

FORM 10**MATERIAL CHANGE REPORT**

Pursuant to Section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General) By-Laws, 2013



General Instructions	Please complete all relevant sections; where the allocated space is insufficient, you may continue on a separate page and attach to the completed form. All supporting information and attached pages should be appropriately numbered and referenced. This report and any attachments should be certified by a Senior Officer of the Reporting Issuer. Completed reports should be submitted to: The Director Disclosure Registration and Corporate Finance Trinidad and Tobago Securities and Exchange Commission 57-59 Dundonald Street Port of Spain Trinidad
Item 1	State the name of the reporting issuer, and include its business address.
Item 2	State the date on which the material change occurred.
Item 3	Provide sufficient disclosure regarding the material change to enable a reader to appreciate the nature and substance of the material change without having to refer to any other sources. Examples of matters that would be subject to disclosure include: dates, parties, terms and conditions, effect on financial condition, value, reasons for the change, purpose of the change, and a general comment on the probable impact of the material change on the reporting issuer.
Item 4	State whether the issuer is seeking an exemption for publishing a notice in accordance with Section 64(2) of the Securities Act 2012, and complete the associated "yes" or "no" sections of the form accordingly.
Item 5	Give the name, position, business telephone number and email address of a senior officer of the reporting issuer who may be contacted to discuss further details regarding the material change.
Item 6	Include the signature of the Senior Officer identified in Item 5, confirming the material change report, and certifying the statement outlined.

FORM 10

MATERIAL CHANGE REPORT

**Pursuant to section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General)
By-Laws, 2013**

1. NAME OF REPORTING ISSUER

Name of Reporting Issuer
Scotiabank Trinidad & Tobago Fixed Income Fund Inc. and Scotiabank Trinidad & Tobago Growth Fund Inc. (the "Funds") c/o Scotiabank & Trust (Cayman) Ltd. 6 Cardinall Avenue P.O. Box 689 Grand Cayman KY1-1107 Cayman Islands, BWI

2. DATE OF MATERIAL CHANGE

Date of material change
December 15, 2014

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
On December 15, 2014, Mr. Marcel Schroder resigned from the board of directors of the Funds.

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	Yes	No
Will you be seeing an exemption from publishing a notice in accordance with section 62(2) of the Securities Act	☐	☒

If "No"

Date of Publication of Notice (dd/mm/yyyy)?	Proposed publication date by end of day December 22, 2014.
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If "Yes"

State the reasons for applying for the exemption	

5. DETAILS OF LEGAL COUNSEL

Name (First name, Last name)	Kateryna Yason
Position in Organization	Senior Legal Counsel, Scotiabank
Work Phone	(416) 365-5134
Email Address	kateryna.yason@scotiabank.com

6. DATE, CERTIFICATION AND SIGNATURE

I hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.

Kateryna YASON [Signature] Senior Legal Counsel December 18, 2014
Print Name Signature Position Date

FOR OFFICE USE ONLY

Tool	ID Information
Registrants Number	
Directors Number	
Document / Record Number	
Records Management Date Received (dd/mm/yyyy)	

Approved by:

Date
(DD/MM/YY
YY)