

September 30, 2014

To the shareholders of :

SCOTIABANK MONEY MARKET FUND

SCOTIABANK US DOLLAR BOND FUND

SCOTIABANK GLOBAL GROWTH FUND

SCOTIABANK US GROWTH FUND

SCOTIABANK CANADIAN GROWTH FUND

(each, a “Fund” and collectively, the “Funds”)

NOTICE OF AMENDED AND RESTATED PROSPECTUS OF THE FUNDS

The Prospectus of the Funds has been amended and restated to incorporate the changes set out below. The amended and restated prospectus (the “2014 Prospectus”), including changes set out in this Notice, unless as otherwise specified below, will take effect no earlier than 30 days from the date of this Notice or on a future date that coincides with all regulatory approvals to the 2014 Prospectus, whichever is latest (the “effective date”).

Consolidation of 2011 Addenda

The changes introduced by 2011 addenda to the current version of the prospectus have been consolidated into the 2014 Prospectus.

Introduction of Class AD Shares

The board of directors of each Fund has approved the establishment of a new Class AD Shares by the Funds. Class AD Shares will be denominated in US Dollars. The Funds intend to distribute a percentage or all of the income and/or capital gains on Class AD Shares by way of dividends at the end of each quarter. The Funds will only pay such dividends when declared by the board of directors of the Funds. These distributions are not guaranteed and may change at any time at directors’ discretion.

Please see the 2014 Prospectus for the complete terms of offering of Class AD Shares, including applicable management fees, minimum investment amounts and sales charges.

Introduction of Class IJ Shares

The board of directors of each of Scotiabank US Dollar Fund, Scotiabank Global Growth Fund, Scotiabank US Growth Fund and Scotiabank Canadian Growth Fund has approved the establishment of a new Class IJ Shares by such Funds. Class IJ Shares will be denominated in Jamaican Dollars.

Please see the 2014 Prospectus for the complete terms of offering of Class IJ Shares, including applicable management fees, minimum investment amounts and sales charges.

Clarification to the Investment Strategies of the Funds

The investment strategies of the Funds have been updated to clarify circumstances in which the Funds may use warrants and derivatives for hedging and non-hedging purposes as part of their overall investment strategy.

Asset Management Service

In line with the investment objective of protecting principal, all allocations in the Preservation of Capital AMS Model will be transferred to Scotiabank Money Market Fund and as of June 20th, 2014, the Preservation of Capital AMS Model will be cancelled. No new purchases of this model are now accepted by the Manager.

If you are currently invested in the Preservation of Capital AMS Model, we invite you to contact your financial advisor to discuss your options. Unless we receive written instructions from you otherwise, as of June 20th, 2014, your position in the Preservation of Capital AMS Model will be moved to the Scotiabank Money Market Fund whose mandate is to provide shareholders with liquidity and preservation of capital by investing primarily in high quality U.S. dollar denominated debt securities, obligations and money market instruments. If you are participating in the pre-authorized contributions program, as of June 20th, 2014, your contributions will be invested in Scotiabank Money Market Fund.

For more information on Scotiabank Money Market Fund, please refer to a copy of the prospectus delivered to you at the time of your initial investment. You can also access the fund's prospectus, together with all updates to it, on our website at <http://www.scotiabank.com/ky/en/0..6689.00.html>.

US Tax Withholding and Reporting Under the Foreign Account Tax Compliance Act

The new reporting regime under the Foreign Account Tax Compliance Act provisions of the U.S. Hiring Incentives to Restore Employment Act of 2010 (“**FATCA**”) may apply to the Funds. A general description of FATCA has been included in the 2014 Prospectus. We recommend that you consult your tax adviser on how FATCA-related rules may affect you and your investment in the Funds.

Portfolio Advisor Name Change and Related Changes

The portfolio advisor (the “**Portfolio Advisor**”) of Scotiabank Money Market Fund, Scotiabank US Dollar Bond Fund and Scotiabank Canadian Growth Fund changed its name from “Scotia Asset Management L.P.” to “1832 Asset Management L.P.” effective September 30, 2014. Please see the 2014 Prospectus for additional information on the Portfolio Advisor.

Board of Directors Changes

Douglas Cochrane, former Managing Director of the Manager, retired from the board of the Funds and the Manager as of February 28, 2014. Subject to prior regulatory approval, Sloane Muldoon, the newly appointed Managing Director of the Manager, will join the board of directors of the Funds.

Miscellaneous Changes

Certain general updates have been made to the Funds' disclosure, including updates to the risk factors section and inclusion of a management fee rebate description.

On the effective date, the amended and restated Prospectus will be available on request from your financial advisor or at:

<http://www.scotiabank.com/ky/en/0,,6689,00.html>

On Behalf of the Directors