

FINAL TERMS

THE COVERED BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY CANADA MORTGAGE AND HOUSING CORPORATION (CMHC) NOR HAS CMHC PASSED UPON THE ACCURACY OR ADEQUACY OF THESE FINAL TERMS. THE COVERED BONDS ARE NEITHER INSURED NOR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (a "**distributor**") should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Covered Bonds (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

PRIIPS REGULATION / PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Covered Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (**MiFID II**); (ii) a customer within the meaning of Directive 2002/92/EC (**IMD**) where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the **Prospectus Directive**). Consequently no key information document required by Regulation (EU) No 1286/2014 (the **PRIIPs Regulation**) for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

9 November 2018

The Bank of Nova Scotia

Issue of £350,000,000 Floating Rate Series CBL17 Tranche 2 Covered Bonds due 30 September 2021 (to be consolidated and form a single series with £200,000,000 Floating Rate Series CBL17 Tranche 1 Covered Bonds due 30 September 2021 (the “CBL17 Tranche 1 Covered Bonds”)) unconditionally and irrevocably guaranteed as to payments of interest and principal by Scotiabank Covered Bond Guarantor Limited Partnership under the CAD\$36 billion Global Registered Covered Bond Program

The Prospectus referred to below (as completed by this Final Terms Document) has been prepared on the basis that any offer of Covered Bonds in any member state of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (as amended) (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Covered Bonds. Accordingly, any person making or intending to make an offer in that Relevant Member State of the Covered Bonds may only do so in circumstances in which no obligation arises for the Issuer or any relevant Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus

Directive, in each case, in relation to such offer. Neither the Issuer nor any relevant Dealer has authorized, nor do they authorize, the making of any offer of Covered Bonds in any other circumstances.

PART 1

CONTRACTUAL TERMS

Terms used herein will be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the prospectus dated 4 February 2016 (as supplemented by the first supplementary prospectus dated 2 March 2016, the second supplementary prospectus dated 18 April 2016, the third supplementary prospectus dated 1 June 2016, the fourth supplementary prospectus dated 27 June 2016, the fifth supplementary prospectus dated 25 August 2016 and the sixth supplementary prospectus dated 31 August 2016) which are incorporated by reference in the prospectus dated 7 February 2018 (as supplemented by the first supplementary prospectus dated 28 February 2018, the second supplementary prospectus dated 27 April 2018, the third supplementary prospectus dated 30 May 2018, the fourth supplementary prospectus dated 16 July 2018, the fifth supplementary prospectus dated 19 July 2018, the sixth supplementary prospectus dated 29 August 2018 and the seventh supplementary prospectus dated 6 November 2018), which together constitute a base prospectus (the **Prospectus**) for the purposes of the Prospectus Directive (Directive 2003/71/EC) (as amended) (the **Prospectus Directive**). This document constitutes the final terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus as so supplemented. Full information on the Issuer and the Guarantor and the offer of the Covered Bonds is only available on the basis of the combination of this Final Terms Document and the Prospectus. The Prospectus is available for viewing at www.londonstockexchange.com/exchange/news/market-news/market-newshome.html and copies of the Prospectus are available free of charge to the public at the Executive Offices of the Issuer and from the specified office of each of the Paying Agents.

The Guarantor is not now, and immediately following the issuance of the Covered Bonds pursuant to the Trust Deed will not be, a "covered fund" for purposes of regulations adopted under Section 13 of the Bank Holding Company Act of 1956, as amended, commonly known as the "Volcker Rule." In reaching this conclusion, although other statutory or regulatory exemptions under the Investment Company Act of 1940, as amended, and under the Volcker Rule and its related regulations may be available, the Guarantor has relied on the exemption from registration set forth in Section 3(c)(5)(C) of the Investment Company Act of 1940, as amended. See *Certain Investment Company Act Considerations* in the Prospectus dated 7 February 2018.

