

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. 3 DATED NOVEMBER 11, 2024

TO THE SIMPLIFIED PROSPECTUS DATED MAY 30, 2024, AS AMENDED BY AMENDMENT NO. 1 DATED AUGUST 12, 2024 AND AMENDMENT NO. 2 DATED SEPTEMBER 23, 2024

(the Simplified Prospectus)

MDPIM S&P/TSX Capped Composite Index Pool (Series A and Series F units)
MDPIM S&P 500 Index Pool (Series A and Series F units)
MDPIM International Equity Index Pool (Series A and Series F units)

(each a Fund and collectively, the Funds)

1. INTRODUCTION

The Simplified Prospectus is hereby amended as set out in this Amendment No. 3. All defined terms have the meanings ascribed to them in the Simplified Prospectus unless otherwise specifically defined in this Amendment No. 3.

The Simplified Prospectus is being amended to reflect the following changes to the Funds, effective on or about February 10, 2025:

1. The index that MDPIM S&P/TSX Capped Composite Index Pool seeks to track will change from S&P/TSX Capped Composite Index to Solactive Canada Broad Market Index. As a result, the Fund will make consequential changes to its investment objectives, investment strategies and reference index, and will be renamed MDPIM Canadian Equity Index Pool.
2. The index that MDPIM S&P 500 Index Pool seeks to track will change from S&P 500 Index to Solactive GBS United States 500 Index. As a result, the Fund will make consequential changes to its investment objectives, investment strategies and reference index, and will be renamed MDPIM US Equity Index Pool.
3. The index that MDPIM International Equity Index Pool seeks to track will change from MSCI EAFE Index to Solactive GBS Developed Markets ex. North America Large & Mid Cap Index. As a result, the Fund will make consequential changes to its investment objectives, investment strategies and reference index.

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

2. TECHNICAL AMENDMENTS

- (a) The front and back covers of the Simplified Prospectus are amended by adding “*” beside MDPIM S&P/TSX Capped Composite Index Pool and “**” beside MDPIM S&P 500 Index Pool.

- (b) The following footnotes are added at the end of the list of funds on the front and back covers of the Simplified Prospectus:

“*Effective on or about February 10, 2025, the Fund will be renamed MDPIM Canadian Equity Index Pool.

**Effective on or about February 10, 2025, the Fund will be renamed MDPIM US Equity Index Pool.”

- (c) The following paragraphs are added under the heading “Index License Agreements” on page 23 following the disclosure related to MSCI Inc.:

“The Manager will enter into a licensing agreement with Solactive AG to use certain of its indices on or about February 10, 2025.

MDPIM S&P/TSX Capped Composite Index Pool, MDPIM S&P 500 Index Pool and MDPIM International Equity Index Pool (the “**MDPIM Index Pools**”) are not sponsored, promoted, sold or supported in any other manner by Solactive AG nor does Solactive AG offer any express or implicit guarantee or assurance either with regard to the results of using the indices and/or index trademarks or the index prices at any time or in any other respect. The indices are calculated and published by Solactive AG. Solactive AG uses its best efforts to ensure that the indices are calculated correctly. Irrespective of its obligations towards the MDPIM Index Pools or the Manager, Solactive AG has no obligation to point out errors in the indices to third parties including but not limited to investors and/or financial intermediaries of the MDPIM Index Pools. Neither publication of the indices by Solactive AG nor the licensing of the indices or index trade marks for the purpose of use in connection with the MDPIM Index Pools constitutes a recommendation by Solactive AG to invest capital in said MDPIM Index Pools nor does it in any way represent an assurance or opinion of Solactive AG with regard to any investment in the MDPIM Index Pools.”

- (d) The last three rows in the chart under the heading “Investment Risk Classification Methodology” on page 35 are deleted in their entirety and replaced with the following:

MDPIM S&P/TSX Capped Composite Index Pool*	<ul style="list-style-type: none"> S&P/TSX Capped Composite Index, which measures the aggregate common share returns of Canada’s largest companies.
MDPIM S&P 500 Index Pool**	<ul style="list-style-type: none"> S&P 500 Index, which measures the aggregate common share returns of the U.S.’s largest companies.
MDPIM International Equity Index Pool***	<ul style="list-style-type: none"> MSCI EAFE Index, which measures the aggregate returns of securities listed on exchanges in European, Australasian and Far Eastern markets.

