

BNS U.S. EQUITY BASKET CALLABLE CONTINGENT US\$10.60 MEMORY ROC NOTES, SERIES 1 (USD) PRINCIPAL AT RISK NOTES – FEBRUARY 16, 2028

January 26, 2023

A Bank of Nova Scotia short form base shelf prospectus dated March 4, 2022, a prospectus supplement thereto dated March 4, 2022 and pricing supplement No. 3144 (the "pricing supplement") thereto dated January 26, 2023 (collectively, the "Prospectus") have been filed with the securities regulatory authorities in each of the provinces and territories of Canada. A copy of the Prospectus and any amendments or supplements thereto that have been filed are required to be delivered with this document. The Prospectus and any amendments or supplements thereto contain important information relating to the securities described in this document. This document does not provide full disclosure of all material facts relating to the securities offered and investors should read the Prospectus, and any amendments or supplements thereto, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision. A copy of the short form base shelf prospectus, the prospectus supplement and the pricing supplement can also be obtained at www.sedar.com. Unless the context otherwise requires, terms not otherwise defined herein will have the meaning ascribed thereto in the Prospectus.

Linked to 4 U.S. listed issuers	Contingent Partial Principal Repayments of up to US\$10.60 per annum, payable Semi-Annually	Semi-Annual Autocall at 110.00% of the Initial Portfolio Price Starting February 16, 2024	25.00% Contingent Principal Protection at Maturity
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KEY TERMS

Issuer:	The Bank of Nova Scotia (the "Bank").
Reference Portfolio* and Reference Companies:	A notional portfolio (the "Reference Portfolio") consisting of common stock (each, a "Reference Share" and collectively, the "Reference Shares") of four issuers listed on the New York Stock Exchange (the "NYSE") (collectively, the "Reference Companies"), equally dollar-weighted as at the Initial Valuation Date. The Reference Companies in the Reference Portfolio are: 3M Company, Delta Air Lines, Inc., Ford Motor Company and Nutrien Ltd.
Semi-Annual Partial Principal Repayments:	On each Payment Date, holders of record may be entitled to receive a Partial Principal Repayment determined as follows: If the Closing Portfolio Price on the relevant Partial Principal Repayment Valuation Date is less than the Barrier Price: no Partial Principal Repayment will be made. If the Closing Portfolio Price on the relevant Partial Principal Repayment Valuation Date is greater than or equal to the Barrier Price: the Partial Principal Repayment will be equal to US\$5.30 per Note x (1 + Memory Period). where "Memory Period" means, since and excluding the last Partial Principal Repayment Valuation Date on which a Partial Principal Repayment was made, the number of Partial Principal Repayment Valuation Dates immediately preceding the relevant Partial Principal Repayment Valuation Date on which the Closing Portfolio Price is greater than the Barrier Price, where no Partial Principal Repayment was made in respect of such immediately preceding Partial Principal Repayment Valuation Dates. For greater certainty, the Memory Period will be equal to zero on the first Partial Principal Repayment Valuation Date since there are no Partial Principal Repayment Valuation Dates preceding the first Partial Principal Repayment Valuation Date. A Partial Principal Repayment that is not paid in respect of a previous Partial Principal Repayment Valuation Date may be counted only once if the Closing Portfolio Price is greater than or equal to the Barrier Price on a subsequent Partial Principal Repayment Valuation Date meaning that once a previous Partial Principal Repayment has been paid on a later Payment Date, it will not be paid again on any subsequent Payment Date. The aggregate Partial Principal Repayments over the term of the Notes will not exceed US\$53.00 per Note. Any Partial Principal Repayments paid over the term of the Notes will reduce the Principal Outstanding during the term of the Notes. The Partial Principal Repayments received in respect of the Notes should not be included in the Resident Initial Investor's income when received but rather should reduce the Resident Initial Investor's adjusted cost base of the Notes. See "Certain Canadian Federal Income Tax Considerations" in <i>Appendix B</i> to the pricing supplement.
Autocall:	The Notes will be automatically called (i.e., redeemed) by the Bank if the Closing Portfolio Price on any Autocall Valuation Date is greater than or equal to the Autocall Price (which is 110.00% of the Initial Portfolio Price). If the Notes are automatically called, the Notes provide holders of record with a return based on the positive Price Return in excess of 10.00% (subject to the Participation Rate (5.00%), applied to any such positive Price Return). The Notes are callable on a semi-annual basis as set forth in the pricing supplement and cannot be automatically called prior to February 16, 2024. If the Closing Portfolio Price on any Autocall Valuation Date is not greater than or equal to the Autocall Price, the Notes will not be automatically called by the Bank. If the Notes are automatically called by the Bank on any Call Date, the Notes will be cancelled and holders will not be entitled to receive any subsequent payments in respect of the Notes.
Variable Return:	If the Notes are automatically called (i.e., redeemed) by the Bank, or if the Final Portfolio Price on the Final Valuation Date is greater than or equal to the Autocall Price, holders of record will receive a positive Variable Return based on the positive Price Return in excess of 10.00% (subject to the Participation Rate (5.00%), applied to any such positive Price Return). If the Notes are not automatically called, the Variable Return may be negative on the Final Valuation Date.
Contingent Principal Protection:	25.00% contingent principal protection. The Notes provide contingent principal protection at maturity if the Final Portfolio Price on the Final Valuation Date is greater than or equal to the Barrier Price (which is 75.00% of the Initial Portfolio Price). If the Final Portfolio Price on the Final Valuation Date is less than the Barrier Price, a holder of the Notes will be fully exposed to any negative price performance of the Reference Portfolio, meaning that substantially all of such holder's investment may be lost (subject to any Partial Principal Repayments and a minimum principal repayment of US\$1.00 per Note).

