



ANNUAL FINANCIAL STATEMENTS

Harvest Equal Weight Global Utilities Income ETF

December 31, 2022



Harvest Equal Weight Global Utilities Income ETF

MANAGEMENT RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying financial statements have been prepared by Harvest Portfolios Group Inc. in its capacity as Manager of the Fund and approved by the Board of Directors of the Manager. The Fund's Manager is responsible for the information and representation contained in these financial statements.

The Manager maintains appropriate processes to ensure that relevant and reliable financial information is produced. The financial statements have been prepared in accordance with International Financial Reporting Standards and include certain amounts that are based on estimates and judgments made by the Manager. The significant accounting policies, which the Manager believes are appropriate, are described in Note 3 to the financial statements.

PricewaterhouseCoopers LLP is the external auditor of the Fund. They have audited the financial statements in accordance with Canadian generally accepted auditing standards to enable them to express to the unitholders their opinion on the financial statements. Their report is included as an integral part of the financial statements.

On behalf of Harvest Portfolios Group Inc.,

Signed "Michael Kovacs"

Michael Kovacs
President and Chief Executive Officer

Signed "Daniel Lazzer"

Daniel Lazzer
Chief Financial Officer

Oakville, Canada
March 15, 2023



Independent auditor's report

To the Unitholders and Trustee of Harvest Equal Weight Global Utilities Income ETF (the Fund)

Our opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as at December 31, 2022 and 2021 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

What we have audited

The Fund's financial statements comprise:

- the statements of financial position as at December 31, 2022 and 2021;
- the statements of comprehensive income (loss) for the years then ended;
- the statements of changes in net assets attributable to holders of redeemable units for the years then ended;
- the statements of cash flows for the years then ended; and
- the notes to the financial statements, which include significant accounting policies and other explanatory information.

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 statements* 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 statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Other information

Management is responsible for the other information. The other information comprises the Management Report of Fund Performance.

PricewaterhouseCoopers LLP
PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, Canada M5J 0B2
T: +1 416 863 1133, F: +1 416 365 8215

"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.



Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the financial statements

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

In preparing the financial statements, 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.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are 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 these financial statements.

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 statements, 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 statements 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 statements, including the disclosures, and whether the financial statements represent 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Christopher Pitts.

/s/PricewaterhouseCoopers LLP

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario
March 15, 2023

Harvest Equal Weight Global Utilities Income ETF

STATEMENTS OF FINANCIAL POSITION					
As at December 31,		2022		2021	
Assets					
Current assets					
Investments	\$	146,746,855	\$	80,150,863	
Cash		1,628,648		1,584,496	
Dividends receivable		514,588		322,490	
Subscriptions receivable		865,380		-	
Unrealized appreciation on foreign currency forward contracts (Note 6)		563,457		786,473	
		150,318,928		82,844,322	
Liabilities					
Current liabilities					
Payable for investments purchased		277,188		-	
Distributions payable (Note 4)		994,015		489,720	
Payable for option contracts written		635,279		333,092	
		1,906,482		822,812	
Net assets attributable to holders of redeemable units		\$	148,412,446	\$	82,021,510
Number of redeemable units outstanding (Note 4)			8,575,000		4,200,000
Net assets attributable to holders of redeemable units per unit		\$	17.31	\$	19.53

The accompanying notes are an integral part of these financial statements.

Harvest Equal Weight Global Utilities Income ETF

STATEMENTS OF COMPREHENSIVE INCOME (LOSS)			
For the year ended December 31,	2022		2021
Income			
Net gain (loss) on investments			
Dividends	\$	5,985,750	\$ 2,558,934
Net realized gain (loss) on sale of investments		1,572,859	229,621
Net change in unrealized appreciation (depreciation) of investments		(6,457,211)	5,066,284
Net gain (loss) on investments		1,101,398	7,854,839
Net gain (loss) on derivatives			
Net realized gain (loss) on options written		(1,805,430)	(212,806)
Net realized gain (loss) on foreign exchange		(3,719,306)	399,415
Net change in unrealized appreciation (depreciation) of options written		(57,595)	(32,070)
Net change in unrealized appreciation (depreciation) of foreign exchange		(210,804)	877,462
Net gain (loss) on derivatives		(5,793,135)	1,032,001
Total income (net)	\$	(4,691,737)	\$ 8,886,840
Expenses (Note 5)			
Management fees	\$	668,005	\$ 314,317
Withholding taxes		600,276	268,573
Unitholder reporting costs		78,267	41,604
Audit fees		28,784	25,983
Transfer agency fees		9,686	8,434
Custodian fees and bank charges		70,828	55,436
Independent Review Committee fees		2,764	2,143
Filing fees		26,340	20,642
Legal fees		11,205	12,227
Transaction costs (Note 9)		389,755	164,302
Total expenses		1,885,910	913,661
Expenses absorbed by manager (Note 5)		-	(33,404)
Total expenses (net)	\$	1,885,910	\$ 880,257
Increase (decrease) in net assets attributable to holders of redeemable units	\$	(6,577,647)	\$ 8,006,583
Increase (decrease) in net assets attributable to holders of redeemable units per unit (Note 4)	\$	(1.01)	\$ 2.69

The accompanying notes are an integral part of these financial statements.

