days after quarter-end and may be obtained by contacting your registered representative or by contacting Mawer toll-free at 1-888-549-6248 or by e-mail at info@mawer.com.