*The Price Return reflects the price appreciation or depreciation of the Reference Portfolio. The weighted average annual dividend yield of the Reference Portfolio as of January 20, 2023 was 2.85%, representing an aggregate dividend yield of approximately 15.09% annually compounded over the term of the Notes on the assumption that the dividends paid on the Reference Shares of the Reference Companies remain constant.

Fundserv	Available Until	Issue Date	Term to Maturity
SSP3913	February 10, 2023	February 16, 2023	5 years (if not called)

CONTACT INFORMATION

www.scotianotes.com

Sales and Marketing:

The information above must be read in conjunction with the Prospectus.

1-866-416-7891

Fundserv Customer Service for Advisors:

1-833-594-3143



ADDITIONAL KEY TERMS

Principal Amount:	US\$100.00 per Note.																				
Minimum Investment:	US\$5,000 (50 Notes).																				
CUSIP:	064164CA2.																				
Fundserv Code:	SSP3913.																				
Reference Portfolio, Reference Shares and Weighting:	<p>Whether there is a return on the Notes through the Variable Return, whether the Principal Amount is returned at maturity and whether there are Partial Principal Repayments is based on the price performance of the Reference Portfolio consisting of the Reference Shares of the Reference Companies, equally dollar-weighted as at the Initial Valuation Date. The Reference Companies that will comprise the Reference Portfolio, the current trading symbols of the Reference Shares on the relevant Exchange and the dollar-weighting of the Reference Shares of each of the Reference Companies in the Reference Portfolio on the Initial Valuation Date are as follows:</p> <table><tr><th>Issuer</th><th>Trading Symbol</th><th>Exchange</th><th>Reference Share Weights in the Reference Portfolio on the Initial Valuation Date</th></tr><tr><td>3M Company</td><td>MMM</td><td>NYSE</td><td>25.00%</td></tr><tr><td>Delta Air Lines, Inc.</td><td>DAL</td><td>NYSE</td><td>25.00%</td></tr><tr><td>Ford Motor Company</td><td>F</td><td>NYSE</td><td>25.00%</td></tr><tr><td>Nutrien Ltd.</td><td>NTR</td><td>NYSE</td><td>25.00%</td></tr></table> <p>The composition of the Reference Portfolio will not be adjusted during the term of the Notes to maintain the dollar-weighting of the Reference Shares as at the Initial Valuation Date and is subject to adjustment for a Reference Share that may be made upon the occurrence of any special circumstances including a Merger Event, Tender Offer, Substitution Event or an Extraordinary Event. See “Special Circumstances” in the pricing supplement.</p> <p>The prices of the Reference Shares may be more volatile than the equity market generally, 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 the prices of the Reference Shares may also be volatile. Prospective investors are urged to consult publicly available sources for the prices and trading patterns of the Reference Shares before investing in the Notes. See “Risk Factors” in the pricing supplement.</p> <p>The Notes do not represent a direct or indirect investment in the Reference Shares and holders will have no right or entitlement to the Reference Shares, including voting rights or the right to receive any dividends, distributions or other income or amounts accruing or paid thereon. The Price Return reflects the price appreciation or depreciation of the Reference Portfolio. The weighted average annual dividend yield of the Reference Portfolio as of January 20, 2023 was 2.85%, representing an aggregate dividend yield of approximately 15.09% annually compounded over the approximately 5 year term of the Notes on the assumption that the dividends paid on the Reference Shares of the Reference Companies remain constant. There is no requirement for the Bank to hold any interest in the Reference Shares or the Reference Companies.</p>	Issuer	Trading Symbol	Exchange	Reference Share Weights in the Reference Portfolio on the Initial Valuation Date	3M Company	MMM	NYSE	25.00%	Delta Air Lines, Inc.	DAL	NYSE	25.00%	Ford Motor Company	F	NYSE	25.00%	Nutrien Ltd.	NTR	NYSE	25.00%
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Ford Motor Company	F	NYSE	25.00%																		
Nutrien Ltd.	NTR	NYSE	25.00%																		
Initial Valuation Date:	February 16, 2023, 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 occurrence of any special circumstances (see “Special Circumstances” in the pricing supplement).																				
Final Valuation Date:	February 10, 2028, 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 occurrence of any special circumstances (see “Special Circumstances” in the pricing supplement).																				
Valuation Dates, Payment Dates and Call Dates:	The specific Partial Principal Repayment Valuation Dates, Autocall Valuation Dates, Payment Dates and Call Dates for the Notes are set forth in the pricing supplement (see “Valuation Dates, Payment Dates and Call Dates” in the pricing supplement), subject to the occurrence of any special circumstances (see “Special Circumstances” in the pricing supplement) and the Notes being automatically called by the Bank.																				
Principal Outstanding:	Principal Outstanding means in respect of a Note on a given day, an amount equal to the Principal Amount minus the aggregate Partial Principal Repayments, if any, made in respect of such Note to and including such date.																				

