



Prospectus

July 2016

Relating to the continuous offering of Investment Shares (the “Shares”) of

Scotiabank Short-Term Income Fund Inc.,
Class A, AJ, AT, IJ, IT, IU and NU Shares

(an exempted company existing under the laws of the Cayman Islands)

The Trinidad and Tobago Securities and Exchange Commission has not in any way evaluated the merits of the securities offered hereunder and any representation to the contrary is an offence.

The Financial Services Commission of Jamaica (the “Commission”) does not pass upon the accuracy or adequacy of the information contained in this Prospectus. Any representation to the contrary will be deemed by the Commission to be a false and misleading statement.



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This prospectus contains information to help you make an informed investment decision and to help you understand your rights. It contains information about Scotiabank Short-Term Income Fund Inc. (the “Fund”), as well as the names of persons responsible for the organization and management thereof. You are encouraged to read this prospectus in its entirety, together with any addenda and supplements hereto, prior to making any investment decision.

GLOSSARY OF TERMS

“Administrator” means Scotiabank & Trust (Cayman) Ltd., in its capacity as administrator of the Fund, and any successor administrator.

“Affiliated Company(ies)” or **“Affiliate(s)”** means an affiliated body corporate or affiliated person as described below:

- (a)
 - (i) one body corporate is affiliated with another body corporate if one of them is the subsidiary of the other, or both are subsidiaries of the same body corporate, or each of them is controlled by the same person; and
 - (ii) if two bodies corporate are affiliated with the same body corporate at the same time, they are affiliated with each other;
- (b) a body corporate is the holding body corporate of another if that other body corporate is its subsidiary; and
- (c) a person that is not a body corporate or an individual is considered to be an affiliated person of another person, including a body corporate, if it is controlled by that other, provided that a person is controlled by another person, if
 - (i) in the case of a partnership, the second-mentioned person owns or holds more than fifty percent of the interest in the partnership; and
 - (ii) in the case of the first-mentioned person other than a body corporate, an individual, or a partnership, securities of the first-mentioned person carrying more than fifty percent of the interests in such person are held or owned, by or for the benefit of the second-mentioned person.

“Articles of Association” or **“Articles”** means the articles of association of the Fund, as amended and restated.

“authorized Brokers and Dealers” means authorized brokers and dealers as may be approved by the Board of Directors from time to time and a broker-dealer registered under the Securities Act, 2012 of Trinidad and Tobago, as applicable, and other applicable laws.

“Board of Directors” means the board of directors of the Fund.

“Business Day” means a day on which the New York Stock Exchange is open for business.

“CariCRIS” means the Caribbean’s regional credit rating agency of Caribbean Information & Credit Rating Services Limited.

“class” means a class of Shares of the Fund.

“Close of Business” see definition for “Cut Off Time”.

“Custodian” means a body corporate or corporation or such other person that may be appointed in its capacity as custodian in respect of the assets of the Fund from time to time.

“Custodian Agreement” means a custodian agreement dated April 29, 2014 between the Custodian and the Fund.

“Cut Off Time” means 4:00 pm in the United States Eastern Time Zone (for the avoidance of any doubt, being such time as New York City observes) on a day that the New York Stock Exchange is open for business or before the New York Stock Exchange closes for the day, whichever is earlier. All instructions should be received by the Manager electronically by this Cut Off Time. Accordingly, each Distributor can set an earlier cut off time for its clients to ensure that the Manager’s Cut Off Time is met.

“Dealing Day” means each Business Day or such other day or days as the Directors may from time to time prescribe.

“Directors” means persons duly appointed or elected from time to time as directors of the Fund.

“Distribution(s)” means income, whether in the form of capital gains, dividends or interest, earned by the Fund and distributed to their shareholders.

“Distributor” means any distributor or sub-distributor of the Fund.

“Fund” means Scotiabank Short-Term Income Fund Inc.

“Governance Share(s)” means shares in the authorized capital of the Fund designated as “Governance Shares”.

“Institutional Investors” means certain individual investors who make large investments (minimum of US\$500,000) in the Shares of the Fund, and who enter into an agreement directly with the Manager which identifies the management fees negotiated between the investor and the Manager.

“investment grade” refers to the investment quality of a debt security. In order to be considered an Investment Grade debt security, the security must be rated ‘BBB-’ or higher by Standard & Poor’s, or ‘CariBBB-’ or higher by the CariCRIS regional ratings scale.

“Investment Shares” has the same meaning as **“Shares”**.

“J Dollar(s)” and **“J\$”** means the lawful currency of Jamaica.

“management fee” means an annual fee charged to the Fund on certain classes of Shares or, in the case of Class IJ, Class IT and Class IU Shares, to a holder of such Shares, by the Manager for services provided. The fee is calculated as a percentage of the net asset value of the respective class of Shares.

“Manager” means Scotiabank & Trust (Cayman) Ltd. in its capacity as manager of the Fund, and any successor manager.

“Memorandum of Association” means the memorandum of association of the Fund, as amended from time to time.

“net asset value” or **“NAV”** means the net asset value of the Fund or a particular class of Shares of the Fund calculated as the market value of all assets less all liabilities of the Fund or class of Shares of the Fund on a Dealing Day.

“net asset value per Share” means the net asset value of an individual Share of the Fund, calculated as the market value of all assets of the class of Shares of the Fund to which such Share belongs less all liabilities of the class and divided by the number of Shares in that class.

“Prospectus” means this prospectus as amended, supplemented or restated.

“Portfolio Manager” means the portfolio manager of the Fund and any successor portfolio manager.

“Redemption Request” means a request made by or on behalf of a shareholder in writing or in such other manner as may be acceptable to the Manager to redeem the Shares held by or on behalf of a shareholder in the Fund.

“Settlement Date” means the date by which the transfer of cash or payment for assets (or vice-versa) must be completed for an executed order.

“Shares” means shares in the authorized capital of the Fund designated as “Investment Shares” and offered pursuant to this Prospectus.

“shareholder” means a person who is registered on the register of shareholders of the Fund as the holder of a Share or Shares of the Fund.

“Sub-Administrator” means the sub-administrator of the Fund and any successor sub-administrator.

“Sub-Administration Agreement” means a sub-administration agreement dated April 29, 2014 between the Sub-Administrator, the Manager and the Fund.

“Subscription Form” means the form completed by a subscriber to acquire Shares of the Fund.

“TT Dollar(s)” and **“TT\$”** means the lawful currency of Trinidad and Tobago.

“underlying funds” means other mutual funds into which the Fund invests.

“US Dollar(s)” and **“US\$”** means the lawful currency of the United States of America.

MANAGEMENT AND ADMINISTRATION DIRECTORY

SERVICE PROVIDER	NAME, FORMATION AND CONTACT INFORMATION
REGISTERED AND PRINCIPAL OFFICE OF THE FUND IN THE CAYMAN ISLANDS	<p>At the offices of Scotiabank & Trust (Cayman) Ltd., located at P.O. Box 501, George Town, The Bank of Nova Scotia Building, Cardinall Avenue, Grand Cayman, Cayman Islands www.scotiabank.com/ky Email: scotiabank.mutualfunds@scotiabank.com Tel: (345) 949-7666 Fax: (345) 949-7097</p>
ADMINISTRATOR	<p>Scotiabank & Trust (Cayman) Ltd., company established under the laws of the Cayman Islands with effect from October 26, 1965</p> <p>P.O. Box 501, George Town, The Bank of Nova Scotia Building, Cardinall Avenue, Grand Cayman, Cayman Islands www.scotiabank.com/ky Email: scotiaci@candw.ky Tel: (345) 949-7666 Fax: (345) 949-7097</p>
SUB-ADMINISTRATOR, REGISTRAR AND TRANSFER AGENT	<p>State Street Cayman Trust Company, Ltd., trust company organized under the laws of the Cayman Islands on June 6, 1985</p> <p>45 Market Street - Suite #3206A Gardenia Court, Camana Bay P. O. Box 31113 Grand Cayman KY1-1205 Cayman Islands, BWI www.Statestreet.com Email: information@statestreet.com Tel: (345) 949-6644 Fax: (345) 949-3181</p>
MANAGER AND DISTRIBUTOR	<p>Scotiabank & Trust (Cayman) Ltd., company established under the laws of the Cayman Islands with effect from October 26, 1965</p> <p>P.O. Box 501, George Town, The Bank of Nova Scotia Building, Cardinall Avenue, Grand Cayman, Cayman Islands www.scotiabank.com/ky Email: scotiaci@candw.ky Tel: (345) 949-7666 Fax: (345) 949-7097</p>

PORTFOLIO MANAGER	<p>1832 Asset Management L.P., limited partnership formed under the laws of the Province of Ontario on June 24, 2009</p> <p>Dynamic Funds Tower 1 Adelaide St. East, 28th Floor Toronto, Ontario M5C 2V9 Email: scotiabank.mutualfunds@scotiabank.com Tel: (416) 350-3250 Fax: (416) 350-5124</p>
CUSTODIAN	<p>State Street Bank and Trust Company, trust company organized under the laws of the Commonwealth of Massachusetts, United States of America, in 1891</p> <p>225 Franklin Street Boston, Massachusetts 02110 United States of America www.Ssga.com Email: information@statestreet.com Tel: (617) 786-3000 Fax: (617) 654-3386</p>
AUDITOR	<p>PricewaterhouseCoopers Cayman Islands, partnership registered in the Cayman Islands on July 1, 1998</p> <p>18, Forum Lane, Camana Bay, George Town, Grand Cayman BWI Cayman Islands www.pwc.com/ky Email: info@ky.pwc.com Tel: (345) 949-7000 Fax: (345) 949-7352</p>
ATTORNEYS AT LAW (CAYMAN ISLANDS) AND LISTING AGENT TO THE FUND ON THE CAYMAN ISLANDS STOCK EXCHANGE	<p>Campbells, Attorneys-at-Law, partnership formed on October 1, 1970 and practicing under an operational license issued pursuant to the Legal Practitioners Law (Revised)</p> <p>Floor 4, Willow House, Cricket Square P.O. Box 884, Grand Cayman KY1-1103 Cayman Islands www.campbellslegal.com Tel: (345) 949-2648 Fax: (345) 949-8613</p>

INTRODUCTION

General

This document is the Prospectus for the offering of Shares of Scotiabank Short-Term Income Fund Inc. The Fund was incorporated under the laws of St Lucia and on or around the date of this Prospectus transferred by way of continuation to be an exempted company validly existing in the jurisdiction, and pursuant to the laws of, the Cayman Islands.

If you are in any doubt about the contents of this Prospectus, you should consult your stockbroker, bank manager, attorney, accountant or other financial advisor. The contents of this Prospectus are not to be construed as a recommendation or advice to any prospective investor in relation to the subscription, purchase, holding or disposition of Shares. Prospective investors should consult their professional advisors accordingly.

No authorized Distributor, sales agent or other person has been authorized to provide any information or to make any representations, whether orally or in writing, other than as described in this Prospectus. Any other information given or representations made by any person must be regarded as unauthorized. Any distribution or reproduction of all or any part of this Prospectus, or the divulgence of its contents other than as specifically set forth herein, is unauthorized.

A decision to subscribe for Shares should be made on the basis of the information contained in this Prospectus and the documents available for inspection specified herein, copies of which may be obtained from the Manager in the Cayman Islands or its duly appointed agents. Neither the delivery of this Prospectus nor the issue of Shares shall imply that there has been no change in the affairs of the Fund since the date of this Prospectus.

The value of Shares is subject to the performance of the investments of the Fund and as these investments are subject to prevailing and unanticipated economic, political and social conditions, the value of such Shares may fall as well as rise. **Past performance of the Fund is not necessarily a guide as to how the Fund will perform in the future, as economic conditions do not remain constant and are subject to change.**

No application has been made for the Fund to be listed on any stock exchange, save for the Cayman Islands Stock Exchange, and the Directors of the Fund do not anticipate that there will be an active secondary market in the Shares. Application has been submitted for the following classes of Shares of the Fund to be admitted to the official list of the Cayman Islands Stock Exchange:

Fund Name	Class of Shares	ISIN
Scotiabank Short-Term Income Fund	Class A Shares	LCP8537Y1039
	Class IU Shares	LCP8537Y1112
	Class NU Shares	LCP8537Y1294

Admission of Class A, Class IU and Class NU Shares of the Fund to the official list of the Cayman Islands Stock Exchange occurred on May 14, 2014.

An application to list other classes of Shares of the Fund that are issued or to be issued under this Prospectus may be submitted to the Caymans Islands Stock Exchange at a later date.

This Prospectus includes information given in compliance with the Listing Rules of the Cayman Islands Stock Exchange. The Manager and the Directors of the Fund, collectively and individually, accept full responsibility for the accuracy of the information contained in this Prospectus and confirm, having made reasonable enquiries, that to the best of their knowledge and belief there are no facts the omission of which would make any information or statement within this document misleading. The Cayman Islands Stock Exchange takes no responsibility for the contents of this Prospectus, makes no representations as to its accuracy or completeness, and expressly disclaims any liability whatsoever for any loss arising from or in reliance upon any part of this document.

