ScotiaFunds®

Simplified Prospectus

February 7, 2025

Alternative Mutual Fund

1832 AM Tactical Asset Allocation PLUS Pool (Series I units)

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

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

Table of Contents

In this document, unless the context requires otherwise,

Fund means 1832 AM Tactical Asset Allocation PLUS Pool;

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

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

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

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

securityholder refers to unitholders of the Fund;

SIP means ScotiaMcLeod Investment Portfolios, as described under *Purchases, Switches and Redemptions*.

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

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

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

Introduction

This simplified prospectus contains selected important information to help you make an informed investment decision about the Fund and to understand your rights as an investor. It is divided into two parts. The first part, from pages 2 to 36, contains general information that applies to the Fund. The second part, from pages 37 to 63, contains specific information about the Fund offered for sale under this simplified prospectus.

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

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

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

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

PART A: General Information

RESPONSIBILITY FOR MUTUAL FUND ADMINISTRATION

Manager

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

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

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

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

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

Directors and executive officers of the general partner of the Manager

The Board of Directors of the General Partner currently consists of eight members.

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

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

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

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

Executive officers of the Manager

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

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

Master Management Agreement

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

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

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

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

The Manager receives, pursuant to the Master Management Agreement, management fees and, where applicable, administration fees from the Fund in respect of certain series of securities of the Fund, as described in this simplified prospectus. The Fund is required to pay tax on the management fees and, where applicable, administration fees, which it pays to the Manager, as well as on most other goods and services it acquires.

Underlying fund investments

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

Portfolio Adviser

The Manager provides investment advice and makes investment decisions for the Fund. From time to time, the Manager may appoint sub-advisers for the Fund.

The following table sets forth the names and titles of the persons who make investment decisions for the Fund and their roles in the investment decision-making process:

Name and Title	Role in investment decision-making process
Craig Maddock Vice President and Portfolio Manager	Head of the Multi-Asset Management Team, responsible for overall investment strategy, asset allocation, and portfolio construction of multi-asset portfolios.
Yuko Girard Portfolio Manager	Portfolio Manager on the Multi-Asset Management Team, responsible for portfolio management, portfolio construction, asset allocation, and portfolio positioning of multi-asset portfolios.
Wesley Blight Vice President and Portfolio Manager	Portfolio Manager on the Multi-Asset Management Team, responsible for portfolio management, asset allocation, and day-to-day management of multi-asset and balanced portfolios.
Mark Fairbairn Portfolio Manager	Portfolio Manager on the Multi-Asset Management Team, responsible for portfolio management, asset allocation, and research of multi-asset, international equity portfolios.
Ian Taylor Vice President and Portfolio Manager	Portfolio Manager on the Multi-Asset Management Team, responsible for portfolio management, portfolio construction, and tactical asset allocation of multi-asset and liquid alternative portfolios.
Jenny Wang Portfolio Manager	Portfolio Manager on the Multi-Asset Management Team, responsible for portfolio management, portfolio construction, and tactical asset allocation of multi-asset portfolios.
Idriss Benzina Portfolio Manager	Portfolio Manager on the Multi-Asset Management Team, responsible for portfolio management, portfolio construction, and tactical asset allocation of multi-asset and liquid alternative portfolios.

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

Brokerage arrangements

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

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

The portfolio adviser currently has in place brokerage arrangements with its affiliate, Scotia Capital Inc. Scotia Capital Inc. may provide research goods and services, order execution goods and services and mixed-use goods and services in exchange for effecting brokerage transactions.

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

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

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

The portfolio adviser's investment management and trade execution teams decide which dealers or brokers are allocated brokerage business based on the competitiveness of the commission costs, their ability to provide best execution of trades and the range of services and quality of research received. The portfolio adviser may use research goods and services and order execution goods and services to benefit the Fund and clients other than those whose trades generated the brokerage commission. However, the portfolio adviser has policies and procedures in place such that over a reasonable period of time, all clients, including the Fund, receive fair and reasonable benefit in return for the commissions generated.

The services provided to the portfolio adviser to the Fund may include industry and company analysis, economic analysis, statistical data about the capital markets or securities, analysis or reports on issuer performance, industries, economic or political factors and trends, and other services, including databases or software to deliver or support those services.

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

Principal Distributor

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

There is no principal distributor of the Fund.

Trustee

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

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

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

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

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

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

Custodian

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

State Street and SSBTC are independent of the Manager.

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

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

Auditor

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

Registrar

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

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

Securities Lending Agent

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

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

The agreement entered into with the securities lending agent will provide that:

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

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

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

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

Independent review committee and fund governance

Independent review committee

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

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

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

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

Fund governance

The Manager, as manager of the Fund, is responsible for the day-to-day administration and management of the Fund. The Manager is also the portfolio adviser to the Fund and may retain portfolio sub-advisers for the Fund. If portfolio sub-advisers are appointed, the Manager will receive regular reports from its portfolio sub-advisers regarding their compliance with applicable investment guidelines and parameters and compliance with the investment restrictions and practices of the Fund.

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

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

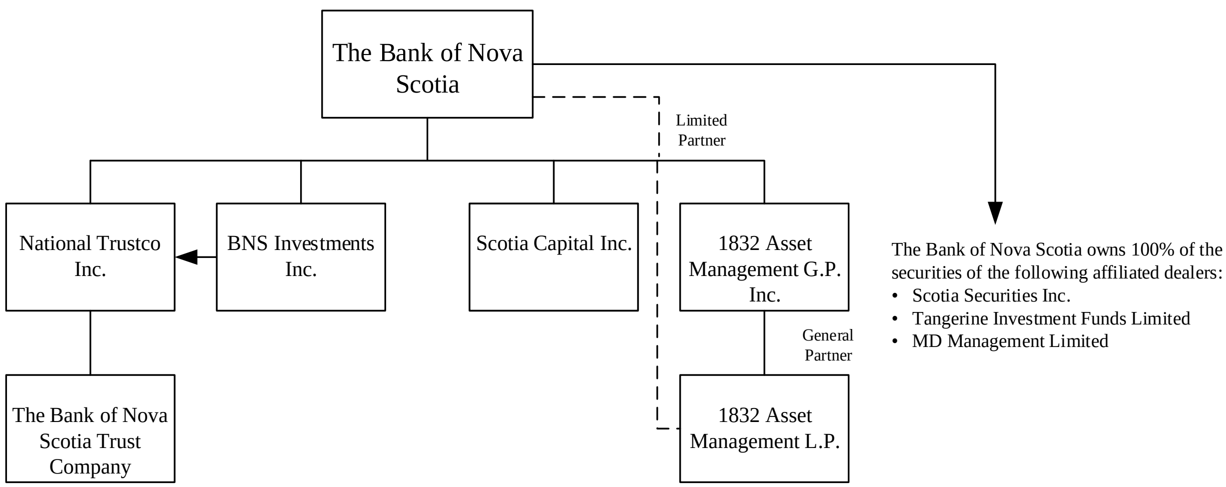
The Fund has a Trade Management Oversight Committee that is responsible for, among other things, the oversight of policies and procedures related to liquidity risk management. This committee is comprised of at least one member who is independent of portfolio management, in addition to representatives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

