

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell these securities.



**AMENDMENT NO. 1 DATED NOVEMBER 18, 2016 TO THE PROSPECTUS DATED
OCTOBER 14, 2016**

FOR

**Brand Leaders Plus Income ETF
Healthcare Leaders Income ETF
US Buyback Leaders ETF
Energy Leaders Plus Income ETF
(each, a “Harvest ETF” and together, the “Harvest ETFs”)**

The prospectus of the Harvest ETFs dated October 14, 2016 (the “**Prospectus**”) is hereby amended and is to be read subject to the additional information set forth below. Corresponding changes reflecting this amendment are hereby made to any applicable disclosure throughout the Prospectus. In all other respects, the disclosure in the Prospectus is not revised.

All capitalized terms not defined in this Amendment No. 1 have the respective meanings set out in the Prospectus.

Amendments

The following is inserted on page 19 following the “Risk Factors” in order to reflect the Manager’s investment risk rating in respect of each Harvest ETF:

Risk Ratings of the Harvest ETFs

The Manager assigns an investment risk rating to each Harvest ETF to provide investors with further information to help investors determine whether the Harvest ETF is appropriate for an investor. The methodology that the Manager uses to determine the risk rating of each Harvest ETF is based on the methodology recommended by the Fund Risk Classification Task Force of The Investment Funds Institute of Canada (the “**IFIC Task Force**”). The IFIC Task Force concluded that the most comprehensive, easily understood form of risk in this context is historical volatility risk as measured by the standard deviation of fund performance. However, the IFIC Task Force recognizes that other types of risk, both measurable and non-measurable, may exist and reminds investors that historical performance may not be indicative of future returns and a fund’s historical volatility may not be indicative of future volatility.

Using this methodology, the Manager will generally assign a risk rating to a Harvest ETF in one of the following categories:

- Low – generally includes money market funds and Canadian fixed income funds;
- Low to Medium – generally includes balanced and asset allocation funds;

- Medium – generally includes large-cap equity funds investing in developed markets;
- Medium to High – generally includes equity funds investing in small/mid-cap issuers, or in specific countries or larger sectors; and
- High – generally includes equity funds investing in emerging markets or narrower sectors.

In certain instances, the methodology set forth above may produce a result that the Manager believes may not be indicative of a Harvest ETF's future volatility. As a result, in addition to using the methodology recommended by the IFIC Task Force, the Manager may take into account other qualitative factors, including, but not limited to, economic climate, portfolio management styles, sector concentration and types of investments made by a Harvest ETF and the liquidity of those investments, in making the final determination of each Harvest ETF's risk rating. The investment risk rating for each Harvest ETF is reviewed at least annually as well as if there is a material change in a Harvest ETF's investment objective or investment strategies.

The risk ratings set forth in the table below do not necessarily correspond to an investor's risk tolerance assessment. Investors are advised to consult their financial advisor for advice regarding an individual investor's personal circumstances.

TICKER	HARVEST ETF	RISK RANKING
HHL	Healthcare Leaders Income ETF	Medium
HUL	US Buyback Leaders ETF	Medium
HUL.U	US Buyback Leaders ETF (U\$)	Medium
HBF	Brand Leaders Plus Income ETF	Medium
HBF.U	Brand Leaders Plus Income ETF (U\$)	Medium
HPF	Energy Leaders Plus Income ETF	Medium to High
HPF.U	Energy Leaders Plus Income ETF (U\$)	Medium to High

**BRAND LEADERS PLUS INCOME ETF
HEALTHCARE LEADERS INCOME ETF
US BUYBACK LEADERS ETF
ENERGY LEADERS PLUS INCOME ETF
(THE “HARVEST ETFS”)**

CERTIFICATE OF THE HARVEST ETFS, THE MANAGER AND PROMOTER

Dated: November 18, 2016

The prospectus dated October 14, 2016, as amended by this amendment no. 1 dated November 18, 2016, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus dated October 14, 2016, as amended by this amendment no. 1, as required by the securities legislation of all of the provinces and territories of Canada.

**HARVEST PORTFOLIOS GROUP INC.,
AS MANAGER, TRUSTEE AND PROMOTER OF THE HARVEST ETFS**

(signed) *Michael Kovacs*

President and Chief Executive Officer
Michael Kovacs

(signed) *Daniel Lazzer*

Chief Financial Officer
Daniel Lazzer

**ON BEHALF OF THE BOARD OF DIRECTORS
OF HARVEST PORTFOLIOS GROUP INC.**

(signed) *Nick Bontis*

Director
Nick Bontis

(signed) *Mary Medeiros*

Director
Mary Medeiros