This Prospectus does not purport to be, and should not be construed as, a complete description of the Articles of Association of the Fund. The Articles of Association of the Fund should be reviewed for complete information concerning the rights, privileges and obligations of their shareholders.

Certain information contained in this Prospectus may constitute “forward-looking statements”, which can be identified by the use of forward-looking terminology such as “may”, “will”, “should”, “expect”, “anticipate”, “estimate”, “intend”, or “believe” or the negatives thereof or other variations thereon or comparable terminology. Due to various risks and uncertainties, including those described under the heading “Risk Factors” later in this document, actual events or results or the actual performance of the Fund may differ materially from those reflected or contemplated in such forward-looking statements.

Any person wishing to subscribe for Shares should satisfy himself or herself that, in doing so, he or she complies with the laws of any relevant country, and that he or she obtains any requisite governmental or other consents and observes any other applicable requirements.

Subscribers of Shares should inform themselves as to (a) the possible tax consequences, (b) the legal requirements, and (c) any foreign exchange restrictions or exchange control requirements which they might encounter under the laws of the countries of their citizenship, residence, incorporation or domicile and which might be relevant to the subscription, holding or disposal of Shares. In making a decision whether to subscribe for Shares in the Fund, subscribers must rely on their own examination of the person or entity creating the securities and the terms of the offering, including the merits and risks involved. No information or advice herein contained shall constitute advice to a prospective shareholder in respect of his, her or its personal position.

Campbells acts as Cayman Islands counsel to the Fund, the Administrator and the Manager (collectively, the “Parties”). The Fund does not have Cayman Islands counsel separate and independent from counsel to the Administrator and the Manager. Campbells does not represent shareholders of the Fund and no independent counsel has been retained to act on behalf of shareholders. Campbells is not responsible for any acts or omissions of the Parties (including their compliance with any guidelines, policies, restrictions or applicable law, or the selection, suitability or advisability of their investment activities) or any administrator, accountant, custodian/prime broker or other service providers to the Parties. This Prospectus was prepared based on information furnished by the Manager; Campbells has not independently verified such information.

It is important to note that the Shares of the Fund are not guaranteed or insured by any authority. The Fund owns different types of investments depending on their investment objectives. The value of these investments may change from day to day, reflecting changes in interest rates, economic conditions and news about issuers whose securities are held in the Fund. As a result, the value of the Shares in the Fund may go up or down and the value of your investment in the Fund may be more or less when you redeem than when you subscribe for it. Please see the investment objective and strategies for the Fund and an outline of potential risk factors later in this document for further details.

Distribution

This Prospectus does not constitute an offer or solicitation in any jurisdiction in which such offer or solicitation would be unlawful.

United States

Shares of the Fund have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**1933 Securities Act**”) or under the securities laws of any State of the United States of America (the “**United States**”), and may not be offered or sold in the United States or to, or for the account or the benefit of, U.S. persons (as such term is defined in Regulation S under the 1933 Securities Act). By subscribing for Shares, subscribers will be deemed to have declared that they are not a U.S. person and are not subscribing for Shares for the account or benefit of any U.S. person. The Fund has not been and will not be registered as an “investment company” with the U.S. Securities and Exchange Commission under the Investment Company Act of 1940, as amended.

Canada

Shares of the Fund will not be offered, sold, or delivered, directly or indirectly, in Canada, or to, or for the benefit of, any resident thereof, in contravention of the securities laws of Canada or any Province or Territory thereof. By subscribing for Shares, subscribers will be deemed to have declared that they are not a resident of Canada and are not subscribing for Shares on behalf of any resident of Canada.

Other

The distribution of this Prospectus and the offering of Shares of the Fund may be restricted in certain other jurisdictions and it is the responsibility of any person in possession of this Prospectus to inform himself of, and to observe, all applicable laws and regulations. Subscribers for Shares should inform themselves of the legal requirements so applying and any applicable exchange control regulations and applicable taxes in the countries of their citizenships, residence or domicile.

STRUCTURE

Organization

The Fund was incorporated as an international business company in February 2014 under the laws of St Lucia. On or around the date of this Prospectus the Fund was transferred by way of continuation to the Cayman Islands pursuant to the laws of that jurisdiction and is now validly existing in the Cayman Islands as an exempted company. The Fund is registered as an administered mutual fund under the Mutual Funds Law of the Cayman Islands.

The Memorandum of Association and Articles of Association of the Fund are available for inspection at the offices of the Manager in the Cayman Islands during normal business hours. Copies of constitutional documents of the Fund are also available upon request.

Share Capital

The authorized share capital of the Fund consists of 100 fully paid Governance Shares of par value US\$1.00 each and 100,000,000 Shares of par value US\$0.01 each. See “Capitalization” later in this document for further information on the authorized share capital of the Fund and the rights attached to the Shares and Governance Shares of the Fund. The Fund may offer Shares in different classes as described below.

The Directors have adopted resolutions to approve the creation of the classes of Shares described in this Prospectus. Class A, IU and NU Shares of the Fund are offered for sale to eligible investors as of the date of this Prospectus. Class AJ, AT, IJ and IT Shares of the Fund will be offered for sale to eligible investors pursuant to this Prospectus at a later date. Please check with an authorized Distributor which classes of Shares are available for purchase at this time in your jurisdiction.

The Directors of the Fund may further establish one or more classes of Shares for the Fund. Each class may have terms that differ from those governing the other classes, without obtaining the consent of the shareholders of the Fund. Any new class of Shares may be denominated in a different currency. Each class will bear the expenses and liabilities directly attributable to that class and a portion of the Fund’s general administrative expenses allocated on the basis of total net assets or another equitable method. The net asset value of each class is calculated separately; however, there is a risk that the expenses or liabilities of one class of Shares may affect the value of the other classes. See “Cross Class Risk” in *Risk Factors – Specific Risks of Mutual Funds* later in this document.

The Directors of the Fund have the power to create, by Directors’ resolution, additional currency purchase options for Shares in the future. Any new class of Shares may be denominated in a different currency.

A shareholder’s interest in the Fund is limited to the assets held in the Fund associated with the class of Shares in which the shareholder holds his, her or its Shares. There are no option rights that have been granted by the Fund over the Shares.

Description of Classes of Shares

The Fund offers multiple classes of Shares. The Fund currently offers Class A, IU and NU Shares denominated in US Dollars. Class AJ and IJ Shares denominated in J Dollars and Class AT and IT Shares denominated in TT Dollars may be offered to eligible investors at a later date. The Subscription Form for the Fund will identify what classes of the Fund are available for purchase at this time in your jurisdiction.

Each class of Shares is intended for different kinds of investors:

- (a) Class A Shares, denominated in US Dollars, are available to all investors.
- (b) Class AJ Shares, denominated in J Dollars, are available to all investors.
- (c) Class AT Shares, denominated in TT Dollars, are available to all investors.
- (d) Class IJ Shares, denominated in J Dollars, are only available to eligible Institutional Investors.
- (e) Class IT Shares, denominated in TT Dollars, are only available to eligible Institutional Investors.
- (f) Class IU Shares, denominated in US Dollars, are only available to eligible Institutional Investors.
- (g) Class NU Shares, denominated in US Dollars, are generally only available to investors who have accounts with authorized Brokers and Dealers.

If you cease to satisfy criteria for holding a class of Shares of the Fund, the Manager may switch such class into another class of Shares of the Fund as appropriate.

Each class of Shares of the Fund may have different management fees. You will find information about the management fees applicable to each class of Shares under “Fees and Expenses” later in this document.

OFFERING OF THE FUND

Fund Profile

This fund profile provides specific information about the Fund, its particular investment objective, investment strategies and suitability. Investing in the Fund should not be considered a complete or balanced investment program.

Scotiabank Short-Term Income Fund

Fund Details

Nature of Securities Offered:	Class A, Class AJ, Class AT, Class IJ, Class IT, Class IU and Class NU Shares
Inception Date of the Fund:	April 29, 2014
Currency:	US\$ - Class A, Class IU and Class NU Shares J\$ - Class AJ and Class IJ Shares TT\$ - Class AT and Class IT Shares
Portfolio Manager:	1832 Asset Management L.P.

Investment Objective

The Fund seeks to provide income that is consistent with prevailing U.S. bond yields with the potential for capital gains by investing primarily in short-term corporate and government fixed income securities.

Before a change is made to the fundamental investment objective of the Fund, the prior approval of shareholders is required.

Investment Strategies

The Portfolio Manager seeks to achieve the investment objectives of the Fund by:

- investing primarily in U.S. corporate and government fixed income securities. Investments may also be made in non U.S. fixed income securities and other fixed income securities that include, but are not limited to, floating rate notes, asset backed securities and mortgage backed securities;

- maintaining a weighted average term to maturity that will not exceed five years;
- maintaining a weighted average duration that will not exceed two years;
- investing primarily in investment grade securities and maintaining an average credit rating of at least BBB- by the Standard & Poor's, or an equivalent rating agency. Investments may also be made in non-investment grade securities; and/or
- using derivatives such as options, futures, forwards and swaps to adjust the average duration, to adjust credit risk, to gain or reduce exposure to income producing securities and to hedge against changes in interest rates and foreign currency exchange rates.

The Portfolio Manager will use fundamental credit research to select companies that, based on the Portfolio Manager's view on the company's industry and growth prospects, are believed to offer attractive risk adjusted returns. The Portfolio Manager will seek diversification by industry, sector and geographic region and will rely on its in-depth fundamental credit research, view of market trends, analysis of the company's competitive position, and review of the return relative to the company's risk and general market conditions, to select securities of the Fund.

The Fund may temporarily hold a portion of its assets in cash or money market instruments while seeking investment opportunities or for defensive purposes. Cash may be held by the Fund as cash, or otherwise invested overnight or in short-term securities such as bank deposits or other money market securities.

Risk Factors

The Fund is subject to the following risks:

- asset-backed and mortgage backed securities risk
- class risk
- credit risk
- currency risk
- derivatives risk
- foreign investment risk
- fund-of-funds risk
- interest rate risk
- issuer specific risk
- large transaction risk
- liquidity risk

For additional information on these risks, please see "Risk Factors – Specific Risks of Mutual Funds" later in this document.

Suitability

This Fund may be suitable for investors who:

- want steady income by investing in short-term fixed income securities;
- can accept low to medium risk; and
- are investing for the short to medium term.

The Fund may be suitable for investors with low to medium tolerance for risk and a short to medium- term investment horizon. The level of risk and the investment horizon associated with any particular investment depends largely on your own personal circumstances and considerations. You should consult your personal investment profile, consult your financial advisor and read the more detailed explanation of risk under the heading "Risk Factors – Specific Risks of Mutual Funds" later in this document before making a decision whether this Fund is suitable for you.

Distribution Policy of the Fund

The Fund will only distribute income and/or capital gains when determined by the Board of Directors of the Fund. It is anticipated that the Fund will distribute a percentage or all of its net earned income, as determined by the Board of Directors of the Fund, at the end of each month. It is anticipated that the Fund will distribute a percentage or all of its

realized capital gains by the end of December of each calendar year. Distributions will be automatically reinvested in additional Shares of the Fund, unless you, by written request to the Manager or its agent, elect to receive cash payment by electronic transfer to your bank account. For more information, see “Distribution Policy” later in this document.

Investment restrictions

The Fund is not permitted to:

- purchase a security of an issuer, if immediately after the purchase, the Fund would hold securities representing more than 10% of the votes attaching to the outstanding voting securities of that issuer, or the outstanding equity securities of that issuer; or
- purchase a security for the purpose of exercising control or direction over, or control or direction over the management of, the issuer of the security.

In the event that any limitation or restriction applicable to the Fund is at any time exceeded, for whatever reason, all such steps that are necessary to remedy the situation, shall be taken within a reasonable period of time thereafter.

Prior approval of the shareholders of the Fund will be required to change the fundamental investment objective of the Fund. Except when prohibited by law or the applicable listing rules, the investment strategies or restrictions of the Fund may be altered by written resolution of the Board of Directors of the Fund, without the consent of the shareholders of the Fund. In the event of such alteration, the Fund will give at least 30 days’ prior written notice of an impending change to its shareholders in the form of a modification of or, supplement to, or restatement of, this Prospectus.

Borrowing and Use of Leverage

The Fund will not undertake any borrowings (cash or otherwise) or provide security interest over any of its portfolio assets unless the transaction is temporary and is for the purpose of accommodating requests for the redemption of Shares of the Fund while the Fund effects an orderly liquidation of portfolio assets, or to permit the Fund to settle portfolio transactions and, after giving effect to all permitted borrowings the outstanding amount of all borrowings of the Fund shall not exceed five percent of the portfolio assets of the Fund at market value at the time of borrowing. For the purposes of this section, a transaction shall be deemed to be temporary if the borrowing is repaid within six months from the date of the borrowing.

