

# **Annual Report of the Independent Review Committee of the Horizons ETFs Group of Funds**

February 21, 2017

**IRC Annual Report to Securityholders in the Horizons Exchange Traded Funds (the “Funds”) as listed at the end of this report**

Dear Securityholder,

In accordance with National Instrument 81-107 *Independent Review Committee for Investment Funds* (“NI 81-107” or the “Instrument”), the Horizons Group of Companies (the “Manager”) established an Independent Review Committee (the “Committee” or “IRC”) for the Funds in April 2007. As a result of a change in control of the Manager, a new IRC was appointed by the Manager on November 15, 2011. The IRC has functioned in accordance with the applicable securities laws and is composed of three individuals, each of whom is independent of the Funds, the Manager and “each entity related to the Manager” (as such term is defined in the Instrument).

Accordingly the IRC is pleased to publish its annual report to securityholders, covering the period from January 1, 2016 to December 31, 2016 (“the Reporting Period”).

## **Mandate of the IRC**

In accordance with the Instrument, the mandate of the IRC is to consider and provide decisions to the Manager on conflicts of interest to which the Manager may be subject when managing the Funds. The Manager is required under the Instrument to identify potential conflicts of interest inherent in its management of the Funds, to develop written policies and procedures guiding its management of those conflicts, and to request input from the IRC on those written policies and procedures (referred to as the “Conflict of Interest Matters Manual”)

When a conflict matter arises, the Manager must refer its proposed course of action in respect of such conflict to the IRC for its review. While certain matters require the IRC’s prior approval, in most cases the IRC will simply provide a decision to the Manager as to whether or not, in the opinion of the IRC, the Manager’s proposed action provides a fair and reasonable result for the Funds. For recurring conflict of interest matters, the IRC can provide the Manager with Standing Instructions (“SI’s”) that enable the Manager to proceed with certain matters without having to refer them to the IRC each time for approval, provided the Manager deals with the conflicts in accordance with the SI’s.

The IRC is empowered to represent the best interests of the Funds in any matter where the Manager has referred a conflict of interest matter to it. In those cases, the IRC has sought to ensure that the Manager’s proposed course of action represents a fair and reasonable result for the Funds.

The IRC has engaged Independent Review Inc. to assist it in its duties in accordance with the provisions of the Instrument and the IRC’s Written Charter, to provide certain administrative and record keeping functions, and also to act as the IRC’s independent Secretariat.

## Composition of the IRC

The current members of the IRC, and their principal occupations, are as follows:

<i>Name and Municipality of Residence</i>	<i>Principal Occupation</i>	<i>Term of Office</i>
Chair: R. Warren Law, Toronto, Ontario	Financial Services Lawyer	Appointed November 15, 2011.  Term Renewed: Three years from November 15, 2015
Michael Gratch, Thornhill, Ontario	Portfolio Manager	Appointed November 15, 2011.  Term Renewed: Three years from November 15, 2014
Sue Fawcett, Calgary, Alberta	Chartered Financial Analyst	Appointed November 15, 2011.  Term Renewed: Three years from November 15, 2016

Sue Fawcett was re-appointed on October 20, 2016 for a period of three years with effect from November 15, 2016. The re-appointment extended Ms. Fawcett's total years of service beyond the 6 year term limit set out in the Instrument. However, the Manager has provided its consent to and agreement with the re-appointment beyond the 6 year term limit in accordance with the provisions of the Instrument.

There were no other changes in the composition of the IRC during the Reporting Period.

## Compensation and Indemnification

### Review of Compensation

At least annually, the IRC reviews its compensation, giving consideration to the following:

- the nature and extent of the workload of each member of the IRC, including the commitment of time and energy expected from each member;
- the number of meetings required by the IRC, including special meetings to consider conflict issues brought to the Committee;
- industry best practices, including industry averages and surveys on IRC compensation; and
- the complexity of the conflict issues brought to the IRC.

### Members' Fees

In aggregate, the IRC members were paid \$32,500 in 2016 for the Reporting Period, plus applicable taxes.

### Indemnities Granted

The Funds and the Manager have provided each IRC member with a contractual indemnity in keeping with NI 81-107. No payments were paid to the IRC members pursuant to this indemnity by the Funds or the Manager during the Reporting Period.

### **Disclosure of IRC Members' Holdings**

As at December 31, 2016, the IRC members did not beneficially own, directly or indirectly:

- any units in any of the Funds;
- any interests in the Manager; or
- any interests in a company or person that provides services to the Manager or any Fund.

