

*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.*

## PROSPECTUS



*Continuous Offering*

February 1, 2018

### **First Asset Core Canadian Equity ETF**

### **First Asset Core U.S. Equity ETF**

**(individually, a “First Asset ETF” and collectively, the “First Asset ETFs”)**

The First Asset ETFs are actively managed exchange traded mutual fund trusts established under the laws of Ontario. Common units of the First Asset ETFs are being offered for sale on a continuous basis by this prospectus. First Asset Core U.S. Equity ETF is also offering Canadian dollar and U.S. dollar denominated unhedged common units.

First Asset Investment Management Inc. (the “**Manager**”), a registered portfolio manager and investment fund manager, is the trustee, manager and portfolio adviser of the First Asset ETFs. See “Organization and Management Details of the First Asset ETFs”.

### **Investment Objectives**

#### *First Asset Core Canadian Equity ETF*

The First Asset Core Canadian Equity ETF’s investment objective is to seek to provide holders of its units with: (i) long term capital appreciation with an attractive risk-adjusted rate of return; and (ii) consistent dividend income; through investing the First Asset ETF’s portfolio to gain exposure to equity securities of primarily large capitalization Canadian issuers.

#### *First Asset Core U.S. Equity ETF*

The First Asset Core U.S. Equity ETF’s investment objective is to seek to provide holders of its units with: (i) long term capital appreciation with an attractive risk-adjusted rate of return; and (ii) consistent dividend income; through investing the First Asset ETF’s portfolio to gain exposure to equity securities of primarily large and mid-capitalization U.S. issuers.

See “Investment Objectives” for further information.

### **Listing of Units**

The Units (as defined below) of each First Asset ETF are currently listed on the Toronto Stock Exchange (the “**TSX**”) and investors can buy or sell such Units on the TSX through registered brokers and dealers in the province or territory where the investors reside. Investors may incur customary brokerage commissions in buying or selling

Units of the First Asset ETFs. No fees are paid by investors to the Manager or any First Asset ETF in connection with buying or selling of Units on the TSX.

### **Additional Considerations**

**No underwriter or dealer has been involved in the preparation of this prospectus or has performed any review or independent due diligence of the contents of this prospectus.** The Canadian securities regulators have provided each of the First Asset ETFs with a decision exempting it from the requirement to include a certificate of an underwriter in this prospectus. The applicable designated broker and dealers are not underwriters of the First Asset ETFs in connection with the distribution of Units under this prospectus. While each of the First Asset ETFs is a mutual fund under the securities legislation of certain provinces and territories of Canada, each First Asset ETF has been granted exemptive relief from certain provisions of Canadian securities legislation applicable to conventional mutual funds.

Provided that a First Asset ETF qualifies as a “mutual fund trust” within the meaning of the Tax Act, or the Units of the First Asset ETF are listed on a “designated stock exchange” within the meaning of the Tax Act, the Units of that First Asset ETF, if issued on the date hereof, would on such date be qualified investments under the Tax Act for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered disability savings plan, a deferred profit sharing plan, a registered education savings plan or a tax-free savings account.

**For a discussion of the risks associated with an investment in Units, see “Risk Factors”.**

During the period in which the First Asset ETFs are in continuous distribution, additional information about the First Asset ETFs will be available in the most recently filed annual financial statements, any interim financial statements filed after those annual financial statements, the most recently filed annual management report of fund performance, any interim management report of fund performance filed after that annual management report of fund performance and the most recently filed ETF Facts document of each First Asset ETF. These documents will be incorporated by reference into this prospectus which means that they legally form part of this prospectus. For further details, see “Documents Incorporated by Reference”.

You can get a copy of these documents at your request, and at no cost, by calling 416-642-1289 or 1-877-642-1289 (toll-free) or by e-mail at [info@firstasset.com](mailto:info@firstasset.com) or from your dealer. These documents will also be available on the internet at [www.firstasset.com](http://www.firstasset.com). These documents and other information about the First Asset ETFs will also be available on the website of SEDAR (the System for Electronic Document Analysis and Retrieval) at [www.sedar.com](http://www.sedar.com).

