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AMENDMENT NO. 2 DATED JANUARY 17, 2017 TO THE PROSPECTUS DATED OCTOBER 14, 2016, AS AMENDED BY AMENDMENT NO. 1 DATED NOVEMBER 18, 2016

FOR

HEALTHCARE LEADERS INCOME ETF

(the “Healthcare Leaders ETF”)

The prospectus of the Healthcare Leaders ETF dated October 14, 2016, as amended by amendment no. 1 dated November 18, 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. 2 have the respective meanings set out in the Prospectus.

Summary of Amendments:

This Prospectus is being amended to permit the Healthcare Leaders ETF to offer for sale on a continuous basis Class U Units denominated in U.S. dollars (the “**Class U Units**”). The value of the portfolio attributable to the Class U Units of the Healthcare Leaders ETF, if any, will not be hedged.

The Class U Units have been conditionally approved for listing on the TSX. Subject to satisfying the TSX’s listing requirements, the Class U Units will be listed on the TSX and investors will be able to buy or sell Class U Units on the TSX through registered brokers and dealers in the province or territory where the investor resides.

The investment objectives, strategies, restrictions and fee structure of the Healthcare Leaders ETF remain the same. The Class U Units of the Healthcare Leaders ETF will pay an annual management fee calculated and payable in monthly arrears based on the average NAV of the Class U Units, calculated at each Valuation Time of the Healthcare Leaders ETF during that month. The management fee for the Healthcare Leaders ETF is 0.85% of NAV plus applicable taxes.

Technical Amendments to the Prospectus dated October 14, 2016

“**Class U Units**” and “**Units**” as defined on the cover page, glossary and prospectus summary of the Prospectus are defined to include the Class U Units of the Healthcare Leaders ETF.

1. The second sentence on the cover page of the Prospectus is hereby deleted and replaced with the following:

Class A units (“**Class A Units**”) and Class U Units (“**Class U Units**”, and together with the Class A Units, the “**Units**”) of the Harvest ETFs are being offered for sale on a continuous basis by this prospectus.

2. The following paragraph is added as the third paragraph under “Listing of Units” on the cover page:

The Class U Units of the Healthcare Leaders ETF have been conditionally approved for listing on the TSX. Subject to satisfying the TSX’s listing requirements, the Class U Units will be listed on the TSX and investors will be able to buy or sell Class U Units of the Healthcare Leaders ETF on the TSX through registered brokers and dealers in the province or territory where the investor resides.

3. The definition of “**Class U Units**” on page iii of the Glossary is replaced with the following definition:

“**Class U Units**” means class U units of the Harvest ETFs;”

4. The first sentence of the second paragraph on page vii of the Prospectus Summary beside “Issuers:” is replaced with the following sentence:

This prospectus describes the attributes of the Class A Units and Class U Units of the Harvest ETFs.

5. The second paragraph on page (vii) in the Prospectus Summary under “Offering” is hereby deleted and replaced with the following paragraph:

The Class A Units of the Harvest ETFs (the “**Class A Units**”) and the Class U Units of Brand Leaders Plus Income Fund, US Buyback Leaders Fund and Energy Leaders Plus Income Fund are listed on the TSX. The Class U Units of the Healthcare Leaders ETF (together with the Class U Units of Brand Leaders Plus Income Fund, US Buyback Leaders Fund and Energy Leaders Plus Income Fund, the “**Class U Units**”) have been conditionally approved for listing on the TSX. Subject to satisfying the TSX’s listing requirements, the Class U Units of the Healthcare Leaders ETF will be listed on the TSX and investors will be able to buy or sell Class U Units of the Healthcare Leaders ETF on the TSX through registered brokers and dealers in the province or territory where the investor resides. No fees are paid by investors to the Manager or the Harvest ETFs in connection with the buying or selling of Units on the TSX.

6. The “Multi-class structure risk” row in the “ETF Specific Risks” table under “Risk Factors” on page xiv of the Prospectus Summary is replaced with the following:

ETF Specific Risks	Brand Leaders Plus Income ETF	Healthcare Leaders Income ETF	US Buyback Leaders ETF	Energy Leaders Plus Income ETF
Multi-class structure risk	✓	✓	✓	✓

7. The following sentence is added as the second sentence on page xviii under “Annual Return, Management Expense Ratio and Trading Expense Ratio” in the prospectus summary:

As the Class U Units of the Healthcare Leaders ETF does not have audited financial statements for any period of time as at the date of this document, information related to annual returns and management expense ratios in respect of the Class U Units of the Healthcare Leaders ETF does not yet exist.