Maturity Redemption Amount:	<p>Holders of record will be entitled to an amount payable per Note if the Notes are automatically called by the Bank, or at maturity, as the case may be (in each case, the "Maturity Redemption Amount") as calculated by the Calculation Agent in accordance with the applicable formula below:</p> <p>If the Closing Portfolio Price on an Autocall Valuation Date or the Final Valuation Date is greater than or equal to the Autocall Price, the Maturity Redemption Amount will equal:</p> <p>Principal Amount + [Principal Amount x Participation Rate x (Price Return – 10.00%)]</p> <p>If the Final Portfolio Price on the Final Valuation Date is less than the Autocall Price but greater than or equal to the Barrier Price, the Maturity Redemption Amount will equal:</p> <p>Principal Amount</p> <p>If the Final Portfolio Price on the Final Valuation Date is less than the Barrier Price, the Maturity Redemption Amount will equal:</p> <p>Principal Amount + (Principal Amount x Price Return)</p> <p>The return on the Notes (i.e., the Variable Return), if any, will be equal to the difference between the Maturity Redemption Amount and the Principal Outstanding.</p> <p>The Maturity Redemption Amount will only be greater than the Principal Amount if the Price Return on an Autocall Valuation Date or the Final Valuation Date is greater than 10.00% (subject to the Participation Rate). The Maturity Redemption Amount may be substantially less than the Principal Outstanding and will be substantially less than the Principal Amount invested by an investor, and the Variable Return may be negative, if the Final Portfolio Price on the Final Valuation Date is less than the Barrier Price. The Maturity Redemption Amount will be subject to a minimum principal repayment of US\$1.00 per Note. The return on the Notes will not reflect the total return that an investor would receive if such investor owned the Reference Shares of the Reference Companies.</p>
Autocall Price:	110.00% of the Initial Portfolio Price.
Barrier Price:	75.00% of the Initial Portfolio Price.
Participation Rate:	5.00%, applied to any positive Price Return in excess of 10.00% on an Autocall Valuation Date or the Final Valuation Date, as the case may be.
Price Return:	The Price Return is the weighted average of the Share Returns of the Reference Shares of the Reference Companies, expressed as a percentage (which can be zero, positive or negative).
Share Return:	<p>The Share Return for each Reference Share on a given day (each of which can be zero, positive or negative) will be an amount expressed as a percentage calculated by the Calculation Agent in accordance with the following formula:</p> <p>(Final Share Price – Initial Share Price) / Initial Share Price</p> <p>If such Share Return is negative, there is no floor for the Reference Share's negative contribution to the Price Return of the Reference Shares in the Reference Portfolio.</p>
Closing Share Price:	The official closing price or value of the applicable Reference Share on a given day as calculated and announced by the Exchange on an Exchange Business Day.