RISK FACTORS

What are the Risks of Investing in a Mutual Fund?

Risk is often measured by volatility or the extent to which the net asset value of a mutual fund fluctuates. The value of the Fund’s shares can change from day to day for many reasons, including changes in the economy, interest rates, and market news affecting a particular company or industry sector, which the fund may be invested in.

The degree of risk depends on the fund’s investment objectives and the types of securities it invests in. A general rule of investing is that the higher the risk, the higher the potential returns.

- Cash equivalent funds - usually offer the least risk as they invest in highly liquid, short-term investments such as treasury bills. Their potential returns are tied to short-term interest rates. At this time, no cash equivalent funds are offered under this Prospectus.
- Bond funds - generally have a medium level of risk as they invest in fixed income securities that fluctuate in value based on changes in interest rates or in the credit quality of the issuer of these bonds. Bond funds typically have higher long-term returns than cash equivalent funds.
- Equity funds - have the highest level of risk as they invest in equity securities, such as common shares, whose prices can rise or fall significantly in a short period of time.

Managing Risk

One way to manage risk is to diversify investments across the three main asset classes: cash, bonds and equities. Since different types of investments tend to move independently from one another, positive performance in one asset class may

help offset negative performance in another, thereby reducing a diversified portfolio's volatility and overall risk over the long-term. However, there can be no guarantee such an approach will mitigate risk.

While risk is an important factor to consider when choosing a mutual fund, you should also consider your investment goals and time horizon (i.e. when you will need the money). For example, if you are saving for a large purchase over the short term, you should consider investing in a fund with very low risk. However, if you want your retirement savings to grow over the long term, you should likely put more of the money in funds bearing more risk.

A carefully chosen mix of investments can help reduce risk and still help meet investment goals. A mutual fund representative can assist you in building a portfolio that is suited to your goals and risk comfort level. If your investment goals or tolerance for risk change, you can, and should, change your investments to match your new situation.

Specific Risks of Mutual Funds

Outlined below are some of the most common risks associated with investing in the Fund. To the extent that the Fund invests in underlying funds, it has the same risks as the underlying funds. Accordingly, any reference to the Fund in this section is intended to also refer to any underlying funds that the Fund may invest in.

Asset-Backed and Mortgage-Backed Securities Risk

Asset-backed securities are debt obligations that are backed by pools of consumer or business loans. Mortgage-backed securities are debt obligations backed by pools of mortgages on commercial or residential real estate. If there are changes in the market perception of the issuers of these types of securities, or in the creditworthiness of the parties involved, then the value of the securities may be affected. In the use of mortgage-backed securities, there is also a risk that there may be a drop in the interest rates charged on mortgages, a mortgagor may default on its obligations under a mortgage, or there may be a drop in the value of the property secured by the mortgage.

Class Risk

The Fund is available in multiple classes of Shares. All classes of Shares of the Fund share in the common expenses of the Fund. However, expenses applicable to a particular portfolio investment, such as brokerage and interest expenses, and other obligations, are allocated to the relevant class and paid out of the investments and other assets attributable to that class. Although the value of each class is calculated separately, there is a risk that the expenses or liabilities of one class may affect the value of the other classes in the Fund. The Fund as a whole is legally responsible for all the expenses and other obligations of all of its classes. If there are not enough assets attributable to a class to pay its expenses and obligations, assets attributable to the other classes will be used to pay such expenses and other obligations. In such circumstances, the Share price of the other classes will decline by their proportionate share of the shortfall.

Credit Risk

To the extent that the Fund invests in fixed income securities, debt securities (including mortgages) or mortgage-backed securities, it will be sensitive to credit risk. Credit risk is the risk that a company, the government or a governmental agency that issued a fixed income or money market security will be unable to make interest payments or pay back the principal. Securities that have a low credit rating have higher credit risk. Lower-rated debt securities issued by companies, governments or governmental agencies in developing countries generally have higher credit risk. Securities issued by well-established companies or by governments or governmental agencies of developed countries generally have lower credit risk. The market value of a debt security can be affected by a change in the issuer's credit rating resulting from a change in the creditworthiness, or perceived creditworthiness, of the issuer. Credit ratings may change over time. Please see "Foreign Investment Risk" later in this document in the case of investments in foreign government debt.

Currency Risk

When the Fund buys or holds an investment that is denominated in a currency other than US dollars, changes in the exchange rate between that foreign currency and the US dollar will affect the value of the Fund.

Derivatives Risk

To the extent that the Fund uses derivatives, it will be sensitive to derivatives risk. Derivatives can be useful for hedging against losses, gaining exposure to financial markets and making indirect investments, but they involve certain risks:

- Hedging with derivatives may not achieve the intended result. Hedging instruments rely on historical or anticipated correlations to predict the impact of certain events, which may or may not occur. If they occur, they may not have the predicted effect.
- It is difficult to hedge against trends that the market has already anticipated.
- Costs relating to entering and maintaining derivatives contracts may reduce the returns of the Fund.
- A currency hedge will reduce gains in the event that the hedged currency increases in value.
- Currency hedging can be difficult in smaller emerging growth countries because of the limited size of their markets.
- Currency hedging provides no protection against changes in the value of the underlying securities.
- There is no guarantee that a liquid exchange or market for derivatives will exist. This could prevent the Fund closing out its positions to realize gains or limit losses. At worst, the Fund might face losses from having to settle underlying futures contracts.
- The prices of derivatives can be distorted if trading in their underlying assets is halted. Trading in the derivative might be interrupted if trading is halted in a large number of the underlying stocks or assets. This would make it difficult for the Fund to close out its positions.
- Derivatives trading on foreign markets may take longer and be more difficult to complete. Derivatives on foreign markets are subject to foreign investment risk.
- The counterparty in a derivatives contract might not be able to meet its obligations. When using derivatives, a mutual fund relies on the ability of the counterparty to the transaction to perform its obligations. In the event that a counterparty fails to complete its obligations, the mutual fund may bear the risk of loss of the amount expected to be received under options, forward contracts or other transactions in the event of the default or bankruptcy of a counterparty.
- Investment dealers and futures brokers may hold the Fund's assets on deposit as collateral for a derivative contract. As a result, someone other than the Fund's custodian is responsible for the safekeeping of that portion of the Fund's assets. Where the assets of the Fund are not held by a dealer or broker on a segregated basis, the assets may be subject to the counterparty risk described in the immediately preceding paragraph.
- The regulation of derivatives is a rapidly changing area of law and is subject to modification by government and judicial action. The effect of any future regulatory changes may make it more difficult, or impossible, for the Fund to use certain derivatives.

Foreign Investment Risk

Investments in foreign companies, securities and governments are influenced by economic and market conditions in which the governments or companies operate. To the extent the Fund invests in securities of foreign companies or governments (collectively, "**foreign issuers**"), it may be subject to additional risk, including the following:

- The economic environment or the particular economic, political, social or legal factors of a country or geographic region in which the foreign issuer operates may impact the value of its securities.
- Volume, liquidity and price volatility in some foreign stock and bond markets may vary due to the differences in reporting practices and disclosure requirements.
- Stock exchanges, listed companies and investment dealers in foreign countries may be less regulated or have different regulations and reporting practices relative to an investor's local market.
- It can be difficult to trade foreign securities solely through foreign securities markets as they can be less liquid and, due to lower trading volumes, more volatile than securities of comparable issuers traded in investor's local market.
- The extent of foreign reserves and the availability of sufficient foreign exchange may affect the ability of a foreign issuer to meet its obligations.
- Political and social instability, restrictions on the movement of capital and the threat of expropriation or nationalization, can affect the value of investments.

These and other risks can contribute to larger and more frequent price changes among foreign investments.

Fund-of-Funds Risk

The Fund may invest in securities of underlying mutual funds, including underlying funds managed by the Manager or an affiliate or associate of the Manager. The proportions and types of underlying funds held by the Fund will vary according to the risk and investment objectives of the Fund. If the Fund invests in an underlying fund, the risks associated with investing in that underlying fund include the risks associated with the securities in which the underlying fund invests, along with the other risks of the underlying fund. Accordingly, the Fund takes on the risk of an underlying fund and its respective securities in proportion to its investment in that underlying fund.

To the extent that the Fund invests in underlying funds it has the same risks as the underlying funds. If an underlying fund suspends redemptions, the Fund that invests in the underlying fund may be unable to value part of its portfolio and may be unable to process redemption orders.

Interest Rate Risk

The Fund invests in fixed income securities, such as bonds, mortgages and money market instruments, and is sensitive to changes in interest rates. In general, when interest rates are rising, the value of these investments tends to fall. When rates are falling, fixed income securities tend to increase in value. Fixed income securities with longer terms to maturity are generally more sensitive to changes in interest rates. Certain types of fixed income securities permit issuers to repay principal before the security's maturity date. There is a risk that an issuer will exercise this prepayment right after interest rates have fallen and a fund that hold these fixed income securities will receive payments of principal before the expected maturity date of the security and may need to reinvest these proceeds in securities that have lower interest rates.

Issuer-Specific Risk

The market value of an individual issuer's securities can be more volatile than the market as a whole. As a result, if a single issuer's securities represent a significant portion of the market value of the Fund's assets, changes in the market value of that issuer's securities may cause greater fluctuation in the Fund's unit value than would normally be the case. If less diversified, the Fund may also suffer from reduced liquidity if a significant portion of its assets is invested in any one issuer. In particular, the Fund may not be able to easily liquidate its position in the issuers as required to fund redemption requests.

Large Transaction Risk

Shares of the Fund may be purchased in a large number by an entity or entities such as another investment fund. These types of shareholders may make large purchases or redemptions of the Fund. In the case where an entity purchases a large number of Shares, the Fund may temporarily have a higher than normal cash position until this cash can be invested. In the case of a large redemption, the Fund may be required to sell existing investments at unfavorable prices if it does not have enough cash on hand to fund the redemption. In order to mitigate the impact of this risk to shareholders, the Fund may require large shareholders to provide notice when significant redemptions are being contemplated.

Liquidity Risk

Liquidity is a measure of how quickly an investment can be sold for cash at a fair market price. Liquidity risk is the possibility that the Fund will not be able to convert its investments into cash when it needs to, or will not be able to do so without causing the price of the investments to drop. Some securities are illiquid because of legal restrictions, the nature of the investment itself, settlement terms, a shortage of buyers or sellers, or other reasons. Generally, investments with lower liquidity tend to be subject to more dramatic price changes and this may subject the holder to losses or additional costs. Investments in underlying funds are often subject to restricted transferability, partially gated redemptions, or suspension of redemptions, which significantly increases liquidity risk.

MANAGEMENT AND SERVICE PROVIDERS

Scotiabank Group

The Bank of Nova Scotia (“**Scotiabank**”) is a leading financial services provider in over 55 countries and Canada’s most international bank. It is a Schedule I bank chartered under the Bank Act (Canada). Scotiabank’s registered office is located at 1709 Hollis Street, Halifax, Nova Scotia, B3J 3B7 Canada and its executive offices are at Scotia Plaza, 44 King Street West, Toronto, Ontario, M5H 1H1 Canada. The Manager is indirectly owned by Scotiabank and is a member of the Scotiabank Group (as defined below).

Scotiabank, together with its affiliates, officers, employees and agents (the “**Scotiabank Group**”), is engaged in wholesale and retail banking, lending, equity investing, financial and merger and acquisition advisory, underwriting, investment management, brokerage, trustee, custodial and similar activities on a world-wide basis. In addition, members of the Scotiabank Group, including the Manager, may manage other funds with objectives identical or similar to or overlapping those of the Fund. In the course of engaging in these activities, members of the Scotiabank Group may compete with the Fund or provide financing or other services to competitors of the Fund. Members of the Scotiabank Group will be under no obligation to refer any opportunity to the Fund, or refrain from investing in, or providing advice or services to others with respect to any such opportunity. Members of the Scotiabank Group have relationships with a significant number of clients and provide, and will in the future provide, advisory services to its clients.

In the course of considering the execution of any transaction on behalf of the Fund, the Manager and/or the Portfolio Manager, as applicable, may consider a client relationship and may choose not to execute any such transaction for the Fund on account of any such client relationship. In providing services to other clients, a member of the Scotiabank Group may recommend actions that would compete with or otherwise adversely affect the Fund. Members of the Scotiabank Group may from time to time come into the possession of information that could preclude the Manager and/or the Portfolio Manager from taking an action that would be in the best interests of the Fund. In addition, members of the Scotiabank Group have in the past sponsored or advised, and in the future may sponsor or advise, clients that may acquire interests in, provide financing to or otherwise deal with entities, the securities of which may be acquired, held or disposed of by the Fund. Such securities may be, or have been, underwritten, distributed or placed by a member of the Scotiabank Group. A member of the Scotiabank Group may, in certain circumstances, be selling an asset in circumstances in which the Fund is acquiring or retaining the same asset, acquire or dispose of an asset, or take or refrain from taking an action that may adversely affect the Fund.

