



Horizons S&P/TSX 60 Equal Weight Index ETF
(HEW:TSX)



HORIZONS
EXCHANGE TRADED FUNDS

ACTIVE * BENCHMARK * BETAPRO

Innovation is our capital. Make it yours.
www.HorizonsETFs.com

Contents

MANAGEMENT REPORT OF FUND PERFORMANCE

Management Discussion of Fund Performance	1
Financial Highlights	5
Past Performance.....	8
Summary of Investment Portfolio	10

MANAGER'S RESPONSIBILITY FOR FINANCIAL REPORTING..... 12

INDEPENDENT AUDITORS' REPORT 13

FINANCIAL STATEMENTS

Statements of Financial Position	16
Statements of Comprehensive Income	17
Statements of Changes in Financial Position.....	18
Statements of Cash Flows.....	19
Schedule of Investments.....	20
Notes to Financial Statements	23

Letter from the President and CEO:

For both Horizons ETFs and the Canadian ETF industry, 2018 marked another great year. The industry surpassed \$157 billion in assets under management (“AUM”) and now has more than 770 ETF listings. Meanwhile, we launched seven new ETFs, giving us a total of 85 different investment tools available for our clients – and ended the year with \$9.9 billion of AUM.

In keeping with our mandate of bringing highly innovative ETF solutions to Canadian investors, we continued to focus on the future by expanding our lineup of thematic, technology-focused ETFs. Along with our existing robotics and artificial intelligence solutions, in 2018 we introduced the Horizons Blockchain Technology & Hardware Index ETF (“BKCH”), as well as the Horizons Industry 4.0 Index ETF (“FOUR”).

In 2018, we carried on our tradition of bringing first-of-their-kind ETFs to market in Canada, including the Horizons Conservative TRI ETF Portfolio (“HCON”) and the Horizons Balanced TRI ETF Portfolio (“HBAL”). These one-ticket ETF solutions are designed to provide instant diversification and tax-efficient returns for investors. We also launched Canada’s first actively managed emerging markets bond ETF – as well as our first socially responsible investing ETF.

This was also a very intriguing year in the cannabis investing space. To complement the world’s first and largest marijuana ETF: the Horizons Marijuana Life Sciences Index ETF (“HMMJ”), we introduced a small-cap marijuana ETF – the Horizons Emerging Marijuana Growers Index ETF (“HMJR”). In early September, we saw HMMJ’s AUM surpass the \$1 billion threshold due to the impending legalization of recreational marijuana in October.

Along with expanding our offerings, we recently lowered the management fees on six of our existing actively managed ETFs – giving unitholders in these funds the opportunity to keep more of their investment dollars.

Regardless of the direction of markets or interest rates, we have ETF solutions that allow investors of all types to customize their portfolio exposure. Markets do change, sometimes quickly, and our family of ETFs gives investors the tools they need to help meet their objectives. For information on all our strategies, please visit our website at www.HorizonsETFs.com where we offer a range of resources designed to help you become a more educated ETF investor.

Thank you for your continued support and wishing you strong returns in 2019.



Steven J. Hawkins, President & CEO
Horizons ETFs Management (Canada) Inc.

PS: I would like to take this opportunity to thank the dedicated team of professionals that I work with here at Horizons ETFs. My recognition as CEO of the Year at the 2018 Wealth Professional Awards is a testament to their tremendous talent and passion for ETFs.

MANAGEMENT REPORT OF FUND PERFORMANCE

This annual management report of fund performance for Horizons S&P/TSX 60 Equal Weight Index ETF (“HEW” or the “ETF”) contains financial highlights and is included with the audited annual financial statements for the investment fund. You may request a copy of the ETF’s unaudited interim or audited annual financial statements, interim or annual management report of fund performance, current proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosures, at no cost, from the ETF’s manager, Horizons ETFs Management (Canada) Inc. (“Horizons Management” or the “Manager”), by calling toll free 1-866-641-5739, or locally (416) 933-5745, by writing to us at: 55 University Avenue, Suite 800, Toronto ON, M5J 2H7, or by visiting our website at www.horizonsetfs.com or SEDAR at www.sedar.com.

This document may contain forward-looking statements relating to anticipated future events, results, circumstances, performance, or expectations that are not historical facts but instead represent our beliefs regarding future events. By their nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that predictions and other forward-looking statements will not prove to be accurate. We caution readers of this document not to place undue reliance on our forward-looking statements as a number of factors could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed or implied in the forward-looking statements.

Actual results may differ materially from management expectations as projected in such forward-looking statements for a variety of reasons, including but not limited to market and general economic conditions, interest rates, regulatory and statutory developments, the effects of competition in the geographic and business areas in which the ETF may invest and the risks detailed from time to time in the ETF’s prospectus. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors. We caution that the foregoing list of factors is not exhaustive, and that when relying on forward-looking statements to make decisions with respect to investing in the ETF, investors and others should carefully consider these factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements. Due to the potential impact of these factors, the Manager does not undertake, and specifically disclaims, any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable law.

Management Discussion of Fund Performance

Investment Objective and Strategies

The investment objective of HEW is to seek to replicate the performance of the S&P/TSX 60 Equal Weight Index, net of expenses. The S&P/TSX 60 Equal Weight Index is an equal weight diversified index of the issuers included in the S&P/TSX 60™ Index (the “Constituent Issuers”).

To achieve HEW’s investment objectives, the ETF invests and holds the equity securities of the Constituent Issuers in substantially the same proportion as the S&P/TSX 60 Equal Weight Index. HEW remains fully invested in, or exposed to, the markets at all times.

HEW may employ a “stratified sampling” strategy. Under this stratified sampling strategy, HEW may not hold all of the securities that are included in the S&P/TSX 60 Equal Weight Index, but instead will hold a portfolio of securities that closely matches the aggregate investment characteristics of the securities included in the S&P/TSX 60 Equal Weight Index.

The ETF’s investment manager does not invest the assets of HEW in equity securities based on the investment manager’s view of the investment merit of a particular security or company, nor does it conduct conventional stock research or analysis, or forecast stock market movement or trends in managing the assets of HEW.

Management Discussion of Fund Performance (continued)

Risk

The Manager performs a review of the ETF's risk rating at least annually, as well as when there is a material change in the ETF's investment objective or investment strategies. The current risk rating for the ETF is: medium.

Risk ratings are determined based on the historical volatility of the ETF as measured by the standard deviation of its performance against its mean. The risk categorization of the ETF may change over time and historical volatility is not indicative of future volatility. Generally, a risk rating is assigned to the ETF based on a rolling 10-year standard deviation of its returns, the return of an underlying index, or of an applicable proxy. In cases where the Manager believes that this methodology produces a result that is not indicative of the ETF's future volatility, the risk rating may be determined by the ETF's category. Risk ratings are not intended for use as a substitute for undertaking a proper and complete suitability or financial assessment by an investment advisor.

The Manager, as a summary for existing investors, is providing the list below of the risks to which an investment in the ETF may be subject. **Prospective investors should read the ETF's most recent prospectus and consider the full description of the risks contained therein before purchasing units.**

The risks to which an investment in the ETF is subject are listed below and have not changed from the list of risks found in the ETF's most recent prospectus. A full description of each risk listed below may also be found in the most recent prospectus. The most recent prospectus is available at www.horizonsetfs.com or from www.sedar.com, or by contacting Horizons ETFs Management (Canada) Inc. directly via the contact information on the back page of this document.

- | | |
|--|---|
| <ul style="list-style-type: none"> • Stock market risk • Specific issuer risk • Legal and regulatory risk • Exchange traded funds risk • Reliance on historical data risk • Corresponding net asset value risk • Designated broker/dealer risk • Cease trading of securities risk • Exchange risk • Early closing risk • No assurance of meeting investment objective • Tax risk • Securities lending, repurchase and reverse repurchase transaction risk | <ul style="list-style-type: none"> • Loss of limited liability • Reliance on key personnel • Distributions risk • Conflicts of interest • No ownership interest • Market for units • Redemption price • Net asset value fluctuation • Restrictions on certain unitholders • Highly volatile markets • No guaranteed return • Income trust investment risk • Underlying Index risk • Commodity price volatility risk |
|--|---|

Results of Operations

For the year ended December 31, 2018, the S&P/TSX 60 Equal Weight Index (the "Equal Weight Index") outperformed the S&P/TSX 60™ Index (the "TSX 60") by 0.62%. The Equal Weight Index returned -6.96% for the year, while the TSX 60 returned -7.58%, both on a total return basis. The ETF returned -7.65% for the year, after fees and including distributions paid to unitholders.

