



# Horizons Seasonal Rotation ETF (HAC:TSX)



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## Letter from the President and Co-CEO

The first half of 2018 has been remarkable for both the Canadian ETF industry and Horizons ETFs Management (Canada) Inc. (“Horizons ETFs”). The industry reached new heights, surpassing \$156 billion in assets under management (“AUM”), as at June 30, 2018. Horizons ETFs reached a new pinnacle as well, surpassing more than \$10 billion in AUM as at the same date. In addition, we have added two new, innovative ETFs so far this year, giving us a total of 80 different investment tools available for our clients.

In February, we brought to market our second marijuana-focused ETF – the Horizons Emerging Marijuana Growers Index ETF (“HMJR”). HMJR is the first ETF in Canada to give investors direct exposure to blossoming small-cap marijuana cultivation and distribution companies. HMJR provides direct, often referred to as ‘pure-play’, global exposure to the sector, by focusing on the smaller, emerging producers. Our first marijuana ETF – the Horizons Marijuana Life Sciences Index ETF (“HMMJ”) – gives investors broad diversified exposure to the North American marijuana sector.

Speaking of HMMJ, futures on units of this ETF began trading on the Montreal Exchange in June. We view this listing as recognition by the Canadian investor marketplace that HMMJ is a key benchmark for marijuana investing in Canada.

In June, we launched yet another highly innovative ETF – the Horizons Blockchain Technology & Hardware Index ETF (“BKCH”). BKCH provides investors with diversified exposure to companies involved in the new, disruptive technology frontier: blockchain – a shareable digital ledger that logs and tracks valuable information such as transactions or assets, offering virtually endless applications. BKCH provides a diversified way to invest in the blockchain ecosystem and infrastructure without taking on a lot of the risks of buying unknown, early stage technology companies.

Regardless of market conditions, our extensive suite of ETFs gives investors the tools they need to help meet their financial objectives. For more information on all our strategies, please visit [www.HorizonsETFs.com](http://www.HorizonsETFs.com) where we offer a range of resources designed to inform and educate ETF investors.

Thank you for your continued support.

Sincerely,



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

P.S. On a personal note, I would like to extend my sincere appreciation to the fantastic team of professionals I work with at Horizons ETFs. They played a vital role in helping me win ‘CEO of the Year’ at the 2018 Wealth Professional Awards.

## MANAGEMENT REPORT OF FUND PERFORMANCE

This interim management report of fund performance for Horizons Seasonal Rotation ETF (“HAC” or the “ETF”) contains financial highlights and is included with the unaudited interim 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](http://www.horizonsetfs.com) or SEDAR at [www.sedar.com](http://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, and 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 HAC is to seek to provide long term capital appreciation in all market cycles by tactically allocating its exposure amongst equities, fixed income, commodities and currencies during periods that have historically demonstrated seasonal trends.

HAC invests primarily in exchange-traded funds and/or exchange-traded notes (together “Exchange Traded Products”) and futures contracts to gain exposure to the performance of major North American markets (“Broad Markets”) or specific commodity, currency, fixed-income or equity sectors located anywhere in the world (“Sector Markets”) that at various times of the year have historically performed favourably.

During historically favourable periods of the year that a given Broad Market has produced higher rates of return and/or a higher frequency of positive performance compared with other periods of the year, HAC may allocate some or all of its exposure to Broad Markets.

During historically favourable periods of the year that one or more Sector Markets have produced higher rates of return and/or have a higher frequency of positive performance compared with Broad Markets over the same period, HAC may allocate some of its exposure to those Sector Markets.

## Management Discussion of Fund Performance (continued)

During periods of the year when Broad Markets have historically underperformed when compared with Broad Markets during other periods of the year, HAC may allocate some of its portfolio to cash, cash equivalents or Exchange Traded Products that provide inverse exposure (including inverse leveraged exposure) to Broad Markets or one or more Sector Markets.

In order to implement these investment strategies, the ETF's investment manager may employ investment techniques that include: (a) investing directly in securities, often referred to as a "long position"; (b) taking a position in security whereby HAC will agree with another party to deliver that security to that party at a future date and future price, often referred to as a "short position"; and (c) take a long position and a short position in different securities or financial instruments that, in the opinion of the ETF's investment manager, reflect Broad Markets or Sector Markets that are traditionally inversely or directly correlated, often referred to as a "pair trade".

At times, HAC seeks to profit from short-term strategic opportunities with long or short exposure to Broad Markets or Sector Markets. At any time, HAC may have a significant amount of its portfolio in fixed-income securities, cash or cash equivalents in order to react to market conditions and/or preserve capital.

While HAC may seek to achieve its investment objective and implement these investment strategies by investing primarily in Exchange Traded Products that provide exposure to Broad Markets, Sector Markets, and fixed income securities, HAC may seek exposure by investing directly or by employing indirect alternatives that are consistent with HAC's investment objectives. Any investment in futures contracts for non-hedging purposes, including commodity futures by HAC is subject to investment restrictions which ensure that HAC holds cash cover in an amount that, together with margin on account for the futures contract and the market value of the futures contract is not less than, on a daily mark to market basis, the underlying market exposure of the commodity future.

Please refer to the most recent prospectus for a complete explanation of HAC's investment restrictions.

### 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: low to 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 blend of the historical rolling 3-year and 5-year standard deviations of its return (or, generally, commencing with prospectus renewals after September 1, 2017, a rolling 10-year standard deviation), the return of an underlying index, or of an applicable proxy index. 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](http://www.horizonsetfs.com) or from [www.sedar.com](http://www.sedar.com), or by contacting Horizons ETFs Management (Canada) Inc. directly via the contact information on the back page of this document.

## Management Discussion of Fund Performance (continued)

- Stock market risk
  - Equity risk
  - Interest rate risk
  - Commodity risk
  - Market and market volatility risk
  - Aggressive investment technique risk
  - Short selling risk
  - Leverage risk
  - No assurance of meeting investment objective
  - Reliance on key personnel
  - Reliance on historical data risk
  - Foreign currency risk
  - Hedging risk
  - Risks relating to use of derivatives
  - Liquidity risk
  - Commodity market risk
- Credit risk
  - Foreign security and exchange risk
  - Risk relating to the failure of futures commission merchant
  - Exchange traded products risk
  - Leveraged ETFs risk
  - Securities lending risk/repurchase and reverse repurchase transaction risk
  - Regulatory risk
  - Exchange risk
  - Tax risk
  - Early closing risk
  - Price limit risk
  - Corresponding net asset value risk
  - Cease trading of securities risk
  - Designated broker/dealer risk
  - Risk of loss of limited liability of unitholders

### Results of Operations

For the six-month period ended June 30, 2018, units of the ETF returned 4.14%. This compares to the S&P/TSX Composite Index™ (the “TSX”) and the S&P 500® (the “S&P 500”) which returned 1.95% and 2.65%, respectively, for the same period, both on a total return basis in local currency terms.

