



# Horizons Enhanced Income Equity ETF (HEX: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 Enhanced Income Equity ETF (“HEX” 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 HEX is to provide unitholders with: (a) exposure to the performance of an equal weighted portfolio of large capitalization Canadian companies; and (b) monthly distributions of dividend and call option income. HEX invests primarily in a portfolio of equity and equity related securities of Canadian companies that, as at the Constituent Reset Date (see below), are amongst the largest by market capitalization and most liquid issuers on the Toronto Stock Exchange (“TSX”). To mitigate downside risk and generate income, the ETF’s investment manager actively manages a covered call strategy that generally writes out of the money covered call options on up to 100% of the portfolio securities. The level of covered call option writing may vary based on market volatility and other factors.

To achieve its investment objective, HEX primarily invests in an equal weighted portfolio of large capitalization Canadian companies. Semi-annually, the investment manager selects from the largest and most liquid Canadian issuers listed on the TSX and invests HEX in each issuer equally (the “Constituent Reset Date”). HEX rebalances, on an equal weight basis, the portfolio of constituent securities on each Constituent Reset Date. The number of issuers included in the equal weighted portfolio may change on a Constituent Reset Date. Between Constituent Reset Dates, the allocation between each of these constituent securities will change due to market movement and the investment manager will not re-allocate, include or exclude issuers from HEX’s portfolio until its next rebalance date or Constituent Reset Date, other than when, in the opinion of the investment manager, circumstances necessitate a change.

## Management Discussion of Fund Performance (continued)

Please refer to the ETF's most recent prospectus for a complete description of HEX'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: 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.

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|--|---|
| <ul style="list-style-type: none"><li>• Use of options risk</li><li>• Stock market risk</li><li>• Specific issuer risk</li><li>• Concentration risk</li><li>• Regulatory risk</li><li>• Corresponding net asset value risk</li><li>• Designated broker/dealer risk</li><li>• Cease trading or securities risk</li><li>• Exchange risk</li><li>• Early closing risk</li><li>• No assurance of meeting investment objectives</li></ul> | <ul style="list-style-type: none"><li>• No guaranteed return</li><li>• Tax risk</li><li>• Securities lending, repurchase and reverse repurchase transaction risk</li><li>• Liability of unitholders</li><li>• Reliance on key personnel</li><li>• Derivatives risk</li><li>• Foreign stock exchange risk</li><li>• Suitability of investment in units</li><li>• Conflicts of interest</li></ul> |
|--|---|

### Results of Operations

For the six-month period ended June 30, 2018, units of the ETF returned 2.12%, when including distributions paid to unitholders. This compares to the S&P/TSX 60™ Index ("TSX 60"), which returned 2.15% for the same period on a total return basis. The units had an average annualized distribution yield of 5.45% when including distributions of \$0.18. The underlying equity portfolio return, exclusive of the covered call strategy, was 3.54% over the same period.

## Management Discussion of Fund Performance (continued)

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

### ***Market Review***

The broader S&P/TSX Composite Index moved mostly sideways throughout January before finally succumbing to significant selling pressure in early February, as the extreme low levels of historical volatility observed in 2017 came to an abrupt end. Elevated volatility continued unabated throughout the first quarter as an unwind in heavy short-volatility exchange traded product (“ETPs”) led a period of market instability. This short-volatility unwind transpired over a few days in early February and likely contributed to a large short-squeeze in volatility futures. The CBOE Volatility Index (“VIX”) more than doubled on February 5, 2018, which necessitated significant VIX futures rebalancing in the inverse and levered VIX futures ETPs. This pushed after-hours futures dramatically higher and culminated in a triggered termination event for one prominent short-volatility ETP based in the U.S. and resulted in significant losses for others.

Around this same time, a narrative of more aggressive U.S. Federal Reserve rate hikes began to worry investors who had become accustomed to years of an accommodative central bank. All of these factors combined to lead to higher volatility in both the U.S. and Canadian equity markets. The second quarter saw a steady rise and recovery in Canadian equities as investors shook off the drama of February. Volatility gauges pulled back but maintained these new, relatively higher, levels.

The good news is that option premiums have improved notably into this higher volatility environment. The excessively low option pricing of 2017 is now a memory, and we see this higher volatility regime being fairly sticky in light of ongoing geopolitical risk, percolating trade wars and interest rate uncertainty. As the largest global central banks continue to unwind the massive stimulus programs created over the past decade, we should see more normalized and fair option pricing in the future, along with the likelihood of more range-bound markets. We expect to see more volatility spikes in 2018 and will adjust coverage accordingly in the ETF.

