



Horizons Cdn Insider Index ETF  
(HII:TSX)



**HORIZONS** ETFs  
by Mirae Asset

Innovation is our capital. Make it yours.  
[www.HorizonsETFs.com](http://www.HorizonsETFs.com)

# Contents

## **MANAGEMENT REPORT OF FUND PERFORMANCE**

Management Discussion of Fund Performance .....	1
Financial Highlights .....	5
Past Performance .....	8
Summary of Investment Portfolio .....	9

## **MANAGER'S RESPONSIBILITY FOR FINANCIAL REPORTING .....**

11

## **FINANCIAL STATEMENTS**

Statements of Financial Position .....	12
Statements of Comprehensive Income .....	13
Statements of Changes in Financial Position .....	14
Statements of Cash Flows .....	15
Schedule of Investments .....	16
Notes to Financial Statements .....	18

**Interim Letter from the President and CEO:**

The first six months of 2019 has been a very exciting period for both Horizons ETFs and the Canadian ETF industry. The industry now exceeds \$181 billion in assets under management (“AUM”) across more than 800 ETF listings. Meanwhile, we launched seven new ETFs in the first half of the year, giving us a total of 90 different investment tools available for our clients. Our AUM continues to grow as well, now exceeding \$10 billion.

In 2019, we have continued to focus on expanding our lineup of marijuana-focused ETFs to give investors more ways to access this exciting, burgeoning sector. To complement our existing cannabis ETFs – the Horizons Marijuana Life Sciences Index ETF (“HMMJ”), the world’s first and largest marijuana ETF, and the Horizons Emerging Marijuana Growers Index ETF (“HMJR”), Canada’s first small-cap marijuana ETF – we introduced three additional cannabis funds. In April, we brought to market the world’s first U.S.-focused marijuana index ETF – the Horizons US Marijuana Index ETF (“HMUS”); and in May, we launched the world’s first leveraged and inverse marijuana ETFs – the BetaPro Marijuana Companies 2x Daily Bull ETF (“HMJU”) and the BetaPro Marijuana Companies Inverse ETF (“HMJI”).

Horizons ETFs is continuing to innovate in areas outside of the Cannabis space. In May, we unveiled Canada’s first uranium ETF – the Horizons Global Uranium Index ETF (“HURA”). In addition, we expanded our suite of Total Return Index ETFs to 15 with the launch of the Horizons Equal Weight Canada REIT Index ETF (“HCRE”), Horizons Laddered Canadian Preferred Share Index ETF (“HLPR”) and Horizons Equal Weight Canada Banks Index ETF (“HEWB”).

Despite any direction that markets or interest rates take, we have ETF solutions that allow investors of all types to customize their portfolio exposure. For information on all our strategies, please visit our website at [www.HorizonsETFs.com](http://www.HorizonsETFs.com) where we offer a range of resources designed to help you become a more educated ETF investor.

Thank you for your continued support and wishing you strong returns for the remainder of 2019 and beyond.



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

## MANAGEMENT REPORT OF FUND PERFORMANCE

This interim management report of fund performance for Horizons Cdn Insider Index ETF (“HII” 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, 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

HII seeks to replicate, to the extent possible, the performance of the INK Canadian Insider Index (the “Underlying Index”, Bloomberg ticker: INKCINP), net of expenses. The Underlying Index is designed to provide exposure to the performance of 50 growth and value stocks with significant insider buying and ownership listed on the Toronto Stock Exchange (“TSX”).

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

The Underlying Index is ordinarily rebalanced on a semi-annual basis at the close of trading on the third Friday in each of May and November (each a “Rebalancing Date”). The Constituent Issuers of the Underlying Index will be weighted equally on each Rebalancing Date. The ETF is fully invested in or exposed to the Underlying Index at all times.

## Management Discussion of Fund Performance (continued)

### Risk

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

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

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

The risks to which an investment in the ETF is subject are listed below and have not changed from the list of risks found in the ETF's most recent prospectus. A full description of each risk listed below may also be found in the most recent prospectus. The most recent prospectus is available at [www.horizonsetfs.com](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.

