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

The Funds and securities they offer under this simplified prospectus are not registered with the U.S. Securities and Exchange Commission. Securities of the Funds may be offered and sold in the United States only in reliance on exemption from registration.

ScotiaFunds®

Simplified Prospectus

February 5, 2024

Scotia Wealth Canadian Bond Pool (Series I, Series K and Series M units)
Scotia Wealth Fundamental International Equity Pool (Series I, Series K and Series M units)
Scotia Wealth Quantitative Canadian Small Cap Equity Pool (Series I, Series KM and Series M units)
Scotia Wealth Quantitative Global Small Cap Equity Pool (Series I, Series KM and Series M units)

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

Units of Funds offered under this simplified prospectus are not registered with the U.S. Securities and Exchange Commission. Units of the Funds may be offered and sold in the United States only in reliance on exemptions from registration.

Table of Contents

In this document, unless the context requires otherwise,

Board of Directors means the board of directors of 1832 Asset Management G.P. Inc.;

Fund means a Fund that is listed in this simplified prospectus and where the context requires, refers to ScotiaFunds;

Manager, 1832 LP, we, us, and *our* refer to 1832 Asset Management L.P.;

NAV and NAV per unit – means the net asset value of the Fund and the net asset value per unit, as described under *Calculation of Net Asset Value.*

Scotiabank includes The Bank of Nova Scotia (Scotiabank®) and its affiliates, including The Bank of Nova Scotia Trust Company (Scotiatrust®), 1832 Asset Management L.P., Scotia Securities Inc. and Scotia Capital Inc. (including ScotiaMcLeod® and Scotia iTRADE®, each a division of Scotia Capital Inc.);

ScotiaFunds refers to all of our mutual funds and the series thereof offered under this simplified prospectus and all other Scotia mutual funds offered under separate simplified prospectuses under the ScotiaFunds®, Scotia Wealth Pools and Pinnacle Portfolios brands;

SIP means the ScotiaMcLeod Investment Portfolios, a managed account program that investors may be permitted to participate in through ScotiaMcLeod advisors, as described under Purchases, Switches and Redemptions;

Tax Act means the *Income Tax Act* (Canada);

Trustee refers to 1832 Asset Management L.P.;

underlying fund refers to an investment fund (either a ScotiaFund or other investment fund) in which a Fund invests;

units refers to units of a Fund;

unitholder refers to unitholders of a Fund; and

Valuation Date has the meaning ascribed to it under *Calculation of Net Asset Value*.

Introduction

This simplified prospectus contains selected important information to help you make an informed investment decision about the Funds and to understand your rights as an investor. It is divided into two parts. The first part, from pages 2 to 42, contains general information that applies to all of the Funds. The second part, from pages 43 to 78, contains specific information about each of the Funds described in this document.

Additional information about each Fund is available in its most recently filed Fund Facts, its most recently filed annual financial statements and interim financial reports and its most recently filed annual and interim management reports of fund performance. These documents are incorporated by reference into this simplified prospectus. That means they legally form part of this simplified prospectus just as if they were printed in it.

You can get a copy of the Funds' most recently filed Fund Facts, financial statements and management reports of fund performance at no charge by calling 1-800-268-9269 (416-750-3863 in Toronto) for English, or 1-800-387-5004 for French, or by requesting them from your dealer.

These documents are available on the Funds' designated website at www.scotiafunds.com, or by contacting ScotiaFunds at fundinfo@scotiabank.com.

These documents and other information about the Funds are also available at www.sedarplus.ca.

PART A: General Information

RESPONSIBILITY FOR MUTUAL FUND ADMINISTRATION

Manager

1832 Asset Management L.P. is the manager of the Funds. The head office of the Manager is located at 40 Temperance Street, 16th Floor, Toronto, Ontario, M5H 0B4. The phone number for the Manager is 1-800-268-9269 (or 416-750-3863 in Toronto) for English, or 1-800-387-5004 for French, the e-mail address is fundinfo@scotiabank.com and the website address is www.scotiafunds.com.

As manager, we are responsible for the overall business and operations of the Funds. This includes:

- providing for or arranging for portfolio advisory services, including all decisions as to the purchase and sale of portfolio securities and as to the execution of all portfolio transactions;

- providing or arranging for administrative services, including valuation, fund accounting and unitholder records.

The general partner of the Manager, 1832 Asset Management G.P. Inc., is wholly-owned by Scotiabank.

Directors and executive officers of the general partner of the Manager

Directors are appointed to serve on the board of directors of 1832 Asset Management G.P. Inc. (the "**Board of Directors**") until such time as they retire or are removed and their successors are appointed. The directors and executive officers of 1832 Asset Management G.P. Inc. collectively have extensive experience in the analysis and understanding of the risks associated with many of the businesses underlying the securities that may comprise the Funds' investments. The Manager will draw upon this experience when necessary in analyzing potential investments for the Funds.

The names and municipalities of residence of each of the directors and executive officers of 1832 Asset Management G.P. Inc., and their current positions and offices held with 1832 Asset Management G.P. Inc. are as follows:

Name and Municipality of Residence	Positions Held with the General Partner of the Manager
John Pereira Richmond Hill, Ontario	Chairman of the Board and Director
Neal Kerr Toronto, Ontario	President and Director
Gregory Joseph Grimsby, Ontario	Chief Financial Officer

Name and Municipality of Residence	Positions Held with the General Partner of the Manager
Rosemary Chan Toronto, Ontario	Director
Raquel Costa Toronto, Ontario	Director
Todd Flick Burlington, Ontario	Director
Craig Gilchrist Toronto, Ontario	Director
Anil Mohan Thornhill, Ontario	Director
Jim Morris Caledon, Ontario	Director
Simon Mielniczuk Toronto, Ontario	Secretary

Executive officers of the Manager

The names and municipalities of residence of the executive officers of the Manager, and their current positions and offices held with the Manager are as follows:

Name and Municipality of Residence	Positions Held with the Manager
Neal Kerr Toronto, Ontario	President and Ultimate Designated Person
Gregory Joseph Grimsby, Ontario	Chief Financial Officer
Kevin Brown Milton, Ontario	Chief Compliance Officer
Simon Mielniczuk Toronto, Ontario	Secretary

Master Management Agreement

The Manager acts as the manager of the Funds pursuant to an amended and restated master management agreement dated as of August 20, 2015, as amended, restated or replaced from time to time (the "**Master Management Agreement**"). The Master Management Agreement is between the Manager, as the manager, and 1832 LP, in its capacity as trustee of the Funds, with effect for each Fund as of the date it was created.

Pursuant to the Master Management Agreement, the Manager is required to provide, or cause to be provided, portfolio management to the Funds, including all decisions as to the purchase and sale of portfolio securities and as to the execution of all portfolio transactions, and all necessary or advisable administrative services and facilities including valuation, fund accounting and unitholder records. The Master Management Agreement provides that the Manager may engage or employ any person as its agent to perform administrative functions on behalf of the Funds, and brokers or dealers in connection with the portfolio transactions of the Funds.

The Master Management Agreement may only be assigned in respect of a Fund upon consent of the other party and in compliance with all applicable laws, regulations and other restrictions of regulatory authorities in Canada, and in compliance with the provisions of the Master Declaration of Trust. No changes to the Master Management Agreement in respect of a Fund may be made without the approval of unitholders where required by applicable securities laws. Where applicable securities laws do not require unitholder approval, the provisions of the Master Management Agreement may be amended with the approval of the Trustee and the Manager.

The initial term of the Manager in respect of a Fund is five years and is automatically renewed for a further five years unless terminated in accordance with the provisions of the agreement. The Master Management Agreement may be terminated in respect of a Fund at any time by the Manager giving at least 90 days' prior notice to the Fund of such termination and by the trustee of a Fund with unitholder approval on 90 days' written notice to the Manager prior to the expiry of the term or at any time by the trustee of the Funds if bankruptcy or insolvency or other proceedings relating to the Manager are commenced and such proceedings are not stayed within 60 days.

The Manager receives, pursuant to the Master Management Agreement, management fees and, where applicable, administration fees from the Funds in respect of certain series of units of the Funds, as described in this simplified prospectus. The Funds are required to pay tax on the management fees and, where applicable, administration fees, which they pay to the Manager, as well as on most other goods and services they acquire.

Underlying fund investments

The Funds may invest in underlying funds, including mutual funds managed by us. If a securityholder meeting is called for an investment fund that is managed by us, the Manager will not vote the securities of the underlying fund. The Manager may arrange for these securities to be voted by unitholders of the applicable Fund. However, given the costs and complexity of doing so, the Manager may not arrange for a flow-through of voting rights.

Portfolio adviser

The Manager is the portfolio adviser of the Funds. The Manager provides investment advice and makes investment decisions for the Funds. The Manager also has the authority to engage the services of sub-advisers to provide any investment advisory services for the Funds. The sub-advisers for certain Funds are set out further below.

With respect to the Funds that are not sub-advised, the following table sets forth the names and titles of the person or persons at the Manager who make investment decisions for the applicable Funds, and their roles in the investment decision-making process:

Name and Title	Funds Advised	Role in investment decision-making process
Derek Amery Vice President and Senior Portfolio Manager	Scotia Wealth Canadian Bond Pool	Co-Head of the Core Fixed Income Team, responsible for day-to-day management, overall investment strategy, and portfolio management of fixed income funds.

The Manager meets with these individuals on an ongoing basis to discuss investment decisions made for the Funds and reports to the Manager's Oversight Committee.

Portfolio sub-advisers

The Manager has appointed sub-advisers for certain Funds, as set out below. Each sub-adviser provides investment advice and makes investment decisions for the applicable Fund. The Manager remains responsible for the investment advice provided by the sub-advisers. Under each of the sub-advisory agreements, the Manager is responsible for the fees paid to the portfolio sub-adviser.

Hillsdale Investment Management Inc.

Hillsdale Investment Management Inc. ("**Hillsdale**"), Toronto, Ontario, is the portfolio sub-adviser of Scotia Wealth Quantitative Canadian Small Cap Equity Pool and Scotia Wealth Quantitative Global Small Cap Equity Pool. Hillsdale is independent of the Manager.

The following table sets forth the names and titles of the person or persons who make investment decisions for such Funds:

Name and Title	Fund(s) Advised	Role in investment decision-making process
Tony Batek Senior Portfolio Manager, Co-Manager, Partner	Scotia Wealth Quantitative Global Small Cap Equity Pool	Co-manager responsible for the U.S. Small Cap Strategy.
Ted Chen Co-CIO, Senior Portfolio Manager, Co-Manager, Partner	Scotia Wealth Quantitative Global Small Cap Equity Pool	Co-manager responsible for the International Small Cap and U.S. Small Cap strategies as well as Hillsdale's investment and research activities with a focus on U.S. and Global markets.
Alexander Etsell Senior Portfolio Manager, Co-Manager, Partner	Scotia Wealth Quantitative Canadian Small Cap Equity Pool	Co-manager responsible for fundamental and quantitative research, security selection, and day-to-day management.
Christopher Guthrie President & CEO, CIO, Senior Portfolio Manager, Co-Manager, Founding Partner	Scotia Wealth Quantitative Canadian Small Cap Equity Pool Scotia Wealth Quantitative Global Small Cap Equity Pool	Co-manager responsible for fundamental and quantitative research, security selection, and day-to-day management.

Name and Title	Fund(s) Advised	Role in investment decision-making process
Alfred Sum Senior Portfolio Manager, Co-Manager, Partner	Scotia Wealth Quantitative Global Small Cap Equity Pool	Co-manager responsible for the International Small Cap strategy as well as the overall risk profile of the Global Small Cap strategy.

The sub-advisory agreement with Hillsdale may be terminated by either the Manager or the sub-adviser by giving the other party 90 days' prior written notice. The agreement is also terminable immediately upon notice if certain specified events occur, such as the bankruptcy, fraud or wilful misconduct of the sub-adviser.

Jarislowsky, Fraser Limited

Jarislowsky, Fraser Limited ("**Jarislowsky, Fraser**"), Montreal, Quebec, is the portfolio sub-adviser of Scotia Wealth Fundamental International Equity Pool. Jarislowsky, Fraser is an affiliate of the Manager.

The following table sets forth the names and titles of the person or persons who make investment decisions for such Fund:

Name and Title	Fund(s) Advised	Role in investment decision-making process
Kelly Patrick Head of Equities and Portfolio Manager, International & Global Equities	Scotia Wealth Fundamental International Equity Pool	Portfolio Manager responsible for fundamental research, security selection, and day-to-day management.

The sub-advisory agreement with Jarislowsky, Fraser may be terminated by either the Manager or the sub-adviser by giving the other party 60 days' prior written notice. The agreement is also terminable immediately upon notice if certain specified events occur, such as the bankruptcy or loss of registration of the sub-adviser.

The Manager has oversight over the sub-advisers as portfolio adviser of the Funds, but the day-to-day investment decisions are made by the sub-advisers. The Manager meets with the sub-advisers on an ongoing basis to discuss investment decisions made for the Funds and reports to the Manager's Oversight Committee.

Brokerage arrangements

The portfolio adviser or sub-adviser of a Fund, as applicable, makes decisions as to the purchase and sale of securities and other assets of the Fund, as well as decisions regarding the execution of portfolio transactions of the Fund, including the selection of market, broker and the negotiation of commissions. In effecting these portfolio transactions, the portfolio adviser or sub-adviser may place brokerage business with numerous dealers and brokers on the basis of best execution, which includes a number of considerations such as price, volume, speed and certainty of execution, and total transaction cost. The portfolio adviser and sub-advisers have policies in place regarding best execution and the selection of brokers.

The portfolio adviser or sub-adviser, as applicable, uses the same criteria in selecting all of its dealers and brokers, regardless of whether the dealer or broker is an affiliate of the Manager. In certain circumstances, the portfolio adviser or sub-adviser may receive goods or services from dealers or brokers in exchange for directing brokerage transactions to such dealers or brokers. These types of goods and services include research goods and services ("**research goods and services**") and order execution goods and services ("**order execution goods and services**").

The portfolio adviser currently has in place brokerage arrangements with its affiliate, Scotia Capital Inc.

The portfolio adviser or sub-advisers may receive research goods and services including: (i) advice as to the value of securities and the advisability of effecting transactions in securities; and (ii) analyses and reports concerning securities, issuers, industries, portfolio strategy or economic or political factors and trends that may have an impact on the value of securities.

The portfolio adviser or sub-advisers may also receive order execution goods and services, such as data analysis, software applications and data feeds. These goods and services may be provided by the executing dealer directly or by a party other than the executing dealer.

In certain instances, the portfolio adviser or sub-advisers may receive goods and services containing some elements that qualify as research goods and services and/or order execution goods and services and other elements that do not qualify as either of such permitted goods and services. These types of goods and services are considered to be mixed-use goods and services. If the portfolio adviser or sub-adviser obtains mixed-use goods and services, brokerage commissions are only used to pay for the portion that is used for investment or trading decisions or in effecting securities transactions, each on behalf of the Funds or client accounts.

With respect to the Funds that are not sub-advised, the portfolio adviser's investment management and trade execution teams decide which dealers or brokers are allocated brokerage business based on the competitiveness of the commission costs, their ability to provide best execution of trades and the range of services and quality of research received. The portfolio adviser may use research goods and services and order execution goods and services to benefit the Funds and clients other than those whose trades generated the brokerage commission. However, the portfolio adviser has policies and procedures in place such that over a reasonable period of time, all clients, including the Funds, receive fair and reasonable benefit in return for the commissions generated.

The names of any dealer or third party, who have provided research goods and services and/or order execution goods and services since the date of the last simplified prospectus, are available upon request by calling us toll-free at 1-800-268-9269 (or 416-750-3863 in Toronto) for English or 1-800-387-5004 for French, or by email at fundinfo@scotiabank.com or by writing to us at the address on the back cover of this simplified prospectus.

Principal distributor

The principal distributor markets and sells certain units of the Funds where they qualify for sale in Canada. The Manager or the principal distributor may hire participating dealers to assist in the sale of units of the Funds.

There is no principal distributor of the Series I or Series M units of the Funds.

Scotia Capital Inc.

Scotia Capital Inc. is the principal distributor of the Series K and Series KM units of the Funds.

Scotia Capital Inc. has its address at 40 Temperance Street, 5th Floor, Toronto, Ontario, M5H 0B4. Scotia Capital Inc. is a wholly-owned subsidiary of Scotiabank, which is the parent company of the Manager.

The master distribution agreement is between Scotia Capital Inc. and the Manager on behalf of each Fund in respect of the Series K and Series KM units of the Funds, with effect for each such Fund as of the date the Fund or applicable series was created. The master distribution agreement may be terminated at any time on 60 days' notice by either party to the other party.

Trustee

The Manager is the trustee of the Funds pursuant to an amended and restated master declaration of trust dated August 20, 2015, as the same may be amended, restated or replaced from time to time (the "**Master Declaration of Trust**"). As trustee of the Funds, we control and have authority over the Funds' investments in trust for unitholders under the terms described in the Master Declaration of Trust.

The Trustee may resign with no less than 30 days' notice to the Funds' unitholders and the Manager.

The Master Declaration of Trust provides that the Trustee shall exercise its powers and authorities and discharge its duties honestly, in good faith and in the best interests of the Funds and, in connection therewith, shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, the Master Declaration of Trust contains other customary provisions limiting the liability of the Trustee and indemnifying the Trustee in respect of certain liabilities incurred by it in carrying out the Trustee's duties.

The Trustee may be removed by the Manager at any time by notice to the Trustee of not less than 30 days, provided that a successor trustee is appointed in accordance with the Master Declaration of Trust. The office of the trustee is automatically vacated in the event of the bankruptcy of the Trustee or other incapacity of the Trustee to exercise its duties.

Where the Trustee resigns, is removed or is otherwise incapable of acting, a successor trustee can be appointed by the Manager without the approval of unitholders. If the Manager fails to appoint a new trustee within 30 days, provision is made in the Master Declaration of Trust for the unitholders to appoint a successor trustee.

The Manager will not receive any fees as trustee of the Funds.

Custodian

State Street Trust Company Canada ("**State Street**"), Toronto, Ontario, is the custodian of the Funds. The custodian holds the investments of the Funds and keeps them safe to ensure that they are used only for the benefit of investors. The custodian is permitted to appoint sub-custodians on the same terms and conditions it has with the Funds under its custodian agreement. State Street Bank and Trust Company ("**SSBTC**"), Boston, Massachusetts, U.S., acts as principal sub-custodian of the Funds.

State Street and SSBTC are independent of the Manager.

The custodian agreement may be terminated by either party giving at least 90 days' prior notice to the other of such termination.

A change of custodian will, in certain events, require the prior approval of securities regulatory authorities. Where a Fund makes use of clearing corporation options, the Fund may deposit portfolio securities or cash as margin in respect of such transactions with a dealer, or in the case of over-the-counter options or forward contracts, with the other party thereto, in any such case in accordance with the policies of Canadian securities authorities. Where a Fund effects a short sale, the Fund may deposit assets as security with its custodian or dealer from whom the Fund borrowed the securities forming part of the short sale.

Auditor

The auditor of the Funds is KPMG LLP, whose principal office is located in Toronto, Ontario.

Registrar

The registrar makes arrangements to keep a record of all unitholders of the Funds, process orders and issue tax slips to unitholders.

The Manager acts as the registrar and transfer agent for Series M units of the Funds. The register of such units of the Funds is kept in Mississauga, Ontario and Montreal, Quebec. The Manager has made arrangements to have certain registrar and transfer agency functions performed by Scotiabank.

International Financial Data Services (Canada) Limited acts as registrar for the Series I, Series K and Series KM units of the Funds. The register of such units of the Funds is kept in Toronto, Ontario. International Financial Data Services (Canada) Limited is independent of the Manager.

Securities lending agent

The securities lending agent will act on behalf of the Funds in administering securities lending transactions, repurchase transactions and reverse repurchase transactions entered into by a Fund.

In the event a Fund engages in a securities lending, repurchase or reverse repurchase transaction, State Street Bank and Trust Company will be appointed as the Fund's securities lending agent. SSBTC is the principal sub-custodian of the Fund and its principal office is located in Boston, Massachusetts. SSBTC is independent of the Manager.

The agreements entered into with the securities lending agents provide that:

- collateral equal to 102% of the market value of the loaned securities will be required to be delivered in connection with a securities lending transaction;

- the aggregate market value of all securities loaned pursuant to securities lending transactions by a Fund will not exceed 50% of the net asset value of the Fund immediately after the Fund enters into the transaction;

- the Fund will indemnify and hold harmless the securities lending agent from any loss or liability (including the reasonable fees and disbursements of counsel) incurred by the securities lending agent in rendering services under the agreement or in connection with any breach of the terms of the agreement or any loan by the Fund or the Manager on behalf of the Fund, except such loss or liability which results from the security lending agent's failure to exercise the standard of care required by the agreement; and

- the agreement can be terminated by any party on five business days' written notice.

