



**MD Financial
Management Inc.**

MD Family of Funds

2024 Interim Management Report of Fund Performance

DISCLOSURE

This interim management report of fund performance contains financial highlights but does not contain the complete interim financial statements of the investment fund. You can obtain a copy of the interim financial statements at your request, and at no cost, by calling 1 800 267-2332, by writing to us at MD Financial Management Inc., 1870 Alta Vista Drive, Ottawa, Ontario, K1G 6R7, or by visiting our website at md.ca or SEDAR+ at sedarplus.ca. Security holders may also contact us using one of these methods to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.

A Message to MD Family of Funds Investors

Dear MD Family of Funds Investor:

As part of our commitment to keeping you informed about your MD Fund investments, please find attached the 2024 Interim Management Report of Fund Performance (MRFP). If you also opted to receive the fund's financial statements, they are included in this package.

The interim MRFP is a regulatory document that supplements the interim financial statements. The document includes a brief discussion and analysis of the funds as well as an explanation of how the markets and overall asset mix have affected the fund investment activities, performance and financial highlights, as well as an explanation of how the markets and overall asset mix have affected the fund.

The report is produced on a fund-by-fund basis, and your report only includes information on the funds you owned as of June 30, 2024.

If you have any questions regarding these documents, please contact your MD Advisor or the MD Trade Centre at 1 800 267-2332.

We thank you for your continued investment in the MD Family of Funds.

MD Financial Management Inc. wholly owns or has a majority interest in the MD Group of Companies. It provides financial products and services, is the fund manager for the MD Family of Funds and offers investment counselling services. For a detailed list of the MD Group of Companies, visit md.ca.

Commissions, trailing commissions, management fees and expenses all may be associated with mutual fund investments. The rate of return is used only to illustrate the effects of the compound growth rate and is not intended to reflect future values of the mutual fund or returns on investment in the mutual fund. Standard performance data assumes reinvestment of distributions only and does not take into account sales, redemption, distribution or optional charges payable by any securityholder which would have reduced returns. Mutual funds are not guaranteed, their values change frequently and past performance may not be repeated. Please read the prospectus before investing. You may obtain a copy of the prospectus before investing by calling your MD Advisor or the MD Trade Centre at 1 800 267-2332.

MDPIM S&P 500 Index Pool

Management Report of Fund Performance (June 30, 2024)

Results of Operations

For the period ended June 30, 2024, the Fund had total returns of 18.7% (Series A), and 18.7% (Series F).

The U.S. equity market ended the 6-month period in positive territory as the S&P 500 Index (C\$) returned 19.6%.

The first half of 2024 witnessed equity markets generate double-digits returns while surprisingly the U.S. Federal Reserve (Fed) kept interest rates at bay (no change). The Federal Funds rate remained steady between 5.25% to 5.5%.

The Fed has taken a wait and see approach on reducing interest rates. The basis for this stance is that inflation remains stubbornly above the Fed's 2% target inflation rate. As of May, the inflation rate came in at 3.3%. Over the preceding twelve months inflation has hovered within the 3.0% to 3.7% range.

As interest rates remain at the highest levels since 2001, U.S. economic growth endures – steady hiring continues to fuel consumer spending and, in turn, an economic expansion unlike any the U.S. has seen. Employers added 2.75 million jobs over the last 12 months, including 272,000 in May, according to the U.S. Labor Department. The unemployment rate has been at or below 4% for 30 consecutive months, something that last occurred in the late 1960s.

All 11 GICS (Global Industry Classification Standard) sectors posted positive returns over the 6-month period. The best performing sectors were Information Technology, Communication Services and Energy. The worst performing sectors were Real Estate, Materials and Consumer Discretionary.

Over the period, the U.S. dollar strengthened against the Japanese yen, Canadian dollar and Euro currency, while remaining flat against the British pound.

As the MDPIM S&P 500 Index Pool is an index fund, it is designed to replicate as close as possible to the S&P 500 from a sector allocation perspective. Out of the eleven sectors represented in the portfolio, the Information Technology and Financials sectors received on average the highest portfolio weightings, while the Real Estate and Utilities sectors received the lowest allocations. All sectors contributed positively to performance, with strength being especially strong in the IT and Communication Services sectors.

As at June 30, 2024, the total net asset value of the Fund was \$1.61 billion, an increase of 19% since the beginning of the year. The increase is due to net investment gain and net contributions, offset by income distributions to unitholders.