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

### Results of Operations

For the six-month period ended June 30, 2019, units of the ETF returned 9.00%, when including distributions paid to unit-holders. The Underlying Index also returned 9.08% for the same period. Differences in performance between the ETF and the Underlying Index may arise due to the expenses payable by the ETF, which include management fees plus applicable sales taxes, as well as the potential for tracking error arising from the physical index replication risk detailed in the ETF's prospectus.

## Management Discussion of Fund Performance (continued)

The Underlying Index measures the performance of 50 Toronto Stock Exchange-listed growth and value stocks with significant insider buying and ownership which meet minimum size, liquidity, and insider holding disclosure requirements. For the six-month period ended June 30, 2019, the top performers in the Underlying Index were Ero Copper Corp., Kirkland Lake Gold Ltd. and Air Canada, gaining 126.10%, 58.48% and 52.89%, respectively. The worst performers in the Underlying Index for the period were Dorel Industries Inc., Class 'B', Gran Tierra Energy Inc. and Yangarra Resources Ltd., returning -39.85%, -31.21% and -14.12%, respectively.

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

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

For the six-month period ended June 30, 2019, the ETF generated gross comprehensive income (loss) from investments and derivatives (which includes changes in the fair value of the ETF's portfolio) of \$798,255. This compares to \$334,544 for the six-month period ended June 30, 2018. The ETF incurred management, operating and transaction expenses of \$84,434 (2018 – \$88,996) of which \$38,040 (2018 – \$34,684) 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 \$108,779 to unitholders during the period (2018 – \$129,294).

### ***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.

---

**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 "Management Fees" on page 7) are related party transactions, as the Manager is considered to be a related party to the ETF. Fees paid to the Independent Review Committee are also considered to be related party transactions. Both the management fees and fees paid to the Independent Review Committee are disclosed in the statements of comprehensive income in the attached financial statements of the ETF. The management fees payable by the ETF as at June 30, 2019, and December 31, 2018, are disclosed in the statements of financial position.

## Financial Highlights

The following tables show selected key financial information about the ETF and are intended to help you understand the ETF's financial performance since the effective start of its operations on January 20, 2015. 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

Period <sup>(1)</sup>	2019	2018	2017	2016	2015
<b>Net assets, beginning of period</b>	\$ 10.23	12.73	11.52	9.86	10.00
<b>Increase (decrease) from operations:</b>					
Total revenue	0.15	0.29	0.30	0.27	0.28
Total expenses	(0.06)	(0.11)	(0.11)	(0.09)	(0.10)
Realized gains (losses) for the period	(0.38)	(0.54)	1.06	0.76	(0.62)
Unrealized gains (losses) for the period	1.23	(2.01)	0.11	0.96	0.14
<b>Total increase (decrease) from operations <sup>(2)</sup></b>	0.94	(2.37)	1.36	1.90	(0.30)
<b>Distributions:</b>					
From net investment income (excluding dividends)	(0.14)	–	–	–	–
From dividends	–	(0.16)	(0.20)	(0.18)	(0.12)
From net realized capital gains	–	–	(0.70)	(0.28)	–
From return of capital	–	(0.09)	–	–	(0.10)
<b>Total distributions <sup>(3)</sup></b>	(0.14)	(0.25)	(0.90)	(0.46)	(0.22)
<b>Net assets, end of period <sup>(4)</sup></b>	\$ 11.01	10.23	12.73	11.52	9.86

1. This information is derived from the ETF's unaudited interim financial statements and audited annual financial statements.
2. Net assets per unit and distributions are based on the actual number of units outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of units outstanding over the financial period.
3. Income, dividend and/or return of capital distributions, if any, are paid in cash, reinvested in additional units of the ETF, or both. Capital gains distributions, if any, may or may not be paid in cash. Non-cash capital gains distributions are reinvested in additional units of the ETF and subsequently consolidated. They are reported as taxable distributions and increase each unitholder's adjusted cost base for their units. Neither the number of units held by the unitholder, nor the net asset per unit of the ETF change as a result of any non-cash capital gains distributions. Distributions classified as return of capital, if any, decrease each unitholder's adjusted cost base for their units. 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>Period</b> <sup>(1)</sup>	<b>2019</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
Total net asset value (000's)	\$ 8,541	8,700	8,599	10,373	8,878
Number of units outstanding (000's)	776	850	675	900	900
Management expense ratio <sup>(2)</sup>	0.74%	0.74%	0.74%	0.74%	0.74%
Management expense ratio before waivers and absorptions <sup>(2)</sup>	1.61%	1.26%	1.44%	1.35%	1.52%
Trading expense ratio <sup>(3)</sup>	0.31%	0.18%	0.15%	0.15%	0.23%
Portfolio turnover rate <sup>(4)</sup>	53.12%	96.82%	73.30%	75.27%	83.71%
Net asset value per unit, end of period	\$ 11.01	10.23	12.73	11.52	9.86
Closing market price	\$ 11.01	10.23	12.73	11.53	9.85

