



MD Financial
Management Inc.

MD Funds and MDPIM Pools
**2022 Annual report of the
Independent Review Committee**

As at December 31, 2022

Dear Unitholder:

The members of the Independent Review Committee (“IRC”) of the MD Funds and the MDPIM Pools managed by MD Financial Management Inc. (MDFMI, or the “Manager”) are pleased to submit our report to unitholders of the funds listed in Schedule A (collectively, the “Funds” or individually, the “Fund” or “Pool”) for the period January 1, 2022 to December 31, 2022 (the “Reporting Period”).

Securities regulators have given the IRC a mandate to review mutual fund conflict of interest matters identified and referred to the IRC by the Manager and to give its approval or recommendation, depending on the nature of the conflict of interest matter. The IRC’s focus is on the question of whether the Manager’s proposed action achieves a fair and reasonable result for the Funds.

At least annually, the IRC reviews and assesses the adequacy and effectiveness of the Manager’s policies and procedures relating to conflict of interest matters in respect of the Funds. The IRC also conducts annually a self- assessment of its independence, compensation and effectiveness.

The members of the IRC look forward to continuing to serve in the best interests of the Funds and working effectively and openly with the Manager.



Stephen Griggs
Chair of the Independent Review Committee

2022 Annual report of the Independent Review Committee

Date of Appointment and Length of Service

IRC Member	Date of Appointment	Length of Service	Biography
Steven Donald	November 1, 2020	2 year, 2 months	Mr. Donald has over 30 years experience in the financial services industry. Most recently, he was Executive Vice-President and Chief Risk Officer for CI Financial, a global wealth management firm, until his retirement in 2019. Prior to his appointment as Executive Vice-President of CI Financial, Mr. Donald held increasingly senior roles within the organization, including President of Assante Wealth Management, Senior Vice-President and Chief Financial Officer at Assante and Vice- President and Chief Financial Officer at Synergy Asset Management. Mr. Donald is a past Chair of the Investment Industry Association of Canada as well as past Chair of the Mutual Fund Dealers Association. He holds a Bachelor of Commerce from the University of British Columbia and is a Fellow of the Institute of Chartered Professional Accountants of Ontario.
Stephen Griggs (Chair)	October 3, 2018	4 years, 3 months	Mr. Griggs is the Chief Executive Officer of Smoothwater Capital Corporation, a private investment company. Mr. Griggs is Chair of the Board of TSX listed Genesis Land Development Corp. and Chair of the Board of Haventree Bank, a federally regulated bank controlled by Smoothwater. Mr. Griggs has also held senior executive positions with OPTrust, Legg Mason Canada Inc., and two leading Canadian mutual fund companies. Mr. Griggs also served for three years as Executive Director of the Canadian Coalition for Good Governance. Mr. Griggs was also a corporate/commercial and securities law partner with the Toronto law firm Smith Lyons (now Gowlings) until 1994 and remains a member of the Law Society of Ontario with a J.D. from the University of Toronto Law School. He has been an adjunct professor at Osgoode Hall Law School teaching in the area of corporate governance and lectures at the Directors College.
Simon Hitzig	October 3, 2018	4 years, 3 months	Mr. Hitzig is the President & Chief Executive Officer of Toronto based Accord Financial Corp., a TSX-listed independent commercial finance company. Prior to joining Accord Financial Corp. Mr. Hitzig joined Dynamic Funds™ in 1987 which was a part of Dundee Wealth Inc. at the time. Over the span of two decades to 2009, Mr. Hitzig held executive positions in marketing, product development and distribution strategy. Mr. Hitzig completed his MBA at Georgetown University in Washington DC and has a BA from York University in Toronto.
Heather Hunter	October 3, 2018	4 years, 3 months	Ms. Hunter has over 40 years of experience in the investment industry, most recently as Vice- President and Head of Canadian Equities at Invesco, a global investment manager from where she recently retired. Previously, Ms. Hunter held senior positions at Ontario Teachers' Pension Plan Board and Confederation Life. She served as a director of Maple Leaf Foods and NexGen Financial Corporation. Ms. Hunter received a Queen's Diamond Jubilee medal in recognition of her contributions to Easter Seals of Ontario as a director and chair. She is a member of the University of Toronto Investment Advisory Committee, and the Baycrest Foundation and Laidlaw Foundation investment committees. Ms. Hunter has an Honours BA from McGill University, an MBA from the University of Western Ontario, and a CFA.
Jennifer Witterick	October 3, 2018	4 years, 3 months	Ms. Witterick has been active in the investment industry for 30 years. She was the Founder & CEO of Sky Investment Counsel and a partner at Foyston, Gordon & Payne and Hamlin Watsa Investment Counsel. Ms. Witterick is a past President of the CFA Society Toronto and a member of the Institute of Corporate Directors, holding the ICD. D designation. She is a CFA charter holder and a graduate of the University of Western Ontario. Currently, Ms. Witterick is an international bestselling author.