The S&P/TSX Composite Index™ contains stocks of the largest companies listed on the Toronto Stock Exchange captured by market capitalization. The listed companies in this index account for approximately 70% of market capitalization for all Canadian-based companies listed on the Toronto Stock Exchange.

The S&P 500® is widely regarded as the best single gauge of large-cap U.S. equities. The index includes 500 leading companies and captures approximately 80% coverage of available U.S. market capitalization.

### General Market Review

For most of January 2018, the S&P 500 rallied, anticipating a stimulative effect on the economy and stocks from the U.S. tax reform plan. Towards the end of the month, the S&P 500 started to correct as investors began to question if stocks had moved up too far, too fast. That correction continued into February as investors became increasingly concerned of the prospect of trade wars, higher inflation rates and tightening monetary policy by the U.S. Federal Reserve (the “Fed”). The S&P 500 did manage to rally in the later part of February, but once again corrected in March. Despite stronger-than-expected first quarter earnings, the S&P 500 was only able to produce a nominal gain in April. As trade concerns waxed and waned, investors became more comfortable with corporate profit growth pushing the stock market higher. As a result, the S&P 500 rallied in May. June was dominated by geopolitical issues and the possibility of U.S. trade wars with its trading partners and as a result, volatility generally increased.



## Management Discussion of Fund Performance (continued)

In the first quarter of 2018, the Canadian stock market lagged the U.S. While the U.S. market was getting a boost from the aforementioned tax reform package, investors shied away from the Canadian market because of the possible negative impacts of the North American Free Trade Agreement (NAFTA) discussions failing to produce an agreement. In March, the TSX started to outperform the S&P 500 as the Canadian energy sector benefitted from an increase in the worldwide price of oil and, more specifically, the price of Western Canadian Select oil. Over the first half of 2018, investors became less sensitive to the possible outcomes from the NAFTA discussions, as it became evident that the negotiations could drag on for an extended period. Although the Canadian stock market has shown improved performance relative to the U.S. market since March, the TSX still underperformed the S&P 500 over the first half of 2018.

### **Portfolio Review**

In the first part of 2018, the ETF held positions that are typically strong at the start of the year, such as small-cap stocks, industrials and the U.S. financial sector. An investment in the energy sector, which typically has a seasonally strong period from February 25 to May 9, supported the ETF's positive performance.

In addition, the ETF held a greater percentage of U.S. equities versus Canadian equities in the first quarter of 2018. The skew towards U.S. securities proved to be beneficial as the S&P 500 outperformed the TSX in the first quarter. Based upon seasonal trends and technical strength, the ETF adjusted its position to be overweight Canadian equities relative to U.S. equities in the latter part of March and April. This reversal, favouring Canadian equities, also proved to be beneficial as the TSX outperformed the S&P 500 during this time.

The six-month unfavourable period for stocks typically lasts from May 6 until October 27. On average, over the long-term, this six-month period has underperformed the other six months of the year. The ETF reduced its equity position at the beginning of May, but still maintained exposure into the beginning part of the unfavourable six-month period as both Canadian and U.S. equities were showing positive momentum at the time. Later in the month, as the S&P 500 and the TSX started to show technical weakness, the ETF substantially reduced its equity exposure.

During the first six months of 2018, the ETF adjusted its relative exposure to the U.S. dollar based upon seasonal trends and equities. The ETF benefited from the U.S. dollar gaining against the Canadian dollar in the first part of the year and also in the period from May to June. In May, the ETF entered into bond investments in both the U.S. and Canada. U.S. government bonds historically have a strong seasonal period from May 6 until October 3, and have so far performed well in their seasonal period.

### **Outlook**

The second half of 2018 will probably prove to be challenging as international trade tensions persist. In addition, the U.S. has a mid-term election in November. Investors do not like uncertainty and as a result, the election could provide some volatility in the stock markets. At the current time, both the U.S. and Canadian economies appear to be on solid footing, but with the central banks increasing their respective interest rates, it is possible that higher borrowing costs could impinge on both consumer and corporate spending. The result could lower corporate profits and affect stock prices negatively.

Historically, August and September have been the two worst-performing contiguous months of the year since 1950. The stock market tends to be susceptible to corrections in these two months. Given the relatively high valuation of the stock market, with the S&P 500 sporting a relatively high estimated forward price-to-earnings (P/E) ratio of 17.4, any negative catalysts could spark a correction in the stock market. A large down-draft towards the end of September could present a good opportunity to increase equity exposure. In addition, October has, on average, been one of the more volatile months of the year and could present a good opportunity to increase equity exposure ahead of the historically favorable six-month period for stocks that starts on October 28.

## Management Discussion of Fund Performance *(continued)*

Government bonds are expected to perform well in their seasonal period which lasts from May 6 until October 3. Currently, the Fed and the Bank of Canada are expected to continue to raise interest rates in 2018 and 2019. To a large degree, the expectation of increasing central bank rates has already been incorporated into the price of government bonds. Expectations for strong economic growth are moderating, which should help support bond prices in their seasonally strong period.

Over the long-term, the stock market is typically weaker in the six-month period from early May until late October and this same period in 2018 is not expected to be an exception. Given the expectation of the Fed continuing to raise its federal funds rate, the stock market is not expected to end the year with significant gains. Incorporating seasonal trends as an investment strategy for the broad market and sectors of the market is expected to provide positive risk-adjusted returns.

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

For the six-month period ended June 30, 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 \$9,549,248. This compares to \$4,842,126 for the six-month period ended June 30, 2017. The ETF incurred management, performance, operating and transaction expenses of \$1,213,737 (2017 – \$2,077,785) of which \$22,109 (2017 – \$7,321) 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 did not make any distributions to unitholders during the period ended June 30, 2018 and 2017.