1. This information is provided as at June 30, 2019, and December 31 of the other years shown.
2. Management expense ratio is based on total expenses, including sales tax, (excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of daily average net asset value during the period. Out of its management fees, the Manager pays for such services to the ETF as investment manager compensation 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 units, calculated and accrued daily and payable monthly in arrears.

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

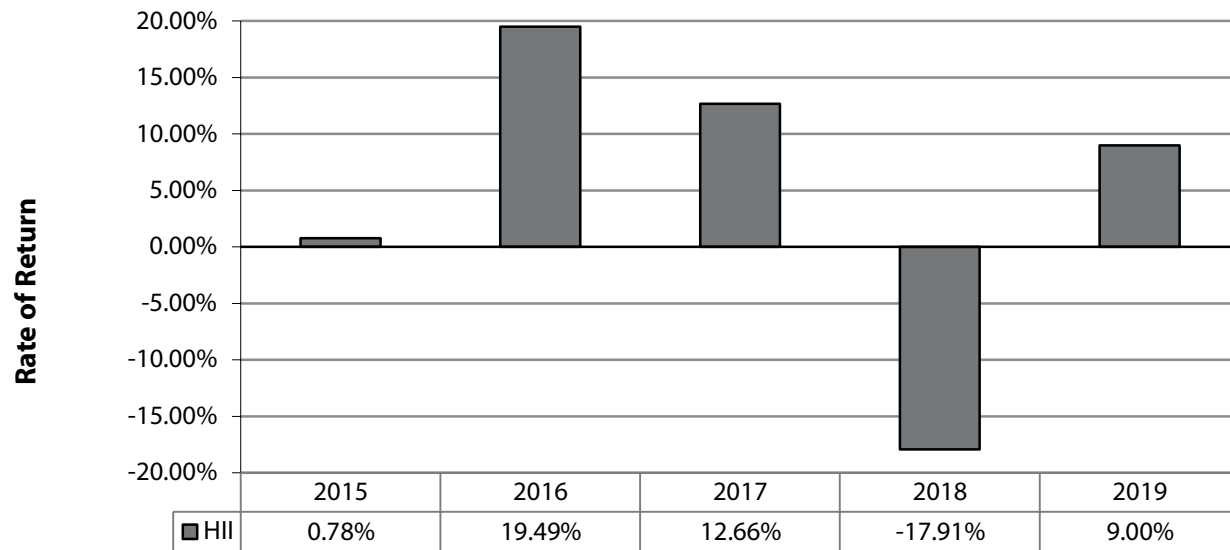
The Manager paid substantially more than 100% of the management fees it received from the ETF during the period towards marketing and promotional costs, and towards the fees associated with the managerial, portfolio management and portfolio advisory services provided to the ETF.

## Past Performance

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

### Year-by-Year Returns

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



The ETF effectively began operations on January 20, 2015.

## Summary of Investment Portfolio

As at June 30, 2019

<b>Asset Mix</b>	<b>Net Asset Value</b>	<b>% of ETF's Net Asset Value</b>
Canadian Equities	\$ 8,535,924	99.94%
Cash and Cash Equivalents	32,233	0.38%
Other Assets less Liabilities	(27,028)	-0.32%
	<b>\$ 8,541,129</b>	<b>100.00%</b>

