CAPITAL THAT WORKS

BNS CALLABLE US$11.52 FIXED COUPON NOTES LINKED TO NVIDIA CORPORATION, SERIES 1 (USD)

Principal at Risk Notes – Due November 20, 2026

November 5, 2024

The Bank of Nova Scotia short form base shelf prospectus dated March 4, 2024, a prospectus supplement thereto dated March 5, 2024 and pricing supplement No. 4516 (the "pricing supplement") thereto dated November 5, 2024 (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.sedarplus.ca. Unless the context otherwise requires, terms not otherwise defined herein will have the meaning ascribed thereto in the Prospectus.

Linked to NVIDIA Corporation	**Fixed Coupon Payments of US$11.52 per annum, payable Monthly**	**Quarterly Autocall at 110.00% of the Initial Share Price starting November 20, 2025**	**40.00% Contingent Principal Protection at Maturity**

KEY TERMS

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

Reference Share* and Reference Company
The common stock (individually, the "Reference Share" and collectively, the "Reference Shares") of NVIDIA Corporation (the "Reference Company"), an issuer listed on the Nasdaq Global Select Market (the "Exchange").

Monthly Coupon Payments
On each Payment Date, holders of record will be entitled to receive a monthly interest payment (a "Coupon Payment") of US$0.96 per Note, subject to the Notes being automatically called by the Bank prior to the Maturity Date. The Coupon Payments paid on the Notes will not depend upon the performance of the Reference Share.

If the Notes are not automatically called by the Bank, the aggregate Coupon Payments over the term of the Notes will equal US$23.04 per Note. If the Notes are automatically called by the Bank, holders will not be entitled to receive any subsequent Coupon Payments in respect of the Notes.

Autocall
The Notes will be automatically called (i.e., redeemed) by the Bank if the Closing Share Price on any Autocall Valuation Date is greater than or equal to the Autocall Price (which is 110.00% of the Initial Share Price). The Notes are callable on a quarterly basis as set forth in the pricing supplement and cannot be automatically called prior to November 20, 2025. If the Closing Share 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.

Contingent Principal Protection
40.00% contingent principal protection. The Notes provide contingent principal protection at maturity if the Final Share Price on the Final Valuation Date is greater than or equal to the Barrier Price (which is 60.00% of the Initial Share Price). If the Final Share 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 Share, meaning that substantially all of such holder's investment may be lost (subject to a minimum principal repayment of US$1.00 per Note and the Coupon Payments made over the term of the Notes).

*The Price Return reflects the price appreciation or depreciation of the Reference Share. The annual dividend yield on the Reference Share as of October 25, 2024 was 0.02%, representing an aggregate dividend yield of approximately 0.04% annually compounded over the term of the Notes on the assumption that the dividends paid on the Reference Share remain constant.

Fundserv	Available Until	Issue Date	Term to Maturity
SSP5296	**November 14, 2024**	**November 20, 2024**	**2 years (if not called)**

CONTACT INFORMATION www.scotianotes.com

Sales and Marketing: 1-866-416-7891
Fundserv Customer Service for Advisors: 1-833-594-3143

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

Scotiabank® GLOBAL BANKING AND MARKETS

ADDITIONAL KEY TERMS

Principal Amount
US$100.00 per Note.

Minimum Investment
US$5,000 (50 Notes).

CUSIP
06418M5C4.

Fundserv Code
SSP5296.

Reference Share and Reference Company
Whether the Principal Amount is returned at maturity is based on the price performance of the common stock (individually, the "Reference Share" and collectively, the "Reference Shares") of NVIDIA Corporation (the "Reference Company"). The Reference Company is a full-stack computing infrastructure company with data-center-scale offerings. The Reference Company's full-stack includes the foundational CUDA programming model that runs on all NVIDIA graphics processing units, or GPUs, as well as domain-specific software libraries, software development kits, or SDKs, and Application Programming Interfaces, or APIs. The Reference Company's data-center-scale offerings are comprised of compute and networking solutions that can scale to numerous GPU-accelerated servers interconnected to function as a single giant computer, which data center architecture and scale is needed for the development and deployment of modern artificial intelligence. The Reference Company is listed on the Nasdaq Global Select Market (the "Exchange") under the symbol NVDA. The Reference Share is subject to adjustments 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.