Furthermore, the Fund may from time to time acquire and hold assets, deposits and investments underwritten, promoted, issued, sold or distributed by a member of the Scotiabank Group.

In certain circumstances, there may be foreign exchange transactions where Scotiabank Group members act as counterparty. In such cases, the Scotiabank Group counterparty may take a reasonable spread or commission on these transactions.

Other transactions may occur where Scotiabank Group members broker or effect such transactions on reasonable, commercial-term basis where a spread or commission is taken by such other members.

It is intended that all such transactions would be undertaken on economic terms consistent with market pricing.

It should also be recognized that the terms upon which the Manager and the Portfolio Manager were appointed have not been negotiated at arm’s length.

The Articles generally do not restrict any actions taken by Scotiabank or its affiliates. Accordingly, no assurance can be given that potentially suitable investments of which Scotiabank may become aware will be offered to the Fund, nor is there any assurance that suitable investments will not be acquired by Scotiabank or other Scotiabank clients.

The foregoing is not an exhaustive list of potential conflicts associated with the other activities of the Scotiabank Group, and there is no assurance that actions of members of the Scotiabank Group, or their respective clients, will not adversely affect the Fund.

Directors

The Directors of the Fund are as follows:

Name, Country of Residence and Address	Position held with Scotiabank Group
<p>Sloane Muldoon Cayman Islands 6 Cardinal Avenue P.O. Box 689 Grand Cayman KY1-1107 Cayman Islands, BWI</p>	<p>Managing Director, Scotiabank & Trust (Cayman) Ltd. Ms. Muldoon has over 22 years of progressive experience in operations management, branch management, district and regional banking, commercial banking and executive project office. During this time, Ms. Muldoon held various positions with Scotiabank, including most recently, Vice President, Agriculture, Commercial Banking. Ms. Muldoon has experience with profitable execution of business objectives, leadership of large groups of people (400+) in remote locations, strategic project work with exposure to International Banking and development of talent and effective performance management, to name a few. Ms. Muldoon has also participated in the Canadian Caribbean Emerging Leadership Dialogue.</p>
<p>Chester Hinkson St. Lucia 20 Micoud Street Castries, St. Lucia</p>	<p>General Manager and Country Head Scotiabank, St. Lucia Mr. Hinkson has over 35 years of banking experience and has worked in numerous countries where he held various senior banking positions including the Bahamas, Guyana, Grenada, Canada and his homeland Castries, St. Lucia where he currently holds the position as General Manager and Country Head of The Bank of Nova Scotia. Mr. Hinkson who served as President of The Bankers Association of St. Lucia, is also an executive member of The St. Lucia Chamber of Commerce, Director of Eastern Caribbean Institute of Bankers and Commissioner of The St. Lucia Salaries Review Commission appointed by the Governor General to represent the public. Mr. Hinkson holds a Bachelor of Commerce Degree in Financial Services (BComm), and the Financial Advisor Designate from Institute of Canadian Bankers (PFP). He is a Director, Membership of the Rotary Club of St. Lucia and an Associate of the Institute of Canadian Bankers (AICB).</p>
<p>Sarah Hobbs British Virgin Islands P.O. Box 434. Road Town, Tortola British Virgin Islands</p>	<p>Managing Director, Scotiabank (British Virgin Islands) Limited Ms. Hobbs is currently the Managing Director of Scotiabank (British Virgin Islands) Limited and is responsible for developing, communicating and implementing Scotiabank's local business strategy, business goals and core values for the country's operations in alignment with Scotiabank's Corporate strategies. Before moving to British Virgin Islands, Sarah was the Centre Director of the Scotia Private Client Group, Caribbean Hub, in the Cayman Islands. Sarah has extensive Retail, Commercial, Wealth Management, Risk Management and Operations experience. She began her career with Scotiabank in 1997 and has held several key positions over the years including Senior Manager Business Support, Head of Commercial Banking and Director Retail Banking in Belize. Sarah holds a Master's Degree in International Business with distinction from the University of South Carolina with concentrations in Finance and Marketing. She has served on several Bank Boards and is actively involved in charitable organizations.</p>
<p>Rhory McNamara St. Lucia 20 Micoud Street Castries, St. Lucia</p>	<p>Managing Director, McNamara Corporate Services Inc. Mr. McNamara is an attorney at law by profession with a background in banking and corporate law. He is the Manager of McNamara Corporate Services Inc. and as such is responsible for and has experience in the formation and management of International Business Companies, International Insurance Companies, International Mutual Funds and International Banks formed under the respective governing legislation in St. Lucia.</p>

The Directors of the Fund may appoint additional Directors from time to time and any Director may be removed by a resolution of the holder of the Governance Shares of the Fund. The Directors of the Fund provide for the management and administration of the Fund through delegation to the Manager, subject to the overall supervision of the Directors. For information on Directors' remuneration, see "Fees, Charges and Expenses – Fees and Expenses Payable by the Fund – Management Fee" later in this document.

The Directors have not executed any service agreements with the Fund. All Directors of the Fund other than Mr. McNamara, are employed with the Scotiabank Group of companies, of which Scotiabank & Trust Cayman (Ltd.), the Manager, the Administrator and the holder of the voting Governance Shares of the Fund, forms part. The Directors accordingly have an interest in the Governance Shares.

See "Indemnification" later in this document for information on director indemnification.

Administrator and Manager

By agreement effective on or about April 18, 2016, Scotiabank & Trust (Cayman) Ltd. has been appointed the administrator and manager of the Fund to assist in the provision of the administrative, investment advisory and fund management services in accordance with the investment policy and objectives set forth in this Prospectus (the "**Management Agreement**"). The Manager has an unrestricted mutual fund administrator's license issued by the Cayman Islands Monetary Authority under the Mutual Funds Law (as revised) of the Cayman Islands.

Scotiabank & Trust (Cayman) Ltd. may delegate some or all of its duties and responsibilities under the Management Agreement, subject to prior written authorization of the Board of Directors of the Fund, and has delegated the performance of most administration tasks, including, but not limited to, transfer agency to the Sub-Administrator, State Street Cayman Trust Company, Ltd., and custody to State Street Bank and Trust Company, Massachusetts, USA. Scotiabank & Trust (Cayman) Ltd. is at liberty to provide similar or other services to other funds and companies.

Scotiabank & Trust (Cayman) Ltd. may also appoint with the prior written consent of the Board of Directors of the Fund, a person(s) or a firm(s) who is duly registered and/or licensed under applicable laws to participate in the marketing and distribution of Shares.

The directors of Scotiabank & Trust (Cayman) Ltd. are as follows:

Name, Country of Residence and Address	Position held with Scotiabank Group
<p>Carlene Lyn Cayman Islands</p> <p>6 Cardinal Avenue P.O. Box 689 Grand Cayman KY1-1107 Cayman Islands, BWI</p>	<p>Assistant General Manager – Commercial Banking, Scotiabank & Trust (Cayman) Ltd.</p> <p>Ms. Lyn has over 28 years of progressive experience in Corporate and Commercial Lending and Risk Management. In her current role, Ms. Lyn is responsible for the development and implementation of tactical plans to support overall strategy for the commercial area and the achievement of business objectives. During her tenure with Scotiabank, Ms. Lyn held various positions, including most recently, Vice President Commercial Banking, The Bank of Nova Scotia Jamaica Limited.</p> <p>Ms. Lyn holds a Masters of Business Administration (Finance) degree from Manchester Business School, United Kingdom.</p>
<p>Sloane Muldoon Cayman Islands</p> <p>6 Cardinal Avenue P.O. Box 689 Grand Cayman KY1-1107 Cayman Islands, BWI</p>	<p>Managing Director, Scotiabank & Trust (Cayman) Ltd.</p> <p>Ms. Muldoon has over 22 years of progressive experience in operations management, branch management, district and regional banking, commercial banking and executive project office. During this time, Ms. Muldoon held various positions with Scotiabank, including most recently, Vice President, Agriculture, Commercial Banking. Ms. Muldoon has experience with profitable execution of business objectives, leadership of large</p>

Name, Country of Residence and Address	Position held with Scotiabank Group
	groups of people (400+) in remote locations, strategic project work with exposure to International Banking and development of talent and effective performance management, to name a few. Ms. Muldoon has also participated in the Canadian Caribbean Emerging Leadership Dialogue.
<p>Beth Nottage Bahamas P.O. Box N3016 Nassau, Bahamas</p>	<p>Deputy Managing Director, The Bank of Nova Scotia International Limited</p> <p>Ms. Nottage is responsible for the Corporate Governance, Regulatory and Controller/ Finance functions at The Bank of Nova Scotia International Limited, Scotia International Limited and Scotia South America Limited. Her corporate responsibilities include holding Directorships and/or Corporate Secretarial functions for The Bank of Nova Scotia International Limited, The Bank of Nova Scotia Trust Company (Bahamas) Limited, Scotia International Limited and for various other subsidiaries within the Bank of Nova Scotia International group. Ms. Nottage also provides technical support to the International Trust Group at the bank.</p> <p>Ms. Nottage holds a Bachelor of Science, Accounting degree from Indiana University, Indiana, USA, and has a Certified Public Accountant designation.</p>
<p>Derek Pattison Nassau, Bahamas Scotiabank Bahamas Scotiabank Building Rawson Square Nassau Bahamas N7518</p>	<p>Vice President, Wealth Management, The Bahamas</p> <p>Based in Nassau, Mr. Pattison oversees Scotiatrust and the Scotia Private Client Group Centre and is responsible for a large team of experts delivering the highest standard of relationship management and client satisfaction. Mr. Pattison works closely with families and family offices to meet their cross border wealth structuring needs of enterprise groups controlled by them, specializing in succession and legacy planning.</p> <p>Mr. Pattison is a Canadian-trained lawyer with securities and trust law experience. He joined Scotiabank in 2005 and has held progressively senior roles including: Director, Process & Regulatory Solutions; Managing Director, Operations & Regulatory; and, for more than the past 3 years, Vice-President & Head, Compliance, International Wealth & Insurance. Mr. Pattison holds a B.A. in economics and Bachelor of Law from the University of Western Ontario and is a member of the Law Society of Upper Canada.</p>
<p>Farried Sulliman Grenada 6 Cardinal Avenue P.O. Box 689 Grand Cayman KY1-1107 Cayman Islands, BWI</p>	<p>Independent director</p> <p>Mr. Sulliman is the former Managing Director and Country Head of Scotiabank and Trust (Cayman) Ltd. In this capacity, Mr. Sulliman was responsible for the Trust Division, Commercial and Retail Banking, Mutual Funds, Private Client Group and Discretionary Investment Asset Management. Prior to this, he worked mostly in Trinidad where he developed his training and banking skills. His career at Scotiabank spanned thirty eight years, holding numerous positions of responsibility within the bank from 1973 to 2011.</p> <p>Mr. Sulliman graduated from St. Mary's College in Trinidad, and successfully completed the York University and Ivey School of Business Executive Programs in Ontario, Canada.</p> <p>Mr. Sulliman is now retired and resides in Grenada.</p>

Scotiabank & Trust (Cayman) Ltd., in its capacity as Administrator and Manager of the Fund, may receive fees as detailed under “Fees, Charges and Expenses – Fees and Expenses Payable by the Fund – Operating Expenses” later in this document. The Management Agreement may be terminated on sixty days’ written notice by either the Fund or the Manager. Other than the fees earned by the Manager for services provided up to the date of termination, no additional fee will be payable to the Manager on termination.

As of January 31, 2016, the Manager has approximately US\$413 million in assets under management.

The Manager, the Administrator and the Portfolio Manager are affiliated companies within the Scotiabank Group.

Sub-Administrator

By agreement dated April 29, 2014, State Street Cayman Trust Company, Ltd. (“**SSCTC**”) has been appointed as Sub-Administrator, Registrar and Transfer Agent of the Fund (the “**Sub-Administration Agreement**”). SSCTC has an unrestricted mutual fund administrator’s license issued by the Cayman Islands Monetary Authority under the Mutual Funds Law (as revised) of the Cayman Islands. SSCTC is indirectly wholly owned by State Street Bank and Trust Company, the Custodian of the Fund, which is in turn wholly owned by State Street Corporation, a financial holding company organized in 1969 under the laws of the Commonwealth of Massachusetts, with its registered office at One Lincoln Street, Boston, Massachusetts, United State of America.

In its capacity as the sub-administrator of the Fund (the “**Sub-Administrator**”), SSCTC has responsibility for the general administration of the Fund, and, as such, keeps the books of account, calculates the net asset value of the Fund, each class of Shares of the Fund and an individual Share in a class of the Fund, and deals with communications and queries from shareholders and processes subscriptions, redemptions, exchanges and transfers in respect of the Fund. The Sub-Administrator may employ agents in the performance of its duties and exercise of its rights under the Sub-Administration Agreement, provided that the employment of such agents does not reduce the Sub-Administrator’s obligations or liabilities thereunder. The Sub-Administrator is at liberty to provide similar or other services to other funds and companies.

