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PROSPECTUS

Continuous Offering

August 26, 2020

Horizons S&P/TSX 60™ Index ETF (“Horizons HXT”)
Horizons S&P 500® Index ETF (“Horizons HXS”)
Horizons S&P 500 CAD Hedged Index ETF (“Horizons HSH”)
Horizons S&P/TSX Capped Energy Index ETF (“Horizons HXE”)
Horizons S&P/TSX Capped Financials Index ETF (“Horizons HXF”)
Horizons Cdn Select Universe Bond ETF (“Horizons HBB”)
Horizons NASDAQ-100® Index ETF (“Horizons HXQ”)
Horizons EURO STOXX 50® Index ETF (“Horizons HXX”)
Horizons Cdn High Dividend Index ETF (“Horizons HXH”)
Horizons US 7-10 Year Treasury Bond ETF (“Horizons HTB”)
Horizons US 7-10 Year Treasury Bond CAD Hedged ETF (“Horizons HTH”)
Horizons Laddered Canadian Preferred Share Index ETF (“Horizons HLPR”)
Horizons Intl Developed Markets Equity Index ETF (“Horizons HXDM”)
Horizons Equal Weight Canada REIT Index ETF (“Horizons HCRE”)
Horizons Equal Weight Canada Banks Index ETF (“Horizons HEWB”)
Horizons US Large Cap Index ETF (“Horizons HULC”)
Horizons S&P/TSX Capped Composite Index ETF (“Horizons HXCN”)
(the “Index ETFs” and each, an “Index ETF”)

Horizons Cash Maximizer ETF
(“Horizons HSAV”, collectively with the Index ETFs, the “ETFs” and each an “ETF”)

Horizons ETF Corp. (the “**Company**”) is a mutual fund corporation established under the federal laws of Canada. The authorized capital of the Company includes an unlimited number of non-cumulative, redeemable, non-voting classes of shares (each, a “**Corporate Class**”), issuable in an unlimited number of series, and one class of voting shares designated as “Class J Shares”. Each Corporate Class is a separate investment fund having specific investment objectives and is specifically referable to a separate portfolio of investments. Each ETF will be a separate Corporate Class. Each ETF currently consists of a single series of exchange traded fund shares (“**ETF Shares**”) of the applicable Corporate Class.

An unlimited number of ETF Shares of each Corporate Class of the Company are being offered for sale on a continuous basis in Canadian dollars by this prospectus (“**Cdn\$ Shares**”). ETF Shares of Horizons HXT, Horizons HXS, Horizons HTB, Horizons HXQ, Horizons HXDM and Horizons HULC (together with Horizons HXX, the “**Dual Currency ETFs**”) are also being offered for sale on a continuous basis, and ETF Shares of Horizons HXX may also be offered for sale on a continuous basis, in U.S. dollars by this prospectus (“**US\$ Shares**”). The ETF Shares of each ETF are offered for sale at a price equal to the net asset value of such ETF Shares in the applicable currency next determined following the receipt of a subscription order. Subscriptions for US\$ Shares of a Dual Currency ETF can be made in either U.S. or Canadian dollars.

Horizons ETFs Management (Canada) Inc. (the “**Manager**” or “**Horizons**”), a corporation existing under the federal laws of Canada, is the manager and investment manager of each ETF. The Manager is responsible for providing or

arranging for the provision of administrative services required by the ETFs. The Manager also provides investment advisory and investment management services to the ETFs. See “Organization and Management Details of the ETFs”.

Each Index ETF seeks to replicate, to the extent possible, the performance of a specified market index, net of expenses.

Horizons HSAV seeks to generate modest capital growth by investing primarily in high interest deposit accounts with Canadian banks. While any decision to pay dividends or other distributions is within the discretion of the Manager, Horizons HSAV is not currently expected to make any regular distributions.

See “Investment Objectives”.

The ETF Shares are currently listed and trade on the Toronto Stock Exchange (“TSX”). Investors can buy or sell ETF Shares on the TSX through registered brokers and dealers in the province or territory where the investor resides. The Manager will issue a news release announcing the listing of the US\$ Shares of Horizons HXX on or prior to the applicable listing date.

If Horizons HSAV experiences a significant increase in total NAV, the Manager may, at its sole discretion and if determined to be in the best interests of unitholders, decide to suspend subscriptions for new ETF Shares if considered necessary or desirable in order to manage potential tax implications and/or to permit Horizons HSAV to achieve, or continue to achieve, its investment objectives. During a period of suspended subscriptions, if any, investors should note that ETF Shares of Horizons HSAV are expected to trade at a premium or substantial premium to the NAV per ETF Share of Horizons HSAV. During such periods, investors are strongly discouraged from purchasing ETF Shares of Horizons HSAV on a stock exchange. Any suspension of subscriptions or resumption of subscriptions will be announced by press release and announced on the Manager's website. The suspension of subscriptions, if any, will not affect the ability of existing Shareholders to sell their ETF Shares in the secondary market at a price reflective of the NAV per ETF Share. See “Risk of Suspended Subscriptions – Horizons HSAV”.

Additional Considerations

The Company also offers other ETFs pursuant to other prospectuses, each of which is a separate investment fund having specific investment objectives and will be specifically referable to a separate portfolio of investments.

Each of the ETFs will comply with all requirements of National Instrument 81-102 *Investment Funds* (“NI 81-102”), as such requirements may be modified by exemptive relief obtained on behalf of the ETFs. ETF Shares of each Index ETF are, in the opinion of the Manager, index participation units within the meaning of NI 81-102. Accordingly, in the opinion of the Manager, mutual funds may purchase ETF Shares of the Index ETFs without regard to the control, concentration or “fund of funds” restrictions of NI 81-102. No purchase of ETF Shares of an Index ETF should be made solely in reliance on the above statements.

The Manager, on behalf of each ETF, has entered into or will enter into agreements with registered dealers (each, a “**Designated Broker**” or “**Dealer**”), which among other things, enables or will enable such Dealers and the Designated Broker to purchase and redeem ETF Shares directly from an ETF. Holders of ETF Shares of an ETF (the “**Shareholders**”) may dispose of their ETF Shares in three ways: (i) by selling their ETF Shares on the TSX at the full market price, less any customary brokerage commissions and expenses; (ii) by redeeming or exchanging a prescribed number of ETF Shares (a “**PNS**”) for cash only or cash and/or securities; or (iii) by redeeming ETF Shares for cash at a redemption price per ETF Share of 95% of the closing price in the appropriate currency on the TSX on the effective day of redemption, subject to a maximum redemption price per ETF Share equal to the net asset value per ETF Share on the effective day of redemption. Holders of US\$ Shares of a Dual Currency ETF may request that their redemption proceeds be paid in U.S. or Canadian dollars. Shareholders are advised to consult their brokers or investment advisers before redeeming ETF Shares for cash. Each ETF will also offer additional redemption options which are available where a Shareholder redeems a PNS. See “Purchases of ETF Shares” and “Redemption and Switching of ETF Shares”.

No Designated Broker, Dealer and/or Counterparty has been involved in the preparation of this prospectus nor has any Designated Broker, Dealer and/or Counterparty performed any review of the contents of this prospectus and the securities regulatory authorities have provided the ETFs with a decision exempting the ETFs from the requirement to

include a certificate of an underwriter in the prospectus. No Designated Broker, Dealer and/or Counterparty is an underwriter of the ETFs in connection with the distribution by the ETFs of their ETF Shares under this prospectus.

For a discussion of the risks associated with an investment in ETF Shares, see “Risk Factors”.

Although Horizons HSAV primarily invests in bank deposit accounts, Horizons HSAV is not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.

Provided that the Company continues to qualify as a “mutual fund corporation” within the meaning of the Tax Act, or the ETF Shares are listed on a “designated stock exchange” within the meaning of the Tax Act (which currently includes the TSX), the ETF Shares of an ETF, if issued on the date hereof, would be on such date qualified investments under the Tax Act for a trust governed by a RRSP, RRIF, RDSP, DPSP, RESP or TFSA (each as defined below).

Registrations and transfers of ETF Shares will be effected only through the book-entry only system administered by CDS Clearing and Depository Services Inc. Beneficial owners will not have the right to receive physical certificates evidencing their ownership.

Additional information about each ETF is or will be available in its most recently filed annual and interim financial statements, its most recently filed annual and interim management report of fund performance and its most recently filed ETF Facts (as defined below) of that ETF. These documents are or will be incorporated by reference into this prospectus which means that they legally form part of this prospectus. You can get a copy of these documents at your request, and at no cost, by calling the Manager at 416-933-5745 or 1-866-641-5739 (toll-free), by e-mail at info@HorizonsETFs.com or from your dealer. These documents are or will also be available on the Manager’s website at www.HorizonsETFs.com. These documents and other information about each of the ETFs are or will also be available on the website of SEDAR (the System for Electronic Document Analysis and Retrieval) at www.sedar.com. For further details, see “Documents Incorporated by Reference”.

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GLOSSARY

Unless otherwise indicated, the references to dollar amounts in this prospectus are to Canadian dollars and all references to times in this prospectus are to Toronto time. The following terms have the following meaning:

“**Acceptable Counterparty**” means a Canadian chartered bank that has a designated rating, or an affiliate of a Canadian chartered bank whose obligations are guaranteed by a Canadian chartered bank that has a designated rating and “**Acceptable Counterparties**” means more than one of them;

“**allowable capital loss**” has the meaning ascribed to such term under the heading “Income Tax Considerations – Taxation of Holders of ETF Shares”;

“**Bond ETFs**” means, together, Horizons HBB, Horizons HTB, Horizons HTH and Horizons HLPR; and “**Bond ETF**” means any one of them;

“**Business Day**” means any day on which the TSX or other designated exchange on which the ETFs are listed, is open for trading;

“**Canadian securities legislation**” means the securities laws in force in each province and territory of Canada, all regulations, rules, orders and policies made thereunder and all multilateral and national instruments adopted by the Securities Regulatory Authorities in such jurisdictions;

“**Capital Gains Dividend**” has the meaning ascribed thereto under the heading “Income Tax Considerations – Taxation of the Company”;

“**Capital Gains Redemption**” has the meaning ascribed thereto under the heading “Income Tax Considerations – Taxation of the Company”;

“**Cash Redemption**” has the meaning ascribed to such term under the heading “Redemption and Switching of Shares – Redemption – Redemption of ETF Shares for Cash for ETFs other than Horizons HXX”;

“**Cash Subscription**” means a subscription order for ETF Shares of an ETF that is paid in full in the applicable currency;

“**Cdn\$ Shares**” has the meaning ascribed to such term on the face page hereof;

“**CDS**” means CDS Clearing and Depository Services Inc.;

“**CDS Participant**” means a participant in CDS that holds ETF Shares on behalf of beneficial owners of those ETF Shares;

“**CIBC Mellon Global**” means CIBC Mellon Global Securities Services Company,

“**Class J Shares**” means the voting, non-participating Class J shares of the Company;

“**Company**” means Horizons ETF Corp.;

“**Constituent Issuers**” means the issuers included in an Underlying Index of an Index ETF from time to time, if any, or where the Manager uses a representative “sampling” methodology, the issuers included in the representative sample of issuers intended to replicate the Underlying Index as determined from time to time by the Manager or Index Provider as the case may be;

“**Constituent Securities**” means the securities included in an Underlying Index of an Index ETF from time to time, if any, or where the Manager uses a representative “sampling” methodology, the securities included in the representative sample of issuers intended to replicate the Underlying Index as determined from time to time by the Manager or Index Provider as the case may be;

“**Corporate Class**” has the meaning ascribed to such term on the face page hereof;

“**Counterparty**” means a party with which an ETF will enter into a Swap, including Acceptable Counterparties;

“**CRA**” means the Canada Revenue Agency;

“**CRS Rules**” has the meaning ascribed to such term under the heading “Other Material Facts – Exchange of Tax Information”;

“**Custodian**” means CIBC Mellon Trust Company;

“**Custodian Agreement**” means the custodial services agreement among the Manager and CIBC Mellon Trust Company as may be further supplemented, amended and/or amended and restated from time to time;

“**Dealer**” means a registered dealer (that may or may not be a Designated Broker) that has entered into a Dealer Agreement on behalf of one or more ETFs, pursuant to which the Dealer may subscribe for ETF Shares as described under the heading “Purchases of ETF Shares”;

“**Dealer Agreement**” means an agreement among the Manager, on behalf of an ETF, the Company and a Dealer;

“**derivatives**” means an instrument, agreement or security, the market price, value or payment obligations of which is derived from, referenced to or based on an underlying interest;

“**Designated Broker**” means a registered dealer that has entered into a Designated Broker Agreement on behalf of one or more ETFs, pursuant to which the Designated Broker agrees to perform certain duties in relation to an ETF;

“**Designated Broker Agreement**” means an agreement among the Manager, on behalf of an ETF, the Company and a Designated Broker;

“**DFA Rules**” has the meaning ascribed to such term under the heading “Income Tax Considerations – Taxation of the Company”;

“**Distribution Record Date**” means a date determined by the Manager as a record date for the determination of holders of ETF Shares entitled to receive a distribution;

“**DPSP**” means a deferred profit-sharing plan within the meaning of the Tax Act;

“**Dual Currency ETFs**” means, collectively, Horizons HXT, Horizons HXS, Horizons HTB, Horizons HXQ, Horizons HXX, Horizons HXDM and Horizons HULC (to the extent Canadian dollar and U.S. dollar denominated ETF Shares of such ETFs are listed for trading on the TSX); and “**Dual Currency ETF**” means any one of them;

“**Equity ETFs**” means, collectively, Horizons HXT, Horizons HXS, Horizons HSH, Horizons HXE, Horizons HXF, Horizons HXQ, Horizons HXX, Horizons HXH, Horizons HXDM, Horizons HCRE, Horizons HEWB, Horizons HULC and Horizons HXCN; and “**Equity ETF**” means any one of them;

“**ETF**” means the exchange-traded mutual funds offered under this prospectus;

“**ETF Facts**” means the ETF Facts document prescribed by Canadian securities legislation in respect of an exchange traded fund, which summarizes certain features of the exchange traded fund and which is publicly available at www.sedar.com and provided or made available to registered dealers for delivery to purchasers of securities of an exchange-traded mutual fund;

“**ETF Shares**” means the non-voting, exchange-traded fund series of shares of an ETF and “**ETF Share**” means any one of them;

“**ETF Switch Date**” means the date upon which Switches between Corporate Classes are permitted, as determined by the Manager;

“**ETFs**” has the meaning ascribed to such term on the face page hereof;

“**forward contracts**” means agreements between two parties to buy or sell an asset at a specified point of time in the future at a predetermined price;

“**Fund Administration Agreement**” means the amended and restated fund administration services agreement between the Manager and CIBC Mellon Global, as may be further supplemented, amended and/or amended and restated from time to time;

“**futures contracts**” means standardized contracts entered into on domestic or foreign exchanges which call for the future delivery of specified quantities of various assets such as stocks, bonds, agricultural commodities, industrial commodities, currencies, financial instruments, energy products or metals at a specified time and place. The terms and conditions of futures contracts of a particular commodity are standardized and as such, are not subject to any negotiation between the buyer and seller. The contractual obligations, depending upon whether one is a buyer or a seller, may be satisfied either by taking or making, as the case may be, physical delivery of an approved grade of commodity or by making an offsetting sale or purchase of an equivalent but opposite futures contract on the same

exchange prior to the designated date of delivery. The difference between the price at which the futures contract is sold or purchased and the price paid for brokerage commissions, constitutes the profit or loss to the trader. In market terminology, a trader who purchases a futures contract is “long” in the market and a trader who sells a futures contract is “short” in the market. Before a trader closes out his or her long or short position by an offsetting sale or purchase, his or her outstanding contracts are known as “open trades” or “open positions”. The aggregate amount of open long or short positions held by traders in a particular contract is referred to as the “open interest” in such contract;

“**GST/HST**” means taxes exigible under Part IX of the *Excise Tax Act* (Canada) and the regulations made thereunder;

“**Holder**” has the meaning ascribed to such term under “Income Tax Considerations”;

“**Horizons**” means Horizons ETFs Management (Canada) Inc., the Manager of the ETFs;

“**HSAV Rebate**” means the rebate of 0.10% of the Management Fee payable by Horizons HSAV to the Manager until further notice;

“**HXT Rebate**” means the rebate of 0.04% of the Management Fee payable by Horizons HXT to the Manager until at least January 1, 2021;

“**IFRS**” means the International Financial Reporting Standards;

“**Index ETFs**” has the meaning ascribed to such term on the cover page of this prospectus;

“**Index Level**” means the level of an Underlying Index as calculated by an Index Provider from time to time;

“**Index Provider**” with respect to a particular Index ETF, means the third-party provider of the relevant Underlying Index, with which the Manager has entered into a License Agreement to use the relevant Underlying Index and certain trademarks in connection with the operation of the Index ETF;

“**Index Securities**” means, with respect to an Index ETF, the securities of: (i) the Constituent Issuers included in its Underlying Index; or (ii) the exchange traded funds that issue index participation units and that are based on its Underlying Index;

“**IRC**” means the independent review committee of an ETF established under NI 81-107;

“**License Agreement**”, with respect to a particular Index ETF, means, collectively, the master licence agreement and any related product licence agreements between the Manager, on behalf of itself and the exchange traded funds party thereto, and the Index Provider, as may be amended from time to time, pursuant to which the Index Provider has agreed to license the Underlying Index and certain trademarks of such Index Provider to the Manager for use in connection with the Index ETF;

“**Management Agreement**” means the master management agreement between the Company and the Manager, as amended;

“**Management Fee**” has the meaning ascribed to such term under the heading “Summary of Fees and Expenses – Fees and Expenses Payable by the ETF”;

“**Management Fee Rebate**” has the meaning ascribed to such term under the heading “Summary of Fees and Expenses – Fees and Expenses Payable by the ETF”;

“**Manager**” means Horizons ETFs Management (Canada) Inc., in its capacity as investment fund manager of the ETFs;

“**Mirae Asset**” means Mirae Asset Global Investments Co., Ltd.;

“**NAV**” or “**net asset value**” means the applicable net asset value calculated at the Valuation Time on each Valuation Day;

“**NI 81-102**” means National Instrument 81-102 *Investment Funds*;

“**NI 81-107**” means National Instrument 81-107 *Independent Review Committee for Investment Funds*;

“**Ordinary Dividends**” has the meaning ascribed to such term under the heading “Income Tax Considerations – Taxation of Holders of ETF Shares”;

“**Permitted Merger**” has the meaning ascribed to such term under the heading “Shareholder Matters”;

“**PNS**” means, in relation to an ETF, the prescribed number of ETF Shares of that ETF determined by the Manager from time to time for the purpose of subscription orders, redemptions or for other purposes;

“**Promoter**” means Horizons, in its capacity as promoter of the ETFs;

“**Proxy Voting Policy**” has the meaning ascribed to such term under the heading “Proxy Voting Disclosure for Portfolio Securities Held”;

“**RDSP**” means a registered disability savings plan within the meaning of the Tax Act;

“**S&P**” means S&P Opco, LLC;

“**Redemption Non-Standard Adjustment**” has the meaning ascribed to such term under the heading “Redemption and Switching of ETF Shares”;

“**reference assets**” has the meaning ascribed to such term under the heading “Investment Strategies – Swap Agreements”;

“**Registered Plan**” means a trust governed by an RRSP, RRIF, TFSA, RESP, RDSP or DPSP;

“**REIT**” has the meaning ascribed to such term under the heading “Risk Factors – Real Estate Investments Risk (Horizons HCRE)”;

“**Relative Weight**” means in respect of an Underlying Index, the quoted market value of an individual Constituent Issuer or a potential Constituent Issuer of such Underlying Index, as applicable, divided by the aggregate quoted market value of that Underlying Index;

“**REOC**” has the meaning ascribed to such term under the heading “Risk Factors – Real Estate Investments Risk (Horizons HCRE)”;

“**RESP**” means a registered education savings plan within the meaning of the Tax Act;

“**RRIF**” means a registered retirement income fund within the meaning of the Tax Act;

“**RRSP**” means a registered retirement savings plan within the meaning of the Tax Act;

“**Sales Tax**” means all applicable provincial and federal sales, value added or goods and services taxes, including GST/HST;

“**Securities Redemption**” has the meaning ascribed to such term under the heading “Redemption and Switching of ETF Shares – Redemption – Redemption of ETF Shares for Cash for ETFs other than Horizons HXX”;

“**Securities Regulatory Authorities**” means the securities commission or similar regulatory authority in each province and territory of Canada that is responsible for administering the Canadian securities legislation in force in such jurisdictions;

“**Securities Subscription**” means a subscription order for ETF Shares of an ETF, other than Horizons HXX, in the applicable currency that is paid in full with a combination of securities and cash;

“**Shareholder**” means the holder of an ETF Share of an ETF;

“**Solactive**” means Solactive AG;

“**Swap**” has the meaning ascribed to such term under the heading “Investment Strategies – Swap Agreements”;

“**Switch**” means a switch of shares of one Corporate Class of the Company to shares of another Corporate Class of the Company;

“**Switch NAV Price**” means the NAV per share of the relevant series of shares of the relevant Corporate Class of the Company on the applicable ETF Switch Date;

“**Switched Shares**” has the meaning ascribed to such term under the heading “Redemption and Switching of ETF Shares – Switches”;

“**Tax Act**” means the *Income Tax Act* (Canada) and the regulations thereunder, as amended from time to time;

“**Tax Amendments**” means proposed amendments to the Tax Act publicly announced by the Minister of Finance (Canada) prior to the date hereof;

“**Tax Treaties**” has the meaning ascribed to such term under the heading “Risk Factors – Tax-Related Risks”;

“**taxable capital gain**” has the meaning ascribed to such term under the heading “Income Tax Considerations – Taxation of Holders of ETF Shares”;

“**TFSA**” means a tax-free savings account within the meaning of the Tax Act;

“**Trading Day**” means, in respect of (A) an Equity ETF, a day on which (i) a session of the TSX is held; (ii) the principal exchange for the securities to which the Equity ETFs are exposed is open for trading; and (iii) an Index Provider calculates and publishes data relating to the applicable Underlying Index; (B) a Bond ETF, a day on which (i) a session of the TSX is held; (ii) the principal market for the securities to which the Bond ETF is exposed is open for trading; (iii) the Index Provider calculates and publishes data relating to the applicable Underlying Index; and (iv) is a day that deposit taking banks in Canada are open for business; (C) in respect of Horizons HSAV, a day on which (i) a session of the TSX is held, and (ii) a day that deposit taking banks in Canada are open for business;

“**Transfer Agent and Registrar**” means TSX Trust Company;

“**TSX**” means the Toronto Stock Exchange;

“**Underlying Index**” means the index tracked by an Index ETF as stated in its investment objectives, or a replacement or alternative benchmark or index that applies substantially similar criteria to those currently used by the Index Provider for the benchmark or index, or a successor index that is substantially comprised of or would be substantially comprised of the same Constituent Securities or similar contracts or instruments, which is used by the Index ETF in relation to that Index ETF’s investment objective, and “**Underlying Indexes**” means more than one of them;

“**US\$ Shares**” has the meaning ascribed to such term on the face page hereof;

“**Valuation Agent**” means CIBC Mellon Global, who the Manager has retained to provide accounting and valuation services in respect of the ETFs;

“**Valuation Day**” means, for a class of ETF Shares, a day upon which a session of the TSX is held and the principal exchange for the securities to which the class of ETF Shares is exposed is open for trading;

“**Valuation Time**” means 4:00 p.m. (EST) on a Valuation Day.

PROSPECTUS SUMMARY

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus or incorporated by reference in the prospectus. Capitalized terms not defined in this summary are defined in the Glossary.

The ETFs

Horizons S&P/TSX 60™ Index ETF (“Horizons HXT”)
 Horizons S&P 500® Index ETF (“Horizons HXS”)
 Horizons S&P 500 CAD Hedged Index ETF (“Horizons HSH”)
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 Horizons Cash Maximizer ETF (“Horizons HSAV”)

Offering

Horizons ETF Corp. (the “**Company**”) is a mutual fund corporation established under the federal laws of Canada. The authorized capital of the Company includes an unlimited number of non-cumulative, redeemable, non-voting classes of shares (each, a “**Corporate Class**”), issuable in an unlimited number of series, and one class of voting shares designated as “Class J Shares”. Each Corporate Class is a separate investment fund having specific investment objectives and is specifically referable to a separate portfolio of investments. Each ETF will be a separate Corporate Class. Each ETF currently consists of a single series of exchange traded fund shares (“**ETF Shares**”) of the applicable Corporate Class.

An unlimited number of ETF Shares of each Corporate Class of the Company are being offered for sale on a continuous basis in Canadian dollars by this prospectus (“**Cdn\$ Shares**”). ETF Shares of Horizons HXT, Horizons HXS, Horizons HTB, Horizons HXQ, Horizons HXDM and Horizons HULC (together with Horizons HXX, the “**Dual Currency ETFs**”) are also being offered for sale on a continuous basis, and ETF Shares of Horizons HXX may also be offered for sale on a continuous basis, in U.S. dollars by this prospectus (“**US\$ Shares**”). The ETF Shares of each ETF are offered for sale at a price equal to the net asset value of such ETF Shares in the applicable currency next determined following the receipt of a subscription order. Subscriptions for US\$ Shares of a Dual Currency ETF can be made in either U.S. or Canadian dollars.

The ETF Shares are currently listed and trade on the TSX. Investors can buy or sell ETF Shares on the TSX through registered brokers and dealers in the province or territory where the investor resides. The Manager will issue a news release announcing the listing of the US\$ Shares of Horizons HXX on or prior to the applicable listing date.

Investment ObjectivesHorizons HXT

Horizons HXT seeks to replicate, to the extent possible, the performance of the S&P/TSX 60™ Index (Total Return), net of expenses. The S&P/TSX 60™ Index (Total Return) is designed to measure the performance of the large-cap market segment of the Canadian equity market.

Horizons HXS

Horizons HXS seeks to replicate, to the extent possible, the performance of the S&P 500® Index (Total Return), net of expenses. The S&P 500® Index (Total Return) is designed to measure the performance of the large-cap market segment of the U.S. equity market.

Horizons HSH

Horizons HSH seeks to replicate, to the extent possible, the performance of the S&P 500® CAD Hedged Index (Total Return), net of expenses. The S&P 500® CAD Hedged Index (Total Return) is designed to measure the performance of the large-cap market segment of the U.S. equity market, hedged to the Canadian dollar.

Horizons HXE

Horizons HXE seeks to replicate, to the extent possible, the performance of the S&P/TSX Capped Energy Index (Total Return), net of expenses. The S&P/TSX Capped Energy Index (Total Return) is designed to measure the performance of Canadian energy sector equity securities included in the S&P/TSX Composite Index. The Relative Weight of any single index Constituent Security is capped.

Horizons HXF

Horizons HXF seeks to replicate, to the extent possible, the performance of the S&P/TSX Capped Financials Index (Total Return), net of expenses. The S&P/TSX Capped Financials Index is designed to measure the performance of Canadian financial sector equity securities included in the S&P/TSX Composite Index. The Relative Weight of any single index Constituent Security is capped.

Horizons HBB

Horizons HBB seeks to replicate, to the extent possible, the performance of the Solactive Canadian Select Universe Bond Index (Total Return), net of expenses. The Solactive Canadian Select Universe Bond Index (Total Return) is designed to measure the performance of the Canadian investment-grade fixed income market.

Horizons HXQ

Horizons HXQ seeks to replicate, to the extent possible, the performance of the NASDAQ-100® Index (Total Return), net of expenses. The NASDAQ-100® Index (Total Return) includes 100 of the largest domestic and international non-financial companies listed on The NASDAQ Stock Market.

Horizons HXX

Horizons HXX seeks to replicate, to the extent possible, the performance of the EURO STOXX 50® Futures Roll Index (Total Return), net of expenses. The EURO STOXX 50® Futures Roll Index (Total Return) is designed to measure the performance of 50 of the largest companies that are sector leaders in the Eurozone.

Horizons HXH

Horizons HXH seeks to replicate, to the extent possible, the performance of the Solactive Canadian High Dividend Yield Index (Total Return), net of expenses. The Solactive Canadian High Dividend Yield Index (Total Return) is designed to measure the performance of Canadian-listed equity securities characterized by high dividend yield.

Horizons HTB

Horizons HTB seeks to replicate, to the extent possible, the performance of the Solactive US 7-10 Year Treasury Bond Index (Total Return), net of expenses. The Solactive US 7-10 Year Treasury Bond Index (Total Return) is designed to measure the performance of the US 7-10 Year Treasury Bond market.

Horizons HTH

Horizons HTH seeks to replicate, to the extent possible, the performance of the Solactive US 7-10 Year Treasury Bond CAD Hedged Index (Total Return), net of expenses. The Solactive US 7-10 Year Treasury Bond CAD Hedged Index (Total Return) is designed to measure the performance of the US 7-10 Year Treasury Bond market, hedged to the Canadian dollar.

Horizons HLPR

Horizons HLPR seeks to replicate, to the extent possible, the performance of the Solactive Laddered Canadian Preferred Share Index (Total Return), net of expenses. The Solactive Laddered Canadian Preferred Share Index (Total Return) is an index of Canadian preferred shares that generally have an adjustable dividend rate.

Horizons HXDM

Horizons HXDM seeks to replicate, to the extent possible, the performance of the Horizons EAFE Futures Roll Index (Total Return), net of expenses. The Horizons EAFE Futures Roll Index (Total Return) is designed to measure the performance of large and mid-cap securities across 21 developed markets including countries in Europe, Australasia and the Far East, excluding the U.S. and Canada.

Horizons HCRE

Horizons HCRE seeks to replicate, to the extent possible, the performance of the Solactive Equal Weight Canada REIT Index (Total Return), net of expenses. The Solactive Equal Weight Canada REIT Index (Total Return) is an equal weight index of Canadian-listed real estate investment trust equity securities.

Horizons HEWB

Horizons HEWB seeks to replicate, to the extent possible, the performance of the Solactive Equal Weight Canada Banks Index (Total Return), net of expenses. The Solactive Equal Weight Canada Banks Index (Total Return) is an equal weight index of equity securities of diversified Canadian banks.

Horizons HULC

Horizons HULC seeks to replicate, to the extent possible, the performance of the Solactive US Large Cap Index (CA NTR), net of expenses. The Solactive US Large Cap Index (CA NTR) is designed to measure the performance of the large-cap market segment of the U.S. equity market.