Management Discussion of Fund Performance *(continued)*

The top three performers in the Equal Weight Index for the year were Cameco Corp., CGI Group Inc., Class 'A', and Metro Inc., gaining 33.33%, 22.25% and 17.61%, respectively. The worst three performers in the Equal Weight Index for the year were Crescent Point Energy Corp., Encana Corp. and Arc Resources Ltd., returning -56.78%, -53.01% and -45.08%, respectively.

The Equal Weight Index generally has the same constituent issuers as the TSX 60 and represents a broad, large cap view of the Canadian marketplace. The TSX 60 is rebalanced quarterly. Additions and deletions of constituent issuers of the TSX 60 are made on an as needed basis with a view to minimizing index turnover.

The Equal Weight Index is an equal weight index that is based on a reference price for each constituent issuer and rebalanced quarterly. The most recent rebalance took place on December 14, 2018.

Horizons Management does not endeavour to predict market direction, changes that may occur in global fiscal and monetary policies, the effect of additional geopolitical concerns, or other unforeseen crises. Horizons Management and the ETF are agnostic as to their impact on global equity, fixed income, currency, and commodity markets generally, and the broad Canadian equity market specifically. They are only of concern to the ETF in so much as there is some minimal risk that could affect its ability to meet its investment objective. Please refer to the risk factors section in the ETF's prospectus for a more detailed discussion.

Other Operating Items and Changes in Net Assets Attributable to Holders of Redeemable Units

For the year ended December 31, 2018, the ETF generated gross comprehensive income (loss) from investments and derivatives (which includes changes in the fair value of the ETF's portfolio) of (\$763,072). This compares to \$750,368 for the year ended December 31, 2017. The ETF incurred management, operating and transaction expenses of \$142,677 (2017 – \$143,962) of which \$76,888 (2017 – \$65,848) was either paid or absorbed by the Manager on behalf of the ETF. The waiving and/or absorption of such fees and/or expenses by the Manager may be terminated at any time, or continued indefinitely, at the discretion of the Manager.

The ETF distributed \$180,894 to unitholders during the year (2017 – \$171,036).

Presentation

The attached financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Any mention of total net assets, net assets, net asset value or increase (decrease) in net assets in the financial statements and/or management report of fund performance is referring to net assets or increase (decrease) in net assets attributable to holders of redeemable units as reported under IFRS.

Recent Developments

There are no recent industry, management or ETF related developments that are pertinent to the present and future of the ETF.

Related Party Transactions

Certain services have been provided to the ETF by related parties and those relationships are described below.

Management Discussion of Fund Performance (continued)***Manager, Trustee and Investment Manager***

The manager, trustee and investment manager of the ETF is Horizons ETFs Management (Canada) Inc., 55 University Avenue, Suite 800, Toronto, Ontario, M5J 2H7, a corporation incorporated under the laws of Ontario. Horizons Management is a member of the Mirae Asset Financial Group based in Seoul, South Korea.

If the ETF invests in other Horizons Management ETFs, Horizons Management may receive management fees in respect of the ETF's assets invested in such Horizons Management ETFs. In addition, any management fees paid to the Manager (described in detail on page 7) are related party transactions, as the Manager is considered to be a related party to the ETF. Fees paid to the Independent Review Committee are also considered to be related party transactions. Both the management fees and fees paid to the Independent Review Committee are disclosed in the statements of comprehensive income in the attached financial statements of the ETF. The management fees payable by the ETF as at December 31, 2018 and 2017, are disclosed in the statements of financial position.

Other Related Parties

Prior to June 30, 2017, an affiliate of National Bank of Canada ("NBC") and National Bank Financial Inc. ("NBF") held an indirect minority interest in AlphaPro Management Inc. ("AlphaPro"), the former manager of the ETF and, at the time, a subsidiary of Horizons Management.

Effective June 30, 2017, Horizons Management acquired the minority interest of AlphaPro owned by the affiliate of NBC mentioned above and, as a result, became the sole shareholder of AlphaPro. Accordingly, as of June 30, 2017, NBC and NBF are no longer considered affiliates or related parties of the Manager.

Effective September 30, 2017, AlphaPro amalgamated with its parent company, Horizons Management, and now the amalgamated companies carry on business as Horizons ETFs Management (Canada) Inc.

For the year ended December 31, 2018, the ETF did not make any payments to related parties in broker commissions on portfolio transactions. For the year ended December 31, 2017, the ETF paid \$2,862 to NBF and/or its affiliates, which were, at that time, related parties.

Financial Highlights

The following tables show selected key financial information about the ETF and are intended to help you understand the ETF's financial performance for the past five fiscal years. This information is derived from the ETF's audited annual financial statements. Please see the front page for information on how you may obtain the ETF's annual or interim financial statements.

The ETF's Net Assets per Unit

<i>Year</i> ⁽¹⁾		2018	2017	2016	2015	2014
Net assets, beginning of year	\$	14.27	13.38	10.53	12.18	11.59
Increase (decrease) from operations:						
Total revenue		0.36	0.30	0.29	0.31	0.34
Total expenses		(0.10)	(0.10)	(0.10)	(0.08)	(0.09)
Realized gains (losses) for the year		0.59	0.34	0.60	(0.58)	0.24
Unrealized gains (losses) for the year		(2.09)	0.28	1.80	(0.88)	0.09
Total increase (decrease) from operations ⁽²⁾		(1.24)	0.83	2.59	(1.23)	0.58
Distributions:						
From dividends		(0.19)	(0.20)	(0.16)	(0.22)	(0.19)
From net realized capital gains		(0.07)	–	–	–	(0.13)
From return of capital		–	(0.02)	(0.07)	(0.04)	–
Total annual distributions ⁽³⁾		(0.26)	(0.22)	(0.23)	(0.26)	(0.32)
Net assets, end of year ⁽⁴⁾	\$	12.93	14.27	13.38	10.53	12.18

1. This information is derived from the ETF's audited annual financial statements.
2. Net assets per unit and distributions are based on the actual number of units outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of units outstanding over the financial period.
3. Income, dividend and/or return of capital distributions, if any, are paid in cash, reinvested in additional units of the ETF, or both. Capital gains distributions, if any, may or may not be paid in cash. Non-cash capital gains distributions are reinvested in additional units of the ETF and subsequently consolidated. They are reported as taxable distributions and increase each unitholder's adjusted cost base for their units. Neither the number of units held by the unitholder, nor the net asset per unit of the ETF change as a result of any non-cash capital gains distributions. Distributions classified as return of capital, if any, decrease each unitholder's adjusted cost base for their units.
4. The Financial Highlights are not intended to act as a continuity of the opening and closing net assets per unit.

Financial Highlights (continued)

Ratios and Supplemental Data

Year ⁽¹⁾	2018	2017	2016	2015	2014
Total net asset value (000's)	\$ 10,598	8,839	11,631	8,098	29,765
Number of units outstanding (000's)	820	619	869	769	2,444
Management expense ratio ⁽²⁾	0.60%	0.61%	0.60%	0.59%	0.59%
Management expense ratio before waivers and absorptions ⁽³⁾	1.43%	1.20%	1.34%	0.94%	0.92%
Trading expense ratio ⁽⁴⁾	0.10%	0.10%	0.22%	0.11%	0.10%
Portfolio turnover rate ⁽⁵⁾	41.24%	33.45%	120.25%	35.79%	42.35%
Net asset value per unit, end of year	\$ 12.93	14.27	13.38	10.53	12.18
Closing market price	\$ 12.93	14.28	13.53	10.53	12.13

1. This information is provided as at December 31 of the years shown.
2. Management expense ratio is based on total expenses, including sales tax, (excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of daily average net asset value during the year. Out of its management fees, the Manager pays for such services to the ETF as investment manager compensation, service fees and marketing.
3. The Manager, at its discretion, may waive and/or absorb a portion of the fees and/or expenses otherwise payable by the ETF. The waiving and/or absorption of such fees and/or expenses by the Manager may be terminated at any time, or continued indefinitely, at the discretion of the Manager.
4. The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net asset value during the year.
5. The ETF's portfolio turnover rate indicates how actively its portfolio investments are traded. A portfolio turnover rate of 100% is equivalent to the ETF buying and selling all of the securities in its portfolio once in the course of the year. Generally, the higher the ETF's portfolio turnover rate in a year, the greater the trading costs payable by the ETF in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of the ETF.