Each member of the IRC also serves as a member of the independent review committees of the MD Pooled Funds, the Scotia Funds, the Scotia Private Pools, the Pinnacle Portfolios, the Scotia ETFs, Dynamic Funds and Marquis Investment Program managed by 1832 Asset Management and of the pooled funds managed by Jarislowsky Fraser Limited, a subsidiary of the Bank of Nova Scotia. Stephen Griggs also serves as a member of the independent review committee of the funds managed by Tangerine Investment Management Inc., a subsidiary of the Bank of Nova Scotia. None of the members of the IRC serve as a member of an independent review committee for investment funds managed by an investment fund manager not affiliated with the Bank of Nova Scotia.

Holdings

a) Funds

As at December 31, 2022, the percentage of units of each class of each Fund beneficially owned, directly or indirectly, in aggregate, by all members of the IRC did not exceed 10 per cent.

b) Manager

As at December 31, 2022, no member of the IRC beneficially owned, directly or indirectly, any class or series of voting or equity securities of the Manager

c) Service Providers

As at December 31, 2022, the percentage of securities of each class or series of voting or equity securities of the Bank of Nova Scotia or any other company or entity providing services to the Funds or the Manager beneficially owned, directly or indirectly, in aggregate, by all members of the IRC was less than 0.01 per cent

Compensation and Indemnities

The aggregate compensation payable by the Funds to the IRC for the Reporting Period was \$130,000, this amount was allocated amongst the Funds.

No indemnities were paid to the IRC by the Manager of the Funds during the Reporting Period. At least annually, the IRC conducts a review of its compensation, considering the following:

1. the best interests of the Funds;
2. industry best practices, including industry averages and surveys on IRC compensation;
3. the number, nature and complexity of the mutual funds for which the IRC acts;
4. the nature and extent of the workload of each member of the IRC, including the commitment of time and energy that is expected from each member; and
5. any recommendations concerning IRC compensation made by the Manager.

Conflict of Interest Matters

During the Reporting Period, the IRC considered conflict of interest matters that the Manager referred to it for its recommendation or, where applicable, its approval pursuant to its charter and in accordance with the requirements of the Canadian securities regulators for independent review committees of publicly offered mutual funds set forth in National Instrument 81-107 ("NI 81-107").

The IRC considers conflict of interest matters referred to it and makes recommendations to the Manager on whether or not the IRC believes the proposed actions of the Manager will achieve a fair and reasonable result for the applicable Funds. Where appropriate, the IRC gives the Manager standing instructions ("Standing Instructions") which enable the Manager to act in a particular conflict of interest matter on a continuing basis provided the Manager complies with its policies and procedures established to address that conflict of interest matter and reports periodically to the IRC on the matter.

The Manager has an obligation to report to the IRC any instance in which it acted in a conflict of interest matter but did not meet a condition imposed by the IRC through approval or recommendation. The Manager is also required to notify the IRC if it proposes to act in a conflict of interest matter where the IRC did not provide a positive recommendation. As of the date of this report, the Manager has informed the IRC that it is not aware of any such instances. The IRC is required to advise the Canadian securities regulators if it determines an action by the Manager was not made in accordance with its recommendations or any approvals granted. No such reports to the regulators were required.

Approvals

As permitted by Canadian securities legislation, including NI 81-107 and exemptive relief granted by the Canadian securities regulators, during the Reporting Period, the IRC provided approval in the form of Standing Instructions and subject to terms and conditions for the Funds to:

1. Inter-fund Trading, which provides approval for the purchase of securities from or the sale of securities to, another Fund or pooled fund or segregated account managed by the Manager (also referred to as cross trading);
2. Principal Trading with a Related Party, which provides approval for the purchase or sale of securities from or to the account of a related party, including Scotia Capital Inc., where the related party is acting for its own account on a principal basis;
3. Purchase, Holding and Sale of Securities of a Related Party, which provides approval for the investment in both equity and debt securities of related issuers, including securities issued by The Bank of Nova Scotia; and

4. Purchase of Securities Underwritten by a Related Party, which provides approval for the investment in securities of an issuer where a related party, including Scotia Capital Inc., acts as an underwriter during the distribution of the securities and during the 60-day period following the completion of the distribution of such securities.

