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AMENDMENT NO. 2 DATED MAY 30, 2024 TO THE PROSPECTUS DATED SEPTEMBER 22, 2023, AS AMENDED BY AMENDMENT NO. 1 DATED NOVEMBER 24, 2023

FOR

HARVEST PREMIUM YIELD TREASURY ETF

(the “Harvest Premium Yield Treasury ETF”)

The prospectus of the Harvest Premium Yield Treasury ETF dated September 22, 2023, as amended by Amendment No. 1 dated November 24, 2023 (the “**Prospectus**”) is hereby amended and is to be read subject to the additional information set forth below. Corresponding changes reflecting this Amendment No. 2 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 Harvest Premium Yield Treasury ETF to offer for sale on a continuous basis class B unhedged units denominated in Canadian dollars (the “**Class B Units**”). The value of the portfolio attributable to the Class B Units of the Harvest Premium Yield Treasury ETF, if any, will not be hedged.

The Class B Units have been conditionally approved for listing on the TSX. Subject to satisfying the TSX’s listing requirements, the Class B Units will be listed on the TSX and investors will be able to buy or sell Class B 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 Harvest Premium Yield Treasury ETF remains the same. The Class B Units of the Harvest Premium Yield Treasury ETF will pay an annual management fee to the Manager calculated and payable monthly in arrears based on the average NAV of the Class B Units, calculated at each Valuation Time of the Harvest Premium Yield Treasury ETF during that month. The management fee for the Class B Units is 0.45% of NAV of the Class B Units plus applicable taxes.

Technical Amendments to the Prospectus dated September 22, 2023, as amended by Amendment No. 1 dated November 24, 2023

“**Class B Units**” and “**Units**” as defined on the cover page, glossary and prospectus summary of the Prospectus are defined to include the Class B Units of the Harvest Premium Yield Treasury ETF.

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

Class A units of the Harvest ETFs (“**Class A Units**”), class U units of Harvest US Bank Leaders Income ETF, Harvest Travel & Leisure Index ETF and Harvest Premium Yield Treasury ETF (“**Class U Units**”), and class B unhedged units of Harvest Premium Yield Treasury ETF (“**Class B Units**”) and together with the Class A Units and Class U Units, the “**Units**”) are being offered for sale on a continuous basis by this prospectus.

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

Units of any class of a Harvest ETF are not convertible to Units of any other class of such Harvest ETF.

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

The Class B Units of the Harvest Premium Yield Treasury ETF have been conditionally approved for listing on the TSX. Subject to satisfying the TSX’s listing requirements on or before May 28, 2025, the Class B Units of the Harvest Premium Yield Treasury ETF will be listed on the TSX and investors will be able to buy or sell such Class B Units on the TSX through registered brokers and dealers in the province or territory where the investor resides.

4. The definition of “**Class B Units**” on page 1 of the Glossary is added with the following definition:

“**Class B Units**” means class B unhedged units of Harvest Premium Yield Treasury ETF;

5. The definition of “**Units**” on page 6 of the Glossary is replaced with the following definition:

“**Units**” means redeemable transferrable Class A Units, Class B Units and/or Class U Units, each of which represents an undivided interest in the net assets of the applicable Harvest ETF, and “**Unit**” means any one of them;

6. The first sentence of the first paragraph beside “Continuous Distribution” on page 8 of the Prospectus Summary is replaced with the following sentence:

Class A units of the Harvest ETFs (“**Class A Units**”), class U units of Harvest US Bank Leaders Income ETF, Harvest Travel & Leisure Index ETF and Harvest Premium Yield Treasury ETF (“**Class U Units**”), and class B unhedged units of Harvest Premium Yield Treasury ETF (“**Class B Units**”) and together with the Class A Units and Class U Units, the “**Units**”) are being offered for sale on a continuous basis by this prospectus, and there is no maximum number of such Units that may be issued.

7. The following paragraph is added as the fifth paragraph beside “Continuous Distribution” on page 8 of the Prospectus Summary:

The Class B Units of the Harvest Premium Yield Treasury ETF have been conditionally approved for listing on the TSX. Subject to satisfying the TSX’s listing requirements on or before May 28, 2025, the Class B Units of the Harvest Premium Yield Treasury ETF will be listed on the TSX and investors will be able to buy or sell such Class B Units on the TSX through registered brokers and dealers in the province or territory where the investor resides.

8. The third paragraph under the sub-heading “Currency Hedging” on page 12 of the Prospectus Summary is replaced with the following paragraph:

The foreign currency exposure of the portion of the portfolio of the Harvest US Bank Leaders Income ETF, Harvest Travel & Leisure Index ETF and Harvest Premium Yield Treasury ETF that is attributable to the Class U Units will not be currency hedged. The value of Harvest Premium Yield Treasury ETF's portfolio attributable to the Class B Units will not be hedged.

