

AMENDMENT NO. 1

Dated February 5, 2014 to the Simplified Prospectus dated November 8, 2013

in respect of

**SCOTIA INNOVA INCOME PORTFOLIO, Series A and Series T units
SCOTIA INNOVA BALANCED INCOME PORTFOLIO, Series A and Series T units**

This Amendment No. 1 to the simplified prospectus dated November 8, 2013 (the “Simplified Prospectus”) relating to the offering of Series A and Series T units of Scotia INNOVA Income Portfolio and Scotia INNOVA Balanced Income Portfolio (the “Portfolios”), provides certain additional information relating to the Portfolios and the Simplified Prospectus should be read subject to this information. All references to page numbers in the Simplified Prospectus are to the version of the Simplified Prospectus filed with the Canadian securities regulatory authorities on SEDAR on November 8, 2013. All capitalized terms have the meanings as set forth in the Simplified Prospectus, unless otherwise specifically defined in this Amendment No. 1. The Simplified Prospectus is hereby amended as set forth below.

REMOVAL OF PORTFOLIO SUB-ADVISOR

The amendments reflected in this Amendment No. 1 relate to the removal of Aurion Capital Management Inc. (“Aurion”) as the portfolio sub-advisor to the Portfolios. Effective on or about January 27, 2014, Aurion will no longer act as the portfolio sub-advisor to the Portfolios. Following that date, the Portfolios will be managed by their current portfolio advisor, 1832 Asset Management L.P.

Accordingly, the Simplified Prospectus is amended as follows:

1. The chart under the heading “Fund Details” of Scotia INNOVA Income Portfolio on page 4 is amended by deleting the following at the bottom of the chart:

Sub-Advisor	Aurion Capital Management Inc. Toronto, Ontario
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2. The third and fourth paragraphs under the sub-heading “Investment strategies” on page 4 are amended by deleting “and/or the sub-advisor” after the words “portfolio advisor” where they appear in those paragraphs.

3. The chart under the heading “Fund Details” of Scotia INNOVA Balanced Income Portfolio on page 6 is amended by deleting the following at the bottom of the chart:

Sub-Advisor	Aurion Capital Management Inc. Toronto, Ontario
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4. The third and fourth paragraphs under the sub-heading “Investment strategies” on page 6 are amended by deleting “and/or the sub-advisor” after the words “portfolio advisor” where they appear in those paragraphs.
5. The row entitled “Portfolio Sub-advisor” in the chart under the heading “Organization and Management of the Scotia INNOVA Portfolios” on page 19 is deleted and replaced with the following:

Portfolio Sub-advisor	We have authority to retain portfolio sub-advisors. The sub-advisor provides investment advice and makes investment decisions for certain Portfolios.
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6. The row entitled “Aurion Capital Management Inc.” in the chart under the heading “Organization and Management of the Scotia INNOVA Portfolios” on page 19 is deleted in its entirety.

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.