In its capacity as the registrar and transfer agent of the Fund (the “**Registrar and Transfer Agent**”), SSCTC provides accounting services to the Fund and keeps a register of shareholders. The register lists the names and addresses of shareholders and the number of Shares held by each shareholder. The Articles of the Fund permit the register of shareholders in the Fund to be a book entry system (an electronic system of book based entries) in which all Shares are recorded and accounted for and may be subscribed for, redeemed or cancelled by book keeping entry without physical delivery of certificates. Subscriptions and redemptions of Shares are recorded in the book entry system and evidenced by confirmations issued by the Fund or on its behalf.

The Sub-Administrator, Registrar and Transfer Agent is entitled to a fee as detailed under “Fees, Charges and Expenses – Fees and Expenses Payable by the Fund – Operating Expenses” later in this document. The Sub-Administration Agreement may be terminated by either party on sixty days’ prior written notice. Other than the fees earned by the Sub-Administrator for services provided up to the date of termination, no additional fee will be payable to the Sub-Administrator on termination.

Portfolio Manager

The Manager may retain portfolio managers, as appropriate, to provide investment advice for the Fund.

1832 Asset Management L.P.

By agreement dated April 29, 2014, the Manager has appointed 1832 Asset Management L.P. to act as the portfolio manager for the Fund. The Portfolio Manager is organized as a limited partnership, the general partner of which is 1832 Asset Management G.P. Inc.

The directors of the general partner of the Portfolio Manager are as follows:

Name and Municipality of Residence	Positions Held with the General Partner	Principal Occupation
Jordy W. Chilcott Oakville, Ontario	Chairman of the Board, Co-President and Director	Co-President, the Manager Managing Director & Head, Global Asset Management – Retail & Wealth Mexico, Scotiabank

Name and Municipality of Residence	Positions Held with the General Partner	Principal Occupation
Robin Lacey, Toronto, Ontario	Co-President and Director	Co-President, the Manager Managing Director & Head, Global Institutional Asset Management, Scotiabank
Abdurrehman Muhammadi Mississauga, Ontario	Chief Financial Officer and Director	Chief Financial Officer, the Manager Vice President and Chief Financial Officer, Global Wealth Management, Scotiabank
Alain Benedetti Saint Anne des Lacs, Quebec	Director	Corporate Director
Glen Gowland Brampton, Ontario	Director	Managing Director & Head, Canadian Wealth Management Advisory, Scotia Capital Inc.
Marian Lawson Toronto, Ontario	Director	Executive Vice President, Global Financial Institutions and Transaction Banking, Scotiabank
Russell Morgan Mississauga, Ontario	Director	Corporate Director
Jim Morris Caledon, Ontario	Director	Chief Operating Officer, the Manager
John Pereira Richmond Hill, Ontario	Director	Managing Director & Head, HollisWealth, Scotiabank

The Portfolio Manager is a professional investment and portfolio management firm, based in Toronto, Canada. It is a wholly owned subsidiary of Scotiabank. The Portfolio Manager and its predecessor companies have managed assets in Canada since 1877. 1832 Asset Management L.P. is now one of the largest investment managers in Canada with more than CDN\$89.4 billion in assets under management as of February 29, 2016.

The Portfolio Manager is registered with the respective securities commissions as (i) a portfolio manager in all provinces and territories of Canada (except Nunavut), (ii) an investment fund manager in Ontario, Québec, Newfoundland and Labrador and the Northwest Territories, (iii) an exempt market dealer in all provinces of Canada (except Prince Edward Island and Saskatchewan), and (iv) a commodity trading manager in Ontario.

Subject to such terms and conditions as the Directors of the Fund may from time to time impose, the Portfolio Manager is responsible for the day-to-day management of the Fund. The investment management and advice include identifying, evaluating, and monitoring existing investments and potential investments. The Portfolio Manager has power to enter into transactions on behalf of the Fund and is at liberty to provide similar or other services to other funds, persons or companies.

The Portfolio Manager will receive fees from the management fee payable to the Manager. The Portfolio Management Agreement may be terminated on ninety days' written notice by the Portfolio Manager or the Manager. Other than the fees earned by the Portfolio Manager for services provided up to the date of termination, no additional fee will be payable to the Portfolio Manager on termination.

Registrar and Transfer Agent

By agreement dated April 29, 2014, the Manager has appointed State Street Cayman Trust Company, Ltd. as the Registrar and Transfer Agent of the Fund to provide accounting services to the Fund. A register of shareholders will be kept by the Registrar. The register will list the names and addresses of shareholders and the number of Shares held by each shareholder. The Articles of the Fund permit the register of shareholders in the Fund to be a book entry system (an electronic system of

book based entries) in which all Shares are recorded and accounted for and may be subscribed for, redeemed or cancelled by book keeping entry without physical delivery of certificates. Subscriptions and redemptions of Shares will be recorded in the book entry system and evidenced by confirmations issued by the Fund or on its behalf.

See “Management and Service Providers – Sub-Administrator” earlier in this document for more information on State Street Cayman Trust Company, Ltd. and the fees payable to it in its capacity as the Registrar and Transfer Agent of the Fund.

Custodian

By agreement dated April 29, 2014, State Street Bank and Trust Company was appointed Custodian to the Fund (the “**Custodian Agreement**”). The Custodian of the Fund is indirectly owned by State Street Corporation, a financial holding company organized in 1969 under the laws of the Commonwealth of Massachusetts, with its registered office at One Lincoln Street, Boston, Massachusetts, United States of America.

The Custodian provides a full range of banking, global custody and financial services to a worldwide clientele and will hold the assets and uninvested cash of the Fund, either directly or through sub-custodians, nominees or agents. The Custodian has full responsibility for the assets of the Fund where such assets are held through a sub-custodian, nominee or agent of the Custodian.

As one of the world’s leading investment service providers, State Street Bank and Trust Company provides an array of customized investment solutions to asset managers, pension funds, hedge funds, insurance companies, collective funds, mutual funds and nonprofits. They offer fund accounting, fund administration, custody, securities lending, investment operations outsourcing, recordkeeping, performance and analytics and transfer agency services that are highly scalable and truly global. Recognized as an industry leader in providing global custody services, their custodian network spans more than 100 financial markets. With their expertise and local knowledge, they help their customers control costs, develop and launch competitive new investment products, and expand globally. The Custodian may appoint or remove agents or sub-custodians to carry out such provisions of the Custodian Agreement as the Custodian may direct.

The Custodian operates as a state-chartered trust company under the provisions of Massachusetts General Laws chapter 172 and other related statutes, subject to supervision and examination by the Commissioner of Banks.

The Custodian may receive fees as detailed under “Fees and Expenses – Operating Expenses” later in this document. The Custodian Agreement may be terminated on ninety days’ written notice by the Custodian or the Fund. Other than the fees earned by the Custodian for services provided up to the date of termination, no additional fee will be payable to the Custodian on termination.

Indemnification

The terms of appointment of the Manager, the Portfolio Manager, the Administrator, the Sub-Administrator, the Custodian and the Registrar and Transfer Agent provide that such appointees shall be indemnified against all claims, liabilities, expenses and like matters, except in certain circumstances. The Directors and officers of the Fund have the benefit of corresponding provisions in the Articles of Association of the Fund.

As of the date of this Prospectus, no other material agreements have been entered into by the Fund since its transfer by way of continuation into the Cayman Islands.

TRANSACTIONS – PURCHASE, REGISTRATION, REDEMPTION, EXCHANGE AND TRANSFER

Transactions

Transactions of the Fund include the subscription, redemption, transfer and/or exchange of Shares, as well as any changes to the registration particulars of Shares. Shares of the Fund are issued or redeemed at the price determined by reference to the net asset value of the Fund on the applicable Dealing Day. See “Valuation” for more information later in this document. In order for transactions to be accepted on a Dealing Day, instructions must be received by the Manager, in good order, by the Cut Off Time. Instructions, in good order, received after the Cut Off Time will be processed on the next Dealing Day.

The transactions of the Fund must be processed through an authorized Distributor.

All instructions should be received by the Manager electronically by the Manager's Cut Off Time or in any other manner deemed appropriate by the Manager. Accordingly, each Distributor can set an earlier cut off time for its clients to ensure that the Manager's Cut Off Time is met.

Purchase of Shares

Shares of the Fund must be purchased through an authorized Distributor of the Fund.

The initial issue price for Class AJ, AT, IJ and IT Shares of the Fund will be determined at a later date.

Subsequent subscription price will be determined by reference to the net asset value per Share for a class of Shares on the applicable Dealing Day. See "Valuation" for more information later in this document.

For initial subscription for Shares, the subscriber is required to complete a Subscription Form, or such other form that an authorized Distributor may require, in good order. Subsequently, to invest in the Fund, the subscriber must forward instructions to purchase Shares to the Manager through an authorized Distributor of the Fund. For a subscription to be accepted on a Dealing Day, instructions must be received by the Manager, before the Cut Off Time on such day. Instructions received after the Cut Off Time will be dealt with on the next applicable Dealing Day.

The Manager must receive payment in full within three Business Days of a subscriber placing a subscription order for the Fund. No interest is credited or paid on subscription monies pending the issue of Shares, and no Shares of the Fund will be issued whilst the calculation of its net asset value is suspended. The Manager reserves the right to cancel a subscription if payment is not received by the Settlement Date. Any expenses and losses suffered by the Fund in the event of non-payment or incomplete payment for a subscription, shall be paid by the authorized Distributor, and the subscriber may be responsible to the authorized Distributor for a failed settlement of a subscription of Shares, depending upon arrangements with that authorized Distributor.

The Manager reserves the right to require, at any time, satisfactory evidence that a subscriber is legally entitled to acquire and hold Shares. When a Subscription Form is accepted and processed by the Manager, a written confirmation of such acceptance is sent to the subscriber by mail, email or other means of written communication within two Business Days. The Manager reserves the right to reject any subscription for Shares in whole or part, whenever deemed appropriate. If a subscription is rejected, the subscription monies will be returned to the subscriber without interest, at the risk and expense of the subscriber, within three Business Days of rejection.

Each class of Shares may have a different minimum initial investment amount and/or minimum subsequent investment amount. Such amounts are set out below and are expressed in US dollars. Where a class is denominated in a currency other than the US dollars, the base currency equivalent of the minimum amount for such class will be calculated at the then current exchange rate.

For Class A, AJ, AT and NU Shares of the Fund, the minimum initial investment amount is US\$1,000 and the minimum for each subsequent investment is US\$100, or such other amount in each case as may be prescribed from time to time by the Directors for such class.

For Class IJ, IT and IU Shares of the Fund, the minimum initial investment is US\$500,000 and the minimum for each subsequent investment is US\$10,000, or such other amount in each case as may be prescribed from time to time by the Directors for such class.

Subscribers in Class A, AJ and AT Shares may pay an initial sales charge which is negotiated between the subscriber and the authorized Distributor when they buy the Fund. See "Fees and Expenses" later in this document.

Subscriptions for Class A, AJ, AT and NU Shares may be made through a Pre-Authorized Contribution (PAC) program. If you choose to use PAC, the minimum for the initial investment in Class A, AJ, AT and NU Shares of the Fund is US\$1,000 and the minimum for each subsequent investment is US\$100, or such other amount in each case as may be prescribed from time to time by the Directors for such class. Class IJ, IT and IU Shares of the Fund may not be purchased through the PAC program. See "Pre-Authorized Contributions" later in this document.

Currently, Class A, IU and NU Shares are available for purchase in US Dollars. The Fund may offer Class AJ and IJ Shares for purchase in J Dollars and Class AT and IT Shares for purchase in TT Dollars at a later date. US Dollars, J Dollars and TT Dollars are each referred to as a “base currency” in this Prospectus with respect to the class offered in such currencies. Base currency equivalent amounts will be calculated with reference to the then current rate of exchange between the US dollar and the base currency of the class of Shares you are acquiring.

The Directors have the power to create additional currency purchase options or classes of Shares at any time in the future. Any new class of Shares may be denominated in a different currency and may have investment policies that differ from those of the existing classes of Shares. Shares are offered on a continuous basis.

Registration

Shares are issued in registered form. No certificates will be issued following the purchase of Shares by a subscriber. The Fund will issue a transaction confirmation which will act as confirmation of purchase. The advantage of a confirmation over a certificate is that Shares may be redeemed or transferred without the necessity of surrendering the applicable certificate.

Pre-Authorized Contributions (PAC)

If you wish to make regular investments in Class A, AJ, AT and/or NU Shares of the Fund, you can sign up for a Pre-Authorized Contribution (PAC) program. If you choose to use a PAC, the minimum for the initial investment in Class A, AJ, AT and NU Shares of the Fund is US\$1,000 or such other amount in each case as may be prescribed from time to time by the Directors for such class. Following the initial minimum investment, you can make regular pre-authorized contributions of at least US\$100 per transaction in the applicable class of Shares by using automatic transfers from your Scotiabank banking account to the Fund selected. You can choose to invest monthly or semi-monthly, on the 1st and/or 16th day of each month. If such day is not a Business Day, the transaction will be processed the next available Business Day.

