

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.*

## PROSPECTUS

*Initial Public Offering and Continuous Offering*

March 16, 2021



This prospectus qualifies the distribution of units (“Units”) of the following exchange traded fund (the **Dynamic ETF**), which is established as a trust under the laws of the province of Ontario.

### **Dynamic Active International ETF (“DXIF” or the “Dynamic ETF”)**

1832 Asset Management L.P. (the “**Manager**” and “**Trustee**”) is the promoter, manager, trustee and portfolio advisor of the Dynamic ETF. The head office of the Manager is located at 1 Adelaide Street East, 28<sup>th</sup> Floor, Toronto, Ontario, M5C 2V9. See “Organization and Management Details of the Dynamic ETF”.

### **Investment Objectives**

DXIF seeks to provide long-term capital growth by investing primarily in a broadly diversified portfolio of equity securities of businesses located around the world excluding the United States of America and Canada. See “Investment Objectives”.

### **Listing of Units**

The Dynamic ETF issues Units on a continuous basis and there is no maximum number of Units that may be issued. The Units are denominated in Canadian dollars. The Units of the Dynamic ETF have been conditionally approved for listing on the Toronto Stock Exchange (the “**TSX**”). Subject to satisfying the TSX’s original listing requirements on or before March 9, 2022, the Units will be listed on the TSX and investors will be able to buy or sell such Units on the TSX through registered brokers and dealers in the province or territory where the investor resides.

Investors may incur customary brokerage commissions in buying or selling Units. No fees are paid by investors to the Manager or the Dynamic ETF in connection with buying or selling of Units on the TSX. Holders of Units may also (i) redeem Units for cash at a redemption price per Unit equal to 95% of the closing price for the Units on the TSX on the effective day of redemption, subject to a maximum redemption price per Unit equal to the net asset value per Unit (“**NAV per Unit**”) on the effective day of redemption, less any applicable administration fee determined by the Manager, in its sole discretion, from time to time, or (ii) exchange a Prescribed Number of Units (as defined herein) (or an integral multiple thereof) for Baskets of Securities (as defined herein) and cash or, in certain circumstances, for cash. See “Exchange and Redemption of Units – Redemption of Units for Cash” and “Exchange and Redemption of Units – Exchange of Units at NAV per Unit for Baskets of Securities and/or Cash” for further information.

The Dynamic ETF will generally issue Units directly to the designated broker and dealers.

### **Eligibility for Investment**

In the opinion of Blake, Cassels & Graydon LLP, if the Units are listed on a “designated stock exchange” within the meaning of the Tax Act (which currently includes the TSX), or if the Dynamic ETF were to qualify as a mutual fund trust within the meaning of the Tax Act, the Units, if issued on the date hereof, would be on such date qualified investments under the Tax Act for a trust governed by a registered retirement savings plan, a registered retirement

income fund, a registered disability savings plan, a deferred profit sharing plan, a registered education savings plan or a tax-free savings account. See “Income Tax Considerations – Taxation of Registered Plans”.

### **Additional Considerations**

No designated broker or dealer has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus and as such, the designated broker and dealers do not perform many of the usual underwriting activities in connection with the distribution by the Dynamic ETF of its Units under this prospectus.

For a discussion of the risks associated with an investment in Units, see “Risk Factors”.

Registration of interests in, and transfer of, the Units will be made only through CDS Clearing and Depository Services Inc. Beneficial owners will not have the right to receive physical certificates evidencing their ownership.

### **Documents Incorporated by Reference**

Additional information about the Dynamic ETF is or will be available in the most recently filed annual financial statements, any interim financial statements filed after those annual financial statements, the most recently filed annual management report of fund performance (“**MRFP**”), any interim MRFP filed after the annual MRFP for the Dynamic ETF, and the most recently filed ETF Facts (as defined herein) for the Dynamic ETF. These documents are incorporated by reference into, and legally form an integral part of, this prospectus. See “Documents Incorporated by Reference” for further details.

## TABLE OF CONTENTS

<b>GLOSSARY .....</b>	<b>i</b>
<b>PROSPECTUS SUMMARY .....</b>	<b>iv</b>
<b>OVERVIEW OF THE LEGAL STRUCTURE OF THE DYNAMIC ETF .....</b>	<b>1</b>
<b>INVESTMENT OBJECTIVES .....</b>	<b>1</b>
<b>INVESTMENT STRATEGIES .....</b>	<b>1</b>
Specific Investment Strategies.....	1
General Investment Strategies .....	1
Investment in other Investment Funds.....	2
Use of Derivatives .....	2
Currency Hedging .....	2
Short Selling .....	2
Securities Lending.....	2
<b>OVERVIEW OF THE SECTORS IN WHICH THE DYNAMIC ETF INVESTS .....</b>	<b>3</b>
<b>INVESTMENT RESTRICTIONS .....</b>	<b>3</b>
Tax Related Investment Restriction .....	3
<b>FEES AND EXPENSES .....</b>	<b>3</b>
Fees and Expenses Payable by the Dynamic ETF.....	4
Fees and Expenses Payable Directly by the Unitholders.....	5
<b>RISK FACTORS .....</b>	<b>5</b>
General Risks Relating to an Investment in the Dynamic ETF .....	5
Additional Specific Risks Relating to an Investment in the Dynamic ETF.....	11
Risk Rating .....	14
<b>DISTRIBUTION POLICY .....</b>	<b>15</b>
<b>PURCHASES OF UNITS .....</b>	<b>16</b>
Initial Investment in the Dynamic ETF .....	16
Continuous Distribution .....	16
Designated Brokers .....	16
Buying and Selling Units.....	16
<b>EXCHANGE AND REDEMPTION OF UNITS .....</b>	<b>17</b>
Exchange of Units at NAV per Unit for Baskets of Securities and/or Cash.....	17
Redemption of Units for Cash .....	17
Suspension of Exchanges and Redemptions.....	18
Administration Fee .....	18
Allocations of Capital Gains to Redeeming or Exchanging Unitholders .....	18
Book-Entry Only System .....	19
Short-Term Trading.....	19
<b>PRICE RANGE AND TRADING VOLUME OF UNITS.....</b>	<b>19</b>
<b>INCOME TAX CONSIDERATIONS.....</b>	<b>19</b>
<b>ORGANIZATION AND MANAGEMENT DETAILS OF THE DYNAMIC ETF .....</b>	<b>26</b>
Manager.....	26
Executive Officers and Directors of the General Partner of the Manager .....	27
Executive Officers of the Manager.....	28
Portfolio Management .....	29
Designated Broker.....	29
Brokerage Arrangements .....	29
Conflicts of Interest .....	30
Independent Review Committee .....	31
Trustee.....	32

**TABLE OF CONTENTS**  
**(continued)**

Custodian.....	32
Auditors.....	33
Transfer Agent and Registrar .....	33
Lending Agent.....	33
Promoter .....	33
Affiliated Entities .....	33
<b>CALCULATION OF NAV .....</b>	<b>34</b>
Valuation Policies and Procedures of the Dynamic ETF.....	34
Differences from International Financial Reporting Standards .....	36
Reporting of NAV .....	36
<b>ATTRIBUTES OF THE SECURITIES .....</b>	<b>36</b>
Description of the Securities Distributed.....	36
<b>UNITHOLDER MATTERS .....</b>	<b>37</b>
Meetings of Unitholders .....	37
Matters Requiring Unitholder Approval.....	37
Amendments to the Declaration of Trust.....	38
Permitted Mergers .....	39
Reporting to Unitholders .....	39
International Information Reporting.....	39
<b>TERMINATION OF THE DYNAMIC ETF .....</b>	<b>40</b>
<b>PLAN OF DISTRIBUTION .....</b>	<b>40</b>
Non-Resident Unitholders .....	40
<b>RELATIONSHIP BETWEEN THE DYNAMIC ETF AND THE DEALERS .....</b>	<b>41</b>
<b>PRINCIPAL HOLDERS OF UNITS .....</b>	<b>41</b>
<b>PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD .....</b>	<b>41</b>
<b>MATERIAL CONTRACTS .....</b>	<b>42</b>
<b>LEGAL AND ADMINISTRATIVE PROCEEDINGS.....</b>	<b>42</b>
<b>EXPERTS.....</b>	<b>42</b>
<b>EXEMPTIONS AND APPROVALS .....</b>	<b>43</b>
<b>PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION .....</b>	<b>43</b>
<b>DOCUMENTS INCORPORATED BY REFERENCE.....</b>	<b>43</b>
<b>INDEPENDENT AUDITOR'S REPORT .....</b>	<b>F-1</b>
<b>CERTIFICATE OF THE DYNAMIC ETF, THE MANAGER AND PROMOTER .....</b>	<b>C-1</b>

## GLOSSARY

*Unless otherwise indicated, the references to dollar amounts in this prospectus are to Canadian dollars and all references to times in this prospectus are to Toronto time.*

*allowable capital loss* – has the meaning ascribed thereto under “Income Tax Considerations – Taxation of Holders”.

*Basket of Securities* – means, in respect of the Dynamic ETF, a group of securities and/or assets determined by the Manager from time to time.

*Canadian Securities Legislation* – means the securities legislation in force in each province and territory of Canada, all regulations, rules, orders and policies made thereunder and all multilateral and national instruments adopted by the Securities Regulatory Authorities, as the same may be amended, restated or replaced from time to time.

*Capital Gains Refund* – has the meaning ascribed thereto under “Income Tax Considerations – Taxation of the Dynamic ETF”.

*CDS* – means CDS Clearing and Depository Services Inc.

*CDS Participant* – means a registered dealer or other financial institution that is a participant in CDS and that holds Units on behalf of beneficial owners of Units.

*Close Price* – has the meaning ascribed thereto under “Calculation of NAV – Differences from International Financial Reporting Standards”.

*Constituent Issuers* – means the issuers included in the portfolio of the Dynamic ETF from time to time.

*Constituent Securities* – means the securities included in the portfolio of the Dynamic ETF from time to time.

*CRA* – means the Canada Revenue Agency.

*CRS Provisions* – has the meaning ascribed thereto under “Unitholder Matters – International Information Reporting”.

*Custodian* – means State Street Trust Company Canada, in its capacity as custodian of the Dynamic ETF pursuant to the Custodian Agreement.

*Custodian Agreement* – means the amended and restated master custodian agreement dated April 27, 2004, as amended, between the Manager, on behalf of the Dynamic ETF, and the Custodian, as may be further supplemented, amended and/or amended and restated from time to time.

*Dealer* – means a registered dealer (that may or may not be a Designated Broker), including Scotia Capital Inc., an affiliate of the Manager, that has entered into a continuous distribution dealer agreement with the Manager, on behalf of the Dynamic ETF, and that subscribes for and purchases Units from the Dynamic ETF.

*Declaration of Trust* – means the amended and restated master declaration of trust dated February 3, 2020 and a supplemental trust indenture establishing the Dynamic ETF dated March 16, 2021, as the same may be amended, restated or replaced from time to time.

*Designated Broker* – means a registered dealer that has entered into a designated broker agreement with the Manager, on behalf of the Dynamic ETF, pursuant to which the Designated Broker agrees to perform certain duties in relation to the Dynamic ETF.

*DFA Rules* – has the meaning ascribed thereto under “Risk Factors – Taxation of the Dynamic ETF”.

*Distribution Record Date* – means a date determined by the Manager as a record date for the determination of the Unitholders entitled to receive a distribution.

*DPSP* – means a deferred profit sharing plan within the meaning of the Tax Act.

*DXIF* or *Dynamic ETF* – means Dynamic Active International ETF, an investment trust established under the laws of the province of Ontario pursuant to the Declaration of Trust.

*ETF Facts* – means the ETF Fact document prescribed by Canadian Securities Legislation in respect of an exchange traded fund, which summarizes certain features of the exchange traded fund and which is publicly available at [www.sedar.com](http://www.sedar.com) and provided or made available to registered dealers for delivery to purchasers of securities of an exchange traded fund.

*Financial Statements* – has the meaning ascribed thereto under “Calculation of NAV – Differences from International Financial Reporting Standards”.

*General Partner* – has the meaning ascribed thereto under “Organization and Management Details of the Dynamic ETF – Manager”.

*GST/HST* – means taxes levied under Part IX of the *Excise Tax Act* (Canada) and the regulations made thereunder.

*Holder* – has the meaning ascribed thereto under “Income Tax Considerations”.

*IFRS* – has the meaning ascribed thereto under “Calculation of NAV – Differences from International Financial Reporting Standards”.

*IGA* – has the meaning ascribed thereto under “Unitholder Matters – International Information Reporting”.

*IRC or Independent Review Committee* – means the independent review committee of the Dynamic ETF established under NI 81-107.

*Lending Agent* – means State Street Bank and Trust Company, in its capacity as lending agent pursuant to the Securities Lending Agreement.

*Manager* – has the meaning ascribed thereto on the cover page.

*Management Fee* – has the meaning ascribed thereto under “Fees and Expenses – Fees and Expenses Payable by the Dynamic ETF – Management Fee”.

*Management Fee Distributions* – has the meaning ascribed thereto under “Fees and Expenses – Fees and Expenses Payable by the Dynamic ETF – Management Fee”.

*Minimum Distribution Requirements* – has the meaning ascribed thereto under “Income Tax Considerations – Status of the Dynamic ETF”.

*MRFPP* – means management report of fund performance.

*NAV and NAV per Unit* – means the net asset value of the Dynamic ETF and the net asset value per Unit, calculated by the Valuation Agent, as described under “Calculation of NAV”.

*NI 81-102* – means National Instrument 81-102 – *Investment Funds*, as the same may be amended, restated or replaced from time to time.

*NI 81-106* – means National Instrument 81-106 – *Investment Fund Continuous Disclosure*, as the same may be amended, restated or replaced from time to time.

*NI 81-107* – means National Instrument 81-107 – *Independent Review Committee for Investment Funds*, as the same may be amended, restated or replaced from time to time.

*Non-Portfolio Income* – has the meaning ascribed thereto under “Income Tax Considerations – Taxation of the Dynamic ETF”.

*Permitted Mergers* – has the meaning ascribed thereto under “Unitholder Matters – Permitted Mergers”.

*PNU or Prescribed Number of Units* – means the number of Units determined by the Manager from time to time for the purpose of subscription orders, exchanges, redemptions or for other purposes.

*Proxy Voting Policy* – has the meaning ascribed thereto under “Proxy Voting Disclosure for Portfolio Securities Held”.

*RDSP* – means a registered disability savings plan within the meaning of the Tax Act.

*Registered Plans* – has the meaning ascribed thereto under “Income Tax Considerations – Status of the Dynamic ETF”.

*Registrar and Transfer Agent* – means State Street Trust Company Canada or its successor.

*Reporting Date* – has the meaning ascribed thereto under “Calculation of NAV – Differences from International Financial Reporting Standards”.

*RESP* – means a registered education savings plan within the meaning of the Tax Act.

*RRIF* – means a registered retirement income fund within the meaning of the Tax Act.

*RRSP* – means a registered retirement savings plan within the meaning of the Tax Act.

*Scotiabank* – means The Bank of Nova Scotia.

*Securities Lending Agreement* – means the securities lending agreement dated October 1, 2015 between the Manager, in its capacity as trustee and manager of the Dynamic ETF, and the Lending Agent, as supplemented, amended and/or amended and restated from time to time.

*Securities Regulatory Authorities* – means the securities commission or similar regulatory authority in each province and territory of Canada that is responsible for administering the Canadian Securities Legislation in force in such province or territory.

*SIFT Rules* – has the meaning ascribed thereto under “Risk Factors – Taxation of the Dynamic ETF”.

*SIFT trust* – means a specified investment flow-through trust within the meaning of the Tax Act.

*Substituted Property* – has the meaning ascribed thereto under “Income Tax Considerations – Taxation of the Dynamic ETF”.

*Tax Act* – means the *Income Tax Act* (Canada) and the regulations thereunder, as amended from time to time.

*Tax Amendment* – means a proposed amendment to the Tax Act publicly announced by the Minister of Finance (Canada) prior to the date hereof.

*taxable capital gain* – has the meaning ascribed thereto under “Income Tax Considerations – Taxation of Holders”.

*Tax Treaties* – has the meaning ascribed thereto under “Risk Factors – Taxation of the Dynamic ETF”.

*TFSA* – means a tax-free savings account within the meaning of the Tax Act.

*Trading Day* – means a day on which a session of the TSX is held and the primary market or exchange for the securities held by the Dynamic ETF is open for trading.

*Trustee* – has the meaning ascribed thereto on the cover page.

*TSX* – means the Toronto Stock Exchange.

*Unit* – means a redeemable, transferable unit of the Dynamic ETF, which represents an equal, undivided interest in the net assets of the Dynamic ETF.

*Unitholder* – means a holder of Units of the Dynamic ETF.

*Valuation Agent* – means State Street Bank and Trust Company, which maintains its principal place of business at 225 Franklin Street, Boston, Massachusetts 02110, USA.

*Valuation Date* – means each Trading Day or any other day designated by the Manager on which the NAV and NAV per Unit is calculated.

*Valuation Time* – means 4:00 p.m. (Toronto time) on a Valuation Date or such other time that the Manager deems appropriate on each Valuation Date.

## PROSPECTUS SUMMARY

*The following is a summary of the principal features of this distribution and should be read together with the more detailed information, financial data and financial statements contained elsewhere in this prospectus or incorporated by reference in this prospectus.*

- Issuer:** Dynamic Active International ETF  
 (“DXIF” or the “Dynamic ETF”)
- 1832 Asset Management L.P. (the “**Manager**” and “**Trustee**”) is the manager, promoter, trustee and portfolio advisor of the Dynamic ETF.
- Continuous Distribution:** The Dynamic ETF issues Units on a continuous basis and there is no maximum number of Units that may be issued. Units are denominated in Canadian dollars.
- The Units of the Dynamic ETF have been conditionally approved for listing on the Toronto Stock Exchange (the “**TSX**”). Subject to satisfying the TSX’s original listing requirements, the Units will be listed on the TSX and investors will be able to buy or sell such Units on the TSX through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling Units. No fees are paid by investors to the Manager or the Dynamic ETF in connection with the buying or selling of Units on the TSX. Investors may trade Units in the same way as other securities listed on the TSX, including by using market orders and limit orders.
- See “Purchases of Units – Continuous Distribution” and “Purchases of Units – Buying and Selling Units”.
- Investment Objectives:** DXIF seeks to provide long-term capital growth by investing primarily in a broadly diversified portfolio of equity securities of businesses located around the world excluding the United States of America and Canada. See “Investment Objectives”.
- Investment Strategies:** **Specific Investment Strategies**
- In seeking to achieve its investment objectives, DXIF invests primarily in equity securities of businesses from around the world excluding the United States of America and Canada.
- The portfolio adviser will generally use a bottom-up value investment approach to select undervalued and yet fundamentally sound companies with strong cash flows and low debt levels or rapidly improving balance sheets. Strategies utilized by the portfolio adviser may include but are not limited to low price to earnings, low price to free cash flow and discounted cash flow analysis. Techniques such as fundamental analysis may be used to assess growth and value potential. This means evaluating the financial condition and management of each company, its industry and the overall economy. As part of this evaluation, the portfolio adviser may analyze financial data and other information sources, assess the quality of management, and conduct company interviews, where possible.
- The portfolio advisor may choose to:
- invest up to 100% of DXIF’s assets in foreign securities;
  - use warrants and derivatives such as options, forward contracts, futures contracts and swaps to:
    - hedge against losses from changes in the prices of DXIF’s investments and from exposure to foreign currencies; and/or
    - gain exposure to individual securities and markets instead of buying the securities directly; and/or
    - generate income; and
  - hold cash or cash equivalents.



## **General Investment Strategies**

The Dynamic ETF may invest, directly or indirectly, in a portfolio comprised of various securities and instruments which may include, but are not limited to, equity and equity related securities, fixed income securities and futures contracts (provided such investments are consistent with the Dynamic ETF's investment objectives and strategies). Equity related securities held by the Dynamic ETF may include, but are not limited to, American Depositary Receipts, convertible debt, income trust units, single issuer equity options, preferred shares and warrants. If market conditions require, in order to preserve capital, the Dynamic ETF may seek to invest a substantial portion of its assets in cash and cash equivalents or other money market instruments in order to meet its current obligations.

### *Investment in other Investment Funds*

In accordance with applicable securities legislation, including NI 81-102 or an exemption therefrom, the Dynamic ETF may invest in one or more underlying investment funds. Such underlying funds may themselves invest in securities of other investment funds, which include mutual funds, including alternative mutual funds, non-redeemable investment funds and/or exchange-traded funds, and may be managed by the same, affiliated or third-party investment fund managers. The Dynamic ETF may indirectly bear its share of an underlying fund's fees and expenses. The fees and expenses of the underlying funds may be higher than the fees and expenses payable by the Dynamic ETF. However, neither management fees nor performance fees will be paid to the manager of an underlying fund by the Dynamic ETF which, to a reasonable investor, would duplicate a fee payable by the underlying funds for the same service.

### *Use of Derivatives*

The Dynamic ETF may use warrants and derivatives such as options, forward contracts, futures contracts and swaps to (i) hedge against losses from changes in the prices of the fund's investments and from exposure to foreign currencies; (ii) gain exposure to individual securities and markets instead of buying the securities directly; and (iii) generate income.

Any use of derivative instruments by the Dynamic ETF must be in compliance with NI 81-102 and other applicable derivatives legislation and must be consistent with the investment objective and investment strategies of the Dynamic ETF.

### *Currency Hedging*

Any portion of the portfolio of the Dynamic ETF exposed to foreign currencies may be hedged back to the Canadian dollar at the discretion of the portfolio manager(s) of the Dynamic ETF.

### *Short Selling*

In accordance with its investment objectives and investment strategies, the Dynamic ETF is permitted to engage in a limited amount of short selling in compliance with securities regulations.

### *Securities Lending*

The Dynamic ETF may enter into securities lending transactions and repurchase and reverse purchase transactions in compliance with NI 81-102 in order to earn additional income for the Dynamic ETF.

See "Investment Strategies".

**Special Considerations for Purchasers:** The provisions of the so-called “early warning” requirements set out in Canadian Securities Legislation do not apply in connection with the acquisition of Units. In addition, the Dynamic ETF has obtained exemptive relief from the Securities Regulatory Authorities to permit Unitholders to acquire more than 20% of the Units through purchases on the TSX without regard to the take-over bid requirements of Canadian Securities Legislation.

See “Attributes of the Securities – Description of the Securities Distributed”.

**Risk Factors:** There are certain risks inherent in an investment in the Dynamic ETF. See “Risk Factors”.

**Income Tax Considerations:** This summary of Canadian federal income tax considerations for Canadian resident Unitholders is subject in its entirety to the qualifications, limitations and assumptions set out under the heading “Income Tax Considerations”.

A Unitholder who is an individual (other than a trust) resident in Canada will generally be required to include, in computing income for a taxation year, the amount of income (including any net realized taxable capital gains) that is paid or becomes payable to the Unitholder by the Dynamic ETF in that year (including such income that is paid in Units or reinvested in additional Units).

A Unitholder who disposes of a Unit that is held as capital property (within the meaning of the Tax Act), including on a redemption or otherwise, will generally realize a capital gain (or capital loss) to the extent that the proceeds of disposition (other than any amount payable by the Dynamic ETF which represents capital gains allocated and designated to the redeeming Unitholder in accordance to the Declaration of Trust), net of costs of disposition, exceed (or are less than) the adjusted cost base of that Unit.

Each investor should satisfy himself or herself as to the federal and provincial tax consequences of an investment in Units by obtaining advice from his or her tax advisor.

See “Income Tax Considerations”.

**Exchanges and Redemptions:** In addition to the ability to sell Units on the TSX, Unitholders may also (i) redeem Units for cash at a redemption price per Unit equal to 95% of the closing price for the Units on the TSX on the effective day of redemption, subject to a maximum redemption price per Unit equal to the NAV per Unit on the effective day of redemption, less any applicable administration fee determined by the Manager, in its sole discretion, from time to time, or (ii) exchange a PNU (or an integral multiple thereof) for Baskets of Securities and cash or, in certain circumstances, for cash.