9. The following is added as the fifth paragraph under "Overview of the Legal Structure of the Harvest ETFs" on page 19 of the Prospectus:

The Class B Units of the Harvest Premium Yield Treasury ETF have been conditionally approved for listing on the TSX. Subject to satisfying the TSX's listing requirements on or before May 28, 2025, the Class B Units of the Harvest Premium Yield Treasury ETF will be listed on the TSX and investors will be able to buy or sell such Class B Units on the TSX through registered brokers and dealers in the province or territory where the investor resides.

10. The seventh row in the TSX Ticker Symbol table on page 19 of the Prospectus is hereby deleted and replaced with the following:

Name of Harvest ETF	TSX Ticker Symbol
Harvest Premium Yield Treasury ETF	Class A Units: HPYT Class B Units: HPYT.B Class U Units: HPYT.U

11. The third paragraph under the sub-heading "Currency Hedging" on page 25 of the Prospectus is replaced with the following paragraph:

The foreign currency exposure of the portion of the portfolio of the Harvest US Bank Leaders Income ETF, Harvest Travel & Leisure Index ETF and Harvest Premium Yield Treasury ETF that is attributable to the Class U Units will not be currency hedged. The value of Harvest Premium Yield Treasury ETF's portfolio attributable to the Class B Units will not be hedged.

12. The following are added as the third and fourth paragraphs under "Risk Factors – Currency Risk" on page 33 of the Prospectus:

The Blockchain Technologies ETF, Harvest Global Gold Giants Index ETF, Harvest Travel & Leisure Index ETF and Harvest Clean Energy ETF will not hedge any foreign currency exposure of the Class A Units back to the Canadian dollar.

The value of a Harvest ETF's portfolio attributable to the Class U Units and Class B Units of a Harvest ETF, if any, will not be hedged.

13. The first sentence under "Issuance of Units" on page 46 of the Prospectus is replaced with the following sentence:

Class A Units, Class U Units and Class B Units, as applicable, are being issued and sold on a continuous basis and there is no maximum number of such Units that may be issued.

14. The following is added as the fourth paragraph under "Buying and Selling Units" on page 47 of the Prospectus:

The Class B Units of the Harvest Premium Yield Treasury ETF have been conditionally approved for listing on the TSX. Subject to satisfying the TSX's listing requirements on or before May 28, 2025, the Class B Units of the Harvest Premium Yield Treasury ETF will be listed on the TSX and investors will be able to buy or sell such Class B Units on the TSX through registered brokers and dealers in the province or territory where the investor resides.

15. The last sentence in the first paragraph under the heading “Prior Sales – Trading Price and Volume of the Harvest ETFs” on page 50 of the Prospectus is replaced with the following sentence:

Prior sales information is not available for the New Harvest ETF.

16. The first sentence in the first paragraph under the heading “Attributes of the Securities – Description of the Securities Distributed” on page 68 of the Prospectus is replaced with the following sentence:

The Harvest ETFs are authorized to issue an unlimited number of redeemable, transferable Class A Units; Harvest US Bank Leaders Income ETF, Harvest Travel & Leisure Index ETF and Harvest Premium Yield Treasury ETF are authorized to issue an unlimited number of redeemable, transferable Class U Units; and Harvest Premium Yield Treasury ETF is authorized to issue an unlimited number of redeemable, transferable Class B Units, each of which represents an undivided interest in the net assets of the applicable Harvest ETF, pursuant to this prospectus.

17. The first sentence of the first paragraph under the heading “Plan of Distribution” on page 72 of the Prospectus is replaced with the following sentence:

Class A Units of the Harvest ETFs, Class U Units of Harvest US Bank Leaders Income ETF, Harvest Travel & Leisure Index ETF and Harvest Premium Yield Treasury ETF and Class B Units of Harvest Premium Yield Treasury ETF are being issued and sold on a continuous basis and there is no maximum number of such Units that may be issued.

18. The following is added as the fifth paragraph under the heading “Plan of Distribution” on page 72 of the Prospectus:

The Class B Units of the Harvest Premium Yield Treasury ETF have been conditionally approved for listing on the TSX. Subject to satisfying the TSX’s listing requirements on or before May 28, 2025, the Class B Units of the Harvest Premium Yield Treasury ETF will be listed on the TSX and investors will be able to buy or sell such Class B Units on the TSX through registered brokers and dealers in the province or territory where the investor resides.

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 PREMIUM YIELD TREASURY ETF
(THE “NEW HARVEST ETF”)**

CERTIFICATE OF THE NEW HARVEST ETF, THE MANAGER AND PROMOTER

Dated: May 30, 2024

This amendment no. 2 dated May 30, 2024 together with the Prospectus dated September 22, 2023, as amended by amendment no. 1 dated November 24, 2023, 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 September 22, 2023, as amended, 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 NEW 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