

BNS CANADIAN BANKS (AR) CALLABLE CONTINGENT \$4.41 COUPON NOTES, SERIES 138F (CAD)

PRINCIPAL AT RISK NOTES – MARCH 4, 2024

February 4, 2021

A Bank of Nova Scotia short form base shelf prospectus dated March 11, 2020, a prospectus supplement thereto dated March 11, 2020 and pricing supplement No. 1776 (the "pricing supplement") thereto dated February 4, 2021 (collectively, the "Prospectus") have been filed with the securities regulatory authorities in each of the provinces and territories of Canada. A copy of the Prospectus and any amendments or supplements thereto that have been filed are required to be delivered with this document. The Prospectus and any amendments or supplements thereto contain important information relating to the securities described in this document. This document does not provide full disclosure of all material facts relating to the securities offered and investors should read the Prospectus, and any amendments or supplements thereto, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision. A copy of the short form base shelf prospectus, the prospectus supplement and the pricing supplement can also be obtained at www.sedar.com. Unless the context otherwise requires, terms not otherwise defined herein will have the meaning ascribed thereto in the Prospectus.

Linked to Solactive Canada Bank 30 AR Index	Contingent \$0.3675 Monthly Coupon Payments	Monthly Autocall at 105.00% of the Initial Index Level Starting at September 7, 2021	50.00% Contingent Protection at Maturity
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KEY TERMS

Issuer:	The Bank of Nova Scotia (the "Bank").
Index*:	Solactive Canada Bank 30 AR Index (the "Index"). The Index was launched on June 25, 2020.
Monthly Coupon Payments:	<p>Holders of record on the applicable Monthly Coupon Payment Record Date may be entitled to receive from the Bank a Monthly Coupon Payment, determined as follows:</p> <p>If the Closing Index Level on the relevant Monthly Coupon Payment Valuation Date is greater than the Barrier Level: the Monthly Coupon Payment will be \$0.3675 per Note.</p> <p>If the Closing Index Level on the relevant Monthly Coupon Payment Valuation Date is less than or equal to the Barrier Level: no Monthly Coupon Payment will be made.</p> <p>The aggregate Monthly Coupon Payments over the term of the Notes will not exceed \$13.23 per Note. If the Notes are called, holders will receive both the Principal Amount and the Monthly Coupon Payment for the applicable Autocall Valuation Date.</p>
Autocall:	105.00% of the Initial Index Level. The Notes will be automatically called (i.e., redeemed) by the Bank if the Closing Index Level on any Autocall Valuation Date is greater than or equal to the Autocall Level. The Notes cannot be automatically called prior to September 7, 2021. If the Closing Index Level on any Autocall Valuation Date is not greater than or equal to the Autocall Level, the Notes will not be automatically called by the Bank. Investors should note that the automatic call feature is monthly. Investors should note that (i) in order for the level of the Index to increase, the level of the Target Index must increase by more than 30 index points per annum, and (ii) in order for the Notes to be called on any Autocall Valuation Date, the level of the Target Index must increase by the incremental amount necessary for the level of the Index to increase by at least 5.00% from the Initial Index Level.
Contingent Protection:	50.00% contingent protection. The Notes provide contingent principal protection at maturity if the Final Index Level on the Final Valuation Date is greater than the Barrier Level (which is 50.00% of the Initial Index Level). If the Final Index Level on the Final Valuation Date is equal to or less than the Barrier Level, a holder of the Notes will be fully exposed to any negative performance of the Index, meaning that substantially all of such holder's investment may be lost (subject to a minimum principal repayment of \$1.00 per Note).

*The Closing Index Level reflects the gross total return performance of the Target Index as reduced by the Adjusted Return Factor. The Closing Index Level on January 27, 2021 was 666.57. The Adjusted Return Factor as a percentage of the Closing Index Level on January 27, 2021 was equal to 4.50%. Investors should note that the foregoing percentage amount is not an estimate or forecast of what any such percentage amount may be over the term of the Notes. The annual dividend yield on the Target Index as of January 27, 2021 was 4.50%, representing an aggregate dividend yield of approximately 14.12% annually compounded over the term of the Notes on the assumption that the dividends paid on the securities comprising the Target Index remain constant.

