ScotiaFunds®

# Simplified Prospectus

# 2020

May 15, 2020

Scotia Canadian Dividend Class (Series A shares)
Scotia Canadian Equity Blend Class (Series A shares)
Scotia U.S. Equity Blend Class (Series A shares)
Scotia Global Dividend Class (Series A shares)
Scotia International Equity Blend Class (Series A shares)
Scotia INNOVA Income Portfolio Class (Series A shares)[1]
Scotia INNOVA Balanced Income Portfolio Class (Series A and Series T shares)
Scotia INNOVA Balanced Growth Portfolio Class (Series A and Series T shares)
Scotia INNOVA Growth Portfolio Class (Series A and Series T shares)
Scotia INNOVA Maximum Growth Portfolio Class (Series A and Series T shares)
Scotia Partners Balanced Income Portfolio Class (Series A and T shares)
Scotia Partners Balanced Growth Portfolio Class (Series A and T shares)
Scotia Partners Growth Portfolio Class (Series A and T shares)
Scotia Partners Maximum Growth Portfolio Class (Series A and T shares)

Each of the foregoing Funds and Portfolios are classes of Scotia Corporate Class Inc.

[1]Scotia INNOVA Income Portfolio Class is currently closed to new purchases or switches of securities from other funds into this fund. The fund may be re-opened at a later date.



ScotiaFunds®

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# Introduction

In this document, unless the context requires otherwise:

*Board* means the board of directors of the Corporation;

*Corporation* means Scotia Corporate Class Inc.;

*Corporate Funds* refers to the ScotiaFunds that are classes of the Corporation and *Corporate Fund* refers to any of them;

*Fund* or *Funds* means a Corporate Fund, including a Portfolio, that is offered for sale under this simplified prospectus and where the context requires, refers to ScotiaFunds, whether a Corporate Fund, a Trust Fund or an LP Fund;

*LP Funds* refers to an investment fund structured as a limited partnership established from time to time in which one or more Corporate Funds may invest, and *LP Fund* refers to any of them;

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

*Portfolios* or *Portfolio Classes* refers to the Scotia INNOVA Portfolio Classes and Scotia Partners Portfolio Classes that are offered for sale under this simplified prospectus and *Portfolio* or *Portfolio Class* refers to any of them;

*Reference Funds* refers to Scotia Private Short-Mid Government Bond Pool, Scotia Private Canadian Corporate Bond Pool and Scotia Canadian Income Fund and *Reference Fund* refers to any of them;

*Reference Securities* means the portfolio securities held by a Reference Fund;

*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.);

*Scotia INNOVA Portfolio Classes* refers to Scotia INNOVA Income Portfolio Class, Scotia INNOVA Balanced Income Portfolio Class, Scotia INNOVA Balanced Growth Portfolio Class, Scotia INNOVA Growth Portfolio Class and Scotia INNOVA Maximum Growth Portfolio Class;

*Scotia Partners Portfolio Classes* refers to Scotia Partners Balanced Income Portfolio Class, Scotia Partners Balanced Growth Portfolio Class, Scotia Partners Growth Portfolio Class and Scotia Partners Maximum Growth Portfolio Class;

*ScotiaFunds* refers to all of our mutual funds and the series thereof that are offered under separate simplified prospectuses under the ScotiaFunds® brand and includes the Scotia mutual funds offered under this simplified prospectus;

*securities of a Fund* refers to units or shares of a Fund, as applicable;

*securityholder* refers to shareholders of a Corporate Fund or to unitholders of a Trust Fund or an LP Fund, as applicable;

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

*Trust Funds* refers to the ScotiaFunds that are structured as trusts and issue units; and

*underlying fund* refers to an investment fund (either a ScotiaFund or other investment fund, including an exchange-traded fund) in which a fund invests.

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 1 to 41, contains specific information about each of the Funds offered for sale under this simplified prospectus. The second part, from pages 42 to 63, contains general information that applies to all of the Funds offered for sale under this simplified prospectus and the risks of investing in mutual funds generally, as well as the names of the firms responsible for the management of the Funds.

Additional information about each Fund is available in its annual information form, its most recently filed Fund Facts, its most recently filed interim financial reports and annual financial statements 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' annual information form, its 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 asking your registered investment professional. You will also find these documents on our website at www.scotiafunds.com.

These documents and other information about the Funds are also available at www.sedar.com.

# Fund specific information

The Funds offered under this simplified prospectus are part of the ScotiaFunds family of funds. Each Fund is a separate class of mutual fund shares of the Corporation, and each class is divided into one or more separate series. Each Fund is associated with an investment portfolio having specific investment objectives. Each share of a series represents an equal, undivided interest in the portion of the Fund's net assets attributable to that series. Expenses of each series are tracked separately and a separate share price is calculated for each series. All of the Funds offered under this simplified prospectus offer Series A shares and some of the Funds also offer Series T shares.

The series have different management fees and are intended for different investors. Series A and Series T shares are available to all investors. You will find more information about the different series of shares under *About the series of shares*.

## 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 its start date and its eligibility for registered plans, including trusts governed by registered retirement savings plans ("**RRSPs**"), registered retirement income funds ("**RRIFs**"), registered education savings plans ("**RESPs**"), deferred profit sharing plans, registered disability savings plans ("**RDSPs**") and tax-free savings accounts ("**TFSAs**") (collectively, "**Registered Plans**").

All of the Funds offered under this simplified prospectus are, or are expected to be, qualified investments under the Tax Act for Registered Plans. In certain cases, we may restrict purchases of shares 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 investment strategies each Fund uses in trying to achieve those objectives. Any change to the fundamental investment objectives of a Fund must be approved by a majority of votes cast at a meeting of securityholders of the Fund called for that purpose.

## About 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 many swaps are not subject to standardized terms and conditions.

A Fund 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. All of the Funds may use derivatives to hedge their investments against losses from changes in currency exchange rates, interest rates and stock market prices. Some of the 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.

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.

### Investing in other investment funds

Each of the Funds may, from time to time, invest some or all of their assets in underlying funds that are managed by us, including other ScotiaFunds, or our affiliates or associates, or by third party investment managers. When deciding to invest in, or obtain exposure to, other investment funds, the portfolio advisor 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 advisor.

### Exchange-traded funds

Mutual funds may invest all or a portion of their assets in securities of exchange-traded funds ("ETFs"). Generally under securities legislation, a mutual fund is permitted to invest in securities of an ETF only if:

- the underlying ETF is either (i) an "index participation unit" or (ii) an ETF that is a reporting issuer in Canada, and that is subject to National Instrument 81-102 *Investment Funds* ("NI 81-102");
- no management fees or incentive fees are payable by the mutual fund that, to a reasonable person, would duplicate a fee payable by the ETF for the same service;
- no sales fees or redemption fees, other than brokerage fees, are payable by the mutual fund in relation to its purchases or redemptions of the securities of the ETF if the ETF is managed by the manager or an affiliate or associate of the manager of the mutual fund; and
- no sales fees or redemption fees, other than brokerage fees, are payable by the mutual fund in relation to its purchases or redemptions of the securities of the ETF that, to a reasonable person, would duplicate a fee payable by an investor in the mutual fund.

The proportions and types of ETFs held by a mutual fund will vary according to the risk and investment objectives of the mutual fund. Please refer to *Investing in other investment funds* above for more information.

The Funds have obtained exemptive relief from the Canadian securities regulatory authorities to invest in certain ETFs created and managed by BlackRock Asset Management Canada Limited provided: (i) the Funds do not short sell securities of the ETF; (ii) the ETF is not a commodity pool; and (iii) the ETF is not relying on relief regarding the purchase of physical commodities, the purchase, sale or use of specified derivatives or with respect to the use of leverage.

### Gold Exchange-traded funds

Certain 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.

### Funds that engage in repurchase and reverse repurchase transactions

Some of the Funds may enter into repurchase or reverse repurchase agreements to generate additional income from securities held in a Fund's portfolio. 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 *Repurchase and reverse repurchase transaction risk*.

### Funds that lend their securities

Some of the Funds may enter into securities lending transactions to generate additional income from securities held in a Fund's portfolio. A mutual fund may lend securities held in its portfolio to qualified borrowers who provide adequate collateral. For a description of the strategies the Funds use to minimize the risks associated with these transactions, see the discussion under *Securities lending risk*.

### Funds that engage in short selling

Mutual funds may be permitted to engage in a limited amount of short selling 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.

### What are the risks of investing in the Fund?

This section tells you the risks of investing in the Fund. You will find a description of each risk in *Specific risks of mutual funds*.

### 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 *Who Should Invest in this Fund?*.

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.

### Who should invest in this Fund?

This section can help you decide if the Fund might be suitable for your investment portfolio. It is meant as a general guide only. For advice about your investment portfolio, you should consult your registered investment professional. If you do not have a registered investment professional, you can speak with one of our representatives at any Scotiabank branch or by calling a Scotia Securities Inc. office.

### Dividend policy

This section tells you when the Fund pays dividends. Dividends on shares held in Registered Plans and non-registered accounts are reinvested in additional shares of the Fund, unless you tell your registered investment professional that you want to receive cash distributions. For information about how dividends are taxed, see *Income tax considerations for investors*.

### Fund expenses indirectly borne by investors

This is an example of how much the Fund might pay in expenses. It is intended to help you compare the cost of investing in the Fund with the cost of investing in other mutual funds. Each Fund pays its own expenses, but they affect you because they reduce the Fund's returns.

The table shows how much the Fund would pay in expenses on a $1,000 investment with a 5% annual return. The information in the tables assumes that the Fund's management expense ratio was the same throughout each period shown as it was during its last completed financial year. You will find more information about fees and expenses in *Fees and expenses*.

# Scotia Canadian Dividend Class

## Fund details

| | |
|---|---|
| **Fund type** | Canadian equity fund |
| **Start date** | Series A shares: May 28, 2012 |
| **Type of securities** | Series A shares of a mutual fund corporation |
| **Eligible for Registered Plans?** | Yes |
| **Portfolio advisor** | 1832 Asset Management L.P. Toronto, Ontario |

## What does the Fund invest in?

### Investment objectives

The Fund's objective is to achieve a high level of dividend income with some potential for long-term total investment return, consisting of dividend income and long term capital growth. It invests primarily in dividend-paying common shares and preferred shares of Canadian companies.

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

### Investment strategies

The Fund may obtain exposure to such investments in one or more of the following ways, in any combination:

- by investing directly in such securities;
- by investing in units of Scotia Canadian Dividend Fund (the "underlying fund"); and
- through the use of derivatives to gain exposure to common shares and preferred shares.

The portfolio advisor of the Fund and the underlying fund uses fundamental analysis to identify investments that pay dividends and income and have the potential for capital growth over the long term. This involves evaluating the financial condition and management of each company, as well as its industry and the economy. The Fund's direct and indirect investments and the underlying fund's assets, when considered as a whole, are diversified by industry and company to help reduce risk.

The Fund and the underlying fund can invest up to 30% of its assets in foreign securities anywhere in the world.

The Fund and the underlying fund may use derivatives such as options, forward contracts and swaps to hedge against losses from changes in stock prices, commodity prices, market indexes or currency exchange rates, and to gain exposure to financial markets. They will only use derivatives as permitted by securities regulations.

The Fund and underlying fund may, to the extent permitted by securities regulations, also participate in repurchase, reverse repurchase and securities lending transactions to achieve the Fund's overall investment objectives and earn additional income or to enhance returns. For more information about repurchase, reverse repurchase and securities lending transactions and how the Fund limits the risks associated with them see *Specific risks of mutual funds – Repurchase and reverse repurchase transaction risk* and *Securities lending risk*.

The Fund and the underlying 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 advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable outlook, the issuer is a candidate for purchase. Where the analysis 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 underlying fund may engage in short selling, please refer to *Specific risks of mutual funds – Short selling risk*.

Additional information about the underlying fund is set out in its simplified prospectus, Fund Facts, and annual information form.

The Fund may invest in other investment funds that are managed by us, an affiliate or associate of ours or other investment fund managers. You will find more information about investing in other investment funds under *Investing in other investment funds*.

## What are the risks of investing in the Fund?

To the extent that the Fund invests in or has exposure to underlying funds, it has the same risks as the underlying funds it holds. The Fund takes on the risks of an underlying fund in proportion to its investment in, or exposure to, that fund.

The risks of investing in this Fund include the following:

- class risk
- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk

- derivatives risk
- equity risk
- foreign investment risk
- fund-of-funds risk
- interest rate risk
- issuer-specific risk
- liquidity risk
- market disruptions risk
- repurchase and reverse repurchase transaction risk
- securities lending risk
- series risk
- short selling risk
- significant securityholder risk
- underlying ETFs risk
- U.S. withholding tax risk

You will find details about each risk under *Specific risks of mutual funds.*

During the 12 months preceding April 22, 2020, up to 99.9% of the net assets of the Fund were invested in Scotia Canadian Dividend Fund Series I.

### Who should invest in this Fund?

As currently required by Canadian securities legislation, we make the very general statement that this fund may be suitable for investors with a medium tolerance for risk. 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 returns of a reference fund, Scotia Canadian Dividend Fund, which is a trust equivalent of the Fund.

This Fund may be suitable for you if you:

- want some potential for long term capital growth;
- are planning to hold your investment in a non-registered account; and
- are investing for the long term.

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

### Dividend policy

The Fund will pay ordinary dividends and/or capital gains dividends only when declared by the Board of Directors of the Corporation. Generally, the Corporation pays any ordinary dividend in December and any capital gains dividends within 60 days following the year end or at such other times as may be determined by the Board of Directors of the Corporation, but only to the extent necessary to minimize the tax liability of the Corporation.

We automatically reinvest all dividends in additional shares of the Fund, unless you tell your registered investment professional that you want to receive them in cash, however the Manager may, in respect of certain dividends, cause any such cash payment to be automatically reinvested in additional securities of the same series of the Fund.

### Fund expenses indirectly borne by investors

This example shows the Fund's expenses on a $1,000 investment with a 5% annual return.

| Fees and expenses payable over | 1 year | 3 years | 5 years | 10 years |
|---|---|---|---|---|
| Series A shares | $ 18.35 | 57.84 | 101.38 | 230.77 |

For additional information refer to *Fees and expenses* later in this document.

# Scotia Canadian Equity Blend Class

## Fund details

| | |
|---|---|
| **Fund type** | Canadian equity fund |
| **Start date** | Series A shares: November 26, 2012 |
| **Type of securities** | Series A shares of a mutual fund corporation |
| **Eligible for Registered Plans?** | Yes |
| **Portfolio advisor** | 1832 Asset Management L.P. Toronto, Ontario |

## What does the Fund invest in?

### Investment objectives

The Fund's objective is to provide long-term capital growth. It invests primarily in a mix of mutual funds managed by us and/or other mutual fund managers that invest in Canadian equity securities, and/or directly in Canadian equity securities.

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

### Investment strategies

The Fund invests primarily in underlying funds that invest in Canadian equity securities and may also invest in a wide variety of Canadian equity securities.

Where the Fund invests in underlying funds, the weightings of those underlying funds may be rebalanced periodically, at the discretion of the Manager, so as to allow the Manager to use an investment approach that manages risk and increases potential return to the Fund.

The Fund may hold a portion of its assets in cash or money market instruments while seeking investment opportunities or for defensive purposes.

The Fund may invest up to 30% of its assets in foreign securities.

The Fund and an underlying fund may use derivatives, such as options, forwards and swaps, in order to adjust credit risk, to gain or reduce exposure to income-producing securities, and to hedge against changes in interest rates and foreign currency exchange rates. They will only use derivatives as permitted by securities regulations.

The Fund and an underlying 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 advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. For a more detailed description of short selling and the limits within which the underlying fund may engage in short selling, please refer to *Specific risks of mutual funds – Short selling risk*.

The Fund and an underlying fund may, to the extent permitted by securities regulations, enter into securities lending transactions, repurchase and reverse repurchase transactions to achieve the Fund's overall investment objectives and to earn additional income or enhance returns. For more information about repurchase, reverse repurchase and securities lending transactions and how the Fund limits the risks associated with them, see *Specific risks of mutual funds – Securities lending risk* and *Repurchase and reverse repurchase transaction risk*.

The Fund may invest in other investment funds that are managed by us, an affiliate or associate of ours or other investment fund managers. You will find more information about investing in other investment funds under *Investing in other investment funds*.

## What are the risks of investing in the Fund?

To the extent that the Fund invests in underlying funds, it has the same risks as the underlying funds it holds. The Fund takes on the risks of an underlying fund in proportion to its investment in that Fund.

The risks of investing in this Fund include the following:

- class risk
- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- emerging markets risk
- foreign investment risk
- fund-of-funds risk
- interest rate risk
- issuer-specific risk
- liquidity risk
- market disruptions risk
- repurchase and reverse repurchase risk transaction risk

- securities lending risk
- short selling risk
- significant securityholder risk
- small company risk
- underlying ETFs risk
- U.S. withholding tax risk

You will find details about each risk under *Specific risks of mutual funds.*

During the 12 months preceding April 22, 2020, up to 35.6% of the net assets of the Fund were invested in CI Cambridge Canadian Equity Corporate Class, Class I, up to 24.3% of the net assets of the Fund were invested in Dynamic Small Business Fund Series O, up to 24.0% of the net assets of the Fund were invested in Scotia Canadian Equity Fund Series I, up to 23.9% of the net assets of the Fund were invested in Dynamic Dividend Advantage Fund Series O, and up to 11.8% of the net assets of the Fund were invested in Scotia Private Canadian Small Cap Pool Series I.

## Who should invest in this Fund?

As currently required by Canadian securities legislation, we make the very general statement that this fund may be suitable for investors with a medium tolerance for risk. 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 Composite Index | This index comprises approximately 95% of the market capitalization for Canadian-based, Toronto Stock Exchange listed companies. |

This Fund may be suitable for you if you:

- want the growth potential of investing in a broad range of Canadian equity securities;
- are planning to hold your investment in a non-registered account; and
- are investing for the long term.

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

## Dividend policy

The Fund will pay ordinary dividends and/or capital gains dividends only when declared by the Board of Directors of the Corporation. Generally, the Corporation pays any ordinary dividend in December and any capital gains dividends within 60 days following the year end or at such other times as may be determined by the Board of Directors of the Corporation, but only to the extent necessary to minimize the tax liability of the Corporation.