Financial Highlights (continued)**Management Fees**

The Manager provides, or oversees the provision of, administrative services required by the ETF including, but not limited to: negotiating contracts with certain third-party service providers, such as portfolio managers, custodians, registrars, transfer agents, auditors and printers; authorizing the payment of operating expenses incurred on behalf of the ETF; arranging for the maintenance of accounting records for the ETF; preparing reports to unitholders and to the applicable securities regulatory authorities; calculating the amount and determining the frequency of distributions by the ETF; preparing financial statements, income tax returns and financial and accounting information as required by the ETF; ensuring that unitholders are provided with financial statements and other reports as are required from time to time by applicable law; ensuring that the ETF complies with all other regulatory requirements, including the continuous disclosure obligations of the ETF under applicable securities laws; administering purchases, redemptions and other transactions in units of the ETF; and dealing and communicating with unitholders of the ETF. The Manager provides office facilities and personnel to carry out these services, if not otherwise furnished by any other service provider to the ETF. The Manager also monitors the investment strategies of the ETF to ensure that the ETF complies with its investment objectives, investment strategies and investment restrictions and practices.

In consideration for the provision of these services, the Manager receives a monthly management fee at the annual rate of (a) 0.50%, plus applicable sales taxes, of the net asset value of the Class E Units of the ETF at or below \$30,000,000; plus (b) 0.40%, plus applicable sales taxes, of any portion of the net asset value of the Class E Units of the ETF that exceeds \$30,000,000. The management fee is calculated and accrued daily and payable monthly in arrears.

Any expenses of the ETF which are waived or absorbed by the Manager are paid out of the management fees received by the Manager.

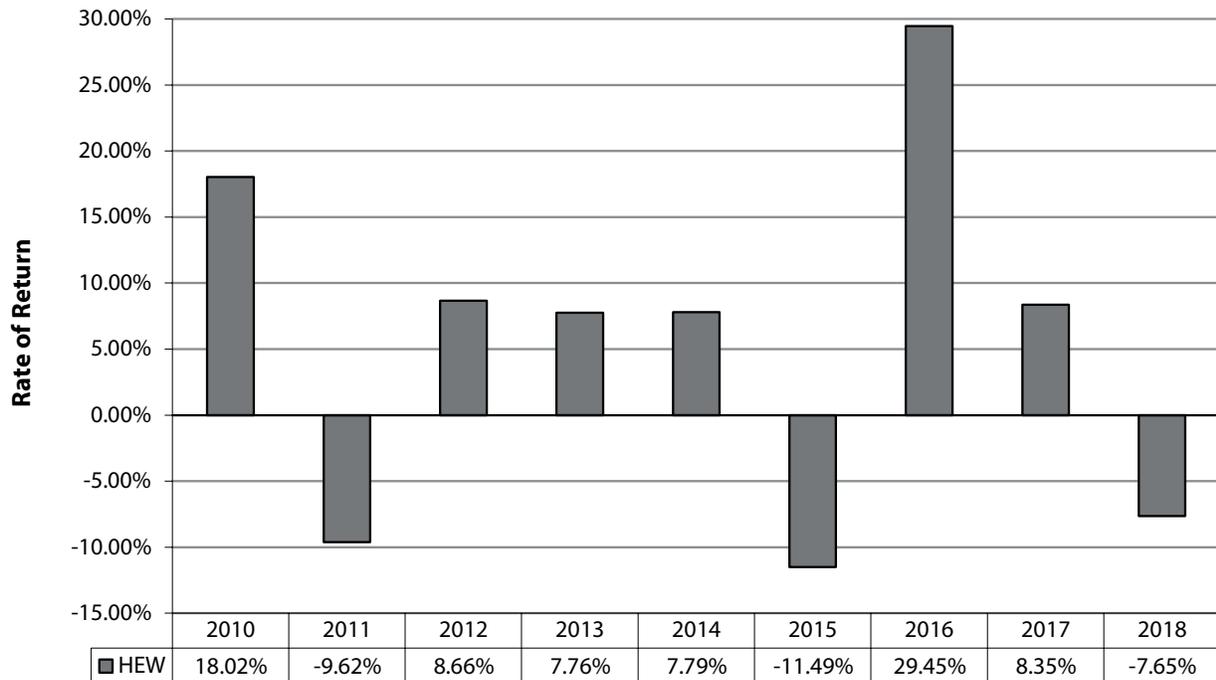
The Manager paid substantially more than 100% of the management fees it received from the ETF during the year towards marketing and promotional costs, and towards the fees associated with the managerial, portfolio management and portfolio advisory services provided to the ETF.

Past Performance

Commissions, trailing commissions, management fees, expenses and applicable sales taxes all may be associated with an investment in the ETF. Please read the prospectus before investing. The indicated rates of return are the historical total returns including changes in unit value and reinvestment of all distributions, and do not take into account sales, redemptions, distributions or optional charges or income taxes payable by any investor that would have reduced returns. An investment in the ETF is not guaranteed. Its value changes frequently and past performance may not be repeated. The ETF's performance numbers assume that all distributions, if any, are reinvested in additional units of the ETF. If you hold this ETF outside of a registered plan, income and capital gains distributions that are paid to you increase your income for tax purposes whether paid to you in cash or reinvested in additional units. The amount of the reinvested taxable distributions is added to the adjusted cost base of the units that you own. This would decrease your capital gain or increase your capital loss when you later redeem from the ETF, thereby ensuring that you are not taxed on this amount again. Please consult your tax advisor regarding your personal tax situation.

Year-by-Year Returns

The following chart presents the ETF's performance for its Class E units for the periods shown, and illustrates how the performance has changed from period to period. In percentage terms, the chart shows how much an investment made on the first day of the financial period would have grown or decreased by the last day of the financial period.



The ETF effectively began operations on July 13, 2010.

Past Performance (continued)

Annual Compound Returns

The following table presents the ETF's annual compound total return since inception and for the periods shown ended December 31, 2018 along with a comparable market index. The table is used only to illustrate the effects of the compound growth rate and is not intended to reflect future values of the ETF or future returns on investments in the ETF.

Period	HEW Return %	S&P/TSX 60 Equal Weight Index Return %	S&P/TSX 60 Index™ Return %
1 Year	-7.65%	-6.96%	-7.58%
3 Year	9.01%	9.83%	7.18%
5 Year	4.33%	5.05%	4.98%
Since Inception	5.26%	5.99%	5.79%

The ETF effectively began operations on July 13, 2010.

Summary of Investment Portfolio

As at December 31, 2018

Asset Mix	Net Asset Value	% of ETF's Net Asset Value
Canadian Equities	\$ 10,615,376	100.17%
Cash and Cash Equivalents	22,641	0.21%
Other Assets less Liabilities	(40,131)	-0.38%
	\$ 10,597,886	100.00%

Sector Mix	Net Asset Value	% of ETF's Net Asset Value
Energy	\$ 2,039,486	19.24%
Materials	2,034,718	19.20%
Financials	1,773,631	16.74%
Consumer Discretionary	902,095	8.51%
Consumer Staples	893,338	8.43%
Information Technology	879,811	8.30%
Industrials	879,795	8.30%
Communication Services	711,913	6.72%
Utilities	354,947	3.35%
Health Care	145,642	1.38%
Cash and Cash Equivalents	22,641	0.21%
Other Assets less Liabilities	(40,131)	-0.38%
	\$ 10,597,886	100.00%

Summary of Investment Portfolio (continued)

As at December 31, 2018

Top 25 Holdings	% of ETF's Net Asset Value
Wheaton Precious Metals Corp.	2.07%
Kinross Gold Corp.	1.95%
Goldcorp Inc.	1.82%
Agnico Eagle Mines Ltd.	1.77%
Nutrien Ltd.	1.76%
Magna International Inc.	1.75%
Sun Life Financial Inc.	1.73%
Metro Inc.	1.73%
Dollarama Inc.	1.73%
Alimentation Couche-Tard Inc.	1.72%
Canadian Tire Corp. Ltd.	1.72%
Power Corp. of Canada	1.72%
Royal Bank of Canada	1.71%
Bank of Montreal	1.70%
Rogers Communications Inc.	1.70%
Shaw Communications Inc.	1.70%
Open Text Corp.	1.69%
Loblaw Cos. Ltd.	1.69%
Enbridge Inc.	1.69%
Emera Inc.	1.69%
Franco-Nevada Corp.	1.68%
CGI Group Inc.	1.68%
Restaurant Brands International Inc.	1.68%
Waste Connections Inc.	1.68%
Manulife Financial Corp.	1.68%

The summary of investment portfolio may change due to the ongoing portfolio transactions of the ETF. The most recent financial statements are available at no cost by calling 1-866-641-5739, or (416) 933-5745, by writing to us at 55 University Avenue, Suite 800, Toronto, Ontario, M5J 2H7, by visiting our website at www.horizonsetfs.com or through SEDAR at www.sedar.com.

