INFORMATION STATEMENT DATED JULY 7, 2025

This Information Statement has been prepared solely for the purpose of assisting prospective purchasers in making an investment decision with respect to the Notes. This Information Statement constitutes an offering of these Notes only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell the Notes. No securities commission or similar authority in Canada has in any way passed upon the merits of the Notes offered hereunder and any representation to the contrary is an offence. The Notes offered under this Information Statement have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any State securities laws and, subject to certain exceptions, may not be offered for sale, sold or delivered, directly or indirectly, in the United States, its territories or possessions or to or for the account or benefit of U.S. persons within the meaning of Regulation S under the 1933 Act. In addition, the Notes may not be offered or sold to residents of any jurisdiction or country in Europe. The Notes may only be sold outside of Canada, the United States, its territories or possessions, any jurisdiction or country in Europe with the consent of the Bank and in accordance with applicable law and only where the Notes may be lawfully sold, as applicable, on the basis exempt from the prospectus and registration requirements or similar requirements of any such jurisdiction.

Scotiabank®

The Bank of Nova Scotia
Principal Protected Notes

BNS U.S. Large Cap (AR) Index Autocallable Deposit Notes, Series 10F (USD)
Maximum Offering: US$30,000,000 (300,000 Notes)
Maturity Date: July 16, 2029

Issue Date: July 15, 2025

Price: US$100.00 per Note
Minimum Investment: US$5,000 (50 Notes)
Fundserv Code: SSP6182

A prospective investor should decide to invest in the Notes only after carefully considering with such investor's advisors whether the Notes are a suitable investment in light of the investor's particular circumstances and the information set out in this information statement (the "Information Statement"). Neither the Bank nor Scotia Capital Inc. nor any of their respective affiliates make any recommendation as to whether the Notes are a suitable investment for any person. See "Suitability for Investment" and "Risk Factors".

The Notes will not constitute deposits that are insured under the *Canada Deposit Insurance Corporation Act* or under any other deposit insurance regime.

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DESCRIPTION OF THE NOTES

The following information should be read in conjunction with the information appearing elsewhere in this Information Statement. See "Glossary" for defined terms. References herein to "US$" are to United States dollars, unless otherwise expressly specified.

Issue

BNS U.S. Large Cap (AR) Index Autocallable Deposit Notes, Series 10F (USD).

Issuer

The Bank of Nova Scotia (the "Bank").

Selling Agent

Scotia Capital Inc., a wholly-owned subsidiary of the Bank.

Issue Size

The maximum issue size is US$30,000,000 (300,000 Notes) (the "Issue Size"). The Bank reserves the right to change the maximum Issue Size in its sole and absolute discretion.

Principal Amount and Subscription Price

Each Note will be issued for the deposit amount of US$100.00 per Note (the "Principal Amount") and for a subscription price of 100.00% of the Principal Amount (the "Subscription Price").

Issue Date

The Notes will be issued on or about July 15, 2025, or such other date as may be agreed between the Bank and the Selling Agent (the "Issue Date"), subject to the provisions outlined under "Special Circumstances". See "Special Circumstances".

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06418Y8B7.

Fundserv Code

SSP6182.

Notes may be purchased through dealers and other firms that facilitate purchase and related settlement through a clearing and settlement service operated by Fundserv. See "Fundserv" and "Description of the Notes — Secondary Trading of Notes".

Maturity Date

July 16, 2029 (approximately a 4 year term) (the "Maturity Date"), subject to the Notes being automatically called (i.e., redeemed) by the Bank.

Autocall

The Notes will be automatically called (i.e., redeemed) by the Bank and a Variable Return will be paid to Holders if the Closing Index Level on the 2026 Autocall Valuation Date is less than or equal to the Autocall Level. The Notes cannot be automatically called prior to July 15, 2026. See "Valuation Dates, Payment Dates and Call Date". If the Closing Index Level on the 2026 Autocall Valuation Date is greater than the Autocall Level, the Notes will not be automatically called by the Bank and a Variable Return will not be paid to Holders in respect of the 2026 Autocall Valuation Date.

Autocall Level

100.00% of the Initial Index Level.

Minimum Investment

An investor must invest a minimum of US$5,000 (50 Notes). The Bank reserves the right to change the minimum investment amount in its sole and absolute discretion.

Status/No Deposit Insurance

The Notes will constitute direct senior unsecured and unsubordinated obligations of the Bank and will rank equally with all other present and future direct senior unsecured and unsubordinated indebtedness of the Bank, subject to certain priorities under applicable law. **The Notes will not constitute deposits that are insured under the *Canada Deposit Insurance Corporation Act* or under any other deposit insurance regime and therefore the payments to Holders will be dependent upon the financial health and creditworthiness of the Bank.**

Credit Rating

As of the date of this Information Statement, the Bank's direct senior unsecured and unsubordinated obligations with a term to maturity of one year or more were rated AA by DBRS, A+ by S&P, AA by Fitch and Aa2 by Moody's. **However, the Notes have not been and will not be rated by any credit rating organization. There can be no assurance that if the Notes were specifically rated by these rating agencies that they would have the same rating as the Bank's unsecured and unsubordinated obligations with a term to maturity of one year or more. A rating is not a recommendation to buy, sell or hold investments, and may be subject to revision or withdrawal at any time by the relevant rating agency.**

Index

Whether there is a return on the Notes through the Variable Return is based on the performance of the Bank's proprietary index, Scotiabank US Top 50 Large Cap Dividend 75 AR Index (the "Index"). The Index aims to track the gross total return performance of the Scotiabank US Top 50 Large Cap Dividend Index TR (the "Target Index"), subject to reduction for a synthetic dividend of 75 index points per annum calculated daily in arrears at the time the Index is calculated (the "Adjusted Return Factor"). The Target Index is a gross total return index that reflects the applicable price changes of its constituent securities and any dividends and distributions paid in respect of such securities. The performance of the Index will vary above or below the price return version of the Target Index, which version excludes dividends and distributions, depending on whether the amount and timing of reinvested dividends and/or distributions reflected in the Target Index outweighs the impact of the Adjusted Return Factor on the Index. The Bank developed, and is the owner, provider and sponsor of the Index and the Target Index (the "Index Sponsor"). Solactive AG is the index administrator, acting as the calculation agent of the Index and Target Index (the "Index Administrator"). For the calculation of the level of the Target Index, any dividends or other distributions paid on the constituent securities of the Target Index are reinvested across all the constituent securities of the Target Index. See *Appendix B* to this Information Statement for summary information regarding the Index and the Target Index.

The Notes do not represent a direct or indirect investment in the Index, the Target Index or the constituent securities of the Target Index, and Holders will have no right or entitlement to such securities, including voting rights or the right to receive any dividends, distributions or other income or amounts accruing or paid thereon. The Closing Index Level reflects the gross total return performance of the Target Index as reduced by the Adjusted Return Factor. The Closing Index Level on May 30, 2025 was 1,460.91. The Adjusted Return Factor as a percentage of the Closing Index Level on May 30, 2025 was approximately 5.13%. The foregoing percentage amount is not an estimate or forecast of what any such percentage amount may be over the term of the Notes. The annual dividend yield on the Target Index as of May 30, 2025 was 4.06%, representing an aggregate dividend yield of approximately 17.26% annually compounded over the approximately 4 year term of the Notes on the assumption that the dividends paid on the securities comprising the Target Index remain constant. The foregoing dividend yield information is for comparative purposes only and is not an indication of any future dividends that might be paid or payable on such securities. There is no requirement for the Bank to hold any interest in the Index, the Target Index or the constituent securities of the Target Index.

All references herein to the Index and the Target Index are solely for purposes of establishing the sources of and the mechanics for determining the return on the Notes, if any.

Initial Valuation Date

July 15, 2025 (the "Initial Valuation Date"), provided that if such day is not an Exchange Business Day then the Initial Valuation Date will be the first succeeding day that is an Exchange Business Day, subject to the provisions outlined under "Special Circumstances".

Final Valuation Date

July 10, 2029 (the "Final Valuation Date"), provided that if such day is not an Exchange Business Day then the Final Valuation Date will be the immediately preceding Exchange Business Day, subject to the Notes being automatically called and the provisions outlined under "Special Circumstances".

Valuation Dates, Payment Dates and Call Date

The specific Valuation Dates, Payment Dates and Call Date for the Notes will be as indicated in the table below, subject to the occurrence of any special circumstances (see "Special Circumstances") and the Notes being automatically called by the Bank. The Notes only have one Call Date and cannot be automatically called by the Bank prior to July 15, 2026.

Valuation Date	Payment Date/ Call Date
July 9, 2026 (the "2026 Autocall Valuation Date")	July 15, 2026 (the "Call Date")
July 10, 2029 (Final Valuation Date)	July 16, 2029 (Maturity Date)

The Maturity Date is not a Call Date. The record date for any entitlement due to be paid to the registered holder of the Notes in connection with payments under the Notes is one Business Day immediately preceding the applicable Payment Date (a "Record Date"). If the 2026 Autocall Valuation Date or the Final Valuation Date is not an Exchange Business Day, then the 2026 Autocall Valuation Date or the Final Valuation Date, as the case may be, will be the immediately preceding Exchange Business Day, subject to the provisions outlined under "Special Circumstances", which may accelerate or delay the payment of the Variable Return, if any. See "Special Circumstances".

If the Payment Date, Call Date or the Maturity Date is not a Business Day, then the related payment the Bank is obligated to make on such day, if any, will be paid to the Holder on the immediately following Business Day, subject to the provisions outlined under "Special Circumstances", and no interest shall be paid in respect of such delay. If the Notes are automatically called (i.e., redeemed) by the Bank on the Call Date, the Notes will be cancelled, all amounts due shall be paid, including the Principal Amount, and Holders will not be entitled to receive any subsequent payments in respect of the Notes.

Amounts Payable on a Payment Date or at Maturity

Holders of record on the Record Date will be entitled to receive an amount per Note equal to the sum of: (i) the Principal Amount and (ii) the Variable Return, if any. The Principal Amount and the Variable Return, if any, will be paid on the Maturity Date unless the Notes are automatically called by the Bank. If the Notes are automatically called by the Bank, the Principal Amount and the Variable Return will be paid on the Payment Date. See *Appendix A* for hypothetical examples showing how the Variable Return would be determined and calculated based on certain hypothetical values and assumptions. The repayment of the Principal Amount will not depend on the performance of the Index.

A Holder does not have the right to retract or redeem the Notes prior to the Maturity Date. However, a Holder may be able to sell the Notes in any available secondary market prior to the Maturity Date. See "Description of the Notes — Secondary Trading of Notes". The amount and method of calculating the Variable Return and the timing of the payment of the Variable Return, if any, may be affected by the occurrence of any special circumstances, including a Material Index Change, a Market Disruption Event, or an Extraordinary Event. See "Special Circumstances".

Variable Return

Holders of record on the Record Date may be entitled to a variable return (the "Variable Return") per Note, payable on the Payment Date or Maturity Date, as calculated by the Calculation Agent in accordance with the applicable formula below (subject to the provisions outlined under "Special Circumstances", see "Special Circumstances"):

(i) if the Closing Index Level on the 2026 Autocall Valuation Date is less than or equal to the Autocall Level, the Variable Return per Note will equal:

Principal Amount × Fixed Return

(ii) if the Final Index Level on the Final Valuation Date is greater than the Initial Index Level, the Variable Return per Note will equal:

Principal Amount × (Index Return × Participation Rate)

(iii) if the Final Index Level on the Final Valuation Date is equal to or less than the Initial Index Level, the Variable Return per Note will equal:

US$0.00

The amount of the Variable Return, if any, is uncertain and will depend upon the performance of the Index, which reflects the applicable price changes of the constituent securities of the Target Index and any dividends and distributions paid in respect of such securities, without deduction of any withholding tax or other amounts to which an investor holding the constituent securities of the Target Index would typically be exposed, as reduced by the Adjusted Return Factor.

No Variable Return will be paid unless the Closing Index Level on the 2026 Autocall Valuation Date is less than or equal to the Autocall Level or, if the Notes are not automatically called by the Bank, unless the Final Index Level on the Final Valuation Date is greater than the Initial Index Level. See "Risk Factors — Non-Conventional Investment — and — No Variable Return May be Payable". The Notes will not bear any interest during the term of the Notes. See *Appendix A* for hypothetical examples showing how the Variable Return would be determined and calculated based on certain hypothetical values and assumptions. A Holder cannot elect to receive the Variable Return, if any, prior to the Maturity Date.

Fixed Return

The fixed return used in the calculation of the Variable Return on the 2026 Autocall Valuation Date will be 5.00% (the "Fixed Return").

Participation Rate

105.00%, applied to any positive Index Return on the Final Valuation Date if the Notes are not automatically called by the Bank on the Call Date.

Index Return

The Index Return is an amount expressed as a percentage (which can be zero, positive or negative) calculated by the Calculation Agent in accordance with the following formula:

(Final Index Level − Initial Index Level) ÷ Initial Index Level

Closing Index Level

The official closing level or value of the Index on a given day as calculated and announced by the Index Administrator on an Exchange Business Day, provided that, if on or after the Initial Valuation Date the Index Administrator materially changes the time of day at which such official closing level or value is determined, the Calculation Agent may thereafter deem the Closing Index Level to be the level or value of the Index as of the time of day used by the Index Administrator to determine the official closing level or value prior to such change.

Initial Index Level

The Closing Index Level on the Initial Valuation Date, subject to the provisions outlined under "Special Circumstances".

Final Index Level

The Closing Index Level on the Final Valuation Date, subject to the provisions outlined under "Special Circumstances".

Selling Agent Fees

There is no selling agent fee payable to the Selling Agent in respect of the Notes.

Special Circumstances

See "Special Circumstances" for a description of certain special circumstances, including a Material Index Change, a Market Disruption Event and an Extraordinary Event, which may result in an adjustment to the formula for calculating the Index or to the determination or calculation or timing of the payment of the Variable Return, if any, due on the Notes or in the replacement of the Index by a Successor Index. The Principal Amount will not be paid until the Maturity Date, subject to the Notes being automatically called by the Bank prior to the Maturity Date. The provisions regarding special circumstances in the "Special Circumstances" section shall be read with the necessary modifications to apply to the Target Index in the same manner in which such provisions apply to the Index, including as applicable, the constituent securities of the Target Index.

Currency

The Notes are denominated in U.S. dollars and any amounts owing under the Notes will be payable in U.S. dollars. No currency conversion will be applied when calculating amounts owing under the Notes. Unless otherwise indicated, all dollar amounts appearing in this Information Statement are stated in Canadian dollars.

Income Tax Considerations

Prospective investors should consider the income tax consequences of an investment in the Notes, including those arising from a disposition of the Notes prior to maturity. See "Certain Canadian Federal Income Tax Considerations" and "Risk Factors — Income Tax Considerations and CRA Administrative Practice".

U.S. Tax Considerations

Initial Holders of the Notes should not be subject to withholding tax under Section 871(m) of the U.S. Internal Revenue Code of 1986, as amended, solely as a result of investing in the Notes. Section 871(m) imposes a 30% withholding tax (which may be reduced by an applicable income tax treaty) on certain "dividend equivalents" paid or deemed paid to a non-U.S. Holder with respect to certain "specified equity-linked instruments" that reference one or more dividend-paying U.S. equity securities or indices containing U.S. equity securities. It is possible, however, that withholding tax under Section 871(m) could apply to the Notes if a non-U.S. Holder enters, or has entered, into certain other transactions in respect of the securities comprising the Target Index. A non-U.S. Holder that enters, or has entered, into any such transactions should consult its tax advisor regarding the application of Section 871(m) to its Notes in the context of its other transactions.

Suitability for Investment

Prospective investors should reach a decision to invest in the Notes only after carefully considering, with their investment, legal, accounting, tax and other advisors, the suitability of the Notes in light of such investors' investment objectives and the information set out in this Information Statement. The Bank, the Calculation Agent and the Selling Agent make no recommendation as to the suitability of the Notes for investment by any particular person. The Notes may be suitable for investors who are:

- seeking a medium-term investment and who have an investment strategy consistent with the features of the Notes, including that the Notes are subject to an automatic call feature and will be automatically called (i.e., redeemed) by the Bank prior to the Maturity Date if the Closing Index Level on the 2026 Autocall Valuation Date is less than or equal to the Autocall Level;
- comfortable with an investment that does not provide for a return that is based solely on a fixed, floating or other specified rate of interest, other than the Fixed Return, but has an automatic call feature and a Variable Return based on the performance of the Index, and that does not provide a return or an income stream over the term of the Notes;
- comfortable that there can be no assurance that the Notes will pay any Variable Return;
- seeking the opportunity for what may be an enhanced return over other traditional equity or fixed rate investments and who are prepared to assume the risks associated with an investment linked to equity markets;
- seeking exposure to, and understanding the risks associated with the issuers in the large-cap segment of the U.S. equity market that are included in the Target Index;
- comfortable with the Variable Return being linked to the performance of the Index which aims to track the gross total return performance of the Target Index as reduced by the Adjusted Return Factor;
- comfortable with the Variable Return being linked to the performance of the Index measured on the Initial Valuation Date and on the 2026 Autocall Valuation Date, or the Final Valuation Date, as the case may be, and are willing to forego all dividends, distributions and other income and amounts accruing or paid in respect of the Index, the Target Index or the constituent securities of the Target Index;
- prepared to accept that the Variable Return will only be paid if the Closing Index Level on the 2026 Autocall Valuation Date is less than or equal to the Autocall Level, or if the Notes are not automatically called by the Bank, if the Final Index Level on the Final Valuation Date is greater than the Initial Index Level;
- prepared to receive the Principal Amount and the Variable Return prior to the Maturity Date if the Notes are automatically called by the Bank;
- not expecting, or in need of, certainty of yield;
- seeking a U.S. dollar denominated investment and are prepared to assume the risks (including losses) associated with investments exposed to fluctuations in currency exchange rates (see "Certain Canadian Federal Income Tax Considerations" for a description of the conversion of U.S. dollar amounts relating to the acquisition, holding or disposition of a Note into Canadian dollars);
- willing to assume the credit risk of the Bank; and
- prepared to accept the risks set out under "Risk Factors".

