



Horizons Canadian Midstream Oil & Gas Index ETF
(HOG:TSX)



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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

INDEPENDENT AUDITORS' REPORT

FINANCIAL STATEMENTS

Statements of Financial Position	15
Statements of Comprehensive Income	16
Statements of Changes in Financial Position	17
Statements of Cash Flows	18
Schedule of Investments	19
Notes to Financial Statements	20

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 in 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 Canadian Midstream Oil & Gas Index ETF (“HOG” 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 investment fund’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, Ontario, M5J 2H7, 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 Strategy

HOG seeks to replicate, to the extent possible, the performance of the Solactive Canadian Midstream Oil & Gas Index (the “Underlying Index”, Bloomberg ticker: SOLCOGTR), net of expenses. The Underlying Index is designed to provide exposure to equity securities of certain Canadian oil and gas companies who are involved the transportation, storage, and wholesale marketing of crude oil, natural gas and other refined petroleum products.

To achieve the ETF’s investment objective, the ETF invests and holds the equity securities of the constituent issuers of the Underlying Index (the “Constituent Issuers”) in substantially the same proportion as the Underlying Index.

The Underlying Index is ordinarily rebalanced on a quarterly basis at the close of trading on the third Friday in each of March, June, September and December (each a “Rebalancing Date”). The Constituent Issuers of the Underlying Index will be weighted equally on each Rebalancing Date. The ETF is fully invested in or exposed to the Underlying Index at all times.

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.

Management Discussion of Fund Performance (continued)

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 calling Horizons ETFs Management (Canada) Inc. directly via the contact information on the back page of this document.

- Stock market risk
- Specific issuer risk
- Sector concentration risk
- Geographic risk
- Foreign securities risk
- Small and mid-capitalization risk
- Foreign stock exchange risk
- Income trust investment risk
- Underlying Index risk
- Passive index risk
- Index replication risk
- Regulatory risk
- Reliance on historical data risk
- Liquidity risk
- Corresponding net asset value risk
- Risk that units will trade at prices other than net asset value per unit
- Designated broker/dealer risk
- Cease trading of securities risk
- Exchange risk
- Early closing risk
- No assurance of meeting investment objectives
- Tax related risks
- Risks relating to tax changes
- Securities lending, repurchase and reverse repurchase transaction risk
- Liability of unitholders
- Reliance on key personnel

Results of Operations

For the year ended December 31, 2018, units of the ETF returned -12.06%, when including distributions paid to unitholders. This compares to a return of -11.52% for the Underlying Index for the same period. For the year, 1-month crude oil futures contracts ("Oil Futures") returned -38.76%. The difference in performance between the ETF and the Underlying Index is due to expenses payable by the ETF, which include management fees plus applicable sales taxes, as well as the potential for tracking error arising from the physical index replication risk detailed in the ETF's prospectus.

The rebound in the price of Oil Futures that began in early 2016 continued pretty much unabated until the beginning of October 2018. Beginning the year at U.S.\$60.42 per barrel of West Texas Intermediate crude oil (/BBI), Oil Futures traded in a fairly steady upward trend, reaching a high for the year of U.S.\$76.41/BBI on October 3, 2018, up 26.46% from the beginning of the year. The continued commitment by the Organization of the Petroleum Exporting Countries ("OPEC") to manage its production quotas, accelerating demand for crude oil, and the withdrawal of the U.S. from the Iran nuclear deal threatening Iran's ability to sell its oil all helped to underpin the strength in Oil Futures during this period.

Management Discussion of Fund Performance (continued)

The fourth quarter of 2018 was a vastly different story. From October 3, Oil Futures fell an incredible 44.34% to hit a low for the year of U.S.\$42.53/Bbl on December 24, 2018. The price rebounded modestly in the last week of the year to close December 31, 2018 at U.S.\$45.41/Bbl. This collapse in Oil Futures was driven by several factors; chief amongst them was the ongoing trade war between the U.S. and China. As a result of the trade battle, China stopped importing U.S. oil. In addition, the anticipated sanctions against Iranian oil exports that had underpinned a good deal of the move higher in the price Oil Futures were waived at the last moment. Compounding this extra supply was the fact that Saudi Arabia had already increased oil production to offset the expected Iranian shortfall. To top it all off, economists began reducing their global economic growth forecasts, suggesting that the drop in Oil Futures may be as much a decreasing demand story as it is an abundance of supply story.