Class IJ, IT and IU Shares of the Fund are not available for purchase through the PAC program.

Instructions may be sent by a shareholder to the Manager to discontinue the Pre-Authorized Contributions at any time before a scheduled investment date in accordance with our policies. Unless you request it at the time you enroll in the PAC or at any time from your authorized Dealer, you will not receive additional copies of this Prospectus or amendments thereto in connection with purchases of securities under the PAC program. These documents can be found on our website at <http://www.scotiabank.com/ky/en/0,,6689,00.html>.

Redemption

Shareholders may redeem their Shares in the Fund by delivering to an authorized Distributor a request in writing that a specified dollar amount or number of Shares of the relevant class of the Fund be redeemed. Class of Shares of the Fund will be redeemed at the redemption price determined by reference to the net asset value per Share of that class of the Fund on the applicable Dealing Day. See “Valuation” later in this document for more information. For a redemption order to be accepted on a Dealing Day, the instructions to redeem must be received by the Manager in good order before the Cut Off Time on such day. Redemption instructions received after that time will be dealt with on the next applicable Dealing Day. No Shares may be redeemed whilst the calculation of net asset value of the Fund is suspended.

Shares that are redeemed within 90 days of purchase may be subject to a short-term trading fee of up to 2% of the redemption amount paid to the Fund, at the discretion of the Manager.

Payment of redemption proceeds will normally be dispatched by the Manager within seven Business Days after the relevant Dealing Day at the risk and expense of the shareholder, subject to delay where necessary to conduct an orderly liquidation of appropriate assets to satisfy the redemption requests. The details of where such monies are to be forwarded must accompany each redemption instruction. The Manager will reserve the right to insist on instructions being received in writing with regard to payment under the verified signature of the shareholder. When there are multiple shareholders on an account and the redemption instruction does not provide express payment instructions, proceeds will be divided between and made payable to all the shareholders on the account. Redemption proceeds will be paid in the currency in which you bought the Shares.

The Fund may, in certain circumstances, and by resolution of the Directors of the Fund, satisfy redemptions, in whole or in part, by making (i) “in kind” distributions of its portfolio securities or (ii) distributions consisting of a combination of cash and portfolio securities. To the extent the Fund makes “in kind” distributions, it will allocate such distributions among the shareholders entitled thereto such that each shareholder shall, except for immaterial variances, receive a pro rata portion thereof. Securities distributed “in kind” may not be readily marketable or saleable and may have to be held by shareholders who receive them for an indefinite period of time. Any “in kind” distributions of portfolio securities will not materially prejudice the interests of the remaining shareholders.

The Fund may, in the absolute discretion of the Directors, refuse to make a redemption payment to a shareholder if the Directors suspect or are advised that the payment of any redemption proceeds to such shareholder may result in a breach or violation of any anti-money laundering laws by the Fund or any other person in any relevant jurisdiction, or such refusal is necessary to ensure the compliance by the Fund or its Directors with any anti-money laundering law in any relevant jurisdiction. In such circumstances, and until otherwise instructed by the relevant authority, the Directors may deposit such redemption proceeds in a separate bank account. If the Directors are given permission to pay out such redemption proceeds to the relevant shareholders, such shareholder’s only right against the Company shall be the right to receive the moneys so deposited without interest.

Exchange

Shareholders holding Shares in the Fund may exchange such Shares for shares of certain other funds (“**Select Funds**”) offered by the Manager or its affiliates under a separate prospectus. No exchanges will be allowed between the Fund and Select Funds or classes of Shares denominated in different currencies, or between different classes of Shares of the Fund. The timing and processing rules applicable to purchases and redemptions of Shares will apply to exchanges. In addition, where an exchange is made into the shares of a Select Fund, the timing and processing rules applicable to purchases and redemptions of shares of that Select Fund will apply. Following the exchange of Shares of the Fund into the shares of a Select Fund, the fees, terms and conditions set out in the prospectus for such Select Fund will apply to your acquisition, ownership and redemption of shares of that Select Fund. Please ask your authorized Distributor for the list of Select Funds participating in this program and a copy of the prospectus of Select Funds you wish to acquire.

The exchange for Shares into shares of a Select Fund will be treated as redemption of the Shares held by the shareholder, following which, redemption proceeds, minus the deduction of applicable fees, if any, will be applied to subscribe for Shares in the Select Fund. As the net asset value per Share of a given class differs from Fund to Select Fund, following the exchange, you may end up with a number of Shares different from the number you held immediately prior to the exchange. Administration charges or sales fees may be charged on such transactions with the Fund and/or Select Funds.

It is not anticipated that an active secondary market in the Shares will develop.

Transfer of Ownership

For transfers of ownership in the Fund, signed completed transfers must be forwarded to the Manager through an authorized Distributor of the Fund. Similarly, when changing names or shareholder registration (for example, by adding shareholders or transferring the Shares), it is necessary to provide a signed completed transfer and open a new account for the transferee.

Shares of the Fund are freely transferrable, subject to the terms and conditions of this Prospectus.

The Fund may decline to register a transfer of Shares:

- (a) unless a fully and duly completed instrument of transfer is provided to the Manager together with any other evidence necessary to show the transferor’s right to transfer;
- (b) if the transferee and any person upon whose behalf the transferee would hold them are prohibited from investing in the Fund as described in “Introduction – Distribution” earlier in this document; and
- (c) if following registration, the holdings of a transferee (and the transferor if such be the case) would result in the Shares being subject to compulsory redemption. See “Transactions – Purchase, Registration, Redemption, Transfer and Exchange – Compulsory Redemption of Shares” below.

Compulsory Redemption of Shares

The Board of Directors of the Fund may redeem all or any portion of the Shares held by shareholders in the Fund at the current redemption price, in certain circumstances including, but not limited to, the following:

- (i) the redemption value of the Shares in the Fund held by a shareholder is less than the minimum initial investment amount of the respective class (excluding where caused by declining net asset value), or such other amount or currency as the Directors may determine either generally or in any particular case; or
- (ii) it comes to the notice of the Manager that Shares are owned directly or beneficially in breach of any law or requirement of any country or governmental authority or that any person is not qualified to hold such Shares directly or beneficially by virtue of such law or requirement or that the relevant shareholder has refused or failed to provide satisfactory evidence that such Shares are not being held in breach of such law or requirement; or
- (iii) it comes to the notice of the Manager that continued direct or beneficial ownership of any Shares might result in pecuniary or financial disadvantage or other adverse consequences to the Fund or any of its shareholders.

Shareholders will be responsible for all the costs and tax consequences, if any, associated with the compulsory redemption of Shares in the event that the Fund exercises its right to compulsorily redeem the Shares of a shareholder.

VALUATION

Calculation of Net Asset Value

How much the Fund or one of its Shares is worth is called its “net asset value”. The net asset value per Share of each class of Shares of the Fund is important because it is the basis upon which Shares of the Fund are purchased and redeemed.

The Fund is valued in US dollars. Each class is valued in its base currency and the US\$ equivalent of its net asset value is then determined, using the then current rate of exchange.

The net asset value per Share of the Fund is the price shareholders pay per Share when they purchase the Shares and the price shareholders receive when they redeem the Share of the Fund.

The Sub-Administrator will calculate a separate net asset value per Share of each class of the Fund as at 4:00 p.m. Eastern Time on each Dealing Day in accordance with the Articles of Association of the Fund and the International Financial Reporting Standards (“**IFRS**”). The daily net asset value is not independently audited.

The net asset value per Share of a class of the Fund will depend on which class the Share belongs to. The net asset value per Share of each class of the Fund is calculated by:

- adding up the fair market value of the assets of the Fund and determining the proportionate share of the class;
- subtracting the liabilities of the Fund allocated to that class; and
- dividing the remaining value by the total number of outstanding Shares in that class.

The subscription and redemption price per Share of a class of the Fund will thus be equal to the net asset value of that class of the Fund on the relevant Dealing Day divided by the number of Shares in issue or deemed to be in issue for that particular class.

Securities for which market quotations are not readily available are valued at their fair market value using methods which are in accordance with IFRS and which have been approved by the Manager.

Valuation of Portfolio Securities

For the purpose of calculating the net asset value of the Fund or of a particular class of Shares of the Fund at any time:

- (a) the value of any security which is listed on a stock exchange or a regulated securities market will be the official closing sale price or, if there is no such sale price, the average of the bid and the ask price at that time by the close of trading on such exchange or market, provided however that where the Sub-Administrator considers the prices quoted on some other market to be a fairer indicator of current fair market value of any security, it may use such prices; and
- (b) the value of any security for which market quotations are not readily available will be valued at their fair market value using methods which are in accordance with IFRS and which have been approved by the Manager.

Subject to the approval of the Directors, the Manager may depart from the normal valuation principles if the Manager, in good faith, believes that the use of a different valuation principle or principles is appropriate.

Valuation of certain underlying securities and/or underlying funds may be provided by a member of the Scotiabank Group. The Manager may rely on such valuations without any third party verification thereof.

Suspension of Valuation

The determination of net asset value of the Fund may be declared suspended by the Directors of the Fund for the whole or part of a period during which:

- (a) by reason of the closure or suspension of trading on any capital market or exchange or over the counter market or for any other reason, the Directors consider it not reasonably practicable for the investments of the Fund to be realized or disposed of or for the net asset value of all or any class of Shares to be fairly determined;
- (b) as a result of an emergency state of affairs, the reasonable disposal or sale of securities of the Fund becomes impracticable or there exist circumstances which the Directors deem will cause material harm or serious prejudice to the Fund or the Fund's shareholders;
- (c) there is a breakdown in the means normally employed by the Directors in ascertaining the value of assets or for any other reason the Directors consider that they cannot ascertain the value of assets of the Fund during the valuation process on the Dealing Day; or
- (d) the Directors deem it impracticable to transfer moneys of or for the Fund at applicable exchange rates at any time.

Any such suspension shall be notified to the Cayman Islands Stock Exchange and publicized by the Fund in such manner as the Directors may think fit and shall take effect at such time as the Directors shall declare, but not later than as at the Close of Business on the Business Day next following such declaration. Thereafter there shall be no determination of the net asset value of the Fund until the Directors shall declare the suspension at an end, except that the suspension shall terminate, in any event, on the first Business Day on which:

- (a) the condition giving rise to the suspension shall have ceased to exist; and
- (b) no other condition under which suspension is authorized shall exist.

During any suspension of valuation, the subscription and redemption of Shares will also be suspended for the Fund and any unprocessed redemption requests may be withdrawn in writing during the period of suspension.

FEES, CHARGES AND EXPENSES

The following sections list the fees and expenses that you may have to pay when you invest in the Fund. As a shareholder, you may have to pay some of these fees and expenses directly. The Fund may also have to pay some of these fees and expenses, which will therefore reduce the value of your investment in the Fund.

Fees and Expenses Payable by the Fund

Management Fee

The Fund pays a management fee to the Manager for some classes of Shares. Management fees for other classes are paid directly by the shareholders (see “Fees and Expenses Payable Directly by the Shareholders” later in this document). The management fee paid by the Fund is paid out of the assets of the Fund in consideration for providing general management services, including covering the fees of the Fund’s Portfolio Manager and any other person to whom such functions are delegated by the Manager, along with all investment related direct expenses. The Manager may also pay trailing commissions to Distributors out of the management fees.

Management fees paid directly by classes of Shares of the Fund are calculated and accrued daily and paid monthly. The maximum annual management fee rate for each class of Shares, which is a percentage of the net asset value of the applicable class of Shares, is set out below. A new class of Shares of the Fund may be subject to different management fees

Fund Name	Class A (%) up to	Class AJ (%) up to	Class AT (%) up to	Class NU (%) up to
Scotiabank Short-Term Income Fund [√]	1.30	1.30	1.30	1.50

[√] There is no management fee payable by the Fund directly on Class IJ, IT and IU Shares. Instead, Class IJ, IT and IU shareholders negotiate a separate management fee that is paid directly by the shareholders of Class IJ, IT and IU Shares to the Manager. See “Fees and Expenses Payable Directly by Shareholders – Management Fees”. The Fund continues to pay certain operating expenses on Class IJ, IT and IU Shares.

The Manager may choose from time to time to absorb any portion of the annual management fees on any class of Shares of the Fund.

There are no fees or remuneration paid by the Fund to the Directors of the Fund.

The prior approval of the holders of Shares will be required to increase fees or expenses chargeable to the Fund. See “Capitalization – Investment Shares” later in this document for more information on the rights attached to Shares. Contracts governing the payment of such fees and expenses to the Fund’s service providers may otherwise be varied upon mutual consent of parties thereto.

