

# Scotia Wealth Pools

## Scotia Wealth Quantitative Canadian Small Cap Equity Pool

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### Annual Management Report of Fund Performance

For the year ended December 31, 2024

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](http://www.scotiafunds.com) or SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

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 Wealth Quantitative Canadian Small Cap Equity Pool.

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 IFRS Accounting Standards.

#### 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 "Risk Factors".*

*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 achieve long-term capital appreciation by investing primarily in equity securities of small and medium capitalization Canadian companies.

The portfolio adviser employs a quantitative proprietary, multi-factor, real-time alpha model to generate stock return forecasts in multiple investment horizons. This process leads to a core investment style designed to add value in most market environments.

The portfolio adviser's research engine seamlessly integrates capital markets, factor research, return forecasting, portfolio construction, risk and factor monitoring, and performance measurement and attribution.

This empowers the portfolio adviser to form and test investment hypotheses effectively and efficiently. Once approved, all new data inputs and algorithms are integrated into decision rules and incorporated into the Fund. This process is implemented on a real-time basis.

The Fund can invest up to 10% 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 during the period that affected the overall level of risk of the Fund.

## Results of Operations

The Fund was created on February 12, 2024. Investment performance is not provided for a Fund that has been available for less than one year.

The Fund invested its initial assets employing an adaptive multi-strategy stock selection process, which harvests the best ideas across different investor styles. The Fund uses eight complementary stock selection strategies to evaluate and rank Canadian small-capitalization stocks.

The Fund's security selection contributed to performance, particularly in the Consumer Discretionary, Real Estate, Information Technology and Financials sectors. The Fund's underweight exposures to the Real Estate and Utilities sectors also contributed to performance. Individual contributors included MDA Space Ltd., a technology and service provider to the burgeoning global space industry. MDA Space reported solid results and strong business momentum throughout 2024, and its third-quarter results showed robust revenue growth in satellite systems, along with continued growth in space and robotics. Aritzia Inc. is a vertically integrated design house offering affordable everyday luxury. After a volatile 2023, the company was on track to achieve historical levels of revenue growth and margins, and its stock price responded favourably to significant operational improvements. CWB Financial Group is a growth-oriented full-service financial institution. CWB's share price rose after the June announcement that it would be acquired by National Bank of Canada with each CWB share to be exchanged for 0.450 of a common share of National Bank, representing a 110% premium.

The Fund's stock selection in the Industrials, Materials and Energy sectors detracted from performance. The Fund's overweight exposures to the Information Technology, Industrials and Consumer Discretionary sectors detracted from performance, as did its underweight exposures to the Materials and Energy sectors. Individual detractors included Wajax Corp., one of Canada's leading diversified industrial products and services providers. Ultimately, 2024 was a soft year for equipment sales, which was partly due to the timing of large unit deliveries, a softening economic backdrop and spending-conscious customers. MATTR Corp. is a growth-oriented, global materials technology company broadly serving critical infrastructure markets. Share price weakness can be attributed to management's comments on softness for its Flexpipe products as well as weaker-than-expected automotive production. ATS Automation Tooling Systems Inc. is a custom engineer and producer of industrial automated manufacturing systems for industrial end markets including electric vehicles ("EV"). ATS saw its overall organic growth slow considerably owing to a lull in EV-related bookings and revenues, and its largest EV customer announced it was suspending its EV battery assembly contract with ATS.

New positions included Boyd Group Services Inc., Richard Packaging Inc., Cineplex Inc., Hamilton Thorne Ltd., Wajax, Biosynt Inc. and 5N Plus Inc.

Increased positions included MATTR and Computer Modelling Group Ltd., which were purchased at attractive prices, given their organic and acquisition growth potential.

Decreased positions included Aritzia and Adentra Inc. on valuation and position weight considerations.

Eliminated positions included Logistec Corporation, CWB Financial Group, Sleep Country Canada Holdings Inc. and Hamilton Thorne Ltd., which were sold following takeovers. Spin Master Corp., Leon's Furniture Ltd., Linamar Corp., Canada Goose Holdings Inc. and several other positions were also sold. These sales funded new and increased positions that had both better organic growth and prospects for growth by acquisition.

The Fund's net asset value increased to \$157.5 million since inception. This change was composed of net sales of \$134.5 million, and investment performance of \$23.0 million. 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.

### **Related Brokerage Commissions**

From time to time, the Fund may enter into portfolio securities transactions with Scotia Capital Inc. or other related dealers in whom Scotiabank has a significant interest (a “Related Broker”). These Related Brokers may earn commission or spreads on such transactions, which are made on terms and conditions that are comparable to transactions made with non-related brokers.

During the period, the Fund paid \$44,000 in commissions to Related Brokers.