**First Asset Investment Management Inc. Toll Free: 1-877-642-1289**

**2 Queen Street East, Suite 1200, Toronto, Ontario, M5C 3G7 416-642-1289**

## TABLE OF CONTENTS

	Page		Page
<b>GLOSSARY .....</b>	<b>i</b>	Securities Lending, Repurchase and Reverse Repurchase Transaction Risk .....	12
<b>PROSPECTUS SUMMARY.....</b>	<b>vi</b>	Fund of Funds Investment Risk.....	13
<b>OVERVIEW OF THE LEGAL STRUCTURE OF THE FIRST ASSET ETFs.....</b>	<b>1</b>	Exchange Traded Funds Risk.....	13
<b>INVESTMENT OBJECTIVES .....</b>	<b>1</b>	Liability of Unitholders.....	13
<b>INVESTMENT STRATEGIES .....</b>	<b>1</b>	Multi-Class Structure Risk .....	14
<b>OVERVIEW OF THE SECTORS THAT THE FIRST ASSET ETFS INVEST IN .....</b>	<b>4</b>	Absence of an Active Market for the Units .....	14
<b>INVESTMENT RESTRICTIONS .....</b>	<b>4</b>	<b>INVESTMENT RISK</b>	
Tax Related Investment Restrictions .....	4	<b>CLASSIFICATION METHODOLOGY .....</b>	<b>14</b>
<b>FEES AND EXPENSES .....</b>	<b>5</b>	Risk Ratings of the First Asset ETFs.....	14
Fees and Expenses Payable by the First Asset ETFs .....	5	<b>DISTRIBUTION POLICY .....</b>	<b>15</b>
Fees and Expenses Payable Directly by the Unitholders .....	6	Year-End Distributions.....	15
<b>RISK FACTORS .....</b>	<b>6</b>	Distribution Reinvestment Plan.....	15
No Assurances on Achieving Investment Objective.....	6	<b>PURCHASES OF UNITS .....</b>	<b>17</b>
Securities Market Risk .....	6	Issuance of Units of a First Asset ETF .....	17
Specific Issuer Risk .....	6	Buying and Selling Units of a First Asset ETF.....	17
Equity Risk.....	7	<b>EXCHANGE AND REDEMPTION OF UNITS.....</b>	<b>18</b>
Interest Rate Risk .....	7	Book-Entry Only System .....	20
Credit Risk.....	7	Short-Term Trading.....	21
Regulatory Risk.....	7	<b>PRIOR SALES.....</b>	<b>21</b>
Currency Exposure Risk.....	7	Trading Price and Volume.....	21
Derivatives Risk .....	8	<b>INCOME TAX CONSIDERATIONS.....</b>	<b>22</b>
Short Selling Risk.....	8	Status of the First Asset ETFs .....	23
Corresponding Net Asset Value Risk.....	9	Taxation of the First Asset ETFs .....	23
Fluctuations in NAV and Market Price of Units Risk .....	9	Taxation of Holders.....	25
Designated Broker/Dealer Risk.....	9	Taxation of Registered Plans.....	27
Reliance on Key Personnel.....	9	Tax Implications of the First Asset ETFs' Distribution Policy .....	27
Reliance on Historical Data Risk.....	9	<b>ORGANIZATION AND MANAGEMENT DETAILS OF THE FIRST ASSET ETFS .....</b>	<b>28</b>
Potential Conflicts of Interest .....	9	Manager and Portfolio Adviser of the First Asset ETFs .....	28
Cease Trading of Securities Risk.....	10	Duties and Services to be Provided by the Manager.....	28
Exchange Risk.....	10	Directors and Executive Officers of the Manager.....	29
Early Closing Risk.....	10	Portfolio Management Team.....	30
Concentration Risk .....	10	Designated Brokers .....	30
Illiquid Securities .....	10	Brokerage Arrangements.....	31
Market Disruptions Risk.....	10	Conflicts of Interest .....	31
Global Financial Developments Risk .....	11	Independent Review Committee .....	32
Tax Risk .....	11		