Initial Share Price:	The Closing Share Price on the Initial Valuation Date.
Final Share Price:	The Closing Share Price on an Autocall Valuation Date or the Final Valuation Date, as the case may be.
Closing Portfolio Price:	The Closing Portfolio Price is one plus the sum of the weighted Share Returns of each of the Reference Shares of the Reference Companies as calculated by the Calculation Agent, on a given day, multiplied by US\$100.00.
Initial Portfolio Price:	The Initial Portfolio Price is US\$100.00.
Final Portfolio Price:	The Closing Portfolio Price on an Autocall Valuation Date or the Final Valuation Date, as the case may be.
Currency:	The Notes are denominated in U.S. dollars. The return on the Notes in U.S. dollars will be based solely upon the Price Return and the Closing Portfolio Price on a Partial Principal Repayment Valuation Date, an Autocall Valuation Date or the Final Valuation Date, as the case may be. Accordingly, the Maturity Redemption Amount and any Partial Principal Repayments payable in respect of the Notes will be unaffected by changes in the exchange rate of the U.S. dollar relative to any other currency. To the extent other assets or income of a holder of the Notes are denominated in another currency, such as the Canadian dollar, an investment in the Notes will entail foreign exchange related risks. See "Risk Factors" in the pricing supplement.
Listing and 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 daily secondary market for the sale of 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.

Early Trading Charge:	<table border="1"> <thead> <tr> <th data-bbox="444 205 971 247">If Sold Within</th><th data-bbox="971 205 1320 247">Early Trading Charge (% of Principal Amount)</th></tr> </thead> <tbody> <tr> <td data-bbox="444 247 971 275">0-90 days of Issue Date</td><td data-bbox="971 247 1320 275">3.50%</td></tr> <tr> <td data-bbox="444 275 971 300">91-180 days of Issue Date</td><td data-bbox="971 275 1320 300">1.50%</td></tr> <tr> <td data-bbox="444 300 971 325">Thereafter</td><td data-bbox="971 300 1320 325">Nil</td></tr> </tbody> </table>	If Sold Within	Early Trading Charge (% of Principal Amount)	0-90 days of Issue Date	3.50%	91-180 days of Issue Date	1.50%	Thereafter	Nil
If Sold Within	Early Trading Charge (% of Principal Amount)								
0-90 days of Issue Date	3.50%								
91-180 days of Issue Date	1.50%								
Thereafter	Nil								
Eligibility for Investment:	Eligible for RRSPs, RRIFs, RESPs, RDSPs, DPSPs and TFSA's.								
Fees and Expenses:	A selling concession fee of US\$3.00 per Note sold (or 3.00% of the Principal Amount) will be payable to the Investment Dealers for further payment to representatives, including representatives employed by the Investment Dealers whose clients purchase the Notes. A fee of up to US\$0.15 per Note sold (or up to 0.15% of the Principal Amount) will be payable directly by the Bank to iA Private Wealth Inc. at closing for acting as the independent agent. The payment of these fees will not reduce the amount on which the Maturity Redemption Amount payable on the Notes is calculated.								