Risk Factors

Prospective investors should carefully consider with their advisors all of the information set out in this Information Statement before reaching a decision to purchase the Notes and should evaluate the risks associated with the Notes. Certain risk factors associated with an investment in the Notes include but are not limited to those listed below and are more fully described in the section "Risk Factors":

- the Notes are not conventional investments and differ from ordinary obligations or debt instruments in that they do not provide a return that is based solely on a fixed or floating yield, other than the Fixed Return, as applicable, and have a Variable Return based on the performance of the Index;
- the Notes are subject to an automatic call feature and will be redeemed by the Bank prior to the Maturity Date if the Closing Index Level on the 2026 Autocall Valuation Date is less than or equal to the Autocall Level;
- the Variable Return, if any, is payable on the Notes only if the Closing Index Level on the 2026 Autocall Valuation Date is less than or equal to the Autocall Level, or if the Notes are not automatically called by the Bank, if the Final Index Level on the Final Valuation Date is greater than the Initial Index Level, and therefore the Variable Return is uncertain;
- there may be no Variable Return payable on the Notes.. There will be no interest or other payments made during the term of the Notes;
- although the Target Index is a gross total return index that reflects the applicable price changes of its constituent securities and any dividends and distributions paid in respect of such securities, without deduction of any withholding tax or other amounts to which an investor holding the constituent securities of the Target Index would typically be exposed, an investment in the Notes is not the same as making a direct or indirect investment in the Index, the Target Index or the constituent securities of the Target Index, including the fact that a Holder will not have the right to receive any dividends, distributions or other income or amounts accruing or paid on such securities. The Adjusted Return Factor is not, and may not be, representative of an estimate or a forecast of any dividends that may be paid or payable, or of any distributions that may be made, now or in the future on the constituent securities of the Target Index;
- the level of the Target Index and, in turn, the level of the Index, may be affected by the volatility of the prices of the equity securities of the issuers comprising the Target Index, meaning that such prices can fluctuate and change considerably in relatively short periods and the performance of such prices cannot be predicted for any future period, and by the ability of the issuers of the constituent securities of the Target Index to declare and pay dividends or make distributions in respect of the constituent securities of the Target Index and to sustain or increase such dividends and distributions at or above historical levels;
- since the Index aims to track the gross total return performance of the Target Index as reduced by the Adjusted Return Factor, the performance of the Index will be less than that which could be achieved through a direct investment in the Target Index or the constituent securities of the Target Index, and based on the application of the Adjusted Return Factor to daily changes in the closing level of the Target Index, the difference between the performance of the Index and the Target Index may be subject to the effects of compounding returns which may result in the difference between the performance of the Index and the Target Index being greater or less than the Adjusted Return Factor pro-rated over the same period, which effects may also be amplified by the quarterly rebalancing of the Target Index;
- the Adjusted Return Factor is a fixed number of index points that is deducted daily from the performance of the Target Index, which does not vary with the level of the Target Index, while any dividends and/or distributions reflected in the Target Index may vary in terms of timing and amount paid. If dividends and/or distributions reinvested are less than the impact of the deduction of the Adjusted Return Factor over the relevant period, the performance of the Index will be lower than the performance of the price return version of the Target Index at the end of such period. If the Target Index decreases over time, the Adjusted Return Factor will represent a larger percentage of the Target Index, resulting in a greater relative impact on the Index, which may increase the magnitude of the Index's underperformance, including the potential that no return may be paid on the Notes;
- historical performance of the Index and the Target Index, and growth rates and dividends of the constituents included in the Target Index may not necessarily predict future performance of the Index or the Target Index or the return on the Notes. The Index and Target Index were launched on November 26, 2024, and August 19, 2024, respectively. Accordingly, there is very limited performance history for the Index and the Target Index, and as such, the Notes may perform in unexpected ways and may involve greater risk than notes linked to one or more indices with a more established record of performance, which may make it more difficult for an investor to make an informed decision with respect to the Notes;
- a variety of factors that could adversely impact the equity securities comprising the Target Index and securities markets generally could adversely affect the performance of the Index and the Target Index and may adversely impact the return on the Notes;
- the Bank is the Index Sponsor and Solactive AG is the Index Administrator. Even though the Index and the Target Index will be calculated in accordance with certain principles or rules, such calculations may require certain judgements and decisions to be made, which may include changes to the formula or methodology of the Index and/or Target Index in certain circumstances. Since the Bank is the Index Sponsor, the Bank will be directly or indirectly responsible for these judgments and decisions. Determinations made by the Index Sponsor could affect the level of the Index and the Target Index and any amounts payable on the Notes. The Bank has no obligation to consider the interests of Holders in taking any actions in respect of the Index and Target Index, that might affect the value of the Notes. Further, the Bank or its affiliates may hedge the market risks to the Bank associated with its obligation to pay amounts due on the Notes. The Bank or its affiliates expect to make a profit in connection with these arrangements. The Bank or its affiliates have not independently verified, nor do they make any representation regarding, the accuracy or completeness of the public information relating to the constituents of the Target Index;
- the Index Administrator is responsible for calculating and maintaining the Index and Target Index. The Index Administrator may change the method applied to calculate the Index and the Target Index that it deems to be necessary and desirable in order to prevent obvious and demonstrable error or to remedy, correct or supplement incorrect terms and conditions, which could change the levels of the Index and Target Index, and which could adversely affect the amounts payable on the Notes;
- neither the Selling Agent nor its affiliates or associates have performed and will not perform any due diligence investigation or review of the Index or the Target Index, the constituent securities of the Target Index or the issuers of such securities;
- the ability of a Holder to pledge the Notes may be limited due to the lack of a physical certificate;
- there is no assurance that Scotia Capital Inc. will maintain a secondary market for the Notes and if not, a secondary market may not be available. If a Holder sells the Notes prior to maturity, the Holder may have to do so at a discount from the Principal Amount and as a result, the Holder may suffer losses;
- there are potential conflicts of interest between Holders, the Bank and its affiliates. No independent calculation agent will be retained to make or confirm the determinations and calculations made by the Calculation Agent;
- the occurrence of special circumstances may result in an adjustment to any component and variable relevant to the calculation of the Variable Return, if any, may accelerate or delay the determination and payment of the Variable Return, if any, may change the manner in

which the Variable Return, if any, is calculated, may result in the Notes being redeemed by the Bank prior to the 2026 Autocall Valuation Date or the Maturity Date, as the case may be, and may result in the replacement of the Index by a Successor Index;

- changes in income tax, securities and other laws may adversely affect Holders;
- an investment in the Notes should be made with an understanding that the Principal Amount and the Variable Return, if any, will be denominated and payable in U.S. dollars. To the extent other assets or income of a Holder of Notes are denominated in another currency, such as the Canadian dollar, an investment in the Notes will entail foreign exchange-related risks due to, among other factors, possible significant changes in the value of such currency relative to the U.S. dollar because of economic, political and other factors. Appreciation of the Canadian dollar against the U.S. dollar could result in a loss to a Holder of Notes on a Canadian dollar basis. In addition, for the purposes of the *Tax Act* (Canada), all U.S. dollar amounts must generally be converted into and reported in Canadian dollars by a Holder based on the rate of exchange prevailing at the relevant time;
- an investor should consider the tax consequences of an investment in the Notes. While, based upon CRA administrative practice, there should generally be no deemed accrual of interest in respect of the potential Variable Return or Accelerated Variable Return on the Notes (except where payment of an Accelerated Variable Return is deferred to the Maturity Date), CRA is not bound to apply such administrative practice to Holders;
- the likelihood that Holders will receive the payments owing to them in connection with the Notes will be dependent upon the financial health and creditworthiness of the Bank. The Notes will not be insured by the Canada Deposit Insurance Corporation or any other entity;
- there is no assurance that an investment in the Notes will be eligible for protection under the Canadian Investor Protection Fund;
- payment of a portion of the Variable Return may be deferred under the *Criminal Code (Canada)* if the annual percentage rate of interest exceeds 35%; and
- expenses and transaction costs may reduce a Holder's return on the Notes.

Performance Disclosure and Availability of Information

A copy of this Information Statement will be posted on the Bank's structured products website at www.scotianotes.com and will be provided in writing on request from Scotiabank Global Banking and Markets at 1-866-416-7891. Information concerning Scotiabank Global Banking and Markets' procedures established for dealing with complaints, Scotiabank's Canada Whistleblower Policy and the Scotiabank Whistleblower Program have been made available at https://www.gbm.scotiabank.com/en/legal.html.

Certain additional information regarding the Notes will also be provided on an ongoing basis at www.scotianotes.com, including the last available measure of the Index that would be used to determine the return on the Notes. During the term of the Notes, Holders may enquire as to the Bid Price (the "net asset value" for the Notes) and the terms and conditions of the Notes by contacting Scotiabank Global Banking and Markets at the above number.

Secondary Trading of Notes

Secondary Market

The Notes will not be listed on any exchange or marketplace. Scotia Capital Inc. will use reasonable efforts under normal market conditions to provide a secondary market for the Notes, including by purchasing the Notes as principal and selling such acquired Notes, but reserves the right to elect not to do so at any time in the future, in its sole and absolute discretion, without prior notice to Holders. These reasonable efforts will consist of posting a daily "net asset value" or bid price (the "Bid Price") through the Fundserv network for the Notes. Scotia Capital Inc., acting as principal, may earn a profit in connection with the acquisition and disposition of the Notes. Scotia Capital Inc. may, for any reason, elect not to purchase the Notes from any particular Holder and may, in its sole and absolute discretion, limit the aggregate Principal Amount of the Notes that will be acquired on any given day from any particular Holder and/or defer the purchase of any or all of the Notes from any particular Holder. Under no circumstances will Scotia Capital Inc. provide a secondary market for the Notes on or following the 2026 Autocall Valuation Date if the Notes are called, or the Final Valuation Date, as the case may be. If a Holder sells the Notes prior to maturity, the Holder may have to do so at a discount from the Principal Amount and as a result, the Holder may suffer losses. A Holder does not have the right to retract or redeem the Notes prior to the Maturity Date. A Holder may be able to sell the Notes prior to maturity in any available secondary market; however, there is no assurance that there will be a secondary market for the Notes or liquidity in the secondary market if one develops. If there is no secondary market, a Holder will not be able to sell its Notes. See "Risk Factors — Liquidity Risk and Secondary Market".

The sale of a Note to Scotia Capital Inc. in a secondary market, if any such secondary market exists at such time, prior to the Maturity Date will be effected at a price equal to: (i) the Bid Price for the Note as posted to the Fundserv network by Scotia Capital Inc. on the day the request is deemed to have been made, which may be less than the Principal Amount, minus (ii) any transaction charges that may or may not be levied by the relevant selling agent. A sale of the Notes originally purchased through a distributor on the Fundserv network will be subject to certain additional limitations and procedures. See "Fundserv". The Notes may in certain circumstances be transferable through Clearing and Depository Services Inc. ("CDS") and not the Fundserv network. There is no guarantee that the Bid Price at any time will be the highest possible price available in any secondary market for the Notes, and the actual price received by a Holder and the selling terms for such secondary market sales may be varied by the relevant selling agent.

Factors Affecting the Bid Price

There is no guarantee that the Bid Price for any day will be the highest possible price available in any secondary market for the Notes, but it will represent a bid price generally available to Holders, including clients of Scotia Capital Inc., as at the relevant close of business. The Bid Price at any time will generally depend on, among other things, (a) how much the Closing Index Level has risen or fallen since the Initial Valuation Date of the Notes, (b) the Principal Amount that is payable on a Payment Date if the Notes are called, or on the Maturity Date, as the case may be, (c) a number of other interrelated factors including, without limitation, volatility in the levels of the Index, the Target Index and the prices of the constituent securities of the Target Index, the level of interest rates in the applicable markets, dividend yields on any of the securities comprising the Target Index, the 2026 Autocall Valuation Date and the Maturity Date, and (d) if applicable, factors related to the early redemption of the Notes, such as the redemption price or date. The relationship among these factors is complex and may also be influenced by various political, economic and other factors that can affect the trading price of a Note. The Bid Price, if any, of a Holder's Notes could be less than the Principal Amount of such Notes. The occurrence of any special circumstances during the term of the Notes may result in the inability or impracticability of Scotia Capital Inc. to determine a Bid Price for the Notes or may result in a Bid Price that is unfavourable to Holders. See "Special Circumstances".

A Holder should consult their investment advisor as to whether it would be more favourable in the circumstances at any time to sell the Notes (assuming the availability of a secondary market) or hold the Notes until the Maturity Date, subject to the automatic call feature. A Holder should also consult their advisor as to the income tax consequences arising from a sale prior to the Maturity Date as compared to holding the Notes until the Maturity Date, subject to the automatic call feature. See "Certain Canadian Federal Income Tax Considerations".

Book-Entry Registration

Each Note will typically be represented by a single fully registered global note representing the entire issuance of Notes (the "Global Note") but may in certain circumstances be represented by one or more global notes (each a "Global Note"), held by a depositary, initially being CDS, or its nominee. The Bank will issue Notes evidenced by certificates in definitive form to a particular Holder only in limited circumstances.

Upon issuance, the Notes will be issued in "book-entry only" form. Registration of the interests in and transfers of the Notes will be made only through the book-entry system of CDS and a Holder will not be shown on the records maintained by the depositary except through an agent who is a participant of the depositary. Subject to certain limited exceptions, Holders will not be entitled to any certificate or other instrument from the Bank or the depositary evidencing the ownership thereof. Notes issued in "book-entry only" form must be purchased, transferred or redeemed through participants in the depository service of CDS.

Form of the Notes

Global Note

The following provisions regarding a Global Note will apply to any Global Notes that may represent the Notes and the Bank anticipates such provisions will apply to all arrangements in respect of a depositary.

Subject to the rules and procedures established by CDS from time to time, the Bank will issue the registered Notes in the form of a fully registered Global Note that will be deposited with a depositary, initially being CDS and registered in the name of such depositary or its nominee in a denomination equal to the aggregate Principal Amount of the Notes. Unless and until the Global Note is exchanged in whole for Notes in definitive registered form, the registered Global Note may not be transferred except as a whole by and among the depositary, its nominee or any successors of such depositary or nominee.

Ownership of beneficial interests in a Global Note will be limited to persons, called participants, that have accounts with the relevant depositary or persons that may hold interests through participants. Upon the issuance of a registered Global Note, the depositary will credit, on its book-entry registration and transfer system, the participants' accounts with the respective Principal Amounts of the Notes beneficially owned by the participants. Any dealers or agents participating in the distribution of the Notes will designate the accounts to be credited. Ownership of beneficial interests in a registered Global Note will be shown on, and the transfer of ownership interests will be effected only through, records maintained by the depositary, with respect to interests of participants, and on the records of participants, with respect to interests of persons holding through participants.

So long as the depositary, or its nominee, is the registered owner of a registered Global Note, that depositary or its nominee, as the case may be, will be considered the sole owner or holder of the Notes represented by the registered Global Note for all purposes. Except as described below, owners of beneficial interests in a registered Global Note will not be entitled to have any portions of the Notes represented by the registered Global Note registered in their names, will not receive or be entitled to receive physical delivery of the Notes in definitive form and will not be considered the owners or registered holders of a Global Note. Accordingly, each person owning a beneficial interest in a registered Global Note must rely on the procedures of the depositary for that registered Global Note and, if that person is not a participant, on the procedures of the participant through which the person owns its interest, to exercise any rights of a Holder. The Bank understands that under existing industry practices, if the Bank requests any action of Holders or if an owner of a beneficial interest in a registered Global Note desires to give or take any action that a Holder is entitled to give or take in respect of the Notes, the depositary for the registered Global Note would authorize the participants holding the relevant beneficial interests to give or take that action, and the participants would authorize beneficial owners owning through them to give or take that action or would otherwise act upon the instructions of beneficial owners owning through them.

Payments on the Notes represented by a registered Global Note registered in the name of a depositary or its nominee will be made to the depositary or its nominee, as the case may be, as the registered owner of the registered Global Note. The Bank will not have any responsibility or liability for any aspect of the records relating to payments made on account of beneficial ownership interests in the registered Global Note or for maintaining, supervising or reviewing any records relating to those beneficial ownership interests.

The Bank expects that the depositary for any of the Notes represented by a registered Global Note, upon receipt of any payment on the Notes, will immediately credit participants' accounts in amounts proportionate to their respective beneficial interests in that registered Global Note as shown on the records of the depositary. The Bank also expects that payments by participants to owners of beneficial interests in a registered Global Note held through participants will be governed by standing customer instructions and customary practices, as is now the case with the securities held for the accounts of customers in bearer form or registered in street name, and will be the responsibility of those participants.

Definitive Notes

If the depositary for any of the Notes represented by a registered Global Note is at any time unwilling or unable to continue to properly discharge its responsibilities as depositary, and a successor depositary is not appointed by the Bank within 90 days, the Bank will issue Notes in definitive form in exchange for the registered Global Note that had been held by the depositary.