1. (a) Issuer: The Bank of Nova Scotia
- (b) Guarantor: Scotiabank Covered Bond Guarantor Limited Partnership
2. (a) Series Number: CBL17
- (b) Tranche Number: 2
- (c) Series which Covered Bonds will be consolidated and form a single Series with: CBL17 Tranche 1
- (d) Date on which the Covered Bonds will be consolidated and form a single Series with the Series specified above: On or after the date (the “**Exchange Date**”) which is 40 days after the Issue Date, the Covered Bonds shall be consolidated and form a single series with the CBL17 Tranche 1 Covered Bonds. See Part B item 6 in respect of selling restrictions.
3. Specified Currency or Currencies: £, GBP or pounds sterling
4. Aggregate Nominal Amount of Covered Bonds admitted to trading:
 - Series: £550,000,000
 - Tranche: £350,000,000
5. Issue Price: 100.233% of the Aggregate Nominal Amount plus £520,603.42 equal to accrued interest (in the aggregate) for the period from (and including) the Interest Commencement Date specified in paragraph 7(b) below to (but excluding) the Issue Date (46 days).
6. (a) Specified Denominations: £100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Covered Bonds in definitive form will be issued with a denomination above £199,000.
- (b) Calculation Amount: £1,000
7. (a) Issue Date: 13 November 2018
- (b) Interest Commencement Date: 28 September 2018

8. (a) Final Maturity Date: 30 September 2021
- (b) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: 30 September 2022
9. Interest Basis: Interest accrues from and including the Interest Commencement Date to, but excluding, the Final Maturity Date at a rate of 3 month GBP LIBOR + 0.380% per annum Floating Rate payable quarterly in arrears on each Interest Payment Date.
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest Basis or Redemption/Payment Basis: Floating to Floating
- Interest accrues from and including the Final Maturity Date to, but excluding, the Extended Due for Payment Date at a rate of 1 month GBP LIBOR + 0.470% per annum Floating Rate payable monthly in arrears.
12. Put/Call Options: Not Applicable
13. Date of Board approval for issuance of Covered Bonds: 28 August 2012, 28 August 2015, 25 October 2016 and 30 October 2018 in respect of the Issuer and 19 July 2013 in respect of the Guarantor

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Covered Bond Provisions: Not Applicable
15. Floating Rate Covered Bond Provisions: Applicable from and including the Issue Date to, but excluding, the Extended Due for Payment Date.
- Applicable in respect of the Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee
- (a) Interest Period(s): From and including the Interest Commencement Date to, but excluding, the Final Maturity Date, interest is payable quarterly in arrears on each Interest Payment Date.
- From and including the Final Maturity Date to, but excluding, the Extended Due for Payment Date,

interest is payable monthly in arrears on each Interest Payment Date.

- (b) Interest Payment Date(s): 30 December, 30 March, 30 June and 30 September of each year, up to and including the Final Maturity Date, commencing on 30 December 2018; and
- With respect to each month excluding February, the 30th calendar day and with respect to February, the 28th calendar day, in each case payable from but excluding the Final Maturity Date to and including the earlier of:
- (i) the date on which the Covered Bonds are redeemed in full; and
- (ii) the Extended Due for Payment Date.
- (c) First Interest Payment Date: 30 December 2018
- (d) Business Day Convention: Modified Following Business Day Convention (adjusted)
- (e) Business Day(s): London, Toronto, New York, TARGET2
- (f) Additional Business Centre(s): Not Applicable
- (g) Manner in which the Rate of Interest and Interest Amount is to be determined: Screen Rate Determination
- (h) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent): Not Applicable
- (i) Screen Rate Determination: Applicable
- Reference Rate and Relevant Financial Centre: Reference Rate:
- From and including the Interest Commencement Date to, but excluding, the Final Maturity Date, 3 month GBP LIBOR
- From and including the Final Maturity Date to, but excluding, the Extended Due for Payment Date, 1 month GBP LIBOR
- Relevant Financial Centre: London, TARGET2, Toronto, New York