Recent Developments

STRATEGIC CHANGES

There have been no strategic changes and the Fund continues to be managed in a manner consistent with its investment mandate and is positioned to achieve its long-term objectives. The Investment Advisers have adhered to their investment disciplines and portfolio strategies.

The Fund's core investment philosophy is to seek diversification through balanced exposure to securities in the U.S. equity market.

Related Party Transactions

MD Financial Management Inc. is the Manager, Registrar and Trustee of the Fund. As Manager, MD Financial Management Inc. manages the overall business of the MD Family of Funds and the MDPIM Pools (collectively "the Funds") and is responsible for: setting investment objectives, providing and/or retaining the services of third party service providers for fund accounting services, administration services, and promoting the sales of the Fund's units.

The Manager is a wholly-owned subsidiary of The Bank of Nova Scotia (Scotiabank).

1832 Asset Management LP, a subsidiary of Scotiabank, is the portfolio manager of the Funds. MD Financial Management Inc., as Manager, continues to have overall responsibility for the management of the Funds. MD Financial Management Inc. is the registered portfolio manager and provides the discretionary portfolio management services to managed-account clients through MD Private Investment Counsel. 1832 Asset Management LP is responsible for the overall performance of the Funds, the management of fund assets and the selection and monitoring of the Funds' sub-advisors.

The Manager, on behalf of the Fund, may enter into transactions or arrangements with other members of Scotiabank or certain other companies that are related or connected to the Manager (each a "related party"). All transactions between the Fund and the related parties are in the normal course of business and are carried out at arm's length terms.

As Registrar, MD Financial Management Inc. keeps track of the owners of units of the MDPIM Pools, processes purchase, transfer and redemption orders, issues investor account statements, and issues annual tax reporting information.

As the Fund is organized as a Trust, investing in the Fund means purchasing units of the Trust. As Trustee to the Fund, MD Financial Management Inc. holds actual title to the property in the Fund—the cash and securities the Fund invests in—on behalf of the unitholders.

Units of the MDPIM Pools are only available to clients of MD Private Trust Company or discretionary managed account clients of MD Financial Management Inc. MD Management Limited ceased to be the principal distributor of the MDPIM Pools as effective October 29, 2018, except for Series F units of the Pools which are available through accounts held at MD Management Limited, which acts as principal distributor in respect of those units. MD Management Limited is a wholly owned subsidiary of MD Financial Management Inc.

INDEPENDENT REVIEW COMMITTEE

The Manager has established an independent review committee (the "IRC") in accordance with National Instrument 81-107 – Independent Review Committee for Investment Funds ("NI 81-107") with a mandate to review and provide recommendations or approval, as required, on conflict of interest matters referred to it by the Manager on behalf of the Fund. The IRC is responsible for overseeing the Manager's decisions in situations where the Manager is faced with any present or perceived conflicts of interest, all in accordance with NI 81-107.

The IRC may also approve certain mergers between the Fund and other funds and any change of the auditor of the Fund. Subject to any corporate and securities law requirements, no securityholder approval will be obtained in such circumstances, but you will be sent a written notice at least 60 days before the effective date of any such transaction or change of auditor. In certain circumstances, securityholder approval may be required to approve certain mergers.

MDPIM S&P 500 Index Pool

Management Report of Fund Performance (June 30, 2024)

The IRC has four members: Stephen J. Griggs (Chair), Heather A.T. Hunter, Jennifer L. Witterick and Steven Donald each of whom is independent of the Manager.

The IRC prepares and files a report to the securityholders each fiscal year that describes the IRC and its activities for securityholders, as well as contains a complete list of the standing instructions. These standing instructions 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. This report to the securityholders is available on the Manager's website or, at no cost, by contacting the Manager.

The compensation and other reasonable expenses of the IRC will be paid out of the assets of the Fund as well as out of the assets of the other investment funds for which the IRC may act as the independent review committee. The compensation for the IRC is an annual flat fee. Expenses of the IRC may include premiums for insurance coverage, travel expenses and reasonable out-of-pocket expenses.

The Manager is required to advise the IRC of any breach of a condition of any standing instructions. The standing instructions require, among other things, that the investment decision in respect to a related party transaction: (a) is made by the Manager free from any influence by an entity related to the Manager and without taking into account any consideration to any associate or affiliate of the Manager; (b) represents the business judgment of the Manager uninfluenced by considerations other than the best interests of the Fund; and (c) is made in compliance with the Manager's written policies and procedures. Transactions made by the Manager under the standing instructions are subsequently reviewed by the IRC to monitor compliance.