### ***Option Writing Strategy***

During each month, options are generally written on up to 100% of the equities in the portfolio of the ETF. The premiums are received from selling call options approximately one(1) standard deviation out-of-the-money. The ETF’s monthly distributions are not fixed. They vary as the premiums generated from covered call writing are earned and passed through, and will change with changes in implied volatility and time to option expiration. Distributions also vary based on the dividends received from the securities in the ETF’s portfolio during the period.

### ***Rebalancing***

The equity positions in the ETF are rebalanced semi-annually to equal weightings. In addition constituents can be added, dropped or replaced in order to better reflect the benchmark. In March, Cenovus Energy Inc. was removed from the ETF’s portfolio and Onex Corporation was added. The portfolio was also rebalanced to equal weight. The number of securities in the portfolio currently stands at 30.

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

### ***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 \$934,391. This compares to (\$969,820) for the six-month period ended June 30, 2017. The ETF incurred management, operating and transaction expenses of \$251,307 (2017 – \$365,934) of which \$24,170 (2017 – \$17,044) was either paid or absorbed by the Manager on behalf of the ETF. The waiving and/or absorption of such fees and/or expenses by the Manager may be terminated at any time, or continued indefinitely, at the discretion of the Manager.

The ETF distributed \$1,162,275 to Class E unitholders during the period (2017 – Class E: \$1,495,609, Advisor Class: \$68,167).

### ***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.

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 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 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.

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

### ***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 \$78,192 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>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>	\$ 6.90	6.86	5.93	6.91	7.19	7.31
<b>Increase (decrease) from operations:</b>						
Total revenue	0.09	0.17	0.16	0.18	0.18	0.19
Total expenses	(0.04)	(0.08)	(0.09)	(0.08)	(0.09)	(0.10)
Realized gains (losses) for the period	0.04	0.60	(0.39)	0.33	0.41	(0.42)
Unrealized gains (losses) for the period	0.02	(0.28)	1.61	(0.86)	(0.12)	0.58
<b>Total increase (decrease) from operations</b> <sup>(2)</sup>	0.11	0.41	1.29	(0.43)	0.38	0.25
<b>Distributions:</b>						
From net investment income (excluding dividends)	(0.18)	–	–	–	–	–
From dividends	–	(0.09)	(0.10)	(0.11)	(0.11)	(0.11)
From net realized capital gains	–	–	–	(0.39)	(0.28)	–
From return of capital	–	(0.29)	(0.26)	–	(0.16)	(0.35)
<b>Total distributions</b> <sup>(3)</sup>	(0.18)	(0.38)	(0.36)	(0.50)	(0.55)	(0.46)
<b>Net assets, end of period</b> <sup>(4)</sup>	\$ 6.86	6.90	6.86	5.93	6.91	7.19

**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>							
<b>Net assets, beginning of period</b>	\$	–	6.89	5.95	6.94	7.22	7.33
<b>Increase (decrease) from operations:</b>							
Total revenue		–	0.05	0.16	0.19	0.19	0.19
Total expenses		–	(0.04)	(0.14)	(0.13)	(0.15)	(0.16)
Realized gains (losses) for the period		–	0.03	(0.39)	0.33	0.42	(0.42)
Unrealized gains (losses) for the period		–	0.04	1.62	(0.84)	(0.18)	0.53
<b>Total increase (decrease) from operations</b> <sup>(2)</sup>		–	0.08	1.25	(0.45)	0.28	0.14
<b>Distributions:</b>							
From dividends		–	(0.02)	(0.06)	(0.06)	(0.06)	(0.07)
From net realized capital gains		–	–	–	(0.39)	(0.28)	–
From return of capital		–	(0.08)	(0.25)	–	(0.16)	(0.34)
<b>Total distributions</b> <sup>(3)</sup>		–	(0.10)	(0.31)	(0.45)	(0.50)	(0.41)
<b>Net assets, end of period</b> <sup>(4)</sup>	\$	–	6.86	6.89	5.95	6.94	7.22

- 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 March 16, 2011 and September 8, 2011, respectively. Information is presented in accordance with IFRS.
- 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.
- 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.
- 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)	\$	40,449	47,207	58,065	53,517	72,809	112,295
Number of units outstanding (000's)		5,899	6,841	8,459	9,024	10,536	15,623
Management expense ratio <sup>(2)</sup>		0.84%	0.83%	0.82%	0.80%	0.80%	0.80%
Management expense ratio before waivers and absorptions <sup>(3)</sup>		0.95%	0.87%	0.87%	0.85%	0.83%	0.82%
Trading expense ratio <sup>(4)</sup>		0.24%	0.28%	0.52%	0.41%	0.48%	0.66%
Portfolio turnover rate <sup>(5)</sup>		17.37%	52.40%	66.01%	49.55%	95.94%	66.72%
Net asset value per unit, end of period	\$	6.86	6.90	6.86	5.93	6.91	7.19
Closing market price	\$	6.86	6.91	6.85	5.90	6.91	7.19