Harvest Equal Weight Global Utilities Income ETF

STATEMENTS OF CHANGES IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS				
For the year ended December 31,		2022		2021
Net assets attributable to holders of redeemable units beginning of year	\$	82,021,510	\$	30,722,607
Increase (decrease) in net assets attributable to holders of redeemable units	\$	(6,577,647)	\$	8,006,583
Redeemable unit transactions				
Proceeds from issue of redeemable units		86,520,853		48,071,435
Redemption of redeemable units		(4,247,590)		(485,320)
Net redeemable unit transactions	\$	82,273,263	\$	47,586,115
Distributions to holders of redeemable units				
Net investment income		(4,193,833)		(1,672,985)
Return of capital		(5,110,847)		(2,620,810)
Total distributions to holders of redeemable units		(9,304,680)		(4,293,795)
Net assets attributable to holders of redeemable units end of year	\$	148,412,446	\$	82,021,510

The accompanying notes are an integral part of these financial statements.

Harvest Equal Weight Global Utilities Income ETF

STATEMENTS OF CASH FLOWS			
For the year ended December 31,	2022		2021
Operating activities			
Increase (decrease) in net assets attributable to holders of redeemable units	\$	(6,577,647)	\$ 8,006,583
Add (deduct) items not affecting cash:			
Foreign exchange (gain) loss on cash		6,825	(5,454)
Realized (gain) loss on sale of investments		(1,572,859)	(229,621)
Realized (gain) loss on options written		1,805,430	212,806
Change in unrealized (appreciation) depreciation of investments		6,457,211	(5,066,284)
Change in unrealized (appreciation) depreciation of options written		57,595	32,070
Change in unrealized (appreciation) depreciation of foreign exchange		210,804	(877,462)
Proceeds from sale of investments*		86,163,589	32,696,416
Purchases of investments*		(109,754,711)	(52,841,167)
Net change in non-cash assets and liabilities		(179,886)	(157,221)
Net cash flow provided by (used in) operating activities	\$	(23,383,649)	\$ (18,229,334)
Financing activities			
Net proceeds from redeemable units issued*		34,045,525	23,479,083
Net redemption of redeemable units*		(1,810,514)	(231,531)
Distributions paid to holders of redeemable units		(8,800,385)	(4,002,295)
Net cash flow provided by (used in) financing activities	\$	23,434,626	\$ 19,245,257
Net increase (decrease) in cash during the year		50,977	1,015,923
Foreign exchange gain (loss) on cash		(6,825)	5,454
Cash, beginning of the year		1,584,496	563,119
Cash, end of the year	\$	1,628,648	\$ 1,584,496
Supplemental disclosure of cash flow information			
Dividends received, net of withholding taxes**	\$	5,193,376	\$ 2,140,445

*excludes applicable trades that were not settled in cash (in-kind trades)

**included in operating activities

The accompanying notes are an integral part of these financial statements.

Harvest Equal Weight Global Utilities Income ETF

SCHEDULE OF INVESTMENTS				
As at December 31, 2022				
Number of Shares*	Security	Average Cost (\$)	Fair Value (\$)	% of Net Assets
EQUITIES				
Diversified Telecommunication Services				
196,747	AT&T Inc.	5,005,050	4,904,340	3.3
78,705	BCE Inc.	5,091,523	4,682,160	3.1
1,203,310	Koninklijke KPN NV	4,918,348	5,040,344	3.4
355,582	Orange S.A.	5,354,293	4,783,209	3.2
6,780	Swisscom AG	4,778,227	5,029,632	3.4
955,662	Telefonica, S.A.	5,570,479	4,688,650	3.2
1,270,916	Telia Company AB	6,135,316	4,396,524	3.0
168,996	TELUS Corporation	4,875,896	4,415,866	3.0
96,030	Verizon Communications Inc.	5,949,843	5,122,970	3.4
		47,678,975	43,063,695	29.0
Electric Utilities				
86,378	Avangrid, Inc.	4,960,737	5,026,761	3.4
37,024	Duke Energy Corporation	4,845,832	5,162,940	3.5
57,253	Edison International	4,629,860	4,931,858	3.3
96,849	Emera Incorporated	5,530,962	5,011,936	3.4
182,898	Endesa S.A.	5,205,107	4,674,867	3.1
32,863	Entergy Corporation	5,003,632	5,005,857	3.4
92,772	FirstEnergy Corp.	4,616,802	5,268,221	3.5
90,238	Fortis Inc.	5,114,774	4,889,095	3.3
173,851	SSE PLC	4,659,927	4,872,008	3.3
54,599	The Southern Company	4,715,452	5,279,130	3.6
		49,283,085	50,122,673	33.8
Multi-Utilities				
376,723	E.ON SE	5,125,774	5,096,532	3.4
236,300	ENGIE S.A.	3,943,243	4,585,263	3.1
288,919	National Grid PLC	4,785,486	4,717,072	3.2
62,217	Public Service Enterprise Group Incorporated	4,851,846	5,161,496	3.5
138,600	Veolia Environnement S.A.	4,760,864	4,821,247	3.2
		23,467,213	24,381,610	16.4
Oil, Gas & Consumable Fuels				
92,845	Enbridge Inc.	5,171,379	4,913,357	3.3
204,500	Kinder Morgan, Inc., Class P	4,621,253	5,006,225	3.4
57,003	ONEOK, Inc.	4,587,131	5,070,862	3.4
107,170	Pembina Pipeline Corporation	5,017,059	4,925,533	3.3
78,395	TC Energy Corporation	4,995,165	4,231,762	2.9
112,941	The Williams Companies, Inc.	4,604,388	5,031,138	3.4
		28,996,375	29,178,877	19.7
Total equities		149,425,648	146,746,855	98.9