In addition, the Bank may at any time and in its sole discretion decide not to have any of the Notes represented by one or more registered Global Notes. If the Bank makes that decision, the Bank will issue Notes in definitive form in exchange for all of the registered Global Notes representing the Notes.

Except in the circumstances described above, Holders will not be entitled to have any portions of the Notes registered in their name, will not receive or be entitled to receive physical delivery of the Notes in certificated, definitive form and will not be considered the owners or holders of a Global Note.

Any Notes issued in definitive form in exchange for a registered Global Note will be registered in the name or names that the depositary gives to the Bank or its agent, as the case may be. It is expected that the depositary's instructions will be based upon directions received by the depositary from participants with respect to ownership of beneficial interests in the registered Global Note that had been held by the depositary.

The text of any Notes issued in definitive form will contain such provisions as the Bank may deem necessary or advisable. The Bank will keep or cause to be kept a register in which will be recorded registrations and transfers of Notes in definitive form if issued. Such register will be kept at the offices of the Bank, or at such other offices notified by the Bank to Holders.

No transfer of a definitive Note will be valid unless made at such offices upon surrender of the certificate in definitive form for cancellation with a written instrument of transfer in form and as to execution satisfactory to the Bank or its agent, and upon compliance with such reasonable conditions as may be required by the Bank or its agent and with any requirement imposed by law, and entered on the register.

Payments on a definitive Note will be made by cheque mailed to the applicable registered holder at the address of the registered holder appearing in the aforementioned register in which registrations and transfers of Notes are to be recorded or, if requested in writing by the holder at least 15 days before the date of the payment and agreed to by the Bank, by electronic funds transfer to a bank account nominated by such holder with a bank in Canada. Payment under any definitive Note is conditional upon the holder first delivering the Note to the Bank, which reserves the right, in the case of payment of any Variable Return or Accelerated Variable Return prior to the Maturity Date or the Payment Date, to mark on the Note that the Variable Return or Accelerated Variable Return, if any, has been paid in full or in part, as the case may be, or, in the case of payment of any Variable Return or Accelerated Variable Return and the Principal Amount under the Note in full at any time, to retain the Note and mark the Note as cancelled.

Deferred Payment

Under the *Criminal Code* (Canada), a lender is prohibited from entering into an agreement or arrangement to receive interest at an annual percentage rate of interest, calculated in accordance with generally accepted actuarial practices and principles, exceeding 35% of the credit advanced under the agreement or arrangement. This prohibition may not apply, depending on the amount of the credit advanced and, in certain circumstances, the annual percentage rate of interest received by the lender/investor on such credit advanced. The Bank will not, to the extent permitted by law, voluntarily claim the benefits of any laws concerning usurious rates of interest. If not permitted by law to do so, when any payment is to be made by the Bank to a Holder of the Notes, payment of a portion of such amount may be deferred to ensure compliance with such laws. The Bank will pay the portion so deferred to a Holder together with interest at the Bank's equivalent term deposit rate as soon as Canadian law permits, if applicable.

Dealings in the Index and the Target Index

The Bank may from time to time, in the course of its normal business operations, hold interests linked to the Index or the Target Index or to any securities comprising the Target Index. The Bank and its affiliates may also deal in the securities of the issuers comprising the Target Index and may, where permitted, accept deposits from, make loans or otherwise extend credit to, and generally engage in any kind of commercial or investment banking or other business with any issuer comprising the Target Index or any other person or entity having obligations relating to such issuer and may engage in proprietary trading in the constituent securities of the Target Index or in options, futures or derivatives relating to the Index, the Target Index or the constituent securities of the Target Index (including such trading as the Bank may deem appropriate, in its discretion, to hedge any risk in connection with the Notes). All such actions will be taken based on normal commercial criteria in the particular circumstances and will not take into account the effect, if any, of such actions on any amounts payable on the Notes. The Bank and its affiliates may, whether by virtue of the relationships described above or otherwise, from time to time be in possession of information in relation to any issuer comprising the Target Index that may not be publicly available or known to Holders and the Notes do not create an obligation on the part of the Bank or its affiliates to disclose to Holders such relationship or such information whether or not confidential. For greater certainty, the foregoing provisions shall also apply to any Successor Index and its constituent securities.

Notification

If notice is required to be given to Holders hereunder it will be validly given if (i) given through CDS to CDS Participants, or (ii) communicated electronically, by mail and/or by any other commercially acceptable means. For greater certainty, notice of a Market Disruption Event, an Extraordinary Event or a Material Index Change will be provided on the Bank's structured products website at www.scotianotes.com.

Amendments to the Notes

The terms of the Notes may be amended by the Bank without the consent of the Holders if, in the reasonable opinion of the Bank, the amendment would not materially and adversely affect the interests of the Holders. If an amendment is made without the consent of Holders, notice of such amendment will be provided to Holders and, following such notice, the Notes will be deemed to be so amended. If it is not possible to disclose the amendment before making it, the Bank will disclose it without delay after it is made. In other cases, the terms of the Notes may be amended if the Bank proposes the amendment and if the amendment is first approved by a resolution passed by the favourable votes of the Holders holding not less than $66^2/_3$% in Principal Amount of the outstanding Notes represented at a meeting convened for the purpose of considering the resolution. If so approved, the Bank shall provide notice of such amendment to Holders. Each Holder is entitled to one vote per Note held by such Holder for the purposes of voting at meetings. All actions which may be taken and all powers which may be exercised by the Holders at a meeting may also be taken and exercised by a resolution or consent in writing signed in one or more counterparts by the Holders of not less than $66^2/_3$% in Principal Amount of the outstanding Notes. The Notes do not carry the right to vote in any other circumstances.

Investors' Right of Cancellation

A person may cancel any order to purchase a Note (or cancel the purchase if the Note has been issued) by providing instructions to the Bank through such person's investment advisor at any time up to 48 hours after the later of: (i) the day on which the agreement to purchase the Notes is entered into; and (ii) deemed receipt of this Information Statement. For all purposes, the agreement to purchase the Notes shall be deemed to be entered into: (i) if the order to purchase is received by telephone or electronic means, on the same day on which the order to purchase is received; or (ii) if the order to purchase is received in person, on the later of 48 hours following: (a) the date of deemed receipt of this Information Statement; and (b) the day on which the order to purchase is received. A person will be deemed to have received the Information Statement: (i) on the day recorded as the time of sending by the server or other electronic means, if provided by electronic means; (ii) on the day recorded as the time of sending by fax, if provided by fax; (iii) five Business Days after the postmark date, if provided by mail; or (iv) when it is received, in any other case.

A person cancelling the purchase of a Note is entitled to receive a refund of the Principal Amount, if any, deposited by the person to purchase the Note and any fees relating to the purchase that may have been paid by such person. No interest will be paid to any person or to a dealer or financial advisor representing such person in respect of any subscription funds submitted by such person prior to cancellation. The right of cancellation does not extend to Holders buying Notes in the secondary market.

SPECIAL CIRCUMSTANCES

The provisions in this "Special Circumstances" section shall be read with the necessary modifications to also apply to the Target Index in the same manner in which such provisions apply to the Index, including as applicable, the constituent securities of the Target Index. All powers that may be exercised by the Calculation Agent in this "Special Circumstances" section may be exercised by either the Bank or the Calculation Agent.

Market Disruption Event

If the Calculation Agent determines, in its sole discretion, that a Market Disruption Event has occurred and is continuing on the Issue Date, the Initial Valuation Date, the 2026 Autocall Valuation Date or on the Final Valuation Date, as the case may be, then the determination of the applicable Closing Index Level, the calculation of the Index Return and the Variable Return, if any, and any other determination or calculation to be made on such Issue Date, Initial Valuation Date, 2026 Autocall Valuation Date or Final Valuation Date, as the case may be, will be postponed to the next Exchange Business Day on which there is no Market Disruption Event in effect subject to the provisions below.

If, on the eighth Exchange Business Day following the date originally scheduled as the Issue Date, the Initial Valuation Date, the 2026 Autocall Valuation Date or the Final Valuation Date, as the case may be, such Issue Date, Initial Valuation Date, 2026 Autocall Valuation Date or Final Valuation Date, as applicable, has not occurred due to a Market Disruption Event (including, for greater certainty, due to any one or more Market Disruption Events that may have occurred in respect of the Index or any of the securities comprising the Index on any one or more of the Exchanges or Related Exchanges, and in all such circumstances the respective Exchange Business Days on which any such Market Disruption Event(s) have occurred, may be included in and counted towards the eight Exchange Business Days referred to above whether or not consecutive) then, subject to the provisions below, and despite the occurrence of any such Market Disruption Event on or after such eighth Exchange Business Day, the Calculation Agent may determine that:

- such eighth Exchange Business Day shall be the Issue Date, the Initial Valuation Date, the 2026 Autocall Valuation Date or the Final Valuation Date, as applicable; and
- the Closing Index Level for such Initial Valuation Date, 2026 Autocall Valuation Date or Final Valuation Date, as applicable, shall be determined by the Calculation Agent, in its sole discretion, without any liability on the part of the Calculation Agent, taking into account all market circumstances considered by the Calculation Agent to be relevant, acting reasonably (the "MDE Formula").

A Market Disruption Event may delay the determination of a Closing Index Level, or the Index Return, if applicable, and, consequently, the calculation and payment of any Variable Return that may be payable on the Notes. In such circumstances, the Bank may delay the payment of the Variable Return, if any, until the tenth Business Day following the determination of the applicable Closing Index Level or the Index Return, if applicable, or the Variable Return, if any, and no interest shall be paid in respect of such delay.

"***Market Disruption Event***" means any *bona fide* event, circumstance or cause (whether or not reasonably foreseeable) beyond the reasonable control of the Bank or any person that does not deal at arm's length with the Bank which has or will have a material adverse effect on the ability of market participants generally to acquire, place, establish, re-establish, substitute, maintain, modify, unwind or dispose of actual or notional hedges of positions in respect of the Index or in connection with the Offering.

A Market Disruption Event may include, without limitation, any of the following events:

(i) any failure of trading to commence, or the permanent discontinuance of trading, or any suspension of or limitation imposed on trading by any Exchange or Related Exchange or otherwise and whether by reason of movements in price exceeding limits permitted by such Exchange or Related Exchange or otherwise: (a) relating to underlying interests that comprise 20% or more of the Index, or (b) in options contracts or futures contracts relating to the Index on any Related Exchange;

(ii) the failure of the Index Administrator to announce or publish the Index (or the information necessary for determining the Closing Index Level), or the temporary or permanent discontinuance or unavailability of the Index;

(iii) an Early Closure unless such Early Closure is announced by the Exchange or Related Exchange at least one hour prior to the earlier of: (a) the actual closing time for the regular trading session on such Exchange or Related Exchange on such Exchange Business Day, and (b) the submission deadline for orders to be entered into the Exchange or Related Exchange system for execution at the Scheduled Closing Time on such Exchange Business Day;

(iv) any event (other than an Early Closure) that disrupts or impairs (as determined by the Calculation Agent) the ability of market participants in general: (a) to effect transactions in, or obtain market values for, underlying interests that comprise 20% or more of the value of the Index, or (b) to effect transactions in, or obtain market values for options contracts or futures contracts relating to the Index on any Related Exchange;

(v) the failure on any Exchange Business Day of any Exchange or Related Exchange to open for trading during its regular trading session;

(vi) an increase in the cost of acquiring, placing, establishing, re-establishing, substituting, maintaining, modifying, unwinding or disposing of any actual or notional hedge transaction in respect of the Index or in connection with the Offering or in the cost of realizing, recovering or remitting the proceeds of any such hedge transaction;

(vii) the termination or material amendment of any hedging contract with a third party in connection with the Index or the Offering;

(viii) the adoption, change, enactment, publication, decree or other promulgation of any law, order, statute, regulation, tax, rule or notice, howsoever described, or any order of any court, tribunal or other governmental or regulatory authority, or any issuance of any directive or promulgation of, or any change in the interpretation, whether formal or informal, by any court, tribunal, regulatory authority or similar administrative or judicial body of any law, order, statute, regulation, decree, rule or notice, howsoever described, or any other event that makes or would make it unlawful, impracticable or disadvantageous for the Bank to perform its obligations under the Notes or for dealers generally or the Bank to acquire, place, establish, re-establish, substitute, maintain, modify, unwind or dispose of any actual or notional hedge transaction in respect of the Index or in connection with the Offering or to realize, recover or remit the proceeds of any such hedge transaction in respect of the Index or in connection with the Offering or has or would have a material and adverse effect on the economy or the trading of securities generally on any Exchange or Related Exchange;

(ix) the taking of any action by any governmental, administrative, legislative or judicial authority or power of any country, or any political subdivision thereof, which has a material adverse effect on the financial markets of Canada or the U.S. or the country in which any Exchange or Related Exchange is located;

(x) any outbreak or escalation of hostilities or other national or international calamity or crisis (including, without limitation, natural calamities) that has or would have a material adverse effect on the ability of the Bank to perform its obligations under the Notes or of dealers generally to acquire, place, establish, re-establish, substitute, maintain, modify, unwind or dispose of any actual or notional hedge transaction in respect of the Index or in connection with the Offering or to realize, recover or remit the proceeds of any such hedge transaction in respect of the Index or in connection with the Offering or has or would have a material and adverse effect on the economy or the trading of securities generally on any Exchange or Related Exchange; or

(xi) a significant adverse risk to Holders, as determined by the Calculation Agent, regarding the market price, value, marketability, or return payable (including the risk of the imposition of U.S. withholding tax) with respect to the Notes as a result of any adoption of, any change in, or any enactment, publication, decree or other promulgation of any law, order, statute, regulation, tax, decree or notice, or any order of any court, tribunal or other government regulatory authority, or any issuance of any directive or promulgation of, or any change in the interpretation, whether formal or informal, by any court, tribunal, regulatory authority or similar administrative or judicial body of any law, order, statute, regulation, tax, decree, rule or notice.

Adjustments Due to Material Changes

If on or after the Initial Valuation Date, the Index: (a) ceases to be calculated and announced by the Index Administrator but is calculated and announced by a successor administrator acceptable to the Calculation Agent, or (b) is replaced by a successor index (the "Successor Index") using, in the determination of the Calculation Agent, the same or a substantially similar formula for and method of calculation as used in the calculation of the Index, then in each case such Successor Index will be deemed to be the Index and such successor administrator will be deemed to be the Index Administrator.

If at any time on or prior to the Maturity Date the Calculation Agent determines that a Market Disruption Event has occurred, or if the Calculation Agent determines that any one of the following occurs in respect of the Index (each a "Material Index Change"):

- on the Issue Date, the Initial Valuation Date (whether or not such Initial Valuation Date precedes the Issue Date), the 2026 Autocall Valuation Date, the Final Valuation Date, or on any Exchange Business Day during the term of the Notes, the Index Administrator fails to calculate or announce the Closing Index Level;
- on or prior to the Final Valuation Date, the Index Administrator announces that there will be a material change to the formula for calculating the Index or in any other way materially modifies the Index (other than a modification prescribed in that formula or method to maintain the Index in the event of changes in the underlying interests and capitalization or other routine events) or permanently cancels the Index and no Successor Index exists; or
- the Bank determines, in its sole discretion, that it has ceased to have any necessary license or right to utilize the Index in connection with the Notes;

then the Calculation Agent may, as applicable, (A) calculate the Variable Return using, in lieu of a published value for the Closing Index Level, the value or level for the Index as at the relevant date as determined by the Calculation Agent in accordance with the formula for and method of calculating the Index last in effect prior to the Material Index Change or the Market Disruption Event, as the case may be, but using only the underlying interests that comprised the Index immediately prior to such change or event, or (B) make such adjustments to the formula for calculating the Closing Index Level or Index Return, as applicable, as the Calculation Agent reasonably determines appropriate in order to account for such Material Index Change or Market Disruption Event, as the case may be, or (C) determine if another comparable index exists that (1) is reasonably representative of the market which was represented by the Index affected by such Material Index Change or Market Disruption Event, and (2) may be as efficiently and economically hedged by dealers in such market as such Index was so hedged. For greater certainty, the provisions of this section are in addition to the provisions under the section "Market Disruption Event" and apply notwithstanding that any event giving rise to either a Market Disruption Event or a Material Index Change has occurred on the Issue Date, the Initial Valuation Date, the 2026 Autocall Valuation Date or the Final Valuation Date.

If the Calculation Agent determines that such other comparable index exists, then such other comparable index shall replace the Index as of the date of such determination. Upon any such replacement (a "Replacement Event"), the Successor Index shall be deemed to be the Index for the purposes of determining the Variable Return and for determining the Closing Index Level on the 2026 Autocall Valuation Date or the Final Valuation Date, as the case may be, and the Bank shall, as soon as practicable after such Replacement Event, make adjustments to any one or more of the components or variables relevant to the calculation of any amounts payable on the Notes. Adjustments will be made in such a way as the Calculation Agent determines appropriate to account for the performance of the Index up to the occurrence of such Replacement Event and the subsequent performance of the Successor Index in replacement thereof thereafter. Upon any Replacement Event and the making of any such adjustment, the Calculation Agent shall promptly give notice and brief details at www.scotianotes.com.