The Manager, in respect of its management of the Fund relied on IRC standing instructions regarding related party transactions as set out below:

- Paying brokerage commissions and spreads to a related party for effecting security transactions on a principal basis on behalf of the Fund;
- Purchases or sales of securities of an issuer from or to another investment fund managed by the Manager;
- Investments in the securities of issuers for which a related underwriter acted as an underwriter during the distribution of such securities and the 60-day period following the completion of such distribution;
- Purchases of securities of a related party;
- Investment Advisor Monitoring and Oversight

Management Fees

No management fee is charged in respect of Series A units of the Fund. Investors in these units have agreed to pay a managed account fee directly to MD Financial Management Inc.

Series F unitholders pay a separate managed account fee directly to MD Management Limited. 100% of the management fee on Series F is for investment management and other services.

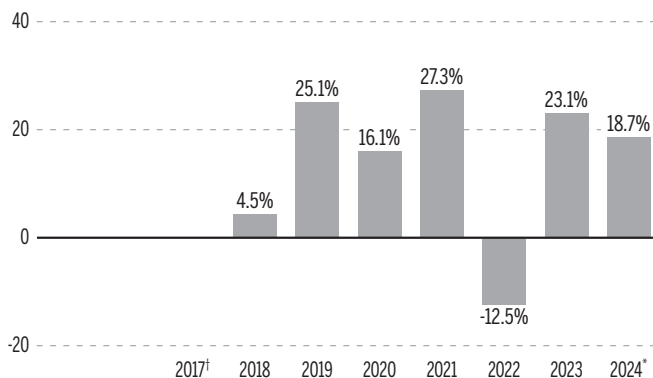
Past Performance

The following bar chart shows the Fund's annual performance for each of the years shown, and illustrates how the Fund's performance changed from year to year. The chart shows, in percentage terms, how much an investment made on the first day of each calendar year would have grown or decreased by the last day of each calendar year.

The performance information assumes that all distributions made by the Fund were reinvested in additional units of the Fund and does not take into account sales, redemption, distribution or other optional charges that would reduce returns. How the Fund has performed in the past does not necessarily indicate how the Fund will perform in the future.

YEAR-BY-YEAR RETURNS

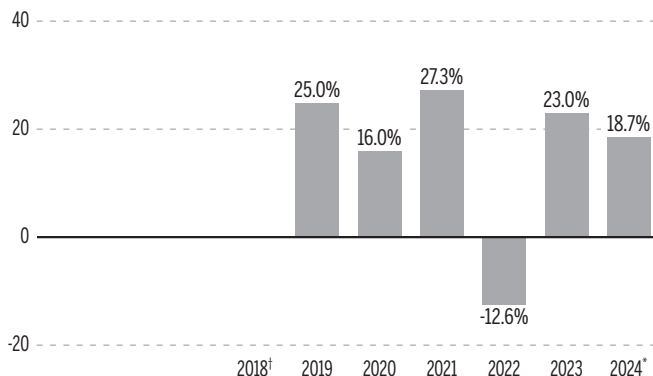
Series A



[†]Series A units are not reported in 2017 as they had been in existence for less than 12 months.

*Returns for the period from January 1, 2024 to June 30, 2024.

Series F



[†]Series F units are not reported in 2018 as they had been in existence for less than 12 months.

*Returns for the period from January 1, 2024 to June 30, 2024.

Regarding Forward-Looking Statements

This document contains forward-looking statements. Such statements are generally identifiable by the terminology used, such as "plan", "anticipate", "intend", "expect", "estimate", or other similar wording.

These forward-looking statements are subject to known and unknown risks and uncertainties and other factors which may cause actual results, levels of activity and achievements to differ materially from those expressed or implied by such statements. Such factors include, but are not limited to: general economic, market and business conditions; fluctuations in securities prices; fluctuation in interest rates and foreign currency exchange rates; and actions by governmental authorities. Future events and their effects on the Fund may not be those anticipated. Actual results may differ materially from the results anticipated in these forward-looking statements.

MDPIM S&P 500 Index Pool

Management Report of Fund Performance (June 30, 2024)

Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the past five years, if applicable. This information is derived from the Fund's audited annual financial statements and unaudited interim financial statements.