Harvest Equal Weight Global Utilities Income ETF

SCHEDULE OF INVESTMENTS (continued)				
As at December 31, 2022				
Number of Shares*	Security	Average Cost (\$)	Fair Value (\$)	% of Net Assets
OPTIONS				
Diversified Telecommunication Services				
(48,100)	AT&T Inc. - Jan 2023 @ USD \$19	(10,539)	(5,210)	-
(11,500)	BCE Inc. - Jan 2023 @ CAD \$61	(7,590)	(2,875)	-
(300,800)	Koninklijke KPN NV - Jan 2023 @ EUR 3	(12,763)	(4,360)	-
(53,300)	Orange S.A. - Jan 2023 @ EUR 9.4	(8,535)	(6,180)	-
(1,600)	Swisscom AG - Jan 2023 @ CHF 505	(15,007)	(18,205)	-
(143,300)	Telefonica, S.A. - Jan 2023 @ EUR 3.3	(14,105)	(27,001)	-
(254,100)	Telia Company AB - Jan 2023 @ SEK 27	(11,093)	(12,364)	-
(24,800)	TELUS Corporation - Jan 2023 @ CAD \$27	(14,893)	(2,480)	-
(23,500)	Verizon Communications Inc. - Jan 2023 @ USD \$37	(28,319)	(77,638)	(0.1)
		(122,844)	(156,313)	(0.1)
Electric Utilities				
(9,000)	Duke Energy Corporation - Jan 2023 @ USD \$100	(32,044)	(48,744)	(0.1)
(14,400)	Edison International - Jan 2023 @ USD \$65	(32,825)	(17,158)	-
(23,700)	Emera Incorporated - Jan 2023 @ CAD \$54	(8,342)	(1,541)	-
(45,700)	Endesa S.A. - Jan 2023 @ EUR 18	(12,579)	(12,585)	-
(8,000)	Entergy Corporation - Jan 2023 @ USD \$115	(32,441)	(16,248)	-
(23,500)	FirstEnergy Corp. - Jan 2023 @ USD \$41	(35,399)	(51,546)	(0.1)
(22,900)	Fortis Inc. - Jan 2023 @ CAD \$56	(11,551)	(3,321)	-
(43,400)	SSE PLC - Jan 2023 @ GBP 1700	(21,785)	(25,575)	-
(13,800)	The Southern Company - Jan 2023 @ USD \$70	(27,024)	(37,370)	-
		(213,990)	(214,088)	(0.2)
Multi-Utilities				
(94,100)	E.ON SE - Jan 2023 @ EUR 9.2	(22,421)	(36,825)	-
(59,000)	ENGIE S.A. - Jan 2023 @ EUR 14	(27,309)	(5,986)	-
(15,700)	Public Service Enterprise Group Incorporated - Jan 2023 @ USD \$60	(25,800)	(46,767)	(0.1)
(34,600)	Veolia Environnement S.A. - Jan 2023 @ EUR 24.5	(29,847)	(15,546)	-
		(105,377)	(105,124)	(0.1)
Oil, Gas & Consumable Fuels				
(22,700)	Enbridge Inc. - Jan 2023 @ CAD \$54	(9,841)	(9,534)	-
(50,000)	Kinder Morgan, Inc. - Jan 2023 @ USD \$18	(24,327)	(33,850)	-
(14,400)	ONEOK, Inc. - Jan 2023 @ USD \$65	(32,736)	(44,650)	(0.1)
(26,200)	Pembina Pipeline Corporation - Jan 2023 @ CAD \$45	(22,632)	(39,955)	-
(27,600)	The Williams Companies, Inc. - Jan 2023 @ USD \$33	(24,567)	(31,765)	-
		(114,103)	(159,754)	(0.1)
Total options		(556,314)	(635,279)	(0.5)
Total investments		148,869,334	146,111,576	98.4
Foreign currency forward contracts (Note 6)			563,457	0.4
Other assets less liabilities			1,737,413	1.2
Net assets attributable to holders of redeemable units			148,412,446	100.0

* For options, this represents the total number of shares of the equity position available for assignment under the terms of the option contracts.

Harvest Equal Weight Global Utilities Income ETF

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

December 31, 2022

1. GENERAL INFORMATION

Harvest Equal Weight Global Utilities Income ETF (the “Fund”) is an investment fund established under the laws of the Province of Ontario pursuant to a Declaration of Trust dated January 7, 2019 and as amended and restated, being the inception date. There was no significant activity in the Fund from the date of inception to commencement of operations on January 10, 2019. The address of the Fund’s registered office is 610 Chartwell Road, Oakville, Ontario L6J 4A5.

The Fund’s investment objectives are to provide unitholders with (i) monthly cash distributions; (ii) the opportunity for capital appreciation; and (iii) lower overall volatility of portfolio returns than would otherwise be experienced by owning Equity Securities¹ of the Global Utility Issuers¹ directly. To achieve its investment objectives, the Fund will invest in an equally weighted portfolio of Equity Securities¹ of 30 Global Utility Issuers¹ chosen from the Global Utility Issuer’s Investable Universe¹ that, immediately following each quarterly reconstitution, rank in the top 30 issuers as measured by market capitalization on an equally weighted basis (in Canadian dollars based on the most recent month end value) and that have call options available. If, in the opinion of the Manager, there are not 30 Global Utility Issuers¹ that meet the investment criteria of the Fund, the Manager may invest in fewer than 30 Global Utility Issuers¹.