Extraordinary Event

If the Calculation Agent determines that an Extraordinary Event has occurred, the Bank may, at its option upon notice to Holders (the "Extraordinary Event Notification"), elect to accelerate the determination of the Variable Return, if any, that may be payable on all outstanding Notes effective on the Exchange Business Day set out in the Extraordinary Event Notification (the "Extraordinary Event Date"). For greater certainty, the Extraordinary Event Date may take place prior to the date of the Extraordinary Event Notification or may be the date upon which the Extraordinary Event Notification is given. Upon such election, the Variable Return will be determined and calculated by the Calculation Agent as of the Extraordinary Event Date (the "Accelerated Variable Return"), using the Closing Index Level as of such date, and will not be calculated in accordance with the provisions set out under "Description of the Notes — Variable Return" and "Description of the Notes — Amounts Payable on a Payment Date or at Maturity", subject to the following, as applicable:

(i) if a Market Disruption Event is then in effect, the Closing Index Level shall be determined in accordance with the MDE Formula;

(ii) the Calculation Agent shall make such adjustments, if any, to the formula for calculating the Variable Return, including the Index Return, as applicable, as the Calculation Agent reasonably determines appropriate for determining the Accelerated Variable Return, if any, to account for the fact that, as a consequence of the occurrence and continuance of an Extraordinary Event, the Closing Index Level is to be determined as of the Extraordinary Event Date; and

(iii) notwithstanding the above, the Calculation Agent may instead estimate an amount as the Accelerated Variable Return, if any, that represents a fair and reasonable amount by taking into account all relevant market circumstances to account for the fact that, as a consequence of the occurrence and continuance of an Extraordinary Event, the Closing Index Level is to be determined as of the Extraordinary Event Date.

As a consequence of the occurrence of an Extraordinary Event, the Bank may, at its option, elect to: (i) pay the Accelerated Variable Return, if any, prior to the Maturity Date; or (ii) defer payment of the Accelerated Variable Return, if any, until the Maturity Date. If the Bank elects to pay the Accelerated Variable Return, if any, prior to the Maturity Date, payment will be made no later than the tenth Business Day after the date specified for payment of any amounts as set forth in the Extraordinary Event Notification. Upon payment of the Accelerated Variable Return, the Bank shall be discharged of all its obligations in respect of the Variable Return and a Holder's right to receive any additional return on the Notes will be extinguished. It is possible that the Accelerated Variable Return, if any, may be less than the amount that might have been payable absent the occurrence of the events giving rise to the election by the Bank to accelerate the determination of the Variable Return and may be nil. The payment of the Principal Amount will not be accelerated and will not be paid until the Maturity Date, subject to the Notes being automatically called by the Bank prior to the Maturity Date as outlined under "Description of the Notes — Autocall".

"***Extraordinary Event***" means any of the following events that occur on or prior to the Maturity Date where the Calculation Agent, acting in its sole and absolute discretion, has determined to designate such event as an "Extraordinary Event":

(i) the Bank is unable to effectively acquire, place, establish, re-establish, substitute, maintain, modify, unwind or dispose of any actual or notional hedge transaction entered into in respect of the Index or in connection with the Offering or to realize, recover or remit the proceeds of any such hedging transaction;

(ii) an increase in the cost of acquiring, placing, establishing, re-establishing, substituting, maintaining, modifying, unwinding or disposing of any actual or notional hedge transaction in respect of the Index or in connection with the Offering or in the cost of realizing, recovering or remitting the proceeds of any such hedge transaction;

(iii) the termination or material amendment of any hedging contract with a third party in connection with the Index or the Offering;

(iv) as a result of any adoption of, any change in, any enactment, publication, decree or other promulgation of any law, order, statute, regulation, tax, rule or notice, howsoever described, or any order of any court, tribunal or other governmental or regulatory authority, or any issuance of any directive or promulgation of, or any change in the interpretation, whether formal or informal, by any court, tribunal, regulatory authority or similar administrative or judicial body of any law, order, statute, regulation, tax, decree, rule or notice, howsoever described, or any other event that makes or would make it unlawful, impracticable or disadvantageous for the Bank to perform its obligations under the Notes or for dealers or the Bank to acquire, place, establish, re-establish, substitute, maintain, modify, unwind or dispose of any actual or notional hedge transaction in respect of the Index or in connection with the Offering or to realize, recover or remit the proceeds of any such hedge transaction in respect of the Index or in connection with the Offering;

(v) a Material Index Change or a Market Disruption Event has occurred as provided for under "Special Circumstances — Adjustments Due to Material Changes", and the Calculation Agent has elected not to choose a Successor Index or to calculate the Index or the Index Return, as applicable, to adjust the formula for calculating the Index Return, or to adjust the formula for calculating the Variable Return, as applicable as the case may be, in accordance with such provisions;

(vi) a Market Disruption Event has occurred, is continuing and has continued for at least eight (8) consecutive Exchange Business Days calculated in accordance with the provisions described above in the section entitled "Market Disruption Event" (see "Special Circumstances — Market Disruption Event"); or

(vii) the Bank determines in its sole discretion that it will no longer be the Index Sponsor.

For greater certainty, the Calculation Agent may designate any of the events described above to be an Extraordinary Event notwithstanding that any such event may also constitute a Material Index Change or a Market Disruption Event.

Calculation Agent

The Calculation Agent is a wholly-owned subsidiary of the Bank. The Calculation Agent will make all calculations in respect of the Notes and will determine the Variable Return, if any, payable on the Notes. In addition, from time to time, the Calculation Agent may also make certain decisions and determinations with respect to the Notes, including in the event of the occurrence of any special circumstances which include a Material Index Change, a Market Disruption Event and an Extraordinary Event. See "Special Circumstances". All calculations, determinations and decisions made by the Calculation Agent with respect to the Notes will be made in the sole and absolute discretion of the Calculation Agent and will, absent manifest error, be final and binding on Holders and, in all cases, will be without any liability on the Calculation Agent's, the Selling Agent's or the Bank's part. Holders or any third party will not be entitled to any compensation from the Calculation Agent, the Selling Agent or the Bank for any loss suffered as a result of any of the Calculation Agent's determinations and calculations. The Calculation Agent may have economic interests adverse to those of Holders, including with respect to the Bank's hedging arrangements in respect of the Notes. See "Risk Factors — Conflicts of Interest" for a discussion of potential conflicts of interest between Holders and the Calculation Agent. The Bank may from time to time, without the consent of Holders, appoint a calculation agent other than or in addition to Scotia Capital Inc. and in such case the Bank will notify Holders within a reasonable time of such appointment by posting a notice of such appointment on the Bank's structured products website at www.scotianotes.com.

PLAN OF DISTRIBUTION

The Selling Agent has agreed to offer the Notes for sale on a best efforts basis, if, as and when issued by the Bank. The Bank may also offer the Notes to investors directly, pursuant to applicable law. The Selling Agent is a wholly-owned subsidiary of the Bank.

Each Note will be issued for the Subscription Price equal to 100.00% of the Principal Amount. The Subscription Price and other terms of the Notes were determined by negotiation between the Bank and the Selling Agent. Sales prices may vary during the distribution period and between purchasers. The Bank reserves the right to issue additional Notes of this series or a series previously issued, and other debt securities which may have terms substantially similar to the terms of the Notes offered hereby, which may be offered by the Bank concurrently with the Notes.

There is no selling agent fee payable to the Selling Agent in respect of the Notes. The Selling Agent may form a sub-agency group including other qualified selling members and determine the fee payable to the members of such group, which fee will be paid by the Selling Agent out of its own funds. While the Selling Agent has agreed to use its best efforts to sell the Notes offered hereby, the Selling Agent will not be obligated to purchase any Notes which are not sold. For greater certainty, the Selling Agent may purchase the Notes offered hereby as principal.

This Information Statement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized, or to any person to whom it is unlawful to make such offer or solicitation. The Notes have not, and will not be, registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any State securities laws and, subject to certain exceptions, may not be offered for sale, sold or delivered, directly or indirectly, in the United States, its territories or possessions or to or for the account or benefit of U.S. persons within the meaning of Regulation S under the 1933 Act.

The Bank may, at any time prior to the Issue Date, in its discretion, withdraw, cancel or modify the Offering and the Information Statement without notice to investors. Subscriptions will be received subject to rejection or allotment in whole or in part (whether placed directly by the Bank or through the Selling Agent or any selling group member) and the right is reserved to close the subscription books at any time without notice. Upon acceptance of a subscription, the Selling Agent will deliver or cause to be delivered a confirmation of acceptance by prepaid mail or other means of delivery to the subscriber. For all purposes, the agreement to purchase the Notes shall be deemed to be entered into: (i) if the order to purchase is received by telephone or electronic means, on the same day on which the order to purchase is received; or (ii) if the order to purchase is received in person, on the later of 48 hours following: (a) the date of deemed receipt of this Information Statement (see "Investors' Right of Cancellation"); and (b) the day on which the order to purchase is received. Subscription funds submitted by subscribers in advance of the Issue Date will be held in an account by the Selling Agent. If for any reason the Notes are not issued to a subscriber who has delivered such funds, delivered funds will be returned to such subscriber without deduction. Whether or not the Notes are issued, no interest or other compensation will be paid to a subscriber or to a dealer or financial advisor representing such subscriber in respect of any subscription funds submitted by such subscriber in advance of the Issue Date and the Bank, the Selling Agent and their respective affiliates shall not be liable for the payment of any such interest or other compensation.

FUNDSERV

Notes may be purchased through dealers and other firms that facilitate purchase and related settlement through a clearing and settlement service operated by Fundserv Inc. ("Fundserv"). The following Fundserv information is pertinent for such Holders. Holders should consult with their financial advisors as to whether their Notes have been purchased through the Fundserv network and to obtain further information on Fundserv procedures applicable to those Holders.

Where an investor's purchase order for Notes is effected by a dealer or other firm through the Fundserv network, such dealer or other firm may not be able to accommodate a purchase of Notes through certain registered plans for purposes of the *Tax Act* (Canada). Investors should consult their financial advisors as to whether their orders for Notes will be made through the Fundserv network and any limitations on their ability to purchase Notes through certain registered plans.

General

The Fundserv network is owned and operated by both fund sponsors and distributors and provides distributors of funds and certain other financial products (including brokers and dealers who sell investment funds, issuers who administer registered plans that include investment funds and issuers who sponsor and sell financial products) with online order access to such financial products. The Fundserv network was originally designed and is operated as a mutual fund communications network facilitating its members in electronically placing, clearing and settling mutual fund orders. In addition, the Fundserv network is currently used in respect of other financial products that may be sold by financial planners, such as the Notes. The Fundserv network enables its participants to clear certain financial product transactions between participants, to settle the payment obligations arising from such transactions, and to make other payments between themselves.

Fundserv-Enabled Notes Held Through Scotia Capital Inc., a CDS Participant

All Notes will initially be issued in the form of a single global note that will be deposited with CDS. Notes purchased through the Fundserv network ("Fundserv-enabled Notes") will also be evidenced by that global note in which Holders will have an indirect beneficial interest. That beneficial interest will be recorded in the book-entry system of CDS as being owned by Scotia Capital Inc., as a market intermediary, which in turn will record in its books the respective beneficial interests in the Fundserv-enabled Notes. A Holder should understand that Scotia Capital Inc. will make such recordings as instructed through the Fundserv network by the Holder's financial advisor. See "Description of the Notes — Form of the Notes" for further details on CDS as depositary and related matters with respect to the registered Global Note.

Purchase Through a Distributor on the Fundserv Network

In order to complete the purchase of Fundserv-enabled Notes, orders must be placed via Fundserv before 1:00 p.m. (Toronto time) on the last day of the selling period and the full Subscription Price must be delivered to the Selling Agent in immediately available funds by no later than the Issue Date. Despite delivery of such funds, the Selling Agent reserves the right not to accept any offer to purchase Fundserv-enabled Notes. If Fundserv-enabled Notes are not issued to the person who has delivered such funds, such funds will be returned forthwith and no interest or other compensation will be paid to such person on such funds.

Sale Through a Distributor on the Fundserv Network

A Holder wishing to sell Fundserv-enabled Notes prior to the Maturity Date is subject to certain procedures and limitations to which a Holder holding Notes through a "full service broker" with direct connections to CDS may not be subject. Any Holder wishing to sell a Fundserv-enabled Note should consult with such Holder's financial advisor in advance in order to understand the timing and other procedural requirements and limitations of selling. Information regarding Fundserv can be found at www.fundserv.com.

Fundserv-enabled Notes may be sold prior to the Maturity Date by using the "redemption" procedures of the Fundserv network commencing the day after the Issue Date. Such sales will be subject to certain procedures, requirements and limitations relating to the use of the Fundserv network. Any other sale or redemption of Fundserv-enabled Notes will not be recognized. To give effect to a sale of Fundserv-enabled Notes, the financial advisor for the Holder will need to initiate an irrevocable request to "redeem" the applicable Fundserv-enabled Notes in accordance with the then established procedures of the Fundserv network. Generally, this will mean the financial advisor will need to initiate such request by 1:00 p.m. (Toronto time) on a Business Day (or such other time as may hereafter be established by the Fundserv network). Any request received after such time will be deemed to be a request sent and received on the next following Business Day. Sale of the Fundserv-enabled Notes will be effected at a sale price equal to (i) the Bid Price for the Note as posted to the Fundserv network by Scotia Capital Inc. on the day the request is deemed to have been made, which may be less than the Principal Amount, minus (ii) any transaction charges that may or may not be levied by the relevant selling agent.

Scotia Capital Inc. is the "fund sponsor" for the Fundserv-enabled Notes within the Fundserv network. It is required to post the Bid Price for the Fundserv-enabled Notes on a daily basis, which Bid Price may also be used for valuation purposes in any statement sent to Holders. See "Description of the Notes — Secondary Trading of Notes — Factors Affecting the Bid Price" for some of the factors that will determine the Bid Price of the Notes at any time. The occurrence of any special circumstances during the term of the Notes may result in the inability or impracticability of Scotia Capital Inc. to determine a Bid Price for the Notes or may result in a Bid Price that is unfavourable to Holders. See "Special Circumstances". Scotia Capital Inc. may have economic interests adverse to those of Holders, including with respect to the Bank's hedging arrangements in respect of the Notes. See "Risk Factors — Conflicts of Interest" for a discussion of potential conflicts of interest between Holders and Scotia Capital Inc.

Holders should be aware that the use of the Fundserv network to facilitate redemption procedures for this purpose is a matter of convenience to give effect to a sale transaction within Fundserv's existing systems and procedures. Despite this terminology, Fundserv-enabled Notes will not be "redeemed", but rather will be sold in the secondary market to Scotia Capital Inc. In turn, Scotia Capital Inc. will be able, in its discretion, to resell those Fundserv-enabled Notes to other parties at any price or to hold them for its own account. Holders should also be aware that from time to time such "redemption" mechanism to sell Fundserv-enabled Notes may be suspended for any reason without notice, thus effectively preventing investors from selling their Fundserv-enabled Notes. Investors requiring liquidity should carefully consider this possibility before purchasing Fundserv-enabled Notes. A Holder holding Fundserv-enabled Notes should also be aware that such Fundserv-enabled Notes may not be transferable to another dealer if the Holder were to decide to move their investment account to such other dealer. In that event, the Holder would have to sell the Fundserv-enabled Notes pursuant to the procedures outlined above.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Stikeman Elliott LLP, counsel to the Bank, the following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations generally applicable to the acquisition, holding and disposition of the Notes by an investor who purchases the Notes at the time of their issuance. This summary is applicable only to an investor who, for the purposes of the *Tax Act* (Canada), and at all relevant times, is an individual (other than a trust), is or is deemed to be resident in Canada, deals at arm's length with the Bank and the Selling Agent, is not affiliated with the Bank and holds the Notes as capital property (a "Resident Initial Investor"). The Notes will generally be considered to be capital property to a Resident Initial Investor unless: (i) the Resident Initial Investor holds the Notes in the course of carrying on or otherwise as part of a business, or (ii) the Resident Initial Investor acquired the Notes as an adventure or concern in the nature of trade. Certain Resident Initial Investors whose Notes might not otherwise be considered to be capital property or who desire certainty with respect to the treatment of the Notes as capital property may be entitled to make an irrevocable election pursuant to subsection 39(4) of the *Tax Act* (Canada) to deem the Notes and every other "Canadian security" (as defined in the *Tax Act* (Canada)) owned by the Resident Initial Investor in the taxation year of the election and all subsequent taxation years to be capital property. This summary does not apply to any Resident Initial Investor who has entered into, or will enter into, in respect of the Notes, a "derivative forward agreement", as that term is defined in the *Tax Act* (Canada). **Prospective investors who are not Resident Initial Investors should consult their own tax advisors as to the income tax consequences to them of acquiring, holding and disposing of Notes.**

This summary is based on the current provisions of the *Tax Act* (Canada) and the regulations thereunder as in force on the date hereof (the "Regulations"), counsel's understanding of the current administrative and assessing practices of CRA and all specific proposals to amend the *Tax Act* (Canada) and Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "Tax Proposals") and assumes all Tax Proposals will be enacted substantially as proposed; however, no assurance can be given that the Tax Proposals will be enacted as proposed or at all. This summary does not, except for the Tax Proposals, and as expressly set out herein, otherwise take into account or anticipate any changes in law or CRA's administrative or assessing practices, whether by legislative, governmental or judicial decision or action. This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in the Notes and does not take into account provincial, territorial or foreign income tax legislation or considerations, which are not addressed in this summary.

This summary is of a general nature only and is not intended to be legal or tax advice to any Investor. Investors should consult their own tax advisors for advice with respect to the income tax consequences of an investment in Notes, based on their particular circumstances.