Independent review committee and fund governance

Independent review committee

The Manager has established the independent review committee (the "**IRC**") in accordance with National Instrument 81-107 *Independent Review Committee for Investment Funds* ("**NI 81-107**") with a mandate to review and provide recommendations or approval, as required, on conflict of interest matters referred to it by the Manager on behalf of a Fund. The IRC is responsible for overseeing the Manager's decisions in situations where the Manager is faced with any present or perceived conflicts of interest, all in accordance with NI 81-107.

The IRC may also approve certain mergers between a Fund and other funds, and any change of the auditor of a Fund. Subject to any corporate and securities law requirements, no unitholder approval will be obtained in such circumstances, but you will be sent a written notice at least 60 days before the effective date of any such transaction or change of auditor. In certain circumstances, unitholder approval may be required to approve certain mergers.

The IRC currently has four members, Stephen J. Griggs (Chair), Steven Donald, Heather Hunter and Jennifer L. Witterick, each of whom is independent of the Manager.

The IRC prepares and files a report to unitholders each fiscal year that describes the IRC and its activities for unitholders as well as contains a complete list of the standing instructions. These standing instructions enable the Manager to act in a particular conflict of interest matter on a continuing basis provided the Manager complies with its policies and procedures established to address that conflict of interest matter and reports periodically to the IRC on the matter. This report to the unitholders is available on the Funds' designated website at www.scotiafunds.com or, at no cost, by contacting the Manager at fundinfo@scotiabank.com.

Fund governance

The Manager, as manager of the Funds, is responsible for the day-to-day administration and management of the Funds. The Manager is the portfolio adviser for the Funds and retains portfolio sub-advisers for some of the Funds. The Manager receives regular reports from its portfolio sub-advisers regarding their compliance with applicable investment guidelines and parameters and compliance with the investment restrictions and practices of the Funds.

The Manager has established appropriate policies, procedures, practices and guidelines to ensure the proper management of the Funds including, as required by NI 81-107, policies and procedures relating to conflicts of interest. The Manager has adopted a mutual fund sales practice policy that complies with National Instrument 81-105 – *Mutual Fund Sales Practices*. The Manager has adopted a Personal Trading Policy for employees that addresses potential internal conflicts of interest in respect of the Funds. In addition, Scotiabank has adopted Guidelines for Business Conduct, which also addresses the issue of internal conflicts.

Risk management is dealt with on a number of levels. The sub-advisory agreements between the Manager and the portfolio sub-advisers specify that the Funds must comply with the investment restrictions and practices outlined in applicable securities legislation, including National Instrument 81-102 *Investment Funds* ("**NI 81-102**"), subject to any exemption granted by applicable securities authorities. The portfolio sub-advisers have established policies and guidelines relating to business practices, risk management controls and conflicts of interest. In addition, each portfolio sub-adviser has its own code of ethics that addresses such things as personal trading by employees.

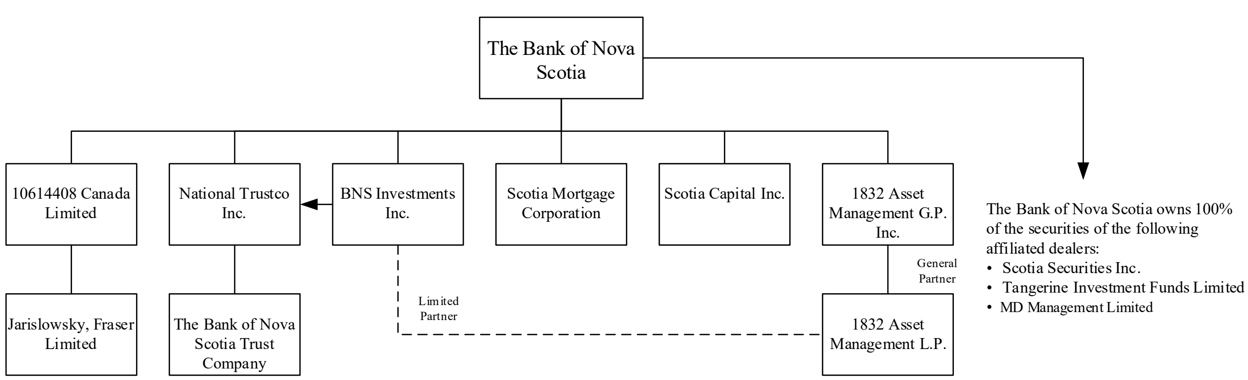
The Funds have a Trade Management Oversight Committee that is responsible for, among other things, the oversight of policies and procedures related to liquidity risk management. This committee is comprised of at least one member who is independent of portfolio management, in addition to representatives from the fund manager, the portfolio manager, investment risk, compliance, and operations, each of whom has relevant subject matter expertise. Liquidity risk management is part of the Funds' broader risk management process which includes documented internal policies and procedures pertaining to the measurement, monitoring, mitigation and reporting of risks within the Funds.

The Manager's ESG Investment Committee, among other things, supports the consideration of environmental, social and governance ("**ESG**") factors, evaluates ESG-related policies and guidelines, recommends ongoing ESG improvements to investment teams and maintains ESG-related risk reporting.

Affiliated entities

The only affiliated entities that provide services to the Funds and to the Manager in connection with the Funds are Jarislowsky, Fraser Limited, Scotiabank, Scotia Capital Inc. and The Bank of Nova Scotia Trust Company. The amount of fees received from a Fund by these entities each year is disclosed in the Fund's audited annual financial statements.

The following diagram shows the affiliate relationships between the Manager and these entities:



Dealer-manager disclosure

The Funds are considered to be "dealer managed investment funds" as defined in NI 81-102, and follow the restrictions applicable to dealer managed investment funds, including section 4.1 of NI 81-102.

Generally, the Funds are prohibited from investing in securities in respect of which an entity related to the portfolio manager, such as Scotia Capital Inc., acts or has acted as an underwriter during the distribution of securities and for the 60 days after the distribution. A Fund is, however, permitted to purchase debt and equity securities in respect of which a related party has acted as underwriter if certain conditions in NI 81-102 and/or exemptions therefrom are met.

Policies and practices

The Manager has policies and practices in place in order to comply with applicable securities legislation, regulations and rules, including rules on sales practices.

Derivatives risk management

The Funds may use derivatives from time to time as described in this simplified prospectus. The Funds will only use derivatives as permitted by securities regulations. Any use of derivatives by the Funds is governed by the Manager's own policies and procedures relating to derivatives trading. These policies and procedures are prepared and reviewed by the Derivatives Review Committee, which is a sub-committee of the Trade Management Oversight Committee of the Manager. The decision as to the use of derivatives is made by senior portfolio managers of the Manager in accordance with our compliance procedures and risk control measures. If permitted by applicable securities legislation, the Funds may enter into over-the-counter bilateral derivative transactions with counterparties that are related to the Manager. The Manager monitors the risks associated with derivatives independent of the portfolio managers who advise on trading. The Manager runs regular stress test scenarios to determine how the Funds may react under specific stress conditions.

Securities lending risk management

Each Fund may enter into securities lending, repurchase and reverse repurchase transactions from time to time as described in this simplified prospectus. Pursuant to the requirements of NI 81-102, the Manager intends to manage the risks associated with securities lending, repurchase and reverse repurchase transactions by requiring that each transaction be, at a minimum, secured by investment grade securities or cash with a value of at least 102% of the market value of the securities subject to the transaction. The amount of collateral will be adjusted daily to ensure this collateral coverage is maintained at all times. All securities loans will only be with qualified borrowers. In addition, the aggregate market value of all securities loaned pursuant to securities lending transactions, together with securities sold pursuant to repurchase transactions, by a Fund will not exceed 50% of the net asset value of that Fund immediately after the Fund enters into the transaction. Each Fund will comply with all other applicable requirements of securities and tax legislation with respect to securities lending, repurchase and reverse repurchase transactions.

The Manager has appointed the custodian to act on behalf of the Funds in administering the securities lending, repurchase and reverse repurchase transactions entered into by the Funds. The Manager has written policies and procedures relating to securities lending, repurchase and reverse repurchase transactions that detail the roles and responsibilities of the Manager and the Funds' custodian acting as agent in administering these transactions. Ongoing reporting is provided to the Manager by the custodian in order for the Manager to conduct the appropriate oversight of these transactions. The creditworthiness of each qualified borrower, purchaser or seller to a transaction will be evaluated by the Manager. Any agreements, policies and procedures that are applicable to a Fund relating to such transactions will be reviewed and approved by senior management of the Manager. See *Securities Lending Agent* earlier in this document for more information.

Short selling risk management

The Funds may engage in short selling from time to time as described in this simplified prospectus. The Funds will only engage in short selling as permitted by securities regulations. The Manager has developed written policies and procedures relating to short selling (including objectives, goals and risk management procedures). Agreements, policies and procedures that are applicable to a Fund relating to short selling (including trading limits and controls) are reviewed by senior management of the Manager. The decision to effect any particular short sale is made by senior portfolio managers of the Manager and reviewed and monitored as part of the Manager's ongoing compliance procedures and risk control measures. The Manager monitors the risks associated with short selling independent of the portfolio managers who advise on trading. The Manager runs regular stress test scenarios to determine how the Funds may react under specific stress conditions.

Environmental, social and governance

The Manager's ESG Investment Committee, among other things, supports the consideration of environmental, social and governance ("ESG") factors, evaluates ESG-related policies and guidelines, recommends ongoing ESG improvements to investment teams and maintains ESG-related risk reporting.

Proxy voting policy

(i) Policies and procedures

Subject to compliance with the provisions of applicable securities legislation, the Manager, in its capacity as portfolio adviser, acting on each Fund's behalf, receives proxies from the issuers held on behalf of the Funds. In certain circumstances, the Manager may delegate the right to vote proxies to a Fund's sub-adviser as part of such sub-adviser's discretionary authority to manage the Fund's assets. Proxies provide shareholders voting rights on proposals brought forth by the issuer or other groups associated with the issuer. Proxies may include proposals such as the election of the board of directors, the approval of stock and compensation plans as well as special company events such as mergers and acquisitions.

In many cases, the issuer's management provides a voting recommendation for each proxy proposal. The Manager has retained the services of an independent firm to provide further analysis and recommendation on the proxies it receives as portfolio adviser to the Funds. The Manager assesses each proxy including the recommendations of the independent proxy provider and votes such proxies in the best interests of the Funds.

As part of the Manager's active investment management approach, it believes that it is important to engage with issuers on relevant ESG factors, which includes engagement through proxy voting. Accordingly, special or non-routine matters related to ESG issues are brought to the attention of portfolio manager(s) of the applicable Fund. Portfolio managers assess such matters within the context of their overall investment process and take appropriate action that they believe to be in the best interests of the Fund.

On occasion, the Manager or sub-adviser may abstain from voting a proxy or a specific proxy item when it is concluded that the potential benefit of voting the proxy of that issuer is outweighed by the cost of voting the proxy. In addition, the Manager will not vote proxies received for issuers of portfolio securities which are no longer held in a Fund's account. Pursuant to the requirements of securities legislation, the Manager, on behalf of a Fund, will not vote any of the securities a Fund holds in Underlying Funds managed by the Manager or any of its affiliates or associates (as such terms are defined in the *Securities Act* (Ontario)). However, the Manager, in its sole discretion, may arrange for unitholders of a Fund to vote their share of those securities of the underlying fund.

Where we delegate proxy voting responsibility in respect of the securities held by a sub-advised Fund to the Fund's sub-adviser, each third-party portfolio sub-adviser's proxy voting policies and procedures guide that portfolio sub-adviser in determining whether and how to vote on any matter for which the relevant Fund received proxy materials. We review the proxy voting policies of each third-party portfolio sub-adviser to ensure that the voting rights will be exercised in accordance with the best interests of the Fund.

(i) Conflicts of interest

Where proxy voting could give rise to a conflict of interest or perceived conflict of interest, in order to balance the interest of a Fund in voting proxies with the desire to avoid the perception of a conflict of interest, the Manager has instituted procedures to help ensure that a Fund's proxy is voted in accordance with the business judgment of the person exercising the voting rights on behalf of the Fund, uninfluenced by considerations other than the best interests of the Fund.

The procedures for voting issuers' proxies where there may be a conflict of interest include escalation of the issue to members of the IRC, all of whom are independent of the Manager, for its consideration and advice, although the responsibility for deciding how to vote a Fund's proxies and for exercising the vote remains with the Manager.

The Manager has adopted conflict of interest procedures in the event it receives a voting proxy from a related party such as Scotiabank. The Manager has referred these procedures to the IRC of the Funds. All proxies voted with respect to related parties are reported to the IRC.

(ii) Availability of proxy voting information

The proxy voting policy is available upon request and at no charge by calling 1-800-268-9269 (416-750-3863 in Toronto) for English or 1-800-387-5004 for French, by email at fundinfo@scotiabank.com or by writing to the Manager at the address on the back cover of this simplified prospectus.

The proxy voting record for each Fund for the most recent 12-month period ending June 30 of each year will be available upon request and at no cost at any time after August 31 of that year.

The proxy voting record for each Fund will also be available on the ScotiaFunds designated website at www.scotiafunds.com.

Policies on related party transactions

Each Fund may, in certain circumstances, invest in securities offerings where a related underwriter is involved or trade securities of related parties or trade with related parties.

An IRC has been established to oversee such investments, with a view to ensuring that each Fund's investment decisions are based on the best interests of the Fund and are made free from any influence by a related underwriter, related party, or associates or affiliates of the Manager. In fulfilling its responsibilities, the Manager is required to act honestly, in good faith and in the best interest of the Funds. In so doing, the Manager must exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances.

The Manager has developed written policies and procedures relating to investments by the mutual funds it manages, including the Funds, in securities involving related parties, such as Scotiabank, an affiliate of the Manager, and Scotia Capital Inc., a related underwriter to the Manager. These policies and procedures were prepared and reviewed by senior management of the Manager, and were further reviewed and approved by the IRC, including, where applicable, to ensure compliance with the conditions of exemptions in securities legislation and any exemptive relief. Subject to the oversight by the IRC, the decision by a Fund to trade securities of, or involving a related party, is made by senior portfolio managers of the Manager and reviewed and monitored as part of the Manager's ongoing compliance procedures and risk control measures.

In addition, the IRC will review and assess, at least once every calendar quarter, the adequacy and effectiveness of: (a) any standing approvals granted by it for the mutual funds managed by the Manager; and (b) the Manager's written policies and procedures to ensure compliance with applicable laws for related party transactions and the conditions of exemptions in securities legislation and any exemptive relief.

Remuneration of directors, officers and trustees

The management functions of the Funds are carried out by employees of the Manager. The Funds do not have employees.

The Trustee has not received any remuneration in its capacity as trustee of the Funds.

Independent review committee compensation

The compensation and other reasonable expenses of the IRC will be paid out of the assets of the Funds as well as out of the assets of the other investment funds for which the IRC may act as the independent review committee. The main component of compensation is an annual retainer fee. The chair of the IRC is entitled to an additional fee. Expenses of the IRC may include premiums for insurance coverage, travel expenses and reasonable out-of-pocket expenses.

For the financial year ending December 31, 2023, each member of the IRC received the compensation and reimbursement of reasonable expenses as set out in the table below.

IRC Member	Compensation	Expenses Reimbursed
Stephen Griggs (Chair)	$77,000.00	$0
Simon Hitzig[1]	$62,000.00	$0
Heather Hunter	$62,000.00	$0
Jennifer L. Witterick	$62,000.00	$0
Steve Donald	$62,000.00	$0

[1] On October 31, 2023, Mr. Hitzig ceased to be a member of the IRC.

These fees and expenses were allocated among all the investment funds managed by the Manager for which the IRC has been appointed in a manner that, in the Manager's view, is considered fair and reasonable.

Material contracts

The material contracts that have been entered into by the Funds are described below. Copies of these agreements are available for inspection at the head office of the Manager during normal business hours.

Master Declaration of Trust

1. Amended and restated master declaration of trust dated August 20, 2015, as amended, restated or replaced from time to time. For further information, see *Trustee* above and *Name, formation and history of the Funds* below.

Master Management Agreement

2. Master Management Agreement between the Manager and the Trustee dated August 20, 2015, as amended from time to time. For further information, see *Manager* above.

Master Distribution Agreements

3. Amended and restated master distribution agreement dated June 24, 2016, between Scotia Capital Inc. and the Manager, as may be amended from time to time. For more information, see *Principal Distributor* above.

Portfolio Sub-Advisory Agreements

4. Investment Management Agreement dated November 18, 2016, between Hillsdale Investment Management Inc. and the Manager, as amended on January 26, 2024, and as may be amended from time to time. For more information, see *Portfolio Sub-Advisers* above.

5. Portfolio Management Sub-Advisory Agreement dated November 18, 2016, between Jarislowsky, Fraser Limited and the Manager, as amended on July 24, 2020, November

9, 2020, and January 26, 2024, and as may be further amended from time to time. For more information, see *Portfolio Sub-Advisers* above.

Custodian Agreements

6. Amended and restated master custodian agreement dated April 27, 2004, between State Street Trust Company Canada and the Manager, as may be amended from time to time. For more information, see *Custodian* above.

Securities Lending Authorization Agreement

7. Securities Lending Authorization Agreement dated October 1, 2015, between SSBTC and the Manager, as amended from time to time. For more information, see *Securities Lending Agent* above.

Legal proceedings

The Manager is not aware of any material litigation outstanding, threatened or pending by or against the Funds, the Manager or the Trustee.

The Manager entered into a settlement agreement with the Ontario Securities Commission (the “OSC”) on April 24, 2018 (the “Settlement Agreement”). The Settlement Agreement states that, between November 2012 and October 2017, the Manager failed to (i) comply with National Instrument 81-105 *Mutual Fund Sales Practices* (“**NI 81-105**”) by not meeting the minimum standards of conduct expected of industry participants in relation to certain sales practices; (ii) have systems of controls and supervision over sales practices sufficient to provide reasonable assurances the Manager was complying with its obligations under NI 81-105; and (iii) maintain adequate books, records and other documents to demonstrate compliance with NI 81-105. The Manager agreed to (i) pay an administrative penalty of $800,000 to the OSC; (ii) submit to a review of its sales practices, procedures and controls by an independent consultant; and (iii) pay costs of the OSC’s investigation in the amount of $150,000. Other than the foregoing, the Manager has had no disciplinary history with any securities regulator.

Designated website

Mutual funds are required to post certain regulatory disclosure documents on a designated website. The designated website of the Funds can be found at **www.scotiafunds.com**.

VALUATION OF PORTFOLIO SECURITIES

The net asset value (NAV) of a Fund must be calculated using the fair value of the Fund’s assets and liabilities.