Horizons HXCN

Horizons HXCN seeks to replicate, to the extent possible, the performance of the S&P/TSX Capped Composite Index (Total Return), net of expenses. The

S&P/TSX Capped Composite Index (Total Return) is designed to measure the performance of the broad large-cap market segment of the Canadian equity market, with a capped weight of 10% on all Constituent Issuers.

Horizons HSAV

Horizons HSAV seeks to generate modest capital growth by investing primarily in high interest deposit accounts with Canadian banks. While any decision to pay dividends or other distributions is within the discretion of the Manager, Horizons HSAV is not currently expected to make any regular distributions.

See “Investment Objectives”.

Investment Strategies

Index ETFs

In order to achieve their investment objectives and obtain direct or indirect exposure to securities of their Underlying Index’s Constituent Issuers, the Index ETFs may invest in and hold the securities of Constituent Issuers in substantially the same proportion as they are reflected in the applicable Underlying Index, or may invest in and hold index participation units of exchange traded funds or use derivatives, including but not limited to swap agreements, futures contracts, options on futures contracts, forward contracts, options on securities and indices, money market instruments, reverse repurchase agreements or a combination of the foregoing, that are based on the applicable Underlying Index, provided that the use of such derivative instruments is in compliance with NI 81-102 and is consistent with the investment objective of that Index ETF. Accordingly, ETFs may enter into a Swap (as described below) and/or obtain direct exposure to its Underlying Index’s Constituent Issuers at any time, or from time to time. The Index ETFs will remain fully invested in, or exposed to, the markets at all times. The Index ETFs may also invest in futures contracts and forward agreements in order to provide exposure for other cash held by the Index ETFs and may also hold money market instruments, securities of money market funds or cash to meet their current obligations.

Use of Swap Agreements by Certain Index ETFs

Currently, each of the Index ETFs, except Horizons HXQ and Horizons HULC has entered or will enter into a Swap (as defined below) with a Counterparty or Counterparties pursuant to which each ETF seeks to gain exposure to the performance of its Underlying Index. Each Swap is a total return swap (which expression shall include a price return swap that results in the receipt of a total return) under which the Index ETFs will pay the Counterparty or Counterparties a floating amount based on prevailing short-term market interest rates and an equity amount based upon any negative return of the value of the reference assets and, in return, the Counterparty or Counterparties will pay the Index ETFs an equity amount based upon any positive return of the value of the reference assets. The Index ETFs also each intend to invest the net proceeds of Index ETF Share subscriptions in cash and/or short-term debt obligations to earn prevailing short-term market interest rates.

Horizons HXQ and Horizons HULC do not employ a total return swap to gain exposure to its Underlying Index. Horizons HXQ and Horizons HULC invest in the equity securities of Constituent Issuers in substantially the same proportion as they are reflected in its Underlying Index. As such, Horizons HXQ and Horizons HULC do not pay swap costs to a Counterparty.

An Index ETF may replace a Counterparty at any time or engage additional Counterparties at any time. The daily marked-to-market value of a Swap is or will be based upon the daily performance of the applicable Underlying Index.

Any exposure that the portfolio of each of Horizons HSH or Horizons HTH may have to the U.S. dollar will be hedged back to the Canadian dollar. The ETFs (other than Horizons HSH and Horizons HTH) will not hedge any foreign currency exposure back to the currency in which the applicable ETF Shares is denominated. See “Plan of Distribution”.

Horizons HSAV

Horizons HSAV invests substantially all of its assets in high interest deposit accounts with one or more Canadian chartered banks. Horizons HSAV can also invest in high-quality, short-term (one year or less) debt securities, including treasury bills and promissory notes issued or guaranteed by Canadian governments or their agencies, and banker’s acceptances.

See “Investment Strategies”.

Special Considerations for Purchasers

ETF Shares of each of the Index ETFs are, in the opinion of the Manager, index participation units within the meaning of NI 81-102. A mutual fund wishing to invest in ETF Shares of an Index ETF should make its own assessment of its ability to do so after careful consideration of the relevant provisions of NI 81-102, including, but not limited to, whether the ETF Shares of the ETF should be considered index participation units, as well as the control, concentration and certain of the “fund-of-funds” restrictions of NI 81-102. No purchase of ETF Shares of an ETF should be made solely in reliance on the above statements.

The ETFs are exempt from the so-called “early warning” requirements set out in Canadian securities legislation in connection with the acquisition of ETF Shares of an ETF. In addition, the ETFs have obtained exemptive relief from the Securities Regulatory Authorities to permit a Shareholder to acquire more than 20% of the ETF Shares of an ETF through purchases on the TSX without regard to the takeover bid requirements of applicable Canadian securities legislation.

Although Horizons HSAV primarily invests in bank deposit accounts, Horizons HSAV is not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.

Dividend Policy

The Company does not currently intend to pay regular dividends or returns of capital on the ETF Shares. Notwithstanding the foregoing, any decision to pay dividends or returns of capital on the ETF Shares of an ETF in the future will be at the discretion of the Manager and will depend on, among other things, the Company’s and the applicable ETF’s results of operations, current and anticipated cash requirements and surplus, financial condition, any future contractual restrictions, solvency tests imposed by corporate law and other factors that the Manager may deem relevant.

If, in any taxation year, the Company would otherwise be liable for tax on net realized capital gains, the Company intends to pay, to the extent possible, by the last day of that year, a special Capital Gains Dividend to ensure that the Company will not be liable for income tax on such amounts under the Tax Act (after taking into account all available deductions, credits and refunds). Such distributions may be paid in the form of ETF Shares of the relevant ETF and/or cash which is automatically reinvested in ETF Shares of the relevant ETF. Any such distributions payable in ETF Shares or reinvested in ETF Shares of the relevant ETF will increase the aggregate adjusted cost base of a Shareholder’s ETF Shares of that ETF. Immediately following payment of such a special distribution in ETF Shares or reinvestment in ETF Shares, the number of ETF Shares of that ETF outstanding will be automatically consolidated such that the number of ETF Shares of that ETF outstanding after such distribution will be equal to the number of ETF Shares of that ETF outstanding immediately prior to such distribution,

except where there are non-resident Shareholders to the extent tax is required to be withheld in respect of the distribution.

Given the expected investment and operating policies of the Company, the Manager does not currently expect to pay a material amount of special Capital Gains Dividends.

See “Income Tax Considerations”.

Purchase Options

All orders to purchase ETF Shares directly from an ETF must be placed by a Designated Broker or Dealer in the applicable currency. Subscriptions for US\$ Shares of a Dual Currency ETF can be made in either U.S. or Canadian dollars. At the discretion of the manager, direct subscriptions for Cdn\$ Shares or US\$ Shares of Horizons HXX may, in the future, be permitted to be made in Euros. Each ETF reserves the absolute right to reject any subscription order placed by a Designated Broker or Dealer. No fees will be payable by an ETF to a Designated Broker or Dealer in connection with the issuance of ETF Shares of such ETF.

On any Trading Day, a Designated Broker or Dealer may place a subscription order for the PNS or multiple PNS of an ETF. In respect of the Equity ETFs other than Horizons HXX, a subscription order may be a Cash Subscription or, at the sole discretion of the Manager, a Securities Subscription. In respect of Horizons HXX and Horizons HSAV, a subscription order may only be a Cash Subscription. In respect of the Bond ETFs, a subscription order may be a Securities Subscription or, at the sole discretion of the Manager, a Cash Subscription. See “Purchases of ETF Shares”.

Switches

A Shareholder may switch ETF Shares of one ETF of the Company for shares of another Corporate Class of the Company (a “**Switch**”) through the facilities of CDS by contacting their financial advisor or broker. ETF Shares may be switched on any date designated by the Manager as a switch date (“**ETF Switch Date**”) by delivering written notice to the Transfer Agent and Registrar and surrendering such ETF Shares through the facilities of CDS by 4:00 p.m. (Toronto time) at least one Business Day prior to the ETF Switch Date. Written notice must contain the name of the Corporate Class, the TSX ticker symbol of the ETF Shares of the ETF and the number of ETF Shares to be switched, and the name of the ETF and the TSX ticker symbol of the shares of the Corporate Class to which the Shareholder wishes to Switch. The Manager may, in its discretion, change the frequency with which ETF Shares may be switched at any time upon 30 days’ notice by way of press release.

Under the Tax Act, a Switch of ETF Shares held as capital property for purposes of the Tax Act (“**Switched Shares**”) to shares of a different Corporate Class of the Company will constitute a disposition of such Switched Shares at fair market value for the purposes of the Tax Act. See “Income Tax Considerations”.

Redemptions

Equity ETFs and Horizons HSAV

Shareholders of the Equity ETFs and Horizons HSAV may redeem a PNS (or a whole multiple thereof) on any Trading Day for cash equal to the net asset value of that number of ETF Shares in the applicable currency.

Shareholders of the Equity ETFs may also, at the sole discretion of the Manager, redeem a PNS (or a whole multiple thereof) on any Trading Day in exchange for a combination of securities and cash equal to the net asset value of that number of ETF Shares in the applicable currency.

Bond ETFs

Shareholders of a Bond ETF may redeem a PNS (or a whole multiple thereof) on any Trading Day in exchange for a combination of securities and cash equal to the net asset value of that number of ETF Shares of the Bond ETF in the applicable currency, subject to any administrative charges that may be applied.

Shareholders of a Bond ETF may also, at the sole discretion of the Manager, redeem a PNS (or a whole multiple thereof) on any Trading Day for cash equal to the net asset value of that number of ETF Shares of the Bond ETF in the applicable currency, subject to any administrative charges that may be applied.

All ETFs

Shareholders may redeem ETF Shares for cash at a redemption price per ETF Share equal to 95% of the closing price for such ETF Share on the TSX on the effective day of the redemption, subject to a maximum redemption price per ETF Share equal to the net asset value per ETF Share on the effective day of redemption. Holders of US\$ Shares of a Dual Currency ETF may request that their redemption proceeds be paid in U.S. or Canadian dollars.

Shareholders of an ETF will generally be able to sell (rather than redeem) ETF Shares of the ETF at the full market price on the TSX through a registered broker or dealer subject only to customary brokerage commissions. Therefore, Shareholders are advised to consult their brokers, dealers or investment advisors before redeeming their ETF Shares for cash.

As noted above, administrative charges may apply upon the redemption of ETF Shares of an ETF. However, no fees or expenses will be paid by a Shareholder of any ETF to the Manager or the applicable ETF in connection with selling ETF Shares of an ETF on the TSX. See “Redemption and Switching of ETF Shares”.

Income Tax Considerations

This summary of Canadian federal income tax considerations for the ETFs and for Canadian resident Shareholders is subject in its entirety to the qualifications, limitations and assumptions set out under the heading “Income Tax Considerations”.

A holder of ETF Shares who is resident in Canada for purposes of the Tax Act will be required to include in his or her income the amount of any dividends paid on such ETF Shares, other than Capital Gains Dividends, whether received in cash or reinvested in additional ETF Shares. The dividend gross-up and tax credit treatment normally applicable to taxable dividends (including eligible dividends) paid by a taxable Canadian corporation to an individual resident in Canada will generally apply to such dividends. Capital Gains Dividends will be paid by the Company to holders of ETF Shares in respect of any net capital gains realized by the Company. The amount of a Capital Gains Dividend will be treated as a capital gain in the hands of the holder of such ETF Shares. If the Company pays a return of capital, such amount will generally not be taxable but will reduce the adjusted cost base of the holder’s ETF Shares. Where such reductions would result in the adjusted cost base becoming a negative amount, that amount will be treated as a capital gain realized by the holder of the shares and the adjusted cost base of the shares will be nil immediately thereafter.

Given the expected investment and operating policies of the Company, the Manager does not currently expect to pay a material amount of dividends (including Capital Gains Dividends).

A Shareholder who disposes of an ETF Share that is held as capital property, including on a redemption or otherwise, will realize a capital gain (or capital loss) to the extent that the proceeds of disposition, net of costs of disposition, exceed (or are less than) the adjusted cost base of the ETF Share disposed of.

Each investor should satisfy himself or herself as to the federal and provincial tax consequences of an investment in ETF Shares by obtaining advice from his or her tax advisor. See “Income Tax Considerations”.

Eligibility for Investment

Provided that the Company continues to qualify as a “mutual fund corporation” within the meaning of the Tax Act, or the ETF Shares are listed on a “designated stock exchange” within the meaning of the Tax Act (which currently includes the TSX), the ETF Shares, if issued on the date hereof, would be on such date qualified investments under the Tax Act for a trust governed by a RRSP, RRIF, RDSP, DPSP, RESP or TFSA. See “Income Tax Considerations” and “Eligibility for Investment”.

Documents Incorporated by Reference

Additional information about each ETF is or will be available in its most recently filed annual and interim financial statements, its most recently filed annual and interim management report of fund performance, and its most recently filed ETF Facts. These documents are or will be incorporated by reference into this prospectus. Documents incorporated by reference into this prospectus legally form part of this prospectus just as if they were printed as part of this prospectus. These documents are or will be publicly available on the Manager’s website at www.HorizonsETFs.com and may be obtained upon request, at no cost, by calling toll-free 1-866-641-5739 or by contacting your dealer. These documents and other information about the ETFs are or will also be publicly available at www.sedar.com. See “Documents Incorporated by Reference”.

Risk Factors There are certain risk factors inherent to an investment in the ETFs. See “Risk Factors.”

Organization and Management of the ETFs

The Manager Horizons ETFs Management (Canada) Inc., a corporation existing under the federal laws of Canada, is the manager and investment manager of each ETF. The Manager is responsible for providing or arranging for the provision of administrative services required by the ETFs. The Manager also provides investment advisory and investment management services to the ETFs. The principal office of Horizons is 55 University Avenue, Suite 800, Toronto, Ontario, M5J 2H7.

Horizons is a financial services organization distributing the Horizons family of leveraged, inverse leveraged, inverse, index and actively managed exchange traded funds. Horizons is a subsidiary of Mirae Asset Global Investments Co., Ltd. (“**Mirae Asset**”). Mirae Asset is the Korea-based asset management entity of Mirae Asset Financial Group, one of the world’s largest investment managers in emerging market equities. See “Organization and Management Details of the ETFs – Manager”.

Custodian CIBC Mellon Trust Company is the Custodian of the ETFs and is independent of the Manager. CIBC Mellon Trust Company will provide custodial services to the ETFs and is located in Toronto, Ontario. See “Organization and Management Details of the ETFs – Custodian”.

Valuation Agent CIBC Mellon Global has been retained to provide accounting valuation services to the ETFs. CIBC Mellon Global is located in Toronto, Ontario. See “Organization and Management Details of the ETFs – Valuation Agent”.

Auditors KPMG LLP is responsible for auditing the annual financial statements of the ETFs. The auditors are independent of the Manager. The head office of the auditors is located in Toronto, Ontario. See “Organization and Management Details of the ETFs – Auditors”.

Promoter Horizons is also the promoter of the ETFs. Horizons took the initiative in founding and organizing the ETFs and is, accordingly, the promoter of the ETFs within the meaning of securities legislation of certain provinces and territories of Canada. See “Organization and Management Details of the ETFs – Promoter”.

Transfer Agent and Registrar TSX Trust Company is the Transfer Agent and Registrar for the ETF Shares of the ETFs. TSX Trust Company is independent of the Manager. TSX Trust Company is located in Toronto, Ontario. See “Organization and Management Details of the ETFs – Transfer Agent and Registrar”.

Summary of Fees and Expenses

The following table lists the fees and expenses payable by each ETF, and the fees and expenses that Shareholders may have to pay if they invest in the ETFs. Shareholders may have to pay some of these fees and expenses directly. Alternatively, the ETFs may have to pay some of these fees and expenses, which will therefore reduce the value of an investment in the ETFs.

Fees and Expenses Payable by the ETFs

Type of Fee

Amount and Description

Management Fees

Each ETF will pay annual management fees (each, a “**Management Fee**”) to the Manager equal to an annual percentage of the net asset value of that ETF, together with applicable Sales Tax, calculated and accrued daily and payable monthly in arrears, as follows:

ETF	Annual Management Fee
Horizons HXT	0.07%*
Horizons HXS	0.10%
Horizons HSH	0.10%
Horizons HXE	0.25%
Horizons HXF	0.25%
Horizons HBB	0.09%
Horizons HTB	0.15%
Horizons HTH	0.15%
Horizons HXQ	0.25%
Horizons HXX	0.17%
Horizons HXH	0.10%
Horizons HXDM	0.20%
Horizons HCRE	0.30%
Horizons HLPR	0.30%
Horizons HEWB	0.30%
Horizons HULC	0.08%
Horizons HXCN	0.05%
Horizons HSAV	0.18%**

*The Manager has agreed to rebate 0.04% of the Management Fee payable by Horizons HXT to the Manager (the “**HXT Rebate**”) until at least January 1, 2021. During the term of the HXT Rebate, the effective Management Fee that Shareholders of Horizons HXT will pay is reduced from 0.07% to 0.03% of the net asset value of Horizons HXT, together with applicable Sales Tax. The Manager may (or may not) elect to extend the HXT Rebate for another period beyond January 1, 2021. If the Manager elects to extend the HXT Rebate, the Manager will announce such extension by press release prior to January 1, 2021

** The Manager has agreed to rebate 0.10% of the Management Fee payable by Horizons HSAV to the Manager effective April 1, 2020 (the “**HSAV Rebate**”), until further notice. During the term of the HSAV Rebate, the effective Management Fee that shareholders of Horizons HSAV will pay is reduced from 0.18% to 0.08%, together with applicable Sales Tax. The Manager reserves the right to cancel or modify the rebate at any time. The Manager will announce any change to the rebate or cancellation of the rebate by issuance of a press release.

Management Fee Rebates

To achieve effective and competitive management fees, the Manager may reduce the fee borne by certain Shareholders who have signed an agreement with the Manager. The Manager will pay out the amount of the reduction in the form of a management fee rebate (a “**Management Fee Rebate**”) directly to the eligible Shareholder. Management Fee

Rebates are reinvested in ETF Shares, unless otherwise requested. The decision to pay Management Fee Rebates will be in the Manager's discretion and will be dependent on a number of factors, including the size of the investment and a negotiated fee agreement between the Manager and the Shareholder.

The Manager reserves the right to discontinue or change Management Fee Rebates at any time.

Operating Expenses

The Manager will pay all the expenses of the ETFs other than the Management Fee, any Sales Taxes on the applicable Management Fee, and any Swap costs, hedging costs, or brokerage expenses and commissions as may be applicable. As a result, the ETFs do not have, or will not have, any operating expenses other than Management Fees, Sales Taxes on the Management Fees, and any Swap costs, hedging costs, or brokerage expenses and commissions as may be applicable.

In accordance with applicable securities legislation, including NI 81-102, no management fees or incentives fees shall be payable by the ETFs that, to a reasonable person, would duplicate a fee payable by any underlying fund for the same services.

See "Fees and Expenses".

Expenses of the Issue

All expenses related to the issuance of ETF Shares of the ETFs shall be borne by the Manager. See "Fees and Expenses".

Swap Costs and Hedging Costs

Under the Swaps, each ETF may pay to the Counterparty, monthly in arrears, a net amount equal to no more than a percentage per annum of the notional value of the Swap calculated and applied daily in arrears, as follows:

ETF	Swap Costs (if any)
Horizons HXT	Nil
Horizons HXS	0.30%
Horizons HSH	0.30%
Horizons HXE	Nil
Horizons HXF	Nil
Horizons HBB	0.14%, plus hedging costs (if any)
Horizons HTB	0.05%, plus hedging costs (if any)
Horizons HTH	0.05%, plus hedging costs (if any)
Horizons HXX	0.30%
Horizons HXH	Nil
Horizons HXDM	0.30%
Horizons HCRE	Nil
Horizons HLPR	Nil
Horizons HEWB	Nil
Horizons HXCN	Nil

Hedging costs incurred by a Counterparty can be similar in nature to portfolio transaction costs that are incurred by an investment fund that holds portfolio securities directly. Currently, the Manager anticipates that, based on existing market conditions, the hedging costs, if any, for Horizons HBB, Horizons HTB and Horizons HTH could be between 0.00% and 0.10% of the notional exposure of any daily net subscription or redemption activity that results in changes to Horizons HBB's, Horizons HTB's or Horizons HTH's Swaps, as applicable. The actual hedging costs, if any, that may be incurred by a Counterparty and charged to Horizons HBB, Horizons HTB and Horizons HTH may be greater depending on market conditions and can change at any time.

Any ETF's Swap or Swaps may be amended, replaced or terminated at any time, and the expenses incurred by an ETF in respect of a Swap may increase, decrease, or in the case of the termination of an ETF's Swap or Swaps, be eliminated.

Fees and Expenses Payable Directly by Shareholders

Type of Fee	Amount and Description
Administrative Charges	As may be agreed between the Manager and a Designated Broker or Dealer, the Manager may charge Shareholders of an ETF, at its discretion, an issue, exchange or redemption charge to offset certain transaction costs associated with the issuance, exchange or redemption of ETF Shares of the Company. The Manager will publish the current administrative charge, if any, on its website, www.HorizonsETFs.com . No fees or expenses will be paid by a Shareholder to the Manager or the ETFs in connection with selling ETF Shares on the TSX.
Switch Fees	Shareholders may have to pay their financial advisor, investment advisor or broker a transfer fee based on the value of the ETF Shares that are switched. See “Fees and Expenses” and “Redemption and Switching of ETF Shares – Switches”.

OVERVIEW OF THE LEGAL STRUCTURE OF THE ETFS

Horizons ETF Corp. (the “**Company**”) is a mutual fund corporation established under the federal laws of Canada. The authorized capital of the Company includes an unlimited number of non-cumulative, redeemable, non-voting classes of shares (each, a “**Corporate Class**”), issuable in an unlimited number of series, and one class of voting shares designated as “Class J Shares”. Each Corporate Class is a separate investment fund having specific investment objectives and is specifically referable to a separate portfolio of investments. Each ETF will be a separate Corporate Class. Each ETF currently consists of a single series of exchange traded fund shares (“**ETF Shares**”) of the applicable Corporate Class which are being offered for sale on a continuous basis by this prospectus.

An unlimited number of ETF Shares of each Corporate Class of the Company are being offered for sale on a continuous basis in Canadian dollars by this prospectus (“**Cdn\$ Shares**”). ETF Shares of Horizons HXT, Horizons HXS, Horizons HTB, Horizons HXQ, Horizons HXDM and Horizons HULC (together with Horizons HXX, the “**Dual Currency ETFs**”) are also being offered for sale on a continuous basis, and ETF Shares of Horizons HXX may also be offered for sale on a continuous basis, in U.S. dollars by this prospectus (“**US\$ Shares**”).

Horizons ETFs Management (Canada) Inc., a corporation existing under the federal laws of Canada, is the manager and investment manager of each ETF. The Manager is responsible for providing or arranging for the provision of administrative services required by the ETFs. The Manager also provides investment advisory and investment management services to the ETFs. The head office of the Manager and the ETFs is 55 University Avenue, Suite 800, Toronto, Ontario, M5J 2H7. The fiscal year end of the Company is December 31.

The following chart sets out the full legal name as well as the TSX ticker symbol(s) for each of the ETFs:

Name of ETF	Share Currency	Ticker Symbol
Horizons S&P/TSX 60™ Index ETF	Canadian dollar	HXT
	U.S. dollar	HXT.U
Horizons S&P 500® Index ETF	Canadian dollar	HXS
	U.S. dollar	HXS.U
Horizons S&P 500 CAD Hedged Index ETF	Canadian dollar	HSH
Horizons S&P/TSX Capped Energy Index ETF	Canadian dollar	HXE
Horizons S&P/TSX Capped Financials Index ETF	Canadian dollar	HXF
Horizons Cdn Select Universe Bond ETF	Canadian dollar	HBB
Horizons NASDAQ-100® Index ETF	Canadian dollar	HXQ
	U.S. dollar	HXQ.U
Horizons EURO STOXX 50® Index ETF	Canadian dollar	HXX
Horizons Cdn High Dividend Index ETF	Canadian dollar	HXH
Horizons US 7-10 Year Treasury Bond ETF	Canadian dollar	HTB
	U.S. dollar	HTB.U
Horizons US 7-10 Year Treasury Bond CAD Hedged ETF	Canadian dollar	HTH
Horizons Laddered Canadian Preferred Share Index ETF	Canadian dollar	HLPR
Horizons Intl Developed Markets Equity Index ETF	Canadian dollar	HXDM
	U.S. dollar	HXDM.U
Horizons Equal Weight Canada REIT Index ETF	Canadian dollar	HCRE
Horizons Equal Weight Canada Banks Index ETF	Canadian dollar	HEWB
Horizons US Large Cap Index ETF	Canadian dollar	HULC
	U.S. dollar	HULC.U

Horizons S&P/TSX Capped Composite Index ETF	Canadian dollar	HXCN
Horizons Cash Maximizer ETF	Canadian dollar	HSAV

The Manager will issue a news release announcing the listing of the US\$ Shares of Horizons HXX on or prior to the applicable listing date.

While each of the ETFs is an open-end mutual fund under the securities legislation of certain provinces and territories of Canada, each ETF is entitled to rely on exemptive relief from certain provisions of Canadian securities legislation applicable to conventional mutual funds. See “Exemptions and Approvals”. The Company also offers other ETFs pursuant to other prospectuses, each of which is a separate investment fund having specific investment objectives and will be specifically referable to a separate portfolio of investments. See “Overview of the Legal Structure of the ETFs”.

INVESTMENT OBJECTIVES

Horizons HXT

Horizons HXT seeks to replicate, to the extent possible, the performance of the S&P/TSX 60™ Index (Total Return), net of expenses. The S&P/TSX 60™ Index (Total Return) is designed to measure the performance of the large-cap market segment of the Canadian equity market.

Horizons HXS

Horizons HXS seeks to replicate, to the extent possible, the performance of the S&P 500® Index (Total Return), net of expenses. The S&P 500® Index (Total Return) is designed to measure the performance of the large-cap market segment of the U.S. equity market.

Horizons HSH

Horizons HSH seeks to replicate, to the extent possible, the performance of the S&P 500® CAD Hedged Index (Total Return), net of expenses. The S&P 500® CAD Hedged Index (Total Return) is designed to measure the performance of the large-cap market segment of the U.S. equity market, hedged to the Canadian dollar.

Horizons HXE

Horizons HXE seeks to replicate, to the extent possible, the performance of the S&P/TSX Capped Energy Index (Total Return), net of expenses. The S&P/TSX Capped Energy Index (Total Return) is designed to measure the performance of Canadian energy sector equity securities included in the S&P/TSX Composite Index. The Relative Weight of any single index Constituent Security is capped.

Horizons HXF

Horizons HXF seeks to replicate, to the extent possible, the performance of the S&P/TSX Capped Financials Index (Total Return), net of expenses. The S&P/TSX Capped Financials Index is designed to measure the performance of Canadian financial sector equity securities included in the S&P/TSX Composite Index. The Relative Weight of any single index Constituent Security is capped.

Horizons HBB

Horizons HBB seeks to replicate, to the extent possible, the performance of the Solactive Canadian Select Universe Bond Index (Total Return), net of expenses. The Solactive Canadian Select Universe Bond Index (Total Return) is designed to measure the performance of the Canadian investment-grade fixed income market.

Horizons HXQ

Horizons HXQ seeks to replicate, to the extent possible, the performance of the NASDAQ-100® Index (Total Return), net of expenses. The NASDAQ-100® Index (Total Return) includes 100 of the largest domestic and international non-financial companies listed on The NASDAQ Stock Market.

Horizons HXX

Horizons HXX seeks to replicate, to the extent possible, the performance of the EURO STOXX 50® Futures Roll Index (Total Return), net of expenses. The EURO STOXX 50® Futures Roll Index (Total Return) is designed to measure the performance of 50 of the largest companies that are sector leaders in the Eurozone.

Horizons HXH

Horizons HXH seeks to replicate, to the extent possible, the performance of the Solactive Canadian High Dividend Yield Index (Total Return), net of expenses. The Solactive Canadian High Dividend Yield Index (Total Return) is designed to measure the performance of Canadian-listed equity securities characterized by high dividend yield.

Horizons HTB

Horizons HTB seeks to replicate, to the extent possible, the performance of the Solactive US 7-10 Year Treasury Bond Index (Total Return), net of expenses. The Solactive US 7-10 Year Treasury Bond Index (Total Return) is designed to measure the performance of the US 7-10 Year Treasury Bond market.

Horizons HTH

Horizons HTH seeks to replicate, to the extent possible, the performance of the Solactive US 7-10 Year Treasury Bond CAD Hedged Index (Total Return), net of expenses. The Solactive US 7-10 Year Treasury Bond CAD Hedged Index (Total Return) is designed to measure the performance of the US 7-10 Year Treasury Bond market, hedged to the Canadian dollar.

Horizons HLPR

Horizons HLPR seeks to replicate, to the extent possible, the performance of the Solactive Laddered Canadian Preferred Share Index (Total Return), net of expenses. The Solactive Laddered Canadian Preferred Share Index (Total Return) is an index of Canadian preferred shares that generally have an adjustable dividend rate.

Horizons HXDM

Horizons HXDM seeks to replicate, to the extent possible, the performance of the Horizons EAFE Futures Roll Index (Total Return), net of expenses. The Horizons EAFE Futures Roll Index (Total Return) is designed to measure the performance of large and mid-cap securities across 21 developed markets including countries in Europe, Australasia and the Far East, excluding the U.S. and Canada.

Horizons HCRE

Horizons HCRE seeks to replicate, to the extent possible, the performance of the Solactive Equal Weight Canada REIT Index (Total Return), net of expenses. The Solactive Equal Weight Canada REIT Index (Total Return) is an equal weight index of Canadian-listed real estate investment trust equity securities.

Horizons HEWB

Horizons HEWB seeks to replicate, to the extent possible, the performance of the Solactive Equal Weight Canada Banks Index (Total Return), net of expenses. The Solactive Equal Weight Canada Banks Index (Total Return) is an equal weight index of equity securities of diversified Canadian banks.

Horizons HULC

Horizons HULC seeks to replicate, to the extent possible, the performance of the Solactive US Large Cap Index (CA NTR), net of expenses. The Solactive US Large Cap Index (CA NTR) is designed to measure the performance of the large-cap market segment of the U.S. equity market.

Horizons HXCN

Horizons HXCN seeks to replicate, to the extent possible, the performance of the S&P/TSX Capped Composite Index (Total Return), net of expenses. The S&P/TSX Capped Composite Index (Total Return) is designed to measure the performance of the broad large-cap market segment of the Canadian equity market, with a capped weight of 10% on all Constituent Issuers.

