

AMENDMENT NO. 1

**Dated November 29, 2013
to the Annual Information Form dated May 17, 2013 of**

Scotia Conservative Government Bond Capital Yield Class (Series A shares and Series M shares)
Scotia Fixed Income Blend Class (Series A shares)
Scotia Canadian Dividend Class (Series A shares and Series M shares)
Scotia Canadian Equity Blend Class (Series A shares)
Scotia U.S. Equity Blend Class (Series A shares)
Scotia Global Dividend Class (Series A shares)
Scotia International Equity Blend Class (Series A shares)
Scotia INNOVA Income Portfolio Class (Series A shares)
Scotia INNOVA Balanced Income Portfolio Class (Series A shares)
Scotia INNOVA Balanced Growth Portfolio Class (Series A shares)
Scotia INNOVA Growth Portfolio Class (Series A shares)
Scotia INNOVA Maximum Growth Portfolio Class (Series A shares)
Scotia Short Term Yield Class (Series M shares)
Scotia Canadian Corporate Bond Capital Yield Class (Series M shares)
Scotia Private Canadian Equity Class (Series M shares)
Scotia Private U.S. Dividend Class (Series M shares)
Scotia Private U.S. Equity Class (Series M shares)

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

The annual information form dated May 17, 2013 (the “Annual Information Form”), relating to the offering of the Funds is hereby amended as set out below. All defined terms have the meanings ascribed to them in the Annual Information Form unless specifically defined in this Amendment No. 1.

The amendments reflected in this Amendment No. 1 relate to the combination of the businesses of Scotia Asset Management L.P. and other entities wholly-owned by The Bank of Nova Scotia, including GCIC Ltd., into a single entity under the name 1832 Asset Management L.P..

The Annual Information Form is amended as follows:

- 1) Effective November 1, 2013, all references in the Annual Information Form to “Scotia Asset Management L.P.” are deleted and replaced with “1832 Asset Management L.P.”.
- 2) Effective November 1, 2013, all references in the Annual Information Form to “Scotia Asset Management G.P. Inc.” are deleted and replaced with “1832 Asset Management G.P. Inc.”.
- 3) Effective November 1, 2013, all references in the Annual Information Form to “SAM” are deleted and replaced with “1832 LP”.
- 4) Effective November 1, 2013, all references in the Annual Information Form to GCIC Ltd. as a sub-advisor are deleted.
- 5) The sections in the Annual Information Form under the sub-heading “Officers and Directors of the General Partner of Scotia Asset Management L.P.” and “Officers of Scotia Asset Management

L.P.” under the heading "The Manager" on page 17 of the Annual Information Form are deleted in their entirety and replaced with the following:

Executive Officers and Directors of the General Partner of 1832 Asset Management L.P.

The names and municipalities of residence of the directors and executive officers of 1832 Asset Management G.P. Inc., the general partner of the Manager (the “**General Partner**”), their principal occupations over the past five years, and the positions and offices held with the General Partner are as follows:

Name and Municipality of Residence	Positions Held with the General Partner	Principal Occupation
Jordy Chilcott Oakville, Ontario	Chairman of the Board, Co-President and Director	Co-President, the Manager Managing Director & Head, Global Asset Management – Retail, Scotiabank
Robin Lacey Toronto, Ontario	Co-President and Director	Co-President, the Manager Managing Director & Head, Global Asset Management – Institutional, Scotiabank
John Pereira Richmond Hill, Ontario	Chief Financial Officer and Director	Chief Financial Officer, the Manager Chief Administrative Officer, Global Wealth & Insurance and Head of Finance, Global Asset Management, Scotiabank
Mark Brisley Newmarket, Ontario	Director	Managing Director and Head, Dynamic Funds
Glen B. Gowland Caledon, Ontario	Director	Managing Director and Head, Canadian Wealth Management – Distribution, Scotiabank
Neil C. Macdonald Toronto, Ontario	Director	Managing Director, Scotiabank
Walter A. Pavan Oakville, Ontario	Director	Vice President, Finance, Scotiabank Vice President, Treasurer, Chief Financial Officer – Scotia Securities Inc.
Jim Morris Caledon, Ontario	Director	Chief Operating Officer, the Manager

James O'Sullivan Toronto, Ontario	Director	Executive Vice President, Global Asset Management, Global Wealth & Insurance, Scotiabank
Cecilia Williams Mississauga, Ontario	Director	Senior Vice President, Head of Compliance, Global Banking and Markets, Global Wealth Management and Global Wealth & Insurance, Scotiabank
Roxana Tavana Toronto, Ontario	Secretary	Associate General Counsel, Head of Legal, Global Asset Management, Scotiabank
Simon Mielniczuk Toronto, Ontario	Assistant Secretary	Senior Manager, Legal Services, Scotiabank