### ***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.

### ***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.



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**Management Discussion of Fund Performance** (continued)

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 11) 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 June 30, 2018, and December 31, 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 period ended June 30, 2018, the ETF did not make any payments to related parties in broker commissions on portfolio transactions. For the period ended June 30, 2017, the ETF paid \$88,771 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 current interim period and for the past five fiscal years. 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

<b>Class E</b>		<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b>Period</b> <sup>(1)</sup>							
<b>Net assets, beginning of period</b>	\$	19.13	18.21	16.66	15.13	14.30	12.72
<b>Increase from operations:</b>							
Total revenue		0.04	0.10	0.07	0.14	0.10	0.13
Total expenses		(0.11)	(0.28)	(0.40)	(0.40)	(0.28)	(0.43)
Realized gains for the period		1.02	0.80	1.72	2.28	1.24	1.59
Unrealized gains (losses) for the period		(0.16)	0.22	0.08	(0.52)	(0.26)	0.36
<b>Total increase from operations</b> <sup>(2)</sup>		0.79	0.84	1.47	1.50	0.80	1.65
<b>Distributions:</b>							
From net realized capital gains		–	(0.13)	(1.05)	(1.10)	(0.57)	(0.78)
<b>Total distributions</b> <sup>(3)</sup>		–	(0.13)	(1.05)	(1.10)	(0.57)	(0.78)
<b>Net assets, end of period</b> <sup>(4)</sup>	\$	19.92	19.13	18.21	16.66	15.13	14.30

**Financial Highlights** (continued)

<b>Advisor Class</b> <b>Period</b> <sup>(1)</sup>		<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b>Net assets, beginning of period</b>	\$	–	17.69	16.29	14.88	14.14	12.58
<b>Increase from operations:</b>							
Total revenue		–	0.01	0.07	0.14	0.10	0.13
Total expenses		–	(0.18)	(0.49)	(0.50)	(0.36)	(0.43)
Realized gains for the period		–	0.38	1.67	2.23	1.23	1.57
Unrealized gains (losses) for the period		–	0.33	0.10	(0.46)	(0.21)	0.25
<b>Total increase from operations</b> <sup>(2)</sup>		–	0.54	1.35	1.41	0.76	1.52
<b>Distributions:</b>							
From net realized capital gains		–	–	(0.87)	(0.95)	(0.44)	(0.68)
<b>Total distributions</b> <sup>(3)</sup>		–	–	(0.87)	(0.95)	(0.44)	(0.68)
<b>Net assets, end of period</b> <sup>(4)</sup>	\$	–	18.18	17.69	16.29	14.88	14.14

1. This information is derived from the ETF's unaudited interim financial statements as at June 30, 2018, and the audited annual financial statements as at December 31 of the years shown. Advisor Class information for 2017 is presented as at the termination date of those units on April 28, 2017. Class E units and Advisor Class units of the ETF effectively began operations on November 20, 2009 and October 26, 2011, respectively. Information is presented in accordance with IFRS.
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. The characteristics of distributions, if any, are determined subsequent to the end of the ETF's tax year. Until such time, distributions are classified as from net investment income (excluding dividends) for reporting purposes.
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**

<b>Class E</b>							
<b>Period</b> <sup>(1)</sup>		<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
Total net asset value (000's)	\$	206,844	206,754	190,363	148,300	105,179	121,924
Number of units outstanding (000's)		10,384	10,809	10,455	8,900	6,950	8,525
Management expense ratio <sup>(2)(5)</sup>		1.22%	1.53%	2.32%	2.48%	1.57%	2.64%
Management expense ratio excluding performance fees <sup>(2)</sup>		1.12%	1.11%	1.10%	1.26%	1.22%	1.21%
Management expense ratio excluding performance fees and security borrowing costs		1.11%	1.08%	1.08%	1.16%	1.20%	1.14%
Management expense ratio excluding performance fees, security borrowing costs and proportion of expenses from underlying investment funds		0.89%	0.89%	0.89%	0.91%	0.92%	0.94%
Management expense ratio before waivers and absorptions <sup>(3)</sup>		1.25%	1.53%	2.32%	2.48%	1.57%	2.64%
Trading expense ratio <sup>(4)(5)</sup>		0.22%	0.20%	0.24%	0.25%	0.69%	0.63%
Trading expense ratio excluding proportion of costs from underlying investment funds		0.13%	0.11%	0.14%	0.14%	0.57%	0.60%
Portfolio turnover rate <sup>(6)</sup>		332.74%	645.60%	879.74%	874.25%	1,350.69%	1,286.86%
Net asset value per unit, end of period	\$	19.92	19.13	18.21	16.66	15.13	14.30
Closing market price	\$	19.93	19.15	18.18	16.65	15.18	14.30

**Financial Highlights** (continued)

<b>Advisor Class</b>		<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b>Period</b> <sup>(1)</sup>							
Total net asset value (000's)	\$	–	9,278	10,525	8,960	7,812	8,132
Number of units outstanding (000's)		–	510	595	550	525	575
Management expense ratio <sup>(2)(5)</sup>		–	3.08%	2.92%	3.14%	2.13%	2.70%
Management expense ratio excluding performance fees <sup>(2)</sup>		–	1.88%	1.93%	2.07%	2.04%	1.98%
Management expense ratio excluding performance fees and security borrowing costs		–	1.84%	1.91%	1.96%	2.02%	1.92%
Management expense ratio excluding performance fees, security borrowing costs and proportion of expenses from underlying investment funds		–	1.69%	1.73%	1.72%	1.74%	1.72%
Management expense ratio before waivers and absorptions <sup>(3)</sup>		–	3.08%	2.92%	3.14%	2.14%	2.70%
Trading expense ratio <sup>(4)(5)</sup>		–	0.20%	0.24%	0.25%	0.69%	0.63%
Trading expense ratio excluding proportion of costs from underlying investment funds		–	0.11%	0.14%	0.14%	0.57%	0.60%
Portfolio turnover rate <sup>(6)</sup>		–	645.60%	879.74%	874.25%	1,350.69%	1,286.86%
Net asset value per unit, end of period	\$	–	18.18	17.69	16.29	14.88	14.14
Closing market price	\$	–	18.18	17.66	16.24	14.94	14.12

1. The information for Class E units is provided as at June 30, 2018, and December 31 of the other years shown. Advisor Class information is presented as at the termination date of those units on April 28, 2017, and December 31 of the other years shown. Information is presented in accordance with IFRS.
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 period. 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 period.
5. The ETF's management expense ratio (MER) and trading expense ratio (TER) include an estimated proportion of the MER and TER for any underlying investment funds held in the ETF's portfolio during the period.
6. 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 0.75%, plus applicable sales taxes, of the net asset value of the ETF's Class E 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.

