ScotiaFunds®

Scotia Aria Progressive Build Portfolio

Annual Management Report of Fund Performance

For the year ended December 31, 2022

This annual management report of fund performance contains financial highlights but does not contain the complete annual financial statements of the investment fund. You can get a copy of the annual financial statements at your request, and at no cost, by calling toll-free 1-800-268-9269, by writing to us at 1832 Asset Management L.P., 40 Temperance Street, 16th Floor, Toronto, ON, M5H 0B4 or by visiting our website at www.scotiafunds.com or SEDAR at www.sedar.com.

Securityholders may also contact us using one of these methods to request a copy of the investment fund's interim financial statements, proxy voting policies and procedures, proxy voting disclosure record or quarterly portfolio disclosure.

1832 Asset Management L.P. is the manager (the "Manager") of the fund. In this document, "we", "us", "our" and the "Manager" refer to 1832 Asset Management L.P. and the "Fund" refers to Scotia Aria Progressive Build Portfolio.

The term "net asset value" or "net asset value per unit" in this document refers to the net asset value determined in accordance with Part 14 of National Instrument 81-106 – Investment Fund Continuous Disclosure ("National Instrument 81-106"); while the term "net assets" or "net assets per unit" refers to total equity or net assets attributable to unitholders of the Fund as determined in accordance with International Financial Reporting Standards ("IFRS").

Caution Regarding Forward-Looking Statements

Certain portions of this report, including, but not limited to, "Recent Developments", may contain forward-looking statements about the Fund and the underlying funds, as applicable, including statements with respect to strategies, risks, expected performance events and conditions. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates", "projects" and similar forward-looking expressions or negative versions thereof.

In addition, any statement that may be made concerning future performance, strategies or prospects and possible future action by the Fund is also a forward-looking statement. Forward-looking statements are based on current expectations and projections about future general economic, political and relevant market factors, such as interest rates, foreign exchange rates, equity and capital markets, and the general business environment, in each case assuming no changes to applicable tax or other laws or government regulation. Expectations and projections about future events are inherently subject to, among other things, risks and uncertainties, some of which may be unforeseeable. Accordingly, current assumptions concerning future economic and other factors may prove to be incorrect at a future date.

Forward-looking statements are not guarantees of future performance and actual results or events could differ materially from those expressed or implied in any forward-looking statements made by the Fund. Any number of important factors could contribute to these digressions, including, but not limited to, general economic, political and market factors in North America and internationally, such as interest and foreign exchange rates, global equity and capital markets, business competition, technological change, changes in government relations, unexpected judicial or regulatory proceedings and catastrophic events. We stress that the above mentioned list of important factors is not exhaustive. Some of these risks, uncertainties and other factors are described in the Fund's simplified prospectus, under the heading "Specific risks of mutual funds".

We encourage you to consider these and other factors carefully before making any investment decisions. Forward-looking statements should not be unduly relied upon. Further, you should be aware of the fact that the Fund has no specific intention of updating any forward-looking statements whether as a result of new information, future events or otherwise, prior to the release of the next management report of fund performance, and that the forward-looking statements speak only to the date of this management report of fund performance.

Investment Objective and Strategies

The Fund's investment objective is to invest primarily in a diversified mix of mutual funds, equity securities and/or fixed income securities located anywhere in the world and aims to achieve long term capital appreciation with a secondary focus on income generation using a balanced approach to investing. The majority of the portfolio's assets will be held in equity securities. The portfolio is an asset allocation fund that allocates investment between two asset classes: fixed income and equities.

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

Asset Class	Target Weighting
Fixed Income	30%
Equities	70%

To meet the portfolio's objective, the portfolio advisor will focus on generating long term capital appreciation through growth oriented strategies in both fixed income and equities. The portfolio may have exposure to, but is not limited to, growth oriented investments such as tactical fixed income, non-investment grade bonds, foreign debt obligations, preferred shares, small cap and emerging market equities.

The underlying funds, equity securities and fixed income securities including exchange-traded funds in which the portfolio invests may change from time to time, but in general we will keep the target weighting for each asset class no more than 20% above or below the amounts set out in the preceding table. Although up to 100% of the portfolio's assets may be invested in underlying funds, once the portfolio reaches a sufficient size, the portfolio advisor may determine that it is more efficient to invest the portfolio directly in securities in one or more asset classes.

