

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)

MDPIM Dividend Pool (Series A units)
MDPIM Canadian Equity Pool (Private Trust Series 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 MDPIM Canadian Equity Pool and MDPIM Dividend Pool.

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 MDPIM Dividend Pool on page 3 is amended by deleting the second bullet relating to Montrusco Bolton Investments Inc. in its entirety and replacing the second bullet with the following:
 - Pursuant to an agreement dated July 12, 2012, Hillsdale Investment Management Inc. (Toronto, Ontario)
- (b) 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.

(c) The “Sub-Advisers” table beginning on page 4 table is amended by deleting the rows relating to Montrusco Bolton Investments Inc. and Triasima Portfolio Management Inc. in their entirety.

(d) The information under the “Sub-Advisers” subheading of the “Fund Details” section for MDPIM Dividend Pool on page 39, is deleted in its entirety and replaced with the following:

1832 Asset Management L.P. of Toronto, Ontario, and Hillsdale Investment Management Inc. of Toronto, Ontario.

(e) The information under the “Sub-Advisers” subheading of the “Fund Details” section for MDPIM Canadian Equity Pool on page 42, is deleted in its entirety and replaced with the following:

Hillsdale Investment Management Inc. of Toronto, Ontario; and Jarislowsky Fraser 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
MDPIM CANADIAN EQUITY POOL
MDPIM DIVIDEND 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"

Pamela Allen
Chief Executive Officer
MD Financial Management Inc.

(signed) "Rob Charters"

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"

Alex Besharat
Director

(signed) "Massimo Ceschia"

Massimo Ceschia
Director