<b>Sector Mix</b>	<b>Net Asset Value</b>	<b>% of ETF's Net Asset Value</b>
Financials	\$ 2,583,783	30.25%
Industrials	1,385,967	16.23%
Consumer Discretionary	1,333,592	15.61%
Materials	1,197,066	14.01%
Energy	875,671	10.25%
Utilities	500,119	5.86%
Consumer Staples	492,478	5.77%
Health Care	167,248	1.96%
Cash and Cash Equivalents	32,233	0.38%
Other Assets less Liabilities	(27,028)	-0.32%
	<b>\$ 8,541,129</b>	<b>100.00%</b>

**Summary of Investment Portfolio** (continued)

As at June 30, 2019

<b>Top 25 Holdings</b>	<b>% of ETF's Net Asset Value</b>
Héroux-Devtek Inc.	2.54%
ERO Copper Corp.	2.54%
Barrick Gold Corp.	2.53%
Kirkland Lake Gold Ltd.	2.49%
Canaccord Genuity Group Inc.	2.30%
Lundin Mining Corp.	2.27%
Linamar Corp.	2.13%
Exchange Income Corp.	2.13%
First National Financial Corp.	2.11%
Empire Co. Ltd.	2.11%
West Fraser Timber Co. Ltd.	2.11%
CanWel Building Materials Group Ltd.	2.09%
Cameco Corp.	2.07%
goeasy Ltd.	2.06%
Manulife Financial Corp.	2.03%
Sun Life Financial Inc.	2.03%
Equitable Group Inc.	2.03%
Canadian Tire Corp. Ltd.	2.02%
Slate Retail REIT	2.02%
Martinrea International Inc.	2.02%
Gibson Energy Inc.	2.00%
Dream Office REIT	1.99%
Cogeco Inc.	1.99%
Canadian Utilities Ltd.	1.99%
Northview Apartment REIT	1.98%

The summary of investment portfolio may change due to the ongoing portfolio transactions of the ETF. The most recent financial statements are available at no cost by calling 1-866-641-5739, or (416) 933-5745, by writing to us at 55 University Avenue, Suite 800, Toronto, Ontario, M5J 2H7, by visiting our website at [www.horizonsetfs.com](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 Cdn Insider Index ETF (the “ETF”) are the responsibility of the manager and trustee to the ETF, Horizons ETFs Management (Canada) Inc. (the “Manager”). They have been prepared in accordance with International Financial Reporting Standards using information available and include certain amounts that are based on the Manager’s best estimates and judgements.

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

These financial statements have been approved by the Board of Directors of the Manager.



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



\_\_\_\_\_  
Peter 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, 2019 and December 31, 2018

	<b>2019</b>	<b>2018</b>
<b>Assets</b>		
Cash and cash equivalents	\$ 32,233	\$ 18,582
Investments	8,535,924	8,724,514
Amounts receivable relating to accrued income	29,689	23,397
Amounts receivable relating to portfolio assets sold	1,767	1,834
<b>Total assets</b>	<b>8,599,613</b>	<b>8,768,327</b>
<b>Liabilities</b>		
Accrued management fees	5,100	5,498
Accrued operating expenses	2,519	950
Distribution payable	50,865	62,248
<b>Total liabilities</b>	<b>58,484</b>	<b>68,696</b>
<b>Total net assets (note 2)</b>	<b>\$ 8,541,129</b>	<b>\$ 8,699,631</b>
Number of redeemable units outstanding (note 8)	775,505	850,394
Total net assets per unit	\$ 11.01	\$ 10.23

(See accompanying notes to financial statements)

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



 Steven J. Hawkins  
 Director



 Peter Lee  
 Director

**Statements of Comprehensive Income** (unaudited)

For the Periods Ended June 30,

	<b>2019</b>	<b>2018</b>
<b>Income</b>		
Dividend income	\$ 100,289	\$ 128,445
Interest income for distribution purposes	6,631	2,093
Securities lending income (note 7)	13,923	–
Net realized gain (loss) on sale of investments and derivatives	(302,963)	309,465
Net realized loss on foreign exchange	(253)	(60)
Net change in unrealized appreciation (depreciation) of investments and derivatives	980,969	(105,705)
Net change in unrealized appreciation (depreciation) of foreign exchange	(341)	306
	<b>798,255</b>	<b>334,544</b>
<b>Expenses (note 9)</b>		
Management fees	31,819	41,291
Audit fees	3,686	4,591
Independent Review Committee fees	371	389
Custodial and fund valuation fees	13,987	11,853
Securityholder reporting costs	6,959	8,263
Administration fees	13,938	11,716
Transaction costs	13,656	10,893
Other expenses	18	–
	<b>84,434</b>	<b>88,996</b>
Amounts that were payable by the investment fund that were paid or absorbed by the Manager	(38,040)	(34,684)
	<b>46,394</b>	<b>54,312</b>
<b>Increase in net assets for the period</b>	<b>\$ 751,861</b>	<b>\$ 280,232</b>
Increase in net assets per unit	\$ 0.94	\$ 0.30