We automatically reinvest all dividends in additional shares of the Fund, unless you tell your registered investment professional that you want to receive them in cash, however the Manager may, in respect of certain dividends, cause any such cash payment to be automatically reinvested in additional securities of the same series of the Fund.

## Fund expenses indirectly borne by investors

This example shows the Fund's expenses on a $1,000 investment with a 5% annual return.

| Fees and expenses payable over | 1 year | 3 years | 5 years | 10 years |
|---|---|---|---|---|
| Series A shares | $ 22.65 | 71.41 | 125.17 | 284.92 |

For additional information refer to *Fees and expenses* later in this document.

# Scotia U.S. Equity Blend Class

## Fund details

| | |
|---|---|
| **Fund type** | U.S. equity fund |
| **Start date** | Series A shares: November 26, 2012 |
| **Type of securities** | Series A shares of a mutual fund corporation |
| **Eligible for Registered Plans?** | Yes |
| **Portfolio advisor** | 1832 Asset Management L.P. Toronto, Ontario |

## What does the Fund invest in?

### Investment objectives

The Fund's objective is to provide long-term capital growth. It invests primarily in a mix of mutual funds managed by us and/or other mutual fund managers that invest in U.S. equity securities, and/or directly in U.S. equity securities.

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

### Investment strategies

The Fund invests primarily in underlying funds, including exchange-traded funds that invest in U.S. equity securities and may also invest in a wide variety of U.S equity securities.

Where the Fund invests in underlying funds, the weightings of those underlying funds may be rebalanced periodically, at the discretion of the Manager, so as to allow the Manager to use an investment approach that manages risk and increases potential return to the Fund.

The Fund may hold a portion of its assets in cash or money market instruments while seeking investment opportunities or for defensive purposes.

The Fund may invest up to 100% of its assets in foreign securities, including up to 30% of its assets in securities listed outside the U.S. as well as in ADRs of foreign domiciled companies.

The Fund and an underlying fund may use derivatives, such as options, forwards and swaps, in order to adjust credit risk, to gain or reduce exposure to income-producing securities, and to hedge against changes in interest rates and foreign currency exchange rates. They will only use derivatives as permitted by securities regulations.

The Fund and an underlying 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 advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. For a more detailed description of short selling and the limits within which the underlying fund may engage in short selling, please refer to *Specific risks of mutual funds – Short selling risk*.

The Fund and an underlying fund may, to the extent permitted by securities regulations, enter into securities lending transactions, repurchase and reverse repurchase transactions to achieve the Fund's overall investment objectives and to earn additional income or enhance returns. For more information about repurchase, reverse repurchase and securities lending transactions and how the Fund limits the risks associated with them, see *Specific risks of mutual funds – Securities lending risk* and *Repurchase and reverse repurchase transaction risk*.

The Fund may invest in other investment funds that are managed by us, an affiliate or associate of ours or other investment fund managers. You will find more information about investing in other investment funds under *Investing in other investment funds*.

## What are the risks of investing in the Fund?

To the extent that the Fund invests in underlying funds, it has the same risks as the underlying funds it holds. The Fund takes on the risks of an underlying fund in proportion to its investment in that fund.

The risks of investing in this Fund include the following:

- class risk
- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- emerging markets risk
- foreign investment risk
- fund-of-funds risk
- interest rate risk
- issuer-specific risk
- liquidity risk

- market disruptions risk
- repurchase and reverse repurchase risk transaction risk
- securities lending risk
- short selling risk
- significant securityholder risk
- small company risk
- underlying ETFs risk
- U.S. withholding tax risk

You will find details about each risk under *Specific risks of mutual funds.*

During the 12 months preceding April 22, 2020, up to 41.7% of the net assets of the Fund were invested in Scotia Private U.S. Large Cap Growth Pool Series I, up to 40.3% of the net assets of the Fund were invested in Scotia Private U.S. Value Pool Series I, up to 17.5% of the net assets of the Fund were invested in Scotia U.S. Opportunities Fund Series I, and up to 16.2% of the net assets of the Fund were invested in Dynamic Power American Growth Fund Series O.

### Who should invest in this Fund?

As currently required by Canadian securities legislation, we make the very general statement that this fund may be suitable for investors with a medium to high tolerance for risk. 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 500 Index (C$) | This index is a capitalization-weighted index designed to measure the performance of the broad U.S. economy through changes in the aggregate market value of 500 stocks representing all major industries. |

This Fund may be suitable for you if you:

- want the growth potential of investing in equity securities of a broad range of U.S. companies;
- are planning to hold your investment in a non-registered account; and
- are investing for the long term.

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

### Dividend policy

The Fund will pay ordinary dividends and/or capital gains dividends only when declared by the Board of Directors of the Corporation. Generally, the Corporation pays any ordinary dividend in December and any capital gains dividends within 60 days following the year end or at such other times as may be determined by the Board of Directors of the Corporation, but only to the extent necessary to minimize the tax liability of the Corporation.

We automatically reinvest all dividends in additional shares of the Fund, unless you tell your registered investment professional that you want to receive them in cash, however the Manager may, in respect of certain dividends, cause any such cash payment to be automatically reinvested in additional securities of the same series of the Fund.

### Fund expenses indirectly borne by investors

This example shows the Fund's expenses on a $1,000 investment with a 5% annual return.

| Fees and expenses payable over | 1 year | 3 years | 5 years | 10 years |
|---|---|---|---|---|
| Series A shares | $ 22.86 | 72.06 | 126.30 | 287.50 |

For additional information refer to *Fees and expenses* later in this document.

# Scotia Global Dividend Class

## Fund details

| | |
|---|---|
| **Fund type** | Global equity fund |
| **Start date** | Series A shares: May 28, 2012 |
| **Type of securities** | Series A shares of a mutual fund corporation |
| **Eligible for Registered Plans?** | Yes |
| **Portfolio advisor** | 1832 Asset Management L.P. Toronto, Ontario |

## What does the Fund invest in?

### Investment objectives

This Fund aims to achieve high total investment return. It invests primarily in equity securities of companies anywhere in the world that pay, or may be expected to pay, dividends as well as in other types of securities that may be expected to distribute income.

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

### Investment strategies

The Fund may obtain exposure to such investments in one or more of the following ways, in any combination:

- by investing directly in such equity and/or other income producing securities;
- by investing in units of Scotia Global Dividend Fund (the "underlying fund"); and
- through the use of derivatives to gain exposure to such equity and/or other income producing securities.

The portfolio advisor of the Fund and the underlying fund identifies companies that have the potential for success in their industry and then considers the impact of economic trends.

The portfolio advisor uses techniques such as fundamental analysis to assess growth potential and valuation. This means evaluating the financial condition and management of each company, its industry and the overall economy. As part of this evaluation, the portfolio advisor:

- analyzes financial data and other information sources
- assesses the quality of management
- conducts company interviews, where possible.

When deciding to buy or sell an investment, the portfolio advisor considers whether the investment is a good value relative to its current price.

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

The Fund and the underlying fund are normally diversified across different countries and regions, however this may vary from time to time, depending upon the portfolio advisor's view of specific investment opportunities and macro-economic factors.

The Fund and the underlying fund may hold cash, and may invest in fixed income securities of any quality or term and other income producing securities, where the quality and term of each investment is selected according to market conditions.

The Fund and the underlying fund may 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/or to hedge against losses from changes in the prices of the Fund's investments and from exposure to foreign currencies. They will only use derivatives as permitted by securities regulations.

This Fund and the underlying fund also may enter into securities lending transactions, repurchase transactions and reverse repurchase transactions, to the extent permitted by securities regulations, to earn additional income or enhance returns. For more information about repurchase, reverse repurchase and securities lending transactions and how the Fund limits the risks associated with them see *Specific risks of mutual funds – Securities lending risk* and *Repurchase and reverse repurchase transaction risk.*

The Fund and the underlying 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 advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable outlook, the issuer is a candidate for purchase. Where the analysis 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 underlying fund may engage in short selling, please refer to *Specific risks of mutual funds – Short selling risk*.

In the event of adverse market, economic and/or political conditions, the assets of the Fund and the underlying fund may be primarily invested in a combination of equity securities and cash and cash equivalent securities. The portfolio advisor 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.

Additional information about the underlying fund is set out in its simplified prospectus, Fund Facts, and annual information form.

The Fund may invest in other investment funds that are managed by us, an affiliate or associate of ours or other investment fund managers. You will find more information about investing in other investment funds under *Investing in other investment funds*.

### What are the risks of investing in the Fund?

To the extent that the Fund invests in underlying funds, it has the same risks as the underlying funds it holds. The Fund takes on the risks of an underlying fund in proportion to its investment in that Fund. To the extent it invests directly in equity and other income-producing securities, the Fund will have the risks associated with investing directly in such equity and other income-producing securities.

The risks of investing in this Fund include the following:

- class risk
- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- emerging markets risk
- equity risk
- foreign investment risk
- fund-of-funds risk
- income trust risk
- interest rate risk
- issuer-specific risk
- liquidity risk
- market disruptions risk
- repurchase and reverse repurchase transaction risk
- securities lending risk
- short selling risk
- significant securityholder risk
- underlying ETFs risk
- U.S. withholding tax risk

You will find details about each risk under *Specific risks of mutual funds.*

During the 12 months preceding April 22, 2020, up to 99.8% of the net assets of the Fund were invested in Scotia Global Dividend Fund Series I.

### Who should invest in this Fund?

As currently required by Canadian securities legislation, we make the very general statement that this fund may be suitable for investors with a medium to high tolerance for risk. 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 World Index (C$) | This index is designed to measure global developed market equity performance. |

This Fund may be suitable for you if you:

- want the potential for long term growth from investing in companies anywhere in the world;
- are planning to hold your investment in a non-registered account; and
- are investing for the long term.

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

### Dividend policy

The Fund will pay ordinary dividends and/or capital gains dividends only when declared by the Board of Directors of the Corporation. Generally, the Corporation pays any ordinary dividend in December and any capital gains dividends within 60 days following the year end or at such other times as may be determined by the Board of Directors of the Corporation, but only to the extent necessary to minimize the tax liability of the Corporation.

We automatically reinvest all dividends in additional shares of the Fund, unless you tell your registered investment professional that you want to receive them in cash, however the Manager may, in respect of certain dividends, cause any such cash payment to be automatically reinvested in additional securities of the same series of the Fund.

### Fund expenses indirectly borne by investors

This example shows the Fund's expenses on a $1,000 investment with a 5% annual return.

| Fees and expenses payable over | 1 year | 3 years | 5 years | 10 years |
|---|---|---|---|---|
| Series A shares | $ 21.01 | 66.24 | 116.11 | 264.29 |

For additional information refer to *Fees and expenses* later in this document.

# Scotia International Equity Blend Class

## Fund details

| | |
|---|---|
| **Fund type** | International equity fund |
| **Start date** | Series A shares: November 26, 2012 |
| **Type of securities** | Series A shares of a mutual fund corporation |
| **Eligible for Registered Plans?** | Yes |
| **Portfolio advisor** | 1832 Asset Management L.P. Toronto, Ontario |

## What does the Fund invest in?

### Investment objectives

The Fund's objective is to provide long-term capital growth. It invests primarily in a diversified mix of mutual funds managed by us and/or other mutual fund managers that invest in companies located outside of the U.S and Canada, and/or directly in equity securities of companies that are 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 securityholders called for that purpose.

### Investment strategies

The Fund invests primarily in underlying funds that invest in equity securities of companies located outside of the U.S. and Canada and may also invest in equity securities of companies located outside of the U.S. and Canada.

Where the Fund invests in underlying funds, the weightings of those underlying funds may be rebalanced periodically, at the discretion of Manager, so as to allow the Manager to use an investment approach that manages risk and increases potential return to the Fund.

The Fund may hold a portion of its assets in cash or money market instruments while seeking investment opportunities or for defensive purposes.

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

The Fund and an underlying fund may use derivatives, such as options, forwards and swaps, in order to adjust credit risk, to gain or reduce exposure to income-producing securities, and to hedge against changes in interest rates and foreign currency exchange rates. They will only use derivatives as permitted by securities regulations.

The Fund and an underlying 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 advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. For a more detailed description of short selling and the limits within which the underlying fund may engage in short selling, please refer to *Specific Risks of Mutual Funds – Short selling risk*.

The Fund and an underlying fund may, to the extent permitted by securities regulations, enter into securities lending transactions, repurchase and reverse repurchase transactions to achieve the Fund's overall investment objectives and to earn additional income or enhance returns. For more information about repurchase, reverse repurchase and securities lending transactions and how the Fund limits the risks associated with them, see *Specific risks of mutual funds – Securities lending risk* and *Repurchase and reverse repurchase transaction risk*.

The Fund may invest in other investment funds that are managed by us, an affiliate or associate of ours or other investment fund managers. You will find more information about investing in other investment funds under *Investing in other investment funds*.

## What are the risks of investing in the Fund?

To the extent that the Fund invests underlying funds, it has the same risks as the underlying funds it holds. The Fund takes on the risks of an underlying fund in proportion to its investment in that Fund.

The risks of investing in this Fund include the following:

- class risk
- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- emerging markets risk
- foreign investment risk
- fund-of-funds risk
- interest rate risk
- issuer-specific risk

- large redemption risk (As at April 22, 2020, one investor held approximately 22.5% of the outstanding shares of the fund.)
- liquidity risk
- market disruptions risk
- repurchase and reverse repurchase risk transaction risk
- securities lending risk
- short selling risk
- significant securityholder risk
- small company risk
- underlying ETFs risk
- U.S. withholding tax risk

You will find details about each risk under *Specific risks of mutual funds.*

During the 12 months preceding April 22, 2020, up to 70.6% of the net assets of the Fund were invested in Scotia Private International Equity Pool Series I, up to 23.7% of the net assets of the Fund were invested in Scotia International Equity Fund Series I, up to 11.8% of the net assets of the Fund were invested in Scotia Private International Small to Mid Cap Value Pool Series I, and up to 11.7% of the net assets of the Fund were invested in Scotia Private Emerging Markets Pool Series I.

### Who should invest in this Fund?

As currently required by Canadian securities legislation, we make the very general statement that this fund may be suitable for investors with a medium to high tolerance for risk. 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 Index (C$) | This index captures large and mid-cap representation across developed markets around the world, excluding the U.S. and Canada. |

This Fund may be suitable for you if you:

- want the growth potential of investing in equity securities of companies located outside the U.S. and Canada;
- are planning to hold your investment in a non-registered account; and
- are investing for the long term.

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

### Dividend policy

The Fund will pay ordinary dividends and/or capital gains dividends only when declared by the Board of Directors of the Corporation. Generally, the Corporation pays any ordinary dividend in December and any capital gains dividends within 60 days following the year end or at such other times as may be determined by the Board of Directors of the Corporation, but only to the extent necessary to minimize the tax liability of the Corporation.

We automatically reinvest all dividends in additional shares of the Fund, unless you tell your registered investment professional that you want to receive them in cash, however the Manager may, in respect of certain dividends, cause any such cash payment to be automatically reinvested in additional securities of the same series of the Fund.

### Fund expenses indirectly borne by investors

This example shows the Fund's expenses on a $1,000 investment with a 5% annual return.

| Fees and expenses payable over | 1 year | 3 years | 5 years | 10 years |
|---|---|---|---|---|
| Series A shares | $ 25.42 | 80.14 | 140.46 | 319.73 |

For additional information refer to *Fees and expenses* later in this document.

# Scotia INNOVA Income Portfolio Class

*The Portfolio is currently closed to new purchases or switches of securities from other funds into this Portfolio. The Portfolio may be re-opened at a later date.*

| | |
|---|---|
| **Fund type** | Asset allocation portfolio |
| **Start date** | Series A shares: May 28, 2012 |
| **Type of securities** | Series A shares of a mutual fund corporation |
| **Eligible for Registered Plans?** | Yes |
| **Portfolio advisor** | 1832 Asset Management L.P. Toronto, Ontario |

## What does the Portfolio invest in?

### Investment objectives

The Portfolio's objective is to achieve a balance of income and long term capital appreciation, with a significant bias towards income. It invests primarily in a diversified mix of mutual funds, and/or equity securities and/or fixed income securities located anywhere in the world.

It may also invest a portion of its assets in units of one or more LP Funds which make use of forward contracts, deposit notes or other derivatives in order to gain exposure to the return of mutual funds managed by the Manager or an affiliate thereof.

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

### Investment strategies

The Portfolio is an asset allocation fund that allocates your investment between two asset classes: fixed income and equities.

The table below outlines the target weighting for each asset class in which the Portfolio invests.

| Asset Class | Target Weighting |
|---|---|
| Fixed Income | 75% |
| Equities | 25% |

The Portfolio is diversified by asset class, investment style, geography and market capitalization and may invest, directly or indirectly through underlying funds, in a wide variety of equity and fixed income securities. The underlying funds, equity securities and fixed income securities in which the Portfolio invests may change from time to time, but in general we will keep the weighting for each asset class no more than 20% above or below the amounts set out above. You will find more information on investing in underlying funds in *Investing in other investment funds*.

Although up to 100% of the Portfolio's assets may be invested in underlying funds, the Portfolio may hold a portion of its assets in cash or money market instruments while seeking investment opportunities or for defensive purposes.

As part of its mandate, the portfolio advisor uses a tax managed strategy in which it seeks to minimize net taxable income which is accomplished through a yield management strategy, designed to achieve lower net income, while managing portfolio risk. The yield management strategy entails a shift in portfolio asset holdings from higher-yielding fixed income securities to lower yielding fixed income securities that have lower volatility. This strategy is a tax-managed strategy because it shifts from higher-yielding fixed income securities to lower-yielding fixed income securities that produce less gross income. In order to manage the potential change in volatility resulting from a shift from higher-yielding fixed income securities to lower-yielding fixed income securities, there may be a shift to lower volatility equity securities.

Up to 40% of the Portfolio's assets may be exposed to foreign securities.

The Portfolio and each underlying fund may use derivatives such as options, forward contracts and swaps to hedge against losses from changes in the prices of investments, commodity prices, interest rates, credit risk, market indices or currency exchange rates, to gain exposure to financial markets, and to adjust the average term to maturity. They will only use derivatives as permitted by securities regulations.

The Portfolio and the underlying funds also may enter into securities lending transactions, repurchase transactions and reverse repurchase transactions, to the extent permitted by securities regulations, to achieve their investment objectives and to enhance their returns. For more information about repurchase, reverse repurchase and securities lending transactions and how the Portfolio limits the risks associated with them see *Specific risks of mutual funds – Securities lending risk* and *Repurchase and reverse repurchase transaction risk*.