See “Exchange and Redemption of Units – Redemption of Units for Cash” and “Exchange and Redemption of Units – Exchange of Units at NAV per Unit for Baskets of Securities and/or Cash”.

**Distributions:** The Dynamic ETF will distribute, in each taxation year, any net income and any net realized capital gains of the Dynamic ETF to such an extent that the Dynamic ETF will not be liable for non-refundable income tax under the Tax Act in respect of the taxation year.

Cash distributions on Units, if any, will be made in the currency in which Units are denominated and are expected to be made periodically as set out in the table below:

Dynamic ETF	Frequency of Distributions
DXIF	Annually, if any

Distributions are not guaranteed and the Manager may, in its sole discretion, change the frequency or amount of such distributions, which change will be announced by the Manager in a press release.

Depending on the underlying investments of the Dynamic ETF, distributions on Units may consist of ordinary income, including foreign source income and taxable dividends from taxable Canadian corporations, sourced from dividends or distributions received by the Dynamic ETF but may also include net realized capital gains, in any case, less the expenses of the Dynamic ETF. Distributions on Units may also include returns of capital which will generally reduce the adjusted cost base on the Unitholder's Units.

In addition to the distributions described above, the Dynamic ETF may from time to time pay additional distributions on its Units, including without restriction in connection with a special distribution or in connection with returns of capital.

The tax treatment to Unitholders of distributions is discussed under the heading "Income Tax Considerations".

See "Distribution Policy".

**Termination:**

The Dynamic ETF does not have a fixed termination date but may be terminated at the discretion of the Manager in accordance with the terms of the Declaration of Trust. See "Termination of the Dynamic ETF".

**Eligibility for Investment:**

If the Units are listed on a "designated stock exchange" within the meaning of the Tax Act (which currently includes the TSX), or if the Dynamic ETF were to qualify as a mutual fund trust within the meaning of the Tax Act, the Units, if issued on the date hereof, would be on such date qualified investments under the Tax Act for Registered Plans.

Notwithstanding the foregoing, an annuitant of an RRSP or RRIF, the holder of a TFSA or RDSP or the subscriber of an RESP may be subject to a penalty tax in respect of Units held by the RRSP, RRIF, RESP, RDSP or TFSA if the Units are "prohibited investments" for such RRSP, RRIF, RESP, RDSP or TFSA as determined under the Tax Act.

See "Income Tax Considerations – Taxation of Registered Plans".

**Documents Incorporated by Reference:**

Additional information about the Dynamic ETF is or will be available in the most recently filed annual financial statements, any interim financial statements filed after those annual financial statements, the most recently filed annual management report of fund performance ("MRFP"), any interim MRFP filed after the annual MRFP for the Dynamic ETF, and the most recently filed ETF Facts for the Dynamic ETF. These documents are incorporated by reference into, and legally form an integral part of, this prospectus.

These documents are available at no charge by calling 1-800-268-8186, or by asking your registered investment professional. Unitholders will also find these documents on the Manager's website at [www.dynamic.ca](http://www.dynamic.ca). These documents and other information about the Dynamic ETF are also available at [www.sedar.com](http://www.sedar.com).

See "Documents Incorporated by Reference".

### ***Organization and Management of the Dynamic ETF***

**The Manager, Trustee and Investment Manager:** 1832 Asset Management L.P. manages the overall business and operations of the Dynamic ETF, including providing portfolio management, fund accounting and administration services and promoting the sales of the securities of the Dynamic ETF.

The general partner of the Manager, 1832 Asset Management G.P. Inc. (the “**General Partner**”), is wholly-owned by The Bank of Nova Scotia. The Bank of Nova Scotia also owns, directly or indirectly, 100% of Scotia Securities Inc. and Tangerine Investment Funds Limited, each a mutual fund dealer, MD Management Limited and Scotia Capital Inc., each an investment dealer.

The principal office of the Dynamic ETF and 1832 Asset Management L.P. is located at 1 Adelaide Street East, 28<sup>th</sup> Floor, Toronto, Ontario, M5C 2V9.

See “Organization and Management Details of the Dynamic ETF – Manager” and “Organization and Management Details of the Dynamic ETF – Trustee”.

**Promoter:** 1832 Asset Management L.P. has taken the initiative of founding and organizing the Dynamic ETF and is, accordingly, the promoter of the Dynamic ETF within the meaning of securities legislation of certain provinces and territories of Canada.

See “Organization and Management Details of the Dynamic ETF – Promoter”.

**Custodian:** State Street Trust Company Canada is the custodian of the Dynamic ETF and is independent of the Manager. The Custodian provides custodial services to the Dynamic ETF. The Custodian is located in Toronto, Ontario.

See “Organization and Management Details of the Dynamic ETF – Custodian”.

**Valuation Agent:** State Street Bank and Trust Company provides accounting services in respect of the Dynamic ETF. State Street Bank and Trust Company is located in Toronto, Ontario.

See “Organization and Management Details of the Dynamic ETF – Valuation Agent”.

**Registrar and Transfer Agent:** State Street Trust Company Canada, at its principal office in Toronto, Ontario, is the registrar and transfer agent for the Units and maintains the register of registered Unitholders. The register of the Dynamic ETF is kept in Toronto, Ontario.

See “Organization and Management Details of the Dynamic ETF – Transfer Agent and Registrar”.

**Lending Agent:** State Street Bank and Trust Company may act as the securities lending agent for the Dynamic ETF pursuant to a Securities Lending Agreement.

See “Organization and Management Details of the Dynamic ETF – Lending Agent”.

**Auditors:** PricewaterhouseCoopers LLP, at their principal offices in Toronto, Ontario, are the auditors of the Dynamic ETF. The auditors will audit the Dynamic ETF’s annual financial statements and provide an opinion as to whether they present fairly the Dynamic ETF’s financial position, financial performance and cash flows in accordance with International Financial Reporting Standards. The auditors are independent with respect to the Dynamic ETF within the meaning of the Chartered Professional Accountants of Ontario CPA Code of Professional Conduct.

See “Organization and Management Details of the Dynamic ETF – Auditors”.

### ***Summary of Fees and Expenses***

The following table lists the fees and expenses that an investor may have to pay if the investor invests in the Dynamic ETF. An investor may have to pay some of these fees and expenses directly. The Dynamic ETF may have to pay some

of these fees and expenses, which will therefore reduce the value of an investment in the Dynamic ETF. See “Fees and Expenses”.

*Fees and Expenses Payable by the Dynamic ETF*

Type of Fee	Amount and Description
<b>Management Fee:</b>	An annual management fee (the “ <b>Management Fee</b> ”) is paid by the Dynamic ETF to the Manager in consideration for providing, or arranging for the provision of, management, trustee, portfolio advisory and custodial services, maintaining portfolio systems used to manage the Dynamic ETF, maintaining the website of the Dynamic ETF, marketing and promotional services. See “Organization and Management Details – Duties and Services to be Provided by the Manager” for a description of the services provided by the Manager.

The Management Fee is based on a percentage of the NAV and is listed below:

Dynamic ETF	Management Fee (annual rate)
DXIF	0.75%

The Management Fee paid to the Manager is calculated and accrued daily and is paid monthly. The Management Fee is exclusive of HST.

The Manager is responsible for the Dynamic ETF’s fees and expenses except the fees and expenses payable by the Dynamic ETF described under “Fees and Expenses – Fees and Expenses Payable by the Dynamic ETF”. The fees and expenses for which the Manager is responsible include the fees payable to the Custodian, Registrar and Transfer Agent and other service providers retained by the Manager as described under “Organization and Management Details of the Dynamic ETF – Manager”.

See “Fees and Expenses – Fees and Expenses Payable by the Dynamic ETF – Management Fee”.

**Management Fee Distributions:**

To encourage very large investments in the Dynamic ETF and to ensure the Management Fee is competitive for these investments, the Manager may at its discretion agree to charge a reduced fee as compared to the fee it otherwise would be entitled to receive from the Dynamic ETF with respect to investments in the Dynamic ETF by Unitholders that hold, on average during any period specified by the Manager from time to time (currently a quarter), Units having a specified aggregate value. Such a reduction will be dependent upon a number of factors, including the amount invested, the total assets of the Dynamic ETF under administration and the expected amount of account activity. An amount equal to the difference between the fee otherwise chargeable and the reduced fee of the Dynamic ETF will be distributed quarterly in cash by the Dynamic ETF, at the discretion of the Manager, to those Unitholders as management fee distributions. See “Fees and Expenses – Fees and Expenses Payable by the Dynamic ETF – Management Fee Distributions”.

**Operating Expenses:**

The Dynamic ETF is also responsible for fees and expenses incurred in complying with NI 81-107, including the fees payable and expenses reimbursed to members of the IRC, brokerage expenses and commissions, fees relating to the usage of derivatives, income tax, HST, withholding and other taxes.

The Dynamic ETF is required to pay HST on management fees charged to the Dynamic ETF. In general, the total HST paid by the Dynamic ETF will depend on the distribution by provincial residence of the Dynamic ETF’s Unitholders. Changes in existing HST rates, changes to the group of provinces that have adopted harmonization, and changes in the distribution by provincial residence of the Dynamic ETF’s Unitholders will have an impact on the management expense ratio of the Dynamic ETF year over year.

**Expenses of the Issue:** Apart from the initial organizational costs of the Dynamic ETF, all expenses related to the issuance of Units shall be borne by the Dynamic ETF unless otherwise waived or reimbursed by the Manager. See “Fees and Expenses”.

*Fees and Expenses Payable Directly by Unitholders*

**Administration Fee:** An amount as may be agreed to between the Manager and the Designated Broker or Dealer of the Dynamic ETF may be charged to offset certain transaction costs associated with an issue, exchange or redemption of Units. This charge does not apply to Unitholders who buy and sell their Units through the facilities of the TSX.  
See “Exchange and Redemption of Units – Administration Fee”.

## OVERVIEW OF THE LEGAL STRUCTURE OF THE DYNAMIC ETF

The Dynamic ETF is an exchange traded mutual fund established under the laws of the province of Ontario, pursuant to the terms of the Declaration of Trust. The Dynamic ETF is a mutual fund under Canadian Securities Legislation. 1832 Asset Management L.P. is the trustee, manager and investment manager of the Dynamic ETF and is responsible for the administration of the Dynamic ETF.

The principal office of the Dynamic ETF and the Manager is located at 1 Adelaide Street East, 28<sup>th</sup> Floor, Toronto, Ontario, M5C 2V9.

The following chart sets out the full legal name as well as the TSX ticker symbol for the Dynamic ETF:

Dynamic ETF	TSX Ticker Symbol
Dynamic Active International ETF	DXIF

### INVESTMENT OBJECTIVES

DXIF seeks to provide long-term capital growth by investing primarily in a broadly diversified portfolio of equity securities of businesses located around the world excluding the United States of America and Canada.

The investment objective of the Dynamic ETF may not be changed except with the approval of its Unitholders. See “Unitholder Matters”.

### INVESTMENT STRATEGIES

#### Specific Investment Strategies

In seeking to achieve its investment objectives, DXIF invests primarily in equity securities of businesses from around the world excluding the United States of America and Canada.

The portfolio adviser will generally use a bottom-up value investment approach to select undervalued and yet fundamentally sound companies with strong cash flows and low debt levels or rapidly improving balance sheets. Strategies utilized by the portfolio adviser may include but are not limited to low price to earnings, low price to free cash flow and discounted cash flow analysis. Techniques such as fundamental analysis may be used to assess growth and value potential. This means evaluating the financial condition and management of each company, its industry and the overall economy. As part of this evaluation, the portfolio adviser may analyze financial data and other information sources, assess the quality of management, and conduct company interviews, where possible.

The portfolio advisor may choose to:

- invest up to 100% of DXIF’s assets in foreign securities;
- use warrants and derivatives such as options, forward contracts, futures contracts and swaps to:
  - hedge against losses from changes in the prices of DXIF’s investments and from exposure to foreign currencies; and/or
  - gain exposure to individual securities and markets instead of buying the securities directly; and/or
  - generate income; and
- hold cash or cash equivalents.

#### General Investment Strategies

The Dynamic ETF may invest, directly or indirectly, in a portfolio comprised of various securities and instruments which may include, but are not limited to, equity and equity related securities, fixed income securities and futures contracts (provided such investments are consistent with the Dynamic ETF’s investment objectives and strategies). Equity related securities held by the Dynamic ETF may include, but are not limited to, American Depositary Receipts, convertible debt, income trust units, single issuer equity options, preferred shares and warrants. If market conditions

require, in order to preserve capital, the Dynamic ETF may seek to invest a substantial portion of its assets in cash and cash equivalents or other money market instruments in order to meet its current obligations.

### **Investment in other Investment Funds**

In accordance with applicable securities legislation, including NI 81-102 or an exemption therefrom, the Dynamic ETF may invest in one or more underlying investment funds. Such underlying funds may themselves invest in securities of other investment funds, which include mutual funds, including alternative mutual funds, non-redeemable investment funds and/or exchange-traded funds, and may be managed by the same, affiliated or third-party investment fund managers. The Dynamic ETF may indirectly bear its share of an underlying fund's fees and expenses. The fees and expenses of the underlying funds may be higher than the fees and expenses payable by the Dynamic ETF. However, neither management fees nor performance fees will be paid to the manager of an underlying fund by the Dynamic ETF which, to a reasonable investor, would duplicate a fee payable by the underlying funds for the same service.

### **Use of Derivatives**

The Dynamic ETF may use warrants and derivatives such as options, forward contracts, futures contracts and swaps to (i) hedge against losses from changes in the prices of the fund's investments and from exposure to foreign currencies; (ii) gain exposure to individual securities and markets instead of buying the securities directly; and (iii) generate income. For example, the Dynamic ETF may use derivatives to gain exposure to a particular issuer or class of issuers in circumstances where the Manager has determined that synthetic exposure would be preferable to a direct investment. Any use of derivative instruments by the Dynamic ETF must be in compliance with NI 81-102 and other applicable derivatives legislation and must be consistent with the investment objective and investment strategies of the Dynamic ETF.

### **Currency Hedging**

Any portion of the portfolio of the Dynamic ETF exposed to foreign currencies may be hedged back to the Canadian dollar at the discretion of the portfolio manager(s) of the Dynamic ETF.

### **Short Selling**

In accordance with its investment objectives and investment strategies, the Dynamic ETF is permitted to engage in a limited amount of short selling in compliance with securities regulations. A "short sale" is where the Dynamic ETF borrows securities from a lender which are then sold in the open market (or "sold short"). At a later date, the same number of securities are repurchased by the Dynamic ETF and returned to the lender. In the interim, the proceeds from the first sale are deposited with the lender and the Dynamic ETF pays interest to the lender. If the value of the securities declines between the time that the Dynamic ETF borrows the securities and the time it repurchases and returns the securities, the Dynamic ETF makes a profit for the difference (less any interest the Dynamic ETF is required to pay to the lender). In this way, the Dynamic ETF may have more opportunities for gains when markets are generally volatile or declining.

### **Securities Lending**

The Dynamic ETF may, in compliance with NI 81-102, lend securities to securities borrowers that are acceptable to it pursuant to the terms of a Securities Lending Agreement under which: (i) the borrower will pay to the Dynamic ETF a negotiated securities lending fee and will make compensation payments to the Dynamic ETF equal to any distributions received by the borrower on the securities borrowed; (ii) the securities loans must qualify as "securities lending arrangements" for the purposes of the Tax Act; and (iii) the Dynamic ETF will receive collateral security. The Lending Agent is responsible for the ongoing administration of the securities loans, including the obligation to mark-to-market the collateral on a daily basis. Any securities lending revenue earned by the Dynamic ETF will be credited to the account of the Dynamic ETF.

Pursuant to the requirements of NI 81-102, the Manager intends to manage the risks associated with securities lending by requiring that each Securities Lending Agreement be, at a minimum, secured by investment grade securities or cash with a value of at least 102% of the market value of the securities subject to the transaction. The amount of collateral will be adjusted daily to ensure this collateral coverage is maintained at all times. All such securities loans will only be with parties the Manager considers to be qualified borrowers. In the case of securities lending or



repurchase transactions, the aggregate market value of all securities lent and sold by the Dynamic ETF will not exceed more than 50% of the NAV immediately after the Dynamic ETF enters into such a transaction.

Policies and procedures relating to any securities lending, repurchase and reverse repurchase transaction entered into on behalf of the Dynamic ETF will be developed by the Manager and the Lending Agent in administering the transaction. Such policies and procedures will set out (i) the objectives and goals for securities lending, repurchase transactions or reverse repurchase transactions and (ii) the risk management procedures, including limits and other controls on such transactions, applicable to the Dynamic ETF.

The creditworthiness of each qualified borrower to a securities loan will be evaluated by the Manager. Any agreements, policies and procedures that are applicable to the Dynamic ETF relating to securities lending will be reviewed and approved annually by senior management of the Manager. At present, there are no simulations used to test the portfolios under stress conditions to measure risk in connection with the use of securities lending transactions.

## **OVERVIEW OF THE SECTORS IN WHICH THE DYNAMIC ETF INVESTS**

Please see “Investment Objectives” and “Investment Strategies” for additional information on the sectors applicable to the Dynamic ETF.

## **INVESTMENT RESTRICTIONS**

The Dynamic ETF is subject to certain investment restrictions and practices contained in Canadian Securities Legislation, including NI 81-102, which are designed in part to ensure that the investments of the Dynamic ETF are diversified and relatively liquid, and to ensure its proper administration. A change to the fundamental investment objectives of the Dynamic ETF would require the approval of the Unitholders of the Dynamic ETF. Please see “Unitholder Matters – Matters Requiring Unitholder Approval”.

Subject to the following, and any exemptive relief that has been or will be obtained, the Dynamic ETF is managed in accordance with the investment restrictions and practices set out in the applicable Canadian Securities Legislation, including NI 81-102. See “Exemptions and Approvals”.

### **Tax Related Investment Restriction**

The Dynamic ETF will not make an investment or conduct any activity that would (i) result in the Dynamic ETF failing to qualify as a “unit trust” or “mutual fund trust” within the meaning of the Tax Act, or (ii) being subject to the tax applicable to “SIFT trusts” for purposes of the Tax Act.

The Manager intends to monitor the activities of the Dynamic ETF for the taxation years during which the Dynamic ETF is not a “mutual fund trust” for purposes of the Tax Act so as to ensure that the Dynamic ETF does not have any “designated income” for purposes of the Tax Act.

## **FEES AND EXPENSES**

This section details the fees and expenses that an investor may have to pay if the investor invests in the Dynamic ETF. An investor may have to pay some of these fees and expenses directly. The Dynamic ETF may have to pay some of these fees and expenses, which will therefore reduce the value of an investment in the Dynamic ETF.

## Fees and Expenses Payable by the Dynamic ETF

### *Management Fee*

An annual management fee (the “**Management Fee**”) is paid by the Dynamic ETF to the Manager in consideration for providing, or arranging for the provision of, management, trustee, portfolio advisory and custodial services, maintaining portfolio systems used to manage the Dynamic ETF, maintaining the website of the Dynamic ETF, marketing and promotional services. See “Organization and Management Details – Duties and Services to be Provided by the Manager” for a description of the services provided by the Manager.

The Management Fee is based on a percentage of the NAV and is listed below:

Dynamic ETF	Management Fee (annual rate)
DXIF	0.75%

The Management Fee paid to the Manager is calculated and accrued daily and is paid monthly. The Management Fee is exclusive of HST.

The Manager is responsible for the Dynamic ETF’s fees and expenses except the fees and expenses payable by the Dynamic ETF described under “Fees and Expenses – Fees and Expenses Payable by the Dynamic ETF”. The fees and expenses for which the Manager is responsible include the fees payable to the Custodian, Registrar and Transfer Agent and other service providers retained by the Manager as described under “Organization and Management Details of the Dynamic ETF – Manager”.

### *Management Fee Distributions*

To encourage very large investments in the Dynamic ETF and to ensure the Management Fee is competitive for these investments, the Manager may at its discretion agree to charge a reduced fee as compared to the fee it otherwise would be entitled to receive from the Dynamic ETF with respect to investments in the Dynamic ETF by Unitholders that hold, on average during any period specified by the Manager from time to time (currently a quarter), Units having a specified aggregate value. Such a reduction will be dependent upon a number of factors, including the amount invested, the total assets of the Dynamic ETF under administration and the expected amount of account activity. An amount equal to the difference between the fee otherwise chargeable and the reduced fee of the Dynamic ETF will be distributed quarterly in cash by the Dynamic ETF, at the discretion of the Manager, to those Unitholders as management fee distributions (the “**Management Fee Distributions**”).

The availability and amount of Management Fee Distributions with respect to Units will be determined by the Manager. Management Fee Distributions will generally be calculated and applied based on a Unitholder’s average holdings of Units over each applicable period as specified by the Manager from time to time. Management Fee Distributions will be available only to beneficial owners of Units and not to the holdings of Units by dealers, brokers or other CDS Participants that hold Units on behalf of beneficial owners. Management Fee Distributions will be paid first out of net income of the Dynamic ETF, then out of capital gains of the Dynamic ETF and thereafter out of capital. In order to receive a Management Fee Distribution for any applicable period, a beneficial owner of Units must submit a claim for a Management Fee Distribution that is verified by a CDS Participant on the beneficial owner’s behalf and provide the Manager with such further information as the Manager may require in accordance with the terms and procedures established by the Manager from time to time.

The Manager reserves the right to discontinue or change Management Fee Distributions at any time. The tax consequences of Management Fee Distributions made by the Dynamic ETF generally will be borne by the Unitholders receiving these distributions from the Manager.

### *Operating Expenses*

The Dynamic ETF is responsible for fees and expenses incurred in complying with NI 81-107, including the fees payable and expenses reimbursed to members of the IRC, brokerage expenses and commissions, fees relating to the usage of derivatives, income tax, HST, withholding and other taxes.

The Dynamic ETF is required to pay HST on management fees charged to the Dynamic ETF. In general, the total HST paid by the Dynamic ETF will depend on the distribution by provincial residence of the Dynamic ETF's Unitholders. Changes in existing HST rates, changes to the group of provinces that have adopted harmonization, and changes in the distribution by provincial residence of the Dynamic ETF's Unitholders will have an impact on the management expense ratio of the Dynamic ETF year over year.

#### *Expenses of Issue*

Apart from the initial organizational costs of the Dynamic ETF, all expenses related to the issuance of Units shall be borne by the Dynamic ETF unless otherwise waived or reimbursed by the Manager.

#### **Fees and Expenses Payable Directly by the Unitholders**

##### *Administration Fee*

An amount as may be agreed to between the Manager and the Designated Broker or Dealer of the Dynamic ETF may be charged to offset certain transaction costs associated with an issue, exchange or redemption of Units. This charge does not apply to Unitholders who buy and sell their Units through the facilities of the TSX.

### **RISK FACTORS**

In addition to the considerations set out elsewhere in this prospectus, the following are certain considerations relating to an investment in Units that prospective investors should consider before purchasing such Units:

#### **General Risks Relating to an Investment in the Dynamic ETF**

##### *No Guaranteed Return*

There is no guarantee that an investment in the Dynamic ETF will earn any positive return. The value of the Units may increase or decrease depending on market, economic, political, regulatory and other conditions affecting the Dynamic ETF's investments. All prospective Unitholders should consider an investment in the Dynamic ETF within the overall context of their investment policies. Investment policy considerations include, but are not limited to, setting objectives, defining risk/return constraints and considering time horizons.

##### *General Risks of Investments*

The value of the underlying securities of the Dynamic ETF, whether held directly or indirectly, may fluctuate in accordance with changes in the financial condition of the issuers of those underlying securities, the condition of equity and currency markets generally and other factors. The identity and weighting of the Constituent Issuers and Constituent Securities in the Dynamic ETF also change from time to time.