2. BASIS OF ACCOUNTING

These financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”). These financial statements were authorized for issue by Harvest Portfolios Group Inc. (the “Manager”) on March 15, 2023.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial instruments

The Fund recognizes financial instruments at fair value upon initial recognition, plus transaction costs in the case of financial instruments not measured at fair value through profit or loss (“FVTPL”). Transaction costs on financial assets and liabilities at FVTPL are expensed as incurred. Regular way purchases and sales of financial assets are recognized at their trade date. The Fund’s investments and derivative assets and liabilities are measured at FVTPL based on its business model. The Fund’s obligation for net assets attributable to holders of redeemable units is presented at the redemption amount. All other financial assets and liabilities are measured at amortized cost. Under this method, financial assets and liabilities reflect the amount required to be received or paid. Carrying values of other financial assets and liabilities at amortized cost approximate their fair values due to the short term to maturity. The Fund’s accounting policies for measuring the fair value of its investments and derivatives are identical to those used in measuring its net asset value (“NAV”) for transactions with unitholders. As at December 31, 2022 and 2021, there were no differences between the Fund’s NAV per security and its net assets per security calculated in accordance with IFRS 9.

Fair value of investments and derivatives

Investments and derivatives that are traded in an active market are valued at their closing prices through recognized public stock exchanges or through recognized investment dealers on the valuation date. The Fund uses the last traded market price that falls within the bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on specific facts and circumstances. Investments held are represented by equities. Derivatives held include options and foreign currency forward contracts.

Investments and derivatives held that are not traded in an active market are valued using valuation techniques, on such basis and in such a manner established by the Manager. The value of any security for which, in the opinion of the Manager, the published market quotations are not readily available shall be the fair value as determined by the Manager. The fair values of certain securities may be determined using valuation models that are based, in part, on assumptions that are not supported by observable market inputs. These methods and procedures may include, but are not limited to, performing comparisons with prices of comparable or similar securities, obtaining valuation related information from issuers and/or other analytical data relating to the investment and using other available indication of value. These values are independently assessed internally to ensure that they are reasonable. However, because of the inherent uncertainty of valuation, the estimated fair values for the aforementioned securities and interests may be materially different from the values that would be used had a ready market for the security existed. The fair values of such securities are affected by the perceived credit risks of the issuer, predictability of cash flows and length of time to maturity.

¹ As defined in the Fund’s prospectus dated November 1, 2022.

Harvest Equal Weight Global Utilities Income ETF

Classification of redeemable units

Under IFRS, IAS 32 Financial Instruments – Presentation requires that units or shares of an entity which include a contractual obligation for the issuer to repurchase or redeem them for cash or another financial asset be classified as a financial liability unless certain criteria are met. The Fund's units include different redemption rights and in some instances are at 95% of market value of the units on the exchange. As a result, the Fund's units contain multiple contractual obligations and are presented as financial liabilities as they do not meet the criteria for classification as equity.

Cash

Cash is comprised of cash on deposit.

Investment transactions and income recognition

Net realized gain (loss) on sale of investments and net change in unrealized appreciation (depreciation) of investments are determined on an average cost basis. Dividend income is accounted for on the ex-dividend date. The cost of investments is determined using the average cost method.

Foreign currency translation

The Fund's subscriptions and redemptions are predominately denominated in Canadian dollars which is also the Fund's functional and presentation currency. Purchases and sales of investments denominated in foreign currencies and foreign currency dividend and interest income are translated into Canadian dollars at the rate of exchange prevailing at the time of the transactions. Realized and unrealized foreign currency gains or (losses) on investments are included in the Statements of Comprehensive Income (Loss) in "Net realized gain (loss) on sale of investments" and "Net change in unrealized appreciation (depreciation) of investments", respectively. Realized and unrealized foreign currency gains or (losses) on options are included in the Statements of Comprehensive Income (Loss) in "Net realized gain (loss) on options written" and "Net change in unrealized appreciation (depreciation) of options written", respectively. Realized and unrealized foreign currency gains or losses on assets and liabilities, other than investments, denominated in foreign currencies are included in the Statements of Comprehensive Income (Loss) in "Net realized gain (loss) on foreign exchange" and "Net change in unrealized appreciation (depreciation) of foreign exchange", respectively. Foreign currency assets and liabilities in the Statements of Financial Position are translated into Canadian dollars on the statement date.

Foreign currency forward contracts

The Fund will enter into foreign currency forward contracts to hedge against exposure to foreign currency fluctuations. The fair value of these contracts is based on the difference between the contract rate and current forward market rate for the underlying currency at the measurement date applied to the contract's notional amount and adjusted for counterparty risk. Upon closing of a contract, the gain or loss is included in the Statements of Comprehensive Income (Loss) in "Net realized gain (loss) on foreign exchange". The unrealized gains or losses on forward contracts are included in the Statements of Comprehensive Income (Loss) in "Net change in unrealized appreciation (depreciation) of foreign exchange".

Offsetting financial instruments

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

Redeemable units valuation

The NAV on a particular date will be equal to the aggregate value of the assets of the Fund less the aggregate value of the liabilities of the Fund, expressed in Canadian dollars at the applicable exchange rate on such date. The NAV and NAV per unit will be calculated on any day on which the Toronto Stock Exchange ("TSX") is open for trading ("Business Day").

Options

An option is a contractual arrangement under which the seller (writer) grants the purchaser (holder) the right, but not the obligation, either to buy (a call option) or sell (a put option) at or by a set date or during a set period, a specific amount of securities or a financial instrument at a pre-determined price. The seller receives a premium from the purchaser in consideration for the assumption of a future securities price.

The premium received upon writing an option is recorded at cost as "Payable for option contracts written" in the Statements of Financial Position. As long as the position of the written option is maintained, the liability for written options is revalued at an amount equal to the current market value of the option. Any gain or loss resulting from revaluation is reflected in the Statements of Comprehensive Income (Loss) in "Net changes in unrealized appreciation (depreciation) of options written".