THE FUND'S NET ASSETS PER UNIT¹

SERIES A	Six months ended		Year ended December 31			
	June 30, 2024	2023	2022	2021	2020	2019
Net assets – beginning of the period	\$ 19.57	\$ 16.12	\$ 18.69	\$ 14.85	\$ 13.02	\$ 10.57
Increase (decrease) from operations:						
Total revenue	\$ 0.15	\$ 0.26	\$ 0.23	\$ 0.20	\$ 0.21	\$ 0.20
Total expenses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net realized gains (losses) for the period	\$ 0.28	\$ 0.87	\$ 0.75	\$ 0.58	\$ 0.50	\$ 0.23
Net unrealized gains (losses) for the period	\$ 3.23	\$ 2.58	\$ (3.31)	\$ 3.28	\$ 1.33	\$ 2.11
Total increase (decrease) from operations ²	\$ 3.66	\$ 3.71	\$ (2.33)	\$ 4.06	\$ 2.04	\$ 2.54
Distributions:						
From income (excluding dividends)	\$ (0.16)	\$ (0.26)	\$ (0.22)	\$ (0.20)	\$ (0.23)	\$ (0.19)
From dividends	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
From capital gains	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Return of capital	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total annual distributions ³	\$ (0.16)	\$ (0.26)	\$ (0.22)	\$ (0.20)	\$ (0.23)	\$ (0.19)
Net assets – end of the period	\$ 23.07	\$ 19.57	\$ 16.12	\$ 18.69	\$ 14.85	\$ 13.02

SERIES F	Six months ended		Year ended December 31			
	June 30, 2024	2023	2022	2021	2020	2019
Net assets – beginning of the period	\$ 18.87	\$ 15.53	\$ 17.99	\$ 14.28	\$ 12.50	\$ 10.14
Increase (decrease) from operations:						
Total revenue	\$ 0.15	\$ 0.24	\$ 0.22	\$ 0.20	\$ 0.20	\$ 0.19
Total expenses	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)
Net realized gains (losses) for the period	\$ 0.29	\$ 0.85	\$ 0.71	\$ 0.59	\$ 0.54	\$ 0.24
Net unrealized gains (losses) for the period	\$ 3.02	\$ 2.48	\$ (2.99)	\$ 3.17	\$ 1.45	\$ 1.92
Total increase (decrease) from operations ²	\$ 3.45	\$ 3.56	\$ (2.07)	\$ 3.95	\$ 2.18	\$ 2.34
Distributions:						
From income (excluding dividends)	\$ (0.13)	\$ (0.22)	\$ (0.19)	\$ (0.17)	\$ (0.19)	\$ (0.16)
From dividends	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
From capital gains	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Return of capital	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total annual distributions ³	\$ (0.13)	\$ (0.22)	\$ (0.19)	\$ (0.17)	\$ (0.19)	\$ (0.16)
Net assets – end of the period	\$ 22.26	\$ 18.87	\$ 15.53	\$ 17.99	\$ 14.28	\$ 12.50

¹ This information is derived from the Fund's audited annual financial statements and unaudited interim financial statements.

² Net assets and distributions are based on the actual number of units outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of units outstanding over the financial year. This table is not intended to be a reconciliation of beginning to ending net assets per unit.

³ Distributions were paid in cash or reinvested in additional units of the Fund, or both.

MDPIM S&P 500 Index Pool

Management Report of Fund Performance (June 30, 2024)

Financial Highlights (continued)

RATIOS AND SUPPLEMENTAL DATA

SERIES A	Six months ended		Year ended December 31			
	June 30, 2024	2023	2022	2021	2020	2019
Total net assets, end of the period ¹	\$ 1,416,826,759	\$ 1,230,876,842	\$ 1,168,396,108	\$ 1,344,599,796	\$ 1,041,459,780	\$ 1,000,283,304
Number of units outstanding	61,408,423	62,889,600	72,459,704	71,938,224	70,125,091	76,816,561
Management expense ratio ²	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Management expense ratio before tax	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Management expense ratio before waivers or absorptions	0.02%	0.02%	0.02%	0.03%	0.03%	0.04%
Trading expense ratio ³	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Portfolio turnover rate ⁴	7.54%	8.56%	17.84%	12.09%	11.36%	16.59%
Net assets per unit	\$ 23.07	\$ 19.57	\$ 16.12	18.69	14.85	13.02

SERIES F	Six months ended		Year ended December 31			
	June 30, 2024	2023	2022	2021	2020	2019
Total net assets, end of the period ¹	\$ 192,960,033	\$ 123,151,483	\$ 73,073,800	\$ 65,964,247	\$ 34,752,863	\$ 18,575,553
Number of units outstanding	8,669,074	6,527,481	4,706,354	3,667,352	2,433,212	1,486,201
Management expense ratio ²	0.08%	0.08%	0.08%	0.08%	0.08%	0.08%
Management expense ratio before tax	0.07%	0.07%	0.07%	0.07%	0.07%	0.07%
Management expense ratio before waivers or absorptions	0.10%	0.10%	0.10%	0.11%	0.11%	0.12%
Trading expense ratio ³	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Portfolio turnover rate ⁴	7.54%	8.56%	17.84%	12.09%	11.36%	16.59%
Net assets per unit	\$ 22.26	\$ 18.87	\$ 15.53	\$ 17.99	\$ 14.28	\$ 12.50

¹ This information is provided as at June 30 or December 31 of the period shown.