The portfolio can invest up to 80% of its assets in foreign securities.

Risk

The risks associated with investing in the Fund are as described in the simplified prospectus. There were no material changes to the Fund over its last completed financial year that affected the overall level of risk of the Fund.

Results of Operations

For the year ended December 31, 2022 (the "period"), the Premium Series units of the Fund generated a total return of −12.9%. Fund returns are reported net of all management fees and expenses for all series, unlike the returns of the Fund's benchmark, which is based on the performance of an index that does not pay fees or incur expenses. Returns for other series of the Fund will be similar to Premium Series with any difference in performance being primarily due to different management fees, operating expenses and other expenses that are applicable to that particular series. Please see the "Past Performance" section for the performance of the Fund's other series.

To achieve its long term asset allocation mandate, the Fund invested directly in fund(s) managed by the Manager or by third party investment managers ("Underlying Fund(s)"). As a result the following commentary on investment portfolio activity relates to the Underlying Fund(s). Commentary on income, expenses and unitholder activity relate to the Fund.

The Fund's broad-based benchmarks, the Solactive GBS Developed Markets Large & Mid Cap Index (C$) and the S&P/TSX Composite Index, returned −12.6% and returned −5.8%, respectively, during the same period. In accordance with National Instrument 81-106, we have included a comparison to broad-based indices to help you understand the Fund's performance relative to the general performance of the market, but caution that the Fund's mandate may be significantly different from the indices shown.

The Fund's blended benchmark, 30% S&P/TSX Composite Index, 30% FTSE Canada Universe Bond Index and 40% Solactive GBS Developed Markets Large & Mid Cap Index (C$), returned −10.2% during the same period. We have included this comparison, which more closely reflects the market sectors and/or asset classes in which the Fund invests, to provide a more useful comparative to the performance of the Fund.

The Fund has a long-term asset allocation of 75% equities and 25% bonds. During the period, the Fund performed in line with its blended benchmark as a result of its global equity component underperforming its respective benchmark.

Global equities ended the 12-month period in negative territory as the MSCI World Index (C$) returned −12.5%. Many of the same issues from the first six months of 2022 persisted through the remainder of the year including elevated levels of inflation not seen since the 1970s, escalation of the war between Russia and Ukraine, ongoing COVID-19 lockdowns in China associated with its zero-COVID policy and the looming threat of global recession.

The dominant story of the year was the unprecedented levels of inflation seen around the world and the response by the world's monetary authorities to curb prices and bring inflation levels to within target ranges. Surging consumer prices pushed the global inflation rate beyond 11%, weighing heavily on households' purchasing power and sentiment. In the U.S., the U.S. Federal Reserve (Fed) began increasing interest rates in March and was put in 'catch-up' mode to counter point the quick rise in inflation. Since March, the Fed began an aggressive campaign of hiking interest rates by increasing the Federal Funds Rate seven times over the course of the year, going from 0.08% to 4.33%. The inflationary backdrop was exacerbated by Russia's invasion of Ukraine which added complexity to already disrupted supply lines and placed more upward pressure on commodity prices.

The year began with another COVID-19 wave in the form of the Omicron variant. Yet the negative impact from renewed mobility restrictions on economic growth in most parts of the world were milder than those seen for previous waves, partly in response to the widespread take up in vaccines. The same could not be said about China given its zero-COVID policy. Their imposed lockdowns, in tandem with regulatory restrictions imposed on a wide range of industries, generated an air pocket in growth which then spilled out to the rest of the world.

Seven of the eleven MSCI World Index (C$) GICS (Global Industry Classification Standard) sectors posted negative returns over the 12-month period. The best performing sectors were Energy, Utilities and Health Care. The worst performing sectors were Communication Services, Consumer Discretionary and Information Technology.