In calculating the net asset value of a Fund or of a particular series of units of that Fund at any time:

(a) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends or distributions received (or to be received and declared to unitholders of record on a date before the date as of which the net asset value of the Fund and any series net asset value are being determined) and interest, accrued and not yet received, shall be deemed to be the full amount thereof, unless determined that any such deposit, bills, demand notes, account receivable, prepaid expenses, cash dividends received or distributions received (or receivable) or accrued interest is not worth the full face value, in which event the value thereof shall be deemed to be such value as the Manager determines to be reasonable;

(b) the value of any security which is listed on a stock exchange will be the official closing sale price or, if there is no such sale price, the average of the bid and the ask price at that time by the close of trading of the Toronto Stock Exchange, generally 4:00 p.m. (Toronto time), all as reported by any report in common use or authorized as official by the stock exchange, provided that if such official closing sale price is not within the latest available bid and ask quotations on the Valuation Date then the Manager has the discretion to determine a value which it considers to be fair and reasonable (the "**fair value**") for the security based on market quotations the Manager believes most closely reflect the fair value of the investment. The trading hours for foreign securities that trade in foreign markets may end prior to 4:00 p.m. (Toronto time) and therefore may not take into account, among other things, events that occur after the close of the foreign market. In these circumstances, the Manager may determine what it considers to be a fair value for the foreign securities which may differ from such securities' most recent closing market prices. These adjustments are intended to minimize the potential for market timing strategies which are largely focused on mutual funds with significant holdings in foreign securities;

(c) the value of the securities of any unlisted mutual fund will be the net asset value per unit or net asset value per share on the Valuation Date or, if the day is not a valuation date of the mutual fund, the net asset value per unit or net asset value per share on the most recent valuation date for the mutual fund;

(d) the value of any security which is traded on an over-the-counter market will be the closing sale price on the Valuation Date or, if there is no such sale price, the average of the bid and the ask prices at that time, all as reported by the financial press;

(e) the value of long positions and short positions in clearing corporation options is based on the mid-price and the value of long positions and short positions in debt-like securities and warrants that are traded on a stock exchange or other markets will be the closing sale price on the Valuation Date or, if there is no such sale price, the average of the bid and ask prices at that time, all as reported by any report in common use or authorized as official by the stock exchange or, if no bid or ask price is available, the last reported closing sale price of such security;

(f) the value of long positions and short positions in clearing corporation options on futures is based on the daily settlement price determined by the respective exchange (if available); if no settlement price is available, the last reported closing sale price on the Valuation Date; or, if no closing sale price is available, the last reported settlement price of such security;

(g) where a covered clearing corporation option or over-the-counter option is written by the Fund the premium received by the Fund will be reflected as a deferred credit; any difference resulting from revaluation shall be treated as an unrealized gain or loss on investment; the deferred credit shall be deducted in arriving at the net asset value of the Fund; the securities, if any, which are the subject of a written clearing corporation option or over-the-counter option will be valued in a manner listed above for listed securities in paragraph (e) above;

(h) the value of any standardized futures contract or forward contract shall be the gain or loss, if any, that would arise as a result of closing the position in the standardized futures contract or forward contract, as applicable, on the Valuation Date, unless "daily limits" are in effect, in which case fair market value shall be based on the value of the underlying interest on the Valuation Date as determined in a manner by the Manager in its discretion;

(i) over-the-counter swap contracts are valued at the amount that the Fund would receive or pay to terminate the swap, based on the current value of the underlying interest on the Valuation Date; centrally cleared swaps listed or traded on a multilateral or trade facility platform, such as a registered exchange, are valued at the daily settlement price determined by the respective exchange (if available);

(j) the value of any security or other asset for which a market quotation is not readily available or to which, in the opinion of the Manager, the above principles cannot be applied, will be its fair value on the Valuation Date determined in a manner by the Manager in its discretion; and

(k) the liabilities of a Fund include:

  (i) all bills, notes and accounts payable;

  (ii) all administrative expenses payable or accrued (including management fees and administration fees);

  (iii) all contractual obligations for the payment of money or property, including unpaid distributions or dividends;

  (iv) all allowances authorized or approved by the Trustee for taxes; and

  (v) all other liabilities of the Fund; except liabilities represented by outstanding series of units or series of shares, as applicable, of the Fund.

For the purpose of any conversion of monies from any other currency to Canadian currency or if the Fund is offered in U.S. dollars, from any other currency to U.S. dollars, the current rate of exchange as quoted to such Fund by the Fund's bankers as nearly as practicable at the time as of which the NAV is being computed is used.

The Manager has not exercised its discretion to deviate from the valuation principles described above in the last three years.

The Manager will deviate from these valuation principles in circumstances where the above methods do not, in the view of the Manager, accurately reflect the fair value of a particular security at any particular time, for example, if trading in a security was halted because of significant negative news about a company.

Differences from International Financial Reporting Standards

In accordance with National Instrument 81-106 - *Investment Fund Continuous Disclosure* ("NI 81-106"), the fair value of a portfolio security used to determine the daily price of a Fund's securities for purchases and redemptions by investors will be based on the Fund's valuation principles set out above under the heading "Valuation of Portfolio Securities and Liabilities", which comply with the requirements of NI 81-106 but differ in some respects from the requirements of International Financial Reporting Standards ("IFRS"), which are used for financial reporting purposes only.

The interim financial reports and annual financial statements of each Fund (the "Financial Statements") are required to be prepared in compliance with IFRS. The Funds' accounting policies for measuring the fair value of their investments (including derivatives) are identical to those used in measuring their net asset value for transactions with unitholders, except as disclosed below.

The fair value of a Fund's investments (including derivatives) is the price that would be received to sell an asset, or the price that would be paid to transfer a liability, in an orderly transaction between market participants as at the date of the Financial Statements (the "Reporting Date"). The fair value of a Fund's financial assets and liabilities traded in active markets (such as publicly traded derivatives and marketable securities) are based on quoted market prices at the close of trading on the Reporting Date (the "Close Price"). In contrast, for IFRS purposes, each Fund uses the Close Price for both financial assets and liabilities where that price falls within that day's bid-ask spread. If a Close Price does not fall within the bid-ask spread, the Close Price will then be adjusted by the Manager to a point within the bid-ask spread that, in the Manager's view, is most representative of fair value based on specific facts and circumstances.

As a result of this potential adjustment or other fair value adjustments the Manager may determine and considers to be fair and reasonable for the security, the fair value of the financial assets and liabilities of a Fund determined under IFRS may differ from the values used to calculate the net asset value of that Fund.

The Notes to the Financial Statements of the Fund will include a reconciliation of the differences between the net asset value calculated based on IFRS and NI 81-106, if applicable.

CALCULATION OF NET ASSET VALUE

How much a Fund is worth is called its net asset value ("**NAV**"). When a Fund calculates its NAV, it determines the market value of all of its assets and subtracts all of its liabilities. Separate NAVs are calculated for each series of a Fund at the end of each day based on each series' share of the Fund's NAV as determined in accordance with the Master Declaration of Trust. The series NAV per unit ("**NAV per unit**") is calculated daily by dividing (i) the current market value of the proportionate share of the assets allocated to the series, less the liabilities of the series and the proportionate share of the common expenses allocated to the series, by (ii) the total number of units of that series outstanding at such time. A unit's NAV is very important because it is the basis on which units of a Fund are purchased and redeemed. The series NAV per unit of a Fund varies from day to day.

Each Fund calculates the NAV per unit per series at the close of business on each Valuation Date. Every day that the Toronto Stock Exchange is open for trading or each other day required for tax, accounting or distribution purposes of each year is a "**Valuation Date**". In unusual circumstances, calculation of the NAV per unit may be suspended, subject to obtaining any necessary regulatory approval.

The NAV and NAV per unit of all series of the Funds are available at no cost, by contacting the Manager at fundinfo@scotiabank.com.

PURCHASES, SWITCHES AND REDEMPTIONS

The Funds are "no-load". That means you can buy, switch or sell units of the Funds through certain dealers without paying a sales charge. Selling your units is also known as redeeming.

How to place orders

You can open an account and buy, switch or sell the Funds through registered brokers and dealers, subject to any specific rules such brokers or dealers may have.

Series K, Series KM and Series M units are only available through specific programs.

See *About the series of units* for more information.

Your broker or dealer may charge you a fee for its services in relation to placing orders. Please contact them for more information.

Brokers and dealers must send orders to us on the same day that they receive completed orders from investors.

All transactions are based on the price of a Fund's units – or its NAV per unit. All orders are processed using the next NAV per unit calculated after the Fund receives the order.

We usually calculate the NAV per unit of each series of each Fund following the close of trading on the Toronto Stock Exchange (the "**TSX**") on each day that the TSX is open for trading, as described under *Calculation of Net Asset Value* above. In unusual circumstances, we may suspend the calculation of the NAV per unit, subject to any necessary regulatory approval.

All of the Funds are valued in Canadian dollars.

About the series of units

The Funds offer a number of series of units. Each unit of a series represents an equal, undivided interest in the portion of a Fund's net assets attributable to that series. Expenses of each series are tracked separately, and a separate unit price is calculated for each series. The series have different management fees and/or distribution policies and are intended for different investors.

Certain series of the Funds are only available to investors who participate in particular investment programs. The required minimum investment for a series may differ for individual Funds. Units of the Funds are non-transferable except with the written consent of the Manager for the sole purpose of granting a security interest therein. Further, the Manager may reclassify the units you hold in one series into the units of another series of the same Fund provided your pecuniary interest is not adversely affected by such reclassification.

With respect to the Funds:

- Series I units are generally only available to mutual funds or managed asset programs managed by the Manager.
- Series K or Series KM units are only available for purchase through the ScotiaMcLeod Investment Portfolios (“**SIP**”), a managed account program that investors may be permitted to participate in through ScotiaMcLeod advisors, or as otherwise permitted by the Manager. Series K or Series KM units are only available in the multi-manager mandates or optimized portfolios offered as part of the SIP program and are not available for purchase as single funds.
- Series M units are available to investors who have signed a discretionary investment management agreement with 1832 Asset Management L.P. in connection with its Private Investment Counsel service.

How to buy the funds

Minimum investments

The minimum initial investment amount in Series I units of a Fund is generally $1,000,000. There is no minimum amount for subsequent investments.

The minimum initial investment amount in Series K, Series KM and Series M units of a Fund is $500. There is no minimum amount for subsequent investments.

We may change the minimum investment amounts for initial and subsequent investments in a Fund at any time, from time to time, and on a case by case basis, subject to applicable securities laws. If you buy, sell or switch units through brokers or dealers other than Scotia Securities Inc. or ScotiaMcLeod, you may be subject to higher minimum initial or additional investment amounts.

For all series of units, we can redeem or, if applicable, reclassify your units if the value of your investment in any Fund drops below the minimum initial investment. We will give you 30 days’ written notice before selling or reclassifying your units.

More about buying

- Purchase orders received by the Manager by the close of trading of the Toronto Stock Exchange generally 4:00 p.m. (Toronto time), on a Valuation Date will be effective on that day. Orders received after that time will be effective on the next Valuation Date.
- We can reject all or part of your order within one business day of the Fund receiving it. If we reject your order, we will immediately return any money received, without interest.
- We may reject your order if you have made several purchases and sales of a Fund within a short period of time, usually 30 calendar days. See *Short-term trading* for details.
- You have to pay for your units when you buy them. If we do not receive payment for your purchase within two business days after the purchase price is determined, we will sell your units on the next business day. Subject to the implementation of proposed changes to the timeframe for the settlement of securities in Canada, effective May 27, 2024, payment for

securities of a Fund will need to be received within one business day after the purchase price is determined. If the proceeds from the sale are more than the cost of buying the units, the Fund will keep the difference. If the proceeds are less than the cost of buying the units, we must pay the shortfall. We may collect the shortfall and any related costs from the dealer or broker who placed the order, or from you, if you placed the order directly with us. If you use a dealer or broker to place the order then your dealer or broker may make provision in its arrangements with you that it will be entitled to reimbursement from you of the shortfall together with any additional costs and expenses suffered by it in connection with a failed settlement of a purchase of units of a Fund caused by you.

- Your broker, dealer or we will send you a confirmation of your purchase once your order is processed. If you buy units through pre-authorized contributions, you will receive a confirmation only for the initial investment and when you change the amount of your regular investment.

How to switch funds

A switch involves moving money from the Fund to another ScotiaFund. Generally, a switch may be an order to sell and buy or to convert your securities. You can switch from one ScotiaFund to another ScotiaFund managed by the Manager and offered under the ScotiaFunds brand, including the Funds described in this simplified prospectus, as long as you are eligible to hold the particular series of the ScotiaFund into which you switch. These types of switches will be considered a disposition for tax purposes and accordingly, you may realize a capital gain or loss. We describe these kinds of switches and the tax consequences further below.

The steps to buying and selling a ScotiaFund also apply to switches. When we receive your order, we will sell or convert your securities from the first fund and then use the proceeds to buy securities of the second fund. A Fund may also charge you a short term or frequent trading fee if you switch your securities within 30 days of buying them. See *Short term trading* for details.

Switches and reclassifications

Switching between Funds

You can switch a series of units of one Fund for the same or a different series of units of another Fund as long as you are eligible to hold such series of the other Fund. When you switch units between Funds the value of your investment will not change, but the number of units you hold will change. This is because each series of units of each Fund has a different unit price. Your dealer may charge you a fee to switch your units. A switch from a series of units of one Fund for the same or a different series of units of another Fund will generally be considered a disposition for tax purposes and accordingly, you will realize a capital gain or capital loss.

Reclassifying between series of units of a Fund

You can reclassify your units of one series of a Fund to another series of units of the same Fund, as long as you are eligible to hold that series. If you reclassify units of one series of a Fund to another series, the value of your investment won’t change, but the number of units you hold will change. This is because each series has a different unit price. Your dealer may charge you a fee to reclassify your units. In general, reclassifying units from one series to another series of the same Fund is not a disposition for tax purposes.

More about switching

- The rules for buying and selling units also apply to switches.
- You can switch between Funds valued in the same currency.
- If you hold your units in a non-registered account, you are likely to realize a capital gain or loss. Capital gains are taxable.
- Your broker, dealer or we will send you a confirmation once your order is processed.

How to sell your units

In general, your instructions to sell must be in writing, and your bank, trust company, broker or dealer must guarantee your signature. We may also require other proof of signing authority.

We will send your payment to your broker or dealer within two business days, or, subject to the implementation of proposed changes to the timeframe for the settlement of securities in Canada, effective May 27, 2024, one business day, of receiving your properly completed order. If you sell your units within 30 calendar days of buying them, you may have to pay a short-term trading fee. See *Short-term trading* for details.

You can also sell units on a regular basis by setting up an automatic withdrawal plan. See *Optional services* for details.

We may unilaterally redeem your units under certain circumstances.

More about selling

- Redemption requests received by the Manager prior to the close of trading of the Toronto Stock Exchange, generally 4:00 p.m. (Toronto time) on a Valuation Date will be effective on that day. Redemption requests received after that time will be effective on the next Valuation Date.
- You must provide all required documents within 10 business days of the day the redemption price is determined. If you do not, we will buy back the units as of the close of business on the 10th business day. If the cost of buying the units is less than the sale proceeds, the Fund will keep the difference. If the cost of buying the units is more than the sale proceeds, we must pay the shortfall. We can collect the shortfall and any related costs from the broker or dealer who placed the order, or from you, if you placed the order directly with us. If you used a dealer or broker to place the order then your dealer or broker may make provision in its arrangements with you that it will be entitled to reimbursement from you of the shortfall together with any additional costs and expenses suffered by it in connection with a failed redemption of units of a Fund caused by you.
- Sell orders placed for a corporation, trust, partnership, agent, fiduciary, surviving joint owner or estate must be accompanied by the required documents with proof of signing authority. The sell order will be effective only when the Manager, on behalf of the Funds, receives all required documents, properly completed.

- If you hold your units in a non-registered account, you will experience a taxable disposition which for most unitholders is expected to result in a capital gain or loss.

- Your broker, dealer or we will send you a confirmation once your order is processed. If you sell units through the automatic withdrawal plan, you will receive a confirmation only for the first withdrawal.

Suspending your right to buy, switch and sell units

Securities regulations allow us to temporarily suspend your right to sell your units of a Fund and postpone payment of your sale proceeds:

- during any period when normal trading is suspended on any exchange on which securities or derivatives that make up more than 50% by value or underlying market exposure of the total assets of the Fund without allowance for liabilities are traded and there is no other exchange where these securities or derivatives are traded that represents a reasonably practical alternative for the Fund, or

- with the approval of securities regulators.

We may also suspend your right to sell your units and postpone payment of your sale proceeds if the Fund in which you are invested is invested in an underlying fund and such underlying fund suspends the Fund's right to redeem its investment.

We will not accept orders to buy units of a Fund during any period when we've suspended investors' rights to sell their units.

You may withdraw your sell order before the end of the suspension period. Otherwise, we will sell your units at the NAV per unit next calculated when the suspension period ends.

Short-term trading

Short-term trading activities in the Funds may adversely affect unitholders. Short-term trading has the potential to increase costs associated with the administration of the Funds and potentially poses challenges to portfolio managers in generating optimum returns through long-term portfolio investments.

The Manager has in place procedures to identify and deter inappropriate short-term trading and may alter these procedures from time to time, without notice. The Manager reviews, at the time an order is received and processed for an account, redemptions (including switches) of a Fund to determine whether one or more redemptions and/or switches are made within 30 calendar days of purchasing the securities. Such trades are considered short-term trades.

The Manager will take such action as it considers appropriate to deter excessive or inappropriate short-term trading activities. Such action may, in the Manager's sole discretion, include the issuance of a warning letter, the charging of a short-term trading fee on behalf of the Fund of 1% of the net asset value of the series of units redeemed or switched and/or the rejection of future purchase or switch orders where frequent short-term trading activity is detected in an account or group of accounts, as appropriate.

Any short-term trading fee is in addition to any other trading fees to which you would otherwise be subject under this simplified prospectus. See *Fees and Expenses – Fees and expenses payable directly by you* for more information.

The short-term trading fee will not be applied in circumstances which do not involve inappropriate trading activity, including redemptions, switches or reclassifications:

- in respect of Series K, Series KM and Series M units;
- that are carried out to accommodate payment of fees;
- that are part of an automatic rebalancing service provided by the Manager;
- involving securities from one series of a Fund to another series of the same Fund (reclassification);
- not exceeding a certain dollar amount, as determined by the Manager from time to time;
- as part of trade corrections or any other action initiated by the Manager or the applicable portfolio adviser;
- that are transfers of units of one Fund between two accounts belonging to the same unitholder;
- that are regularly scheduled RRIF or LIF payments;
- that are regularly scheduled automatic withdrawal plan payments; and
- in respect of securities that are purchased through the automatic reinvestment of distributions or dividends.

If securities regulations mandate the adoption of specified policies relating to short-term trading, the Funds will adopt such policies if and when implemented by the securities regulators. If required, these policies will be adopted without amendment to this simplified prospectus and without notice to you, unless otherwise required by such regulations.

OPTIONAL SERVICES

This section tells you about the accounts, plans and services that are available to investors in the ScotiaFunds. Call us at 1-800-268-9269 (416-750-3863 in Toronto) for English, or 1-800-387-5004 for French, or contact your broker or dealer for full details and application forms.

Pre-authorized contributions

Following your initial investment, you can make regular pre-authorized contributions ("**PAC**") to the Funds you choose using automatic transfers from your bank account at any Canadian financial institution.

More about pre-authorized contributions

- Pre-authorized contributions are available for non-registered accounts, RRSPs, RESPs, RDSPs and TFSAs. See *How to buy the Funds - Minimum investments* for more details.

- You can choose to invest on a regular basis, such as weekly, bi-weekly, semi-monthly, monthly, bi-monthly, quarterly, semi-annually or annually.

- We will automatically transfer the money from your bank account to the Funds you choose.

- You can change how much you invest and how often you invest, or cancel the plan at any time by contacting your registered investment professional or broker or dealer.

- We can change or cancel the plan at any time.

- If you make purchases using pre-authorized contributions, you will receive Fund Facts for the Fund you have invested in only after your initial purchase unless you request that Fund Facts also be provided to you after each subsequent purchase. If you would like to receive Fund Facts for subsequent purchases, please contact your broker or dealer. The current Fund Facts may be found at www.sedarplus.ca or at www.scotiafunds.com. Although you do not have a statutory right to withdraw from a subsequent purchase of mutual fund units made under a pre-authorized contribution (as that right only exists with respect to initial purchases under a pre-authorized contribution), you will continue to have a right of action for damages or rescission in the event the Fund Facts (or the documents incorporated by reference into the simplified prospectus) contains a misrepresentation, whether or not you request Fund Facts for subsequent purchases.

- Pre-authorized contributions are not available for Series M units of the Funds.

Automatic withdrawal plan

If the value of your investments in a Fund is at least equal to the minimum initial investment amount listed under *How to buy the Funds - Minimum investments*, you may open an automatic withdrawal plan under which you can receive regular cash payments from your Funds. There are no minimum withdrawal amounts set by the Manager; however, minimum withdrawal amounts or a minimum balance amount to start the plan may be set by your broker or dealer.

More about the automatic withdrawal plan

- The automatic withdrawal plan is generally only available for non-registered accounts.

- You can choose to receive payments on a regular basis, such as monthly, quarterly, semi-annually or annually.

- We will automatically sell the necessary number of units to make payments to your broker or dealer.

- If you hold your units in a non-registered account, you may realize a capital gain or loss. Capital gains are taxable.

- You can change the Funds and the amount or frequency of your payments, or cancel the plan by contacting your registered investment professional or broker or dealer.

- We can change or cancel the plan, or waive the minimum amounts at any time.

- The automatic withdrawal plan is not available for Series M units of the Funds.

If you withdraw more money than your fund securities are earning, you will eventually use up your investment.

Registered Plans

Registered plans, including registered retirement savings plans ("RRSPs"), locked-in retirement accounts, registered retirement income funds ("RRIFs"), registered education savings plans ("RESPs"), deferred profit sharing plans, registered disability savings plans ("RDSPs"), life income funds ("LIFs"), locked-in retirement income funds ("LRIFs"), locked-in retirement savings plans ("LRSPs"), prescribed registered retirement income funds ("PRIFs"), first home savings accounts ("FHSAs") and tax-free savings accounts ("TFSAs") (collectively, the "**Registered Plans**") may be available from your dealer or advisor. You may be able to make lump-sum investments or set up a regular investment plan using pre-authorized contributions with your dealer or advisor.

You are urged to consult your own tax advisor for full particulars of the tax implications of establishing, amending and terminating Registered Plans under the Tax Act and applicable provincial tax laws. It is your responsibility as an annuitant or holder of a Registered Plan to determine the consequences to you under relevant income tax laws. The Funds assume no liability as a result of Registered Plans being made available.