Horizons HSAV

Horizons HSAV seeks to generate modest capital growth by investing primarily in high interest deposit accounts with Canadian banks. While any decision to pay dividends or other distributions is within the discretion of the Manager, Horizons HSAV is not currently expected to make any regular distributions.

The fundamental investment objective of an ETF may not be changed except with the approval of Shareholders of that ETF. See “Shareholder Matters” for additional descriptions of the process for calling a meeting of Shareholders and requirements of Shareholder approval.

THE INDEXES

S&P/TSX 60™ Index (Total Return)

Horizons HXT uses the S&P/TSX 60™ Index (Total Return) as its Underlying Index. The S&P/TSX 60™ Index (Total Return) represents the total return of the large-cap market segment of the Canadian equity market. The S&P/TSX 60™ Index is comprised of 60 of the largest (by market capitalization) and most liquid securities listed on the TSX, selected by S&P using its industrial classifications and guidelines for evaluating issuer capitalization, liquidity and fundamentals with a view to matching the sector weights of the S&P TSX Composite Index. The S&P/TSX 60™ Index is a market capitalization –weighted index of securities of the Constituent Issuers.

S&P 500® Index (Total Return)

Horizons HXS uses the S&P 500® Index (Total Return) as its Underlying Index. The S&P 500® Index (Total Return) represents the total return of the S&P 500®. The S&P 500® includes 500 leading companies in leading industries of the U.S. economy. The S&P 500® is also the U.S. component of the S&P Global 1200.

S&P 500® CAD Hedged Index (Total Return)

Horizons HSH uses the S&P 500® CAD Hedged Index (Total Return) as its Underlying Index. The S&P 500® CAD Hedged Index (Total Return) represents the total return of the S&P 500®, hedged to the Canadian dollar. The S&P 500® includes 500 leading companies in leading industries of the U.S. economy. The S&P 500® is also the U.S. component of the S&P Global 1200.

S&P/TSX Capped Energy Index (Total Return)

Horizons HXE uses the S&P/TSX Capped Energy Index (Total Return) as its Underlying Index. The S&P/TSX Capped Energy Index (Total Return) is comprised of S&P/TSX Composite Index securities that are classified in the energy sector, provided that securities classified by the Global Industry Classification Standard as “Oil & Gas Refining & Marketing”, “Oil & Gas Storage & Transportation”, or “Coal & Consumable Fuels” are excluded. The Relative Weight of any single index constituent is capped at 25%.

S&P/TSX Capped Financials Index (Total Return)

Horizons HXF uses the S&P/TSX Capped Financials Index (Total Return) as its Underlying Index. The S&P/TSX Capped Financials Index (Total Return) is comprised of S&P/TSX Composite Index securities that are classified in the financials sector, provided that securities classified by the Global Industry Classification Standard as “Real Estate” are excluded. The Relative Weight of any single index constituent is capped at 25%.

Solactive Canadian Select Universe Bond Index (Total Return)

Horizons HBB uses the Solactive Canadian Select Universe Bond Index as its Underlying Index. The Solactive Canadian Select Universe Bond Index is a rules-based index which is designed to measure the performance of the Canadian investment-grade fixed income market by selecting a representative group of government and corporate bonds. The Solactive Canadian Select Universe Bond Index constituents are selected based on size, rating and maturity criteria applied with a view to matching the duration and yield of the universe of eligible securities. The details of the criteria applied in this selection process are provided in the Guideline for the Solactive Canadian Select Universe Bond Index available on the Solactive website at www.solactive.com. The universe of eligible securities is composed of

fixed income instruments which are denominated in Canadian dollars and are issued by the Government of Canada, a Canadian province or territory, a Canadian municipality, or a corporation incorporated under a Canadian federal, provincial or territorial jurisdiction. Corporate bonds must have an issue size of at least \$100 million and government bonds must have an issue size of at least \$50 million. Eligible securities must have a fixed coupon, an effective remaining time to maturity of at least one year and a rating of at least BBB(low) (or its equivalent) from a “designated rating organization” within the meaning of NI 81-102. The number of constituents selected for the Solactive Canadian Select Universe Bond Index is based on, among other things, the number of bonds that meet the above criteria. The composition and weighting of the Solactive Canadian Select Universe Bond Index is adjusted on the last business day of each month.

NASDAQ-100® Index (Total Return)

Horizons HXQ uses the NASDAQ-100® Index (Total Return) as its Underlying Index. The NASDAQ-100® Index (Total Return) includes 100 of the largest non-financial domestic and international issuers listed on The NASDAQ Stock Market. This index is calculated under a modified capitalization-weighted methodology. Reconstitution and rebalancing occurs on an annual, quarterly, and ongoing basis. To be eligible for inclusion, companies cannot be in bankruptcy proceedings and must meet certain additional criteria including trading volume and “seasoning” requirements. Further details regarding the methodology for this Underlying Index are available at https://indexes.nasdaqomx.com/docs/Methodology_NDX.pdf.

EURO STOXX 50® Futures Roll Index (Total Return)

Horizons HXX uses the EURO STOXX 50® Futures Roll Index (Total Return) as its Underlying Index. The EURO STOXX 50® Futures Roll Index (Total Return) is designed to reflect the returns generated over time through notional investments in a long position in a series of futures contracts on the EURO STOXX 50® Index. The EURO STOXX 50® Index is a leading blue-chip index for the 19 European Union countries which have adopted the Euro as their currency, and currently covers 50 stocks from 12 Eurozone countries: Austria, Belgium, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, the Netherlands, Portugal and Spain. The EURO STOXX 50® Index uses the 19 EURO STOXX sector indices, and ranks its stocks by free float market capitalization.

The notional portfolio of the EURO STOXX 50® Futures Roll Index (Total Return) is invested into the first nearby futures contract on the EURO STOXX 50® Index, and then rolled into the next nearby contract over the four days preceding the expiry date of the futures contracts series, which is the third Friday in March, June, September and December. The roll period works as follows: until the Monday preceding the third Friday of a roll month, all of the index value is allocated to the first nearby futures contract. Starting Monday night, on a daily basis for four days, one fourth of the index value is shifted into the next nearby contract. With the open of trading on Friday morning, the roll is complete and all index value is allocated to the next nearby contract. Further details regarding the methodology for this Underlying Index, and for the EURO STOXX 50® Index, are available at www.stoxx.com/rulebooks.

The EURO STOXX 50® Futures Roll Index (Total Return) Bloomberg ticker is “SX5EFETR”, and the Thomson Reuters ticker is “SX5EFETR”.

Solactive Canadian High Dividend Yield Index (Total Return)

Horizons HXH uses the Solactive Canadian High Dividend Yield Index as its Underlying Index. This Underlying Index is a rules based index which is designed to measure the performance of approximately 40 TSX-listed high dividend Canadian domiciled companies or REITs with significant anticipated yield, selected in accordance within three major sector categories described below. The universe of eligible securities for the Solactive Canadian High Dividend Yield Index is selected from 400 listed TSX-listed companies or REITs which later must meet a minimum size, and dividend paying requirements, which are further described below.

The Constituent Issuer selection process for this Underlying Index is to identify 40 cash dividend paying equity securities within the universe of eligible securities based upon three equally represented sectors: financials, energy and a “diversified sector” with securities chosen across all remaining industries. The selection criteria include a minimum market capitalization threshold, an expectation of cash dividends being paid over the next twelve months,

and a minimum and maximum number of securities per sector. The eligible securities are then ranked based on their anticipated cash dividend yield to select the top 40 securities. In calculating the weight of a security within each equally weighted sector, the securities are float market-capitalization weighted.

This Underlying Index is rebalanced annually at the close of trading on each rebalance date. Further details regarding the methodology for this Underlying Index are available on the Solactive website at www.solactive.com.

Solactive US 7-10 Year Treasury Bond Index (Total Return)

Horizons HTB uses the Solactive US 7-10 Year Treasury Bond Index as its Underlying Index. The Solactive US 7-10 Year Treasury Bond Index is a rules-based index which is designed to measure the performance of the US 7-10 Year Treasury bond market. The Solactive US 7-10 Year Treasury Bond Index constituents are selected based on size and maturity criteria, and generally have a maturity between 7 and 10 years at the time of inclusion. The criteria applied in this selection process is detailed in the Solactive US 7-10 Year Treasury Bond Index methodology available on the Solactive website at www.solactive.com. The eligible universe is made up of those U.S. Treasury securities which are U.S. dollar denominated, have a maturity between 7 and 10 years, have a fixed coupon, and are not convertible or callable. Solactive US 7-10 Year Treasury Bond Index Constituent Securities are generally deliverable against the U.S. 10-Year Treasury Note futures contract.

The U.S. federal government finances its expenditures in excess of tax receipts through the sale of debt obligations. The market for U.S. Treasury securities is one of largest, most active debt markets in the world. Treasuries are debt obligations issued and backed by the full faith and credit of the U.S. government. Because they are considered to have low credit or default risk, they generally offer lower yields relative to other bonds.

Solactive US 7-10 Year Treasury Bond CAD Hedged Index (Total Return)

Horizons HTH uses the Solactive US 7-10 Year Treasury Bond CAD Hedged Index (Total Return) as its Underlying Index. The Solactive US 7-10 Year Treasury Bond CAD Hedged Index (Total Return) is a rules-based index which is designed to measure the performance of the US 7-10 Year Treasury bond market, hedged to the Canadian dollar. The Solactive US 7-10 Year Treasury Bond CAD Hedged Index (Total Return) constituents are selected based on size and maturity criteria, and generally have a maturity between 7 and 10 years at the time of inclusion. The criteria applied in this selection process is detailed in the Solactive US 7-10 Year Treasury Bond CAD Hedged Index (Total Return) methodology available on the Solactive website at www.solactive.com. The eligible universe is made up of those U.S. Treasury securities which are U.S. dollar denominated, have a maturity between 7 and 10 years, have a fixed coupon, and are not convertible or callable. Solactive US 7-10 Year Treasury Bond CAD Hedged Index (Total Return) Constituent Securities are generally deliverable against the U.S. 10-Year Treasury Note futures contract.

The U.S. federal government finances its expenditures in excess of tax receipts through the sale of debt obligations. The market for U.S. Treasury securities is one of largest, most active debt markets in the world. Treasuries are debt obligations issued and backed by the full faith and credit of the U.S. government. Because they are considered to have low credit or default risk, they generally offer lower yields relative to other bonds.

Solactive Laddered Canadian Preferred Share Index (Total Return)

Horizons HLPR uses the Solactive Laddered Canadian Preferred Share Index (Total Return) as its Underlying Index. The Solactive Laddered Canadian Preferred Share Index (Total Return) includes TSX-listed preferred shares that generally have an adjustable dividend rate and are laddered using equal weights in annual reset term buckets. Securities are market capitalization weighted within the annual term buckets. Constituent Issuers are rebalanced on a monthly basis, and are subject to minimum market capitalization, quality and liquidity screens. Further information about Solactive Laddered Canadian Preferred Share Index (Total Return) and its Constituent Issuers is available from Solactive on its website at www.solactive.com. The value of this Underlying Index will be published after the close of trading on each business day by Bloomberg L.P. under the ticker symbol SOLADPRF.

Horizons EAFE Futures Roll Index (Total Return)

Horizons HXDM uses the Horizons EAFE Futures Roll Index (Total Return) as its Underlying Index. This Underlying Index is an index provided by Horizons that is designed to reflect the returns generated over time through long notional investments in a series of MSCI EAFE Index Futures that are in turn based on the performance of the MSCI EAFE Index. The MSCI EAFE Index Futures are listed on the Intercontinental Exchange. The Underlying Index is designed to represent the performance of large and mid-cap securities across 21 developed markets, including countries in Europe, Australasia and the Far East, and excluding the U.S. and Canada. The Underlying Index encompasses a number of regions and market segments/sizes, and tracks a substantial portion of the free float-adjusted market capitalization in each of the 21 countries. As noted above, the Horizons EAFE Futures Roll Index (Total Return) is based in whole, or in part, on the MSCI EAFE Index Futures owned by ICE Data, LLP and its affiliates, and is used by Horizons with permission under license by ICE Data, LLP. See “Other Material Facts – Index Information”.

The notional portfolio of the Underlying Index is invested into the first nearby contract of the MSCI EAFE Index Futures, and then rolled into the next nearby contract over a four day period in each of March, June, September and December. The roll from the first nearby contract to the next nearby contract begins on the day that is the sixth ICE Trading Day prior to the last ICE Trading Day of the first nearby contract on the Intercontinental Exchange. Further details regarding the methodology for this Underlying Index are available on the Manager’s website at www.HorizonsETFs.com. The value of this Underlying Index will be published after the close of trading on each business day by Bloomberg L.P. under the ticker symbol <CMDYHXDM>.

Horizons, as index provider of the Horizons EAFE Futures Roll Index (Total Return), reserves the ability to make exceptions when applying the index methodology if the need arises, as determined in its discretion. At least once within any 12-month period, Horizons, in its capacity as index provider, reviews the index methodology to ensure that it continues to achieve the stated objectives, and that the data and methodology remain effective. The current futures contract exposure and methodology employed by the Horizons EAFE Futures Roll Index (Total Return) is posted on the Manager's website at <http://www.HorizonsETFs.com> and any changes to the futures contract exposure or index methodology, if any, will be disclosed by way of public announcement.

Solactive Equal Weight Canada REIT Index (Total Return)

Horizons HCRE uses the Solactive Equal Weight Canada REIT Index (Total Return) as its Underlying Index. The Solactive Equal Weight Canada REIT Index (Total Return) includes TSX-listed securities that are classified within the Real Estate Investment Trust industry classification. Constituents are subject to minimum market capitalization and liquidity screens. Constituent Issuers are equally weighted at each rebalancing and this Underlying Index is rebalanced semi-annually in March and September. Further information about the Solactive Equal Weight Canada REIT Index (Total Return) and its Constituent Issuers is available from Solactive on its website at www.solactive.com. The value of this Underlying Index will be published after the close of trading on each business day by Bloomberg L.P. under the ticker symbol SOLCREW.

Solactive Equal Weight Canada Banks Index (Total Return)

Horizons HEWB uses the Solactive Equal Weight Canada Banks Index (Total Return) as its Underlying Index. The Solactive Equal Weight Canada Banks Index (Total Return) includes TSX-listed common shares of Canadian banks. Constituent Issuers are subject to minimum market capitalization and liquidity screens. Constituent Issuers are equally weighted at each rebalancing and this Underlying Index is rebalanced semi-annually in March and September. Further information about the Solactive Equal Weight Canada Banks Index (Total Return) and its Constituent Issuers is available from Solactive on its website at www.solactive.com. The value of this Underlying Index will be published after the close of trading on each business day by Bloomberg L.P. under the ticker symbol SOLCBEW.

Solactive US Large Cap Index (CA NTR)

Horizons HULC uses the Solactive US Large Cap Index (CA NTR) as its Underlying Index. The Solactive US Large Cap Index (CA NTR) aims to track the price movements of the 500 largest companies in the United States stock market based on free float market capitalization. The Solactive US Large Cap Index (CA NTR) is rebalanced semi-

annually at the close of trading on the first Wednesday in May and November. The Solactive US Large Cap Index (CA NTR) is a net total return index, thus dividend income is adjusted for withholding tax rates that are applicable to a Canadian investor. Initial public offerings may be added on a quarterly basis if they meet all criteria outlined in the relevant sections of the index guideline methodology. The Solactive US Large Cap Index (CA NTR) is published in U.S. dollars and Horizons HULC will not hedge any U.S. dollar currency exposure.

The S&P/TSX Capped Composite Index (Total Return)

Horizons HXCN uses the S&P/TSX Capped Composite Index (Total Return) as its Underlying Index. The S&P/TSX Capped Composite Index (Total Return) represents the broad large-cap market segment of the Canadian equity market. The S&P/TSX Capped Composite Index (Total Return) is generally comprised of over 225 securities and is a market capitalization-weighted index of securities of its Constituent Issuers. The Constituent Issuers include common stocks and income trust units. The Relative Weight of any single Constituent Security is capped at 10% and additions to the S&P/TSX Composite are generally only made as part of the quarterly rebalance.

S&P, the Index Provider, is not affiliated with the Manager. Further information about the Underlying Index is available from S&P on its web site at <https://ca.spindices.com>. The value of the Underlying Index will be published by Bloomberg L.P. under the ticker symbol “T00CAR Index”.

Underlying Indexes

An Index Provider has the discretion to change the Constituent Issuers of an Underlying Index, including, but not limited to, adjustments made from time to time because of various events affecting Index Securities. These adjustments may require removing a Constituent Issuer from an Underlying Index and substituting a new Constituent Issuer while at the same time, if necessary, changing the number of Index Securities, thereby effectively increasing or decreasing the Relative Weight of the Constituent Issuer in this Underlying Index. These adjustments to an Underlying Index are expected to be made in such a way that the Index Levels will not be affected. If such events occur, the applicable Index ETF may implement these changes such that the direct or indirect exposure of such Index ETF to the Index Levels will match, as closely as possible, the Constituent Issuers in its Underlying Index with the overall goal of continuing to manage that Index ETF and meet its investment objective.

Change of an Underlying Index

The Manager may, subject to any required Shareholder approval, change an Underlying Index in order to provide investors with substantially the same exposure to which that Index ETF is currently exposed. If the Manager changes an Underlying Index, or any index replacing such Underlying Index, the Manager will issue a press release identifying and describing the new Underlying Index and specifying the reasons for the change in the Underlying Index.

Termination of an Underlying Index

Each Index Provider calculates, determines and maintains the applicable Underlying Index. If an Index Provider ceases to calculate an Underlying Index, or the applicable License Agreement is terminated, the Manager may choose to: terminate the applicable Index ETF; change the applicable Index ETF’s investment objective or to seek to replicate an alternative index (subject to any Shareholder approval, if required); or make such other arrangements as the Manager considers appropriate and in the best interests of applicable Shareholders in the circumstances.

If an alternate index is selected, the investment objective of the Index ETF shall be to replicate, to the extent possible, the performance of such alternate index, net of expenses. The Manager will notify Shareholders, which notice may be by way of press release, at least 30 days prior to the effective date of the selection of an alternate index.

Use of the Underlying Indexes

Each Index ETF is permitted by the applicable Index Provider to use its Underlying Index and to use certain trademarks in connection with its operation. The Index ETFs do not accept responsibility for or guarantee the accuracy or completeness of the Underlying Indexes or any data included in the Underlying Indexes.

INVESTMENT STRATEGIES

In order to achieve their investment objectives and obtain direct or indirect exposure to securities of their Underlying Index's Constituent Issuers, the Index ETFs may invest in and hold the securities of Constituent Issuers in substantially the same proportion as they are reflected in the applicable Underlying Index, or may invest in and hold index participation units of exchange traded funds or use derivatives, including but not limited to swap agreements, futures contracts, options on futures contracts, forward contracts, options on securities and indices, money market instruments, reverse repurchase agreements or a combination of the foregoing, that are based on the applicable Underlying Index, provided that the use of such derivative instruments is in compliance with NI 81-102 and is consistent with the investment objective of that Index ETF. Accordingly, ETFs may enter into a Swap (as described below) and/or obtain direct exposure to its Underlying Index's Constituent Issuers at any time, or from time to time. The Index ETFs will remain fully invested in, or exposed to, the markets at all times. The Index ETFs may also invest in futures contracts and forward agreements in order to provide exposure for other cash held by the Index ETFs and may also hold money market instruments, securities of money market funds or cash to meet their current obligations.. See "Direct Investment in the Index Securities" below.

Use of Swap Agreements by Certain Index ETFs

Currently, each of the Index ETFs, except Horizons HXQ and Horizons HULC, has entered or will enter into a swap with a Counterparty or Counterparties pursuant to which each Index ETF seeks to gain exposure to the performance of its Underlying Index (a "**Swap**"). Each Swap is or will be a total return swap under which the applicable Index ETF will pay the Counterparty (i) a floating amount based upon prevailing short-term market interest rates computed upon an agreed notional amount and (ii) an equity amount based upon any decline in value of a notional investment in a notional number of shares, the value of each of which will equal the value of the applicable index to which the Index ETF seeks to gain exposure pursuant to the Swap (the "**reference assets**"). In return, the Counterparty or Counterparties will pay the applicable ETF an equity amount based upon any increase in value of the reference assets. The total return will be comprised of notional income which would be earned on a notional investment in the reference assets (which, by virtue of the operation of the Swap, will be notionally reinvested in further reference assets) plus any notional appreciation in the value of the reference assets or, as the case may be, minus any reduction in the value of the reference assets. The daily marked-to-market value of a Swap is based upon the performance of the applicable index to which the Index ETF seeks to gain exposure pursuant to the Swap. A Counterparty may hedge its exposure under a Swap to Index Securities. There is no assurance that a Counterparty will maintain a hedge or will do so with respect to the full amount or term of a Swap. In respect of the Swap each Index ETF has entered or will enter into, the Index ETFs may replace a Counterparty or engage additional Counterparties at any time.

Horizons HXQ and Horizons HULC do not employ a total return swap to gain exposure to its Underlying Index. Horizons HXQ and Horizons HULC invests in the equity securities of Constituent Issuers in substantially the same proportion as they are reflected in its Underlying Index. As such, Horizons HXQ and Horizons HULC do not pay swap costs to a Counterparty.

Each Index ETF also currently invests or will invest the net proceeds of ETF Share subscriptions in cash and/or short-term debt obligations to earn short-term market interest rates. The terms of each Swap of an Equity ETF (except Horizons HXQ and Horizons HULC, which does not employ a total return swap to gain exposure to its Underlying Index), other than the Swap in respect of Horizons HXS, Horizons HXDM, Horizons HTB and Horizons HXX, require or will require the Equity ETFs to pledge their cash in Canadian dollars to the Counterparty to secure the payment of their payment obligations under the applicable Swap. The income earned on the cash in Canadian dollars and short-term debt obligations is expected to continue to be sufficient to fund the required floating payments by the applicable ETF (other than Horizons HXS and Horizons HTB) under the current Swaps. The terms of the Swaps in respect of Horizons HXS, Horizons HTB and Horizons HXDM require or will require each such ETF to pledge its cash in U.S. dollars and short-term debt obligations to the Counterparty to secure the payment of the ETF's payment obligations under the applicable Swap. The terms of the Swap in respect of Horizons HXX require or will require Horizons HXX to pledge its cash in Euros and short-term debt obligations to the Counterparty to secure the payment of Horizons HXX's payment obligations under the Swap.

In order to seek to replicate the Underlying Indexes of Horizons HSH and Horizons HTH, including the currency hedging requirements of such Underlying Indexes, the ETFs have entered or will enter into Swaps that provide exposure to the performance of a custom index selected by the Manager from time to time that incorporates a currency hedging methodology, and is expected to substantially correspond to the performance of the applicable Underlying Index. Initially, Horizons HSH and Horizons HTH have entered or will enter into Swaps that provide exposure to the performance of the Horizons S&P 500 CAD-Hedged Index (Total Return) (Bloomberg index ticker symbol: CMDYSPTR) and the Horizons US 7-10 Year Treasury Bond CAD-Hedged Index (Total Return) (Bloomberg index ticker symbol: CMDYUSTC), respectively. The values of these indexes are published by Bloomberg L.P. at the close of trading on each business day.

Each Swap has or will have a term of less than five (5) years and, provided no default or event of default and no unresolved hedging event or disruption event has occurred and is continuing, each Index ETF has the ability to terminate its exposure under a Swap, in whole or in part, at any time. Events of default and/or termination events under a Swap include, among others: (i) a failure by a party to make a payment or perform an obligation when due under the Swap which is not cured within any applicable grace period; (ii) fundamental changes are made to the applicable Index ETF or the Index ETF's material contracts which have a material adverse effect on a party to the Swap; (iii) a party makes a representation which is incorrect or misleading in any material respect; (iv) a party defaults in respect of a specified transaction having a value in excess of a specified threshold, which default is not cured within any applicable grace period; (v) certain events related to the bankruptcy or insolvency of a party; (vi) a party consolidates, amalgamates or merges with or into, or transfers substantially all its assets to, another entity and the resulting, surviving or transferee entity fails to assume the obligations of such party under the Swap; (vii) any proposed change in law that prohibits or renders the transactions under the Swap unlawful; (viii) the occurrence or existence at any time of any event or condition arising from any transaction that results in a material adverse tax consequence to a party under the Swap, the applicable Index ETF or the Shareholders of the Index ETF; (ix) failure of the Index ETF to comply with its governing documents; (x) the inability of a Counterparty to the Swap to hedge its exposure to the securities subject to the Swap or an increase in the cost of such hedging that the Index ETF is unwilling to assume; (xi) a Counterparty or its guarantor ceases to have a designated rating, as the case may be; or (xii) certain regulatory, market disruption, credit or legal events occur which affect a party. If a Swap is terminated, the applicable Index ETF may either pursue the same or other alternative investment strategies with an Acceptable Counterparty, or make direct investments in Index Securities. There is no assurance that an Index ETF will be able to replace its Swap if the Swap is terminated.

Each Index ETF is subject to the terms and conditions of the applicable Swap, entitled to increase or decrease the notional exposure of the Swap from time to time as needed to manage Index ETF Share purchases and reinvestment of distributions, to fund redemptions and market repurchases of ETF Shares, meet other liquidity needs and such other purposes as each may determine. For information regarding Swap fees and hedging costs, please see "Fees and Expenses". A Counterparty or an affiliate thereof may, from time to time, reimburse the Manager for certain expenses incurred by the Manager in the normal course of its business.

Direct Investment in the Index Securities

Any Index ETF may also invest in and hold the securities of the issuers contained in its Underlying Index in substantially the same proportion as they are reflected in the Underlying Index or an Index ETF may invest in and hold exchange traded funds or other derivatives, including but not limited to futures contracts, options on futures contracts, options on securities and indices, that are based on its Underlying Index. The Index ETFs will remain fully invested in or exposed to the markets at all times. The Index ETFs may also invest in futures contracts and forward agreements in order to provide market exposure for other cash held by the ETFs and may also hold money market instruments, securities of money market funds or cash to meet their current obligations.

Sampling

Each Index ETF may also employ a "stratified sampling" strategy. Under this stratified sampling strategy, an Index ETF may not hold all of the securities that are included in its Underlying Index, but instead will hold a portfolio of securities and/or derivatives that closely matches the aggregate investment characteristics of the securities included in such Underlying Index. The sampling process typically involves selecting a representative sample of securities in the Underlying Index, principally to enhance liquidity and reduce transaction costs while seeking to maintain a high

correlation with, and similar aggregate characteristics (e.g., market capitalization and industry weightings) to, the Underlying Index. In addition, each Index ETF may obtain exposure to components not included in its Underlying Index, invest in securities that are not included in its Underlying Index or may overweight or underweight certain components contained in such Underlying Index. If the Manager reasonably expects that an Index ETF will still achieve its stated investment objective, an Index ETF may hold other derivatives, including swap agreements, futures contracts, options on futures contracts, forward contracts, options on securities and indices, that refer to an underlying contract that is different from the Index ETF's Underlying Index.

Currency Hedging

The underlying exposure of Cdn\$ Shares and US\$ Shares of a Dual Currency ETF is the same. Any exposure that the portfolio of each of Horizons HSH or Horizons HTH may have to the U.S. dollar will be hedged back to the Canadian dollar. The ETFs (other than Horizons HSH and Horizons HTH) will not hedge any foreign currency exposure back to the currency in which the applicable class of ETF Shares is denominated.

The Solactive US Large Cap Index (CA NTR), the Underlying Index of Horizons HULC, is published in USD, and Horizons HULC will not hedge any USD currency exposure.

Horizons HSAV

Horizons HSAV invests substantially all of its assets in high interest deposit accounts with one or more Canadian chartered banks. Horizons HSAV can also invest in high-quality, short-term (one year or less) debt securities, including treasury bills and promissory notes issued or guaranteed by Canadian governments or their agencies, and bankers acceptances.

Investment in Reverse Repurchase Transactions – All ETFs

Each ETF may enter into reverse repurchase transactions. The Manager has adopted policies and practice guidelines applicable to an ETF to manage the risks associated with investments in reverse repurchase transactions. Such policies and practice guidelines require that (i) investments in reverse repurchase transactions be consistent with the ETF's investment objective and policies; (ii) the risks associated with reverse repurchase transactions be adequately described in the ETF's prospectus; (iii) authorized officers or directors of the Manager approve the parameters, including transaction limits, under which reverse repurchase transactions are permitted for the ETF and that such parameters comply with applicable securities legislation; (iv) the operational, monitoring and reporting procedures in place ensure that all reverse repurchase transactions are completely and accurately recorded, in accordance with their approved use, and within the limits and regulatory restrictions prescribed for the ETF; (v) the counterparties to reverse repurchase transactions must meet the Manager's quantitative and qualitative criteria regarding market making and credit worthiness, and be in good standing with all applicable regulators; and (vi) the Manager must review at least annually all reverse repurchase transactions to ensure that they are being conducted in accordance with applicable securities legislation.

All reverse repurchase transactions must be completed within 30 days.

Investment in Other Investment Funds – All ETFs

In accordance with applicable securities legislation, including any exemptions obtained therefrom, and as an alternative to or in conjunction with investing in and holding securities directly, an ETF may also invest in one or more other investment funds, including investment funds managed by the Manager, provided that no management fees or incentive fees are payable by the ETF that, to a reasonable person, would duplicate a fee payable by an underlying fund for the same service. An ETF's allocation to investments in other investment funds, if any, will vary from time to time depending on the relative size and liquidity of the investment fund and the ability of the Manager to identify appropriate investment funds that are consistent with the ETF's investment objectives and strategies.

Overview of the Investment Structure

A description of the investment structure of the ETFs is provided above under the heading “Investment Strategies”.

OVERVIEW OF THE SECTORS THAT THE ETFs INVEST IN

Please see “Investment Objectives” and “Investment Strategies” for additional information on the sectors applicable to each ETF.

INVESTMENT RESTRICTIONS

The ETFs are subject to certain investment restrictions and practices contained in Canadian securities legislation, including NI 81-102, which are designed in part to ensure that the investments of the ETFs are diversified and relatively liquid and to ensure its proper administration. The investment restrictions and practices applicable to the ETFs which are contained in securities legislation, including NI 81-102, may not be deviated from without the prior consent of the Securities Regulatory Authorities having jurisdiction over the ETFs. Please see “Shareholder Matters – Matters Requiring Shareholder Approval”.

Subject to the following, and the exemptive relief that has been obtained, the ETFs are managed in accordance with the investment restrictions and practices set out in the applicable Canadian securities legislation, including NI 81-102. See “Exemptions and Approvals”.