Up until the termination of the ETF's Advisor Class units on April 28, 2017, the ETF also received a monthly management fee at the annual rate of 1.50%, plus applicable sales taxes, of the net asset value of the ETF's Advisor Class units, calculated and accrued daily and payable monthly in arrears. In addition, up until the termination of the Advisor Class units, the Manager, and not the ETF, paid to registered dealers a service fee equal to 0.75% per year of the net asset value of Advisor Class units held by clients of the registered dealer. No service fees are paid to registered dealers in respect of Class E units.

The table below details, in percentage terms, the services received by the ETF from the Manager in consideration of the management fees paid during the period.

<b>Marketing</b>	<b>Portfolio management fees, general administrative costs and profit</b>	<b>Waived/absorbed expenses of the ETF</b>
6%	91%	3%

**Performance fees**

The ETF will pay to the Manager a performance fee (the "Performance Fee"), if any, equal to 20% of the amount by which the performance of the ETF at any date on which the fee is payable (i) exceeds the High Water Mark (as defined in the ETF's prospectus) and (ii) is greater than an annualized return of five percent (5%). The Performance Fee will be determined in accordance with the definitions and the formula outlined in the prospectus and shall be calculated and accrued daily on each class of units.

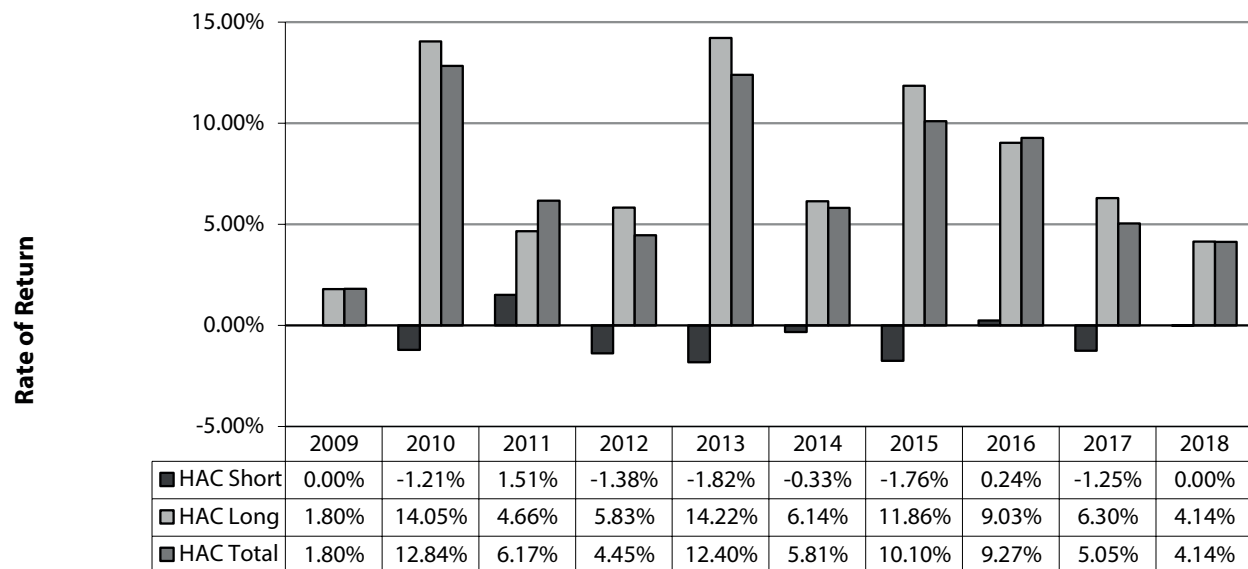
The Performance Fee shall be calculated and accrued daily and shall be payable at least quarterly in arrears on dates determined by the Manager, together with applicable taxes. The ETF accrued \$107,152 in performance fees for the period ended June 30, 2018 (2017 – \$922,889), and is disclosed in the statements of comprehensive income. Of this total, performance fees payable to the Manager as at June 30, 2018, were \$107,152 (December 31, 2017 - \$nil) and is included in accrued operating expenses on the statements of financial position, where applicable.

## Past Performance

Commissions, trailing commissions, management fees and expenses 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 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. 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 November 20, 2009. Former Advisor Class unitholders had their units converted to Class E units of the ETF at the close of business on April 28, 2017. Assuming the former Advisor Class unitholders continue to hold the Class E units they received as part of the conversion, the returns those unitholders would have experienced for the periods disclosed above would have been substantially similar to those of the Class E unitholders, when adjusted for the differences in the expenses of the ETF paid by each class.



## Summary of Investment Portfolio

As at June 30, 2018

<b>Asset Mix</b>	<b>Net Asset Value</b>	<b>% of ETF's Net Asset Value</b>
U.S. Equities	\$ 153,353,440	74.14%
U.S. Fixed Income Securities	20,672,608	9.99%
Canadian Equities	10,966,000	5.30%
Commodity ETFs	10,030,300	4.85%
Canadian Fixed Income Securities	8,258,250	3.99%
Currency Forward Hedge*	114,468	0.06%
Cash and Cash Equivalents	3,638,464	1.76%
Other Assets less Liabilities	(189,719)	-0.09%
	<b>\$ 206,843,811</b>	<b>100.00%</b>

<b>Sector Mix</b>	<b>Net Asset Value</b>	<b>% of ETF's Net Asset Value</b>
U.S. Broad Equity	\$ 123,272,342	59.60%
Consumer Staples	30,942,698	14.96%
U.S. Broad Fixed Income	20,672,608	9.99%
Health Care	10,104,400	4.88%
Materials	10,030,300	4.85%
Canadian Broad Fixed Income	8,258,250	3.99%
Currency Forward Hedge*	114,468	0.06%
Cash and Cash Equivalents	3,638,464	1.76%
Other Assets less Liabilities	(189,719)	-0.09%
	<b>\$ 206,843,811</b>	<b>100.00%</b>

\*Positions in forward contracts are disclosed as the gain/(loss) that would be realized if the contracts were closed out on the date of this report.