The performance of the Fund's global equity holdings varied. Scotia Global Growth Fund, 1832 AM International Growth Equity Pool and 1832 AM Emerging Markets Equity Pool underperformed the MSCI World Index and detracted from performance. Meanwhile, 1832 AM U.S. Dividend Growers LP, Scotia U.S. Opportunities Fund and 1832 AM Global Completion LP performed in line with the global index. Conversely, 1832 AM U.S. Low Volatility Equity LP, Scotia Global Dividend Fund and Scotia Wealth International Equity Pool outperformed the global index and contributed to positive performance. Overall, however, the combined weighted average of the Fund's global equity holdings underperformed the index.

The Canadian equity market ended the 12-month period in negative territory as the S&P/TSX Composite Index returned −5.8%. 2022 was a tumultuous year for capital markets. The war in Ukraine and central banks' combating inflation were major factors for the decline in both Canadian equity and bond markets. In Canada, equity and bond markets, as measured by the S&P/TSX

Composite Index and FTSE Canada Universe Bond Index, respectively, both posted negative returns in the same year, which is very uncommon.

We witnessed the inflation rate rapidly rising from 5.1% in January and peaking to 8.1% in June, which is almost a 40-year high. This coincided with oil prices topping $123 per barrel in June. The last time oil surpassed $120 per barrel was in 2008.

The Bank of Canada (BoC) began increasing interest rates in March and was put in 'catch-up' mode to counter point the quick rise in inflation. Since March, the BoC began an aggressive campaign of hiking interest rates by increasing the target overnight rate seven times over the course of the year, going from 0.50% to 4.25%. Though, after the last rate hike in December, the BoC moved to a more neutral position as they said they "will be considering" whether interest rates need to rise further to bring supply and demand back into balance and return inflation to its target rate of 2%. After peaking in June, the inflation rate has dipped below 7%. This can be interpreted as while the central bank may continue to raise rates to achieve its inflation target, we may be nearing the end of the aggressive interest rate hike cycle as we enter a new calendar year.

Against this backdrop, the Canadian economy has shown its resiliency as growth has been supported by a recovery in the labour market, higher commodity prices, increased business investment and pent-up demand following the end of COVID-19 restrictions.

Four of the 11 GICS (Global Industry Classification Standard) sectors posted positive returns over the 12-month period. The best performing sectors were Energy (+30.3%), Consumer Staples (+10.1%), and Materials (+1.7%). The worst performing sectors were Health Care (−61.6%), Information Technology (−52.0%), and Real Estate (−21.5%).

Over the period, the Canadian dollar strengthened against the British pound and Japanese yen while weakening against the U.S. dollar and Euro currency.

Among the Fund's five Canadian equity holdings, Scotia Canadian Dividend Fund outperformed the S&P/TSX Composite Index and contributed to performance, while Dynamic Value Fund of Canada and 1832 AM Canadian All Cap Equity Pool performed in line with the index. The Fund's remaining holdings, 1832 AM Fundamental Canadian Equity Pool and 1832 AM Canadian Growth LP, underperformed the index and detracted from performance. As a result, the combined weighted average of the Fund's Canadian equity holdings performed in line with the index.

The Canadian bond market, as represented by the FTSE Canada Universe Bond Index, was down double digits losing 11.7% for the 12-month period ending December 31, 2022 as central banks around the world grappled with growing inflation concerns, pandemic-related supply chain issues and a geopolitical crisis in Europe. The 10-year Government of Canada yield moved significantly higher during the period, reaching 3.6% in June as well as in October before finishing the year at 3.3%. With inflation indicators rising quickly early in 2022, the Bank of Canada embarked on its most aggressive tightening schedule in years, raising its policy interest rate seven times this year by a combined 400 basis points as it attempted to fight back against inflation.

Within the U.S., the 10-year Treasury yield similarly reached pre-pandemic highs, peaking at 4.3% in October before finishing the year at 3.9%. Seemingly caught off guard by spiking inflation, the Federal Reserve raised rates seven times in 2022 including a 75 basis point rate hike in June which was the biggest increase since 1994 as inflation numbers reached 40 year highs.

Investment grade and high yield credit spreads, as measured by ICE BofA Canadian corporate indices OAS (Option-Adjusted Spread), rose higher during the period, widening in February as Russia launched an invasion of Ukraine. A brief rally in equity markets in March and the summer saw spreads compress, before widening further in the fall. Spreads once again rallied towards the end of the year reflecting some optimism about the health of bond issuers and the economy.