Tax Related Investment Restrictions

The Company will not make an investment or conduct any activity that would result in the Company failing to qualify as a “mutual fund corporation” within the meaning of the Tax Act. In addition, the Company will not make or hold any investment in property that would be “taxable Canadian property” (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof) if more than 10% of the Company’s property consisted of such property.

FEES AND EXPENSES

Fees and Expenses Payable by the ETFs

Management Fee

Each ETF will pay annual Management Fees to the Manager equal to an annual percentage of the net asset value of that ETF, together with applicable Sales Tax, calculated and accrued daily and payable monthly in arrears, as follows:

ETF	Annual Management Fee
Horizons HXT	0.07%*
Horizons HXS	0.10%
Horizons HSH	0.10%
Horizons HXE	0.25%
Horizons HXF	0.25%
Horizons HBB	0.09%
Horizons HTB	0.15%
Horizons HTH	0.15%
Horizons HXQ	0.25%
Horizons HXX	0.17%
Horizons HXH	0.10%
Horizons HXDM	0.20%
Horizons HCRE	0.30%
Horizons HLPR	0.30%
Horizons HEWB	0.30%

Horizons HULC	0.08%
Horizons HXC�	0.05%
Horizons HSAV	0.18%**

*The Manager has agreed to rebate 0.04% percent of the Management Fee payable by Horizons HXT to the Manager (the “**HXT Rebate**”) until at least January 1, 2021. During the term of the HXT Rebate, the effective Management Fee that Shareholders of Horizons HXT will pay is reduced from 0.07% to 0.03% of the net asset value of Horizons HXT, together with applicable Sales Tax. The Manager may (or may not) elect to extend the HXT Rebate for another period beyond January 1, 2021. If the Manager elects to extend the HXT Rebate, the Manager will announce such extension by press release prior to January 1, 2021.

** ** The Manager has agreed to rebate 0.10% of the Management Fee payable by Horizons HSAV to the Manager effective April 1, 2020 (the “**HSAV Rebate**”), until further notice. During the term of the HSAV Rebate, the effective Management Fee that shareholders of Horizons HSAV will pay is reduced from 0.18% to 0.08%, together with applicable Sales Tax. The Manager reserves the right to cancel or modify the rebate at any time. The Manager will announce any change to the rebate or cancellation of the rebate by issuance of a press release.

Management Fee Rebates

To achieve effective and competitive management fees, the Manager may reduce the fee borne by certain Shareholders who have signed an agreement with the Manager. The Manager will pay out the amount of the reduction in the form of a Management Fee Rebate directly to the eligible Shareholder. Management Fee Rebates are reinvested in ETF Shares, unless otherwise requested. The decision to pay Management Fee Rebates will be in the Manager’s discretion and will be dependent on a number of factors, including the size of the investment and a negotiated fee agreement between the Manager and the Shareholder.

The Manager reserves the right to discontinue or change Management Fee Rebates at any time.

Operating Expenses

The Manager will pay all the expenses of the ETFs other than the Management Fee, any Sales Taxes on the applicable Management Fee, and any Swap costs, hedging costs, or brokerage expenses and commissions as may be applicable. As a result, the ETFs do not have, or will not have, any operating expenses other than Management Fees, Sales Taxes on the Management Fees, and any Swap costs, hedging costs, or brokerage expenses and commissions as may be applicable.

In accordance with applicable securities legislation, including NI 81-102, no management fees or incentives fees shall be payable by the ETFs that, to a reasonable person, would duplicate a fee payable by any underlying fund for the same services.

Expenses of the Issue

All expenses related to the issuance of ETF Shares the ETFs shall be borne by the Manager.

Swap Costs and Hedging Costs

Under the Swaps, each ETF may pay to the Counterparty, monthly in arrears, a net amount equal to no more than a percentage per annum of the notional value of the Swap calculated and applied daily in arrears, as follows:

ETF	Swap Costs (if any)
Horizons HXT	Nil
Horizons HXS	0.30%
Horizons HSH	0.30%
Horizons HXE	Nil

Horizons HXF	Nil
Horizons HBB	0.14%, plus hedging costs (if any)
Horizons HTB	0.05%, plus hedging costs (if any)
Horizons HTH	0.05%, plus hedging costs (if any)
Horizons HXX	0.30%
Horizons HXH	Nil
Horizons HXDM	0.30%
Horizons HCRE	Nil
Horizons HLPR	Nil
Horizons HEWB	Nil
Horizons HXCN	Nil

Hedging costs incurred by a Counterparty can be similar in nature to portfolio transaction costs that are incurred by an investment fund that holds portfolio securities directly. Currently, the Manager anticipates that, based on existing market conditions, the hedging costs, if any, for Horizons HBB, Horizons HTB and Horizons HTH could be between 0.00% and 0.10% of the notional exposure of any daily net subscription or redemption activity that results in changes to Horizons HBB's, Horizons HTB's or Horizons HTH's Swaps, as applicable. The actual hedging costs, if any, that may be incurred by a Counterparty and charged to Horizons HBB, Horizons HTB and Horizons HTH may be greater depending on market conditions and can change at any time.

Any ETF's Swap or Swaps may be amended, replaced or terminated at any time, and the expenses incurred by an ETF in respect of a Swap may increase, decrease, or, in the case of the termination of an ETF's Swap or Swaps, be eliminated.

Fees and Expenses Payable Directly by Shareholders

Administrative Charges for Issuance, Exchange and Redemption Costs

As may be agreed between the Manager and a Designated Broker or Dealer, the Manager may charge Shareholders of an ETF, at its discretion, an issue, exchange or redemption charge to offset certain transaction costs associated with the issuance, exchange or redemption of ETF Shares of the Company. The Manager will publish the current administrative charge, if any, on its website, www.HorizonsETFs.com. No fees or expenses will be paid by a Shareholder to the Manager or the ETFs in connection with selling ETF Shares on the TSX.

Switch Fees

Shareholders may have to pay their financial advisor, investment advisor or broker a transfer fee based on the value of the ETF Shares that are switched.

RISK FACTORS

In addition to the considerations set out elsewhere in this prospectus, the following are certain considerations relating to an investment in ETF Shares of an ETF which prospective investors should consider before purchasing such ETF Shares.

General Risks of Investments – Index ETFs

An investment in an ETF should be made with an understanding that the value of the Index Securities for such ETF (whether held directly or indirectly) may fluctuate in accordance with changes in the financial condition of the Constituent Issuers of the applicable Underlying Index (particularly those that are more heavily weighted in such Underlying Index). The value may also fluctuate in accordance with the condition of equity, bond and currency

markets generally and other factors. The identity and weighting of the applicable Constituent Issuers and Index Securities may also change from time to time.

The risks inherent in investments in equity and bond securities (whether held directly or indirectly) include the risk that the financial condition of Constituent Issuers may become impaired or that the general condition of the stock market may deteriorate (either of which may cause a decrease in the value of an Underlying Index and thus in the value of ETF Shares of a related ETF). Equity securities are susceptible to general stock market fluctuations and the financial condition of the issuer. These investor perceptions are based on various and unpredictable factors, including expectations regarding government, economic, monetary and fiscal policies; inflation and interest rates; economic expansion or contraction; and global or regional political, economic and banking crises.

General Risks of Investing in an Index Fund and Passive Investment Risk – Index ETFs

Investments in an ETF should be made with an understanding that the Index Level of the applicable Underlying Index may fluctuate in accordance with the financial condition of the its Constituent Issuers (particularly those that are more heavily weighted), the value of the securities generally and other factors.

Because the investment objective of an ETF is to replicate the performance of its Underlying Index, the ETFs are not actively managed by traditional methods, and the Manager will not attempt to take defensive positions in declining markets. Therefore, the adverse financial condition of a Constituent Issuer represented in an Underlying Index will not necessarily result in the elimination of exposure to its securities, whether direct or indirect, by an ETF unless the relevant Constituent Issuer is removed from the applicable Underlying Index.

Risks Relating to Index Replication Strategies – Index ETFs

An investment in an ETF should be made with an understanding that an ETF will not replicate exactly the performance of its Underlying Index. The total return generated by the securities held directly or indirectly by an ETF will be reduced by any costs and expenses borne by such ETF, whereas costs and expenses are not included in the calculation of the returns of the applicable Underlying Index. The hedging strategies employed by Horizons HSH and Horizons HTH will also affect the ability of Horizons HSH and Horizons HTH to track their Underlying Indexes. See “Risk Factors – Currency Hedging Risk – Horizons HSH and Horizons HTH”.

Although the Manager deems it unlikely, it is also possible that an ETF may not fully replicate the performance of its Underlying Index due to extraordinary circumstances and whenever an ETF makes direct investments in applicable Index Securities, the temporary unavailability of certain securities or instruments in the secondary market or otherwise. It is also possible that an ETF will not fully replicate the performance of its Underlying Index where that ETF’s expenses exceed income received from the applicable underlying securities.

Whenever an ETF makes direct investments in Index Securities, a deviation could also occur in the tracking of such ETF with its Underlying Index due to timing differences with respect to corporate actions (such as mergers and spin-offs), index adjustments, and other timing variances (for example, where the ETF tenders under a successful takeover bid for less than all applicable Index Securities where the applicable Constituent Issuer is not taken out of the Underlying Index and the ETF buys replacement Index Securities for more than the takeover bid proceeds). An ETF may not replicate exactly the composition of its Underlying Index, which may also lead to differences between the performance of such ETF and the performance of its Underlying Index.

Calculation of Index Level and Termination of an Underlying Index – Index ETFs

An Underlying Index is maintained and calculated by an Index Provider. Trading in ETF Shares of an ETF may be suspended for a period of time if, for whatever reason, the calculation of an Index Level is delayed. An ETF’s subscription and redemption activity may also be suspended for a period of time if, for whatever reason, the calculation of an Index Level is delayed, provided that any such suspension would be in accordance with NI 81-102. In the event an Index Level ceases to be calculated or is discontinued, the Manager may choose to: terminate the applicable ETF; change the applicable ETF’s investment objective or to seek to replicate an alternative index (subject to any

Shareholder approval, if required); or make such other arrangements as the Manager considers appropriate and in the best interests of applicable Shareholders in the circumstances.

The Underlying Indexes – Index ETFs

Each Index Provider has reserved the right to make adjustments to its Underlying Index or to cease calculating the Index Level without regard to the particular interests of the applicable ETF, Horizons, the Shareholders of the ETF or the Designated Broker and the Dealers, but rather solely with a view to the original purpose of such Underlying Index.

Market Disruptions Risk

War and occupation, terrorism and related geopolitical risks may in the future lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally, including U.S., Canadian and other economies and securities markets. For example, the recent spread of a coronavirus disease (COVID-19) has caused volatility in the global financial markets and a slowdown in the global economy. COVID-19 or any other disease outbreak may adversely affect the performance of the ETFs. The effects of future terrorist acts (or threats thereof), military action or similar unexpected disruptive events on the economies and securities markets of countries cannot be predicted. These events could also have an acute effect on individual issuers or related groups of issuers. These risks could also adversely affect securities markets, inflation and other factors relating to the value of the portfolios of the ETFs.

Upon the occurrence of a natural disaster such as flood, hurricane, or earthquake, or upon an incident of war, riot or civil unrest or disease outbreak, the impacted country may not efficiently and quickly recover from such event, which could have a materially adverse effect on borrowers and other developing economic enterprises in such country.

Derivative Investments

Currently, each ETF may invest in derivatives to provide indirect exposure to the securities of its Underlying Index.

The ability of an ETF to close out its positions may also be affected by daily trading limits imposed by futures exchanges on certain derivatives. If an ETF is unable to close out a position, it will be unable to realize its profits or limit its losses until such time as the contract becomes exercisable, expires or matures, as the case may be. The inability to close out swap, futures and forward positions also could have an adverse impact on an ETF's ability to use derivative instruments to effectively implement its investment strategy.

There is no assurance that an ETF's use of derivatives will be effective. There may be an imperfect historical correlation between the behaviour of the derivative instrument and the underlying investment. Any historical correlation may not continue for the period during which the derivative instrument is used.

Deposit Risk and Credit Risk – Horizons HSAV

Although Horizons HSAV primarily invests in chartered bank deposit accounts, Horizons HSAV's assets are not protected by the Canada Deposit Insurance Corporation or any other government deposit insurer. HSAV is therefore subject to the credit risk of the chartered banks in which it makes deposits.

Risk of Suspended Subscriptions – Horizons HSAV

If Horizons HSAV experiences a significant increase in total NAV, the Manager may, at its sole discretion and if determined to be in the best interests of unitholders, decide to suspend subscriptions for new ETF Shares if considered necessary or desirable in order to manage potential tax implications and/or to permit Horizons HSAV to achieve, or continue to achieve, its investment objectives. During a period of suspended subscriptions, if any, investors should note that ETF Shares of Horizons HSAV are expected to trade at a premium or substantial premium to the NAV per ETF Share of Horizons HSAV. During such periods, investors are strongly discouraged from purchasing ETF Shares of HSAV on a stock exchange. Any suspension of subscriptions or resumption of subscriptions will be announced by press release and announced on the Manager's website. The suspension of subscriptions, if any, will not affect the

ability of existing Shareholders to sell their ETF Shares in the secondary market at a price reflective of the NAV per ETF Share.

Risk that ETF Shares Will Trade at Prices Other than Net Asset Value per ETF Share

The ETF Shares of an ETF may trade below, at, or above their net asset value. The net asset value per ETF Share of an ETF will fluctuate with changes in the market value of such ETF's holdings. The trading prices of the ETF Shares of an ETF will fluctuate in accordance with changes in the ETF's net asset value per ETF Share, as well as market supply and demand on the TSX. However, given that a Designated Broker or Dealer may subscribe for a PNS at the net asset value per ETF Share in the applicable currency, the Manager believes that large discounts or premiums to the net asset value per ETF Share of an ETF should not be sustained.

If a Shareholder of an ETF purchases ETF Shares of such ETF in the applicable currency at a time when the market price of such ETF Shares is at a premium to the net asset value per ETF Share or sells ETF Shares of such ETF at a time when the market price of such ETF Shares is at a discount to the net asset value per ETF Share, the Shareholder may sustain a loss.

Issuer Concentration Risk

Each ETF may invest more of its net assets in one or more issuers than is permitted for actively managed mutual funds. This may increase the liquidity risk of an ETF which may, in turn, have an effect on such ETF's ability to satisfy redemption requests. This may also lower the diversification of the ETF and may make the general risk of equity investments, fixed income investments and the volatility of the net asset value of the ETF relatively greater.

Sector Risk – Horizons HXE, Horizons HXF, Horizons HEWB and Horizons HCRE

As Horizons HXE, Horizons HXF and Horizons HEWB are each invested in a certain economic sector, the values of these ETFs are expected to be more volatile than those of an investment fund with a more broadly diversified portfolio (such as Horizons HXS and Horizons HXT). This concentration of assets in a single sector also make Horizons HXE, Horizons HXF and Horizons HEWB subject to the risk that economic, political or other conditions that have a negative effect on that sector will negatively impact Horizons HXE, Horizons HXF and Horizons HEWB to a greater extent than if the assets of these ETFs were invested in a wider variety of sectors.

The value of ETF Shares of Horizons HXE is expected to vary with changes in the price of energy and related commodities and/or changes in the prices of equity securities of companies in the energy sector. Energy prices and the prices of related commodities can change quickly. Because the energy industry is sensitive to changes in the global economy and because the economy is cyclical, the demand for energy industry products also moves in cycles, which will affect the share price of issuers in this sector.

The profitability of financial sector issuers represented in Horizons HXF and Horizons HEWB's Underlying Index depends, among other factors, on the availability and cost of capital funds, level of sector competition, fluctuation of asset values and stability of interest rates. Losses resulting from bad loans can negatively impact financial sector issuers. Further, the comprehensive governmental regulation of the financial sector can affect financial sector issuer profitability.

Horizons HCRE is exposed to real estate investments risk. Investments in real estate investment trusts ("REITs"), real estate operating corporations ("REOCs") and other real estate issuers are subject to the general risks associated with real property investments. Real property investments are affected by various factors, including changes in general economic conditions (such as the levels of interest rates and the availability of long term mortgage financing) and in local conditions (such as oversupply of space or a reduction in demand for real estate in the area), the attractiveness of the properties to tenants, competition from other available space and various other factors. The value of real property and any improvements thereto may also depend on the credit and financial stability of the tenants. The income of a REIT, REOC or other real estate issuer that is available for payment to its unitholders or shareholders, as the case may be, would be adversely affected if a significant number of tenants were to become unable to meet their obligations to

the REIT, REOC or other real estate issuer, or if the REIT, REOC or other real estate issuer was unable to lease a significant amount of available space in its properties on economically favourable lease terms.

Fixed Income Risk – Bond ETFs

The market value of fixed-income securities is generally inversely related to changes in the general level of interest rates (e.g. the interest rates charged by banks and other major commercial lenders). If the general level of interest rates increases, the market value of fixed-income securities can be expected to go down while the interest payments (also referred to as “coupon payments”) remain fixed, all else being equal. If the general level of interest rates decreases, the market value of fixed-income securities can be expected to go up while the coupon payments remain fixed, all else being equal.

The value of fixed-income securities depends, in part, on the perceived ability of the government or company which issued the securities to pay the interest and to repay the original investments. This ability will be affected by such factors as general economic conditions and the creditworthiness of the issuer. Securities issued by issuers that have a low credit rating are considered to have a higher credit risk than securities issued by issuers with a high credit rating. Although generally considered less volatile than equity markets, certain types of fixed-income securities and certain market conditions may result in significant volatility in the value of one or more fixed-income investments to which a Bond ETF may be exposed. In addition, from time to time investors may re-evaluate risk and, as a result, re-price risk in the credit market. Generally, the interest rate paid on corporate debt is higher than the interest rates paid on government debt, and corporate debt is generally considered a riskier investment than government debt. Any re-pricing of risk in the credit market could increase the spread between the interest rates paid on corporate debt securities and government-issued fixed-income securities, and may lead to more volatile returns for a Bond ETF.

Eurozone Risk – Horizons HXX

European countries will be exposed to the fiscal and monetary decisions of the European Economic and Monetary Union. Changes to laws, regulations, exports, imports, changes in the exchange rate of the euro and recessions among certain European countries can adversely influence on the economies of other European countries including those of Eastern Europe. The markets in Eastern Europe remain relatively undeveloped as compared Western Europe and can be more sensitive to economic and political change.

International Developed Market Risk – Horizons HXDM

Horizons HXDM’s investment in issuers in developed countries may subject Horizons HXDM to regulatory, political, currency, security, economic and other risks associated with developed countries. Developed countries tend to represent a significant portion of the global economy and have generally experienced slower economic growth than some less developed countries. In addition, developed countries may be adversely impacted by changes to the economic conditions of certain key trading partners, regulatory burdens, debt burdens, natural disasters, and/or the price or availability of certain commodities.

U.S. Treasury Securities Risk – Horizons HTB and Horizons HTH

The public debt of the United States as a percentage of gross domestic product has grown since the beginning of the 2007-2009 financial downturn. High debt levels may create certain systemic risks. A high national debt level may increase market pressures to meet government funding needs, which may drive debt cost higher and cause the United States to sell additional debt, thereby increasing refinancing risk. A high national debt also raises concerns that a government will not be able to make principal or interest payments when they are due. In the worst case, unsustainably high debt levels can cause a decline in the value of the U.S. dollar, and can prevent the U.S. government from implementing effective fiscal policy in economic downturns.

On August 5, 2011, Standard & Poor’s Ratings Services downgraded U.S. Treasury securities from a AAA rating to AA+ rating. Standard & Poor’s Ratings Services stated that its decision was prompted by its view on the rising public debt burden and its perception of greater policymaking uncertainty. A downgrade of the ratings of U.S. government debt obligations, which are often used as a benchmark for other borrowing arrangements, could result in higher interest

rates for individual and corporate borrowers, cause disruptions in the international bond markets and have a negative effect on the U.S. economy. A downgrade of U.S. Treasury securities from another ratings agency or a further downgrade below AA+ rating by Standard & Poor's Ratings Services may cause the value of Horizons HTB's and Horizons HTH's U.S. Treasury obligations to decline.

Currency Price Fluctuations – Dual Currency ETFs

The performance of Cdn\$ Shares of Horizons HXS, Horizons HTB, Horizons HXQ, Horizons HXX, Horizons HXDM and Horizons HULC will generally correspond to the performance, in Canadian dollars, of their respective Underlying Indexes, net of expenses. An investor buying Cdn\$ Shares of Horizons HXS, Horizons HTB, Horizons HXQ, Horizons HXX, Horizons HXDM or Horizons HULC may therefore experience a gain or loss due to a fluctuation in the relative value between the applicable foreign currency and the Canadian dollar on any given day. A Shareholder buying or selling Cdn\$ Shares of Horizons HXS, Horizons HTB, Horizons HXQ, Horizons HXX, Horizons HXDM or Horizons HULC on the TSX may also experience currency gains or losses due to differences in the exchange rates used in determining the NAV of the applicable ETF, in Canadian dollars. No currency hedging is used with respect to ETF Shares of Horizons HXS, Horizons HTB, Horizons HXQ, Horizons HXX, Horizons HXDM or Horizons HULC.

An investor buying US\$ Shares of Horizons HXT may experience a foreign currency gain or loss due to a fluctuation in the relative value between the U.S. dollar and the Canadian dollar on any given day. A Shareholder buying or selling US\$ Shares of Horizons HXT, Horizons HXS or Horizons HULC on the TSX may also experience foreign currency gains or losses due to timing differences as the base currency of Horizons HXT, Horizons HXS and Horizons HULC is Canadian dollars. No currency hedging is used with respect to ETF Shares of Horizons HXT, Horizons HXS or Horizons HULC.

With respect to Horizons HXS, Horizons HTB and Horizons HXQ, several factors may affect the relative value between the U.S. dollar and Canadian dollar, including, but not limited to: debt level and trade deficit; inflation and interest rates; investors' expectations concerning inflation or interest rates; and global or regional political, economic or financial events and situations. In addition, the U.S. dollar may not maintain its long-term value in terms of purchasing power in the future. **If the price of the U.S. dollar declines, the Manager expects the value of Cdn\$ Shares of Horizons HXS, Horizons HTB, Horizons HXQ and Horizons HULC to decline as well.**

With respect to Horizons HXX, several factors may affect the relative value between the Euro and the Canadian dollar, including, but not limited to: debt level and trade deficit; inflation and interest rates; investors' expectations concerning inflation or interest rates; and global or regional political, economic or financial events and situations. In addition, the Euro may not maintain its long-term value in terms of purchasing power in the future. **If the price of the Euro declines, the Manager expects the value of ETF Shares of Horizons HXX to decline as well.**

With respect to Horizons HXDM, several factors may affect the relative value between the applicable foreign currencies and the Canadian dollar, including, but not limited to: debt level and trade deficit; inflation and interest rates; investors' expectations concerning inflation or interest rates; and global or regional political, economic or financial events and situations. In addition, the applicable foreign currencies may not maintain their long-term value in terms of purchasing power in the future. **If the price of the applicable foreign currencies declines, the Manager expects the value of ETF Shares of Horizons HXDM to decline as well.**

Currency Hedging Risk – Horizons HSH and Horizons HTH

Each of Horizons HSH and Horizons HTH seek to hedge all or substantially all of their foreign currency exposure by tracking the performance an index pursuant to a Swap or Swaps that includes a hedging strategy. Although there is no assurance that this currency hedging strategy will be effective, the Manager expects the currency hedging to be substantially effective. However, some deviations from the returns of the applicable index pursuant to the Swap or the applicable Underlying Index will occur as a result of this currency hedging strategy.

The effectiveness of an ETF's currency hedging strategy may, in general, be affected by the volatility of the applicable Underlying Index, the volatility of the currency in which the ETF Shares of the ETF are denominated relative to other currencies, and the amount of subscription/redemption activity of an ETF. Increased volatility may reduce the

effectiveness of the currency hedging strategy. The effectiveness of this currency hedging strategy may also be affected by any significant difference between the Canadian dollar and other currencies' interest rates.

Substantial Sales of the U.S. Dollar – Horizons HXS, Horizons HSH, Horizons HTB, Horizons HTH, Horizons HXQ and Horizons HULC

The official sector of the U.S. consists of central banks, other governmental agencies and multi-lateral institutions that buy, sell and hold currency in the U.S., as part of its reserve assets. Each official sector holds a significant amount of U.S. dollars that can be mobilized in the open market. In the event that future economic, political or social conditions or pressures require members of the official sector to sell the U.S. dollars each holds simultaneously or in an uncoordinated manner, the demand for U.S. dollars might not be sufficient to accommodate the sudden increase in the supply of U.S. dollars to the market. Consequently, the price of U.S. dollars could decline, which would adversely affect an investment in ETF Shares.

Foreign Exchange Rate Risk

In general, foreign exchange rates are influenced by the factors identified immediately above and may also be influenced by: changing supply and demand for a particular currency; monetary policies of governments (including exchange control programs, restrictions on local exchanges or markets and limitations on foreign investment in a country or on investment by residents of a country in other countries); changes in balances of payments and trade; trade restrictions; and currency devaluation and revaluations. Also, governments from time to time intervene in the currency markets, directly and by regulation, in order to influence prices directly. These events and actions are unpredictable and could materially and adversely affect the performance of the ETF Shares.

Foreign Exchange and Market Risk – Horizons HXS, Horizons HSH, Horizons HTB, Horizons HTH, Horizons HXQ, Horizons HXX, Horizons HXDM and Horizons HULC

Investments in foreign securities may involve risks not typically associated with investing in Canada. Foreign stock exchanges or fixed-income markets may be open on days when an ETF does not price its ETF Shares and, therefore, the value of the securities in the portfolios of these ETFs may change on days when investors will not be able to purchase or sell ETF Shares. Also, Constituent Securities traded on foreign exchanges or on foreign fixed-income markets may not be traded on days when the foreign exchange or fixed-income market is closed and a Canadian exchange or fixed-income market is open. In those circumstances the spread or difference between the reported net asset value of these ETFs' portfolios, and the market price of an ETF Share of the corresponding ETF on the TSX, may increase.

Counterparty Risk

Each ETF will be subject to credit risk with respect to the amount an ETF expects to receive from Counterparties to financial instruments entered into by the ETF or held by special purpose or structured vehicles. If a Counterparty becomes bankrupt or otherwise fails to perform its obligations due to financial difficulties, the value of an investor's investment in ETF Shares of an ETF may decline. An ETF may experience significant delays in obtaining any recovery in a bankruptcy or other reorganization proceeding.

The Counterparty of an ETF may also be adversely affected by regulatory or market changes which may make it difficult or impossible for the Counterparty to hedge its obligations to the ETF, which may adversely affect the ETF's ability to achieve its investment objective.

No Counterparty has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus. No Counterparty assumes any liability in connection with the administration, marketing or trading of the ETFs. The ETFs are not sponsored, endorsed, sold or promoted by any Counterparty. No Counterparty makes any representation or warranty, express or implied, to the Shareholders of the ETFs regarding the advisability of investing in the ETFs or the ability of the applicable ETF to track its Underlying Index. No Counterparty has any obligation to take the needs of an ETF or the Shareholders of the ETF into consideration.

A Shareholder will not have any recourse against the assets of a Counterparty or any subsequent Acceptable Counterparty in respect of a Swap. If a Counterparty defaults on its obligations under a Swap, the applicable ETF will, however, have certain rights against the Counterparty and an unsecured claim against the Counterparty. As a Counterparty under a Swap, the interests of a Counterparty differ from those of the ETFs. ETF Shares do not represent an interest in, or an obligation of, a Counterparty or any affiliate thereof and a Shareholder of an ETF will not have any recourse against a Counterparty or any affiliate thereof in respect of amounts payable by the ETF to the Shareholder or by a Counterparty to the ETF. A Counterparty can be expected to exercise its rights from time to time under a Swap in its own best interests. The legitimate exercise of these rights may be contrary to the interests of the applicable ETF and the Shareholders.

Index Adjustments – Index ETFs

Adjustments to the Underlying Index of an ETF will require corresponding adjustments to the portfolio assets held by such ETF, directly or indirectly. Such adjustments could cause a minor deviation in the tracking of the Index Level by the ETF.

Adjustments to the portfolio held directly or indirectly by an ETF necessitated by adjustments to its Underlying Index will depend on the ability of the Manager to match these adjustments. To achieve this, an ETF may be required to sell or purchase, as the case may be, applicable Index Securities in the market.

Liquidity Risk

Under certain circumstances, such as a market disruption, an ETF may not be able to dispose of its investments quickly or at prices that represent the fair market value of such investments. Certain securities or derivatives held by an ETF may be illiquid, which may prevent the ETF from being able to limit its losses or realize gains.

Borrowing Risk

From time to time, an ETF may borrow cash as a temporary measure to fund the portion of any dividends payable to its Shareholders that represent amounts that have not yet been received by the ETF. An ETF is limited to borrowing up to the amount of the unpaid dividend and, in any event, not more than five percent of the net assets of such ETF. There is a risk that an ETF will not be able to repay the borrowed amount because it is unable to collect the distribution or dividend from the applicable issuer. Under these circumstances, an ETF would be required to repay the borrowed amount by disposing of portfolio assets.

Tax-Related Risks

If the Company ceases to qualify as a “mutual fund corporation” under the Tax Act, the income tax considerations described under the heading “Income Tax Considerations” would be materially and adversely different in certain respects. The Company will be deemed not to be a mutual fund corporation if it is established or maintained primarily for the benefit of non-residents of Canada unless, at that time, all or substantially all of its property is property other than property that would be “taxable Canadian property” as defined in the Tax Act (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof). The current law does not provide any means of rectifying a loss of mutual fund corporation status if this requirement is not met.

Legal and regulatory changes may occur, including income tax laws and administrative policies and assessing practices of the CRA relating to the treatment of mutual fund corporations under the Tax Act, that may adversely affect the Company and the ETFs and which could make it more difficult, if not impossible, for the ETFs to operate or to achieve their investment objectives. To the extent possible, the Manager will attempt to monitor such changes to determine the impact such changes may have on the Company and the ETFs, and what can be done, if anything, to try to limit such impact.

The Company will recognize income or gains under a Swap (or other derivative) when it is realized upon partial settlement, termination or maturity. This may result in significant gains being realized by the Company at such times and such gains would be taxed as ordinary income, unless the derivative is used to hedge capital property and there is

sufficient linkage, subject to the DFA Rules discussed under the heading *Income Tax Considerations – Taxation and Status of the Company – Taxation of the Company*. To the extent not offset by any available expenses or other deductions of the Company, such income or gain would be taxable to the Company.