**Summary of Investment Portfolio** (continued)

As at June 30, 2018

<b>Top Holdings</b>	<b>% of ETF's Net Asset Value</b>
Horizons S&P 500® Index ETF	59.60%
Horizons Active US Floating Rate Bond (USD) ETF	9.99%
Consumer Staples Select Sector SPDR® Fund	9.66%
iShare S&P/TSX Capped Consumer Staples Index ETF	5.30%
iShares Nasdaq Biotechnology ETF	4.88%
Horizons Gold ETF	4.85%
Horizons Active Floating Rate Bond ETF	3.99%
Cash and Cash Equivalents	1.76%

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, by writing to us at 55 University Avenue, Suite 800, Toronto, Ontario, M5J 2H7, by visiting our website at [www.horizonsetfs.com](http://www.horizonsetfs.com) or through SEDAR at [www.sedar.com](http://www.sedar.com).

### MANAGER'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited interim financial statements of Horizons Seasonal Rotation 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 judgments.

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.



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



\_\_\_\_\_  
Taeyong Lee  
Director  
Horizons ETFs Management (Canada) Inc.

### NOTICE TO UNITHOLDERS

#### **The Auditors of the ETF have not reviewed these Financial Statements.**

Horizons ETFs Management (Canada) Inc., the Manager of the ETF, appoints an independent auditor to audit the ETF's annual financial statements.

The ETF's independent auditors have not performed a review of these interim financial statements in accordance with Canadian generally accepted auditing standards.

**Statements of Financial Position** (unaudited)

As at June 30, 2018 and December 31, 2017

	2018	2017
<b>Assets</b>		
Cash and cash equivalents	\$ 3,638,464	\$ 3,786,571
Investments	203,280,598	201,013,292
Amounts receivable relating to accrued income	67,994	110,321
Amounts receivable relating to portfolio assets sold	–	13,157,880
Derivative assets (note 3)	1,141,793	2,409,548
<b>Total assets</b>	<b>208,128,849</b>	<b>220,477,612</b>
<b>Liabilities</b>		
Accrued management fees	138,669	144,186
Accrued operating expenses	119,044	7,411
Amounts payable for portfolio assets purchased	–	13,300,875
Derivative liabilities (note 3)	1,027,325	270,652
<b>Total liabilities</b>	<b>1,285,038</b>	<b>13,723,124</b>
<b>Total net assets (note 2)</b>	<b>\$ 206,843,811</b>	<b>\$ 206,754,488</b>
Number of redeemable units outstanding, Class E (note 8)	10,383,883	10,808,883
Total net assets per unit, Class E	\$ 19.92	\$ 19.13

(See accompanying notes to financial statements)

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



Steven J. Hawkins



Taeyong Lee

**Statements of Comprehensive Income** (unaudited)

For the Periods Ended June 30,

	<b>2018</b>	<b>2017</b>
<b>Income</b>		
Dividend income	\$ 232,539	\$ 248,977
Interest income for distribution purposes	179,608	56,842
Securities lending income (note 7)	32,818	20,494
Net realized gain on sale of investments and derivatives	10,734,570	5,400,724
Net realized gain (loss) on foreign exchange	74,074	(729,671)
Net change in unrealized depreciation of investments and derivatives	(1,699,536)	(435,059)
Net change in unrealized appreciation (depreciation) of foreign exchange	(4,825)	279,819
	<b>9,549,248</b>	<b>4,842,126</b>
<b>Expenses</b>		
Management fees (note 9)	837,364	915,820
Performance fees (note 9)	107,152	922,889
Audit fees	7,327	8,474
Independent Review Committee fees	389	898
Custodial fees	3,224	4,929
Legal fees	19,774	8,259
Securityholder reporting costs	27,923	37,823
Administration fees	30,190	26,848
Borrowing fees for securities sold short	4,767	33,201
Transaction costs	135,017	93,810
Withholding taxes	37,338	24,549
Other expenses	3,272	285
	<b>1,213,737</b>	<b>2,077,785</b>
Amounts that were payable by the investment fund that were paid or absorbed by the Manager	(22,109)	(7,321)
	<b>1,191,628</b>	<b>2,070,464</b>
<b>Increase in net assets for the period</b>	<b>\$ 8,357,620</b>	<b>\$ 2,771,662</b>
Increase in net assets, Class E	\$ 8,357,620	\$ 2,480,247
Increase in net assets per unit, Class E	0.79	0.22
Increase in net assets, Advisor Class	\$ –	\$ 291,415
Increase in net assets per unit, Advisor Class	–	0.54

(See accompanying notes to financial statements)

**Statements of Changes in Financial Position** (unaudited)

For the Periods Ended June 30,

	<b>2018</b>	<b>2017</b>
<b>Total net assets at the beginning of the period</b>	\$ 206,754,488	\$ 200,888,016
<b>Increase in net assets</b>	8,357,620	2,771,662
<b>Redeemable unit transactions</b>		
Proceeds from the issuance of securities of the investment fund	4,444,458	38,830,316
Aggregate amounts paid on redemption of securities of the investment fund	(12,712,755)	(15,920,286)
<b>Total net assets at the end of the period</b>	<b>\$ 206,843,811</b>	<b>\$ 226,569,708</b>
<b>Total net assets at the beginning of the period, Class E</b>	\$ 206,754,488	\$ 190,362,897
<b>Increase in net assets, Class E</b>	8,357,620	2,480,247
<b>Redeemable unit transactions</b>		
Proceeds from the issuance of securities of the investment fund	4,444,458	38,830,316
Aggregate amounts paid on redemption of securities of the investment fund	(12,712,755)	(5,103,752)
<b>Total net assets at the end of the period, Class E</b>	<b>\$ 206,843,811</b>	<b>\$ 226,569,708</b>
<b>Total net assets at the beginning of the period, Advisor Class</b>	\$ –	\$ 10,525,119
<b>Increase in net assets, Advisor Class</b>	–	291,415
<b>Redeemable unit transactions</b>		
Aggregate amounts paid on redemption of securities of the investment fund	–	(10,816,534)
<b>Total net assets at the end of the period, Advisor Class</b>	<b>\$ –</b>	<b>\$ –</b>

(See accompanying notes to financial statements)

