ScotiaFunds®

# Scotia U.S. $ Money Market Fund

## Annual Management Report of Fund Performance

For the period ended December 31, 2017

This annual management report of fund performance contains financial highlights but does not contain the complete annual financial statements of the investment fund. You can get a copy of the annual financial statements at your request, and at no cost, by calling toll-free 1-800-268-9269, by writing to us at 1832 Asset Management L.P., 1 Adelaide Street East, 28th Floor, Toronto, ON, M5C 2V9 or by visiting our website at www.scotiafunds.com or SEDAR at www.sedar.com.

Securityholders may also contact us using one of these methods to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record or quarterly portfolio disclosure.

1832 Asset Management L.P. is the manager (the "Manager") of the fund. In this document, "we", "us", "our" and the "Manager" refer to 1832 Asset Management L.P. and the "Fund" refers to Scotia U.S. $ Money Market Fund.

The term "net asset value" or "net asset value per unit" in this document refers to the net asset value determined in accordance with Part 14 of National Instrument 81-106 – Investment Fund Continuous Disclosure ("National Instrument 81-106"); while the term "net assets" or "net assets per unit" refers to total equity or net assets attributable to unitholders of the Fund as determined in accordance with International Financial Reporting Standards ("IFRS").

### Caution Regarding Forward-Looking Statements

*Certain portions of this report, including, but not limited to, "Recent Developments", may contain forward-looking statements about the Fund and the underlying funds, as applicable, including statements with respect to strategies, risks, expected performance events and conditions. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates", "projects" and similar forward-looking expressions or negative versions thereof.*

*In addition, any statement that may be made concerning future performance, strategies or prospects and possible future action by the Fund is also a forward-looking statement. Forward-looking statements are based on current expectations and projections about future general economic, political and relevant market factors, such as interest rates, foreign exchange rates, equity and capital markets, and the general business environment, in each case assuming no changes to applicable tax or other laws or government regulation. Expectations and projections about future events are inherently subject to, among other things, risks and uncertainties, some of which may be unforeseeable. Accordingly, current assumptions concerning future economic and other factors may prove to be incorrect at a future date.*

*Forward-looking statements are not guarantees of future performance and actual results or events could differ materially from those expressed or implied in any forward-looking statements made by the Fund. Any number of important factors could contribute to these digressions, including, but not limited to, general economic, political and market factors in North America and internationally, such as interest and foreign exchange rates, global equity and capital markets, business competition, technological change, changes in government relations, unexpected judicial or regulatory proceedings and catastrophic events. We stress that the above mentioned list of important factors is not exhaustive. Some of these risks, uncertainties and other factors are described in the Fund's simplified prospectus, under the heading "Specific risks of mutual funds".*

*We encourage you to consider these and other factors carefully before making any investment decisions. Forward-looking statements should not be unduly relied upon. Further, you should be aware of the fact that the Fund has no specific intention of updating any forward-looking statements whether as a result of new information, future events or otherwise, prior to the release of the next management report of fund performance, and that the forward-looking statements speak only to the date of this management report of fund performance.*

### Investment Objective and Strategies

The Fund's objective is to provide income and liquidity, while maintaining a high level of safety. It invests primarily in treasury bills and other money market instruments that are denominated in U.S. dollars and are issued by Canadian federal, provincial and municipal governments and corporations, and by supranational entities, such as the World Bank. The Fund generally invests in securities with a maturity of up to one year. The Fund invests in securities with a credit rating of R1 (low) or better by DBRS or an equivalent rating by another designated rating organization. The Fund's investments will have a maximum 180 day average term to maturity and a maximum 90 day average term to maturity when calculated on the basis that the term of a floating rate obligation is the period remaining to the date of the next rate setting.

The portfolio advisor uses interest rate, yield curve and credit analysis to select individual investments and to manage the Fund's average term to maturity. The Fund aims to maintain a constant unit value of US$10.00.

### Risk

The risks associated with investing in Fund are as described in the simplified prospectus. Effective November 14, 2017, the Manager has implemented a new Risk Classification Methodology recently mandated by the Canadian Securities Administrators, which is used to determine the investment risk level of the Fund. There are no changes to the investment risk level, investment objectives or strategies of the Fund as a result of the implementation.