The Portfolio and the underlying funds 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 advisor utilizes the same analysis that is described above for deciding whether to purchase the securities.

Where the analysis generally produces a favourable outlook, the issuer is a candidate for purchase. Where the analysis 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 underlying fund may engage in short selling, please refer to *Specific risks of mutual funds – Short selling risk*.

Additional information about each underlying fund is set out in its simplified prospectus, Fund Facts and annual information form or in equivalent disclosure documents that the underlying fund makes available.

The Portfolio may invest in other mutual funds that are managed by us, an affiliate or associate of ours or other mutual fund managers. You will find more information about investing in other mutual funds under *Investing in other investment funds*.

### What are the risks of investing in the Portfolio?

To the extent that the Portfolio invests in or has exposure to underlying funds, it has the same risks as the underlying funds it holds. The Portfolio takes on the risks of an underlying fund in proportion to its investment in, or has exposure to, that fund.

The risks of investing in this Portfolio include the following:

- asset-backed and mortgage-backed securities risk
- class risk
- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- emerging markets risk
- equity risk
- foreign investment risk
- fund-of-funds risk
- interest rate risk
- issuer-specific risk
- liquidity risk
- market disruptions risk
- repurchase and reverse repurchase transaction risk
- securities lending risk
- significant securityholder risk
- short selling risk
- small company risk
- underlying ETFs risk
- U.S. withholding tax risk

You will find details about each risk under *Specific risks of mutual funds*.

During the 12 months preceding April 22, 2020, up to 17.7% of the net assets of the Portfolio were invested in Scotia Canadian Income Fund Series I, up to 15.9% of the net assets of the Portfolio were invested in Scotia Private Short-Mid Government Bond Pool Series I, up to 14.5% of the net assets of the Portfolio were invested in Scotia Total Return Bond LP Series I, up to 11.9% of the net assets of the Portfolio were invested in Scotia Private Canadian Corporate Bond Pool Series I, and up to 10.3% of the net assets of the Portfolio were invested in Scotia Private Floating Rate Income Pool Series I.

### Who should invest in this Portfolio?

As currently required by Canadian securities legislation, we make the very general statement that this Portfolio may be suitable for investors with a low to medium tolerance for risk. As the Portfolio has offered securities to the public for less than 10 years, the Portfolio's risk classification is based on the Portfolio's returns and the returns of a reference fund, Scotia INNOVA Income Portfolio, which is a trust equivalent of the Portfolio.

This Portfolio may be suitable for you if you:

- want a balanced holding with a significant bias towards fixed income securities, which is diversified by asset class, investment style, geography and market capitalization;
- are planning to hold your investment in a non-registered account; and
- are investing for the medium to long term.

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

### Dividend policy

The Portfolio will pay ordinary dividends and/or capital gains dividends only when declared by the Board of Directors of the Corporation. Generally, the Corporation pays any ordinary dividend in December and any capital gains dividends within 60 days following the year end or at such other times as may be determined by the Board of Directors of the Corporation, but only to the extent necessary to minimize the tax liability of the Corporation.

We automatically reinvest all dividends in additional shares of the Portfolio, unless you tell your registered investment professional that you want to receive them in cash, however the Manager may, in respect of certain dividends, cause any such cash payment to be automatically reinvested in additional securities of the same series of the Portfolio.

### Portfolio expenses indirectly borne by investors

This example shows the Portfolio's expenses on a $1,000 investment with a 5% annual return.

| Fees and expenses payable over | 1 year | 3 years | 5 years | 10 years |
|---|---|---|---|---|
| Series A shares | $ 19.78 | 62.36 | 109.31 | 248.82 |

For additional information refer to *Fees and expenses* later in this document.

# Scotia INNOVA Balanced Income Portfolio Class

## Fund details

| | |
|---|---|
| **Fund type** | Asset allocation portfolio |
| **Start date** | Series A shares: May 28, 2012<br>Series T shares: May 26, 2014 |
| **Type of securities** | Series A and T shares of a mutual fund corporation |
| **Eligible for Registered Plans?** | Yes |
| **Portfolio advisor** | 1832 Asset Management L.P.<br>Toronto, Ontario |

## What does the Portfolio invest in?

### Investment objectives

The Portfolio's objective is to achieve a balance of income and long term capital appreciation, with a bias towards income. It invests primarily in a diversified mix of mutual funds, and/or equity securities and/or fixed income securities located anywhere in the world.

It may also invest a portion of its assets in units of one or more LP Funds which make use of forward contracts, deposit notes or other derivatives in order to gain exposure to the return of mutual funds managed by the Manager or an affiliate thereof.

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

### Investment strategies

The Portfolio is an asset allocation fund that allocates your investment between two asset classes: fixed income and equities.

The table below outlines the target weighting for each asset class in which the Portfolio invests.

| Asset Class | Target Weighting |
|---|---|
| Fixed Income | 60% |
| Equities | 40% |

The Portfolio is diversified by asset class, investment style, geography and market capitalization and may invest, directly or indirectly through underlying funds, in a wide variety of equity and fixed income securities. The underlying funds, equity securities and fixed income securities in which the Portfolio invests may change from time to time, but in general we will keep the weighting for each asset class no more than 20% above or below the amounts set out above. You will find more information on investing in underlying funds in *Investing in other investment funds*.

Although up to 100% of the Portfolio's assets may be invested in underlying funds, the Portfolio may hold a portion of its assets in cash or money market instruments while seeking investment opportunities or for defensive purposes.

As part of its mandate, the portfolio advisor uses a tax managed strategy in which it seeks to minimize net taxable income which is accomplished through a yield management strategy, designed to achieve lower net income, while managing portfolio risk. The yield management strategy entails a shift in portfolio asset holdings from higher-yielding fixed income securities to lower yielding fixed income securities that have lower volatility. This strategy is a tax-managed strategy because it shifts from higher-yielding fixed income securities to lower-yielding fixed income securities that produce less gross income. In order to manage the potential change in volatility resulting from a shift from higher-yielding fixed income securities to lower-yielding fixed income securities, there may be a shift to lower volatility equity securities.

Up to 60% of the Portfolio's assets may be exposed to foreign securities.

The Portfolio and each underlying fund may use derivatives such as options, forward contracts and swaps to hedge against losses from changes in the prices of investments, commodity prices, interest rates, credit risk, market indices or currency exchange rates, to gain exposure to financial markets, and to adjust the average term to maturity. They will only use derivatives as permitted by securities regulations.

The Portfolio and the underlying funds also may enter into securities lending transactions, repurchase transactions and reverse repurchase transactions, to the extent permitted by securities regulations, to achieve their investment objectives and to enhance their returns. For more information about repurchase, reverse repurchase and securities lending transactions and how the Portfolio limits the risks associated with them see *Specific risks of mutual funds – Securities lending risk* and *Repurchase and reverse repurchase transaction risk*.

The Portfolio and the underlying funds 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 advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable outlook, the

issuer is a candidate for purchase. Where the analysis 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 underlying fund may engage in short selling, please refer to *Specific risks of mutual funds – Short selling risk*.

Additional information about each underlying fund is set out in its simplified prospectus, Fund Facts and annual information form or in equivalent disclosure documents that the underlying fund makes available.

The Portfolio may invest in other mutual funds that are managed by us, an affiliate or associate of ours or other mutual fund managers. You will find more information about investing in other mutual funds under *Investing in other investment funds*.

### What are the risks of investing in the Portfolio?

To the extent that the Portfolio invests in or has exposure to underlying funds, it has the same risks as the underlying funds it holds. The Portfolio takes on the risks of an underlying fund in proportion to its investment in, or exposure to, that fund.

The risks of investing in this Portfolio include the following:

- asset-backed and mortgage-backed securities risk
- class risk
- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- emerging markets risk
- equity risk
- foreign investment risk
- fund-of-funds risk
- interest rate risk
- issuer-specific risk
- liquidity risk
- market disruptions risk
- repurchase and reverse repurchase transaction risk
- securities lending risk
- series risk
- significant securityholder risk
- short selling risk
- small company risk
- underlying ETFs risk
- U.S. withholding tax risk

You will find details about each risk under *Specific risks of mutual funds.*

During the 12 months preceding April 22, 2020, up to 17.0% of the net assets of the Portfolio were invested in Scotia Canadian Income Fund Series I.

### Who should invest in this Portfolio?

As currently required by Canadian securities legislation, we make the very general statement that this Portfolio may be suitable for investors with a low to medium tolerance for risk. As the Portfolio has offered securities to the public for less than 10 years, the Portfolio's risk classification is based on the Portfolio's returns and the returns of a reference fund, Scotia INNOVA Balanced Income Portfolio, which is a trust equivalent of the Portfolio.

This Portfolio may be suitable for you if you:

- want a balanced holding with a bias towards fixed income securities, which is diversified by asset class, investment style, geography and market capitalization;
- are planning to hold your investment in a non-registered account; and
- are investing for the medium to long term.

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

### Dividend policy

The Portfolio will pay ordinary dividends and/or capital gains dividends only when declared by the Board of Directors of the Corporation. Generally, the Corporation pays any ordinary dividend in December and any capital gains dividends within 60 days following the year end or at such other times as may be determined by the Board of Directors of the Corporation, but only to the extent necessary to minimize the tax liability of the Corporation.

Investors holding Series T shares will receive stable monthly distributions, which will likely represent return of capital, but may also include ordinary dividends and/or capital gains dividends. Investors of Series T shares should not confuse the return of capital or dividend distribution with the rate of return or yield of Series T shares. A return of capital made to you is not taxable, but generally will reduce the adjusted cost base of your shares for tax purposes. However, if the distributions are reinvested in additional shares of the Portfolio, the adjusted cost base will increase by the amount reinvested.

The monthly distribution amount per Series T share is determined based on an annualized payout rate which is expected to be approximately 4%. The payout rate on Series T shares of the Portfolio may be greater than the return on the Portfolio's investments and may be adjusted in the future, if we determine that conditions require an adjustment of distributions or that payment of a distribution would have a negative effect on the investors in the Portfolio. As a result, the dollar amount of your monthly distribution is not guaranteed and may change at our discretion.

Please see *Income tax considerations for investors* for more details.

We automatically reinvest all dividends in additional shares of the Portfolio, unless you tell your registered investment professional that you want to receive them in cash, however the Manager may, in respect of certain dividends, cause any such cash payment to be automatically reinvested in additional securities of the same series of the Portfolio.

### Portfolio expenses indirectly borne by investors

This example shows the Portfolio's expenses on a $1,000 investment with a 5% annual return.

| Fees and expenses payable over | 1 year | 3 years | 5 years | 10 years |
|---|---|---|---|---|
| Series A shares | $ 21.01 | 66.24 | 116.11 | 264.29 |
| Series T shares | $ 21.01 | 66.24 | 116.11 | 264.29 |

For additional information refer to *Fees and expenses* later in this document.

# Scotia INNOVA Balanced Growth Portfolio Class

## Fund details

| | |
|---|---|
| **Fund type** | Asset allocation portfolio |
| **Start date** | Series A shares: May 28, 2012<br>Series T shares: May 26, 2014 |
| **Type of securities** | Series A and T shares of a mutual fund corporation |
| **Eligible for Registered Plans?** | Yes |
| **Portfolio advisor** | 1832 Asset Management L.P.<br>Toronto, Ontario |

## What does the Portfolio invest in?

### Investment objectives

The Portfolio's objective is to achieve a balance of income and long term capital appreciation, with a bias towards capital appreciation. It invests primarily in a diversified mix of mutual funds, and/or equity securities and/or fixed income securities located anywhere in the world.

It may also invest a portion of its assets in units of one or more LP Funds which make use of forward contracts, deposit notes or other derivatives in order to gain exposure to the return of mutual funds managed by the Manager or an affiliate thereof.

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

### Investment strategies

The Portfolio is an asset allocation fund that allocates your investment between two asset classes: fixed income and equities.

The table below outlines the target weighting for each asset class in which the Portfolio invests.

| Asset Class | Target Weighting |
|---|---|
| Fixed Income | 40% |
| Equities | 60% |

The Portfolio is diversified by asset class, investment style, geography and market capitalization and may invest, directly or indirectly through underlying funds, in a wide variety of equity and fixed income securities. The underlying funds, equity securities and fixed income securities in which the Portfolio invests may change from time to time, but in general we will keep the weighting for each asset class no more than 20% above or below the amounts set out above. You will find more information on investing in underlying funds in *Investing in other investment funds*.

Although up to 100% of the Portfolio's assets may be invested in underlying funds, the Portfolio may hold a portion of its assets in cash or money market instruments while seeking investment opportunities or for defensive purposes.

As part of its mandate, the portfolio advisor uses a tax managed strategy in which it seeks to minimize net taxable income which is accomplished through a yield management strategy, designed to achieve lower net income, while managing portfolio risk. The yield management strategy entails a shift in portfolio asset holdings from higher-yielding fixed income securities to lower yielding fixed income securities that have lower volatility. This strategy is a tax-managed strategy because it shifts from higher-yielding fixed income securities to lower-yielding fixed income securities that produce less gross income. In order to manage the potential change in volatility resulting from a shift from higher-yielding fixed income securities to lower-yielding fixed income securities, there may be a shift to lower volatility equity securities.

Up to 80% of the Portfolio's assets may be exposed to foreign securities.

The Portfolio and each underlying fund may use derivatives such as options, forward contracts and swaps to hedge against losses from changes in the prices of investments, commodity prices, interest rates, credit risk, market indices or currency exchange rates, to gain exposure to financial markets, and to adjust the average term to maturity. They will only use derivatives as permitted by securities regulations.

The Portfolio and the underlying funds also may enter into securities lending transactions, repurchase transactions and reverse repurchase transactions, to the extent permitted by securities regulations, to achieve their investment objectives and to enhance their returns. For more information about repurchase, reverse repurchase and securities lending transactions and how the Portfolio limits the risks associated with them see *Specific risks of mutual funds – Securities lending risk* and *Repurchase and reverse repurchase transaction risk*.

The Portfolio and the underlying funds 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 advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable outlook, the

issuer is a candidate for purchase. Where the analysis 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 underlying fund may engage in short selling, please refer to *Specific risks of mutual funds – Short selling risk*.

Additional information about each underlying fund is set out in its simplified prospectus, Fund Facts and annual information form or in equivalent disclosure documents that the underlying fund makes available.

The Portfolio may invest in other mutual funds that are managed by us, an affiliate or associate of ours or other mutual fund managers. You will find more information about investing in other mutual funds under *Investing in other investment funds*.

### What are the risks of investing in the Portfolio?

To the extent that the Portfolio invests in or has exposure to underlying funds, it has the same risks as the underlying funds it holds. The Portfolio takes on the risks of an underlying fund in proportion to its investment in, or exposure to, that fund.

The risks of investing in this Portfolio include the following:

- asset-backed and mortgage-backed securities risk
- class risk
- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- emerging markets risk
- equity risk
- foreign investment risk
- fund-of-funds risk
- interest rate risk
- issuer-specific risk
- liquidity risk
- market disruptions risk
- repurchase and reverse repurchase transaction risk
- securities lending risk
- series risk
- significant securityholder risk
- short selling risk
- small company risk
- underlying ETFs risk
- U.S. withholding tax risk

You will find details about each risk under *Specific risks of mutual funds.*

During the 12 months preceding April 22, 2020, up to 11.0% of the net assets of the Portfolio were invested in Scotia Canadian Income Fund Series I.

### Who should invest in this Portfolio?

As currently required by Canadian securities legislation, we make the very general statement that this Portfolio may be suitable for investors with a medium tolerance for risk. As the Portfolio has offered securities to the public for less than 10 years, the Portfolio's risk classification is based on the Portfolio's returns and the returns of a reference fund, Scotia INNOVA Balanced Growth Portfolio, which is a trust equivalent of the Portfolio.

This Portfolio may be suitable for you if you:

- want a balanced holding with a bias towards equity, which is diversified by asset class, investment style, geography and market capitalization;
- are planning to hold your investment in a non-registered account; and
- are investing for the medium to long term.

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

### Dividend policy

The Portfolio will pay ordinary dividends and/or capital gains dividends only when declared by the Board of Directors of the Corporation. Generally, the Corporation pays any ordinary dividend in December and any capital gains dividends within 60 days following the year end or at such other times as may be determined by the Board of Directors of the Corporation, but only to the extent necessary to minimize the tax liability of the Corporation.

Investors holding Series T shares will receive stable monthly distributions, which will likely represent return of capital, but may also include ordinary dividends and/or capital gains dividends. Investors of Series T shares should not confuse the return of capital or dividend distribution with the rate of return or yield of Series T shares. A return of capital made to you is not taxable, but generally will reduce the adjusted cost base of your shares for tax purposes. However, if the distributions are reinvested in additional shares of the Portfolio, the adjusted cost base will increase by the amount reinvested.

The monthly distribution amount per Series T share is determined based on an annualized payout rate which is expected to be approximately 5%. The payout rate on Series T shares of the Portfolio may be greater than the return on the Portfolio's investments and may be adjusted in the future, if we determine that conditions require an adjustment of distributions or that payment of a distribution would have a negative effect on the investors in the Portfolio. As a result, the dollar amount of your monthly distribution is not guaranteed and may change at our discretion.

Please see *Income tax considerations for investors* for more details.

We automatically reinvest all dividends in additional shares of the Portfolio, unless you tell your registered investment professional that you want to receive them in cash, however the Manager may, in respect of certain dividends, cause any such cash payment to be automatically reinvested in additional securities of the same series of the Portfolio.

### Portfolio expenses indirectly borne by investors

This example shows the Portfolio's expenses on a $1,000 investment with a 5% annual return.

| Fees and expenses payable over | 1 year | 3 years | 5 years | 10 years |
|---|---|---|---|---|
| Series A shares | $ 22.14 | 69.80 | 122.34 | 278.48 |
| Series T shares | $ 22.24 | 70.12 | 122.90 | 279.77 |

For additional information refer to *Fees and expenses* later in this document.