The Underlying Index measures the performance of a selection of Canadian midstream oil and gas companies listed on the Toronto Stock Exchange. This includes companies engaged in oil and gas storage, transportation, marketing and refining. The constituents of the Underlying Index are equal weighted. For the year ended December 31, 2018, the top performers in the Underlying Index were Parkland Fuel Corp., Enerflex Ltd. and Gibson Energy Inc., returning 31.62%, 4.17% and 2.75%, respectively. The worst performers in the Underlying Index for the year were AltaGas Ltd., ZCL Composites Inc. and ShawCor Ltd., returning -51.43%, -43.89% and -39.53%, respectively.

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 midstream Canadian energy sector 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 more detailed information.

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 (\$1,110,314). This compares to (\$113,215) for the year ended December 31, 2017. The ETF incurred management, operating and transaction expenses of \$142,011 (2017 – \$142,426) of which \$78,906 (2017 – \$78,761) 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 \$424,661 to unitholders during the year (2017 – \$348,618).

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 have been no recent market developments of particular note, aside from the normal fluctuations of the markets, that are expected to have an undue influence on the portfolio of the ETF when compared to its benchmark.

Management Discussion of Fund Performance (continued)**Related Party Transactions**

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

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.

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.

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 since the effective start of its operations on July 14, 2014. This information is derived from the ETF's audited annual financial statements and the current unaudited interim 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

Year ⁽¹⁾	2018	2017	2016	2015	2014
Net assets, beginning of year	\$ 9.09	9.68	7.29	10.11	10.00
Increase (decrease) from operations:					
Total revenue	0.47	0.46	0.43	0.39	0.19
Total expenses	(0.06)	(0.07)	(0.06)	(0.07)	(0.03)
Realized gains (losses) for the year	0.09	0.41	(1.24)	(1.00)	0.12
Unrealized gains (losses) for the year	(1.64)	(1.00)	3.33	(1.60)	0.05
Total increase (decrease) from operations ⁽²⁾	(1.14)	(0.20)	2.46	(2.28)	0.33
Distributions:					
From dividends	(0.36)	(0.39)	(0.37)	(0.29)	(0.06)
From net realized capital gains	(0.04)	–	–	–	(0.01)
From return of capital	–	–	(0.02)	(0.03)	(0.08)
Total annual distributions ⁽³⁾	(0.40)	(0.39)	(0.39)	(0.32)	(0.15)
Net assets, end of year ⁽⁴⁾	\$ 7.62	9.09	9.68	7.29	10.11

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)	\$ 8,743	8,142	8,901	10,850	17,445
Number of units outstanding (000's)	1,147	895	919	1,489	1,725
Management expense ratio ⁽²⁾	0.64%	0.64%	0.64%	0.63%	0.62%
Management expense ratio before waivers and absorptions ⁽³⁾	1.53%	1.57%	1.53%	1.05%	1.45%
Trading expense ratio ⁽⁴⁾	0.06%	0.10%	0.06%	0.09%	0.02%
Portfolio turnover rate ⁽⁵⁾	26.50%	44.58%	30.93%	71.70%	17.04%
Net asset value per unit, end of year	\$ 7.62	9.09	9.68	7.29	10.11
Closing market price	\$ 7.62	9.09	9.68	7.24	10.12

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 as investment manager compensation, administration, 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 an 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, including, but not limited to, investment managers, counterparties, custodians, registrars, transfer agents, valuation agents, designated brokers, dealers, auditors and printers; authorizing the payment of operating expenses incurred on behalf of the ETF; ensuring the maintenance of accounting records for the ETF; preparing the reports to unitholders of the ETF 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 of the ETF 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 such ETF under applicable securities laws; administering purchases, redemptions and other transactions in units of the ETF; and dealing and communicating with unitholders of the ETFs. 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 strategy of the ETF to ensure that the ETF complies with its investment objective, 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 0.55%, plus applicable sales taxes, of the net asset value of the ETF's units, 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.