(See accompanying notes to financial statements)



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

For the Periods Ended June 30,

	<b>2019</b>	<b>2018</b>
<b>Total net assets at the beginning of the period</b>	\$ 8,699,631	\$ 8,599,437
<b>Increase in net assets</b>	751,861	280,232
<b>Redeemable unit transactions</b>		
Proceeds from the issuance of securities of the investment fund	1,392,105	5,078,000
Aggregate amounts paid on redemption of securities of the investment fund	(2,194,900)	–
Securities issued on reinvestment of distributions	1,211	671
Distributions:		
From net investment income	(108,779)	(129,294)
<b>Total net assets at the end of the period</b>	<b>\$ 8,541,129</b>	<b>\$ 13,829,046</b>

(See accompanying notes to financial statements)

**Statements of Cash Flows** (unaudited)

For the Periods Ended June 30,

	<b>2019</b>	<b>2018</b>
<b>Cash flows from operating activities:</b>		
Increase in net assets for the period	\$ 751,861	\$ 280,232
Adjustments for:		
Net realized loss (gain) on sale of investments and derivatives	302,963	(309,465)
Net change in unrealized depreciation (appreciation) of investments and derivatives	(980,969)	105,705
Net change in unrealized depreciation (appreciation) of foreign exchange	242	(306)
Purchase of investments	(3,538,565)	(7,962,427)
Proceeds from the sale of investments	3,879,985	5,413,071
Amounts receivable relating to accrued income	(6,292)	(12,357)
Accrued expenses	1,171	2,012
<b>Net cash from (used in) operating activities</b>	<b>410,396</b>	<b>(2,483,535)</b>
<b>Cash flows from financing activities:</b>		
Amount received from the issuance of units	272,270	2,558,369
Amount paid on redemptions of units	(549,822)	–
Distributions paid to unitholders	(118,951)	(108,679)
<b>Net cash from (used in) financing activities</b>	<b>(396,503)</b>	<b>2,449,690</b>
<b>Net increase (decrease) in cash and cash equivalents during the period</b>	<b>13,893</b>	<b>(33,845)</b>
Effect of exchange rate fluctuations on cash and cash equivalents	(242)	306
<b>Cash and cash equivalents at beginning of period</b>	<b>18,582</b>	<b>70,310</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 32,233</b>	<b>\$ 36,771</b>
Interest received	\$ 6,631	\$ 2,093
Dividends received	\$ 93,997	\$ 116,087

(See accompanying notes to financial statements)