The Notes are denominated in U.S. dollars. For the purposes of the *Tax Act* (Canada), all U.S. dollar amounts relating to the acquisition, holding or disposition of a Note must generally be converted into Canadian dollars using the appropriate exchange rate determined in accordance with the detailed rules of the *Tax Act* (Canada) in that regard (the "Applicable Exchange Rate"). As a result, a Resident Initial Investor may realize income, capital gains or capital losses by virtue of fluctuations in the value of the U.S. dollar relative to the Canadian dollar.

Variable Return and Accelerated Variable Return

In certain circumstances provisions of the *Tax Act* (Canada) can deem interest to accrue on a "prescribed debt obligation" (as defined for the purposes of the *Tax Act* (Canada)), such as the Notes. Based in part on counsel's understanding of CRA's administrative practice and subject to the comments below, there should be no deemed accrual of interest on the Notes in respect of the Variable Return, if any, under these provisions prior to the taxation year of the Resident Initial Investor that includes (i) the 2026 Autocall Valuation Date or the Final Valuation Date (as applicable) on which the Variable Return is determined or (ii) the determination of the Accelerated Variable Return following an Extraordinary Event Date.

The Variable Return or the Accelerated Variable Return, if any, received by a Resident Initial Investor upon disposition of the Note to the Bank at the Payment Date, the Maturity Date or upon election by the Bank to pay the Accelerated Variable Return, if any, following an Extraordinary Event, will be required to be included in the Resident Initial Investor's income in the taxation year of such Resident Initial Investor in which it becomes determinable to the extent that such Variable Return or Accelerated Variable Return was not included in the income of the Resident Initial Investor for a preceding taxation year. Where an Accelerated Variable Return is determined upon the occurrence of an Extraordinary Event but payment of such Accelerated Variable Return is deferred to the Maturity Date, a Resident Initial Investor will be required to accrue such determined Accelerated Variable Return into income over the term of the Notes, commencing in the taxation year which includes the Extraordinary Event Date and in respect of the period from the Issue Date.

Disposition of the Notes

In certain circumstances, where an investor assigns or otherwise transfers a debt obligation (other than as a consequence of a repayment or redemption of the debt obligation), the amount of interest accrued on the debt obligation to that time, but unpaid, will be excluded from the proceeds of disposition of the obligation and will be required to be included as interest in computing the investor's income for the taxation year in which the transfer occurs, except to the extent that it has otherwise been included in income for that taxation year or a preceding taxation year. With respect to an assignment or transfer of a Note by a Resident Initial Investor (other than as a consequence of a repayment or redemption of the Note), the Resident Initial Investor will be required to include in its income as accrued interest, an amount equal to the amount, if any, by which the price for which the Note was assigned or transferred (converted into Canadian dollars using the Applicable Exchange Rate on the date of assignment or transfer) exceeds the Principal Amount of the Note (converted into Canadian dollars using the Applicable Exchange Rate on the date of assignment or transfer).

In general, a disposition or deemed disposition of a Note by a Resident Initial Investor will give rise to a capital gain (or capital loss) to the extent that the proceeds of disposition, net of any amount included in the Resident Initial Investor's income as interest exceed (or are less than) the aggregate of the Resident Initial Investor's adjusted cost base of the Note and any reasonable costs of disposition.

One-half of a capital gain realized by a Resident Initial Investor must be included in the income of the Resident Initial Investor and one-half of a capital loss realized by a Resident Initial Investor must be deducted against the taxable portion of capital gains realized in the year and may be deducted against the taxable portion of capital gains realized in the three preceding years or in subsequent years, subject to and in accordance with the rules in the *Tax Act* (Canada).

Resident Initial Investors who dispose of Notes other than as a consequence of the repayment or redemption of the Notes by the Bank should consult their tax advisors with respect to their particular circumstances.

Eligibility for Investment

In the opinion of Stikeman Elliott LLP, counsel to the Bank, the Notes offered hereby would, if issued on the date of this Information Statement, be qualified investments under the *Tax Act* (Canada) for a trust governed by a registered retirement savings plan (a "RRSP"), registered retirement income fund (a "RRIF"), registered education savings plan (a "RESP"), registered disability savings plan (a "RDSP"), deferred profit sharing plan (other than a trust governed by a deferred profit sharing plan to which contributions are made by the Bank or by an employer with which the Bank does not deal at arm's length within the meaning of the *Tax Act* (Canada)) (a "DPSP"), tax-free savings account (a "TFSA") and first home savings account (a "FHSA").

Notwithstanding the foregoing, if the Notes are "prohibited investments" (as that term is defined in the *Tax Act* (Canada)) for a TFSA, RRSP, RRIF, RDSP, RESP or FHSA, a holder of the TFSA, RDSP or FHSA, an annuitant of the RRSP or the RRIF, or a subscriber of the RESP, as the case may be, will be subject to a penalty tax as set out in the *Tax Act* (Canada). A Note will not be a "prohibited investment" for a TFSA, RRSP, RRIF, RDSP, RESP or FHSA, provided that, for the purposes of the *Tax Act* (Canada), the holder of the TFSA, RDSP or FHSA, the annuitant under the RRSP or RRIF, or a subscriber of the RESP, as the case may be, (i) deals at arm's length with the Bank, and (ii) does not have a "significant interest" in the Bank. Prospective purchasers who intend to hold the Notes in a TFSA, RRSP, RRIF, RDSP, RESP or FHSA are advised to consult their own tax advisors with respect to whether the Notes would be "prohibited investments" in their particular circumstances.

RISK FACTORS

Risk factors relating to the Notes include but are not limited to the following:

Non-Conventional Investment

The Notes are not conventional investments and differ from ordinary obligations or debt instruments in that they do not provide a return that is based on a fixed or floating yield, other than the Fixed Return, and have a Variable Return that is based on the performance of the Index, nor do they provide a return or an income stream over the term of the Notes. While a Holder is entitled to repayment of the Principal Amount, the Variable Return, if any, is uncertain and is based on the performance of the Index. It is possible that the performance of the Index measured on the Initial Valuation Date and the 2026 Autocall Valuation Date or the Final Valuation Date, as the case may be, will not be less than or equal to the Autocall Level, or greater than the Initial Index Level, respectively, and therefore the Notes could produce no positive Variable Return and a Holder will only receive the Principal Amount on the Maturity Date. Moreover, the value of an investment in the Notes may diminish over time owing to inflation and other factors that adversely affect the present value of future payments. Accordingly, an investment in the Notes may result in a lower return when compared to alternative investments.

Automatic Call Feature

The Notes are subject to an automatic call feature and will be redeemed by the Bank prior to the Maturity Date if the Closing Index Level on the 2026 Autocall Valuation Date is less than or equal to the Autocall Level. If the Notes are automatically called by the Bank, the Principal Amount and the Variable Return will be paid on the Payment Date. If the Notes are automatically called by the Bank, the Notes will be cancelled, all amounts due shall be paid and Holders will not be entitled to receive any subsequent payments in respect of the Notes. Accordingly, If the Notes are automatically called, investors will not participate in the appreciation of the Index that might have occurred had the Notes not been called and will not be entitled to receive any subsequent payments in respect of the Notes.

No Variable Return May be Payable

The Variable Return that may be payable on the Notes is linked to the performance of the Index, which aims to track the gross total return performance of the Target Index as reduced by the Adjusted Return Factor. Unless the Closing Index Level on the 2026 Autocall Valuation Date is less than or equal to the Autocall Level, or if the Notes are not automatically called by the Bank, the Final Index Level on the Final Valuation Date is greater than the Initial Index Level, no Variable Return will be payable on the Notes.

No Ownership of the Index, the Target Index or the Securities Comprising the Target Index

The Variable Return, if any, payable in respect of the Notes will be based on the performance of the Index which aims to track the gross total return performance of the Target Index as reduced by the Adjusted Return Factor. Although the Target Index is a gross total return index that reflects the applicable price changes of its constituent securities and any dividends and distributions paid in respect of such securities, without deduction of any withholding tax or other amounts to which an investor holding the constituent securities of the Target Index would typically be exposed, an investment in the Notes is not the same as making a direct or indirect investment in the Index, the Target Index or the constituent securities of the Target Index, including the fact that an investor will not have the right to receive any dividends, distributions or other income or amounts accruing or paid on such securities. In addition, the Adjusted Return Factor is not, and may not be, representative of an estimate or a forecast of any dividends that may be paid or payable, or of any distributions that may be made, now or in the future on the constituent securities of the Target Index.

Volatility of Equity Markets and Performance of the Index and the Target Index

The level of the Target Index and, in turn, the level of the Index, may be affected by (i) the volatility of the prices of the equity securities of the issuers comprising the Target Index, meaning that such prices can fluctuate and change considerably in relatively short periods and the performance of such prices cannot be predicted for any future period, and (ii) the ability of issuers comprising the Target Index to declare and pay dividends or make distributions or to sustain or increase such dividends or distributions at or above historical levels in respect of the equity securities of the issuers comprising the Target Index. Historical levels of dividends and distributions paid in respect of the equity securities of the issuers comprising the Target Index are not indicative of future payments, which payments are uncertain and depend upon various factors, including, without limitation, the financial position, earnings ratio and cash requirements of the applicable issuer, and the state of the financial markets and foreign and domestic economies in general. It is not possible to predict if dividends or distributions paid in respect of the equity securities comprising the Target Index will increase, decrease or remain the same over the term of the Notes.

Since the Index aims to track the gross total return performance of the Target Index as reduced by the Adjusted Return Factor (i) the performance of the Index will be less than that which could be achieved through a direct investment in the Target Index or the constituent securities of the Target Index; and (ii) based on the application of the Adjusted Return Factor to daily changes in the closing level of the Target Index, the difference between the performance of the Index and the Target Index is subject to the effects of compounding returns and, as a result, the difference between the performance of the Index and the Target Index may be greater or less than the Adjusted Return Factor pro-rated over the same period-, which effects may also be amplified by the quarterly rebalancing of the Target Index.

The Adjusted Return Factor is a Fixed Points Deduction

The Adjusted Return Factor is a fixed number of index points that is deducted daily from the performance of the Target Index, which does not vary with the level of the Target Index, while any dividends and/or distributions reflected in the Target Index may vary in terms of timing and amount paid. If dividends and/or distributions reinvested are less than the impact of the deduction of the Adjusted Return Factor over the relevant period, the performance of the Index will be lower than the performance of the price return version of the Target Index at the end of such period. If the Target Index decreases over time, the Adjusted Return Factor will represent a larger percentage of the Target Index, resulting in a greater relative impact on the Index, which may increase the magnitude of the Index's underperformance, including the potential that no return may be paid on the Notes.

Historical Performance of the Index and the Target Index

Historical performance of the Index and Target Index, and growth rates and dividends of the constituents included in the Target Index may not be indicative of future performance. The Index and Target Index were launched on November 26, 2024, and August 19, 2024, respectively. Accordingly, there is very limited performance history for the Index and the Target Index to evaluate the prior performance of the Index and the Target Index, and as such, the Notes may perform in unexpected ways and may involve greater risk than notes linked to one or more indices with a more established record of performance which may make it more difficult for an investor to make an informed decision with respect to the Notes.

Risk Factors Relating to the Index, the Target Index and the Securities Comprising the Target Index

The Variable Return is calculated with reference to the Index which aims to track the gross total return performance of the Target Index as reduced by the Adjusted Return Factor. The Target Index is a gross total return index that is calculated based on the prices of equity securities of issuers comprising the Target Index and any dividends or distributions paid in respect of such securities. As a result, the Variable Return could be adversely affected by a variety of factors that could impact the particular sector or sectors and/or industry that are included in the Target Index, the value of securities in the U.S. securities markets and securities markets generally, and which are beyond the control of the Bank and the Selling Agent, including political, geopolitical, economic, financial, social and other factors that influence the markets in the U.S. and markets generally, as well as corporate developments, regulatory changes, changes in interest rates, currency exchange rates, changes in trade or investment policies, treaties, tariffs, import duties and quotas, commodity prices, changes in the level of inflation, changes in industry conditions, technology and cybersecurity risk, catastrophic events including, natural disasters, epidemics, pandemics or other public health emergencies, international or regional conflicts or wars, acts of terrorism, domestic and foreign government policies, competition, levels of foreign or domestic economic growth, global economic events, volatility in domestic and global financial markets, and various other circumstances that could influence the value of the securities in a specific market segment, industry or sector, or of a particular issuer and may impact the ability of such issuers to declare and pay dividends or make distributions in respect of such securities or to sustain or increase such dividends and distributions at or above historical levels.

Changes that Affect the Index and the Target Index

The Bank is the Index Sponsor and Solactive AG is the Index Administrator. Even though the Index and the Target Index will be calculated in accordance with certain principles or rules, such calculations may require certain judgements and decisions to be made, which may include changes to the formula or methodology of the Index and/or Target Index in certain circumstances. Since the Bank is the Index Sponsor, the Bank will be directly or indirectly responsible for these judgments and decisions. Determinations made by the Index Sponsor could affect the level of the Index and the Target Index and any amounts payable on the Notes. The Bank has no obligation to consider the interests of Holders in taking any actions in respect of the Index and Target Index, that might affect the value of the Notes. Further, the Bank or its affiliates may hedge the market risks to the Bank associated with its obligation to pay amounts due on the Notes. The Bank or its affiliates expect to make a profit in connection with these arrangements. The Bank or its affiliates have not independently verified, nor do they make any representation regarding, the accuracy or completeness of the public information relating to the constituents of the Target Index.

The Index Administrator is responsible for calculating and maintaining the Index and Target Index. The Index Administrator has no obligations in respect of the Notes. Factors including the market environment, supervisory, legal, financial or tax reasons may require changes to be made to the Index or Target Index calculation methodology, including changes that could affect the Variable Return, if any, and the value of the Notes. The Index Administrator may also make changes to the terms and conditions of the Index or the Target Index and the method used to calculate the Index or the Target Index as it deems necessary and desirable in order to prevent obvious or demonstrable error or to remedy, correct or supplement incorrect terms and conditions, which could change the levels of the Index and Target Index, and which could adversely affect the amounts payable on the Notes. The Index Administrator is not obliged to provide information on any such modifications or changes. Additionally, disruptions in operations for any reason, including interruptions, limitations, breakdowns, suspensions or the permanent discontinuance of trading on any exchange or trading system on which the equity securities of the issuers comprising the Target Index are traded may adversely affect the prices of such equity securities and therefore the level of the Target Index and, in turn, the level of the Index, the Variable Return, if any, and the value of the Notes on or prior to maturity. Such occurrences may impact the Index Administrator's ability to provide continuous services related to the operation of the Index or the Target Index, including calculating and announcing the closing level or value of the Index or the Target Index. In addition, such occurrences may result in the inability or impracticability of the Calculation Agent to determine a Bid Price for the Notes or may result in a Bid Price that is unfavourable to Holders, and may also lead to the determination by the Calculation Agent that a Material Index Change, a Market Disruption Event or an Extraordinary Event has occurred. See "Special Circumstances".

Independent Investigation Required

Neither the Selling Agent nor any of its affiliates or associates have performed and will not perform any due diligence investigation or review of the Index or the Target Index, the constituent securities of the Target Index or the issuers of such securities. Information in this Information Statement relating to the Index and the Target Index is derived from publicly available sources. None of the Selling Agent or any of its affiliates or associates have independently verified, nor do they make any representation regarding, the accuracy or completeness of the public information relating to the Index and the Target Index. Prospective investors should undertake their own independent investigation of the Index, and the Target Index and the constituent securities of the Target Index in order to make an informed decision as to the merits of an investment in the Notes.

Pledging

The ability of a Holder to pledge the Notes or otherwise take action with respect to such Holder's interest in such Notes (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

Liquidity Risk and Secondary Market

A Holder will not be able to retract or redeem the Notes prior to the Maturity Date. The Notes will not be listed on any stock exchange or marketplace. There is currently no market through which the Notes may be sold. There can be no assurance that a secondary market for the Notes will develop. The Bid Price for a Note in such secondary market may be less than US$100.00 per Note. Further, due to the method used to price the Variable Return, the expected value of any Variable Return may be substantially less than the value computed only with reference to the performance of the Index. If a Holder sells the Notes prior to maturity, the Holder may have to do so at a discount from the Principal Amount and as a result, the Holder may suffer losses. A prospective investor should not base their decision to purchase the Notes on the availability of a secondary market or, if a secondary market is available, on the expectation that the Bid Price for the Notes will be equal to or greater than the Principal Amount invested by such investor. See “Description of the Notes — Secondary Trading of Notes”. The occurrence of any special circumstances during the term of the Notes may result in the inability or impracticability of Scotia Capital Inc. to determine a Bid Price for the Notes or may result in a Bid Price that is unfavourable to Holders. See “Special Circumstances”.

Conflicts of Interest

The Bank is the issuer of the Notes and the Index Sponsor. The Calculation Agent is a wholly-owned subsidiary of the Bank. The Calculation Agent will calculate the amount of the Variable Return, if any, that may be payable to a Holder. In certain circumstances the Calculation Agent may be required to exercise its judgment in relation to the Notes including, without limitation, whether a Market Disruption Event, a Material Index Change or an Extraordinary Event has occurred, or may make other determinations and calculations. See “Special Circumstances”. All such determinations and calculations will be final and binding on Holders, absent manifest error, without any liability on the Calculation Agent’s, the Selling Agent’s or the Bank’s part, and Holders or any third party will not be entitled to any compensation from the Calculation Agent, the Selling Agent or the Bank for any loss suffered as a result of any of the Calculation Agent’s determinations and calculations. See “Special Circumstances” — Calculation Agent”. No independent calculation agent will be retained to make or confirm the determinations and calculations made by the Calculation Agent. Since the Calculation Agent’s determinations and calculations may affect the market value of the Notes, the Bank may have a conflict of interest if the Calculation Agent needs to make any such determinations and calculations.