MANAGER’S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying audited annual financial statements of Horizons S&P/TSX 60 Equal Weight Index ETF (the “ETF”) are the responsibility of the manager and trustee to the ETF, Horizons ETFs Management (Canada) Inc. (the “Manager”). They have been prepared in accordance with International Financial Reporting Standards using information available and include certain amounts that are based on the Manager’s best estimates and judgements.

The Manager has developed and maintains a system of internal controls to provide reasonable assurance that all assets are safeguarded and to produce relevant, reliable and timely financial information, including the accompanying financial statements.

These financial statements have been approved by the Board of Directors of the Manager. These financial statements have been approved by the Board of Directors of the Manager and have been audited by KPMG LLP, Chartered Professional Accountants, Licensed Public Accountants, on behalf of unitholders. The independent auditors’ report outlines the scope of their audit and their opinion on the financial statements.



Steven J. Hawkins
Director
Horizons ETFs Management (Canada) Inc.



Peter Lee
Director
Horizons ETFs Management (Canada) Inc.

INDEPENDENT AUDITORS' REPORT

To the Unitholders of Horizons S&P/TSX 60 Equal Weight Index ETF (the "ETF")

Opinion

We have audited the financial statements of the ETF, which comprise the statements of financial position as at December 31, 2018 and 2017, the statements of comprehensive income, changes in financial position and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies (hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the ETF as at December 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "Auditors' Responsibilities for the Audit of the Financial Statements" section of our auditors' report.

We are independent of the ETF in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. Other information comprises:

- the information included in the Management Report of Fund Performance filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in the Management Report of Fund Performance filed with the relevant Canadian Securities Commissions as at the date of this auditors' report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report.

We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the ETF's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the ETF or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the ETF's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the ETF's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ETF's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained

up to the date of our auditors' report. However, future events or conditions may cause the ETF to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



Chartered Professional Accountants, Licensed Public Accountants
The engagement partner on the audit resulting in this auditors' report is Paritosh Gambhir.
Toronto, Canada
March 13, 2019

Statements of Financial Position

As at December 31,

	2018	2017
Assets		
Cash and cash equivalents	\$ 22,641	\$ 37,927
Investments	10,615,376	8,822,854
Amounts receivable relating to accrued income	28,770	18,455
Total assets	10,666,787	8,879,236
Liabilities		
Accrued management fees	4,991	4,131
Accrued operating expenses	3,082	1,416
Distribution payable	60,828	34,743
Total liabilities	68,901	40,290
Total net assets (note 2)	\$ 10,597,886	\$ 8,838,946
Number of redeemable units outstanding (note 8)	819,685	619,426
Total net assets per unit	\$ 12.93	\$ 14.27

(See accompanying notes to financial statements)

Approved on behalf of the Board of Directors of the Manager:



Steven J. Hawkins
Director



Peter Lee
Director

Statements of Comprehensive Income

For the Years Ended December 31,

	2018	2017
Income		
Dividend income	\$ 237,544	\$ 245,416
Interest income for distribution purposes	48	–
Securities lending income (note 7)	741	682
Net realized gain on sale of investments and derivatives	389,749	275,028
Net realized loss on foreign exchange	(97)	(148)
Net change in unrealized appreciation (depreciation) of investments and derivatives	(1,391,237)	229,499
Net change in unrealized appreciation (depreciation) of foreign exchange	180	(109)
	(763,072)	750,368
Expenses (note 9)		
Management fees	50,875	61,193
Audit fees	11,098	11,102
Independent Review Committee fees	768	504
Custodial and fund valuation fees	31,382	32,654
Legal fees	451	134
Securityholder reporting costs	9,805	10,500
Administration fees	28,646	16,740
Transaction costs	9,649	11,114
Other expenses	3	21
	142,677	143,962
Amounts that were payable by the investment fund that were paid or absorbed by the Manager	(76,888)	(65,848)
	65,789	78,114
Increase (decrease) in net assets for the year	\$ (828,861)	\$ 672,254
Increase (decrease) in net assets per unit	\$ (1.24)	\$ 0.83

(See accompanying notes to financial statements)

Statements of Changes in Financial Position

For the Years Ended December 31,

	2018	2017
Total net assets at the beginning of the year	\$ 8,838,946	\$ 11,631,037
Increase (decrease) in net assets	(828,861)	672,254
Redeemable unit transactions		
Proceeds from the issuance of securities of the investment fund	4,555,300	1,742,588
Aggregate amounts paid on redemption of securities of the investment fund	(1,790,320)	(5,039,017)
Securities issued on reinvestment of distributions	3,715	3,120
Distributions:		
From net investment income	(134,207)	(156,103)
From net realized capital gains	(46,687)	–
Return of capital	–	(14,933)
Total net assets at the end of the year	\$ 10,597,886	\$ 8,838,946

(See accompanying notes to financial statements)

Statements of Cash Flows

For the Years Ended December 31,

	2018	2017
Cash flows from operating activities:		
Increase (decrease) in net assets for the year	\$ (828,861)	\$ 672,254
Adjustments for:		
Net realized gain on sale of investments and derivatives	(389,749)	(275,028)
Net change in unrealized depreciation (appreciation) of investments and derivatives	1,391,237	(229,499)
Net change in unrealized depreciation (appreciation) of foreign exchange	(168)	121
Purchase of investments	(6,628,119)	(3,665,225)
Proceeds from the sale of investments	3,834,109	6,963,880
Amounts receivable relating to accrued income	(10,315)	5,318
Accrued expenses	2,526	(2,676)
Net cash from (used in) operating activities	(2,629,340)	3,469,145
Cash flows from financing activities:		
Amount received from the issuance of units	4,555,300	1,742,588
Amount paid on redemptions of units	(1,790,320)	(5,039,017)
Distributions paid to unitholders	(151,094)	(178,954)
Net cash from (used in) financing activities	2,613,886	(3,475,383)
Net decrease in cash and cash equivalents during the year	(15,454)	(6,238)
Effect of exchange rate fluctuations on cash and cash equivalents	168	(121)
Cash and cash equivalents at beginning of year	37,927	44,286
Cash and cash equivalents at end of year	\$ 22,641	\$ 37,927
Interest received, net of withholding taxes	\$ 48	\$ –
Dividends received, net of withholding taxes	\$ 227,229	\$ 250,734

(See accompanying notes to financial statements)