Within the Fund's fixed income component, Scotia Wealth Canadian Corporate Bond Pool, Scotia Wealth High Yield Bond Pool, Scotia Canadian Income Fund and 1832 AM Total Return Bond LP outperformed the FTSE Canada Universe Bond Index, contributing to performance. The Fund's remaining fixed income holding, 1832 AM Global Credit Pool, underperformed the index and detracted from performance. The combined weighted average of the Fund's fixed income holdings outperformed the index as a result.

The Fund's net asset value decreased to $866.6 million at December 31, 2022, from $1,023.2 million at December 31, 2021. This change was composed of investment performance of negative $133.1 million, net redemptions of $23.5 million and cash distributions of $11,816. The investment performance of the Fund includes income and expenses which vary year over year. The Fund's income and expenses changed compared to the previous year mainly as a result of fluctuations in average net assets, portfolio activity and changes in the Fund's income earning investments.

Certain series of the Fund, as applicable, may make distributions at a rate determined by the Manager from time to time. If the aggregate amount of distributions in such series exceeds the portion of net income and net realized capital gains allocated to such series, the excess will constitute a return of capital. The Manager does not believe that the return of capital distributions made by such series of the Fund have a meaningful impact on the Fund's ability to implement its investment strategy or to fulfill its investment objective.

Recent Developments

There have been no recent developments that have affected, or are likely to materially affect the Fund.

Related Party Transactions

The Manager is a wholly-owned subsidiary of The Bank of Nova Scotia ("Scotiabank"). Scotiabank also owns, directly or indirectly, 100% of Scotia Securities Inc., a mutual fund dealer, and Scotia

Capital Inc. (which includes ScotiaMcLeod and Scotia iTRADE), an investment dealer.

The Manager, on behalf of the Fund, may enter into transactions or arrangements with other members of Scotiabank or certain other companies that are related or connected to the Manager (each a "related party"). All transactions between the Fund and the related parties are in the normal course of business and are carried out at arm's length terms.

The purpose of this section is to provide a brief description of any transaction involving the Fund and a related party.

Management Fees

The Manager is responsible for the day-to-day management and operations of the Fund. Certain series of the Fund pay the Manager a management fee for its services as described in the "Management Fee" section later in this document. The management fee is an annualized rate based on the net asset value of each series of the Fund, accrued daily and paid monthly.

Fixed Administration Fees and Fund Costs

The Manager pays the operating expenses of the Fund, other than Fund Costs, in exchange for the payment by the Fund of a fixed rate administration fee (the "Fixed Administration Fee") to the Manager with respect to each series of the Fund. The expenses charged to the Fund in respect of the Fixed Administration Fee are disclosed in the Fund's financial statements. The Fixed Administration Fee is equal to a specified percentage of the net asset value of a series, calculated and paid in the same manner as the management fees for the Fund. Further details about the Fixed Administration Fee can be found in the Fund's most recent simplified prospectus.

In addition, each series of the Fund is responsible for its proportionate share of certain operating expenses ("Fund Costs"). Further details about Fund Costs can be found in the Fund's most recent simplified prospectus.

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

Custodial Services

Scotiabank, as the custodian of the Fund, earns a fee for providing custody and related services. The custodian holds the cash and investments of the Fund in safekeeping to ensure that they are used only for the benefit of the investors of the Fund. The custodian fee is paid by the Manager, in exchange for the Fixed Administration Fee received from the Fund.

The Fund has received approval from the Independent Review Committee to invest the Fund's overnight cash with Scotiabank with interest paid by Scotiabank to the Fund, based on prevailing market rates.

Distribution Services

Certain registered dealers through which units of the Fund are distributed are related parties to the Fund and the Manager. The Manager may pay a trailing commission, which is negotiated with dealers, to dealers for their financial advisors in respect of the assets of their clients invested in securities of the Fund. The Manager, during the period, could also pay trailing commissions to dealers for securities purchased or held through discount brokerage accounts.