FEES AND EXPENSES

This section describes the fees and expenses you may have to pay if you invest in the Funds. You may have to pay some of these fees and expenses directly. The Funds may have to pay some of these fees and expenses, which may reduce the value of your investment. The Funds are required to pay goods and services tax ("**GST**") or harmonized sales tax ("**HST**") on management fees and, as applicable, (i) operating expenses or (ii) fixed administration fees (as defined below) and fund costs (as defined below), in respect of each series of units, based on the residence for tax purposes of the investors of the particular series of units. GST is currently charged at a rate of 5% and HST is currently charged at a rate of between 13% and 15% depending on the province. Changes in HST rates, the adoption of HST by additional provinces, the repeal of HST by HST-participating provinces and changes in the residence of the Fund investors may affect the amount of HST paid by the Funds each year.

The Manager is not required to seek unitholder approval for the introduction of, or a change in the basis of calculating, a fee or expense that is charged to a Fund or charged directly to unitholders of the Fund in a way that could result in an increase in charges to unitholders provided any such introduction, or change, will only be made if notice is sent to unitholders at least 60 days before the effective date of the change.

Fees and expenses payable by the Funds

Management fees	The management fees cover the costs of managing the Funds, arranging for investment analysis, recommendations and investment decision making for

the Funds, arranging for distribution of the Funds, marketing and promotion of the Funds and providing or arranging for other services.

Each Fund pays us a management fee with respect to each series of units, other than Series I and Series K units, for providing general management services. The fee is calculated and accrued daily and paid monthly.

Series I

No management fees are charged by the Manager in respect of the Series I units of a Fund.

Series K

No management fees are payable directly by a Fund in respect of Series K units. However, a portion of the SIP program fee is paid to the Manager. Please see *Fees and Expenses Payable Directly by You – Service/Program Fees* below.

The Manager, in its sole discretion, may waive or absorb a portion of a series' management fee. Such waivers or absorptions may be terminated at any time without notice.

The rate of the management fee (not including applicable GST/HST), which is a percentage of the net asset value of each series of the Funds are as follows:

Fund	**Annual management fee (%)**
Series KM units	
Scotia Wealth Quantitative Canadian Small Cap Equity Pool	0.20%
Scotia Wealth Quantitative Global Small Cap Equity Pool	0.20%
Series M units	
Scotia Wealth Canadian Bond Pool	0.07%
Scotia Wealth Fundamental International Equity Pool	0.16%
Scotia Wealth Quantitative Canadian Small Cap Equity Pool	0.20%
Scotia Wealth Quantitative Global Small Cap Equity Pool	0.20%

Underlying fund fees and expenses

There are fees and expenses payable by the underlying funds whose securities are held by a Fund, in addition to the fees and expenses directly payable by the Fund. A Fund indirectly bears its share of such fees and expenses. Certain underlying funds held by a Fund may pay performance fees, including performance fees to the Manager.

The fees and expenses of the underlying funds may be higher than the fees and expenses payable by a Fund. However, neither management fees nor performance fees will be paid to the manager of an underlying fund by a Fund which, to a reasonable investor, would duplicate a fee payable by the underlying fund for the same service.

No sales charges or redemption fees are payable by a Fund in relation to its purchases or redemptions of securities of the underlying funds that are managed by us or any of our affiliates or associates or that, to a reasonable person, would duplicate a fee payable by unitholders of the Fund.

Management fee distributions

In order to encourage very large investments in a Fund and to achieve effective management fees that are competitive for these large investments, the Manager may agree to waive a portion of the management fee that it would otherwise be entitled to receive from a fund or a unitholder with respect to a unitholder's investment in the Fund. An amount equal to the amount so waived may be distributed or paid to such unitholder by the Fund or the Manager, as applicable (a "**Management Fee Distribution**"). In this way, the cost of Management Fee Distributions are effectively borne by the Manager, not the funds or the unitholder as the funds or the unitholder, as applicable, are paying a discounted management fee. All Management Fee Distributions are calculated and credited to the relevant unitholder on each business day and distributed on a monthly basis, first out of net income and net realized capital gains of the relevant Funds and thereafter out of capital. The payment of Management Fee Distributions by the Fund or the Manager, as applicable, to a unitholder in respect of a large investment is fully negotiable between the Manager, as agent for the Fund, and the unitholder's registered investment professional or broker or dealer, and is primarily based on the size of the investment in the Fund. The Manager will confirm in writing to the unitholder's registered investment professional or broker or dealer the details of any Management Fee Distribution arrangement.

The tax consequences of receiving a Management Fee Distribution are discussed under *Income Tax Considerations* below.

Operating expenses

<u>Fixed Administration Fees</u>

The Funds pay a fixed administration fee to the Manager (the "**Fixed Administration Fee**") in return for the Manager paying certain operating expenses of the Funds. These expenses include regulatory filing fees and other day-to-day operating expenses including, but not limited to, transfer agency and recordkeeping, accounting and fund valuation costs, custody fees, audit and legal fees, administration costs, bank charges, costs of preparing and distributing annual and semi-annual reports, prospectuses, Fund Facts and statements, investor communications and continuous disclosure materials.

The Manager is not obligated to pay any of the operating expenses included in the Fund Costs, as described below. Each Fund is responsible for paying the Fund Costs.

The Fixed Administration Fee may vary by series of units and by Fund. The Fixed Administration Fee is calculated and accrued daily and paid monthly. The maximum annual rates of the Fixed Administration Fee (not including applicable GST/HST), which are a percentage of the net asset value for each series of units of each Fund, are as follows:

Fund	Fixed Administration Fee %

Series I units	
Scotia Wealth Canadian Bond Pool	0.03%
Scotia Wealth Fundamental International Equity Pool	0.09%
Scotia Wealth Quantitative Canadian Small Cap Equity Pool	0.10%
Scotia Wealth Quantitative Global Small Cap Equity Pool	0.10%
Series K units	
Scotia Wealth Canadian Bond Pool	0.11%
Scotia Wealth Fundamental International Equity Pool	0.25%
Series KM units	
Scotia Wealth Quantitative Canadian Small Cap Equity Pool	0.25%
Scotia Wealth Quantitative Global Small Cap Equity Pool	0.25%
Series M units	
Scotia Wealth Canadian Bond Pool	0.02%
Scotia Wealth Fundamental International Equity Pool	0.18%
Scotia Wealth Quantitative Canadian Small Cap Equity Pool	0.23%
Scotia Wealth Quantitative Global Small Cap Equity Pool	0.23%

Fund Costs

Each Fund also pays certain other operating expenses, including the costs and expenses related to the IRC of the Funds, the cost of any government or regulatory requirements imposed commencing after September 17, 2020, any new types of costs, expenses or fees not incurred prior to September 17, 2020, including those related to external services that were not commonly charged in the Canadian mutual fund industry as of September 17, 2020, any fee introduced after September 17, 2020 by a securities regulator or other government authority that is based on the assets or other criteria of the Funds, any borrowing costs, and applicable taxes (including, but not limited to, GST or HST), as applicable (collectively, "**Fund Costs**").

As at the date of this simplified prospectus, each member of the IRC receives an annual retainer of $65,000 ($80,000 for the Chair), plus expenses for each meeting. The fees and expenses, plus associated legal costs, are allocated among all of the funds managed by the Manager for which the IRC acts as the independent review committee in a manner that is considered by the Manager to be fair and reasonable. Each Fund's share of the IRC's compensation will be disclosed in the Funds' financial statements.

The purchase price of all securities, derivatives and other property acquired by or on behalf of the Funds (including, but not limited to, brokerage fees, commissions and service charges paid in connection with the purchase and sale of such securities, derivatives and other property) are generally not considered part of the operating expenses of the Funds.

	Each series of a Fund is allocated its own Fund Costs and its proportionate share of Fund Costs that are common to all funds managed by the Manager.
Management expense ratio	The management expense ratio ("**MER**") is based on the total expenses (including applicable management fees, performance fees, and operating expenses) of each series of a Fund and a proportional share of any underlying fund expenses, where applicable, and is expressed as an annualized percentage of the series' daily average net asset value during the period, calculated in accordance with applicable securities legislation. The Manager, in its sole discretion, may waive or absorb a portion of a series' total expenses. Such waivers or absorptions may be terminated at any time without notice. Portfolio transaction costs and derivatives transaction costs are not included in the MER.

Fees and expenses payable directly by you

Sales charges	None
Redemption fee	None
Switch fee	None
Service/Program Fees	Series K or Series KM units of a Fund are available to investors who have signed an agreement to participate in the ScotiaMcLeod Investment Portfolios (SIP) Program. Series K and Series KM investors pay a fee directly to ScotiaMcLeod for the services offered under that agreement. ScotiaMcLeod pays to the Manager a portion of its SIP fee for the model advisory and other services provided by the Manager in connection with the SIP program. Series M units of a Fund are available to investors who have signed a discretionary investment management agreement with 1832 Asset Management L.P. in connection with its Private Investment Counsel service. Series M investors may pay a fee directly to 1832 Asset Management L.P. for the services offered under that agreement.
Short-term trading fee	To discourage short-term trading, a Fund may charge a fee of 1% of the amount you sell or switch, if you sell or switch your securities within 30 calendar days of buying them. For additional information please see *Short-term trading*.
Registered Plan fees	If you invest through a Registered Plan, a withdrawal fee and/or transfer fee may apply. Contact your broker or dealer to determine if any such fees are applicable.
Other fees	• Pre-Authorized Contributions: None • Automatic Withdrawal Plan: None

DEALER COMPENSATION

Sales incentive programs

Dealers related to the Manager or Scotiabank may include sales of units of the Funds in their general employee incentive programs. These programs involve many different Scotiabank products. We may offer other incentive programs, as long as Canadian securities regulators approve them.

Neither the Funds nor their unitholders pay any charges for incentive programs.

Equity interests

Scotiabank owns, directly or indirectly, 100% of Scotia Capital Inc., which may sell units of the Funds.

INCOME TAX CONSIDERATIONS

This section is a general, but not an exhaustive, summary of how investments in the Funds are taxed under the Tax Act. It applies to investors who are individuals (other than trusts that are not Registered Plans) who, for the purposes of the Tax Act, are residents of Canada, deal with the Funds at arm's length and hold their units as capital property. This summary is based on the current provisions of the Tax Act and the regulations thereunder, specific proposals to amend the Tax Act and regulations that have been publicly announced by the Minister of Finance (Canada) prior to the date hereof (the "**Tax Proposals**") and the published administrative practices and assessing policies of the Canada Revenue Agency. It has been assumed that the Tax Proposals will be enacted as proposed; however, no assurance can be given in this respect.

This summary does not otherwise take into account or anticipate any change in law or administrative practice, whether by legislative, regulatory, administrative or judicial action. In addition, it does not take into account provincial, territorial or foreign tax considerations. This summary assumes that each Fund will qualify as a "mutual fund trust" within the meaning of the Tax Act at all material times. If the Fund were not to qualify as a mutual fund trust, the income tax considerations as described below would in some respects be materially different. See *Non-qualification of a mutual fund trust* below.

This summary is of a general nature only and is not exhaustive of all possible income tax considerations. Accordingly, prospective investors should consult their own tax advisors about their particular circumstances.

Taxation of the Funds

Each Fund will be subject to tax under Part I of the Tax Act, in each taxation year, on its net income (computed in Canadian dollars in accordance with the Tax Act), including net realized taxable capital gains, interest that accrues to it to the end of the year or becomes receivable or is received by it before the end of the year (except to the extent such interest was included in computing its income for a prior year) and dividends received in the year, less the portion thereof that it deducts in respect of amounts paid or payable to unitholders in the year.

Each Fund is required to compute its net income and net realized capital gains in Canadian dollars for the purposes of the Tax Act. As a consequence, each Fund may realize income or capital gains by virtue of changes in the value of a foreign currency relative to the Canadian dollar. Also, where a Fund accepts subscriptions or makes payments for redemptions or distributions in foreign currency, it may experience a foreign exchange gain or loss between the date the order is accepted or the distribution is calculated and the date the Fund receives or makes payment.

All of a Fund's revenues, deductible expenses (including expenses common to all series of the Fund and management fees, performance fees and other expenses specific to a particular series of a Fund), capital gains and capital losses will be taken into account in determining the income or losses of the Fund as a whole. Losses incurred by a Fund cannot be allocated to investors but may, subject to certain limitations, be deducted by the Fund from taxable capital gains or other income realized in other years.

In general, subject to the application of the DFA Rules discussed below, gains and losses realized by a Fund from derivative transactions will be treated for income tax purposes as being on income account except where such derivatives are used to hedge portfolio securities held on capital account provided there is sufficient linkage. Any such gains and losses will generally be recognized for income tax purposes at the time they are realized by the Fund.

The DFA Rules target financial arrangements (referred to as "**derivative forward agreements**") that seek to deliver a return based on an "underlying interest" (other than certain excluded underlying interests). The DFA Rules are broad in scope and could apply to other agreements or transactions (including certain options). If the DFA Rules were to apply in respect of derivatives utilized by a Fund, gains realized in respect of the property underlying such derivatives could be treated as ordinary income rather than capital gains. The Tax Act exempts the application of the DFA Rules on currency forward contracts or certain other derivatives that are entered into in order to hedge foreign exchange risk in respect of an investment held as capital property.

The "suspended loss" rules in the Tax Act may prevent a Fund from recognizing capital losses on the disposition of securities in certain circumstances which may increase the amount of net realized capital gains of the Fund to be paid or made payable to unitholders.

Each Fund will pay or make payable to unitholders sufficient net income and net realized capital gains in respect of each taxation year so that the Fund will not be liable for income tax under Part I of the Tax Act (after taking into account any applicable losses and any capital gains refund to which the Fund is entitled).

If a Fund experiences a "loss restriction event" for the purposes of the tax loss restriction rules in the Tax Act, the Fund (i) will be deemed to have a year-end for tax purposes (which, if the Fund has not distributed sufficient net income and net realized capital gains, if any, for such taxation year, would result in the Fund being liable for income tax on such amounts under Part I of the Tax Act), and (ii) will become subject to the loss restriction rules generally applicable to a corporation that experiences an acquisition of control, including a deemed realization of any unrealized capital losses and restrictions on its ability to carry forward losses. Generally, the Fund would be subject to a loss restriction event if a person becomes a "majority-interest beneficiary", or a group of persons becomes a "majority-interest group of beneficiaries", of the Fund, as those terms are defined in the Tax Act. A person would be a majority-interest beneficiary of the Fund if it, together with persons with whom it is affiliated, owns more than 50% of the fair market value of the Fund's outstanding units. Generally, a loss restriction event will be deemed not to occur for a Fund if it meets the conditions to qualify as an "investment fund" under the Tax Act, including complying with certain asset diversification requirements.

Generally, under the excessive interest and financing expense limitation ("**EIFEL**") rules, the deductible amount of "interest and financing expenses" ("**IFE**") for certain corporations and trusts may be restricted. IFE include, among other things, certain amounts that are economically equivalent to interest or that can reasonably be considered part of the cost of funding and various expenses incurred in obtaining financing. The EIFEL rule does not apply to certain "excluded entities", which include certain standalone Canadian-resident corporations and trusts, and groups consisting exclusively of Canadian-resident corporations and trusts, that carry on substantially all of the businesses, undertakings and activities in Canada. This exclusion applies only if, in general terms, no non-resident is a material foreign affiliate of, or holds a significant interest in, any group member, and no group member has any significant amount of interest and financing expenses payable to a non-arm's length "tax-indifferent investor". The new EIFEL rules will generally apply in respect of taxation years that begin on or after October 1, 2023. If the EIFEL rules were to apply to a Fund, the net income of the Fund for tax purposes and the taxable component of distributions to its unitholders could increase.

Non-qualification of a mutual fund trust

A Fund may not qualify as a "mutual fund trust" under the Tax Act. If a Fund does not qualify as a "mutual fund trust", the Fund could be subject to tax under Part XII.2 of the Tax Act. Part XII.2 of the Tax Act provides that certain trusts (excluding mutual fund trusts) that have a unitholder who is a "designated beneficiary" will be subject to a special tax at the rate of 40% on the trust's "designated income". A designated beneficiary includes a non-resident person. "Designated income" generally includes income from a business carried on in Canada and taxable capital gains from dispositions of "taxable Canadian property". If a Fund is subject to tax under Part XII.2, unitholders who are not designated beneficiaries may be entitled to a refund of a portion of the Part XII.2 tax paid by the Fund, provided that the Fund makes the appropriate designation. If a Fund does not qualify as a mutual fund trust (or does not qualify for another exemption for taxation years commencing on or after January 1, 2024) for purposes of the Tax Act, it may be subject to alternative minimum tax under the Tax Act. The fund may also be subject to dividend stop loss rules under the Tax Act. As well, a Fund will not be entitled to claim the capital gains refund that would otherwise be available to it if it were a mutual fund trust throughout the year. A Fund that does not qualify as a mutual fund trust will be a "financial institution" for purposes of the "mark-to-market" rules contained in the Tax Act at any time if more than 50% of the fair market value of all interests in the Fund are held at that time by one or more financial institutions. The Tax Act contains special rules for determining the income of a financial institution. If a Fund is not a mutual fund trust and is a registered investment, the Fund may be liable for tax under Part X.2 of the Tax Act if, at the end of any month, the Fund holds property that is not a "qualified investment" for the type of Registered Plan in respect of which the Fund is registered.

Taxation of unitholders

Taxable unitholders of the Fund

Unitholders are required to compute their net income and net realized capital gains in Canadian dollars for purposes of the Tax Act and may, as a consequence, realize income or capital gains by virtue of changes in the value of the U.S. dollar relative to the value of the Canadian dollar in connection with U.S. dollar denominated securities of a Fund purchased in U.S. dollars.

Upon the actual or deemed disposition of a unit of a Fund, including on the redemption of a unit by a Fund and on a switch between Funds (but not a reclassification of units among series of a Fund), a capital gain (or a capital loss) will be realized to the extent that the proceeds of disposition of the unit of the Fund exceed (or are exceeded by) the aggregate adjusted cost base to the unitholder of the unit and any reasonable costs of disposition. Unitholders of a Fund must calculate the adjusted cost base separately for units of each series of a Fund. One-half of a capital gain is included in computing income as a taxable capital gain and one-half of a capital loss is an allowable capital loss which is deducted against taxable capital gains for the year. Generally, any excess of allowable capital losses over taxable capital gains of the unitholder for the year may be carried back up to three years or forward indefinitely and deducted against taxable capital gains in those other years.

If a unitholder disposes of units of a Fund and the unitholder, the unitholder's spouse or another person affiliated with the unitholder (including a corporation controlled by the unitholder) has acquired units of the same Fund within 30 days before or after the unitholder disposes of the unitholder's units (such newly acquired units being considered "substituted property"), the unitholder's capital loss may be deemed to be a "superficial loss". If so, the unitholder's loss will be deemed to be nil and the amount of the loss will instead be added to the adjusted cost base of the units which are "substituted property".

Unitholders may be liable for alternative minimum tax in respect of Canadian source dividends and capital gains realized by, or distributed to, the unitholder.

i) Distributions

Unitholders must include in computing their income for the year the amount of net income and the taxable portion of net realized capital gains that are paid or payable to them (including Management Fee Distributions) by a Fund, whether or not such amounts are reinvested in additional units of the Fund.

To the extent that distributions (including Management Fee Distributions) to a unitholder by a Fund in any year exceed the unitholder's share of net income and net realized capital gains of the Fund for the year, such excess distributions (except to the extent that they are proceeds of disposition) will not be taxable in the hands of the unitholder but will reduce the adjusted cost base of the unitholder's units of the Fund. To the extent that the adjusted cost base of a unit would otherwise be less than zero, the negative amount will be deemed to be a capital gain realized by the unitholder in the year and the unitholder's adjusted cost base of such unit will be increased by the amount of such deemed capital gain.

Provided that appropriate designations are made by the Fund, the amount, if any, of foreign source income, net taxable capital gains and taxable dividends from taxable Canadian corporations of the Fund that are paid or payable to a unitholder (including such amounts invested in additional units) will effectively retain their character for tax purposes and be treated as foreign source income, taxable capital gains and taxable dividends earned directly by the unitholder. Foreign source income received by the Fund will generally be net of any taxes withheld in the foreign jurisdictions. The taxes so withheld will be included in the determination of the Fund's income. To the extent that the Fund so designates, the unitholder will be deemed to have paid its proportionate share of such taxes.

