



20 Eglinton Avenue West, PO Box 2005
Toronto, Ontario, Canada M4R 1K8

Fax

To: Market Announcements		Date: June 17, 2013
Company: Fax No: 011 612 9778 0999		No. of Pages: 13/13 (Including Cover)
From: Allison Morgan, Global Equities		
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Subject: Form 604-Boart Longyear Ltd.		

Beutel, Goodman & Company Ltd. / Beutel Goodman Managed Funds...

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Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

1a. Company Name/Scheme Boart Longyear Ltd

ACN/ARSN

1. Details of substantial holder(1)

Name Beutel Goodman & Company Ltd.
ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

06.17.2013

The previous notice was given to the company on
The previous notice was dated

05.03.2013
05.03.2013

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
FPO	51,215,697	51,215,697	55,694,379	55,694,379

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	<i>see attached</i>				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	<i>see attached</i>				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:


Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Beutel Goodman & Company Ltd.	20 Eglinton Ave. West, Suite 2000 PO Box 2005, Toronto ON M4R 1G2 Canada

Signature

print name Gavin Ivory capacity VP Global Equities
 sign here  date 06.17.2013

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

5. Changes in Relevant Interests -

[Handwritten Signature]

SECURITY RECONCILIATION REPORT

FROM 04MAY13 TO 17JUN13 (BASED ON TRADE DATE)

PORTFOLIO: BU1349D (BLY) - BG BALANCED FUND 2000-20 EGLINTON AVENUE WEST TORONTO, ONTARIO M4R 1K8
SECURITY : B1PPRK X (BLY) - BOART LONGYEAR GR NPV

OPENING BALANCES - SHARES : 22986300.000 BOOK VALUE : 30719637.10

TRADE DATE	TR CD	PV/SHARES	BROKER NAME	UNIT PRICE	UNIT COMM	SETTLEMENT AMOUNT	SHARE BALANCE	BOOK VALUE BALANCE	EFFECT ON GAIN/LOSS
15MAY13	B	1173721.000	BROKER IMAQ - MACQU	0.837	*****	981948.93CA	24160021.000	31704006.39	0.00
16MAY13	B	980279.000	BROKER IMAQ - MACQU	0.778	*****	767633.57CA	25140300.000	32468581.66	0.00
17JUN13	B	252900.000	BROKER IMAQ - MACQU	0.633	*****	156458.56CA	25393200.000	32628936.85	0.00

SECURITY RECONCILIATION REPORT
FROM 04MAY13 TO 17JUN13 (BASED ON TRADE DATE)

PORTFOLIO: BU1406 (BLY) - BG INTERNATIONAL EQUITY 20 EGLINTON AVE W STE 20000 TORONTO, ONT. MMR 1K8
SECURITY : B1PPRK X (BLY) - BOART LONGYEAR GR NPV

OPENING BALANCES - SHARES : 4612000.000 BOOK VALUE : 6222575.44

TRADE DATE	TR CD	PV/SHARES	BROKER NAME	UNIT PRICE	UNIT COMM	SETTLEMENT AMOUNT	SHARE BALANCE	BOOK VALUE	EFFECT ON GAIN/LOSS
15MAY13	B	260000.000	BROKER IMAQ - MACQU	0.837 *****		219734.27CA	4872000.000	6440630.68	0.00
16MAY13	B	217100.000	BROKER IMAQ - MACQU	0.778 *****		170005.93CA	5089100.000	6609969.30	0.00

SECURITY RECONCILIATION REPORT
FROM 04MAY13 TO 17JUN13 (BASED ON TRADE DATE)

PORTFOLIO: BU1450D (BLY) - BG GLOBAL EQUITY FUND 2000 20 EGLINTON AVE. WEST TORONTO, ONT. M4R 1K8
SECURITY : B1PPRK X) - BOART LONGYEAR GR NPV

OPENING BALANCES - SHARES : 9442122.000 BOOK VALUE : 13269296.00

TRADE DATE	TR CD	PV/SHARES	BROKER NAME	UNIT PRICE	UNIT COMM	SETTLEMENT AMOUNT	SHARE BALANCE	BOOK VALUE BALANCE	EFFECT ON GAIN/LOSS
								13269296.00	