The Notes do not represent a direct or indirect investment in the Reference Share or the Reference Company and holders will have no right or entitlement to the Reference Share, 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 Share. The annual dividend yield on the Reference Share as of October 25, 2024 was 0.02%, representing an aggregate dividend yield of approximately 0.04% annually compounded over the approximately 2 year term of the Notes on the assumption that the dividends paid on the Reference Share remain constant. There is no requirement for the Bank to hold any interest in the Reference Share or the Reference Company.

Initial Valuation Date
November 20, 2024 (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 occurrence of any special circumstances (see "Special Circumstances" in the pricing supplement).

Final Valuation Date
November 16, 2026 (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 occurrence of any special circumstances (see "Special Circumstances" in the pricing supplement).

Valuation Dates, Payment Dates and Call Dates
The specific Autocall Valuation Dates, Payment Dates and Call Dates for the Notes are set forth in the pricing supplement (see "Valuation Dates and Call Dates" and "Coupon Payments" 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. If the Notes are automatically called (i.e., redeemed) by the Bank on any Call Date prior to the Maturity Date, the Notes will be cancelled, all amounts due shall be paid to holders on the applicable Payment Date and holders will not be entitled to receive any subsequent payments in respect of the Notes.

Maturity Redemption Amount
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:

If the Closing Share Price on an Autocall Valuation Date is greater than or equal to the Autocall Price, the Maturity Redemption Amount will equal:

Principal Amount

If the Final Share Price on the Final Valuation Date is greater than or equal to the Barrier Price, the Maturity Redemption Amount will equal:

Principal Amount

If the Final Share Price on the Final Valuation Date is less than the Barrier Price, the Maturity Redemption Amount will equal:

Principal Amount + (Principal Amount × Price Return)

The Maturity Redemption Amount will be substantially less than the Principal Amount invested by an investor if the Final Share 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 Share.**

Autocall Price
110.00% of the Initial Share Price.

Barrier Price
60.00% of the Initial Share Price.

Price Return
The Price Return for the Reference Share on a given day (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:

(Closing Share Price – Initial Share Price) ÷ Initial Share Price

Closing Share Price
The official closing price or value of the 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.

Currency
The Notes are denominated in U.S. dollars. The Maturity Redemption Amount and Coupon Payments are payable in U.S. dollars. The Maturity Redemption Amount on the Notes will be based solely upon the Price Return and the Closing Share Price on an Autocall Valuation Date or the Final Valuation Date, as the case may be. Accordingly, the Maturity Redemption Amount and any Coupon Payments 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

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, TFSAs and FHSAs.

Fees and Expenses
A selling concession fee of US$2.00 per Note sold (or 2.00% 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 Richardson Wealth Limited 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