8. The third paragraph on page 1 under “Overview of the Legal Structure of the Harvest ETFs is deleted and replaced with the following paragraph:

The Class A Units of the Harvest ETFs (the “**Class A Units**”) and the Class U Units of Brand Leaders Plus Income Fund, US Buyback Leaders Fund and Energy Leaders Plus Income Fund are listed on the TSX. The Class U Units of the Healthcare Leaders ETF (together with the Class U Units of Brand Leaders Plus Income Fund, US Buyback Leaders Fund and Energy Leaders Plus Income Fund, the “**Class U Units**”) have been conditionally approved for listing on the TSX. Subject to satisfying the TSX’s listing requirements, the Class U Units of the Healthcare Leaders ETF will be listed on the TSX and investors will be able to buy or sell Class U Units of the Healthcare Leaders ETF on the TSX through registered brokers and dealers in the province or territory where the investor resides. No fees are paid by investors to the Manager or the Harvest ETFs in connection with the buying or selling of Units on the TSX. The Class U Units are denominated in U.S. dollars. References in this prospectus to “Brand Leaders Plus Income ETF”, “Healthcare Leaders Income ETF”, “US Buyback Leaders ETF” and “Energy Leaders Plus Income ETF” refer to such Harvest ETFs, following the Conversion.

9. The second row in the TSX Ticker Symbol table on page 1 of the Prospectus is hereby deleted and replaced with the following:

Name of Harvest ETF	TSX Ticker Symbol (before Conversion)	TSX Ticker Symbol (after Conversion)
Healthcare Leaders Income ETF	Class A Units: HHL.UN	Class A Units: HHL Class U Units: HHL.U

10. The following sentence is added as the second sentence on page 9 under “Annual Return, Management Expense Ratio and Trading Expense Ratio”:

As the Class U Units of the Healthcare Leaders ETF does not have audited financial statements for any period of time as at the date of this document, information related to annual returns and management expense ratios in respect of the Class U Units of the Healthcare Leaders ETF does not yet exist.

11. The following is added as the third paragraph on page 21 under “Buying and Selling Units”:

The Class U Units of the Healthcare Leaders ETF have been conditionally approved for listing on the TSX. Subject to satisfying the TSX’s listing requirements, the Class U Units of the Healthcare Leaders ETF will be listed on the TSX and investors will be able to buy or sell Class U Units of the Healthcare Leaders ETF on the TSX through registered brokers and dealers in the province or territory where the investor resides.

12. The “Multi-class structure risk” row in the “ETF Specific Risks” table under “Risk Factors – Additional Risks Relating to an Investment in each Harvest ETF” on page 16 of the Prospectus is replaced with the following:

ETF Specific Risks	Brand Leaders Plus Income ETF	Healthcare Leaders Income ETF	US Buyback Leaders ETF	Energy Leaders Plus Income ETF
Multi-class structure risk	✓	✓	✓	✓

13. The last sentence on page 18 under “Risk Factors – Additional Risks Relating to an Investment in each Harvest ETF – Currency Exposure Risk” is deleted and replaced with the following sentence:

The value of a Harvest ETF’s portfolio attributable to the Class U Units will not be hedged.

14. The first sentence on page 19 under “Risk Factors – Additional Risks Relating to an Investment in each Harvest ETF – Multi-Class Structure Risk” is deleted and replaced with the following sentence:

The Units of each Harvest ETF are be available in multiple classes.

15. The following paragraph is added as the third paragraph on page 21 under “Buying and Selling Units”:

The Class U Units of the Healthcare Leaders ETF have been conditionally approved for listing on the TSX. Subject to satisfying the TSX’s listing requirements, the Class U Units of the Healthcare Leaders ETF will be listed on the TSX and investors will be able to buy or sell Class U Units of the Healthcare Leaders ETF on the TSX through registered brokers and dealers in the province or territory where the investor resides.

16. The following is added as the last sentence of the first paragraph on page 24 under “Prior Sales - Trading Price and Volume of Class A Units”:

The Class U Units of Healthcare Leaders ETF are not listed for trading as at the date hereof.

17. The following is added as the fourth paragraph on page 42 under “Plan of Distribution”:

The Class U Units of the Healthcare Leaders ETF have been conditionally approved for listing on the TSX. Subject to satisfying the TSX’s listing requirements, the Class U Units of the Healthcare Leaders ETF will be listed on the TSX and investors will be able to buy or sell Class U Units of the Healthcare Leaders ETF on the TSX through registered brokers and dealers in the province or territory where the investor resides.

Technical Amendments to Amendment No. 1 dated November 18, 2016, to the Prospectus dated October 14, 2016:

18. The following is added to the risk ratings table on page 2 of amendment no. 1 dated November 18, 2016, to the prospectus dated October 14, 2016:

TICKER	HARVEST ETF	RISK RANKING
HHL.U	Healthcare Leaders Income ETF	Medium

**HEALTHCARE LEADERS INCOME ETF
(THE "HARVEST ETF")**

CERTIFICATE OF THE HARVEST ETFS, THE MANAGER AND PROMOTER

Dated: January 17, 2017

The prospectus dated October 14, 2016, as amended by amendment no. 1 dated November 18, 2016, and this amendment no. 2 dated January 17, 2017 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 amendment no. 1 dated November 18, 2016, and this amendment no. 2 dated January 17, 2017, 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 ETF**

(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