The gain or loss on sale or expiry of options is reflected in the Statements of Comprehensive Income (Loss) in "Net realized gain (loss) on options written".

Harvest Equal Weight Global Utilities Income ETF

Increase (decrease) in net assets attributable to holders of redeemable units per unit

"Increase (decrease) in net assets attributable to holders of redeemable units per unit" in the Statements of Comprehensive Income (Loss) represents the increase (decrease) in net assets attributable to holders of redeemable units, divided by the weighted average units outstanding for the financial period.

Critical accounting estimates and judgments

The preparation of financial statements requires management to use judgment in applying its accounting policies and to make estimates and assumptions about the future. The following discusses the most significant accounting judgments and estimates that the Fund has made in preparing the financial statements:

- a) Fair value measurement of derivatives and securities not quoted in an active market

The Fund may hold financial instruments that are not quoted in active markets, including derivatives. Fair values of such instruments are determined using valuation techniques and may be determined using reputable pricing sources (such as pricing agencies) or indicative prices from market makers. Broker quotes as obtained from the pricing sources may be indicative and not executable or binding. Refer to Note 7 for further information about the fair value measurement of the Fund's financial instruments.

- b) Classification and measurement of investments and derivatives under IFRS 9

In classifying and measuring financial instruments held by the Fund, the Manager is required to make significant judgments about the business model in which the portfolio of investments and derivatives is held. The Manager has determined that the Fund's business model is one in which its portfolio is managed and performance evaluated on a fair value basis under IFRS 9.

4. REDEEMABLE UNITS

The authorized capital of the Fund consists of an unlimited number of transferable units of one class representing an equal, undivided interest in the net assets of the Fund. Except as provided in the Declaration of Trust, all units have equal rights and privileges. Each unit is entitled to one vote at all meetings of unitholders and is entitled to participate equally in any and all distributions made by the Fund. The units trade on the TSX under the symbol HUTL. As at December 31, 2022, the closing price of the units was \$17.30 per unit (December 31, 2021 - \$19.53).

Subscriptions and Redemptions

On any Business Day, a designated broker or underwriter may place a subscription or redemption order for an integral multiple of the prescribed number of units of the ETF.

If the subscription or redemption order is accepted, the ETF will issue or redeem units to/from the designated broker or underwriter generally by the second trading day after the date on which the subscription or redemption order is accepted. For each prescribed number of units issued or redeemed, a designated broker or underwriter must deliver or receive payment consisting of:

- (a) A basket of applicable securities and cash in an amount sufficient so that the value of the securities, and the cash received is equal to the NAV of the units issued or redeemed; or
(b) Cash in the amount equal to the NAV of the units issued or redeemed.

On any Business Day, unitholders may redeem units for cash or exchange units for baskets of securities and cash. Units redeemed for cash may be redeemed 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 NAV. Units exchanged for baskets of securities will be exchanged at a price equal to the NAV of the units on the effective date of the exchange request, payable by delivery of baskets of securities and cash. The units will be redeemed in the exchange.

The following units were issued and/or redeemed during the year:

	Units outstanding
Total outstanding, January 1, 2021	1,700,000
Redeemable units issued	2,525,000
Redeemable units redeemed	(25,000)
Total outstanding as at December 31, 2021	4,200,000

Harvest Equal Weight Global Utilities Income ETF

	Units outstanding
Total outstanding as at January 1, 2022	4,200,000
Redeemable units issued	4,600,000
Redeemable units redeemed	(225,000)
Total outstanding as at December 31, 2022	8,575,000

The weighted average number of units outstanding during the year ended December 31, 2022 was 6,491,164 units (2021 – 2,977,603 units).

As at December 31, 2022, ETFs that are also managed by the Manager owned 35.4% of the NAV of the Fund.

Distributions

The Fund is required to pay distributions in an amount not less than the amount necessary to ensure the Fund will not be liable for income taxes on realized capital gains, dividends and interest. The Fund intends to make monthly cash distributions to unitholders of record on the last Business Day of each month and pay such cash distributions on or before the 15th day of the following month. The total distribution amount was \$9,304,680 for the year ended December 31, 2022 (2021 – \$4,293,795).

The Fund may pay additional year end distributions in the form of reinvested units that are subsequently consolidated. There is no impact to NAV per unit, however such reinvested distributions increase the cost base of units held.

The Fund made available to unitholders the opportunity to reinvest monthly distributions from the Fund in additional Series A units by participating in a distribution reinvestment plan which would provide that cash distributions made by the Fund, at the election of a unitholder, be automatically reinvested in additional Series A units on such unitholder's behalf in accordance with the terms of the plan. Reinvestment of distributions occur through market purchases only.

5. RELATED PARTY TRANSACTIONS AND OTHER EXPENSES

Management fees

The Manager is responsible for managing the Fund's overall business and operations and provides key management personnel to the Fund. The Manager is entitled to a fee of 0.50% of the average daily NAV, plus applicable taxes, per annum of the Fund.

Operating expenses

The Fund is responsible for operating expenses relating to the carrying on of its business, including custodial services, interest, taxes, legal, audit fees, transfer agency services relating to the issue and redemption of units, and the cost of financial and other reports, costs and expenses for the Fund's Independent Review Committee ("IRC"), including fees and expenses of the IRC members and compliance with applicable laws, regulations and policies. The Manager pays for such expenses on behalf of the Fund, except for certain expenses such as interest, and is then reimbursed by the Fund.

