

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

AMENDMENT NO. 2

**Dated September 22, 2023
to the Simplified Prospectus dated May 31, 2023
as amended by Amendment No. 1 dated July 7, 2023 of**

Scotia Wealth U.S. Mid Cap Value Pool
(the “Fund”)

This Amendment No. 2 dated September 22, 2023 to the Simplified Prospectus dated May 31, 2023, as amended by Amendment No. 1 dated July 7, 2023 (the “**Simplified Prospectus**”), relating to the offering of the Fund, provides certain additional information relating to the Fund and the Simplified Prospectus should be read subject to this information. All references to page numbers in the Simplified Prospectus are to the commercial version of the Simplified Prospectus filed with the Canadian securities regulatory authorities on SEDAR+ on May 31, 2023. All capitalized terms used herein have the meanings as ascribed to them in the Simplified Prospectus, unless otherwise specifically defined in this Amendment No. 2.

The amendments reflected in this Amendment No. 2 relate to a change in the sub-advisor of the Fund.

APPOINTMENT OF NEW SUB-ADVISOR

Effective October 2, 2023, Scotia Wealth U.S. Mid Cap Value Pool will no longer sub-advised by Hahn Capital Management, LLC and will instead sub-advised by Earnest Partners, LLC. Accordingly, the Simplified Prospectus is amended as follows:

- (a) All references in the Simplified Prospectus to “Hahn Capital Management, LLC” are replaced by “Earnest Partners, LLC” and references to “HCM” are replaced by “Earnest”, except for the references to Hahn Capital Management, LLC:
 - i. on page 16 of the Simplified Prospectus that will be deleted; and
 - ii. under Name, formation, and history of the Fund on page 205, which will remain the same.
- (b) On page 16, “Earnest Partners, LLC,” will be added after “Axiom International Investors,”.
- (c) The following is added under Name, formation, and history of the Fund on page 205 as the last major event in the last 10 years:

On October 2, 2023, the portfolio sub-adviser of the Fund changed from Hahn Capital Management, LLC, to Earnest Partners, LLC.
- (d) The references to “San Francisco, California” on page 10 and 204 of the Simplified Prospectus is replaced by “Atlanta, Georgia”.
- (e) The table under the former heading “Hahn Capital Management, LLC” in on page 10 is amended by replacing it with:

| Name and Title | Role in investment decision-making process |
|--|--|
| Paul Viera, CEO, Partner and Portfolio Manager | Portfolio Manager responsible for investment decisions including security selection and portfolio construction |

- (f) The date of the Investment Management Agreement listed as item 15 on page 24 is amended to September 14, 2023.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy securities of a mutual fund within two business days of receiving the simplified prospectus or Fund Facts, or to cancel your purchase within forty-eight hours of receiving confirmation of your order. Securities legislation in some provinces and territories also allows you to cancel an agreement to buy securities of a mutual fund and get your money back, or to make a claim for damages, if the simplified prospectus, annual information form, Fund Facts or financial statements misrepresent any facts about the mutual fund. These rights usually must be exercised within certain time limits. For more information, refer to the securities legislation of your province or territory, or consult your lawyer.

CERTIFICATE OF THE FUND AND THE MANAGER AND PROMOTER OF THE FUND

September 22, 2023

To the best of our knowledge, information and belief, this Amendment No. 2 dated September 22, 2023, together with Amendment No. 1 dated July 7, 2023 and the simplified prospectus dated May 31, 2023, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

(signed) "Neal Kerr"

Neal Kerr

President, (Signing in the capacity of Chief Executive Officer)

1832 Asset Management G.P. Inc., as general partner for and on behalf of 1832 Asset Management L.P., as manager, promoter and trustee of the Fund

(signed) "Gregory Joseph"

Gregory Joseph

Chief Financial Officer

1832 Asset Management G.P. Inc., as general partner for and on behalf of 1832 Asset Management L.P., as manager, promoter and trustee of the Fund

ON BEHALF OF THE BOARD OF DIRECTORS OF 1832 ASSET MANAGEMENT G.P. INC., AS GENERAL PARTNER FOR AND ON BEHALF OF 1832 ASSET MANAGEMENT L.P., AS MANAGER, PROMOTER AND TRUSTEE OF THE FUND

(signed) "John Pereira"

John Pereira

Director

(signed) "Jim Morris"

Jim Morris

Director

CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR OF THE FUND

September 22, 2023

To the best of our knowledge, information and belief, this Amendment No. 2 dated September 22, 2023, together with Amendment No. 1 dated July 7, 2023 and the simplified prospectus dated May 31, 2023, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

(signed) "Alex Besharat"

Alex Besharat

Director

Scotia Capital Inc., as principal distributor
of the Fund