## Results of Operations

For the year ended December 31, 2017 (the "period"), the Series A units of the Fund returned 0.1%. Fund returns are reported net of all management fees and expenses for all series, unlike the returns of the Fund's benchmark, which is based on the performance of an index that does not pay fees or incur expenses. Returns for other series of the Fund will be similar to Series A units with any difference in performance being primarily due to different management fees, operating expenses and other expenses that are applicable to that particular series. Please see the "Past Performance" section for the performance of the Fund's other series.

The Fund's broad-based benchmark, the ICE BofAML 0-3 Months U.S. Treasury Bill Index (US$), returned 0.8% during the same period. In accordance with National Instrument 81-106, we have included a comparison to this broad-based index to help you understand the Fund's performance relative to the general performance of the market.

The U.S. economy continues to grow at a healthy pace with the unemployment rate at near all-time lows. The only sign of slack in the U.S. labor market is a lack of sustained wage pressures, although average hourly earnings did increase in the final months of the period.

In response to GDP growth and strong job creation, the Federal Reserve ("Fed") increased interest rates three times in 2017. The U.S. consumer continues to spend and growth in manufacturing bounced back from hurricane impacts. The Fed has begun shrinking its balance sheet via quantitative tightening and signaled it will continue on the path of normalizing interest rates.

The Fund underperformed its benchmark. The returns driven by yield increases due to higher interest rates were offset by management fees. The Fund's average term was neutral relative to the benchmark. The Fund's yield continues to be higher versus the benchmark and the yield is higher relative to the prior period. The Fund's performance continues to be enhanced by corporate and U.S dollar denominated provincial Floating Rate Note positions as they offer a yield pickup relative to Commercial Paper. The increase in LIBOR (London Interbank Offered Rate), upon which the rate paid on most floating rate notes is based, also benefited the Fund's positions in Floating Rate Notes.

The Fund's net asset value increased by 29.7% to $55.9 million at December 31, 2017, from $43.1 million at December 31, 2016. This change was composed of net sales of $12.6 million, investment performance of the Fund of $0.2 million and cash distributions of $10,068. The investment performance of the Fund includes income and expenses which vary year over year. The Fund's income and expenses changed compared to the previous year mainly as a result of fluctuations in average net assets, portfolio activity and changes in the Fund's income earning investments.

Certain series of the Fund, as applicable, may make distributions at a rate determined by the Manager from time to time. If the aggregate amount of distributions in such series exceeds the portion of net income and net realized capital gains allocated to such series, the excess will constitute a return of capital. The Manager does not believe that the return of capital distributions made by such series of the Fund have a meaningful impact on the Fund's ability to implement its investment strategy or to fulfill its investment objective.

## Recent Developments

*IFRS 9, Financial Instruments*

The final version of IFRS 9, Financial Instruments was issued by the International Accounting Standards Board ("IASB") in July 2014 and will replace IAS 39, Financial Instruments: Recognition and Measurement, related to the classification and measurement of financial assets and financial liabilities.

IFRS 9 relates to the classification and measurement of financial assets and financial liabilities in the Fund. The new standard is effective for the Fund for its fiscal year beginning January 1, 2018. The Manager has been evaluating the standard and has currently determined that the impact to the Fund will include additional disclosures related to changes to the classification of certain financial instruments to align with the classifications under IFRS 9. Adoption of the standard will not impact net assets attributable to holders of redeemable units.

## Related Party Transactions

The Manager is a wholly-owned subsidiary of The Bank of Nova Scotia ("Scotiabank"). Scotiabank also owns, directly or indirectly, 100% of Scotia Securities Inc. and Tangerine Investment Funds Limited, each a mutual fund dealer, and Scotia Capital Inc. (which includes ScotiaMcLeod and Scotia iTRADE), an investment dealer.

On August 4, 2017, Industrial Alliance Insurance and Financial Services Inc. completed its acquisition of HollisWealth including HollisWealth Advisory Services Inc. (collectively, "HollisWealth"), a related party of the Manager. As such, HollisWealth ceased to be a related party.