Interest Determination Date(s):	On the Interest Payment Date at the start of each Interest Period except for the first such period which will be on the Interest Commencement Date.
Relevant Screen Page:	Reuters LIBOR 01
(j) ISDA Determination:	Not Applicable
(k) Floating Rate Covered Bond Margin(s):	From and including the Interest Commencement Date to but excluding the Final Maturity Date, plus 0.380% From and including the Final Maturity Date to but excluding the Extended Due for Payment Date, plus 0.470%
(l) Minimum Rate of Interest:	0.00%
(m) Maximum Rate of Interest:	60.00%
(n) Day Count Fraction:	Actual/365 (fixed)
16. Zero Coupon Covered Bond Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Issuer Call:	Not Applicable
18. Put Option:	Not Applicable
19. Final Redemption Amount of each Covered Bond:	£1,000 per Calculation Amount
20. Early Redemption Amount of each Covered Bond payable on redemption for taxation reasons or illegality or upon acceleration following an Issuer Event of Default or Guarantor Event of Default or other early redemption and/or the method of calculating the same (if required or if different from that set out in Condition 6.7):	£1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

21. Form of Covered Bonds:	Registered Covered Bonds: Regulation S Global Covered Bond registered in the
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name of a common safekeeper for Euroclear and/or
Clearstream/Luxembourg or its nominee

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| 22. | New Global Covered Bond: | No |
| 23. | Global Covered Bond held under the New Safekeeping Structure: | Yes |
| 24. | Financial Centre(s) or other special provisions relating to payment dates: | Not Applicable |
| 25. | Talons for future Coupons to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): | No |
| 26. | Redenomination, renominalisation and reconventioning provisions: | Not Applicable |

Signed on behalf of the Issuer:

By: Christy Bunker

Title: Managing Director – Alternate Funding

/s/ Christy Bunker

Duly authorized

Signed on behalf of the Guarantor by its managing general partner Scotiabank Covered Bond GP Inc.:

By: Christy Bunker

Title: Managing Director – Alternate Funding

/s/ Christy Bunker

Duly authorized

(signature page to Final Terms)

PART 2

OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(a) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the London Stock Exchange's Regulated Market and to the Official List of the UK Listing Authority with effect from 13 November 2018.

The Covered Bonds will be consolidated and form a single series with the CBL17 Tranche 1 Covered Bonds which were admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's Regulated Market with effect from 30 September 2016.

(b) Estimate of total expenses related to admission to trading: £3,600

2. RATINGS

Ratings: The Covered Bonds to be issued are expected to be rated:

Fitch: AAA

Moody's: Aaa

DBRS: AAA

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in *Selling Restrictions*, so far as the Issuer and the Guarantor are aware, no person involved in the offer of the Covered Bonds has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. YIELD (*Fixed Rate Covered Bonds only*)

Indication of yield: Not Applicable

5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS1908233858 (prior to the Exchange Date)
XS1497746534 (from and including the Exchange Date)
- (b) Common Code: 190823385 (prior to the Exchange Date)
149774653 (from and including the Exchange Date)
- (c) Any clearing system(s) other than DTC, Euroclear or Clearstream, Luxembourg and the relevant identification number(s) or codes such as CUSIP and CINS codes: Not Applicable
- (d) Name and address of initial Paying Agent(s)/Registrar(s)/Transfer Agent(s): The Bank of Nova Scotia, London Branch acting through its office at 201 Bishopsgate, 6th Floor, London EC2M 3NS
- (e) Names and addresses of additional Paying Agent(s)/Transfer Agent(s) (if any): Not Applicable
- (f) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

6. DISTRIBUTION

- U.S. Selling Restrictions Regulation S compliance category 2, TEFRA Rules not applicable; Rule 144A not eligible
- Prohibition of Sales to EEA Retail Investors Applicable

7. UNITED STATES TAX CONSIDERATIONS

Not Applicable