Scotia Capital Inc. is a wholly-owned subsidiary of the Bank, and may, as agent of the Bank, enter into arrangements to hedge the Bank’s risks associated with its obligations under the Notes. The Bank may agree that Scotia Capital Inc. may retain all or a portion of any profits and may be required to compensate the Bank for all or a portion of any losses, resulting from such hedging arrangements. Scotia Capital Inc. will also provide the Bid Price and facilitate the sale of the Notes in the secondary market and, as such, may have economic interests adverse to those of Holders, including with respect to the Bank’s hedging arrangements with respect to the Notes. See “Description of the Notes — Secondary Trading of Notes”. Advisors employed by, or affiliated with, the Selling Agent or other dealers may request and may negotiate the terms of certain Notes on behalf of their clients, including any fees payable to such advisors under the Notes, which may pose a potential conflict of interest between the advisors and their clients.

Each of the Bank and its affiliates, including Scotia Capital Inc., whether in its capacity as Selling Agent, Calculation Agent or otherwise, and any of their respective affiliates or subsidiaries, may, where permitted, from time to time, in the course of their normal business operations, hold the constituent securities of the Target Index or hold interests linked to the Index or issuers of the constituent securities of the Target Index and may also deal in the securities of such issuers, provide research reports and investment advice regarding, extend credit to or enter into other business dealings with, any such issuers or persons affiliated, associated or in a business relationship with such issuers (including acting as an advisor on corporate transactions either directly or indirectly through affiliates who provide such services in their normal course of business) including under hedging arrangements relating to the Notes. See “Description of the Notes — Dealings in the Index and Target Index”. Such actions may include payment of trailer fees and may not take into account the effect, if any, of any such actions on the Notes, the value of any constituent security of the Target Index or the Variable Return, if any, that may be payable on the Notes. Conflicts may also arise because the Bank and/or its affiliates expect to engage in trading activities related to the Index and the constituent securities of the Target Index that are not for the account of Holders or on their behalf. These trading activities, if they influence the Index, could be adverse to the interests of Holders. The Bank and one or more of its affiliates have published, and in the future expect to publish, research reports with respect to the constituent securities of the Target Index. This research is modified from time to time and may express opinions or provide recommendations that are inconsistent with purchasing or holding the Notes. There is no assurance that any such actions by the Bank and its affiliates will not have an adverse effect on the Notes, the value of the Index, the Target Index and the constituent securities of the Target Index or the Variable Return, if any.

The Bank and its affiliates may from time to time be in possession of information in relation to any issuers of the constituent securities of the Target Index that may not be publicly available or known to Holders. The Notes do not create an obligation on the part of the Bank or its affiliates to disclose to Holders such relationship or such information whether or not confidential.

Special Circumstances

In the event of the occurrence of certain special circumstances, the Calculation Agent may, in its sole and absolute discretion, adjust any one or more of the components and variables relevant to the determination of the Variable Return including the Closing Index Level and the formula for calculating the Index Return, as applicable. If a Market Disruption Event occurs, the determination of the Closing Index Level will be postponed to a later date which may delay the payment of the Variable Return, if any. Fluctuations in the Closing Index Level may occur in the interim. The occurrence of an Extraordinary Event may accelerate the determination of the Variable Return, resulting in the payment of an Accelerated Variable Return, if any, prior to or on the Maturity Date instead of the Variable Return. The Principal Amount will not be paid until the Maturity Date, subject to the Notes being automatically called by the Bank prior to the Maturity Date. Certain events may constitute a Material Index Change, whereby the Calculation Agent may be entitled to replace the Index with a Successor Index. All these circumstances may affect the value of the Notes and may adversely affect the Variable Return, if any, that would otherwise have been payable on the Notes. The occurrence of any special circumstances during the term of the Notes may result in the inability or impracticability of Scotia Capital Inc. to determine a Bid Price for the Notes or may result in a Bid Price that is unfavourable to Holders. See “Special Circumstances”.

Changes in Laws and Regulations

Changes in laws and regulations, in particular income tax and securities laws, including how they are interpreted and enforced, could have an adverse impact on Holders or on the value of the Notes. The Notes are not subject to Canadian securities laws. Accordingly, Holders do not have the same rights of action with respect to the disclosure in this Information Statement as a prospectus offering would provide.

Currency Risk

An investment in the Notes should be made with an understanding that the Principal Amount and Variable Return, if any, will be denominated and payable in U.S. dollars. To the extent other assets or income of a Holder of Notes are denominated in another currency, such as the Canadian dollar, an investment in the Notes will entail foreign exchange-related risks due to, among other factors, possible significant changes in the value of such currency relative to the U.S. dollar because of economic, political and other factors. Appreciation of the Canadian dollar against the U.S. dollar could result in a loss to a Holder of Notes on a Canadian dollar basis. In addition, for the purposes of the *Tax Act* (Canada), all U.S. dollar amounts must generally be converted into and reported in Canadian dollars by a Holder based on the rate of exchange prevailing at the relevant time. See "Certain Canadian Federal Income Tax Considerations".

Income Tax Considerations and CRA Administrative Practice

In certain circumstances provisions of the *Tax Act* (Canada) can deem interest to accrue on a "prescribed debt obligation" (as defined for the purposes of the *Tax Act* (Canada)). CRA's published administrative practice is generally that such provisions have no application to debt obligations the payout under which is linked to the performance of equity securities until such time as the amount of such return becomes determinable. No advance income tax ruling has been sought or received from CRA in respect of the Notes. While, based upon CRA administrative practice, there should be no deemed accrual of interest in respect of the potential Variable Return or Accelerated Variable Return on the Notes (except where payment of an Accelerated Variable Return is deferred to the Maturity Date), CRA is not bound to apply such administrative practice to Holders.

Credit Risk/No Deposit Insurance

The Notes have not been rated and will not be insured by the Canada Deposit Insurance Corporation or any other entity and therefore the payments to Holders will be dependent upon the financial health and creditworthiness of the Bank. The Notes will not be secured by any of the assets of the Bank. Holders of secured indebtedness of the Bank would have a claim on the assets securing such indebtedness that ranks prior to a Holder of Notes' claim on such assets and would have a claim that ranks *pari passu* with the claim of Holders of Notes on such other assets to the extent that such security did not satisfy such secured indebtedness. Neither the Bank nor its affiliates will hedge, pledge or otherwise hold any interest in the Index, the Target Index or the constituent securities of the Target Index for the benefit of Holders under any circumstances. Consequently, in the event of bankruptcy, insolvency or liquidation of the Bank, any interest in the Index, the Target Index or the constituent securities of the Target Index owned by the Bank or its affiliates will be subject to the claims of the Bank's creditors generally and will not be available for the benefit of Holders specifically.

Canadian Investor Protection Fund

There is no assurance that an investment in the Notes will be eligible for protection under the Canadian Investor Protection Fund. A prospective investor should consult a financial advisor for advice as to whether an investment in the Notes is eligible for protection in light of such investor's particular circumstances.

Variable Return May be Limited by Applicable Law

Under the *Criminal Code (Canada)*, a lender is prohibited from entering into an agreement or arrangement to receive interest at an annual percentage rate of interest, calculated in accordance with generally accepted actuarial practices and principles, exceeding 35% of the credit advanced under the agreement or arrangement, subject to certain exceptions. See "Description of the Notes – Deferred Payment". If not permitted by law to do so, when any payment is to be made by the Bank to a Holder of the Notes, payment of a portion of such amount may be deferred to ensure compliance with such laws, if applicable.

Fees and Transaction Costs

Expenses and transaction costs may reduce a Holder's return on the Notes.

Prospective investors should carefully consider with their advisors all of the information set out in this Information Statement before making any potential investment in the Notes and should evaluate the key risks highlighted above.

TRADEMARK NOTICE

GLOSSARY

In this Information Statement, unless the context requires, the following terms have the meanings set out below:

"**1933 Act**" means the United States Securities Act of 1933, as amended.

"**2026 Autocall Valuation Date**" has the meaning specified under "Description of the Notes — Valuation Dates, Payment Dates and Call Date".

"**Accelerated Variable Return**" has the meaning specified under "Special Circumstances — Extraordinary Event".

"**Adjusted Return Factor**" has the meaning specified under "Description of the Notes — Index".

"**Autocall Level**" has the meaning specified under "Description of the Notes — Autocall Level".

"**Bank**" means The Bank of Nova Scotia.

"**Bid Price**" has the meaning specified under "Description of the Notes — Secondary Trading of Notes".

"**Business Day**" means a day, other than a Saturday, a Sunday or a statutory holiday, on which commercial banks are open for business in Toronto. If any date on which any action is otherwise required to be taken in respect of the Notes is not a Business Day, the date on which such action will be taken, except as otherwise indicated, will be the immediately following Business Day and, if the action involves the payment of any amount, no interest or other compensation will be paid as a result of such delay.

"**Calculation Agent**" means Scotia Capital Inc., a wholly-owned subsidiary of the Bank.

"**Call Date**" means the call date specified under "Description of the Notes — Valuation Dates, Payment Dates and Call Date".

"**CDS**" means CDS Clearing and Depository Services Inc.

"**CDS Participant**" means a broker, dealer, bank or other financial institution or other person who is a participant in the book-entry system of CDS and on whose behalf CDS or its nominee holds Notes.

"**Closing Index Level**" has the meaning specified under "Description of the Notes — Closing Index Level".

"**CRA**" means Canada Revenue Agency.

"***Criminal Code* (Canada)**" means the *Criminal Code* (R.S.C. 1985, c. C-46), as amended.

"**DBRS**" means Dominion Bond Rating Service, Limited.

"**DPSP**" has the meaning specified under "Certain Canadian Federal Income Tax Considerations — Eligibility for Investment".

"**Early Closure**" means the closure on any Exchange Business Day of any Exchange or any Related Exchange prior to its Scheduled Closing Time.

"**Exchange**" means any exchange or trading system on which the securities comprising the Target Index are traded from time to time.

"**Exchange Business Day**" means, in respect of an Exchange and a Related Exchange, any day on which such Exchange or such Related Exchange, as the case may be, is scheduled to be open for trading during their respective regular trading sessions, notwithstanding any such Exchange or Related Exchange closing prior to its Scheduled Closing Time.

"**Extraordinary Event**" has the meaning specified under "Special Circumstances — Extraordinary Event".

"**Extraordinary Event Date**" has the meaning specified under "Special Circumstances — Extraordinary Event".

"**Extraordinary Event Notification**" has the meaning specified under "Special Circumstances — Extraordinary Event".

"**FHSA**" has the meaning specified under "Certain Canadian Federal Income Tax Considerations — Eligibility for Investment".

"**Final Index Level**" has the meaning specified under "Description of the Notes — Final Index Level".

"**Final Valuation Date**" has the meaning specified under "Description of the Notes — Final Valuation Date".

"**Fitch**" means Fitch Ratings Ltd.

"**Fixed Return**" has the meaning specified under "Description of the Notes — Fixed Return".

"**Fundserv**" has the meaning specified under "Fundserv".

"**Fundserv-enabled Notes**" has the meaning specified under "Fundserv".

"**Global Note**" has the meaning specified under "Book-Entry Registration".

"**Holder**" means a beneficial owner of the Notes.

"**Index**" means the Scotiabank US Top 50 Large Cap Dividend 75 AR Index.

"**Index Administrator**" means Solactive AG, or a successor or assign thereof.

"**Index Return**" has the meaning specified under "Description of the Notes — Index Return".

"**Index Sponsor**" means The Bank of Nova Scotia.

"**Information Statement**" has the meaning specified on the first page of this offering document and includes the attached Appendices.

"**Initial Index Level**" has the meaning specified under "Description of the Notes — Initial Index Level".

"**Initial Valuation Date**" has the meaning specified under "Description of the Notes — Initial Valuation Date".

"**Issue Date**" has the meaning specified under "Description of the Notes — Issue Date".

"**Issue Size**" has the meaning specified under "Description of the Notes — Issue Size".

"**Market Disruption Event**" has the meaning specified under "Special Circumstances — Market Disruption Event".

"**Material Index Change**" has the meaning specified under "Special Circumstances — Adjustments Due to Material Changes".

"**Maturity Date**" has the meaning specified under "Description of the Notes — Maturity Date".

"**MDE Formula**" has the meaning specified under "Special Circumstances — Market Disruption Event".

"**Moody's**" means Moody's Investors Service, Inc.

"**Notes**" means BNS U.S. Large Cap (AR) Index Autocallable Deposit Notes, Series 10F (USD) issued by the Bank under this Information Statement.

"**Offering**" means the offering of the Notes under this Information Statement.

"**Payment Date**" means each Payment Date specified under "Description of the Notes – Valuation Dates, Payment Dates and Call Date" and "**Payment Dates**" refers to multiple payment dates specified under "Description of the Notes – Valuation Dates, Payment Dates and Call Date".

"**Principal Amount**" means US$100.00 per Note.

"**RDSP**" has the meaning specified under "Certain Canadian Federal Income Tax Considerations — Eligibility for Investment".

"**Record Date**" has the meaning specified under "Description of the Notes — Valuation Dates, Payment Dates and Call Date".

"**Regulations**" has the meaning specified under "Certain Canadian Federal Income Tax Considerations".

"**Related Exchange**" means any exchange, trading system or market quotation system on which futures, options or other similar instruments related to the Index, the Target Index or to the securities comprising the Target Index are listed or traded from time to time.

"**Replacement Event**" has the meaning specified under "Special Circumstances — Adjustments Due to Material Changes".

"**Resident Initial Investor**" has the meaning specified under "Certain Canadian Federal Income Tax Considerations".

"**RESP**" has the meaning specified under "Certain Canadian Federal Income Tax Considerations — Eligibility for Investment".

"**RRIF**" has the meaning specified under "Certain Canadian Federal Income Tax Considerations — Eligibility for Investment".

"**RRSP**" has the meaning specified under "Certain Canadian Federal Income Tax Considerations — Eligibility for Investment".

"**S&P**" means Standard and Poor's Rating Service, a division of The McGraw-Hill Companies, Inc.

"**Scheduled Closing Time**" means, in respect of an Exchange or Related Exchange, the scheduled weekday closing time of such Exchange or Related Exchange on an applicable Exchange Business Day, without regard to after hours or any other trading outside of the regular trading session hours.

"**Scotia Capital**" means, collectively, Scotia Capital Inc. and any of its affiliates and, where the context requires, "**Scotia Capital**" **or** "**Scotiabank Global Banking and Markets**" also refers to the global corporate and investment banking and capital markets products and services provided by the Bank and its affiliates. "**Scotiabank Global Banking and Markets**" is the marketing name of Scotia Capital Inc.

"**Selling Agent**" means Scotia Capital Inc., a wholly-owned subsidiary of the Bank.

"**Selling Agent Fees**" mean any fees that may be paid to the Selling Agent out of the proceeds of the sale of the Notes hereunder as described under "Description of the Notes — Selling Agent Fees".

"**Subscription Price**" has the meaning specified under "Description of the Notes — Principal Amount and Subscription Price".

"**Successor Index**" has the meaning specified under "Special Circumstances — Adjustments Due to Material Changes".

"**Target Index**" means the Scotiabank US Top 50 Large Cap Dividend Index TR.

"***Tax Act* (Canada)**" means the *Income Tax Act* (R.S.C., 1985, c. 1 (5th Supp.)), as amended.

"**Tax Proposals**" has the meaning specified under "Certain Canadian Federal Income Tax Considerations".

"**TFSA**" has the meaning specified under "Certain Canadian Federal Income Tax Considerations — Eligibility for Investment".

"**Valuation Date**" means each Valuation Date specified under "Description of the Notes — Valuation Dates, Payment Dates and Call Date" and "**Valuation Dates**" refers to multiple valuation dates specified under "Description of the Notes — Valuation Dates, Payment Dates and Call Date".

"**Variable Return**" has the meaning specified under "Description of the Notes — Variable Return".

APPENDIX A
HYPOTHETICAL EXAMPLES

The following hypothetical examples show how the Index Return and the Variable Return would be calculated and determined based on certain hypothetical values and assumptions that are set out below. **These examples are for illustrative purposes only and should not be construed as an estimate or forecast of the performance of the Index or the return that an investor might realize on the Notes.** The return on the Notes will be calculated based on the performance of the Index, which reflects the gross total return performance of the Target Index as reduced by the Adjusted Return Factor. Certain dollar amounts are rounded to the nearest whole cent and "$" refers to the relevant currency for the specific hypothetical dollar amounts and hypothetical prices that the context requires.

Hypothetical values for calculations:

Initial Index Level*:	100.00
Autocall Level:	100.00% of the Initial Index Level = 100.00% × 100.00 = 100.00
Participation Rate:	105.00%, applied to any positive Index Return on the Final Valuation Date if the Notes are not automatically called by the Bank on the Call Date

**The Initial Index Level of 100.00 is a hypothetical Initial Index Level that has been chosen for illustrative purposes only and does not represent either the actual Initial Index Level or an estimate or forecast thereof. The actual Initial Index Level will be equal to the Closing Index Level on the Initial Valuation Date.*

Example #1 – The Notes are not automatically called as the Closing Index Level on the 2026 Autocall Valuation Date is greater than the Autocall Level. The Final Index Level on the Final Valuation Date is equal to or less than the Initial Index Level and no Variable Return is payable.