**Statements of Cash Flows** (unaudited)

For the Periods Ended June 30,

	<b>2018</b>	<b>2017</b>
<b>Cash flows from operating activities:</b>		
Increase in net assets for the period	\$ 8,357,620	\$ 2,771,662
Adjustments for:		
Net realized gain on sale of investments and derivatives	(10,734,570)	(5,400,724)
Net realized loss on currency forward contracts	(419,661)	(5,559,924)
Net change in unrealized depreciation of investments and derivatives	1,699,536	435,059
Net change in unrealized depreciation (appreciation) of foreign exchange	4,311	(220)
Purchase of investments	(656,733,223)	(490,463,708)
Proceeds from the sale of investments	665,802,045	586,776,881
Amounts receivable relating to accrued income	42,327	(63,366)
Accrued expenses	106,116	(1,369,984)
<b>Net cash from operating activities</b>	<b>8,124,501</b>	<b>87,125,676</b>
<b>Cash flows from financing activities:</b>		
Amount received from the issuance of units	4,444,458	30,468,326
Amount paid on redemptions of units	(12,712,755)	(6,642,231)
<b>Net cash from (used in) financing activities</b>	<b>(8,268,297)</b>	<b>23,826,095</b>
<b>Net increase (decrease) in cash and cash equivalents during the period</b>	<b>(143,796)</b>	<b>110,951,771</b>
Effect of exchange rate fluctuations on cash and cash equivalents	(4,311)	220
<b>Cash and cash equivalents at beginning of period</b>	<b>3,786,571</b>	<b>7,051,112</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 3,638,464</b>	<b>\$ 118,003,103</b>
Interest received, net of withholding taxes	\$ 179,608	\$ 56,842
Dividends received, net of withholding taxes	\$ 237,528	\$ 161,063

(See accompanying notes to financial statements)



**Schedule of Investments** (unaudited)

As at June 30, 2018

Security	Shares/ Contracts	Average Cost	Fair Value
<b>U.S. EQUITIES (74.14%)</b>			
<b>U.S. Broad Equity (59.60%)</b>			
Horizons S&P 500® Index ETF	1,825,000	\$ 124,550,016	\$ 123,272,342
<b>Consumer Staples (9.66%)</b>			
Consumer Staples Select Sector SPDR® Fund	295,000	19,906,854	19,976,698
<b>Health Care (4.88%)</b>			
iShares Nasdaq Biotechnology ETF	70,000	10,272,318	10,104,400
<b>TOTAL U.S. EQUITIES</b>		<b>154,729,188</b>	<b>153,353,440</b>
<b>U.S. FIXED INCOME SECURITIES (9.99%)</b>			
<b>U.S. Broad Fixed Income (9.99%)</b>			
Horizons Active US Floating Rate Bond (USD) ETF	1,560,000	20,212,814	20,672,608
<b>TOTAL U.S. FIXED INCOME SECURITIES</b>		<b>20,212,814</b>	<b>20,672,608</b>
<b>CANADIAN EQUITIES (5.30%)</b>			
<b>Consumer Staples (5.30%)</b>			
iShare S&P/TSX Capped Consumer Staples Index ETF	200,000	10,309,538	10,966,000
<b>TOTAL CANADIAN EQUITIES</b>		<b>10,309,538</b>	<b>10,966,000</b>
<b>COMMODITY ETFs (4.85%)</b>			
<b>Materials (4.85%)</b>			
Horizons Gold ETF, Class 'A'	890,000	10,258,407	10,030,300
<b>TOTAL COMMODITY ETFs</b>		<b>10,258,407</b>	<b>10,030,300</b>
<b>CANADIAN FIXED INCOME SECURITIES (3.99%)</b>			
<b>Canadian Broad Fixed Income (3.99%)</b>			
Horizons Active Floating Rate Bond ETF	825,000	8,270,975	8,258,250
<b>TOTAL CANADIAN FIXED INCOME SECURITIES</b>		<b>8,270,975</b>	<b>8,258,250</b>

**Schedule of Investments** (unaudited) (continued)

As at June 30, 2018

Security	Shares/ Contracts	Average Cost	Fair Value
<b>DERIVATIVES (0.06%)</b>			
<b>Currency Forwards (0.06%)</b>			
Currency forward contract to buy C\$173,557,905 for US\$131,950,000 maturing July 12, 2018		–	114,468
<b>TOTAL DERIVATIVES</b>		–	<b>114,468</b>
Transaction Costs		(21,025)	
<b>TOTAL INVESTMENT PORTFOLIO (98.33%)</b>		<b>\$ 203,759,897</b>	<b>\$ 203,395,066</b>
<b>Cash and cash equivalents (1.76%)</b>			3,638,464
<b>Other assets less liabilities (-0.09%)</b>			(189,719)
<b>TOTAL NET ASSETS (100.00%)</b>			<b>\$ 206,843,811</b>

(See accompanying notes to financial statements)

## Notes to Financial Statements (unaudited)

June 30, 2018

### 1. REPORTING ENTITY

Horizons Seasonal Rotation ETF ("HAC" 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 November 20, 2009. 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 HAC. 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.

Prior to their termination on April 28, 2017 (*see below*), the ETF also offered for sale on a continuous basis, by its prospectus, advisor class units ("Advisor Class") which traded on the TSX under the symbol HAC.A. Advisors were directly compensated with a service fee on a trailing quarterly basis (the "Service Fee"). The only difference between the Advisor Class and Class E units of the ETF was that the Advisor Class charged higher management fees that included the Service Fees paid to the advisor (see note 9).

The investment objective of HAC is to seek to provide long term capital appreciation in all market cycles by tactically allocating its exposure amongst equities, fixed income, commodities and currencies during periods that have historically demonstrated seasonal trends.

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").

#### **Conversion and Termination of Advisor Class units**

The previously announced conversion (the "Conversion") of the ETF's advisor class units ("Advisor Class units") into the ETF's common class units ("Class E units") was completed at the close of business on April 28, 2017 (the "Conversion Date").

The remaining unitholders of record of the Advisor Class units as at the Conversion Date received a number of whole Class E units of the ETF with an aggregate net asset value ("NAV") equal to the aggregate NAV of the Advisor Class units converted, based on the respective NAVs of the two classes as at the Conversion Date (the "Conversion Ratio"). The ETF's Conversion Ratio was 0.970588, meaning, that for each Advisor Class unit of the ETF subject to the Conversion, the unit-holder received 0.970588 Class E units of the ETF.

## Notes to Financial Statements (unaudited) (continued)

June 30, 2018

The conversion of Advisor Class units into whole Class E units of the ETF did not give rise to a disposition by unitholders of converting Advisor Class units for tax purposes on any whole units converted. Any remaining fractional Advisor Class units were redeemed for cash and such redemption is considered a disposition for tax purposes.

Immediately following the completion of the Conversion, the Advisor Class units were terminated.

### 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 August 15, 2018, 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.

#### **(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

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.