Fundserv	Available Until	Issue Date	Term to Maturity
SSP2554	February 25, 2021	March 4, 2021	3 years (if not called)

CONTACT INFORMATION

www.investorsolutions.gbm.scotiabank.com

Sales and Marketing:	1-866-416-7891
Fundserv Customer Service for Advisors:	1-833-594-3143

The information above must be read in conjunction with the Prospectus.

ADDITIONAL KEY TERMS

Principal Amount:	\$100.00 per Note.
Minimum Investment:	\$5,000 (50 Notes).
CUSIP:	06415FKP6.
Fundserv Code:	SSP2554.
Initial Valuation Date:	March 4, 2021, provided that if such day is not an Exchange Business Day then the Initial Valuation Date will be the first succeeding day that is an Exchange Business Day, subject to the occurrence of any special circumstances (see "Special Circumstances" in the pricing supplement).
Index:	<p>Whether there is a return on the Notes through the Monthly Coupon Payments and whether the Principal Amount is returned at maturity is based on the performance of the Solactive Canada Bank 30 AR Index (the "Index"). The Index aims to track the gross total return performance of the Solactive Canada Bank TR Index (the "Target Index"), subject to reduction for a synthetic dividend of 30 index points per annum calculated daily in arrears at the time the Index is calculated (the "Adjusted Return Factor"). The Target Index is a free-float market capitalization index of stocks of issuers listed on the Toronto Stock Exchange that have their primary listing in Canada and that are classified as "Major Banks" or "Regional Banks" in accordance with the industry sector classification system used by the Index Sponsor and referenced in the guideline for the Target Index. The Target Index is a gross total return index that reflects the applicable price changes of its constituent securities and any dividends and distributions paid in respect of such securities, without deduction of any withholding tax or other amounts to which an investor holding the constituent securities of the Target Index would typically be exposed. For the calculation of the level of the Target Index, any dividends or other distributions paid on the constituent securities of the Target Index are reinvested across all the constituent securities of the Target Index.</p> <p>The Index and Target Index were launched on June 25, 2020 and July 28, 2017, respectively. Accordingly, there is limited performance history for the Index and the Target Index to evaluate the prior performance of the Index and Target Index. The level of the Index may be affected by the volatility of the prices of the equity securities of the issuers comprising the Target Index, which prices may be more volatile than the equity market generally, meaning that such prices can fluctuate and change considerably in relatively short periods and the performance of such prices cannot be predicted for any future period and as a result an investment linked to Index levels may also be volatile. There is no assurance of the ability of issuers comprising the Target Index to declare and pay dividends or make distributions in respect of the constituent securities of the Target Index or to sustain or increase such dividends and distributions at or above historical levels. Prospective investors are urged to consult publicly available sources for the levels of the Index and the Target Index and the patterns of fluctuations and changes in the levels of the Index and the Target Index and the prices and trading patterns of the constituent securities of the Target Index before investing in the Notes. See "Risk Factors" in the pricing supplement. The common shares of the Bank are included in the Target Index.</p> <p>The Notes do not represent a direct or indirect investment in the Index, the Target Index or the constituent securities of the Target Index, and holders will have no right or entitlement to such securities, including voting rights or the right to receive any dividends, distributions or other income or amounts accruing or paid thereon. The Closing Index Level reflects the gross total return performance of the Target Index as reduced by the Adjusted Return Factor. The Closing Index Level on January 27, 2021 was 666.57. The Adjusted Return Factor as a percentage of the Closing Index Level on January 27, 2021 was equal to 4.50%. Investors should note that the foregoing percentage amount is not an estimate or forecast of what any such percentage amount may be over the term of the Notes. The annual dividend yield on the Target Index as of January 27, 2021 was 4.50%, representing an aggregate dividend yield of approximately 14.12% annually compounded over the approximately 3 year term of the Notes on the assumption that the dividends paid on the securities comprising the Target Index remain constant. Investors should note that the foregoing dividend yield information is for comparative purposes only and is not an indication of any future dividends that might be paid or payable on such securities. There is no requirement for the Bank to hold any interest in the Index, the Target Index or the constituent securities of the Target Index.</p>
Autocall Valuation Dates and Final Valuation Date:	The specific Autocall Valuation Dates and the Final Valuation Date for the Notes are set forth in the pricing supplement (see "Valuation Dates, Record Dates and Payment Dates" in the pricing supplement), subject to the Notes being automatically called by the Bank and to the occurrence of any special circumstances (see "Special Circumstances" in the pricing supplement).
Coupon Payment Valuation Dates, Record Dates and Payment Dates:	The specific Monthly Coupon Payment Valuation Dates, Monthly Coupon Payment Record Dates and Monthly Coupon Payment Dates for the Notes are set forth in the pricing supplement (see "Monthly Coupon Payments" in the pricing supplement), subject to the Notes being automatically called by the Bank and to the occurrence of any special circumstances (see "Special Circumstances" in the pricing supplement).