9442122.000 13269296.00

0.00

** NO TRANSACTIONS TO REPORT FOR THIS SECURITY IN THE PERIOD SPECIFIED **

SECURITY RECONCILIATION REPORT
FROM 04MAY13 TO 17JUN13 (BASED ON TRADE DATE)

PORTFOLIO: BU1826 (BLY) - BG WORLD FOCUS EQUITY FUND 20 EGLINTON AVE W TORONTO ONTARIO M4R 1K8
SECURITY : B1PPRK X (BLY) - BOART LONGYEAR GR NPV

OPENING BALANCES - SHARES : 261420.000 BOOK VALUE : 407027.40

TRADE DATE	TR CD	PV/SHARES	BROKER NAME	UNIT PRICE	UNIT COMM	SETTLEMENT AMOUNT	SHARE BALANCE	BOOK VALUE BALANCE	EFFECT ON GAIN/LOSS
								407027.40	

261420.000 407027.40

0.00

** NO TRANSACTIONS TO REPORT FOR THIS SECURITY IN THE PERIOD SPECIFIED **

SECURITY RECONCILIATION REPORT
FROM 04MAY13 TO 17JUN13 (BASED ON TRADE DATE)

PORTFOLIO: BU1627 (BLY) - OPGI DIVERSIFIED FUND 595 BAY STREET, SUITE 800 TORONTO, ONT M5G 2M6
SECURITY : B1PPRK X (BLY) - BOART LONGYEAR GR NPV

OPENING BALANCES - SHARES : 558050.000 BOOK VALUE : 752194.92

TRADE DATE	TR CD	PV/SHARES	BROKER NAME	UNIT PRICE	UNIT COMM	SETTLEMENT AMOUNT	SHARE BALANCE	BOOK VALUE	EFFECT ON GAIN/LOSS
15MAY13	B	26600.000	BROKER IMAQ - MACQU	0.837	44.668	22377.88CA	562650.000	774503.64	0.00
16MAY13	B	22200.000	BROKER IMAQ - MACQU	0.778	34.688	17379.10CA	604850.000	791818.68	0.00
17JUN13	B	12100.000	BROKER IMAQ - MACQU	0.633	14.938	7485.76CA	616950.000	799490.87	0.00

SECURITY RECONCILIATION REPORT
FROM 04MAY13 TO 17JUN13 (BASED ON TRADE DATE)

PORTFOLIO: BU1632 (BLY) - NEI NORTHWEST GLOBAL EQUITY 1 COMPLEX DESJARDINS P.O 34 MONTREAL QUE
SECURITY : B1PPRK X) - BOART LONGYEAR GR NPV

OPENING BALANCES - SHARES : 3244500.000 BOOK VALUE : 4770144.94

TRADE DATE	TR CD	PV/SHARES	BROKER NAME	UNIT PRICE	UNIT COMM	SETTLEMENT AMOUNT	SHARE BALANCE	BOOK VALUE BALANCE	EFFECT ON GAIN/LOSS
								4770144.94	

3244500.000 4770144.94

0.00

** NO TRANSACTIONS TO REPORT FOR THIS SECURITY IN THE PERIOD SPECIFIED **

SECURITY RECONCILIATION REPORT
 FROM 04MAY13 TO 17JUN13 (BASED ON TRADE DATE)

PORTFOLIO: BU164B (8LY) - NEI ETHICAL GLOBAL DIVIDEND 800 - 1111 WEST GEORGIA ST VANCOUVER, BC V6E 4T6
 SECURITY : B1PPRK X) - BOART LONGYEAR GR NPV

OPENING BALANCES - SHARES : 8088900.000 BOOK VALUE : 10599404.97

TRADE DATE	TR CD	PV/SHARES	BROKER NAME	UNIT PRICE	UNIT COMM	SETTLEMENT AMOUNT	SHARE BALANCE	BOOK VALUE BALANCE	EFFECT ON GAIN/LOSS
15MAY13	B	460800.000	BROKER IMAQ - MACQU	0.837	*****	381742.65US	8549700.000	10985865.95	0.00
16MAY13	B	385000.000	BROKER IMAQ - MACQU	0.778	*****	295775.82US	8934700.000	11286149.32	0.00
17JUN13	B	513282.000	BROKER IMAQ - MACQU	0.633	*****	312023.11US	9447982.000	11611603.78	0.00