- (e) The following footnotes are added underneath the “Investment Risk Classification Methodology” chart on page 35:

“*Effective on or about February 10, 2025, the reference index of the Fund will change to Solactive Canada Broad Market Index, which measures the performance of the all-cap segment in the Canadian market.

**Effective on or about February 10, 2025, the reference index of the Fund will change to Solactive GBS United States 500 Index, which measures the performance of the largest 500 companies from the US stock market.

***Effective on or about February 10, 2025, the reference index of the Fund will change to Solactive GBS Developed Markets ex. North America Large & Mid Cap Index, which measures the performance of the large and mid-cap segment covering approximately the largest 85% of the free-float market capitalization in the developed markets, excluding North America.”

- (f) The following is added as the second paragraph under the sub-heading “What does the fund invest in? – Investment Objectives” on page 49:

“Effective on or about February 10, 2025, the investment objectives of the Fund will be as follows:

The objective of the Fund is to provide long-term capital growth by investing primarily in Canadian equity securities that track the holdings of a generally recognized broad based Canadian equity market index.”

- (g) The first bullet under the sub-heading “What does the fund invest in? – Investment Strategies” on page 49, is deleted and replaced with the following bullet:

- “employ a passive investment strategy designed to closely replicate the holding characteristics and return performance of the S&P/TSX Capped Composite Index (prior to on or about February 10, 2025) and Solactive Canada Broad Market Index (on or about February 10, 2025);”

- (h) The following is added as the second paragraph under the sub-heading “Name and History” on page 50:

“Effective on or about February 10, 2025, the name of the Fund will be changed to MDPIM Canadian Equity Index Pool in English and Fonds collectif indice d’actions canadiennes GPPMD in French.”

- (i) The following is added as the second paragraph under the sub-heading “What does the fund invest in? – Investment Objectives” on page 50:

“Effective on or about February 10, 2025, the investment objectives of the Fund will be as follows:

The objective of the Fund is to provide long-term capital growth by investing primarily in U.S. equity securities that track the holdings of a generally recognized broad based U.S. equity market index.”

- (j) The first bullet under the sub-heading “What does the fund invest in? – Investment Strategies” on page 50, is deleted and replaced with the following bullet:

- “employ a passive investment strategy designed to closely replicate the holding characteristics and return performance of the S&P 500 Index (prior to on or about February 10, 2025) and Solactive GBS United States 500 Index (on or about February 10, 2025), in Canadian dollars;”

- (k) The following is added as the second paragraph under the sub-heading “Name and History” on page 51:

“Effective on or about February 10, 2025, the name of the Fund will be changed to MDPIM US Equity Index Pool in English and Fonds collectif indice d’actions américaines GPPMD in French.”

- (l) The following is added as the second paragraph under the sub-heading “What does the fund invest in? – Investment Objectives” on page 51:

“Effective on or about February 10, 2025, the investment objectives of the Fund will be as follows:

The objective of the Fund is to provide long-term capital growth by investing primarily in international equity securities, excluding Canada and the U.S., that track the holdings of a generally recognized broad based international equity market index.”

- (m) The first bullet under the sub-heading “What does the fund invest in? – Investment Strategies” on page 51, is deleted and replaced with the following bullet:

- “employ a passive investment strategy designed to closely replicate the holding characteristics and return performance of the MSCI EAFE Index (prior to on or about February 10, 2025) and Solactive GBS Developed Markets ex. North America Large & Mid Cap Index (on or about February 10, 2025), in Canadian dollars;”

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 S&P/TSX CAPPED COMPOSITE INDEX POOL
MDPIM S&P 500 INDEX POOL
MDPIM INTERNATIONAL EQUITY INDEX POOL

This Amendment No. 3 dated November 11, 2024, together with the simplified prospectus dated May 30, 2024, as amended by Amendment No. 1 dated August 12, 2024 and Amendment No. 2 dated September 23, 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: November 11, 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

CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR

OF

MDPIM S&P/TSX CAPPED COMPOSITE INDEX POOL (Series F Units only)

MDPIM S&P 500 INDEX POOL (Series F Units only)

MDPIM INTERNATIONAL EQUITY INDEX POOL (Series F Units only)

To the best of our knowledge, information and belief, this Amendment No. 1 dated November 11, 2024, together with the simplified prospectus dated May 30, 2024, as amended by Amendment No. 1 dated August 12, 2024 and Amendment No. 2 dated September 23, 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: November 11, 2024

On behalf of MD Management Limited, the Principal Distributor of the Fund

(signed) "Pamela Allen"

Pamela Allen
Chief Executive Officer
MD Management Limited