## TABLE OF CONTENTS

	Page		Page
The Trustee.....	33	<b>EXEMPTIONS AND APPROVALS .....</b>	<b>44</b>
Custodian.....	34	<b>OTHER MATERIAL FACTS.....</b>	<b>45</b>
Valuation Agent .....	34	International Information Reporting.....	45
Auditors.....	34	Management of the First Asset ETF.....	46
Registrar and Transfer Agent .....	34	Disclaimer – Morningstar® Indexes .....	46
Securities Lending Agent .....	35	Disclaimer – MSCI Indexes .....	46
Promoter .....	35	<b>PURCHASERS’ STATUTORY RIGHTS</b>	
Accounting and Reporting.....	35	<b>OF WITHDRAWAL AND RESCISSION .....</b>	<b>47</b>
<b>CALCULATION OF NET ASSET</b>		<b>DOCUMENTS INCORPORATED BY</b>	
<b>VALUE .....</b>	<b>35</b>	<b>REFERENCE .....</b>	<b>47</b>
Valuation Policies and Procedures of		<b>CERTIFICATE OF THE FIRST ASSET</b>	
the First Asset ETFs .....	36	<b>ETFs, THE MANAGER AND</b>	
Reporting of Net Asset Value.....	37	<b>PROMOTER.....</b>	<b>C-1</b>
<b>ATTRIBUTES OF THE SECURITIES .....</b>	<b>37</b>		
Description of the Securities Distributed.....	37		
Exchange of Units for Baskets of			
Securities .....	38		
Redemptions of Units for Cash .....	38		
Conversion of Units.....	38		
Modification of Terms.....	38		
Voting Rights in the Portfolio Securities.....	39		
<b>UNITHOLDER MATTERS .....</b>	<b>39</b>		
Meetings of Unitholders .....	39		
Matters Requiring Unitholder Approval.....	39		
Amendments to the Declaration of Trust.....	40		
Permitted Mergers .....	41		
Reporting to Unitholders .....	41		
<b>TERMINATION OF THE FIRST</b>			
<b>ASSET ETFs .....</b>	<b>41</b>		
Procedure on Termination .....	42		
<b>PLAN OF DISTRIBUTION .....</b>	<b>42</b>		
Non-Resident Unitholders .....	42		
<b>RELATIONSHIP BETWEEN THE</b>			
<b>FIRST ASSET ETFs AND THE</b>			
<b>DEALERS .....</b>	<b>43</b>		
<b>PRINCIPAL HOLDERS OF UNITS .....</b>	<b>43</b>		
<b>PROXY VOTING DISCLOSURE FOR</b>			
<b>PORTFOLIO SECURITIES HELD .....</b>	<b>43</b>		
<b>MATERIAL CONTRACTS .....</b>	<b>44</b>		
<b>LEGAL AND ADMINISTRATIVE</b>			
<b>PROCEEDINGS .....</b>	<b>44</b>		
<b>EXPERTS.....</b>	<b>44</b>		

## GLOSSARY

Unless otherwise indicated, the references to dollar amounts in this prospectus are to Canadian dollars and all references to times in this prospectus are to Toronto time. The following terms have the following meaning:

“**allowable capital loss**” has the meaning ascribed to such term under the headings “Income Tax Considerations – Taxation of the First Asset ETFs” and “Income Tax Considerations – Taxation of Holders”;

“**Basket of Securities**” means, in relation to a particular First Asset ETF, a group of securities and/or assets determined by the Manager from time to time representing the constituents of the First Asset ETF;

“**Canadian securities legislation**” means the securities laws in force in each province and territory of Canada, all regulations, rules, orders and policies made thereunder and all multilateral and national instruments adopted by the securities regulatory authorities in such jurisdictions;

“**Capital Gains Refund**” has the meaning ascribed to such term under the heading “Income Tax Considerations - Taxation of the First Asset ETFs”;

“**Cash Creation Fee**” means, in relation to a particular First Asset ETF, the fee payable in connection with cash-only payments for subscriptions of a PNU of the applicable First Asset ETF, representing, as applicable, brokerage expenses, commissions, transaction costs and other costs or expenses that the First Asset ETF incurs or expects to incur in purchasing securities on the market with such cash proceeds;

“**Cash Exchange Fee**” means, in relation to a particular First Asset ETF, the fee payable in connection with cash-only payments for exchange of a PNU of the applicable First Asset ETF, representing, as applicable, brokerage expenses, commissions, transaction costs and other costs or expenses that the First Asset ETF incurs or expects to incur in selling securities on the market to obtain the necessary cash for the exchange;