# Scotia INNOVA Growth Portfolio Class

## Fund details

| | |
|---|---|
| **Fund type** | Asset allocation portfolio |
| **Start date** | Series A shares: May 28, 2012<br>Series T shares: May 26, 2014 |
| **Type of securities** | Series A and T shares of a mutual fund corporation |
| **Eligible for Registered Plans?** | Yes |
| **Portfolio advisor** | 1832 Asset Management L.P.<br>Toronto, Ontario |

## What does the Portfolio invest in?

### Investment objectives

The Portfolio's objective is to achieve a balance of long term capital appreciation and income, with a significant bias towards capital appreciation. It invests primarily in a diversified mix of mutual funds, and/or equity securities and/or fixed income securities located anywhere in the world.

It may also invest a portion of its assets in units of one or more LP Funds which make use of forward contracts, deposit notes or other derivatives in order to gain exposure to the return of mutual funds managed by the Manager or an affiliate thereof.

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

### Investment strategies

The Portfolio is an asset allocation fund that allocates your investment between two asset classes: fixed income and equities.

The table below outlines the target weighting for each asset class in which the Portfolio invests.

| Asset Class | Target Weighting |
|---|---|
| Fixed Income | 25% |
| Equities | 75% |

The Portfolio is diversified by asset class, investment style, geography and market capitalization and may invest, directly or indirectly through underlying funds, in a wide variety of equity and fixed income securities. The underlying funds, equity securities and fixed income securities in which the Portfolio invests may change from time to time, but in general we will keep the weighting for each asset class no more than 20% above or below the amounts set out above. You will find more information on investing in underlying funds in *Investing in other investment funds*.

Although up to 100% of the Portfolio's assets may be invested in underlying funds, the Portfolio may hold a portion of its assets in cash or money market instruments while seeking investment opportunities or for defensive purposes.

As part of its mandate, the portfolio advisor uses a tax managed strategy in which it seeks to minimize net taxable income which is accomplished through a yield management strategy, designed to achieve lower net income, while managing portfolio risk. The yield management strategy entails a shift in portfolio asset holdings from higher-yielding fixed income securities to lower yielding fixed income securities that have lower volatility. This strategy is a tax-managed strategy because it shifts from higher-yielding fixed income securities to lower-yielding fixed income securities that produce less gross income. In order to manage the potential change in volatility resulting from a shift from higher-yielding fixed income securities to lower-yielding fixed income securities, there may be a shift to lower volatility equity securities.

Up to 100% of the Portfolio's assets may be exposed to foreign securities.

The Portfolio and each underlying fund may use derivatives such as options, forward contracts and swaps to hedge against losses from changes in the prices of investments, commodity prices, interest rates, credit risk, market indices or currency exchange rates, to gain exposure to financial markets, and to adjust the average term to maturity. They will only use derivatives as permitted by securities regulations.

The Portfolio and the underlying funds also may enter into securities lending transactions, repurchase transactions and reverse repurchase transactions, to the extent permitted by securities regulations, to achieve their investment objectives and to enhance their returns. For more information about repurchase, reverse repurchase and securities lending transactions and how the Portfolio limits the risks associated with them see *Specific risks of mutual funds – Securities lending risk* and *Repurchase and reverse repurchase transaction risk*.

The Portfolio and the underlying funds 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 advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable outlook, the

issuer is a candidate for purchase. Where the analysis 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 underlying fund may engage in short selling, please refer to *Specific risks of mutual funds – Short selling risk*.

Additional information about each underlying fund is set out in its simplified prospectus, Fund Facts and annual information form or in equivalent disclosure documents that the underlying fund makes available.

The Portfolio may invest in other mutual funds that are managed by us, an affiliate or associate of ours or other mutual fund managers. You will find more information about investing in other mutual funds under *Investing in other investment funds*.

### What are the risks of investing in the Portfolio?

To the extent that the Portfolio invests in, or has exposure to underlying funds, it has the same risks as the underlying funds it holds. The Portfolio takes on the risks of an underlying fund in proportion to its investment in, or exposure to, that fund.

The risks of investing in this Portfolio include the following:

- asset-backed and mortgage-backed securities risk
- class risk
- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- emerging markets risk
- equity risk
- foreign investment risk
- fund-of-funds risk
- interest rate risk
- issuer-specific risk
- liquidity risk
- market disruptions risk
- repurchase and reverse repurchase transaction risk
- securities lending risk
- series risk
- significant securityholder risk
- short selling risk
- small company risk
- underlying ETFs risk
- U.S. withholding tax risk

You will find details about each risk under *Specific risks of mutual funds.*

### Who should invest in this Portfolio?

As currently required by Canadian securities legislation, we make the very general statement that this Portfolio may be suitable for investors with a medium tolerance for risk. As the Portfolio has offered securities to the public for less than 10 years, the Portfolio's risk classification is based on the Portfolio's returns and the returns of a reference fund, Scotia INNOVA Growth Portfolio, which is a trust equivalent of the Portfolio.

This Portfolio may be suitable for you if you:

- want the growth potential of a balanced holding with a significant bias towards equity, which is diversified by asset class, investment style, geography and market capitalization;
- are planning to hold your investment in a non-registered account; and
- are investing for the long term.

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

### Dividend policy

The Portfolio will pay ordinary dividends and/or capital gains dividends only when declared by the Board of Directors of the Corporation. Generally, the Corporation pays any ordinary dividend in December and any capital gains dividends within 60 days following the year end or at such other times as may be determined by the Board of Directors of the Corporation, but only to the extent necessary to minimize the tax liability of the Corporation.

Investors holding Series T shares will receive stable monthly distributions, which will likely represent return of capital, but may also include ordinary dividends and/or capital gains dividends. Investors of Series T shares should not confuse the return of capital or dividend distribution with the rate of return or yield of Series T shares. A return of capital made to you is not taxable, but generally will reduce the adjusted cost base of your shares for tax purposes. However, if the distributions are reinvested in additional shares of the Portfolio, the adjusted cost base will increase by the amount reinvested.

The monthly distribution amount per Series T share is determined based on an annualized payout rate which is expected to be approximately 5%. The payout rate on Series T shares of the Portfolio may be greater than the return on the Portfolio's investments and may be adjusted in the future, if we determine that conditions require an adjustment of distributions or that payment of a distribution would have a negative effect on the investors in the Portfolio. As a result, the dollar amount of your monthly distribution is not guaranteed and may change at our discretion.

Please see *Income tax considerations for investors* for more details.

We automatically reinvest all dividends in additional shares of the Portfolio, unless you tell your registered investment professional that you want to receive them in cash, however the Manager may, in respect of certain dividends, cause any such cash payment to be automatically reinvested in additional securities of the same series of the Portfolio.

### Portfolio expenses indirectly borne by investors

This example shows the Portfolio's expenses on a $1,000 investment with a 5% annual return.

| Fees and expenses payable over | 1 year | 3 years | 5 years | 10 years |
|---|---|---|---|---|
| Series A shares | $ 23.27 | 73.35 | 128.57 | 292.66 |
| Series T shares | $ 23.47 | 74.00 | 129.70 | 295.24 |

For additional information refer to *Fees and expenses* later in this document.

# Scotia INNOVA Maximum Growth Portfolio Class

## Fund details

| | |
|---|---|
| **Fund type** | Asset allocation portfolio |
| **Start date** | Series A shares: May 28, 2012<br>Series T shares: May 26, 2014 |
| **Type of securities** | Series A and T shares of a mutual fund corporation |
| **Eligible for Registered Plans?** | Yes |
| **Portfolio advisor** | 1832 Asset Management L.P.<br>Toronto, Ontario |

## What does the Portfolio invest in?

### Investment objectives

The Portfolio's objective is long term capital appreciation. It invests primarily in a diversified mix of mutual funds and/or equity securities located anywhere in the world.

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

### Investment strategies

The Portfolio is an asset allocation fund. The Portfolio's target weighting is 100% in equities. The portfolio advisor may invest up to 20% of the Portfolio's assets in fixed income securities and may reduce exposure to equities by up to 20%.

The Portfolio is diversified by investment style, geography and market capitalization and may invest, directly or indirectly through underlying funds, in a wide variety of equity and fixed income securities. The underlying funds, equity securities and fixed income securities in which the Portfolio invests may change from time to time. You will find more information on investing in underlying funds in *Investing in other investment funds*.

Although up to 100% of the Portfolio's assets may be invested in underlying funds, the Portfolio may hold a portion of its assets in cash or money market instruments while seeking investment opportunities or for defensive purposes.

As part of its mandate, the portfolio advisor uses a tax managed strategy in which it seeks to minimize net taxable income which is accomplished through a yield management strategy, designed to achieve lower net income, while managing portfolio risk. The yield management strategy entails a shift in portfolio asset holdings from higher-yielding fixed income securities to lower yielding fixed income securities that have lower volatility. This strategy is a tax-managed strategy because it shifts from higher-yielding fixed income securities to lower-yielding fixed income securities that produce less gross income. In order to manage the potential change in volatility resulting from a shift from higher-yielding fixed income securities to lower-yielding fixed income securities, there may be a shift to lower volatility equity securities.

Up to 100% of the Portfolio's assets may be exposed to foreign securities.

The Portfolio and each underlying fund may use derivatives such as options, forward contracts and swaps to hedge against losses from changes in the prices of investments, commodity prices, interest rates, credit risk, market indices or currency exchange rates, to gain exposure to financial markets, and to adjust the average term to maturity. They will only use derivatives as permitted by securities regulations.

The Portfolio and the underlying funds also may enter into securities lending transactions, repurchase transactions and reverse repurchase transactions, to the extent permitted by securities regulations, to achieve their investment objectives and to enhance their returns. For more information about repurchase, reverse repurchase and securities lending transactions and how the Portfolio limits the risks associated with them see *Specific risks of mutual funds – Securities lending risk* and *Repurchase and reverse repurchase transaction risk*.

The Portfolio and the underlying funds 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 advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable outlook, the issuer is a candidate for purchase. Where the analysis 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 underlying fund may engage in short selling, please refer to *Specific risks of mutual funds – Short selling risk*.

Additional information about each underlying fund is set out in its simplified prospectus, Fund Facts and annual information form or in equivalent disclosure documents that the underlying fund makes available.

The Portfolio may invest in other mutual funds that are managed by us, an affiliate or associate of ours or other mutual fund managers. You will find more information about investing in other mutual funds under *Investing in other investment funds*.

### What are the risks of investing in the Portfolio?

To the extent that the Portfolio invests in underlying funds, it has the same risks as the underlying funds it holds. The Portfolio takes on the risks of an underlying fund in proportion to its investment in that fund.

The risks applicable to the Portfolio include:

- class risk
- commodity risk
- concentration risk
- credit risk
- cyber security risk
- currency risk
- derivatives risk
- emerging markets risk
- equity risk
- foreign investment risk
- fund-of-funds risk
- interest rate risk
- issuer-specific risk
- liquidity risk
- market disruptions risk
- repurchase and reverse repurchase transaction risk
- securities lending risk
- series risk
- short selling risk
- significant securityholder risk
- small company risk
- underlying ETFs risk
- U.S. withholding tax risk

You will find details about each of these risks under *Specific risks of mutual funds*.

During the 12 months preceding April 22, 2020, up to 15.2% of the net assets of the Portfolio were invested in Scotia U.S. Dividend Growers LP Series I, and up to 12.4% of the net assets of the Portfolio were invested in Scotia Private Global Equity Pool Series I.

### Who should invest in this Portfolio?

As currently required by Canadian securities legislation, we make the very general statement that this Portfolio may be suitable for investors with a medium to high tolerance for risk. As the Portfolio has offered securities to the public for less than 10 years, the Portfolio's risk classification is based on the Portfolio's returns and the return of a blended reference index consisting of the following reference indices:

| Reference Index | % Weighting of Reference Index | Description |
|---|---|---|
| Solactive GBS Developed Markets Large & Mid Cap Index (C$) | 60 | The index tracks the performance of the large and mid cap segment covering approximately the largest 85% of the free-float market capitalization in the developed markets. |
| S&P/TSX Composite Index | 40 | This index comprises approximately 95% of the market capitalization for Canadian-based, Toronto Stock Exchange listed companies. |

This Portfolio may be suitable for you if you:

- want an all equity holding, which is diversified by investment style, geography and market capitalization;
- are planning to hold your investment in a non-registered account; and
- are investing for the long term.

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

### Dividend policy

The Portfolio will pay ordinary dividends and/or capital gains dividends only when declared by the Board of Directors of the Corporation. Generally, the Corporation pays any ordinary dividend in December and any capital gains dividends within 60 days following the year end or at such other times as may be determined by the Board of Directors of the Corporation, but only to the extent necessary to minimize the tax liability of the Corporation.

Investors holding Series T shares will receive stable monthly distributions, which will likely represent return of capital, but may also include ordinary dividends and/or capital gains dividends. Investors of Series T shares should not confuse the return of capital or dividend distribution with the rate of return or yield of Series T shares. A return of capital made to you is not taxable, but generally will reduce the adjusted cost base of your shares for tax purposes. However, if the distributions are reinvested in additional shares of the Portfolio, the adjusted cost base will increase by the amount reinvested.

The monthly distribution amount per Series T share is determined based on an annualized payout rate which is expected to be approximately 5%. The payout rate on Series T shares of the Portfolio may be greater than the return on the Portfolio's investments and may be adjusted in the future, if we determine that conditions require an adjustment of distributions or that payment of a distribution would have a negative effect on the investors in the Portfolio. As a result, the dollar amount of your monthly distribution is not guaranteed and may change at our discretion.

Please see *Income tax considerations for investors* for more details.

We automatically reinvest all dividends in additional shares of the Portfolio, unless you tell your registered investment professional that you want to receive them in cash, however the Manager may, in respect of certain dividends, cause any such cash payment to be automatically reinvested in additional securities of the same series of the Portfolio.

## Portfolio expenses indirectly borne by investors

This example shows the Portfolio's expenses on a $1,000 investment with a 5% annual return.

| Fees and expenses payable over | 1 year | 3 years | 5 years | 10 years |
|---|---|---|---|---|
| Series A shares | $ 24.50 | 77.23 | 135.36 | 308.13 |
| Series T shares | $ 24.60 | 77.55 | 135.93 | 309.42 |

For additional information refer to *Fees and expenses* later in this document.

# Scotia Partners Balanced Income Portfolio Class

## Fund details

| | |
|---|---|
| **Fund type** | Asset allocation portfolio |
| **Start date** | Series A shares: February 1, 2016<br>Series T shares: February 1, 2016 |
| **Type of securities** | Series A and Series T shares of a mutual fund corporation |
| **Eligible for Registered Plans?** | Yes |
| **Portfolio advisor** | 1832 Asset Management L.P.<br>Toronto, Ontario |

## What does the Portfolio invest in?

### Investment objectives

The Portfolio's objective is to achieve a balance of income and long term capital appreciation, with a bias towards income. It invests primarily in a diversified mix of equity and income mutual funds managed by other mutual fund managers and by us.

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

### Investment strategies

The Portfolio is an asset allocation fund that allocates your investment between two asset classes: fixed income and equities.

The table below outlines the target weighting for each asset class in which the Portfolio invests.

| Asset Class | Target Weighting |
|---|---|
| Fixed Income | 65% |
| Equities | 35% |

The Portfolio is diversified by asset class, investment style, geography and market capitalization and may invest, directly or indirectly through underlying funds, in a wide variety of equity and fixed income securities. The underlying funds, equity securities and fixed income securities in which the Portfolio invests may change from time to time, but in general we will keep the weighting for each asset class no more than 20% above or below the amounts set out above. You will find more information on investing in underlying funds in *Investing in other investment funds*.

Although up to 100% of the Portfolio's assets may be invested in underlying funds, the Portfolio may hold a portion of its assets in cash or money market instruments while seeking investment opportunities or for defensive purposes.

As part of its mandate, the portfolio advisor uses a tax managed strategy in which it seeks to minimize net taxable income which is accomplished through a yield management strategy, designed to achieve lower net income, while managing portfolio risk. The yield management strategy entails a shift in portfolio asset holdings from higher-yielding fixed income securities to lower yielding fixed income securities that have lower volatility. This strategy is a tax-managed strategy because it shifts from higher-yielding fixed income securities to lower-yielding fixed income securities that produce less gross income. In order to manage the potential change in volatility resulting from a shift from higher-yielding fixed income securities to lower-yielding fixed income securities, there may be a shift to lower volatility equity securities.

Up to 60% of the Portfolio's assets may be exposed to foreign securities.

The Portfolio and each underlying fund may use derivatives such as options, forward contracts and swaps to hedge against losses from changes in the prices of investments, commodity prices, interest rates, credit risk, market indices or currency exchange rates, to gain exposure to financial markets, and to adjust the average term to maturity. They will only use derivatives as permitted by securities regulations.

The Portfolio and the underlying funds also may enter into securities lending transactions, repurchase transactions and reverse repurchase transactions, to the extent permitted by securities regulations, to achieve their investment objectives and to enhance their returns. For more information about repurchase, reverse repurchase and securities lending transactions and how the Portfolio limits the risks associated with them see *Specific risks of mutual funds – Securities lending risk* and *Repurchase and reverse repurchase transaction risk*.

The Portfolio and the underlying funds 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 advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable outlook, the issuer is a candidate for purchase. Where the analysis 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 a fund may engage in short selling, please refer to *Specific risks of mutual funds – Short selling risk*.

Additional information about each underlying fund is set out in its simplified prospectus, Fund Facts and annual information form or in equivalent disclosure documents that the underlying fund makes available.

The Portfolio may invest in other mutual funds that are managed by us, an affiliate or associate of ours or other mutual fund managers. You will find more information about investing in other mutual funds under *Investing in other investment funds*.

### What are the risks of investing in the Portfolio?

To the extent that the Portfolio invests in or has exposure to underlying funds, it has the same risks as the underlying funds it holds. The Portfolio takes on the risks of an underlying fund in proportion to its investment in that fund.

The risks of investing in this Portfolio include the following:

- asset-backed and mortgage-backed securities risk
- class risk
- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- emerging markets risk
- equity risk
- foreign investment risk
- fund-of-funds risk
- income trust risk
- interest rate risk
- issuer-specific risk
- liquidity risk
- market disruptions risk
- repurchase and reverse repurchase transaction risk
- securities lending risk
- series risk
- short selling risk
- significant securityholder risk
- small company risk
- underlying ETFs risk
- U.S. withholding tax risk

You will find details about each risk under *Specific risks of mutual funds*.