**Schedule of Investments** (unaudited)

As at June 30, 2019

Security	Shares	Average Cost	Fair Value
<b>CANADIAN EQUITIES (99.94%)</b>			
<b>Financials (30.25%)</b>			
AGF Management Ltd., Class 'B'	32,005	\$ 203,617	\$ 166,426
American Hotel Income Properties REIT L.P.	24,974	171,178	167,326
Brookfield Asset Management Inc., Class 'A'	2,672	170,331	167,401
Canaccord Genuity Group Inc.	32,741	210,227	196,446
Dream Office REIT	7,209	143,196	170,421
Element Fleet Management Corp.	17,248	125,989	164,891
Equitable Group Inc.	2,389	139,496	173,417
First National Financial Corp.	5,771	149,110	180,344
goeasy Ltd.	3,314	106,389	175,642
Great-West Lifeco Inc.	5,513	171,094	166,217
Manulife Financial Corp.	7,296	169,908	173,645
Morguard Corp.	889	146,821	166,510
Northview Apartment REIT	6,274	151,851	168,770
Slate Retail REIT, Class 'U'	13,668	166,445	172,900
Sun Life Financial Inc.	3,198	170,744	173,427
		2,396,396	2,583,783
<b>Industrials (16.23%)</b>			
Air Canada	4,198	109,512	166,619
Badger Daylighting Ltd.	3,493	169,661	166,895
CanWel Building Materials Group Ltd.	36,762	207,398	178,296
Exchange Income Corp.	4,750	171,150	181,450
Héroux-Devtek Inc.	11,335	173,298	217,179
Magellan Aerospace Corp.	9,704	161,957	158,175
North American Construction Group Ltd.	10,679	143,603	150,681
WSP Global Inc.	2,312	129,318	166,672
		1,265,897	1,385,967
<b>Consumer Discretionary (15.61%)</b>			
Aimia Inc.	39,716	148,066	151,715
Brookfield Business Partners L.P.	3,258	160,674	166,125
Canadian Tire Corp. Ltd., Class 'A'	1,212	174,510	172,928
Cogeco Inc.	2,036	170,965	170,128
Corus Entertainment Inc., Class 'B'	25,689	170,403	157,731
Dorel Industries Inc., Class 'B'	15,136	313,466	160,593
Linamar Corp.	3,721	222,667	181,883
Martinrea International Inc.	15,883	187,189	172,489
		1,547,940	1,333,592

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

As at June 30, 2019

Security	Shares	Average Cost	Fair Value
<b>Materials (14.01%)</b>			
Barrick Gold Corp.	10,468	178,908	216,373
Cameco Corp.	12,584	184,839	176,679
ERO Copper Corp.	9,770	170,836	216,699
Kirkland Lake Gold Ltd.	3,778	82,304	213,155
Lundin Mining Corp.	26,905	169,386	193,985
West Fraser Timber Co. Ltd.	3,018	191,357	180,175
		977,630	1,197,066
<b>Energy (10.25%)</b>			
Cenovus Energy Inc.	14,585	169,746	168,457
Ensign Energy Services Inc.	30,085	171,954	129,065
Gibson Energy Inc.	7,303	160,914	170,525
Gran Tierra Energy Inc.	59,228	234,044	121,417
Tourmaline Oil Corp.	8,761	213,286	146,133
Yangarra Resources Ltd.	62,255	233,377	140,074
		1,183,321	875,671
<b>Utilities (5.86%)</b>			
ATCO Ltd., Class 'I'	3,737	170,541	164,951
Canadian Utilities Ltd., Class 'A'	4,600	166,867	170,016
TransAlta Corp.	19,384	171,099	165,152
		508,507	500,119
<b>Consumer Staples (5.77%)</b>			
Alimentation Couche-Tard Inc., Class 'B'	2,022	170,721	166,633
Empire Co. Ltd., Class 'A'	5,468	137,657	180,335
Saputo Inc.	3,712	170,616	145,510
		478,994	492,478
<b>Health Care (1.96%)</b>			
Bausch Health Cos. Inc.	5,062	148,681	167,248
		148,681	167,248
<b>TOTAL CANADIAN EQUITIES</b>		<b>8,507,366</b>	<b>8,535,924</b>
Transaction Costs		(4,600)	
<b>TOTAL INVESTMENT PORTFOLIO (99.94%)</b>		<b>\$ 8,502,766</b>	<b>\$ 8,535,924</b>
<b>Cash and cash equivalents (0.38%)</b>			32,233
<b>Other assets less liabilities (-0.32%)</b>			(27,028)
<b>TOTAL NET ASSETS (100.00%)</b>			<b>\$ 8,541,129</b>

(See accompanying notes to financial statements)

## Notes to Financial Statements (unaudited)

June 30, 2019

### 1. REPORTING ENTITY

Horizons Cdn Insider Index ETF ("HII" 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 January 20, 2015. The address of the ETF's registered office is: c/o Horizons ETFs Management (Canada) Inc., 55 University Avenue, Suite 800, Toronto, Ontario, M5J 2H7.

The ETF is offered for sale on a continuous basis by its prospectus in Class A units ("Class A") which trade on the Toronto Stock Exchange ("TSX") under the symbol HII. 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.