Other expenses

The Manager will be reimbursed by the Fund for all reasonable costs, expenses and liabilities incurred by the Manager for performance of services on behalf of the Fund in connection with the discharge by the Manager of its duties hereunder. Such costs and expenses may include, without limitation: mailing and printing expenses for reports to unitholders and other unitholder communications; a reasonable allocation of salaries and benefits; and other administrative expenses and costs incurred in connection with the Fund's continuous public offering and other obligations. These expenses are allocated by the Manager on a reasonable basis, across all the Harvest Portfolios Group Inc. funds, and series of each applicable fund. These expenses were \$38,810 for the year ended December 31, 2022 (2021 - \$25,127) and are included in the unitholder reporting costs on the Statements of Comprehensive Income (Loss).

Waivers and absorptions

At its sole discretion, the Manager may waive management fees or absorb expenses of the Fund. There were no management fee waivers for the year ended December 31, 2022 or 2021. The amount of expenses of the Fund absorbed by the Manager for the year ended December 31, 2022 was \$nil (2021 - \$33,404). The Manager may cease doing so at any time without notice to unitholders.

6. FOREIGN CURRENCY FORWARD CONTRACTS

The Fund enters into foreign currency forward contracts to hedge assets and liabilities denominated in foreign currencies. Foreign currency forward contracts entered into by the Fund represent a firm commitment to buy or sell a currency at a specified value and point in time based upon an agreed or contracted quantity. The value of the foreign currency forward

Harvest Equal Weight Global Utilities Income ETF

contract is the difference between the contract rate and the current forward rate at the measurement date applied to the contract's notional amount and adjusted for counterparty risk. At December 31, 2022 and 2021, the Fund had entered into the following foreign currency forward contracts:

As at December 31, 2022					
Counterparty	Settlement date	Purchased currency	Sold currency	Unrealized gain (loss)	Contract price
Canadian Imperial Bank of Commerce - credit rating A+	January 12, 2023	CAD \$40,590,820	USD \$29,500,000	\$649,585	0.7268
Canadian Imperial Bank of Commerce - credit rating A+	January 12, 2023	CAD \$5,046,916	USD \$3,790,000	(\$84,518)	0.7510
Canadian Imperial Bank of Commerce - credit rating A+	January 12, 2023	CAD \$12,962,391	USD \$9,700,000	(\$170,828)	0.7483
Canadian Imperial Bank of Commerce - credit rating A+	January 19, 2023	CAD \$33,662,736	EUR 23,200,000	\$5,137	0.6892
Canadian Imperial Bank of Commerce - credit rating A+	January 19, 2023	CAD \$9,679,118	GBP 5,850,000	\$100,038	0.6044
Canadian Imperial Bank of Commerce - credit rating A+	January 19, 2023	CAD \$5,014,158	CHF 3,400,000	\$27,760	0.6781
Canadian Imperial Bank of Commerce - credit rating A+	January 19, 2023	CAD \$4,381,416	SEK 33,460,000	\$36,283	7.6368
Total				\$563,457	

As at December 31, 2021					
Counterparty	Settlement date	Purchased currency	Sold currency	Unrealized gain (loss)	Contract price
Canadian Imperial Bank of Commerce - credit rating A+	January 14, 2022	CAD \$18,800,622	EUR 12,990,000	\$89,779	0.6909
Canadian Imperial Bank of Commerce - credit rating A+	January 14, 2022	CAD \$2,509,352	SEK 17,770,000	\$21,590	7.0815
Canadian Imperial Bank of Commerce - credit rating A+	January 14, 2022	CAD \$2,601,425	CHF 1,873,000	\$680	0.7200
Canadian Imperial Bank of Commerce - credit rating A+	January 14, 2022	CAD \$2,440,997	NOK 17,200,000	(\$29,166)	7.0463
Canadian Imperial Bank of Commerce - credit rating A+	January 14, 2022	CAD \$5,248,290	GBP 3,084,000	(\$31,982)	0.5876
Canadian Imperial Bank of Commerce - credit rating A+	February 11, 2022	CAD \$31,981,313	USD \$24,700,000	\$735,572	0.7723
Total				\$786,473	

Harvest Equal Weight Global Utilities Income ETF

Offsetting of foreign currency forward contracts

As at December 31, 2022 and 2021, the Fund had foreign exchange settlements for its foreign currency forward contracts that met the offsetting criteria for offsetting in the Statements of Financial Position. The following tables present the recognized financial instruments that were offset as at December 31, 2022 and 2021. There would be no further offsetting in the event of bankruptcy of the counterparty.

December 31, 2022			
Financial assets and liabilities	Gross assets (liabilities)	Amounts eligible for offset	Net offset amounts
Derivative assets	\$818,803	(\$255,346)	\$563,457
Derivative liabilities	(\$255,346)	\$255,346	-

December 31, 2021			
Financial assets and liabilities	Gross assets (liabilities)	Amounts eligible for offset	Net offset amounts
Derivative assets	\$847,621	(\$61,148)	\$786,473
Derivative liabilities	(\$61,148)	\$61,148	-