During the 12 months preceding April 22, 2020, up to 16.5% of the net assets of the Portfolio were invested in Dynamic Total Return Bond Fund Series O, up to 14.7% of the net assets of the Portfolio were invested in Scotia Canadian Income Fund Series I, up to 14.5% of the net assets of the Portfolio were invested in Dynamic Canadian Bond Fund Series O, and up to 14.0% of the net assets of the Portfolio were invested in Scotia Private Canadian Corporate Bond Pool Series I.

### Who should invest in this Portfolio?

As currently required by Canadian securities legislation, we make the very general statement that this Portfolio may be suitable for investors with a low to medium tolerance for risk. As the Portfolio has offered securities to the public for less than 10 years, the Portfolio's risk classification is based on the Portfolio's returns and the returns of a reference fund, Scotia Partners Balanced Income Portfolio, which is a trust equivalent of the Portfolio.

This Portfolio may be suitable for you if you:

- want a core balanced holding with a bias towards income, which is diversified by asset class, investment style, geography and market capitalization;
- are planning to hold your investment in a non-registered account; and
- are investing for the medium to long term.

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

### Dividend policy

The Portfolio will pay ordinary dividends and/or capital gains dividends only when declared by the Board of Directors of the Corporation. Generally, the Corporation pays any ordinary dividend in December and any capital gains dividends within 60 days following the year end or at such other times as may be determined by the Board of Directors of the Corporation, but only to the extent necessary to minimize the tax liability of the Corporation.

Investors holding Series T shares will receive stable monthly distributions, which will likely represent return of capital, but may also include ordinary dividends and/or capital gains dividends. Investors of Series T shares should not confuse the return of capital or dividend distribution with the rate of return or yield of Series T shares. A return of capital made to you is not taxable, but generally will reduce the adjusted cost base of your shares for tax purposes. However, if the distributions are reinvested in additional shares of the Portfolio, the adjusted cost base will increase by the amount reinvested.

The monthly distribution amount per Series T share is determined based on an annualized payout rate which is expected to be approximately 4%. The payout rate on Series T shares of the Portfolio may be greater than the return on the Portfolio's investments and may be adjusted in the future, if we determine that conditions require an adjustment of distributions or that payment of a distribution would have a negative effect on the investors in the Portfolio. As a result, the dollar amount of your monthly distribution is not guaranteed and may change at our discretion.

Please see *Income tax considerations for investors* for more details.

We automatically reinvest all dividends in additional shares of the Portfolio, unless you tell your registered investment professional that you want to receive them in cash, however the Manager may, in respect of certain dividends, cause any such cash payment to be automatically reinvested in additional securities of the same series of the Portfolio.

### Portfolio expenses indirectly borne by investors

This example shows the Portfolio's expenses on a $1,000 investment with a 5% annual return.

| Fees and expenses payable over | 1 year | 3 years | 5 years | 10 years |
|---|---|---|---|---|
| Series A shares | $ 22.24 | 70.12 | 122.90 | 279.77 |
| Series T shares | $ 22.45 | 70.77 | 124.04 | 282.34 |

For additional information refer to *Fees and expenses* later in this document.

# Scotia Partners Balanced Growth Portfolio Class

## Fund details

| | |
|---|---|
| **Fund type** | Asset allocation portfolio |
| **Start date** | Series A shares: February 1, 2016<br>Series T shares: February 1, 2016 |
| **Type of securities** | Series A and Series T shares of a mutual fund corporation |
| **Eligible for Registered Plans?** | Yes |
| **Portfolio advisor** | 1832 Asset Management L.P.<br>Toronto, Ontario |

## What does the Portfolio invest in?

### Investment objectives

The Portfolio's objective is to achieve a balance of income and long term capital appreciation, with a small bias towards capital appreciation. It invests primarily in a diversified mix of equity and income mutual funds managed by other mutual fund managers and by us.

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

### Investment strategies

The Portfolio is an asset allocation fund that allocates your investment between two asset classes: fixed income and equities.

The table below outlines the target weighting for each asset class in which the Portfolio invests.

| Asset Class | Target Weighting |
|---|---|
| Fixed Income | 40% |
| Equities | 60% |

The Portfolio is diversified by asset class, investment style, geography and market capitalization and may invest, directly or indirectly through underlying funds, in a wide variety of equity and fixed income securities. The underlying funds, equity securities and fixed income securities in which the Portfolio invests may change from time to time, but in general we will keep the weighting for each asset class no more than 20% above or below the amounts set out above. You will find more information on investing in underlying funds in *Investing in other investment funds*.

Although up to 100% of the Portfolio's assets may be invested in underlying funds, the Portfolio may hold a portion of its assets in cash or money market instruments while seeking investment opportunities or for defensive purposes.

As part of its mandate, the portfolio advisor uses a tax managed strategy in which it seeks to minimize net taxable income which is accomplished through a yield management strategy, designed to achieve lower net income, while managing portfolio risk. The yield management strategy entails a shift in portfolio asset holdings from higher-yielding fixed income securities to lower yielding fixed income securities that have lower volatility. This strategy is a tax-managed strategy because it shifts from higher-yielding fixed income securities to lower-yielding fixed income securities that produce less gross income. In order to manage the potential change in volatility resulting from a shift from higher-yielding fixed income securities to lower-yielding fixed income securities, there may be a shift to lower volatility equity securities.

Up to 80% of the Portfolio's assets may be exposed to foreign securities.

The Portfolio and each underlying fund may use derivatives such as options, forward contracts and swaps to hedge against losses from changes in the prices of investments, commodity prices, interest rates, credit risk, market indices or currency exchange rates, to gain exposure to financial markets, and to adjust the average term to maturity. They will only use derivatives as permitted by securities regulations.

The Portfolio and the underlying funds also may enter into securities lending transactions, repurchase transactions and reverse repurchase transactions, to the extent permitted by securities regulations, to achieve their investment objectives and to enhance their returns. For more information about repurchase, reverse repurchase and securities lending transactions and how the Portfolio limits the risks associated with them see *Specific risks of mutual funds – Securities lending risk* and *Repurchase and reverse repurchase transaction risk*.

The Portfolio and the underlying funds 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 advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable outlook, the issuer is a candidate for purchase. Where the analysis 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 a fund may engage in short selling, please refer to *Specific risks of mutual funds – Short selling risk*.

Additional information about each underlying fund is set out in its simplified prospectus, Fund Facts and annual information form or in equivalent disclosure documents that the underlying fund makes available.

The Portfolio may invest in other mutual funds that are managed by us, an affiliate or associate of ours or other mutual fund managers. You will find more information about investing in other mutual funds under *Investing in other investment funds*.

### What are the risks of investing in the Portfolio?

To the extent that the Portfolio invests in or has exposure to underlying funds, it has the same risks as the underlying funds it holds. The Portfolio takes on the risks of an underlying fund in proportion to its investment in that fund.

The risks of investing in this Portfolio include the following:

- asset-backed and mortgage-backed securities risk
- class risk
- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- emerging markets risk
- equity risk
- foreign investment risk
- fund-of-funds risk
- income trust risk
- interest rate risk
- issuer-specific risk
- liquidity risk
- market disruptions risk
- repurchase and reverse repurchase transaction risk
- securities lending risk
- series risk
- short selling risk
- significant securityholder risk
- small company risk
- underlying ETFs risk
- U.S. withholding tax risk

You will find details about each risk under *Specific risks of mutual funds*.

During the 12 months preceding April 22, 2020, up to 15.9% of the net assets of the Portfolio were invested in Scotia Canadian Income Fund Series I, and up to 10.2% of the net assets of the Portfolio were invested in Scotia Canadian Dividend Fund Series I.

### Who should invest in this Portfolio?

As currently required by Canadian securities legislation, we make the very general statement that this Portfolio may be suitable for investors with a medium tolerance for risk. As the Portfolio has offered securities to the public for less than 10 years, the Portfolio's risk classification is based on the Portfolio's returns and the returns of a reference fund, Scotia Partners Balanced Growth Portfolio, which is a trust equivalent of the Portfolio.

This Portfolio may be suitable for you if you:

- want a core balanced holding, which is diversified by asset class, investment style, geography and market capitalization;
- are planning to hold your investment in a non-registered account; and
- are investing for the medium to long term.

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

### Dividend policy

The Portfolio will pay ordinary dividends and/or capital gains dividends only when declared by the Board of Directors of the Corporation. Generally, the Corporation pays any ordinary dividend in December and any capital gains dividends within 60 days following the year end or at such other times as may be determined by the Board of Directors of the Corporation, but only to the extent necessary to minimize the tax liability of the Corporation.

Investors holding Series T shares will receive stable monthly distributions, which will likely represent return of capital, but may also include ordinary dividends and/or capital gains dividends. Investors of Series T shares should not confuse the return of capital or dividend distribution with the rate of return or yield of Series T shares. A return of capital made to you is not taxable, but generally will reduce the adjusted cost base of your shares for tax purposes. However, if the distributions are reinvested in additional shares of the Portfolio, the adjusted cost base will increase by the amount reinvested.

The monthly distribution amount per Series T share is determined based on an annualized payout rate which is expected to be approximately 5%. The payout rate on Series T shares of the Portfolio may be greater than the return on the Portfolio's investments and may be adjusted in the future, if we determine that conditions require an adjustment of distributions or that payment of a distribution would have a negative effect on the investors in the Portfolio. As a result, the dollar amount of your monthly distribution is not guaranteed and may change at our discretion.

Please see *Income tax considerations for investors* for more details.

We automatically reinvest all dividends in additional shares of the Portfolio, unless you tell your registered investment professional that you want to receive them in cash, however the Manager may, in respect of certain dividends, cause any such cash payment to be automatically reinvested in additional securities of the same series of the Portfolio.

### Portfolio expenses indirectly borne by investors

This example shows the Portfolio's expenses on a $1,000 investment with a 5% annual return.

| Fees and expenses payable over | 1 year | 3 years | 5 years | 10 years |
|---|---|---|---|---|
| Series A shares | $ 23.58 | 74.32 | 130.27 | 296.53 |
| Series T shares | $ 23.58 | 74.32 | 130.27 | 296.53 |

For additional information refer to *Fees and expenses* later in this document.

# Scotia Partners Growth Portfolio Class

## Fund details

| | |
|---|---|
| **Fund type** | Asset allocation portfolio |
| **Start date** | Series A shares: February 1, 2016<br>Series T shares: February 1, 2016 |
| **Type of securities** | Series A and Series T shares of a mutual fund corporation |
| **Eligible for Registered Plans?** | Yes |
| **Portfolio advisor** | 1832 Asset Management L.P.<br>Toronto, Ontario |

## What does the Portfolio invest in?

### Investment objectives

The Portfolio's objective is to achieve a balance of income and long term capital appreciation, with a bias towards capital appreciation. It invests primarily in a diversified mix of equity and income mutual funds managed by other mutual fund managers and by us.

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

### Investment strategies

The Portfolio is an asset allocation fund that allocates your investment between two asset classes: fixed income and equities.

The table below outlines the target weighting for each asset class in which the Portfolio invests.

| Asset Class | Target Weighting |
|---|---|
| Fixed Income | 25% |
| Equities | 75% |

The Portfolio is diversified by asset class, investment style, geography and market capitalization and may invest, directly or indirectly through underlying funds, in a wide variety of equity and fixed income securities. The underlying funds, equity securities and fixed income securities in which the Portfolio invests may change from time to time, but in general we will keep the weighting for each asset class no more than 20% above or below the amounts set out above. You will find more information on investing in underlying funds in *Investing in other investment funds.*

Although up to 100% of the Portfolio's assets may be invested in underlying funds, the Portfolio may hold a portion of its assets in cash or money market instruments while seeking investment opportunities or for defensive purposes.

As part of its mandate, the portfolio advisor uses a tax managed strategy in which it seeks to minimize net taxable income which is accomplished through a yield management strategy, designed to achieve lower net income, while managing portfolio risk. The yield management strategy entails a shift in portfolio asset holdings from higher-yielding fixed income securities to lower yielding fixed income securities that have lower volatility. This strategy is a tax-managed strategy because it shifts from higher-yielding fixed income securities to lower-yielding fixed income securities that produce less gross income. In order to manage the potential change in volatility resulting from a shift from higher-yielding fixed income securities to lower-yielding fixed income securities, there may be a shift to lower volatility equity securities.

Up to 100% of the Portfolio's assets may be exposed to foreign securities.

The Portfolio and each underlying fund may use derivatives such as options, forward contracts and swaps to hedge against losses from changes in the prices of investments, commodity prices, interest rates, credit risk, market indices or currency exchange rates, to gain exposure to financial markets, and to adjust the average term to maturity. They will only use derivatives as permitted by securities regulations.

The Portfolio and the underlying funds also may enter into securities lending transactions, repurchase transactions and reverse repurchase transactions, to the extent permitted by securities regulations, to achieve their investment objectives and to enhance their returns. For more information about repurchase, reverse repurchase and securities lending transactions and how the Portfolio limits the risks associated with them see *Specific risks of mutual funds – Securities lending risk* and *Repurchase and reverse repurchase transaction risk*.

The Portfolio and the underlying funds 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 advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable outlook, the issuer is a candidate for purchase. Where the analysis 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 a fund may engage in short selling, please refer to *Specific risks of mutual funds – Short selling risk*.

Additional information about each underlying fund is set out in its simplified prospectus, Fund Facts and annual information form or in equivalent disclosure documents that the underlying fund makes available.

The Portfolio may invest in other mutual funds that are managed by us, an affiliate or associate of ours or other mutual fund managers. You will find more information about investing in other mutual funds under *Investing in other investment funds*.

### What are the risks of investing in the Portfolio?

To the extent that the Portfolio invests in or has exposure to underlying funds, it has the same risks as the underlying funds it holds. The Portfolio takes on the risks of an underlying fund in proportion to its investment in that fund.

The risks of investing in this Portfolio include the following:

- asset-backed and mortgage-backed securities risk
- class risk
- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- emerging markets risk
- equity risk
- foreign investment risk
- fund-of-funds risk
- income trust risk
- interest rate risk
- issuer-specific risk
- liquidity risk
- market disruptions risk
- repurchase and reverse repurchase transaction risk
- securities lending risk
- series risk
- short selling risk
- significant securityholder risk
- small company risk
- underlying ETFs risk
- U.S. withholding tax risk

You will find details about each risk under *Specific risks of mutual funds*.

During the 12 months preceding April 22, 2020, up to 12.2% of the net assets of the Portfolio were invested in Scotia Canadian Income Fund Series I, and up to 11.0% of the net assets of the Portfolio were invested in Dynamic Global Equity Fund Series O.

### Who should invest in this Portfolio?

As currently required by Canadian securities legislation, we make the very general statement that this Portfolio may be suitable for investors with a medium tolerance for risk. As the Portfolio has offered securities to the public for less than 10 years, the Portfolio's risk classification is based on the Portfolio's returns and the returns of a reference fund, Scotia Partners Growth Portfolio, which is a trust equivalent of the Portfolio.

This Portfolio may be suitable for you if you:

- want a core balanced holding with a bias towards capital appreciation, which is diversified by asset class, investment style, geography and market capitalization;
- are planning to hold your investment in a non-registered account; and
- are investing for the long term.

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

### Dividend policy

The Portfolio will pay ordinary dividends and/or capital gains dividends only when declared by the Board of Directors of the Corporation. Generally, the Corporation pays any ordinary dividend in December and any capital gains dividends within 60 days following the year end or at such other times as may be determined by the Board of Directors of the Corporation, but only to the extent necessary to minimize the tax liability of the Corporation.

Investors holding Series T shares will receive stable monthly distributions, which will likely represent return of capital, but may also include ordinary dividends and/or capital gains dividends. Investors of Series T shares should not confuse the return of capital or dividend distribution with the rate of return or yield of

Series T shares. A return of capital made to you is not taxable, but generally will reduce the adjusted cost base of your shares for tax purposes. However, if the distributions are reinvested in additional shares of the Portfolio, the adjusted cost base will increase by the amount reinvested.

The monthly distribution amount per Series T share is determined based on an annualized payout rate which is expected to be approximately 5%. The payout rate on Series T shares of the Portfolio may be greater than the return on the Portfolio's investments and may be adjusted in the future, if we determine that conditions require an adjustment of distributions or that payment of a distribution would have a negative effect on the investors in the Portfolio. As a result, the dollar amount of your monthly distribution is not guaranteed and may change at our discretion.

Please see *Income tax considerations for investors* for more details.

We automatically reinvest all dividends in additional shares of the Portfolio, unless you tell your registered investment professional that you want to receive them in cash, however the Manager may, in respect of certain dividends, cause any such cash payment to be automatically reinvested in additional securities of the same series of the Portfolio.

## Portfolio expenses indirectly borne by investors

This example shows the Portfolio's expenses on a $1,000 investment with a 5% annual return.

| Fees and expenses payable over | 1 year | 3 years | 5 years | 10 years |
|---|---|---|---|---|
| Series A shares | $ 24.50 | 77.23 | 135.36 | 308.13 |
| Series T shares | $ 24.70 | 77.87 | 136.50 | 310.71 |

For additional information refer to *Fees and expenses* later in this document.

# Scotia Partners Maximum Growth Portfolio Class

## Fund details

| | |
|---|---|
| **Fund type** | Asset allocation portfolio |
| **Start date** | Series A shares: February 1, 2016<br>Series T shares: February 1, 2016 |
| **Type of securities** | Series A and Series T shares of a mutual fund corporation |
| **Eligible for Registered Plans?** | Yes |
| **Portfolio advisor** | 1832 Asset Management L.P.<br>Toronto, Ontario |

## What does the Portfolio invest in?

### Investment objectives

The Portfolio's objective is long term capital appreciation. It invests primarily in a diversified mix of equity mutual funds managed by other mutual fund managers and by us.

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

### Investment strategies

The Portfolio is an asset allocation fund. The Portfolio's target weighting is 100% in equities. The portfolio advisor may invest up to 20% of the Portfolio's assets in fixed income securities and may reduce exposure to equities by up to 20%.

The Portfolio is diversified by investment style, geography and market capitalization and may invest, directly or indirectly through underlying funds, in a wide variety of equity and fixed income securities. The underlying funds, equity securities and fixed income securities in which the Portfolio invests may change from time to time. You will find more information on investing in underlying funds in *Investing in other investment funds.*

Although up to 100% of the Portfolio's assets may be invested in underlying funds, the Portfolio may hold a portion of its assets in cash or money market instruments while seeking investment opportunities or for defensive purposes.

