

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

## AMENDMENT NO. 1

### Dated June 21, 2024 to the Simplified Prospectus dated May 31, 2024 of

Scotia Canadian Bond Fund, Series A, Series F, Series I and Series M units  
Scotia Canadian Income Fund, Series A, Series F, Series I, Series K and Series M units  
Scotia Conservative Fixed Income Portfolio, Series A and Series F units  
Scotia European Equity Fund, Series A, Series F and Series I units  
Scotia International Equity Blend Class, Series A and Series F shares  
Scotia Wealth Canadian Mid Cap Pool, Pinnacle Series, Series F and Series I units

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

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This Amendment No. 1 dated June 21, 2024 to the simplified prospectus dated May 31, 2024 (the “**Simplified Prospectus**”) relating to the offering of the Funds, provides certain additional information relating to the Funds and the Simplified Prospectus should be read subject to this information. All capitalized terms have the same meaning as set forth in the Simplified Prospectus, unless otherwise specifically defined in this Amendment No. 1.

### ***Proposed Fund Mergers***

On June 13, 2024, 1832 Asset Management L.P. (the “**Manager**”), the Manager of the Funds, announced a proposal to merge (each, a “**Merger**”, and collectively, the “**Mergers**”), subject to obtaining securityholder approval, as applicable, each of the following mutual funds (each, a “**Terminating Fund**”) into its corresponding mutual fund (each, a “**Continuing Fund**”):

<b>Terminating Funds</b>		<b>Continuing Funds</b>
Scotia Canadian Bond Fund	to merge into	Scotia Canadian Income Fund
Scotia Conservative Fixed Income Portfolio		
Scotia European Equity Fund	to merge into	Scotia International Equity Fund
Scotia International Equity Blend Class		

If approved, each series of each Terminating Fund is to be merged into the equivalent series of its corresponding Continuing Fund.

For each Merger, the Terminating Fund will transfer its assets (less amounts necessary to satisfy its liabilities) to the corresponding Continuing Fund in return for securities of the Continuing Fund, issued at the applicable series net asset value per security and having an aggregate net asset value equal to the aggregate value of the assets transferred by the Terminating Fund to the Continuing Fund. Each securityholder of the Terminating Fund will receive securities of the applicable series of the Continuing Fund with a value equal to the net asset value of the relevant series of the Terminating Fund that were held by such securityholder prior to the Merger. Each Terminating Fund will then be wound up as soon as possible following the Merger.

Special meetings of securityholders (each a “**Meeting**”, and collectively the “**Meetings**”) of each Terminating Fund will be held on or about Thursday, August 22, 2024, at which securityholders of each Terminating Fund will be asked to approve the applicable Merger. In advance of the Meetings, a notice-and-access document will be sent on or about July 19, 2024 to securityholders of record as at July 8, 2024. The notice-and-access document will describe how securityholders can obtain a copy of the management information circular (the “**Circular**”) that contains full details of the proposed Mergers. The notice-and-access document and Circular will also be available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). It is anticipated that each proposed Merger will be implemented on or about November 22, 2024 (the “**Effective Date**”). All costs and expenses associated with the Mergers will be borne by the Manager.

The Independent Review Committee of the Terminating Funds and the Continuing Funds has reviewed the potential conflict of interest matters related to the proposed Mergers and has provided the Manager with a positive recommendation for the Mergers, after determining that each Merger, if implemented, would achieve a fair and reasonable result for the Terminating Fund and its corresponding Continuing Fund.

Securities of the Terminating Funds are no longer available for purchase effective as of the close of business on June 20, 2024, except for subsequent purchases by existing securityholders (including pursuant to pre-authorized contribution plans), which will be available until the close of business on November 14, 2024. Securityholders of the Terminating Funds can redeem or switch out their securities at any time up until the close of business on the business day immediately before the applicable Merger. More particulars regarding these matters will be set out in the Circular.

