

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

AMENDMENT NO. 1

**Dated November 17, 2023
to the Simplified Prospectus dated March 29, 2023
of**

Scotia Wealth Credit Absolute Return Pool (Series KM and Series M units)

(the “Fund”)

This Amendment No. 1 dated November 17, 2023 to the simplified prospectus dated March 29, 2023 (the “**Simplified Prospectus**”) relating to the offering of the Fund, provides certain additional information relating to the Fund and the Simplified Prospectus should be read subject to this information. All capitalized terms have the same meaning as set forth in the Simplified Prospectus, unless otherwise specifically defined in this Amendment No. 1.

The amendments reflected in this Amendment No. 1 relate to changes to the Underlying Fund.

The Simplified Prospectus is amended as follows:

Changes to the Underlying Fund

1. Throughout the Simplified Prospectus, each reference to “Dynamic Credit Absolute Return II Fund” is hereby removed and replaced by “Dynamic Credit Absolute Return Fund”.
2. On page 27 of the Simplified Prospectus, the language under the subheading “Fees and expenses payable by the Fund – Performance fees” is deleted in its entirety and replaced with the following:

“The Fund does not pay any performance fees. However, the underlying fund may pay performance fees to the Manager.

As of the date of this prospectus, the underlying fund pays to the Manager an annual performance fee equal to (a) 20% of the amount by which the net asset value per unit of the series on the last valuation day of the current performance fee period (before giving effect to any distributions by the underlying fund since the High Water Mark and adjusted to exclude the accrual of the performance fee during the performance fee period) exceeds the Adjusted High Water Mark multiplied by (b) the average number of units of that series outstanding during such performance fee period.

The “High Water Mark” means in relation to the underlying fund: (a) the High Water Mark applicable to the same series of units on the date such units were first available for sale to the public; or (b) in respect of any calendar year subsequent to a year for which performance fees were paid, for Series A units and Series F units on or after the last valuation date of 2019, and for Series OP units, Series H units, and Series FH units on or after last valuation date of 2022, the greater of:

- (i) the net asset value per unit on the last valuation day of the most recent calendar year for which performance fees were paid after giving effect to all distributions in, and payments of performance fees for, such calendar year; and
- (ii) the net asset value per unit on the last valuation day of any calendar year subsequent to the most recent calendar year for which performance fees were paid before giving effect to all distributions since such calendar year;

provided that if the High Water Mark is the net asset value in (ii) above then, for purposes of calculating the performance fee, the High Water Mark for that calendar year will be the net asset value per unit on the last valuation day after giving effect to all distributions.

The "Adjusted High Water Mark" means: the High Water Mark on the first business day of the applicable performance fee period multiplied by the lesser of: (i) 100% + (the 90 day treasury bill rate on the first business day of the applicable performance fee period plus 1%); or (ii) 105%."

3. On page 38 of the Simplified Prospectus, the paragraph under the subheading "Exemptions and Approvals – Short selling" is deleted and replaced with the following language:

"The underlying fund, Dynamic Credit Absolute Return Fund, has been granted exemptive relief to permit it to sell short Government Securities up to 300% and sell short non-Government Securities up to 100% of the underlying fund's net asset value."

4. On page 46 of the Simplified Prospectus, the second paragraph under the subheading "Short selling" is deleted and replaced with the following:

"The underlying fund has been granted exemptive relief to permit it to permit it to sell short Government Securities up to 300% and sell short non-Government Securities up to 100% of the underlying fund's net asset value, as described in further detail within the Investment strategies section of the Fund."

5. On page 63 of the Simplified Prospectus, in the fund profile for the Fund, the second paragraph under the subheading "What does the Fund invest in? – Investment objectives" is deleted and replaced with the following:

"The underlying fund aims to maximize absolute returns over a complete market cycle through investment in diversified long and short positions of primarily North American credit securities while seeking to mitigate interest rate risk while maintaining a weighted averaged credit rating of "investment grade". The underlying fund may invest in one or more underlying funds. The underlying fund is expected to use alternative investment strategies including the use of leverage."

6. On page 63 of the Simplified Prospectus, in the fund profile for the Fund, the fourteenth bullet under the subheading "What does the Fund invest in? – Investment strategies" is hereby deleted.