7. FINANCIAL RISK MANAGEMENT

Investment activities of the Fund expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate risk, other price risk and currency risk). The Manager seeks to minimize these risks by employing experienced portfolio managers that will manage the security portfolios of the Fund on a daily basis according to market events and the investment objectives of the Fund. To assist in managing risk, the Manager also maintains a governance structure that oversees the Fund's investment activities and monitors compliance with the Fund's stated investment strategy and securities regulations.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The value of securities in the Fund's portfolio may be affected by the stock market conditions rather than each company's performance. Developments in the market are affected by general economic and financial conditions. Political, social and environmental factors can also affect the value of any investment. The spread of the coronavirus ("COVID-19") over the last couple of years has had a significant impact on the global economy. Although COVID-19 continues to exist, most countries have largely lifted COVID-19 related restrictions and the world has returned to a more normal level of activity. The lasting impact of COVID-19 has been significant supply chain issues which have begun to subside however persist in some industries, and a significant rise in inflation. Inflationary pressures have been exacerbated by the war in Ukraine and continue to impact global commodity supplies and costs. Central banks globally have quickly raised interest rates to address inflation although increasing the likelihood for a global recession. The above factors continue to impact global economies and financial markets, and uncertainty of the impact on financial performance of the Fund's investments persists. The Fund's future investment results may be materially adversely affected as a result.

As at December 31, 2022, 98.4% (December 31, 2021 – 97.7%) of the Fund's net assets attributable to holders of redeemable units were traded on public stock exchanges. If equity prices on these exchanges had increased or decreased by 5%, as at year end, with all other factors remaining constant, net assets attributable to holders of redeemable units would have increased or decreased by approximately \$7,337,343 (December 31, 2021 - \$4,007,543). In practice, the actual trading results may differ, and the difference could be material.

Currency risk

Currency risk is the risk that the value of investments denominated in currencies other than the functional currency of the Fund will fluctuate as a result of changes in foreign exchange rates. When a Fund buys an investment priced in a foreign currency and the exchange rate between the Canadian dollar and the foreign currency changes unfavorably, it could reduce the value of the Fund's investment.

The tables below summarize the Fund's net exposure to currency risk. Amounts shown are based on the carrying value of monetary and non-monetary net assets (including derivatives and the underlying principal (notional) amount of forward currency contracts, if any).

Harvest Equal Weight Global Utilities Income ETF

As at December 31, 2022				
Currency	Currency exposure *	Forward Contracts*	Net currency exposure*	As a % of net assets
Euro	\$34,064,290	\$33,657,599	\$406,691	0.3
Pound Sterling	\$9,611,295	\$9,579,079	\$32,216	-
Swedish Krona	\$4,406,620	\$4,345,133	\$61,487	-
Swiss Franc	\$5,030,766	\$4,986,398	\$44,368	-
U.S. Dollar	\$60,676,960	\$58,205,888	\$2,471,072	1.7
Total	\$113,789,931	\$110,774,097	\$3,015,834	2.0

*In Canadian dollars

As at December 31, 2021				
Currency	Currency exposure *	Forward Contracts*	Net currency exposure*	As a % of net assets
Euro	\$18,911,848	\$18,710,843	\$201,005	0.2
Norwegian Krone	\$2,544,943	\$2,470,164	\$74,779	0.1
Pound Sterling	\$5,363,740	\$5,280,272	\$83,468	0.1
Swedish Krona	\$2,539,681	\$2,487,762	\$51,919	0.1
Swiss Franc	\$2,582,212	\$2,600,745	(\$18,533)	-
U.S. Dollar	\$32,346,282	\$31,245,741	\$1,100,541	1.3
Total	\$64,288,706	\$62,795,527	\$1,493,179	1.8

*In Canadian dollars

The non-monetary currency exposure was \$113,101,573 (December 31, 2021 - \$63,722,171) and the monetary currency exposure was \$688,358 (December 31, 2021 - \$566,535).

As at December 31, 2022, if the Canadian dollar had strengthened or weakened by 5% in relation to all foreign currencies, with all other variables held constant, the Fund's net assets attributable to holders of redeemable units would have decreased or increased, respectively, by approximately \$150,792 (December 31, 2021 - \$74,659) or 0.1% (December 31, 2021 - 0.1%) based on the net currency exposure. In practice, the actual results may differ from this sensitivity analysis and the difference could be material.

Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or fair value of financial instruments. Interest rate risk arises when the Fund invests in interest-bearing financial instruments. As at December 31, 2022 and 2021 the Fund did not hold any bonds or money market instruments; therefore, the Fund has no significant exposure to interest rate risk.

Liquidity risk

Liquidity risk is defined as the risk that a fund may not be able to settle or meet its obligations on time or at a reasonable price. The Fund is exposed to redemption of units as described in Note 4. Settlement of redemptions is primarily by delivery of securities and cash. In order to maintain sufficient liquidity, the Fund primarily invests in securities that are actively traded in public markets and can be readily disposed of to raise liquidity and therefore, the Fund is not exposed to any significant liquidity risk. In addition, the Fund retains sufficient cash and cash equivalent positions to maintain liquidity.

As at December 31, 2022 and 2021, all the Fund's financial liabilities have maturities of less than three months.

Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Fund.

All transactions executed by the Fund in listed securities are settled/paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The trade will fail if either party fails to meet its obligation.

The Fund enters into foreign currency forward contracts which are exposed to credit risk. The maximum credit risk exposure is the unrealized gain on the forward contracts.

Harvest Equal Weight Global Utilities Income ETF

As at December 31, 2022 and 2021, the Fund did not have significant credit risk exposure. All cash held by the fund is held with a reputable and regulated financial institution.

Fair value of financial instruments

The Fund classifies fair value measurements within a hierarchy which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: Inputs for the asset or liability that are not based on observable market data.

The tables below summarize the fair value of the Fund's financial instruments using the following fair value hierarchy:

Transfers between levels of the fair value hierarchy are deemed to have occurred at the beginning of the reporting period.