During the past five years, all of the directors and executive officers of the General Partner have held their present principal occupations (or similar positions with the current employer or its affiliates) except for (i) Mr. Chilcott who prior to September 2012 was Executive Vice President, Head of Dynamic at GCIC Ltd., (ii) Mr. Lacey who prior to March 2013 was Managing Director, Head of Relationship Management with TD Asset Management Inc. and Vice Chair at The Toronto-Dominion Bank, (iii) Mr. Macdonald who was Chief Executive Officer of the Manager from October 2011 to November 2013, Managing Director of the Manager from November 2009 to October 2011 and prior to October 2009 was Managing Director at Scotia Securities Inc. and (iv) Mr. Morris who prior to October 2012 was Senior Vice President, Finance at GCIC Ltd.

Executive Officers of 1832 Asset Management L.P.

The names and municipalities of residence of the executive officers of the Manager, their principal occupations over the past five years, and the positions and offices held with the Manager are as follows:

Name and Municipality of Residence	Positions Held with the Manager	Principal Occupation
Jordy Chilcott Oakville, Ontario	Co-President	Co-President, the Manager Managing Director & Head, Global Asset Management – Retail, Scotiabank
Robin Lacey Toronto, Ontario	Co-President	Co-President, the Manager Managing Director & Head, Global Asset Management – Institutional, Scotiabank
John Pereira Richmond Hill, Ontario	Chief Financial Officer	Chief Financial Officer, the Manager Chief Administrative Officer, Global Wealth & Insurance and Head of Finance, Global Asset Management, Scotiabank

Name and Municipality of Residence	Positions Held with the Manager	Principal Occupation
Edna A. Chu Toronto, Ontario	Chief Compliance Officer, Portfolio Management – Institutional and Private Client	Chief Compliance Officer, Portfolio Management – Institutional and Private Client, the Manager Vice President, Compliance & Director, Scotia Securities Inc.
Bruno Carchidi Toronto, Ontario	Chief Compliance Officer, Fund Manager/Portfolio Management	Chief Compliance Officer, Fund Manager/Portfolio Management, the Manager Vice President, Compliance – Scotiabank
Richard McIntyre Mississauga, Ontario	Managing Director & Head, Scotia Private Client Group	Managing Director & Head, Scotia Private Client Group, the Manager President and Chief Executive Officer, 1832 Asset Management U.S. Inc. President and Chief Executive Officer, The Bank of Nova Scotia Trust Company President and Chief Executive Officer, Hollis Canadian Bank
Roxana Tavana Toronto, Ontario	Secretary	Associate General Counsel, Head of Legal, Global Asset Management, Scotiabank
Simon Mielniczuk Toronto, Ontario	Assistant Secretary	Senior Manager, Legal Services, Scotiabank

During the past five years, all of the executive officers of the Manager have held their present principal occupations (or similar positions with the current employer or its affiliates) except for (i) Mr. Chilcott who prior to September 2012 was Executive Vice President, Head of Dynamic at GCIC Ltd., (ii) Mr. Lacey who prior to March 2013 was Managing Director, Head of Relationship Management with TD Asset Management Inc. and Vice Chair at The Toronto-Dominion Bank and (iii) Mr. McIntyre who was Director and President, Dundee Mortgage Services Inc. from June 2012 to June 2013, Director, Dundee Private Investors Inc. from May 2011 to March 2013, Director of Dundee Insurance Agency Ltd. from May 2011 to June 2013, Executive Vice President, Head of Retail of Dundee Insurance Agency Ltd. from April 2011 to June 2013, Director of DWM Securities Inc. from January 2011 to March 2013, Executive Vice President, Head of Retail of Dundee Private Investors Inc. from October 2009 to March 2013, Executive Vice President, Head of Retail of DWM Securities Inc. from October 2009 to March 2013, Executive Vice President, Operations and Retail of DWM Securities Inc. from February 2009 to October 2009 and Senior Vice President of DWM Securities Inc. from October 2008 to February 2009.