**Advisor Class**

<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)	\$	–	4,705	5,231	5,284	7,849	12,790
Number of units outstanding (000's)		–	685	759	888	1,131	1,772
Management expense ratio <sup>(2)</sup>		–	1.63%	1.62%	1.60%	1.59%	1.59%
Management expense ratio before waivers and absorptions <sup>(3)</sup>		–	1.66%	1.66%	1.64%	1.64%	1.65%
Trading expense ratio <sup>(4)</sup>		–	0.28%	0.52%	0.41%	0.48%	0.66%
Portfolio turnover rate <sup>(5)</sup>		–	52.40%	66.01%	49.55%	95.94%	66.72%
Net asset value per unit, end of period	\$	–	6.86	6.89	5.95	6.94	7.22
Closing market price	\$	–	6.87	6.90	6.02	6.89	7.16

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 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 0.65%, 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 1.40%, 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.

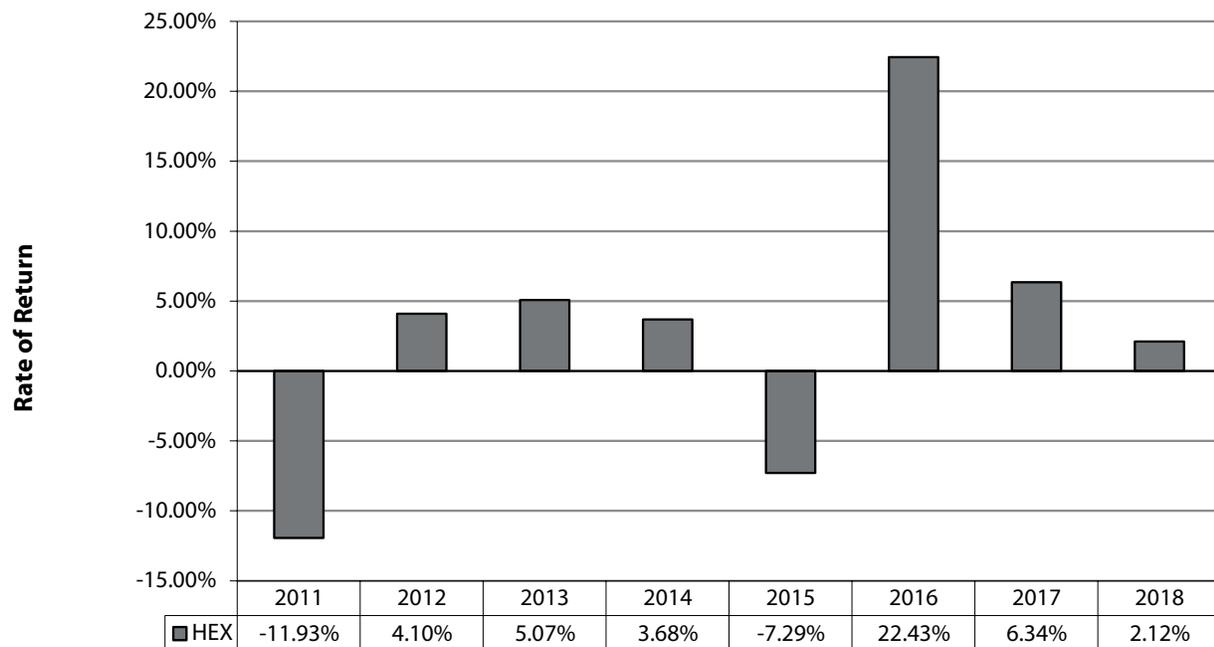
<b>Marketing</b>	<b>Portfolio management fees, general administrative costs and profit</b>	<b>Waived/absorbed expenses of the ETF</b>
6%	78%	16%

## 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 March 16, 2011. 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

Asset Mix	Net Asset Value	% of ETF's Net Asset Value
<b>Long Positions</b>		
Canadian Equities	\$ 40,581,296	100.33%
Cash and Cash Equivalents	126,304	0.31%
Other Assets less Liabilities	(84,873)	-0.21%
<b>Short Positions</b>		
U.S. Equity Call Options	(900)	0.00%
Canadian Equity Call Options	(173,083)	-0.43%
	<b>\$ 40,448,744</b>	<b>100.00%</b>

Sector Mix	Net Asset Value	% of ETF's Net Asset Value
<b>Long Positions</b>		
Financials	\$ 13,786,251	34.09%
Energy	9,356,583	23.13%
Industrials	4,082,203	10.09%
Materials	4,012,848	9.92%
Consumer Discretionary	4,001,192	9.89%
Telecommunication Services	2,564,024	6.34%
Information Technology	1,398,525	3.46%
Consumer Staples	1,379,670	3.41%
Cash and Cash Equivalents	126,304	0.31%
Other Assets less Liabilities	(84,873)	-0.21%
<b>Short Positions</b>		
Equity Call Options	(173,983)	-0.43%
	<b>\$ 40,448,744</b>	<b>100.00%</b>