### **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, Heather A. T. Hunter, Cecilia Mo 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 split equally among all of the funds managed by the Manager for which the IRC acts as the independent review committee. The main component of compensation is an annual retainer fee. 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, relied 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 (\$)<sup>(1)</sup>

For the period ended	Net Assets, beginning of period	Increase (decrease) from operations				Total increase (decrease) from operations <sup>(2)</sup>	Distributions					Net Assets, end of period <sup>(1)</sup>
		Total revenue	Total expenses	Realized gains (losses) for the period	Unrealized gains (losses) for the period		From net investment income (excluding dividends)	From dividends	From capital gains	Return of capital	Total distributions <sup>(3)</sup>	
Series I – The start date for Series I units was February 13, 2024.												
Dec 31, 2024	10.00	0.24	(0.01)	(0.14)	1.72	1.81	(0.03)	(0.17)	–	–	(0.20)	11.55
Series KM – The start date for Series KM units was February 12, 2024.												
Dec 31, 2024	10.00	0.23	(0.05)	(0.15)	1.67	1.70	(0.01)	(0.05)	–	–	(0.06)	11.64
Series M – The start date for Series M units was February 13, 2024.												
Dec 31, 2024	10.00	0.23	(0.05)	(0.15)	1.67	1.70	(0.01)	(0.05)	–	–	(0.06)	11.65

(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 (in \$000s) <sup>(1)</sup>	Number of units outstanding <sup>(1)</sup>	Management expense ratio ("MER") (%) <sup>(2)</sup>	MER before waivers or absorptions (%) <sup>(2)</sup>	Trading expense ratio ("TER") (%) <sup>(3)</sup>	Portfolio turnover rate (%) <sup>(4)</sup>	Net asset value per unit (\$) <sup>(1)</sup>
<b>Series I</b>							
<b>Dec 31, 2024</b>	<b>157,321</b>	<b>13,625,614</b>	<b>0.11*</b>	<b>0.11*</b>	<b>0.58*</b>	<b>212.66</b>	<b>11.55</b>
<b>Series KM</b>							
<b>Dec 31, 2024</b>	<b>1</b>	<b>100</b>	<b>0.52*</b>	<b>0.52*</b>	<b>0.58*</b>	<b>212.66</b>	<b>11.64</b>
<b>Series M</b>							
<b>Dec 31, 2024</b>	<b>173</b>	<b>14,872</b>	<b>0.49*</b>	<b>0.49*</b>	<b>0.58*</b>	<b>212.66</b>	<b>11.65</b>

\* Annualized

(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 <sup>†</sup> (%)
Series I*	n/a	—	—
Series KM	0.20	—	100.0
Series M	0.20	—	100.0

\* The management fee for this series is negotiated and paid directly by these unitholders and not by the Fund.

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

## Past Performance

In accordance with National Instrument 81-106, past performance and annual return data is not disclosed as the Fund has been a reporting issuer for less than a year.

## 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](http://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.

By Asset Type	Percentage of net asset value <sup>†</sup>
Equities	95.3
Cash and Short Term Instruments (Bank Overdraft)	4.3
Other Net Assets (Liabilities)	0.4

By Country / Region <sup>(1)</sup>	Percentage of net asset value <sup>†</sup>
Canada	92.6
Cash and Short Term Instruments (Bank Overdraft)	4.3
Australia	1.3
United States	1.0
British Virgin Islands	0.4
Ireland**	0.0

By Industry <sup>(1)(2)</sup>	Percentage of net asset value <sup>†</sup>
Materials	26.5
Energy	16.0
Industrials	12.7
Health Care	11.3
Financials	11.0
Information Technology	6.6
Cash and Short Term Instruments (Bank Overdraft)	4.3
Communication Services	3.8
Consumer Staples	3.4
Real Estate	2.2
Consumer Discretionary	1.8

Top 25 Holdings	Percentage of net asset value <sup>†</sup>
CES Energy Solutions Corp.	4.3
Cash and Short Term Instruments (Bank Overdraft)	4.3
MDA Space Limited	3.3
Enerflex Ltd.	3.3
Methanex Corporation	3.2
Propel Holdings Inc.	3.2
CI Financial Corp.	3.0
OceanaGold Corporation	2.9
Torex Gold Resources Inc.	2.9
Docebo Inc.	2.9
Secure Energy Services Inc.	2.8
Dundee Precious Metals Inc.	2.8
WELL Health Technologies Corp.	2.6
Cogeco Communications Inc.	2.6
New Gold Inc.	2.5
Bird Construction Inc.	2.4
Kinaxis Inc.	2.4
Fiera Capital Corporation	2.2
Chemtrade Logistics Income Fund, Units	2.1
Eldorado Gold Corporation	2.0
Terravest Industries Inc	2.0
Winpak Ltd.	1.9
Wesdome Gold Mines Ltd.	1.8
Russel Metals Inc.	1.6
Extendicare Inc.	1.6

(1) Excludes other net assets (liabilities) and derivatives.

(2) Excludes bonds and debentures.

† This refers to transactional net asset value.

\*\* Percentage of total net asset value is less than 0.05%.