Other Fees

The Manager, or its affiliates, may earn fees and spreads in connection with various services provided to, or transactions with, the Fund, such as banking, custody, brokerage, foreign exchange or derivatives transactions. The Manager, or its affiliates, may earn a foreign exchange spread when unitholders switch between series of funds denominated in different currencies.

Independent Review Committee

The Manager has established an 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 securityholder approval will be obtained in such circumstances, but you will be sent a written notice at least 60 days before the effective date of any such transaction or change of auditor. In certain circumstances, securityholder approval may be required to approve certain mergers.

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

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

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. 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 allocated among all of the funds managed by the Manager for which the IRC acts as the independent review committee in a manner that is considered by the Manager to be fair and reasonable. The main component of compensation is an annual retainer fee. Prior to November 1, 2021, each IRC member also received a fee for each committee meeting attended. Expenses of the IRC may include premiums for insurance coverage, travel expenses and reasonable out-of-pocket expenses.

The Manager, in respect of the Fund, received the following standing instructions from the IRC with respect to related party transactions:

- Paying brokerage commissions and spreads to a related party for effecting security transactions on an agency and principal basis on behalf of the Fund;
- Purchases or sales of securities of an issuer from or to another investment fund managed by the Manager;
- Investments in the securities of issuers for which a related underwriter acted as an underwriter during the distribution of such securities and the 60-day period following the completion of such distribution;
- Executing foreign exchange transactions with a related party on behalf of the Fund;
- Purchases of securities of a related party;
- Entering into over-the-counter derivatives on behalf of the Fund with a related party;
- Outsourcing products and services to related parties which can be charged to the Fund;
- Acquisition of prohibited securities as defined by securities regulations;
- Trading in mortgages with a related party;
- Entering into a designated broker agreement with a related party; and
- Entering into a prime broker agreement with a related party.

The Manager is required to advise the IRC of any breach of a condition of the standing instructions. The standing instructions require, among other things, that the investment decision in respect to a related party transaction: (a) is made by the Manager free from any influence by an entity related to the Manager and without taking into account any consideration to any associate or affiliate of the Manager; (b) represents the business judgment of the Manager uninfluenced by considerations other than the best interests of the Fund; and (c) is made in compliance with the Manager's written policies and procedures. Transactions made by the Manager under the standing instructions are subsequently reviewed by the IRC to monitor compliance.

The Manager, in respect of the Fund, did not rely on IRC standing instructions regarding related party transactions during the period.

Financial Highlights

The following tables show selected key financial information about each series of the Fund and are intended to help you understand the Fund's financial performance for the periods indicated. The information on the following tables is based on prescribed regulations and as a result, is not expected to add across due to the increase (decrease) in net assets from operations being based on average units outstanding during the period and all other numbers being based on actual units outstanding at the relevant point in time. Footnotes for the tables are found at the end of the Financial Highlights section.

The Fund's Net Assets per Unit ($)(1)

		Increase (decrease) from operations:					Distributions:					
For the period ended	Net Assets, beginning of period	Total revenue	Total expenses	Realized gains (losses) for the period	Unrealized gains (losses) for the period	**Total increase (decrease) from operations(2)**	From net investment income (excluding dividends)	From dividends	From capital gains	Return of capital	Total distributions(3)	**Net Assets, end of period(1)**
Series F												
Dec. 31, 2022*	**10.00**	**0.24**	**(0.09)**	**0.18**	**(0.80)**	**(0.47)**	**–**	**(0.15)**	**(0.11)**	**–**	**(0.26)**	**9.43**

* The start date for Series F units was March 7.

Premium Series												
Dec. 31, 2022	**13.65**	**0.28**	**(0.23)**	**0.19**	**(2.03)**	**(1.79)**	**–**	**(0.05)**	**(0.13)**	**–**	**(0.18)**	**11.71**
Dec. 31, 2021	12.57	0.27	(0.25)	0.71	0.75	1.48	–	(0.01)	(0.41)	–	(0.42)	13.65
Dec. 31, 2020	11.68	0.26	(0.22)	(0.01)	0.91	0.94	–	(0.03)	–	–	(0.03)	12.57
Dec. 31, 2019	10.53	0.36	(0.23)	0.37	0.86	1.36	–	(0.12)	(0.23)	–	(0.35)	11.68
Dec. 31, 2018	11.44	0.37	(0.23)	0.25	(1.29)	(0.90)	–	(0.10)	(0.14)	–	(0.24)	10.53

(1) This information is derived from the Fund's audited annual financial statements. The net assets per unit presented in the financial statements may differ from the net asset value per unit. An explanation of these differences can be found in note 2 of the Fund's financial statements. The net asset value per unit at the end of the period is disclosed in Ratios and Supplemental Data.