Maturity Redemption Amount:	<p>Holders of record on the applicable Record Date will be entitled to an amount payable per Note if they are automatically called by the Bank or at maturity (in each case, the "Maturity Redemption Amount") as calculated by the Calculation Agent in accordance with the applicable formula below:</p> <p>If the Closing Index Level on an Autocall Valuation Date or the Final Valuation Date is greater than or equal to the Autocall Level, the Maturity Redemption Amount will equal:</p> <p>Principal Amount</p> <p>If the Final Index Level on the Final Valuation Date is less than the Autocall Level but greater than the Barrier Level, the Maturity Redemption Amount will equal:</p> <p>Principal Amount</p> <p>If the Final Index Level on the Final Valuation Date is equal to or less than the Barrier Level, the Maturity Redemption Amount will equal:</p> <p>Principal Amount + (Principal Amount x Index Return)</p> <p>The Maturity Redemption Amount will be substantially less than the Principal Amount invested by an investor if the Final Index Level on the Final Valuation Date is equal to or less than the Barrier Level. The Maturity Redemption Amount will be subject to a minimum principal repayment of \$1.00 per Note. The return on the Notes will not reflect the total return that an investor would receive if such investor owned the securities included in the Target Index.</p>
Barrier Level:	50.00% of the Initial Index Level.
Index Return:	<p>The Index Return is an amount expressed as a percentage (which can be zero, positive or negative) calculated by the Calculation Agent in accordance with the following formula:</p> <p>(Final Index Level – Initial Index Level) / Initial Index Level</p>
Closing Index Level:	The official closing level or value of the Index on a given day as calculated and announced by the Index Sponsor on an Exchange Business Day.
Initial Index Level:	The Closing Index Level on the Initial Valuation Date.
Final Index Level:	The Closing Index Level on an Autocall Valuation Date or the Final Valuation Date, as the case may be.
Listing and Secondary Market:	The Notes will not be listed on any exchange or marketplace. Scotia Capital Inc. will use reasonable efforts under normal market conditions to provide a daily secondary market for the sale of the Notes but reserves the right to elect not to do so at any time in the future, in its sole and absolute discretion, without prior notice to holders.
Eligibility for Investment:	Eligible for RRSPs, RRIFs, RESPs, RDSPs, DPSPs and TFSA's.
Fees and Expenses:	There is no selling concession fee payable to the Investment Dealers in respect of the Notes. A fee of up to \$0.15 per Note sold (or up to 0.15% of the Principal Amount) will be payable directly by the Bank to Manulife Securities Incorporated at closing for acting as the independent agent. The payment of these fees will not reduce the amount on which the Maturity Redemption Amount payable on the Notes is calculated.