Amounts that retain their character as taxable dividends on shares of taxable Canadian corporations will be eligible for the normal gross-up and dividend tax credit rules under the Tax Act. An "eligible dividend" will be entitled to an enhanced gross-up and dividend tax credit. To the extent possible, the Fund will pass on to unitholders the benefit of the enhanced dividend tax credit with respect to any eligible dividends received, or deemed to be received, by the Fund to the extent that such dividends are included in distributions to unitholders.

ii) Reclassifications

The reclassification of units of a particular series of a Fund as units of another series of the same Fund will generally not be considered to be a disposition for tax purposes and accordingly, a unitholder will realize neither a gain nor a loss as a result of a reclassification. The cost of the acquired units will be averaged with the adjusted cost base of identical units of such series owned by the unitholder.

Non-taxable unitholders of the Fund

In general, distributions paid or payable by a Fund to Registered Plans and capital gains realized by Registered Plans on a disposition of units of a Fund will not be taxable under the Tax Act. Withdrawals from Registered Plans (other than TFSAs) may be subject to tax.

Eligibility for Registered Plans

Provided that each Fund is either a “registered investment” or a “mutual fund trust” within the meaning of those terms in the Tax Act at all material times, units of each Fund issued hereunder will be qualified investments for Registered Plans.

Provided that the annuitant or holder of a RRSP, RRIF or TFSA (i) deals at arm’s length with the Fund, and (ii) does not hold a “significant interest” (as defined in the Tax Act) in the Fund, the units of the Fund will not be a prohibited investment for a RRSP, RRIF or TFSA. The prohibited investment rules will also apply to a trust governed by a RESP, RDSP, or FHSA.

Investors should consult with their tax advisors regarding whether an investment in a Fund will be a prohibited investment for their RRSP, RRIF, TFSA, RESP, RDSP or FHSA.

Tax implications of the funds distribution policy

The NAV of a Fund will, in part, reflect any income and gains of the Fund that have accrued or have been realized, but have not been made payable at the time units of the Fund were acquired. Accordingly, an investor of a Fund who acquires units of the Fund, including on a reinvestment of distributions, may become taxable on the investor’s share of such income and gains of the Fund. In particular, an investor who acquires units of a Fund at any time in the year but prior to a dividend or distribution being paid or made payable will have to pay tax on the entire amount of dividend or distribution (to the extent it is a taxable distribution) notwithstanding that such amounts may have been reflected in the price paid by the investor for the securities.

International information reporting requirements

Under the terms of the intergovernmental agreement between Canada and the U.S. (the “**Canada-U.S. IGA**”) to provide for the implementation of the U.S. Foreign Account Tax Compliance provisions of the U.S. Hiring Incentives to Restore Employment Act of 2010 (“**FATCA**”), and its implementing provisions under Part XVIII of the Tax Act, a Fund will be treated as complying with FATCA and not subject to the 30% withholding tax on certain U.S. sourced income if the Fund complies with the terms of the Canada-U.S. IGA. Under the terms of the Canada-U.S. IGA, the Fund will not have to enter into an individual FATCA agreement with the

U.S. Internal Revenue Service (the "**IRS**") but the Fund will be required to register with the IRS and to report information annually, including tax residency details and financial information, such as account balances, of investors that failed to provide information or required documents to their financial advisor or dealer related to their citizenship and residency for tax purposes if indicia of U.S. status are present or investors that are identified as, or in the case of certain entities as having one or more controlling persons who are, U.S. Persons owning, directly or indirectly, an interest in the Fund to the Canada Revenue Agency (the "**CRA**"). The CRA will in turn provide such information to the IRS.

The Funds will endeavor to comply with the requirements imposed under the Canada-U.S. IGA and its implementing provision under the Tax Act. However, if a Fund cannot satisfy the applicable requirements under the Canada-U.S. IGA or its implementing provision of the Tax Act and is unable to comply with the requirements under FATCA, the Fund may be subject to U.S. withholding tax on U.S. and certain non-U.S. source income. Any potential U.S. withholding taxes or penalties associated with such failure to comply would reduce the Fund's Net Asset Value.

In addition, to meet the objectives of the Organisation for Economic Co-operation and Development Common Reporting Standards (the "**CRS**"), each Fund is required under Part XIX of the Tax Act to identify and to report annually to the CRA certain information (including residency details and financial information such as account balances) relating to investments held by unitholders or by the "controlling persons" of certain entities who are tax resident in a country other than Canada or the United States. The information is shared with CRS participating jurisdiction in which the unitholder resides for tax purposes under the provision and safeguards of the Multilateral Administrative Assistance in Tax Matters or the relevant bilateral tax treaty.

Portfolio turnover rate

Each Fund discloses its portfolio turnover rate in its management report of fund performance. A 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 one time in the course of a 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 likelihood that gains or losses will be realized by the Fund. There is not necessarily a relationship between a high turnover rate and the performance of a Fund.

WHAT ARE YOUR LEGAL RIGHTS?

Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy mutual funds within two business days of receiving the simplified prospectus or Fund Facts or to cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund units 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 must usually be exercised within certain time limits.

For more information, refer to the securities legislation of your province or territory or consult your lawyer.

EXEMPTIONS AND APPROVALS

The Funds have obtained exemptive relief from the Canadian securities authorities to engage in certain transactions or practices as described below. These exemptions from securities legislation may only be relied upon by a Fund where it is consistent with the Fund's investment objectives and strategies.

Self-dealing restrictions

Offerings involving a related underwriter

The Funds are considered dealer managed investment funds and follow the dealer manager provisions prescribed by NI 81-102.

The Funds cannot knowingly make an investment during, or for 60 days after, the period in which an affiliate or associate of the Manager, such as Scotia Capital Inc., acts as an underwriter or agent in an offering of equity securities (the "**Prohibition Period**"), unless the offering is being made under a prospectus and such purchases are made in compliance with the approval requirements of NI 81-107.

The Funds, along with other mutual funds managed by the Manager, can rely on exemptive relief from the Canadian securities regulatory authorities to invest in private placement offerings of equity securities of an issuer during the Prohibition Period even if Scotia Capital Inc., an affiliate of the Manager, acts as underwriter in offerings of securities of the same class, provided the issuer is at the time a reporting issuer in at least one province of Canada and the IRC of the Fund approves of the investment in accordance with the approval requirements of NI 81-107.

The Funds, along with the other mutual funds managed by the Manager, have obtained exemptive relief from the Canadian securities regulatory authorities to purchase debt securities of an issuer that does not have a designated credit rating from a designated credit rating organization in a distribution for which a dealer related to the Manager, such as Scotia Capital Inc., acts as an underwriter or agent, provided such purchases are made in compliance with the approval requirements of NI 81-107 and certain other conditions.

The Funds, along with other mutual funds managed by the Manager, have obtained exemptive relief from the Canadian securities regulatory authorities that permits the Funds to invest in equity securities of an issuer that is not a reporting issuer in Canada during the Prohibition Period, whether relating to a private placement of the issuer in Canada or the United States or a prospectus offering of the issuer in the United States of securities of the same class even if an affiliate of the Manager acts as underwriter in the private placement or prospectus offering, provided the issuer is at the time a registrant in the United States and the IRC of the Fund approves of the investment in accordance with certain other conditions.

In-specie transactions

The Funds have obtained exemptive relief from the Canadian securities regulatory authorities to permit certain investment funds and managed accounts managed by the Manager, or an affiliate of the Manager, to purchase units of the Funds by delivering securities to the Fund as payment of the issue price, or to redeem units of the Funds by receiving securities from the investment portfolio of the Funds as payment of redemption proceeds. Such in-specie transactions are subject to certain conditions, including approval by the IRC of the Funds.

Gold exchange-traded funds

The Funds have received the approval of the Canadian securities regulatory authorities to invest in exchange-traded funds that are traded on a stock exchange in the United States and that hold or seek to replicate the performance of gold, permitted gold certificates or specified derivatives, of which the underlying interest is gold or permitted gold certificates, on an unlevered basis ("**Gold ETFs**"), provided such investment is in accordance with the fundamental investment objectives of the Fund and the Fund's aggregate market value exposure to gold (whether direct or indirect, including through Gold ETFs) does not exceed 10% of the net asset value of the Fund, taken at market value at the time of the transaction.

Investments in closed-end funds

The Funds have obtained exemptive relief from the Canadian securities regulatory authorities to invest in non-redeemable (or closed-end) investment funds ("**Closed-End Funds**") that are traded on a stock exchange in the United States, provided that certain conditions are met, including that immediately after each such investment no more than 10% of the net asset value of the Fund is invested in Closed-End Funds.

Fixed income securities

The Funds have received an exemption from the requirements in securities legislation relating to purchasing and holding illiquid assets with respect to certain fixed income securities that qualify for, and may be traded pursuant to, the exemption from the registration requirements of the Securities Act of 1933, as amended (the "US Securities Act"), as set out in Rule 144A of the US Securities Act for resales of certain fixed income securities to "qualified institutional buyers" (as such term is defined in the US Securities Act). The exemptive relief is subject to certain conditions.

Sales communications

The Funds have been granted exemptive relief to permit a Fund to reference in its sales communications: (a) Lipper, Inc. ("Lipper") leader ratings and Lipper awards (where such Fund has been awarded a Lipper award) and (b) FundGrade Ratings and FundGrade A+ Awards (where such Fund has been awarded a FundGrade A+ Award), in each case, provided that certain conditions are met.

CERTIFICATE OF THE FUNDS AND THE MANAGER AND PROMOTER OF THE FUNDS

February 5, 2024

Scotia Wealth Canadian Bond Pool
Scotia Wealth Fundamental International Equity Pool
Scotia Wealth Quantitative Canadian Small Cap Equity Pool
Scotia Wealth Quantitative Global Small Cap Equity Pool

(collectively, the "**Funds**")

This simplified prospectus and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of all provinces and territories of Canada and do not contain any misrepresentations.

"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, trustee and promoter of the Funds

"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, trustee and promoter 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, trustee and promoter of the Funds

"John Pereira"

John Pereira
Director

"Jim Morris"

Jim Morris
Director

CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR

(Series K and Series KM units)

February 5, 2024

Scotia Wealth Canadian Bond Pool
Scotia Wealth Fundamental International Equity Pool
Scotia Wealth Quantitative Canadian Small Cap Equity Pool
Scotia Wealth Quantitative Global Small Cap Equity Pool

(collectively, the “**Funds**”)

To the best of our knowledge, information and belief, this simplified prospectus and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus as required by the securities legislation of each province and territory of Canada and do not contain any misrepresentations.

Scotia Capital Inc.
as principal distributor of the Series K and
Series KM units of the Funds

“Alex Besharat”

Alex Besharat
Director

Part B: Specific Information about each of the mutual funds described in this document

WHAT IS A MUTUAL FUND AND WHAT ARE THE RISKS OF INVESTING IN A MUTUAL FUND?

For many Canadians, mutual funds represent a simple and affordable way to meet their financial goals. But what exactly is a mutual fund, why invest in them, and what are the risks?

What is a mutual fund?

A mutual fund is an investment that pools your money with the money of many other people. Professional portfolio advisers use that money to buy securities that they believe will help achieve the mutual fund's investment objectives. These securities could include stocks, bonds, mortgages, money market instruments, or a combination of these.

Mutual funds own different types of investments, depending upon their investment objectives. The value of these investments will change from day to day, reflecting changes in interest rates, economic conditions, and market and company news. As a result, the value of a mutual fund's securities may go up and down, and the value of your investment in a mutual fund may be more or less when you redeem it than when you purchased it.

When you invest in a mutual fund, you receive securities of the mutual fund. Each security represents a proportionate share of all of the mutual fund's assets. All of the investors in a mutual fund share in the mutual fund's income, gains and losses. Investors also pay their share of the mutual fund's expenses.

Why invest in mutual funds?

Mutual funds offer investors three key benefits: professional money management, diversification and accessibility.

- *Professional money management.* Professional portfolio advisers have the expertise to make the investment decisions. They also have access to up-to-the-minute information on trends in the financial markets, and in-depth data and research on potential investments.

- *Diversification.* Because your money is pooled with that of other investors, a mutual fund offers diversification into many securities that may not have otherwise been available to individual investors.

- *Accessibility.* Mutual funds have low investment minimums, making them accessible to nearly everyone.

No guarantees

While mutual funds have many benefits, it is important to remember that an investment in a mutual fund is not guaranteed. Unlike bank accounts or guaranteed investment certificates, mutual fund securities are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer, and your investment in the Funds is not guaranteed by Scotiabank.

Under exceptional circumstances, a mutual fund may suspend your right to sell your securities. See *Purchases, Switches and Redemptions - Suspending your right to buy, switch and sell securities* for details.

How mutual funds are structured

There are generally two legal forms for a mutual fund: a mutual fund trust or a mutual fund corporation. Both forms of mutual funds allow you to pool your savings with other investors seeking the same investment objective.

When you invest in a mutual fund trust, you are buying an interest in the fund which is called a "unit" of the trust. You then become a unitholder of the trust fund. When you invest in a mutual fund corporation, you are buying an interest in the mutual fund corporation which is called a "share" of the corporation. You then become a shareholder of the mutual fund corporation. The units held by all the investors in a mutual fund trust make up a trust fund. The shares held by all the investors in a single class of shares of a mutual fund corporation make up a corporate fund. The shares held by all the investors in all the classes of shares (where a mutual fund corporation has multiple classes of shares) make up the entire ownership of the mutual fund corporation. The more money you invest in a mutual fund, the more units or shares you receive.

Each mutual fund calculates its net asset value per unit or share of each series of the fund which is the price you pay when you purchase units or shares of that particular series of the fund and the price you receive when you redeem units or shares of that particular series of the mutual fund. Please refer to How we calculate net asset value per security later in this document for more information.

You can terminate your investment in a mutual fund by redeeming your units or shares. Under exceptional circumstances, a mutual fund may suspend redemptions. Please refer to *How to sell your units* later in this document for more information.

What are the risks of investing in a mutual fund?

While everyone wants to make money when they invest, you could lose money too. This is known as risk. Like other investments, mutual funds involve some level of risk. The value of a mutual fund's securities can change from day to day for many reasons, including changes in the economy, interest rates, and market and company news. That means the value of mutual fund securities can vary. When you sell your securities in a mutual fund, you could receive less money than you invested.

The amount of risk depends on the mutual fund's investment objectives and the types of securities it invests in. A general rule of investing is that the higher the risk, the higher the potential for gains as well as losses. Cash equivalent funds usually offer the least risk because they invest in highly liquid, short-term investments such as treasury bills. Their potential returns are tied to short-term interest rates. Income funds invest in bonds and other fixed income investments. Income funds typically have higher long-term returns than cash equivalent funds, but they carry more risk because their prices can change when interest rates change. Equity funds expose investors to the highest level of risk because they invest in equity securities, such as common shares, whose prices can rise and fall significantly in a short period of time.

Managing risk

While risk is an important factor to consider when you are choosing a mutual fund, you should also think about your investment goals and when you will need your money. For example, if you are saving for a large purchase in the next year or so, you might consider investing in a Fund with low risk.

A carefully chosen mix of investments can help reduce risk as you meet your investment goals. Your registered investment professional can help you build an investment portfolio that is suited to your goals and risk comfort level.

If your investment goals or tolerance for risk changes, remember, you can and should change your investments to match your new situation.

What do mutual funds invest in?

While there are many different types of securities that a mutual fund may invest in, they generally fit into two basic types: equity securities and debt securities. In addition to investing in equity and debt securities, mutual funds also may use other investment techniques such as investing in other investment funds, using derivatives and engaging in securities lending and short selling.

Equity securities

Companies issue common shares and other types of equity securities to help finance their operations. Equity securities are investments which give the holder part ownership in a company and the value of an equity security changes with the fortunes of the company that issued it. As the company earns profits and retains some or all of them, its equity value should grow, increasing the value of each common share and making them more attractive to investors. Conversely, a series of losses would reduce retained earnings and therefore reduce the value of the shares. In addition, the company may distribute part of its profit to shareholders in the form of dividends; however, dividends are not obligatory. Although common shares are the most familiar type of equity security, equity securities also include preferred shares, securities convertible into common shares, such as warrants, and units of real estate, royalty, income and other types of investment trusts.

Debt securities

Debt securities generally represent loans to governments or companies that make a commitment to pay interest at fixed intervals and the principal upon maturity. Debt securities enable governments and companies to raise capital to finance major projects or to meet their daily expenses. Short-term debt securities which mature in one year or less are often called money market instruments and include government treasury bills, bankers' acceptances, commercial paper and certain high-grade short-term bonds. Debt securities which have a term to maturity of more than one year are often called fixed income securities and include government and corporate bonds, debentures and mortgages. Debt securities may also be referred to as fixed income securities because, generally, either a regular series of cash flows are paid on a lump sum invested, or a regular series of cash flows are expected and accrued.

Derivatives

Derivatives are investments that derive their value from the price of another investment or from anticipated movements in interest rates, currency exchange rates or market indexes. Derivatives are usually contracts with another party to buy or sell an asset at a later time and at a set price. Examples of derivatives are options, forward contracts, futures contracts and swaps.

- ***Options*** generally give holders the right, but not the obligation, to buy or sell an asset, such as a security or currency, at a set price and a set time. Option holders normally pay the other party a cash payment, called a premium, for agreeing to give them the option.
- ***Forward contracts*** are agreements to buy or sell an asset, such as a security or currency, at a set price and a set time. The parties have to complete the deal, or sometimes make or receive a cash payment, even if the price has changed by the time the deal closes. Forward contracts are generally not traded on organized exchanges and are not subject to standardized terms and conditions.
- ***Futures contracts***, like forward contracts, are agreements to buy or sell an asset, such as a security or currency, at a set price and a set time. The parties have to complete the deal, or sometimes make or receive a cash payment, even if the price has changed by the time the deal closes. Futures contracts are normally traded on a registered futures exchange. The exchange usually specifies certain standardized terms and conditions.
- ***Swaps*** are agreements between two or more parties to exchange principal amounts or payments based on returns on different investments. Generally, swaps are not traded on organized exchanges and are not subject to standardized terms and conditions.

Mutual funds can use derivatives as long as it uses them in a way that is consistent with the Fund's investment objectives and with Canadian securities regulations. Funds may use derivatives to hedge their investments against losses from changes in currency exchange rates, interest rates and stock market prices. Funds may also use derivatives to gain exposure to financial markets or to invest indirectly in securities or other assets. This can be less expensive than buying securities or assets directly. If permitted by applicable securities legislation, the Funds may enter into over-the-counter bilateral derivatives transactions with counterparties that are related to the Manager.

When a Fund uses derivatives for purposes other than hedging, it holds enough cash or money market instruments to fully cover its positions, as required by securities regulations.

Underlying funds

The Funds may, from time to time, invest some or all of their assets in underlying funds that are managed by the Manager, affiliates or associates of the Manager, or by third party investment managers. When deciding to invest in or obtain exposure to other underlying funds, the portfolio adviser may consider a variety of criteria, including management style, investment performance and consistency, risk attributes and the quality of the underlying fund's manager or portfolio adviser.

Types of underlying funds may include conventional mutual funds, exchange-traded funds ("**ETFs**"), alternative mutual funds and/or closed-end funds. Alternative mutual funds have the ability to invest in asset classes and use investment strategies that are generally not permitted for conventional mutual funds. Examples include the increased use of derivatives for hedging and non-hedging purposes, the increased ability to sell securities short, and the ability to borrow cash to use for investment purposes.

Real estate investment trusts

A real estate investment trust ("**REIT**") is an entity that buys, manages and sells real estate assets. REITs allow participants to invest in a professionally managed portfolio of real estate properties. REITs qualify as pass-through entities, which are able to distribute the majority of income cash flows to investors without taxation at the REIT level (providing that certain conditions are met). As a pass-through entity, whose main function is to pass profits on to investors, a REIT's business activities are generally restricted to generation of property rental income. Another major advantage of a REIT is its liquidity (ease of liquidation of assets into cash), as compared to traditional private real estate ownership which can be difficult to liquidate. One reason for the liquid nature of a REIT is that its units are primarily traded on major exchanges, making it easier to buy and sell REIT assets/units than to buy and sell properties in private markets. See the discussion under *Risk Factors - Real estate sector risk* and *Investment trust risk***.**

Securities lending, repurchase and reverse repurchase transactions

Mutual funds may enter into securities lending, repurchase or reverse repurchase transactions to generate additional income from securities held in a Fund's investment portfolio. A securities lending transaction is where a mutual fund lends certain qualified securities to a borrower in exchange for a negotiated fee without realizing a disposition of the security for tax purposes. When a mutual fund agrees to sell a security at one price and buy it back on a specified later date (usually at a lower price), it is entering into a repurchase transaction. When a mutual fund agrees to buy a security at one price and sell it back on a specified later date (usually at a higher price), it is entering into a reverse repurchase transaction. For a description of the strategies the Funds use to minimize the risks associated with these transactions, see the discussion under *Risk Factors - Securities lending, repurchase and reverse repurchase transaction risk*.

