

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

AMENDMENT NO. 3

**Dated October 10, 2023
to the Simplified Prospectus dated May 31, 2023
as amended by Amendment No. 1 dated July 7, 2023 and
Amendment No. 2 dated September 22, 2023
of**

Scotia Aria Conservative Build Portfolio, Premium Series, Series F, Series FT and Series T units
Scotia Aria Moderate Build Portfolio, Premium Series, Series F, Series FT and Series T units
Scotia Aria Progressive Build Portfolio, Premium Series, Series F, Series FT and Series T units
Scotia Aria Equity Build Portfolio, Premium Series, Series F, Series FT and Series T units

(each a “**Fund**”, and collectively the “**Funds**”)

This Amendment No. 3 dated October 10, 2023 to the simplified prospectus dated May 31, 2023, as amended by Amendment No. 1 dated July 7, 2023 and Amendment No. 2 dated September 22, 2023 (the “**Simplified Prospectus**”) relating to the offering of the Funds, provides certain additional information relating to the Funds and the Simplified Prospectus should be read subject to this information. All capitalized terms have the same meaning as set forth in the Simplified Prospectus, unless otherwise specifically defined in this Amendment No. 3.

Summary

Mergers

On June 28, 2023, 1832 Asset Management L.P. (the “**Manager**”), the manager of the Funds, announced a proposal to merge (each, a “**Merger**”, and collectively, the “**Mergers**”), subject to obtaining unitholder approval, each of the following mutual funds (each, a “**Terminating Fund**”) into the corresponding mutual funds (each, a “**Continuing Fund**”):

Terminating Funds		Continuing Funds
Scotia Aria Conservative Defend Portfolio	to merge into	Scotia Aria Conservative Build Portfolio
Scotia Aria Conservative Pay Portfolio		
Scotia Aria Moderate Defend Portfolio	to merge into	Scotia Aria Moderate Build Portfolio
Scotia Aria Moderate Pay Portfolio		
Scotia Aria Progressive Defend Portfolio	to merge into	Scotia Aria Progressive Build Portfolio
Scotia Aria Progressive Pay Portfolio		
Scotia Aria Equity Defend Portfolio	to merge into	Scotia Aria Equity Build Portfolio
Scotia Aria Equity Pay Portfolio		

Following special meetings of unitholders of the Funds held on September 15, 2023, each Merger was approved. The Simplified Prospectus is being amended to reflect certain fee reductions, name changes and series names changes for the Funds.

Amendments

The Simplified Prospectus is amended as follows:

Name Changes for each Fund

The following changes are effective October 20, 2023.

1. Throughout the Simplified Prospectus, each reference to “Scotia Aria Portfolios” is hereby removed and replaced by “Scotia Essentials Portfolios”.
2. Throughout the Simplified Prospectus, each reference to “Scotia Aria Conservative Build Portfolio” is hereby removed and replaced by “Scotia Essentials Income Portfolio (formerly, Scotia Aria Conservative Build Portfolio)”.
3. Throughout the Simplified Prospectus, each reference to “Scotia Aria Moderate Build Portfolio” is hereby removed and replaced by “Scotia Essentials Balanced Portfolio (formerly, Scotia Aria Moderate Build Portfolio)”.
4. Throughout the Simplified Prospectus, each reference to “Scotia Aria Progressive Build Portfolio” is hereby removed and replaced by “Scotia Essentials Growth Portfolio (formerly, Scotia Aria Progressive Build Portfolio)”.
5. Throughout the Simplified Prospectus, each reference to “Scotia Aria Equity Build Portfolio” is hereby removed and replaced by “Scotia Essentials Maximum Growth Portfolio (formerly, Scotia Aria Equity Build Portfolio)”.
6. On page 292 of the Simplified Prospectus, the table under the heading “Scotia Aria Conservative Build Portfolio – Name, formation and history of the Fund” is hereby amended to add the following:

Former names	Scotia Aria Conservative Build Portfolio
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7. On page 301 of the Simplified Prospectus, the table under the heading “Scotia Aria Moderate Build Portfolio – Name, formation and history of the Fund” is hereby amended to add the following:

Former names	Scotia Aria Moderate Build Portfolio
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8. On page 310 of the Simplified Prospectus, the table under the heading “Scotia Aria Progressive Build Portfolio – Name, formation and history of the Fund” is hereby amended to add the following:

Former names	Scotia Aria Progressive Build Portfolio
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9. On page 319 of the Simplified Prospectus, the table under the heading “Scotia Aria Equity Build Portfolio – Name, formation and history of the Fund” is hereby amended to add the following:

Former names	Scotia Aria Equity Build Portfolio
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Name Change to the Premium Series for each Fund

The following change is effective October 20, 2023.

1. Throughout the Simplified Prospectus, each reference to “Premium Series” is hereby removed and replaced by “Series A” for each Fund.

Fee Reductions for each Fund

The following change is effective October 13, 2023.

1. The tables under the heading “Fees and Expenses – Fees and Expenses Payable by the Funds – Operating Expenses” in the Simplified Prospectus are hereby amended to reduce the fixed administration fee applicable to each series of each Fund from 0.10% to 0.05%.

PURCHASER’S 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, 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 FUNDS AND THE MANAGER AND PROMOTER OF THE FUNDS

October 10, 2023

This Amendment No. 3 dated October 10, 2023, together with the simplified prospectus dated May 31, 2023, as amended by Amendment No. 1 dated July 7, 2023 and Amendment No. 2 dated September 22, 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 Funds

(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 Funds

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 FUNDS

(signed) "John Pereira"

John Pereira

Director

(signed) "Jim Morris"

Jim Morris

Director

CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR OF THE FUNDS

October 10, 2023

To the best of our knowledge, information and belief, this Amendment No. 3 dated October 10, 2023, together with the simplified prospectus dated May 31, 2023, as amended by Amendment No. 1 dated July 7, 2023 and Amendment No. 2 dated September 22, 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) "Anil Mohan"

Anil Mohan

Director

Scotia Securities Inc., as principal
distributor of the Funds