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

Affiliated entities

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

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



Dealer-manager disclosure

The Fund is considered to be a "dealer managed investment fund" as defined in NI 81-102 and follows the restrictions applicable to dealer managed investment funds, including section 4.1 of NI 81-102.

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

Policies and practices

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

Derivatives risk management

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

Securities lending risk management

The Fund may enter into securities lending, repurchase and reverse repurchase transactions from time to time as described in this simplified prospectus.

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

Policies and procedures relating to any securities lending, repurchase and reverse repurchase transaction entered into on behalf of the Fund will be developed by the Manager and the Fund’s custodian acting as its agent in administering the transaction. The creditworthiness of each qualified borrower to a securities loan will be evaluated by the Manager. Any agreements, policies and procedures that are applicable to the Fund relating to such transactions will be reviewed and approved by senior management of the Manager. See *Securities Lending Agent* earlier in this document for more information.

Short selling risk management

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

Proxy voting policy

(i) Policies and procedures

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

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

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

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

(i) Conflicts of interest

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

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

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

(ii) Availability of proxy voting information

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

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

Policies on related party transactions

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

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

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

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

Remuneration of directors, officers and trustees

The management functions of the Fund are carried out by employees of the Manager. The Fund does not have employees.

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

Independent review committee compensation

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

For the financial year ending October 31, 2024, each member of the IRC received the compensation and reimbursement of reasonable expenses as set out in the table below.

IRC Member	Compensation	Expenses Reimbursed
Stephen Griggs (Chair)	$77,000.00	$0
Steve Donald	$62,000.00	$0
Cecilia Mo*	$0	$0
Heather Hunter	$62,000.00	$0
Jennifer L. Witterick	$62,000.00	$0

*Cecilia Mo joined the IRC effective November 1, 2024.

These fees and expenses were split equally among all of the investment funds managed by the Manager for which the IRC acts as the independent review committee.

Material contracts

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

Master Declaration of Trust

1. Amended and restated master declaration of trust dated August 20, 2015 and a supplemental establishing the Fund dated February 7, 2025, as the same may be

amended, restated or replaced from time to time. For further information, see *Trustee* above and *Name, formation and history of the Fund* below.

Master Management Agreement

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

Custodian Agreement

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

Securities Lending Authorization Agreement

4. In the event the Fund engages in a securities lending transaction, a securities lending authorization agreement will be entered into between SSBTC and the Manager and become a material contract of the Fund. For more information, see *Securities Lending Agent* above.

Legal proceedings

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

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

Designated website

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

VALUATION OF PORTFOLIO SECURITIES

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

The value of the assets of the Fund are calculated using the following valuation principles:

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

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

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

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

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

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

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

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

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

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

k) the liabilities of the Fund include:

    i. all bills, notes and accounts payable;

    ii. all administrative expenses payable or accrued (including management fees and Administration Fees);

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

    iv. all allowances authorized or approved by the Trustee or directors of the Corporation for taxes; and

    v. all other liabilities of the Fund; except liabilities represented by outstanding series of units of the Fund.

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

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

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

Differences from IFRS Accounting Standards

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

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

The fair value of the Fund's investments (including derivatives) is the price that would be received to sell an asset, or the price that would be paid to transfer a liability, in an orderly transaction between market participants as at the date of the Financial Statements (the "**Reporting Date**"). The fair value of the Fund's financial assets and liabilities traded in active markets (such as publicly traded derivatives and marketable securities) are based on quoted market prices at the close of trading on the Reporting Date (the "**Close Price**").

In contrast, for IFRS purposes, the Fund uses the Close Price for both financial assets and liabilities where that price falls within that day's bid-ask spread. If a Close Price does not fall within the bid-ask spread, the Close Price will then be adjusted by the Manager to a point within the bid-ask spread that, in the Manager's view, is most representative of fair value based on specific facts and circumstances.

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

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

CALCULATION OF NET ASSET VALUE

How much the Fund is worth is called its net asset value ("**NAV**"). When the Fund calculates its NAV, it determines the market value of all of its assets and subtracts all of its liabilities. The series net asset value per unit ("**NAV per unit**") is calculated daily by dividing (i) the current market value of the proportionate share of the assets allocated to the series, less the liabilities of the series and the proportionate share of the common expenses allocated to the series, by (ii) the total number of units of that series outstanding at such time. A unit's NAV is very important because it is the basis on which units of the Fund are purchased and redeemed. The series NAV per unit of the Fund varies from day to day. The Fund calculates the NAV of the units at the close of business on each valuation date. Every day that the Toronto Stock Exchange is open for trading or each other day required for tax, accounting or distribution purposes of each year is a "**Valuation Date**". In unusual circumstances, calculation of the NAV per unit may be suspended, subject to obtaining any necessary regulatory approval.

The NAV and NAV per security of the Fund is available at no cost by contacting the Manager at fundinfo@scotiabank.com.

PURCHASES, SWITCHES AND REDEMPTIONS

The Fund is considered "no-load". That means you do not pay a sales commission when you buy, switch or sell securities of the Fund. Selling your securities is also known as redeeming.

How to place orders

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

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

The Fund is valued in Canadian dollars.