Each ETF is also generally required to pay GST/HST on any Management Fees and most of the other fees and expenses that it may pay, if any. There may be changes to the way that the GST/HST and provincial Sales Taxes apply to fees and expenses incurred by mutual fund corporations such as the Company and there may be changes in the rates of such taxes, which, accordingly, may affect the costs borne by the ETFs and their Shareholders.

Certain of the ETFs may invest in global equity or debt securities. Many foreign countries preserve their right under domestic tax laws and applicable tax conventions with respect to taxes on income and on capital (“**Tax Treaties**”) to impose tax on dividends and interest paid or credited to persons who are not resident in such countries. While the Company intends to make investments in such a manner as to minimize the amount of foreign taxes incurred under foreign tax laws and subject to any applicable Tax Treaties, investments in global equity and debt securities may subject the ETFs to foreign taxes on dividends and interest paid or credited to them or any gains realized on the disposition of such securities. Any foreign taxes incurred by the Company in respect of an ETF will generally reduce the value of its portfolio.

If, in any taxation year, the Company would otherwise be liable for tax on net realized capital gains, the Company generally intends to pay, to the extent possible, by the last day of that year, a special Capital Gains Dividend to ensure that the Company will not be liable for income tax on such amounts under the Tax Act (after taking into account all available deductions, credits and refunds). Such dividend may be paid in ETF Shares or in cash that is automatically reinvested in ETF Shares (in which case the Shareholder may need to fund any tax liability from other sources, or sell sufficient ETF Shares to fund the tax). The Company may not have adequate information to correctly ascertain the quantum of capital gains it realizes in time to make such capital gains payable (as a Capital Gains Dividend) to Shareholders who were Shareholders at the time such capital gains were realized, in which case the Company may choose not to distribute such gains to shareholders as a Capital Gains Dividend, or may distribute such gains some time after their realization by the Company to shareholders of the applicable Corporate Class at that time, who may not have been shareholders at the time of realization. To the extent that any capital gains are realized by the Company and not distributed to shareholders as a Capital Gains Dividend, such capital gains will be subject to tax within the Company (net of any deductions that may be available to the Company for purposes of computing its income). Any such tax would be attributed to the applicable Corporate Class and be indirectly borne by the shareholders of that class. While any such tax may be fully or partially refundable in subsequent years upon the payment by the Company of sufficient Capital Gains Dividends and/or Capital Gains Redemptions, there can be no assurances in this regard.

Cease Trading of Securities Risk – Index ETFs

Whenever an ETF makes direct investments in Index Securities, if the Index Securities are cease-traded by order of a Securities Regulatory Authority or are halted from trading by the relevant exchanges, such ETF may halt trading in its ETF Shares. Thus, ETF Shares of an ETF bear the risk of cease trading orders against all Constituent Issuers of its Underlying Index, as well as exchange traded funds, the securities of which are Index Securities.

If ETF Shares of an ETF are cease-traded by order of a Securities Regulatory Authority, if normal trading is suspended on the relevant exchange, or if for any reason it is likely there will be no closing bid price for ETF Shares of such ETF, the ETF may suspend the right to redeem ETF Shares of the ETF for cash, subject to prior regulatory approval. If the right to redeem ETF Shares for cash is suspended, the ETF will return redemption requests to its Shareholders who have submitted them.

General Risks of Equity Investments – Index ETFs

Holders of equity securities of any given issuer incur more risk than holders of debt obligations of such issuer because shareholders, as owners of such issuer, generally have inferior rights to receive payments from such issuer in comparison with the rights of creditors of, or holders of debt obligations issued by, such issuer. Further, unlike debt securities, which typically have a stated principal amount payable at maturity (whose value, however, will be subject to market fluctuations prior thereto), equity securities have neither a fixed principal amount nor a maturity.

In the case of an ETF, dividends or distributions on the ETF Shares of such ETF may in the future, but is not currently expected to depend upon the declaration of dividends or distributions on the applicable Index Securities. The declaration of such dividends or distributions generally depends upon various factors, including the financial condition of the applicable Constituent Issuers and general economic conditions. There can be no assurance that the Constituent Issuers will pay dividends or distributions on Index Securities.

Voting of Index Securities Risk – Index ETFs

Shareholders of the ETFs will not have any right to vote Index Securities held by the ETFs, while they would have the right to vote if they owned the Index Securities directly.

Income Trust Investments Risks – Index ETFs

Income trust securities may be Constituent Issuers that are included in an Underlying Index. The value of income trusts and the stability of distributions from income trusts may fluctuate in accordance with changes in the financial conditions of those income trusts, the condition of equity markets generally, economic conditions, interest rates and other factors.

Generally, the declaration of trust or trust agreement under which an income trust is governed provides that no unitholder of such income trust shall be subject to any liability whatsoever to any person in connection with a holding of units of such income trust. In addition, legislation in force in the provinces of Ontario, Alberta, British Columbia, Manitoba, Saskatchewan and Québec provides that the holders of units of an income trust that is (i) governed under the laws of such province and (ii) a reporting issuer under the securities laws of such province are not, as beneficiaries, liable for any act, default, obligation or liability of the income trust. However, there remains a risk that, if an ETF holds units in an income trust that is governed under the laws of a jurisdiction other than the Provinces of Ontario, Alberta, British Columbia, Manitoba, Saskatchewan or Québec, such ETF could be held liable for the obligations of such income trust to the extent that claims are not satisfied out of the assets of the income trust. Generally, income trusts publicly disclose that the risk of such liability is remote and undertake to manage their affairs to seek to minimize such risk wherever possible.

Exchange Risk

In the event that the TSX closes early or unexpectedly on any day that it is normally open for trading, Shareholders will be unable to purchase or sell ETF Shares of an ETF on the TSX until it reopens and there is a possibility that, at the same time and for the same reason, the exchange and redemption of ETF Shares of the ETF may be suspended until the TSX reopens.

Cyber Security Risk

Cyber security risk is the risk of harm, loss and liability resulting from a failure or breach of information technology systems. Failures or breaches of information technology systems (“**Cyber Security Incidents**”) can result from deliberate attacks or unintentional events and may arise from external or internal sources. Deliberate cyber-attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, equipment or systems, or causing operational disruption. Deliberate cyber-attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). The primary risks to an ETF from the occurrence of a Cyber Security Incident include disruption in operations, reputational damage, disclosure of confidential information, the incurrance of regulatory penalties, additional compliance costs associated with corrective measures, and/or financial loss. Cyber Security Incidents of an ETF’s third-party service providers (e.g., valuation agents, transfer agents or custodians) or issuers that an ETF invests in can also subject an ETF to many of the same risks associated with direct Cyber Security Incidents. The Manager cannot control the cyber security plans and systems put in place by its service providers or any other third party whose operations may affect an ETF or its Shareholders. An ETF and its Shareholders could be negatively impacted as a result.

Reliance on Key Personnel

Shareholders will be dependent on the abilities of the Manager (i) in providing recommendations and advice in respect of the ETFs and (ii) to effectively manage the ETFs in a manner consistent with their investment objectives, investment strategies and investment restrictions. Implementation of an ETF's investment strategies will be dependent on the Manager. There is no certainty that the individuals who are principally responsible for providing administration and portfolio management services to an ETF will continue to be employed by the Manager.

Fund Corporation and Multi-Class/Series Structure Risk

Each ETF is a series of a separate class of shares of the Company and each class could become available in more than one series. Each class and series of the Company has its own fees and expenses which are tracked separately. Those fees and expenses will be deducted in calculating the NAV of that class or series, thereby reducing the NAV of the relevant class or series. The liabilities of each class of shares of a Company are liabilities of the Company as a whole. If one class or series is unable to pay its expenses or liabilities, the Company is legally responsible to pay those expenses and as a result, the NAV of the other classes or series may also be reduced. Similarly, if the liabilities of a class of shares of the Company are greater than its assets, the other classes of shares of the Company may be responsible for those liabilities.

A mutual fund corporation is permitted to flow through certain income to investors in the form of dividends, specifically capital gains and dividends from taxable Canadian corporations. However, a mutual fund corporation cannot flow through most other income including income realized in respect of derivative transactions (including Swaps) that are not otherwise treated as capital gains, interest, trust income and foreign income, including most foreign source dividends. If this type of income, calculated for the Company as a whole, is greater than the expenses or other deductions from income or taxable income available to the Company (including any available losses and loss carryforwards to the extent deductible), the Company would generally become taxable. The Manager will track the income and expenses of each class or series of shares of the Company separately, so that if the Company becomes taxable, the Manager would usually allocate the tax to those classes or series whose taxable income exceeded available expenses or other deductions.

If the Company has taxable net income, this could be disadvantageous for two types of investors: (a) investors in a Registered Plan and (b) investors with a lower marginal tax rate than the Company. Investors in Registered Plans do not immediately pay income tax on income received, therefore income that a fund is permitted to flow through to a Registered Plan will not be subject to any immediate income tax. If the Company cannot distribute the income, investors in a Registered Plan will indirectly bear the income tax incurred by the Company. With regard to investors described in (b) above, the corporate tax rate applicable to mutual fund corporations is higher than some personal income tax rates, depending on the province or territory in which an investor resides and depending on the investor's marginal tax rate. If income is taxed inside the Company rather than distributed to the investor (such that the investor pays the tax), the investor may indirectly bear a higher rate of tax on that income.

Given the expected investment, operating and distribution policies of the Company, and taking into account the deduction of expenses and other deductions (including any available losses and loss carryforwards to the extent deductible), the Company does not expect to be subject to any significant amount of non-refundable Canadian income tax, although no assurances can be given in this regard.

Fluctuations in NAV and Market Price of the ETF Shares Risk

ETF Shares of an ETF may trade in the market at a premium or discount to their NAV and there can be no assurance that ETF Shares of an ETF will trade at a price equal to their NAV. Whether Shareholders of an ETF will realize gains or losses upon a sale of ETF Shares of that ETF will depend not upon the NAV of the ETF Shares but entirely upon whether the market price of the ETF Shares at the time of sale is above or below the Shareholder's purchase price for the ETF Shares. The market price of the ETF Shares of an ETF will be determined by factors in addition to NAV such as relative supply of and demand for the ETF Shares of the ETF in the market, general market and economic conditions, and other factors.

Absence of an Active Market for the ETF Shares and Lack of Operating History Risk

The ETFs have limited history as exchange traded classes of shares of the Company. Although the ETF Shares of an ETF are listed on the TSX, there can be no assurance that an active public market for the ETF Shares of the ETF will develop or be sustained.

INVESTMENT RISK CLASSIFICATION METHODOLOGY

Risk Ratings of the ETFs

The investment risk level of each ETF is required to be determined in accordance with a standardized risk classification methodology that is based on the historical volatility of the ETF, as measured by the 10-year standard deviation of the returns of the ETF. If the ETF is fewer than 10 years old, the Manager calculates the investment risk level of each ETF using the return history of the ETF, and, for the remainder of the 10-year period, the return history of a reference index (set out in the table below) that is expected to reasonably approximate the standard deviation of the ETF. Once an ETF has 10 years of performance history, the methodology will calculate the standard deviation of the ETF using only the return history of the ETF rather than that of the ETF and the reference index. In each case, the ETFs are assigned an investment risk rating in one of the following categories: low, low to medium, medium, medium to high or high risk. The investment risk rating of each ETF is disclosed in its ETF Facts document. The risk ratings set forth in each ETF Facts document do not necessarily correspond to an investor's risk tolerance assessment. Investors are advised to consult their financial advisor for advice regarding an individual investor's personal circumstances.

The following chart sets out the reference index used for each ETF for the portion of the 10-year calculation period during which an ETF did not exist:

ETF	Reference Index
Horizons HXT	S&P/TSX 60™ INDEX (TOTAL RETURN)
Horizons HXS	S&P 500® INDEX (TOTAL RETURN)
Horizons HXE	S&P/TSX CAPPED ENERGY INDEX (TOTAL RETURN)
Horizons HXF	S&P/TSX CAPPED FINANCIALS INDEX (TOTAL RETURN)
Horizons HBB	SOLACTIVE CANADIAN SELECT UNIVERSE BOND INDEX (TOTAL RETURN)
Horizons HTB	SOLACTIVE US 7-10 YEAR TREASURY BOND INDEX (TOTAL RETURN)
Horizons HXQ	NASDAQ-100® INDEX (TOTAL RETURN)
Horizons HXX	EURO STOXX 50® FUTURES ROLL INDEX (TOTAL RETURN)
Horizons HXH	SOLACTIVE CANADIAN HIGH DIVIDEND YIELD INDEX (TOTAL RETURN)
Horizons HSH	S&P 500® CAD HEDGED INDEX (TOTAL RETURN)
Horizons HTH	SOLACTIVE US 7-10 YEAR TREASURY BOND CAD HEDGED INDEX (TOTAL RETURN)
Horizons HXDM	HORIZONS EAFE FUTURES ROLL INDEX (TOTAL RETURN) INDEX
Horizons HCRE	SOLACTIVE EQUAL WEIGHT CANADA REIT INDEX (TOTAL RETURN) AND DOW JONES CANADA SELECT EQUAL WEIGHT REIT TOTAL RETURN INDEX CAD*
Horizons HLPR	SOLACTIVE LADDERED CANADIAN PREFERRED SHARE INDEX (TOTAL RETURN) AND S&P/TSX PREFERRED TOTAL RETURN INDEX*
Horizons HEWB	SOLACTIVE EQUAL WEIGHT CANADA BANKS INDEX (TOTAL RETURN)
Horizons HULC	Solactive US Large Cap Index (CA NTR)
Horizons HXCN	S&P/TSX Capped Composite Index (Total Return)

Horizons HSAV	Bank of Canada Treasury Bills One Month Index
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*A second reference index is employed where the first-mentioned reference index did not have 10 years of history.

In certain instances, the methodology described above may produce an investment risk level for an ETF which the Manager believes may be too low and not indicative of the ETF's future volatility. As a result, in addition to using the standardized risk classification methodology described above, the Manager may increase an ETF's investment risk level if it determines that to be reasonable in the circumstances by taking into account other qualitative factors including, but not limited to, economic climate, portfolio management styles, sector concentration and types of investments made by the ETF.

Shareholders should know that other types of risks, both measurable and non-measurable, exist. Also, just as historical performance may not be indicative of future returns, historical volatility may not be indicative of future volatility. The risk ratings of the ETFs set out below are reviewed annually and any time it is no longer reasonable in the circumstances. A more detailed explanation of the risk classification methodology used to identify the risk ratings of the ETFs is available on request, at no cost, by calling toll-free 1-866-641-5739 or by writing to the Manager at 55 University Avenue, Suite 800, Toronto, Ontario, M5J 2H7.

DIVIDEND POLICY

The Company does not currently intend to pay regular dividends or returns of capital on the ETF Shares. Notwithstanding the foregoing, any decision to pay dividends or returns of capital on the ETF Shares of an ETF in the future will be at the discretion of the Manager and will depend on, among other things, the Company's and the applicable ETF's results of operations, current and anticipated cash requirements and surplus, financial condition, any future contractual restrictions, solvency tests imposed by corporate law and other factors that the Manager may deem relevant.

If, in any taxation year, the Company would otherwise be liable for tax on net realized capital gains, the Company intends to pay, to the extent possible, by the last day of that year, a special Capital Gains Dividend to ensure that the Company will not be liable for income tax on such amounts under the Tax Act (after taking into account all available deductions, credits and refunds). Such distributions may be paid in the form of ETF Shares of the relevant ETF and/or cash which is automatically reinvested in ETF Shares of the relevant ETF. Any such distributions payable in ETF Shares or reinvested in ETF Shares of the relevant ETF will increase the aggregate adjusted cost base of a Shareholder's ETF Shares of that ETF. Immediately following payment of such a special distribution in ETF Shares or reinvestment in ETF Shares, the number of ETF Shares of that ETF outstanding will be automatically consolidated such that the number of ETF Shares of that ETF outstanding after such distribution will be equal to the number of ETF Shares of that ETF outstanding immediately prior to such distribution, except where there are non-resident Shareholders to the extent tax is required to be withheld in respect of the distribution.

Given the expected investment and operating policies of the Company, the Manager does not currently expect to pay a material amount of special Capital Gains Dividends.

PURCHASES OF ETF SHARES

Issuance of ETF Shares

ETF Shares of the ETFs are being issued and sold on a continuous basis and there is no maximum number of ETF Shares that may be issued. In compliance with NI 81-102, the ETFs did not issue ETF Shares to the public until subscriptions aggregating not less than \$500,000 were received and accepted by the relevant ETF from investors other than persons or companies related to the Manager or its affiliates.

To Designated Brokers and Dealers

All orders to purchase ETF Shares directly from the ETFs must be placed by a Designated Broker or Dealer in the applicable currency. Subscriptions for US\$ Shares of a Dual Currency ETF can be made in either U.S. or Canadian dollars. At the discretion of the Manager, direct subscriptions for Cdn\$ Shares or US\$ Shares of Horizons HXX may, in the future, be permitted to be made in Euros. Each ETF reserves the absolute right to reject any subscription order placed by the Designated Broker and/or a Dealer for ETF Shares of an ETF, including, without limitation, if (a) the

order is not in proper form; (b) the acceptance of the order would otherwise, in the sole discretion of the Manager, have an adverse effect on the ETF or the rights of beneficial owners of ETF Shares; (c) the acceptance or receipt of the order would, in the opinion of counsel to the ETF, be unlawful; or (d) circumstances outside the control of the Manager, the Custodian, and/or the Transfer Agent and Registrar exist which make processing of the subscription order for all practical purposes not feasible. No fees will be payable by an ETF to the Designated Broker or a Dealer in connection with the issuance of ETF Shares of the ETF.

The Manager will publish the PNS for each ETF in each applicable currency following the close of business on each Trading Day on its website, www.HorizonsETFs.com. The Manager may, at its sole discretion, increase or decrease the PNS of an ETF from time to time.

ETFs other than Horizons HXX

On any Trading Day, the Designated Broker or a Dealer may place a subscription order for the PNS or multiple PNS of an ETF in the applicable currency. In respect of the Equity ETFs other than Horizons HXX, a subscription order may be a Cash Subscription or, at the sole discretion of the Manager, a Securities Subscription. In respect of a Bond ETF, a subscription order may be a Securities Subscription or, at the sole discretion of the Manager, a Cash Subscription. In respect of Horizons HSAV, a subscription order may only be a Cash Subscription.

The Manager will, for each Trading Day, make available to the Designated Broker and the Dealers throughout the Trading Day information as to which securities will be accepted in respect of a Securities Subscription. The Manager may change the securities which will be accepted in respect of a Securities Subscription at any time throughout a Trading Day, in its sole discretion. The Manager may also, in its sole discretion, refuse or reject a subscription or limit the number of PNSs of a Bond ETF which may be subscribed for pursuant to a subscription order. See also “Risk of Suspended Subscriptions – HSAV”.

If a Cash Subscription or a Securities Subscription is received by an ETF in the applicable currency by 12:00 p.m. (Toronto time), or 3:00 p.m. (Toronto time) in respect of Horizons HULC, on a Trading Day when the principal exchange or market for the securities to which an ETF is exposed does not close early, and is accepted by the ETF, that ETF will issue to the Designated Broker or Dealer the number of ETF Shares of such ETF subscribed for generally by the second Trading Day after the date on which the subscription order is accepted. The number of ETF Shares issued will be based on the net asset value per ETF Share of the applicable ETF, in the applicable currency, at the close of the Trading Day on which the subscription is accepted by the Manager, provided that payment in full for such ETF Shares has been received. On days when the principal exchange or market for the securities to which an ETF is exposed closes early, a revised deadline for subscription orders in respect of such ETF will be communicated to the Designated Broker and the Dealers.

Notwithstanding the foregoing, an ETF will issue to the Designated Broker or Dealer the number of ETF Shares of the applicable ETF in the appropriate currency for which the Designated Broker or Dealer subscribed, by no later than the second Trading Day after the date on which the subscription order was accepted, provided that payment in full for such ETF Shares has been received.

Unless the Manager shall otherwise agree, as payment for a PNS of an ETF a Dealer or Designated Broker must deliver a Cash Subscription or a Securities Subscription, as applicable, in the appropriate currency in an amount sufficient so that the cash and/or securities delivered is equal to the net asset value of the PNS of the ETF in that currency next determined following the receipt of the subscription order. Subscriptions for US\$ Shares of a Dual Currency ETF can be made in either U.S. or Canadian dollars. The value of a Securities Subscription accepted by the Manager will be determined as at the close of business on the date the applicable subscription order is accepted.

Horizons HXX

All orders to purchase ETF Shares directly from Horizons HXX must be placed by a Designated Broker and/or the Dealers. Horizons HXX reserves the absolute right to reject any subscription order placed by a Designated Broker and/or a Dealer. No fees are payable by Horizons HXX to a Designated Broker or a Dealer in connection with the issuance of ETF Shares of Horizons HXX.

On any Trading Day (“T-1”), a Designated Broker or a Dealer may place a Cash Subscription order for a PNS or multiple PNS of Horizons HXX. The purchase price in the applicable currency for the ETF Shares to be issued is based on the closing net asset value per ETF Share of Horizons HXX on the first Trading Day after T-1 on which the subscription is accepted by the Manager (the “Trade Date” or “T”). If a subscription order is received by Horizons HXX by 12:00 p.m. (Toronto time) on T-1, Horizons HXX will issue to the Designated Broker or Dealer the number of ETF Shares of Horizons HXX subscribed for generally on the first Trading Day (“T+1”) after the Trade Date, and no later than the second Trading Day after the Trade Date, provided that payment for such ETF Shares has been received.

In issuing ETF Shares of Horizons HXX to a Designated Broker or Dealer, the Designated Broker or Dealer must deliver cash in the applicable currency in exchange for the ETF Shares in an amount equal to the net asset value of such ETF Shares next determined following the receipt of the subscription order.

Administrative Charges

As may be agreed between the Manager and a Designated Broker or Dealer, the Manager may charge Shareholders of an ETF, at its discretion, an issue, exchange or redemption charge to offset certain transaction costs associated with the issuance, exchange or redemption of ETF Shares. The Manager will publish the current administrative charge, if any, on its website, www.HorizonsETFs.com. No fees or expenses will be paid by a Shareholder to the Manager or the ETFs in connection with selling ETF Shares on the TSX.

Buying and Selling ETF Shares

The ETF Shares are currently listed and trade on the TSX. Investors can buy or sell ETF Shares on the TSX through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions when buying or selling such ETF Shares.

Special Considerations for Shareholders

ETF Shares of each of the Index ETFs are, in the opinion of the Manager, index participation units within the meaning of NI 81-102. A mutual fund wishing to invest in ETF Shares of an Index ETF should make its own assessment of its ability to do so after careful consideration of the relevant provisions of NI 81-102, including but not limited to whether the ETF Shares of the ETF should be considered index participation units, as well as the control, concentration and certain of the “fund-of-funds” restrictions of NI 81-102. No purchase of ETF Shares of an Index ETF should be made solely in reliance on the above statements.

The ETFs, as mutual funds subject to NI 81-102, are exempt from the so-called “early warning” requirements set out in Canadian securities legislation in connection with the acquisition of ETF Shares of an ETF. In addition, the ETFs have obtained exemptive relief from the Securities Regulatory Authorities to permit a Shareholder to acquire more than 20% of the ETF Shares of an ETF through purchases on the TSX without regard to the takeover bid requirements of applicable Canadian securities legislation.

Although Horizons HSAV primarily invests in bank deposit accounts, Horizons HSAV is not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.

REDEMPTION AND SWITCHING OF ETF SHARES

Redemption

As described below under the heading “Book-Entry Only System”, registration of interests in, and transfers of, ETF Shares of an ETF in the applicable currency will be made only through the book-entry only system of CDS. The redemption rights described below must be exercised through the CDS Participant through which the owner holds ETF Shares of an ETF. Beneficial owners of ETF Shares of an ETF should ensure that they provide redemption instructions to the CDS Participant through which they hold such ETF Shares in the applicable currency sufficiently in advance of the cut-off times described below to allow such CDS Participant to notify CDS and for CDS to notify the Manager prior to the relevant cut-off time.

Redemption of ETF Shares for Cash for ETFs other than Horizons HXX

On any Trading Day, Shareholders may redeem: (i) ETF Shares for cash at a redemption price per ETF Share equal to 95% of the closing price for the applicable ETF Shares in the applicable currency on the TSX on the effective day of the redemption, subject to a maximum redemption price per ETF Share equal to the net asset value per ETF Share on the effective day of redemption, (ii) for an Equity ETF, and at the sole discretion of the Manager, a PNS or a whole multiple PNS for cash in the applicable currency equal to the net asset value of that number of ETF Shares in such currency next determined following the receipt of the redemption request (a “**Cash Redemption**”), provided that a Cash Redemption in respect of a Bond ETF may be subject to redemption charges at the sole discretion of the Manager, or (iii) for an Equity ETF or a Bond ETF, and at the sole discretion of the Manager, a PNS or a whole multiple PNS in exchange for securities and cash in the applicable currency equal to the net asset value of that number of ETF Shares in such currency following the receipt of the redemption request (a “**Securities Redemption**”), provided that a Securities Redemption may be subject to redemption charges at the sole discretion of the Manager. Holders of US\$ Shares of a Dual Currency ETF may request that the cash portion of their redemption proceeds be paid in U.S. or Canadian dollars. Because Shareholders will generally be able to sell (rather than redeem) ETF Shares at the applicable full market price in the applicable currency on the TSX through a registered broker or dealer subject only to customary brokerage commissions, unless they are redeeming a PNS, Shareholders are advised to consult their brokers, dealers or investment advisors before redeeming such ETF Shares for cash.

In order for a redemption in the applicable currency, whether it is a Cash Redemption or a Securities Redemption, to be effective on a Trading Day when the principal exchange or market for the securities to which an ETF is exposed does not close early, a redemption request in the form prescribed by the Manager from time to time must be delivered to an ETF at its head office by 12:00 p.m. (Toronto time), or 3:00 p.m. (Toronto time) in respect of Horizons HULC, on that day. If a redemption request is not received by the applicable time of day on a Trading Day, the redemption order will be effective only on the next Trading Day. Payment of the redemption price in the applicable currency will generally be made on the third Valuation Day after the effective day of the redemption. The redemption request forms may be obtained from any registered broker or dealer. On days when the principal exchange or market for the securities to which an ETF is exposed closes early, the earlier deadline for redemption requests in respect of such ETF will be made available to the Designated Broker and the Dealers.

All requests to redeem US\$ Shares of Horizons HXT and Horizons HULC in U.S. dollars will, if necessary, be converted at the end of the day on which the redemption request is effective into U.S. dollars using an exchange rate determined by the Manager for such time.

All requests to redeem Cdn\$ Shares of Horizons HTB, Horizons HXS or Horizons HXDM in Canadian dollars will, if necessary, be converted at the end of the day on which the redemption request is effective into Canadian dollars using an exchange rate determined by the Manager for such time.

Shareholders that have delivered a redemption request prior to the Distribution Record Date for any distribution will not be entitled to receive that distribution.

The Manager will, for each Trading Day, make available to the Designated Broker and the Dealers throughout the Trading Day information as to which securities will be delivered in respect of a Securities Redemption. The Manager may change the securities which will be delivered in respect of a Securities Redemption at any time throughout a Trading Day, in its sole discretion.

Redemption of ETF Shares for Cash for Horizons HXX

On any Trading Day (“**T-1**”), Shareholders of Horizons HXX may request to redeem: (i) ETF Shares of Horizons HXX for cash at a redemption price per ETF Share equal to 95% of the closing price for ETF Shares of Horizons HXX on the TSX on the effective day of the redemption, subject to a maximum redemption price per ETF Share equal to the net asset value per ETF Share on the effective day of redemption, which will be the next Trading Day after T-1 (the “**Redemption Date**” or “**T**”); or (ii) a PNS or a multiple PNS of Horizons HXX for cash equal to the net asset value of that number of ETF Shares on the Redemption Date. Because Shareholders of Horizons HXX are generally able to sell their ETF Shares of Horizons HXX at the market price on the TSX through a registered broker or dealer subject only to customary brokerage commissions, Shareholders of Horizons HXX are advised to consult their brokers, dealers or investment advisors before redeeming such ETF Shares for cash unless they are redeeming a PNS of Horizons HXX.

A Cash Redemption request, in the form prescribed by the Manager from time to time, must be delivered to the Manager with respect to Horizons HXX at its head office by 12:00 p.m. (Toronto time) on a Trading Day. The effective day of the redemption for a Cash Redemption request will be the Redemption Date, and the redemption price will be determined using the closing price for ETF Shares of Horizons HXX on the Redemption Date or the net asset value of ETF Shares of Horizons HXX on the Redemption Date, as applicable. Payment of the redemption price will generally be made on the second Trading Day (“T+2”) after the Redemption Date.

Investors that redeem their ETF Shares of Horizons HXX prior to the Distribution Record Date for any distribution will not be entitled to receive that distribution.

Redemption Transaction Fees – Bond ETFs

The Manager may, at its sole discretion, charge Shareholders of a Bond ETF a redemption charge of up to 0.10% of the redemption proceeds of the applicable ETF in respect of a Cash Redemption or a Securities Redemption. The Manager will publish the current redemption charges for each Bond ETF on its website, www.HorizonsETFs.com. Additionally, the proceeds of a Cash Redemption for ETF Shares of a Bond ETF may be further adjusted based on the actual costs incurred by the applicable ETF in disposing of the partial or full exposure to its Underlying Index that could have otherwise been delivered as part of a Securities Redemption (the “**Redemption Non-Standard Adjustment**”). Depending on the prices at which a Bond ETF is able to execute such transactions, relative to its NAV valuation, the Redemption Non-Standard Adjustment applicable to such a Cash Redemption may be positive or negative. That is, it may represent a debit or a credit to the settlement amount due to the redeeming Shareholder.