HYPOTHETICAL EXAMPLES

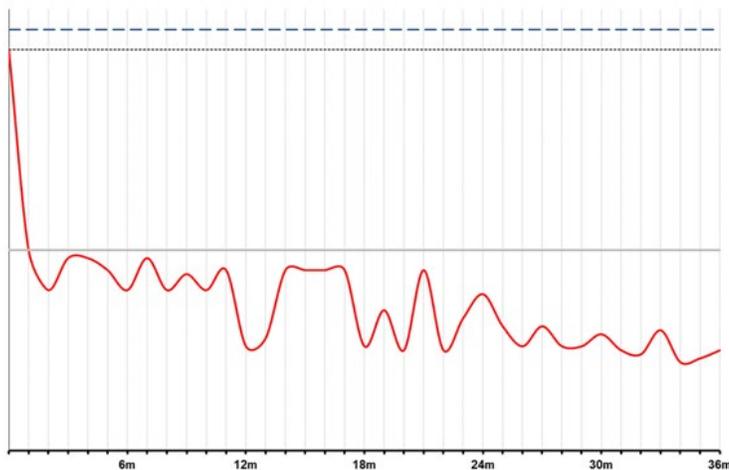
The following examples show how the Index Return and Maturity Redemption Amount would be calculated based on certain hypothetical values and assumptions set out below. **These examples are for illustrative purposes only and should not be construed as an estimate or forecast of the performance of the Index or the return that an investor might realize on the Notes.** The Index Return will be calculated based on the performance of the Index, which reflects the gross total return performance of the Target Index as reduced by the Adjusted Return Factor. Certain dollar amounts are rounded to the nearest whole cent and "\$" refers to the relevant currency for the specific hypothetical dollar amounts and hypothetical prices that the context requires.

Hypothetical values for calculations:

Initial Index Level*:	100.00
Barrier Level:	50.00% of the Initial Index Level = 50.00% x 100.00 = 50.00
Autocall Level:	105.00% of the Initial Index Level = 105.00% x 100.00 = 105.00

*The Initial Index Level of 100.00 is a hypothetical Initial Index Level that has been chosen for illustrative purposes only and does not represent either the actual Initial Index Level or an estimate or forecast thereof. The actual Initial Index Level will be equal to the Closing Index Level on the Initial Valuation Date.

Example #1 – The Notes are not automatically called as the Closing Index Level on each Autocall Valuation Date is less than the Autocall Level. The Final Index Level on the Final Valuation Date is equal to or less than the Barrier Level.



Time From Issue Date (in Months) and Valuation Dates

25.00% of Initial Index Level = Final Index Level	Payments per Note	
105.00% Autocall Level	Aggregate Monthly Coupon Payments	\$0.00
100.00% of Initial Index Level	Maturity Redemption Amount	\$25.00
50.00% Barrier Level	The Notes cannot be automatically called prior to September 7, 2021.	

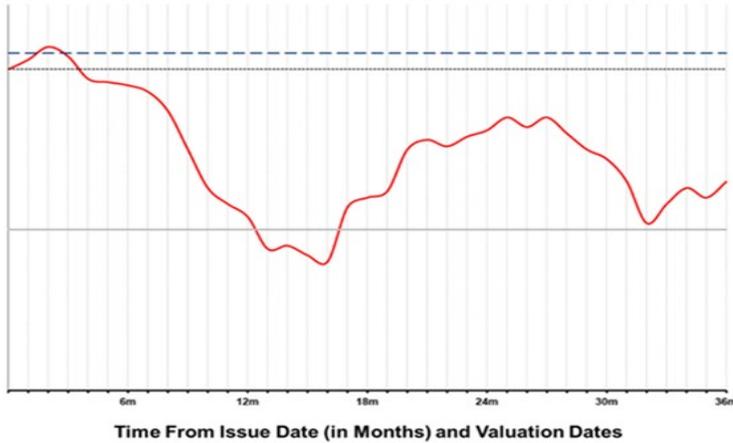
Since the Final Index Level (25.00) on the Final Valuation Date is less than the Barrier Level (50.00), the Maturity Redemption Amount is calculated as follows:

Principal Amount + (Principal Amount x Index Return)
 $\$100.00 + (\$100.00 \times -75.00\%) = \25.00 per Note

In this example, since the Closing Index Level is less than the Barrier Level on all Monthly Coupon Payment Valuation Dates, an investor would not receive any Monthly Coupon Payments.

An investor would receive a Maturity Redemption Amount of \$25.00 per Note on the Maturity Date, which is equivalent to an annual compound rate of return of approximately -37.00% per Note.

Example #2 – The Notes are not automatically called as the Closing Index Level on each Autocall Valuation Date is less than the Autocall Level. The Final Index Level on the Final Valuation Date is less than the Autocall Level, but greater than the Barrier Level.



