

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



**AMENDMENT NO. 2 DATED JANUARY 7, 2019 TO THE PROSPECTUS DATED JANUARY 26, 2018, AS AMENDED BY AMENDMENT NO 1 DATED JUNE 20, 2018**

**FOR**

**HARVEST EUROPEAN LEADERS INCOME ETF**

**(the "ETF")**

The prospectus of the ETF dated January 26, 2018 (the "**Prospectus**"), as amended by amendment no. 1 dated June 20, 2018, 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 Amendment:**

On January 3, 2019, Harvest Portfolios Group Inc. ("**Harvest**"), the manager of the ETF, announced that it intends to terminate the ETF effective at the close of business on March 21, 2019 (the "**Termination Date**"). Effective January 25, 2019, no further direct subscriptions for units of the ETF will be accepted. Harvest confirms that March 19, 2019, is expected to be the last date on which a redemption may be placed with Harvest, and the ETF is expected to be de-listed from the Toronto Stock Exchange, at the request of Harvest, at the close of business on March 21, 2019 (the "**Delisting Date**"), with all units still held by investors being subject to a mandatory redemption as of the Termination Date.

Unitholders of the ETF will be able to sell their units through the facilities of the stock exchange until the Delisting Date. Any remaining unitholders of the ETF as at the Termination Date will receive the net proceeds from the liquidation of the assets of the ETF, less all liabilities and all expenses incurred with the dissolution of the ETF, on a pro-rata basis. A written notice confirming the details of termination will be mailed to investors on or about January 19, 2019.

Also on January 3, 2019, Harvest announced that the risk rating for the ETF will increase from "medium" to "medium to high". This change in risk rating is reflected in the updated ETF Facts dated January 7, 2019 and is available on the internet at [www.sedar.com](http://www.sedar.com).

**Purchase'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 EUROPEAN LEADERS INCOME ETF  
(THE “HARVEST ETF”)**

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

Dated: January 7, 2019

The prospectus dated January 26, 2018, as amended by amendment no. 1 dated June 20, 2018 and this amendment no. 2 dated January 7, 2019, 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 January 26, 2018, as amended by amendment no. 1 dated June 20, 2018, and by this amendment no. 2 dated January 7, 2019, 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