“**CDS**” means CDS Clearing and Depository Services Inc.;

“**CDS Participant**” means a participant in CDS that holds security entitlements in Units on behalf of beneficial owners of those Units;

“**Common Units**” means, in relation to a particular First Asset ETF, the redeemable, transferable CAD\$ common class of Units of that First Asset ETF (and, for greater certainty, does not include any Unhedged Common Units or US\$ Units), and “**Common Unit**” means any one of them;

“**Converted Units**” has the meaning ascribed to such term under the “Exchange and Redemption of Units”;

“**Converting Units**” has the meaning ascribed to such term under the heading “Exchange and Redemption of Units”;

“**CRA**” means the Canada Revenue Agency;

“**Custodian**” means CIBC Mellon Trust Company.

“**Custodian Agreement**” means the custodial services agreement dated as of May 17, 2006 among the Manager, as manager and trustee of the First Asset ETFs, CIBC Mellon Global Securities Services Company, Canadian Imperial Bank of Commerce, The Bank of New York Mellon and CIBC Mellon Trust Company, as may be further supplemented, amended and/or amended and restated from time to time;

“**Dealer**” means a registered dealer (that may or may not be a Designated Broker) that has entered into a Dealer Agreement with the Manager, on behalf of one or more First Asset ETFs, pursuant to which the Dealer may subscribe for Units as described under “Purchases of Units”;

**“Dealer Agreement”** means an agreement between the Manager, on behalf of one or more of the First Asset ETFs, and a Dealer;

**“Declaration of Trust”** means the amended and restated declaration of trust for the First Asset ETFs, as supplemented, amended or amended and restated from time to time;

**“derivatives”** means an instrument, agreement or security, the market price, value or payment obligations of which is derived from, referenced to or based on an underlying interest;

**“Designated Broker”** means a registered dealer that has entered into a Designated Broker Agreement with the Manager, on behalf of one or more First Asset ETFs pursuant to which the Designated Broker agrees to perform certain duties in relation to the First Asset ETFs;

**“Designated Broker Agreement”** means an agreement between the Manager, on behalf of one or more First Asset ETFs, and a Designated Broker;

**“DFA Rules”** has the meaning ascribed to such term under the heading “Income Tax Considerations – Taxation of the First Asset ETFs”;

**“Distribution Record Date”** means a date determined by the Manager as a record date for the determination of Unitholders of a First Asset ETF entitled to receive a distribution;

**“DPSP”** means a deferred profit sharing plan within the meaning of the Tax Act;

**“ETF Facts”** means the ETF Facts document prescribed by Canadian securities legislation in respect of an exchange traded fund, which summarizes certain features of the exchange traded fund and which is publicly available at [www.sedar.com](http://www.sedar.com) and provided or made available to registered dealers for delivery to purchasers of securities of an exchange traded fund;

**“First Asset”** means First Asset Investment Management Inc., the Manager, Trustee and portfolio manager of the First Asset ETFs;

**“First Asset ETFs”** means First Asset Core Canadian Equity ETF and First Asset Core U.S. Equity ETF;

**“forward contracts”** means agreements between two parties to buy or sell an asset at a specified point of time in the future at a predetermined price;

**“Fund Administration Agreement”** means the amended and restated fund administration services agreement between the Manager and CIBC Mellon Global Securities Services Company dated as of January 11, 2011, as may be further supplemented, amended and/or amended and restated from time to time;

**“futures contracts”** means standardized contracts entered into on domestic or foreign exchanges which call for the future delivery of specified quantities of various assets such as stocks, bonds, agricultural commodities, industrial commodities, currencies, financial instruments, energy products or metals at a specified time and place. The terms and conditions of futures contracts of a particular commodity are standardized and as such are not subject to any negotiation between the buyer and seller. The contractual obligations, depending upon whether one is a buyer or a seller, may be satisfied either by taking or making, as the case may be, physical delivery of an approved grade of commodity or by making an offsetting sale or purchase of an equivalent but opposite futures contract on the same exchange prior to the designated date of delivery. The difference between the price at which the futures contract is sold or purchased and the price paid for brokerage commissions, constitutes the profit or loss to the trader. In market terminology, a trader who purchases a futures contract is “long” in the market and a trader who sells a futures contract is “short” in the market. Before a trader closes out his or her long or short position by an offsetting sale or purchase, his or her outstanding contracts are known as “open trades” or “open positions”. The aggregate amount of open long or short positions held by traders in a particular contract is referred to as the “open interest” in such contract;

