

**NO SECURITIES REGULATORY AUTHORITY HAS EXPRESSED AN OPINION ABOUT THESE UNITS AND IT IS AN OFFENCE TO CLAIM OTHERWISE.**

**THE FUNDS AND THE SECURITIES OF THE FUNDS DESCRIBED UNDER THIS DOCUMENT ARE NOT REGISTERED WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION AND THEY ARE SOLD IN THE UNITED STATES ONLY IN RELIANCE ON EXEMPTIONS FROM REGISTRATION.**

**AMENDMENT NO. 2 DATED SEPTEMBER 23, 2024**

**TO THE SIMPLIFIED PROSPECTUS DATED MAY 30, 2024, AS AMENDED BY AMENDMENT NO.1  
DATED AUGUST 12, 2024**

**(the Simplified Prospectus)**

MD Precision Canadian Balanced Growth Fund (Series A, Series I, Series F and Series D units)  
MD Precision Canadian Moderate Growth Fund (Series A, Series I, Series F and Series D units)  
MD Equity Fund (Series A, Series I, Series F and Series D units)  
MD Dividend Growth Fund (Series A, Series I, Series F and Series D units)  
MD Canadian Equity Fund (Series A, Series I, Series F and Series D units)  
MDPIM Canadian Equity Pool (Series A units)

**(the “Funds”)**

## **1. INTRODUCTION**

The Simplified Prospectus is hereby amended as set out in this Amendment No. 2. All defined terms have the meanings ascribed to them in the Simplified Prospectus unless otherwise specifically defined in this Amendment No. 2.

On August 27, 2024, MD Financial Management Inc. (the **Manager**) determined to change certain investment sub-advisers for the Funds.

The Simplified Prospectus is hereby amended to reflect the above-noted change in the sections noted below.

## **2. CHANGE OF CERTAIN INVESTMENT SUB-ADVISERS**

- (a) The information set out under the heading “Sub-Advisers” relating to MD Precision Canadian Balanced Growth Fund on page 2 is amended by deleting the fifth bullet relating to Triasima Portfolio Management Inc.
- (b) The information set out under the heading “Sub-Advisers” relating to MD Precision Canadian Moderate Growth Fund on page 3 is amended by deleting the second bullet relating to Montrusco Bolton Investments Inc. in its entirety and replacing it with the following as the second bullet:

- Pursuant to an agreement dated July 12, 2012, Hillsdale Investment Management Inc. (Toronto, Ontario)
- (c) The information set out under the heading “Sub-Advisers” relating to MD Equity Fund on page 3 is amended by deleting the second bullet relating to Triasima Portfolio Management Inc. in its entirety.
- (d) The information set out under the heading “Sub-Advisers” relating to MD Dividend Growth Fund on page 3 is amended by deleting the second bullet relating to Montrusco Bolton Investments Inc. in its entirety and replacing it with the following as the second bullet:
- Pursuant to an agreement dated July 12, 2012, Hillsdale Investment Management Inc. (Toronto, Ontario)
- (e) The information set out under the heading “Sub-Advisers” relating to MD Canadian Equity Fund on page 3 is amended by deleting the second bullet relating to Triasima Portfolio Management Inc. in its entirety.
- (f) The information set out under the heading “Sub-Advisers” relating to MDPIM Canadian Equity Pool on page 3 is amended by deleting the second bullet relating to Triasima Portfolio Management Inc. in its entirety.
- (g) The “Sub-Advisers” table beginning on page 5 table is amended by deleting the rows relating to Triasima Portfolio Management Inc. and Montrusco Bolton Investments Inc. in their entirety.
- (h) The information under the “Sub-Advisers” subheading of the “Fund Details” section for MD Precision Canadian Balanced Growth Fund on page 42, is deleted in its entirety and replaced with the following:
- Hillsdale Investment Management Inc. of Toronto, Ontario
- Jarislowsky Fraser Limited of Montréal, Québec
- Manulife Investment Management Limited of Toronto, Ontario, Manulife Investment Management (US) LLC of Boston, Massachusetts, USA, and Manulife Investment Management (Hong Kong) Limited of Causeway Bay, Hong Kong
- 1832 Asset Management L.P. of Toronto, Ontario
- Walter Scott & Partners Limited of Edinburgh, Scotland
- (i) The information under the “Sub-Advisers” subheading of the “Fund Details” section for MD Precision Canadian Moderate Growth Fund on page 46, is deleted in its entirety and replaced with the following:

