

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 FEBRUARY 27, 2020 TO THE PROSPECTUS DATED JUNE 14, 2019

FOR

**HARVEST HEALTHCARE LEADERS INCOME ETF
HARVEST BRAND LEADERS PLUS INCOME ETF
HARVEST TECH ACHIEVERS GROWTH & INCOME ETF
HARVEST ENERGY LEADERS PLUS INCOME ETF**

(collectively, the “Harvest ETFs”)

The prospectus of the Harvest ETFs dated June 14, 2019 (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.

Summary of Amendments:

This Prospectus is being amended to permit the Harvest ETFs to offer for sale on a continuous basis Class B unhedged Units denominated in Canadian dollars (the “**Class B Unhedged Units**”). The value of the portfolio attributable to the Class B Unhedged Units of the Harvest ETFs, if any, will not be currency hedged. Accordingly, as a portion of the portfolio of each Harvest ETF may be invested in securities traded in currencies other than the Canadian dollar, the net asset value of the Harvest ETFs, when measured in Canadian dollars, will, to the extent this has not been hedged against, be affected by changes in the value of these currencies relative to the Canadian dollar. The Manager will issue a press release prior to the listing date of each class of Class B Unhedged Units of the Harvest ETFs.

The Class B Unhedged Units have been conditionally approved for listing on the TSX. Subject to satisfying the TSX’s listing requirements, the Class B Unhedged Units will be listed on the TSX and investors will be able to buy or sell Class B Unhedged Units on the TSX through registered brokers and dealers in the province or territory where the investor resides. The following TSX ticker symbols, risk rankings and management fees are attributable to the Class B Unhedged Units of the Harvest ETFs:

TSX TICKER SYMBOL	HARVEST ETF	RISK RANKING	ANNUAL MANAGEMENT FEE (% of NAV, plus applicable taxes)
HHL.B	Harvest Healthcare Leaders Income ETF	Medium	0.85%
HBFB.B	Harvest Brand Leaders Plus Income ETF	Medium	0.75%
HTA.B	Harvest Tech Achievers Growth & Income ETF	Medium	0.85%
HPF.B	Harvest Energy Leaders Plus Income ETF	Medium to High	0.85%

The investment objectives, strategies, restrictions and fee structure, including management fees, of the Harvest ETFs remains the same.

As the Class B Unhedged Units of the Harvest ETFs do 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 B Unhedged Units of the Harvest ETFs do not yet exist.

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HARVEST BRAND LEADERS PLUS INCOME ETF
HARVEST TECH ACHIEVERS GROWTH & INCOME ETF
HARVEST ENERGY LEADERS PLUS INCOME ETF
(THE “HARVEST ETFS”)**

CERTIFICATE OF THE HARVEST ETFS, THE MANAGER AND PROMOTER

Dated: February 27, 2020

The prospectus dated June 14, 2019, as amended by this amendment no. 1 dated February 27, 2020, 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 June 14, 2019, as amended by this amendment no. 1 dated February 27, 2020, 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