“**GST/HST**” means taxes exigible under Part IX of the *Excise Tax Act* (Canada) and the regulations made thereunder;

“**IFRS**” means the International Financial Reporting Standards; “**IRC**” means the independent review committee of a First Asset ETF established under NI 81-107; “**Management Fee**” has the meaning ascribed to such term under the heading “Fees and Expenses – Fees and Expenses Payable by the First Asset ETFs”;

“**Management Fee Distribution**”, as described under “Fees and Expenses”, means an amount equal to the difference between the Management Fee otherwise chargeable by the Manager and a reduced fee determined by the Manager, at its discretion, from time to time, and that is distributed quarterly in cash, at the discretion of the Manager, to the applicable Unitholders who hold large investments in a First Asset ETF;

“**Manager**” means First Asset, in its capacity as investment fund manager of the First Asset ETFs pursuant to the Declaration of Trust;

“**minimum distribution requirements**” has the meaning ascribed to such term under the heading “Income Tax Considerations – Status of the First Asset ETFs”;

“**Monthly Conversion Date**” has the meaning ascribed thereto under “Exchange and Redemption of Units”;

“**NAV**” or “**net asset value**” (of a class) means, in relation to a particular First Asset ETF (or a class of Units of the First Asset ETF, as applicable), the net asset value of the First Asset ETF as calculated on each Valuation Day in accordance with the Declaration of Trust;

“**NI 81-102**” means National Instrument 81-102 *Investment Funds*;

“**NI 81-107**” means National Instrument 81-107 *Independent Review Committee for Investment Funds*;

“**Non-Portfolio Income**” has the meaning ascribed to such term under the heading “Income Tax Considerations – Taxation of the First Asset ETFs”;

“**Payment Date**” has the meaning ascribed to such term under the heading “Distribution Policy – Distribution Reinvestment Plan”;

“**Permitted Merger**” has the meaning ascribed to such term under the heading “Unitholder Matters - Permitted Mergers”;

“**Plan**” has the meaning ascribed to such term under the heading “Income Tax Considerations – Status of the First Asset ETFs”;

“**Plan Agent**” means Computershare Trust Company of Canada, plan agent for the Reinvestment Plan;

“**Plan Participant**” has the meaning ascribed to such term under the heading “Distribution Policy – Distribution Reinvestment Plan”;

“**Plan Units**” has the meaning ascribed to such term under the heading “Distribution Policy – Distribution Reinvestment Plan”;

“**PNU**” means, in relation to a particular First Asset ETF, the prescribed number of Units determined by the Manager from time to time for the purpose of subscription orders, redemptions or for other purposes; “**Promoter**” means First Asset, in its capacity as promoter of the First Asset ETFs;

“**Proxy Voting Policy**” has the meaning ascribed to such term under the heading “Proxy Voting Disclosure for Portfolio Securities Held”;

“**RDSP**” means a registered disability savings plan within the meaning of the Tax Act;

“**Registrar and Transfer Agent**” means Computershare Trust Company of Canada;

“**Reinvestment Plan**” means the distribution reinvestment plan for the First Asset ETFs, as described under the heading “Distribution Policy – Distribution Reinvestment Plan”;

“**RESP**” means a registered education savings plan within the meaning of the Tax Act;

“**RRIF**” means a registered retirement income fund within the meaning of the Tax Act;

“**RRSP**” means a registered retirement savings plan within the meaning of the Tax Act;

“**Sales Tax**” means all applicable provincial and federal sales, value added or goods and services taxes, including GST/HST;

“**securities regulatory authorities**” means the securities commission or similar regulatory authority in each province and territory of Canada that is responsible for administering the Canadian securities legislation in force in such jurisdictions;