Suspension of Redemptions

The Manager may suspend the redemption of ETF Shares of an ETF or payment of redemption proceeds of an ETF: (i) during any period when normal trading is suspended on a stock exchange or other market on which securities owned by such ETF are listed and traded, if these securities represent more than 50% by value or underlying market exposure of the total assets of the ETF, without allowance for liabilities, and if these securities are not traded on any other exchange that represents a reasonably practical alternative for such ETF; or (ii) with the prior permission of the Securities Regulatory Authorities where required, for any period not exceeding 30 days during which the Manager determines that conditions exist which render impractical the sale of assets of the ETF or which impair the ability of the Valuation Agent to determine the value of the assets of such ETF. The suspension may apply to all requests for redemptions received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. All Shareholders making such requests shall be advised by the Manager of the suspension and that the redemption in the applicable currency will be effected at a price determined on the first Valuation Day following the termination of the suspension. All such Shareholders shall have and shall be advised that they have the right to withdraw their requests for redemption. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist, provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with official rules and regulations promulgated by any government body having jurisdiction over the ETF, any declaration of suspension made by the Manager shall be conclusive.

Switches

A Shareholder may switch ETF Shares of one ETF of the Company for shares of another Corporate Class of the Company (a “**Switch**”) through the facilities of CDS by contacting their financial advisor or broker. ETF Shares may be switched on any date designated by the Manager as a switch date (“**ETF Switch Date**”) by delivering written notice to the Transfer Agent and Registrar and surrendering such ETF Shares through the facilities of CDS by 4:00 p.m. (Toronto time) at least one Business Day prior to the ETF Switch Date. Written notice must contain the name of the ETF, the TSX ticker symbol of the ETF Shares of the ETF and the number of ETF Shares to be switched, and the name of the Corporate Class and the TSX ticker symbol of the shares of the Corporate Class to which the Shareholder wishes to Switch. The Manager may, in its discretion, change the frequency with which ETF Shares may be switched at any time upon 30 days’ notice by way of press release.

A Shareholder will receive from the Company that whole number of shares of the Corporate Class into which they have switched equal to the Switch NAV Price per ETF Share switched from, divided by the Switch NAV Price per share of the Corporate Class switched to. As no fraction of a share will be issued upon any Switch, any remaining fractional ETF Share of the ETF out of which a Shareholder has switched will be redeemed in cash at the Switch NAV Price of such ETF Share. The Company will, following the ETF Switch Date forward a cash payment to CDS equal

to such amount. Generally, Shareholders may have to pay their financial advisor, investment advisor or broker a transfer fee based on the value of the ETF Shares that are switched.

Under the Tax Act, a Switch of ETF Shares held as capital property for purposes of the Tax Act (“**Switched Shares**”) to shares of a different Corporate Class of the Company will constitute a disposition of such Switched Shares at fair market value for the purposes of the Tax Act. See “Income Tax Considerations”.

Costs Associated with Switches

Shareholders may have to pay their financial advisor, investment advisor or broker a transfer fee based on the value of the ETF Shares that are switched.

Suspension and Restrictions on Switches

The Manager has the right to decline any Switch request. Switches will only be transacted if the following conditions are met: (i) the minimum size of any Switch is equal to or greater than 2,500 ETF Shares; (ii) the ETF Switch Date does not occur between the ex-date and the record date of a dividend payable by the ETF on the ETF Shares; and (iii) the Switch will not result in the ETF failing to meet the TSX minimum listing requirements.

Book-Entry Only System

Registration of interests in, and transfers of, ETF Shares of an ETF will be made only through the book-entry only system of CDS. ETF Shares of an ETF must be purchased, transferred and surrendered for redemption only through a CDS Participant. All rights of an owner of ETF Shares must be exercised through, and all payments or other property to which such owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds such ETF Shares. Upon buying ETF Shares of an ETF, the owner will receive only the customary confirmation. References in this prospectus to a holder of ETF Shares means, unless the context otherwise requires, the owner of the beneficial interest of such ETF Shares.

Neither an ETF nor the Manager will have any liability for: (i) records maintained by CDS relating to the beneficial interests in ETF Shares or the book entry accounts maintained by CDS; (ii) maintaining, supervising or reviewing any records relating to such beneficial ownership interests; or (iii) any advice or representation made or given by CDS and made or given with respect to the rules and regulations of CDS or any action taken by CDS or at the direction of the CDS Participants.

The ability of a beneficial owner of ETF Shares to pledge such ETF Shares or otherwise take action with respect to such owner’s interest in such ETF Shares (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

An ETF has the option to terminate registration of ETF Shares through the book-entry only system in which case certificates for ETF Shares in fully registered form will be issued to beneficial owners of such ETF Shares or to their nominees.

Short Term Trading

The Manager does not believe that it is necessary to impose any short-term trading restrictions on the ETFs at this time as: (i) the ETFs are exchange traded funds that are primarily traded in the secondary market; and (ii) the few transactions involving ETF Shares of an ETF that do not occur on the secondary market involve the Designated Broker and the Dealers, who can only purchase or redeem ETF Shares in a PNS, and on whom the Manager may impose a redemption fee in respect of a Bond ETF.

PRIOR SALES

Trading Price and Volume

The following charts provide the price ranges and volume of ETF Shares traded on the TSX for each of the ETFs from the date of inception of each ETF.

Horizons HXT

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
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November 27, 2019 – November 30, 2019	37.74 - 37.89	349,133
December 2019	37.19 - 37.92	4,415,134
January 2020	26.05 - 39.11	5,264,070
February 2020	25.53 - 39.83	10,219,718
March 2020	25.70 - 37.35	37,503,432
April 2020	26.56 - 34.57	11,254,392
May 2020	33.11 - 34.78	9,079,433
June 2020	34.28 - 36.24	16,144,322
July 2020	35.45 - 37.09	9,842,214

Horizons HXS

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
November 27, 2019 – November 30, 2019	80.85 - 81.04	16,090
December 2019	79.39 - 82.02	232,201
January 2020	81.35 - 84.50	288,225
February 2020	76.89 - 86.82	2,232,443
March 2020	63.01 - 81.20	3,224,660
April 2020	68.24 - 79.29	991,727
May 2020	77.30 - 81.98	923,004
June 2020	79.71 - 84.08	1,811,531
July 2020	82.22 - 85.93	269,660

Horizons HSH

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
November 27, 2019 – November 30, 2019	76.01 - 76.07	3,625
December 2019	74.62 - 78.28	23,639
January 2020	77.94 - 80.42	15,966
February 2020	70.46 - 82.06	26,307
March 2020	53.99 - 74.97	463,347
April 2020	59.69 - 71.22	87,247
May 2020	67.71 - 73.19	37,867
June 2020	72.38 - 77.90	51,252
July 2020	75.11 - 78.68	64,400

Horizons HXE

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
November 27, 2019 – November 30, 2019	14.59 - 14.59	553
December 2019	14.38 - 16.32	38,847
January 2020	14.40 - 16.63	22,927
February 2020	12.68 - 14.97	80,358
March 2020	4.60 - 12.90	453,576
April 2020	6.51 - 8.90	214,068
May 2020	7.99 - 9.28	84,130

June 2020	8.52 - 10.76	91,195
July 2020	8.33 - 9.42	76,060

Horizons HXF

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
November 27, 2019 – November 30, 2019	47.06 - 47.18	1,419
December 2019	45.86 - 46.93	9,072
January 2020	45.90 - 47.61	9,579
February 2020	44.00 - 48.66	28,029
March 2020	29.31 - 44.77	100,448
April 2020	34.03 - 37.51	53,890
May 2020	34.32 - 38.33	16,112
June 2020	37.86 - 41.15	58,794
July 2020	38.18 - 39.85	9,829

Horizons HBB

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
November 27, 2019 – November 30, 2019	48.33 - 48.50	16,003
December 2019	47.88 - 48.44	302,578
January 2020	48.03 - 49.24	195,681
February 2020	49.01 - 49.76	222,583
March 2020	44.50 - 51.13	677,562
April 2020	48.03 - 50.50	327,500
May 2020	50.39 - 50.76	331,237
June 2020	50.17 - 51.45	298,809
July 2020	51.29 - 52.08	154,318

Horizons HXQ

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
November 27, 2019 – November 30, 2019	62.56 - 62.65	5,232
December 2019	61.36 - 64.45	46,165
January 2020	64.19 - 67.88	77,236
February 2020	63.61 - 72.17	111,430
March 2020	55.12 - 66.92	397,943
April 2020	59.40 - 70.30	340,594
May 2020	68.91 - 75.60	241,468
June 2020	72.96 - 77.89	264,354
July 2020	79.09 - 83.40	264,538

Horizons HXX

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
November 27, 2019 – November 30, 2019	33.26 - 33.36	253
December 2019	32.90 - 33.94	13,084
January 2020	32.87 - 33.97	14,156
February 2020	30.41 - 34.16	15,273
March 2020	22.81 - 31.76	132,654

April 2020	25.33 - 28.12	96,500
May 2020	26.51 - 29.75	105,007
June 2020	29.72 - 32.18	46,990
July 2020	31.65 - 33.44	30,093

Horizons HXH

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
November 27, 2019 – November 30, 2019	32.83 - 33.00	1,602
December 2019	32.49 - 33.17	10,140
January 2020	32.82 - 33.86	10,023
February 2020	31.21 - 34.44	24,567
March 2020	20.39 - 31.76	139,370
April 2020	24.26 - 27.40	82,294
May 2020	25.36 - 27.23	25,480
June 2020	26.35 - 29.19	13,871
July 2020	26.46 - 27.88	59,536

Horizons HTB

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
November 27, 2019 – November 30, 2019	59.37 - 59.61	19,968
December 2019	57.55 - 59.78	71,337
January 2020	57.75 - 60.70	37,309
February 2020	60.22 - 63.34	35,571
March 2020	63.61 - 70.00	163,780
April 2020	67.72 - 70.00	70,469
May 2020	67.48 - 69.52	58,621
June 2020	64.77 - 67.58	72,024
July 2020	65.89 - 67.28	31,696

Horizons HTH

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
November 27, 2019 – November 30, 2019	52.19 - 52.19	669
December 2019	51.41 - 52.13	36,829
January 2020	51.75 - 52.83	5,586
February 2020	52.44 - 55.75	67,104
March 2020	54.20 - 56.19	64,710
April 2020	55.50 - 56.18	37,027
May 2020	55.79 - 56.25	20,124
June 2020	55.49 - 56.29	21,482
July 2020	56.11 - 56.60	37,926

Horizons HLPR

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
November 27, 2019 – November 30, 2019	19.65 - 19.69	3,298
December 2019	19.51 - 20.24	171,988
January 2020	20.22 - 20.58	208,188

February 2020	19.46 - 20.45	118,473
March 2020	12.56 - 19.20	245,083
April 2020	14.80 - 17.25	189,386
May 2020	16.47 - 17.33	86,355
June 2020	16.82 - 17.79	209,808
July 2020	17.39 - 19.02	318,453

Horizons HXDM

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
November 27, 2019 – November 30, 2019	35.08 - 35.30	10,830
December 2019	34.69 - 35.82	46,757
January 2020	34.77 - 35.90	171,137
February 2020	32.24 - 36.13	1,101,967
March 2020	25.86 - 33.50	514,342
April 2020	28.20 - 31.29	396,052
May 2020	30.07 - 32.16	54,803
June 2020	31.98 - 33.55	822,403
July 2020	32.74 - 33.95	121,041

Horizons HCRE

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
November 27, 2019 – November 30, 2019	24.23 - 24.34	1,544
December 2019	23.42 - 24.37	36,496
January 2020	23.35 - 25.05	30,795
February 2020	24.22 - 26.18	167,385
March 2020	14.82 - 25.97	243,998
April 2020	16.67 - 19.66	92,011
May 2020	17.18 - 19.43	86,401
June 2020	18.90 - 21.00	48,291
July 2020	19.18 - 20.11	52,877

Horizons HEWB

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
November 27, 2019 – November 30, 2019	22.19 - 22.25	1,100
December 2019	21.51 - 22.04	15,814
January 2020	21.57 - 22.10	9,087
February 2020	20.49 - 22.32	45,382
March 2020	13.52 - 20.75	448,917
April 2020	15.89 - 17.62	280,964
May 2020	15.80 - 18.12	153,097
June 2020	17.78 - 19.27	37,705
July 2020	17.77 - 18.67	51,955

Horizons HULC

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
February 6, 2020 – February 28, 2020	89.45 - 101.48	38,314

March 2020	74.40 - 93.45	58,690
April 2020	81.40 - 93.41	13,058
May 2020	90.00 - 95.77	11,063
June 2020	94.24 - 98.29	22,808
July 2020	98.42 - 100.94	14,913

Horizons HXCN

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
February 6, 2020 – February 28, 2020	22.98 - 25.37	334,625
March 2020	15.96 - 23.77	1,247,278
April 2020	18.37 - 21.74	660,957
May 2020	20.74 - 21.87	141,568
June 2020	21.60 - 22.86	114,613
July 2020	22.31 - 23.50	216,032

Horizons HSAV

<u>Month</u>	<u>Unit Price Range (\$)</u>	<u>Volume of Units Traded</u>
February 6, 2020 – February 28, 2020	100.02 - 100.15	69,261
March 2020	100.15 - 100.25	172,715
April 2020	100.25 - 100.31	178,154
May 2020	100.32 - 100.37	31,363
June 2020	100.37 - 100.43	144,468
July 2020	100.42 - 100.49	25,165

INCOME TAX CONSIDERATIONS

The following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations under the Tax Act generally applicable to the acquisition, holding and disposition of ETF Shares of an ETF by a Shareholder who acquires ETF Shares of an ETF pursuant to this prospectus. This summary only applies to a prospective Shareholder of an ETF who is an individual (other than a trust) resident in Canada for purposes of the Tax Act, who deals at arm's length with the Company and the Designated Broker or Dealer and is not affiliated with the Company or the Designated Broker or Dealer and who holds ETF Shares as capital property (a "**Holder**").

Generally, ETF Shares of an ETF will be considered to be capital property to a Holder provided that the Holder does not hold such ETF Shares in the course of carrying on a business of buying and selling securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Certain Holders who might not otherwise be considered to hold ETF Shares of the ETF as capital property may, in certain circumstances, be entitled to have such ETF Shares and all other "Canadian securities" owned or subsequently acquired by them treated as capital property by making the irrevocable election contemplated by subsection 39(4) of the Tax Act. Holders who may not otherwise hold their ETF Shares as capital property should consult with their own tax advisors regarding the availability and desirability of making such an election in their particular circumstances. This summary does not apply to a Holder who has entered or will enter into a "derivative forward agreement" as that term is defined in the Tax Act with respect to the ETF Shares or any securities disposed of in exchange for ETF Shares.

This summary is based on the facts disclosed herein, and assumes that at all times the Company will comply with its investment restrictions. This summary is also based on the assumptions that (i) none of the issuers of the securities in the portfolio of an ETF will be foreign affiliates of the ETF or of any Shareholder, or "SIFT trusts" or "SIFT partnerships" within the meaning of the Tax Act, (ii) none of the securities in the portfolio of an ETF will be a "tax

shelter investment” within the meaning of section 143.2 of the Tax Act, (iii) none of the securities in the portfolio of an ETF will be an offshore investment fund property (or an interest in a partnership that holds such property) that would require the ETF (or the partnership) to include significant amounts in the ETF’s (or the partnership’s) income pursuant to section 94.1 of the Tax Act or an interest in a trust (or a partnership which holds such an interest) which would require the ETF (or the partnership) to report significant amounts of income in connection with such interest pursuant to the rules in section 94.2 of the Tax Act, or an interest in a non-resident trust other than an “exempt foreign trust” (or a partnership which holds such interest), (iv) that the Company will not enter into any arrangement (including the acquisition of securities in an ETF’s portfolio) where the result is a “dividend rental arrangement” for the purposes of the Tax Act, and (v) the Company will not engage in securities lending that does not constitute a “securities lending arrangement” for purposes of the Tax Act.

This summary is based on the current provisions of the Tax Act and an understanding of the current publicly available administrative policies and assessing practices of the CRA published in writing prior to the date hereof. This summary takes into account the Tax Amendments. This description is not exhaustive of all Canadian federal income tax consequences and does not take into account or anticipate changes in the law or in administrative policy or assessing practice, whether by legislative, governmental or judicial decision or action other than the Tax Amendments in their present form, nor does it take into account provincial, territorial or foreign tax considerations, which may differ significantly from those discussed herein. There can be no assurance that the Tax Amendments will be enacted in the form publicly announced, or at all.

For purposes of the Tax Act, all amounts relating to the computation of the income of the ETFs, or to the acquisition, holding or disposition of ETF Shares (including, for greater certainty, US\$ Shares), must be expressed in Canadian dollars. Amounts denominated in another currency generally must be converted into Canadian dollars based on the exchange rate quoted by the Bank of Canada on the date such amounts arise or such other rate of exchange as is acceptable to the CRA.

This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in ETF Shares of an ETF. This summary does not address the deductibility of interest on any funds borrowed by a Shareholder to purchase ETF Shares of an ETF. The income and other tax consequences of investing in ETF Shares will vary depending on an investor’s particular circumstances including the province or territory in which the investor resides or carries on business. This summary does not deal with provincial, territorial or foreign tax considerations. Accordingly, this summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any holder of ETF Shares of an ETF. Prospective investors should consult their own tax advisors with respect to the income tax consequences to them of an acquisition of ETF Shares based on their particular circumstances.

Taxation and Status of the Company

Status of the Company

The Company intends at all relevant times to qualify as a “mutual fund corporation” as defined in the Tax Act. To qualify as a mutual fund corporation: (i) the Company must be a “Canadian corporation” that is a “public corporation” for purposes of the Tax Act; (ii) the only undertaking of the Company must be (a) the investing of its funds in property (other than real property or interests in real property or immovables or real rights in immovables), (b) the acquiring, holding, maintaining, improving, leasing or managing of any real property (or interest in real property) or of any immovable (or real right in immovables) that is capital property of the Company, or (c) any combination of the activities described in (a) and (b); and (iii) at least 95% of the fair market value of all of the issued shares of the capital stock of the Company must be redeemable at the demand of the holders of those shares. In addition, the Company must not reasonably at any time be considered to be established or maintained primarily for the benefit of non-resident persons unless, throughout the period that begins on the date of the Company’s incorporation and ends at that time, substantially all of its property consists of property other than property that would be “taxable Canadian property” within the meaning of the Tax Act (if the definition of such term were read without reference to paragraph (b) of that definition).

If the Company were not to qualify as a mutual fund corporation at all relevant times, the income tax considerations described below would, in some respects, be materially and adversely different.

Taxation of the Company

Each of the ETFs will be a separate class of shares of the Company. Although the Company may issue any number of classes, in any number of series, it will be required (like any other mutual fund corporation with a multi-class structure) to compute its income and net capital gains for tax purposes as a single entity. All of the Company's revenues, deductible expenses, non-capital losses, capital gains and capital losses in connection with all of its investment portfolios, and other items relevant to its tax position (including the tax attributes of all of its assets), will be taken into account in determining the income (and taxable income) or loss of the Company and applicable taxes payable by the Company as a whole. For example, expenses, tax deductions and losses arising from the Company's investments and activities in respect of one Corporate Class (including an ETF) may be deducted or offset against income or gains arising from the Company's investments and activities in respect of other Corporate Classes (including an ETF), including Corporate Classes not offered pursuant to this Prospectus. As a result of the Company being required to calculate its income as a single entity and not being able to flow all of its income through to its shareholders, the overall result for a Holder of a particular ETF will differ from what would be the case if the Holder had invested in a mutual fund trust, or a single-class mutual fund corporation, that made the same investments as the particular ETF.

The Company will establish a policy to determine how it allocates income, capital gains and other amounts in a tax-efficient manner among its Corporate Classes in a way that it believes is fair, consistent and reasonable for all Shareholders, with the general intent that allocations to each of the Corporate Classes track the performance of the corresponding portfolio, but subject to the foregoing paragraph. The amount of dividends, if any, paid to Shareholders will be based on this tax allocation policy.

In general, gains and losses realized by the Company from derivative transactions will be on income account, except where such derivatives are used to hedge portfolio securities held on capital account provided there is sufficient linkage, subject to the DFA Rules discussed below, and the Company will recognize such gains or losses for tax purposes at the time they are realized. Gains or losses in respect of currency hedges entered into in respect of amounts invested in the portfolio of an ETF will constitute capital gains and capital losses to the ETF if the securities in the ETF's portfolio are capital property to the ETF and there is sufficient linkage. Payments received by the Company under a Swap will be on income account and the Company will recognize such income when it is realized upon partial settlement, termination or maturity of a Swap. Accordingly, the Company may have a large income inclusion upon partial settlement, termination or maturity of a Swap.

The Tax Act contains rules (the "**DFA Rules**") that target certain financial arrangements (referred to as "derivative forward agreements") that seek to reduce tax by converting, through the use of derivative contracts, the return on an investment that would otherwise have the character of ordinary income to a capital gain. The DFA Rules are broadly drafted and could apply to other agreements or transactions. If the DFA Rules were to apply to derivatives used by the Company, returns realized in respect of any capital property underlying such derivatives would be treated as ordinary income or losses rather than capital gains and capital losses. The Tax Act exempts the application of the DFA Rules on currency forward contracts or certain other derivatives that are entered into in order to hedge foreign exchange risk in respect of an investment held as capital property.

In determining the income of the Company, gains or losses realized upon dispositions of portfolio securities held by the Company other than certain short sales undertaken on income account will constitute capital gains or capital losses of the Company in the year realized unless the Company is considered to be trading or dealing in securities or otherwise carrying on a business of buying and selling securities or the Company has acquired the securities in a transaction or transactions considered to be an adventure or concern in the nature of trade. In certain cases, the Company may have acquired securities on a tax-deferred basis for the account of a particular Corporate Class such that the Company may, in the future, realize capital gains that accrued on such securities prior to the acquisition of such securities by the Company, but any such capital gains are not intended to be allocated to Corporate Classes other than such particular Corporate Class.

As a mutual fund corporation, the Company will be entitled, in certain circumstances, to a refund of tax paid by it in respect of its net realized capital gains determined on a formula basis that is based in part on the redemption of the ETF Shares (including the switching of ETF Shares for shares of another Corporate Class) ("**Capital Gains Redemption**"). Also, as a mutual fund corporation, the Company will be entitled to maintain a capital gains dividend account in respect of its net realized capital gains and from which it may elect to pay dividends ("**Capital Gains Dividends**") which are treated as capital gains in the hands of Holders (see "Taxation of Holders of ETF Shares" below). In certain circumstances where the Company has realized a capital gain in a taxation year, it may elect not to pay Capital Gains Dividends in that taxation year in respect thereof and instead pay refundable capital gains tax, which

may in the future be fully or partially refundable upon the payment of sufficient Capital Gains Dividends and/or Capital Gains Redemptions. Where the Company has realized a net capital loss in a taxation year, such capital loss cannot be allocated to Holders but the Company may carry such capital loss back three years or forward indefinitely to offset capital gains realized by the Company in accordance with the rules of the Tax Act.

With respect to indebtedness, the Company will be required to include in its income for a taxation year all interest thereon that accrues (or is deemed to accrue) to it to the end of that year (or until the disposition of the indebtedness in the year) or that has become receivable or is received by the Company before the end of that year, including on a conversion, redemption or repayment on maturity, except to the extent that such interest was included in computing the Company's income for a preceding year and excluding any interest that accrued prior to the time of the acquisition of the indebtedness by the Company.

The Company will also be required to include in its income for each taxation year any dividends received (or deemed to be received) by it in such year on a security held in its portfolio.

The Company is expected to qualify as a "financial intermediary corporation" (as defined in the Tax Act) and, thus, will not be subject to tax under Part VI.1 of the Tax Act on dividends paid by the Company on "taxable preferred shares" (as defined in the Tax Act).

To the extent the Company holds trust units issued by a trust resident in Canada whose units are held by the Company as capital property for the purposes of the Tax Act, and that is not subject in a taxation year to the tax under the rules in the Tax Act applicable to certain publicly traded trusts and partnerships, the Company will be required to include in the calculation of its income the net income, including net taxable capital gains, paid or payable to the Company by such trust in the year, notwithstanding that certain of such amounts may be reinvested in additional units of the trust. The Company will be required to reduce the adjusted cost base of units of such trust by any amount paid or payable by the trust to the Company except to the extent that the amount was included in calculating the income of the Company or was the Company's share of the non-taxable portion of capital gains of the trust, the taxable portion of which was designated in respect of the Company. If the adjusted cost base to the Company of such units becomes a negative amount at any time in a taxation year of the Company, that negative amount will be deemed to be a capital gain realized by the Company in that taxation year and the Company's adjusted cost base of such units will be increased by the amount of such deemed capital gain to zero.

To the extent that the Company earns net income (other than dividends or deemed dividends from taxable Canadian corporations and certain taxable capital gains and after available deductions), including in respect of derivative transactions that are not otherwise treated as capital property (including in respect of Swaps), interest and income (other than, in general, taxable capital gains) paid or made payable to it by a trust resident in Canada, the Company will be subject to income tax on such net income and no refund will be available in respect thereof.

The Company may, at its option, pay special year-end dividends to Holders in the form of a Capital Gains Dividend where the Company has net taxable capital gains upon which it would otherwise be subject to tax, or in order to recover refundable tax not otherwise recoverable upon payment of regular cash distributions.

In computing its income under the Tax Act, the Company may deduct reasonable administrative and other expenses incurred to earn income. In certain circumstances, the Company may not be able to deduct interest on borrowed funds that are used to fund redemptions of its ETF Shares. The Company is entitled to deduct an amount equal to the reasonable expenses that it incurs in the course of issuing ETF Shares that is not reimbursed. Such issue expenses will be deductible by the Company ratably over a five-year period subject to reduction in any taxation year which is less than three hundred and sixty-five (365) days.

Non-capital losses incurred by the Company in a taxation year cannot be allocated to shareholders of the Company, but may be carried back three years or carried forward twenty years to offset income (including taxable capital gains) in accordance with the Tax Act.

In certain situations, where the Company disposes of property and would otherwise realize a capital loss, the loss will be deemed to be a "suspended loss". This may occur if the Company disposes of and acquires the same property or an identical property during the period that begins 30 days before and ends 30 days after the disposition of property and holds it at the end of that period (for greater certainty, even if the disposition and acquisition are made by different Corporate Classes).

Given the expected investment, operating and distribution policies of the Company, and taking into account the deduction of expenses and other deductions (including losses and future loss carryforwards), the Company does not

expect to be subject to any significant amount of non-refundable Canadian income tax, but no assurance can be given in this regard. To the extent that any capital gains are realized by the Company and not distributed to shareholders as a Capital Gains Dividend, such capital gains will be subject to tax within the Company (net of any deductions that may be available to the Company for purposes of computing its income). Any such tax would be attributed to the applicable Corporate Class and be indirectly borne by the shareholders of that class. While any such tax may be fully or partially refundable in subsequent years upon the payment by the Company of sufficient Capital Gains Dividends and/or Capital Gains Redemptions, there can be no assurances in this regard.

Taxation of Holders of ETF Shares

A Holder will be required to include in income the amount of any dividends other than Capital Gains Dividends (“**Ordinary Dividends**”) paid on ETF Shares of an ETF, whether received in cash, in the form of ETF Shares or as cash which is reinvested in additional shares. The dividend gross-up and tax credit treatment normally applicable to taxable dividends (including eligible dividends) paid by a taxable Canadian corporation will generally apply to such dividends. The treatment to Holders of Capital Gains Dividends is described below.

If the Company pays a return of capital such amount will generally not be taxable but will reduce the adjusted cost base of the Holder’s ETF Shares of an ETF in respect of which the return of capital was paid. However, where such returns of capital are reinvested in new ETF Shares of the ETF, the Holder’s overall adjusted cost base of such ETF Shares will not be reduced. In the circumstance where a reduction to the adjusted cost base of a Holder’s ETF Shares of an ETF would result in such adjusted cost base becoming a negative amount, that amount will be treated as a capital gain realized by the Holder of the ETF Shares of the ETF and the adjusted cost base will then be zero.

Capital Gains Dividends will be paid to Holders, at the discretion of the Company’s board of directors with respect to the timing, the amount and, if applicable, the ETFs on which the dividends will be paid, in respect of any capital gains realized by the Company, including capital gains realized on the disposition of portfolio assets occurring as a result of Holders redeeming or switching their ETF Shares of an ETF into shares of another Corporate Class, if applicable. The amount of a Capital Gains Dividend paid to a Holder will be treated as a capital gain in the hands of the Holder from the disposition of capital property in the taxation year in which the Capital Gains Dividend is received, and will be subject to the general rules relating to the taxation of capital gains which are described below.

Where an Ordinary Dividend or a Capital Gains Dividend is paid in ETF Shares or in cash which is reinvested in ETF Shares of an ETF, the cost of such ETF Shares will be equal to the amount of the dividend. The adjusted cost base of each Share of an ETF to a Holder will generally be the weighted average of the cost of the ETF Shares of the ETF acquired by the Holder at a particular time and the aggregate adjusted cost base of any ETF Shares of the same class and series held as capital property immediately before the particular time.

Generally, a Holder who receives a Management Fee Rebate in a particular taxation year will include the amount of such rebate in income for that year. Shareholders should consult their own tax advisors with respect to the tax treatment of Management Fee Rebates.

Under the Tax Act, a Switch will be a disposition of the Switched Shares for purposes of the Tax Act for proceeds of disposition equal to the fair market value, at the time of the Switch, of the shares of the other Corporate Class received pursuant to the Switch. As a result, a Holder of Switched Shares may realize a capital gain or capital loss on such Switched Shares as discussed below. The cost of the shares of the other Corporate Class acquired on the Switch will be equal to the fair market value of the Switched Shares at the time of the Switch. Any redemption of fractional shares for cash proceeds as a result of a Switch will also result in a capital gain (or capital loss) to the holder of such shares.

Upon the actual or deemed disposition of an ETF Share of an ETF, including the redemption of an ETF Share of an ETF for cash proceeds and/or securities or on a Switch by a Holder of ETF Shares of one ETF for shares of another Corporate Class, a Holder will realize a capital gain (or a capital loss) to the extent that the proceeds of disposition of the ETF Share so disposed of exceed (or are less than) the aggregate of the adjusted cost base to the Holder of such ETF Share and any reasonable costs of disposition.

In the case of a redemption for securities, a Holder’s proceeds of disposition of the ETF Share of an ETF would generally be equal to the aggregate of the fair market value of the distributed property and the amount of any cash received. The cost to a Holder of any property received from the Company upon the redemption will generally be equal to the fair market value of such property at the time of the distribution.

In certain situations where a Holder disposes of ETF Shares of an ETF and would otherwise realize a capital loss, the loss will be denied. This may occur if the Holder, the Holder’s spouse or another person affiliated with the Holder

(including a corporation controlled by the Holder) has acquired shares of a Corporate Class which are considered to be “substituted property” within 30 days before or after the Holder disposed of the ETF Shares of the ETF. For this purpose, ETF Shares of the same ETF that are disposed of by the Holder are considered to be “substituted property”, and under current published administrative policy of the CRA, shares of another Corporate Class of the Company may also be considered to be “substituted property”. The amount of the denied capital loss will generally be added in computing the aggregate adjusted cost base to the owner of the shares which are “substituted property”.