HII seeks to replicate, to the extent possible, the performance of the INK Canadian Insider Index (the "Underlying Index", Bloomberg ticker: INKCINP), net of expenses. The Underlying Index is designed to provide exposure to the performance of 50 growth and value stocks with significant insider buying and ownership listed on the Toronto Stock Exchange ("TSX").

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

### 2. BASIS OF PREPARATION

#### *(i) Statement of compliance*

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

These financial statements were authorized for issue on August 14, 2019, by the Board of Directors of the Manager.

#### *(ii) Basis of measurement*

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

#### *(iii) Functional and presentation currency*

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

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

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

June 30, 2019

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

The ETF is subject to IFRS 9, Financial Instruments (“IFRS 9”) for the classification and measurement requirements for financial instruments, including impairment on financial assets and hedge accounting.

This 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”). IFRS 9 requires classification of debt instruments, if any, based solely on payments of principal and interests, and business model tests.

The ETF’s financial assets and financial liabilities are managed and its performance is evaluated on a fair value basis. The contractual cash flows of the ETF’s debt securities, if any, consist solely of principal and interest, however, these securities are neither held in held-to-collect, or held-to-collect-and-sale business models in IFRS 9.

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
- Financial liabilities 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

***(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.

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

June 30, 2019

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

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

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

### ***(iii) Offsetting***

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

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

### ***(iv) Specific instruments***

#### **Cash and cash equivalents**

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

#### **Forward foreign exchange contracts**

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

#### **Redeemable units**

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

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

June 30, 2019

**(b) Investment income**

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

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

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

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

**(c) Foreign currency**

Transactions in foreign currencies are translated into the ETF's reporting currency using the exchange rate prevailing on the trade date. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated at the 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 in the statements of comprehensive income represents the change in net assets attributable to holders of redeemable units from operations divided by the weighted average number of units of the ETF outstanding during the reporting period. For management fees please refer to note 9.

**(f) Unitholder transactions**

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



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

June 30, 2019

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

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

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

Net assets attributable to holders of redeemable units per unit is calculated by dividing the ETF's net assets attributable to holders of redeemable units by the number of units of the ETF outstanding on the Valuation Date.

**(i) Transaction costs**

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

**4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

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

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

**5. FINANCIAL INSTRUMENTS RISK**

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

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

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

June 30, 2019

**(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, 2019, and December 31, 2018, 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, 2019, and December 31, 2018, 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, 2019	December 31, 2018
INK Canadian Insider Index	\$84,372	\$84,923

**(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, 2019

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, 2019, and December 31, 2018, due to the nature of its portfolio investments, the ETF did not have any material credit risk exposure.

**(c) Liquidity risk**

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

**6. FAIR VALUE MEASUREMENT**

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

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

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, 2019, and December 31, 2018, in valuing the ETF's investments and derivatives carried at fair values:

	June 30, 2019			December 31, 2018		
	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)
<b>Financial Assets</b>						
Equities	8,535,924	–	–	8,724,514	–	–
<b>Total Financial Assets</b>	<b>8,535,924</b>	–	–	<b>8,724,514</b>	–	–
<b>Total Financial Liabilities</b>	–	–	–	–	–	–
<b>Net Financial Assets and Liabilities</b>	<b>8,535,924</b>	–	–	<b>8,724,514</b>	–	–

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

June 30, 2019

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, 2019, and for the year ended December 31, 2018.

**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, 2019, and December 31, 2018, was as follows:

As at	Securities Loaned	Collateral Received
June 30, 2019	\$2,081,545	\$2,186,244
December 31, 2018	\$945,632	\$993,968

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, 2019 and 2018. It shows the gross amount of securities lending revenues generated from the securities lending transactions of the ETF, less any taxes withheld and amounts earned by parties entitled to receive payments out of the gross amount as part of any securities lending agreements.