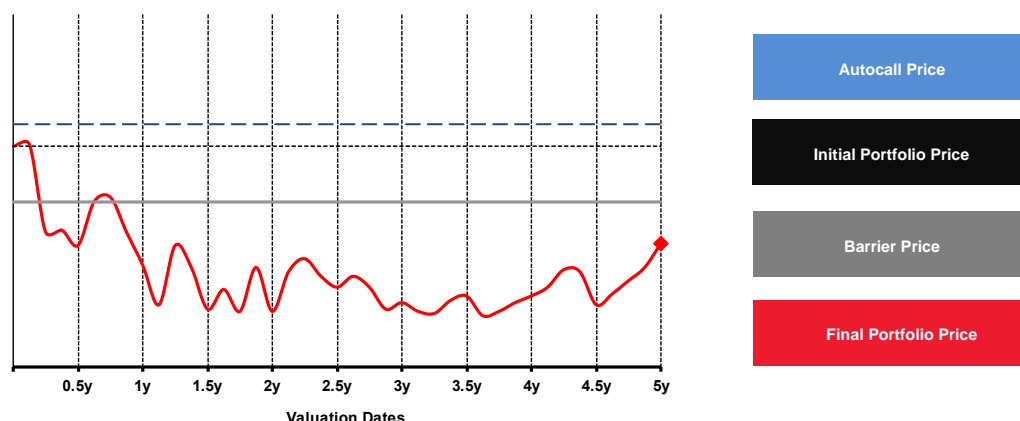
HYPOTHETICAL EXAMPLES

The following hypothetical examples show how the Partial Principal Repayments and Maturity Redemption Amount 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 Reference Shares of the Reference Companies or the return that an investor might realize on the Notes.** The return on the Notes will be calculated based on the price performance of the Reference Portfolio. 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 Portfolio Price:	US\$100.00
Barrier Price:	75.00% of the Initial Portfolio Price = 75.00% x US\$100.00 = US\$75.00
Autocall Price:	110.00% of the Initial Portfolio Price = 110.00% x US\$100.00 = US\$110.00
Participation Rate:	5.00%, applied to any positive Price Return in excess of 10.00% on an Autocall Valuation Date or the Final Valuation Date, as the case may be.

Example #1 – The Notes are not automatically called as the Closing Portfolio Price on each Autocall Valuation Date is less than the Autocall Price. The Final Portfolio Price on the Final Valuation Date is less than the Barrier Price.



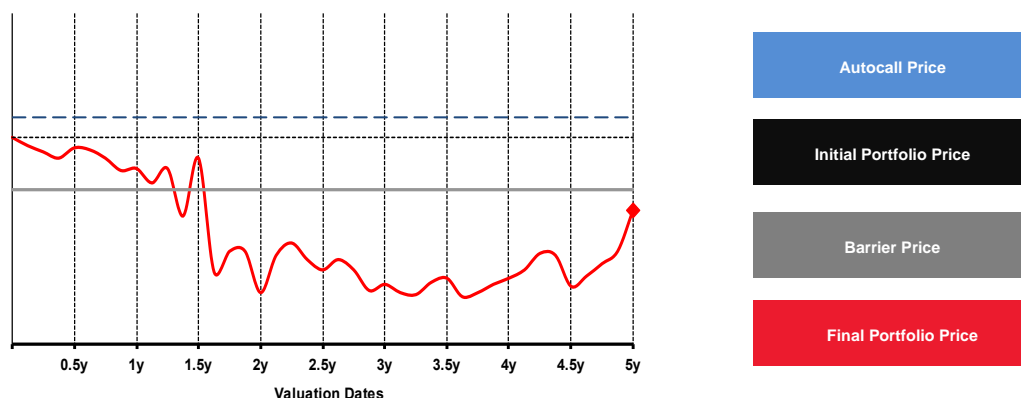
Since the Final Portfolio Price (US\$56.00) on the Final Valuation Date is less than the Barrier Price, the Maturity Redemption Amount is calculated as follows:

Principal Amount + (Principal Amount x Price Return)
 $\text{US\$100.00} + (\text{US\$100.00} \times -44.00\%) = \text{US\$56.00 per Note}$

In this example, since the Closing Portfolio Price is less than the Barrier Price on all Partial Principal Repayment Valuation Dates, an investor would not receive any Partial Principal Repayments.

An investor would receive a Maturity Redemption Amount of US\$56.00 per Note on the Maturity Date, which represents a Variable Return of -US\$44.00 per Note, which is equivalent to an annual compound rate of return of approximately -10.95% per Note.

Example #2 – The Notes are not automatically called as the Closing Portfolio Price on each Autocall Valuation Date is less than the Autocall Price. The Final Portfolio Price on the Final Valuation Date is less than the Barrier Price.



Since the Final Portfolio Price (US\$65.00) on the Final Valuation Date is less than the Barrier Price, the Maturity Redemption Amount is calculated as follows:

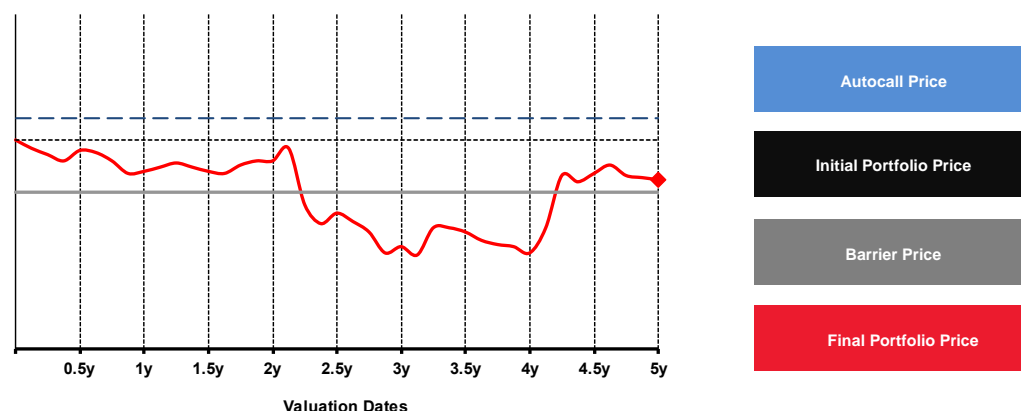
Principal Amount + (Principal Amount x Price Return)
 $US\$100.00 + (US\$100.00 \times -35.00\%) = US\65.00 per Note

In this example, since the Closing Portfolio Price is greater than the Barrier Price on the first three Partial Principal Repayment Valuation Dates, an investor would receive Partial Principal Repayments of US\$5.30 per Note on each of the first three Payment Dates.

Since the Closing Portfolio Price is less than the Barrier Price on all subsequent Partial Principal Repayment Valuation Dates, an investor would not receive Partial Principal Repayments for the related Payment Dates.

An investor would receive aggregate Partial Principal Repayments of US\$15.90 per Note, and a Maturity Redemption Amount of US\$65.00 per Note, consisting of the Principal Outstanding of US\$84.10 and a Variable Return of -US\$19.10 per Note, on the Maturity Date, which is equivalent to an annual compound rate of return of approximately -4.15% per Note.

Example #3 – The Notes are not automatically called as the Closing Portfolio Price on each Autocall Valuation Date is less than the Autocall Price. The Final Portfolio Price on the Final Valuation Date is greater than or equal to the Barrier Price.