The Manager, on behalf of the Fund, may enter into transactions or arrangements with other members of Scotiabank or certain other companies that are related or connected to the Manager (each a "related party"). All transactions between the Fund and the related parties are in the normal course of business and are carried out at arm's length terms.

The purpose of this section is to provide a brief description of any transaction involving the Fund and a related party.

*Management Fees*

The Manager is responsible for the day-to-day management and operations of the Fund. Certain series of the Fund pay the Manager a management fee for its services as described in the "Management Fee" section later in this document. The management fee is an annualized rate based on the net asset value of each series of the Fund, accrued daily and paid monthly.

*Operating Expenses*

Each series of the Fund is allocated its proportionate share of the Fund's operating expenses that are common to all series. The expenses charged to the Fund in respect to operating expenses are disclosed in the Fund's financial statements. Further details about the operating expenses can be found in the Fund's most recent simplified prospectus.

The Manager, at its sole discretion, may waive or absorb a portion of a series' expenses. These waivers or absorptions may be terminated at any time without notice.

*Custodial Services*

During the period, Scotiabank, as the custodian of the Fund, earned a fee for providing custody and related services. The custodian held investments of the Fund in safekeeping to ensure that they were used only for the benefit of the investors of the Fund. The custodian fee was paid by the Fund.

On October 2, 2017, State Street Trust Company Canada replaced Scotiabank in its capacity as custodian of the Fund.

*Distribution Services*

Certain registered dealers through which units of the Fund are distributed are related parties to the Fund and the Manager. The Manager pays to these related parties a trailer commission out of its management fees, representing distribution and servicing fees, based on the amount of assets held in the investors' accounts. These fees are paid on the same basis and at the same rates that the Manager pays to non-affiliated dealers.

*Other Fees*

The Manager, or its affiliates, may earn fees and spreads in connection with various services provided to, or transactions with, the Fund, such as banking, custody, brokerage, foreign exchange and derivatives transactions. The Manager, or its affiliates, may earn a foreign exchange spread when unitholders switch between series of funds denominated in different currencies.

*Independent Review Committee*

The Manager has established an independent review committee (the "IRC") in accordance with National Instrument 81-107 – Independent Review Committee for Investment Funds ("NI 81-107") with a mandate to review and provide recommendations or approval, as required, on conflict of interest matters referred to it by the Manager on behalf of the Fund. The IRC is responsible for overseeing the Manager's decisions in situations where the Manager is faced with any present or perceived conflicts of interest, all in accordance with NI 81-107.

The IRC may also approve certain mergers between the Fund and other funds, and any change of the auditor of the Fund. Subject to any corporate and securities law requirements, no securityholder approval will be obtained in such circumstances, but you will be sent a written notice at least 60 days before the effective date of any such transaction or change of auditor. In certain circumstances, securityholder approval may be required to approve certain mergers.

The IRC has five members, Carol S. Perry (Chair), Brahm Gelfand, Simon Hitzig, D. Murray Paton and Jennifer L. Witterick, each of whom is independent of the Manager.

The IRC prepares and files a report to the securityholders each fiscal year that describes the IRC and its activities for securityholders as well as contains a complete list of the standing instructions. These standing instructions enable the Manager to act in a particular conflict of interest matter on a continuing basis provided the Manager complies with its policies and procedures established to address that conflict of interest matter and reports periodically to the IRC on the matter. This report to the securityholders is available on the Manager's website or, at no cost, by contacting the Manager.

The compensation and other reasonable expenses of the IRC will be paid out of the assets of the Fund as well as out of the assets of the other investment funds for which the IRC may act as the independent review committee. The main components of compensation are an annual retainer and a fee for each committee meeting attended. The chair of the IRC is entitled to an additional fee. Expenses of the IRC may include premiums for insurance coverage, travel expenses and reasonable out-of-pocket expenses.