(2) Net assets per unit and distributions per unit are based on the actual number of units outstanding for the relevant series at the relevant time. The increase (decrease) in net assets from operations per unit is based on the weighted average number of units outstanding over the period.

(3) Distributions were paid in cash or reinvested in additional units of the Fund.

Ratios and Supplemental Data

As at	Total net asset value (000's) ($)(1)	Number of units outstanding(1)	Management expense ratio ("MER") (%)(2)	MER before waivers or absorptions (%)(2)	Trading expense ratio ("TER") (%)(3)	Portfolio turnover rate (%)(4)	**Net asset value per unit ($)(1)**
Series F							
Dec. 31, 2022	**1,482**	**157,246**	**1.22**	**1.22**	**0.05**	**5.96**	**9.43**
Premium Series							
Dec. 31, 2022	**865,083**	**73,904,647**	**1.94**	**1.94**	**0.05**	**5.96**	**11.71**
Dec. 31, 2021	1,023,166	74,975,786	1.94	1.94	0.05	15.99	13.65
Dec. 31, 2020	834,915	66,435,760	1.95	1.95	0.08	38.29	12.57
Dec. 31, 2019	664,558	56,874,025	1.93	1.93	0.07	32.76	11.68
Dec. 31, 2018	343,749	32,640,347	1.94	1.94	0.15	1.02	10.53

(1) This information is provided as at the period end of the years shown.

(2) The management expense ratio is based on the total expenses (including sales tax, and excluding commissions and other portfolio transaction costs) of each series of the Fund and a proportional share of underlying funds' expenses (mutual funds, ETFs and closed-end funds), where applicable, for the stated period and is expressed as an annualized percentage of daily average net asset value during the period.

(3) The trading expense ratio represents total commissions and other portfolio transaction costs, short borrowing costs and interest on leverage of the Fund and the underlying funds, where applicable, expressed as an annualized percentage of daily average net asset value of the Fund during the period.

(4) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio advisor manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the period. The higher a fund's portfolio turnover rate in a period, the greater the trading costs payable by the fund in the period, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

Management Fees

The management fee is an annualized rate based on the net asset value of each series of the Fund, accrued daily and paid monthly. 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.

The breakdown of services received in consideration of management fees for each series, as a percentage of the management fees, are as follows:

	Management fees (%)	Dealer compensation (%)	Other† (%)
Series F	0.95	–	100.0
Premium Series	1.60	36.7	63.3

† Relates to all services provided by the Manager described above except dealer compensation.

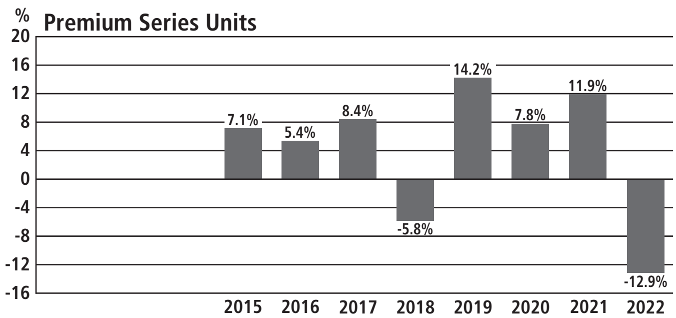
Past Performance

The following shows the past performance for each series and will not necessarily indicate how the Fund will perform in the future. The information shown assumes that all distributions made by each series of the Fund in the periods shown were reinvested in additional units of the relevant series. In addition, the information does not take into account sales, redemption, distribution or other optional charges that would have reduced returns or performance.

In accordance with National Instrument 81-106, past performance and annual return data is not disclosed for series that have been active for less than a year.