The risks inherent in investments in equity securities, whether held directly or indirectly, include the risk that the financial condition of the issuers of the securities may become impaired or that the general condition of the stock market may deteriorate (either of which may cause a decrease in the value of the Constituent Securities and, as a result, a decrease in the value of the Units). Equity securities are susceptible to general stock market fluctuations and the financial condition of the issuer. These investor perceptions are based on various and unpredictable factors, including expectations regarding government, economic, monetary and fiscal policies, inflation and interest rates, economic expansion or contraction and global or regional political, economic and banking crises.

##### *Asset Class Risk*

The Constituent Securities may underperform the returns of other securities that track other countries, regions, industries, asset classes or sectors. Various asset classes tend to experience cycles of outperformance and underperformance in comparison to the general securities markets.

##### *Issuer Risk*

Changes in the financial condition of a company or other issuer, changes in specific market, economic, political, regulatory, geopolitical, and other conditions that affect a particular type of investment or issuer, and changes in

general market, economic, political, regulatory, geopolitical and other conditions can adversely affect the price of an investment. The prices of securities of smaller, less well-known issuers can be more volatile than the prices of securities of larger issuers or the market in general.

#### *Illiquid Securities Risk*

Liquidity risk is the risk that the Dynamic ETF may not be able to dispose of securities or close out derivatives transactions readily at favorable times or prices (or at all) or at prices approximating those at which the Dynamic ETF currently values them. For example, certain investments may be subject to restrictions on resale, may trade in the over-the-counter market or in limited volume, or may not have an active trading market. Illiquid securities may trade at a discount from comparable, more liquid investments and may be subject to wide fluctuations in market value. It may be difficult for the Dynamic ETF to value illiquid securities accurately. The market for certain investments may become illiquid under adverse market or economic conditions independent of any specific adverse changes in the conditions of a particular issuer. Disposal of illiquid securities may entail registration expenses and other transaction costs that are higher than those for liquid securities.

#### *Reliance on Key Personnel*

Unitholders will be dependent on the abilities of the Manager to effectively manage the Dynamic ETF in a manner consistent with their investment objectives, investment strategies and investment restrictions. There is no certainty that the individuals who are principally responsible for providing administration and portfolio management services to the Dynamic ETF will continue to be employed by the Manager.

#### *Trading Price of Units*

Units may trade in the market at a premium or a discount to the NAV per Unit. There can be no assurance that Units will trade at prices that reflect their NAV per Unit. The trading price of the Units will fluctuate in accordance with changes in the Dynamic ETF's NAV, as well as market supply and demand on the TSX.

#### *Fluctuations in NAV and NAV per Unit*

The NAV and NAV per Unit will vary according to, among other things, the value of the securities held by the Dynamic ETF. The Manager and the Dynamic ETF have no control over the factors that affect the value of the securities held by the Dynamic ETF, including factors that affect the equity markets generally, such as general economic and political conditions, fluctuations in interest rates and factors unique to each Constituent Issuer, such as changes in management, changes in strategic direction, achievement of strategic goals, mergers, acquisitions and divestitures, changes in distribution and dividend policies and other events.

#### *Cease Trading of Securities Risk*

If the securities of an issuer included in the portfolio of the Dynamic ETF are cease-traded by order of the relevant Securities Regulatory Authority or are halted from trading by the relevant stock exchange, the Dynamic ETF may halt trading in its securities. Accordingly, securities of the Dynamic ETF bear the risk of cease-trading orders against all issuers whose securities are included in its portfolio, not just one. If portfolio securities of the Dynamic ETF are cease-traded by order of a Securities Regulatory Authority, if normal trading of such securities is suspended on the relevant exchange, or if for any reason it is likely there will be no closing bid price for such securities, the Dynamic ETF may suspend the right to redeem securities for cash as described under "Exchange and Redemption of Units – Suspension of Exchanges and Redemptions", subject to any required prior regulatory approval. If the right to redeem securities for cash is suspended, the Dynamic ETF may return redemption requests to securityholders who have submitted them. If securities are cease-traded, they may not be delivered on an exchange of a PNU for a Basket of Securities until such time as the cease-trade order is lifted.

#### *Concentration Risk*

The Dynamic ETF may have more of its net assets invested in one or more Constituent Issuers than is typical for many investment funds. In these circumstances, the Dynamic ETF may be affected more by the performance of individual issuers in its portfolio, with the result that the NAV may be more volatile and may fluctuate more over short periods of time than the net asset value of a more broadly diversified investment fund. In addition, this may increase the

liquidity risk of the Dynamic ETF which may, in turn, have an effect on the Dynamic ETF's ability to satisfy redemption requests.

#### *Use of Derivative Instruments*

The Dynamic ETF may use derivative instruments from time to time in accordance with NI 81-102 as described under "Investment Strategies". The use of derivative instruments involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other traditional investments. Risks associated with the use of derivatives include: (i) there is no guarantee that hedging to reduce risk will not result in a loss or that there will be a gain; (ii) there is no guarantee that a market will exist when the Dynamic ETF wants to complete the derivative contract, which could prevent the Dynamic ETF from reducing a loss or making a profit; (iii) securities exchanges may impose trading limits on options and futures contracts, and these limits may prevent the Dynamic ETF from completing the derivative contract; (iv) the Dynamic ETF could experience a loss if the other party to the derivative contract is unable to fulfill its obligations; (v) if the Dynamic ETF has an open position in an option, a futures contract or a forward contract or a swap with a counterparty who goes bankrupt, the Dynamic ETF could experience a loss and, for an open futures or forward contract or a swap, a loss of margin deposits with that counterparty; and (vi) if a derivative is based on a stock market index and trading is halted on a substantial number of stocks in the index or there is a change in the composition of the index, there could be an adverse effect on the derivative.

#### *Risk of Volatile Markets*

Market prices of investments held by the Dynamic ETF will go up or down, sometimes rapidly or unpredictably. The Dynamic ETF's investments are subject to changes in general economic conditions, market fluctuations and the risks inherent in investment in securities markets. Investment markets can be volatile and prices of investments can change substantially due to various factors including, but not limited to, economic growth or recession, changes in interest rates, changes in actual or perceived creditworthiness of issuers and general market liquidity. Even if general economic conditions do not change, the value of an investment in the Dynamic ETF could decline if the particular industries, sectors or companies in which the Dynamic ETF invests do not perform well or are adversely affected by events. Further, legal, political, regulatory and tax changes also may cause fluctuations in markets and securities prices.

#### *Market Disruptions Risk*

Significant events such as natural disasters, incidents of war, terrorism, civil unrest or disease outbreaks and related geopolitical risks may in the future lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally, including U.S., Canadian and other economies and securities markets. The effects of such unexpected disruptive events on the economies and securities markets of countries cannot be predicted and could also have an acute effect on individual issuers or related groups of issuers. These risks could also adversely affect securities markets, inflation and other factors relating to the value of the portfolio of the Dynamic ETF, and may adversely affect the performance of the Dynamic ETF. Upon the occurrence of a disruptive event, the impacted country may not efficiently and quickly recover from such event, which could have a materially adverse effect on borrowers and other developing economic enterprises in such country.

#### *Changes in Legislation*

There can be no assurance that income tax, securities and other laws will not be changed in a manner that adversely affects the Dynamic ETF or its Unitholders. There can be no assurance that Canadian federal income tax laws and the administrative policies and assessing practices of the CRA respecting the treatment of mutual fund trusts, SIFT trusts or an investment in a non-resident trust will not be changed in a manner that adversely affects the Dynamic ETF or its Unitholders.

Changes in domestic and foreign tax laws, regulatory laws, or the administrative practices or policies of a tax or regulatory authority may adversely affect the Dynamic ETF and its investors. For example, the domestic and foreign tax and regulatory environment for derivative instruments is evolving, and changes in the taxation or regulation of derivative instruments may adversely affect the value of derivative instruments held by the Dynamic ETF and the ability of the Dynamic ETF to pursue its investment strategies. In addition, interpretation of the law and the application of administrative practices or policies by a taxation authority may also affect the characterization of the Dynamic ETF's earnings as capital gains or income. In such a case, the net income of the Dynamic ETF for tax purposes and

the taxable component of distributions to investors could be determined to be more than originally reported, with the result that investors or the Dynamic ETF could be liable to pay additional income tax. The Dynamic ETF may also become liable for unremitted withholding taxes on prior distributions to non-resident unitholders. Any liability imposed on the Dynamic ETF may reduce the value of the Dynamic ETF and the value of an investor's investment in the Dynamic ETF.

#### *Significant Unitholder Risk*

The Dynamic ETF may have particular investors who own a large proportion of the outstanding Units of it. For example, institutions such as banks and insurance companies or fund companies may purchase Units for their own mutual funds, including affiliated mutual funds of the Dynamic ETF, segregated investment funds, structured notes or discretionary managed accounts. Retail investors may also own a significant amount of Units.

If one of those investors redeems a large amount of their investment in the Dynamic ETF, the Dynamic ETF may have to sell a significant portion of its portfolio investments at unfavourable prices to meet a redemption request, which can result in significant fluctuations in NAV and may potentially reduce the returns of the Dynamic ETF. Conversely, if a large investor were to increase its investment in the Dynamic ETF, the Dynamic ETF may have to hold a relatively large portion in cash for a period of time until the Manager finds suitable investments, which could also negatively impact the performance of the Dynamic ETF.

#### *Settlement Risk*

Markets in different countries have different clearance and settlement procedures and in certain markets there have been times when settlements have been unable to keep pace with the volume of transactions. Delays in settlement may increase credit risk to the Dynamic ETF's portfolio, limit the ability of the Dynamic ETF to reinvest the proceeds of a sale of securities, hinder the ability of the Dynamic ETF to lend its portfolio securities, and potentially subject the Dynamic ETF to penalties for its failure to deliver. Delays in the settlement of securities purchased by the Dynamic ETF may limit the ability of the Dynamic ETF to sell those securities at prices it considers desirable, and may subject the Dynamic ETF to losses and costs due to its own inability to settle with subsequent purchasers of the securities from it.

#### *Taxation of the Dynamic ETF*

The Dynamic ETF is expected to make an election in its first tax return so that it qualifies or will qualify under the Tax Act as a mutual fund trust from the commencement of its first taxation year. If the Dynamic ETF fails to or ceases to qualify as a mutual fund trust under the Tax Act, the income tax considerations described under the heading "Income Tax Considerations" would be materially and adversely different in certain respects. For the Dynamic ETF to qualify as a "mutual fund trust", it must comply on a continuous basis with certain requirements relating to the qualification of its Units for distribution to the public, the number of Unitholders and the dispersal of ownership of a particular class of its Units.

A trust will be deemed not to be a mutual fund trust if it is established or maintained primarily for the benefit of non-residents of Canada unless, at that time, all or substantially all of its property is property other than property that would be "taxable Canadian property" (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof). The law does not provide any means of rectifying a loss of mutual fund trust status if this requirement is not met. The Dynamic ETF contains a restriction on the number of permitted non-resident Unitholders. See "Plan of Distribution – Non-Resident Unitholders".

The tax treatment of gains and losses realized by the Dynamic ETF will depend on whether such gains or losses are treated as being on income or capital account, as described in this paragraph, subject to the discussion below if the Dynamic ETF is a "financial institution" for purposes of the mark-to-market rules in the Tax Act. In determining its income for tax purposes, the Dynamic ETF will treat gains or losses realized on the disposition of portfolio securities held by it as capital gains and losses (unless, generally, the Dynamic ETF is a financial institution and such securities are mark-to-market property).

In general, gains and losses realized by the Dynamic ETF from derivative transactions and in respect of short sales of securities (other than Canadian securities) will be on income account except where such derivatives are used to hedge portfolio securities held on capital account provided the Dynamic ETF is not a financial institution and there is sufficient linkage, subject to the DFA Rules discussed below. Further, the Dynamic ETF intends to take the position

that gains or losses in respect of currency hedges entered into in respect of amounts invested in the portfolio of the Dynamic ETF will constitute capital gains and capital losses to the Dynamic ETF if the securities in the Dynamic ETF's portfolio are capital property to the Dynamic ETF, the Dynamic ETF is not a financial institution and there is sufficient linkage. The Tax Act includes rules which clarify that the DFA Rules generally should not apply to such foreign currency hedges. Designations with respect to the Dynamic ETF's income and capital gains will be made and reported to Unitholders on the foregoing basis. The CRA's practice is not to grant advance income tax rulings on the characterization of items as capital gains or income and no advance income tax ruling has been requested or obtained. If these foregoing dispositions or transactions of the Dynamic ETF are determined not to be on capital account (whether because of the DFA Rules discussed below or otherwise), the net income of the Dynamic ETF for tax purposes and the taxable component of distributions to its Unitholders could increase. Any such redetermination by the CRA may result in the Dynamic ETF being liable for unremitted withholding taxes on prior distributions made to its Unitholders who were not resident in Canada for purposes of the Tax Act at the time of the distribution. Such potential liability may reduce the NAV and NAV per Unit.

The Tax Act contains rules (the "**DFA Rules**") that target certain financial arrangements (described in the DFA Rules as "derivative forward agreements") that seek to deliver a return based on an "underlying interest" (other than certain excluded underlying interests) for purposes of the DFA Rules. The DFA Rules are broad in scope and could apply to other agreements or transactions. If the DFA Rules were to apply in respect of any derivatives to be utilized by the Dynamic ETF, gains realized in respect of the property underlying such derivatives could be treated as ordinary income rather than capital gains.

Pursuant to rules in the Tax Act, if the Dynamic ETF experiences a "loss restriction event" (i) it will be deemed to have a year-end for tax purposes (which would result in an unscheduled distribution of the Dynamic ETF's net income and net realized capital gains, if any, at such time to Unitholders so that the Dynamic ETF is not liable for income tax on such amounts under Part I of the Tax Act), and (ii) it will become subject to the loss restriction rules generally applicable to a corporation that experiences an acquisition of control, including a deemed realization of any unrealized capital losses and restrictions on its ability to carry forward losses. Generally, the Dynamic ETF will be subject to a loss restriction event if a Unitholder becomes a "majority-interest beneficiary", or a group of persons becomes a "majority-interest group of beneficiaries", of the Dynamic ETF, as those terms are defined in the affiliated persons rules contained in the Tax Act, with certain modifications. Generally, a majority-interest beneficiary of the Dynamic ETF is a beneficiary in the income or capital, as the case may be, of the Dynamic ETF whose beneficial interests, together with the beneficial interests of persons and partnerships with whom the beneficiary is affiliated, have a fair market value that is greater than 50% of the fair market value of all the interests in the income or capital, as the case may be, of the Dynamic ETF. Please see "Income Tax Considerations – Taxation of Holders" for the tax consequences of an unscheduled or other distribution to Unitholders. Trusts that qualify as "investment funds" as defined in the rules in the Tax Act relating to loss restriction events are generally exempted from the application of such rules. An "investment fund" for this purpose includes a trust that meets certain conditions, including satisfying certain of the conditions necessary to qualify as a "mutual fund trust" for purposes of the Tax Act, not holding any property that is used in the course of carrying on a business and complying with certain asset diversification requirements. If the Dynamic ETF were not to qualify as an "investment fund", it could potentially have a loss restriction event and thereby become subject to the related tax consequences described above.

The Tax Act contains rules (the "**SIFT Rules**") concerning the taxation of publicly traded Canadian trusts and partnerships that own certain types of property defined as "non-portfolio property". A trust that is subject to these rules is subject to trust level taxation, at rates comparable to those that apply to corporations, on the trust's income earned from "non-portfolio property" to the extent that such income is distributed to its unitholders. The Dynamic ETF will not be subject to tax under these rules as the Dynamic ETF is not expected to hold any non-portfolio property. If the Dynamic ETF is subject to tax under the SIFT Rules, the after-tax return to Unitholders could be reduced, particularly in the case of a Unitholder who is exempt from tax under the Tax Act or is a non-resident of Canada.

The Dynamic ETF will invest in global equity securities. Many foreign countries preserve their right under domestic tax laws and applicable tax conventions with respect to taxes on income and on capital ("Tax Treaties") to impose tax on dividends, interest or distributions paid or credited to persons who are not resident in such countries. Under foreign tax laws and subject to any applicable Tax Treaties, investments in global equity and debt securities may subject the Dynamic ETF to foreign taxes on dividends, interest or distributions paid or credited to the Dynamic ETF or any gains realized on the disposition of such securities. Any foreign taxes incurred by the Dynamic ETF will generally reduce the value of its portfolio. To the extent that such foreign tax paid by the Dynamic ETF exceeds 15% of the amount included in the Dynamic ETF's income from such investments, such excess may generally be deducted by the

Dynamic ETF in computing its net income for the purposes of the Tax Act. To the extent that foreign tax paid does not exceed 15% of the amount included in the Dynamic ETF's income from such investments and has not been deducted in computing the Dynamic ETF's income and the Dynamic ETF designates its income from a foreign source in respect of a Unitholder, the Unitholder will, for the purposes of computing its foreign tax credits, be entitled to treat the Unitholder's proportionate share of foreign taxes paid by the Dynamic ETF in respect of such income as foreign taxes paid by the Unitholder. The availability of foreign tax credits to a Unitholder is subject to the detailed rules in the Tax Act.

If the Dynamic ETF does not qualify as a mutual fund trust under the Tax Act and more than 50% of the fair market value of all interests in the Dynamic ETF are held by holders that are "financial institutions", as such term is defined for purposes of the "mark-to-market property" rules in the Tax Act, the Dynamic ETF will be a "financial institution" for purposes of these rules. In that event, gains and losses of the Dynamic ETF on property that is "mark-to-market property" for purposes of these rules will be fully included in or deducted from income on an annual mark-to-market basis. Given the manner in which the Units are distributed, where the Dynamic ETF does not qualify as a mutual fund trust under the Tax Act, there may be circumstances in which it may not be possible to identify whether the Dynamic ETF has become, or ceased to be, a financial institution. As a result, there can be no assurance as to when and to whom any distributions arising on the change in financial institution status of the Dynamic ETF will be made, or that the Dynamic ETF will not be required to pay tax on any undistributed income or taxable capital gains realized on such event.

A trust that becomes or ceases to be a financial institution for the above purposes will be deemed to have a year-end for tax purposes at such time, and will be deemed to have disposed of certain properties at their fair market value and to have reacquired them immediately thereafter. A deemed taxation year-end would result in an unscheduled distribution of the Dynamic ETF's net income and net realized capital gains, if any, at such time to Unitholders so that the Dynamic ETF is not liable for income tax on such amounts under Part I of the Tax Act. Please see "Income Tax Considerations – Taxation of Holders" for the tax consequences of an unscheduled or other distribution to Unitholders.

#### *Valuation Risk*

Some portfolio holdings, and potentially a large portion of the Dynamic ETF's investment portfolio, may be valued on the basis of factors other than market quotations. This may occur more often in times of market turmoil or reduced liquidity. There are multiple methods that can be used to value a portfolio holding when market quotations are not readily available. The value established for any portfolio holding at a point in time might differ from what would be produced using a different methodology or if it had been priced using market quotations. Portfolio holdings that are valued using techniques other than market quotations, including "fair valued" securities, may be subject to greater fluctuation in their valuations from one day to the next than if market quotations were used. In addition, there is no assurance that the Dynamic ETF could sell or close out a portfolio position for the value established for it at any time, and the Dynamic ETF could incur a loss because a portfolio position is sold or closed out at a discount to the valuation established by the Dynamic ETF at that time.

#### *Cybersecurity Risk*

Technology is used in virtually all aspects of the Manager's business and operations and those of the Dynamic ETF and other service providers. The Manager has a robust and evolving information security program that features policies, processes, technologies and dedicated professionals that protect information, systems and networks. Despite this, there can be no assurances that these measures will be successful in every instance in protecting our networks and information assets against attacks. The Manager and its service providers may not be able to anticipate or to implement effective preventive measures against all disruptions or privacy and security breaches, especially as attack techniques change frequently, increase in sophistication, are often not recognizable until launched, and can originate from a wide variety of sources. The Manager is likely to continue to be the target of cyberattacks that could result in the violation of privacy laws or information security regulations, or that could materially disrupt network access or business operations. This may result in the disclosure of confidential information, access to sensitive information or destruction or corruption of data.



### *Lack of Operating History and Absence of an Active Market*

The Dynamic ETF is a newly organized investment trust with no operating history. Although the Dynamic ETF may be listed on the TSX, there is no assurance that it will do so or that an active public market for the Units will develop or be sustained.

### *Cease Trading of Units*

If Constituent Securities of a Dynamic ETF are cease-traded at any time by a Securities Regulatory Authority or other relevant regulator or stock exchange, the Manager may suspend the exchange or redemption of Units of the applicable Dynamic ETF until such time as the transfer of the securities is permitted as described under “Exchange and Redemption of Units – Suspension of Exchanges and Redemptions”.

### *Withholding Tax Risk*

As the Dynamic ETF’s portfolio may consist of securities issued by foreign issuers, distributions received by the Dynamic ETF on the securities in its portfolio may be subject to foreign withholding tax. The return on the Dynamic ETF’s portfolio will be net of such foreign withholding tax, unless the terms of the securities in its portfolio require the issuers of such securities to “gross-up” distributions and gains, as applicable, so that a holder of such securities receives the amount that it would have received in the absence of such withholding tax. There can be no assurances that (i) distributions and gains on securities held in the Dynamic ETF’s portfolio will not be subject to foreign withholding tax or (ii) the terms of securities held in the Dynamic ETF’s portfolio will provide for the gross-up referred to above.

### **Additional Specific Risks Relating to an Investment in the Dynamic ETF**

In addition to the general risk factors, the following additional risk factors are inherent in an investment in the Dynamic ETF.

#### *Commodity Risk*

The Dynamic ETF may invest directly or indirectly in gold, silver, platinum or palladium or in companies engaged in the energy or natural resource industries, such as gold, silver, platinum, palladium, oil and gas, or other commodity focused industries. These investments, and therefore the value of the Dynamic ETF’s investment in these commodities or in these companies and the NAV, will be affected by changes in the price of commodities which include, among others, gold, silver, palladium and platinum and which can fluctuate significantly in short time periods. Commodity prices can change as a result of a number of factors, including supply and demand, speculation, government and regulatory activities, international monetary and political factors, central bank activity and changes in interest rates and currency values. Direct purchases of bullion by the Dynamic ETF may generate higher transaction and custody costs than other types of investments, which may impact the performance of the Dynamic ETF.

#### *Credit Rating Related Risk*

The possibility that any Constituent Security held by the Dynamic ETF, whether directly or indirectly, could have its credit rating downgraded or that it could default by failing to make scheduled dividend payments or payments of redemption proceeds could potentially reduce the Dynamic ETF’s income and Unit price.

The Dynamic ETF may gain exposure to fixed-income securities directly or through the use of futures and other derivative contracts, or indirectly through other exchange-traded funds. The value of fixed-income securities depends, in part, on the perceived ability of the government or company which issued the securities to pay the interest and to repay the original investments. Securities issued by issuers that have a low credit rating are considered to have a higher credit risk than securities issued by issuers with a high credit rating. Although generally considered less volatile than equity securities, certain types of fixed-income securities and certain market conditions may result in significant volatility in the value of one or more fixed-income investments to which the Dynamic ETF may be exposed.

#### *Currency Fluctuation Risk*

Direct or indirect investments in issuers in different countries are often denominated in currencies different from the Dynamic ETF’s base currency. The NAV, when measured in the base currency in which the Units are denominated,

will, to the extent this has not been hedged against, be affected by changes in the value of the foreign currencies relative to the base currency which may have a positive or negative effect on the values of the Dynamic ETF's investments denominated in those currencies.

The values of other currencies relative to the Dynamic ETF's base currency may fluctuate in response to, among other factors, interest rate changes, intervention (or failure to intervene) by national governments, central banks, or supranational entities such as the International Monetary Fund, the imposition of currency controls, and other political or regulatory developments. Currency values can decrease significantly both in the short term and over the long term in response to these and other developments.