The Fund received the following standing instructions from the IRC with respect to related party transactions:

- Paying brokerage commissions and spreads to a related party for effecting security transactions on an agency and principal basis on behalf of the Fund;
- Purchases or sales of securities of an issuer from or to another investment fund managed by the Manager;
- Investments in the securities of issuers for which a related underwriter acted as an underwriter during the distribution of such securities and the 60-day period following the completion of such distribution;
- Executing foreign exchange transactions with a related party on behalf of the Fund;
- Purchases of securities of a related party;
- Entering into over-the-counter derivatives on behalf of the Fund with a related party;
- Entering into securities lending transactions with a related party;
- Outsourcing products and services to related parties which can be charged to the Fund;
- Acquisition of prohibited securities as defined by securities regulations;
- Trading in mortgages with a related party.

The Manager is required to advise the IRC of any breach of a condition of the standing instructions. The standing instructions require, among other things, that the investment decision in respect to a related party transaction: (a) is made by the Manager free from any influence by an entity related to the Manager and without taking into account any consideration to any associate or affiliate of the Manager; (b) represents the business judgment of the Manager uninfluenced by considerations other than the best interests of the Fund; and (c) is made in compliance with the Manager's written policies and procedures. Transactions made by the Manager under the standing instructions are subsequently reviewed by the IRC to monitor compliance.

The Fund relied on IRC standing instructions regarding related party transactions during the period.

## Financial Highlights

The following tables show selected key financial information about each series of the Fund and are intended to help you understand the Fund's financial performance for the periods indicated. The information on the following tables is based on prescribed regulations and as a result, is not expected to add down due to the increase (decrease) in net assets from operations being based on average units outstanding during the period and all other numbers being based on actual units outstanding at the relevant point in time. Footnotes for the tables are found at the end of the Financial Highlights section.

### The Fund's Net Assets per Unit(1)

| | | Increase (decrease) from operations: | | | | | Distributions: | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| For the period ended | Net Assets, beginning of period (U.S.)($) | Total revenue | Total expenses | Realized gains (losses) for the period | Unrealized gains (losses) for the period | Total increase (decrease) from operations(2) | From net investment income (excluding dividends) | From dividends | From capital gains | Return of capital | Total distributions(3) | Net Assets, end of period (U.S.)($)(1) |
| **Series A** | | | | | | | | | | | | |
| **Dec. 31, 2017** | **10.00** | **0.11** | **(0.10)** | **–** | **–** | **0.01** | **(0.01)** | **–** | **–** | **–** | **(0.01)** | **10.00** |
| Dec. 31, 2016 | 10.00 | 0.11 | (0.10) | – | – | 0.01 | (0.01) | – | – | – | (0.01) | 10.00 |
| Dec. 31, 2015 | 10.00 | 0.03 | (0.02) | – | – | 0.01 | (0.01) | – | – | – | (0.01) | 10.00 |
| Dec. 31, 2014 | 10.00 | 0.03 | (0.02) | – | – | 0.01 | (0.01) | – | – | – | (0.01) | 10.00 |
| Dec. 31, 2013 | 10.00 | 0.03 | (0.02) | – | – | 0.01 | (0.01) | – | – | – | (0.01) | 10.00 |
| **Series M** | | | | | | | | | | | | |
| **Dec. 31, 2017** | **10.00** | **0.12** | **(0.00)** | **–** | **–** | **0.12** | **(0.12)** | **–** | **–** | **–** | **(0.12)** | **10.00** |
| Dec. 31, 2016* | 10.00 | 0.09 | (0.01) | – | (0.07) | 0.01 | (0.01) | – | – | – | (0.01) | 10.00 |

* Start date for Series M was November 21.

(1) This information is derived from the Fund's audited annual financial statements. The net assets per unit presented in the financial statements may differ from the net asset value calculated for Fund pricing purposes. An explanation of these differences can be found in note 2 of the Fund's financial statements. The net asset value per unit at the end of the period is disclosed in Ratios and Supplemental Data.

(2) Net assets per unit and distributions per unit are based on the actual number of units outstanding for the relevant series at the relevant time. The increase (decrease) in net assets from operations per unit is based on the weighted average number of units outstanding over the period.

(3) Distributions were paid in cash or reinvested in additional units of the Fund.