SECURITY RECONCILIATION REPORT
 FROM 04MAY13 TO 17JUN13 (BASED ON TRADE DATE)

PORTFOLIO: BU1740 } - BG GLOBAL DIVIDEND FUND 2000-20 EGLINTON AVENUE WEST TORONTO ONTARIO M4R 1K8
 SECURITY : B1PPRK X (BLY) - BOART LONGYEAR GR NPV

OPENING BALANCES - SHARES : 1253530.000 BOOK VALUE : 1685026.98

TRADE DATE	TR CD	PV/SHARES	BROKER NAME	UNIT PRICE	UNIT COMM	SETTLEMENT AMOUNT	SHARE BALANCE	BOOK VALUE BALANCE	EFFECT ON GAIN/LOSS
15MAY13	B	61700.000	BROKER IMAQ - MACQU	0.837	*****	52144.64CA	1315230.000	1736773.17	0.00
16MAY13	B	51600.000	BROKER IMAQ - MACQU	0.778	80.708	40434.93CA	1366830.000	1777018.94	0.00
17JUN13	B	61400.000	BROKER IMAQ - MACQU	0.633	75.822	37985.59CA	1428230.000	1815950.57	0.00

SECURITY RECONCILIATION REPORT
FROM 04MAY13 TO 17JUN13 (BASED ON TRADE DATE)

PORTFOLIO: BU1770 (BLY) - STANDARD LIFE GLOBAL EQTY 1245 SHERBROOKE WEST STE20 MONTREAL, QC, H3G 1G3
SECURITY : B1PPRK X) - BOART LONGYEAR GR NPV

OPENING BALANCES - SHARES : 770875.000 BOOK VALUE : 1070553.73

TRADE DATE	TR CD	PV/SHARES	BROKER NAME	UNIT PRICE	UNIT COMM	SETTLEMENT AMOUNT	SHARE BALANCE	BOOK VALUE BALANCE	EFFECT ON GAIN/LOSS
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0.00

1070553.73

770875.000

** NO TRANSACTIONS TO REPORT FOR THIS SECURITY IN THE PERIOD SPECIFIED **

4. President Robert J. ...
 SECURITY : B1PPRK X BOART LONGYEAR GR NPV
 ACCOUNT AC.EX. PORTF. NAME



AS OF DATE: 17JUN13

PORT.CODE	ACCOUNT AC.EX.	PORTF. NAME	AMT. HELD	UNIT COST	EXCH	BOOK VALUE	MKT. VALUE
BU1349D	12 ABNF	BG BALANCED FUND	25393200.00000000	1.285	1.04554	34114890.17	163522255.86
BU1406	3 ABEF	BG INTERNATIONAL EQUITY	5089100.00000000	1.299	1.04478	6905970.09	3277187.01
BU1450D	12 ABEF	BG GLOBAL EQUITY FUND	9442122.00000000	1.405	1.04404	13853681.57	6080367.77
BU1626	4 ABEF	BG WORLD FOCUS EQUITY FUND	261420.00000000	1.557	1.05700	430228.82	168344.55
BU1627	12 CFBE	OPGT DIVERSIFIED FUND	616950.00000000	1.296	1.04296	833836.57	397292.36
BU1632	4 CHED	NEI NORTHWEST GLOBAL EQUITY	3244500.00000000	1.470	1.03372	4931015.26	2089334.71
BU1648	12 CFHE	NEI ETHICAL GLOBAL DIVIDEND	9447982.00000000	1.229	1.04344	12116006.48	6084141.38
BU1740	4 ABEF	BG GLOBAL DIVIDEND FUND	1428230.00000000	1.271	1.05009	1906902.98	919725.85
BU1770	12 HFEA	STANDARD LIFE GLOBAL EQTY	770875.00000000	1.389	1.04227	1115807.08	496414.21
TOTALS			55694379.00000000			76208338.02	35865063.70