	2026 Autocall Valuation Date	Final Valuation Date
Closing Index Level:	100.50	50.33 (Final Index Level)
Index Return:	0.50% (actual)	−49.67% (actual)
Amount Received on the Maturity Date:	N/A	US$100.00 per Note

Since the Final Index Level on the Final Valuation Date is less than the Initial Index Level, the Variable Return is calculated as follows:

Variable Return = US$0.00 per Note

In this example, since the Final Index Level on the Final Valuation Date is less than the Initial Index Level, no Variable Return is payable. An investor would not receive any Variable Return on the Notes but would receive the Principal Amount of US$100.00 per Note on the Maturity Date, which is equivalent to an annual compound rate of return of 0.00% per Note.

Example #2 – The Notes are automatically called as the Closing Index Level on the 2026 Autocall Valuation Date is less than or equal to the Autocall Level and a Variable Return is payable.

	2026 Autocall Valuation Date	Final Valuation Date
Closing Index Level:	98.00	N/A
Index Return:	−2.00% (actual)	N/A
Amount Received on the Payment Date:	US$105.00 per Note	N/A

Since the Closing Index Level on the 2026 Autocall Valuation Date is less than the Autocall Level, the Variable Return is calculated as follows:

Principal Amount × Fixed Return
US$100.00 × 5.00% = US$5.00 per Note

An investor would receive US$105.00 per Note on the Payment Date, consisting of the Principal Amount of US$100.00 plus a Variable Return of US$5.00 per Note, which is equivalent to an annual compound rate of return of 5.00% per Note.

Example #3 – The Notes are not automatically called as the Closing Index Level on the 2026 Autocall Valuation Date is greater than the Autocall Level. The Final Index Level on the Final Valuation Date is greater than the Initial Index Level and a Variable Return is payable.

	2026 Autocall Valuation Date	Final Valuation Date
Closing Index Level:	108.00	120.00 (Final Index Level)
Index Return:	8.00% (actual)	20.00% (actual)
Amount Received on the Maturity Date:	N/A	US$121.00 per Note

Since the Final Index Level on the Final Valuation Date is greater than the Initial Index Level, the Variable Return is calculated as follows:

Principal Amount × (Index Return × Participation Rate)
US$100.00 × (20.00% × 105.00%) = US$21.00 per Note

An investor would receive US$121.00 per Note on the Maturity Date, consisting of the Principal Amount of US$100.00 plus a Variable Return of US$21.00 per Note, which is equivalent to an annual compound rate of return of approximately 4.88% per Note.

APPENDIX B
SUMMARY INFORMATION REGARDING THE INDEX AND THE TARGET INDEX

The following is a summary description of the Scotiabank US Top 50 Large Cap Dividend 75 AR Index (the "Index") and the Scotiabank US Top 50 Large Cap Dividend Index TR (the "Target Index") based on information obtained from the website of the index administrator, Solactive AG (the "Index Administrator"), at www.solactive.com, except as otherwise noted herein. This website is not incorporated by reference in, and does not form part of, this information statement. The Index Administrator may change the terms and conditions of the Index and the Target Index and the method applied to calculate the Index and the Target Index that it deems to be necessary and desirable in order to prevent obvious and demonstrable error or to remedy, correct or supplement incorrect terms and conditions. The Index Administrator is not obliged to provide information on any such modifications or changes, other than to the Index Sponsor. Accordingly, all information regarding the Index and Target Index contained in this Information Statement is subject to change, including any such information reported herein as of a certain date. This Information Statement relates only to the Notes and does not relate to the Index, the Target Index or the constituent securities of the Target Index. All dollar amounts in the following summary are quoted in U.S. dollars unless otherwise specified.

General Description of the Index and the Target Index

The Bank developed, and is the owner, provider and sponsor (the "Index Sponsor") of the Index, which aims to track the gross total return performance of the Target Index, subject to reduction for a synthetic dividend of 75 index points per annum calculated daily in arrears at the time the Index is calculated (the "Adjusted Return Factor"). The only component of the Index is the Target Index. The Index was launched on November 26, 2024. The Index is calculated and published in U.S. dollars.

The Target Index is a gross total return index that seeks to replicate the overall return from holding a portfolio consisting of the constituent securities of the Target Index, including any dividends and distributions paid in respect of such securities, without deduction of any withholding tax or other amounts to which an investor holding the constituent securities of the Target Index would typically be exposed. For the calculation of the level of the Target Index, any dividends or other distributions paid on the constituent securities of the Target Index are reinvested across all the constituent securities of the Target Index. The composition of the Target Index is ordinarily rebalanced on a quarterly basis in February, May, August and November. The Target Index was launched on August 19, 2024. The Target Index is calculated and published in U.S. dollars.

The Target Index represents a diversified portfolio of dividend paying stocks. The Target Index is comprised of the securities of 50 issuers that meet the criteria to be part of the GBS Index Universe of the Solactive GBS United States 500 Index, as defined in the index guideline of the Solactive Global Benchmark Series (the "Index Universe Requirements"). The Index Administrator will determine the index universe based on the Index Universe Requirements, which will constitute a starting pool from which the components of the Target Index will be selected (the "Index Universe"). The initial composition of the Target Index as well as any selection for an ordinary rebalance is determined by a factor calculation and final selection process. Using the components of the Index Universe, the following twelve factors are considered for final selection: total yield, forward dividend yield, one-year expected dividend growth, five-year trailing dividend growth, dividend payout ratio, long term dividend yield ratio, revisions to 12 month forward earnings per share consensus, price volatility, beta, excess return on invested capital, leverage and working capital ratio. In the final selection, all twelve factors are converted into percentile scores ranging from 0 (worst) to 100 (best) over the Index Universe. If fewer than 300 of the 500 companies have valid data (not missing data) for a metric, that metric is excluded from the calculation. Securities not ranked on enough metrics are excluded. If a company is ranked on fewer than the maximum number of metrics minus one (for example fewer than eleven metrics if twelve are used), it is removed from the final ranking process. For securities missing one or more metrics but are still included in the final ranking, a percentile value of 50 is assigned for each missing data point. For each remaining security, a weighted average of the percentile scores for all metrics is computed. Then, this weighted average score is converted into a final percentile score, representing the company's overall ranking. Securities with both an indicated dividend yield and forward dividend yield of zero are excluded. Securities showing negative growth in both the one-year expected dividend growth and the five-year trailing dividend growth are excluded.

The securities are ranked in descending order based on their final score and the top 50 securities are selected that have a final score above the 75th percentile, with the number of securities selected from each sector subject to a maximum sector cap. The top 50 securities based on the final score are selected subject to the following order: for initial selection, a security in the current Target Index is directly included in the top 50, as long as its final score is above 75th percentile and the number of securities selected from each sector is subject to a cap. After the initial selection, a secondary check is performed for sectors with no initial inclusion in the Top 50 as follows: (i) the securities with the lowest final score within sectors that have reached their final sector maximum have been identified; (ii) the securities with the highest final score in sectors with no representation in the top 50 have been identified; (iii) then a swap is made if the highest final score security from a sector with no representation is higher than the lowest final score security from a sector that have reached their final sector maximum; and (iv) this swapping continues until no additional highest final score security from underrepresented sectors is higher than the lowest final score security in the top 50. The selection of the Target Index components is fully rule-based and the Index Administrator cannot make any discretionary decision.

Once the Target Index components are selected, the final weight of each Target Index component is determined through an optimization approach that aims to find a minimum adjusted factor for the Target Index weight subject to certain constraints. The following constraints are employed: the final weight is floored at the smallest starting weight; the final weight is capped at the minimum between four times the starting weight and 20%; the total weight of Target Index components with a final weight above 4.5% must not exceed 45%; and the sum of sector weights must not exceed the adjusted maximum sector weight.

The Bank may request amendments to the methodology of the Index and Target Index. An index committee composed of staff from the Index Administrator and its subsidiaries is responsible for decisions regarding any amendments to the rules of the Index and Target Index. Any such amendment, which may result in an amendment of the guideline of the Index and Target Index, must be submitted to the index committee for prior approval and will be made in compliance with the Index Administrator's methodology policy. If an amendment is made to the methodology of the Index or Target Index, the Index Administrator will announce the change on its website. The Index Administrator will review the methodology of the Index and Target Index at least annually.

Under certain circumstances, the Index Administrator may make adjustments to the Index or Target Index between regular rebalances for corporate actions in accordance with its equity index methodology. In the event the level of the Index or Target Index is calculated as zero or below zero (negative), the Index and Target Index, as the case may be, will be terminated. The Index and Target Index may be terminated for other reasons in accordance with the Index Administrator's policies.

Composition of the Target Index

The top 10 constituents of the Target Index by index weight as of May 30, 2025 are set out below. The historical composition and weighting of the Target Index does not necessarily reflect the composition and weighting of the Target Index in the future.

Constituents of the Target Index	Weight (%)
Verizon Communications Inc.	14.59%
Bank of America Corporation	9.28%
Johnson & Johnson	8.13%
PACCAR Inc	5.68%
CVS Health Corporation	4.17%
PepsiCo, Inc.	3.45%
The Kroger Co.	3.27%
Target Corporation	3.16%
YUM! Brands, Inc.	3.14%
Merck & Co., Inc.	3.12%

Historical Performance of the Index

The Index was launched on November 26, 2024. Accordingly, there is very limited performance history for the Index. During the period between November 26, 2024 up to and including May 30, 2025, the lowest Closing Index Level was 1,361.13 on April 8, 2025 and the highest Closing Index Level was 1,597.04 on November 29, 2024. The starting Closing Index Level was 1,595.47 on November 26, 2024 and the ending Closing Index Level was 1,460.91 on May 30, 2025. **The level of the Index may be affected by the volatility of the prices of the equity securities of the issuers comprising the Target Index, meaning that such prices can fluctuate and change considerably in relatively short periods and the performance of such prices cannot be predicted for any future period and as a result an investment linked to Index levels may also be volatile. There is no assurance of the ability of issuers comprising the Target Index to declare and pay dividends or make distributions in respect of the constituent securities of the Target Index or to sustain or increase such dividends and distributions at or above historical levels.** Prospective investors are urged to consult publicly available sources for the levels of the Index and the Target Index, the patterns of fluctuations and changes in the levels of the Index and the Target Index, and the prices and trading patterns of the constituent securities of the Target Index before investing in the Notes.

The Adjusted Return Factor as a percentage of the Closing Index Level on May 30, 2025 was approximately 5.13%. The foregoing percentage amount is not an estimate or forecast of what any such percentage amount may be over the term of the Notes. The Closing Index Levels reflect the gross total return performance of the Target Index as reduced by the Adjusted Return Factor. The annual dividend yield on the Target Index as of May 30, 2025 was 4.06%, representing an aggregate dividend yield of approximately 17.26% annually compounded over the approximately 4 year term of the Notes on the assumption that the dividends paid on the securities comprising the Target Index remain constant. The foregoing dividend yield information is for comparative purposes only and is not an indication of any future dividends that might be paid or payable on such securities. **Historical performance of the Index and the Target Index will not necessarily predict future performance of the Index and the Target Index or the Notes.**

The Index Administrator

The Bank is the Index Sponsor. The Bank is not related to the Index Administrator, and as such: (a) the Notes are not issued, endorsed, sponsored or promoted by and are not financial or legal obligations of such Index Administrator; (b) the trade names, service marks, trademarks or registered trademarks of the Index and Target Index are the property of the Bank; (c) the Index Administrator makes no warranties and bears no liabilities with respect to the Notes or the administration or operation of the Notes; (d) the Notes have not been reviewed by the Index Administrator as to their legality or their suitability for investment; and (e) none of the Bank, the Selling Agent or any of their respective affiliates or associates can give any assurance that events which have occurred prior to the date of this Information Statement have been adequately disclosed by the constituents of the Target Index and how such an event would affect the levels of the Index or Target Index or the value of the underlying interests (and therefore the level of the Index or Target Index at the time the Notes are priced). Subsequent disclosure of any such events or the disclosure of or failure to disclose material events concerning the Index, the Target Index or the Index Administrator or the underlying interests could affect the amounts that may be payable on the Notes and therefore the market value of the Notes in a secondary market, if any.

Information regarding the Index, the Target Index and Index Administrator may be obtained from various public sources including, the Index Administrator's website and other sources publicly disseminated by the Index Administrator or the constituents of the Target Index. The Bank, the Selling Agent or any of their respective affiliates or associates are not responsible for public disclosure of information by any unrelated party, including the Index Administrator and the constituents of the Target Index, whether contained in that parties' regulatory filings, disclosure documents or otherwise.

The Bank and the Selling Agent make no representation as to the performance of the Index, the Target Index or the underlying interests. A prospective investor should undertake such independent investigation of an Index or Target Index and their underlying interests as the investor considers necessary in order to make an informed decision as to the merits of an investment in the Notes.

Index Calculation Agreement between the Index Administrator and the Bank

The Index Administrator and the Bank have entered into an index calculation agreement (the "Index Calculation Agreement") in which the Bank, as the owner and provider and sponsor of the Index and the Target Index, has retained the Index Administrator to calculate, administer and publish the Index and Target Index.

This financial instrument is not sponsored, promoted, sold or supported in any other manner by Solactive AG nor does Solactive AG offer any express or implicit guarantee or assurance either with regard to the results of using the Index and/or Index trade mark or the "Index Price" (as defined in the Index Calculation Agreement) at any time or in any other respect. The Index is administered, calculated and published by Solactive AG. Solactive AG uses its best efforts to ensure that the Index is calculated correctly. Irrespective of its obligations towards the Bank, Solactive AG has no obligation to point out errors in the Index to third parties including but not limited to investors and/or financial intermediaries of the financial instrument. Neither publication of the Index by Solactive AG nor the licensing of the Index or Index trade mark for the purpose of use in connection with the financial instrument constitutes a recommendation by Solactive AG to invest capital in said financial instrument nor does it in any way represent an assurance or opinion of Solactive AG with regard to any investment in this financial instrument.

APPENDIX C
DISCLOSURE FOR SALES IN PERSON OR BY TELEPHONE

The Notes are governed by federal regulations under the *Bank Act* (Canada) applicable to Principal Protected Notes. For any purchase of Notes in person or by telephone, the investment advisor must read the following information to the investor before the purchase order is taken.

Issue Date and Maturity Date

The Notes will be issued on or about July 15, 2025, or an earlier date agreed to between the Bank and Scotia Capital Inc., the Selling Agent, and will mature on July 16, 2029, resulting in a term to maturity of approximately 4 years, subject to the Notes being automatically called (i.e., redeemed) by the Bank prior to the Maturity Date. The Principal Amount of US$100.00 per Note will be repaid at maturity, subject to the Notes being automatically called by the Bank prior to the Maturity Date. The repayment of the Principal Amount will not depend on the performance of the Index.

Autocall

The Notes will be automatically called (i.e., redeemed) by the Bank on the Payment Date and a Variable Return will be paid to Holders if the Closing Index Level on the 2026 Autocall Valuation Date is less than or equal to the Autocall Level. The Autocall Level is 100.00% of the Initial Index Level. The Notes are callable and cannot be automatically called prior to July 15, 2026. See "Valuation Dates, Payment Dates and Call Date" in the Information Statement. If the Notes are called, a Variable Return will be paid to Holders together with the Principal Amount on the Payment Date, the Notes will be cancelled and Holders will not be entitled to receive any subsequent payments in respect of the Notes. If the Closing Index Level on the 2026 Autocall Valuation Date is greater than the Autocall Level, the Notes will not be automatically called by the Bank, and a Variable Return will not be paid to Holders in respect of such 2026 Autocall Valuation Date. If the Notes are not automatically called by the Bank, and the Final Index Level on the Final Valuation Date is greater than or equal to the Initial Index Level, a Holder will receive the Principal Amount and the Variable Return on the Maturity Date.

Variable Return

If the Notes are automatically called by the Bank, the Variable Return consists of a Fixed Return equal to 5.00%, which is equal to an annualized return of 5.00% per Note. If the Notes are not automatically called by the Bank, and the Final Index Level on the Final Valuation Date is greater than the Initial Index Level, the Variable Return, will be an amount equal to the Principal Amount multiplied by any positive Index Return on the Final Valuation Date subject to the Participation Rate (105.00%). If the Final Index Level on the Final Valuation Date is less than the Initial Index Level, no Variable Return is payable on the Notes, and a Holder will receive only the Principal Amount on the Maturity Date.

Index and Target Index

The Variable Return, if any, that may be payable on the Notes is linked to the performance of the Bank's proprietary index, Scotiabank US Top 50 Large Cap Dividend 75 AR Index (the "Index"). The Index aims to track the gross total return performance of the Scotiabank US Top 50 Large Cap Dividend Index TR (the "Target Index"), subject to reduction for a synthetic dividend of 75 index points per annum calculated daily in arrears at the time the Index is calculated (the "Adjusted Return Factor"). The Index and Target Index were launched on November 26, 2024, and August 19, 2024, respectively. Accordingly, there is very limited performance history for the Index and the Target Index to evaluate the prior performance of the Index and the Target Index, and as such, the Notes may perform in unexpected ways and may involve greater risk than notes linked to one or more indices with a more established record of performance which may make it more difficult for an investor to make an informed decision with respect to the Notes.