### Ratios and Supplemental Data

| As at | Total net asset value (000's) (U.S.)($)(1) | Number of units outstanding(1) | Management expense ratio ("MER") (%)(2) | MER before waivers or absorptions (%)(2) | Trading expense ratio (%)(3) | Portfolio turnover rate (%)(4) | Net asset value per unit (U.S.)($) |
|---|---|---|---|---|---|---|---|
| **Series A** | | | | | | | |
| **Dec. 31, 2017** | **36,583** | **3,658,282** | **1.03** | **1.12** | **–** | **–** | **10.00** |
| Dec. 31, 2016 | 39,294 | 3,929,386 | 0.66 | 1.14 | – | – | 10.00 |
| Dec. 31, 2015 | 61,769 | 6,176,903 | 0.26 | 0.26 | – | – | 10.00 |
| Dec. 31, 2014 | 64,977 | 7,119,097 | 0.19 | 1.11 | – | – | 10.00 |
| Dec. 31, 2013 | 69,517 | 6,951,695 | 0.25 | 1.11 | – | – | 10.00 |
| **Series M** | | | | | | | |
| **Dec. 31, 2017** | **19,340** | **1,934,040** | **0.03** | **0.06** | **–** | **–** | **10.00** |
| Dec. 31, 2016 | 3,845 | 384,483 | 0.04 | 0.05 | – | – | 10.00 |

(1) This information is provided as at the period end of the years shown.

(2) The management expense ratio is based on total expenses (including sales tax, and excluding commissions and other portfolio transaction costs) of each series of the Fund and the underlying funds, where applicable, for the stated period and is expressed as an annualized percentage of the daily average net asset value during the period.

(3) The trading expense ratio represents total commissions and other portfolio transaction costs of the Fund and the underlying funds, where applicable, expressed as an annualized percentage of the daily average net asset value of the Fund during the period.

(4) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio advisor manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the period. The higher a fund's portfolio turnover rate in a period, the greater the trading costs payable by the fund in the period, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

## Management Fees

The management fee is an annualized rate based on the net asset value of each series of the Fund, accrued daily and paid monthly. The management fees cover the costs of managing the Fund, arranging for investment analysis, recommendations and investment decision making for the Fund, arranging for distribution of the Fund, marketing and promotion of the Fund and providing or arranging for other services.

The breakdown of services received in consideration of management fees for each series, as a percentage of the management fees, are as follows:

| | Management fees (%) | Dealer compensation (%) | Other† (%) |
|---|---|---|---|
| Series A | 1.00 | 11.9 | 88.1 |
| Series M | 0.10 | n/a | 100.0 |

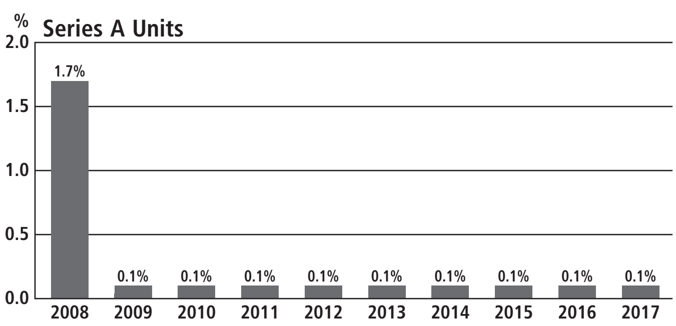
† Relates to all services provided by the Manager described above except dealer compensation.

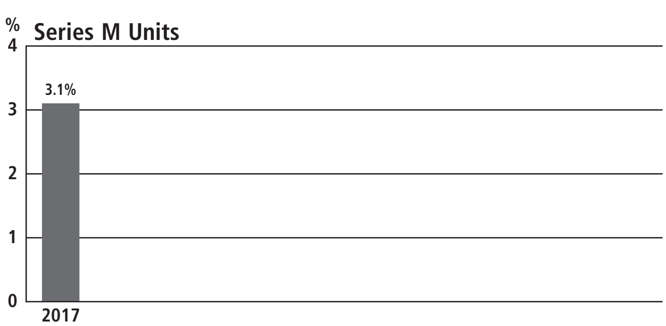
## Past Performance

The following shows the past performance for each series and will not necessarily indicate how the Fund will perform in the future. The information shown assumes that all distributions made by each series of the Fund in the periods shown were reinvested in additional units of the relevant series. In addition, the information does not take into account sales, redemption, distribution or other optional charges that would have reduced returns or performance.