Schedule of Investments

As at December 31, 2018

Security	Shares	Average Cost	Fair Value
CANADIAN EQUITIES (100.17%)			
Energy (19.24%)			
ARC Resources Ltd.	20,682	\$ 295,791	\$ 167,524
Canadian Natural Resources Ltd.	5,162	201,434	170,036
Cenovus Energy Inc.	17,190	239,733	165,024
Crescent Point Energy Corp.	40,312	346,203	166,892
Enbridge Inc.	4,227	201,634	179,267
Encana Corp.	21,980	240,981	173,202
Husky Energy Inc.	11,710	207,880	165,228
Imperial Oil Ltd.	5,128	211,915	177,378
Inter Pipeline Ltd.	8,936	222,337	172,822
Pembina Pipeline Corp.	4,118	171,777	166,820
Suncor Energy Inc.	4,449	185,053	169,640
TransCanada Corp.	3,398	188,442	165,653
		2,713,180	2,039,486
Materials (19.20%)			
Agnico Eagle Mines Ltd.	3,409	170,104	187,836
Barrick Gold Corp.	9,666	167,616	178,144
Cameco Corp.	11,346	157,182	175,636
CCL Industries Inc., Class 'B'	3,399	206,521	170,154
First Quantum Minerals Ltd.	14,706	196,612	162,354
Franco-Nevada Corp.	1,864	155,517	178,441
Goldcorp Inc.	14,450	244,243	193,197
Kinross Gold Corp.	46,962	210,278	206,633
Nutrien Ltd.	2,902	193,588	186,076
Teck Resources Ltd., Class 'B'	6,026	158,060	177,104
Wheaton Precious Metals Corp.	8,223	201,193	219,143
		2,060,914	2,034,718
Financials (16.74%)			
Bank of Montreal	2,023	184,644	180,431
Bank of Nova Scotia (The)	2,529	179,021	172,098
Brookfield Asset Management Inc., Class 'A'	3,302	156,896	172,761
Canadian Imperial Bank of Commerce	1,701	183,052	172,958
Manulife Financial Corp.	9,198	194,226	178,165
National Bank of Canada	3,106	167,785	174,091
Power Corp. of Canada	7,419	212,146	181,988
Royal Bank of Canada	1,934	172,480	180,713
Sun Life Financial Inc.	4,043	187,899	183,108
Toronto-Dominion Bank (The)	2,613	180,906	177,318
		1,819,055	1,773,631

Schedule of Investments (continued)

As at December 31, 2018

Security	Shares	Average Cost	Fair Value
Consumer Discretionary (8.51%)			
Canadian Tire Corp. Ltd., Class 'A'	1,277	182,072	182,279
Dollarama Inc.	5,627	205,615	182,709
Gildan Activewear Inc.	4,172	151,815	172,888
Magna International Inc.	2,999	181,645	185,848
Restaurant Brands International Inc.	2,501	160,347	178,371
		881,494	902,095
Consumer Staples (8.43%)			
Alimentation Couche-Tard Inc., Class 'B'	2,686	158,364	182,406
George Weston Ltd.	1,942	196,736	174,877
Loblaw Cos. Ltd.	2,935	156,500	179,358
Metro Inc., Class 'A'	3,860	152,559	182,732
Saputo Inc.	4,439	174,596	173,965
		838,755	893,338
Information Technology (8.30%)			
BlackBerry Ltd.	17,725	199,441	172,110
CGI Group Inc., Class 'A'	2,137	140,074	178,439
Constellation Software Inc.	200	140,549	174,772
Open Text Corp.	4,031	191,118	179,380
Thomas Reuters Corp.	2,656	141,026	175,110
		812,208	879,811
Industrials (8.30%)			
Bombardier Inc., Class 'B'	86,356	207,956	175,303
Canadian National Railway Co.	1,732	160,510	175,122
Canadian Pacific Railway Ltd.	717	153,904	173,686
SNC-Lavalin Group Inc.	3,862	199,163	177,343
Waste Connections Inc.	1,760	162,160	178,341
		883,693	879,795
Communication Services (6.72%)			
BCE Inc.	3,254	178,888	175,488
Rogers Communications Inc., Class 'B'	2,574	149,116	180,077
Shaw Communications Inc., Class 'B'	7,283	185,440	179,963
TELUS Corp.	3,898	169,017	176,385
		682,461	711,913
Utilities (3.35%)			
Emera Inc.	4,088	178,578	178,687
Fortis Inc.	3,873	159,190	176,260
		337,768	354,947

Schedule of Investments (continued)

As at December 31, 2018

Security	Shares	Average Cost	Fair Value
Health Care (1.38%)			
Bausch Health Cos. Inc.	5,768	152,029	145,642
TOTAL CANADIAN EQUITIES		11,181,557	10,615,376
Transaction Costs		(4,898)	
TOTAL INVESTMENT PORTFOLIO (100.17%)		\$ 11,176,659	\$ 10,615,376
Cash and cash equivalents (0.21%)			22,641
Other assets less liabilities (-0.38%)			(40,131)
TOTAL NET ASSETS (100.00%)			\$ 10,597,886

(See accompanying notes to financial statements)

Notes to Financial Statements

For the Years Ended December 31, 2018 and 2017

1. REPORTING ENTITY

Horizons S&P/TSX 60 Equal Weight Index ETF (“HEW” or the “ETF”) is an investment trust established under the laws of the Province of Ontario by Declaration of Trust and effectively began operations on July 13, 2010. The address of the ETF’s registered office is: c/o Horizons ETFs Management (Canada) Inc., 55 University Avenue, Suite 800, Toronto, Ontario, M5J 2H7.

The ETF is offered for sale on a continuous basis by its prospectus in Class E units (“Class E”) which trade on the Toronto Stock Exchange (“TSX”) under the symbol HEW. An investor may buy or sell units of the ETF on the TSX only through a registered broker or dealer in the province or territory where the investor resides. Investors are able to trade units of the ETF in the same way as other securities traded on the TSX, including by using market orders and limit orders and may incur customary brokerage commissions when buying or selling units.

The investment objective of HEW is to seek to replicate the performance of the S&P/TSX 60 Equal Weight Index, net of expenses. The S&P/TSX 60 Equal Weight Index is an equal weight diversified index of the issuers included in the S&P/TSX 60™ Index (the “Constituent Issuers”).

Horizons ETFs Management (Canada) Inc. is the manager, trustee and investment manager of the ETF (“Horizons Management”, the “Manager” or the “Investment Manager”). Prior to September 30, 2017, AlphaPro Management Inc. (“AlphaPro”), a wholly owned subsidiary of Horizons Management, acted as the manager and trustee of the ETF.

Effective September 30, 2017, AlphaPro amalgamated with Horizons Management (the “Amalgamation”). Post-Amalgamation, the duties of manager and trustee for the ETF previously performed by AlphaPro were assumed by Horizons Management, in addition to its role as investment manager for the ETF. There was no change to the to the ETF’s investment objectives and strategies as result of the Amalgamation, nor to the day-to-day management of the ETF.

The Investment Manager is responsible for implementing the ETF’s investment strategies. The Manager is a member of the Mirae Asset Financial Group (“Mirae Asset”).

2. BASIS OF PREPARATION

(i) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”). Any mention of total net assets, net assets, net asset value or increase (decrease) in net assets is referring to net assets or increase (decrease) in net assets attributable to holders of redeemable units as reported under IFRS.

These financial statements were authorized for issue on March 13, 2019, by the Board of Directors of the Manager.

(ii) Basis of measurement

The financial statements have been prepared on the historical cost basis except for financial instruments at fair value through profit or loss, which are measured at fair value.

(iii) Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the ETF’s functional currency.

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

(a) Financial instruments***(i) Recognition, initial measurement and classification***

For fiscal years beginning January 1, 2018, IFRS 9, Financial Instruments ("IFRS 9") has replaced International Accounting Standard 39, Financial Instruments – Recognition and Measurement ("IAS 39"). IFRS 9 introduces new classification and measurement requirements for financial instruments, including impairment on financial assets and hedge accounting.

This new standard requires assets to be classified based on the ETF's business model for managing the financial assets and contractual cash flow characteristics of the financial assets. The standard includes three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income, and fair value through profit and loss ("FVTPL"). It eliminates the existing IAS 39 categories of held to maturity, loans and receivables and available for sale. IFRS 9 largely retains the existing requirements in IAS 39 for the classification of financial liabilities. IFRS 9 requires classification of debt instruments, if any, based solely on payments of principal and interests, and business model tests.

The ETF's financial assets and financial liabilities are managed and its performance is evaluated on a fair value basis. The contractual cash flows of the ETF's debt securities, if any, consist solely of principal and interest, however, these securities are neither held in held-to-collect, or held-to-collect-and-sale business models in IFRS 9. Therefore, there were no changes to the measurement basis of the ETF's financial instruments as a result of adopting IFRS 9, and consequently, there was no impact to net assets. IFRS 9 has been adopted retrospectively.

Financial assets and financial liabilities at FVTPL are initially recognized on the trade date, at fair value (see below), with transaction costs recognized in the statements of comprehensive income. Other financial assets and financial liabilities are recognized on the date on which they are originated at fair value.

The ETF classifies financial assets and financial liabilities into the following categories:

- Financial assets mandatorily classified at fair value through profit or loss: debt securities, equity investments and derivative financial instruments (previously under IAS 39 designated at FVTPL or held for trading)
- Financial assets at amortized cost: All other financial assets (previously under IAS 39 as loans and receivables)
- Financial liabilities classified at fair value through profit or loss: derivative financial instruments and securities sold short, if any (previously under IAS 39 designated at FVTPL or held for trading)
- Financial liabilities at amortized cost: all other financial liabilities

(ii) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the ETF has access at that date. The fair value of a liability reflects its non-performance risk.