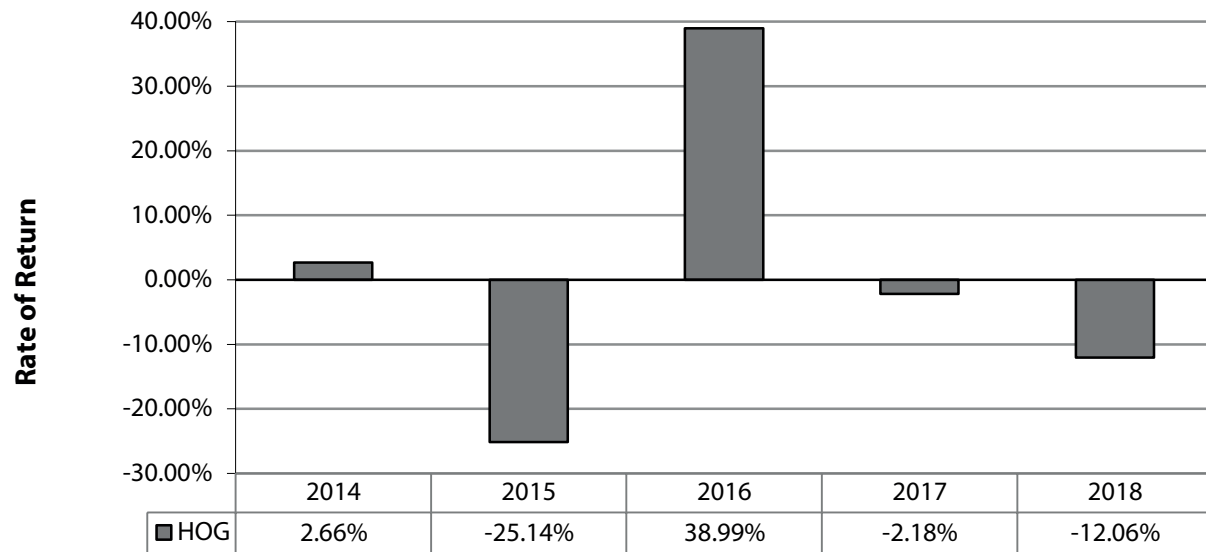
The Manager paid substantially more than 100% of the management fees it received from the ETF during the year towards marketing and promotional costs, and towards the fees associated with the managerial, portfolio management and portfolio advisory services provided to the ETF.

Past Performance

Commissions, 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 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 14, 2014.

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 compared with the ETF's applicable benchmark. 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.

	1 Year	3 Year	Since Inception
Horizons Canadian Midstream Oil & Gas Index ETF	-12.06%	6.14%	-1.87%
Solactive Canadian Midstream Oil & Gas Index	-11.52%	7.04%	-1.09%

The ETF effectively began operations on July 14, 2014.

Summary of Investment Portfolio

As at December 31, 2018

Asset Mix	Net Asset Value	% of ETF's Net Asset Value
Canadian Equities	\$ 8,810,070	100.76%
Cash and Cash Equivalents	2,443	0.03%
Other Assets less Liabilities	(69,052)	-0.79%
	\$ 8,743,461	100.00%

Sector Mix	Net Asset Value	% of ETF's Net Asset Value
Energy	\$ 8,810,070	100.76%
Cash and Cash Equivalents	2,443	0.03%
Other Assets less Liabilities	(69,052)	-0.79%
	\$ 8,743,461	100.00%

Top Holdings	% of ETF's Net Asset Value
AltaGas Ltd.	7.69%
Parkland Fuel Corp.	7.55%
Gibson Energy Inc.	7.43%
Kinder Morgan Canada Ltd.	7.30%
Enerflex Ltd.	7.24%
ShawCor Ltd.	7.21%
Tidewater Midstream and Infrastructure Ltd.	7.19%
Mullen Group Ltd.	7.19%
Enbridge Inc.	7.08%
Keyera Corp.	7.08%
Pembina Pipeline Corp.	7.04%
Inter Pipeline Ltd.	7.01%
ZCL Composites Inc.	6.94%
TransCanada Corp.	6.81%
Cash and Cash Equivalents	0.03%

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 toll free 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 Canadian Midstream Oil & Gas Index ETF (the "ETF") are the responsibility of the manager and the 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 Canadian Midstream Oil & Gas 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	\$ 2,443	\$ 40,547
Investments	8,810,070	8,145,038
Amounts receivable relating to accrued income	61,177	44,418
Total assets	8,873,690	8,230,003
Liabilities		
Accrued management fees	4,476	4,141
Accrued operating expenses	1,340	1,696
Distribution payable	124,413	82,468
Total liabilities	130,229	88,305
Total net assets (note 2)	\$ 8,743,461	\$ 8,141,698
Number of redeemable units outstanding (note 8)	1,146,873	895,418
Total net assets per unit	\$ 7.62	\$ 9.09

(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	\$ 484,638	\$ 420,159
Interest income for distribution purposes	201	–
Net realized gain on sale of investments and derivatives	91,830	369,169
Net change in unrealized depreciation of investments and derivatives	(1,686,983)	(902,543)
	(1,110,314)	(113,215)
Expenses (note 9)		
Management fees	53,398	51,129
Audit fees	6,864	6,754
Independent Review Committee fees	768	490
Custodial and fund valuation fees	29,028	25,962
Legal fees	271	804
Securityholder reporting costs	11,782	12,482
Administration fees	34,394	36,150
Transaction costs	5,487	8,654
Other expenses	19	1
	142,011	142,426
Amounts that were payable by the investment fund that were paid or absorbed by the Manager	(78,906)	(78,761)
	63,105	63,665
Decrease in net assets for the year	\$ (1,173,419)	\$ (176,880)
Decrease in net assets per unit	\$ (1.14)	\$ (0.20)