#### *Foreign Investment Risk*

The Dynamic ETF may invest, directly or indirectly, in foreign securities. In addition to the general risks associated with equity and fixed income investments, investments in foreign securities may involve unique risks not typically associated with investing in Canada. Foreign exchanges may be open on days when the Dynamic ETF or an underlying investment fund do not price their securities and, therefore, the value of the securities traded on such exchanges may change on days when investors are not able to purchase or sell Units. Information about corporations not subject to Canadian reporting requirements may not be complete, may not reflect the extensive accounting or auditing standards required in Canada and may not be subject to the same level of government supervision or regulation as would be the case in Canada.

Some foreign securities markets may be volatile or lack liquidity and some foreign markets may have higher transaction and custody costs and delays in attendant settlement procedures. In some countries, there may be difficulties in enforcing contractual obligations and investments could be affected by political instability, social instability, expropriation or confiscatory taxation.

If the Dynamic ETF holds foreign securities, whether directly or indirectly, dividends, interest or distributions on those foreign securities may be subject to withholding taxes.

#### *General Risks of Equity Investments*

The market prices of equity securities owned by the Dynamic ETF, whether directly or indirectly, may go up or down, sometimes rapidly or unpredictably. The value of a security may decline for a number of reasons that may directly relate to the issuer, such as management performance, financial leverage, non-compliance with regulatory requirements, and reduced demand for the issuer's goods or services. The values of equity securities also may decline due to general industry or market conditions that are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates, or adverse investor sentiment generally. In addition, equity markets tend to move in cycles, which may cause stock prices to fall over short or extended periods of time.

Holders of equity securities of an issuer incur more risk than holders of debt obligations of such issuer because shareholders, as owners of such issuer, have generally inferior rights to receive payments from such issuer in comparison with the rights of creditors of, or holders of debt obligations issued by, such issuer. Further, unlike debt securities, which typically have a stated principal amount payable at maturity (whose value, however, will be subject to market fluctuations prior thereto), equity securities have neither a fixed principal amount nor a maturity.

Distributions on the Units will generally depend upon the declaration of dividends or distributions on the Constituent Securities. The declaration of such dividends or distributions generally depends upon various factors, including the financial condition of the Constituent Issuers and general economic conditions. Therefore, there can be no assurance that the Constituent Issuers will pay dividends or distributions on Constituent Securities.

#### *Inflation Risk*

Inflation is an investment risk which has not been considered for many years. However, it is possible that the value of fixed income investments and currencies could depreciate as the level of inflation rises in the country of origin. Inflation rates are generally measured by government and are reported as the Consumer Price Index ("CPI"). During times of higher and rising rates of the CPI, investors are better protected by being invested in hard asset investments such as real estate, commodities and precious metals or mutual funds that invest in companies in these industries.

### *Investment Trust Risk*

The Dynamic ETF may invest in real estate, royalty, income and other investment trusts which are investment vehicles in the form of trusts rather than corporations. To the extent that claims, whether in contract, in tort or as a result of tax or statutory liability, against an investment trust are not satisfied by the trust, investors in the investment trust, including the Dynamic ETF if it has invested in such investment trust, could be held liable for such obligations. Investment trusts generally seek to make this risk remote in the case of contracts by including provisions in their agreements that the obligations of the investment trust will not be binding on investors. However, investors in investment trusts, which may include the Dynamic ETF, could still have exposure to damage claims not mitigated contractually, such as personal injury and environmental claims.

Certain jurisdictions have enacted legislation to protect investors in investment trusts, including the Dynamic ETF if it has invested in the investment trust, from the possibility of such liability. Investors in most Canadian investment trusts have been placed on the same footing as shareholders of Canadian corporations which receive the protection of statutorily mandated limited liability in several provincial jurisdictions. However, the extent to which the Dynamic ETF remains at risk for the obligations of investment trusts ultimately depends on the local laws of the jurisdictions where the Dynamic ETF invests in investment trusts.

### *Portfolio Management Risk*

The investment portfolio of the Dynamic ETF is subject to a degree of management risk. The Manager's judgments about the implementation of a strategy or the attractiveness, relative value, or potential appreciation of a particular sector, security, or investment strategy may prove incorrect and may cause the Dynamic ETF to incur losses. There can be no assurance that the Manager's investment techniques and decisions will produce the desired results.

### *Sector Risk*

The Dynamic ETF may concentrate its investments in a certain sector or industry within the marketplace. While this allows the Dynamic ETF to better focus on a particular sector's potential, investment in the Dynamic ETF may also be riskier than mutual funds with broader diversification. Sector specific investment funds tend to experience greater fluctuations in price because securities in the same industry tend to be affected by the same factors. The Dynamic ETF must continue to follow its investment objectives by investing in its particular sector, even during periods when such sector is performing poorly.

### *Securities Lending Risk*

The Dynamic ETF may enter into securities lending transactions to generate additional income from securities held in the Dynamic ETF's portfolio. In lending its securities, the Dynamic ETF is exposed to the risk that the borrower may not be able to satisfy its obligations under the securities lending agreement and the Dynamic ETF is forced to take possession of the collateral held. Losses could result if the collateral held by the Dynamic ETF is insufficient, at the time the remedy is exercised, to replace the securities borrowed. To address these risks, any securities lending transactions entered into by the Dynamic ETF will comply with applicable securities laws, including the requirement that each agreement be, at a minimum, fully collateralized by investment grade securities or cash with a value of at least 102% of the market value of the securities subject to the transaction. The Dynamic ETF will enter into securities lending transactions only with parties that the Manager believes, through conducting credit evaluations, have adequate resources and the financial ability to meet their obligations under such agreements. Prior to entering into a securities lending agreement, the Dynamic ETF must ensure that the aggregate value of the securities loaned, together with those that have been sold pursuant to repurchase transactions, does not exceed 50% of the NAV immediately after the Dynamic ETF enters into the transaction.

### *Sensitivity to Interest Rates*

Investment funds that invest in fixed income securities, such as money market instruments and bonds, as well as equity securities, will be sensitive to changes in interest rates. Generally, the value of these types of investments tends to fall as interest rates rise and increase as interest rates decline. Those fixed income securities with longer terms to maturity tend to be more sensitive to interest rate changes.

Like all fixed income securities, commercial paper prices are also susceptible to fluctuations in interest rates. If interest rates rise, commercial paper prices will decline.

### *Short Selling Risk*

The Dynamic ETF may engage in a limited amount of short selling consistent with its investment objectives and as permitted by the Securities Regulatory Authorities. A “short sale” is where the Dynamic ETF borrows securities from a lender which are then sold in the open market (or “sold short”). At a later date, the same number of securities are repurchased by the Dynamic ETF and returned to the lender. In the interim, the proceeds from the first sale are deposited with the lender and the Dynamic ETF pays interest to the lender. If the value of the securities declines between the time that the Dynamic ETF borrows the securities and the time it repurchases and returns the securities, the Dynamic ETF makes a profit for the difference (less any interest the Dynamic ETF is required to pay to the lender). Short selling involves certain risks. There is no assurance that securities will decline in value during the period of the short sale sufficient to offset the interest paid by the Dynamic ETF and make a profit for the Dynamic ETF, and securities sold short may instead appreciate in value. The Dynamic ETF also may experience difficulties repurchasing and returning the borrowed securities if a liquid market for the securities does not exist. The lender from whom the Dynamic ETF has borrowed securities may go bankrupt and the Dynamic ETF may lose the collateral it has deposited with the lender. If the Dynamic ETF engages in short selling, it will adhere to controls and limits that are intended to offset these risks by short selling only securities of larger issuers for which a liquid market is expected to be maintained and by limiting the amount of exposure for short sales. The Dynamic ETF also will deposit collateral only with lenders that meet certain criteria for creditworthiness and only up to certain limits.

### *Small Capitalization Risk*

The Dynamic ETF invests in companies with small capitalization and is sensitive to small capitalization risk. Capitalization is a measure of the value of a company represented by the current price of a company’s stock, multiplied by the number of shares of the company that are outstanding. Companies with small capitalization may not have a well-developed market for their securities. As a result, these securities may be difficult to trade, making their prices more volatile than those of large companies.

### *Underlying Fund Risk*

The Dynamic ETF may invest in securities of underlying funds, including underlying funds managed by the Manager or an affiliate or associate of the Manager. The proportions and types of underlying funds held by the Dynamic ETF will vary according to the risk and investment objectives of the Dynamic ETF.

Pursuant to the requirements of applicable securities legislation, the Dynamic ETF will not vote any of the securities it holds in an underlying fund managed by the Manager or any of the Manager’s affiliates and associates.

To the extent that the Dynamic ETF invests in underlying funds it will have the same risks as the underlying funds.

## **Risk Rating**

As required by applicable securities legislation, the Manager determines the investment risk level of the Dynamic ETF in accordance with a standardized risk classification methodology that is based on the Dynamic ETF’s historical volatility as measured by the 10-year standard deviation of the returns of the Dynamic ETF. Standard deviation is a statistical tool used to measure the historical variability of a fund’s returns relative to the fund’s average return. The higher the standard deviation of the Dynamic ETF, the greater the range of returns it has experienced in the past. A fund with a higher standard deviation will be classified as more risky.

Where a fund has offered securities to the public for less than 10 years, the standardized methodology requires the use of the standard deviation of a reference fund or reference index that reasonably approximates or, for a newly established fund, is reasonably expected to approximate, the standard deviation of the fund. Once the Dynamic ETF has 10 years of performance history, the methodology will calculate the standard deviation of the Dynamic ETF using the return history of the Dynamic ETF rather than that of the reference index. The Dynamic ETF is assigned an investment risk rating in one of the following categories: low, low to medium, medium, medium to high or high risk.

The following chart sets out a description of the reference index used for the Dynamic ETF:

<b>Dynamic ETF</b>	<b>Reference Index</b>	<b>Description</b>
DXIF	MSCI EAFE Index (C\$)	The MSCI EAFE Index (C\$) captures large and mid-cap representation across developed markets around the world, excluding the U.S. and Canada.

The Manager reviews the investment risk rating of the Dynamic ETF at least annually as well as if there is a material change in the Dynamic ETF's investment objectives or investment strategies.

Historical performance may not be indicative of future returns and the Dynamic ETF's historical volatility may not be indicative of its future volatility. There may be times when the Manager believes the standardized methodology produces a result that does not reflect the Dynamic ETF's risk based on other qualitative factors. As a result, the Manager may assign a higher risk rating to the Dynamic ETF if the Manager determines it is reasonable to do so in the circumstances. A more detailed explanation of the risk classification methodology used to identify the risk ratings of the Dynamic ETF is available on request, at no cost, by calling toll-free at 1-800-268-8186 or by writing to the Manager at 1 Adelaide Street East, 28<sup>th</sup> Floor, Toronto, Ontario M5C 2V9.

### **DISTRIBUTION POLICY**

The Dynamic ETF will distribute, in each taxation year, any net income and any net realized capital gains of the Dynamic ETF to such an extent that the Dynamic ETF will not be liable for non-refundable income tax under the Tax Act in respect of the taxation year.

Cash distributions on Units, if any, will be made in the currency in which Units are denominated and are expected to be made periodically as set out in the table below:

<b>Dynamic ETF</b>	<b>Frequency of Distributions</b>
DXIF	Annually, if any

Distributions are not guaranteed and the Manager may, in its sole discretion, change the frequency or amount of such distributions, which change will be announced by the Manager in a press release.

Depending on the underlying investments of the Dynamic ETF, distributions on Units may consist of ordinary income, including foreign source income and taxable dividends from taxable Canadian corporations, sourced from dividends or distributions received by the Dynamic ETF but may also include net realized capital gains, in any case, less the expenses of the Dynamic ETF. Distributions on Units may also include returns of capital which will generally reduce the adjusted cost base of the Unitholder's Units. To the extent that the expenses of the Dynamic ETF exceed the income generated by the Dynamic ETF in any given month, it is not expected that a monthly distribution will be paid.

If, for any taxation year, the Dynamic ETF has not otherwise distributed the full amount of its net income and net realized capital gains, the Dynamic ETF will, after December 15 but on or before December 31 of that calendar year (in the case of a taxation year that ends on December 15), or by the end of the taxation year (in any other case), be required to pay or make payable such net income and net realized capital gains as one or more special year-end distributions for such year to Unitholders as is necessary to ensure that the Dynamic ETF will not be liable for income tax on such amounts under Part I of the Tax Act (after taking into account all available deductions, credits and refunds). Such special distributions may be paid in the form of Units and/or cash. Any special distributions payable in Units will increase the aggregate adjusted cost base of a Unitholder's Units. Immediately following payment of such a special distribution in Units, the number of Units held by a Unitholder will be automatically consolidated such that the number of Units outstanding after such distribution will be equal to the number of Units held by such Unitholder immediately prior to such distribution, except in the case of a non-resident Unitholder to the extent tax is required to be withheld in respect of the distribution.

See "Income Tax Considerations".

## PURCHASES OF UNITS

### **Initial Investment in the Dynamic ETF**

In compliance with NI 81-102, the Dynamic ETF will not issue Units to the public until orders aggregating not less than \$500,000 have been received and accepted by the Dynamic ETF from investors other than the Manager, or its directors, officers or securityholders.

### **Continuous Distribution**

Units are being issued and sold on a continuous basis and there is no maximum number of Units that may be issued.

### **Designated Brokers**

All orders to purchase Units directly from the Dynamic ETF must be placed by the Designated Broker or Dealers. The Manager reserves the absolute right to reject any subscription order placed by the Designated Broker and/or a Dealer. No fees will be payable by the Dynamic ETF to the Designated Broker or a Dealer in connection with the issuance of Units. On the issuance of Units, the Manager may, at its discretion, charge an administrative fee to a Dealer or Designated Broker to offset any expenses (including any applicable TSX additional listing fees) incurred in issuing the Units.

On any Trading Day, a Designated Broker or a Dealer may place a subscription order for the PNU or integral multiple PNU. If a subscription order is received by the Dynamic ETF at or before 11:00 a.m. on a Trading Day, or such other time prior to the Valuation Time on such Trading Day as the Manager may permit, and is accepted by the Manager, the Dynamic ETF will generally issue to the Dealer or Designated Broker the PNU (or an integral multiple thereof) within two Trading Days from the effective date of the subscription order. The Dynamic ETF must receive payment for the Units subscribed for within two Trading Days from the effective date of the subscription order. The effective date of a subscription order is the Trading Day after the receipt of a subscription order (provided the subscription order is received at or before 11:00 a.m. on the prior Trading Day) on which the Valuation Time that applies to such subscription order takes place.

Unless the Manager shall otherwise agree or the Declaration of Trust shall otherwise provide, as payment for the PNU, a Dealer or Designated Broker must deliver subscription proceeds consisting of a Basket of Securities and cash in an amount sufficient so that the value of the Basket of Securities and cash delivered is equal to the NAV of the PNU determined at the Valuation Time on the effective date of the subscription order. The Manager may, in its complete discretion, instead accept subscription proceeds consisting of (i) cash only in an amount equal to the NAV of the PNU determined at the Valuation Time on the effective date of the subscription order, plus (ii) if applicable, administration fees including associated brokerage expenses, commissions, transaction costs and other costs and expenses that the Dynamic ETF incurs or expects to incur in purchasing securities on the market with such cash proceeds.

The Manager may from time to time and, in any event not more than once quarterly, require the Designated Broker to subscribe for Units for cash in a dollar amount as may be agreed to by the Manager and the Designated Broker. The number of Units issued will be the subscription amount divided by the NAV per Unit next determined following the delivery by the Manager of a subscription notice to the Designated Broker. Payment for the Units must be made by the Designated Broker by no later than the second Trading Day after the subscription notice has been delivered.

The Manager will, except when circumstances prevent it from doing so, disclose the number of Units comprising a PNU to applicable investors, the Designated Broker and Dealers following the close of business on each Trading Day. The Manager may, at its discretion, increase or decrease the PNU from time to time and will provide notice of such change to applicable investors, the Designated Broker and Dealers.

### ***Dynamic ETF Distributions Paid in Units***

In addition to the issuance of Units as described above, distributions may be made by way of the issuance of Units in accordance with the distribution policy of the Dynamic ETF. See "Distribution Policy".

### **Buying and Selling Units**

The Units have been conditionally approved for listing on the TSX. Subject to satisfying the TSX's original listing requirements, the Units will be listed on the TSX and investors will be able to buy or sell such Units on the TSX

through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling Units. No fees are paid by investors to the Manager or the Dynamic ETF in connection with buying or selling of Units on the TSX.

### ***Special Considerations for Unitholders***

The provisions of the so-called “early warning” requirements set out in Canadian Securities Legislation do not apply in connection with the acquisition of Units. In addition, the Dynamic ETF has obtained exemptive relief from the Securities Regulatory Authorities to permit Unitholders to acquire more than 20% of the Units through purchases on the TSX without regard to the take-over bid requirements of Canadian Securities Legislation.

## **EXCHANGE AND REDEMPTION OF UNITS**

### **Exchange of Units at NAV per Unit for Baskets of Securities and/or Cash**

Unitholders may exchange the PNU (or an integral multiple thereof) on any Trading Day for Baskets of Securities and cash, subject to the requirement that a minimum PNU be exchanged. To effect an exchange of Units, a Unitholder must submit an exchange request in the form and at the location prescribed by the Dynamic ETF from time to time at or before 11:00 a.m. (Toronto time) on a Trading Day, or such other time prior to the Valuation Time on such Trading Day as the Manager may permit. The exchange price will be equal to the NAV of each PNU tendered for exchange determined at the Valuation Time on the effective date of the exchange request, payable by delivery of a Basket of Securities (constituted as most recently published prior to the effective date of the exchange request) and cash. The Units will be redeemed in the exchange. The Manager will also make available to applicable investors, Dealers and the Designated Broker the PNU to redeem Units on each Trading Day. The effective date of an exchange request is the Trading Day after the receipt of an exchange request (provided the exchange request is received at or before 11:00 a.m. (Toronto time) on the prior Trading Day) on which the Valuation Time that applies to such redemption request takes place.

Upon the request of a Unitholder, the Manager may, in its complete discretion, satisfy an exchange request by delivering cash only in an amount equal to the NAV of each PNU tendered for exchange determined at the Valuation Time on the effective date of the exchange request, provided that the Unitholder agrees to pay applicable administration fees, including associated brokerage expenses, commissions, transaction costs and other costs and expenses that the Dynamic ETF incurs or expects to incur in selling securities on the market to obtain the necessary cash for the exchange.

If an exchange request is not received by the applicable cut-off time, the exchange order will be effective only on the next Trading Day. Settlement of exchanges for Baskets of Securities and/or cash will generally be made by the second Trading Day after the effective day of the exchange request.

If any securities in which the Dynamic ETF has invested are cease traded at any time by order of a Securities Regulatory Authority or other relevant regulator or stock exchange, the delivery of Baskets of Securities to a Unitholder, Dealer or Designated Broker on an exchange of the PNU may be postponed until such time as the transfer of the Baskets of Securities is permitted by law.

As described under “Book-Entry Only System”, registration of interests in, and transfers of, Units will be made only through the book-entry only system of CDS. The redemption rights described below must be exercised through the CDS Participant through which the owner holds Units. Beneficial owners of Units should ensure that they provide redemption instructions to the CDS Participant through which they hold such Units sufficiently in advance of the cut-off times described below to allow such CDS Participant to notify CDS and for CDS to notify the Manager prior to the relevant cut-off time.

### **Redemption of Units for Cash**

On any Trading Day, Unitholders may redeem (i) Units for cash at a redemption price per Unit equal to 95% of the closing price for the Units on the TSX on the effective day of the redemption, subject to a maximum redemption price per Unit equal to the NAV per Unit on the effective day of redemption, less any applicable administration fee determined by the Manager, in its sole discretion, from time to time, or (ii) a PNU or a multiple PNU for cash equal to the NAV of that number of Units less any applicable administration fee determined by the Manager, in its sole discretion from time to time. Because Unitholders will generally be able to sell Units at the market price on the TSX

through a registered broker or dealer subject only to customary brokerage commissions, Unitholders are advised to consult their brokers, dealers or investment advisors before redeeming such Units for cash. No fees or expenses are paid by Unitholders to the Manager or the Dynamic ETF in connection with selling Units on the TSX.

In order for a cash redemption to be effective on a Trading Day, a cash redemption request with respect to the Dynamic ETF must be delivered to the Manager in the form and at the location prescribed by the Manager from time to time at or before 9:30 a.m. (Toronto time) on such Trading Day. Any cash redemption request received after such time will be effective only on the next Trading Day. Where possible, payment of the redemption price will be made by no later than the second Trading Day after the effective day of the redemption. The cash redemption request forms may be obtained from any registered broker or Dealer.

Unitholders that have delivered a redemption request prior to the Distribution Record Date for any distribution will not be entitled to receive that distribution.

In connection with the redemption of Units, the Dynamic ETF will generally dispose of securities or other financial instruments.

### **Suspension of Exchanges and Redemptions**

The Manager may suspend the exchange or redemption of Units or payment of redemption proceeds of the Dynamic ETF: (i) during any period when normal trading is suspended on a stock exchange or other market on which securities owned by the Dynamic ETF are listed and traded, if these securities represent more than 50% by value or underlying market exposure of the total assets of the Dynamic ETF, without allowance for liabilities, and if these securities are not traded on any other exchange that represents a reasonably practical alternative for the Dynamic ETF; or (ii) with the prior permission of the Securities Regulatory Authorities where required, for any period not exceeding 30 days during which the Manager determines that conditions exist which render impractical the sale of assets of the Dynamic ETF or which impair the ability of the Custodian to determine the value of the assets of the Dynamic ETF. The suspension may apply to all requests for exchange or redemption received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. All Unitholders making such requests shall be advised by the Manager of the suspension and that the exchange or redemption will be effected at a price determined on the first Valuation Day following the termination of the suspension. All such Unitholders shall have and shall be advised that they have the right to withdraw their requests for exchange or redemption. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist, provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with official rules and regulations promulgated by any government body having jurisdiction over the Dynamic ETF, any declaration of suspension made by the Manager shall be conclusive.

### **Administration Fee**

An amount as may be agreed to between the Manager and the Designated Broker or Dealer, of the Dynamic ETF may be charged to offset certain transaction costs associated with an issue, exchange or redemption of Units. This charge does not apply to Unitholders who buy and sell their Units through the facilities of the TSX.

### **Allocations of Capital Gains to Redeeming or Exchanging Unitholders**

Pursuant to the Declaration of Trust, the Dynamic ETF may allocate and designate as payable any capital gains realized by the Dynamic ETF as a result of any disposition of property of the Dynamic ETF undertaken to permit or facilitate the redemption or exchange of Units to a Unitholder whose Units are being redeemed or exchanged. In addition, the Dynamic ETF has the authority to distribute, allocate and designate any capital gains of the Dynamic ETF to a Unitholder who has redeemed or exchanged Units during a year in an amount equal to the Unitholder's share, at the time of redemption or exchange, of the Dynamic ETF's capital gains for the year. Any such allocations and designations will reduce the redemption price otherwise payable to the redeeming Unitholder.

If enacted as proposed, certain recent Tax Amendments would (when effective) limit the ability of the Dynamic ETF to deduct taxable capital gains allocated to redeeming Unitholders. Based on current proposals, such Tax Amendments would be effective for taxation years beginning on or after March 20, 2020, provided that the Dynamic ETF is a "mutual fund trust" for purposes of the Tax Act throughout its taxation year, and assuming that Units are at all relevant times listed on a designated stock exchange in Canada and in continuous distribution. However, the Manager understands that, in response to inquiries from industry participants, the Department of Finance (Canada) is



considering delaying the effective date of such Tax Amendments (subject to the same provisos) with respect to allocations of capital gains until the end of 2021. If such Tax Amendments are enacted in their current form, any such taxable capital gains may be made payable to the Unitholders at the end of the year rather than being allocated to redeeming Unitholders. Accordingly, assuming these proposals come into effect as described above, the amounts and taxable component of distributions to non-redeeming Unitholders may be greater than they would have been in the absence of such amendments.