65.00% of Initial Index Level = Final Index Level	Payments per Note	
105.00% Autocall Level	Aggregate Monthly Coupon Payments	\$11.76
100.00% of Initial Index Level	Maturity Redemption Amount	\$100.00
50.00% Barrier Level	The Notes cannot be automatically called prior to September 7, 2021.	

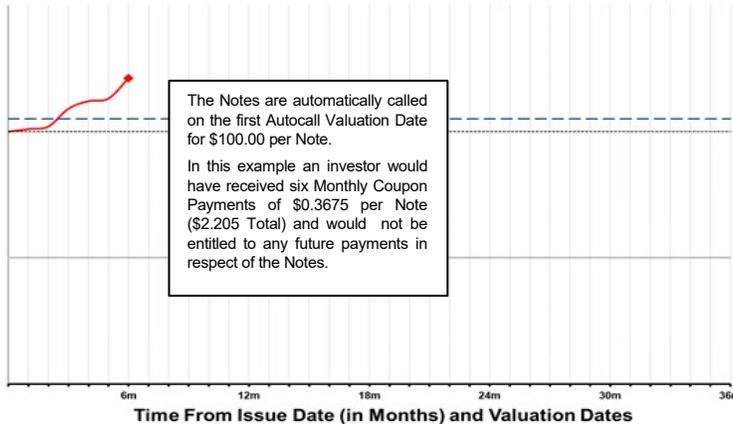
Since the Final Index Level (65.00) on the Final Valuation Date is less than the Autocall Level (105.00), but greater than the Barrier Level (50.00), the Maturity Redemption Amount is calculated as follows:

Principal Amount
\$100.00 per Note

In this example, an investor would receive Monthly Coupon Payments for each of the first twelve Monthly Coupon Payment Valuation Dates and for each of the 17th to the 36th Monthly Coupon Payment Valuation Dates, but would not receive any Monthly Coupon Payments for the 13th to the 16th Monthly Coupon Payment Valuation Dates since the Closing Index Level on each such Monthly Coupon Payment Valuation Date is less than the Barrier Level.

An investor would receive aggregate Monthly Coupon Payments of \$11.76 per Note, and a Maturity Redemption Amount of \$100.00 per Note, on the Maturity Date, which is equivalent to an annual compound rate of return of approximately 3.78% per Note.

Example #3 – The Notes are automatically called on the first Autocall Valuation Date as the Closing Index Level on the first Autocall Valuation Date is greater than or equal to the Autocall Level.



121.00% of Initial Index Level = Closing Index Level	Payments per Note	
105.00% Autocall Level	Aggregate Monthly Coupon Payments	\$2.205
100.00% of Initial Index Level	Maturity Redemption Amount	\$100.00
50.00% Barrier Level	The Notes cannot be automatically called prior to September 7, 2021.	

Since the Closing Index Level (121.00) on the first Autocall Valuation Date is greater than the Autocall Level (105.00), the Maturity Redemption Amount is calculated as follows:

Principal Amount
\$100.00 per Note

In this example, since the Closing Index Level is greater than the Barrier Level on each applicable Monthly Coupon Payment Valuation Date, an investor would receive Monthly Coupon Payments of \$0.3675 per Note on each of the first six Monthly Coupon Payment Dates.

An investor would receive aggregate Monthly Coupon Payments of \$2.205 per Note, and a Maturity Redemption Amount of \$100.00 per Note, which is equivalent to an annual compound rate of return of approximately 4.46% per Note.

DISCLAIMER

No securities regulatory authority has in any way passed upon the merits of the securities referred to herein and any representation to the contrary is an offence. The Notes are not principal protected (subject to a minimum principal repayment of \$1.00 per Note) and an investor may receive substantially less than the original principal amount at maturity. A person should reach a decision to invest in the Notes only after carefully considering, with his or her investment, legal, accounting, tax and other advisors, the suitability of the Notes in light of his or her investment objectives and the information set out in the Prospectus. The Bank, the Calculation Agent, Scotia Capital Inc. and Manulife Securities Incorporated make no recommendation as to the suitability of the Notes for investment by any particular person. The Notes have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any State securities laws and, subject to certain exceptions, may not be offered for sale, sold or delivered, directly or indirectly, in the United States, its territories or possessions or to or for the account or benefit of U.S. persons within the meaning of Regulation S under the 1933 Act. In addition, the Notes may not be offered or sold to residents of any jurisdiction or country in Europe. "Scotiabank" and "Scotiabank Global Banking and Markets" are registered trademarks of The Bank of Nova Scotia. Scotia Capital Inc. is a wholly-owned subsidiary of The Bank of Nova Scotia.