Capital gains realized and Ordinary Dividends and Capital Gains Dividends received by a Holder may result in such Holder being liable for alternative minimum tax under the Tax Act. Such Holders should consult their own tax advisors in this regard.

One-half of any capital gain (a “**taxable capital gain**”) realized by a Holder on a disposition (or deemed disposition) of ETF Shares will be included in the Holder’s income under the Tax Act. One-half of any capital loss (an “**allowable capital loss**”) realized by a Holder on a disposition (or deemed disposition) of ETF Shares must generally be deducted against any taxable capital gains realized by the Holder in the year of disposition. Any excess of allowable capital losses over taxable capital gains for the year may generally be carried back to the three preceding taxation years or carried forward to any subsequent taxation year and applied against net taxable capital gains in those years, subject to the detailed rules contained in the Tax Act.

Taxation of Registered Plans

Dividends and other distributions received by Registered Plans on ETF Shares of an ETF while the ETF Shares are a qualified investment for Registered Plans will be exempt from income tax in the plan, as will capital gains realized by the plan on the disposition of such ETF Shares. Withdrawals from such plans (other than a TFSA and certain withdrawals from an RESP or RDSP) are generally subject to tax under the Tax Act. Shareholders should consult their own advisers regarding the tax implications of establishing, amending, terminating or withdrawing amounts from a Registered Plan.

Tax Implications of the ETFs’ Distribution Policy

The net asset value per ETF Share of an ETF will, in part, reflect any income and gains of the ETF that have accrued or been realized, but have not been distributed at the time ETF Shares of the ETF were acquired. Accordingly, a Holder of an ETF who acquires ETF Shares of the ETF, including on a reinvestment of dividends or a dividend paid in ETF Shares, may become taxable on the Holder’s share of taxable dividends and capital gains of the ETF. In particular, an investor who acquires ETF Shares of an ETF shortly before an Ordinary Dividend or Capital Gains Dividend is paid will have to pay tax on the dividend in accordance with the rules in the Tax Act regardless of the fact that the investor only recently acquired such ETF Shares.

Given the expected investment and operating policies of the Company, the Manager does not currently expect to pay a material amount of Capital Gains Dividends or Ordinary Dividends to Holders.

ELIGIBILITY FOR INVESTMENT

Based on the current provisions of the Tax Act, provided the Company continues to qualify as a “mutual fund corporation” under the Tax Act or the ETF Shares are listed on a “designated stock exchange” for purposes of the Tax Act (which currently includes the TSX), ETF Shares of an ETF, if issued on the date hereof, would be on such date qualified investments under the Tax Act for trusts governed by Registered Plans.

Notwithstanding the foregoing, the holder of a TFSA or RDSP, the annuitant under an RRSP or RRIF or the subscriber of an RESP will be subject to a penalty tax in respect of ETF Shares of an ETF held by such TFSA, RDSP, RRSP, RRIF or RESP, as the case may be, if such ETF Shares are a “prohibited investment” for such Registered Plan for the purposes of the Tax Act. The ETF Shares of an ETF will not be a “prohibited investment” for trusts governed by a such a Registered Plan unless the holder of the TFSA or RDSP, the annuitant under the RRSP or RRIF or the subscriber of an RESP, as applicable, does not deal at arm’s length with the Company for purposes of the Tax Act, or has a “significant interest” as defined in the Tax Act in the Company.

In addition, the ETF Shares of an ETF will not be a “prohibited investment” if the ETF Shares are “excluded property” as defined in the Tax Act for trusts governed by an RRSP, RRIF, TFSA, RDSP or RESP. Holders, annuitants and subscribers should consult their own tax advisors with respect to whether ETF Shares of an ETF would be a prohibited investment in their particular circumstances, including with respect to whether ETF Shares of an ETF would be excluded property.

Securities received on the redemption of ETF Shares of an ETF may not be qualified investments for trusts governed by Registered Plans.

ORGANIZATION AND MANAGEMENT DETAILS OF THE ETFS

Officers and Directors of the Company

As each ETF is a class of shares in the capital of the Company, governance and management decisions are ultimately made by the board of directors of the Company. The board of directors is currently composed of 6 directors. Directors are appointed to serve on the board of directors until such time as they retire or are removed and successors are appointed. The name, municipality of residence, position with the Company and principal occupation of each of the directors and officers of the Company are as follows:

<u><i>Name and Municipality of Residence</i></u>	<u><i>Date Individual became a Director</i></u>	<u><i>Position with the Company</i></u>	<u><i>Principal Occupation</i></u>
Steven J. Hawkins, Toronto, Ontario	October 10, 2019	Chief Executive Officer and Director	Chief Executive Officer and President, Horizons (since 2009); Director, Horizons (since 2016).
Kevin S. Beatson, Oakville, Ontario	October 10, 2019	Chief Operating Officer and Director	Chief Operating Officer and Chief Compliance Officer, Horizons (since 2009).
Julie Stajan, Oakville, Ontario	October 10, 2019	Chief Financial Officer and Director	Chief Financial Officer, Horizons (since 2015); Senior Vice President, Finance and Controller, Horizons (since 2012); Senior Vice President, Finance & Investment Funds, Horizons Investment Management Inc. (2011-2012).
Warren Law, Toronto, Ontario	November 15, 2019	Director	Senior Vice President, Compliance and Regulatory & Stakeholder Relations, ICICI Bank Canada (since 2008).
Geoff Salmon	November 15, 2019	Director	Managing Director, Independent Review Inc. (since 2008).
McGregor Sainsbury, Toronto, Ontario	November 15, 2019	Secretary and Director	General Counsel and Secretary, Horizons (since 2011).

Where a person has held multiple positions within a company, the above table generally sets out the current or most recently-held position or positions held at that company, while the start date generally refers to the date of the first position held at that company or the first of the listed positions held by the person at that company. Each director will hold his or her position until the next annual meeting of Shareholders of the Company or until his or her successor is elected or appointed.

Manager of the ETFs

Horizons ETFs Management (Canada) Inc., a corporation existing under the federal laws of Canada, is the manager and investment manager of each ETF. The Manager is responsible for providing or arranging for the provision of administrative services and management functions required by the ETFs. The principal office of Horizons is 55 University Avenue, Suite 800, Toronto, Ontario, M5E 1S2. Horizons was originally incorporated under the federal laws of Canada under the name BetaPro Management Inc. and was primarily organized for the purpose of managing investment products, including the ETFs.

Horizons is a financial services organization distributing the Horizons family of leveraged, inverse leveraged, inverse, index and actively managed exchange traded funds. Horizons is a wholly-owned subsidiary of Mirae Asset.

Mirae Asset is the asset management entity of the Mirae Asset Financial Group, a global financial group providing comprehensive services to clients worldwide – including asset management, wealth management, investment banking, life insurance and venture capital. With over 12,700 employees, the Mirae Asset Financial Group has a presence in America, Australia, Brazil, Canada, China, Colombia, Hong Kong, India, Indonesia, Japan, Mongolia, Singapore, the United Kingdom and Vietnam. Headquartered in Seoul, South Korea, the Mirae Asset Financial Group manages approximately US\$398 billion in assets globally as of December 31, 2019.

Duties and Services to be Provided by the Manager

Pursuant to the Management Agreement, the Manager has full authority and responsibility to manage and direct the business and affairs of the ETFs, to make all decisions regarding the business of the ETFs and to bind the ETFs. The Manager may delegate certain of its powers to third parties where, in the discretion of the Manager, it would be in the best interests of the ETFs to do so. The Manager is responsible for execution of each of the ETF's investment strategy and also provides and arranges for the provision of required administrative services to the ETFs including, without limitation: authorizing the payment of operating expenses incurred on behalf of the ETFs; preparing or causing to be prepared financial statements, financial and accounting information as required by the ETFs; ensuring that the Shareholders of the ETFs are provided with financial statements (including semi-annual and annual financial statements) and other reports as are required by applicable law from time to time; ensuring that the ETFs comply with regulatory requirements; preparing or causing to be prepared the reports of the ETFs to Shareholders and the Securities Regulatory Authorities; providing each of the Custodian and Valuation Agent with information and reports necessary for them to fulfil their responsibilities; determining the amount of distributions to be made by the ETFs; and negotiating contractual agreements with third-party providers of services, including but not limited to investment advisors, custodians, valuation agents, registrars, transfer agents, distribution agents, auditors and printers.

Any directors, officers or employees of the Manager who are also officers of the Company shall be paid by the Manager for serving in such capacity and shall not receive any remuneration directly from the Company.

Details of the Management Agreement

Pursuant to the Management Agreement, the Manager shall exercise the powers and discharge the duties of its office honestly, in good faith and in the best interests of the ETFs and, in connection therewith, shall exercise the degree of care, diligence and skill that a reasonably prudent manager would exercise in similar circumstances. The Management Agreement provides that the Manager will not be liable in any way for default, failure or defect in the portfolio of any ETF if it has satisfied the duties and standard of care, diligence and skill set forth above. The Manager is reimbursed by an ETF for all reasonable costs and expenses incurred by the Manager on behalf of the ETF as described above under the heading "Fees and Expenses". In addition, the Manager and each of its directors, officers, employees, shareholders and agents are indemnified by each ETF for all liabilities, costs and expenses incurred in connection with any action, suit or proceeding that is proposed or commenced, or other claim that is made against, the Manager, or any of its directors, officers, employees, shareholders or agents, in the exercise of its duties as Manager, except those resulting from the Manager's wilful misconduct, bad faith, negligence, disregard of the Manager's standard of care or material breach or default by the Manager of its obligations under the Management Agreement.

The Manager may resign as manager of an ETF upon 60 days' notice to the Shareholders of the ETF and the ETF. If the Manager resigns it may appoint its successor but, unless its successor is an affiliate of the Manager, its successor must be approved by the Shareholders of the ETF. If the Manager is in material default of its obligations to an ETF under the Management Agreement and such default has not been cured within 30 days after notice of same has been given to the Manager or upon certain actions relating to the bankruptcy or insolvency of the Manager, the ETF shall give notice thereof to the Shareholders of the ETF and the Shareholders may remove the Manager and appoint a successor manager. The Manager may resign on 20 Business Days' written notice to an ETF if the ETF is in breach or default of the provisions of the Management Agreement and, if capable of being cured, such breach or default has not been cured by the ETF within 20 Business Days' notice of such breach or default to the ETF. The Manager is deemed to resign if an order is made or a resolution is passed or other proceeding is taken for the dissolution of the Manager, or upon certain events of insolvency or bankruptcy with respect to the Manager.

In addition, if the Manager purchases or sells portfolio securities or takes any other action with respect to the portfolio of an ETF that through inadvertence violates any investment objective, strategy or restriction applicable to the ETF as described herein set forth and the violation has or will have a material adverse effect on the portfolio of the ETF, then it will not be considered a material breach for purposes of any termination right in the Management Agreement if the Manager takes action that returns the portfolio of the ETF to compliance with such investment objective, strategy or restriction within the cure period described above. In the event that the Manager resigns or is removed as described above, the Company shall promptly appoint a successor manager to carry out the activities of the Manager until a meeting of the Shareholders of the relevant ETF is held to confirm such appointment by extraordinary resolution. The removal or resignation of the Manager will only become effective upon the appointment of a replacement manager. If, within 90 days from the notice of resignation or removal of the Manager, the Company has not appointed a replacement manager, the ETF Shares of the relevant ETF will be redeemed and the ETF will be terminated.

The administration and management services of the Manager under the Management Agreement are not exclusive and nothing in the Management Agreement prevents the Manager from providing similar administrative and management services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of any of the ETFs) or from engaging in other activities.

Directors and Executive Officers of the Manager

The name, municipality of residence, position and principal occupation of each of the directors and executive officers of the Manager are as follows:

<u><i>Name and Municipality of Residence</i></u>	<u><i>Date Individual became a Director</i></u>	<u><i>Position with the Manager</i></u>	<u><i>Principal Occupation</i></u>
Thomas Park, New York, New York	November 14, 2011	Director and Chief Corporate Development Officer	Director, Horizons (since 2011); Chief Corporate Development Officer, Horizons (since 2015); Executive Managing Director, Mirae Asset MAPS Global Investments (since 2008); Associate, Goldman Sachs International (2006, 2007-2008); Senior Consultant, KPMG Consulting (Bearing Point) (2001- 2005).
Wan Youn Cho, Toronto, Ontario	February 20, 2020	Director	Managing Director, Mirae Asset Global Investments (Hong Kong) Ltd. (since 2009)
Jooyoung Yun, Tokyo, Japan	February 20, 2020	Director	Head of ETF Management Division, Mirae Asset (since 2011).

<u><i>Name and Municipality of Residence</i></u>	<u><i>Date Individual became a Director</i></u>	<u><i>Position with the Manager</i></u>	<u><i>Principal Occupation</i></u>
Steven J. Hawkins, Toronto, Ontario	February 8, 2016	Director, Chief Executive Officer, President and Ultimate Designated Person	Chief Executive Officer and President, Horizons (since 2009); Director, Horizons (since 2016).
Kevin S. Beatson, Oakville, Ontario	N/A	Chief Operating Officer and Chief Compliance Officer	Chief Operating Officer and Chief Compliance Officer, Horizons (since 2009).
Julie Stajan, Oakville, Ontario	N/A	Chief Financial Officer	Chief Financial Officer, Horizons (since 2015); Senior Vice President, Finance and Controller, Horizons (since 2012); Senior Vice President, Finance & Investment Funds, Horizons Investment Management Inc. (2011-2012).
Jaime P.D. Purvis, Toronto, Ontario	N/A	Executive Vice President	Executive Vice President, Horizons (since 2006).
Jeff Lucyk, Toronto, Ontario	N/A	Senior Vice President, Head of Retail Sales	Senior Vice President, Head of Retail Sales, Horizons (since 2016); Senior Vice President, Vice President, National Sales Manager, Norrep Capital Management Ltd. (2009-2016).
McGregor Sainsbury, Toronto, Ontario	N/A	General Counsel and Secretary	General Counsel and Secretary, Horizons (since 2011).

Where a person has held multiple positions within a company, the above table generally sets out the current or most recently-held position or positions held at that company, while the start date generally refers to the date of the first position held at that company or the first of the listed positions held by the person at that company. Each director will hold his position until the next annual general meeting of the Manager at which time he may be re-elected. All companies listed above are or were principally engaged in the business of investment fund management.

Ownership of Securities of the Manager

No securities of the Manager are owned of record or beneficially by any of the directors and executive officers of the Manager. For a description of the compensation arrangements of the independent review committee of the ETFs, see “Organization and Management Details of the ETFs – Independent Review Committee”.

Designated Brokers

The Manager, on behalf of the ETFs, has entered, or will enter, into a Designated Broker Agreement with a Designated Broker pursuant to which the Designated Broker agrees to perform certain duties relating to the ETFs including, without limitation: (i) to subscribe for a sufficient number of ETF Shares of an ETF to satisfy the TSX’s original listing requirements; (ii) to subscribe for ETF Shares of an ETF on an ongoing basis, and (iii) to post a liquid two way market for the trading of ETF Shares of an ETF on the TSX. Payment for ETF Shares of an ETF must be made by the

Designated Broker, and ETF Shares of an ETF will be issued, by no later than the second Trading Day after the subscription notice has been delivered.

A Designated Broker may terminate a Designated Broker Agreement at any time by giving Horizons at least six months' prior written notice of such termination. Horizons may terminate a Designated Broker Agreement at any time, without prior notice, by sending a written notice of termination to the Designated Broker.

ETF Shares of an ETF do not represent an interest or an obligation of any Designated Broker or Dealer or any affiliate thereof and a Shareholder of an ETF will not have any recourse against any such parties in respect of amounts payable by the ETF to such Designated Broker or Dealers.

A Designated Broker may, from time to time, reimburse the Manager for certain expenses incurred by the Manager in the normal course of its business.

Conflicts of Interest

The Manager and its principals and affiliates (each, an “**ETF Manager**”) do not devote their time exclusively to the management of the ETFs. The ETF Managers perform similar or different services for others and may sponsor or establish other investment funds (public and private) during the same period that they act on behalf of the ETFs. The ETF Managers therefore will have conflicts of interest in allocating management time, services and functions to the ETFs and the other persons for which they provide similar services.

The ETF Managers may trade and make investments for their own accounts, and such persons currently trade and manage and will continue to trade and manage accounts other than the accounts of the ETFs utilizing trading and investment strategies which are the same as or different from the ones to be utilized in making investment decisions for the ETFs. In addition, in proprietary trading and investment, the ETF Managers may take positions the same as, different than or opposite to those of the ETFs. Furthermore, all of the positions held by accounts owned, managed or controlled by the Manager will be aggregated for purposes of applying certain exchange position limits. As a result, an ETF may not be able to enter into or maintain certain positions if such positions, when added to the positions already held by the ETF and such other accounts, would exceed applicable limits. All of such trading and investment activities may also increase the level of competition experienced with respect to priorities of order entry and allocations of executed trades. See “Risk Factors”.

The ETF Managers may at times have interests that differ from the interests of the Shareholders of an ETF.

In evaluating these conflicts of interest, potential investors should be aware that the ETF Managers have a responsibility to the Shareholders to exercise good faith and fairness in all dealings affecting the ETFs. In the event that a Shareholder believes that one of the ETF Managers has violated its duty to such Shareholder, the Shareholder may seek relief for itself or on behalf of an ETF to recover damages from or to require an accounting by such ETF Manager. Shareholders should be aware that the performance by each ETF Manager of its responsibilities to an ETF will be measured in accordance with (i) the provisions of the agreement by which such ETF Manager has been appointed to its position with such ETF; and (ii) applicable laws.

The Manager is a wholly-owned subsidiary of Mirae Asset. Affiliates of the Manager may earn fees and spreads, directly and indirectly, in connection with various services provided to, or transactions with, the ETFs or their service providers, including in connection with brokerage transactions, prime brokerage services and securities lending transactions, subject always to approval by the IRC of the ETFs and compliance with applicable law (or exemptive relief therefrom), and applicable internal policies and procedures. In effecting ETF portfolio transactions, the Manager places brokerage business with various broker-dealers on the basis of best execution, which includes a number of considerations such as price, speed, certainty of execution and total transaction cost. The Manager uses the same criteria in selecting all of its broker-dealers, regardless of whether the broker-dealer is an affiliate of the Manager. Subject to compliance with NI 81-102 and in accordance with the terms of the standing instructions of the IRC, to the extent that an affiliate of the Manager provides advisory services to a securities lending agent of the ETFs, the Manager may receive a portion of the affiliate's revenue that it receives for those services.

An affiliate of the Designated Broker and/or Dealer of an ETF may from time to time act as a Counterparty. These relationships may create actual or perceived conflicts of interest which investors should consider in relation to an investment in an ETF. In particular, by virtue of these relationships, the Designated Broker or Dealer may profit from the sale and trading of ETF Shares of an ETF. The Designated Broker or Dealer may act as market maker of the applicable ETF(s) in the secondary market, and may therefore have economic interests which differ from and may be adverse to those of Shareholders of the ETFs.

Designated Brokers and Dealers of the applicable ETF(s) will not be acting as an underwriter of any ETF in connection with the primary distribution of ETF Shares under this prospectus. No Designated Broker or Dealer has been involved in the preparation of this prospectus nor has it performed any review of the contents of this prospectus. The Designated Broker of an ETF may, from time to time, reimburse the Manager for certain expenses incurred by the Manager in the normal course of its business.

Any Designated Broker or Dealer and their respective affiliates may, at present or in the future, engage in business with an ETF, the issuers of securities making up the investment portfolio of an ETF, or with the Manager or any funds sponsored by the Manager or its affiliates, including by making loans, entering into derivative transactions or providing advisory or agency services. In addition, the relationship between a Designated Broker or Dealer and their respective affiliates, and the Manager and its affiliates, may extend to other activities, such as being part of a distribution syndicate for other funds sponsored by the Manager or its affiliates.

Independent Review Committee

NI 81-107 requires that all publicly offered investment funds, such as the ETFs, establish an IRC and that the Manager must refer all conflict of interest matters in respect of the ETFs for review or approval by the IRC. NI 81-107 also requires the Manager to establish written policies and procedures for dealing with conflict of interest matters, to maintain records in respect of these matters and to provide the IRC with guidance and assistance in carrying out its functions and duties. According to NI 81-107, the IRC must be comprised of a minimum of three (3) independent members and is subject to requirements to conduct regular assessments of its members and provide reports, at least annually, to an ETF and to its Shareholders in respect of those functions. The most recent report prepared by the IRC is available on the Manager's website (www.horizonsetfs.com), or at a Shareholder's request at no cost, by contacting the ETF at 55 University Avenue, Suite 800, Toronto, Ontario, M5J 2H7; telephone: 416-933-5745; toll free: 1-866-641-5739; fax: 416-777-5181.

Warren Law, Sue Fawcett and Michael Gratch are the current members of the IRC. The IRC:

- reviews and provides input on the Manager's written policies and procedures that deal with conflict of interest matters;
- reviews conflict of interest matters referred to it by the Manager and makes recommendations to the Manager regarding whether the Manager's proposed actions in connection with the conflict of interest matter achieves a fair and reasonable result for the ETFs;
- considers and, if deemed appropriate, approves the Manager's decision on a conflict of interest matter that the Manager refers to the IRC for approval; and
- performs such other duties as may be required of the IRC under applicable securities laws.

The ETFs compensate the IRC members for their participation on the IRC through member fees and, if applicable, meeting fees. Sue Fawcett and Michael Gratch receive \$12,500 per year in member fees, while Warren Law, as chairperson of the IRC, receives \$15,000 per year. The IRC's secretariat receives \$21,000 per year for administrative services. An additional fee of \$3,000 per meeting is charged by the IRC for each IRC meeting in excess of two per year. The total fees payable in respect of the IRC by a particular ETF is calculated by dividing the total net assets of the particular ETF by the total net assets of all of the mutual funds for which the IRC is responsible and then multiplying the resulting value by the total dollar value due to the IRC member by the ETF for that particular period.

Custodian

CIBC Mellon Trust Company is the Custodian of the assets of the ETFs pursuant to the Custodian Agreement. The Custodian is located in Toronto, Ontario and is independent of the Manager. Pursuant to the Custodian Agreement, the Custodian is required to exercise its duties with the degree of care, diligence and skill that a reasonably prudent person would exercise in the same circumstances, or, if higher, the degree of care, diligence and skill that each Custodian uses in respect of its own property of a similar nature in its custody (the “**Standard of Care**”).

Under the Custodian Agreement, an ETF pays fees to the Custodian at such rate as determined by the parties from time to time and the Custodian is reimbursed for all reasonable expenses incurred in the performance of its duties under the Custodian Agreement. Each ETF will also indemnify and hold harmless the Custodian, CIBC Mellon Global, Canadian Imperial Bank of Commerce, and the Bank of New York Mellon from any direct loss, damage or expense, including reasonable counsel fees and expenses, arising in connection with the Custodian Agreement, except to the extent such direct loss, damage or expense, including reasonable counsel fees and expenses is caused by a breach of the Standard of Care by the Custodian, CIBC Mellon Global, Canadian Imperial Bank of Commerce, and the Bank of New York Mellon, or a permitted agent or assignee of the foregoing.

The parties to the Custodian Agreement may terminate the Custodian Agreement without any penalty upon at least ninety (90) days’ written notice to the other parties, or immediately, if any party becomes insolvent, or makes an assignment for the benefit of creditors, or a petition in bankruptcy is filed by or against that party and is not discharged within thirty (30) days, or proceedings for the appointment of a receiver for that party are commenced and not discontinued within thirty (30) days. The Manager may terminate the Custodian Agreement immediately upon written notice to the other parties and without penalty if the Custodian no longer satisfies the requirements to act as a custodian of the ETFs, as such requirements are set out in NI 81-102 and National Instrument 41-101 *General Prospectus Requirements*.

Valuation Agent

The Manager has retained CIBC Mellon Global to provide accounting and valuation services in respect of the ETFs pursuant to the Fund Administration Agreement.

Auditors

KPMG LLP is the independent auditor of the ETFs. The office of the auditors is located at 333 Bay Street, Suite 4600, Toronto, Ontario, M5H 2S5.

Transfer Agent and Registrar

TSX Trust Company, at its principal offices in Toronto, Ontario, is the Transfer Agent and Registrar for ETF Shares of the ETFs pursuant to registrar and transfer agency agreements. TSX Trust Company is independent of the Manager.

Promoter

The Manager took the initiative in founding and organizing the ETFs and is, accordingly, the promoter of the ETFs within the meaning of securities legislation of certain provinces and territories of Canada. The Manager, in its capacity as manager of the ETFs, receives compensation from the ETFs.

Accounting and Reporting

Each ETF’s fiscal year is the calendar year or such other fiscal period permitted under the Tax Act as that ETF elects. The annual financial statements of an ETF shall be audited by its auditors in accordance with Canadian generally accepted auditing standards. The auditors will be asked to report on the fair presentation of the annual financial statements in accordance with IFRS. The Manager will arrange for an ETF’s compliance with all applicable reporting and administrative requirements.

The Manager will keep, or arrange for the keeping of, adequate books and records reflecting the activities of the Company and each ETF. A Shareholder of an ETF or his or her duly authorized representative will have the right to examine the applicable books and records of the Company or the ETF, as applicable, during normal business hours at the offices of the Manager or such other location as the Manager shall determine. Notwithstanding the foregoing, a Shareholder of an ETF shall not have access to any information that, in the opinion of the Manager, should be kept confidential in the interests of the Company or the ETF, as applicable.

CALCULATION OF NET ASSET VALUE

The NAV per ETF Share of the ETFs other than Horizons HTB, Horizons HXQ, and Horizons HXDM is computed in Canadian dollars. The NAV per ETF Share of Horizons HTB, Horizons HXQ, and Horizons HXDM is computed in U.S. dollars. In each case, the NAV per ETF Share of an ETF will be calculated by adding up the cash, securities and other assets of such ETF, less the liabilities and dividing the value of the net assets of the ETF by the total number of ETF Shares that are outstanding. The NAV per ETF Share so determined will be adjusted to the nearest cent per ETF Share and will remain in effect until the time as at which the next determination of the NAV per ETF Share of such ETF is made. The NAV per ETF Share of an ETF will be calculated on each Valuation Day. Initially, the entire net asset value of an ETF will be derived from the daily mark-to-market value of the applicable Swap, its deposits and other cash on hand.

The NAV per ETF Share of each Dual Currency ETF will also be calculated in the applicable alternate currency based on prevailing market rates as determined by the Manager. Such market rates may be executable exchange rates provided by one or more Canadian chartered banks, or exchange rates provided by recognized sources such as Bloomberg or Reuters. Typically, the NAV per ETF Share of an ETF will be calculated at the Valuation Time. The NAV per ETF Share may be determined at an earlier Valuation Time if the TSX and/or the principal exchange for the securities held by the ETF closes earlier on that Valuation Day.

Valuation Policies and Procedures of the ETFs

The following valuation procedures will be taken into account in determining the “net asset value” and “net asset value per ETF Share” of an ETF on each Valuation Day:

- (i) the value of any cash on hand, on deposit or on call, bills and notes and accounts receivable, prepaid expenses, cash dividends to be received and interest accrued and not yet received, will be deemed to be the face amount thereof, unless the Manager determines that any such deposit, call loan, bill, note or account receivable is not worth the face amount thereof, in which event the value thereof will be deemed to be such value as the Manager determines, on such basis and in such manner as may be approved by the board of directors of the Manager to be the reasonable value thereof;
- (ii) the value of any security, commodity or interest therein which is listed or dealt in upon a stock exchange will be determined by:
 - (A) in the case of securities which were traded on that Valuation Day, the price of such securities as determined at the applicable Valuation Time; and
 - (B) in the case of securities not traded on that Valuation Day, a price estimated to be the true value thereof by the Manager on such basis and in such manner as may be approved of by the board of directors of the Manager, such price being between the closing asked and bid prices for the securities or interest therein as reported by any report in common use or authorized as official by a stock exchange;
- (iii) long positions in clearing corporation options, options on futures, over-the-counter options, debt-like securities and listed warrants will be valued at the current market value thereof. Where a covered clearing corporation option, option on futures or over-the-counter option is written, the premium received shall be reflected as a deferred credit which shall be valued at an amount equal to the current market value of the clearing corporation option, option on futures or over-the-counter option that would have the effect of closing the position. Any difference resulting from any revaluation shall be treated as an unrealized gain or loss on investment. The deferred credit

shall be deducted in arriving at the net asset value of such instrument. The securities, if any, which are the subject of a written clearing corporation option or over-the-counter option shall be valued at the current market value. The value of a future contract or a swap or forward contract shall be the gain or loss with respect thereto that will be realized if, on that Valuation Day, the position in the futures contract, or the forward contract, as the case may be, were to be closed out unless “daily limits” are in effect, in which case fair value shall be based on the current market value of the underlying interest. Margin paid or deposited in respect of futures contracts and forward contracts shall be reflected as an account receivable and margin consisting of assets other than cash shall be noted as held as margin;

- (iv) in the case of any security or property for which no price quotations are available as provided above, the value thereof will be determined from time to time by the Manager, where applicable, in accordance with the principles described in paragraph (ii) above, except that the Manager may use, for the purpose of determining the sale price or the asked and bid price of such security or interest, any public quotations in common use which may be available, or where such principles are not applicable, in such manner as may be approved of by the board of directors of the Manager; and
- (v) the liabilities of an ETF will include:
 - all bills, notes and accounts payable of which the ETF is an obligor;
 - all brokerage expenses of the ETF;
 - all management fees of the ETF;
 - all contractual obligations of the ETF for the payment of money or property, including the amount of any unpaid distribution credited to Shareholders of the ETF on or before that Valuation Day;
 - all allowances of the ETF authorized or approved by the Manager for taxes (if any) or contingencies; and
 - all other liabilities of the ETF of whatsoever kind and nature.

