

***THIRD SUPPLEMENT DATED JUNE 1, 2021 TO THE PROSPECTUS DATED
SEPTEMBER 4, 2020 AS SUPPLEMENTED BY THE FIRST SUPPLEMENT DATED
DECEMBER 16, 2020 AND THE SECOND SUPPLEMENT DATED MARCH 2, 2021***

Scotiabank[®]

THE BANK OF NOVA SCOTIA

(a Canadian chartered Bank)

CAD100,000,000,000

Global Registered Covered Bond Program

Unconditionally and irrevocably guaranteed as to payments of interest and principal by

SCOTIABANK COVERED BOND GUARANTOR LIMITED PARTNERSHIP

(a limited partnership established under the laws of the Province of Ontario)

The Bank of Nova Scotia (the “**Bank**”) issued a prospectus dated September 4, 2020 (as supplemented by the first supplement to such prospectus dated December 16, 2020 and the second supplement to such prospectus dated March 2, 2021) (the “**Prospectus**”) which is a base prospectus for the purposes of Article 8 of the United Kingdom Prospectus Regulation (as defined below) in respect of notes to be admitted to the Official List of the Financial Conduct Authority and admitted to trading on the Main Market of the London Stock Exchange plc and Admission Particulars in respect of Covered Bonds to be admitted to trading on the International Securities Market of the London Stock Exchange plc. This third supplement (the “**Third Supplement**”) constitutes a supplement in respect of the Prospectus for the purposes of Article 23 of the United Kingdom Prospectus Regulation and supplementary admission particulars in respect of the Admission Particulars for the purposes of the ISM Rulebook, and is prepared in connection with the CAD100,000,000,000 Global Registered Covered Bond Program unconditionally and irrevocably guaranteed as to payments of interest and principal by Scotiabank Covered Bond Guarantor Limited Partnership (the “**Guarantor**”) (the “**Program**”) established by the Bank. When used in this Third Supplement, “**United Kingdom Prospectus Regulation**” means Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended.

Terms defined in the Prospectus have the same meaning when used in this Third Supplement. This Third Supplement is supplemental to, and shall be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by the Bank from time to time.

Each of the Bank and the Guarantor accepts responsibility for the information contained in this Third Supplement. To the best of the knowledge of each of the Bank and the Guarantor, the information contained in this Third Supplement is in accordance with the facts and this Third Supplement makes no omission likely to affect its import.

1. Purpose of the Third Supplement

The purpose of this Third Supplement is to (a) incorporate by reference the Bank's comparative unaudited interim consolidated financial statements and management's discussion and analysis for the three month and six month periods ended April 30, 2021, as set out in the Bank's 2021 Second Quarter Report to Shareholders, prepared in accordance with International Financial Reporting Standards ("IFRS"); (b) update the "General Information" section of the Prospectus in relation to any significant change in the financial performance or financial position or material adverse change in the prospects of the Bank and its subsidiaries, including the Guarantor; and (c) update and amend the disclosure under "Directors and Board Committees of the Bank" in the Prospectus.

2. Comparative Unaudited Interim Consolidated Financial Statements and Management's Discussion and Analysis as at and for the Three Month and Six Month Periods Ended April 30, 2021

On June 1, 2021, the Bank published its comparative unaudited interim consolidated financial statements for the three month and six month periods ended April 30, 2021 prepared in accordance with IFRS, together with the management's discussion and analysis for the three month and six month periods ended April 30, 2021, set out on pages 4 through 79 of the Bank's 2021 Second Quarter Report to Shareholders. The remainder of the Bank's 2021 Second Quarter Report to Shareholders is not incorporated and is either covered elsewhere in the Prospectus or deemed not relevant to investors.

3. Document Incorporated by Reference

A copy of the Bank's 2021 Second Quarter Report to Shareholders has been filed with the Financial Conduct Authority and, by virtue of this Third Supplement, pages 4 through 79 of the Bank's 2021 Second Quarter Report to Shareholders are incorporated in, and form part of, the Prospectus for the purposes of Article 8 of the United Kingdom Prospectus Regulation.

The Bank's 2021 Second Quarter Report to Shareholders is available at the following link:

https://www.scotiabank.com/content/dam/scotiabank/corporate/quarterly-reports/2021/q2/Q221-Shareholders-Report_EN.pdf

To the extent that any document or information incorporated by reference in this Third Supplement itself incorporates any other documents or information by reference therein, either expressly or implicitly, such other documents or information will not form part of this Third Supplement for the purposes of the United Kingdom Prospectus Regulation or the ISM Rulebook, except where such other documents or information are specifically incorporated by reference into or attached to this Third Supplement.

4. Any significant change in the financial performance or financial position of the Bank and its respective subsidiaries or material adverse change in the prospects of the Bank and its subsidiaries

There has been no significant change in the financial performance or financial position of the Bank and its Subsidiaries, including the Guarantor, taken as a whole since April 30, 2021, being the date of the latest unaudited interim consolidated financial statements of the Bank

for the three month and six month periods ended April 30, 2021, and, except as disclosed in the section “Impact of COVID-19” on page 8 of the Bank’s 2021 Second Quarter Report to Shareholders, no material adverse change in the prospects of the Bank and its Subsidiaries, including the Guarantor, taken as a whole since October 31, 2020, being the date of the latest audited published consolidated financial statements of the Bank.

5. Directors and Board Committees of the Bank

On April 13, 2021, Charles H. Dallara, Ph.D. and Indira V. Samarasekera, O.C., PH.D. ceased to be members of the Board of Directors of the Bank and their names are, by virtue of this supplement, deleted from the section entitled “**THE BANK OF NOVA SCOTIA**” under the sub-heading entitled “**Directors and Board Committees of the Bank**” on pages 89 to 90 of the Prospectus.

6. General Information

To the extent that there is any inconsistency between (a) any statement in this Third Supplement or any statement incorporated by reference into the Prospectus by way of this Third Supplement and (b) any other statement in, or incorporated by reference in, the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Third Supplement, or in the Bank’s 2021 Second Quarter Report to Shareholders incorporated by reference in the Prospectus by virtue of this Third Supplement (including without limitation the information set out at page 8 of the Bank’s 2021 Third Quarter Report to Shareholders under the heading “Impact of COVID-19”), no significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of Covered Bonds issued under the Program has arisen or been noted, as the case may be, since the approval by the FCA of the Second Supplement dated March 2, 2021.

Copies of this Third Supplement, the Prospectus and the documents incorporated by reference in this Third Supplement and the Prospectus can be obtained on written request and without charge from (i) the principal executive offices of the Bank from the Executive Vice-President and General Counsel, The Bank of Nova Scotia, Scotia Plaza, 44 King Street West, Toronto, Ontario M5H 1H1, Canada, Telephone: +1 (416) 866-3672; (ii) and from the offices of the Principal Paying Agent, Registrar and Transfer Agent, The Bank of Nova Scotia, London Branch, 201 Bishopsgate, 6th Floor, London EC2M 3NS, United Kingdom; Telephone: +44 (0)20 7638 5644 and may also be viewed free of charge on the website of the Bank at <https://www.scotiabank.com/ca/en/about/investors-shareholders/funding-programs/scotiabank-global-registered-covered-bond-program.html> and on the website of the Regulatory News Service operated by the London Stock Exchange at <https://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> under the name of the Bank.