Short selling

Mutual funds may engage in a limited amount of short selling as permitted under securities regulations. A "short sale" is where a mutual fund borrows securities from a lender which are then sold in the open market (or "sold short"). At a later date, the same number of securities are repurchased by the mutual fund and returned to the lender. In the interim, the proceeds from the first sale are deposited with the lender and the mutual fund pays interest to the lender. If the value of the securities declines between the time that the mutual fund borrows the securities and the time it repurchases and returns the securities, the mutual fund makes a profit for the difference (less any interest the mutual fund is required to pay to the lender). In this way, the mutual fund has more opportunities for gains when markets are generally volatile or declining.

Short selling will be used by a Fund only as a complement to the Fund's current primary discipline of buying securities or commodities with the expectation that they will appreciate in market value. See the discussion under *Risk Factors – Short selling risk.*

ESG Considerations

Funds that do not incorporate ESG considerations into their investment objectives or primary investment strategies do not seek to achieve any ESG-related outcome or attributes at the security or portfolio level, and do not make any commitments regarding the ESG-related attributes at the security or portfolio level. For those Funds that do not incorporate ESG considerations into their investment objectives or primary investment strategies, ESG factors are not determinative of portfolio holdings and play a limited role in the investment process. For those actively managed funds advised by the Portfolio Adviser that do not incorporate ESG considerations into their investment objectives or primary investment strategies, ESG factors are considered, when deemed material, alongside many other factors, through the lens of how they could impact the fund's risk and/or return and investment objectives. For passively managed funds, such as index-trackers, that do not incorporate ESG considerations into their investment objectives or primary investment strategies, ESG factors are not considered in the investment process, except insofar as the Portfolio Adviser or Sub-adviser, as applicable, incorporates ESG considerations into proxy voting.

For actively managed funds advised by the Portfolio Adviser, the consideration of ESG factors is part of the fundamental investment process, which means that relevant financial and non-financial factors (ESG and otherwise) are considered when researching and analyzing securities and may include shareholder engagement strategies. Incorporating ESG factors into the investment process may include proprietary research, and a systematic approach to risks and opportunities. Issuers may also be evaluated based on ESG data provided by third-party research. ESG-related factors that may be considered could include but are not limited to: direct or indirect impacts of climate change (e.g., greenhouse gas emissions and associated regulatory costs, property damage, supply disruptions), poor labour standards and/or hiring practices, and weak or ineffective governance policies and procedures (e.g., lack of ethics policies, bribery and corruption). Company engagement may include meetings with issuers to foster a deeper understanding of specific companies and issues, direct engagement with issuers to communicate views to management, and exercising proxy voting rights.

For both actively and passively managed funds, proxy voting is informed by many considerations, including relevant ESG factors, but these activities are not necessarily directed towards any ESG related outcome. Proxies will be voted in the best interest of the funds in all cases. The rationale for proxy votes could be informed by ESG considerations along with many other factors to determine what is in the best interest of funds. See the discussion under *Risk Factors – ESG Factor Risk.*

INVESTMENT RESTRICTIONS

This simplified prospectus contains detailed descriptions of the respective investment objectives, investment strategies and risk factors for each of the Funds. Before a change is made to the fundamental investment objective of a Fund, the prior approval of unitholders of the Fund is required. This approval must be given by a resolution passed by a majority of the votes cast at a meeting of unitholders of the Fund.

The Funds are subject to certain restrictions and requirements contained in securities legislation, including NI 81-102, that are designed in part to ensure that the investments of the Funds are diversified and relatively liquid and to ensure the appropriate administration of the Funds. Each Fund is managed in accordance with these restrictions and requirements, except to the extent a Fund has obtained exemptive relief therefrom. The Funds have received exemptive relief from the securities regulatory authorities to deviate from some of these restrictions and requirements as described under *Exemptions and Approvals*.

Each Fund will not engage in any undertaking other than the investment of its assets in property for the purposes of the Tax Act. The Funds that are or intend to become registered investments and are not mutual fund trusts under the Tax Act generally will not acquire an investment that is not a "prescribed investment" under the Tax Act if, as a result thereof, the Fund would become subject to a material amount of tax under Part X.2 of the Tax Act.

DESCRIPTION OF UNITS OFFERED BY THE FUND

What are units and series of units of the Funds?

A Fund may offer one or more series of units. Each series is intended for different investors. Each series of units of a Fund may have different management fees, where applicable, administration fees and other expenses attributable to that series of units.

Each of the Funds is authorized to issue an unlimited number of series divided into an unlimited number of units, each of which represents an equal undivided interest in the property of that particular Fund.

Certain provisions of the units

As a holder of units of a Fund, you have the rights described below. Fractional units carry the rights and privileges and are subject to the restrictions and conditions described for units in the proportions that they bear to one unit, except that any holder of a fractional unit is not entitled to vote in respect of such fractional unit.

When issued, units of each Fund are fully paid and non-assessable and have no pre-emptive or conversion rights. Fractions of units may also be issued.

Each unit entitles the holder thereof to one vote (per whole unit) at meetings of unitholders and to participate equally with all other units of the same series of the Fund with respect to all payments made to unitholders, other than Management Fee Distributions, including distributions of net income and net realized capital gains and, on liquidation or termination, to participate equally in the net assets of the Fund remaining after satisfaction of any outstanding liabilities that are attributable to that series of the Fund.

Distribution rights

All distributions by a Fund to its unitholders will be automatically reinvested in additional units of the same series of the Fund. You may, by written request to the Manager, elect to receive cash payment subject to certain conditions being satisfied.

Each series of units of a Fund ranks equally with all other series of units of the Fund in the payment of distributions (other than Management Fee Distributions). A series of units of a Fund will generally be entitled to the portion of a distribution equal to that series' proportionate share of the adjusted net income of the Fund. Adjusted net income is a Fund's net income adjusted for series specific expenses and Management Fee Distributions. As a result, the amount of distributions for one series of units of a Fund will likely be different than the amount of distributions for the other series of units of the Fund.

Redemption rights

As a holder of units of a Fund, you are entitled to require the applicable Fund to redeem your units at the price described under *How to sell your units*. Your units are generally redeemable without restriction.

Switches and reclassifications

Subject to certain criteria which may be established by the Trustee of the Fund and restrictions set out in this simplified prospectus, you may request that your investment be switched from a Fund into a different mutual fund managed by the Manager for the same or a different series of units, or be reclassified from one series of units into another series of units of the same Fund, if you meet the criteria to hold the units of such other series that you are switching or reclassifying into. Please see *How to switch funds* in this document for more information.

The Manager may reclassify the units you hold in one series into the units of another series of the Fund provided your pecuniary interest is not adversely affected by such reclassification.

Voting rights

Each unitholder of a Fund is entitled to vote on certain amendments to the Master Declaration of Trust in accordance with such document or where required by securities laws. A separate series vote is required if a particular series is affected in a manner that is different from other series. At a unitholder meeting called to vote on these issues, a unitholder will be entitled to one vote per unit of a Fund.

Matters requiring unitholder approval

Pursuant to current Canadian securities legislation, the approval of unitholders is required for the matters discussed below. Subject to any exemption obtained by a Fund from applicable securities laws, or as otherwise may be permitted under securities laws, the following matters currently require unitholder approval pursuant to securities laws:

1. the appointment of a new manager, unless the new manager is an affiliate of the Manager;

2. a change in the fundamental investment objectives of a Fund;

3. a decrease in the frequency of calculating the NAV per unit of a Fund;

4. changing the basis of the calculation of a fee or expense that is charged to a Fund or directly to its unitholders by the Fund or the Manager in a way that could result in an increase in charges to the Fund or its unitholders, except in certain circumstances as permitted under securities laws;

5. introducing a fee or expense, to be charged to a Fund or directly to its unitholders by the Fund or the Manager in connection with holding units of the Fund, in a way that could result in an increase in charges to the Fund or its unitholders, except in certain circumstances as permitted under securities laws;

6. where a Fund undertakes a reorganization with, or transfers its assets to, another issuer, and the Fund ceases to continue after the reorganization or transfer of its assets and the transaction results in unitholders of the Fund becoming unitholders of the other issuer. Notwithstanding the foregoing, no unitholder approval will be required for such a change if that change is approved by the IRC of the Fund, the assets of the Fund are being transferred to another mutual fund to which NI 81-102 and NI 81-107 both apply and that is managed by the Manager or an affiliate of the Manager, the reorganization or transfer of assets complies with other relevant securities legislation, and written

notice of the reorganization or transfer is sent to the Fund's unitholders at least 60 days' prior to the effective date of the reorganization or transfer;

7. where a Fund undertakes a reorganization with, or acquires assets from, another issuer, continues after such reorganization or acquisition of assets, and the transaction results in the securityholders of the other issuer becoming unitholders of the Fund and the transaction would be a material change to the Fund; and

8. where a Fund is restructured into a non-redeemable investment fund or into an issuer that is not an investment fund.

Because unitholders of the Funds are not charged sales commissions or redemption fees when they invest in or redeem units of the Funds, unitholder meetings are not required to approve the introduction of a fee or expense or any increase in the fees or expenses charged to the Funds or directly to unitholders if the unitholders of the applicable series are notified of the change in writing at least 60 days before the effective date of the introduction or increase. Further, the Manager may reclassify the units you hold in one series into the units of another series of the same Fund provided your pecuniary interest is not adversely affected by such reclassification.

In addition, no unitholder approval will be required for a change of auditors of a Fund if the IRC of the Fund approves the change and unitholders of the Fund are sent a written notice at least 60 days before the effective date of the change. Further, no unitholder approval will be required for a merger or similar transaction of a Fund that has the effect of combining the Fund with any other investment fund (or funds) that have substantially similar investment objectives, valuation procedures and fee structures, if the IRC of the Fund approves the change, certain merger pre-approval conditions set out in NI 81-102 are met, and unitholders of the Fund are sent a written notice at least 60 days before the effective date of the change.

Changes to the Master Declaration of Trust

Certain amendments to the Master Declaration of Trust governing the Funds may not be made without the approval of a majority of votes cast at a meeting of unitholders duly called for that purpose. Such amendments include any change to the rights, privileges or restrictions attaching to units of a Fund which would adversely affect the monetary interest of unitholders, a change in the fundamental investment objectives of a Fund, or any other change for which approval of unitholders is required by securities legislation or pursuant to the Master Declaration of Trust. All other amendments to the Master Declaration of Trust may be made by the Trustee without unitholder approval.

NAME, FORMATION AND HISTORY OF THE FUNDS

The Funds are open-end mutual fund trusts governed under the laws of Ontario.

Each of the Funds was established under the laws of Ontario and is governed by the Master Declaration of Trust. You will find further details about each Fund's formation in the individual Fund description sections.

Each of the Funds will continue until terminated by the Trustee. Subject to applicable securities laws and regulations, the Trustee is empowered to take all steps necessary to effect the termination of a Fund. The Manager, as the trustee of the Funds, may terminate a Fund at any time by giving unitholders at least 60 days' prior written notice.

For additional information concerning the Master Declaration of Trust, please also see *Trustee* above.

The head office of the Manager and of the Funds is located at 40 Temperance Street, 16th Floor, Toronto, Ontario, M5H 0B4.

RISK FACTORS

The value of the investments a mutual fund holds can change for a number of reasons. You will find the specific risks of investing in each of the Funds in its individual Fund description section. This section tells you more about each risk. **To the extent that a Fund invests in or has exposure to underlying funds, it has the same risks as its underlying funds. Accordingly, any reference to a Fund in this section is intended to also refer to any underlying funds that a Fund may invest in.**

Asset-backed and mortgage-backed securities risk

Asset-backed securities are debt obligations that are backed by pools of consumer or business loans. Mortgage-backed securities are debt obligations backed by pools of mortgages on commercial or residential real estate. To the extent that a Fund invests in these securities, it will be sensitive to asset-backed and mortgage-backed securities risk. If there are changes in the market perception of the issuers of these types of securities, or in the creditworthiness of the parties involved, then the value of the securities may be affected. When investing in mortgage-backed securities, there is also a risk that there may be a drop in the interest rates charged on mortgages, a mortgagor may default on its obligations under a mortgage or there may be a drop in the value of the property secured by the mortgage.

Commodity risk

Some Funds invest directly or indirectly in gold, silver, platinum or palladium or in companies engaged in the energy or natural resource industries, such as gold, silver, platinum, palladium, oil and gas, or other commodity focused industries. These investments, and therefore the value of the Fund's investment in these commodities or in these companies and the net asset value of the Fund, will be affected by changes in the price of commodities which include, among others, gold, silver, palladium and platinum and which can fluctuate significantly in short time periods. Commodity prices can change as a result of a number of factors, including supply and demand, speculation, government and regulatory activities, international monetary and political factors, central bank activity and changes in interest rates and currency values. In the case of a Fund that holds bullion, the bullion will be insured by the custodian or the sub-custodian against all risk, including, but not limited to, the risk of loss, damage, destruction or mis-delivery, and excepting only those risks for which insurance is not currently available, including, but not limited to, war, terrorist events, nuclear incident or government confiscations. Direct purchases of bullion by a Fund may generate higher transaction and custody costs than other types of investments, which may impact the performance of the Fund.

Concentration risk

If a Fund holds significant investments in a few issuers, changes in the value of the securities of those issuers may increase the volatility of the net asset value of the Fund. If a single issuer's securities represent a significant portion of the market value of a Fund's assets, it is possible that the Fund may experience reduced liquidity and diversification. In particular, the Fund may not be able to easily liquidate its position in the issuers as required to fund redemption requests.

Generally, mutual funds are not permitted to invest more than 10% of their net assets in any one issuer. This restriction does not apply to investments in debt securities issued or guaranteed by the Canadian or U.S. government or the government of a Canadian province or territory, securities issued by a clearing corporation, securities issued by mutual funds that are subject to the requirements of NI 81-102 or index participation units issued by a mutual fund. Index mutual funds may invest more than 10% of their net assets in any one issuer if certain conditions are satisfied. Index mutual funds may invest more than 10% of their net assets in any one issuer if certain conditions are satisfied.

Credit risk

To the extent that a Fund invests in fixed income securities, debt securities (including guaranteed mortgages) or mortgage-backed securities, it will be sensitive to credit risk. When a person, company, government or other entity issues a fixed income security or a debt security, the issuer promises to pay interest and repay a specified amount on the maturity date, and the credit risk is that the issuer of the security will not live up to that promise. Generally, this risk is lowest among issuers who have received good credit ratings from recognized credit rating agencies, but the risk level may increase in the event of a downgrade in the issuer's credit rating or a change in the creditworthiness, or perceived creditworthiness, of the issuer. The most risky fixed income or debt securities, which are those with a low credit rating or no credit rating at all, usually offer higher interest rates to compensate for the increased credit risk. In the case of guaranteed mortgages and mortgage-backed securities, the credit risk is that the mortgagor will default on its obligations under a mortgage. A similar credit risk related to default also applies to debt securities other than mortgages. Please see *Foreign investment risk* in the case of investments in debt issued by foreign companies or governments.

Currency risk

When a Fund buys an investment that is denominated in a foreign currency, changes in the exchange rate between that currency and the Canadian dollar will affect the value of the Fund. When a Fund calculates its net asset value in U.S. dollars, changes in the exchange rate between U.S. dollars and an investment denominated in a currency other than U.S. dollars will affect the value of the Fund.

Mutual funds may hedge currency exposure of their foreign portfolio positions to the extent deemed appropriate. Hedging against a decrease in the value of a currency does not, however, eliminate fluctuations in the prices of portfolio securities or prevent losses should the prices of the portfolio securities decline. It may also limit the opportunity for gain as a result of an increase in value of the hedged currency. Furthermore, it may not be possible for a mutual fund to hedge against generally anticipated devaluation as the mutual fund may not be able to contract to sell the currency at a price above the anticipated devaluation level.

Cyber security risk

With the increasingly prevalent use of technologies such as the internet to conduct business, the manager and the Funds are potentially more susceptible to operational, information security, and related risks through breaches in cyber security. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber incidents affecting the Funds, the manager or the Funds' service providers (including, but not limited to, sub-adviser(s) or the Funds' custodian) have the ability to cause disruptions and impact each of their respective business operations, potentially resulting in financial losses, interference with the Funds' ability to calculate their NAV, impediments to trading the portfolio securities of the Funds, the inability of the Funds to process transactions in units of the Funds, such as purchases and redemptions of the Funds' units, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs associated with the implementation of any corrective measures. Similar adverse consequences could result from cyber incidents affecting the issuers of securities in which the Funds invest and counterparties with which the Funds engage in transactions.

Similar to other operational risks, the manager and the Funds have established risk management systems designed to reduce the risks associated with cyber security. However, there is no guarantee that such systems will be successful in every instance. Inherent limitations exist in such systems including the possibility that certain risks have not been identified or anticipated. Furthermore, the manager and the Funds cannot control the cyber security plans and systems of the Funds' service providers, the issuers of securities in which the Funds invest, the counterparties with which the Funds engage in transactions, or any other third parties whose operations may affect the Funds or its unitholders.

Derivatives risk

The use of derivatives is usually designed to reduce risk and/or enhance returns, but its use is not without its own risk. Here are some of the most common ones:

- There is no guarantee that a Fund will be able to complete a derivative contract when it needs to. This could prevent the Fund from making a profit or limiting a loss.
- Where the derivatives contract is a commodity futures contract with an underlying interest in sweet crude oil or natural gas, a Fund that is permitted to trade in commodity futures contracts will always endeavour to settle the contract with cash or an offsetting contract. However, there is no guarantee the Fund will be able to do so. This would result in the Fund having to make or take delivery of the underlying commodity.
- A securities exchange could impose limits on trading of derivatives, thereby making it difficult to complete a contract. When using derivatives, the Fund relies on the ability of the counterparty to the transaction to perform its obligations. In the event that a counterparty fails to complete its obligations, for example, in the event of the default or bankruptcy of the counterparty, the Fund may bear the risk of loss of the amount expected to be received under options, forward contracts or other transactions.
- The other party to the derivative contract may be unable to honour the terms of the contract.
- The price of a derivative may not reflect the true value of the underlying security or index.
- The price of derivatives based on a stock index could be distorted if some or all of the stocks that make up the index temporarily stop trading.
- Derivatives traded on foreign markets may be harder to close than those traded in Canada.

- In some circumstances, investment dealers and futures brokers may hold some of a Fund's assets on deposit as collateral in a derivative contract. That increases risk because another party is responsible for the safekeeping of the assets.

- A hedging strategy involving the use of derivatives may not always work and could restrict a Fund's ability to increase in value.

- The regulation of derivatives is a rapidly changing area of law and is subject to modification by government and judicial action. The effect of any future regulatory changes may make it more difficult, or impossible, for a Fund to use certain derivatives.

- Costs relating to entering and maintaining derivatives contracts may reduce the returns of a Fund.

- Changes in domestic and/or foreign tax laws, regulatory laws, or the administrative practices or policies of a tax or regulatory authority may adversely affect a Fund and its investors. For example, the domestic and foreign tax and regulatory environment for derivative instruments is evolving, and changes in the taxation or regulation of derivative instruments may adversely affect the value of derivative instruments held by a Fund and the ability of a Fund to pursue its investment strategies. In addition, interpretation of the law and the application of administrative practices or policies by a taxation authority may also affect the characterization of a Fund's earnings as capital gains or income. In such a case, the net income of a Fund for tax purposes and the taxable component of distributions to investors could be determined to be more than originally reported, with the result that investors or the Fund could be liable to pay additional income tax. Any liability imposed on a Fund may reduce the value of the Fund and the value of an investor's investment in the Fund.

Emerging markets risk

Some Funds may invest in foreign companies or governments (other than the U.S.) which may be located in, or operate, in developing countries. Companies in these markets may have limited product lines, markets or resources, making it difficult to measure the value of the company. Political instability, possible corruption, as well as lower standards of business regulation increase the risk of fraud and other legal issues. In addition to foreign investment risk described below, these Funds may be exposed to greater volatility as a result of such issues.

Equity risk

In general, when stock markets rise, the value of companies (equity securities) tends to rise. When stock markets fall, the value of companies (equity securities) tends to fall.

Funds that invest in equity securities, such as common shares, are affected by changes in the general economy and financial markets, as well as by the success or failure of the companies that issued the securities. As the company earns profits and retains some or all of them, its equity value should grow, increasing the value of each common share and making them more attractive to investors; conversely, a series of losses would reduce retained earnings and therefore reduce the value of the shares. In addition, the company may distribute part of its profit to shareholders in the form of dividends, however dividends are not obligatory.

Companies issue common shares and other types of equity securities to help finance their operations. Although common shares are the most familiar type of equity security, equity securities also include preferred shares, securities convertible into common shares, such as warrants, and units of real estate, royalty, income and other types of investment trusts. Certain equity securities may also have investment trust risk, and convertible securities may also be subject to interest rate risk. See *Interest rate risk* and *Investment trust risk* below.