7. On page 63 of the Simplified Prospectus, in the fund profile for the Fund, the third and fourth paragraphs under the subheading "What does the Fund invest in? – Investment strategies" are deleted and replaced with the following:

"The underlying fund has been granted an exemption from the investment restrictions applicable to alternative funds in NI 81-102 to permit it to sell short Government Securities up to 300% and sell short non-Government Securities up to 100% of the underlying fund's net asset value.

Although the Fund itself does not utilize leverage for investment purposes, the underlying fund is expected to utilize leverage in the form of purchasing securities on margin or with borrowed funds, short selling and through derivatives. The underlying fund's aggregate gross exposure, which will not exceed 300% of the underlying fund's net asset value, is calculated as the sum of the following: (i) the aggregate market value of the underlying fund's indebtedness; (ii) the aggregate market value of securities sold short by the underlying fund; and (iii) the aggregate notional value of the underlying fund's specified derivatives positions excluding any specified derivatives used for "hedging purposes" as defined in NI 81-102. The combined use of short selling of non-Government Securities and cash borrowing by the underlying fund is subject to an aggregate overall limit of 100% of the underlying fund's net asset value. The underlying fund may short sell Government Securities up to 300% of the underlying fund's net asset value. The underlying fund primarily uses borrowing by purchasing securities on margin to enhance the returns on its investment portfolio.

The underlying fund has received exemptive relief from the Canadian securities regulatory authorities to permit the underlying fund to deposit portfolio assets with a borrowing agent as security in connection with a short sale of securities in excess of 25% of the net asset value of the underlying fund at the time of deposit."

Changes to Risk Factors Applicable to the Fund

1. Under the subheading "Risk Factors" in the Simplified Prospectus, the following risk is added:

Prime Broker Risk

Some of the assets of the underlying fund may be held in one or more margin accounts due to the fact that the underlying fund may borrow cash for investment purposes, sell securities short and post margin as collateral for specified derivatives transactions. The margin accounts may provide less segregation of customer assets than would be the case with a more conventional custody arrangement. As a result, the assets of the underlying fund could be frozen and inaccessible for withdrawal or subsequent trading for an extended period of time if a prime broker experiences financial difficulty. In such case, the underlying fund may experience losses due to insufficient assets of the prime broker to satisfy the claims of its creditors. In addition, the possibility of adverse market movements while its positions cannot be traded could adversely affect the total return to the underlying fund.

The underlying fund has received exemptive relief from the Canadian securities regulatory authorities to permit the underlying fund to deposit portfolio assets with a borrowing agent as security in connection with a short sale of securities in excess of 25% of the net asset value of the underlying fund at the time of deposit."

2. Under the subheading "Risk Factors – Short Selling Risk" in the Simplified Prospectus, the second paragraph is deleted and replaced with the following:

"Dynamic Credit Absolute Return Fund, the underlying fund, has been granted exemptive relief to permit it to sell short Government Securities up to 300% of its net asset value and sell short non-Government Securities up to 100% of its net asset value. For additional information refer to What do mutual funds invest in? – Short selling earlier in this document."

3. On page 66 of the Simplified Prospectus, in the fund profile for the Fund, under the subheading "What are the Risks of investing in the Fund?", digital asset futures risk and digital asset investments risk are hereby removed from the list and prime broker risk is hereby added to the list.

PURCHASER'S STATUTORY RIGHTS

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

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

November 17, 2023

This Amendment No. 1 dated November 17, 2023, together with the simplified prospectus dated March 29, 2023, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

(signed) "Neal Kerr"

Neal Kerr

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

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

(signed) "Gregory Joseph"

Gregory Joseph

Chief Financial Officer

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

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

(signed) "John Pereira"

John Pereira

Director

(signed) "Jim Morris"

Jim Morris

Director

CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR OF THE FUND

(Series KM Units)

November 17, 2023

To the best of our knowledge, information and belief, this Amendment No. 1 dated November 17, 2023, together with the simplified prospectus dated March 29, 2023, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

(signed) "Alex Besharat"

Alex Besharat

Director

Scotia Capital Inc., as principal distributor
of Series KM units of the Fund