The Closing Index Level reflects the gross total return performance of the Target Index as reduced by the Adjusted Return Factor. The Closing Index Level on May 30, 2025 was 1,460.91. The Adjusted Return Factor as a percentage of the Closing Index Level on May 30, 2025 was approximately 5.13%. The foregoing percentage amount is not an estimate or forecast of what any such percentage amount may be over the term of the Notes. The annual dividend yield on the Target Index as of May 30, 2025 was 4.06%, representing an aggregate dividend yield of approximately 17.26% annually compounded over the approximately 4 year term of the Notes on the assumption that the dividends paid on the securities comprising the Target Index remain constant. The foregoing dividend yield information is for comparative purposes only and is not an indication of any future dividends that might be paid or payable on such securities. Although the Target Index is a gross total return index that reflects the applicable price changes of its constituent securities and any dividends and distributions paid in respect of such securities, without deduction of any withholding tax or other amounts to which an investor holding the constituent securities of the Target Index would typically be exposed, an investment in the Notes is not the same as making a direct or indirect investment in the Index, the Target Index or the constituent securities of the Target Index, including the fact that Holders will not have the right to receive any dividends, distributions or other income or amounts accruing or paid on such securities. In addition, the Adjusted Return Factor is not, and may not be, representative of an estimate or a forecast of any dividends that may be paid or payable, or of any distributions that may be made, now or in the future on the constituent securities of the Target Index. Since the Index aims to track the gross total return performance of the Target Index as reduced by the Adjusted Return Factor (i) the performance of the Index will be less than that which could be achieved through a direct investment in the Target Index or the constituent securities of the Target Index; (ii) based on the application of the Adjusted Return Factor to daily changes in the closing level of the Target Index, the difference between the performance of the Index and the Target Index is subject to the effects of compounding returns and, as a result, the difference between the performance of the Index and the Target Index may be greater or less than the Adjusted Return Factor pro-rated over the same period, which effects may also be amplified by the quarterly rebalancing of the Target Index.

Special Circumstances

If a Market Disruption Event, a Material Index Change or an Extraordinary Event occurs in respect of the Index or the Target Index, it may, as applicable (i) affect the determination and calculation of the Variable Return, if any, and the timing and payment of the Variable Return, if any, to a Holder, (ii) result in the Notes being redeemed by the Bank prior to the 2026 Autocall Valuation Date or the Maturity Date, as the case may be, and (iii) result in the Index being adjusted or replaced by a Successor Index. The payment of the Principal Amount will not be accelerated and will not be paid until the Maturity Date, subject to the Notes being automatically called by the Bank prior to the Maturity Date.

Suitability for Investment

An investment in the Notes may be suitable for investors who are:

- seeking a medium-term investment and who have an investment strategy consistent with the features of the Notes, including that the Notes are subject to an automatic call feature and will be automatically called (i.e., redeemed) by the Bank prior to the Maturity Date if the Closing Index Level on the 2026 Autocall Valuation Date is less than or equal to the Autocall Level;
- comfortable with an investment that does not provide for a return that is based solely on a fixed, floating or other specified rate of interest, other than the Fixed Return, but has an automatic call feature and a Variable Return based on the performance of the Index, and that does not provide a return or an income stream over the term of the Notes;
- comfortable that there can be no assurance that the Notes will pay any Variable Return;
- seeking the opportunity for what may be an enhanced return over other traditional equity or fixed rate investments and who are prepared to assume the risks associated with an investment linked to equity markets;
- seeking exposure to, and understanding the risks associated with the issuers in the large-cap segment of the U.S. equity market that are included in the Target Index;
- comfortable with the Variable Return being linked to the performance of the Index which aims to track the gross total return performance of the Target Index as reduced by the Adjusted Return Factor;
- comfortable with the Variable Return being linked to the performance of the Index measured on the Initial Valuation Date and on the 2026 Autocall Valuation Date, or the Final Valuation Date, as the case may be, and are willing to forego all dividends, distributions and other income and amounts accruing or paid in respect of the Index, the Target Index or the constituent securities of the Target Index;
- prepared to accept that the Variable Return will only be paid if the Closing Index Level on the 2026 Autocall Valuation Date is less than or equal to the Autocall Level, or if the Notes are not automatically called by the Bank, if the Final Index Level on the Final Valuation Date is greater than the Initial Index Level;
- prepared to receive the Principal Amount and the Variable Return prior to the Maturity Date if the Notes are automatically called by the Bank;
- not expecting, or in need of, certainty of yield;
- seeking a U.S. dollar denominated investment and are prepared to assume the risks (including losses) associated with investments exposed to fluctuations in currency exchange rates (see “Certain Canadian Federal Income Tax Considerations” in the Information Statement for a description of the conversion of U.S. dollar amounts relating to the acquisition, holding or disposition of a Note into Canadian dollars);
- willing to assume the credit risk of the Bank; and
- prepared to accept the risks set out under “Risk Factors” in the Information Statement.

Neither the Bank nor Scotia Capital Inc. nor any of their respective affiliates make any recommendation as to whether the Notes are a suitable investment for any person.

The Notes are generally not suitable for investors who anticipate the need to sell them prior to maturity or who prefer to receive the dividends, distributions or other income or amounts accruing or paid on the securities comprising the Target Index. A person should reach a decision to invest in the Notes only after carefully considering, with their advisors, the suitability of this investment in light of their investment objectives and the information set out in the Information Statement. The Notes are not conventional investments and differ from ordinary obligations or debt instruments in that they do not provide a return that is based on a fixed or floating yield, other than the Fixed Return, and have a Variable Return that is based on the performance of the Index, nor do they provide a return or an income stream over the term of the Notes. It is possible that the value of the Index measured on the Initial Valuation Date and on the 2026 Autocall Valuation Date or the Final Valuation Date, as the case may be, will not be less than or equal to the Autocall Level, or greater than the Initial Index Level, respectively, and could produce no Variable Return, and a Holder will only receive the Principal Amount. Therefore, the Notes are not a suitable investment for investors requiring or expecting certainty of a Variable Return.

Payment at Maturity

Holders cannot elect to receive the Variable Return, if any, before the Maturity Date. The initial investment of US$100.00 per Note (the “Principal Amount”) will be repaid at maturity subject to the Notes being automatically called by the Bank prior to the Maturity Date and subject to the occurrence of any special circumstances, including a Market Disruption Event, an Extraordinary Event or a Material Index Change. See “Special Circumstances” in the Information Statement. If a Holder sells the Notes prior to maturity, the Holder may have to do so at a discount from the Principal Amount and as a result, the Holder may suffer losses. If the Notes were purchased through a distributor in the Fundserv Network, such secondary market sales of Notes must be executed through a service maintained by distributors in the Fundserv network. Such service may be suspended at any time without prior notice. The Notes may in certain circumstances be transferable through CDS and not the Fundserv network.

Secondary Market

Scotia Capital Inc. intends to use reasonable efforts under normal market conditions to provide a secondary market for the Notes but reserves the right to elect not to do so at any time in the future, in its sole and absolute discretion, without prior notice to Holders.

Selling Agent Fees

There is no selling agent fee payable to the Selling Agent in respect of the Notes.

Form of the Notes

The Bank will, as long as the Notes are issued in book-entry only form through CDS, pay the Principal Amount and the Variable Return, if any, to CDS or its nominee. The Bank expects that CDS or its nominee will, upon receipt of such payment, credit participants’ accounts in amounts proportionate to their respective interest in the Notes.

No Deposit Insurance

The Notes are not deposits that are insured under the *Canada Deposit Insurance Corporation Act* or under any other deposit insurance regime.

Risk Factors

Before reaching a decision to purchase any Notes, prospective investors should carefully consider with their advisors all of the information set out in the Information Statement and should evaluate the risks associated with the Notes. Certain risk factors associated with an investment in the Notes include but are not limited to those listed below and are more fully described in the section "Risk Factors" in the Information Statement:

- the Notes are not conventional investments and differ from ordinary obligations or debt instruments in that they do not provide a return that is based solely on a fixed or floating yield, other than the Fixed Return, as applicable, and have a Variable Return based on the performance of the Index;
- the Notes are subject to an automatic call feature and will be redeemed by the Bank prior to the Maturity Date if the Closing Index Level on the 2026 Autocall Valuation Date is less than or equal to the Autocall Level;
- the Variable Return, if any, is payable on the Notes only if the Closing Index Level on the 2026 Autocall Valuation Date is less than or equal to the Autocall Level, or if the Notes are not automatically called by the Bank, if the Final Index Level on the Final Valuation Date is greater than the Initial Index Level, and therefore the Variable Return is uncertain;
- there may be no Variable Return payable on the Notes.. There will be no interest or other payments made during the term of the Notes;
- although the Target Index is a gross total return index that reflects the applicable price changes of its constituent securities and any dividends and distributions paid in respect of such securities, without deduction of any withholding tax or other amounts to which an investor holding the constituent securities of the Target Index would typically be exposed, an investment in the Notes is not the same as making a direct or indirect investment in the Index, the Target Index or the constituent securities of the Target Index, including the fact that a Holder will not have the right to receive any dividends, distributions or other income or amounts accruing or paid on such securities. The Adjusted Return Factor is not, and may not be, representative of an estimate or a forecast of any dividends that may be paid or payable, or of any distributions that may be made, now or in the future on the constituent securities of the Target Index;
- the level of the Target Index and, in turn, the level of the Index, may be affected by the volatility of the prices of the equity securities of the issuers comprising the Target Index, meaning that such prices can fluctuate and change considerably in relatively short periods and the performance of such prices cannot be predicted for any future period, and by the ability of the issuers of the constituent securities of the Target Index to declare and pay dividends or make distributions in respect of the constituent securities of the Target Index and to sustain or increase such dividends and distributions at or above historical levels;
- since the Index aims to track the gross total return performance of the Target Index as reduced by the Adjusted Return Factor, the performance of the Index will be less than that which could be achieved through a direct investment in the Target Index or the constituent securities of the Target Index, and based on the application of the Adjusted Return Factor to daily changes in the closing level of the Target Index, the difference between the performance of the Index and the Target Index may be subject to the effects of compounding returns which may result in the difference between the performance of the Index and the Target Index being greater or less than the Adjusted Return Factor pro-rated over the same period, which effects may also be amplified by the quarterly rebalancing of the Target Index;
- the Adjusted Return Factor is a fixed number of index points that is deducted daily from the performance of the Target Index, which does not vary with the level of the Target Index, while any dividends and/or distributions reflected in the Target Index may vary in terms of timing and amount paid. If dividends and/or distributions reinvested are less than the impact of the deduction of the Adjusted Return Factor over the relevant period, the performance of the Index will be lower than the performance of the price return version of the Target Index at the end of such period. If the Target Index decreases over time, the Adjusted Return Factor will represent a larger percentage of the Target Index, resulting in a greater relative impact on the Index, which may increase the magnitude of the Index's underperformance, including the potential that no return may be paid on the Notes;
- historical performance of the Index and the Target Index, and growth rates and dividends of the constituents included in the Target Index may not necessarily predict future performance of the Index or the Target Index or the return on the Notes. The Index and Target Index were launched on November 26, 2024, and August 19, 2024, respectively. Accordingly, there is very limited performance history for the Index and the Target Index, and as such, the Notes may perform in unexpected ways and may involve greater risk than notes linked to one or more indices with a more established record of performance, which may make it more difficult for an investor to make an informed decision with respect to the Notes;
- a variety of factors that could adversely impact the equity securities comprising the Target Index and securities markets generally could adversely affect the performance of the Index and the Target Index and may adversely impact the return on the Notes;
- the Bank is the Index Sponsor and Solactive AG is the Index Administrator. Even though the Index and the Target Index will be calculated in accordance with certain principles or rules, such calculations may require certain judgements and decisions to be made, which may include changes to the formula or methodology of the Index and/or Target Index in certain circumstances. Since the Bank is the Index Sponsor, the Bank will be directly or indirectly responsible for these judgments and decisions. Determinations made by the Index Sponsor could affect the level of the Index and the Target Index and any amounts payable on the Notes. The Bank has no obligation to consider the interests of Holders in taking any actions in respect of the Index and Target Index, that might affect the value of the Notes. Further, the Bank or its affiliates may hedge the market risks to the Bank associated with its obligation to pay amounts due on the Notes. The Bank or its affiliates expect to make a profit in connection with these arrangements. The Bank or its affiliates have not independently verified, nor do they make any representation regarding, the accuracy or completeness of the public information relating to the constituents of the Target Index;
- the Index Administrator is responsible for calculating and maintaining the Index and Target Index. The Index Administrator may change the method applied to calculate the Index and the Target Index that it deems to be necessary and desirable in order to prevent obvious and demonstrable error or to remedy, correct or supplement incorrect terms and conditions, which could change the levels of the Index and Target Index, and which could adversely affect the amounts payable on the Notes;
- neither the Selling Agent nor its affiliates or associates have performed and will not perform any due diligence investigation or review of the Index or the Target Index, the constituent securities of the Target Index or the issuers of such securities;
- the ability of a Holder to pledge the Notes may be limited due to the lack of a physical certificate;
- there is no assurance that Scotia Capital Inc. will maintain a secondary market for the Notes and if not, a secondary market may not be available. If a Holder sells the Notes prior to maturity, the Holder may have to do so at a discount from the Principal Amount and as a result, the Holder may suffer losses;
- there are potential conflicts of interest between Holders, the Bank and its affiliates. No independent calculation agent will be retained to make or confirm the determinations and calculations made by the Calculation Agent;
- the occurrence of special circumstances may result in an adjustment to any component and variable relevant to the calculation of the Variable Return, if any, may accelerate or delay the determination and payment of the Variable Return, if any, may change the manner in

which the Variable Return, if any, is calculated, may result in the Notes being redeemed by the Bank prior to the 2026 Autocall Valuation Date or the Maturity Date, as the case may be, and may result in the replacement of the Index by a Successor Index;

- changes in income tax, securities and other laws may adversely affect Holders;
- an investment in the Notes should be made with an understanding that the Principal Amount and the Variable Return, if any, will be denominated and payable in U.S. dollars. To the extent other assets or income of a Holder of Notes are denominated in another currency, such as the Canadian dollar, an investment in the Notes will entail foreign exchange-related risks due to, among other factors, possible significant changes in the value of such currency relative to the U.S. dollar because of economic, political and other factors. Appreciation of the Canadian dollar against the U.S. dollar could result in a loss to a Holder of Notes on a Canadian dollar basis. In addition, for the purposes of the *Tax Act* (Canada), all U.S. dollar amounts must generally be converted into and reported in Canadian dollars by a Holder based on the rate of exchange prevailing at the relevant time;
- an investor should consider the tax consequences of an investment in the Notes. While, based upon CRA administrative practice, there should generally be no deemed accrual of interest in respect of the potential Variable Return or Accelerated Variable Return on the Notes (except where payment of an Accelerated Variable Return is deferred to the Maturity Date), CRA is not bound to apply such administrative practice to Holders;
- the likelihood that Holders will receive the payments owing to them in connection with the Notes will be dependent upon the financial health and creditworthiness of the Bank. The Notes will not be insured by the Canada Deposit Insurance Corporation or any other entity;
- there is no assurance that an investment in the Notes will be eligible for protection under the Canadian Investor Protection Fund;
- payment of a portion of the Variable Return may be deferred under the *Criminal Code (Canada)* if the annual percentage rate of interest exceeds 35%; and
- expenses and transaction costs may reduce a Holder's return on the Notes.

Investors should read the Information Statement for a more complete discussion of the risk factors associated with an investment in the Notes. See "Risk Factors" in the Information Statement.

Investors' Right of Cancellation

An investor may cancel any order to buy a Note (or its purchase if the Note has been issued) by providing instructions to the Bank through their investment advisor at any time up to 48 hours after the later of: (i) the day on which the agreement to purchase the Notes is entered into; and (ii) deemed receipt of the Information Statement. Investors should read the Information Statement for more detailed information about their right of cancellation.

Amendments to the Notes

The terms of the Notes may be amended by the Bank without the consent of Holders if, in the reasonable opinion of the Bank, the amendment would not materially and adversely affect the interests of the Holders. If an amendment is made without the consent of Holders, notice of such amendment will be provided to Holders and, following such notice, the Notes will be deemed to be amended. In other cases, the terms of the Notes may be amended if the Bank proposes the amendment and if the amendment is approved by a resolution passed by the favourable votes of the Holders holding not less than $66^2/_3$% in Principal Amount of the outstanding Notes represented at a meeting convened for the purpose of considering the resolution, or by a resolution or consent in writing signed in one or more counterparts by the Holders of not less than $66^2/_3$% in Principal Amount of the outstanding Notes.

Conflict of Interest

The Bank is the issuer of the Notes and the Index Sponsor. Scotia Capital Inc. will, as the Calculation Agent, calculate the amount of the Variable Return, if any, payable on the Notes to Holders and, Scotia Capital Inc. will determine the Bid Price. Since the Calculation Agent's calculations and determinations may affect the market value of the Notes, the Bank may have a conflict of interest if Scotia Capital Inc. needs to make any such calculations and determinations.

Performance Disclosure and Availability of Information

Certain additional information regarding the Notes will be provided on an ongoing basis at www.scotianotes.com, including the last available measure of the Index that would be used to determine the return on the Notes. During the term of the Notes, Holders may enquire as to the Bid Price and the terms and conditions of the Notes by contacting Scotiabank Global Banking and Markets at 1-866-416-7891. Information concerning Scotiabank Global Banking and Markets' procedures established for dealing with complaints, Scotiabank's Canada Whistleblower Policy and the Scotiabank Whistleblower Program have been made available at https://www.gbm.scotiabank.com/en/legal.html.

This is only a summary of certain terms of the Notes. Investors should read the Information Statement for further details concerning all aspects of the Notes. A soft copy of the Information Statement is available at www.scotianotes.com and a hard copy will be sent to each Holder upon request.

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