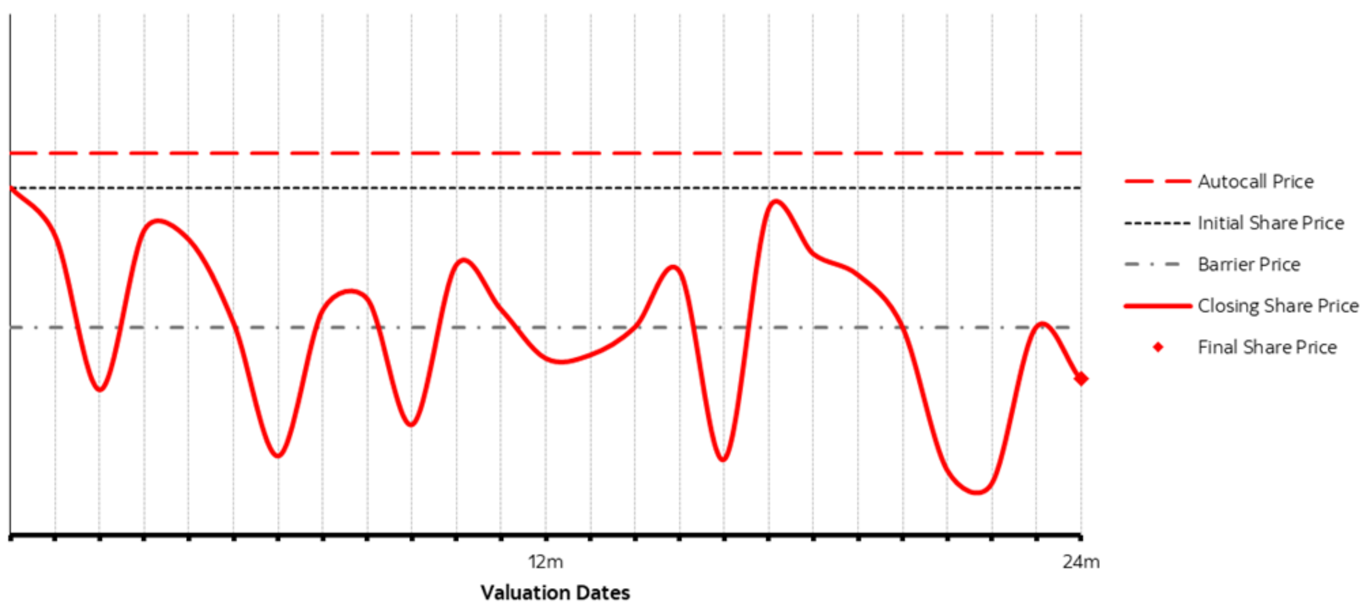
The following hypothetical examples show how the Coupon Payments and Maturity Redemption Amount would be calculated and determined based on certain hypothetical values and assumptions that are set out below. **These examples are for illustrative purposes only and should not be construed as an estimate or forecast of the performance of the Reference Share of the Reference Company or the return that an investor might realize on the Notes**. The Maturity Redemption Amount will be calculated based on the price performance of the Reference Share. 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 Share Price*:	US$100.00
Barrier Price:	60.00% of the Initial Share Price = 60.00% × US$100.00 = US$60.00
Autocall Price:	110.00% of the Initial Share Price = 110.00% × US$100.00 = US$110.00
Coupon Payment:	US$0.96

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

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

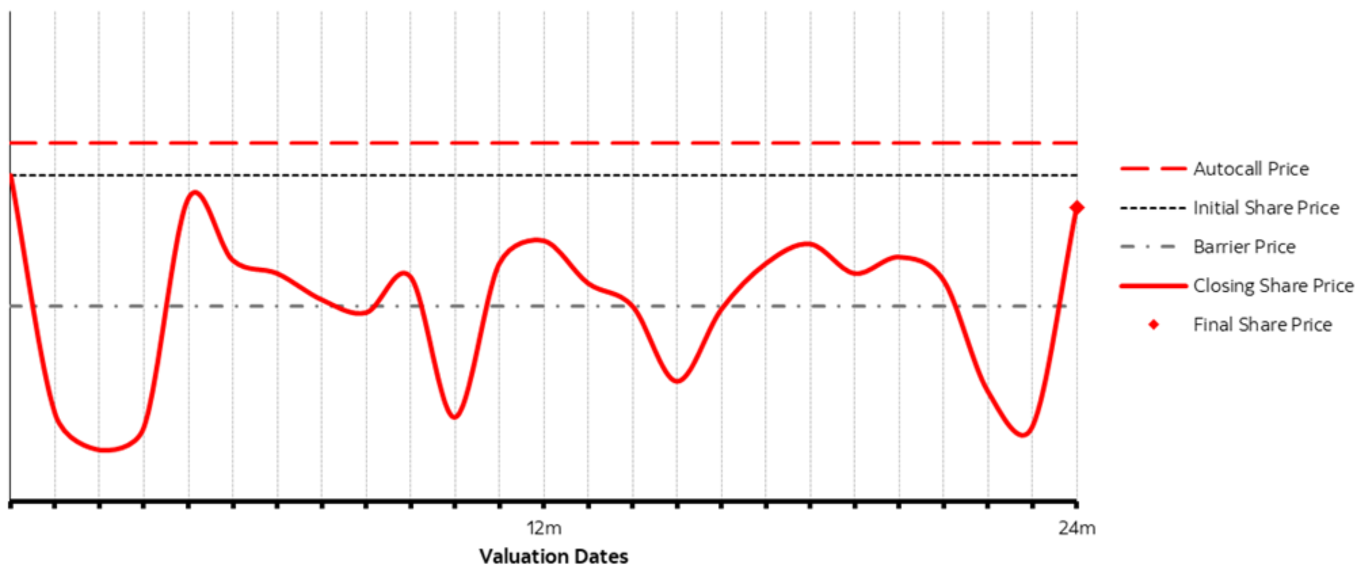


Since the Final Share Price (US$45.00) on the Final Valuation Date is less than the Barrier Price, the Maturity Redemption Amount is calculated as follows:

Principal Amount + (Principal Amount × Price Return)
US$100.00 + (US$100.00 × −55.00%) = US$45.00 per Note

An investor would receive aggregate Coupon Payments of US$23.04 per Note, and a Maturity Redemption Amount of US$45.00 per Note, on the Maturity Date, which is equivalent to an annual compound rate of return of approximately −17.51% per Note.

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

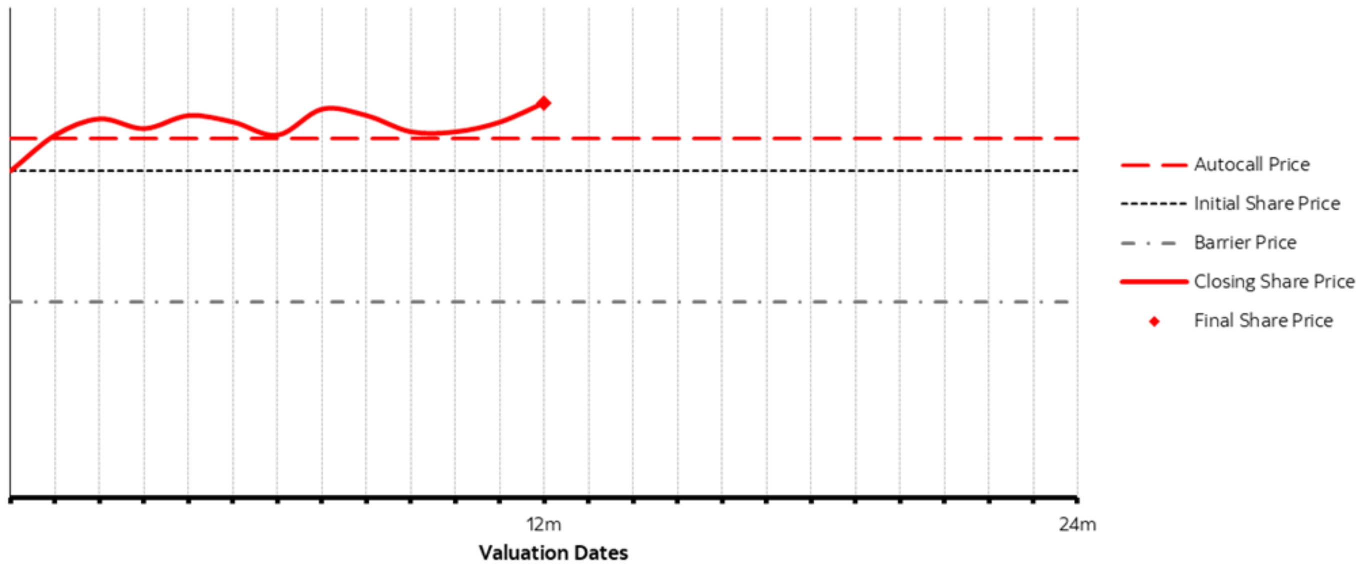


Since the Final Share Price (US$90.00) on the Final Valuation Date is greater than the Barrier Price, the Maturity Redemption Amount is calculated as follows:

Principal Amount
US$100.00 per Note

An investor would receive aggregate Coupon Payments of US$23.04 per Note, and a Maturity Redemption Amount of US$100.00 per Note, on the Maturity Date, which is equivalent to an annual compound rate of return of approximately 10.92% per Note.

Example #3 – The Notes are automatically called on the first Autocall Valuation Date as the Closing Share Price on the first Autocall Valuation Date is greater than or equal to the Autocall Price.