² The management expense ratio ("MER") is based on total expenses for the stated period (excluding commissions, withholding taxes and other portfolio transaction costs) and the Fund's proportionate share of the MER, if applicable, of exchange traded funds ("ETFs") in which the Fund has invested, expressed as an annualized percentage of daily average net asset value during the period.

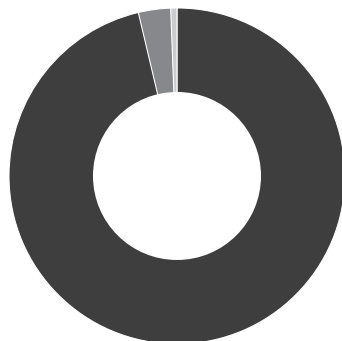
³ The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net assets during the period.

⁴ The Fund's portfolio turnover rate indicates how actively the Fund's portfolio advisor manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the year. The higher a fund's portfolio turnover rate in a year, the greater the trading costs payable by the fund in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

MDPIM S&P 500 Index Pool

Summary of Investment Portfolio, June 30, 2024

NET ASSETS: \$1,609.8 MILLION



■	96.3%	US Equities
■	3.1%	Foreign Equities
■	0.6%	Cash and Other Net Assets (Liabilities)

PORTFOLIO ALLOCATION (PERCENTAGE OF NET ASSETS)

US EQUITIES

Communication Services	9.3%
Consumer Discretionary	9.7%
Consumer Staples	5.5%
Energy	3.5%
Financials	11.8%
Health Care	11.4%
Industrials	7.5%
Information Technology	31.6%
Materials	1.6%
Real Estate	2.2%
Utilities	2.2%
TOTAL US EQUITIES	96.3%

TOP 25 HOLDINGS (PERCENTAGE OF NET ASSETS)

Microsoft Corporation	7.2%
NVIDIA Corporation	6.6%
Apple Inc.	6.6%
Alphabet Inc.	4.3%
Amazon.com, Inc.	3.8%
Meta Platforms Inc. Cl. A	2.4%
Berkshire Hathaway Inc. Cl. B	1.6%
Eli Lilly and Company	1.6%
Broadcom Inc.	1.5%
JPMorgan Chase & Co.	1.3%
Tesla, Inc.	1.2%
Exxon Mobil Corporation	1.1%
UnitedHealth Group Incorporated	1.0%
Visa Inc. Cl. A	0.9%
Cash and short-term investments	0.9%
The Procter & Gamble Company	0.9%
Costco Wholesale Corporation	0.8%
MasterCard Incorporated Cl. A	0.8%
Johnson & Johnson	0.8%
The Home Depot, Inc.	0.7%
Merck & Co., Inc.	0.7%
AbbVie Inc.	0.7%
Walmart Inc.	0.6%
Netflix, Inc.	0.6%
Bank of America Corporation	0.6%

FOREIGN EQUITIES

Bermuda	0.2%
Curacao	0.1%
Ireland	1.9%
Jersey	0.1%
Liberia	0.1%
Netherlands	0.2%
Switzerland	0.4%
Other Countries	0.1%
TOTAL FOREIGN EQUITIES	3.1%

CASH AND SHORT-TERM INVESTMENTS 0.9%

OTHER NET ASSETS (0.3)%

TOTAL NET ASSETS 100.0%

The Cash and Short-Term Investments and Other Net Assets may appear negative due to the timing of cash flows between the trade date and settlement date for transactions on underlying securities.

Note: Summary of Investment Portfolio may change due to ongoing portfolio transactions of the investment fund. A quarterly update is available.

The Net Assets, Portfolio Allocation and Top 25 Holdings in the tables are based on the net assets as at June 30, 2024.

Commissions, trailing commissions, management fees and expenses all may be associated with mutual fund investments. Please read the prospectus before investing. Mutual funds are not guaranteed, their values change frequently and past performance may not be repeated. To obtain a copy of the prospectus, please call your MD Advisor, or the MD Trade Centre at 1 800 267-2332.



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