**Summary of Investment Portfolio** (continued)

As at June 30, 2018

<b>Top 25 Holdings</b>	<b>% of ETF's Net Asset Value</b>
Imperial Oil Ltd.	4.08%
Suncor Energy Inc.	4.03%
Canadian Natural Resources Ltd.	3.86%
Encana Corp.	3.80%
Husky Energy Inc.	3.70%
Enbridge Inc.	3.66%
Canadian National Railway Co.	3.56%
Nutrien Ltd.	3.51%
CGI Group Inc.	3.46%
Metro Inc.	3.41%
Rogers Communications Inc.	3.39%
Barrick Gold Corp.	3.38%
Magna International Inc.	3.35%
Canadian Pacific Railway Ltd.	3.30%
Restaurant Brands International Inc.	3.28%
Thomson Reuters Corp.	3.26%
Brookfield Asset Management Inc.	3.26%
Bank of Montreal	3.25%
Waste Connections Inc.	3.23%
Onex Corp.	3.18%
Toronto-Dominion Bank (The)	3.16%
National Bank of Canada	3.11%
Power Corp. of Canada	3.10%
Manulife Financial Corp.	3.07%
Canadian Imperial Bank of Commerce	3.06%

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 Enhanced Income Equity 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

	<b>2018</b>	<b>2017</b>
<b>Assets</b>		
Cash and cash equivalents	\$ 126,304	\$ 610,718
Investments	40,581,296	46,980,618
Amounts receivable relating to accrued income	113,066	96,675
Amounts receivable relating to portfolio assets sold	1,958	–
<b>Total assets</b>	<b>40,822,624</b>	<b>47,688,011</b>
<b>Liabilities</b>		
Accrued management fees	24,041	29,081
Accrued operating expenses	6,423	11,181
Distribution payable	169,433	212,822
Derivative liabilities (note 3)	173,983	228,422
<b>Total liabilities</b>	<b>373,880</b>	<b>481,506</b>
<b>Total net assets (note 2)</b>	<b>\$ 40,448,744</b>	<b>\$ 47,206,505</b>
Number of redeemable units outstanding, Class E (note 8)	5,899,461	6,840,952
Total net assets per unit, Class E	\$ 6.86	\$ 6.90

(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	\$ 548,584	\$ 691,813
Interest income for distribution purposes	323	19,200
Net realized gain on sale of investments and derivatives	241,714	1,834,036
Net realized loss on foreign exchange	(881)	(88)
Net change in unrealized appreciation (depreciation) of investments and derivatives	143,967	(3,514,099)
Net change in unrealized appreciation (depreciation) of foreign exchange	684	(682)
	<b>934,391</b>	<b>(969,820)</b>
<b>Expenses</b>		
Management fees (note 9)	152,172	225,277
Audit fees	6,372	6,801
Independent Review Committee fees	389	267
Custodial fees	4,429	5,136
Securityholder reporting costs	17,994	16,876
Administration fees	19,934	19,773
Transaction costs	50,014	91,804
Other expenses	3	–
	<b>251,307</b>	<b>365,934</b>
Amounts that were payable by the investment fund that were paid or absorbed by the Manager	(24,170)	(17,044)
	<b>227,137</b>	<b>348,890</b>
<b>Increase (decrease) in net assets for the period</b>	<b>\$ 707,254</b>	<b>\$ (1,318,710)</b>
Increase (decrease) in net assets, Class E	\$ 707,254	\$ (1,373,836)
Increase (decrease) in net assets per unit, Class E	0.11	(0.17)
Increase in net assets, Advisor Class	\$ –	\$ 55,126
Increase in net assets per unit, Advisor Class	–	0.08