Operating Expenses

The Fund pays its own operating expenses. These expenses include the fees paid to the Sub-Administrator, Custodian, as well as legal fees, audit and accounting fees, portfolio transaction costs and regulatory filing fees. In addition, the Custodian and the Sub-Administrator are each entitled to be reimbursed by the Fund for all their out-of-pocket disbursements (excluding their normal overhead costs) wholly and exclusively incurred in performance of their duties for the Fund.

The Sub-Administrator and the Registrar and Transfer Agent shall be paid an aggregate annual fee, out of the assets of the Fund, of up to 0.006% of the net asset value of the Fund, calculated in accordance with the Sub-Administration Agreement, with a minimum annual fee of US\$50,000. The Sub-Administrator is also entitled to be reimbursed by the Fund for all of its out-of-pocket expenses (excluding its normal overhead costs) wholly and exclusively incurred in performance of its duties under the Sub-Administration Agreement. Prior written approval of the parties to the Sub-Administration Agreement is required to make any alternations to the fees payable to the Sub-Administrator thereunder.

The Custodian shall be paid an annual fee, out of the assets of the Fund, of up to 0.06% of the net asset value of the Fund, calculated in accordance with the Custodian Agreement. The Custodian is also entitled to be reimbursed by the Fund for all of its out-of-pocket expenses (excluding its normal overhead costs) wholly and exclusively incurred in performance of its duties under the Custodian Agreement. Prior written approval of the parties to the Custodian Agreement is required to make any alterations to the fees payable to the Custodian thereunder.

Other expenses incurred, paid or accrued by, or on behalf of, the Fund in their ordinary and usual course of business and other direct expenses of the Fund’s operations will be charged to the Fund. The Fund shall also pay all extraordinary expenses relating to the operation of the Fund including, without limitation, litigation or extraordinary regulatory expenses.

Each class of Shares of the Fund is responsible for its proportionate share of common Fund expenses in addition to expenses it incurs alone.

No reimbursement will be made to the Manager for any expenses incurred by the Manager for providing or arranging for the provision of investment management services, such as communication, travel, office rent and research.

The Manager may choose to absorb any of these expenses at any time. Such expenses may include, but are not limited to, administrative costs (including but not limited to the cost of printing and distributing periodic reports and statements), interest on borrowed funds, auditing expenses, legal expenses, insurance, licensing, accounting, fees and disbursements of transfer agents, registrars, custodians, sub-custodians and escrow agents and the annual registration fees payable in the Cayman Islands and any other jurisdiction where the Fund may be registered from time to time.

Investment in Other Mutual Funds

The Fund may invest in other mutual funds (“**underlying funds**”). Such investments will be affected on the terms set out in respective fund purchase agreements or subscription agreements between the Fund and the underlying funds. Any income or distributions on securities of an underlying fund held by the Fund will be, at Fund’s discretion, either reinvested into the same underlying fund or paid in cash to the Fund.

Generally, an underlying fund pays its own fees and expenses, which are in addition to the fees and expenses payable by the Fund that invests in the underlying fund.

No management or incentive fees are payable by the Fund if the payment of those fees could reasonably be perceived as a duplication of fees payable by an underlying fund managed by the Manager or Affiliate of the Manager for the same services.

No sales or redemption fees are payable by the Fund when it buys or sells securities of an underlying fund that is managed by the Manager or one of its affiliates or associates or if the payment of these fees could reasonably be perceived as a duplication of fees paid by an investor in the Fund.

Fees and Expenses Payable Directly by Shareholders

Management Fees

The management fees for Class IJ, IT and IU Shares of the Fund are paid directly by Class IJ, IT and IU shareholders, respectively. Class IJ, IT and IU shareholders negotiate a separate management fee that is paid directly to the Manager. The management fees paid by Class IJ, IT and IU shareholders are accrued daily based on the aggregate daily net asset value of Class IJ, IT and IU Shares of the Fund held by a shareholder at the end of each Business Day and paid quarterly by shareholders to the Manager, plus applicable taxes, by direct billing or, if requested by a shareholder, through an automatic redemption by the Manager of the applicable number of Shares of the Fund held by the shareholder. The redemption proceeds therefrom will be applied by the Manager to the payment of the management fees and applicable taxes, if any.

Sales Charges

An initial sales charge of up to 5% of the total amount paid by subscribers in Class A, AJ and AT Shares of the Fund may be deducted by the Manager and paid as a commission to the authorized Distributor. Sales charges are negotiable between the shareholder and the authorized Distributor. The net subscription amount, after deduction of the initial sales charge, if any, will be invested in the Fund, if and only if, the subscription order is accepted.

Subscribers in Class IJ, IT, IU and NU Shares of the Fund pay no sales charges to the Manager when buying or selling. Sales charges on Class IJ, IT, IU and NU Shares are negotiable between the shareholder and the authorized Distributor. The net amount, after deduction of the fees, if any, will be invested in the Fund.

Short-Term Trading Fees

Shares that are redeemed or exchanged within 90 days of purchase may be subject to a redemption fee of up to 2% of the redemption amount, payable back to the Fund, at the discretion of the Manager.

DISTRIBUTION POLICY

The Directors reserve the right to distribute a percentage or all of the income and/or net realized capital gains of the Fund, both accrued and received, by way of dividends to shareholders, subject to any relevant factors which may mitigate against a dividend being made. While it is the intention of the Board of Directors to distribute income and/or realized capital gains as noted herein and earlier in this document under “Distribution Policy” of the Fund, factors may occur that would result in no dividends to investors in any given month, calendar quarter or year. The Directors will determine when and if a dividend is declared. These dividends are not guaranteed and may change at any time at Directors’ discretion.

Distributed dividends will be automatically reinvested in additional Shares of the Fund held by a shareholder, unless the shareholder instructs the Manager or its agent in writing to pay cash distributions. Income and net realized capital gain distributions, if unclaimed for three (3) years, may be forfeited by a resolution of the Board of Directors for the benefit of the Fund which made the distribution.

CAPITALIZATION

The authorized share capital of the Fund is comprised of 100 Governance Shares of par value US\$1.00 each and 100,000,000 Shares of par value US\$0.01 each.

The issued share capital of the Fund at the most recent financial year-end is disclosed in the Fund’s financial statements. See “Documents for Inspection” later in this document for more information.

In the event of the Shares being fully subscribed, the holder of the Governance Shares may pass a resolution increasing the authorized share capital by creating additional Shares or additional classes of Shares which may then be offered for subscription.

Governance Shares

The Governance Shares of the Fund:

- (i) rank *pari passu* as between and among themselves;
- (ii) have full voting rights, with one vote for each such Share, save and except for the voting rights expressly given to the Shares;
- (iii) do not have any ownership participation in, and shall not be entitled to any of the benefits or rewards or bear any of the risks derived from, the assets and liabilities of the Fund; and
- (iv) apart from their voting rights, have no economic rights or entitlements save for the right on a winding up to the repayment of the capital paid thereon after all the Shares have been repaid in full.

The Governance Shares are accordingly not taken into account in determining the net asset value of the Shares. All of the Governance Shares of the Fund are held by Scotiabank & Trust (Cayman) Ltd., the Manager and Administrator of the Fund.

Investment Shares

The Shares of the Fund have been designated as “Investment Shares”. The Investment Shares of the Fund:

- (i) together collectively comprise a 100% ownership participation in, and shall be entitled to all of the benefits and rewards and bear all of the risks derived from, the assets and liabilities of the Fund, and shall each individually comprise an aliquot portion of such benefits, rewards and risks;
- (ii) be non-voting and carry no voting rights on any matters (and the members holding the same shall not be entitled to attend or vote at general meetings of the Fund), save and except that the holders of Shares in the Fund shall be entitled to attend and vote at general meetings of such Fund convened to

consider the following matters with respect to the Fund, which matters shall require the approval of a majority of the votes cast at such meetings:

- (A) a change to the Manager or sub-manager of the Fund, where the successor in each case is not an affiliate of the existing Manager or sub-manager;
 - (B) a change to the fundamental investment objectives of the Fund;
 - (C) a change to the auditor of the Fund;
 - (D) a change to the methodology used to calculate the net asset value per Share of the Fund;
 - (E) an increase in fees or expenses charged to the Fund, including, but not limited to, an increase in management fees for such Fund; and
 - (F) the suspension and/or termination of the Fund.
- (iii) carry the right to participate in distributions of the Fund (subject only to the return of the par value of the Governance Shares in the event of liquidation).

The rights and conditions attached to Shares of the Fund may be varied from time to time by a resolution of the Board of Directors of the Fund, save and except that no variation may be made to the rights set out above in sub-paragraph (ii), without compliance with the approval requirements contained therein.

The Shares do not carry any pre-emptive rights.

TAXATION

The Cayman Islands impose no taxes on income, or capital gains, nor are Shareholders subject to any taxes in the Cayman Islands on income, capital gains, inheritance, wealth or capital transfer or other taxes, as a result of holding such Shares as at the date hereof. The Fund has obtained a written exemption from the Government of the Cayman Islands that, for a period of twenty years from the date of the exemption, no tax hereafter introduced on profits, income, gains or appreciation, or by way of estate duty or inheritance tax would apply to the Fund or its Shares.

No stamp duty is levied by the Government of the Cayman Islands on the issue, transfer or redemption of Shares. No withholding taxes are payable in the Cayman Islands on dividends or other distributions or on redemptions of Shares.

There are no exchange controls and no other restrictions on the transfer of funds to and from the Cayman Islands as at the date hereof.

US and UK Tax Withholding and Reporting

The Foreign Account Tax Compliance Act provisions of the U.S. Hiring Incentives to Restore Employment Act of 2010 (or “**FATCA**”) impose a new reporting regime and, potentially, a 30% withholding tax with respect to (i) certain payments from sources within the United States (such as interest and dividends), (ii) gross proceeds from the sale or disposition of property that can produce U.S. source interest or dividends, (iii) “foreign passthru payments” made to certain non-U.S. financial institutions that do not comply with this new reporting regime, and (iv) payments to certain investors that do not provide identification information with respect to interests issued by a participating non-U.S. financial institution.

The Cayman Islands has signed a Model 1 inter-governmental agreement with the United States (the “**Cayman Islands – U.S. IGA**”) to give effect to the implementation of FATCA. Cayman Islands financial institutions (“**FIs**”) that comply with the requirements of the Cayman Islands – U.S. IGA will be treated as satisfying the due diligence and reporting requirements of FATCA and accordingly will be treated as participating foreign financial institutions for the purposes of FATCA. As such, those FIs will be “deemed compliant” with the requirements of FATCA, will not be subject to withholding tax, and will not be required to close recalcitrant accounts.

Under the terms of the Cayman Islands – U.S. IGA and the relevant regulations, FATCA withholding tax will not be imposed on payments made to the Fund, or on payments made by the Fund to an account holder, except to the extent that the Fund, its investors or any other account holder fails to comply with its obligations under FATCA or the Cayman Islands – U.S. IGA, or otherwise fails to comply with any other obligations it may have to the Fund with respect to the Fund’s obligations under FATCA or the Cayman Islands – U.S. IGA, as applicable. If subject to withholding or required to withhold, such FATCA withholding tax will generally be at the rate of 30% of the relevant payment.

The Cayman Islands has also signed a separate inter-governmental agreement with the United Kingdom (the “**Cayman Islands – UK IGA**”) in broadly similar form to that described above. The Cayman Islands – UK IGA imposes similar requirements, so the Fund will be required to identify accounts held directly or indirectly by “UK Persons” and report information on such UK Persons to the Cayman Islands tax authorities, which will exchange such information annually with the United Kingdom’s tax authority.

The Cayman Islands has also implemented the OECD Standard for Automatic Exchange of Financial Account Information – Common Reporting Standard (the “CRS”) which was effective from January 1 2016. The CRS requires “financial institutions” (such as the Fund) to identify, and report information in respect of, specified persons in the jurisdictions which sign and implement the CRS. In 2017, the UK will adopt the CRS and the Cayman Islands – UK IGA will be subsumed into such legislation.

In the future, the Cayman Islands may enter into further inter-governmental agreements, similar to those described above, with other third countries to introduce similar regimes for reporting to such third countries fiscal authorities.

Securityholder Consent to Disclosure

Pursuant to the FATCA rules effective July 1, 2014 (see “US and UK Tax Withholding and Reporting” above), the Fund may be required to provide identity, residency and certain other information of securityholders who are US persons or provide information on accounts held by certain other persons or entities to the US tax authority in order to avoid a 30% US withholding tax from being imposed on US source income such as interest, dividends and proceeds from the sale or disposition of property that can produce US source income and on distributions made by the fund.