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

Investments are valued at fair value as of the close of business on each day upon which a session of the TSX is held ("Valuation Date") and based on external pricing sources to the extent possible. Investments held that are traded in an active market through recognized public stock exchanges, over-the-counter markets, or through recognized investment dealers, are valued at their closing sale price. However, such prices may be adjusted if a more accurate value can be obtained from recent trading activity or by incorporating other relevant information that may not have been reflected in pricing obtained from external sources. Short-term investments, including notes and money market instruments, are valued at amortized cost which approximates fair value.

Investments held that are not traded in an active market, including some derivative financial instruments, are valued using observable market inputs where possible, on such basis and in such manner as established by the Manager. Derivative financial instruments are recorded in the statements of financial position according to the gain or loss that would be realized if the contracts were closed out on the Valuation Date. Margin deposits, if any, are included in the schedule of investments as margin deposits. See also the summary of fair value measurements in note 6.

Fair value policies used for financial reporting purposes are the same as those used to measure the net asset value ("NAV") for transactions with unitholders.

The fair value of other financial assets and liabilities approximates their carrying values due to the short-term nature of these instruments.

(iii) Offsetting

Financial assets and liabilities are offset and the net amount presented in the statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis for gains and losses from financial instruments at fair value through profit or loss and foreign exchange gains and losses.

(iv) Specific instruments**Cash and cash equivalents**

Cash and cash equivalents consist of cash on deposit and short-term, interest bearing notes with a term to maturity of less than three months from the date of purchase.

Forward foreign exchange contracts

Forward foreign exchange contracts, if any, are valued at the current market value thereof on the Valuation Date. The value of these forward contracts is the gain or loss that would be realized if, on the Valuation Date, the positions were to be closed out and recorded as derivative assets and/or liabilities in the statements of financial position and as a net change in unrealized appreciation (depreciation) of investments and derivatives in the statements of comprehensive income. When the forward contracts are closed out or mature, realized gains or losses on forward contracts are recognized and are included in the statements of comprehensive income in net realized gain (loss) on sale of investments and derivatives. The Canadian dollar value of forward foreign exchange contracts is determined using forward currency exchange rates supplied by an independent service provider.

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

Redeemable units

The redeemable units are measured at the present value of the redemption amounts and are considered a residual amount of the net assets attributable to holders of redeemable units. They are classified as financial liabilities as a result of the ETF's requirement to distribute net income and capital gains to unitholders.

(b) Investment income

Investment transactions are accounted for as of the trade date. Realized gains and losses from investment transactions are calculated on a weighted average cost basis. The difference between fair value and average cost, as recorded in the financial statements, is included in the statements of comprehensive income as part of the net change in unrealized appreciation (depreciation) of investments and derivatives. Interest income for distribution purposes from investments in bonds and short-term investments represents the coupon interest received by the ETF accounted for on an accrual basis. Dividend income is recognized on the ex-dividend date. Distribution income from investments in other funds or ETFs is recognized when earned.

Income from derivatives is shown in the statements of comprehensive income as net realized gain (loss) on sale of investments and derivatives; net change in unrealized appreciation (depreciation) of investments and derivatives; and, interest income for distribution purposes, in accordance with its nature.

Income from securities lending, if any, is included in "Securities lending income" on the statements of comprehensive income and is recognized when earned. Any securities on loan continue to be displayed in the schedule of investments and the market value of the securities loaned and collateral held is determined daily (see note 7).

If the ETF incurs withholding taxes imposed by certain countries on investment income and capital gains, such income and gains are recorded on a gross basis and the related withholding taxes are shown as a separate expense in the statements of comprehensive income.

(c) Foreign currency

Transactions in foreign currencies are translated into the ETF's reporting currency using the exchange rate prevailing on the trade date. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated at the year-end exchange rate. Foreign exchange gains and losses are presented as "Net realized gain (loss) on foreign exchange", except for those arising from financial instruments at fair value through profit or loss, which are recognized as a component within "Net realized gain (loss) on sale of investments and derivatives" and "Net change in unrealized appreciation (depreciation) of investments and derivatives" in the statements of comprehensive income.

(d) Cost basis

The cost of portfolio investments is determined on an average cost basis.

(e) Increase (decrease) in net assets attributable to holders of redeemable units per unit

The increase (decrease) in net assets per unit by class in the statements of comprehensive income represents the change in net assets attributable to holders of redeemable units from operations attributable to each class divided by the weighted average number of units of that class outstanding during the reporting year. Income, expenses other than

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

management fees, and realized and unrealized capital gains (losses) are distributed amongst the different classes of units in proportion to the amount invested in them. For management fees please refer to note 9.

(f) Unitholder transactions

The value at which units are issued or redeemed is determined by dividing the net asset value of the class by the total number of units outstanding of that class on the Valuation Date. Amounts received on the issuance of units and amounts paid on the redemption of units are included in the statements of changes in financial position.

(g) Amounts receivable (payable) relating to portfolio assets sold (purchased)

In accordance with the ETF's policy of trade date accounting for sale and purchase transactions, sales/purchase transactions awaiting settlement represent amounts receivable/payable for securities sold/purchased, but not yet settled as at the reporting date.

(h) Net assets attributable to holders of redeemable units per unit

Net assets attributable to holders of redeemable units per unit is calculated for each class of units of the ETF by taking the respective class' proportionate share of the ETF's net assets attributable to holders of redeemable units and dividing by the number of units of that class outstanding on the Valuation Date.

(i) Transaction costs

Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of an investment, which include fees and commissions paid to agents, advisors, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Transaction costs are expensed and are included in "Transaction costs" in the statements of comprehensive income.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In preparing these financial statements, the Manager has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

The ETF may hold financial instruments that are not quoted in active markets, including derivatives. The determination of the fair value of these instruments is the area with the most significant accounting judgements and estimates that the ETF has made in preparing the financial statements. See note 6 for more information on the fair value measurement of the ETF's financial instruments.

5. FINANCIAL INSTRUMENTS RISK

In the normal course of business, the ETF's investment activities expose it to a variety of financial risks. The Manager seeks to minimize potential adverse effects of these risks for the ETF's performance by employing professional, experienced portfolio advisors, by daily monitoring of the ETF's positions and market events, and periodically may use derivatives to hedge certain risk exposures. To assist in managing risks, the Manager maintains a governance structure that oversees the

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

ETF's investment activities and monitors compliance with the ETF's stated investment strategies, internal guidelines and securities regulations.

Please refer to the most recent prospectus for a complete discussion of the risks attributed to an investment in the units of the ETF. Significant financial instrument risks that are relevant to the ETF and an analysis of how they are managed are presented below.

(a) Market risk

Market risk is the risk that changes in market prices, such as interest rates, equity prices, foreign exchange rates and credit spreads (not relating to changes in the obligor's/issuer's credit standing) will affect the ETF's income or the fair value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

(i) Currency risk

Currency risk is the risk that financial instruments which are denominated in currencies other than the ETF's reporting currency, the Canadian dollar, will fluctuate due to changes in exchange rates and adversely impact the ETF's income, cash flows or fair values of its investment holdings. The ETF may reduce its foreign currency exposure through the use of derivative arrangements such as foreign exchange forward contracts or futures contracts. As at December 31, 2018 and 2017, the ETF did not have any material exposure to foreign currencies.

(ii) Interest rate risk

The ETF may be exposed to the risk that the fair value of future cash flows of its financial instruments will fluctuate as a result of changes in market interest rates. In general, the value of interest-bearing financial instruments will rise if interest rates fall, and conversely, will generally fall if interest rates rise. There is minimal sensitivity to interest rate fluctuation on cash and cash equivalents invested at short-term market rates since those securities are usually held to maturity and are short term in nature.

As at December 31, 2018 and 2017, the ETF did not hold any long-term debt instruments and did not have any exposure to interest rate risk.

(iii) Other market risk

Other market risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment. The Manager has imposed internal risk management controls on the ETF which are intended to limit the loss on its trading activities.