### ***Proposed Fee Reduction***

Subject to either or both the Mergers of (i) Scotia Canadian Bond Fund into Scotia Canadian Income Fund and/or (ii) Scotia Conservative Fixed Income Portfolio into Scotia Canadian Income Fund being approved, the fixed administration fee in respect of Series A and Series F of Scotia Canadian Income Fund will be reduced by 0.01%. As a result, provided the Mergers involving either or both of these Terminating Funds is implemented, the Simplified Prospectus shall be amended on the Effective Date as follows:

1. On page 46, the fixed administration fee disclosure for Series A securities in the “Fees and expenses payable by the Funds” table is amended by deleting the row for “Scotia Canadian Income Fund” and replacing it with:

Scotia Canadian Income Fund	0.06%
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2. On page 48, the fixed administration fee disclosure for Series F securities in the “Fees and expenses payable by the Funds” table is amended by deleting the row for “Scotia Canadian Income Fund” and replacing it with:

Scotia Canadian Income Fund	0.06%
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### ***Termination of Scotia Wealth Canadian Mid Cap Pool***

The Manager announced that it intends to terminate Scotia Wealth Canadian Mid Cap Pool on or about August 22, 2024. The Fund will be closed to new investors starting June 14, 2024. From thereon, existing securityholders can continue to make subsequent purchases (including pre-authorized contribution plans) until the close of business on August 15, 2024. All securityholders of the Fund may redeem their securities at any time up until the close of business on the termination date. A notice will also be mailed to securityholders of the Fund at least 60 days prior to the termination date.

On or before the termination date, the Manager will liquidate the assets of the Fund and, after paying or making adequate provision for the liabilities of the Fund, distribute the cash proceeds on a pro rata basis to the Fund's securityholders of record on the termination date. In consideration of the termination, the Fund may make distributions prior to the termination date if this is deemed in the best interests of the Fund and its securityholders.

#### **PURCHASER'S STATUTORY RIGHTS**

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

**CERTIFICATE OF THE TRUST FUNDS AND THE MANAGER AND PROMOTER OF THE TRUST FUNDS**

June 21, 2024

Scotia Canadian Bond Fund  
Scotia Canadian Income Fund  
Scotia Conservative Fixed Income Portfolio  
Scotia European Equity Fund  
Scotia Wealth Canadian Mid Cap Pool

This Amendment No. 1 dated June 21, 2024, together with the simplified prospectus dated May 31, 2024, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

*“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 Trust Funds

*“Gregory Joseph”*

Gregory Joseph

Chief Financial Officer

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

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

*“John Pereira”*

John Pereira

Director

*“Jim Morris”*

Jim Morris

Director

**CERTIFICATE OF THE CORPORATE FUND AND THE MANAGER AND PROMOTER OF  
THE CORPORATE FUND**

June 21, 2024

Scotia International Equity Blend Class

This Amendment No. 1 dated June 21, 2024, together with the simplified prospectus dated May 31, 2024, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

*“Neal Kerr”*

Neal Kerr

Chairman and President (Signing in the  
capacity of Chief Executive Officer)

Scotia Corporate Class Inc.

*“Gregory Joseph”*

Gregory Joseph

Chief Financial Officer

Scotia Corporate Class Inc.

ON BEHALF OF THE BOARD OF SCOTIA CORPORATE CLASS INC.

*“Anil Mohan”*

Anil Mohan

Director

*“Jim Morris”*

Jim Morris

Director

*“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 and  
promoter of the Corporate 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 and  
promoter of the Corporate 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 AND PROMOTER OF THE CORPORATE FUND

*“John Pereira”*

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John Pereira

Director

*“Jim Morris”*

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Jim Morris

Director

## CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR

June 21, 2024

Scotia Canadian Bond Fund  
Scotia Canadian Income Fund  
Scotia Conservative Fixed Income Portfolio  
Scotia European Equity Fund  
Scotia International Equity Blend Class

To the best of our knowledge, information and belief, this Amendment No. 1 dated June 21, 2024, together with the simplified prospectus dated May 31, 2024, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

*"Anil Mohan"*

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Anil Mohan

Director

Scotia Securities Inc., as principal distributor

**CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR**

June 21, 2024

Scotia Wealth Canadian Mid Cap Pool

To the best of our knowledge, information and belief, this Amendment No. 1 dated June 21, 2024, together with the simplified prospectus dated May 31, 2024, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

*“Alex Besharat”*

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Alex Besharat

Director

Scotia Capital Inc., as principal distributor