Manulife Investment Management Limited of Toronto, Ontario, Manulife Investment Management (US) LLC of Boston, Massachusetts, USA, and Manulife Investment Management (Hong Kong) Limited of Causeway Bay, Hong Kong

1832 Asset Management L.P. of Toronto, Ontario

Hillsdale Investment Management Inc. of Toronto, Ontario

- (j) The first paragraph under the “Sub-Advisers” subheading of the “Fund Details” section for MD Equity Fund on page 48, is deleted in its entirety and replaced with the following:

For Canadian securities: Hillsdale Investment Management Inc. of Toronto, Ontario;  
Jarislowsky Fraser Limited of Montréal, Québec.

- (k) The information under the “Sub-Advisers” subheading of the “Fund Details” section for MD Dividend Growth Fund on page 51, is deleted in its entirety and replaced with the following:

Hillsdale Investment Management Inc. of Toronto, Ontario

1832 Asset Management L.P. of Toronto, Ontario

- (l) The information under the “Sub-Advisers” subheading of the “Fund Details” section for MD Canadian Equity Fund on page 56, is deleted in its entirety and replaced with the following:

Hillsdale Investment Management Inc. of Toronto, Ontario

Jarislowsky, Fraser Limited of Montréal, Québec

- (m) The information under the “Sub-Advisers” subheading of the “Fund Details” section for MDPIM Canadian Equity Pool on page 84, is deleted in its entirety and replaced with the following:

Hillsdale Investment Management Inc. of Toronto, Ontario

Jarislowsky, Fraser Limited of Montréal, Québec

## **WHAT ARE YOUR LEGAL RIGHTS?**

Under securities law in some provinces and territories, you have the right to withdraw from an agreement to buy mutual funds within two business days after you receive a simplified prospectus or Fund Facts document, or cancel your purchase within 48 hours of receiving confirmation of the purchase.

In some provinces and territories, you also have the right to cancel a purchase, or in some jurisdictions, claim damages, if the simplified prospectus, Fund Facts document or financial statements contain a misrepresentation. You must act within the time limits set by law in the applicable province or territory.

For more information, see the securities law of your province or territory or ask a lawyer.

**CERTIFICATE OF THE FUNDS, THE MANAGER AND THE PROMOTER**

**OF**

**MD PRECISION CANADIAN BALANCED GROWTH FUND  
MD PRECISION CANADIAN MODERATE GROWTH FUND  
MD EQUITY FUND  
MD DIVIDEND GROWTH FUND  
MD CANADIAN EQUITY FUND  
MDPIM CANADIAN EQUITY POOL**

This Amendment No. 2 dated September 23, 2024, together with the simplified prospectus dated May 30, 2024, as amended by Amendment No. 1 dated August 12, 2024, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the Provinces and Territories of Canada, and do not contain any misrepresentations.

DATED: September 23, 2024

*(signed) "Pamela Allen"*

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Pamela Allen  
Chief Executive Officer  
MD Financial Management Inc.

*(signed) "Rob Charters"*

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Rob Charters  
Chief Financial Officer  
MD Financial Management Inc.

**On behalf of the Board of Directors of  
MD Financial Management Inc. as trustee, manager and promoter of the Funds**

*(signed) "Alex Besharat"*

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Alex Besharat  
Director

*(signed) "Massimo Ceschia"*

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Massimo Ceschia  
Director

**CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR**

**OF**

**MD PRECISION CANADIAN BALANCED GROWTH FUND  
MD PRECISION CANADIAN MODERATE GROWTH FUND  
MD EQUITY FUND  
MD DIVIDEND GROWTH FUND  
MD CANADIAN EQUITY FUND  
MDPIM CANADIAN EQUITY POOL**

To the best of our knowledge, information and belief, this Amendment No. 2 dated September 23, 2024, together with the simplified prospectus dated May 30, 2024, as amended by Amendment No. 1 dated August 12, 2024, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the Provinces and Territories of Canada, and do not contain any misrepresentations.

DATED: September 23, 2024

**On behalf of MD Management Limited, the Principal Distributor of the Funds**

*(signed) "Pamela Allen"*

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Pamela Allen  
Chief Executive Officer  
MD Management Limited