

## AMENDMENT NO. 2

**Dated April 10, 2017**  
**to the Simplified Prospectus dated November 14, 2016,**  
**as amended by Amendment No. 1 dated January 13, 2017 of**

Scotia Private Canadian Mid Cap Pool (Pinnacle Series, Series F and Series I units)  
(the “**Fund**”)

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This Amendment No. 2 to the Simplified Prospectus dated November 14, 2016, as amended by Amendment No. 1 dated January 13, 2017 (the “**Simplified Prospectus**”), relating to the offering of the Fund, provides certain additional information relating to the Fund and the Simplified Prospectus should be read subject to this information. All references to page numbers in the Simplified Prospectus are to the commercial copy filed with the Canadian securities regulatory authorities on November 14, 2016. All capitalized terms used herein have the meanings as ascribed to them in the Simplified Prospectus, unless otherwise specifically defined in this Amendment No. 2.

The amendment reflected in this Amendment No. 2 relates to a change in the sub-advisor of the Fund.

### **APPOINTMENT OF NEW SUB-ADVISOR**

Effective June 1, 2017, Barrantagh Investment Management Inc. will become sub-advisor for the Fund, replacing Connor, Clark & Lunn Investment Management Ltd.

Accordingly, effective June 1, 2017:

1. The table under the heading “Fund details” in the fund description of the Fund on page 82 is amended by replacing “Connor, Clark & Lunn Investment Management Ltd., Vancouver, British Columbia” with “Barrantagh Investment Management Inc., Toronto, Ontario”.
2. The table under the heading “Organization and Management of the Funds” is amended on page 229 by the following row immediately below the row for Baillie Gifford Overseas Limited:

Barrantagh Investment Management Inc. Toronto, Ontario	Barrantagh Investment Management Inc. is independent of the Manager.
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### **PURCHASERS’ STATUTORY RIGHTS**

Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy securities of a mutual fund within two business days of receiving the simplified prospectus or Fund Facts, or to cancel your purchase within forty-eight hours of receiving confirmation of your order. Securities legislation in some provinces and territories also allows you to cancel an agreement to buy securities of a mutual fund and get your money back, or to make a claim for damages, if the simplified prospectus, annual information form, Fund Facts or financial statements misrepresent any facts about the mutual fund. These rights usually must be exercised within certain time limits. For more information, refer to the securities legislation of your province or territory, or consult your lawyer.