CERTIFICATE OF THE FUNDS

November 29, 2013

Scotia Conservative Government Bond Capital Yield Class (Series A shares and Series M shares)
Scotia Fixed Income Blend Class (Series A shares)
Scotia Canadian Dividend Class (Series A shares and Series M shares)
Scotia Canadian Equity Blend Class (Series A shares)
Scotia U.S. Equity Blend Class (Series A shares)
Scotia Global Dividend Class (Series A shares)
Scotia International Equity Blend Class (Series A shares)
Scotia INNOVA Income Portfolio Class (Series A shares)
Scotia INNOVA Balanced Income Portfolio Class (Series A shares)
Scotia INNOVA Balanced Growth Portfolio Class (Series A shares)
Scotia INNOVA Growth Portfolio Class (Series A shares)
Scotia INNOVA Maximum Growth Portfolio Class (Series A shares)
Scotia Short Term Yield Class (Series M shares)
Scotia Canadian Corporate Bond Capital Yield Class (Series M shares)
Scotia Private Canadian Equity Class (Series M shares)
Scotia Private U.S. Dividend Class (Series M shares)
Scotia Private U.S. Equity Class (Series M shares)

(the “**Funds**”)

This Amendment No. 1 dated November 29, 2013, together with the annual information form dated May 17, 2013 and the simplified prospectus dated May 17, 2013, as amended by Amendment No. 1 dated November 29, 2013 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.

"Neil C. Macdonald"

Neil C. Macdonald
Chief Executive Officer
Scotia Corporate Class Inc.

"Walter A. Pavan"

Walter A. Pavan
Chief Financial Officer
Scotia Corporate Class Inc.

ON BEHALF OF

the Board of Directors of Scotia Corporate Class Inc.

"Jordy W. Chilcott"

Jordy W. Chilcott
Director

"Edna A. Chu"

Edna A. Chu
Director

CERTIFICATE OF THE MANAGER AND PROMOTER

Scotia Conservative Government Bond Capital Yield Class (Series A shares and Series M shares)
Scotia Fixed Income Blend Class (Series A shares)
Scotia Canadian Dividend Class (Series A shares and Series M shares)
Scotia Canadian Equity Blend Class (Series A shares)
Scotia U.S. Equity Blend Class (Series A shares)
Scotia Global Dividend Class (Series A shares)
Scotia International Equity Blend Class (Series A shares)
Scotia INNOVA Income Portfolio Class (Series A shares)
Scotia INNOVA Balanced Income Portfolio Class (Series A shares)
Scotia INNOVA Balanced Growth Portfolio Class (Series A shares)
Scotia INNOVA Growth Portfolio Class (Series A shares)
Scotia INNOVA Maximum Growth Portfolio Class (Series A shares)
Scotia Short Term Yield Class (Series M shares)
Scotia Canadian Corporate Bond Capital Yield Class (Series M shares)
Scotia Private Canadian Equity Class (Series M shares)
Scotia Private U.S. Dividend Class (Series M shares)
Scotia Private U.S. Equity Class (Series M shares)

(the “**Funds**”)

Dated: November 29, 2013

This Amendment No. 1 dated November 29, 2013, together with the annual information form dated May 17, 2013 and the simplified prospectus dated May 17, 2013, as amended by Amendment No. 1 dated November 29, 2013 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.

“*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.

“*John Pereira*”

John Pereira
Chief Financial Officer
1832 Asset Management G.P. Inc., as General
Partner for and on behalf of 1832 Asset
Management L.P.

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., the Manager and Trustee of the Fund

“*Neil C. Macdonald*”

Neil C. Macdonald
Director

“*Walter Pavan*”

Walter Pavan
Director

CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR

Scotia Conservative Government Bond Capital Yield Class (Series A shares)
Scotia Fixed Income Blend Class (Series A shares)
Scotia Canadian Dividend Class (Series A shares)
Scotia Canadian Equity Blend Class (Series A shares)
Scotia U.S. Equity Blend Class (Series A shares)
Scotia Global Dividend Class (Series A shares)
Scotia International Equity Blend Class (Series A shares)
Scotia INNOVA Income Portfolio Class (Series A shares)
Scotia INNOVA Balanced Income Portfolio Class (Series A shares)
Scotia INNOVA Balanced Growth Portfolio Class (Series A shares)
Scotia INNOVA Growth Portfolio Class (Series A shares)
Scotia INNOVA Maximum Growth Portfolio Class (Series A shares)
Scotia Short Term Yield Class (Series M shares)
Scotia Conservative Government Bond Capital Yield Class (Series M shares)
Scotia Canadian Corporate Bond Capital Yield Class (Series M shares)
Scotia Canadian Dividend Class (Series M shares)
Scotia Private Canadian Equity Class (Series M shares)
Scotia Private U.S. Dividend Class (Series M shares)
Scotia Private U.S. Equity Class (Series M shares)

(the “**Funds**”)

Dated: November 29, 2013

This Amendment No. 1 dated November 29, 2013, together with the annual information form dated May 17, 2013, and the simplified prospectus dated May 17, 2013, as amended by Amendment No. 1 dated November 29, 2013, 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 Funds

By: “*Hamish B. Angus*”

Hamish B. Angus
Director