(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	\$ 8,141,698	\$ 8,900,688
Decrease in net assets	(1,173,419)	(176,880)
Redeemable unit transactions		
Proceeds from the issuance of securities of the investment fund	2,186,945	947,648
Aggregate amounts paid on redemption of securities of the investment fund	–	(1,194,045)
Securities issued on reinvestment of distributions	12,898	12,905
Distributions:		
From net investment income	(379,861)	(348,609)
From net realized capital gains	(44,800)	(9)
Total net assets at the end of the year	\$ 8,743,461	\$ 8,141,698

(See accompanying notes to financial statements)

Statements of Cash Flows

For the Years Ended December 31,

	2018	2017
Cash flows from operating activities:		
Decrease in net assets for the year	\$ (1,173,419)	\$ (176,880)
Adjustments for:		
Net realized gain on sale of investments and derivatives	(91,830)	(369,169)
Net change in unrealized depreciation of investments and derivatives	1,686,983	902,543
Purchase of investments	(3,301,148)	(3,534,630)
Proceeds from the sale of investments	2,333,942	3,778,403
Amounts receivable relating to accrued income	(16,759)	1,357
Accrued expenses	(21)	247
Net cash from (used in) operating activities	(562,252)	601,871
Cash flows from financing activities:		
Amount received from the issuance of units	893,966	727,270
Amount paid on redemptions of units	–	(958,726)
Distributions paid to unitholders	(369,818)	(339,666)
Net cash from (used in) financing activities	524,148	(571,122)
Net increase (decrease) in cash and cash equivalents during the year	(38,104)	30,749
Cash and cash equivalents at beginning of year	40,547	9,798
Cash and cash equivalents at end of year	\$ 2,443	\$ 40,547
Interest received	\$ 201	\$ –
Dividends received	\$ 467,879	\$ 421,515

Schedule of Investments

As at December 31, 2018

Security	Shares	Average Cost	Fair Value
CANADIAN EQUITIES (100.76%)			
Energy (100.76%)			
AltaGas Ltd.	48,373	\$ 1,164,881	\$ 672,385
Enbridge Inc.	14,595	717,706	618,974
Enerflex Ltd.	39,609	590,376	632,952
Gibson Energy Inc.	34,806	698,522	650,176
Inter Pipeline Ltd.	31,699	843,380	613,059
Keyera Corp.	23,978	866,168	618,872
Kinder Morgan Canada Ltd.	40,048	678,027	637,965
Mullen Group Ltd.	51,473	798,839	628,485
Parkland Fuel Corp.	18,672	512,410	659,869
Pembina Pipeline Corp.	15,202	584,015	615,833
ShawCor Ltd.	38,016	1,061,956	630,305
Tidewater Midstream and Infrastructure Ltd.	483,731	718,513	628,850
TransCanada Corp.	12,220	663,768	595,725
ZCL Composites Inc.	96,442	810,424	606,620
		<u>10,708,985</u>	<u>8,810,070</u>
TOTAL CANADIAN EQUITIES		<u>10,708,985</u>	<u>8,810,070</u>
Transaction costs		<u>(7,323)</u>	
TOTAL INVESTMENT PORTFOLIO (100.76%)		<u>\$ 10,701,662</u>	<u>\$ 8,810,070</u>
Cash and cash equivalents (0.03%)			2,443
Other assets less liabilities (-0.79%)			(69,052)
TOTAL NET ASSETS (100.00%)			<u>\$ 8,743,461</u>

(See accompanying notes to financial statements)

Notes to Financial Statements

For the Years Ended December 31, 2018 and 2017

1. REPORTING ENTITY

Horizons Canadian Midstream Oil & Gas Index ETF (“HOG” 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 14, 2014. 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 A units which trade on the Toronto Stock Exchange (“TSX”) under the symbol HOG. 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.

HOG seeks to replicate, to the extent possible, the performance of the Solactive Canadian Midstream Oil & Gas Index (the “Underlying Index”, Bloomberg ticker: SOLCOGTR), net of expenses. The Underlying Index is designed to provide exposure to equity securities of certain Canadian oil and gas companies who are involved in the transportation, storage, and wholesale marketing of crude oil, natural gas and other refined petroleum products.