**Notes to Financial Statements** (unaudited) (continued)

June 30, 2018

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
- Financial assets at amortized cost: All other financial assets are classified as loans and receivables
- Financial liabilities mandatorily classified at fair value through profit or loss: derivative financial instruments and securities sold short, if any
- Financial liabilities at amortized cost: all other financial liabilities are classified as 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 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.

**Notes to Financial Statements** (unaudited) (continued)

June 30, 2018

**(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.

**(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. The ETF does not amortize premiums paid or discounts received on the purchase of fixed income securities. The ETF does not use the effective interest method. 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.

**Notes to Financial Statements** (unaudited) (continued)

June 30, 2018

**(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 period-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 period. Income, expenses other than 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.



## Notes to Financial Statements (unaudited) (continued)

June 30, 2018

### 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 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.

**Notes to Financial Statements** (unaudited) (continued)

June 30, 2018

**(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. The following tables indicate the foreign currencies to which the ETF had significant exposure as at June 30, 2018, and December 31, 2017, in Canadian dollar terms and the potential impact on the ETF's net assets (including the underlying principal amount of future or forward currency contracts, if any), as a result of a 1% change in these currencies relative to the Canadian dollar:

<b>June 30, 2018</b>	<b>Financial Instruments</b>	<b>Currency Forward and/ or Futures Contracts</b>	<b>Total</b>	<b>Impact on Net Asset Value</b>
<b>Currency</b>	(\$000's)	(\$000's)	(\$000's)	(\$000's)
U.S. Dollar	174,569	(173,443)	1,126	11
Total	174,569	(173,443)	1,126	11
As % of Net Asset Value	84.4%	-83.9%	0.5%	0.0%

<b>December 31, 2017</b>	<b>Financial Instruments</b>	<b>Currency Forward and/ or Futures Contracts</b>	<b>Total</b>	<b>Impact on Net Asset Value</b>
<b>Currency</b>	(\$000's)	(\$000's)	(\$000's)	(\$000's)
U.S. Dollar	148,922	(97,908)	51,014	510
Total	148,922	(97,908)	51,014	510
As % of Net Asset Value	72.0%	-47.4%	24.7%	0.2%

**(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.

The following table summarizes the ETF's exposure to interest rate risk, including the ETF's assets categorized by the remaining term to maturity:

<b>Investments</b>	<b>Less than 1 year</b>	<b>1 - 3 years</b>	<b>3 - 5 years</b>	<b>&gt; 5 years</b>	<b>Non-interest bearing</b>	<b>Total</b>
As at	(\$000's)	(\$000's)	(\$000's)	(\$000's)	(\$000's)	(\$000's)
June 30, 2018	1,335	5,517	13,075	9,091	–	29,018
December 31, 2017	–	–	–	–	–	–

**Notes to Financial Statements** (unaudited) (continued)

June 30, 2018

The percentage of the ETF's net assets exposed to interest rate risk as at June 30, 2018, was 14.0% (December 31, 2017 – 0.0%). The amount by which the net assets of the ETF would have increased or decreased, as at June 30, 2018, had the prevailing interest rates been lowered or raised by 1%, assuming a parallel shift in the yield curve, with all other variables remaining constant, was \$1,004,033 (December 31, 2017 – \$nil). The ETF's interest rate sensitivity was determined based on portfolio weighted duration. In practice, actual results may differ from this sensitivity analysis.

**(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.

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	June 30, 2018	December 31, 2017
S&P/TSX Composite Index™	\$1,182,460	\$1,161,119

**(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.

**Analysis of credit quality**

The ETF's credit risk exposure by designated rating of the invested portfolio as at June 30, 2018, and December 31, 2017, is listed as follows:

Debt or Derivative Securities by Credit Rating	Percentage of Net Asset Value (%)	
	June 30, 2018	December 31, 2017
AAA	0.2%	–
AA	0.8%	–
A	5.6%	–
BBB	7.1%	–
BB	0.3%	–
<b>Total</b>	<b>14.0%</b>	<b>–</b>

**Notes to Financial Statements** (unaudited) (continued)

June 30, 2018

Designated ratings are obtained by Standard & Poor's, Moody's and/or Dominion Bond Rating Services. Where more than one rating is obtained for a security, the lowest rating has been used. Credit risk is managed by dealing with counterparties the ETF believes to be creditworthy and by regular monitoring of credit exposures. The maximum exposure to any one debt issuer as of June 30, 2018, was 0.8% (December 31, 2017 – 0.0%) of the net assets of the ETF.

**(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. All financial liabilities are generally 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 June 30, 2018, and December 31, 2017, in valuing the ETF's investments and derivatives carried at fair values:

	June 30, 2018			December 31, 2017		
	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)
<b>Financial Assets</b>						
Exchange Traded Funds	203,280,598	–	–	201,013,292	–	–
Currency Forward Contracts	–	1,141,793	–	–	2,409,548	–
<b>Total Financial Assets</b>	<b>203,280,598</b>	<b>1,141,793</b>	<b>–</b>	<b>201,013,292</b>	<b>2,409,548</b>	<b>–</b>
<b>Financial Liabilities</b>						
Currency Forward Contracts	–	(1,027,325)	–	–	(270,652)	–
<b>Total Financial Liabilities</b>	<b>–</b>	<b>(1,027,325)</b>	<b>–</b>	<b>–</b>	<b>(270,652)</b>	<b>–</b>
<b>Net Financial Assets and Liabilities</b>	<b>203,280,598</b>	<b>114,468</b>	<b>–</b>	<b>201,013,292</b>	<b>2,138,896</b>	<b>–</b>

**Notes to Financial Statements** (unaudited) (continued)

June 30, 2018

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 period or year shown. In addition, there were no investments or transactions classified in Level 3 for the period ended June 30, 2018, and for the year ended December 31, 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 period is disclosed in the ETF’s statements of comprehensive income.

The aggregate closing market value of securities loaned and collateral received as at June 30, 2018, and December 31, 2017, was as follows:

<b>As at</b>	<b>Securities Loaned</b>	<b>Collateral Received</b>
June 30, 2018	\$4,779,376	\$6,246,095
December 31, 2017	\$5,937,974	\$6,136,059

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.

The table below presents a reconciliation of the securities lending income as presented in the statements of comprehensive income for the periods ended June 30, 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.