Securities classification:

Investments at fair value as at December 31, 2022				
	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	Totals (\$)
Financial Assets				
Equities				
Common Stock	146,746,855	-	-	146,746,855
Derivatives				
Foreign currency forward contracts	-	563,457	-	563,457
Total Financial Assets	146,746,855	563,457	-	147,310,312
Financial Liabilities				
Derivatives				
Options	(470,652)	(164,627)	-	(635,279)
Total Financial Liabilities	(470,652)	(164,627)	-	(635,279)

Investments at fair value as at December 31, 2021				
	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	Totals (\$)
Financial Assets				
Equities				
Common Stock	80,150,863	-	-	80,150,863
Derivatives				
Foreign currency forward contracts	-	786,473	-	786,473
Total Financial Assets	80,150,863	786,473	-	80,937,336
Financial Liabilities				
Derivatives				
Options	(187,136)	(145,956)	-	(333,092)
Total Financial Liabilities	(187,136)	(145,956)	-	(333,092)

There were no Level 3 securities held by the Fund as at December 31, 2022 and 2021. There were no transfers between Level 1 and Level 2 for the year ended December 31, 2022 and 2021.

Harvest Equal Weight Global Utilities Income ETF

The value of the equities and options is based on quoted prices. The value of the foreign currency forward contracts is determined as the difference between the contract rate and the current forward rate at the measurement date applied to the contract's notional amount and adjusted for counterparty risk.

Concentration Risk

Concentration risk arises as a result of the concentration of exposures within the same category, whether it is geographical location, product type, industry, sector or counterparty type. The following is a summary of the Fund's concentration risk by country and industry in which the companies held in the portfolio operate.

Market Segment:

As at	December 31, 2022	December 31, 2021
	% of net assets	% of net assets
Electric Utilities	33.8	40.0
Diversified Telecommunication Services	29.0	25.4
Oil, Gas & Consumable Fuels	19.7	15.4
Multi-Utilities	16.4	13.4
Cash and other assets and liabilities	1.2	1.7
Foreign currency forward contracts	0.4	1.0
Independent Power and Renewables	-	3.5
Options	(0.5)	(0.4)
Total	100.0	100.0

Geography:

As at	December 31, 2022	December 31, 2021
	% of net assets	% of net assets
United States	41.1	39.1
Canada	22.3	19.6
France	9.5	3.2
United Kingdom	6.5	6.6
Spain	6.3	3.2
Germany	3.4	10.1
Netherlands	3.4	3.2
Switzerland	3.4	3.1
Sweden	3.0	3.1
Cash and other assets and liabilities	1.2	1.7
Foreign currency forward contracts	0.4	1.0
Finland	-	3.4
Norway	-	3.1
Options	(0.5)	(0.4)
Total	100.0	100.0

8. TAXATION

The Fund qualifies as a mutual fund trust under the Income Tax Act (Canada). For tax purposes, the Fund has a December 15 year end. All the Fund's net income for tax purposes and sufficient net capital gains realized in any period are required to be distributed to unitholders such that no income tax is payable by the Fund. As a result, the Fund does not record income taxes. Since the Fund does not record income taxes, the tax benefit of capital and non-capital losses has not been reflected in the Statements of Financial Position as a deferred income tax asset. Capital losses may be carried forward indefinitely to reduce future realized capital gains. Non-capital losses may be carried forward for 20 years and applied against future taxable income.

As at the last taxation year end, the Fund had \$632,472 of capital losses, which can be carried forward indefinitely and applied against future capital gains. There are no non-capital losses available to offset against income in future years.

Harvest Equal Weight Global Utilities Income ETF

The Fund may incur withholding taxes imposed by certain countries on investment income and capital gains. Such income and gains are recorded on a gross basis and the related withholding taxes are shown as a separate expense in the Statements of Comprehensive Income (Loss).

As the Manager is a resident of Ontario, the expenses paid by the Fund generally include HST of 13%. HST is calculated using the residency of unitholders in the Fund as at specific times, rather than the physical location of the Manager. A blended rate refund is filed with the Canada Revenue Agency on behalf of the Fund, in arrears, using each province's HST rate or GST rate in the case of non-participating provinces.

9. SOFT DOLLAR COMMISSIONS

Brokerage commissions paid to certain brokers may, in addition to paying for the cost of brokerage services in respect of security transactions, also provide for the cost of investment research services provided to the investment manager. The value of such research services included in commissions paid to brokers for the year ended December 31, 2022 and 2021 amounted to \$nil.



Head Office

610 Chartwell Road, Suite 204
Oakville, Ontario L6J 4A5

Phone Number: 416.649.4541

Toll Free: 866.998.8298

Fax Number: 416.649.4542

Email: info@harvestportfolios.com

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This document may contain forward-looking statements relating to anticipated future events, results, circumstances, performance or expectations that are not historical facts but instead represent our beliefs regarding future events. By their nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that predictions and other forward-looking statements will not prove to be accurate. We caution readers of this document not to place undue reliance on our forward-looking statements as a number of factors could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed or implied in the forward-looking statements. Actual results may differ materially from management expectations as projected in such forward-looking statements for a variety of reasons, including but not limited to market and general economic conditions, interest rates, regulatory and statutory developments, the effects of competition in the geographic and business areas in which the Fund may invest and the risks detailed from time to time in the Fund's prospectus or offering memorandum. We caution that the foregoing list of factors is not exhaustive and that when relying on forward-looking statements to make decisions with respect to investing in the Fund, investors and others should carefully consider these factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements. Due to the potential impact of these factors, the Fund does not undertake, and specifically disclaims, any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable law.