### **Decisions and Approvals**

On April 11, 2016 the Manager proposed making certain changes to the fund operating expenses of several ETFs.

After reasonable enquiry, the IRC **RESOLVED** that the proposed course of action to charge certain operating expenses directly to the Funds, provides a fair and reasonable result for each of the affected Funds.

There were no other decisions or approvals requested by the Manager during the Reporting Period.

### **Standing Instructions Approved**

The IRC has approved seven Standing Instructions, which constitute a written approval or decision in each case from the IRC that permits the Manager to proceed with the specific action(s) set out in the SIs on an ongoing basis, without having to refer the conflict of interest matter or its proposed action to the IRC, provided that the Manager complies with the terms and conditions of the SI. In each case, the SI required the Manager to comply with its related policy and procedures and to report periodically to the IRC.

**Standing Instruction Number 1:** *Allocating Operating Expenses to the Funds*

**Standing Instruction Number 2:** *Transactions in Debt Securities of Related Issuers*

**Standing Instruction Number 3:** *Related Dealer Underwritings*

**Standing Instruction Number 4:** *Transactions in Exchange Listed Securities of Related Issuers*

**Standing Instruction Number 5:** *Use of National Bank of Canada and/or its Affiliates as Executing Broker and/or Derivatives Counterparty*

**Standing Instruction Number 6:** *Use of National Bank of Canada and/or its Affiliates as Derivatives Counterparty*

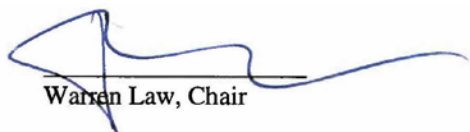
**Standing Instruction Number 7:** *Allocation of Counterparty Exposure*

### **Manager's Report on its Standing Instruction**

In accordance with the Instrument, the Manager provided a written report to the IRC describing its reliance on the SI's during the Reporting Period. The Manager relied on Numbers 1, 2, 4, 5, and 6 of the below SIs during the Reporting Period.

This report is available on the Manager's website at [www.horizonsetfs.com](http://www.horizonsetfs.com) or you may request a copy, at no cost to you, by contacting Horizons Exchange Traded Funds at 416.933.5745 or Toll Free at 1.866.641.5739, or by email at [info@horizonsetfs.com](mailto:info@horizonsetfs.com). This document and other information about Horizons Exchange Traded Funds are available on [www.sedar.com](http://www.sedar.com).

Yours truly,



Warren Law, Chair

Horizons ETFs Group IRC

### Funds served by the IRC during the Reporting Period

Horizon's List of Funds - As of December 31, 2016	
Horizons Seasonal Rotation ETF	Horizons S&P 500 <sup>®</sup> Index ETF
Horizons Active Cdn Dividend ETF	Horizons S&P/TSX 60 <sup>™</sup> Index ETF
Horizons S&P/TSX 60 Equal Weight Index ETF	Horizons S&P/TSX Capped Energy Index ETF
Horizons Auspice Managed Futures Index ETF	Horizons S&P/TSX Capped Financials Index ETF
Horizons Active Global Dividend ETF	Horizons Cdn Select Universe Bond ETF
Horizons Active Corporate Bond ETF	Horizons US 7-10 Year Treasury Bond CAD Hedged ETF
Horizons Active Preferred Share ETF	Horizons US 7-10 Year Treasury Bond ETF
Horizons Active Floating Rate Bond ETF	Horizons NASDAQ-100 <sup>®</sup> Index ETF
Horizons Active US Floating Rate Bond (USD) ETF	Horizons EURO STOXX 50 <sup>®</sup> Index ETF (launched December 7, 2016)
Horizons Active High Yield Bond ETF	Horizons BetaPro NASDAQ-100 <sup>®</sup> Bull Plus ETF
Horizons Active Cdn Bond ETF	Horizons BetaPro NASDAQ-100 <sup>®</sup> Bear Plus ETF
Horizons Active Emerging Markets Dividend ETF	Horizons BetaPro S&P 500 <sup>®</sup> Bull Plus ETF
Horizons Active Floating Rate Preferred Share ETF	Horizons BetaPro S&P 500 <sup>®</sup> Bear Plus ETF
Horizons Active US Dividend ETF	Horizons BetaPro S&P 500 <sup>®</sup> Inverse ETF
Horizons Enhanced Income Equity ETF	Horizons BetaPro S&P/TSX 60 <sup>™</sup> Bear Plus ETF
Horizons Enhanced Income Energy ETF	Horizons BetaPro S&P/TSX 60 <sup>™</sup> Bull Plus ETF
Horizons Enhanced Income Financials ETF	Horizons BetaPro S&P/TSX 60 <sup>™</sup> Inverse ETF
Horizons Enhanced Income Gold Producers ETF	Horizons BetaPro S&P/TSX Capped Energy <sup>™</sup> Bear Plus ETF
Horizons Enhanced Income US Equity (USD) ETF	Horizons BetaPro S&P/TSX Capped Energy <sup>™</sup> Bull Plus ETF
Horizons Enhanced Income International Equity ETF	Horizons BetaPro S&P/TSX Capped Financials <sup>™</sup> Bear Plus ETF
Horizons Active Global Fixed Income ETF	Horizons BetaPro S&P/TSX Capped Financials <sup>™</sup> Bull Plus ETF
Horizons Natural Gas Yield ETF	Horizons BetaPro S&P/TSX Global Gold <sup>™</sup> Bear Plus ETF
Horizons Gold Yield ETF	Horizons BetaPro S&P/TSX Global Gold <sup>™</sup> Bull Plus ETF
Horizons Morningstar Hedge Fund Index ETF	Horizons BetaPro COMEX <sup>®</sup> Gold Bullion Bull Plus ETF
Horizons Active Floating Rate Senior Loan ETF	Horizons BetaPro COMEX <sup>®</sup> Gold Bullion Bear Plus ETF