“**swap**” means a forward-type financial derivative contract in which two counterparties agree to exchange cash flows determined with reference to prices of currencies or interest rates, according to predetermined rules. At inception, this instrument typically has zero market value, but as market prices change the swap acquires value;

“**Tax Act**” means the *Income Tax Act* (Canada), and the regulations thereunder, as amended from time to time;

“**Tax Amendment**” means a proposed amendment to the Tax Act publicly announced by the Minister of Finance (Canada) prior to the date hereof;

“**TFSA**” means a tax-free savings account within the meaning of the Tax Act;

“**Trading Day**” means a day on which a session of the TSX is held;

“**Trustee**” means First Asset, in its capacity as trustee of the First Asset ETFs pursuant to the Declaration of Trust;

“**TSX**” means the Toronto Stock Exchange;

“**Unhedged Common Units**” means the unhedged CAD\$ common class of Units of a First Asset ETF, if any (and for greater certainty, does not include Common Units or US\$ Units), and “**Unhedged Common Unit**” means any one of them;

“**Unhedged Units**” means the Unhedged Common Units and the US\$ Units of a First Asset ETF, if any, and “**Unhedged Unit**” means any one of them;

“**Unitholder**” means a holder of Units of a First Asset ETF;

“**Units**” means, in relation to a particular First Asset ETF, redeemable, transferable Common Units or Unhedged Units of that First Asset ETF, each of which represents an undivided interest in the net assets of that First Asset ETF, and “**Unit**” means any one of them;

“**US\$ Units**” means the US\$ unhedged common class of Units of a First Asset ETF, if any, and “**US\$ Unit**” means any one of them;

“**Valuation Day**” means a day upon which a session of the TSX is held; and

**“Valuation Time”** means, in relation to a First Asset ETF, 4:00 p.m. (EST) on a Valuation Day.

## PROSPECTUS SUMMARY

*The following is a summary of the principal features of the Units of the First Asset ETFs and should be read together with the more detailed information, financial data and financial statements contained elsewhere in this prospectus or incorporated by reference in this prospectus. Capitalized terms not defined in this summary are defined in the Glossary.*

**Issuers:**

First Asset Core Canadian Equity ETF  
First Asset Core U.S. Equity ETF

**Offerings:**

The First Asset ETFs are actively managed exchange traded mutual fund trusts established under the laws of Ontario.

Canadian dollar denominated common units (the “**Common Units**”) of the First Asset ETFs are being offered for sale on a continuous basis by this prospectus. First Asset Core U.S. Equity ETF is also offering Canadian dollar and U.S. dollar denominated unhedged common units (the “**Unhedged Common Units**” and the “**US\$ Units**”, respectively, and collectively, the “**Unhedged Units**”).

See “Overview of the Legal Structure of the First Asset ETFs”.

The primary difference between Common Units and Unhedged Units is that the exposure of the Unhedged Units to currencies other than the Canadian dollar will not be hedged back to the Canadian dollar. The primary difference between Unhedged Common Units and US\$ Units is that the US\$ Units will be denominated in US dollars whereas the Unhedged Common Units will be denominated in Canadian dollars.

The net asset value per Unit of each class will not be the same as a result of the different currency hedging strategy of each class of Units. See “Plan of Distribution”.

**Continuous Distribution:**

Units of each First Asset ETF will be offered for sale on a continuous basis by this prospectus, and there is no maximum number of Units of a First Asset ETF that may be issued. The Units shall be offered for sale at a price equal to the net asset value of the Units determined at the Valuation Time on the effective date of the subscription order.

The Units of each First Asset ETF are currently listed on the TSX and investors can buy or sell such Units on the TSX through registered brokers and dealers in the province or territory where the investors reside. Investors may incur customary brokerage commissions in buying or selling Units of the First Asset ETFs. No fees are paid by investors to the Manager or any First Asset ETF in connection with buying or selling of Units on the TSX.

The First Asset ETFs issue Units directly to Designated Brokers and Dealers. From time-to-time and as may be agreed between a First Asset ETF and the Designated Broker and Dealers, such Designated Broker and Dealers may agree to deliver a Basket of Securities as payment for Units.

See “Plan of Distribution” and “Purchases of Units – Issuance of Units of a First Asset ETF”.