### **Book-Entry Only System**

Registration of interests in, and transfers of, Units will be made only through the book-entry only system of CDS. Units must be purchased, transferred and surrendered for redemption only through a CDS Participant. All rights of an owner of Units must be exercised through, and all payments or other property to which such owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds such Units. Upon buying Units, the owner will receive only the customary confirmation. References in this prospectus to a holder of Units means, unless the context otherwise requires, the owner of the beneficial interest of such Units.

Neither the Dynamic ETF nor the Manager will have any liability for: (i) records maintained by CDS relating to the beneficial interests in Units or the book entry accounts maintained by CDS; (ii) maintaining, supervising or reviewing any records relating to such beneficial ownership interests; or (iii) any advice or representation made or given by CDS and made or given with respect to the rules and regulations of CDS or any action taken by CDS or at the direction of the CDS Participants.

The ability of a beneficial owner of Units to pledge such Units or otherwise take action with respect to such owner's interest in such Units (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

The Dynamic ETF has the option to terminate registration of Units through the book-entry only system in which case certificates for Units in fully registered form will be issued to beneficial owners of such Units or to their nominees.

### **Short-Term Trading**

Unlike conventional open-end mutual fund trusts in which short term trading by investors may cause the mutual fund to incur additional unnecessary trading costs in connection with the purchase of additional portfolio securities and the sale of portfolio securities to fund unitholder redemptions, the Manager does not believe that it is necessary to impose any short-term trading restrictions on the Dynamic ETF at this time as: (i) the Dynamic ETF is an exchange traded fund that is primarily traded in the secondary market; and (ii) the few transactions involving Units that do not occur on the secondary market involve Designated Brokers and Dealers, who can only purchase or redeem Units in a PNU and on whom the Manager may impose an administration fee. The administration fee is intended to compensate the Dynamic ETF for any costs and expenses incurred by the Dynamic ETF in order to satisfy and process the redemption.

### **PRICE RANGE AND TRADING VOLUME OF UNITS**

Information regarding the market price range and trading volume of the Units is not yet available because the Dynamic ETF is new.

### **INCOME TAX CONSIDERATIONS**

In the opinion of Blake, Cassels & Graydon LLP, the following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations under the Tax Act generally applicable to the acquisition, holding and disposition of Units by a Unitholder who acquires Units pursuant to this prospectus. This summary only applies to a prospective Unitholder who is an individual (other than a trust) resident in Canada for purposes of the Tax Act who deals at arm's length with the Dynamic ETF and any Designated Broker or Dealer and is not affiliated with the Dynamic ETF or any Designated Broker or Dealer and who holds Units as capital property (a "**Holder**").

Generally, Units will be considered to be capital property to a Holder provided that the Holder does not hold such Units in the course of carrying on a business of buying and selling securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Assuming that the Dynamic ETF qualifies as a "mutual fund trust" for purposes of the Tax Act, certain Holders who might not otherwise be considered to hold Units as capital property may, in certain circumstances, be entitled to have such Units and all other "Canadian securities" owned or subsequently acquired by them treated as capital property by making the irrevocable election

permitted by subsection 39(4) of the Tax Act. This summary does not apply to a Holder who has entered or will enter into a “derivative forward agreement” as that term is defined in the Tax Act with respect to the Units.

This summary is based on the assumption that the Dynamic ETF will qualify at all times as a “unit trust” within the meaning of the Tax Act, that the Dynamic ETF will qualify or be deemed to qualify at all times as a “mutual fund trust” within the meaning of the Tax Act and that the Dynamic ETF will not be a “SIFT Trust” within the meaning of the Tax Act. For the Dynamic ETF to qualify as a “mutual fund trust,” it must comply on a continuous basis with certain requirements relating to the qualification of its Units for distribution to the public, the number of Unitholders and the dispersal of ownership of its Units. The Dynamic ETF is expected to make an election in its first tax return so that it qualifies or will qualify under the Tax Act as a mutual fund trust from the commencement of its first taxation year. There can be no assurance that the Dynamic ETF that so qualifies initially will maintain its status as a “mutual fund trust”. **In the event the Dynamic ETF were not to qualify, or were not deemed to qualify, as a mutual fund trust under the Tax Act at all times, or is a “SIFT trust”, the income tax consequences described below would, in some respects, be materially and adversely different.**

This summary also assumes that at all times the Dynamic ETF will not (i) make or hold any investment in property that would be “taxable Canadian property” (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof) if more than 10% of the Dynamic ETF’s property consisted of such property; (ii) invest in or hold (a) securities of or an interest in any non-resident entity, an interest in or a right or option to acquire such property, or an interest in a partnership which holds any such property if the Dynamic ETF (or the partnership) would be required to include significant amounts in income pursuant to section 94.1 of the Tax Act, (b) an interest in a trust (or a partnership which holds such an interest) which would require the Dynamic ETF (or the partnership) to report significant amounts of income in connection with such interest pursuant to the rules in section 94.2 of the Tax Act, or (c) any interest in a non-resident trust other than an “exempt foreign trust” for the purposes of section 94 of the Tax Act (or a partnership which holds such an interest); (iii) invest in any security that would be a “tax shelter investment” within the meaning of section 143.2 of the Tax Act; (iv) invest in any security of an issuer that would be a “foreign affiliate” of the Dynamic ETF or of any Holder for purposes of the Tax Act; or (v) enter into any arrangement (including the acquisition of securities for the Dynamic ETF’s portfolio) where the result is a “dividend rental arrangement” for purposes of the Tax Act. This summary further assumes that the Dynamic ETF will comply with its investment restrictions.

This summary is based on the facts described herein, the current provisions of the Tax Act, counsel’s understanding of the current publicly available administrative policies and assessing practices of the CRA published in writing prior to the date hereof and certificates of the Manager. This summary takes into account the Tax Amendments. This description is not exhaustive of all Canadian federal income tax consequences and does not take into account or anticipate changes in the law or in administrative policy or assessing practice, whether by legislative, governmental or judicial action other than the Tax Amendments in their present form, nor does it take into account provincial, territorial or foreign tax considerations which may differ significantly from those discussed herein. There can be no assurance that the Tax Amendments will be enacted in the form publicly announced, or at all.

**This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in Units. This summary does not address the deductibility of interest on any funds borrowed by a Holder to purchase Units. The income and other tax consequences of investing in Units will vary depending on an investor’s particular circumstances including the province or territory in which the investor resides or carries on business. Accordingly, this summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any holder of Units. Prospective investors should consult their own tax advisors with respect to the income tax consequences to them of an acquisition of Units based on their particular circumstances.**

#### **Status of the Dynamic ETF**

As noted above, this summary assumes (a) that the Dynamic ETF is a “unit trust” for purposes of the Tax Act and will qualify or will be deemed to qualify at all times as a “mutual fund trust” for purposes of the Tax Act, (b) that the Dynamic ETF is not and will not be a “SIFT trust” for purposes of the Tax Act, (c) that the Dynamic ETF will validly elect under the Tax Act to be a mutual fund trust from the date it was established, and (d) that the Dynamic ETF has not been established and will not be maintained primarily for the benefit of non-residents unless, at that time, substantially all of its property consists of property other than property that would be “taxable Canadian property” within the meaning of the Tax Act (if the definition of such term were read without reference to paragraph (b) of that definition).

To qualify as a mutual fund trust (i) the Dynamic ETF must be a Canadian resident “unit trust” for purposes of the Tax Act, (ii) the only undertaking of the Dynamic ETF must be (a) the investing of its funds in property (other than real property or interests in real property or an immovable or a real right in an immovable), (b) the acquiring, holding, maintaining, improving, leasing or managing of any real property (or interest in real property) or of any immovable (or real right in immovables) that is capital property of the Dynamic ETF, or (c) any combination of the activities described in (a) and (b), and (iii) the Dynamic ETF must comply with certain minimum requirements respecting the ownership and dispersal of Units of a particular class (the “**Minimum Distribution Requirements**”). In this connection, the Manager has advised counsel (i) that it intends to cause the Dynamic ETF to qualify as a unit trust throughout the life of the Dynamic ETF, (ii) that the Dynamic ETF’s undertaking conforms with the restrictions for mutual fund trusts, and (iii) that it intends to file the necessary election so that the Dynamic ETF will qualify as a mutual fund trust from its inception in 2021, and that the Manager has no reason to believe that the Dynamic ETF will not comply with the Minimum Distribution Requirements before the 91st day after the end of its first taxation year (determined without regard to any taxation year-end that may be deemed to occur for other purposes under the rules in the Tax Act relating to “loss restriction events”) and at all times thereafter, thereby permitting the filing by the Dynamic ETF of such election.

If the Dynamic ETF were not to qualify, or were not deemed to qualify, as a mutual fund trust at all times, the income tax considerations described below would, in some respects, be materially and adversely different in respect of the Dynamic ETF, than would be the case if it were a mutual fund trust.

Provided that the Units are listed on a “designated stock exchange” within the meaning of the Tax Act (which currently includes the TSX), or the Dynamic ETF qualifies as a mutual fund trust within the meaning of the Tax Act, the Units will be qualified investments under the Tax Act for a trust governed by an RRSP, a RRIF, an RDSP, a DPSP, an RESP or a TFSA (collectively, “**Registered Plans**”). See “Income Tax Considerations – Taxation of Registered Plans” for the consequences of holding Units in Registered Plans.

### **Taxation of the Dynamic ETF**

The Manager has advised counsel that, provided that the Dynamic ETF qualifies as a “mutual fund trust”, the Dynamic ETF will elect to have a taxation year that ends on December 15 of each calendar year. The Dynamic ETF must pay tax on its net income (including net realized taxable capital gains) for a taxation year, less the portion thereof that it deducts in respect of the amount paid or payable (or deemed to be paid or payable) to its Unitholders in the calendar year in which the taxation year ends. An amount will be considered to be payable to a Unitholder in a calendar year if it is paid to the Unitholder in that year by the Dynamic ETF or if the Unitholder is entitled in that year to enforce payment of the amount. The Declaration of Trust requires that sufficient amounts be paid or made payable each year so that the Dynamic ETF is not liable for any non-refundable income tax under Part I of the Tax Act.

The Dynamic ETF will be required to include in its income for each taxation year any dividends received (or deemed to be received) by it in such year on a security held in its portfolio.

With respect to indebtedness, the Dynamic ETF will be required to include in its income for a taxation year all interest thereon that accrues (or is deemed to accrue) to it to the end of that year (or until the disposition of the indebtedness in the year) or that has become receivable or is received by the Dynamic ETF before the end of that year, including on a redemption or repayment on maturity, except to the extent that such interest was included in computing the Dynamic ETF’s income for a preceding taxation year and excluding any interest that accrued prior to the time of the acquisition of the indebtedness by the Dynamic ETF.

On a redemption or repayment of an indebtedness, the Dynamic ETF will be considered to have disposed of the indebtedness for proceeds of disposition equal to the amount received by the Dynamic ETF (other than amount received or deemed to have been received on account of interest) on such redemption or repayment. Generally, on any disposition by the Dynamic ETF of an indebtedness, interest accrued thereon to the date of disposition and not yet due will be included in computing the Dynamic ETF’s income, except to the extent such amount was otherwise included in the Dynamic ETF’s income, and will be excluded in computing the Dynamic ETF’s proceeds of disposition of the indebtedness.

To the extent the Dynamic ETF holds trust units issued by a trust resident in Canada that is not at any time in the relevant taxation year a “SIFT trust” and held as capital property for purposes of the Tax Act, the Dynamic ETF will be required to include in the calculation of its income for a taxation year the net income, including net taxable capital gains, paid or payable to the Dynamic ETF by such trust in the calendar year in which that taxation year ends, notwithstanding that certain of such amounts may be reinvested in additional units of the trust. Provided that

appropriate designations are made by such trust, generally net taxable capital gains realized by the trust, foreign source income of the trust and taxable dividends from taxable Canadian corporations received by the trust that are paid or payable by the trust to the Dynamic ETF will effectively retain their character in the hands of the Dynamic ETF. The Dynamic ETF will be required to reduce the adjusted cost base of units of such trust by any amount paid or payable by the trust to the Dynamic ETF except to the extent that the amount was included in calculating the income of the Dynamic ETF or was the Dynamic ETF's share of the non-taxable portion of capital gains of the trust, the taxable portion of which was designated in respect of the Dynamic ETF. If the adjusted cost base to the Dynamic ETF of such units becomes a negative amount at any time in a taxation year of the Dynamic ETF, that negative amount will be deemed to be a capital gain realized by the Dynamic ETF in that taxation year and the Dynamic ETF's adjusted cost base of such units will be increased by the amount of such deemed capital gain to zero.

Each issuer in the Dynamic ETF's portfolio that is a "SIFT trust" (which will generally include Canadian resident income trusts, other than certain REITs, the units of which are listed or traded on a stock exchange or other public market) will be subject to a special tax in respect of (i) income from business carried on in Canada, and (ii) certain income and capital gains in respect of "non-portfolio properties" (collectively, "**Non-Portfolio Income**"). Non-Portfolio Income that is distributed by a SIFT trust to its unitholders will be taxed at a rate that is equivalent to the federal general corporate tax rate plus a prescribed amount on account of provincial tax. Non-Portfolio Income that becomes payable by an issuer that is a SIFT trust will generally be taxed as though it were a taxable dividend from a taxable Canadian corporation and will be deemed to be a dividend eligible for the enhanced gross-up and tax credit rules applicable to "eligible dividends".

At any time that the Dynamic ETF is a financial institution for purposes of the "mark-to-market property" rules contained in the Tax Act, gains and losses on the disposition of "mark-to-market property" will be on income account and will be brought into income for each taxation year on a mark-to-market basis. In respect of securities in the portfolio of the Dynamic ETF that are not "mark-to-market properties", or provided the Dynamic ETF is not a financial institution, in general, the Dynamic ETF will realize a capital gain (or capital loss) upon the actual or deemed disposition of a security included in its portfolio, to the extent the proceeds of disposition net of any reasonable costs of disposition exceed (or are less than) the adjusted cost base of such security, unless the Dynamic ETF were considered to be trading or dealing in securities or otherwise carrying on a business of buying and selling securities or the Dynamic ETF has acquired the security in a transaction or transactions considered to be an adventure or concern in the nature of trade, in which case related gains and losses will be on income account. The Manager has advised counsel that the Dynamic ETF will generally take the position that gains and losses realized on the disposition of its securities are capital gains and capital losses provided such gains and losses are (i) in respect of property that is not "mark-to-market property" if the Dynamic ETF is a financial institution for purposes of the "mark-to-market property" rules, or (ii) in respect of any securities in the portfolio of the Dynamic ETF if the Dynamic ETF is not a financial institution. In addition, the Manager has also advised counsel that the Dynamic ETF will make (if applicable) an election under subsection 39(4) of the Tax Act in its taxation year in which it first disposes "Canadian securities" (as defined in the Tax Act) to have all such Canadian securities deemed to be capital property of the Dynamic ETF. Such election will affect a disposition of securities if, at the time of such disposition, the Dynamic ETF is a mutual fund trust for purposes of the Tax Act or is not (i) a financial institution for purposes of the "mark-to-market property" rules in the Tax Act, or (ii) a trader or dealer in securities. Whether gains or losses realized by the Dynamic ETF in respect of a particular security (other than a Canadian security) are on income or capital account will depend largely on factual considerations.

The Dynamic ETF will be entitled for each taxation year throughout which it is a mutual fund trust for purposes of the Tax Act to reduce (or receive a refund in respect of) its liability, if any, for tax on its net realized capital gains by an amount determined under the Tax Act based on the redemptions of Units during the year (the "**Capital Gains Refund**"). The Capital Gains Refund in a particular taxation year may not completely offset the tax liability of the Dynamic ETF for such taxation year which may arise upon the sale or other disposition of securities included in the portfolio in connection with the redemption of Units.

In general, gains and losses realized by the Dynamic ETF from derivative transactions and in respect of short sales of securities (other than Canadian securities) will be on income account except where such derivatives are used to hedge portfolio securities held on capital account provided the Dynamic ETF is not a financial institution and there is sufficient linkage, subject to the DFA Rules discussed below, and such gains and losses will be recognized for tax purposes at the time they are realized by the Dynamic ETF. An election to realize gains and losses on "eligible derivatives" (as defined in the Tax Act) of the Dynamic ETF on a mark-to-market basis may be available. The Manager will consider whether such election, if available, would be advisable for the Dynamic ETF. Gains or losses in respect

of currency hedges entered into in respect of amounts invested in the portfolio of the Dynamic ETF will constitute capital gains and capital losses to the Dynamic ETF if the securities in the Dynamic ETF's portfolio are capital property to the Dynamic ETF and provided the Dynamic ETF is not a financial institution and there is sufficient linkage.

A loss realized by the Dynamic ETF on a disposition of capital property will be a suspended loss for purposes of the Tax Act if the Dynamic ETF, or a person affiliated with the Dynamic ETF, acquires a property (a "**Substituted Property**") that is the same as or identical to the property disposed of, within 30 days before and 30 days after the disposition and the Dynamic ETF, or a person affiliated with the Dynamic ETF, owns the Substituted Property 30 days after the original disposition. If a loss is suspended, the Dynamic ETF cannot deduct the loss from the Dynamic ETF's capital gains until the Substituted Property is disposed of and is not reacquired by the Dynamic ETF, or a person affiliated with the Dynamic ETF, within 30 days before and after the disposition.

The Dynamic ETF may enter into transactions denominated in currencies other than the Canadian dollar including the acquisition of securities in its portfolio. The cost and proceeds of disposition of securities, dividends, interest, distributions and all other amounts will be determined for the purposes of the Tax Act in Canadian dollars using the appropriate exchange rates determined in accordance with the detailed rules in the Tax Act in that regard. The amount of income, gains and losses realized by the Dynamic ETF may be affected by fluctuations in the value of other currencies relative to the Canadian dollar.

The DFA Rules target certain financial arrangements (described in the DFA Rules as "derivative forward agreements") that seek to deliver a return based on an "underlying interest" (other than certain excluded underlying interests) for purposes of the DFA Rules. The DFA Rules are broad in scope and could apply to other agreements or transactions. If the DFA Rules were to apply in respect of any derivatives to be utilized by the Dynamic ETF, gains realized in respect of the property underlying such derivatives could be treated as ordinary income rather than capital gains. The DFA Rules generally should not apply to foreign currency hedging transactions.

The Dynamic ETF may derive income or gains from investments in countries other than Canada, and as a result, may be liable to pay income or profits tax to such countries. To the extent that such foreign tax paid by the Dynamic ETF exceeds 15% of the amount included in the Dynamic ETF's income from such investments, such excess may generally be deducted by the Dynamic ETF in computing its net income for the purposes of the Tax Act. To the extent that such foreign tax paid does not exceed 15% of the amount included in the Dynamic ETF's income from such investments and has not been deducted in computing the Dynamic ETF's income, the Dynamic ETF may designate in respect of a Holder a portion of its foreign source income that can reasonably be considered to be part of the Dynamic ETF's income distributed to such Holder so that such income and a portion of the foreign tax paid by the Dynamic ETF may be regarded as foreign source income of, and foreign tax paid by, the Holder for the purposes of the foreign tax credit provisions of the Tax Act.

The Dynamic ETF will be entitled to deduct an amount equal to the reasonable expenses that it incurs in the course of issuing Units. Such issue expenses paid by the Dynamic ETF and not reimbursed will be deductible by the Dynamic ETF ratably over a five-year period subject to reduction in any taxation year which is less than 365 days. In computing its income under the Tax Act, the Dynamic ETF may deduct reasonable administrative and other expenses incurred to earn income.

Losses incurred by the Dynamic ETF in a taxation year cannot be allocated to Holders, but may be deducted by the Dynamic ETF in future years in accordance with the Tax Act.

### **Taxation of Holders**

A Holder will generally be required to include in computing income for a particular taxation year of the Holder such portion of the net income of the Dynamic ETF, including the taxable portion of any net realized capital gains, as is paid or becomes payable to the Holder in that particular taxation year (whether in cash or in Units, whether such amount is reinvested in additional Units, or whether as a Management Fee Distribution). Provided that the Dynamic ETF has validly elected to have a December 15 taxation year end, amounts paid or payable by the Dynamic ETF to a Holder after December 15 and before the end of the calendar year will be deemed to have been paid or become payable to the Holder on December 15.

Under the Tax Act, the Dynamic ETF is permitted to deduct in computing its income for a taxation year an amount that is less than the amount of its distributions of income and net realized taxable capital gains for the calendar year to the extent necessary to enable the Dynamic ETF to use, in that taxation year, losses from prior years without

affecting the ability of the Dynamic ETF to distribute its income annually. In such circumstances, the amount distributed to a Holder of the Dynamic ETF but not deducted by the Dynamic ETF will not be included in the Holder's income. However, the adjusted cost base of the Holder's Units will be reduced by such amount. The non-taxable portion of the Dynamic ETF's net realized capital gains for a taxation year, the taxable portion of which was designated in respect of a Holder for the taxation year, that is paid or becomes payable to the Holder for the year will not be included in computing the Holder's income for the year. Any other amount in excess of a Holder's share of the net income of the Dynamic ETF for a taxation year that is paid or becomes payable to the Holder for the year (i.e. returns of capital) will not generally be included in the Holder's income for the year, but will reduce the adjusted cost base of the Holder's Units. To the extent that the adjusted cost base of a Unit of the Dynamic ETF to a Holder would otherwise be a negative amount, the negative amount will be deemed to be a capital gain and the adjusted cost base of the Unit to the Holder will be increased by the amount of such deemed capital gain to zero.

Provided that appropriate designations are made by the Dynamic ETF, such portion of the net realized taxable capital gains of the Dynamic ETF, the taxable dividends received or deemed to be received by the Dynamic ETF on shares of taxable Canadian corporations and foreign source income of the Dynamic ETF as is paid or becomes payable to a Holder will effectively retain its character and be treated as such in the hands of the Holder for purposes of the Tax Act. To the extent that amounts are designated as taxable dividends from taxable Canadian corporations, the gross-up and dividend tax credit rules will apply. Where the Dynamic ETF make designations in respect of its foreign source income, for the purpose of computing any foreign tax credit that may be available to a Holder, the Holder will generally be deemed to have paid as tax to the government of a foreign country that portion of taxes paid by the Dynamic ETF to that country that is equal to the Holder's share of the Dynamic ETF's income from sources in that country.

Any loss of the Dynamic ETF for purposes of the Tax Act cannot be allocated to, and cannot be treated as a loss of, a Holder.

On the disposition or deemed disposition of a Unit of the Dynamic ETF, including on a redemption, a Holder will realize a capital gain (or capital loss) to the extent that the Holder's proceeds of disposition (other than any amount payable by the Dynamic ETF which represents capital gains allocated and designated to the redeeming Holder, as further described below), net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of the Unit. For the purpose of determining the adjusted cost base of a Holder's Units of a class of the Dynamic ETF, when additional Units of that class of the Dynamic ETF are acquired by the Holder (as a result of a distribution by the Dynamic ETF in the form of Units or a reinvestment in Units), the cost of the newly acquired Units will be averaged with the adjusted cost base of all Units of the same class of the Dynamic ETF owned by the Holder as capital property immediately before that time. For this purpose, the cost of Units that have been issued on a distribution will generally be equal to the amount of the distribution. Any additional Units acquired by a Holder on the reinvestment of distributions will generally have a cost equal to the amount reinvested. A consolidation of Units following a distribution paid in the form of additional Units as described under "Distribution Policy" will not be regarded as a disposition of Units and will not affect the aggregate adjusted cost base to a Holder.

