

AMENDMENT NO. 1

**Dated January 13, 2017
to the Annual Information Form dated May 16, 2016
of**

Scotia Fixed Income Blend Class (Series A shares)
Scotia Global Dividend Class (Series A shares)
Scotia Canadian Equity Blend Class (Series A shares)
Scotia International Equity Blend Class (Series A shares)
Scotia U.S. Equity Blend Class (Series A shares)
Scotia Partners Balanced Growth Portfolio Class (Series A and Series T shares)
Scotia Partners Growth Portfolio Class (Series A and Series T shares)
Scotia Partners Maximum Growth Portfolio Class (Series A and Series T shares)

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

This Amendment No. 1 dated January 13, 2017 to the annual information form dated May 16, 2016 (the “**Annual Information Form**”), relating to the offering of the Corporate Funds, provides certain additional information relating to the Corporate Funds and the Annual Information Form should be read subject to this information. All capitalized terms have the same meaning as set forth in the Annual Information Form, unless otherwise specifically defined in this Amendment No. 1. References to the “Simplified Prospectus” in this Amendment No. 1 means the simplified prospectus of the Corporate Funds, May 16, 2016, as amended by Amendment No. 1 dated, January 13, 2017

This Amendment No. 1 is being made in connection with Amendment No. 1 to the Simplified Prospectus, which relates to lower management fees on the Corporate Funds effective January 10, 2017.

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

January 13, 2017

Scotia Corporate Class Inc. (the “**Corporation**”)

Scotia Fixed Income Blend Class
Scotia Global Dividend Class
Scotia Canadian Equity Blend Class
Scotia International Equity Blend Class
Scotia U.S. Equity Blend Class
Scotia Partners Balanced Growth Portfolio Class
Scotia Partners Growth Portfolio Class
Scotia Partners Maximum Growth Portfolio Class

(collectively, the “**Corporate Funds**”)

This Amendment No. 1 dated January 13, 2017, together with the annual information form dated May 16, 2016 and the simplified prospectus dated May 16, 2016, as amended by Amendment No. 1 dated January 13, 2017, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

“*Jordy Chilcott*”

Jordy Chilcott

Director, Chairman and President of the
Corporation

*(Signing in the capacity of Chief Executive
Officer)*

“*Justin Ashley*”

Justin Ashley

Director and Chief Financial Officer of the
Corporation

ON BEHALF OF THE BOARD OF DIRECTORS OF THE CORPORATION

“*Abdurrehman Muhammadi*”

Abdurrehman Muhammadi

Director

“*Jim Morris*”

Jim Morris

Director

**ON BEHALF OF 1832 ASSET MANAGEMENT G.P. INC., AS GENERAL PARTNER FOR AND ON
BEHALF OF 1832 ASSET MANAGEMENT L.P.,
AS MANAGER AND PROMOTER OF THE CORPORATE FUNDS**

“*Jordy Chilcott*”

Jordy Chilcott

Chairman of the Board and Co-President,
*(Signing in the capacity of Chief Executive
Officer)* 1832 Asset Management G.P. Inc., as
general partner for and on behalf of 1832 Asset
Management L.P., as manager and promoter of
the Corporate Funds

“*Abdurrehman Muhammadi*”

Abdurrehman Muhammadi

Chief Financial Officer, 1832 Asset Management G.P.
Inc., as general partner for and on behalf of 1832
Asset Management L.P., as manager and promoter of
the Corporate Funds

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

“Robin Lacey”

Robin Lacey

Director

“Jim Morris”

Jim Morris

Director

CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR OF THE CORPORATE FUNDS

January 13, 2017

To the best of our knowledge, information and belief, this Amendment No. 1 dated January 13, 2017, together with the annual information form dated May 16, 2016, and the simplified prospectus dated May 16, 2016, as amended by Amendment No. 1 dated January 13, 2017, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

“Abdurrehman Muhammadi”

Abdurrehman Muhammadi

Director

Scotia Securities Inc.

as principal distributor of the Series A and Series
T shares of the Corporate Funds