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

The table below shows the estimated impact on the ETF of a 1% increase or decrease in a broad-based market index, based on historical correlation, with all other factors remaining constant, as at the dates shown. In practice, actual results may differ from this sensitivity analysis and the difference could be material. The historical correlation may not be representative of future correlation.

Comparative Index	December 31, 2018	December 31, 2017
S&P/TSX Composite Index™	\$101,626	\$84,760

(b) Credit risk

Credit risk on financial instruments is the risk of a financial loss occurring as a result of the default of a counterparty on its obligation to the ETF. It arises principally from debt securities held, and also from derivative financial assets, cash and cash equivalents, and other receivables. The ETF's maximum credit risk exposure as at the reporting date is represented by the respective carrying amounts of the financial assets in the statements of financial position. The ETF's credit risk policy is to minimise its exposure to counterparties with perceived higher risk of default by dealing only with counterparties that meet the credit standards set out in the ETF's prospectus and by taking collateral.

As at December 31, 2018 and 2017, due to the nature of its portfolio investments, the ETF did not have any material credit risk exposure.

(c) Liquidity risk

Liquidity risk is the risk that the ETF will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The ETF's policy and the Investment Manager's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stress conditions, including estimated redemptions of shares, without incurring unacceptable losses or risking damage to the ETF's reputation. Generally, liabilities of the ETF are due within 90 days. Liquidity risk is managed by investing the majority of the ETF's assets in investments that are traded in an active market and can be readily disposed. The ETF aims to retain sufficient cash and cash equivalent positions to maintain liquidity; therefore, the liquidity risk for the ETF is considered minimal.

6. FAIR VALUE MEASUREMENT

Below is a classification of fair value measurements of the ETF's investments based on a three level fair value hierarchy and a reconciliation of transactions and transfers within that hierarchy. The hierarchy of fair valuation inputs is summarized as follows:

- Level 1: securities that are valued based on quoted prices in active markets.
- Level 2: securities that are valued based on inputs other than quoted prices that are observable, either directly as prices, or indirectly as derived from prices.
- Level 3: securities that are valued with significant unobservable market data.

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

Changes in valuation methods may result in transfers into or out of an investment's assigned level. The following is a summary of the inputs used as at December 31, 2018 and 2017, in valuing the ETF's investments and derivatives carried at fair values:

	December 31, 2018			December 31, 2017		
	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)
Financial Assets						
Equities	10,615,376	–	–	8,822,854	–	–
Total Financial Assets	10,615,376	–	–	8,822,854	–	–
Total Financial Liabilities	–	–	–	–	–	–
Net Financial Assets and Liabilities	10,615,376	–	–	8,822,854	–	–

There were no significant transfers made between Levels 1 and 2 as a result of changes in the availability of quoted market prices or observable market inputs during the years shown. In addition, there were no investments or transactions classified in Level 3 for the years ended December 31, 2018 and 2017.

7. SECURITIES LENDING

In order to generate additional returns, the ETF is authorized to enter into securities lending agreements with borrowers deemed acceptable in accordance with National Instrument 81-102 – *Investment Funds* ("NI 81-102"). Under a securities lending agreement, the borrower must pay the ETF a negotiated securities lending fee, provide compensation to the ETF equal to any distributions received by the borrower on the securities borrowed, and the ETF must receive an acceptable form of collateral in excess of the value of the securities loaned. Although such collateral is marked to market, the ETF may be exposed to the risk of loss should a borrower default on its obligations to return the borrowed securities and the collateral is insufficient to reconstitute the portfolio of loaned securities. Revenue, if any, earned on securities lending transactions during the year is disclosed in the ETF's statements of comprehensive income.

The aggregate closing market value of securities loaned and collateral received as at December 31, 2018 and 2017, was as follows:

As at	Securities Loaned	Collateral Received
December 31, 2018	\$562,783	\$591,139
December 31, 2017	\$140,217	\$147,362

Collateral may comprise, but is not limited to, cash and obligations of or guaranteed by the Government of Canada or a province thereof; by the United States government or its agencies; by some sovereign states; by permitted supranational agencies; and short-term debt of Canadian financial institutions, if, in each case, the evidence of indebtedness has a designated rating as defined by NI 81-102.

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

The table below presents a reconciliation of the securities lending income as presented in the statements of comprehensive income for the years ended December 31, 2018 and 2017. It shows the gross amount of securities lending revenues generated from the securities lending transactions of the ETF, less any taxes withheld and amounts earned by parties entitled to receive payments out of the gross amount as part of any securities lending agreements.

For the years ended	December 31, 2018	% of Gross Income	December 31, 2017	% of Gross Income
Gross securities lending income	\$1,057		\$973	
Lending Agents' fees:				
Canadian Imperial Bank of Commerce	(316)	29.90%	(291)	29.91%
Net securities lending income paid to the ETF	\$741	70.10%	\$682	70.09%

8. REDEEMABLE UNITS

The ETF is authorized to issue an unlimited number of redeemable, transferable Class E units each of which represents an equal, undivided interest in the net assets of the ETF. Each unit entitles the owner to one vote at meetings of unitholders. Each unit is entitled to participate equally with all other units with respect to all payments made to unitholders, other than management fee distributions, whether by way of income or capital distributions and, on liquidation, to participate equally in the net assets of the ETF remaining after satisfaction of any outstanding liabilities that are attributable to units of that class of the ETF. All units will be fully paid and non-assessable, with no liability for future assessments, when issued and will not be transferable except by operation of law.

The redeemable units issued by the ETF provide an investor with the right to require redemption for cash at a value proportionate to the investor's share in the ETF's net assets at each redemption date. They are classified as liabilities as a result of the ETF's requirement to distribute net income and capital gains to unitholders. The ETF's objectives in managing the redeemable units are to meet the ETF's investment objective, and to manage liquidity risk arising from redemptions. The ETF's management of liquidity risk arising from redeemable units is discussed in note 5.

On any trading day, which is defined as the day that a net asset value of the ETF is being struck, unitholders of the ETF may (i) redeem units of the ETF for cash at a redemption price per unit equal to 95% of the closing price for units of the ETF on the TSX on the effective day of the redemption, where the units being redeemed are not equal to a prescribed number of units ("PNU") or a multiple PNU; or (ii) redeem, less any applicable redemption charge as determined by the Manager in its sole discretion from time to time, a PNU or a multiple PNU of the ETF for cash equal to the net asset value of that number of units.

Subject to regulatory and other necessary third party approvals, a stock exchange sponsored execution program may become available which would allow investors to purchase and sell Class E units of the ETF based on transaction prices calculated as at the end-of-day net asset value, plus any fee payable to the investor's dealer for the dealer's facilitation of the purchase or sale. The Manager will issue a news release announcing the details of any such stock exchange sponsored execution program.

Units of the ETF are issued or redeemed on a daily basis at the net asset value per security that is determined as at 4:00 p.m. (Eastern Time) each business day. Purchase and redemption orders are subject to a 9:30 a.m. (Eastern Time) cut-off time.

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

The ETF is required to distribute any net income and capital gains that it has earned in the year. Income earned by the ETF is distributed to unitholders at least once per year, if necessary, and these distributions are either paid in cash or reinvested by unitholders into additional units of the ETF. Net realized capital gains, if any, are typically distributed in December of each year to unitholders. The annual capital gains distributions are not paid in cash but rather, are reinvested and reported as taxable distributions and used to increase each unitholder's adjusted cost base for the ETF. Distributions paid to holders of redeemable units are recognized in the statements of changes in financial position.

Please consult the ETF's most recent prospectus for a full description of the subscription and redemption features of the ETF's units.

For the years ended December 31, 2018 and 2017, the number of units issued by subscription and/or distribution reinvestment, the number of units redeemed, the total and average number of units outstanding was as follows:

Year	Beginning Units Outstanding	Units Issued	Units Redeemed	Ending Units Outstanding	Average Units Outstanding
2018	619,426	325,259	(125,000)	819,685	664,359
2017	869,197	125,229	(375,000)	619,426	814,739

9. EXPENSES
Management fees

The Manager provides, or oversees the provision of, administrative services required by the ETF including, but not limited to: negotiating contracts with certain third-party service providers, such as portfolio managers, custodians, registrars, transfer agents, auditors and printers; authorizing the payment of operating expenses incurred on behalf of the ETF; arranging for the maintenance of accounting records for the ETF; preparing reports to unitholders and to the applicable securities regulatory authorities; calculating the amount and determining the frequency of distributions by the ETF; preparing financial statements, income tax returns and financial and accounting information as required by the ETF; ensuring that unitholders are provided with financial statements and other reports as are required from time to time by applicable law; ensuring that the ETF complies with all other regulatory requirements, including the continuous disclosure obligations of the ETF under applicable securities laws; administering purchases, redemptions and other transactions in units of the ETF; and dealing and communicating with unitholders of the ETF. The Manager provides office facilities and personnel to carry out these services, if not otherwise furnished by any other service provider to the ETF. The Manager also monitors the investment strategies of the ETF to ensure that the ETF complies with its investment objectives, investment strategies and investment restrictions and practices.