Each transaction of purchase or sale of a portfolio asset effected by the ETF shall be reflected by no later than the next time that the net asset value of the ETF and the net asset value per ETF Share of the ETF is calculated. In calculating the NAV of an ETF, the ETF will generally value its investments based on the market value of such investments at the time the NAV is calculated. If no market value is available for an investment of an ETF or if the Manager determines that such value is inappropriate in the circumstances (i.e., when the value of an investment of the ETF has been materially changed by events occurring after the market closes), the Valuation Agent will value such investments using methods that have generally been adopted by the marketplace. Fair valuing the investments of an ETF may be appropriate if: (i) market quotations do not accurately reflect the fair value of an investment; (ii) an investment’s value has been materially affected by events occurring after the close of the exchange or market on which the investment is principally traded; (iii) a trading halt closes an exchange or market early; or (iv) other events result in an exchange or market delaying its normal close. The risk in fair valuing an investment of an ETF is that the value of the investment may be higher or lower than the price that the ETF may be able to realize if the investment had to be sold.

In determining the net asset value of an ETF, ETF Shares subscribed for will be deemed to be outstanding and an asset of such ETF after (and not before) the close of business and the striking of the current day valuation on the day on which the subscription order for such ETF Shares of the ETF is received by and accepted by the Manager. ETF Shares of an ETF that are being redeemed will only be deemed to be outstanding until (and not after) the close of business and the striking of the current day valuation on the day on which the redemption order for such ETF Shares of the ETF is received and accepted by the Manager, and the redemption proceeds thereafter, until paid, will be a liability of such ETF.

For the purposes of reporting in connection with the ETFs financial statements, an ETF is required to calculate net asset value in accordance with IFRS and National Instrument 81-106 *Investment Fund Continuous Disclosure*.

Reporting of Net Asset Value

Persons or companies that wish to be provided with the most recent net asset value per ETF Share of an ETF may call the Manager at 416-933-5745 or at 1-866-641-5739, or check the Manager’s website at www.HorizonsETFs.com. The net asset value per ETF Share of an ETF will be calculated on each Valuation Day.

ATTRIBUTES OF THE SECURITIES

Description of the Securities Distributed

The authorized capital of the Company includes an unlimited number of non-cumulative, redeemable, non-voting Corporate Classes, issuable in an unlimited number of series, including the ETF Shares, and one class of voting shares designated as “Class J Shares”. Each Corporate Class is a separate investment fund having specific investment objectives and is specifically referable to a separate portfolio of investments. Each ETF of the Company is a separate Corporate Class.

ETF Shares of each Corporate Class of the Company are being offered for sale on a continuous basis in Canadian dollars by this prospectus (“**Cdn\$ Shares**”). ETF Shares of the Dual Currency ETFs are also being offered for sale on a continuous basis, and ETF Shares of Horizons HXX may also be offered for sale on a continuous basis, in U.S. dollars by this prospectus (“**US\$ Shares**”).

The ETF Shares are currently listed and trade on the TSX. Investors can buy or sell ETF Shares on the TSX through registered brokers and dealers in the province or territory where the investor resides.

Each ETF Share entitles the owner to one vote at meetings of shareholders of the applicable Corporate Class to which they are entitled to vote. Each Shareholder is entitled to participate equally with all other shares of the same Corporate Class or series of Corporate Class with respect to all payments made to shareholders, other than Management Fee Rebates, including dividends and distributions and, on liquidation, to participate equally in the net assets of the applicable Corporate Class remaining after satisfaction of any outstanding liabilities that are attributable to ETF Shares of the Corporate Class.

Redemptions of ETF Shares for Cash

On any Trading Day, Shareholders may redeem ETF Shares of an ETF for cash in the applicable currency at a redemption price per ETF Share equal to 95% of the closing price for the ETF Shares of such ETF on the TSX on the effective day of the redemption, subject to a maximum redemption price per ETF Share equal to the net asset value per ETF Share on the effective day of redemption. Holders of US\$ Shares of a Dual Currency ETF may request that their redemption proceeds be paid in U.S. or Canadian dollars. Shareholders will generally be able to sell (rather than redeem) ETF Shares at the full market price in the applicable currency on the TSX through a registered broker or dealer subject only to customary brokerage commissions. Therefore, Shareholders are advised to consult their brokers, dealers or investment advisors before redeeming their ETF Shares for cash. No fees or expenses will be paid by a Shareholder to Horizons or an ETF in connection with selling ETF Shares on the TSX. See “Redemption and Switching of ETF Shares”.

Switches

A Shareholder may effect a Switch through the facilities of CDS by contacting their financial advisor or broker. ETF Shares may be switched in any week on an ETF Switch Date. See “Redemption and Switching of ETF Shares – Switches”.

Modification of Terms

The rights attached to the ETF Shares of an ETF may only be modified, amended or varied in accordance with the terms of the articles of the Company and applicable law. See “Shareholder Matters – Matters Requiring Shareholder Approval”.

Voting Rights in the Portfolio Securities

Holders of ETF Shares of an ETF will not have any voting rights in respect of the securities in the ETF's portfolio.

SHAREHOLDER MATTERS

Meetings of Shareholders

Meetings of Shareholders of an ETF will be held if called by the Manager or upon the written request to the Manager of Shareholders of the ETF holding not less than 25% of the then outstanding ETF Shares of the ETF.

Matters Requiring Shareholder Approval

In addition to certain matters required by corporate law, NI 81-102 requires a meeting of Shareholders of an ETF to be called to approve certain changes described in NI 81-102. In the absence of an exemption, the Manager will seek Shareholder approval for any such change. The Manager will also seek Shareholder approval of any matter which is required by the constitutive documents of an ETF, by the laws applicable to the ETF or by any agreement to be submitted to a vote of the Shareholders.

In addition, the auditors of a ETF may not be changed unless:

- (i) the IRC of the ETF has approved the change; and
- (ii) Shareholders have received at least 60 days' notice before the effective date of the change.

Approval of Shareholders of an ETF will be deemed to have been given if expressed by resolution passed at a meeting of Shareholders, duly called on at least 21-days' notice and held for the purpose of considering the same, by at least a majority of the votes cast.

Permitted Mergers

An ETF may, without Shareholders' approval, enter into a merger or other similar transaction which has the effect of combining the fund or its assets (a "**Permitted Merger**") with any other investment fund or funds that have investment objectives that are similar to the ETF's portfolio, subject to:

- (a) approval of the merger by the ETF's IRC in accordance with NI 81-107;
- (b) the ETF being reorganized with, or its assets being transferred to, another mutual fund to which NI 81-102 and NI 81-107 apply, and that is managed by the Manager, or an affiliate of the Manager;
- (c) compliance with certain other requirements of applicable securities legislation; and
- (d) Shareholders have received at least 60 days' notice which notice may be by way of press release, before the effective date of the Permitted Merger.

In connection with a Permitted Merger, the merging funds will be valued at their respective net asset values for the purpose of such transaction.

Reporting to Shareholders

The Manager, on behalf of an ETF, will in accordance with applicable laws furnish to each Shareholder of the ETF and the Company's board of directors, unaudited semi-annual financial statements and an interim management report of fund performance for the ETF within 60 days' of the end of each semi-annual period and audited annual financial statements and an annual management report of fund performance for the ETF within 90 days of the end of each financial year. Both the semi-annual and the annual financial statements of the ETF will contain a statement of financial position, a statement of comprehensive income, a statement of changes in equity, a statement of cash flows and a statement of investment portfolio.

Any tax information necessary for Shareholders of an ETF to prepare their annual federal income tax returns will also be distributed to them within 90 days after the end of each taxation year of the ETF. Neither the Manager nor the

Transfer Agent and Registrar are responsible for tracking the adjusted cost base of a Shareholder's ETF Shares of an ETF. Shareholders should consult with their tax or investment adviser in respect of how to compute the adjusted cost base of their ETF Shares of the ETF and in particular how designations made by the ETF to a Shareholder affect the Shareholder's tax position.

The net asset value per ETF Share of the ETF will be determined by the Manager on each Valuation Day and will usually be published daily in the financial press.

TERMINATION OF THE ETFS

Subject to complying with applicable securities law, an ETF may be terminated (and the ETF Shares of the ETF redeemed by the Company) at the discretion of the Manager on at least 60 days advance written notice to Shareholders of the ETF of the termination and the Manager will issue a press release in advance thereof.

Upon termination of an ETF, each Shareholder of the ETF shall be entitled to receive at the Valuation Time on the termination date out of the assets of the ETF: (i) payment for that Shareholder's ETF Shares of the ETF at the net asset value per ETF Share for those ETF Shares determined at the Valuation Time on the termination date; plus (ii) where applicable, any net income and net realized capital gains that are owing to or otherwise attributable to such Shareholder's ETF Shares of the ETF that have not otherwise been paid to such Shareholder; less (iii) any applicable redemption charges and any taxes that are required to be deducted. Payment shall be made by cheque or other means of payment payable to such Shareholder and drawn on the ETF's bankers and may be mailed by ordinary post to such Shareholder's last address appearing in the register of Shareholders or may be delivered by such other means of delivery acceptable to both the Manager and such Shareholder.

The rights of shareholders to redeem and convert ETF Shares of an ETF described under the heading "Redemption and Switching of ETF Shares" will cease as and from the date of termination of the ETF.

Procedure on Termination

The Manager, on behalf of the Company, shall be entitled to retain out of any assets of an ETF, at the date of termination of the ETF, full provision for all costs, charges, expenses, claims and demands incurred or believed by the Manager to be due or to become due in connection with or arising out of the termination of the ETF and the distribution of its assets to the Shareholders. Out of the moneys so retained, the Manager is entitled to be indemnified and saved harmless against all costs, charges, expenses, claims and demands.

PLAN OF DISTRIBUTION

ETF Shares are being offered for sale on a continuous basis by this prospectus and there is no maximum number of ETF Shares that may be issued. ETF Shares shall be offered for sale at a price equal to the net asset value of the applicable series of ETF Shares determined at the Valuation Time on the effective date of the subscription order.

The ETF Shares are currently listed and trade on the TSX. Investors can buy or sell ETF Shares on the TSX through registered brokers and dealers in the province or territory where the investor resides. The Manager will issue a news release announcing the listing of the US\$ Shares of Horizons HXX on or prior to the applicable listing date. Investors may incur customary brokerage commissions in buying or selling ETF Shares of an ETF. No fees will be paid by investors to the Manager or an ETF in connection with buying or selling of ETF Shares of the ETF on the TSX.

Non-Resident Shareholders

At no time may (i) non-residents of Canada, (ii) partnerships that are not Canadian partnerships or (iii) a combination of non-residents of Canada and such partnerships (all as defined in the Tax Act) be the beneficial owners of a majority of the shares of the Company (on either a number of shares or fair market value basis) at any time during which more than 10% of the property of the Company consists of property that would be "taxable Canadian property" if the definition of such property were read without reference to paragraph (b) thereof. None of the properties held by the Company should be considered such property. If the Manager expects or believes that more than 10% of the Company's property may consist of such property at any time, the Company and the Manager may inform the Transfer Agent and Registrar of such ETF of the restriction on who may be a beneficial owner of a majority of its ETF Shares.

If the Manager believes that more than 10% of the Company's property is property that would be "taxable Canadian property" if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof and if the Manager determines that more than 40% of the shares of the Company (on either a number of shares or fair market value basis) are beneficially held by non-residents and/or partnerships that are not Canadian partnerships, the Manager may send a notice to such non-residents and/or partnerships as the Manager may consider equitable and practicable, requiring them to sell their shares in the applicable currency or a portion thereof within a specified period of not less than 30 days. If the Shareholders receiving such notice have not sold the specified number of shares or provided the Manager with satisfactory evidence that they are not non-residents or partnerships other than Canadian partnerships within such period, the Manager may on behalf of such Shareholders sell such shares and, in the interim, shall suspend the voting and distribution rights attached to such ETF Shares. Upon such sale, the affected holders shall cease to be beneficial holders of such shares and their rights shall be limited to receiving the net proceeds of sale of such shares.

Notwithstanding the foregoing, the Manager may determine not to take any of the actions described above if the Manager has been advised by legal counsel that the failure to take any of such actions would not adversely impact the status of the Company as a mutual fund corporation for purposes of the Tax Act or, alternatively, may take such other action or actions as may be necessary to maintain the status of such ETF as a mutual fund corporation for purposes of the Tax Act.

RELATIONSHIP BETWEEN THE ETFS AND THE DEALERS

The Manager, on behalf of the ETFs, and the Company may enter into various Dealer Agreements with registered dealers (that may or may not be Designated Brokers) pursuant to which the Dealers may subscribe for ETF Shares of an ETF as described under the heading "Purchases of ETF Shares".

A Dealer Agreement may be terminated by the registered dealer at any time by notice to Horizons, provided that, except in certain conditions, no such termination will be permitted after the registered dealer has subscribed for ETF Shares of an ETF and such subscription has been accepted by Horizons.

PRINCIPAL HOLDERS OF ETF SHARES

CDS & Co., the nominee of CDS, is the registered owner of the ETF Shares of the ETFs, which it holds for various brokers and other persons on behalf of their clients and others. From time to time, a Designated Broker, an ETF or another investment fund managed by the Manager or an affiliate thereof, may beneficially own, directly or indirectly, more than 10% of the ETF Shares of an ETF.

PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD

The Manager is responsible for all securities voting in respect of securities held by the ETFs and exercising responsibility in accordance with the best economic interests of the ETFs and the Shareholders of the ETFs. The Manager has established proxy voting policies, procedures and guidelines (the "**Proxy Voting Policy**") for securities held by the ETFs to which voting rights are attached. The Proxy Voting Policy is intended to provide for the exercise of such voting rights in accordance with the best interests of the ETFs and the Shareholders of the ETFs, while intending to defend, reflect and promote decisions or actions which meet generally accepted standards of Environmental, Social, and Governance ("**ESG**") criteria established by the Manager, or are expected to move a company closer to these goals.

The Manager believes in taking an active role in the corporate governance of the underlying investments of the ETFs, through the corporate proxy and voting processes of those underlying investments. When voting the proxies relating to the companies that are the underlying investments of the ETFs, Horizons will, among other things, be focused on supporting and promoting the options that, in the Manager's view, reflect the Manager's pre-determined ESG standards and also achieve the best result for the ETFs and the Shareholders of the ETFs. ESG refers to the three central factors in measuring the sustainability and ethical impact of a company or business. As a general matter, the Proxy Voting Policies of the Manager promote companies that (i) engage in activities or changes that can result in a decrease in pollution and carbon footprint, sustaining biodiversity, improving waste disposal and forest management and more effective land management, (ii) implement employment practices and policies that promote women in management and on boards of directors, promote equality, inclusion and that protect members of the public regardless

of age, sex, marital status, colour, race, ethnicity, sexual orientation, gender or gender identity, religion or disability of any nature, and (iii) practice “good governance”, including through compliance, promotion of fair and impartial rules, consensus oriented management, principles of transparency, accountability, effective risk management and efficient management and processes.

The Proxy Voting Policy sets out the guidelines and procedures that the Manager will follow to determine whether and how to vote on any matter for which the ETFs receive proxy materials. Issuers’ proxies most frequently contain routine proposals to elect directors, to appoint independent auditors, establish independent compensation committees, to approve executive compensation and stock-based compensation plans and to amend the capitalization structure of the issuer. Specific details on the Manager’s consideration of these routine matters are discussed in greater detail in the Proxy Voting Policy, which is available upon request at no cost by calling or emailing the Manager as further described below. Other issues, including those business issues specific to the issuer or those raised by shareholders of the issuer, are assessed by the Manager on a case-by-case basis with a focus on the potential impact of the vote on the Proxy Voting Policy’s ESG objectives and the best interests of the ETFs and the Shareholders of the ETFs.

If the potential for conflict of interest arises in connection with proxy voting and if deemed advisable to maintain impartiality, the Proxy Voting Policy provides that the Manager may choose to seek out and follow the voting recommendation of an independent proxy search and voting service.

The Proxy Voting Policy is available on request, at no cost, by calling the Manager toll-free at 1-866-641-5739 or emailing the Manager at info@HorizonsETFs.com. The proxy voting record of the ETFs for the annual period from July 1 to June 30 will be available free of charge to any investor of the ETFs upon request at any time after August 31 following the end of that annual period. The proxy voting record of the ETFs will also be available on our Internet site at www.HorizonsETFs.com.

MATERIAL CONTRACTS

The only contracts material to the ETFs are the following:

- (a) **The articles of incorporation of the Company.**
- (b) **Management Agreement.** For additional disclosure related to the Management Agreement, including relevant termination provisions and other key terms of the agreement, see “Organization and Management Details of the ETFs – Manager of the ETFs”, “Organization and Management Details of the ETFs – Duties and Services to be Provided by the Manager”, “Organization and Management Details of the ETFs – Details of the Management Agreement”, “Organization and Management Details of the ETFs – Conflicts of Interest”, and “Other Material Facts – Management of the ETFs”; and
- (c) **Custodian Agreement.** For additional disclosure related to the Custodian Agreement, including relevant termination provisions and other key terms of the agreement, see “Organization and Management Details of the ETFs – Custodian”.
- (d) **Swaps.** For additional disclosure related to a Swap, see “Investment Strategies”.

Copies of these agreements may be examined at the head office of the Manager at 55 University Avenue, Suite 800, Toronto, Ontario, M5E 1S2, during normal business hours.

LEGAL AND ADMINISTRATIVE PROCEEDINGS

The ETFs are not involved in any legal proceedings, nor is the Manager aware of existing or pending legal or arbitration proceedings involving the ETFs.

EXPERTS

KPMG LLP, the auditors of the ETFs, have consented to the use of their reports dated March 11, 2020 to the board of directors of the Manager in respect of the ETFs. KPMG LLP has confirmed that they are independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations.

EXEMPTIONS AND APPROVALS

Each ETF will rely on exemptive relief from the Securities Regulatory Authorities:

- (a) to permit a Shareholder of ETFs to acquire more than 20% of the ETF Shares of the ETF through purchases on the TSX without regard to the takeover bid requirements of applicable Canadian securities legislation;
- (b) to relieve the ETFs from the requirement that a prospectus contain a certificate of the underwriters;
- (c) relieve the ETFs from the dealer registration requirement provided that the Manager complies with Part 15 of NI 81-102; and
- (d) to permit the Manager to call meetings of the ETFs using the notice-and-access procedure as permitted by the terms of relief.

The Manager has obtained additional exemptive relief (i) to permit Horizons ETF Corp. to dispense with an audit committee, pursuant to subsection 171(2) of the *Canada Business Corporations Act*, for as long as applicable securities legislation does not require the ETFs to have an audit committee and, in accordance with NI 81-106, the board of directors of the Company will approve the financial statements of the ETFs before such financial statements are filed or made available to investors, and (ii) to allow certain ETFs to use: (I) past performance data in sales communications and reports to securityholders; (II) certain information disclosed in the ETF Facts documents; and (III) performance information and information derived from the financial statements in their annual and interim management reports of fund performance, of their respective predecessor exchange traded funds.

OTHER MATERIAL FACTS

Exchange of Tax Information

Part XVIII of the Tax Act, which was enacted to implement the Canada-United States Enhanced Tax Information Exchange Agreement, imposes due diligence and reporting obligations on “reporting Canadian financial institutions” in respect of their “U.S. reportable accounts”. The Company is a “reporting Canadian financial institution” but as long as shares of the Corporate Classes continue to be registered in the name of CDS or are “regularly traded” on an “established securities market” (which currently includes the TSX), the Company should not have any “U.S. reportable accounts” and, as a result, the Company should not be required to provide information to the CRA in respect of its shareholders. However, dealers through which Shareholders hold their ETF Shares of an ETF are subject to due diligence and reporting obligations with respect to financial accounts they maintain for their clients. Accordingly, Shareholders may be requested to provide information to their dealer to identify U.S. persons holding ETF Shares or otherwise identify “US reportable accounts”. If a Shareholder is a U.S. person (including a U.S. citizen), ETF Shares are otherwise “US reportable accounts” or if a Shareholder does not provide the requested information, Part XVIII of the Tax Act will generally require information about the Shareholder’s investments held in the financial account maintained by the dealer to be reported to the CRA, unless the investments are held within a Registered Plan. The CRA is expected to provide that information to the U.S. Internal Revenue Service.

Reporting obligations in the Tax Act have been enacted to implement the Organization for Economic Cooperation and Development Common Reporting Standard (the “**CRS Rules**”). Pursuant to the CRS Rules, Canadian financial institutions (as defined the CRS Rules) are required to have procedures in place to identify accounts held by residents of foreign countries (other than the U.S.) or by certain entities any of whose “controlling persons” are resident in a foreign country (other than the U.S.) and to report the required information to the CRA. Such information is exchanged on a reciprocal, bilateral basis with countries that have agreed to a bilateral information exchange with Canada under the Common Reporting Standard and in which the account holders or such controlling persons are resident. Under the CRS Rules, Shareholders are required to provide such information regarding their investment in an ETF to their dealer for the purpose of such information exchange, unless the investment is held within a Registered Plan.

Management of the ETFs

Horizons may, at any time and without seeking approval of any Shareholder of the ETFs, assign the Management Agreement to an affiliate.

Index Information

S&P/TSX 60™ Index (Total Return)

The S&P/TSX 60™ Index (Total Return) is a measure of large-cap Canadian stock market performance. The index shares underlying the S&P/TSX 60™ Index represent sixty of the largest (by market capitalization) and most liquid stocks listed for trading on the TSX. The S&P/TSX 60™ Index is a market capitalization weighted index.

The Committee is responsible for selecting and determining the index shares, setting policy with respect to the composition, calculation, maintenance and administration of the index generally and for making adjustments to such index. The Committee is composed of seven members, a majority of whom are employees of Standard & Poor's, a division of The McGraw-Hill Companies, Inc. and the remainder of whom are employees of the TSX. The Chief Economist of Standard & Poor's is currently the Chair of the Committee. The Committee usually meets monthly, but may also meet more frequently as required.

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“Committee” means the S&P/TSX™ Index Policy Committee;

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S&P 500® Index (Total Return) and S&P 500® CAD Hedged Index (Total Return)

The S&P 500® Index (Total Return) and S&P 500® CAD Hedged Index (Total Return) represent the total return of the S&P 500®. The S&P 500® includes 500 leading companies in leading industries of the U.S. economy. The market capitalization values of the companies that constitute the S&P 500® range from \$1.1 billion to \$338.5 billion. The S&P 500® is also the U.S. component of the S&P Global 1200.

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S&P/TSX Capped Energy Index (Total Return) and S&P/TSX Capped Financials Index (Total Return)

S&P/TSX Capped Energy Index (Total Return)

The S&P/TSX Capped Energy Index (Total Return) is a constrained market capitalization-weighted index that consists of Canadian energy sector companies listed on the TSX. Companies are selected for this index using Standard & Poor's industrial classifications and guidelines for evaluating company capitalization, liquidity and fundamentals. In the S&P/TSX Capped Energy Index, the weight of any one company, in terms of market capitalization, is limited to 25%.

S&P/TSX Capped Financials Index (Total Return)

The S&P/TSX Capped Financials Index (Total Return) is a constrained market capitalization-weighted index that consists of Canadian financial sector companies listed on the TSX. Companies are selected for this index using Standard & Poor's industrial classifications and guidelines for evaluating company capitalization, liquidity and fundamentals. In the S&P/TSX Capped Financials Index, the weight of any one company, in terms of market capitalization, is limited to 25%.

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Solactive Canadian Select Universe Bond Index (Total Return)

The Solactive Canadian Select Universe Bond Index is a rules-based index which is designed to measure the performance of the Canadian investment-grade fixed income market by selecting a representative group of government and corporate bonds. The Solactive Canadian Select Universe Bond Index constituents are selected based on size, rating and maturity criteria applied with a view to matching the duration and yield of the universe of eligible securities. The details of the criteria applied in this selection process are provided in the Guideline for the Solactive Canadian Select Universe Bond Index available on the Solactive website at <http://www.solactive.com>. The universe of eligible securities is composed of fixed income instruments which are denominated in Canadian dollars and are issued by the Government of Canada, a Canadian province or territory, a Canadian municipality, or a corporation incorporated under a Canadian federal, provincial or territorial jurisdiction. Corporate bonds must have an issue size of at least \$100 million and government bonds must have an issue size of at least \$50 million. Eligible securities must have a fixed coupon, an effective remaining time to maturity of at least one year and a rating of at least BBB(low) (or its equivalent) from a “designated rating organization” within the meaning of NI 81-102. The number of constituents selected for the Solactive Canadian Select Universe Bond Index is based on, among other things, the number of bonds that meet the above criteria. The composition and weighting of the Solactive Canadian Select Universe Bond Index is adjusted on the last business day of each month.

Solactive US 7-10 Year Treasury Bond Index (Total Return) and Solactive US 7-10 Year Treasury Bond CAD Hedged Index (Total Return)

The Solactive US 7-10 Year Treasury Bond Index and Solactive US 7-10 Year Treasury Bond CAD Hedged Index (Total Return) are each a rules-based index which is designed to measure the performance of the US 7-10 Year Treasury bond market. The Solactive US 7-10 Year Treasury Bond Index (Total Return) constituents and the Solactive US 7-10 Year Treasury Bond CAD Hedged Index (Total Return) constituents are selected based on size and maturity criteria, and generally have a maturity between 7 and 10 years at the time of inclusion. The criteria applied in this selection process is detailed in the Solactive US 7-10 Year Treasury Bond Index (Total Return) methodology and Solactive US 7-10 Year Treasury Bond CAD Hedged Index (Total Return) methodology are available on the Solactive website at www.solactive.com. The eligible universe is made up of those U.S. Treasury securities which are U.S. dollar denominated, have a maturity between 7 and 10 years, have a fixed coupon, and are not convertible or callable. Constituent Securities of the Solactive US 7-10 Year Treasury Bond Index (Total Return) and Solactive US 7-10 Year Treasury Bond CAD Hedged Index (Total Return) are generally deliverable against the U.S. 10-Year Treasury Note futures contract.

Solactive Canadian High Dividend Yield Index (Total Return)

Horizons HXH uses the Solactive Canadian High Dividend Yield Index as its Underlying Index. This Underlying Index is a rules based index which is designed to measure the performance of approximately 40 TSX-listed high dividend Canadian domiciled companies or REITs with significant anticipated yield.

Solactive Equal Weight Canada REIT Index (Total Return)

Horizons HCRE uses the Solactive Equal Weight Canada REIT Index (Total Return) as its Underlying Index. The Solactive Equal Weight Canada REIT Index (Total Return) includes TSX-listed securities that are classified within the Real Estate Investment Trust industry classification. Constituents are subject to minimum market capitalization and liquidity screens. Constituent Issuers are equally weighted at each rebalancing and this Underlying Index is rebalanced semi-annually in March and September. Further information about the Solactive Equal Weight Canada REIT Index (Total Return) and its Constituent Issuers is available from Solactive on its website at www.solactive.com.

Solactive Laddered Canadian Preferred Share Index (Total Return)

Horizons HLPR uses the Solactive Laddered Canadian Preferred Share Index (Total Return) as its Underlying Index. The Solactive Laddered Canadian Preferred Share Index (Total Return) includes TSX-listed preferred shares that generally have an adjustable dividend rate and are laddered using equal weights in annual reset term buckets. Securities are market capitalization weighted within the annual term buckets. Constituent Issuers are rebalanced on a monthly basis, and are subject to minimum market capitalization, quality and liquidity screens. Further information about Solactive Laddered Canadian Preferred Share Index (Total Return) and its Constituent Issuers is available from Solactive on its website at www.solactive.com.

Solactive Equal Weight Canada Banks Index (Total Return)

Horizons HEWB uses the Solactive Equal Weight Canada Banks Index (Total Return) as its Underlying Index. The Solactive Equal Weight Canada Banks Index (Total Return) includes TSX-listed common shares of Canadian banks. Constituent Issuers are subject to minimum market capitalization and liquidity screens. Constituent Issuers are equally weighted at each rebalancing and this Underlying Index is rebalanced semi-annually in March and September. Further information about the Solactive Equal Weight Canada Banks Index (Total Return) and its Constituent Issuers is available from Solactive on its website at www.solactive.com.

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NASDAQ-100® Index (Total Return)

The NASDAQ-100® Index (Total Return) includes 100 of the largest non-financial domestic and international issuers listed on The NASDAQ Stock Market. This index is calculated under a modified capitalization-weighted methodology. Reconstitution and rebalancing occurs on an annual, quarterly, and ongoing basis. To be eligible for inclusion, companies cannot be in bankruptcy proceedings and must meet certain additional criteria including trading volume and “seasoning” requirements.

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The purchaser should refer to the applicable provisions of the securities legislation of the province or territory for the particulars of these rights or should consult with a legal adviser.

DOCUMENTS INCORPORATED BY REFERENCE

Additional information about each of the ETFs is, or will be, available in the following documents:

- (a) the most recently filed comparative annual financial statements, together with the accompanying report of the auditor;
- (b) any interim financial statements filed after those annual financial statements;
- (c) the most recently filed annual management report of fund performance;
- (d) any interim management report of fund performance filed after that most recently filed annual management report of fund performance; and
- (e) the most recently filed ETF Facts.

These documents are or will be incorporated by reference into this prospectus, which means that they legally form part of this document just as if they were printed as part of this document. You can obtain a copy of these documents, at your request, and at no cost, by calling 1-866-641-5739 or by contacting your dealer. These documents are or will be available on each ETF's website at www.HorizonsETFs.com. These documents and other information about the ETFs will also be available on the internet at www.sedar.com.

In addition to the documents listed above, any documents of the type described above that are filed on behalf of each ETF after the date of this prospectus and before the termination of the distribution of the ETF are deemed to be incorporated by reference into this prospectus.

CERTIFICATE OF HORIZONS ETF CORP. (ON BEHALF OF THE ETFS), THE MANAGER AND PROMOTER

Dated: August 26, 2020

This prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of all of the provinces and territories of Canada.

HORIZONS ETF CORP. (ON BEHALF OF THE ETFS)

(Signed) "Steven J. Hawkins"
Chief Executive Officer

(Signed) "Julie Stajan"
Chief Financial Officer

**ON BEHALF OF THE BOARD OF DIRECTORS
OF HORIZONS ETF CORP. (ON BEHALF OF THE ETFS)**

(Signed) "Kevin S. Beatson"
Director

(Signed) "McGregor Sainsbury"
Director

**HORIZONS ETFs MANAGEMENT (CANADA) INC.,
AS MANAGER AND PROMOTER OF THE ETFS**

(Signed) "Steven J. Hawkins"
Chief Executive Officer

(Signed) "Julie Stajan"
Chief Financial Officer

**ON BEHALF OF THE BOARD OF DIRECTORS
OF HORIZONS ETFs MANAGEMENT (CANADA) INC.**

(Signed) "Wanyoun Cho"
Director

(Signed) "Thomas Park"
Director