By investing in the Fund and, through an authorized Dealer, providing the Manager with your identity and residency information you will be deemed to have consented to the Fund’s disclosure of such information to the US and UK tax authority and have acknowledged that:

- (i) the Fund (or its Administrator or Manager) may be required to disclose to the tax authorities in the Fund’s jurisdiction certain confidential information in relation to the investor (or its Beneficial¹ Owners and Controlling Persons²), including but not limited to the investor’s name, address, tax identification number (if any), social security number (if any) and certain information relating to the investor’s investment;
- (ii) these tax authorities may be required to automatically exchange information as outlined above with the Internal Revenue Service (“**IRS**”) of the United States, the equivalent UK tax authorities and other foreign fiscal authorities;
- (iii) the Fund (or the Administrator or Manager) may be required to disclose to the IRS, the equivalent UK tax authorities and other foreign fiscal authorities certain confidential information when registering with such authorities and if such authorities contact the Fund (or the Administrator or Manager directly) with further enquiries;
- (iv) the Fund may require the investor to provide additional information and/or documentation which the Fund may be required to disclose to the tax authorities in the Cayman Islands;
- (v) in the event an investor does not provide the requested information and/or documentation or provides incorrect information or documents, whether or not that actually leads to compliance failures by the Fund, or

¹ This means the natural persons with more than 10% interest by vote or value in the entity.

² This means the natural persons who exercise control over the entity (directors, trustees and powers of attorney).

a risk of the Fund or its investors being subject to withholding tax under the relevant legislative or inter-governmental agreement, the Fund reserves the right to take any action and/or pursue all remedies at its disposal including, without limitation, determining the investor to be a FATCA U.S. Person and/or compulsory redemption of the investor concerned with any losses or damages suffered by the Fund to be deducted from the redemption price or otherwise as the Fund determines; and

- (vi) no investor (or its Beneficial Owners and / or Controlling Persons) affected by any such action or remedy shall have any claim against the Fund (or the Administrator or Manager) for any form of damages or liability as a result of actions taken or remedies pursued by or on behalf of the Fund in order to comply with current or any future inter-governmental agreements, or any of the relevant underlying legislation.

Other jurisdictions may impose similar requirements.

All prospective investors and Shareholders should consult with their own tax advisors regarding the possible implications of FATCA and the CRS on their investment in the Fund.

General

The above information is general information only given at the date hereof and does not constitute any form of tax advice or directions to any shareholder of the Fund. Subscribers should consult their own professional advisors on the possible tax, regulatory or exchange control consequences in all relevant jurisdictions, of acquiring, holding, redeeming or selling Shares.

FINANCIAL INFORMATION ABOUT THE FUND

Financial Statements and Annual Reporting

The Fund will prepare annual financial statements in accordance with IFRS. The financial statements will be audited by the Fund's auditor in accordance with International Standards on Auditing.

The audited annual financial statements of the Fund will normally be available to the shareholders within 90 days of the end of each financial year. Copies of the most recent audited financial statements of the Fund can be obtained by shareholders from the Manager. They will also be available for inspection by shareholders during business hours at the office of the Manager and on our website at <http://www.scotiabank.com/ky/en/0,,8833,00.html>.

The financial year-end of the Fund is December 31st.

Quarterly Statements

Each shareholder will be sent quarterly statements showing the number and the net asset value of the shareholder's Shares in the Fund.

Borrowings, Loan Capital and Contingent Liabilities

As at the date hereof, the Fund does not have any outstanding loan capital or loans made to them, any other borrowings or indebtedness, or any outstanding contingent liabilities or guarantees.

Net Asset Values and Asset Allocation Information

The net asset value per Share of each currently available class of the Fund is published on Bloomberg. The net asset value per Class A, Class IU and Class NU is also available on the Cayman Islands Stock Exchange website at www.csx.com.ky. In addition, the net asset value per Share of each currently available class of the Fund may be published in local papers in other jurisdictions.

Fund fact sheets including asset allocation information for the Fund at the end of the previous calendar month will be available on our website at <http://www.scotiabank.com/ky/en/0,,6682,00.html>.

INSPECTION OF DOCUMENTS

Copies of the following documents are available from the Manager or may be inspected during usual business hours at the offices of the Manager in the Cayman Islands, at the offices of the Portfolio Manager in Canada or at the offices of Scotiabank Trinidad and Tobago Limited located in Scotia Centre, Port of Spain, in Trinidad and Tobago:

- (a) the Memorandum of Association and Articles of Association of the Fund;
- (b) the agreements appointing the Manager and Administrator, the Distributor, the Portfolio Manager, the Administrator, the Sub-Administrator and the Custodian in respect of the Fund;
- (c) the most recent Prospectus; and
- (d) the most recent audited financial statements of the Fund.

Subscribers for Shares are invited to review any publicly available materials relating to the Fund and any other matters regarding this Prospectus, except for proprietary information about the Fund, the Manager, the Portfolio Manager or other Scotiabank Group.

ADDITIONAL DISCLOSURES

Cayman Islands Mutual Funds Law

The Fund falls within the definition of a “mutual fund” in terms of the Mutual Funds Law (as revised) of the Cayman Islands (the “**MF Law**”) and accordingly is regulated in terms of the MF Law. The Fund employs a licensed mutual fund administrator to provide a principal office in the Cayman Islands. Accordingly, the obligations of the Fund are: (a) to register with the Managing Director of the Cayman Islands Monetary Authority (the “**Monetary Authority**”) in accordance with terms of the MF Law; (b) to file with the Monetary Authority prescribed details of this Prospectus and any material change to it; (c) to file annually with the Monetary Authority accounts audited by an approved auditor; and (d) to pay a prescribed registration fee and annual fee. Further, as the Fund is a mutual fund under the MF Law the Directors of the Fund must comply with the Director Registration and Licensing Law 2014.

The Monetary Authority may at any time instruct the Fund to have its accounts audited and to submit them to the Monetary Authority within such time as the Monetary Authority specifies. In addition, the Monetary Authority may ask the Directors of the Fund to give the Monetary Authority such information or such explanation in respect of the Fund as the Monetary Authority may reasonably require to enable it to carry out its duty under the MF Law. The Directors of the Fund must give the Monetary Authority access to or provide at any reasonable time all records relating to the Fund and the Monetary Authority may copy or take an extract of a record to which it is given access. Failure to comply with these requests by the Monetary Authority may result in substantial fines being imposed on the Directors of the Fund and may result in the Monetary Authority applying to the court to have the Fund wound up.

The Monetary Authority may take certain actions if it is satisfied that a regulated mutual fund is likely to become unable to meet its obligations as they fall due or is carrying on or is attempting to carry on business or is winding up its business voluntarily in a manner that is prejudicial to its investors or creditors. The powers of the Monetary Authority include, inter alia, the power to require the substitution of the Directors, to appoint a person to advise the Fund on the proper conduct of its affairs or to appoint a person to assume control of the affairs of the Fund. There are other remedies available to the Monetary Authority, including the ability to apply to the court for approval of other actions.

Registration under the MF Law does not involve a detailed examination of the merits of the Fund, or substantive supervision of the investment performance of the Fund by the Cayman Islands Government or the Monetary Authority. There is no financial obligation or compensation scheme imposed on or by the government of the Cayman Islands in favor of or available to the investors in the Fund.

Cayman Islands Anti-Money Laundering Regulations

In order to comply with regulations aimed at the prevention of money laundering, the Fund will require verification of identity from all prospective investors (unless the Fund is satisfied in any given case that an exemption under the Money Laundering Regulations (as revised) of the Cayman Islands (the “**Regulations**”) applies). Depending on the circumstances of each subscription, a detailed verification might not be required where:

- (a) a prospective shareholder makes the payment for its investment from an account held in the prospective shareholder’s name at a recognised financial institution;
- (b) the prospective shareholder is regulated by a recognised regulatory authority and is based or incorporated in, or formed under the law of, a recognised jurisdiction; or
- (c) the subscription is made through an intermediary which is regulated by a recognised regulatory authority and is based or incorporated in, or formed under the law of, a recognised jurisdiction.

For the purposes of these exceptions, recognition of a financial institution, regulatory authority or jurisdiction will be determined in accordance with the Regulations by reference to those jurisdictions recognised by the Cayman Islands as having sufficient anti-money laundering regulations.

The Fund reserves the right to request such information as is necessary to verify the identity of a prospective shareholder. In the event of delay or failure by the prospective shareholder to produce any information required for verification purposes, the Fund may refuse to accept the subscription for Shares and, if so, any funds received will be returned without interest to the account from which the monies were originally debited.

If any person resident in the Cayman Islands knows or suspects or has reasonable grounds for knowing or suspecting that another person is engaged in criminal conduct or is involved with terrorism or terrorist property and the information for that knowledge or suspicion came to their attention in the course of business in the regulated sector, or other trade, profession, business or employment, the person will be required to report such knowledge or suspicion to (i) the Financial Reporting Authority of the Cayman Islands, pursuant to the Proceeds of Crime Law, Revised of the Cayman Islands if the disclosure relates to criminal conduct or money laundering or (ii) a police constable not below the rank of inspector, or the Financial Reporting Authority, pursuant to the Terrorism Law (Revised) of the Cayman Islands, if the disclosure relates to involvement with terrorism or terrorist financing and property. Such a report shall not be treated as a breach of confidence or of any restriction upon the disclosure of information imposed by any enactment or otherwise.

By purchasing the Fund, you consent to your financial institution and advisor releasing such documents or information required by the regulators in the Cayman Islands and/or any other pertinent jurisdiction(s) where the Fund may be registered and/or purchased in order to comply with global standards of AML best practices.

Litigation

No litigation or claims against the Fund or initiated by the Fund are known to the Directors or Manager as at the date hereof.

POTENTIAL CONFLICTS OF INTEREST

Scotiabank & Trust (Cayman) Ltd. holds all of the Governance Shares in the Fund and is the Administrator and Manager of the Fund. Scotiabank & Trust (Cayman) Ltd. carries on the business of trading in securities, including securities that would qualify for investment by the Fund, and it may from time to time as a principal enter into transactions in securities which are being purchased or sold for the account of the Fund. A similar situation could arise in respect of dealings in securities by the Manager or its affiliated companies. The Manager may also aggregate transactions entered into on behalf of the Fund with transactions entered into on behalf of itself or third parties, provided that the terms of such transactions are no less favourable to the Fund than would have been the case had the transactions not been so aggregated.

A majority of the Directors and officers of the Fund are currently either directors or senior officers employed by affiliates of the Manager. The directors of the Manager may from time to time act as directors, manager, investment advisor or

distributor in relation to, or be otherwise involved in other funds or collective investment schemes which have similar investment objectives to those of the Fund. Directors may vote on proposals or contracts in which they are materially interested if they first disclose the interest. A Director shall be counted in the quorum at a meeting in relation to any resolution on which he or she is debarred from voting.

The Directors can determine their own remuneration, with or without an independent quorum. The Directors can exercise all powers to borrow money. Share capital of the Fund can be increased by ordinary resolution of the Directors of the Fund.

It is therefore possible that any of them may, in the course of their responsibilities or business, have potential conflicts of interest with the Fund. In such event, each will at all times have regard to his obligations under the Articles of Association of the Fund, the agreements between the Fund and affiliated companies of the Manager, and the obligation to act in the best interests of the shareholders of the Fund when undertaking any transactions where conflicts of interest may arise. Each will also endeavour to ensure that such conflicts are resolved fairly.

In summary, there is no prohibition on dealings in the assets of the Fund with entities related to the Directors of the Fund, the Manager, the Portfolio Manager or their affiliated companies, provided that such transactions are carried out as if effected at arm's length on normal commercial terms. Transactions will be regarded as being effected at arm's length on normal commercial terms if they are executed on terms which the Manager reasonably regards as conforming to normal commercial terms then prevailing.

SUBSCRIPTION FORM

A Subscription Form for purchasing Shares in the Fund may be obtained from the Manager or one of its authorized Distributors.

WINDING UP

The Fund is intended to remain in existence indefinitely.

However, the holders of Governance Shares have the power by special resolution to voluntarily wind up the Fund, except that prior approval of the shareholders of the Fund will be required to terminate and/or suspend the Fund in accordance with the powers granted to the holders of Shares under the Memorandum of Association. On the winding up of the Fund, the assets of the Fund will be liquidated, its liabilities and the costs of the winding up settled, and any surplus remaining thereafter will be distributed on a *pari passu* to the holders of Shares.

DATES OF LICENSING/REGISTRATION

Registration/License	Date
The Fund is licensed in St. Lucia by the Financial Services Regulatory Authority, Ministry of Finance, Economic Affairs and Social Security as a public international mutual fund.	April 1, 2014
The Fund is registered as a foreign company in the Cayman Islands to enable registration as a Cayman Islands Mutual Fund.	April 1, 2014
The Fund is registered as reporting issuer under the <i>Securities Act 2012</i> of Trinidad and Tobago and as foreign collective investment scheme with the Trinidad and Tobago Securities and Exchange Commission.	June 25, 2015
The Fund is continued as an exempt company in the Cayman Islands.	On or about April 18, 2016
The Fund ceases to be registered as an international business company and licensed as an international public mutual fund	On or about April 18, 2016

It is anticipated that in the future applications may be made to register the Fund in other jurisdictions.



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