(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>	\$ 47,206,505	\$ 63,296,331
<b>Increase (decrease) in net assets</b>	707,254	(1,318,710)
<b>Redeemable unit transactions</b>		
Proceeds from the issuance of securities of the investment fund	333,072	5,043,722
Aggregate amounts paid on redemption of securities of the investment fund	(6,692,408)	(11,412,327)
Securities issued on reinvestment of distributions	56,596	66,227
Distributions:		
From net investment income	(1,162,275)	(1,563,776)
<b>Total net assets at the end of the period</b>	<b>\$ 40,448,744</b>	<b>\$ 54,111,467</b>
<b>Total net assets at the beginning of the period, Class E</b>	\$ 47,206,505	\$ 58,065,111
<b>Increase (decrease) in net assets, Class E</b>	707,254	(1,373,836)
<b>Redeemable unit transactions</b>		
Proceeds from the issuance of securities of the investment fund	333,072	5,043,722
Aggregate amounts paid on redemption of securities of the investment fund	(6,692,408)	(6,192,537)
Securities issued on reinvestment of distributions	56,596	64,616
Distributions:		
From net investment income	(1,162,275)	(1,495,609)
<b>Total net assets at the end of the period, Class E</b>	<b>\$ 40,448,744</b>	<b>\$ 54,111,467</b>
<b>Total net assets at the beginning of the period, Advisor Class</b>	\$ –	\$ 5,231,220
<b>Increase in net assets, Advisor Class</b>	–	55,126
<b>Redeemable unit transactions</b>		
Aggregate amounts paid on redemption of securities of the investment fund	–	(5,219,790)
Securities issued on reinvestment of distributions	–	1,611
Distributions:		
From net investment income	–	(68,167)
<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 (decrease) in net assets for the period	\$ 707,254	\$ (1,318,710)
Adjustments for:		
Net realized gain on sale of investments and derivatives	(241,714)	(1,834,036)
Net change in unrealized depreciation (appreciation) of investments and derivatives	(143,967)	3,514,099
Net change in unrealized depreciation (appreciation) of foreign exchange	(683)	781
Purchase of investments	(7,452,063)	(16,091,678)
Proceeds from the sale of investments	14,180,669	23,549,536
Amounts receivable relating to accrued income	(16,391)	19,749
Accrued expenses	(9,798)	(14,640)
<b>Net cash from operating activities</b>	<b>7,023,307</b>	<b>7,825,101</b>
<b>Cash flows from financing activities:</b>		
Amount received from the issuance of units	333,072	338,727
Amount paid on redemptions of units	(6,692,408)	(6,707,332)
Distributions paid to unitholders	(1,149,068)	(1,439,529)
<b>Net cash used in financing activities</b>	<b>(7,508,404)</b>	<b>(7,808,134)</b>
<b>Net increase (decrease) in cash and cash equivalents during the period</b>	<b>(485,097)</b>	<b>16,967</b>
Effect of exchange rate fluctuations on cash and cash equivalents	683	(781)
<b>Cash and cash equivalents at beginning of period</b>	<b>610,718</b>	<b>487,151</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 126,304</b>	<b>\$ 503,337</b>
Interest received, net of withholding taxes	\$ 323	\$ 19,200
Dividends received, net of withholding taxes	\$ 532,193	\$ 711,562

(See accompanying notes to financial statements)

**Schedule of Investments** (unaudited)

As at June 30, 2018

Security	Shares/ Contracts	Average Cost	Fair Value
<b>CANADIAN EQUITIES (100.33%)</b>			
<b>Financials (34.09%)</b>			
Bank of Montreal	12,919	\$ 979,281	\$ 1,312,829
Bank of Nova Scotia (The)	15,449	1,176,325	1,150,024
Brookfield Asset Management Inc., Class 'A'	24,707	1,081,815	1,317,624
Canadian Imperial Bank of Commerce	10,822	1,135,676	1,237,604
Manulife Financial Corp.	52,534	1,138,156	1,240,853
National Bank of Canada	19,958	970,149	1,259,749
Onex Corp.	13,337	1,280,941	1,286,887
Power Corp. of Canada	42,573	1,263,787	1,253,349
Royal Bank of Canada	12,456	1,159,100	1,233,019
Sun Life Financial Inc.	23,023	884,795	1,216,305
Toronto-Dominion Bank (The)	16,796	1,024,346	1,278,008
		12,094,371	13,786,251
<b>Energy (23.13%)</b>			
Canadian Natural Resources Ltd.	32,901	1,328,324	1,561,153
Enbridge Inc.	31,548	1,483,786	1,482,756
Encana Corp.	89,560	1,265,043	1,537,745
Husky Energy Inc.	72,996	1,162,377	1,495,688
Imperial Oil Ltd.	37,749	1,729,560	1,649,631
Suncor Energy Inc.	30,460	1,221,193	1,629,610
		8,190,283	9,356,583
<b>Industrials (10.09%)</b>			
Canadian National Railway Co.	13,412	1,083,289	1,442,192
Canadian Pacific Railway Ltd.	5,540	1,286,847	1,334,697
Waste Connections Inc.	13,181	1,118,487	1,305,314
		3,488,623	4,082,203
<b>Materials (9.92%)</b>			
Barrick Gold Corp.	79,211	1,458,970	1,367,974
Nutrien Ltd.	19,873	1,305,635	1,421,317
Teck Resources Ltd., Class 'B'	36,535	1,102,189	1,223,557
		3,866,794	4,012,848
<b>Consumer Discretionary (9.89%)</b>			
Magna International Inc.	17,698	984,765	1,353,189
Restaurant Brands International Inc.	16,740	1,133,522	1,327,482
Thomson Reuters Corp.	24,892	1,414,914	1,320,521
		3,533,201	4,001,192
<b>Telecommunication Services (6.34%)</b>			
BCE Inc.	22,439	1,314,810	1,194,652
Rogers Communications Inc., Class 'B'	21,931	1,182,638	1,369,372
		2,497,448	2,564,024

