

Scotia Wealth Pools

Scotia Wealth Quantitative Canadian Small Cap Equity Pool

Interim Management Report of Fund Performance

For the period ended June 30, 2024

This interim management report of fund performance contains financial highlights but does not contain either the interim financial statements or annual financial statements of the investment fund. You can get a copy of the interim financial statements or 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.sedarplus.com.

Securityholders may also contact us using one of these methods to request a copy of the investment fund's 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

As the Fund was created on February 13, 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.

Stock selection within high-volatility stocks contributed to the Fund's performance, as did selection within both its profit and growth strategy and its core strategy. Top individual contributors to performance were holdings in CES Energy Solutions Corp., Celestica Inc. and Bird Construction Inc. CES Energy Solutions was recently added to the S&P/TSX Composite Index. Its stock price more than doubled year to date as it outperformed analyst expectations with improved margins. Celestica has been held in the Fund's small-cap portfolio for several years and has doubled in price over the past year, bringing it close to \$10 billion in market capitalization. The company continued to exhibit strong profitability and growth characteristics and is well-positioned to benefit as a supplier to companies investing in artificial intelligence. Bird Construction's share price almost doubled during the period as it continued to win contracts, extending its substantial backlog and improve margins.

Stock selection within the Fund's trading and income strategies detracted from its performance. The largest individual detractors from performance were an overweight holding in Docebo Inc. and positions in Bausch Health Companies Inc. and Fortuna Mining Corp. Docebo's stock price declined sharply following its first-quarter 2024 earnings announcement and revenue forecast, which reflected a more challenging macroeconomic environment. Despite this underperformance, the company's stock continues to screen well on profitability and growth characteristics and remains a slightly overweight position in the Fund. Bausch Health Companies, a diversified specialty pharmaceutical and medical device company, is no longer well-ranked in the Fund's Canadian small-cap strategy and was eliminated. Fortuna Mining was added to the Fund in early May, but the timing of the trade was unfavourable. The stock price declined along with a financing announcement in early June.

Dundee Precious Metals Inc., Centerra Gold Inc. and Fortuna Mining were added during the period due to their strong rankings in the Fund's multi-strategy stock selection system. The Fund's exposure to gold was increased, as were its exposures to the Materials and Consumer Staples sectors.

The Fund's positions in North American Construction Group Ltd., Bausch Health Companies and Wajax Corp. were eliminated

due to a deterioration in their rankings in the Fund's multi-strategy stock selection system. Allocations to the Information Technology and Communication Services sectors were trimmed.

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 \$23,752 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 four members, Stephen J. Griggs (Chair), Steven Donald, 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. 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 financial highlights tables and the ratios and supplemental tables required to be presented in this section is intended to help understand the Fund's financial performance for the period indicated. However, as per securities regulations, for the first interim period end of a fund, the financial highlights are not required to be presented. Consequently, these tables are not presented for the first interim period of this 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 I*	—	—	—
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, 60 days after quarter end, except for December 31, which is the calendar year end, when they are available after 90 days.

By Industry	% of net asset value ⁽¹⁾
Materials	31.3
Energy	13.2
Industrials	12.5
Financials	9.9
Information Technology	9.3
Consumer Staples	6.7
Health Care	6.3
Cash and Cash Equivalents	3.6
Consumer Discretionary	3.6
Real Estate	2.6
Communication Services	0.9
Utilities	0.1

Top 25 Holdings

Issuer	% of net asset value ⁽¹⁾
Celestica Inc.	4.3
CES Energy Solutions Corporation	3.8
Bird Construction Inc.	3.6
Cash and Cash Equivalents	3.6
Perseus Mining Ltd.	3.4
Eldorado Gold Corporation	3.1
Linamar Corporation	3.0
Torex Gold Resources Inc.	2.9
goeasy Ltd.	2.8
Wesdome Gold Mines Ltd.	2.7
Primo Water Corporation	2.6
Athabasca Oil Corporation	2.5
Stella-Jones Inc.	2.4
Centamin PLC	2.4
Transcontinental Inc., Class A	2.4
Dundee Precious Metals Inc.	2.3
North West Company Inc.	2.3
Propel Holdings Inc.	2.1
Centerra Gold Inc.	2.1
Fortuna Silver Mines Inc.	2.0
EQB Inc.	1.9
Lightspeed POS Inc., Subordinated voting	1.8
TerraVest Industries Inc.	1.7
Karora Resources Inc.	1.7
Headwater Exploration Inc.	1.5

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