About the series of securities

Mutual funds offer a number of series of securities. Each security 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 security price is calculated for each series. The series have different management fees and/or distribution policies and are intended for different investors.

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

The Fund currently offers Series I units. Series I units are generally only available to eligible institutional investors and other qualified investors including mutual funds or managed asset programs managed by the Manager.

How to buy the Fund

Minimum investments

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

We may change the minimum investment amounts for initial and subsequent investments in the Fund at any time, from time to time, and on a case-by-case basis, subject to applicable securities laws.

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

More about buying

- Purchase orders received by the Manager by the close of trading of the Toronto Stock Exchange, generally 4:00 p.m. (Toronto time), on a Valuation Date will be effective on that day. Orders received after that time will be effective on the next Valuation Date.

- We can reject all or part of your order within one business day of the Fund receiving it. If we reject your order, we will immediately return any money received, without interest.

- We may reject your order if you have made several purchases and sales of the Fund within a short period of time, usually 30 days. See *Short-term trading* for details.

- You have to pay for your securities when you buy them. If we do not receive payment for your purchase within one business day after the purchase price is determined, we will sell your securities on the next business day. If the proceeds from the sale are more than the cost of buying the securities, the Fund will keep the difference. If the proceeds are less than the cost of buying the securities, you must pay the shortfall. We may collect the shortfall and any related costs from the dealer or broker who placed the order, or from you, if you placed the order directly with us. If you use a dealer or broker to place the order, then your dealer or broker may make provision in its arrangements with you that it will be entitled to reimbursement from you of the shortfall together with any additional costs and expenses suffered by it in connection with a failed settlement of a purchase of securities of the Fund caused by you.

- Your broker, dealer or we will send you a confirmation of your purchase once your order is processed.

How to switch funds

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

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

Switches and reclassifications

Switching between funds

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

Reclassifying between series of units of the Fund

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

Switching between the Fund and a corporate fund

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

More about switching

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

How to sell your securities

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

We will send your payment to your broker or dealer within one business day of receiving your properly completed order. If you sell your securities within 30 days of buying them, you may have to pay a short-term trading fee. See *Short-term trading* for details.

We may unilaterally redeem your securities under certain circumstances.

More about selling

- Redemption requests received by the Manager prior to the close of trading of the Toronto Stock Exchange, generally 4:00 p.m. (Toronto time) on a Valuation Date will be effective on that day. Redemption requests received after that time will be effective on the next Valuation Date.

- You must provide all required documents within 10 business days of the day the redemption price is determined. If you do not, we will buy back the securities as of the close of business on the 10th business day. If the cost of buying the securities is less than the sale proceeds, the Fund will keep the difference. If the cost of buying the securities 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 securities of the 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 securities 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.

Suspending your right to buy, switch and sell securities

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

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

- with the approval of securities regulators.

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

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

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

Short-term trading

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

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

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

Any short-term trading fee is in addition to any other trading fees to which you would otherwise be subject under this simplified prospectus. See *Fees and Expenses – Fees and Expenses Payable Directly by You – Short-Term Trading Fee* for more information.

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

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

Redemptions caused by portfolio rebalancing within a discretionary model portfolio or asset allocation program or other similar investment product, excluding fund-of-fund programs, held by multiple individual discretionary client accounts managed by a portfolio manager licensed to engage in discretionary trading on behalf of its clients ("discretionary investment vehicles") will not be subject to a short-term trading fee where the securityholders participating in such program have been identified in writing to the Manager by the dealer or financial adviser administering the discretionary investment vehicle. Such redemptions may include instances involving securityholders who joined a discretionary investment vehicle immediately prior to a rebalancing or other transaction applicable to the program. The Manager will continue to monitor trades made as part of discretionary investment vehicles and will take such action as it considers appropriate to deter excessive or inappropriate short-term trading activities, including charging the short-term trading fee.

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

FEES AND EXPENSES

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

Management fees	The management fees cover the costs of managing the Fund, arranging for investment analysis, recommendations and investment decision making for the Fund, arranging for distribution of the Fund, marketing and promotion of the Fund and providing or arranging for other services. No management fees are payable directly by a Fund in respect of Series I units. The management fees for this series are negotiated and paid directly by the investor and will not exceed 1.75%.
Performance fees	The Fund does not pay any performance fees.
Underlying fund fees and expenses	There are fees and expenses payable by the underlying funds whose securities are held by the Fund, in addition to the fees and expenses directly payable by the Fund. The Fund indirectly bears its share of such fees and expenses. The fees and expenses of the underlying funds may be higher than the fees and expenses payable by the Fund. To ensure that there is no duplication of management fees or performance fees chargeable in connection with the Fund that, to a reasonable person, would duplicate any management fees or performance fees payable by the underlying funds for

the same service, the Manager will absorb such fees that are incurred resulting from its investments in any underlying funds.

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

Management fee distributions

In order to encourage very large investments in the 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 securityholder with respect to a securityholder's investment in the Fund. An amount equal to the amount so waived may be distributed or paid to such securityholder by the Fund (a "Management Fee Distribution"). In this way, the cost of Management Fee Distributions is effectively borne by the Manager, not the fund or the securityholder as the fund or the securityholder, as applicable, are paying a discounted management fee. All Management Fee Distributions are calculated and credited to the relevant securityholder on each business day and distributed on a monthly basis, first out of net income and net realized capital gains of the Fund and thereafter out of capital. All Management Fee Distributions are automatically reinvested in additional securities of the relevant series of the Fund. The payment of Management Fee Distributions by the Fund to a securityholder in respect of a large investment is fully negotiable between the Manager, as agent for the Fund, and the securityholder's registered investment professional or broker or dealer, and is primarily based on the size of the investment in the Fund. The Manager will confirm in writing to the securityholder's registered investment professional or broker or dealer the details of any Management Fee Distribution arrangement.

The tax consequences of receiving Management Fee Distributions are discussed under *Income Tax Considerations for Investors* below.