As part of its mandate, the portfolio advisor uses a tax managed strategy in which it seeks to minimize net taxable income which is accomplished through a yield management strategy, designed to achieve lower net income, while managing portfolio risk. The yield management strategy entails a shift in portfolio asset holdings from higher-yielding fixed income securities to lower yielding fixed income securities that have lower volatility. This strategy is a tax-managed strategy because it shifts from higher-yielding fixed income securities to lower-yielding fixed income securities that produce less gross income. In order to manage the potential change in volatility resulting from a shift from higher-yielding fixed income securities to lower-yielding fixed income securities, there may be a shift to lower volatility equity securities.

Up to 100% of the Portfolio's assets may be exposed to foreign securities.

The Portfolio and each underlying fund may use derivatives such as options, forward contracts and swaps to hedge against losses from changes in the prices of investments, commodity prices, interest rates, credit risk, market indices or currency exchange rates, to gain exposure to financial markets, and to adjust the average term to maturity. They will only use derivatives as permitted by securities regulations.

The Portfolio and the underlying funds also may enter into securities lending transactions, repurchase transactions and reverse repurchase transactions, to the extent permitted by securities regulations, to achieve their investment objectives and to enhance their returns. For more information about repurchase, reverse repurchase and securities lending transactions and how the Portfolio limits the risks associated with them see *Specific risks of mutual funds – Securities lending risk* and *Repurchase and reverse repurchase transaction risk*.

The Portfolio and the underlying funds 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 advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable outlook, the issuer is a candidate for purchase. Where the analysis 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 a fund may engage in short selling, please refer to *Specific risks of mutual funds – Short selling risk*.

Additional information about each underlying fund is set out in its simplified prospectus, Fund Facts and annual information form or in equivalent disclosure documents that the underlying fund makes available.

The Portfolio may invest in other mutual funds that are managed by us, an affiliate or associate of ours or other mutual fund managers. You will find more information about investing in other mutual funds under *Investing in other investment funds*.

### What are the risks of investing in the Portfolio?

To the extent that the Portfolio invests in or has exposure to underlying funds, it has the same risks as the underlying funds it holds. The Portfolio takes on the risks of an underlying fund in proportion to its investment in that fund.

The risks of investing in this Portfolio include the following:

- asset-backed and mortgage-backed securities risk
- class risk
- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- emerging markets risk
- equity risk
- foreign investment risk
- fund-of-funds risk
- income trust risk
- interest rate risk
- issuer-specific risk
- large redemption risk (As at April 22, 2020, one investor held approximately 26.3% of the outstanding shares of the fund.)
- liquidity risk
- market disruptions risk
- repurchase and reverse repurchase transaction risk
- securities lending risk
- series risk
- short selling risk
- significant securityholder risk
- small company risk
- underlying ETFs risk
- U.S. withholding tax risk

You will find details about each risk under *Specific risks of mutual funds*.

During the 12 months preceding April 22, 2020, up to 13.1% of the net assets of the Portfolio were invested in Dynamic Global Equity Fund Series O, and up to 12.5% of the net assets of the Portfolio were invested in CI Cambridge Canadian Equity Corporate Class, Class I.

### Who should invest in this Portfolio?

As currently required by Canadian securities legislation, we make the very general statement that this Portfolio may be suitable for investors with a medium to high tolerance for risk. As the Portfolio has offered securities to the public for less than 10 years, the Portfolio's risk classification is based on the Portfolio's returns and the return of a blended reference index consisting of the following reference indices:

| Reference Index | % Weighting of Reference Index | Description |
|---|---|---|
| S&P/TSX Composite Index | 45 | This index comprises approximately 95% of the market capitalization for Canadian-based, Toronto Stock Exchange listed companies. |
| Solactive GBS Developed Markets Large & Mid Cap Index (C$) | 45 | The index tracks the performance of the large and mid cap segment covering approximately the largest 85% of the free-float market capitalization in the developed markets. |
| FTSE Canada Universe Bond Index | 10 | 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. |

This Portfolio may be suitable for you if you:

- want primarily an all equity holding, which is diversified by investment style, geography and market capitalization;
- are planning to hold your investment in a non-registered account; and
- are investing for the long term.

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

## Dividend policy

The Portfolio will pay ordinary dividends and/or capital gains dividends only when declared by the Board of Directors of the Corporation. Generally, the Corporation pays any ordinary dividend in December and any capital gains dividends within 60 days following the year end or at such other times as may be determined by the Board of Directors of the Corporation, but only to the extent necessary to minimize the tax liability of the Corporation.

Investors holding Series T shares will receive stable monthly distributions, which will likely represent return of capital, but may also include ordinary dividends and/or capital gains dividends. Investors of Series T shares should not confuse the return of capital or dividend distribution with the rate of return or yield of Series T shares. A return of capital made to you is not taxable, but generally will reduce the adjusted cost base of your shares for tax purposes. However, if the distributions are reinvested in additional shares of the Portfolio, the adjusted cost base will increase by the amount reinvested.

The monthly distribution amount per Series T share is determined based on an annualized payout rate which is expected to be approximately 5%. The payout rate on Series T shares of the Portfolio may be greater than the return on the Portfolio's investments and may be adjusted in the future, if we determine that conditions require an adjustment of distributions or that payment of a distribution would have a negative effect on the investors in the Portfolio. As a result, the dollar amount of your monthly distribution is not guaranteed and may change at our discretion.

Please see *Income tax considerations for investors* for more details.

We automatically reinvest all dividends in additional shares of the Portfolio, unless you tell your registered investment professional that you want to receive them in cash, however the Manager may, in respect of certain dividends, cause any such cash payment to be automatically reinvested in additional securities of the same series of the Portfolio.

## Portfolio expenses indirectly borne by investors

This example shows the Portfolio's expenses on a $1,000 investment with a 5% annual return.

| Fees and expenses payable over | 1 year | 3 years | 5 years | 10 years |
|---|---|---|---|---|
| Series A shares | $ 25.63 | 80.78 | 141.59 | 322.31 |
| Series T shares | $ 25.01 | 78.84 | 138.20 | 314.58 |

For additional information refer to *Fees and expenses* later 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 advisors 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.

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 advisors 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 The Bank of Nova Scotia.

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

### How mutual funds are structured?

1832 LP offers the Trust Funds, which are mutual fund trusts, and the Corporate Funds, which are classes of the Corporation, a mutual fund corporation. Mutual funds own different kinds of investments depending on their objectives. These include equities, like stocks, fixed income securities like bonds and cash or cash equivalents like treasury bills, or units of other mutual funds, called underlying funds. The Trust Funds invest in securities, which may include securities of other mutual funds that are trusts or corporations. The Corporate Funds invest in securities, which may include securities of other mutual funds that are trusts, corporations or limited partnerships, such as the LP Funds. None of the LP Funds is offered directly to investors. The LP Funds are only available for purchase by other ScotiaFunds. For additional information please refer to the simplified prospectus of the LP Funds. All of these forms of mutual funds allow the pooling of money by all investors, however, there are a few differences you should know about:

- You buy "units" of a mutual fund trust and "shares" of a mutual fund corporation. Units and shares both represent ownership.
- If a mutual fund corporation has more than one investment objective, each investment objective is represented by a separate class of shares. Each class of shares is a separate mutual fund. Shares are issued and redeemed on the basis of the net asset value of the class.
- A mutual fund trust has only one investment objective.
- Both classes of a mutual fund corporation and mutual fund trusts offer different series of securities, each of which has different features, including some that offer distributions of capital. You will find more information about the different series of shares of a Fund under *Purchases, switches and redemptions*.
- When you switch between series of the same class of a mutual fund corporation, this is called a conversion. Under current income tax rules, a conversion is generally not considered a disposition for tax purposes so no taxes are payable solely as a result of the conversion. A switch between different classes of a mutual fund corporation will be considered for income tax purposes to be a disposition at fair market value. Accordingly, you will realize a capital gain or a capital loss if you switch your shares from one Corporate Fund to another Corporate Fund.
- A mutual fund corporation may decide to sell a particular investment for a variety of reasons such as for investment reasons, in order to raise money to pay the redemption price to shareholders who redeem their investment in the mutual fund corporation or to support the investment objective of a class that

investors switch to. Each class will satisfy any switches or redemptions first from the cash on hand that is attributable to that class. If the level of switches and redemptions in a class at any particular point in time is greater than the cash on hand of the class, portfolio investments attributable to the class may have to be sold in connection with such switches or redemptions. This may give rise to capital gains to the mutual corporation and may cause the corporation to pay capital gains dividends to its shareholders. As a result, shareholders may have to pay taxes as a result of such switches or redemptions.

- A mutual fund corporation is a single entity and taxpayer regardless of how many classes it offers. The mutual fund corporation must consolidate its income, capital gains, expenses and capital losses from all the investments made for all classes in order to determine the amount of tax payable. For example, capital gains of one class are offset by capital losses of another class. With mutual fund trusts, the capital losses of one mutual fund trust cannot be offset against the capital gains of another mutual fund trust. Mutual fund trusts are separate entities and taxpayers.
- Assets and liabilities of a mutual fund corporation are allocated either to a specific class or shared amongst multiple classes, depending on the nature of the asset or liability. The Corporation will allocate all of the investments made with subscriptions for a Corporate Fund to that Corporate Fund, and expenses related to acquiring those investments to that Corporate Fund. The Corporation will determine the allocation of other assets and liabilities, to a Corporate Fund or among the Corporate Funds in a manner that is fair and reasonable.
- A mutual fund corporation pays dividends out of income or capital gains, while a mutual fund trust pays distributions out of income or capital gains. Unlike mutual fund trust distributions, dividends are not generally declared regularly by a mutual fund corporation. A mutual fund corporation will have to pay tax on all sources of income other than capital gains if it pays sufficient capital gains dividends. Any income taxes payable by a mutual fund corporation on its income will be allocated amongst all or one or more classes in a manner determined by the Board of Directors of the Corporation, in its sole discretion. As a result, the assets of a Corporate Fund may be used to satisfy the taxes payable allocated to it by the Corporation. A mutual fund corporation typically pays out sufficient ordinary dividends to recover tax it pays on dividends received from taxable Canadian corporations. A mutual fund trust will not pay taxes on any source of income or capital gains as long as it distributes its net taxable income to securityholders. Both mutual fund corporations and mutual fund trusts may pay dividends or distributions, as may be the case, out of capital.
- While the investment objective of a mutual fund trust and a class of the mutual fund corporation may be identical, the performance of the respective funds may not be identical. While the portfolio advisor will generally seek to fairly allocate portfolio investments between the funds, timing differences will occur in available cash flow to each fund. As a consequence, the price at which a portfolio investment may be bought or sold for one fund may differ from the other fund or some of the investments in the funds may not be the same.

### What are the risks?

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 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 Fund, you could receive less money than you invested.

The amount of risk depends on the 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. These 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. If you want your retirement savings to grow over the next 20 years, you can probably afford to put more of your money in equity funds.

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.

### Specific risks of mutual funds

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 the individual fund descriptions 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 mutual 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.

### Class risk

Each class of shares of the Corporation represents a separate portfolio of securities which is managed under distinct investment objectives which are not shared with other classes of shares of the Corporation. The liabilities attributed to each class of shares of the Corporation are liabilities of the Corporation as a whole. If the assets attributed to one class of shares of the Corporation are insufficient, assets attributed to other classes may have to be used to cover these liabilities. Although the portfolios are different, and the value of each class is calculated separately, there is a risk that the expenses or liabilities of one class may affect the value of the other classes.

### Commodity risk

Some of the Funds may invest directly or indirectly in gold or in companies engaged in the energy or natural resource industries. The market value of such a mutual fund's investments may be affected by adverse movements in commodity prices. When commodity prices decline, this generally has a negative impact on the earnings of companies whose business is based in commodities, such as oil and gas.

### Concentration risk

If the holdings of a Fund in one issuer exceed 10% of the Fund's assets, it is possible that the Fund may experience reduced liquidity and diversification. Additionally, if the Fund holds significant investments in a few companies, changes in the value of the securities of those companies may increase the volatility of the net asset value of the Fund.

### Credit risk

A fixed income security, such as a bond, is a promise to pay interest and repay the principal on the maturity date. There is always a risk that the issuer will fail to honour that promise. This is called credit risk. To the extent that a Fund invests in fixed income securities, it will be sensitive to credit risk. Credit risk is lowest among issuers that have a high credit rating from a credit rating agency. It is highest among issuers that have a low credit rating or no credit rating. Issuers with a low credit rating usually offer higher interest rates to make up for the higher risk. The bonds of issuers with poor credit ratings generally have yields that are higher than bonds of issuers with superior credit ratings. Bonds of issuers that have poor credit ratings tend to be more volatile as there is a greater likelihood of bankruptcy or default. Credit ratings may change over time. 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 mutual fund.

### 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-advisor(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 their unitholders.

### Derivatives risk

To the extent that a Fund uses derivatives, it will be sensitive to derivatives risk. Derivatives can be useful for hedging against losses, gaining exposure to financial markets and making indirect investments, but they involve certain risks:

- Hedging with derivatives may not achieve the intended result. Hedging instruments rely on historical or anticipated correlations to predict the impact of certain events, which may or may not occur. If they occur, they may not have the predicted effect.
- It is difficult to hedge against trends that the market has already anticipated.
- Costs relating to entering and maintaining derivatives contracts may reduce the returns of a mutual fund.
- A currency hedge will reduce the benefits of gains if the hedged currency increases in value.
- Currency hedging can be difficult in smaller emerging growth countries because of the limited size of those markets.
- Currency hedging provides no protection against changes in the value of the underlying securities.
- There is no guarantee that a liquid exchange or market for derivatives will exist. This could prevent a mutual fund from closing out its positions to realize gains or limit losses. At worst, a mutual fund might face losses from having to exercise underlying futures contracts.
- The prices of derivatives can be distorted if trading in their underlying stocks is halted. Trading in the derivative might be interrupted if trading is halted in a large number of the underlying stocks. This would make it difficult for a mutual fund to close out its positions.
- The counterparty in a derivatives contract might not be able to meet its obligations. When using derivatives, a mutual 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 a counterparty, the mutual fund may bear the risk of loss of the amount expected to be received under options, forward contracts or other transactions.
- Derivatives trading on foreign markets may take longer and be more difficult to complete. Foreign derivatives are subject to the foreign investment risks described below. Please see *Foreign investment risk*.
- Investment dealers and futures brokers may hold a mutual fund's assets as collateral in a derivative contract. As a result, someone other than the mutual fund's custodian is responsible for the safekeeping of that part of the mutual fund's assets.
- 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 mutual fund to use certain derivatives.
- Changes in domestic and 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. 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 a Fund.

### Emerging markets risk

Some mutual 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 mutual funds may be exposed to greater volatility as a result of such issues.

### Equity risk

Funds that invest in equities, 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. When stock markets rise, the value of equity securities tends to rise. When stock markets fall, the value of equity securities tends to fall. Convertible securities may also be subject to interest rate risk.

### Foreign investment risk

Investments issued by foreign companies or governments other than the U.S. can be riskier than investments in Canada and the U.S.

Foreign countries can be affected by political, social, legal or diplomatic developments, including the imposition of currency and exchange controls. Some foreign markets can be less liquid, are less regulated, and are subject to different reporting practices and disclosure requirements than issuers in North American markets. It may be more difficult to enforce a mutual fund's legal rights in jurisdictions outside of Canada. In general, securities issued in more developed markets, such as Western Europe, have lower foreign investment risk. Securities issued in emerging or developing markets, such as Southeast Asia or Latin America, have significant foreign investment risk and are exposed to the emerging markets risks described above.

There may also be 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.

### Fund-of-funds risk

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

### Income trust risk

An income trust, including a REIT, generally holds debt and/or equity securities of an underlying active business or is entitled to receive a royalty on revenues generated by such business. Distributions and returns on income trusts are neither fixed nor guaranteed. Income trusts are subject to the risks of the particular type of underlying business, including supply contracts, the cancellation by a major customer of its contract or significant litigation.

The governing law of the income trust may not limit, or may not fully limit, the liability of investors in the income trust, including a Fund that invests in the income trust, for claims against the income trust. In such cases, to the extent that claims, whether in contract, in tort or as a result of tax or statutory liability against the income trust are not satisfied by the income trust, investors in the income trust, including a Fund that invests in the income trust, could be held liable for such obligations. Income trusts generally seek to make this risk remote in the case of contract by including provisions in their agreements that provide that the obligations of the income trust will not be binding on investors. However, investors in the income trust, including a Fund that invests in the income trust, would still have exposure to damage claims not mitigated contractually, such as personal injury and environmental claims.

As the income tax treatment in Canada of certain publicly traded income trusts (other than certain REITs) has changed, many income trusts have converted or may convert to corporations, which has had, and may continue to have, an effect on the trading price of such trusts.

### Interest rate risk

Mutual 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 mutual 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.

### Issuer-specific risk

The market value of an individual issuer's securities can be more volatile than the market as a whole. As a result, if a single issuer's securities represent a significant portion of the market value of a mutual fund's assets, changes in the market value of that issuer's securities may cause greater fluctuation in the mutual fund's value than would normally be the case. A less-diversified mutual fund may also suffer from reduced liquidity if a significant portion of its assets is invested in any one issuer. In particular, the mutual fund may not be able to easily liquidate its position in the issuers as required to mutual 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, securities issued by a clearing corporation, securities issued by mutual funds that are subject to the requirements of NI 81-102 (with the exception of alternative mutual funds), or index participation units issued by a mutual fund.

### Large redemption risk

A Fund may have particular investors who own a large proportion of the outstanding securities of the Fund. For example, institutions such as banks and insurance companies or other fund companies may purchase securities of the Fund for their own mutual funds, segregated funds, structured notes or discretionary managed accounts. Retail investors may also own a significant amount of securities of a Fund.

If one of those investors redeems a large amount of their investment in a Fund, the Fund may have to sell its portfolio investments at unfavourable prices to meet the redemption request, which can result in significant price fluctuations to the net asset value of the Fund and may potentially reduce the returns of the Fund.

### Liquidity risk

Liquidity is a measure of how quickly an investment can be sold for cash at a fair market price. If a mutual fund cannot sell an investment quickly, it may lose money or make a lower profit, especially if it has to meet a large number of redemption requests. In general, investments in smaller companies, smaller markets or certain sectors of the economy tend to be less liquid than other types of investments. The less liquid an investment, the more its value tends to fluctuate.