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

As at June 30, 2018

<b>Security</b>	<b>Shares/ Contracts</b>	<b>Average Cost</b>	<b>Fair Value</b>
<b>Information Technology (3.46%)</b>			
CGI Group Inc., Class 'A'	16,787	1,068,039	1,398,525
<b>Consumer Staples (3.41%)</b>			
Metro Inc., Class 'A'	30,872	1,325,586	1,379,670
<b>TOTAL CANADIAN EQUITIES</b>		<b>36,064,345</b>	<b>40,581,296</b>
<b>DERIVATIVES (-0.43%)</b>			
<b>SHORT POSITIONS (-0.43%)</b>			
<b>U.S. Equity Call Options (0.00%)</b>			
Waste Connections Inc., July 2018, \$105.00 CAD	(20)	(580)	(180)
Waste Connections Inc., August 2018, \$105.00 CAD	(16)	(1,336)	(720)
		(1,916)	(900)
<b>Canadian Equity Call Options (-0.43%)</b>			
Bank of Montreal, July 2018, \$104.00 CAD	(28)	(1,204)	(602)
Bank of Montreal, July 2018, \$105.00 CAD	(21)	(1,039)	(199)
Bank of Montreal, August 2018, \$105.00 CAD	(13)	(455)	(390)
Bank of Nova Scotia (The), July 2018, \$80.00 CAD	(31)	(1,054)	(202)
Barrick Gold Corp., July 2018, \$17.00 CAD	(135)	(4,645)	(6,750)
BCE Inc., July 2018, \$55.00 CAD	(60)	(1,500)	(330)
Brookfield Asset Management Inc., Class 'A', August 2018, \$56.00 CAD	(83)	(4,058)	(1,577)
Canadian Imperial Bank of Commerce, July 2018, \$117.00 CAD	(14)	(546)	(392)
Canadian Imperial Bank of Commerce, August 2018, \$118.00 CAD	(27)	(1,795)	(1,566)
Canadian Imperial Bank of Commerce, August 2018, \$120.00 CAD	(11)	(242)	(281)
Canadian National Railway Co., July 2018, \$110.00 CAD	(47)	(3,695)	(2,585)
Canadian Natural Resources Ltd., August 2018, \$46.00 CAD	(65)	(2,600)	(17,550)
Canadian Pacific Railway Ltd., July 2018, \$265.00 CAD	(19)	(3,888)	(503)
Canadian Pacific Railway Ltd., August 2018, \$255.00 CAD	(8)	(1,816)	(1,668)
CGI Group Inc., Class 'A', July 2018, \$82.00 CAD	(25)	(1,438)	(4,800)
CGI Group Inc., Class 'A', August 2018, \$86.00 CAD	(34)	(1,462)	(2,907)
Enbridge Inc., July 2018, \$42.00 CAD	(48)	(3,288)	(24,240)
Enbridge Inc., August 2018, \$45.00 CAD	(48)	(1,872)	(12,384)
Encana Corp., July 2018, \$19.00 CAD	(150)	(4,650)	(1,575)
Encana Corp., July 2018, \$20.00 CAD	(175)	(2,975)	(700)
Encana Corp., August 2018, \$20.00 CAD	(89)	(1,958)	(1,602)
Husky Energy Inc., July 2018, \$21.00 CAD	(150)	(3,150)	(5,100)
Husky Energy Inc., August 2018, \$21.00 CAD	(100)	(2,700)	(5,850)
Imperial Oil Ltd., July 2018, \$44.00 CAD	(82)	(3,362)	(5,084)
Magna International Inc., August 2018, \$82.00 CAD	(26)	(2,626)	(1,924)
Magna International Inc., August 2018, \$90.00 CAD	(17)	(799)	(153)
Manulife Financial Corp., July 2018, \$25.00 CAD	(206)	(5,974)	(927)
Manulife Financial Corp., August 2018, \$25.00 CAD	(53)	(901)	(716)