Operating expenses

<u>Fixed Administration Fees</u>

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

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

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

	Fixed Administration Fee %
Series I units	0.05%

<u>Fund Costs</u>

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

As at the date of this simplified prospectus, each member of the IRC receives an annual retainer of $62,000 ($77,000 for the Chair), plus expenses for each meeting. The fees and expenses, plus associated legal costs, are split equally among all of the investment funds managed by the Manager for which the IRC acts as the independent review committee. The Fund's share of the IRC's compensation will be disclosed in the Funds' financial statements.

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

Each series of a Fund is allocated its own Fund Costs and its proportionate share of Fund Costs that are common to all funds managed by the Manager.

Management expense ratio

The management expense ratio ("**MER**") is based on the total expenses (including applicable management fees, performance fees, and operating expenses) of each series of the Fund and a proportional share of any underlying fund expenses, where applicable, and is expressed as an annualized percentage of the series' daily average net asset value during the period, calculated in accordance with applicable securities legislation.

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

Portfolio transaction costs and derivatives transaction costs are not included in the MER.

Fees and expenses payable directly by you

Sales charges	None
Redemption fee	None
Switch fee	None

Short-term trading fee	To discourage short-term trading, the Fund may charge a fee of 1% of the amount you sell or switch based on the prior business day net asset value, if you sell or switch your units within 30 days of buying them. For additional information please see *Short-term trading*.

DEALER COMPENSATION

Trailing commissions

We do not pay sales or trailing commissions on Series I units of the Fund. We also do not offer any sales incentive programs in respect of Series I units of the Fund.

Equity interests

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

INCOME TAX CONSIDERATIONS

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

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

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

Income tax considerations for the Fund

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

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

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

In general, subject to the application of the DFA Rules discussed below, gains and losses realized by the Fund from derivative transactions and in respect of short sales of securities will be on income account except where such derivatives are used to hedge portfolio securities held on capital account provided the Fund is not a financial institution and there is sufficient linkage. Any such gains and losses will generally be recognized for income tax purposes at the time they are realized by the Fund.

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

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

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

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

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

Non-qualification of a mutual fund trust

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

Income tax considerations for unitholders

Taxable unitholders of the Fund

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

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

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

Capital gains amendments

The capital gains inclusion rate applicable for the purposes of determining a taxpayer's taxable capital gains and allowable capital losses for a particular taxation year is proposed to increase from one-half to two-thirds (the "**Capital Gains Amendments**"). Where allowable capital losses in excess of taxable capital gains realized in a taxation year (a "net capital loss") are applied against taxable capital gains realized in another taxation year for which there is a different inclusion rate, the amount of the net capital loss that can be applied against the taxable capital gains will be adjusted to match the inclusion rate used to compute those taxable capital gains.

The Capital Gains Amendments were previously proposed to apply to taxation years ending on or after June 25, 2024. However, the Minister of Finance (Canada) announced on January 31, 2025 that the effective implementation date of the Capital Gains Amendments would be deferred from June 25, 2024 to January 1, 2026.

A unitholder's income for a particular taxation year in which the increased rate applies will be subject to certain adjustments which are intended to effectively reduce the unitholder's net inclusion rate to the original one-half for up to $250,000 of net capital gains realized (or deemed to be realized) by the unitholder in the year that are not offset by an amount in respect of net capital losses carried back or forward from another taxation year.

The Capital Gains Amendments are complex and may be subject to further changes. Unitholders should consult their own tax advisors with respect to the Capital Gains Amendments.

Distributions

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

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

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

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

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

Reclassifications

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

The redemption of units by the Fund in order to satisfy the amount of the applicable deferred sales charge payable by a unitholder will be a disposition of such units by the unitholder and will give rise to a capital gain (or capital loss) equal to the amount by which the proceeds of disposition of such units exceed (or is exceeded by) the aggregate of the adjusted cost bases of such units and any reasonable costs of disposition.

Non-taxable unitholders of the Fund

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

Eligibility for Registered Plans

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

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

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

International information reporting requirements

Under the terms of the intergovernmental agreement between Canada and the U.S. (the "**Canada-U.S. IGA**") to provide for the implementation of the U.S. Foreign Account Tax Compliance provisions of the U.S. Hiring Incentives to Restore Employment Act of 2010 ("**FATCA**"), and its implementing provisions under Part XVIII of the Tax Act, the Fund will be treated as complying with FATCA and not subject to the 30% withholding tax on certain U.S. sourced income if the Fund complies with the terms of the Canada-U.S. IGA. Under the terms of the Canada-U.S. IGA, the Fund will not have to enter into an individual FATCA agreement with the U.S. Internal Revenue Service (the "**IRS**") but the Fund will be required to register with the IRS and to report information annually, including tax residency details and financial information, such as account balances, of investors that failed to provide information or required documents to their financial adviser or dealer related to their citizenship and residency for tax purposes if indicia of U.S. status are present or investors that are identified as, or in the case of certain entities as having one or more controlling persons who are, U.S. Persons owning, directly or indirectly, an interest in the Fund to the Canada Revenue Agency (the "**CRA**"). The CRA will in turn provide such information to the IRS.

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

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

Portfolio turnover rate

The Fund discloses its portfolio turnover rate in its management report of fund performance. The Fund's portfolio turnover rate indicates how actively the Fund's portfolio adviser manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio one time in the course of a year. The higher the 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 the Fund.

WHAT ARE YOUR LEGAL RIGHTS?

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

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund units and get your money back, or to make a claim for damages, if the simplified prospectus, Fund Facts or financial statements misrepresent any facts about the mutual fund. These rights must usually be exercised within certain time limits.

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

EXEMPTIONS AND APPROVALS

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

Self-dealing restrictions

Offerings involving a related underwriter

The Fund is considered a dealer managed investment fund and follows the dealer manager provisions prescribed by NI 81-102.

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

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

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

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

In-specie transactions

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

Appointment of additional custodians

The Manager obtained exemptive relief to permit the Fund to appoint more than one Custodian, including prime brokers, subject to certain conditions, including that each custodian is qualified to be a custodian under NI 81-102 and is subject to all other requirements.

Depositing portfolio assets with borrowing agents

The Fund has received exemptive relief from the Canadian securities regulatory authorities to permit it to deposit portfolio assets with a borrowing agent as security in connection with a short sale of securities in excess of 25% of its net asset value at the time of deposit. The exemptive relief is subject to certain conditions.