Horizons ETFs Management (Canada) Inc. is the manager, investment manager and trustee of the ETF (“Horizons Management” or the “Manager” or the “Investment Manager”). The Investment Manager is responsible for implementing the ETF’s investment strategies.

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.

3. SIGNIFICANT ACCOUNTING POLICIES

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

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

(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.

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

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

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.

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.

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

(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, if any, represents the coupon interest received by the ETF accounted for on an accrual basis. Dividend income, if any, is recognized on the ex-dividend date. Distribution income from investments in other funds or ETFs, if any, 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, if any, 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 in the statements of comprehensive income represents the change in net assets attributable to holders of redeemable units from operations divided by the weighted average number of units of the ETF outstanding during the reporting year. 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 ETF by the total number of units outstanding of the ETF 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.

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

(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 by dividing the ETF's net assets attributable to holders of redeemable units by the number of units of the ETF 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 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

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

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. As at December 31, 2018 and 2017, the ETF has no 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 and other investments with less than one year to maturity 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 to which it would have interest rate risk exposure.

(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 ETF is subject to other market risks that will affect the value of its investments, including general economic and market conditions, as well as developments that impact specific economic sectors, industries or companies. The ETF will normally lose value on days when the securities comprising the Underlying Index declines. The ETF intends to remain fully invested regardless of market conditions.

For the year ended December 31, 2018, units of the ETF returned -12.06%, when including distributions paid to unitholders. This compares to a return of -11.52% for the Underlying Index for the same period. The difference in performance between the ETF and the Underlying Index is due to expenses payable by the ETF, which include management fees plus applicable sales taxes, as well as the potential for tracking error arising from the physical index replication risk detailed in the ETF's prospectus.

(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 market value of debt instruments and derivatives, includes consideration of the credit worthiness of the issuer, and accordingly, represents the maximum credit exposure of the ETF. As at December 31, 2018 and 2017, due to the nature of its portfolio investments, the ETF did not have any material credit exposure.

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

(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.

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 value:

	December 31, 2018			December 31, 2017		
	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)
Financial Assets						
Equities	8,810,070	–	–	8,145,038	–	–
Total Financial Assets	8,810,070	–	–	8,145,038	–	–
Total Financial Liabilities	–	–	–	–	–	–
Net Financial Assets & Liabilities	8,810,070	–	–	8,145,038	–	–

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 indicated. 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

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

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.

As at December 31, 2018 and 2017, the ETF was not participating in any securities lending transactions. The ETF did not earn any income from securities lending transactions for the years ended December 31, 2018 and 2017.

8. REDEEMABLE UNITS

The ETF is authorized to issue an unlimited number of redeemable, transferable Class A 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.

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.

The ETF is required to distribute all of its income (including net realized capital gains) that it has earned in the year to such an extent that the ETF will not be liable for ordinary income tax thereon. It is anticipated that the ETF will make distributions to its unitholders on a quarterly basis. Such distributions will be paid in cash, unless a unitholder is participating in the ETF's distribution reinvestment plan. Under the distribution reinvestment plan, the amount actually distributed by the ETF will be paid as a "reinvested distribution", whereby the cash distributions will be used to acquire additional units of the ETF to be credited to the account of the unitholder. Distributions paid to holders of redeemable units, if any, 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.

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

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	895,418	251,455	–	1,146,873	1,030,302
2017	919,081	101,337	(125,000)	895,418	904,827

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, including, but not limited to, investment managers, counterparties, custodians, registrars, transfer agents, valuation agents, designated brokers, dealers, auditors and printers; authorizing the payment of operating expenses incurred on behalf of the ETF; ensuring the maintenance of accounting records for the ETF; preparing the reports to unitholders of the ETF 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 of the ETF 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 such ETF under applicable securities laws; administering purchases, redemptions and other transactions in units of the ETF; and dealing and communicating with unitholders of the ETFs. 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 strategy of the ETF to ensure that the ETF complies with its investment objective, 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 0.55%, plus applicable sales taxes, of the net asset value of the ETF's units, 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.

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; 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.

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

10. BROKER COMMISSIONS, SOFT DOLLARS AND RELATED PARTY TRANSACTIONS

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 follows:

Year Ended	Brokerage Commissions Paid	Soft Dollar Transactions	Amount Paid to Related Parties
December 31, 2018	\$4,769	\$nil	\$nil
December 31, 2017	\$nil	\$nil	\$nil

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.

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
\$653,633	–	–

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

Notes to Financial Statements (continued)

For the Years Ended December 31, 2018 and 2017

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. 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



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