Horizons Managed Global Opportunities ETF	Horizons BetaPro COMEX <sup>®</sup> Silver Bull Plus ETF
Horizons Managed Multi-Asset Momentum ETF	Horizons BetaPro COMEX <sup>®</sup> Silver Bear Plus ETF
Horizons Active Cdn Municipal Bond ETF	Horizons BetaPro NYMEX <sup>®</sup> Crude Oil Bull Plus ETF
Horizons Active Currency Opportunities ETF	Horizons BetaPro NYMEX <sup>®</sup> Crude Oil Bear Plus ETF
Horizons Global Risk Parity ETF	Horizons BetaPro NYMEX <sup>®</sup> Natural Gas Bull Plus ETF
HAP Nexus Hedge Fund Replication Trust	Horizons BetaPro NYMEX <sup>®</sup> Natural Gas Bear Plus ETF
	Horizons BetaPro US 30-Year Bond Bear Plus ETF
	Horizons BetaPro S&P 500 VIX Short-Term Futures <sup>™</sup> ETF
	Horizons BetaPro S&P 500 VIX Short-Term Futures <sup>™</sup> Bull Plus ETF
	Horizons BetaPro S&P 500 VIX Short-Term Futures <sup>™</sup> Inverse ETF
	Horizons US Dollar Currency ETF
	Horizons Canadian Dollar Currency ETF
	Horizons Canadian Midstream Oil & Gas Index ETF
	Horizons Cdn Insider Index ETF
	Horizons COMEX <sup>®</sup> Gold ETF
	Horizons COMEX <sup>®</sup> Silver ETF
	Horizons BetaPro NYMEX <sup>®</sup> Crude Oil ETF
	Horizons BetaPro NYMEX <sup>®</sup> Natural Gas ETF
	Horizons S&P 500 CAD Hedged Index ETF
	Horizons China High Dividend Yield Index ETF
	Horizons Cdn High Dividend Index ETF

## **Schedule of IRC Members who sit on IRCs for other Fund Families**

### **Warren Law serves as a member of the Independent Review Committees for the following funds:**

Investment funds that are reporting issuers managed by Auspice Capital Advisors Ltd.;

Investment Funds that are reporting issuers managed by Foresters Financial Investment Corporation of Canada Inc.;

Investment funds that are reporting issuers managed by Hamilton Capital Partners Inc.; and

Investment funds that are reporting issuers managed by Manulife Asset Management Limited.

### **Sue Fawcett serves as a member of the Independent Review Committees for the following funds:**

Investment funds that are reporting issuers managed by the Auspice Capital Advisors Ltd.;

Investment funds that are reporting issuers managed by Hamilton Capital Partners Inc.; and

Investment funds that are reporting issuers managed by Willoughby Asset Management Inc.

### **Michael Gratch serves as a member of the Independent Review Committees for the following funds:**

Investment funds that are reporting issuers managed by the Auspice Capital Advisors Ltd.