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

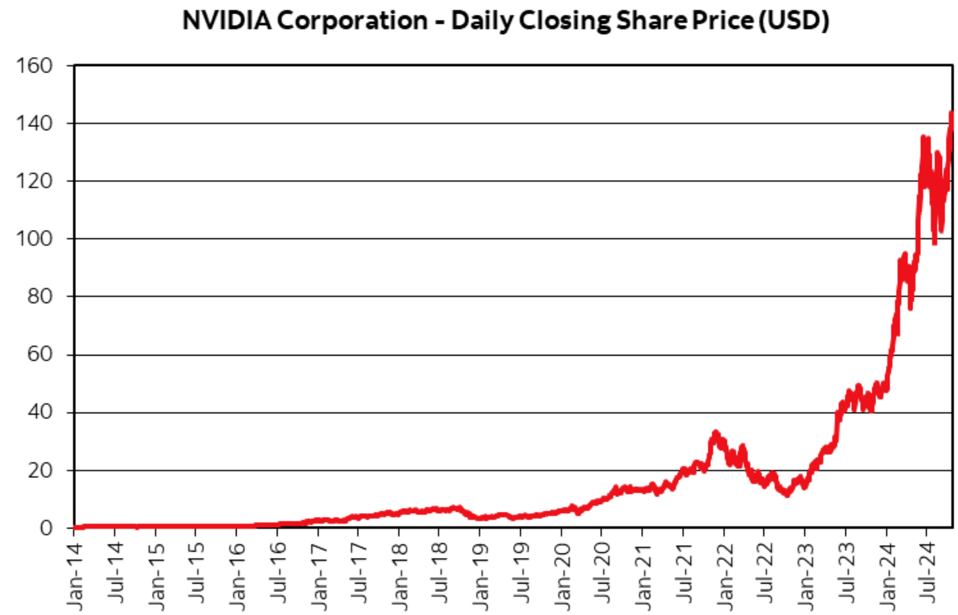
Principal Amount
US$100.00 per Note

In this example, an investor would receive a Coupon Payment on each of the first twelve Payment Dates.

An investor would receive aggregate Coupon Payments of US$11.52 per Note, and a Maturity Redemption Amount of US$100.00 per Note, which is equivalent to an annual compound rate of return of 11.52% per Note.

HISTORICAL PERFORMANCE

The following graph illustrates the price performance of the Reference Share on the Exchange during the period beginning on January 2, 2014 and ending on October 25, 2024. **The price of the Reference Share may be volatile meaning that such price can fluctuate and change considerably in relatively short periods and the price performance of the Reference Share cannot be predicted for any future period and as a result an investment linked to the price of the Reference Share may also be volatile. The Reference Share may also experience higher volatility compared to the equity market generally and other investments that are linked to the performance of a broadly diversified index or basket of securities and issuers.** Prospective investors are urged to consult publicly available sources for the prices and trading patterns of the Reference Share before investing in the Notes. See "Risk Factors" in the pricing supplement.



During the period between January 2, 2014 up to and including October 25, 2024, the lowest Closing Share Price was US$0.384 on January 13, 2014 and the highest Closing Share Price was US$143.71 on October 21, 2024. The starting Closing Share Price was US$0.3965 on January 2, 2014 and the ending Closing Share Price was US$141.54 on October 25, 2024. The annual dividend yield on the Reference Share as of October 25, 2024 was 0.02%, representing an aggregate dividend yield of approximately 0.04% annually compounded over the approximately 2 year term of the Notes on the assumption that the dividends paid on the Reference Share remain constant. **Past performance of the Reference Company or the Reference Share is not indicative of future returns and should not be used to forecast any return that an investor may realize on the Notes.**

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 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 Richardson Wealth Limited 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.

Whether the Principal Amount is repaid 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, other than the Coupon Payments paid on the Notes, subject to the Notes being automatically called. Purchasers could lose substantially all of their investment in the Notes (subject to a minimum principal repayment of US$1.00 per Note and the Coupon Payments made over the term of the Notes). 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 price of the Reference Share to which the Notes are linked. The price of the Reference Share of the Reference Company may be volatile and an investment linked to the price of the Reference Share 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 COMPANY AND THE REFERENCE SHARE

All information regarding the Reference Share and the Reference Company 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 Company.

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

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

An investment in the Notes does not represent a direct or indirect investment in the Reference Share or the Reference Company 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 Share. Past performance of the Reference Company or the Reference Share is not indicative of future returns.

TRADEMARK NOTICE

™ 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 Canadian Investment Regulatory Organization). 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.