### 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.

### Repurchase and reverse repurchase transaction risk

Some Funds may enter into repurchase or reverse repurchase transactions to generate additional income. 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 agreement. 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. 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 limit the risks associated with repurchase and reverse repurchase transactions, any such transactions entered into by a Fund will comply with applicable securities laws, 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. A Fund will enter into repurchase or reverse repurchase agreements only with parties that we believe, through conducting credit evaluation, have adequate resources and financial ability to meet their obligations under such agreements. Prior to entering into a repurchase agreement, a Fund must ensure that the aggregate value of the securities that have been sold pursuant to repurchase transactions, together with any securities loaned pursuant to securities lending transactions, will not exceed 50% of the net asset value of the Fund immediately after the Fund enters into the transaction.

### Securities lending risk

Some mutual funds may enter into securities lending transactions to generate additional income from securities held in a mutual fund's portfolio. In lending its securities, a mutual fund is exposed to the risk that the borrower may not be able to satisfy its obligations under the securities lending agreement and the mutual fund is forced to take possession of the collateral held. Losses could result if the collateral held by the mutual fund is insufficient, at the time the remedy is exercised, to replace the securities borrowed. To address these risks, any securities lending transactions entered into by a Fund will comply with applicable securities laws, 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. A Fund will enter into securities lending transactions only with parties that we believe, through conducting credit evaluation, have adequate resources and financial ability to meet their obligations under such agreements. Prior to entering into a securities lending agreement, a Fund must ensure that the aggregate value of the securities loaned, together with those that have been sold pursuant to repurchase transactions, does not exceed 50% of the net asset value of the Fund immediately after the Fund enters into the transaction.

### Series risk

Some mutual funds offer more than one series of securities of the same mutual fund. Although the value of each series is calculated separately, there is a risk that the expenses or liabilities of one series of securities may affect the value of the other series. If one series is unable to cover its liabilities, the other series are legally responsible for covering the difference. We believe that this risk is very low.

### Short selling risk

Certain Funds may engage in a limited amount of short selling. 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 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 Fund and make a profit for the Fund, and securities sold short may instead appreciate in value. The 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 Fund has borrowed securities may go bankrupt and the 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. Such Funds also will deposit collateral only with lenders that meet certain criteria for creditworthiness and only up to certain limits.

### Significant securityholder risk

Securities of mutual funds may be purchased and sold by large investors, including other funds. If a large investor redeems a portion or all of its investment from an underlying fund, that underlying 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 underlying fund's potential return. Conversely, if a large investor were to increase its investment in an underlying fund, that underlying 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 underlying fund. Since the performance of the underlying fund may be negatively impacted, so may the investment return of any remaining investors in the underlying fund, including other top funds which may still be invested in the underlying fund.

### Small company risk

The prices of shares issued by smaller companies tend to fluctuate more than those of larger corporations. Smaller companies may not have established markets for their products and may not have solid financing. These companies generally issue fewer shares, which increases their liquidity risk.

### 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.

The Funds' 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 it 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.

### U.S. withholding tax risk

Generally, the Foreign Account Tax Compliance provisions of the U.S. Hiring Incentives to Restore Employment Act of 2010 (or "FATCA") impose a 30% withholding tax on "withholdable payments" made to a mutual fund, unless the mutual fund enters into a FATCA agreement with the U.S. Internal Revenue Service (the "IRS") (or is subject to an intergovernmental agreement as described below) to comply with certain information reporting and other requirements. Compliance with FATCA will in certain cases require a mutual fund to obtain certain information from certain investors (including information regarding their identity, residency and citizenship) and (where applicable) their beneficial owners and to report such information, including account balances to the Canada Revenue Agency (the "CRA").

Under the terms of the intergovernmental agreement between Canada and the U.S. to provide for the implementation of FATCA (the "Canada-U.S. IGA"), and its implementing provisions under the Tax Act, a Fund is treated as complying with FATCA and not subject to the 30% withholding tax if the Fund complies with the terms of the Canada-U.S. IGA. Under the terms of the Canada-U.S. IGA, a Fund will not have to enter into an individual FATCA agreement with the IRS but the Fund is required to register with the IRS and to report certain information on accounts held by U.S. Persons owning, directly or indirectly, an interest in the Fund, or held by certain other persons or entities. In addition, the Fund is required to report certain information on accounts held by investors that did not provide the required residency and identity information, through the dealer, to the Fund. The Fund will not have to provide information directly to the IRS but instead will report information to the CRA. The CRA will in turn exchange information with the IRS under the existing provisions of the Canada-U.S. Income Tax Convention. The Canada-U.S. IGA sets out specific accounts that are exempt from being reported, including certain tax deferred plans. By investing in a Fund, the investor is deemed to consent to the Fund disclosing such information to the CRA. If a Fund is unable to comply with any of its obligations under the Canada-U.S. IGA, the imposition of the 30% U.S. withholding tax may affect the net asset value of the Fund and may result in reduced investment returns to securityholders. It is possible that the administrative costs arising from compliance with FATCA and/or the Canada-U.S. IGA and future guidance may also cause an increase in the operating expenses of a Fund. The Funds may also be subject to the penalty provisions of the Tax Act.

Withholdable payments include certain U.S. source income (such as interest, dividends and other passive income) and are subject to withholding tax on or after July 1, 2014. The IRS may, at a future date, impose a 30% withholding tax on "foreign passthru payments" but these regulations have yet to be determined.

The foregoing rules and requirements may be modified by future amendments of the Canada-U.S. IGA, and its implementation provisions under the Tax Act, future U.S. Treasury regulations, and other guidance.

# Organization and Management of the Funds

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| **Manager**<br>1832 Asset Management L.P.<br>1 Adelaide Street East<br>28th Floor<br>Toronto, Ontario<br>M5C 2V9 | As manager, we are responsible for the overall business and operation of the Funds. This includes:<br>• providing or arranging for portfolio advisory services<br>• providing or arranging for administrative services.<br>The general partner of the Manager, 1832 Asset Management L.P., is wholly-owned by The Bank of Nova Scotia. |
| **Board of directors** | The Board is responsible for the oversight of the Corporation.<br>The Board is currently comprised of four members, two of whom are not officers or employees of the Corporation. Additional information concerning the Board, including the names of its members, and governance of the Corporation is available in the annual information form. |
| **Principal distributor**<br>Scotia Securities Inc.<br>Toronto, Ontario | Scotia Securities Inc. is the principal distributor of the Series A and Series T shares offered under this simplified prospectus. As principal distributor, Scotia Securities Inc. markets and sells the Series A and Series T shares. We, or Scotia Securities Inc., may hire participating dealers to assist in the sale of the Funds.<br>Scotia Securities Inc. is a wholly-owned subsidiary of The Bank of Nova Scotia, which is the parent company of 1832 Asset Management L.P. |
| **Custodian**<br>The Bank of Nova Scotia<br>Toronto, Ontario | 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 Bank of Nova Scotia is the parent company of 1832 Asset Management L.P. |
| **Securities Lending Agent**<br>The Bank of Nova Scotia<br>Toronto, Ontario | In the event a Fund engages in a securities lending transaction, repurchase transaction or reverse repurchase transaction, then The Bank of Nova Scotia will be appointed as the Fund's securities lending agent. The securities lending agent will act on behalf of the Fund in administering the securities lending transactions, repurchase transactions and reverse repurchase transactions entered into by the Fund.<br>The general partner of the Manager, 1832 Asset Management G.P. Inc., is wholly-owned by The Bank of Nova Scotia. |
| **Registrar**<br>1832 Asset Management L.P.<br>Toronto, Ontario | As registrar, we make arrangements to keep a record of all securityholders of the Funds, process orders and issue tax slips to securityholders. |
| **Auditor**<br>PricewaterhouseCoopers LLP<br>Toronto, Ontario | The auditor is an independent firm of chartered professional accountants. The firm audits the annual financial statements of the Funds and provides an opinion as to whether they are fairly presented in accordance with International Financial Reporting Standards. |
| **Portfolio advisor**<br>1832 Asset Management L.P.<br>Toronto, Ontario | The portfolio advisor provides investment advice and makes the investment decisions for the Funds. You will find the portfolio advisor for each Fund in the Fund descriptions starting at page 4.<br>1832 Asset Management L.P. is wholly-owned by The Bank of Nova Scotia. |
| **Portfolio sub-advisors** | We have authority to retain portfolio sub-advisors. The sub-advisor provides investment advice and makes the investment decisions for certain of the Funds.<br>You will find the portfolio advisor for each Fund in the Fund descriptions starting on page 4. |

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| **Independent Review Committee** | The Manager has established an independent review committee ("**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 the Funds. 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.<br>The IRC may also approve certain mergers between the Funds and other funds, and any change of the auditor of the Funds. Subject to any corporate and securities law requirements, no securityholder 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, securityholder approval may be required to approve certain mergers.<br>The IRC currently has five members, each of whom is independent of the Manager.<br>The IRC prepares and files a report to the securityholders each fiscal year that describes the IRC and its activities for securityholders 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 securityholders is available on the Manager's website at www.scotiafunds.com or, at no cost, by contacting the Manager at fundinfo@scotiabank.com.<br>Additional information about the IRC, including the names of its members, is available in the annual information form. |

Funds that invest in underlying funds that are managed by us or our associates or affiliates will not vote any of the securities of those underlying funds. However, we may arrange for you to vote your share of those securities.

The Funds have received an exemption from the securities regulatory authorities allowing them to purchase equity securities of a Canadian reporting issuer during the period of distribution of the securities and for the 60-day period following the period of distribution (the "**Prohibition Period**") pursuant to a private placement notwithstanding that an affiliate or associate of the Manager, such as Scotia Capital Inc., acts as an underwriter or agent in the offering of equity securities. Any such purchase must be consistent with the investment objectives of the particular Fund. Further, the IRC of the Funds must approve the investment in accordance with the approval requirements of NI 81-107 and such purchase can only be carried out if it is in compliance with certain other conditions.

The Funds have received an exemption from the securities regulatory authorities to permit the Funds, to invest in equity securities of an issuer that is not a reporting issuer in Canada during the Prohibition Period, whether pursuant to a private placement of the issuer in Canada or in 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, the IRC approves of the investment and the purchase is carried out in compliance with certain other conditions.

In addition to the above exemptive relief, the Funds may from time to time be granted exemptions from NI 81-102 to permit them to invest during the Prohibition Period in securities of an issuer, in which an affiliate or associate of the Manager, such as Scotia Capital Inc., acts as an underwriter or agent in the issuer's distribution of securities of the same class, where the Funds are not able to do so in accordance with NI 81-107 or the exemptive relief described above.

# Purchases, switches and redemptions

Series A and Series T shares of the ScotiaFunds are no-load. That means you do not pay a sales commission when you buy, switch or sell these shares through Scotia Securities Inc. or Scotia Capital Inc. (including ScotiaMcLeod and Scotia iTRADE). Selling your shares is also known as redeeming.

### How to place orders

You can open an account and buy, switch or sell the Funds, subject to any specific rules your dealer may have:

- by calling or visiting any Scotiabank branch
- by calling or visiting an office of ScotiaMcLeod or by visiting online (and/or by calling) Scotia iTRADE or
- through Scotia OnLine at www.scotiabank.com once you have signed up for this service. You may not redeem ScotiaFunds through Scotia OnLine – redemptions must be placed through a Scotiabank branch, either in person, by email, by fax, or by telephone.

You can also open an account and place orders through other registered brokers or dealers. They may charge you a sales commission or other fee. 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 shares – or its net asset value per share ("**NAVPS**"). All orders are processed using the next NAVPS calculated after the Fund receives the order.

### How we calculate net asset value per share

We usually calculate the NAVPS 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 (a "**Valuation Date**"). In unusual circumstances, we may suspend the calculation of the NAVPS, subject to any necessary regulatory approval.

The NAVPS of each series of a Fund is calculated 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 outstanding shares in that series at such time. Common expenses of the Corporation are shared by all Corporate Funds and are allocated based on the relative net asset values of each Corporate Fund and the allocation to a particular Corporate Fund is then treated as a common expense of the Corporate Fund to be shared amongst the series of that Corporate Fund. We may allocate expenses to a particular Corporate Fund when it is reasonable to do so. Securities which trade on a public stock exchange are usually valued at their closing price on that exchange. However, if the price is not a true reflection of the value of the security, we will use another method to determine its value. This method is called fair value pricing and it will be used when a security's value is affected by events which occur after the closing of the market where the security is principally traded. Fair value pricing may also be used in other circumstances.

All of the Funds are valued in Canadian dollars.

### About the series of shares

The Funds offered under this simplified prospectus are available in Series A shares and Series T shares only. The series have different fees and are intended for different investors:

- Series A shares are available to all investors.
- Series T shares are intended for investors seeking stable monthly distributions. **A portion of distributions for Series T shares is expected to consist of return of capital but may also include ordinary dividends.** Any capital gains dividends will be included within 60 days following year end.

### How to buy the Funds

Scotia INNOVA Income Portfolio Class is closed to new purchases and to switches of securities from other funds into this Fund. The closure does not affect your ability to switch from Scotia INNOVA Income Portfolio Class to other funds. We may choose to re-open this Fund to new purchases in the future.

### Minimum investments

The minimum amounts for the initial and each subsequent investment in Series A and Series T shares of the Scotia INNOVA Portfolios is $50,000 and $25, respectively, in Series A and Series T shares of the Scotia Partners Portfolios is $10,000 and $25, respectively and in Series A shares of Scotia Global Dividend Class, Scotia Canadian Dividend Class, Scotia Canadian Equity Blend Class, Scotia U.S. Equity Blend Class and Scotia International Equity Blend Class is $500 and $25, respectively. If you buy, sell or switch shares through brokers or dealers other than Scotia Securities Inc. or ScotiaMcLeod you may be subject to higher minimum initial or additional investment amounts.

We can redeem your shares after giving 10 days' written notice to you if the value of your investment in any shares of a Fund drops below the minimum initial investment. We may change the minimum amounts for initial and subsequent investments in shares of a Fund at any time, from time to time, and on a case by case basis, subject to applicable securities laws.

### 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 31 days. See *Short term trading* for details.
- You have to pay for your shares 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 shares on the next business day. If the proceeds from the sale are more than the cost of buying the shares, the Fund will keep the difference. If the proceeds are less than the cost of buying the shares, 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 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 settlement of a purchase of shares 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 shares 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

You can switch from one ScotiaFund to another ScotiaFund, as long as you are eligible to hold the particular series of the ScotiaFund into which you switch. 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. We describe these kinds of switches below. When we receive your order, we will sell or convert your securities from the Fund and use the proceeds to buy the second ScotiaFund. The steps for buying and selling a ScotiaFund also apply to switches. A Fund may also charge you a short term or frequent trading fee if you switch your securities within 31 days of buying them, or if you have made multiple switches within ten calendar days of purchase. See *Short term trading* for details.

### Switching between corporate funds and series of a corporate fund

When you switch shares between Corporate Funds or between series within a Corporate Fund, it is treated as a conversion. You can convert shares of a Corporate Fund into shares of another Corporate Fund as long as you are eligible to hold series of the other Corporate Fund. You can convert shares of a series to shares of another series within the same Corporate Fund as long as you are eligible to holder the other series of the Corporate Fund. When you convert shares between Corporate Funds or series, the value of your investment will not change (except for any fees you pay to convert), but the number of shares you hold will change. This is because each series of each Corporate Fund has a different share price. A switch from a series of shares of one Corporate Fund for the same or a different series of shares of a different Corporate Fund within the Corporation will generally be considered a disposition for tax purposes and accordingly, you will realize a capital gain or capital loss. A switch between series of shares of the same Corporate Fund will generally not be considered a disposition for tax purposes and accordingly, you will not realize a capital gain or capital loss provided that the two series of shares derive their value in the same proportion from the same property or group of properties.

### Switching between corporate funds and trust funds

Switching between a Corporate Fund and a Trust Fund is considered a disposition for tax purposes. If you hold your securities in a non-registered account, you may realize a capital gain or loss on the disposition. Capital gains are taxable.

### More about switching

- The rules for buying and selling shares also apply to switches.
- You can switch between Funds valued in the same currency.
- Your broker, dealer or we will send you a confirmation once your order is processed.

## How to sell your shares

In general, your instructions to sell must be in writing, and your bank, 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 of receiving your properly completed order. If you sell shares of a Fund, within 31 days of buying them, you may have to pay a short term trading fee. See *Short term trading* for details.

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

We may redeem your shares under certain circumstances. See *U.S. withholding tax risk* in this simplified prospectus and *Shares of the Funds – Redemption* in the annual information form of the Funds for further details.

## More about selling

- 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 shares as of the close of business on the 10th business day. If the cost of buying the shares is less than the sale proceeds, the Fund will keep the difference. If the cost of buying the shares 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 shares 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 Fund, receives all required documents, properly completed.
- If you hold your shares in a non-registered account, you will experience a taxable disposition which for most securityholders 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 shares through the automatic withdrawal plan, you will receive a confirmation only for the first withdrawal.

## Suspending your right to buy, switch and sell shares

Securities regulations allow us to temporarily suspend your right to sell your Fund shares 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 shares 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 shares of a Fund during any period when we have suspended investors' rights to sell their shares.

You may withdraw your sell order before the end of the suspension period. Otherwise, we will sell your shares at the NAVPS next calculated when the suspension period ends.

## Short term trading

Short term trading by investors can increase a Fund's expenses, which affects all investors in the Fund, and can affect the economic interest of long-term investors. Short term trading can affect a Fund's performance by forcing the portfolio advisor to keep more cash in the Fund than would otherwise be required. To discourage short term trading, a Fund may charge a fee of 2% of the amount you sell or switch, if you sell or switch your shares within 31 days of buying them. The short term trading fee does not apply to:

- automatic rebalancing that is part of the service offered by the Manager;
- transactions not exceeding a certain minimum dollar amount, as determined by the Manager from time to time;
- trade corrections or any other action initiated by the Manager or the applicable portfolio advisor;
- transfers of securities of one Fund between two accounts belonging to the same securityholder;
- regularly scheduled RRIF or LIF (defined below) payments; and
- regularly scheduled automatic withdrawal plan payments.

Any formal or informal arrangements to permit short term trading are described in the Fund's annual information form. 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 or the Funds' annual information form 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 Scotiabank branch for full details and application forms.