In the case of an exchange of Units for a Basket of Securities, a Holder's proceeds of disposition of Units would generally be equal to the aggregate of the fair market value of the distributed property and the amount of any cash received, less any capital gain realized by the Dynamic ETF on the disposition of such distributed property. The cost to a Holder of any property received from the Dynamic ETF upon the exchange will generally be equal to the fair market value of such property at the time of the distribution. In the case of an exchange of Units for a Basket of Securities, the investor may receive securities that may or may not be qualified investments under the Tax Act for Registered Plans. If such securities are not qualified investments for Registered Plans, such Registered Plans (and, in the case of certain Registered Plans, the annuitants, beneficiaries or subscribers thereunder or holders thereof) may be subject to adverse tax consequences. Investors should consult their own tax counsel for advice on whether or not such securities would be qualified investments for Registered Plans.

Pursuant to the Declaration of Trust, the Dynamic ETF may allocate and designate as payable any capital gains realized by the Dynamic ETF as a result of any disposition of property of the Dynamic ETF undertaken to permit or facilitate the redemption or exchange of Units to a Holder whose Units are being redeemed or exchanged. In addition, the Dynamic ETF has the authority to distribute, allocate and designate any capital gains of the Dynamic ETF to a Holder who has redeemed or exchanged Units during a year in an amount equal to the Holder's share, at the time of redemption or exchange, of the Dynamic ETF's capital gains for the year. Any such allocations and designations will reduce the redemption price otherwise payable to the Holder and therefore the Holder's proceeds of disposition. If enacted as proposed, certain recent Tax Amendments would (when effective) limit the ability of the Dynamic ETF to deduct

taxable capital gains allocated to redeeming Unitholders. Based on current proposals, such Tax Amendments would be effective for taxation years beginning on or after March 20, 2020, provided that the Dynamic ETF is a “mutual fund trust” for purposes of the Tax Act throughout its taxation year, and assuming that Units are at all relevant times listed on a designated stock exchange in Canada and in continuous distribution. However, the Manager understands that, in response to inquiries from industry participants, the Department of Finance (Canada) is considering delaying the effective date of such Tax Amendments (subject to the same provisos) with respect to allocations of capital gains until the end of 2021. If such Tax Amendments are enacted in their current form, any such taxable capital gains may be made payable to the Unitholders at the end of the year rather than being allocated to redeeming Unitholders. Accordingly, assuming these proposals come into effect as described above, the amounts and taxable component of distributions to non-redeeming Unitholders may be greater than they would have been in the absence of such amendments.

In general, one-half of any capital gain (a “**taxable capital gain**”) realized by a Holder on the disposition of Units or a taxable capital gain designated by the Dynamic ETF in respect of the Holder for a taxation year of the Holder will be included in computing the Holder’s income for that year and one-half of any capital loss (an “**allowable capital loss**”) realized by the Holder in a taxation year of the Holder generally must be deducted from taxable capital gains realized by the Holder in the taxation year or designated by the Dynamic ETF in respect of the Holder for the taxation year in accordance with the detailed provisions of the Tax Act. Allowable capital losses for a taxation year in excess of taxable capital gains for that taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against taxable capital gains in accordance with the provisions of the Tax Act.

Amounts designated by the Dynamic ETF to a Holder of the Dynamic ETF as taxable capital gains or dividends from taxable Canadian corporations, and taxable capital gains realized on the disposition of Units may increase the Holder’s liability for alternative minimum tax.

### **Taxation of Registered Plans**

Amounts of income and capital gains included in a Registered Plan’s income are generally not taxable under Part I of the Tax Act provided the Units are “qualified investments” for the Registered Plan for purposes of the Tax Act.

Notwithstanding the foregoing, the holder of a TFSA or RDSP, the annuitant under an RRSP or RRIF or the subscriber of an RESP will be subject to a penalty tax in respect of Units held by such TFSA, RRSP, RDSP, RESP or RRIF, as the case may be, if such Units are a “prohibited investment” for such TFSA, RRSP, RDSP, RESP or RRIF for the purposes of the Tax Act. The Units will not be a “prohibited investment” for a trust governed by a TFSA, RRSP, RDSP, RESP or RRIF unless the holder of the TFSA, or RDSP, the annuitant under the RRSP or RRIF or the subscriber of the RESP, as applicable, (i) does not deal at arm’s length with the Dynamic ETF for purposes of the Tax Act, or (ii) has a “significant interest” as defined in the Tax Act in the Dynamic ETF. Generally, a holder, annuitant or subscriber, as the case may be, will not have a significant interest in the Dynamic ETF unless the holder, annuitant or subscriber, as the case may be, owns Units that have a fair market value of 10% or more of the fair market value of all Units, either alone or together with persons and partnerships with which the holder, annuitant or subscriber, as the case may be, does not deal at arm’s length. In addition, the Units will not be a prohibited investment if such Units are “excluded property” as defined in the Tax Act for a trust governed by a TFSA, RRSP, RDSP, RESP or RRIF.

Holders should consult with their own advisors regarding the tax implications of establishing, amending, terminating or withdrawing amounts from a Registered Plan. Holders, annuitants or subscribers should consult their own tax advisors with respect to whether Units would be prohibited investments, including with respect to whether such Units would be excluded property.

### **Tax Implications of the Dynamic ETF’s Distribution Policy**

The NAV per Unit of the Dynamic ETF will, in part, reflect any income and gains of the Dynamic ETF that have accrued or have been realized, but have not been made payable at the time Units were acquired. Accordingly, a Holder of the Dynamic ETF who acquires Units, including on a reinvestment of distributions or a distribution of Units, may become taxable on the Holder’s share of such income and gains of the Dynamic ETF. In particular, an investor who acquires Units at any time in the year but prior to a distribution being paid or made payable will have to pay tax on the entire distribution (to the extent it is a taxable distribution) notwithstanding that such amounts may have been reflected in the price paid by the Holder for the Units. Further, provided that the Dynamic ETF has validly elected to have a December 15 taxation year end, where a Holder acquires Units in a calendar year after December 15 of such

year, such Holder may become taxable on income earned or capital gains realized in the taxation year ending on December 15 of such calendar year but that had not been made payable before the Units were acquired.

## **ORGANIZATION AND MANAGEMENT DETAILS OF THE DYNAMIC ETF**

### **Manager**

1832 Asset Management L.P. manages the overall business and operations of the Dynamic ETF, including providing portfolio management, fund accounting and administration services and promoting the sales of the securities of the Dynamic ETF. 1832 Asset Management L.P. is registered (i) with the Ontario Securities Commission as a portfolio manager, investment fund manager, exempt market dealer and commodity trading manager; (ii) as an investment fund manager in Québec, Newfoundland and Labrador and Northwest Territories; (iii) as a portfolio manager in each of Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Prince Edward Island, Québec, Saskatchewan and Yukon; and (iv) as an exempt market dealer in each of Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Nova Scotia and Québec.

The General Partner of the Manager, 1832 Asset Management G.P. Inc. is wholly-owned by The Bank of Nova Scotia. The Bank of Nova Scotia also owns, directly or indirectly, 100% of Scotia Securities Inc. and Tangerine Investment Funds Limited, each a mutual fund dealer, MD Management Limited and Scotia Capital Inc., each an investment dealer.

The principal office of the Dynamic ETF and 1832 Asset Management L.P. is located at 1 Adelaide Street East, 28<sup>th</sup> Floor, Toronto, Ontario, M5C 2V9.

### ***Duties and Services to be Provided by the Manager***

Pursuant to the Declaration of Trust, the Manager provides and arranges for the provision of required portfolio management and administrative services to the Dynamic ETF including, without limitation: negotiating contracts with certain third-party service providers, including, but not limited to, sub-advisors, custodians, registrars, transfer agents, auditors and printers; authorizing the payment of operating expenses incurred on behalf of the Dynamic ETF; maintaining accounting records; preparing the reports to Unitholders and to the applicable Securities Regulatory Authorities; calculating the amount and determining the frequency of distributions by the Dynamic ETF; preparing financial statements, income tax returns and financial and accounting information as required; ensuring that Unitholders are provided with financial statements and other reports as are required from time to time by applicable law; ensuring that the Dynamic ETF complies with all other regulatory requirements including continuous disclosure obligations under applicable securities laws; administering purchases, redemptions and other transactions in Units; arranging for any payments required upon termination of the Dynamic ETF; and dealing and communicating with Unitholders. The Manager will provide office facilities and personnel to carry out these services, if not otherwise furnished by any other service provider to the Dynamic ETF. The Manager will also monitor the investment strategies of the Dynamic ETF to ensure that they comply with their investment objectives, investment strategies and investment restrictions and practices.

No manager of the Dynamic ETF shall be a person who (i) is not a resident of Canada for purposes of the Tax Act or, if a partnership, a partnership that is not managed and controlled in Canada, or (ii) does not agree to carry out its functions of managing the Dynamic ETF in Canada.

Pursuant to the Declaration of Trust, the Manager has full authority and responsibility to manage and direct the business and affairs of the Dynamic ETF, to make all decisions regarding the business of the Dynamic ETF and to bind the Dynamic ETF. The Manager may delegate certain of its powers to third parties where, in the discretion of the Manager, it would be in the best interests of the Dynamic ETF to do so.

The Manager is required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of the Unitholders, and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Declaration of Trust provides that the Manager will not be liable to the Dynamic ETF or to any Unitholder or any other person for any loss or damage relating to any matter regarding the Dynamic ETF, including any loss or diminution of value of the assets of the Dynamic ETF if it has satisfied its standard of care set forth above.



The Manager and each of its directors, officers, employees and agents may be indemnified out of the assets of the Dynamic ETF from and against all claims whatsoever, including costs, charges and expenses in connection therewith, brought, commenced or prosecuted against it for or in respect of any act, deed, matter or thing whatsoever made, done or omitted in or in relation to the execution of its duties to the Dynamic ETF as long as the person acted honestly and in good faith with a view to the best interests of the Dynamic ETF.

The Manager may resign upon 90 days' prior written notice to the Trustee or upon such lesser notice period as the Trustee may accept. The Manager may also be removed by the Trustee on at least 90 days' written notice to the Manager. The Trustee shall make every effort to select and appoint a successor manager prior to the effective date of the Manager's resignation.

The Manager is entitled to fees for its services as manager under the Declaration of Trust as described under "Fees and Expenses" and will be reimbursed for all reasonable costs and expenses incurred by the Manager on behalf of the Dynamic ETF. The Manager may, in its discretion, terminate the Dynamic ETF without the approval of Unitholders if, in its opinion, it is no longer economically feasible to continue the Dynamic ETF and/or it would otherwise be in the best interests of Unitholders to terminate the Dynamic ETF.

The administration and management services of the Manager under the Declaration of Trust are not exclusive and nothing in the Declaration of Trust prevents the Manager from providing similar administrative and management services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the Dynamic ETF) or from engaging in other activities.

#### **Executive Officers and Directors of the General Partner of the Manager**

The Board of Directors of the General Partner currently consists of eight members.

Directors are appointed to serve on the Board of Directors of the General Partner until such time as they retire or are removed and their successors are appointed. The directors and executive officers of the General Partner collectively have extensive experience in the analysis and understanding of the risks associated with many of the businesses underlying the securities that may comprise the Dynamic ETF's investments. The Manager will draw upon this experience when necessary in analyzing potential investments for the Dynamic ETF.

The names, municipalities of residence, offices and principal occupations during the past five years for each of the directors and executive officers of the General Partner are as follows:

<b>Name and Municipality of Residence</b>	<b>Positions Held with the General Partner</b>	<b>Principal Occupation</b>
John Pereira Richmond Hill, Ontario	Chairman of the Board and Director	Senior Vice President and Chief Operating Officer, Global Wealth Management, Scotiabank
Neal Kerr Toronto, Ontario	President and Director	President, the Manager Senior Vice President, Asset Management, Scotiabank
Anil Mohan Thornhill, Ontario	Chief Financial Officer and Director	Chief Financial Officer, the Manager Vice President & Chief Financial Officer, Global Wealth Management, Scotiabank
Raquel Costa Toronto, Ontario	Director	Senior Vice-President, International Wealth Management, Scotiabank

<b>Name and Municipality of Residence</b>	<b>Positions Held with the General Partner</b>	<b>Principal Occupation</b>
Todd Flick Burlington, Ontario	Director	Vice President & Head, Private Investment Counsel & Scotia Institutional Asset Management, Scotia Wealth Management, Scotiabank
Craig Gilchrist Toronto, Ontario	Director	Senior Vice President, Managing Director & Head, ScotiaMcLeod, Scotiabank
Jim Morris Caledon, Ontario	Director	Chief Operating Officer, the Manager Managing Director, Scotia Global Asset Management, Scotiabank
Anna Tung Toronto, Ontario	Director	Vice President, Risk Management, Controls & Data Analysis, Scotiabank
Gregory Joseph Grimsby, Ontario	Controller	Director, Global Asset Management Finance, Scotiabank
Simon Mielniczuk Toronto, Ontario	Secretary	Senior Manager, Legal Services, Global Asset Management, Scotiabank

During the past five years, all of the directors and executive officers of the General Partner have held their present principal occupations (or similar positions with their current employer or its affiliates) except for Mr. Kerr who prior to March 2019 was Executive Vice President with CI Investments Inc. and Ms. Costa who prior to August 2019 was Director Ejecutivo, Customers and Core Bank with HSBC Mexico and prior to 2016 was Senior Vice-President, Customer Segments with Santander Bank N/A.

#### **Executive Officers of the Manager**

The names and municipalities of residence of the executive officers of the Manager, their principal occupations over the past five years, and the positions and offices held with the Manager are as follows:

<b>Name and Municipality of Residence</b>	<b>Positions Held with the Manager</b>	<b>Principal Occupation</b>
Neal Kerr Toronto, Ontario	President and Ultimate Designated Person	President, the Manager Senior Vice President, Asset Management, Scotiabank
Anil Mohan Thornhill, Ontario	Chief Financial Officer	Chief Financial Officer, the Manager Vice President & Chief Financial Officer, Global Wealth Management, Scotiabank
Dan Donnelly Toronto, Ontario	Chief Compliance Officer	Chief Compliance Officer, the Manager Senior Vice President, Compliance, Canadian Banking & Global Wealth Management, GRM Global Compliance Canadian Banking & Wealth Management, Scotiabank
Simon Mielniczuk Toronto, Ontario	Secretary	Senior Manager, Legal Services, Global Asset Management, Scotiabank

During the past five years, all of the directors and executive officers of the Manager have held their present principal occupations (or similar positions with their current employer or its affiliates) except for Mr. Kerr who prior to March 2019 was Executive Vice President with CI Investments Inc.

### **Portfolio Management**

The following table sets forth the names of the members of the Manager, their position and their principal occupation (where different from their current principal occupation) in the last five years who are principally responsible for the day-to-day portfolio management of DXIF.

<b>Name and Title</b>	<b>Length of Service with the Manager and Principal Occupation in the Last Five Years</b>
David Fingold Vice President & Senior Portfolio Manager	19 years
Peter Rozenberg Vice President & Portfolio Manager	7 years

### **Designated Broker**

The Manager, on behalf of the Dynamic ETF, has entered into a designated broker agreement with a Designated Broker pursuant to which the Designated Broker has agreed to perform certain duties relating to the Dynamic ETF including, without limitation: (i) to subscribe for a sufficient number of Units to satisfy the TSX's original listing requirements; (ii) to subscribe for Units on an ongoing basis; and (iii) to post a liquid two-way market for the trading of Units on the TSX. Payment for Units must be made by the Designated Broker, and those Units will be issued by no later than the second Trading Day after the subscription notice has been delivered.

Units do not represent an interest or an obligation of such Designated Broker or Dealers or any affiliate thereof and a Unitholder will not have any recourse against any such parties in respect of amounts payable by the Dynamic ETF to such Designated Broker or Dealers.

### **Brokerage Arrangements**

The Manager has established policies and procedures for selecting and retaining, on behalf of the Dynamic ETF, dealers to effect securities transactions for the Dynamic ETF, in accordance with which the Manager is required to, among other things, obtain internal approvals and comply with the conditions of the IRC's standing instruction on brokerage arrangements. When selecting a dealer, on behalf of the Dynamic ETF, to effect a securities transaction the Manager seeks to achieve the most favourable terms possible, and to that end the Manager follows a process that involves compliance with its policies and procedures, including consideration of numerous factors such as the requirements of the transaction, the ability of the dealer to efficiently effect the transaction and the total cost to the funds of effecting the transaction. The Manager also considers whether research and/or order execution goods and services will be received as part of a given transaction, subject always to the priority of seeking best execution. The Manager follows the same process in determining whether to effect securities transactions through a dealer that is an affiliate of the Manager, such as Scotia Capital Inc., as it would use in relation to any other dealer.

From time to time the Manager may enter into brokerage arrangements whereby a portion of the commissions paid by the Dynamic ETF are used to obtain research and/or order execution goods and services that directly benefit the Dynamic ETF. These arrangements include both transactions with dealers who will provide proprietary research and/or order execution goods and services and transactions with dealers where a portion of the brokerage commissions will be used to pay for third party research and/or order execute on goods and services.

Research and/or order execution goods and services obtained through such brokerage arrangements, including research reports, access to databases, trade-matching, clearance and settlement and order management systems (OMS), assist the Manager with investment and trading decisions and with effecting securities transactions on behalf of the

Dynamic ETF. The Manager conducts a fact-based analysis, including an examination of alternative sources of goods and services and their relative costs, in order to make a good faith determination as to the benefits of the research and/or order execution services received compared to the relative costs of obtaining such benefits.

The Manager may receive goods and services that include research and/or order execution goods and services as well as other forms of goods and services, in which case the goods and services are considered to be “mixed-use” goods and services. In the event that the Manager receives mixed-use goods and services, the Manager will only direct a portion of brokerage commissions that are paid by the Dynamic ETF to those goods and services that constitute research and/or order execution goods and services and which are used by the Manager in connection with its investment and trading decisions and with effecting securities transactions on behalf of the Dynamic ETF.

The services provided to the Manager and its advisors or sub-advisors to the Dynamic ETF include industry and company analysis, economic analysis, statistical data about the capital markets or securities, analysis or reports on issuer performance, industries, economic or political factors and trends, and other services, including databases or software to deliver or support those services.

The name of any dealer or third party that provides research and/or order execution goods and services through a brokerage arrangement to the Manager and its advisors or sub-advisors on behalf of the Dynamic ETF will be provided upon request by contacting the Manager at 1-800-268-8186 or at [invest@dynamic.ca](mailto:invest@dynamic.ca).

The Dynamic ETF does not pay sales charges or redemption fees when it purchases or redeems securities of another Scotia mutual fund.

### **Conflicts of Interest**

The Manager and its affiliates are engaged in a wide range of investment management, investment advisory and other business activities. The services provided by the Manager under the Declaration of Trust are not exclusive and nothing in such agreements prevents the Manager or any of its affiliates from providing similar services to other investment funds and other persons (whether or not their investment objectives, strategies and policies are similar to those of the Dynamic ETF) or from engaging in other activities. The Manager’s investment decisions for the Dynamic ETF will be made independently of those made for other persons and independently of its own investments.

The directors and officers of the Manager or any of its respective affiliates may be directors, officers, shareholders or unitholders of one or more issuers in which the Dynamic ETF may acquire securities. The Manager and its affiliates may be engaged as managers or portfolio managers for one or more issuers in which the Dynamic ETF may acquire securities and may be managers or portfolio managers of funds or accounts that invest in the same securities as the Dynamic ETF. The Dynamic ETF is permitted to purchase, sell and hold securities of certain issuers that are directly or indirectly related to the Manager. Such transactions will only be undertaken where permitted by applicable securities laws and upon obtaining any required regulatory approvals.

The Manager acts on a basis which is fair, reasonable and equitable to the Dynamic ETF in recommending from among the particular investment opportunities that come to the Manager those investment opportunities which it presents to the Dynamic ETF. Subject to this obligation, the Manager is not obligated to present any particular investment opportunity to the Dynamic ETF even if the opportunity is of a character which, if presented to the Dynamic ETF, could be taken by the Dynamic ETF and the Manager may take for its own account or recommend to others any such particular investment opportunity. When the Manager decides to buy or sell the same security for the Dynamic ETF as the Manager, or one or more of its affiliates has purchased for one or more of its clients or for clients of its affiliates, the orders for all such security transactions shall be placed for execution by methods determined by the Manager to be considered fair and equitable over time. The Manager may effect portfolio transactions on behalf of the Dynamic ETF through its affiliates.

The Manager and its shareholders, affiliates and associates may have other business interests and may engage in other activities similar or in addition to those relating to the activities to be performed hereunder, including rendering of services and advice to other persons, including persons which may invest in securities of the same issuer as the Dynamic ETF, the ownership, development and management of other investments including investments of the Manager and its affiliates in securities of the same issuers in which the Dynamic ETF invests, and participation, whether as exclusive distributor, dealer, broker or otherwise, in the distribution of securities issued by corporations, unit investment trusts or other organizations and the Manager shall not be called upon to account in respect of such transactions or activity or benefit derived therefrom by virtue only of the relationship between the parties concerned. The Manager or its affiliates may own securities of the Dynamic ETF and shall be free to dispose of or deal with any

such investments in any manner it considers appropriate. The Manager may use information provided to it by third parties in providing services to the Dynamic ETF in providing services to others.

The directors and officers of the Manager or its affiliates may be directors, officers, shareholders or unitholders of one or more issuers from which the Dynamic ETF may acquire securities. The Manager and its affiliates may be managers or portfolio managers of one or more issuers from which the Dynamic ETF may acquire securities and may be managers or portfolio managers of funds that invest in the same securities as the Dynamic ETF.

A registered dealer acts as a Designated Broker, and one or more dealers acts or may act as a Dealer and/or a market maker. These relationships may create actual or perceived conflicts of interest which investors should consider in relation to an investment in the Dynamic ETF. In particular, by virtue of these relationships, these registered dealers may profit from the sale and trading of Units. The Designated Broker, as market maker of the Dynamic ETF in the secondary market, may therefore have economic interests which differ from and may be adverse to those of Unitholders.

Any such registered Dealer and its affiliates may, at present or in the future, engage in business with the Dynamic ETF, the issuers of securities making up the investment portfolio of the Dynamic ETF, the Manager or any funds sponsored by the Manager or its affiliates, including by making loans, entering into derivative transactions or providing advisory or agency services. In addition, the relationship between any such registered Dealer and its affiliates and the Manager may extend to other activities, such as being part of a distribution syndicate for other funds sponsored by the Manager, or its affiliates.

No Designated Broker or Dealer has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus. The applicable Designated Broker and Dealers do not act as underwriters of the Dynamic ETF in connection with the distribution of Units under this prospectus. Units do not represent an interest or an obligation of any Designated Broker, any Dealer or any affiliate thereof and a Unitholder does not have any recourse against any such parties in respect of amounts payable by the Dynamic ETF to the applicable Designated Broker or Dealers. The Securities Regulatory Authorities have provided the Dynamic ETF with a decision exempting the Dynamic ETF from the requirement to include a certificate of any underwriter in the prospectus.

The Manager and its affiliates may at times have interests that differ from the interests of the Unitholders. Where the Manager or its affiliates otherwise perceive in the course of business, that they are or may be in a material conflict of interest position, the matter will be referred to the IRC. The IRC will consider all matters referred to it and provide its recommendations to the Manager as soon as possible. See “Organization and Management Details of the Dynamic ETF – Independent Review Committee”.

### **Independent Review Committee**

The Manager has established an IRC in accordance with NI 81-107 with a mandate to review and provide recommendations or approval, as required, on conflict of interest matters referred to it by the Manager on behalf of the Dynamic ETF. The IRC is responsible for overseeing the Manager’s decisions in situations where the Manager is faced with any present or perceived conflicts of interest, all in accordance with NI 81-107.