<b>For the periods ended</b>	<b>June 30, 2018</b>	<b>% of Gross Income</b>	<b>June 30, 2017</b>	<b>% of Gross Income</b>
Gross securities lending income	\$65,636		\$40,988	
Lending Agents’ fees:				
National Bank Financial Inc.	(32,818)	50.00%	(20,494)	50.00%
<b>Net securities lending income paid to the ETF</b>	<b>\$32,818</b>	<b>50.00%</b>	<b>\$20,494</b>	<b>50.00%</b>

**Notes to Financial Statements** (unaudited) (continued)

June 30, 2018

**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.

Prior to the Conversion transaction and subsequent termination of the Advisor Class units described in note 1, the ETF was authorized to issue an unlimited number of redeemable, transferable Advisor Class units each of which had the same rights and privileges as the Class E units.

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.

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, exchange and redemption features of the ETF's units.

**Notes to Financial Statements** (unaudited) (continued)

June 30, 2018

For the periods ended June 30, 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:

Class of Units	Period	Beginning Units Outstanding	Units Issued	Units Redeemed	Ending Units Outstanding	Average Units Outstanding
Class E	2018	10,808,883	225,000	(650,000)	10,383,883	10,545,347
	2017	10,454,909	2,078,974	(275,000)	12,258,883	11,405,176
Advisor Class	2017	594,975	–	(594,975)	–	535,957

The Class E units issued and Advisor Class units redeemed for the period ended June 30, 2017, include the units converted as part of any monthly conversion privileges as well as any converted as part of the Conversion transaction described in note 1. These non-cash conversion transactions were equal to \$9,909,375 and have not been included in the statements of cash flows. Advisor Class units were terminated on April 28, 2017.

## 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 0.75%, plus applicable sales taxes, of the net asset value of the ETF's Class E 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.

Up until the termination of the ETF's Advisor Class units on April 28, 2017, as described in note 1, the ETF also received a monthly management fee at the annual rate of 1.50%, plus applicable sales taxes, of the net asset value of the ETF's Advisor Class units, calculated and accrued daily and payable monthly in arrears. In addition, up until the termination of the Advisor Class units, the Manager, and not the ETF, paid to registered dealers a service fee equal to 0.75% per year of the net asset value of Advisor Class units held by clients of the registered dealer. No service fees are paid to registered dealers in respect of Class E units.

**Notes to Financial Statements** (unaudited) (continued)

June 30, 2018

**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 of 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.

**Performance fees**

The ETF will pay to the Manager a performance fee (the "Performance Fee"), if any, equal to 20% of the amount by which the performance of the ETF at any date on which the fee is payable (i) exceeds the High Water Mark (as defined in the ETF's prospectus) and (ii) is greater than an annualized return of five percent (5%). The Performance Fee will be determined in accordance with the definitions and the formula outlined in the prospectus and shall be calculated and accrued daily on each class of units.

The Performance Fee shall be calculated and accrued daily and shall be payable at least quarterly in arrears on dates determined by the Manager, together with applicable taxes. The ETF accrued \$107,152 in performance fees for the period ended June 30, 2018 (2017 – \$922,889), and is disclosed in the statements of comprehensive income. Of this total, performance fees payable to the Manager as at June 30, 2018, were \$107,152 (December 31, 2017 - \$nil) and is included in accrued operating expenses on the statements of financial position, where applicable.

**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.



**Notes to Financial Statements** (unaudited) (continued)

June 30, 2018

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 periods ended June 30, 2018 and 2017, were as follows:

<b>Period Ended</b>	<b>Brokerage Commissions Paid</b>	<b>Soft Dollar Transactions</b>	<b>Amount Paid to Related Parties</b>
June 30, 2018	\$132,572	\$nil	\$nil
June 30, 2017	\$91,978	\$nil	\$88,771

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 June 30, 2018, and December 31, 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.

**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, 2017, the ETF had no net capital or non-capital losses available.

**Notes to Financial Statements** (unaudited) (continued)

June 30, 2018

**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. The following table shows financial instruments that may be eligible for offset, if such conditions were to arise, as at June 30, 2018, and December 31, 2017. The "Net" column displays what the net impact would be on the ETF's statements of financial position if all amounts were set-off.

Financial Assets and Liabilities as at June 30, 2018	Amounts Offset (\$)			Amounts Not Offset (\$)		Net (\$)
	Gross Assets (Liabilities)	Gross Assets (Liabilities) Offset	Net Amounts	Financial Instruments	Cash Collateral Pledged	
Derivative assets	1,141,793	–	1,141,793	(1,027,325)	–	114,468
Derivative liabilities	(1,027,325)	–	(1,027,325)	1,027,325	–	–

Financial Assets and Liabilities as at December 31, 2017	Amounts Offset (\$)			Amounts Not Offset (\$)		Net (\$)
	Gross Assets (Liabilities)	Gross Assets (Liabilities) Offset	Net Amounts	Financial Instruments	Cash Collateral Pledged	
Derivative assets	2,409,548	–	2,409,548	(270,652)	–	2,138,896
Derivative liabilities	(270,652)	–	(270,652)	270,652	–	–

**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** (unaudited) (continued)

June 30, 2018

investments in the statements of financial position and listed in the schedule of investments. As at June 30, 2018, and December 31, 2017, the ETF had material investments in the subsidiaries (Sub), associates (Assc) and unconsolidated structured entities (SE) listed below:

<b>Investee ETF as at June 30, 2018</b>	<b>Place of Business</b>	<b>Type</b>	<b>Ownership %</b>	<b>Carrying Amount</b>
Horizons S&P 500 <sup>®</sup> Index ETF	Canada	SE	14.98%	\$123,272,342
Horizons Active US Floating Rate Bond (USD) ETF	Canada	Assc	24.38%	\$20,672,608
Consumer Staples Select Sector SPDR <sup>®</sup> Fund	U.S.	SE	0.18%	\$19,976,698
iShares S&P/TSX Capped Consumer Staples Index ETF	Canada	SE	10.53%	\$10,966,000

<b>Investee ETF as at December 31, 2017</b>	<b>Place of Business</b>	<b>Type</b>	<b>Ownership %</b>	<b>Carrying Amount</b>
Horizons S&P 500 <sup>®</sup> Index ETF	Canada	SE	13.58%	\$91,387,075
Horizons S&P/TSX 60 <sup>™</sup> Index ETF	Canada	SE	2.14%	\$37,497,600
iShares Russell 2000 ETF	U.S.	SE	0.04%	\$22,037,410
Horizons NASDAQ-100 <sup>®</sup> Index ETF	Canada	Assc	49.29%	\$19,907,800
VanEck Vectors <sup>®</sup> Gold Miners ETF	U.S.	SE	0.11%	\$10,437,902

**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.

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