Gold exchange-traded funds

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

Investments in closed-end funds

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

Fixed income securities

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

Sales communications

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

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

February 7, 2025

1832 AM Tactical Asset Allocation PLUS Pool

(the "**Fund**")

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

"Neal Kerr"
Neal Kerr
President (*Signing in the capacity of Chief Executive Officer*)
1832 Asset Management G.P. Inc., as general partner for and on behalf of 1832 Asset Management L.P., as manager, trustee and promoter of the Fund

"Gregory Joseph"
Gregory Joseph
Chief Financial Officer
1832 Asset Management G.P. Inc., as general partner for and on behalf of 1832 Asset Management L.P., as manager, trustee and promoter of the Fund

ON BEHALF OF

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

"Todd Flick"
Todd Flick
Director

"Jim Morris"
Jim Morris
Director

Part B: Specific Information about 1832 AM Tactical Asset Allocation PLUS Pool

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

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

What is a mutual fund?

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

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

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

Why invest in mutual funds?

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

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

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

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

No guarantees

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

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

How mutual funds are structured

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

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

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

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

What are the risks of investing in a mutual fund?

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

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

Managing risk

While risk is an important factor to consider when you are choosing a mutual fund, you should also think about your investment goals and when you will need your money. For example, if you are saving for a large purchase in the next year or so, you might consider investing in a fund with low risk. If you want your retirement savings to grow over the next 20 years, you can probably afford to put more of your money in an equity fund.

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

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

What do mutual funds invest in?

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

Equity securities

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

Debt securities

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

Derivatives

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

- *Options* generally give holders the right, but not the obligation, to buy or sell an asset, such as a security or currency, at a set price and a set time. Option holders normally pay the other party a cash payment, called a premium, for agreeing to give them the option.

- *Forward contracts* are agreements to buy or sell an asset, such as a security or currency, at a set price and a set time. The parties have to complete the deal, or sometimes make or receive a cash payment, even if the price has changed by the time the deal closes. Forward contracts are generally not traded on organized exchanges and are not subject to standardized terms and conditions.

- *Futures contracts*, like forward contracts, are agreements to buy or sell an asset, such as a security or currency, at a set price and a set time. The parties have to complete the deal, or sometimes make or receive a cash payment, even if the price has changed by the time the deal closes. Futures contracts are normally traded on a registered futures exchange. The exchange usually specifies certain standardized terms and conditions.

- *Swaps* are agreements between two or more parties to exchange principal amounts or payments based on returns on different investments. Generally, swaps are not traded on organized exchanges and many swaps are not subject to standardized terms and conditions.

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

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

Underlying funds

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

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

Securities Lending, repurchase and reverse repurchase transactions

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

Short selling

Mutual funds may be permitted to engage in 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.

ESG Considerations

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

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

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

INVESTMENT RESTRICTIONS

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

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

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

DESCRIPTION OF SECURITIES OFFERED BY THE FUND

What are units and series of units of the Fund?

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

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

Certain provisions of the units

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

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

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

Distribution rights

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

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

Redemption rights

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

Switches and reclassifications

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

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

Voting rights

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

Matters requiring securityholder approval

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

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

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

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

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

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

6. where the Fund undertakes a reorganization with, or transfers its assets to, another issuer, and the Fund ceases to continue after the reorganization or transfer of its assets and the transaction results in securityholders of the Fund becoming securityholders of the other issuer. Notwithstanding the foregoing, no securityholder approval will be required for such a change if that change is approved by the IRC of the Fund, the assets of the Fund are being transferred to another mutual fund to which NI 81-102 and NI 81-107 both apply and that is managed by the Manager or an affiliate of the Manager, the reorganization or transfer of assets complies with other relevant securities legislation, and written notice of the reorganization or transfer is sent to the Fund's securityholders at least 60 days' prior to the effective date of the reorganization or transfer;

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

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

Because securityholders of the Fund are not charged sales commissions or redemption fees when they invest in or redeem securities of the Fund, securityholder meetings in respect of Series I units of the Fund are not required to approve the introduction of a fee or expense or any increase in the fees or expenses charged to the Fund or directly to securityholders if the securityholders of the applicable series are notified of the change in writing at least 60 days before the effective date of the introduction or increase.

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

Changes to the Master Declaration of Trust

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

NAME, FORMATION AND HISTORY OF THE FUND

The Fund is an open-end mutual fund trust governed by the laws of Ontario.

The Fund was established under the laws of Ontario and is governed by the Master Declaration of Trust and a supplemental establishing the Fund dated February 7, 2025. You will find further details about the Fund's formation in the individual Fund description section.

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

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

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

RISK FACTORS

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

The Fund is an alternative mutual fund and therefore has the ability to invest in asset classes and use investment strategies that are not permitted for conventional mutual funds. The specific strategies that differentiate the Fund from conventional mutual funds include increased use of derivatives for hedging and non-hedging purposes, increased ability to sell securities short and the ability to borrow cash to use for investment purposes. While these strategies will be used in accordance with the Fund's investment objectives and strategies, during certain market conditions they may accelerate the pace at which your investment decreases in value.

Commodity risk

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

Concentration risk

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

Generally, mutual funds that are alternative mutual funds are not permitted to invest more than 20% of their net assets in any one issuer. This restriction does not apply to investments in debt securities issued or guaranteed by the Canadian or U.S. government or the government of a Canadian province or territory, securities issued by a clearing corporation, securities issued by mutual funds that are subject to the requirements of NI 81-102 or index participation units issued by a mutual fund. Index mutual funds may invest more than 10% of their net assets in any one issuer if certain conditions are satisfied.

Credit risk

To the extent that the Fund invests in fixed income securities, debt securities (including guaranteed mortgages) or mortgage-backed securities, it will be sensitive to credit risk. When a person, company, government or other entity issues a fixed income security or a debt security, the issuer promises to pay interest and repay a specified amount on the maturity date, and the credit risk is that the issuer of the security will not live up to that promise.

