

Scotia Wealth International Core Equity Pool

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 Wealth International Core 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 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 long-term capital growth. It invests primarily in a broad range of equity securities of companies located outside of North America.

The portfolio advisor follows a bottom up approach. Following a core investment philosophy, the portfolio advisor seeks to build a concentrated portfolio focusing on companies with strong business franchises, purchasing an ownership stake only when the market price deviates from a reasonable estimate of intrinsic value offering an adequate margin of safety. Attributes that the portfolio advisor looks to in assessing whether a company is a strong business franchise are sound financial position, an experienced management team, and the ability to grow revenues.

The portfolio advisor performs careful fundamental analysis that focuses on both qualitative and quantitative attributes of a company. This involves evaluating the financial condition and management of each company, its industry and the overall economy. As part of this evaluation, the portfolio advisor may:

- analyze financial data and other information sources;
- assess the quality of management; and
- conduct company interviews.

The Fund generally will not invest more than 20% of its assets in emerging markets.

The Fund can invest up to 100% 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 Series M units of the Fund generated a total return of – 17.1%. 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 Series M 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.

The Fund’s broad-based benchmark, the MSCI EAFE Index (C\$), returned – 8.5% during the same period. In accordance with National Instrument 81-106, we have included a comparison to this broad-based index to help you understand the Fund’s performance relative to the general performance of the market.

International equities declined over the 12-month period as the MSCI EAFE Index (C\$) returned – 8.5%. Many of the same issues from the first six months of 2022 persisted through the remainder of the year including elevated levels 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. 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.

All but two of the eleven MSCI EAFE Index (C\$) GICS (Global Industry Classification Standard) sectors posted negative returns over the 12-month period, with Energy and Financials being the

exceptions. The worst performing sectors were Industrials, Information Technology and Consumer Discretionary.

The Fund declined on both an absolute as well as underperforming the index. The largest detractors from performance were the Fund’s allocations to the Consumer Discretionary, Industrials and Health Care sectors. Sectors which contributed to performance included Materials and Energy.

The period’s top individual contributors included Equinor, Repsol (Energy), Rio Tinto, Anglo American (Materials), LVMH Louis Vuitton Moet Hennessey (Consumer Discretionary), Topdanmark, United Overseas Bank, DBS Group (Financials), and Tokyo Electron (Information Technology). The period’s individual positions which detracted included Techtronic Industries (Industrials), Koninklijke Philips (Health Care), Dometic Group, adidas, Nokia Renkaat, Sony Group (Consumer Discretionary), Admiral Group (Financials) and Samsung Electronics (Information Technology).

The Fund remains well diversified geographically, with the U.K., France, Singapore, Denmark and Switzerland representing the largest country weights. Countries which detracted from relative returns during the period included Netherlands, Hong Kong and Finland.

The Fund’s net asset value decreased to \$1,143.1 million at December 31, 2022, from \$1,826.3 million at December 31, 2021. This change was composed of net redemptions of \$390.3 million, investment performance of negative \$290.1 million and cash distributions of \$2.8 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.

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, 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 (\$) ⁽¹⁾

For the period ended	Net Assets, beginning of period	Increase (decrease) from operations:					Distributions:					Net Assets, end of period ⁽¹⁾
		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⁾	
Series K												
Dec. 31, 2022	16.50	0.47	(0.10)	(0.42)	(2.73)	(2.78)	–	(0.43)	–	–	(0.43)	13.26
Dec. 31, 2021	15.68	0.48	(0.10)	0.61	0.13	1.12	–	(0.37)	–	–	(0.37)	16.50
Dec. 31, 2020	13.19	0.30	(0.08)	(0.09)	2.87	3.00	–	(0.09)	–	–	(0.09)	15.68
Dec. 31, 2019	11.12	0.47	(0.08)	0.52	1.51	2.42	–	(0.45)	–	–	(0.45)	13.19
Dec. 31, 2018	11.73	0.28	(0.07)	0.19	(0.92)	(0.52)	–	(0.20)	–	–	(0.20)	11.12
Series M												
Dec. 31, 2022	17.62	0.51	(0.11)	(0.47)	(3.32)	(3.39)	–	(0.46)	–	–	(0.46)	14.16
Dec. 31, 2021	16.74	0.51	(0.11)	0.63	0.28	1.31	–	(0.39)	–	–	(0.39)	17.62
Dec. 31, 2020	14.09	0.32	(0.09)	(0.11)	2.92	3.04	–	(0.09)	–	–	(0.09)	16.74
Dec. 31, 2019	11.88	0.51	(0.09)	0.49	1.84	2.75	–	(0.48)	–	–	(0.48)	14.09
Dec. 31, 2018	12.56	0.29	(0.08)	0.23	(0.97)	(0.53)	–	(0.21)	–	–	(0.21)	11.88