Amounts paid to holders of the Notes will depend on the performance of the underlying interests. Unless otherwise specified in the Prospectus, the Bank does not guarantee that any of the principal amount of the Notes will be paid (subject to a minimum principal repayment of \$1.00 per Note), or guarantee that any return will be paid on the Notes, at or prior to maturity. Purchasers could lose substantially all of their investment in the Notes (subject to a minimum principal repayment of \$1.00 per Note). The Notes are not appropriate investments for persons who do not understand the risks associated with structured products or derivatives. A purchaser of the Notes will be exposed to fluctuations and changes in the levels of the Index to which the Notes are linked. The Index levels may be volatile and an investment linked to Index levels may also be volatile. The Notes are linked to the performance of the Index which aims to track the performance of the Target Index as reduced by the Adjusted Return Factor. The level of the Index may be affected by the volatility of the prices of the equity securities of the issuers comprising the Target Index and there is no assurance of the ability of issuers comprising the Target Index to declare and pay dividends or make distributions in respect of the constituent securities of the Target Index or to sustain or increase such dividends and distributions at or above historical levels. Purchasers should read carefully the "Risk Factors" sections in the Prospectus.

The Notes will not constitute deposits under the *Canada Deposit Insurance Corporation Act* or under any other deposit insurance regime. The Notes have not been rated and will not be insured by the Canada Deposit Insurance Corporation or any other entity and therefore the payments to investors will be dependent upon the financial health and creditworthiness of the Bank.

Scotia Capital Inc. is a wholly owned subsidiary of the Bank. Consequently, the Bank is a related and connected issuer of Scotia Capital Inc. within the meaning of applicable securities legislation. See "Plan of Distribution" in the Prospectus.

The information contained herein, while obtained from sources believed to be reliable, is not guaranteed as to its accuracy or completeness.

INDEX SPONSOR

The Index Sponsor and the Bank have entered into a non-exclusive license agreement providing for the license to the Bank, in exchange for a fee, of the right to use the Index, which is owned, calculated, administered and published by the Index Sponsor, in connection with the Notes.

The license agreement between the Index Sponsor and the Bank provides that the following language must be set forth herein:

The Notes are not sponsored, promoted, sold or supported in any other manner by the Index Sponsor nor does the Index Sponsor offer any express or implicit guarantee or assurance, either with regard to the results of using the Index and/or the Index trade mark or the Index Price (as defined in the license agreement) at any time or in any other respect. The Index is calculated and published by the Index Sponsor. The Index Sponsor uses its best efforts to ensure that the Index is calculated correctly. Irrespective of its obligations towards the Bank, the Index Sponsor has no obligation to point out errors in the Index to third parties including but not limited to investors and/or financial intermediaries of the Notes. Neither publication of the Index by the Index Sponsor nor the licensing of the Index or the Index trade mark for the purpose of use in connection with the Notes constitutes a recommendation by the Index Sponsor to invest capital in the Notes nor does it in any way represent an assurance or opinion of the Index Sponsor with regard to any investment in the Notes.

TRADEMARK NOTICE

TM Trademark of The Bank of Nova Scotia, used under license (where applicable). Scotiabank is a marketing name for the global corporate and investment banking and capital markets businesses of The Bank of Nova Scotia and certain of its affiliates in the countries where they operate including Scotia Capital Inc. (Member-Canadian Investor Protection Fund and regulated by the Investment Industry Regulatory Organization of Canada). Important legal information may be accessed at <https://www.gbm.scotiabank.com/en/legal.html>. Products and services described are available only by Scotiabank licensed entities in jurisdictions where permitted by law. This information is not directed to or intended for use by any person resident or located in any country where its distribution is contrary to its laws. Not all products and services are offered in all jurisdictions.