### Pre-authorized contributions

Following your initial investment, you can make regular pre-authorized contributions ("**PAC**") for Series A and Series T shares of the Funds 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 *Minimum investments* for more details.
- You can choose to invest 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.
- 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.sedar.com or at www.scotiafunds.com. Although you do not have a statutory right to withdraw from a subsequent purchase of shares made under a pre-authorized contribution (as that right only exists with respect to initial purchases under a PAC), 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 a Fund Facts for subsequent purchases.

### Automatic withdrawal plan

Automatic withdrawal plans let you receive regular cash payments from your Funds. The minimum balance needed to start the plan is $50,000 for the Scotia INNOVA Portfolio Classes and $10,000 for all other Funds and the minimum for each withdrawal is $50.

### More about the automatic withdrawal plan

- The automatic withdrawal plan is only available for non-registered accounts and for Series A and Series T.
- You can choose to receive payments monthly, quarterly, semi-annually or annually.
- We will automatically sell the necessary number of shares to make payments to your bank account at any Canadian financial institution or by cheque.
- If you hold your shares 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.
- We can change or cancel the plan, or waive the minimum amounts at any time.

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

### Registered plans

Scotia registered plans, including RRSPs, RRIFs, RDSPs, locked-in retirement accounts, locked-in retirement savings plans, life income funds ("**LIFs**"), locked-in retirement income funds, prescribed retirement income fund, RESPs and TFSAs are available from your dealer or advisor at a Scotiabank branch. You can make lump-sum investments, or if you prefer, you can set up a regular investment plan using Pre-Authorized Contributions. See *Minimum investments* for the minimum investment amounts. You can also hold shares of the Funds in self-directed registered plans with other financial institutions. You may be charged a fee for these plans.

# 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 operating expenses in respect of each series of shares. 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 securityholder 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 securityholders of the Fund in a way that could result in an increase in charges to securityholders provided any such introduction, or change, will only be made if notice is sent to securityholders 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 shares. The fee is calculated and accrued daily and paid monthly. The annual rates of the management fee, which are a percentage of the net asset values ("**NAV**") for Series A and Series T shares of each Fund are as follows:

| | Annual management fee | |
|---|---|---|
| **Fund** | **Series A** | **Series T** |
| Scotia Canadian Dividend Class | 1.50% | – |
| Scotia Canadian Equity Blend Class | 1.75% | – |
| Scotia U.S. Equity Blend Class | 1.75% | – |
| Scotia Global Dividend Class | 1.50% | – |
| Scotia International Equity Blend Class | 1.75% | – |
| Scotia INNOVA Income Portfolio Class | 1.60% | – |
| Scotia INNOVA Balanced Income Portfolio Class | 1.70% | 1.70% |
| Scotia INNOVA Balanced Growth Portfolio Class | 1.80% | 1.80% |
| Scotia INNOVA Growth Portfolio Class | 1.90% | 1.90% |
| Scotia INNOVA Maximum Growth Portfolio Class | 2.00% | 2.00% |
| Scotia Partners Balanced Income Portfolio Class | 1.85% | 1.85% |
| Scotia Partners Balanced Growth Portfolio Class | 1.95% | 1.95% |
| Scotia Partners Growth Portfolio Class | 2.05% | 2.05% |
| Scotia Partners Maximum Growth Portfolio Class | 2.15% | 2.15% |

**Management fee rebates**

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 shareholder with respect to a shareholder's investment in the Fund. An amount equal to the amount so waived may be paid to such shareholder by the Fund or the Manager, as applicable (a "**Management Fee Rebate**"). In this way, the cost of Management Fee Rebates are effectively borne by the Manager, not the Funds or the shareholder as the Funds or the shareholder, as applicable, are paying a discounted management fee. All Management Fee Rebates are automatically reinvested in additional shares of the relevant series of a Fund. The payment of Management Fee Rebates by the Fund or the Manager, as applicable, to a shareholder in respect of a large investment is fully negotiable between the Manager, as agent for the Fund, and the shareholder's financial advisor and/or dealer, and is primarily based on the size of the investment in the Fund. The Manager will confirm in writing to the shareholder's financial advisor and/or dealer the details of any Management Fee Rebate arrangement.

## Fees and expenses payable by the Funds (cont'd)

**Operating expenses**

The Manager pays certain operating expenses of the Funds. These expenses include regulatory filing fees and other day-to-day operating expenses including, but not limited to, recordkeeping, accounting and Fund valuation costs, custody fees, audit and legal fees, costs of preparing and distributing annual and semi-annual reports, prospectuses, Fund Facts and statements and investor communications. In return, each Fund pays a fixed administration fee (the "**fixed administration fee**"). The fee is calculated and accrued daily and paid monthly. The fixed administration fee may vary by series of shares and by Fund. The annual rates of the fixed administration fee, which are a percentage of the NAV for Series A and Series T shares of each Fund, are as follows:

| | Fixed administration fee | |
|---|---|---|
| **Fund** | **Series A** | **Series T** |
| Scotia Canadian Dividend Class | 0.10% | – |
| Scotia Canadian Equity Blend Class | 0.15% | – |
| Scotia U.S. Equity Blend Class | 0.20% | – |
| Scotia Global Dividend Class | 0.30% | – |
| Scotia International Equity Blend Class | 0.30% | – |
| Scotia INNOVA Income Portfolio Class | 0.10% | – |
| Scotia INNOVA Balanced Income Portfolio Class | 0.10% | 0.10% |
| Scotia INNOVA Balanced Growth Portfolio Class | 0.10% | 0.10% |
| Scotia INNOVA Growth Portfolio Class | 0.10% | 0.10% |
| Scotia INNOVA Maximum Growth Portfolio Class | 0.10% | 0.10% |
| Scotia Partners Balanced Income Portfolio Class | 0.10% | 0.10% |
| Scotia Partners Balanced Growth Portfolio Class | 0.10% | 0.10% |
| Scotia Partners Growth Portfolio Class | 0.10% | 0.10% |
| Scotia Partners Maximum Growth Portfolio Class | 0.10% | 0.10% |

Each Fund also pays certain operating expenses directly, including the costs and expenses related to the board of directors of the Corporation, the IRC of the Funds, the cost of any new government or regulatory requirements, including, without limitation, costs associated with complying with International Financial Reporting Standards, compliance with Canadian OTC Derivatives Trade Reporting Rules, compliance with the "Volcker Rule" under the *Dodd-Frank Wall Street Reform and Consumer Protection Act* and other applicable U.S. regulations and any new fees introduced by a securities regulator or other government authority that is based on the assets or other criteria of the Funds, any transaction costs, including all fees and costs related to derivatives, and any borrowing costs (collectively, "**fund costs**"), and taxes (including, but not limited to, GST or HST, as applicable).

The purchase price of all securities 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 and other property) are considered capital costs paid directly by the Funds and therefore are not considered part of the operating expenses of the Funds paid by the Manager.

Fund costs will be allocated among Funds and each series of a Fund is allocated its own expenses and its proportionate share of the Fund's expenses that are common to all series. Currently, each member of the IRC is entitled to an annual retainer of $50,000 ($65,000 for the Chair), and a per meeting fee of $2,000. Each mutual fund managed by the Manager to which NI 81-107 applies pays a proportionate share of the total compensation paid to the IRC each year and reimburses members of the IRC for expenses incurred by them in connection with their services as members of the IRC. Each Fund's share of the IRC's compensation will be disclosed in the Funds' financial statements. The Manager may, in some years and in certain cases, pay a portion of a series' fixed administration fee or fund costs. The fixed administration fee and fund costs are included in the management expense ratio of a Fund.

**Management expense ratio**

Each Fund pays all of the expenses relating to its operation and the carrying on of its activities, including: (a) management fees paid to the Manager for providing general management services; (b) the fixed administration fee paid to the Manager; and (c) fund costs (and taxes). These expenses are expressed each year by each Fund as its annual management expense ratio which are the total expenses including, where applicable, a proportionate share of underlying fund expenses indirectly borne by the fund, of each series of the Fund for the year expressed as a percentage of the series of the of the Fund for the year expressed as a percentage of the Fund's average daily net asset value during the year, calculated in accordance with applicable securities legislation.

**Funds that invest in other funds**

Fees and expenses are payable by the underlying funds in which a Fund may invest, in addition to the fees and expenses payable by the Fund. An underlying Fund pays its own administration fees and other expenses, which are in addition to the administration fees and other expenses payable by a Fund that invests in the underlying fund. However, no management fees or incentive fees are payable by a Fund that, to a reasonable person, would duplicate a fee payable by the underlying funds of that Fund for the same service. In addition, a Fund will not pay any sales fees or redemption fees upon a purchase or redemption of securities of an underlying fund.

### Fees and expenses payable directly by you

| | |
|---|---|
| | No sales or redemption fees are payable by a Fund when it buys or sells securities of an underlying fund that is managed by us or one of our affiliates or associates if the payment of these fees could reasonably be perceived as a duplication of fees paid by an investor in the Fund. |
| **Sales charges** | None |
| **Redemption fee** | None |
| **Switch fee** | None |
| **Short term trading fee** | To discourage short term trading, a Fund may charge a fee of 2% of the amount you sell or switch, if you sell or switch your shares within 31 days of buying them. See *Short term trading*. |
| **Registered Plan fees** | If you invest through a Registered Plan available from Scotia Securities Inc. a withdrawal or transfer fee of up to $50 may apply. If you invest through a self-directed Registered Plan with another Scotiabank dealer or advisor or with another financial institution then you may contact your broker or dealer to determine if they charge any Registered Plan fees. |
| **Other fees** | • Pre-authorized contributions: None<br>• Automatic withdrawal plan: None |

# Impact of sales charges

Series A and Series T shares of the Funds are no-load. That means you do not pay a sales commission when you buy, switch or sell shares of these series through Scotia Securities Inc. or Scotia Capital Inc. (including ScotiaMcLeod and Scotia iTRADE). You may pay a sales commission or other fee if you buy, switch or sell shares through other registered brokers or dealers. See *Dealer compensation* below.

# Dealer compensation

This section explains how we compensate brokers and dealers when you invest in Series A and Series T shares of the Funds.

### Trailing commissions

We may pay Scotia Securities Inc., ScotiaMcLeod or Scotia iTRADE employees or other registered brokers and dealers a trailing commission on Series A and Series T shares of the Funds. The fee is calculated daily and paid monthly and, subject to certain conditions, is based on the value of Series A and Series T shares investors are holding of each Fund sold by a broker or dealer at the following annual rates:

| Fund | Maximum annual trailing commission rate | |
|---|---|---|
| | Series A | Series T |
| Scotia Canadian Dividend Class<br>Scotia Global Dividend Class<br>Scotia Canadian Equity Blend Class<br>Scotia U.S. Equity Blend Class<br>Scotia International Equity Blend Class | up to 1.00% | – |
| Scotia INNOVA Income Portfolio Class | up to 0.75% | – |
| Scotia INNOVA Balanced Income Portfolio Class<br>Scotia INNOVA Balanced Growth Portfolio Class<br>Scotia INNOVA Growth Portfolio Class<br>Scotia INNOVA Maximum Growth Portfolio Class<br>Scotia Partners Balanced Income Portfolio Class<br>Scotia Partners Balanced Growth Portfolio Class<br>Scotia Partners Growth Portfolio Class<br>Scotia Partners Maximum Growth Portfolio Class | up to 1.00% | up to 1.00% |

We may pay trailing commissions to the discount broker for units you purchase or hold through your discount brokerage account.

We may change or cancel the terms of the trailing commissions in our discretion and without advance notice.

### Sales incentive programs

Members of Scotiabank may include sales of securities 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.

The Funds or their securityholders pay no charges for incentive programs.

### Equity interests

The Bank of Nova Scotia owns, directly or indirectly, 100% of Scotia Securities Inc. and Scotia Capital Inc. (which includes, ScotiaMcLeod and Scotia iTRADE) and MD Management Limited. The above dealers may sell shares of the Funds.

### Dealer compensation from management fees

The cost of the sales and service commissions and sales incentive programs was approximately 50.9% of the total management fees we received from all of the ScotiaFunds during the Manager's financial year ended October 31, 2019.

# Income tax considerations for investors

This section is a general summary of how Canadian federal income taxes affect your investment in the Fund. It assumes that you:

- are an individual (other than a trust);
- are a Canadian resident;
- deal with the Fund at arm's length; and
- hold your shares as capital property.

This summary assumes that the Corporation will be a "mutual fund corporation" within the meaning of the Tax Act at all material times. This section is not exhaustive and your situation may be different. You should consult a tax advisor about your own situation.

### Shares held in a registered plan

Provided the Corporation is a "mutual fund corporation" for purposes of the Tax Act at all material times, shares of the Corporation will be "qualified investments" for Registered Plans. Provided that the holder or annuitant of a TFSA, RRSP or RRIF (i) deals at arm's length with the Corporation and (ii) does not hold a "significant interest" (as defined in the Tax Act) in the Corporation, the shares of any series of the Fund will not be a prohibited investment for a TFSA, RRSP or RRIF. The prohibited investment rules also apply to a trust governed by a RESP or RDSP. Investors should consult with their tax advisors regarding whether an investment in a Fund will be a prohibited investment for their TFSA, RRSP, RRIF, RESP or RDSP.

If you hold shares of a Fund in a Registered Plan, you pay no tax on dividends from the Fund on those shares or on any capital gains that your Registered Plan receives from selling or switching shares held inside the plan. Withdrawals from a Registered Plan (other than TFSA) will generally be subject to tax.

### Shares held in a non-registered account

### Dividends from the Funds

The Corporation may pay ordinary dividends and/or capital gains dividends. Dividends are taxable in the year you receive them, whether you receive them in cash or have them reinvested in additional shares.

Ordinary dividends are eligible for the dividend gross-up and tax credit treatment that applies to taxable dividends received from taxable Canadian corporations. An enhanced gross-up and dividend tax credit is available for certain "eligible dividends" from a corporation. The Corporation will designate taxable dividends as "eligible dividends" to the extent permitted under the Tax Act.

Capital gains dividends are distributions of capital gains realized by the Corporation and will generally be treated as capital gains realized by you. In general, you must include one-half of the amount of a capital gains dividend in your income for tax purposes. Capital gains dividends may be paid by the Corporation to shareholders of any particular Fund or Funds in order to obtain a refund of any capital gain taxes payable by the Corporation as a whole, whether or not such taxes relate to the investment portfolio attributable to a particular Fund or Funds.

Distributions on Series T shares will likely represent a return of capital, but may also include ordinary dividends and/or capital gains dividends. If the Corporation pays a return of capital on a class or series of shares, such amount will generally not be taxable but will reduce the adjusted cost base of your shares. If the reductions to the adjusted cost base of your shares would result in such adjusted cost base becoming a negative amount, that amount will be treated as a capital gain and the adjusted cost base of the shares will then be zero.

The price of a share of a Fund may include income and/or capital gains that the Fund has earned, but not yet realized and/or distributed. If you buy shares of a Fund before it pays a dividend, the dividend you receive will be taxable to you even though the Fund earned the amount before you invested in the Fund. For example, the Fund may pay its only, or most significant, dividend in December. If you purchase shares late in the year, you will have to pay tax on the dividend you receive, even though you were not invested in the Fund during the whole year.

In general, you must include any management fee rebates you receive in your income. However, in some circumstances, you may instead elect to reduce the adjusted cost base of your securities by the amount of the rebate.

We will issue you a tax slip that shows the taxable amount of your dividends and any federal dividend tax credit that applies, as well as any capital gains dividends in respect of the preceding tax year.

### Capital gains (or losses) you realize

When you dispose of a share, including on a redemption or a switch of shares of a particular series of a Fund for securities of another fund, you may realize a capital gain or capital loss. Your capital gain or capital loss will be equal to the difference between the proceeds of disposition (generally, the value received on the disposition less any reasonable disposition costs) and your adjusted cost base of the share.

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

A switch from a series of shares of one Corporate Fund for the same or a different series of shares of a different Corporate Fund within the Corporation will generally be considered a disposition for tax purposes and, accordingly, you will realize a capital gain or capital loss.

### Calculating adjusted cost base

You must calculate your adjusted cost base for tax purposes in Canadian dollars and separately for each series of shares of each Fund that you own.

In general, the aggregate adjusted cost base of your shares of a series of a Fund is:

- the total amount paid for all your shares of that series of the Fund (including any sales charges paid);
- plus dividends and management fee rebates reinvested in additional shares of that series of the Fund;
- minus any return of capital in respect of shares of that series of the Fund;
- minus the adjusted cost base of any shares of that series you have previously redeemed or otherwise disposed of.

The adjusted cost base of each of your shares of a series of a Fund will generally be equal to the aggregate adjusted cost base of all shares of that series of the Fund held by you at the time of the disposition divided by the total number of shares of that series of the Fund held by you. You should keep detailed records of the purchase cost of your shares and dividends you receive so you can calculate the adjusted cost base of your shares. You may want to get advice from a tax expert.

### 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 advisor 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 securities and get your money back, or to make a claim for damages, if the simplified prospectus, annual information form, Fund Facts or financial statements misrepresent any facts about the mutual fund. These rights 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.

Additional information about each Fund is available in its most recently filed annual information form, its most recently filed Fund Facts, its most recently filed interim financial reports and annual financial statements 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 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, or by asking 1832 Asset Management L.P.

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.sedar.com.

## ScotiaFunds® Simplified Prospectus

Scotia Canadian Dividend Class (Series A shares)

Scotia Canadian Equity Blend Class (Series A shares)

Scotia U.S. Equity Blend Class (Series A shares)

Scotia Global Dividend Class (Series A shares)

Scotia International Equity Blend Class (Series A shares)

Scotia INNOVA Income Portfolio Class (Series A shares)[1]

Scotia INNOVA Balanced Income Portfolio Class (Series A and Series T shares)

Scotia INNOVA Balanced Growth Portfolio Class (Series A and Series T shares)

Scotia INNOVA Growth Portfolio Class (Series A and Series T shares)

Scotia INNOVA Maximum Growth Portfolio Class (Series A and Series T shares)

Scotia Partners Balanced Income Portfolio Class (Series A and T shares)

Scotia Partners Balanced Growth Portfolio Class (Series A and T shares)

Scotia Partners Growth Portfolio Class (Series A and T shares)

Scotia Partners Maximum Growth Portfolio Class (Series A and T shares)

1832 Asset Management L.P.
1 Adelaide Street East
28th Floor
Toronto, Ontario
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[1]Scotia INNOVA Income Portfolio Class is currently closed to new purchases or switches of securities from other funds into this fund. The fund may be re-opened at a later date.



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