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

As at June 30, 2018

Security	Shares/ Contracts	Average Cost	Fair Value
Metro Inc., August 2018, \$46.00 CAD	(63)	(1,197)	(2,047)
National Bank of Canada, July 2018, \$64.00 CAD	(70)	(3,319)	(2,905)
Nutrien Ltd., July 2018, \$70.00 CAD	(55)	(2,090)	(11,522)
Nutrien Ltd., August 2018, \$74.00 CAD	(41)	(2,727)	(3,260)
Onex Corp., July 2018, \$96.00 CAD	(20)	(2,160)	(3,300)
Onex Corp., August 2018, \$100.00 CAD	(32)	(2,835)	(3,200)
Power Corp. of Canada, July 2018, \$31.00 CAD	(65)	(1,040)	(162)
Power Corp. of Canada, August 2018, \$30.00 CAD	(85)	(2,550)	(2,933)
Restaurant Brands International Inc., July 2018, \$78.00 CAD	(25)	(1,962)	(5,125)
Restaurant Brands International Inc., July 2018, \$80.00 CAD	(25)	(2,213)	(2,188)
Restaurant Brands International Inc., July 2018, \$82.00 CAD	(34)	(1,156)	(1,020)
Restaurant Brands International Inc., August 2018, \$82.00 CAD	(25)	(2,338)	(2,875)
Rogers Communications Inc., Class 'B', July 2018, \$62.00 CAD	(27)	(1,553)	(3,132)
Rogers Communications Inc., Class 'B', July 2018, \$64.00 CAD	(55)	(2,640)	(1,622)
Royal Bank of Canada, July 2018, \$103.00 CAD	(16)	(528)	(200)
Royal Bank of Canada, August 2018, \$103.00 CAD	(18)	(810)	(486)
Sun Life Financial Inc., July 2018, \$57.00 CAD	(23)	(322)	(58)
Sun Life Financial Inc., July 2018, \$58.00 CAD	(63)	(1,764)	(157)
Suncor Energy Inc., July 2018, \$52.00 CAD	(39)	(2,749)	(8,073)
Suncor Energy Inc., July 2018, \$54.00 CAD	(31)	(1,659)	(2,558)
Suncor Energy Inc., August 2018, \$54.00 CAD	(23)	(1,553)	(3,335)
Suncor Energy Inc., August 2018, \$58.00 CAD	(82)	(2,132)	(2,460)
Teck Resources Ltd., Class 'B', July 2018, \$40.00 CAD	(118)	(6,179)	(413)
Thomson Reuters Corp., July 2018, \$52.00 CAD	(38)	(1,957)	(5,358)
Thomson Reuters Corp., July 2018, \$56.00 CAD	(45)	(1,161)	(360)
Toronto-Dominion Bank (The), July 2018, \$77.00 CAD	(35)	(1,004)	(840)
Toronto-Dominion Bank (The), August 2018, \$78.00 CAD	(25)	(950)	(937)
		<u>(118,240)</u>	<u>(173,083)</u>
<b>TOTAL SHORT POSITIONS</b>		<b>(120,156)</b>	<b>(173,983)</b>
<b>TOTAL DERIVATIVES</b>		<b>(120,156)</b>	<b>(173,983)</b>
Transaction Costs		<u>(75,114)</u>	
<b>TOTAL INVESTMENT PORTFOLIO (99.90%)</b>		<b>\$ 35,869,075</b>	<b>\$ 40,407,313</b>
<b>Cash and cash equivalents (0.31%)</b>			126,304
<b>Other assets less liabilities (-0.21%)</b>			(84,873)
<b>TOTAL NET ASSETS (100.00%)</b>			<b>\$ 40,448,744</b>

(See accompanying notes to financial statements)

## Notes to Financial Statements (unaudited)

June 30, 2018

### 1. REPORTING ENTITY

Horizons Enhanced Income Equity ETF ("HEX" 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 March 16, 2011. 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 HEX. 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 HEX.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 HEX is to provide unitholders with: (a) exposure to the performance of an equal weighted portfolio of large capitalization Canadian companies; and (b) monthly distributions of dividend and call option income. HEX invests primarily in a portfolio of equity and equity related securities of Canadian companies that, as at the Constituent Reset Date (see below), are amongst the largest by market capitalization and most liquid issuers on the Toronto Stock Exchange ("TSX"). To mitigate downside risk and generate income, the ETF's investment manager actively manages a covered call strategy that generally writes out of the money covered call options on up to 100% of the portfolio securities. The level of covered call option writing may vary based on market volatility and other factors.

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

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

June 30, 2018

Conversion Ratio was 1.004115, meaning, that for each Advisor Class unit of the ETF subject to the Conversion, the unit-holder received 1.004115 Class E units of the ETF.

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

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

June 30, 2018

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.

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.

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

June 30, 2018

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

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

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

**Forward foreign exchange contracts**

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

**Options**

As part of the ETF's investment strategy, call options are written on the equities in the ETF's portfolio. The premium received from writing a call option is recorded as a derivative liability in the statements of financial position. These call options are valued at the current market value thereof on the Valuation Date. The difference between the premium received when the option was written and its current market value is recorded as a net change in unrealized appreciation (depreciation) of investments and derivatives in the statements of comprehensive income.