Recommendations

During the Reporting Period, the following are conflict of interest matters that have been identified by the Manager for the IRC to consider and for which the IRC reaffirmed its positive recommendations in the form of Standing Instructions:

1. Charging Fees for Administrative Services, the MD Funds pay the Manager a fee for administrative services based on a percentage of the net asset value of the Fund. There is a potential for the Manager to have a conflict of interest if it sets the percentage rates significantly higher than necessary to allow for cost recovery on the administrative services.
2. Dual Employment, which provides the circumstances and terms under which certain employees of the Manager maintain employment including directorships outside of the Manager.
3. Error Correction, which provides how trading, valuation or other errors made within a Fund are identified and corrected.
4. Fair Valuing Portfolio Securities, on occasion, the Manager may have to “fair value” a security held by an MD Fund or MDPIIM Pool, where market values are not available from independent pricing sources or are not reliable. Because fair valuing affects the net asset value of the Fund or Pool, and the Manager’s management fee revenues, there is a potential for the Manager to have a conflict of interest when it determines fair value.
5. Gifts and Entertainment, employees of the Manager may be offered gifts or entertainment by persons who have a key business relationship which affects an MD Fund or MDPIIM Pool. There is a potential for the Manager to have a conflict of interest if an employee is influenced to cause the Manager to take certain actions with respect to a Fund or Pool which are not in the best interests of the Fund or Pool
6. Investment Adviser Monitoring and Oversight, provides the criteria and process for the continued monitoring of portfolio advisors including external sub-advisers.
7. Outsourcing to Related Parties, which provides the circumstances and criteria under which services of the Funds are outsourced to a related party for a fee.

8. Personal Trading, employees of the Manager may not use non-public information related to the purchase, sale or investment decisions or investment advisors to an MD Fund or MDPIIM Pool for their own benefit, putting their interests ahead of the Fund or Pool.
9. Redemption of Fund Securities, which provides the criteria and circumstances for which the Manager redeems units of shares of a Fund held for its own account, including seed capital investments client.
10. Short-Term Trading, short-term trading (a sale by a unitholder within 30 days of purchase) may affect the cash levels in an MD Fund, its rate of return and transaction costs. There is a potential for the Manager to have a conflict of interest if it allows certain clients to engage in short-term trading.

By written resolution dated February 17, 2022, the IRC rescinded the following standing instructions in response to the Manager’s recommendation to the IRC that these matters are no longer conflict of interest matters for the Manager; Agency Trading with a Related Party, Entering into Over-the-Counter Derivatives with a Related Party, Fair Allocation, Proxy Voting, Trading Foreign Exchange with a Related Party, Use of Client Brokerage Commissions, and Use of a Related Party Cash Deposit Account for the Funds.

By written resolution dated June 1, 2022, the IRC rescinded the following standing instructions in response to the Manager’s recommendation to the IRC that these matters are no longer conflict of interest matters for the Manager; Acquisition of Securities of Related Underlying Fund, Investment Adviser Selection and Securities Lending.

During the period, the Manager advised the IRC on a matter in which the Manager failed to comply with business policy related to proxy voting. The Manager provided the IRC with details in this regard and the Manager has taken steps to ensure similar instances do not occur going forward.

By written resolution dated January 14, 2022, the IRC approved a change to the Funds auditor in response to the Manager’s recommendation to the IRC.

Schedule A

MD Funds
MD Money Fund
MD Bond Fund
MD Short-Term Bond Fund
MD Precision Canadian Balanced Growth Fund
MD Precision Canadian Moderate Growth Fund
MD Dividend Growth Fund
MD Equity Fund
MD Canadian Equity Fund MD American Growth Fund MD American Value Fund
MD International Growth Fund
MD International Value Fund
MD Growth Investments Limited
MD Strategic Yield Fund
MD Strategic Opportunities Fund
MD Fossil Fuel Free Bond Fund
MD Fossil Fuel Free Equity Fund

MD Precision Portfolios
MD Precision Conservative Portfolio
MD Precision Balanced Income Portfolio
MD Precision Moderate Balanced Portfolio
MD Precision Moderate Growth Portfolio
MD Precision Balanced Growth Portfolio
MD Precision Maximum Growth Portfolio

MDPIM Pools
MDPIM Short-Term Bond Pool
MDPIM Bond Pool
MDPIM Dividend Pool
MDPIM Canadian Equity Pool
MDPIM US Equity Pool
MDPIM International Equity Pool
MDPIM Strategic Yield Pool
MDPIM Strategic Opportunities Pool
MDPIM Emerging Markets Equity Pool
MDPIM S&P/TSX Capped Composite Index Pool
MDPIM S&P 500 Index Pool
MDPIM International Equity Index Pool



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