For the periods ended	June 30, 2019	% of Gross Income	June 30, 2018	% of Gross Income
Gross securities lending income	\$19,887		–	
Lending Agents’ fees:				
Canadian Imperial Bank of Commerce	(5,964)	29.99%	–	–
<b>Net securities lending income paid to the ETF</b>	<b>\$13,923</b>	<b>70.01%</b>	–	–

**8. REDEEMABLE UNITS**

The ETF is authorized to issue an unlimited number of redeemable, transferable Class A units each of which represents an equal, undivided interest in the net assets of the ETF. Each unit entitles the owner to one vote at meetings of unitholders. Each unit is entitled to participate equally with all other units with respect to all payments made to unitholders, other

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

June 30, 2019

than management fee distributions, whether by way of income or capital distributions and, on liquidation, to participate equally in the net assets of the ETF remaining after satisfaction of any outstanding liabilities that are attributable to units of that class of the ETF. All units will be fully paid and non-assessable, with no liability for future assessments, when issued and will not be transferable except by operation of law.

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

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

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

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

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

For the periods ended June 30, 2019 and 2018, 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>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>
2019	850,394	125,111	(200,000)	775,505	802,542
2018	675,265	400,052	–	1,075,317	927,094

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

June 30, 2019

### 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 0.65%, plus applicable sales taxes, of the net asset value of the ETF's units, calculated and accrued daily and payable monthly in arrears. Any expenses of the ETF which are waived or absorbed by the Manager are paid out of the management fees received by the Manager.

#### Other expenses

Unless otherwise waived or reimbursed by the Manager, the ETF pays all of its operating expenses, including but not limited to: audit fees; trustee and custodial expenses; valuation, accounting and record keeping costs; legal expenses; permitted prospectus preparation and filing expenses; costs associated with delivering documents to unitholders; listing and annual stock exchange fees; index licensing fees, if applicable; fees payable to CDS Clearing and Depository Services Inc.; bank related fees and interest charges; extraordinary expenses; unitholder reports and servicing costs; registrar and transfer agent fees; costs associated with the Independent Review Committee; income taxes; sales taxes; brokerage expenses and commissions; and withholding taxes.

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

### 10. BROKER COMMISSIONS, SOFT DOLLARS AND RELATED PARTY TRANSACTIONS

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

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

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

June 30, 2019

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, if any, for the periods ended June 30, 2019 and 2018, were as follow:

Period Ended	Brokerage Commissions Paid	Soft Dollar Transactions	Amount Paid to Related Parties
June 30, 2019	\$6,436	\$nil	\$nil
June 30, 2018	\$9,123	\$nil	\$nil

In addition to the information contained in the table above, the management fees paid to the Manager described in note 9 are related party transactions, as the Manager is considered to be a related party to the ETF. Fees paid to the Independent Review Committee are also considered to be related party transactions. Both the management fees and fees paid to the Independent Review Committee are disclosed in the statements of comprehensive income. The management fees payable by the ETF as at June 30, 2019, and December 31, 2018, 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, 2018, the ETF had net capital losses and/or non-capital losses, with the year of expiry of the non-capital losses as follows:

Net Capital Losses	Non-Capital Losses	Year of Expiry of the Non-Capital Losses
\$224,336	–	–

**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, 2019 and December 31, 2018, the ETF did not have any financial instruments eligible for offsetting.

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

June 30, 2019

### 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, 2019, and December 31, 2018, 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 2018 has been reclassified to conform to the financial statement presentation adopted for 2019.



Manager

**Horizons ETFs Management (Canada) Inc.**

55 University Avenue, Suite 800

Toronto, Ontario

M5J 2H7

Tel: 416-933-5745

Fax: 416-777-5181

Toll Free: 1-866-641-5739

[info@horizonsetfs.com](mailto:info@horizonsetfs.com)

[www.horizonsetfs.com](http://www.horizonsetfs.com)

Auditors

**KPMG LLP**

Bay Adelaide Centre

333 Bay Street, Suite 4600

Toronto, Ontario

M5H 2S5

Custodian

**CIBC Mellon Trust Company**

1 York Street, Suite 900

Toronto, Ontario

M5J 0B6

Registrar and Transfer Agent

**TSX Trust Company**

100 Adelaide Street West, Suite 301

Toronto, Ontario

M5H 4H1

Innovation is our capital. Make it yours.

Horizons Exchange Traded Funds | 55 University Avenue, Suite 800 | Toronto, Ontario, M5J 2H7

**T** 416 933 5745 | **TF** 1 866 641 5739 | **w** [horizonsetfs.com](http://horizonsetfs.com)



**HORIZONS** ETFs  
by Mirae Asset