Since the Final Portfolio Price (US\$81.00) on the Final Valuation Date is greater than the Barrier Price, the Maturity Redemption Amount is calculated as follows:

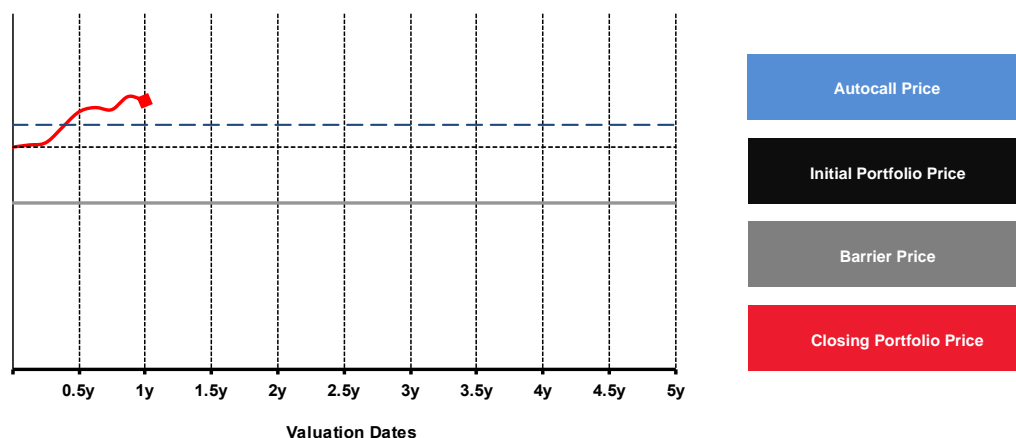
Principal Amount
 $US\$100.00$ per Note

In this example, since the Closing Portfolio Price is less than the Barrier Price on the fifth, sixth, seventh, and eighth Partial Principal Repayment Valuation Dates, an investor would not receive Partial Principal Repayments for the related Payment Dates.

An investor would receive the fifth, sixth, seventh, and eighth Partial Principal Repayments along with the ninth Partial Principal Repayment on the ninth Payment Date, since the Closing Portfolio Price on the ninth Partial Principal Repayment Valuation Date is greater than the Barrier Price.

An investor would receive aggregate Partial Principal Repayments of US\$53.00 per Note, and a Maturity Redemption Amount of US\$100.00 per Note, consisting of the Principal Outstanding of US\$47.00 plus a Variable Return of US\$53.00 per Note, on the Maturity Date, which is equivalent to an annual compound rate of return of approximately 8.88% per Note.

Example #4 – The Notes are automatically called on the first Autocall Valuation Date as the Closing Portfolio Price on the first Autocall Valuation Date is greater than or equal to the Autocall Price.



Since the Closing Portfolio Price (US\$121.00) on the first Autocall Valuation Date is greater than the Autocall Price, the Maturity Redemption Amount is calculated as follows:

$$\text{Principal Amount} + [\text{Principal Amount} \times \text{Participation Rate} \times (\text{Price Return} - 10.00\%)]$$

$$\text{US\$100.00} + [\text{US\$100.00} \times 5.00\% \times (21.00\% - 10.00\%)] = \text{US\$100.55 per Note}$$

In this example, since the Closing Portfolio Price is greater than the Barrier Price on each applicable Partial Principal Repayment Valuation Date, an investor would receive Partial Principal Repayments of US\$5.30 per Note on each of the first two Payment Dates.

An investor would receive aggregate Partial Principal Repayments of US\$10.60 per Note, and a Maturity Redemption Amount of US\$100.55 per Note, consisting of the Principal Outstanding of US\$89.40 plus a Variable Return of US\$11.15 per Note (US\$0.55 of which represents the Participation Rate applied to the Reference Portfolio Return in excess of 10.00%), which is equivalent to an annual compound rate of return of 11.15% per Note.