⁽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 K							
Dec. 31, 2022	134,839	10,170,138	0.28	0.28	0.06	19.22	13.26
Dec. 31, 2021	173,897	10,538,194	0.27	0.27	0.05	15.71	16.50
Dec. 31, 2020	119,506	7,621,316	0.28	0.28	0.10	18.39	15.68
Dec. 31, 2019	62,915	4,768,486	0.28	0.28	0.08	17.30	13.19
Dec. 31, 2018	72,043	6,478,782	0.28	0.28	0.20	31.89	11.12
Series M							
Dec. 31, 2022	1,008,224	71,222,242	0.31	0.31	0.06	19.22	14.16
Dec. 31, 2021	1,652,413	93,782,462	0.31	0.31	0.05	15.71	17.62
Dec. 31, 2020	1,399,249	83,579,686	0.31	0.31	0.10	18.39	16.74
Dec. 31, 2019	843,578	59,883,299	0.32	0.32	0.08	17.30	14.09
Dec. 31, 2018	977,087	82,257,340	0.33	0.53	0.20	31.89	11.88

- (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 K*	–	–	–
Series M	0.10	–	100.0

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

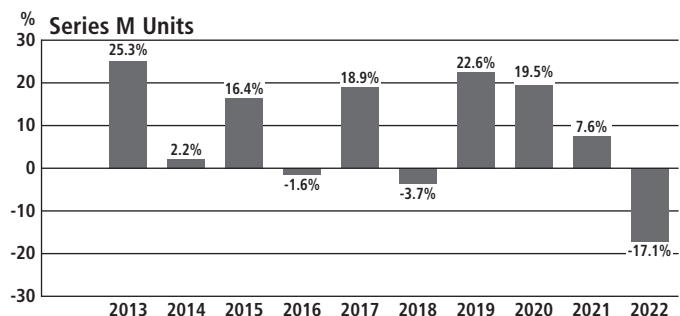
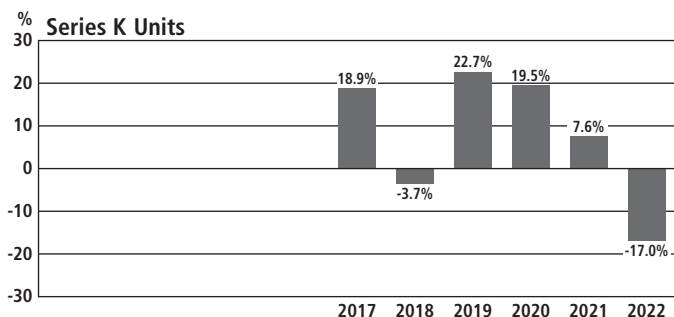
† Relates to all services provided by the Manager described above except dealer compensation.

Past Performance

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.

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
Series K	% -17.0	2.2	4.8	–	6.9
MSCI EAFE Index (C\$)	% -8.5	2.3	3.1	–	5.4
Series M	% -17.1	2.2	4.7	8.2	–
MSCI EAFE Index (C\$)	% -8.5	2.3	3.1	7.9	–

Index Descriptions

MSCI EAFE Index (C\$) – This index captures large and mid-cap representation across developed markets around the world, excluding the U.S. and Canada.

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.

By Country/Region	% of net asset value⁽¹⁾
United Kingdom	14.7
France	11.1
Singapore	9.4
Hong Kong	8.3
Denmark	8.2
Switzerland	7.4
Sweden	6.6
Mexico	6.0
Norway	5.7
Germany	5.0
Spain	5.0
Japan	4.5
South Korea	2.6
Finland	2.1
Brazil	1.5
Italy	1.5
Cash and Cash Equivalents	0.7
Other Net Assets (Liabilities)	(0.3)

Top 25 Holdings

Issuer	% of net asset value⁽¹⁾
Topdanmark AS	4.3
LVMH Moët Hennessy Louis Vuitton SA	4.1
Rio Tinto PLC	4.1
Nestlé S.A.	4.0
DSV AS	3.9
Gjensidige Forsikring ASA	3.6
Schneider Electric SA	3.6
Anglo American PLC	3.5
Dometic Group AB	3.4
Kuehne + Nagel International AG	3.4
Eurofins Scientific SE	3.4
Qualitas Controladora S.A.B. de C.V.	3.4
United Overseas Bank Ltd.	3.3
Techtronic Industries Co., Ltd.	3.2
Amadeus IT Group S.A.	3.2
DBS Group Holdings Limited	3.2
Evolution Gaming Group AB	3.2
Adidas-Salomon AG	2.9
Admiral Group PLC	2.9
Grupo Mexico S.A.B. de C.V.	2.6
Samsung Electronics Co., Ltd.	2.6
Alibaba Group Holding Ltd.	2.6
NetEase Inc.	2.5
Nexon Co., Ltd.	2.2
3i Group PLC	2.2

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