Generally, this risk is lowest among issuers who have received good credit ratings from recognized credit rating agencies, but the risk level may increase in the event of a downgrade in the issuer's credit rating or a change in the creditworthiness, or perceived creditworthiness, of the issuer. The most risky fixed income or debt securities, which are those with a low credit rating or no credit rating at all, usually offer higher interest rates to compensate for the increased credit risk. In the case of guaranteed mortgages and mortgage-backed securities, the credit risk is that the mortgagor will default on its obligations under a mortgage. A similar credit risk related to default also applies to debt securities other than mortgages. Please see *Foreign investment risk* in the case of investments in debt issued by foreign companies or governments.

Currency risk

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

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

Cyber security risk

With the increasingly prevalent use of technologies such as the internet to conduct business, the Manager and the Fund 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 Fund, the Manager or the Fund's service providers (including, but not limited to, sub-adviser(s) or the Fund's custodian) have the ability to cause disruptions and impact each of their respective business operations, potentially resulting in financial losses, interference with the Fund's ability to calculate their NAV, impediments to trading the portfolio securities of the Fund, the inability of the Fund to process transactions in units of the Fund, such as purchases and redemptions of the Fund's 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 Fund invests and counterparties with which the Fund engages in transactions.

Similar to other operational risks, the Manager and the Fund 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 Fund cannot control the cyber security plans and systems of the Fund's service providers, the issuers of securities in which the Fund invests, the counterparties with which the Fund engages in transactions, or any other third parties whose operations may affect the Fund or their unitholders.

Derivatives risk

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

- There is no guarantee that the Fund will be able to complete a derivative contract when it needs to.

- A securities exchange could impose limits on trading of derivatives, thereby making it difficult to complete a contract. When using derivatives, the Fund relies on the ability of the counterparty to the transaction to perform its obligations. In the event that a counterparty fails to complete its obligations, for example, in the event of the default or bankruptcy of the counterparty, the Fund may bear the risk of loss of the amount expected to be received under options, forward contracts or other transactions.

- The other party to the derivative contract may be unable to honour the terms of the contract.
- The price of a derivative may not reflect the true value of the underlying security or index.
- The price of derivatives based on a stock index could be distorted if some or all of the stocks that make up the index temporarily stop trading.
- Derivatives traded on foreign markets may be harder to close than those traded in Canada.
- In some circumstances, investment dealers and futures brokers may hold some of the Fund’s assets on deposit as collateral in a derivative contract. That increases risk because another party is responsible for the safekeeping of the assets.
- A hedging strategy involving the use of derivatives may not always work and could restrict the Fund’s ability to increase in value.
- The regulation of derivatives is a rapidly changing area of law and is subject to modification by government and judicial action. The effect of any future regulatory changes may make it more difficult, or impossible, for the Fund to use certain derivatives.
- Costs relating to entering and maintaining derivatives contracts may reduce the returns of the Fund.
- Changes in domestic and foreign tax laws, regulatory laws, or the administrative practices or policies of a tax or regulatory authority may adversely affect the 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 the Fund and the ability of the Fund to pursue its investment strategies. In addition, interpretation of the law and the application of administrative practices or policies by a taxation authority may also affect the characterization of the Fund's earnings as capital gains or income. In such a case, the net income of the 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. The Fund may also become liable for unremitted withholding taxes on prior distributions to non-resident unitholders. Any liability imposed on the Fund may reduce the value of the Fund and the value of an investor’s investment in the Fund.

Emerging markets risk

The Fund 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, the Fund may be exposed to greater volatility as a result of such issues.

Equity risk

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

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

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

ESG factor risk

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

Foreign investment risk

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

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

Fund on fund risk

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

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

Pursuant to the requirements of applicable securities legislation, the Fund will not vote any of the securities it holds in an underlying fund managed by us or any of our affiliates and associates.

To the extent that the Fund holds units of an underlying fund, the Fund will be required to include in the calculation of its income for a taxation year the net income, including net taxable capital gains, paid or payable to the Fund by such underlying fund in the calendar year in which that taxation year ends, notwithstanding that certain of such amounts may be reinvested in additional units of the underlying fund.

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

Inflation risk

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

Interest rate risk

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

Leverage risk

When the Fund makes investments in derivatives, borrows cash for investment purposes, or uses physical short sales on equities, fixed income securities or other portfolio assets, leverage may be introduced into the Fund. Leverage occurs when the Fund's notional exposure to underlying assets is greater than the amount invested. It is an investment technique that can magnify gains and losses. Consequently, any adverse change in the value or level of the underlying asset, rate or index may amplify losses compared to those that would have been incurred if the underlying asset had been directly held by the Fund and may result in losses greater than the amount invested in the derivative itself. Leverage may increase volatility, may impair the Fund's liquidity and may cause the Fund to liquidate positions at unfavourable times. The Fund is subject to a gross aggregate exposure limit of three times its net asset value which is measured on a daily basis and described in further detail within the *Investment strategies* section of the Fund.

Liquidity risk

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

Market disruptions risk

Significant events such as natural disasters, incidents of war, terrorism, civil unrest or disease outbreaks and related geopolitical risks may in the future lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally, including U.S., Canadian and other economies and securities markets. The effects of such unexpected disruptive events on the economies and securities markets of countries cannot be predicted and could also have an acute effect on individual issuers or related groups of issuers. These risks could also adversely affect securities markets, inflation and other factors relating to the value of the portfolios of the Fund, and may adversely affect the performance of the Fund. 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.

Prime broker risk

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

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

Securities lending, repurchase and reverse repurchase transaction risk

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

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

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

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

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

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

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

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

Short selling risk

The Fund may engage in short selling consistent with its investment objectives and as permitted by the Canadian securities regulators. A "short sale" is where a mutual fund borrows securities from a lender which are then sold in the open market (or "sold short"). At a later date, the same number of securities are repurchased by the mutual fund and returned to the lender. In the interim, the proceeds from the first sale are deposited with the lender and the mutual fund pays interest to the lender. If the value of the securities declines between the time that the mutual fund borrows the securities and the time it repurchases and returns the securities, the mutual fund makes a profit for the difference (less any interest the mutual fund is required to pay to the lender). Short selling involves certain risks. There is no assurance that securities will decline in value during the period of the short sale sufficient to offset the interest paid by the mutual fund and make a profit for the mutual fund, and securities sold short may instead appreciate in value. The mutual fund also may experience difficulties repurchasing and returning the borrowed securities if a liquid market for the securities does not exist. The lender from whom the mutual fund has borrowed securities may go bankrupt and the mutual fund may lose the collateral it has deposited with the lender. The Fund, if it engages in short selling, will adhere to controls and limits that are intended to offset these risks by short selling only securities of larger issuers for which a liquid market is expected to be maintained and by limiting the amount of exposure for short sales. The Fund will also deposit collateral only with lenders that meet certain criteria for creditworthiness and only up to certain limits. The Fund is generally permitted to sell securities short up to a maximum of 50% of its net asset value, including up to 10% of its net asset value in the securities of one issuer, as described in further detail within the *Investment Strategies* section of the Fund.