ESG factor risk

The ESG factors considered in a Fund's investment process and the extent to which they are considered, if at all, depend on a Fund's particular investment objectives and strategies. Funds that do not incorporate ESG considerations into their investment objectives do not seek to achieve any ESG-related outcome or attributes at the security or portfolio level, and do not make any commitments regarding the ESG-related attributes at the security or portfolio level. For those funds that do not incorporate ESG considerations into their investment objectives, ESG factors are considered, when deemed material, alongside many other factors, through the lens of how they could impact the investment objectives of each fund. The investment approach of the portfolio adviser or sub-adviser, as applicable, may not eliminate the possibility of the fund having exposure to companies that certain investors may perceive to exhibit negative ESG characteristics or poor performance on certain ESG factors. Investors can differ in their views of what constitutes positive or negative ESG performance on any given ESG factor. As a result, a fund may invest in issuers that do not reflect the beliefs and values of every investor.

Foreign investment risk

Investments in foreign companies, securities and governments are influenced by economic and market conditions in the countries in which the governments or companies operate. Foreign investments may be considered more risky than Canadian investments as there is often less available information about foreign issuers or governments. Some other countries also have lower standards for accounting, auditing and financial reporting than those of Canada or the United States. In some countries that may be politically unstable, there may also be a risk of nationalization, expropriation or currency controls. It can also be difficult to trade foreign securities solely through foreign securities markets as they can be less liquid and, due to lower trading volumes, more volatile than securities of comparable issuers traded in North America or securities of governments in North America. These and other risks can contribute to larger and more frequent price changes among foreign investments. U.S. investments are not considered to have foreign investment risk.

There may also be foreign and/or Canadian tax consequences for a Fund related to the holding by the Fund of interests in certain foreign investment entities. The information available to a Fund and the Manager relating to the characterization, for Canadian tax purposes, of the income realized or distributions received by the Fund from issuers of the Fund's investments may be insufficient to permit the Fund to accurately determine its income for Canadian tax purposes by the end of a taxation year and to make sufficient distributions to ensure that it will not be liable to pay income tax in respect of that year.

Fund on fund risk

The Funds may invest in securities of Underlying Funds, including Underlying Funds managed by the Manager or an affiliate or associate of the Manager. The proportions and types of Underlying Funds held by a Fund will vary according to the risk and investment objectives of the Fund.

If a Fund invests in, or has exposure to, an Underlying Fund, the risks associated with investing in that fund include the risks associated with the securities in which the Underlying Fund invests, along with the other risks of the Underlying Fund. Accordingly, a Fund takes on the risk of an Underlying Fund and its respective securities in proportion to its investment in that Underlying Fund. If an Underlying Fund suspends redemptions, the Fund that invests in, or has exposure to, the Underlying Fund may be unable to value part of its investment portfolio and may be unable to process redemption orders.

Pursuant to the requirements of applicable securities legislation, no Fund will vote any of the securities it holds in an Underlying Fund managed by us or any of our affiliates and associates. To the extent that a Fund holds units of an Underlying Fund, the Fund will be required to include in the calculation of its income for a taxation year the net income, including net taxable capital gains, paid or payable to the Fund by such Underlying Fund in the calendar year in which that taxation year ends, notwithstanding that certain of such amounts may be reinvested in additional units of the Underlying Fund.

Any reassessment by a taxation authority of an Underlying Fund resulting in an increase in its net income for tax purposes and/or changes to the taxable components of its distributions, may result in additional taxable distributions to its unitholders (including the Fund). As a result, the Fund or its investors could be liable to pay additional income tax.

Inflation risk

It is possible that the value of fixed income investments and currencies could depreciate as the level of inflation rises in the country of origin. Inflation rates are generally measured by the government and are reported as the Consumer Price Index ("CPI"). During times of higher and rising rates of the CPI, investors are better protected by being invested in hard asset investments such as real estate, commodities and precious metals or mutual funds that invest in companies in these industries.

Interest rate risk

Funds that invest in fixed income securities, such as bonds, mortgages and money market instruments, are sensitive to changes in interest rates. In general, when interest rates are rising, the value of these investments tends to fall. When rates are falling, fixed income securities tend to increase in value. Fixed income securities with longer terms to maturity are generally more sensitive to changes in interest rates. Certain types of fixed income securities permit issuers to repay principal before the security's maturity date. There is a risk that an issuer will exercise this prepayment right after interest rates have fallen and the Funds that hold these fixed income securities will receive payments of principal before the expected maturity date of the security and may need to reinvest these proceeds in securities that have lower interest rates.

Investment trust risk

The Funds may invest in real estate, royalty, income and other investment trusts which are investment vehicles in the form of trusts rather than corporations. To the extent that claims, whether in contract, in tort or as a result of tax or statutory liability, against an investment trust are not satisfied by the trust, investors in the investment trust, including a Fund if it has invested in such investment trust, could be held liable for such obligations. Investment trusts generally seek to make this risk remote in the case of contracts by including provisions in their agreements that the obligations of the investment trust will not be binding on investors. However, investors in investment trusts, which may include the Funds, could still have exposure to damage claims not mitigated contractually, such as personal injury and environmental claims. Certain jurisdictions have enacted legislation to protect investors in investment trusts, including a Fund if it has invested in the investment trust, from the possibility of such liability. Investors in most Canadian investment trusts have been placed on the same footing as shareholders of Canadian corporations which receive the protection of statutorily mandated limited liability in several provincial jurisdictions. However, the extent to which a Fund remains at risk for the obligations of investment trusts ultimately depends on the local laws of the jurisdictions where the Fund invests in investment trusts.

Liquidity risk

Investors often describe the speed and ease with which an asset can be sold and converted into cash as its liquidity. Most of the securities owned by a Fund can usually be sold promptly at a fair price and therefore can be described as relatively liquid. However, a Fund may also invest in securities that are illiquid, which means they cannot be sold quickly or easily or for the value used in calculating the net asset value. Some securities are illiquid because of legal restrictions, the lack of an organized trading market, the nature of the investment itself, or for other reasons. Sometimes, there may simply be a shortage of buyers. A Fund that has trouble selling a security can lose value or incur extra costs. In addition, illiquid securities may be more difficult to value accurately and may experience larger price changes. This can cause greater fluctuations in a Fund's value.

Market disruptions risk

Significant events such as natural disasters, incidents of war, terrorism, civil unrest or disease outbreaks and related geopolitical risks may in the future lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally, including U.S., Canadian and other economies and securities markets. The effects of such unexpected disruptive events on the economies and securities markets of countries cannot be predicted and could also have an acute effect on individual issuers or related groups of issuers. These risks could also adversely affect securities markets, inflation and other factors relating to the value of the portfolios of the Funds, and may adversely affect the performance of the Funds. Upon the occurrence of a disruptive event, the impacted country may not efficiently and quickly recover from such event, which could have a materially adverse effect on borrowers and other developing economic enterprises in such country.

Securities lending, repurchase and reverse repurchase transaction risk

Some Funds may enter into securities lending, repurchase and reverse repurchase transactions to generate additional income consistent with their investment objectives and as permitted by applicable securities and tax legislation.

A securities lending transaction is where a mutual fund lends certain qualified securities to a borrower in exchange for a negotiated fee without realizing a disposition of the security for tax purposes. When a Fund agrees to sell a security at one price and buy it back on a specified later date from the same party with the expectation of a profit, it is entering into a repurchase transaction.

When a Fund agrees to buy a security at one price and sell it back on a specified later date to the same party with the expectation of a profit, it is entering into a reverse repurchase transaction.

These transactions involve certain risks. In the event that the Fund undertakes a securities lending, repurchase or reverse repurchase transaction, the Fund will rely on the ability of the counterparty to the transaction to perform its obligations. If the other party to these transactions goes bankrupt, or is for any reason unable to fulfil its obligations under the agreement, such Funds may experience difficulties or delays in receiving payment. In the event that a counterparty fails to complete its obligations, for example, in the event of the default or bankruptcy of a counterparty, the Fund may bear the risk of loss of the amount expected to be received under the transaction.

In lending its securities, a Fund is exposed to the risk that the borrower may not be able to satisfy its obligations under the securities lending agreement and the lending Fund is forced to take possession of the collateral held. Losses could result if the collateral held by the Fund is insufficient, at the time the remedy is exercised, to replace the securities borrowed.

Funds engaging in repurchase and reverse repurchase transactions are exposed to the risk that the other party to the transaction may become insolvent and unable to complete the transaction. In those circumstances, there is a risk that the value of the securities bought may drop or the value of the securities sold may rise between the time the other party becomes insolvent and the time the Fund recovers its investment.

To address these risks, any such transactions entered into by a Fund will comply with applicable securities legislation including the requirement that each agreement be, at a minimum, fully collateralized by investment grade securities or cash with a value of at least 102% of the market value of the securities subject to the transaction.

The Funds will enter into these transactions only with parties that we believe, through conducting credit evaluations, have adequate resources and financial ability to meet their obligations under such agreements. In the case of securities lending transactions or repurchase and reverse repurchase transactions, the aggregate market value of all securities loaned pursuant to the transactions, together with those that have been sold pursuant to repurchase transactions, by the Fund will not exceed 50% of the net asset value of that Fund immediately after the Fund enters into the transaction.

Series risk

The Funds are available in more than one series. If a Fund cannot pay the expenses of one series using its proportionate share of the Fund's assets, the Fund will be required to pay those expenses out of the other series' proportionate share of the Fund's assets. This may lower the investment returns of the other series of the Fund.

Short selling risk

Certain Funds may engage in a limited amount of short selling consistent with their investment objectives and as permitted by the Canadian securities regulators. A "short sale" is where a mutual fund borrows securities from a lender which are then sold in the open market (or "sold short"). At a later date, the same number of securities are repurchased by the mutual fund and returned to the lender. In the interim, the proceeds from the first sale are deposited with the lender and the mutual fund pays interest to the lender. If the value of the securities declines between the time that the mutual fund borrows the securities and the time it repurchases and returns the securities, the mutual fund makes a profit for the difference (less any interest the mutual fund is required to pay to the lender). Short selling involves certain risks. There is no assurance that securities will decline in value during the period of the short sale sufficient to offset the interest paid by the mutual fund and make a profit for the mutual fund, and securities sold short may instead appreciate in value. The mutual fund also may experience difficulties repurchasing and returning the borrowed securities if a liquid market for the securities does not exist. The lender from whom the mutual fund has borrowed securities may go bankrupt and the mutual fund may lose the collateral it has deposited with the lender. Each Fund that engages in short selling will adhere to controls and limits that are intended to offset these risks by short selling only securities of larger issuers for which a liquid market is expected to be maintained and by limiting the amount of exposure for short sales. The Funds also will deposit collateral only with lenders that meet certain criteria for creditworthiness and only up to certain limits.

Significant unitholder risk

Units of the Funds may be purchased and sold by large investors, including institutions such as banks and insurance companies or other funds.

If a large investor redeems a portion or all of its investment from a Fund, that Fund may have to incur capital gains and other transaction costs in the process of making the redemption. In addition, some securities may have to be sold at unfavourable prices, thus reducing the Fund's potential return. Conversely, if a large investor were to increase its investment in a Fund, that Fund may have to hold a relatively large position in cash for a period of time until the portfolio adviser finds suitable investments, which could also negatively impact the performance of the Fund. Since the performance of the Fund may be negatively impacted, so may the investment return of any remaining investors in the Fund, including other top funds which may still be invested in the Fund.

Generally, a Fund that does not qualify as an "investment fund" for the purposes of the tax loss restriction rules in the Tax Act may be subject to a loss restriction event if an investor becomes a "majority-interest beneficiary", or a group of persons becomes a "majority-interest group of beneficiaries", of the Fund, as those terms are defined in the affiliated persons rules contained in the Tax Act, with certain modifications. The Fund (i) will be deemed to have a year-end for tax purposes (which, if the Fund has not distributed sufficient net income and net realized capital gains, if any, for such taxation year, would result in the Fund being liable for income tax on such amounts under Part I of the Tax Act), and (ii) will become subject to the loss restriction rules generally applicable to a corporation that experiences an acquisition of control, including a deemed realization of any unrealized capital losses and restrictions on its ability to carry forward losses.

Small capitalization risk

Funds that invest in companies with small capitalization are sensitive to small capitalization risk. Capitalization is a measure of the value of a company represented by the current price of a company's stock, multiplied by the number of shares of the company that are outstanding. Companies with small capitalization may not have a well-developed market for their securities. As a result, these securities may be difficult to trade, making their prices more volatile than those of large companies.

Taxation risk

The income tax considerations described under the heading *Income Tax Considerations* assumes that each Fund will qualify as a "mutual fund trust" within the meaning of the Tax Act at all material times. If a Fund does not qualify as a mutual fund trust under the Tax Act, or were to cease to so qualify, the income tax considerations described under the heading *Income Tax Considerations* would be materially and adversely different in certain respects.

The Tax Act provides for a special tax on the designated income of certain trusts (other than a trust that was throughout the year a mutual fund trust) that have designated beneficiaries. The

Manager intends to monitor the activities of any Fund that is not a mutual fund trust so as to ensure that such Fund does not earn any designated income for purposes of the Tax Act. On this basis, it is anticipated that the Funds will not have any liability with respect to this special tax. However, if a Fund is not a mutual fund trust for purposes of the Tax Act and is considered to be carrying on business in respect of any of its investing activities for purposes of these rules, the income related thereto may be designated income and may be subject to the above-noted special tax. A Fund may also be subject to alternative minimum tax under the Tax Act for a taxation year if the Fund is not a mutual fund trust under the Tax Act throughout the taxation year.

The tax treatment of gains and losses realized by the Funds will depend on whether such gains or losses are treated as being on income or capital account. In determining its income for tax purposes, each Fund will generally treat gains or losses realized on the disposition of portfolio securities (other than derivatives and short selling as described below) held by it as capital gains and losses. In general, gains or losses from short selling is treated as income rather than as a capital gains or losses, unless the gains or losses is from short selling “Canadian securities” as defined in the Tax Act and the Fund has made a subsection 39(4) election under the Tax Act. Gains and losses realized by a Fund from derivative transactions will generally be on income account except where such derivatives are used to hedge portfolio securities held on capital account provided the Fund is not a financial institution and there is sufficient linkage, subject to the DFA Rules discussed below. The CRA’s practice is not to grant advance income tax rulings on the characterization of items as capital gains or income and no advance income tax ruling has been requested or obtained. In addition, there can be no assurance that the CRA will agree with the tax treatment otherwise adopted by a Fund. If the CRA disagrees with any tax treatment adopted by a Fund, including if the foregoing dispositions or transactions of the Fund are determined not to be on capital account (whether because of the DFA Rules discussed below or otherwise), the net income of the Fund for tax purposes could increase and the taxable allocation to its unitholders could increase.

The Tax Act contains rules relating to “derivative forward agreements” (the “DFA Rules”) that target certain financial arrangements that seek to deliver a return based on an “underlying interest” (other than certain excluded underlying interests) for purposes of the DFA Rules. The DFA Rules are broad in scope and could apply to other agreements or transactions. If the DFA Rules were to apply in respect of any derivatives to be utilized by the Funds, gains realized in respect of the property underlying such derivatives could be treated as ordinary income rather than capital gains.

Generally, under the excessive interest and financing expense limitation (“EIFEL”) rules, the deductible amount of “interest and financing expenses” (“IFE”) for certain corporations and trusts may be restricted. IFE include, among other things, certain amounts that are economically equivalent to interest or that can reasonably be considered part of the cost of funding and various expenses incurred in obtaining financing. The EIFEL rule does not apply to certain “excluded entities”, which include certain standalone Canadian-resident corporations and trusts, and groups consisting exclusively of Canadian-resident corporations and trusts, that carry on substantially all of the businesses, undertakings and activities in Canada. This exclusion applies only if, in general terms, no non-resident is a material foreign affiliate of, or holds a significant interest in, any group member, and no group member has any significant amount of interest and financing expenses payable to a non-arm's length “tax-indifferent investor”. The new EIFEL rules will generally apply in respect of taxation years that begin on or after October 1, 2023. If the EIFEL rules were to apply to a Fund, the net income of the Fund for tax purposes and the taxable component of distributions to its unitholders could increase.

Underlying ETFs risk

The Funds may invest in ETFs, which may invest in stocks, bonds, commodities, and other financial instruments. ETFs and their underlying investments are subject to the same general types of investment risks as those that apply to the Funds. The risk of each ETF will be dependent on the structure and underlying investments of the ETF.

A Fund's ability to realize the full value of an investment in an ETF will depend on its ability to sell such ETF units or shares on a stock exchange. If the Fund chooses to exercise its rights to redeem ETF units or shares, then it may receive less than 100% of the ETF's then net asset value per unit or share. The trading price of the units or shares of ETFs will fluctuate in accordance with changes in the ETFs' net asset value, as well as market supply and demand on the respective stock exchange on which they are listed. Units or shares of an ETF may trade in the market at a premium or discount to the ETF's net asset value per unit or share and there can be no assurance that units or shares will trade at prices that reflect their net asset value. The ETFs are or will be listed on a Canadian or U.S. stock exchange, or such other stock exchanges as may be approved from time to time by Canadian securities regulators, however there is no assurance that an active public market for an ETF will develop or be sustained.

The Funds may invest in ETFs that (i) invest in securities that are included in one or more indices in substantially the same proportion as those securities are reflected in a referenced index or indices, or (ii) invest in a manner that substantially replicates the performance of such a referenced index or indices. If the computer or other facilities of the index providers or a stock exchange malfunction for any reason, calculation of the value of these indices may be delayed and trading in units or shares of such an ETF may be suspended for a period of time. If constituent securities of these indices are cease traded at any time, the manager of such an ETF may suspend the exchange or redemption of units or shares of the ETF until such time as the transfer of the securities is permitted by law. The indices on which an ETF may be based may not have been created by index providers for the purpose of the ETF. Index providers generally have the right to make adjustments or to cease calculating the indices without regard to the particular interests of the manager of an ETF, an ETF or investors in an ETF.

Adjustments to baskets of securities held by an ETF to reflect rebalancing of and adjustments to the underlying indices on which they are based will depend on the ability of the manager of the ETF and its brokers to perform their respective obligations. If a designated broker fails to perform, an ETF would be required to sell or purchase, as the case may be, constituent securities of the index on which it is based in the market. If this happens, the ETF would incur additional transaction costs that would cause the performance of the ETF to deviate more significantly from the performance of such index than would otherwise be expected.

Deviations in the tracking by an ETF of an index on which it is based could occur for a variety of reasons. For example, the total return generated will be reduced by the management fee payable to the manager of the ETF and transaction costs incurred in adjusting the portfolio of securities held by the ETFs and other expenses of the ETFs, whereas such transaction costs and expenses are not included in the calculation of such indices.

INVESTMENT RISK CLASSIFICATION METHODOLOGY

As required by applicable securities legislation, we determine the investment risk level of each Fund in accordance with a standardized risk classification methodology that is based on the Fund's historical volatility as measured by the 10-year standard deviation of the returns of the Fund. Standard deviation is a statistical tool used to measure the historical variability of a Fund's returns relative to the Fund’s average return. The higher the standard deviation of a Fund, the greater the range of returns it has experienced in the past. A Fund with a higher standard deviation will be classified as more risky.

Where a Fund has offered securities to the public for less than 10 years, the standardized methodology requires the use of the standard deviation of a reference mutual fund or index that reasonably approximates or, for a newly established Fund, is reasonably expected to approximate, the standard deviation of the Fund. Where applicable, the reference mutual fund or index used to determine the risk rating of a Fund is described in specific disclosure for the Fund, under the heading Investment Risk Classification.

Using this methodology, each Fund will have a risk rating in one of the following categories: low, low to medium, medium, medium to high and high.

We will review the investment risk rating of each Fund at least annually as well as if there is a material change in a Fund’s investment objectives or investment strategies.

Historical performance may not be indicative of future returns and a Fund’s historical volatility may not be indicative of its future volatility. There may be times when we believe the standardized methodology produces a result that does not reflect the Fund’s risk based on other qualitative factors. As a result, we may assign a higher risk rating to the Fund if we determine it is reasonable to do so in the circumstances.

The methodology that the Manager uses to identify the investment risk level of a Fund is available on request at no cost by contacting us toll free at 1-800-268-9269 (416-750-3863 in Toronto) for English or 1-800-387-5004 for French or by email at fundinfo@scotiabank.com or by writing to us at the address on the back cover of this simplified prospectus.

ABOUT THE FUND DESCRIPTIONS

On the following pages, you will find detailed descriptions of each of the Funds to help you make your investment decisions. Here is what each section of the Fund descriptions tells you:

Fund details

This section gives you some basic information about each Fund, such as what type of mutual fund it is and its eligibility for Registered Plans, including RRSPs, RRIFs, RESPs, deferred profit-sharing plans, RDSPs, LIFs, LRIFs, LRSPs, PRIFs, FHSAs and TFSAs.