When a written call option expires, the ETF will realize a gain equal to the premium received. When a written option is bought back, the ETF will realize a gain or loss equal to the difference between the cost at which the contract was re-purchased and the premium received. When a written call option is exercised, the premium received is added to the proceeds from the sale of the underlying investments to determine the realized gain or loss. In all three cases, the gains or losses realized on call option premiums written is recorded as a net realized gain (loss) on sale of investments and derivatives in the statements of comprehensive income.

**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

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

June 30, 2018

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.

**(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.

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

June 30, 2018

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

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

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

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

**(i) Transaction costs**

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

**4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

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

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

**5. FINANCIAL INSTRUMENTS RISK**

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

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

June 30, 2018

**(a) Market risk**

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

**(i) Currency risk**

Currency risk is the risk that financial instruments which are denominated in currencies other than the ETF's reporting currency, the Canadian dollar, will fluctuate due to changes in exchange rates and adversely impact the ETF's income, cash flows or fair values of its investment holdings. The ETF may reduce its foreign currency exposure through the use of derivative arrangements such as foreign exchange forward contracts or futures contracts. As at June 30, 2018, and December 31, 2017, the ETF did not have any material exposure to foreign currencies.

**(ii) Interest rate risk**

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

As at June 30, 2018, and December 31, 2017, the ETF did not hold any long-term debt instruments and did not have any exposure to interest rate risk.

**(iii) Other market risk**

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

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 60™ Index	\$383,219	\$447,109

**(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

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

June 30, 2018

equivalents, and other receivables. The ETF's maximum credit risk exposure as at the reporting date is represented by the respective carrying amounts of the financial assets in the statements of financial position. The ETF's credit risk policy is to minimise its exposure to counterparties with perceived higher risk of default by dealing only with counterparties that meet the credit standards set out in the ETF's prospectus and by taking collateral.

As at June 30, 2018, and December 31, 2017, due to the nature of its portfolio investments, the ETF did not have any material credit risk exposure.

**(c) Liquidity risk**

Liquidity risk is the risk that the ETF will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The ETF's policy and the investment manager's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stress conditions, including estimated redemptions of shares, without incurring unacceptable losses or risking damage to the ETF's reputation. 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>						
Equities	40,581,296	–	–	46,980,618	–	–
<b>Total Financial Assets</b>	<b>40,581,296</b>	–	–	<b>46,980,618</b>	–	–
<b>Financial Liabilities</b>						
Options	(173,983)	–	–	(228,422)	–	–
<b>Total Financial Liabilities</b>	<b>(173,983)</b>	–	–	<b>(228,422)</b>	–	–
<b>Net Financial Assets and Liabilities</b>	<b>40,407,313</b>	–	–	<b>46,752,196</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.

As at June 30, 2018, and December 31, 2017, the ETF was not participating in any securities lending transactions. The ETF did not make any income from securities lending transactions for the periods ended June 30, 2018 and 2017.

**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

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

June 30, 2018

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.

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:

<b>Class of Units</b>	<b>Period</b>	<b>Beginning Units Outstanding</b>	<b>Units Issued</b>	<b>Units Redeemed</b>	<b>Ending Units Outstanding</b>	<b>Average Units Outstanding</b>
Class E	2018	6,840,952	58,509	(1,000,000)	5,899,461	6,384,185
	2017	8,458,884	746,591	(900,000)	8,305,475	8,247,968
Advisor Class	2017	759,031	230	(759,261)	–	717,741

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 \$4,873,298 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

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

June 30, 2018

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 0.65%, 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 1.40%, 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.

**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.

**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.

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

June 30, 2018

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

Total brokerage commissions paid to dealers in connection with investment portfolio transactions, soft dollar transactions incurred and amounts paid to related parties of the Manager for the periods ended June 30, 2018 and 2017, were as follows:

Period Ended	Brokerage Commissions Paid	Soft Dollar Transactions	Amount Paid to Related Parties
June 30, 2018	\$41,587	\$nil	\$nil
June 30, 2017	\$78,192	\$nil	\$78,192

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 net capital losses and/or non-capital losses, with the year of expiry of the non-capital losses as follows:

Net Capital Losses	Non-Capital Losses	Year of Expiry
\$7,196,745	–	–

**13. OFFSETTING OF FINANCIAL INSTRUMENTS**

In the normal course of business, the ETF may enter into various master netting arrangements or other similar agreements that do not meet the criteria for offsetting in the statements of financial position but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or termination of the contracts. As at June 30, 2018, and December 31, 2017, the ETF did not have any financial instruments eligible for offsetting.

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

June 30, 2018

**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 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 no exposure to subsidiaries, associates or unconsolidated structured entities.

**15. COMPARATIVE FINANCIAL STATEMENTS**

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

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