DISCLAIMER

No securities regulatory authority has in any way passed upon the merits of the securities referred to herein and any representation to the contrary is an offence. The Notes are not principal protected (subject to any Partial Principal Repayments and a minimum principal repayment of US\$1.00 per Note) and an investor may receive substantially less than the original principal amount at maturity. A person should reach a decision to invest in the Notes only after carefully considering, with his or her investment, legal, accounting, tax and other advisors, the suitability of the Notes in light of his or her investment objectives and the information set out in the Prospectus. The Bank, the Calculation Agent, Scotia Capital Inc. and iA Private Wealth Inc. make no recommendation as to the suitability of the Notes for investment by any particular person. The Notes 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. "Scotiabank" and "Scotiabank Global Banking and Markets" are registered trademarks of The Bank of Nova Scotia. Scotia Capital Inc. is a wholly-owned subsidiary of The Bank of Nova Scotia.

Amounts paid to holders of the Notes will depend on the price performance of the underlying interests. Unless otherwise specified in the Prospectus, the Bank does not guarantee that any of the principal amount of the Notes will be paid (subject to a minimum principal repayment of US\$1.00 per Note), or guarantee that any return will be paid on the Notes, at or prior to maturity. Purchasers could lose substantially all of their investment in the Notes (subject to any Partial Principal Repayments and a minimum principal repayment of US\$1.00 per Note). The Notes are not appropriate investments for persons who do not understand the risks associated with structured products or derivatives. A purchaser of the Notes will be exposed to fluctuations and changes in the prices of the Reference Shares to which the Notes are linked. The prices of the Reference Shares of the Reference Companies may be volatile and an investment linked to the prices of the Reference Shares may also be volatile. Purchasers should read carefully the "Risk Factors" sections in the Prospectus.

The Notes will not constitute deposits under the *Canada Deposit Insurance Corporation Act* or under any other deposit insurance regime. 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 investors will be dependent upon the financial health and creditworthiness of the Bank.

Scotia Capital Inc. is a wholly owned subsidiary of the Bank. Consequently, the Bank is a related and connected issuer of Scotia Capital Inc. within the meaning of applicable securities legislation. See "Plan of Distribution" in the Prospectus.

The information contained herein, while obtained from sources believed to be reliable, is not guaranteed as to its accuracy or completeness.

THE REFERENCE COMPANIES AND THE REFERENCE SHARES

All information regarding the Reference Shares and the Reference Companies contained herein has been derived from publicly available sources and its accuracy cannot be guaranteed. The Notes are not in any way sponsored, endorsed, sold or promoted by the Reference Companies.

All information in the pricing supplement relating to the Reference Companies including the Reference Shares is derived from publicly available sources and is presented in the pricing supplement in summary form.

The return payable on the Notes is linked to the price performance of the Reference Shares. Accordingly, certain risk factors applicable to investors who invest directly in the Reference Shares are also applicable to an investment in the Notes to the extent that such risk factors could adversely affect the performance of the Reference Shares. Prospective investors are urged to conduct their own independent investigation of the Reference Companies prior to making any investment decision with respect to the Notes. The Bank is not affiliated with the Reference Companies and has not performed any due diligence investigation or review of the Reference Companies.

An investment in the Notes does not represent a direct or indirect investment in the Reference Shares and investors do not have an ownership or any other interest (including voting rights or the right to receive any dividends, distributions or other income or amounts accruing or paid thereon) in respect of such Reference Shares. Past performance of the Reference Companies or the Reference Shares is not indicative of future returns.

TRADEMARK NOTICE

TM Trademark of The Bank of Nova Scotia, used under license (where applicable). Scotiabank is a marketing name for the global corporate and investment banking and capital markets businesses of The Bank of Nova Scotia and certain of its affiliates in the countries where they operate including Scotia Capital Inc. (Member-Canadian Investor Protection Fund and regulated by the Investment Industry Regulatory Organization of Canada). Important legal information may be accessed at <https://www.gbm.scotiabank.com/en/legal.html>. Products and services described are available only by Scotiabank licensed entities in jurisdictions where permitted by law. This information is not directed to or intended for use by any person resident or located in any country where its distribution is contrary to its laws. Not all products and services are offered in all jurisdictions.