Significant unitholder risk

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

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

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

Small capitalization risk

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

Taxation risk

If the Fund does not qualify as a mutual fund trust under the Tax Act, or were to cease to so qualify, the income tax considerations described under the heading "Income Tax Considerations for Investors" would be materially and adversely different in certain respects.

The Tax Act provides for a special tax on the designated income of certain trusts (other than a trust that was throughout the year a mutual fund trust) that have designated beneficiaries. The Manager intends to monitor the activities of the Fund if it is not a mutual fund trust so as to ensure that the Fund does not earn any designated income for purposes of the Tax Act. On this basis, it is anticipated that the Fund will not have any liability with respect to this special tax. However, if the Fund is not a mutual fund trust for purposes of the Tax Act and is considered to be carrying on business in respect of any of its investing activities for purposes of these rules, the income related thereto may be designated income and may be subject to the above-noted special tax. In such case, the Fund may be subject to alternative minimum tax under the Tax Act for a taxation year if the Fund is not a mutual fund trust, or does not quality for another exemption, under the Tax Act throughout the taxation year.

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

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

Underlying ETFs risk

The Fund 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 Fund. The risk of each ETF will be dependent on the structure and underlying investments of the ETF.

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

The Fund 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 is 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 will incur additional transaction costs that would cause the performance of the ETF to deviate more significantly from the performance of such index than would otherwise be expected.

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

INVESTMENT RISK CLASSIFICATION METHODOLOGY

As required by applicable securities legislation, the Manager determines the investment risk level of the 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 the Fund's returns relative to the Fund's average return. The higher the standard deviation of the Fund, the greater the range of returns it has experienced in the past. A fund with a higher standard deviation will be classified as riskier.

For a newly established fund, the standardized methodology requires the use of the standard deviation of a reference fund or reference index that is reasonably expected to approximate the standard deviation of the fund. Where a fund has offered securities to the public for less than 10 years, the standardized methodology will calculate the standard deviation of the fund using the available return history of the fund and imputing the return history of the reference fund or reference index for the remainder of the 10-year period. Where applicable, the reference fund or reference index used to determine the risk rating of a fund is described in specific disclosure for the fund, under the heading *Investment Risk Classification*.

Once a fund has 10 years of performance history, the methodology will calculate the standard deviation of the fund using the return history of the fund rather than that of the reference fund or reference index.

Each Fund is assigned an investment risk rating in one of the following categories: low, low to medium, medium, medium to high and high.

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

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

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

ABOUT THE FUND DESCRIPTIONS

On the following pages, you will find detailed descriptions of the Fund 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 the Fund, such as what type of mutual fund it is and its eligibility for Registered Plans, including RRSPs, RRIFs, RESPs, deferred profit-sharing plans, RDSPs, LIFs, LRIFs, LRSPs, PRIFs, FHSAs and TFSAs.

The Fund is not expected to be a qualified investment under the *Tax Act* for Registered Plans.

What does the Fund invest in?

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

What are the risks of investing in the Fund?

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

Investment risk classification

This section provides a brief description of the reference index or indices used to determine the risk level of the Fund.

Distribution policy

This section tells you when the Fund usually distributes any net income and capital gains, and where applicable, return of capital to unitholders.

For information about how distributions are taxed, see *Income tax considerations for investors*.

Name, formation and history of the Fund

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

Alternative Mutual Fund

1832 AM Tactical Asset Allocation PLUS Pool

1832 AM Tactical Asset Allocation PLUS Pool

Fund details

Fund type	Alternative fund
Type of securities	Series I units of a mutual fund trust
Eligible for Registered Plans?	No
Portfolio adviser	The Manager Toronto, Ontario

What does the Fund invest in?

Investment objectives

The Fund's investment objective is to maximize total return over the medium to long term by investing in long and/or short positions of equity securities, fixed income securities and currencies, either directly, or indirectly through investing in exchange traded funds ("ETFs") and the use of derivatives, including futures, forward contracts, options and swaps.

The Fund is expected to use alternative investment strategies including the use of leverage, primarily created through the use of derivatives.

The aggregate gross exposure of the Fund shall not exceed the limits on the use of leverage described in the *Investment strategies* section below or as otherwise permitted under applicable securities legislation.

Before a fundamental change is made to the investment objectives of the Fund, the prior approval of unitholders is required. This approval must be given by a resolution passed by a majority of the votes cast at a meeting of unitholders.

Investment strategies

To achieve its investment objectives, the portfolio adviser uses a tactical asset allocation approach. The portfolio adviser actively manages the Fund's investment allocation across diversified asset classes, including equity, fixed income and currencies, and may take both long and short positions in each asset class. The Fund has the flexibility to shift its allocation among these asset classes.

The Fund will invest in ETFs to gain broad asset class and regional exposure. Tactical allocations will primarily be achieved through the use of derivative instruments, including but not limited to futures, forward contracts, options and swaps.

Investment decisions are made based on the portfolio adviser's research and analysis of global economies and market conditions. The portfolio adviser combines long-term structural analysis of asset class returns with short-term cyclical analysis of the business cycle to allocate the portfolio optimally across four investment facets:

- Primary asset class exposures (i.e., equity and fixed income)
- Geography and sector exposure
- Fixed income attribute exposure (e.g., credit quality, yield curve, duration)
- Currency exposure

The portfolio adviser incorporates proprietary quantitative tools, asset class specific research, as well as independent and sell-side research in making its decisions. The final portfolio decision is ultimately a reflection of the portfolio adviser's outlook for economic growth, inflation, monetary policy and financial market conditions, with consideration of the anticipated risk and return characteristics within each asset class over a medium to long term horizon. Additionally, due to the flexible nature of the Fund's asset allocation, it will not be restricted by any asset class (i.e., equity, fixed income or currency), country or sector.