### Year-by-Year Returns

The following charts show the performance for each series of the Fund and illustrate how performance has varied from year to year. The charts show, in percentage terms, how much an investment held on the first day of each calendar year would have increased or decreased by the last day of each calendar year for that series.




## Summary of Investment Portfolio

The Summary of Investment Portfolio may change due to ongoing portfolio transactions. A quarterly portfolio update is available to the investor at no cost by calling 1-800-268-9269, or by visiting www.scotiafunds.com, 60 days after quarter end, except for December 31, which is the calendar year end, when they are available after 90 days.

| By Asset Type | % of net asset value(1) |
|---|---|
| Short Term Bonds | 45.4 |
| Provincial Bonds | 21.9 |
| Promissory Notes | 15.1 |
| Commercial Paper | 14.0 |
| Federal Bonds | 2.7 |
| Other Net Assets (Liabilities) | 0.8 |
| Cash and Cash Equivalents | 0.2 |

### Top 25 Holdings

| Issuer | % of net asset value(1) |
|---|---|
| Province of Quebec 0.00% Jan 29, 2018 | 13.9 |
| Province of New Brunswick Canada 2.75% Jun 15, 2018 | 12.9 |
| Province of Ontario 1.20% Feb 14, 2018 | 8.9 |
| Export Development Canada 0.00% Jan 22, 2018 | 7.9 |
| Farm Credit Canada 0.00% Jan 08, 2018 | 6.1 |
| Fédération des caisses Desjardins du Québec (Floating Rate) 1.70% Jan 29, 2018 | 4.7 |
| National Bank of Canada (Floating Rate) 2.08% Dec 14, 2018 | 3.1 |
| Export Development Canada 1.00% Jun 15, 2018 | 2.7 |
| General Electric Co (Floating Rate) 2.05% Apr 02, 2018 | 2.5 |
| Bank of Nova Scotia (Floating Rate) 1.54% Jul 18, 2018 | 2.5 |
| Pfizer Inc. (Floating Rate) 1.62% Jun 15, 2018 | 2.1 |
| Bank of Montreal (Floating Rate) 1.90% Apr 09, 2018 | 2.0 |
| Bank of Montreal 2.00% Jul 18, 2019 | 1.8 |
| Royal Bank of Canada (Floating Rate) 1.58% Jul 30, 2018 | 1.7 |
| Toronto-Dominion Bank, The (Floating Rate) 1.99% Jan 22, 2019 | 1.6 |
| National Bank of Canada (Floating Rate) 1.35% Feb 13, 2018 | 1.6 |
| Canadian Imperial Bank of Commerce (Floating Rate) 1.23% Feb 27, 2018 | 1.6 |
| National Australia Bank Ltd. (Floating Rate) 1.79% Jul 23, 2018 | 1.6 |
| John Deere Capital Corporation (Floating Rate) 1.92% Jan 08, 2019 | 1.4 |
| American Honda Finance Corporation (Floating Rate) 1.60% Nov 19, 2018 | 1.4 |
| Wells Fargo Bank NA (Floating Rate) 1.82% Nov 28, 2018 | 1.3 |
| Toronto-Dominion Bank, The (Floating Rate) 1.44% Apr 30, 2018 | 1.3 |
| Toyota Motor Credit Corporation (Floating Rate) 1.19% Jan 12, 2018 | 1.2 |
| Toyota Motor Credit Corporation (Floating Rate) 1.48% Dec 24, 2018 | 1.2 |
| Royal Bank of Canada (Floating Rate) 1.66% Mar 15, 2019 | 1.2 |

(1) Based on the net asset value, therefore, weightings presented in the Schedule of Investments will differ from the ones disclosed above.

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