

**AMENDMENT NO. 2 DATED DECEMBER 15, 2008
TO THE ANNUAL INFORMATION FORM DATED JANUARY 25, 2008
AS AMENDED BY AMENDMENT NO. 1 DATED NOVEMBER 18, 2008
(the “Annual Information Form”)**

in respect of:

**Scotia Global Climate Change Fund (Advisor Class units)
(the “Fund”)**

The Annual Information Form relating to the offering of units of the Fund is hereby amended as set out below. All capitalized words have the respective meanings set out in the Annual Information Form, unless otherwise specifically defined in this Amendment No. 2.

All page numbers refer to the Annual Information Form.

Effective on or about December 15, 2008, the portfolio advisor for the Fund will be F&C Management Limited. Accordingly, effective on or about December 15, 2008, all references in the Annual Information Form to the portfolio advisor of the Fund shall now be in reference to F&C Management Limited. The technical amendments to the Annual Information Form required to effect this change are set out below.

- (a) The row relating to State Street Global Advisors, Ltd. in the table “Organization and management of ScotiaFunds” under the sub-heading “Portfolio Advisors” on page 21 of the Annual Information Form is deleted and replaced with the following:

F&C Management Limited London, United Kingdom	F&C Management Limited is independent of SSI.
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- (b) The first paragraph under the heading “The Portfolio Advisors” on page 24 of the Annual Information Form is deleted and replaced with the following:

SSI has engaged Scotia Cassels, Scotia Capital, Baillie Gifford Overseas Limited (“Baillie Gifford”), Connor, Clark & Lunn Investment Management Ltd. (“CCLIM”), Pzena Investment Management, LLC (“Pzena”), Thornburg Investment Management, Inc. (“Thornburg”) and F&C Management Limited (“F&C”) to provide investment advice to the Funds. Scotia Cassels, Scotia Capital, CCLIM, Baillie Gifford, Pzena, Thornburg and F&C have the authority, subject to the direction of SSI, to give instructions to purchase and sell securities of the Funds in accordance with their respective investment objectives and restrictions. Scotia Cassels, a wholly owned subsidiary of BNS, is a Toronto-based professional investment and portfolio management firm which actively manages private and corporate investment portfolios, pension funds and other segregated funds on a fully discretionary basis. Scotia Capital, a wholly-owned subsidiary of BNS, is a Toronto-based firm,

providing a broad range of corporate and investment banking products and services. CCLIM was established in 1982 and has offices in Vancouver and Toronto. The firm provides professional asset management for pension fund sponsors, capital accumulation plans, corporations, not-for-profit organizations, mutual funds and individual investors. The firm is part of the Connor, Clark & Lunn Financial Group of companies that has over \$35 billion in assets under management. Baillie Gifford is an Edinburgh-based investment advisor founded in 1908 with US\$85.7 billion of assets under management. Pzena is a New York-based investment advisor founded in 1995 with US\$25 billion of assets under management. Thornburg is a Santa Fe-based investment advisor founded in 1982 with US\$27.6 billion of assets under management. F&C is a London-based investment advisor founded in 1868 with US\$166.3 billion of assets under management. For additional information concerning the management of the Funds, you should refer to “*Other Material Information*” in this annual information form.

- (c) The last paragraph on page 30 and the table on page 31 of the Annual Information Form under the heading “The Portfolio Advisors” are deleted and replaced with the following:

Pursuant to an Investment Advisory Agreement dated as of December 15, 2008, F&C Management Limited is the portfolio advisor to Scotia Global Climate Change Fund. The individuals providing advice are as follows:

Portfolio Manager	Current Title	Length of Service with portfolio advisor or affiliate	Principal occupation in the last 5 years
Sophie Horsfall	Director, Global Equities	7 years	Global Equity Fund Manager, F&C
Terry Coles	Director, Global Equities	2 years	From 2006 to present – Global Equity Fund Manager, F&C From 2006 to 2008 – Global Equity Fund Manager,

			Morgan Stanley
Giles Money	Fund Manager, Global Equities	3 years	Global Equity Fund Manager, F&C From 2005 to 2008 – Global Equity Analyst, F&C From 2003 to 2008 – Student, University of Birmingham

CERTIFICATE OF THE FUND, THE MANAGER AND THE PROMOTER

**Scotia Global Climate Change Fund (Advisor Class units)
(the “Fund”)**

This Amendment No. 2 dated December 15, 2008, together with the annual information form dated January 25, 2008, as amended by Amendment No. 1 dated November 18, 2008 and the simplified prospectus dated January 25, 2008, as amended by Amendment No. 1 dated November 18, 2008 and Amendment No. 2 dated December 15, 2008 required to be sent or delivered to a purchaser during the currency of the annual information form, as amended, 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.

DATED December 15, 2008.

(Signed) “Glen B. Gowland”

Glen B. Gowland
President and Chief Executive Officer
Scotia Securities Inc.

(Signed) “Walter A. Pavan”

Walter A. Pavan
Treasurer & Chief Financial Officer
Scotia Securities Inc.

On behalf of the Board of Directors of Scotia Securities Inc. as Trustee and Manager of the
Fund:

(Signed) “Russell A. Morgan”

Russell A. Morgan
Director

(Signed) “Barbara F. Mason”

Barbara F. Mason
Director

The Bank of Nova Scotia, as Promoter of the Fund:

(Signed) “Russell A. Morgan”

Russell A. Morgan
Managing Director & Head, Investments,
Group Treasury

(Signed) “Barbara F. Mason”

Barbara F. Mason
Executive Vice President,
Wealth Management, Canada

CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR

**Scotia Global Climate Change Fund (Advisor Class units)
(the “Fund”)**

To the best of our knowledge, information and belief, this Amendment No. 2 dated December 15, 2008, together with the annual information form dated January 25, 2008, as amended by Amendment No. 1 dated November 18, 2008 and the simplified prospectus dated January 25, 2008, as amended by Amendment No. 1 dated November 18, 2008 and Amendment No. 2 dated December 15, 2008 required to be sent or delivered to a purchaser during the currency of the annual information form, as amended, 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.

DATED December 15, 2008.

Scotia Securities Inc. as Principal Distributor of the Fund:

By: (Signed) “Glen B. Gowland”
Glen B. Gowland
President and Chief Executive
Officer