Year-By-Year Returns

The following charts show the performance for each series of the Fund and illustrate how performance has varied from year to year. The charts show, in percentage terms, how much an investment held on the first day of each calendar year would have increased or decreased by the last day of each calendar year for that series.



Annual Compound Returns

The annual compound returns table below compares each series of the Fund's performance to one or more benchmarks. A benchmark is usually an index or a composite of more than one index. Fund returns are reported net of all management fees and expenses for all series, unlike the return of benchmarks which are based on the performance of an index that does not pay fees or incur expenses.

		One Year	Three Years	Five Years	Ten Years	Since Inception
Premium Series	%	**-12.9**	**1.7**	**2.5**	**–**	**4.1**
Blended Benchmark*	%	-10.2	4.3	5.4	–	6.2
Solactive GBS Developed Markets Large & Mid Cap Index (C$)	%	-12.6	6.3	7.7	–	9.2
S&P/TSX Composite Index	%	-5.8	7.5	6.8	–	6.6

* The Blended Benchmark is composed of 30% of S&P/TSX Composite Index, 30% of FTSE Canada Universe Bond Index and 40% of Solactive GBS Developed Markets Large & Mid Cap Index (C$).

Index Descriptions

S&P/TSX Composite Index – This is a broad economic sector index comprising approximately 95% of the market capitalization for Canadian-based, Toronto Stock Exchange listed companies.

FTSE Canada Universe Bond Index – This index is composed of investment grade, fixed coupon, government and corporate bonds, issued in Canada and denominated in Canadian dollars, with a remaining term to maturity of at least one year. The index is weighted by market capitalization.

Solactive GBS Developed Markets Large & Mid Cap Index (C$) – The index tracks the performance of the large and mid cap segment covering approximately the largest 85% of the free-float market capitalization in the developed markets.

A discussion of the performance of the Fund as compared to its benchmark(s) is found in the Results of Operations section of this report.

Summary of Investment Portfolio

The Summary of Investment Portfolio may change due to ongoing portfolio transactions. A quarterly portfolio update is available to the investor at no cost by calling 1-800-268-9269, or by visiting www.scotiafunds.com, 60 days after quarter end, except for December 31, which is the calendar year end, when they are available after 90 days.

The Fund invests primarily in mutual funds managed by the Manager and/or third party investment managers. The simplified prospectus, annual information form and other information about the Underlying Funds are available on the Internet at www.sedar.com.

By Asset Type	% of net asset value(1)
Foreign Equity Funds	50.3
Canadian Equity Funds	26.1
Fixed Income Funds	23.5
Cash and Cash Equivalents	0.1
Other Net Assets (Liabilities)	0.0

Top Holdings

Issuer*	% of net asset value(1)
Scotia Global Growth Fund, Series I	12.0
Scotia Canadian Income Fund, Series I	10.6
Scotia Global Dividend Fund, Series I	9.1
Scotia Canadian Dividend Fund, Series I	7.9
1832 AM U.S. Low Volatility Equity LP, Series I	5.6
Scotia U.S. Opportunities Fund, Series I	5.6
1832 AM International Growth Equity Pool, Series I	5.5
1832 AM Fundamental Canadian Equity Pool, Series I	5.2
1832 AM Canadian Growth LP, Series I	5.2
1832 AM Canadian All Cap Equity Pool, Series I	5.2
1832 AM Global Credit Pool, Series I	4.6
1832 AM Emerging Markets Equity Pool, Series I	4.1
Scotia Wealth High Yield Bond Pool, Series I	3.5
1832 AM U.S. Dividend Growers LP, Series I	2.9
Scotia Wealth International Equity Pool, Series I	2.8
1832 AM Global Completion LP, Series I	2.7
Dynamic Value Fund of Canada, Series O	2.6
1832 AM Total Return Bond LP, Series I	2.4
Scotia Wealth Canadian Corporate Bond Pool, Series I	2.4
Cash and Cash Equivalents	0.1

(1) Based on the net asset value, therefore, weightings presented in the Schedule of Investments may differ from the ones disclosed above.

* Securities legislation requires the top 25 holdings of the Fund to be presented; however, the Fund currently has less than 25 holdings.