The IRC may also approve certain mergers between the Dynamic ETF and other investment funds, and any change of the auditor of the Dynamic ETF. Subject to any corporate and securities law requirements, no Unitholder approval will be obtained in such circumstances, but Unitholders will be sent a written notice at least 60 days before the effective date of any such transaction or change of auditor. In certain circumstances, Unitholder approval may be required to approve certain mergers.

The IRC has five members, Stephen Griggs (Chair), Steve Donald, Heather Hunter, Simon Hitzig and Jennifer L. Witterick, each of whom is independent of the Manager.

The IRC prepares and files a report to the Unitholders each fiscal year that describes the IRC and its activities for Unitholders as well as contains a complete list of the standing instructions. These standing instructions enable the Manager to act in a particular conflict of interest matter on a continuing basis provided the Manager complies with its policies and procedures established to address that conflict of interest matter and reports periodically to the IRC on the matter. This report to the Unitholders is available on the Manager’s website at [www.dynamic.ca](http://www.dynamic.ca) or, at no cost, by contacting the Manager at 1-800-268-8186.

The compensation and other reasonable expenses of the IRC will be paid out of the assets of the Dynamic ETF as well as out of the assets of the other investment funds for which the IRC may act as the independent review committee.

The main components of compensation are an annual retainer and a fee for each committee meeting attended. The Chair of the IRC is entitled to an additional fee. Expenses of the IRC may include premiums for insurance coverage, travel expenses and reasonable out-of-pocket expenses.

Each member of the IRC receives a fee for attending each meeting of the IRC and each meeting held for education or information purposes (\$2,000 per meeting), as well as an annual retainer (\$50,000 per member, and \$65,000 for the Chair) and is reimbursed for reasonable expenses incurred. These fees and expenses will be allocated among all the investment funds managed by the Manager for which the IRC has been appointed in a manner that, in the Manager's view, is considered fair and reasonable.

### **Trustee**

Pursuant to the Declaration of Trust, 1832 Asset Management L.P. is also the trustee of the Dynamic ETF. The Trustee may resign upon 90 days' notice to Unitholders and the Manager. The address of the Trustee where it principally provides services to the Dynamic ETF is 1 Adelaide Street East, 28<sup>th</sup> Floor, Toronto, Ontario, M5C 2V9.

The Declaration of Trust provides that the Trustee shall act honestly, in good faith and in the best interests of the Dynamic ETF and shall perform its duties to the standard of care that a reasonably prudent person would exercise in the circumstances. In addition, the Declaration of Trust contains other customary provisions limiting the liability of the Trustee and indemnifying the Trustee in respect of certain liabilities incurred by it in carrying out the Trustee's duties.

The Trustee must be removed if the Trustee ceases to (i) be resident in Canada for purposes of the Tax Act or, if a partnership, be a partnership that is managed and controlled in Canada; (ii) carry out its function of managing the Dynamic ETF in Canada; or (iii) exercise the main powers and discretions of the Trustee in respect of the Dynamic ETF in Canada. If the Trustee resigns or if it becomes incapable of acting as trustee, the Trustee may appoint a successor trustee prior to its resignation, and its resignation shall become effective upon the acceptance of such appointment by its successor. If no successor has been appointed within 90 days after the Trustee has provided the Manager with 90 days' notice of its intention to resign, the Dynamic ETF will be terminated, and the property of the Dynamic ETF shall be distributed in accordance with the terms of the Declaration of Trust.

At any time during which the Manager is the trustee, the Manager will receive no fee in respect of the provision of services as trustee.

### **Custodian**

State Street Trust Company Canada is the custodian of the Dynamic ETF's assets pursuant to the Custodian Agreement. The Custodian is located in Toronto, Ontario. Pursuant to the Custodian Agreement, the Custodian is required to exercise its duties with the same degree of care, diligence and skill that a reasonably prudent person would exercise in the same circumstances, or, if higher, the degree of care, diligence and skill that the Custodian exercises in respect of its own property of a similar nature in its custody. Provided the Custodian has not breached its standard of care as set out in the Custodian Agreement, the Custodian shall not be responsible for the holding or control of any property of the Dynamic ETF which is not directly held by the Custodian.

Under the Custodian Agreement, the Manager shall pay fees to the Custodian at such rate as determined by the parties from time to time and shall reimburse the Custodian for all reasonable expenses and disbursements incurred in the performance of its duties under the Custodian Agreement. The Dynamic ETF shall also indemnify the Custodian or any of its officers, directors, employees or agents for any loss, damage or expense, including reasonable legal and expert's fees and expenses, arising in connection with the Custodian Agreement, except to the extent caused by a breach by the Custodian of its standard of care under the Custodian Agreement. The Manager and the Dynamic ETF will be indemnified in certain circumstances as set out in the Custodian Agreement. Either party may terminate the Custodian Agreement upon at least 90 days' written notice or immediately if the other party becomes insolvent, makes an assignment for the benefit of creditors, a petition in bankruptcy is filed by or against that party and is not discharged within 30 days, or proceedings for the appointment of a receiver for that party are commenced and not discontinued within 30 days or if the other party is in material breach of the Custodian Agreement and such breach has not been remedied within a period of 30 days after notice of such breach has been given by the terminating party.

### **Auditors**

The auditors of the Dynamic ETF are PricewaterhouseCoopers LLP located in Toronto, Ontario. The auditors of the Dynamic ETF may not be changed unless the IRC has approved the change and Unitholders have received at least 60 days' notice before the effective date of the change.

### **Transfer Agent and Registrar**

State Street Trust Company Canada, at its principal offices in Toronto, Ontario, is the Registrar and Transfer Agent for the Dynamic ETF pursuant to the registrar and transfer agency agreement entered into as of the date of the initial issuance of Units.

### **Lending Agent**

State Street Bank and Trust Company may act as the securities lending agent for the Dynamic ETF pursuant to the Securities Lending Agreement. The Lending Agent is not an affiliate or associate of the Manager.

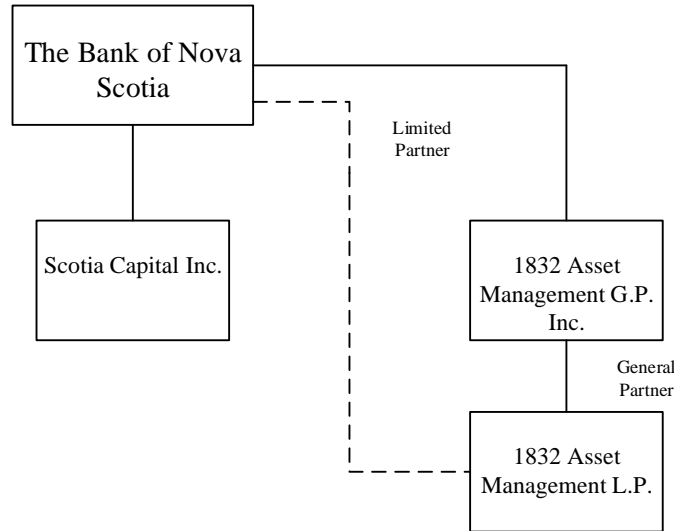
Under the Securities Lending Agreement, the collateral posted by a securities borrower to the Dynamic ETF will be required to have an aggregate value of not less than 102% of the market value of the loaned securities. In addition to the collateral held by the Dynamic ETF, the Dynamic ETF will also benefit from a borrower default indemnity provided by the Lending Agent. The Lending Agent's indemnity will provide for the replacement of a number of securities equal to the number of unreturned loaned securities.

### **Promoter**

The Manager is the promoter of the Dynamic ETF within the meaning of the securities legislation of certain provinces and territories of Canada by reason of its initiative of organizing the Dynamic ETF. The promoter will not receive any benefits, directly or indirectly, from the issuance of Units offered hereunder other than as described under "Fees and Expenses".

### **Affiliated Entities**

The only affiliated entities that provide services to the Dynamic ETF and to the Manager in connection with the Dynamic ETF are Scotiabank and Scotia Capital Inc. The amount of fees received from the Dynamic ETF by these entities each year is disclosed in the Dynamic ETF's audited annual financial statements. The following diagram shows the relationship between the Manager and these entities:



### CALCULATION OF NAV

The NAV on a particular date will be equal to the aggregate fair value of the assets of the Dynamic ETF less the aggregate fair value of the liabilities of the Dynamic ETF, expressed in Canadian dollars at the applicable exchange rate on such date. The NAV per Unit for each class is calculated by adding up the assets of the Dynamic ETF attributable to that class, subtracting the liabilities attributable to that class, and dividing the difference by the total number of Units of that class outstanding.

The NAV per Unit of a class is calculated in Canadian dollars in accordance with the rules and policies of the Securities Regulatory Authorities or in accordance with any exemption therefrom that the Dynamic ETF may obtain.

### Valuation Policies and Procedures of the Dynamic ETF

In calculating the NAV at any time:

- (a) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends or distributions received (or to be received and declared to unitholders of record on a date before the date as of which the NAV and any series NAV are being determined) and interest, accrued and not yet received, shall be deemed to be the full amount thereof;
- (b) the value of any security which is listed on a stock exchange will be the official closing sale price or, if there is no such sale price, the average of the bid and the ask price at that time by the close of trading of the TSX, generally 4:00 p.m. (Toronto time), all as reported by any report in common use or authorized as official by the stock exchange, provided that if such official closing sale price is not within the latest available bid and ask quotations on the Valuation Date then the Manager has the discretion to determine a value which it considers to be fair and reasonable (the "fair value") for the security based on market quotations the Manager believes most closely reflect the fair value of the investment. The Manager also has the discretion to determine what it considers to be a fair value for the foreign securities which may differ from such securities' most recent closing market prices;
- (c) the value of the securities of any unlisted mutual fund will be the net asset value per security on the Valuation Date or, if such date is not a valuation date of the mutual fund, the net asset value per security on the most recent valuation date for the mutual fund;
- (d) the value of any security which is traded on an over-the-counter market will be the closing sale price on the Valuation Date or, if there is no such sale price, the average of the bid and the ask prices at that time, all as reported by the financial press;



- (e) the value of long positions and short positions in clearing corporation options is based on the mid-price and the value of long positions and short positions in debt-like securities and warrants that are traded on a stock exchange or other markets will be the closing sale price on the Valuation Date or, if there is no such sale price, the average of the bid and ask prices at that time, all as reported by any report in common use or authorized as official by the stock exchange or, if no bid or ask price is available, the last reported closing sale price of such security;
- (f) the value of long positions and short positions in clearing corporation options on futures is based on the daily settlement price determined by the respective exchange (if available); if no settlement price is available, the last reported closing sale price on the Valuation Date; or, if no closing sale price is available, the last reported settlement price of such security;
- (g) where a covered clearing corporation option or over-the-counter option is written by the Dynamic ETF, the premium received by the Dynamic ETF will be reflected as a deferred credit which will be valued at an amount equal to the value of the clearing corporation option or over-the-counter option which would have the effect of closing the position; any difference resulting from revaluation shall be treated as an unrealized gain or loss on investment; the deferred credit shall be deducted in arriving at the NAV; the securities, if any, which are the subject of a written clearing corporation option or over-the-counter option will be valued in a manner listed above for listed securities in paragraph (e) above;
- (h) the value of any standardized futures contract or forward contract shall be the gain or loss, if any, that would arise as a result of closing the position in the standardized futures contract or forward contract, as applicable, on the Valuation Date, unless “daily limits” are in effect, in which case fair market value shall be based on the value of the underlying interest on the Valuation Date as determined in a manner by the Manager in its discretion;
- (i) over-the-counter swap contracts are valued at the amount that the Dynamic ETF would receive or pay to terminate the swap, based on the current value of the underlying interest on the Valuation Date; centrally cleared swaps listed or traded on a multilateral or trade facility platform, such as a registered exchange, are valued at the daily settlement price determined by the respective exchange (if available);
- (j) forward currency contracts and currency futures contracts shall be valued on a marked to market basis on the Valuation Day based on reported quotations in common use provided cash is to be settled on maturity of the contracts;
- (k) the value of any security or other asset for which a market quotation is not readily available or to which, in the opinion of the Manager, the above principles cannot be applied, will be its fair value on the Valuation Date determined in a manner by the Manager in its discretion; and
- (l) the liabilities of the Dynamic ETF include:
  - i. all bills, notes and accounts payable;
  - ii. all administrative expenses payable or accrued (including management fees);
  - iii. all contractual obligations for the payment of money or property, including unpaid distributions;
  - iv. all allowances authorized or approved by the Trustee for taxes; and
  - v. all other liabilities of the Dynamic ETF; except liabilities represented by outstanding series of Units.

For the purpose of determining the NAV, the Dynamic ETF has also adopted the valuation requirements for restricted securities and for margin paid or deposited which have been established by the Canadian securities regulatory authorities.

The market value of investments and other assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the rate of exchange established at 11:00 a.m. (Toronto time) on each Valuation Date. For the purposes of all such conversions to Canadian currency, the rate of exchange as determined by customary banking sources will be used.

### **Differences from International Financial Reporting Standards**

In accordance with NI 81-106, the fair value of a portfolio security used to determine the daily price of the Units for purchases and redemptions by investors will be based on the Dynamic ETF's valuation principles set out above, which comply with the requirements of NI 81-106 but differ in some respects from the requirements of International Financial Reporting Standards ("IFRS"), which are used for financial reporting purposes only.

The interim financial reports and annual financial statements of the Dynamic ETF (the "**Financial Statements**") are required to be prepared in compliance with IFRS. The Dynamic ETF's accounting policies for measuring the fair value of its investments (including derivatives) are identical to those used in measuring its NAV for transactions with unitholders, except as disclosed below.

The fair value of the Dynamic ETF's investments (including derivatives) is the price that would be received to sell an asset, or the price that would be paid to transfer a liability, in an orderly transaction between market participants as at the date of the Financial Statements (the "**Reporting Date**"). The fair value of the Dynamic ETF's financial assets and liabilities traded in active markets (such as publicly traded derivatives and marketable securities) are based on quoted market prices at the close of trading on the Reporting Date (the "**Close Price**"). In contrast, for IFRS purposes, the Dynamic ETF uses the Close Price for both financial assets and liabilities where that price falls within that day's bid-ask spread. If a Close Price does not fall within the bid-ask spread, the Close Price will then be adjusted by the Manager to a point within the bid-ask spread that, in the Manager's view, is most representative of fair value based on specific facts and circumstances.

As a result of this potential adjustment or other fair value adjustments the Manager may determine and considers to be fair and reasonable for the security, the fair value of the financial assets and liabilities of the Dynamic ETF determined under IFRS may differ from the values used to calculate the NAV.

The Notes to the Financial Statements of the Dynamic ETF will include a reconciliation of the differences between the NAV calculated based on IFRS and NI 81-106.

### **Reporting of NAV**

The NAV and NAV per Unit of a class will be calculated as of the Valuation Time on every Valuation Date. Such information will be provided by the Manager to Unitholders on request via email at invest@dynamic.ca, or through its website at www.dynamic.ca.

## **ATTRIBUTES OF THE SECURITIES**

### **Description of the Securities Distributed**

The Dynamic ETF is authorized to issue an unlimited number of classes or series of redeemable, transferable Units, each of which represents an undivided interest in the net assets of the Dynamic ETF.

On December 16, 2004, the *Trust Beneficiaries' Liability Act, 2004* (Ontario) came into force. This statute provides that holders of units of a trust are not, as beneficiaries, liable for any default, obligation or liability of the trust if, when the default occurs or the liability arises: (i) the trust is a reporting issuer under the *Securities Act* (Ontario); and (ii) the trust is governed by the laws of the province of Ontario. The Dynamic ETF is a reporting issuer under the *Securities Act* (Ontario) and the Dynamic ETF is governed by the laws of Ontario by virtue of the provisions of the Declaration of Trust.

### ***Certain Provisions of the Units***

Each Unit entitles the holder thereof to one vote at meetings of Unitholders and to participate equally with all other Units of the same class of the Dynamic ETF with respect to all payments made to Unitholders, other than Management Fee Distributions and capital gains allocated and designated to a redeeming Unitholder, including distributions of net income and net realized capital gains and, on liquidation, to participate equally in the net assets of the Dynamic ETF remaining after satisfaction of any outstanding liabilities that are attributable to Units of that class of the Dynamic ETF. All Units will be issued as fully paid. Unitholders are entitled to require the Dynamic ETF to redeem their Units as outlined under the heading “Exchange and Redemption of Units – Redemption of Units for Cash” and “Exchange and Redemption of Units – Exchange of Units at NAV per Unit for Baskets of Securities and/or Cash”.

### ***Exchange of Units for Baskets of Securities***

As set out under “Exchange and Redemption of Units – Exchange of Units at NAV per Unit for Baskets of Securities and/or Cash”, Unitholders may exchange the PNU (or an integral multiple thereof) of the Dynamic ETF on any Trading Day for Baskets of Securities and/or cash, subject to the requirement that a minimum PNU be exchanged.

### ***Redemptions of Units for Cash***

On any Trading Day, Unitholders may redeem Units for cash at a redemption price per Unit equal to 95% of the closing price for the Units on the TSX on the effective day of redemption, subject to a maximum redemption price per Unit equal to the NAV per Unit on the effective day of redemption, less any applicable administration fee determined by the Manager, in its sole discretion, from time to time. Because Unitholders will generally be able to sell Units at the market price on the TSX through a registered broker or dealer subject only to customary brokerage commissions, Unitholders are advised to consult their brokers, dealers or investment advisers before redeeming their Units for cash.

### ***Modification of Terms***

Any amendment to the Declaration of Trust that creates a new class of Units will not require notice to existing Unitholders unless such amendment in some way affects the existing Unitholders’ rights or the value of their investment. An amendment such as the re-designation of Units, or the termination of a class of Units, which has an effect on a Unitholder’s holdings will only become effective after 30 days’ notice to Unitholders of the applicable classes of Units.

All other rights attached to the Units may only be modified, amended or varied in accordance with the terms of the Declaration of Trust.

### ***Voting Rights in the Portfolio Securities***

Holders of Units will not have any voting rights in respect of the securities in the Dynamic ETF’s portfolio.

## **UNITHOLDER MATTERS**

### **Meetings of Unitholders**

Meetings of Unitholders will be held if called by the Manager or upon the written request to the Manager of Unitholders holding not less than 25% of the then outstanding Units.

### **Matters Requiring Unitholder Approval**

NI 81-102 requires a meeting of Unitholders to be called to approve certain changes as follows:

- (i) the basis of the calculation of a fee or expense that is charged to the Dynamic ETF or its Unitholders is changed in a way that could result in an increase in charges to the Dynamic ETF or to its Unitholders, except where (a) the Dynamic ETF is at arm’s length with the person or company charging the fee; and (b) the Unitholders have received at least 60 days’ notice before the effective date of the change;

- (ii) a fee or expense, to be charged to the Dynamic ETF or directly to its Unitholders by the Dynamic ETF or the Manager in connection with the holding of Units that could result in an increase in charges to the Dynamic ETF or its Unitholders, is introduced;
- (iii) the Manager is changed, unless the new manager of the Dynamic ETF is an affiliate of the Manager;
- (iv) the fundamental investment objective of the Dynamic ETF is changed;
- (v) the Dynamic ETF decreases the frequency of the calculation of its NAV per Unit;
- (vi) other than a Permitted Merger for which Unitholder approval is not required, the Dynamic ETF undertakes a reorganization with, or transfers its assets to, another mutual fund, if the Dynamic ETF ceases to continue after the reorganization or transfer of assets and the transaction results in the Unitholders becoming securityholders in the other mutual fund;
- (vii) the Dynamic ETF undertakes a reorganization with, or acquires assets from, another mutual fund, if the Dynamic ETF continues after the reorganization or acquisition of assets, the transaction results in the securityholders of the other mutual fund becoming Unitholders, and the transaction would be a material change to the Dynamic ETF; or
- (viii) any matter which is required by the constitutive documents of the Dynamic ETF, by the laws applicable to the Dynamic ETF or by any agreement to be submitted to a vote of the Unitholders.

In addition, the auditors of the Dynamic ETF may not be changed unless the IRC of the Dynamic ETF has approved the change and Unitholders have received at least 60 days' notice before the effective date of the change.

Approval of Unitholders of any such matter will be given if a majority of the votes cast at a meeting of Unitholders duly called and held for the purpose of considering the same approve the related resolution.

#### **Amendments to the Declaration of Trust**

If a Unitholder meeting is required to amend a provision of the Declaration of Trust, no change proposed at a meeting of Unitholders shall take effect until the Manager has obtained the prior approval of not less than a majority of the votes cast at such meeting of Unitholders.

Subject to any longer notice requirements imposed under securities legislation, the Trustee is entitled to amend the Declaration of Trust by giving not less than 30 days' notice to Unitholders affected by the proposed amendment in circumstances where:

- (a) securities legislation requires that written notice be given to Unitholders before the change takes effect;
- (b) the change would not be prohibited by securities legislation; or
- (c) the Trustee reasonably believes that the proposed amendment has the potential to adversely impact the financial interests or rights of the Unitholders, so that it is equitable to give Unitholders advance notice of the proposed change.

All Unitholders shall be bound by an amendment affecting the Dynamic ETF from the effective date of the amendment.

The Trustee may amend the Declaration of Trust, without the approval of or prior notice to any Unitholders, if the Trustee reasonably believes that the proposed amendment does not have the potential to adversely impact the financial interests or rights of Unitholders or that the proposed amendment is necessary to:

- (a) ensure compliance with applicable laws, regulations or policies of any governmental authority having jurisdiction over the Dynamic ETF or the distribution of its Units;
- (b) remove any conflicts or other inconsistencies which may exist between any terms of the Declaration of Trust and any provisions of any applicable laws, regulations or policies affecting the Dynamic ETF, the Trustee or its agents;
- (c) make any change or correction in the Declaration of Trust which is a typographical correction or is required to cure or correct any ambiguity or defective or inconsistent provision, clerical omission or error contained therein;

- (d) facilitate the administration of the Dynamic ETF as a mutual fund trust or make amendments or adjustments in response to any existing or proposed amendments to the Tax Act or its administration which might otherwise adversely affect the tax status of the Dynamic ETF or its Unitholders;
- (e) protect the Unitholders; or
- (f) make any change or correction which is necessary or desirable for the purpose of bringing the Declaration of Trust into conformity with current market practice within the securities or investment fund industries or curing or correcting any administrative difficulty.

### **Permitted Mergers**

The Dynamic ETF may, without Unitholder approval, enter into a merger or other similar transaction (a “**Permitted Merger**”) that has the effect of combining the Dynamic ETF with any other investment fund or funds that have investment objectives, valuation procedures and fee structures that are similar to the Dynamic ETF, subject to:

- (i) approval of the merger by the IRC;
- (ii) compliance with certain merger pre-approval conditions set out in NI 81-102; and
- (iii) written notice being sent to Unitholders at least 60 days before the effective date of the merger.

In connection with a Permitted Merger, the merging funds will be valued at their respective net asset values and Unitholders will be offered the right to redeem their Units for cash at the applicable NAV per Unit.

### **Reporting to Unitholders**

The fiscal year of the Dynamic ETF will be the calendar year. The annual financial statements of the Dynamic ETF will be audited by its auditors in accordance with Canadian generally accepted auditing standards. The auditors will be asked to report on the fair presentation of the annual financial statements in accordance with International Financial Reporting Standards.

The Manager will ensure that the Dynamic ETF complies with all applicable reporting and administrative requirements, including preparing and issuing unaudited interim financial statements. Each Unitholder, other than a Registered Plan, will be mailed annually, within the first 90 days after the Dynamic ETF’s taxation year or such other time as required by applicable law, prescribed tax information with respect to amounts paid or payable by the Dynamic ETF in respect of that taxation year of the Dynamic ETF.

The Manager will keep adequate books and records reflecting the activities of the Dynamic ETF. A Unitholder or his or her duly authorized representative will have the right to examine the books and records of the Dynamic ETF during normal business hours at the offices of the Manager. Notwithstanding the foregoing, a Unitholder shall not have access to any information that, in the opinion of the Manager, should be kept confidential in the interests of the Dynamic ETF.

