

## AMENDMENT NO. 3

**Dated September 21, 2017  
to the Annual Information Form dated November 14, 2016,  
as amended by Amendment No. 1 dated January 13, 2017 and  
by Amendment No. 2 dated April 10, 2017 of**

Scotia Private U.S. Large Cap Growth Pool (Pinnacle Series, Series F and Series I units)  
(the “**Fund**”)

This Amendment No. 3 dated September 21, 2017 to the annual information form dated November 14, 2016, as amended by Amendment No. 1 dated January 13, 2017 and Amendment No. 2 dated April 10, 2017 (the “**Annual Information Form**”) relating to the offering of the Fund, provides certain additional information relating to the Fund and the Annual Information Form should be read subject to this information. All references to page numbers in the Annual Information Form are to the version of the annual information form filed with the Canadian securities regulatory authorities on SEDAR on November 14, 2016. All capitalized terms have the same meaning as set forth in the Annual Information Form, unless otherwise specifically defined in this Amendment No. 2. References to the “Simplified Prospectus” in this Amendment No. 3 means the simplified prospectus of the Fund dated November 14, 2016, as amended by Amendment No. 1 dated January 13, 2017, as amended by Amendment No. 2, dated April 10, 2017 and as amended by Amendment No. 3 dated September 21, 2017.

The amendments reflected in this Amendment No. 3 relate to the new offering of Series M units by the Fund.

### **New Offering of Series M Units by the Fund**

The Annual Information Form is amended as follows:

1. On the cover page, the row naming the Fund is deleted in its entirety and replaced with the following:  
  
“Scotia Private U.S. Large Cap Growth Pool (Pinnacle Series, Series F, Series I and Series M units)”.
2. On page 11, the fourth full paragraph under the heading “Names and Formation of the Funds” is deleted in its entirety and replaced with the following:  
  
“Each of the Funds was established under the laws of Ontario and is governed by an amended and restated master declaration of trust dated August 20, 2015, as amended on September 2, 2015, January 6, 2016, June 24, 2016, November 14, 2016 and September 21, 2017 and as may be amended from time to time (the “**Master Declaration of Trust**”). For additional information concerning the Master Declaration of Trust, you should refer to *Material Contracts – Master Declaration of Trust* in this annual information form.”
3. On page 41, the first paragraph under the heading “The Manager” is deleted in its entirety and replaced with the following:  
  
“The Manager acts as the manager of the Funds pursuant to a master management agreement dated, as amended and restated on August 20, 2015, as amended on November 9, 2015, January

6, 2016, January 21, 2016, June 24, 2016, November 14, 2016, January 10, 2017 and September 21, 2017 and as may be amended from time to time (the “**Master Management Agreement**”).”

4. On page 102, the following is added as the last paragraph under the heading “Master Declaration of Trust”:

“On September 21, 2017, Schedule A to the Master Declaration of Trust was amended to establish Series M units of U.S. Large Cap Growth Pool.”

5. On page 117, the row naming the Fund is deleted in its entirety and replaced with the following:

“Scotia Private U.S. Large Cap Growth Pool (Pinnacle Series, Series F, Series I and Series M units)”.

## CERTIFICATE OF THE FUND, THE MANAGER AND THE PROMOTER

September 21, 2017

Scotia Private U.S. Large Cap Growth Pool

(the “**Fund**”)

This Amendment No. 3 dated September 21, 2017, together with the annual information form dated November 14, 2016, as amended by Amendment No. 1 dated January 13, 2017 and Amendment No. 2 dated April 10, 2017 and the simplified prospectus dated November 14, 2016, as amended by Amendment No. 1 dated January 13, 2017, Amendment No. 2 dated April 10, 2017 and Amendment No. 3 dated September 21, 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 Canadian provinces and territories and do not contain any misrepresentations.

“*Glen Gowland*”

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**Glen Gowland**

Chairman of the Board and 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 Fund

“*Abdurrehman Muhammadi*”

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**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 Fund

### 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, trustee and promoter of the Fund

“*John Pereira*”

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**John Pereira**

Director

“*Jim Morris*”

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**Jim Morris**

Director

## CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR

September 21, 2017

Scotia Private U.S. Large Cap Growth Pool

(the “**Fund**”)

To the best of our knowledge, information and belief, this Amendment No. 3 dated September 21, 2017, together with the annual information form dated November 14, 2016, as amended by Amendment No. 1 dated January 13, 2017 and Amendment No. 2 dated April 10, 2017 and the simplified prospectus dated November 14, 2016, as amended by Amendment No. 1 dated January 13, 2017, Amendment No. 2 dated April 10, 2017 and Amendment No. 3 dated September 21, 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 Canadian provinces and territories and do not contain any misrepresentations.

Scotia Capital Inc., as principal distributor of the Pinnacle Series and Series F units of the Fund

*“Alex Besharat”*

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**Alex Besharat**

Director