All of the Funds offered under this simplified prospectus are, or are expected to be, qualified investments under the *Tax Act* for Registered Plans, unless otherwise indicated. In certain cases, we may restrict purchases of units of certain Funds by certain Registered Plans.

What do the Funds invest in?

This section tells you the fundamental investment objectives of each Fund and the strategies each Fund uses in trying to achieve those objectives. Any change to the fundamental investment objectives must be approved by a majority of votes cast at a meeting of unitholders called for that purpose.

What are the risks of investing in the Fund?

This section tells you the specific risks of investing in the Fund. You will find a description of each risk under *Risk Factors* above.

Investment risk classification

This section provides a brief description of the reference fund or reference index or indices used to determine the risk level of a Fund that has fewer than 10 years of performance history.

Distribution policy

This section tells you when a Fund usually distributes any net income and capital gains, and where applicable, return of capital to unitholders, or pays dividends, as applicable. For information about how distributions or dividends are taxed, see *Income tax considerations – Taxation of shareholders* or *Income tax considerations – Taxation of unitholders*.

Name, formation and history of the Fund

This section tells you the formation date, former names (if any) and other major events affecting the Fund in the last 10 years. It also shows the start date for each series of each Fund.

Scotia Wealth Canadian Bond Pool

Fund details

Fund type	Fixed income fund
Type of securities	Series I, Series K and Series M units of a mutual fund trust
Eligible for Registered Plans?	Yes
Portfolio adviser	The Manager Toronto, Ontario

What does the Fund invest in?

Investment objectives

The Fund's investment objective is to provide income while preserving capital through investment in a diversified portfolio primarily of Canadian fixed income securities including government and corporate bonds.

Any change to the fundamental investment objectives must be approved by a majority of votes cast at a meeting of unitholders called for that purpose.

Investment strategies

The Fund seeks to achieve its investment objective by investing primarily in a diversified portfolio of Canadian fixed income securities primarily issued by the federal or provincial governments and corporate bonds.

A disciplined approach is used in managing risk as fixed income securities are actively traded in response to movements in the level of bond yields and the shape of the yield curve. The portfolio adviser actively manages duration and sector weightings. Each trade is performed with consideration to the security's risk/reward profile.

Techniques include:

- managing portfolio duration and yield curve exposure based on fundamental and technical analysis of debt markets.
- adjusting sector weightings to enhance returns; and
- evaluating credit quality to create a portfolio of stable corporate bond holdings.

The Fund can invest up to 49% of its assets in foreign securities.

The Fund may also invest in money market instruments, commercial paper, bankers' acceptances and mortgage-backed securities.

The portfolio adviser may choose to use warrants and derivatives such as options, futures, forward contracts and swaps to adjust the Fund's average term to maturity, and/or to gain or reduce exposure to income-producing securities, credit risk and/or foreign currency. The portfolio adviser may also use derivatives to hedge against changes in interest rates, foreign currency exchange rates and credit spreads and will only use derivatives as permitted by securities regulations.

The Fund may participate in securities lending, repurchase and reverse repurchase transactions to achieve its investment objective and to enhance returns. You will find more information about securities lending, repurchase and reverse repurchase transactions and how the Fund limits the risks associated with them under *Securities lending, repurchase and reverse repurchase transaction risk*.

The Fund may also engage in short selling on the conditions permitted by Canadian securities rules. In determining whether securities of a particular issuer should be sold short, the portfolio adviser utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis of the security generally produces a favourable outlook, the issuer is a candidate for purchase. Where the analysis of the security produces an unfavourable outlook, the issuer is a candidate for a short sale. For a more detailed description of short selling and the limits within which the Fund may engage in short selling, please refer to *Short selling risk*.

The Fund may invest in other mutual funds or exchange-traded funds ("ETFs") that are managed by us, or one of our affiliates or associates, or by other investment fund managers. For more information see *What do mutual funds invest in – Underlying funds*.

The portfolio adviser may engage in active or frequent trading of investments. This increases the possibility that an investor will receive taxable distributions. This can also increase trading costs, which lower the Fund's returns.

When evaluating investment opportunities, the portfolio adviser may consider ESG factors it believes to be relevant to investment outcomes. For more information, please see *ESG Considerations*.

What are the risks of investing in the Fund?

The Fund may be subject to the following risks:

- asset-backed and mortgage-backed securities risk
- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- emerging markets risk
- ESG factor risk
- foreign investment risk
- fund on fund risk
- inflation risk
- interest rate risk
- liquidity risk
- market disruptions risk
- securities lending, repurchase and reverse repurchase transaction risk
- series risk
- short selling risk
- significant unitholder risk
- taxation risk

- underlying ETFs risk

You will find details about each of these risks under *Risk Factors.*

Investment risk classification

As the Fund has offered securities to the public for less than 10 years, the Fund's risk classification is based on the Fund's returns and the return of the following reference index:

Reference Index	Description
FTSE Canada Universe Bond Index	This index is designed to be a broad measure of the Canadian investment-grade fixed income market including Government of Canada bonds, provincial bonds, municipal bonds and corporate obligations.

Please see *Investment risk classification methodology* for a description of how we determined the classification of this Fund's risk level.

Distribution policy

The Fund intends to make a distribution by the last business day of each month, other than December. The final distribution in respect of each taxation year will be paid or payable by December 31 of each year, or at such other times as may be determined by the Manager to ensure that the Fund will not have any liability for income tax under Part I of the Tax Act. The distributions may consist of net income, net realized capital gains and/or return of capital. The amount of the distributions will change throughout the year as conditions change. If the amount distributed exceeds the net income and net realized capital gains of the Fund for a year, the excess distribution will be a return of capital. A return of capital is not taxable but generally will reduce the adjusted cost base of your units for tax purposes.

Distributions are reinvested in additional units of the Fund, unless you tell your registered investment professional that you want to receive cash distributions.

Name, formation and history of the Fund

Full name of the Fund	Scotia Wealth Canadian Bond Pool
Former names	N/A
Formation date	February 2, 2024
Formation details	Established by a declaration of trust governed by the laws of Ontario
Series start date	Series I units: February 5, 2024 Series K units: February 5, 2024 Series M units: February 5, 2024
Major events in the last 10 years	N/A

Scotia Wealth Fundamental International Equity Pool

Fund details

Fund type	International equity fund
Type of securities	Series I, Series K and Series M units of a mutual fund trust
Eligible for Registered Plans?	Yes
Portfolio adviser	The Manager Toronto, Ontario
Sub-adviser	Jarislowsky, Fraser Limited Montreal, Quebec

What does the Fund invest in?

Investment objectives

The Fund's investment objective is to achieve long term capital growth by investing in a diversified portfolio of equity securities primarily issued by companies located outside of the U.S. and Canada.

Any change to the fundamental investment objectives must be approved by a majority of votes cast at a meeting of unitholders called for that purpose.

Investment strategies

The Fund seeks to achieve its investment objective by investing primarily in equity securities issued by companies located outside the U.S. and Canada with attractive growth prospects.

The portfolio adviser uses a fundamental investment approach that focuses on high quality businesses with attractive earnings prospects at reasonable valuations. Based on the fundamental analysis, the portfolio adviser identifies investment opportunities that are industry leaders with unrecognized growth potential.

As part of the fundamental research, the portfolio adviser conducts detailed and rigorous analysis on:

- management teams and corporate governance structure;
- historical earnings track record;
- financial leverage;
- valuation levels; and
- future growth potential.

The Fund can invest up to 100% of its assets in foreign securities.

The portfolio adviser may choose to use warrants and derivatives such as options, futures, forward contracts and swaps to gain exposure to individual securities and markets instead of buying the securities directly and in order to hedge against losses from changes in the prices of the Fund's investments and from exposure to foreign currencies. It will only use derivatives as permitted by securities regulations.

The Fund may participate in securities lending, repurchase and reverse repurchase transactions to achieve its investment objective and to enhance returns. You will find more information about securities lending, repurchase and reverse repurchase transactions and how the Fund limits the risks associated with them under *Securities lending, repurchase and reverse repurchase transaction risk*.

In the event of adverse market, economic and/or political conditions, the portfolio adviser may invest this Fund's assets in cash and cash equivalent securities.

The Fund may also engage in short selling on the conditions permitted by Canadian securities rules. In determining whether securities of a particular issuer should be sold short, the portfolio adviser utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis of the security generally produces a favourable outlook, the issuer is a candidate for purchase. Where the analysis of the security produces an unfavourable outlook, the issuer is a candidate for a short sale. For a more detailed description of short selling and the limits within which the Fund may engage in short selling, please refer to *Short selling risk*.

The Fund may invest in other mutual funds or exchange-traded funds ("ETFs") that are managed by us, or one of our affiliates or associates, or by other investment fund managers. For more information see *What do mutual funds invest in – Underlying funds*.

The portfolio adviser may engage in active or frequent trading of investments. This increases the possibility that an investor will receive taxable distributions. This can also increase trading costs, which lower the Fund's returns.

When evaluating investment opportunities, the portfolio adviser may consider ESG factors it believes to be relevant to investment outcomes. For more information, please see *ESG Considerations*.

What are the risks of investing in the Fund?

The Fund may be subject to the following risks:

- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- emerging markets risk
- equity risk
- ESG factor risk
- foreign investment risk
- fund on fund risk
- inflation risk
- interest rate risk
- investment trust risk
- liquidity risk
- market disruptions risk
- securities lending, repurchase and reverse repurchase transaction risk
- series risk
- short selling risk

- significant unitholder risk
- taxation risk
- underlying ETFs risk

You will find details about each of these risks under *Risk Factors.*

Investment risk classification

As the Fund has offered securities to the public for less than 10 years, the Fund's risk classification is based on the Fund's returns and the return of the following reference index:

Reference Index	Description
MSCI EAFE (C$)	This index captures large and mid-cap representation across developed markets around the world, excluding the U.S. and Canada.

Please see *Investment risk classification methodology* for a description of how we determined the classification of this Fund's risk level.

Distribution policy

The Fund will distribute, in each taxation year of the Fund, sufficient net income and net realized capital gains so that it will not have any liability for income tax under Part I of the Tax Act. Distributions will be paid or payable by December 31 of each year or at such other times as may be determined by the Manager.

Distributions are reinvested in additional units of the Fund, unless you tell your registered investment professional that you want to receive cash distributions.

Name, formation and history of the Fund

Full name of the Fund	Scotia Wealth Fundamental International Equity Pool
Former names	N/A
Formation date	February 2, 2024
Formation details	Established by a declaration of trust governed by the laws of Ontario
Series start date	Series I units: February 5, 2024 Series K units: February 5, 2024 Series M units: February 5, 2024
Major events in the last 10 years	N/A

Scotia Wealth Quantitative Canadian Small Cap Equity Pool

Fund details

Fund type	Canadian equity fund
Type of securities	Series I, Series KM and Series M units of a mutual fund trust
Eligible for Registered Plans?	Yes
Portfolio adviser	The Manager Toronto, Ontario
Sub-adviser	Hillsdale Investment Management Inc. Toronto, Ontario

What does the Fund invest in?

Investment objectives

The Fund's investment objective is to achieve long term capital appreciation by investing primarily in equity securities of small and medium capitalization Canadian companies.

Any change to the fundamental investment objectives must be approved by a majority of votes cast at a meeting of unitholders called for that purpose.

Investment strategies

The Fund seeks to achieve its investment objective by investing primarily in a diversified selection of Canadian small and medium capitalization equity securities.

The portfolio adviser employs a quantitative proprietary, multi-factor, real-time alpha model to generate stock return forecasts in multiple investment horizons. This process leads to a core investment style designed to add value in most market environments.

The portfolio adviser's research engine seamlessly integrates capital markets, factor research, return forecasting, portfolio construction, risk and factor monitoring, and performance measurement and attribution. This empowers the portfolio adviser to form and test investment hypotheses effectively and efficiently. Once approved, all new data inputs and algorithms are integrated into decision rules and incorporated into the Fund. This process is implemented on a real-time basis.

The Fund can invest up to 10% of its assets in foreign securities.

The portfolio adviser may choose to use warrants and derivatives such as options, futures, forward contracts and swaps to gain exposure to individual securities and markets instead of buying the securities directly and in order to hedge against losses from changes in the prices of the Fund's investments and from exposure to foreign currencies. It will only use derivatives as permitted by securities regulations.

The Fund may participate in securities lending, repurchase and reverse repurchase transactions to achieve its investment objective and to enhance returns. You will find more information about securities lending, repurchase and reverse repurchase transactions and how the Fund limits the risks associated with them under *Securities lending, repurchase and reverse repurchase transaction risk*.

In the event of adverse market, economic and/or political conditions, the portfolio adviser may invest this Fund's assets in cash and cash equivalent securities.

The Fund may also engage in short selling on the conditions permitted by Canadian securities rules. In determining whether securities of a particular issuer should be sold short, the portfolio adviser utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis of the security generally produces a favourable outlook, the issuer is a candidate for purchase. Where the analysis of the security produces an unfavourable outlook, the issuer is a candidate for a short sale. For a more detailed description of short selling and the limits within which the Fund may engage in short selling, please refer to *Short selling risk*.

The Fund may invest in other mutual funds or exchange-traded funds ("ETFs") that are managed by us, or one of our affiliates or associates, or by other investment fund managers. For more information see *What do mutual funds invest in – Underlying funds*.

The portfolio adviser may engage in active or frequent trading of investments. This increases the possibility that an investor will receive taxable distributions. This can also increase trading costs, which lower the Fund's returns.

When evaluating investment opportunities, the portfolio adviser may consider ESG factors it believes to be relevant to investment outcomes. For more information, please see *ESG Considerations*.

What are the risks of investing in the Fund?

The Fund may be subject to the following risks:

- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- equity risk
- ESG factor risk
- foreign investment risk
- fund on fund risk
- inflation risk
- interest rate risk
- investment trust risk
- liquidity risk
- market disruptions risk
- securities lending, repurchase and reverse repurchase transaction risk
- series risk
- short selling risk
- significant unitholder risk
- small capitalization risk
- taxation risk
- underlying ETFs risk

You will find details about each of these risks under *Risk Factors.*

Investment risk classification

As the Fund has offered securities to the public for less than 10 years, the Fund's risk classification is based on the Fund's returns and the return of the following reference index:

Reference Index	Description
S&P/TSX Smallcap Index	This index provides an investable index for the Canadian small cap market.

Please see *Investment risk classification methodology* for a description of how we determined the classification of this Fund's risk level.

Distribution policy

The Fund will distribute, in each taxation year of the Fund, sufficient net income and net realized capital gains so that it will not have any liability for income tax under Part I of the Tax Act. Distributions will be paid or payable by December 31 of each year or at such other times as may be determined by the Manager.

Distributions are reinvested in additional units of the Fund, unless you tell your registered investment professional that you want to receive cash distributions.

Name, formation and history of the Fund

Full name of the Fund	Scotia Wealth Quantitative Canadian Small Cap Equity Pool
Former names	N/A
Formation date	February 2, 2024
Formation details	Established by a declaration of trust governed by the laws of Ontario
Series start date	Series I units: February 5, 2024 Series KM units: February 5, 2024 Series M units: February 5, 2024
Major events in the last 10 years	N/A

Scotia Wealth Quantitative Global Small Cap Equity Pool

Fund details

Fund type	Global equity fund
Type of securities	Series I, Series KM and Series M units of a mutual fund trust
Eligible for Registered Plans?	Yes
Portfolio adviser	The Manager Toronto, Ontario
Sub-adviser	Hillsdale Investment Management Inc. Toronto, Ontario

What does the Fund invest in?

Investment objectives

The Fund's investment objective is to achieve long term capital appreciation by investing primarily in equity securities of small and medium capitalization companies located around the world.

Any change to the fundamental investment objectives must be approved by a majority of votes cast at a meeting of unitholders called for that purpose.

Investment strategies

The Fund seeks to achieve its investment objective by investing primarily in a diversified selection of global small and medium capitalization equity securities.

The portfolio adviser employs a quantitative proprietary, multi-factor, real-time alpha model, customized for each region to generate stock return forecasts in multiple investment horizons. This process leads to a core investment style designed to add value in most market environments.

The portfolio adviser's research engine seamlessly integrates capital markets, factor research, return forecasting, portfolio construction, risk and factor monitoring, and performance measurement and attribution. This empowers the portfolio adviser to form and test investment hypotheses effectively and efficiently. Once approved, all new data inputs and algorithms are integrated into decision rules and incorporated into the Fund. This process is implemented on a real-time basis around the world.

The Fund can invest up to 100% of its assets in foreign securities.

The portfolio adviser may choose to use warrants and derivatives such as options, futures, forward contracts and swaps to gain exposure to individual securities and markets instead of buying the securities directly and in order to hedge against losses from changes in the prices of the Fund's investments and from exposure to foreign currencies. It will only use derivatives as permitted by securities regulations.

The Fund may participate in securities lending, repurchase and reverse repurchase transactions to achieve its investment objective and to enhance returns. You will find more information about securities lending, repurchase and reverse repurchase transactions and how the Fund limits the risks associated with them under *Securities lending, repurchase and reverse repurchase transaction risk*.

In the event of adverse market, economic and/or political conditions, the portfolio adviser may invest this Fund's assets in cash and cash equivalent securities.

The Fund may also engage in short selling on the conditions permitted by Canadian securities rules. In determining whether securities of a particular issuer should be sold short, the portfolio adviser utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis of the security generally produces a favourable outlook, the issuer is a candidate for purchase. Where the analysis of the security produces an unfavourable outlook, the issuer is a candidate for a short sale. For a more detailed description of short selling and the limits within which the Fund may engage in short selling, please refer to *Short selling risk*.

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The portfolio adviser may engage in active or frequent trading of investments. This increases the possibility that an investor will receive taxable distributions. This can also increase trading costs, which lower the Fund's returns.

When evaluating investment opportunities, the portfolio adviser may consider ESG factors it believes to be relevant to investment outcomes. For more information, please see *ESG Considerations*.

What are the risks of investing in the Fund?

The Fund may be subject to the following risks:

- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- emerging markets risk
- equity risk
- ESG factor risk
- foreign investment risk
- fund on fund risk
- inflation risk
- interest rate risk
- investment trust risk
- liquidity risk
- market disruptions risk
- securities lending, repurchase and reverse repurchase transaction risk
- series risk
- short selling risk
- significant unitholder risk
- small capitalization risk
- taxation risk
- underlying ETFs risk

You will find details about each of these risks under *Risk Factors.*

Investment risk classification

As the Fund has offered securities to the public for less than 10 years, the Fund's risk classification is based on the Fund's returns and the return of the following reference index:

Reference Index	Description
MSCI ACWI Small Cap Index (C$)	This index captures small cap representation across the Developed Markets and Emerging Markets countries. The index covers about 14% of the free float-adjusted market capitalization in each country.

Please see *Investment risk classification methodology* for a description of how we determined the classification of this Fund's risk level.

Distribution policy

The Fund will distribute, in each taxation year of the Fund, sufficient net income and net realized capital gains so that it will not have any liability for income tax under Part I of the Tax Act. Distributions will be paid or payable by December 31 of each year or at such other times as may be determined by the Manager.

Distributions are reinvested in additional units of the Fund, unless you tell your registered investment professional that you want to receive cash distributions.

Name, formation and history of the Fund

Full name of the Fund	Scotia Wealth Quantitative Global Small Cap Equity Pool
Former names	N/A
Formation date	February 2, 2024
Formation details	Established by a declaration of trust governed by the laws of Ontario
Series start date	Series I units: February 5, 2024 Series KM units: February 5, 2024 Series M units: February 5, 2024
Major events in the last 10 years	N/A

Additional information about each Fund is available in its most recently filed Fund Facts, its most recently filed annual financial statements and interim financial reports and its most recently filed annual and interim management reports of fund performance. These documents are incorporated by reference into this simplified prospectus. That means they legally form part of this simplified prospectus just as if they were printed in it.

You can get a copy of these documents, at your request and at no charge, by calling 1-800-268-9269 (416-750-3863 in Toronto) for English, or 1-800-387-5004 for French, by requesting them from your dealer or by email at fundinfo@scotiabank.com. You will also find these documents on our website at www.scotiafunds.com.

These documents and other information about the Funds, such as information circulars and material contracts, are also available at www.sedarplus.ca.

ScotiaFunds

Simplified Prospectus

Scotia Wealth Fundamental International Equity Pool (Series I, Series K and Series M units)
Scotia Wealth Quantitative Canadian Small Cap Equity Pool (Series I, Series KM and Series M units)
Scotia Wealth Quantitative Global Small Cap Equity Pool (Series I, Series KM and Series M units)
Scotia Wealth Canadian Bond Pool (Series I, Series K and Series M units)

Managed by:

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