The Fund intends to use leverage, primarily through the use of derivatives, equal to an aggregate gross exposure which will not exceed 300% of the Fund's net asset value. The Fund's aggregate gross exposure is calculated as the sum of the following: (i) the aggregate market value of the Fund's indebtedness; (ii) the aggregate market value of securities sold short by the Fund; and (iii) the aggregate notional value of the Fund's specified derivatives positions excluding any specified derivatives used for "hedging purposes" as defined in NI 81-102.

The combined use of short selling and cash borrowing by the Fund is subject to an aggregate overall limit of 50% of the Fund's net asset value.

In addition to taking tactical long and short positions, the portfolio adviser may choose to use warrants, ETFs and derivatives such as options, forward contracts, futures contracts and swaps to:

- hedge against losses from changes in the prices of the Fund's investments and from exposure to foreign currencies, stock market risks and interest rate changes; and/or
- gain exposure to individual securities and markets instead of buying the securities directly; and/or
- generate income.

The Fund may invest all of its assets in foreign securities. Due to leverage, the Fund's exposure to foreign securities could exceed 100% of its net asset value.

The Fund will only use derivatives as permitted by securities regulations. The Fund may use derivatives as part of its investment strategies. A derivative is generally a contract between two parties to buy or sell an asset at a later time. The value of the contract is based on or derived from an underlying asset such as a stock, a market index, a currency, a commodity or a basket of securities. It is not a direct investment in the underlying asset itself. Derivatives may be traded on a stock exchange or in the over-the-counter market. For a description of the different types of derivatives, please see *What do mutual funds invest in? – Derivatives*.

There are several risks associated with the Fund's use of derivatives which are described under *Derivatives risk*. The Fund will comply with all applicable requirements of securities and tax legislation with respect to the use of derivatives. If the Fund uses derivatives for purposes other than hedging, it will do so within the limits of applicable securities regulations.

Securities lending, repurchase and reverse repurchase transactions may be used in conjunction with the Fund's other investment strategies in a manner considered most appropriate by the portfolio adviser to achieve the Fund's investment objectives and to enhance the Fund's returns. For a description of securities lending, repurchase and reverse repurchase transactions and how the Fund limits the risks associated with them, please refer to *Securities lending, repurchase and reverse repurchase transaction risk*. The Fund will try to minimize its risk of loss by requiring that each securities loan be, at a minimum, secured by investment grade securities or cash with a value of at least 102% of the market value of the securities subject to the transaction. The amount of collateral is adjusted daily to ensure this collateral coverage is maintained at all times. All such securities loans will only be with qualified borrowers. In addition, the aggregate market value of all securities loaned pursuant to securities lending transactions, together with securities sold pursuant to repurchase transactions, will not exceed 50% of the net asset value of the Fund immediately after the Fund enters into the transaction. The Fund will comply with all other applicable requirements of securities and tax legislation with respect to securities lending, repurchase and reverse repurchase transactions.

The Fund may temporarily invest excess cash in money market instruments.

The Fund may also engage in short selling on the conditions permitted by Canadian securities rules. Where the analysis of the security generally produces a favourable outlook, the issuer is a candidate for purchase. Where the analysis of the security produces an unfavourable outlook, the issuer is a candidate for a short sale. For a more detailed description of short selling and the limits within which the Fund may engage in short selling, please refer to *Short selling risk*.

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

Up to 100% of the net assets of the Fund may be invested in securities of other mutual funds, including mutual funds managed by the Manager or an associate or affiliate of the Manager. In particular, the Fund may invest all of its assets in other funds if the Manager determines that the Fund does not have sufficient assets to invest directly in securities of other issuers. The proportions and types of other funds held by the Fund will be selected with consideration for the other fund's investment objectives and strategies, past performance and volatility among other factors.

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

What are the risks of investing in the Fund?

The main risks of investing in this Fund are:

- commodity risk
- concentration risk
- credit risk
- currency risk
- cyber security risk
- derivatives risk
- emerging markets risk
- equity risk
- ESG factor risk
- foreign investment risk
- fund on fund risk
- inflation risk
- interest rate risk

- leverage risk
- liquidity risk
- market disruptions risk
- prime broker risk
- securities lending, repurchase and reverse repurchase transaction risk
- short selling risk
- significant unitholder risk
- small capitalization risk
- taxation risk
- underlying ETFs risk

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

Investment risk classification

As the Fund is new, the Fund's risk classification is based on the return of the following reference indices:

Reference Index	**% Weighting of Reference Index**	**Description**
Solactive GBS Developed Markets Large & Mid Cap Index NTR (C$)	55	The Solactive GBS Developed Markets Large & Midcap 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.
Solactive Canada Large Cap Index	20	The Solactive Canada Large Cap Index intends to track the performance of the 60 largest companies from the Toronto Stock Exchange. Constituents are selected and weighted based on free float market capitalization.
Solactive Broad Canadian Bond Universe Liquid ex MPL	25	The Solactive Broad Canadian Bond Universe Liquid ex MPL TR Index is designed to measure the performance of liquid Canadian investment grade bonds (government and corporate bonds) excluding Canadian dollar denominated issues of foreign issuers.

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

Distribution policy

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

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

Name, formation and history of the Fund

Full name of the Fund	1832 AM Tactical Asset Allocation PLUS Pool
Former names	N/A
Formation date	February 7, 2025
Formation details	Established by a declaration of trust governed by the laws of Ontario
Series start date	Series I units: February 7, 2025
Major events in the last 10 years	N/A

ScotiaFunds

Simplified Prospectus

Alternative Mutual Fund

1832 AM Tactical Asset Allocation PLUS Pool (Series I units)

Managed by:

1832 Asset Management L.P.
40 Temperance Street
16th Floor
Toronto, Ontario
M5H 0B4