In consideration for the provision of these services, the Manager receives a monthly management fee at the annual rate of (a) 0.50%, plus applicable sales taxes, of the net asset value of the Class E Units of the ETF at or below \$30,000,000; plus (b) 0.40%, plus applicable sales taxes, of any portion of the net asset value of the Class E Units of the ETF that exceeds \$30,000,000. The management fee is calculated and accrued daily and payable monthly in arrears.

Other expenses

Unless otherwise waived or reimbursed by the Manager, the ETF pays all of its operating expenses, including but not limited to: audit fees; trustee and custodial expenses; valuation, accounting and record keeping costs; legal expenses;

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

permitted prospectus preparation and filing expenses; costs associated with delivering documents to unitholders; listing and annual stock exchange fees; index licensing fees, if applicable; fees payable to CDS Clearing and Depository Services Inc.; bank related fees and interest charges; extraordinary expenses; unitholder reports and servicing costs; registrar and transfer agent fees; costs associated with the Independent Review Committee; income taxes; sales taxes; brokerage expenses and commissions; and withholding taxes.

The Manager, at its discretion, may waive and/or absorb a portion of the fees and/or expenses otherwise payable by the ETF. The waiving and/or absorption of such fees and/or expenses by the Manager may be terminated at any time, or continued indefinitely, at the discretion of the Manager.

10. BROKER COMMISSIONS, SOFT DOLLARS AND RELATED PARTY TRANSACTIONS

Prior to June 30, 2017, an affiliate of National Bank of Canada (“NBC”) and National Bank Financial Inc. (“NBF”) held an indirect minority interest in AlphaPro. NBF acted as a designated broker, an underwriter and/or a registered trader (market maker). NBC, NBF and its affiliates may, at present or in the future, engage in business with the ETF, the issuers of securities making up the investment portfolio of the ETF, or with the Manager or any funds sponsored by the Manager or its affiliates, including by making loans, executing brokerage transactions, entering into derivative transactions or providing advisory or agency services.

Effective June 30, 2017, Horizons Management acquired the minority interest of AlphaPro owned by an affiliate of NBC and as a result, became the sole shareholder of AlphaPro. Accordingly, NBC and NBF are no longer considered affiliates or related parties of Horizons Management and, prior to the Amalgamation, AlphaPro.

Brokerage commissions paid on securities transactions may include amounts paid to related parties of the Manager for brokerage services provided to the ETF.

Research and system usage related services received in return for commissions generated with specific dealers are generally referred to as soft dollars.

Total brokerage commissions paid to dealers in connection with investment portfolio transactions, soft dollar transactions incurred and amounts paid to related parties of the Manager for the years ended December 31, 2018 and 2017, were as follow:

Year Ended	Brokerage Commissions Paid	Soft Dollar Transactions	Amount Paid to Related Parties
December 31, 2018	\$4,247	\$nil	\$nil
December 31, 2017	\$5,785	\$nil	\$2,862

In addition to the information contained in the table above, the management fees paid to the Manager described in note 9 are related party transactions, as the Manager is considered to be a related party to the ETF. Fees paid to the Independent Review Committee are also considered to be related party transactions. Both the management fees and fees paid to the Independent Review Committee are disclosed in the statements of comprehensive income. The management fees payable by the ETF as at December 31, 2018 and 2017, are disclosed in the statements of financial position.

The ETF may invest in other ETFs managed by the Manager or its affiliates, in accordance with the ETF’s investment objectives and strategies. Such investments, if any, are disclosed in the schedule of investments.

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

11. INCOME TAX

The ETF has qualified as a mutual fund trust under the *Income Tax Act* (Canada) (the “Tax Act”) and accordingly, is not taxed on the portion of taxable income that is paid or allocated to unitholders. As well, tax refunds (based on redemptions and realized and unrealized gains during the year) may be available that would make it possible to retain some net capital gains in the ETF without incurring any income taxes.

12. TAX LOSSES CARRIED FORWARD

Capital losses for income tax purposes may be carried forward indefinitely and applied against capital gains realized in future years. Non-capital losses carried forwards may be applied against future years’ taxable income. Non-capital losses that are realized in the current taxation year may be carried forward for 20 years. As at December 31, 2018, the ETF had net capital losses and/or non-capital losses, with the year of expiry of the non-capital losses as follows:

Net Capital Losses	Non-Capital Losses	Year of Expiry of the Non-Capital Losses
\$152,084	–	–

13. OFFSETTING OF FINANCIAL INSTRUMENTS

In the normal course of business, the ETF may enter into various master netting arrangements or other similar agreements that do not meet the criteria for offsetting in the statements of financial position but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or termination of the contracts. As at December 31, 2018 and 2017, the ETF did not have any financial instruments eligible for offsetting.

14. INTERESTS IN SUBSIDIARIES, ASSOCIATES AND UNCONSOLIDATED STRUCTURED ENTITIES

The ETF may invest in units of other ETFs as part of its investment strategies (“Investee ETF(s)”). The nature and purpose of these Investee ETFs generally, is to manage assets on behalf of third party investors in accordance with their investment objectives, and are financed through the issue of units to investors.

In determining whether the ETF has control or significant influence over an Investee ETF, the ETF assesses voting rights, the exposure to variable returns, and its ability to use the voting rights to affect the amount of the returns. In instances where the ETF has control over an Investee ETF, the ETF qualifies as an investment entity under IFRS 10 - *Consolidated Financial Statements*, and therefore accounts for investments it controls at fair value through profit and loss. The ETF’s primary purpose is defined by its investment objectives and uses the investment strategies available to it as defined in the ETF’s prospectus to meet those objectives. The ETF also measures and evaluates the performance of any Investee ETFs on a fair value basis.

Investee ETFs over which the ETF has control or significant influence are categorized as subsidiaries and associates, respectively. All other Investee ETFs are categorized as unconsolidated structured entities. Investee ETFs may be managed by the Manager, its affiliates, or by third-party managers.

Investments in Investee ETFs are susceptible to market price risk arising from uncertainty about future values of those Investee ETFs. The maximum exposure to loss from interests in Investee ETFs is equal to the total fair value of the investment in those respective Investee ETFs at any given point in time. The fair value of Investee ETFs, if any, are disclosed in

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

investments in the statements of financial position and listed in the schedule of investments. As at December 31, 2018 and 2017, the ETF had no exposure to subsidiaries, associates or unconsolidated structured entities.

15. COMPARATIVE FINANCIAL STATEMENTS

Certain information in the comparative financial statements and/or notes to the financial statements for 2017 has been reclassified to conform to the financial statement presentation adopted for 2018.

Manager
Horizons ETFs Management (Canada) Inc.
55 University Avenue, Suite 800
Toronto, Ontario
M5J 2H7
Tel: 416-933-5745
Fax: 416-777-5181
Toll Free: 1-866-641-5739
info@horizonsetfs.com
www.horizonsetfs.com

Auditors
KPMG LLP
Bay Adelaide Centre
333 Bay Street, Suite 4600
Toronto, Ontario
M5H 2S5

Custodian
CIBC Mellon Trust Company
1 York Street, Suite 900
Toronto, Ontario
M5J 0B6

Registrar and Transfer Agent
TSX Trust Company
100 Adelaide Street West, Suite 301
Toronto, Ontario
M5H 4H1

Innovation is our capital. Make it yours.

Horizons Exchange Traded Funds | 55 University Avenue, Suite 800 | Toronto, Ontario, M5J 2H7
T 416 933 5745 | TF 1 866 641 5739 | w horizonsetfs.com



HORIZONS
EXCHANGE TRADED FUNDS

ACTIVE * BENCHMARK * BETAPRO

MIRAE ASSET
Building on principles