### **International Information Reporting**

Pursuant to the Canada-United States Enhanced Tax Information Exchange Agreement entered into between Canada and the United States (the “**IGA**”) and related Canadian legislation in the Tax Act, the dealers through which Unitholders hold their Units are required to report certain information with respect to Unitholders who are U.S. residents and U.S. citizens (including U.S. citizens who are tax residents and/or citizens of Canada) or certain entities the “controlling persons” of which are “U.S. Persons”, as defined under the IGA (excluding Registered Plans), to the CRA. The CRA is expected to provide the information to the U.S. Internal Revenue Service.

Pursuant to the provisions of the Tax Act that implement the Organization for Economic Co-operation and Development Common Reporting Standard (the “**CRS Provisions**”), “Canadian financial institutions” (as defined in the CRS Provisions) would be required to have procedures in place to identify accounts held by tax residents of foreign countries (other than the U.S.) or by certain entities the “controlling persons” of which are tax resident in a foreign country (other than the U.S.) and to report required information to the CRA. Such information would be exchanged on a reciprocal, bilateral basis with the countries, where such countries have agreed to a bilateral information exchange with Canada under the Common Reporting Standard in which the account holders or such controlling persons are tax resident. Under the CRS Provisions, Unitholders will be required to provide certain information regarding their

investment in the Dynamic ETF for the purpose of such information exchange, unless the investment is held within Registered Plans.

### **TERMINATION OF THE DYNAMIC ETF**

Subject to complying with applicable securities law, the Manager may terminate the Dynamic ETF at its discretion. In accordance with the terms of the Declaration of Trust and applicable securities law, Unitholders will be provided 60 days' advance written notice of the termination.

If the Dynamic ETF is terminated, the Trustee is empowered to take all steps necessary to effect the termination of the Dynamic ETF. Prior to terminating the Dynamic ETF, the Trustee may discharge all of the liabilities of the Dynamic ETF and distribute the net assets of the Dynamic ETF to the Unitholders.

Upon termination of the Dynamic ETF, each Unitholder shall be entitled to receive at the Valuation Time on the termination date out of the assets of the Dynamic ETF: (i) payment for that Unitholder's Units at the NAV per Unit for that class of Units determined at the Valuation Time on the termination date; plus (ii) where applicable, any net income and net realized capital gains that have been made payable to such Unitholder but that have not otherwise been paid to such Unitholder; less (iii) any applicable redemption charges and any taxes that are required to be deducted. Payment shall be made by cheque or other means of payment payable to such Unitholder and drawn on the Dynamic ETF's bankers and may be mailed by ordinary post to such Unitholder's last address appearing in the registers of Unitholders or may be delivered by such other means of delivery acceptable to both the Manager and such Unitholder.

The Trustee shall be entitled to retain out of any assets of the Dynamic ETF, at the date of termination of the Dynamic ETF, full provision for all costs, charges, expenses, claims and demands incurred or believed by the Trustee to be due or to become due in connection with or arising out of the termination of the Dynamic ETF and the distribution of its assets to the Unitholders. Out of the moneys so retained, the Trustee is entitled to be indemnified and saved harmless against all costs, charges, expenses, claims and demands.

### **PLAN OF DISTRIBUTION**

Units are being offered for sale on a continuous basis by this prospectus and there is no maximum number of Units that may be issued. The Units shall be offered for sale at a price equal to the NAV of such class of Units determined at the Valuation Time on the effective date of the subscription order.

#### **Non-Resident Unitholders**

At no time may (i) non-residents of Canada, (ii) partnerships that are not Canadian partnerships or (iii) a combination of non-residents of Canada and such partnerships (all as defined in the Tax Act) be the beneficial owners of a majority of the Units (on either a number of Units or fair market value basis) and the Manager shall inform the Registrar and Transfer Agent of the Dynamic ETF of this restriction. The Manager may require declarations as to the jurisdictions in which a beneficial owner of Units is resident and, if a partnership, its status as a Canadian partnership. If the Manager becomes aware, as a result of requiring such declarations as to beneficial ownership or otherwise, that the beneficial owners of 40% of the Units then outstanding (on either a number of Units or fair market value basis) are, or may be, non-residents and/or partnerships that are not Canadian partnerships, or that such a situation is imminent, the Manager may make a public announcement thereof. If the Manager determines that more than 40% of the Units (on either a number of Units or fair market value basis) are beneficially held by non-residents and/or partnerships that are not Canadian partnerships, the Manager may send a notice to such non-residents and/or partnerships, chosen in inverse order to the order of acquisition or in such manner as the Manager may consider equitable and practicable, requiring them to sell their Units or a portion thereof within a specified period of not less than 30 days. If the Unitholders receiving such notice have not sold the specified number of Units or provided the Manager with satisfactory evidence that they are not non-residents or partnerships other than Canadian partnerships within such period, the Manager may on behalf of such Unitholders sell such Units and, in the interim, shall suspend the voting and distribution rights attached to such Units. Upon such sale, the affected holders shall cease to be beneficial holders of Units and their rights shall be limited to receiving the net proceeds of sale of such Units.

Notwithstanding the foregoing, the Manager may determine not to take any of the actions described above if the Manager has been advised by legal counsel that the failure to take any of such actions would not adversely impact the status of the Dynamic ETF as a mutual fund trust for purposes of the Tax Act or, alternatively, may take such other

action or actions as may be necessary to maintain the status of the Dynamic ETF as a mutual fund trust for purposes of the Tax Act.

### **RELATIONSHIP BETWEEN THE DYNAMIC ETF AND THE DEALERS**

The Manager, on behalf of the Dynamic ETF, may enter into various agreements with registered dealers (that may or may not be Designated Brokers) pursuant to which the Dealers may subscribe for Units as described under “Purchases of Units”.

No Designated Broker or Dealer has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus and, as such, the Designated Broker and the Dealers do not perform many of the usual underwriting activities in connection with the distribution by the Dynamic ETF of its Units under this prospectus. Units do not represent an interest or an obligation of the applicable Designated Broker, any Dealer or any affiliate thereof and a Unitholder does not have any recourse against any such parties in respect of amounts payable by the Dynamic ETF to the applicable Designated Broker or Dealers. See “Organization and Management Details of the Dynamic ETF – Conflicts of Interest”.

### **PRINCIPAL HOLDERS OF UNITS**

CDS & Co., the nominee of CDS, is or will be the registered owner of the Units, which it will hold for various brokers and other persons on behalf of their clients and others. From time to time, a Designated Broker, Dealer or another investment fund managed by the Manager or an affiliate thereof, may beneficially own, directly or indirectly, more than 10% of the Units.

### **PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD**

#### *Policies and Procedures*

Subject to compliance with the provisions of applicable securities legislation, the Manager, in its capacity as portfolio advisor, acting on the Dynamic ETF’s behalf, receives proxies from the issuers held on behalf of the Dynamic ETF. In certain circumstances, the Manager may delegate the right to vote proxies to the Dynamic ETF’s sub-advisor, if any, as part of such sub-advisor’s discretionary authority to manage the Dynamic ETF’s assets. Proxies provide shareholders voting rights on proposals brought forth by the issuer or other groups associated with the issuer. Proxies may include proposals such as the election of the board of directors, the approval of stock and compensation plans as well as special company events such as mergers and acquisitions.

In many cases, the issuer’s management provides a voting recommendation for each proxy proposal. The Manager has retained the services of an independent firm to provide further analysis and recommendation on the proxies it receives as portfolio advisor to the Dynamic ETF. The Manager assesses each proxy including the recommendations of the independent proxy provider and votes such proxies in the best interests of the Dynamic ETF.

On occasion, the Manager or sub-advisor may abstain from voting a proxy or a specific proxy item when it is concluded that the potential benefit of voting the proxy of that issuer is outweighed by the cost of voting the proxy. In addition, the Manager will not vote proxies received for issuers of portfolio securities which are no longer held in the Dynamic ETF’s account. Pursuant to the requirements of securities legislation, the Manager, on behalf of the Dynamic ETF, will not vote any of the securities the Dynamic ETF holds in underlying funds managed by the Manager or any of its affiliates or associates (as such terms are defined in the *Securities Act* (Ontario)). However, the Manager, in its sole discretion, may arrange for securityholders of the Dynamic ETF to vote their share of those securities of the underlying fund.

Where proxy voting could give rise to a conflict of interest or perceived conflict of interest, in order to balance the interest of the Dynamic ETF in voting proxies with the desire to avoid the perception of a conflict of interest, the Manager has instituted procedures to help ensure that the Dynamic ETF’s proxy is voted in accordance with the business judgment of the person exercising the voting rights on behalf of the Dynamic ETF, uninfluenced by considerations other than the best interests of the Dynamic ETF.

The procedures for voting issuers’ proxies where there may be a conflict of interest include escalation of the issue to

members of the IRC, all of whom are independent of the Manager, for its consideration and advice, although the responsibility for deciding how to vote the Dynamic ETF's proxies and for exercising the vote remains with the Manager.

The Manager has adopted conflict of interest procedures in the event it receives a voting proxy from a related party such as The Bank of Nova Scotia. The Manager has referred these procedures to the IRC. All proxies voted with respect to related parties are reported to the IRC for further review and recommendation.

*Disclosure of Proxy Voting Guidelines and Record*

A copy of the proxy voting guidelines and the most recent proxy voting record for the Dynamic ETF for the period ended June 30 of each year will be available on our website ([www.dynamic.ca](http://www.dynamic.ca)) or will be sent, at no cost, upon request by calling 1-800-268-8168 or writing to Dynamic Funds Tower, 1 Adelaide Street East, 28<sup>th</sup> Floor, Toronto, Ontario, M5C 2V9, to securityholders of the Dynamic ETF at any time after August 31st of that year.

## MATERIAL CONTRACTS

The only contracts material to the Dynamic ETF are the Declaration of Trust, Custodian Agreement and Securities Lending Agreement.

Copies of the agreements referred to above after the execution thereof may be inspected during business hours at the principal office of the Manager during the course of distribution of the Units offered hereby.

## LEGAL AND ADMINISTRATIVE PROCEEDINGS

The Dynamic ETF is not involved in any legal proceedings, nor is the Manager aware of existing or pending legal or arbitration proceedings involving the Dynamic ETF.

*Penalties and Sanctions*

The Manager entered into a settlement agreement with the Ontario Securities Commission (the "OSC") on April 24, 2018 (the "**Settlement Agreement**"). The Settlement Agreement states that, between November 2012 and October 2017, the Manager failed to (i) comply with National Instrument 81-105 Mutual Fund Sales Practices ("**NI 81-105**") by not meeting the minimum standards of conduct expected of industry participants in relation to certain sales practices; (ii) have systems of controls and supervision over sales practices sufficient to provide reasonable assurances the Manager was complying with its obligations under NI 81-105; and (iii) maintain adequate books, records and other documents to demonstrate compliance with NI 81-105. The Manager agreed to (i) pay an administrative penalty of \$800,000 to the OSC; (ii) submit to a review of its sales practices, procedures and controls by an independent consultant; and (iii) pay costs of the OSC's investigation in the amount of \$150,000. Other than the foregoing, the Manager has had no disciplinary history with any securities regulator.

## EXPERTS

The matters referred to under "Income Tax Considerations" and certain other legal matters relating to the securities offered hereby will be passed upon on behalf of the Dynamic ETF by Blake, Cassels & Graydon LLP.

PricewaterhouseCoopers LLP, Chartered Professional Accountants, the auditor of the Dynamic ETF, has prepared the independent auditor's report on the Dynamic ETF's statement of financial position as at March 16, 2021 and the notes to the financial statement, which include significant accounting policies and other explanatory information. PricewaterhouseCoopers LLP, Chartered Professional Accountants, has confirmed that it is independent with respect to the Dynamic ETF within the meaning of the Chartered Professional Accountants of Ontario CPA Code of Professional Conduct.



### **EXEMPTIONS AND APPROVALS**

The Manager, on behalf of the Dynamic ETF, has applied for, or obtained exemptive relief from the Canadian Securities Regulatory Authorities:

- (a) to permit a Unitholder to acquire more than 20% of the Units through purchases on the TSX without regard to the takeover bid requirements of applicable Canadian Securities Legislation;
- (b) to relieve the Dynamic ETF from the requirement that a prospectus contain a certificate of the underwriters; and
- (c) to permit the Manager to call meetings of the Dynamic ETF using the Notice-and-Access Procedure as permitted by the terms of relief.

### **PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase exchange traded mutual fund securities within 48 hours after the receipt of a confirmation of a purchase of such securities. In several of the provinces and territories of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation, or for non-delivery of the ETF Facts, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory.

The purchaser should refer to the applicable provisions of the securities legislation of the province or territory for the particulars of these rights or should consult with a legal adviser.

### **DOCUMENTS INCORPORATED BY REFERENCE**

Additional information about the Dynamic ETF is, or will be, available in the following documents:

- (i) the most recently filed ETF Facts of the Dynamic ETF;
- (ii) the most recently filed comparative annual financial statements of the Dynamic ETF, together with the accompanying report of the auditors;
- (iii) any unaudited interim financial statements of the Dynamic ETF filed after the most recently filed comparative annual financial statements of the Dynamic ETF;
- (iv) the most recently filed annual MRFP of the Dynamic ETF; and
- (v) any interim MRFP of the Dynamic ETF filed after that most recently filed annual MRFP of the Dynamic ETF.

These documents are or will be incorporated by reference into this prospectus, which means that they legally form part of this document just as if they were printed as part of this document.

These documents are available at no charge by calling 1-800-268-8186, or by asking your registered investment professional. Unitholders will also find these documents on the Manager's website at [www.dynamic.ca](http://www.dynamic.ca). These documents and other information about the Dynamic ETF are also available at [www.sedar.com](http://www.sedar.com).

In addition to the documents listed above, any documents of the type described above that are filed on behalf of the Dynamic ETF after the date of this prospectus and before the termination of the distribution of the Dynamic ETF are deemed to be incorporated by reference into this prospectus.

## *Independent auditor's report*

To the Unitholder and Trustee of  
Dynamic Active International ETF (the Fund)

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### *Our opinion*

In our opinion, the accompanying financial statement presents fairly, in all material respects, the financial position of the Fund as at March 16, 2021 in accordance with those requirements of International Financial Reporting Standards (IFRS) relevant to preparing a statement of financial position.

### **What we have audited**

The Fund's financial statement comprises the statement of financial position as at March 16, 2021 and the notes to the financial statement, which include significant accounting policies and other explanatory information.

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### *Basis for opinion*

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statement* section of our report.

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

### **Independence**

We are independent of the Fund in accordance with the ethical requirements that are relevant to our audit of the financial statement in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

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### *Emphasis of matter - basis of accounting*

We draw to users' attention the fact that the financial statement does not comprise a full set of financial statements prepared in accordance with IFRS. Our opinion is not modified in respect of this matter.

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### *Responsibilities of management and those charged with governance for the financial statement*

Management is responsible for the preparation and fair presentation of the financial statement in accordance with those requirements of IFRS relevant to preparing a statement of financial position, and for such internal control as management determines is necessary to enable the preparation of the financial statement that is free from material misstatement, whether due to fraud or error.

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

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

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### *Auditor's responsibilities for the audit of the financial statement*

Our objectives are to obtain reasonable assurance about whether the financial statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial statement.

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

- Identify and assess the risks of material misstatement of the financial statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statement, including the disclosures, and whether the financial statement represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

(Signed) "PricewaterhouseCoopers LLP"

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario  
March 16, 2021

**DYNAMIC ACTIVE INTERNATIONAL ETF  
STATEMENT OF FINANCIAL POSITION  
(all amounts in Canadian dollars)**

**As at March 16, 2021**

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**ASSETS**

**Current Assets**

Cash ..... \$20

**Total Assets** ..... \$20

**NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS)**

Net assets attributable to holders of redeemable units (1 Unit) ..... \$20

**NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS PER UNIT**..... \$20

**Approved on Behalf of the Board of Directors of 1832 Asset Management G.P. Inc., general partner for and on behalf of 1832 Asset Management L.P., as Trustee of the Dynamic ETF**

*(Signed) "Neal Kerr"*

Neal Kerr

President

1832 Asset Management G.P. Inc., as general partner  
for and on behalf of 1832 Asset Management L.P.

*(Signed) "Anil Mohan"*

Anil Mohan

Chief Financial Officer

1832 Asset Management G.P. Inc., as general  
partner for and on behalf of 1832 Asset  
Management L.P.

*The accompanying notes are an integral part of this statement of financial position.*

**Dynamic Active International ETF**  
(the “Dynamic ETF”)

**Notes to the Financial Statement**

(all amounts in Canadian dollars)

March 16, 2021

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**1. General Information**

The Dynamic ETF is an exchange traded fund established under the laws of the province of Ontario, pursuant to the terms of the the amended and restated master declaration of trust dated February 3, 2020 and a supplemental trust indenture establishing the Dynamic ETF dated March 16, 2021, as the same may be amended, restated or replaced from time to time. The Dynamic ETF is a mutual fund under the securities legislation of the provinces and territories of Canada. 1832 Asset Management L.P. (the “**Manager**” and “**Trustee**”) is the promoter, manager, trustee and portfolio advisor of the Dynamic ETF and is responsible for the administration of the Dynamic ETF. The principal office of the Dynamic ETF and Manager is 1 Adelaide Street East, 28<sup>th</sup> Floor, Toronto, Ontario, M5C 2V9.

The Dynamic ETF seeks to provide long-term capital growth by investing primarily in a broadly diversified portfolio of equity securities of businesses located around the world excluding the United States of America and Canada.

The financial statement as at March 16, 2021 was authorized for issue by the Manager on March 16, 2021.

**2. Summary of Significant Accounting Policies**

The principal accounting policies applied in the preparation of the financial statement are set out below.

*2.1 Basis of Preparation*

The financial statement of the Dynamic ETF has been prepared in accordance with those requirements of International Financial Reporting Standards (“**IFRS**”) relevant to preparing such a financial statement. The financial statement of the Dynamic ETF has been prepared under the historical cost convention.

*2.2 Functional and Presentation Currency*

The financial statement of the Dynamic ETF is presented in Canadian dollars, which is the functional and presentation currency of the Dynamic ETF.

*2.3 Financial Instruments*

The Dynamic ETF recognizes financial instruments at fair value upon initial recognition, plus transaction costs in the case of financial instruments measured at amortized cost. Regular way purchases and sales of financial assets are recognized at their trade date.

Cash comprises amounts held in trust with the legal counsel of the Dynamic ETF and is stated at fair value.

*2.4 Redeemable Units*

The Dynamic ETF is authorized to issue an unlimited number of redeemable, transferable units, each of which represents an undivided interest in the net assets of the Dynamic ETF (the “**Units**”).

The Units qualify as “puttable instruments” and have been classified as liabilities as per the International Accounting Standard 32, Financial Instruments: Presentation (“**IAS 32**”) which states that units or shares of an entity that include a contractual obligation for the issuer to repurchase or redeem them for cash or another financial asset should be classified as financial liability if certain criteria are not met.

Unitholders may redeem Units for cash at a redemption price per Unit equal to 95% of the closing price for the Units on the TSX on the effective day of the redemption, subject to a maximum redemption price per Unit equal to the net asset value per Unit on the effective day of redemption, less any applicable administration fee determined by the Manager, in its sole discretion, from time to time. The Dynamic ETF’s redeemable Units’ entitlements include a contractual obligation to distribute any net income and net realized

capital gains at least annually in cash and therefore meet the contractual obligation requirement. These features violate criteria that are required in order for the redeemable units to be presented as equity under IAS 32. Consequently, the Dynamic ETF's outstanding redeemable Units are classified as financial liabilities in these financial statements.

### 3. **Fair Value**

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.

The carrying values of cash and the obligation of the Dynamic ETF for net assets attributable to holders of redeemable units approximate their fair values due to their short-term nature.

### 4. **Risks associated with financial instruments**

The Dynamic ETF's overall risk management program seeks to maximize the returns derived for the level of risk to which the Dynamic ETF is exposed and seeks to minimize potential adverse effects on the Dynamic ETF's financial performance.

#### *4.1 Credit risk*

The Dynamic ETF is exposed to credit risk, which is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at March 16, 2021, the credit risk is considered limited as the cash balance was held in trust with legal counsel.

#### *4.2 Liquidity risk*

Liquidity risk is the risk that the Dynamic ETF will encounter difficulty in meeting obligations associated with financial liabilities. The Dynamic ETF maintains sufficient cash on hand to fund anticipated redemptions.

### 5. **Capital Risk Management**

The capital of the Dynamic ETF is represented by the net assets attributable to holders of Units. The amount of net assets attributable to holders of redeemable units can change.

### 6. **Authorized units**

The Dynamic ETF is authorized to issue an unlimited number of redeemable, transferable Units, each of which represents an undivided interest in the net assets of the Dynamic ETF.

Each Unit entitles the owner to one vote at meetings of Unitholders and is entitled to participate equally with all other Units with respect to all payments made to Unitholders, other than management fee distributions, including distributions of net income and net realized capital gains and, on liquidation, to participate equally in the net assets of the Dynamic ETF remaining after satisfaction of any outstanding liabilities that are attributable to Units. All Units are fully paid, with no liability for future assessments, when issued and will not be transferable except by operation of law.

In accordance with the objectives outlined in Note 1 and the risk management policies in Note 4, the Dynamic ETF endeavours to invest the subscriptions received in appropriate investments while maintaining sufficient liquidity to meet redemptions.

The Manager has initially purchased one Unit of the Dynamic ETF.

### 7. **Management Fee and other expenses**

An annual management fee (the “**Management Fee**”) is paid by the Dynamic ETF to the Manager in consideration for providing, or arranging for the provision of, management, trustee, portfolio advisory and custodial services, maintaining portfolio systems used to manage the Dynamic ETF, maintaining the website of the Dynamic ETF, marketing and promotional services.

The Management Fee is based on a percentage of the NAV and is listed below:

<b>Dynamic ETF</b>	<b>Management Fee (annual rate)</b>
DXIF	0.75%

The Management Fee paid to the Manager is calculated and accrued daily and is paid monthly. The Management Fee is exclusive of HST.

The Dynamic ETF is also responsible for fees and expenses incurred in complying with NI 81-107, including the fees payable and expenses reimbursed to members of the IRC, brokerage expenses and commissions, fees relating to the usage of derivatives, income tax, HST, withholding and other taxes.

The Dynamic ETF is required to pay HST on management fees charged to the Dynamic ETF. In general, the total HST paid by the Dynamic ETF will depend on the distribution by provincial residence of the Dynamic ETF’s Unitholders. Changes in existing HST rates, changes to the group of provinces that have adopted harmonization, and changes in the distribution by provincial residence of the Dynamic ETF’s Unitholders will have an impact on the management expense ratio of the Dynamic ETF year over year.

**CERTIFICATE OF THE DYNAMIC ETF, THE MANAGER AND PROMOTER**

Dated: March 16, 2021

This prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the provinces and territories of Canada.

**1832 ASSET MANAGEMENT L.P.**

(as trustee, promoter and manager and on behalf of the Dynamic ETF)

*(Signed) "Neal Kerr"*

Neal Kerr  
President

*(Signing in the capacity of Chief  
Executive Officer)*

1832 Asset Management G.P. Inc., as  
general partner for and on behalf of  
1832 Asset Management L.P.

*(Signed) "Anil Mohan"*

Anil Mohan  
Chief Financial Officer

1832 Asset Management G.P. Inc., as  
general partner for and on behalf of  
1832 Asset Management L.P.

the Board of Directors of 1832 Asset Management G.P. Inc., as general partner for and on behalf of 1832 Asset Management L.P., as manager, trustee and promoter of the Dynamic ETF

*(Signed) "John Pereira"*

John Pereira  
Director

*(Signed) "Jim Morris"*

Jim Morris  
Director