

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



**AMENDMENT NO. 1 DATED APRIL 25, 2024  
TO THE PROSPECTUS DATED AUGUST 30, 2023**

**FOR**

**HARVEST BRAND LEADERS ENHANCED INCOME ETF  
HARVEST CANADIAN EQUITY ENHANCED INCOME LEADERS ETF**

**(the “ETFs”)**

The prospectus of the ETFs dated August 30, 2023 (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.

**Termination**

On April 25, 2024, Harvest Portfolios Group Inc. (“**Harvest**”) announced that it will be terminating the Harvest Brand Leaders Enhanced Income ETF (TSX:HBFE) and the Harvest Canadian Equity Enhanced Income Leaders ETF (TSX:HLFE) effective at the close of business on or about June 25, 2024 (the “**Termination Date**”). The last date on which a redemption may be placed with Harvest is expected to be on or about June 24, 2024, and the ETFs are expected to be de-listed from the Toronto Stock Exchange, at the request of Harvest, at the close of business on or about June 25, 2024 (the “**Delisting Date**”), with all Units still held by investors being subject to a mandatory redemption as of the Termination Date.

Unitholders of the ETFs will be able to sell their Units through the facilities of the stock exchange until the Delisting Date. Any remaining unitholders of the ETFs as at the Termination Date will receive the net proceeds from the liquidation of the assets of the ETFs, less all liabilities and all expenses incurred with the dissolution of the ETFs, on a pro-rata basis. Following the termination and distributions described above with respect to the ETFs, the ETFs will be dissolved.

**Purchaser’s 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 ETF 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.

**HARVEST BRAND LEADERS ENHANCED INCOME ETF  
HARVEST CANADIAN EQUITY ENHANCED INCOME LEADERS ETF  
(THE “HARVEST ETFs”)**

**CERTIFICATE OF THE HARVEST ETFS, THE MANAGER AND PROMOTER**

Dated: April 25, 2024

The prospectus dated August 30, 2023, as amended by this Amendment No. 1 dated April 25, 2024, together with the documents incorporated by reference herein, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus dated August 30, 2023, as amended by this Amendment No. 1 dated April 25, 2024, 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