**Investment Objectives:**

**First Asset Core Canadian Equity ETF**

The First Asset Core Canadian Equity ETF's investment objective is to seek to provide holders of its Units with: (i) long term capital appreciation with an attractive risk-adjusted rate of return; and (ii) consistent dividend income; through investing the First Asset ETF's portfolio to gain exposure to equity securities of primarily large capitalization Canadian issuers.

**First Asset Core U.S. Equity ETF**

The First Asset Core U.S. Equity ETF's investment objective is to seek to provide holders of its Units with: (i) long term capital appreciation with an attractive risk-adjusted rate of return; and (ii) consistent dividend income; through investing the First Asset ETF's portfolio to gain exposure to equity securities of primarily large and mid-capitalization U.S. issuers.

See "Investment Objectives".

**Investment Strategies:**

The investment strategy of each First Asset ETF is to invest in and hold a portfolio of securities selected by the Manager in order to achieve its investment objective as follows:

**First Asset Core Canadian Equity ETF**

The First Asset Core Canadian Equity ETF uses a multi-factor portfolio optimization strategy to allocate the First Asset ETF's assets to gain exposure to equity securities of primarily large capitalization Canadian issuers in order to try to create a well-diversified portfolio with strong fundamentals, attractive levels of dividend income and a historical risk adjusted rate of return greater than a broad capitalization weighted Canadian equity fund. In order to achieve its investment objectives, the First Asset ETF may invest directly in equity securities and/or indirectly in such securities through Other ETFs (as defined below). The Manager anticipates that the First Asset ETF will achieve its investment objectives primarily through investments in Other ETFs.

**First Asset Core U.S. Equity ETF**

The First Asset Core U.S. Equity ETF uses a multi-factor portfolio optimization strategy to allocate the First Asset ETF's assets to gain exposure to equity securities of primarily large and mid-capitalization U.S. issuers in order to try to create a well-diversified portfolio with strong fundamentals, attractive levels of dividend income and a historical risk adjusted rate of return greater than a broad capitalization weighted U.S. equity fund. In order to achieve its investment objectives, the First Asset ETF may invest directly in equity securities and/or indirectly in such securities through Other ETFs. The Manager anticipates that the First Asset ETF will achieve its investment objectives primarily through investments in Other ETFs.

### **General Investment Strategies for all First Asset ETFs**

Each First Asset ETF invests in its own portfolio comprised of various securities and instruments which may include, but are not limited to, equity securities, futures contracts and exchange traded funds. If market conditions require, in order to preserve capital, a First Asset ETF may seek to invest a substantial portion of its assets in cash and cash equivalents.

#### ***Investment in other Investment Funds***

In accordance with applicable securities legislation, including NI 81-102, and as an alternative to or in conjunction with investing in and holding securities directly, a First Asset ETF may also invest in one or more other exchange traded funds (each, an “**Other ETF**”), including Other ETFs managed by the Manager, provided that no management fees or incentive fees are payable by the First Asset ETF that, to a reasonable person, would duplicate a fee payable by the Other ETF for the same service. The Manager anticipates that each of the First Asset ETFs will achieve its investment objectives primarily through investments in Other ETFs.

#### ***Use of Derivative Instruments***

A First Asset ETF may invest in or use derivative instruments, including futures contracts and forward contracts, provided that the use of such derivative instruments is in compliance with NI 81-102 or the appropriate regulatory exemptions have been obtained, and is consistent with the investment objective and strategy of the First Asset ETF.

#### ***Currency Hedging***

It is intended that at all times at least 90% of the foreign currency denominated assets held by the First Asset Core U.S. Equity ETF (other than in respect of the Unhedged Units) will be hedged back to the Canadian dollar. Hedging currency exposure to reduce the impact of fluctuations in exchange rates is intended to reduce the direct exposure to foreign currency risk for Unitholders.

#### ***Securities Lending, Repurchase and Reverse Repurchase Transactions***

A First Asset ETF may enter into securities lending transactions, repurchase and reverse repurchase transactions in compliance with NI 81-102 to earn additional income for the First Asset ETF.

#### ***Short Selling***

A First Asset ETF may engage in short selling in compliance with NI 81-102 in order to manage volatility or enhance the performance of the First Asset ETF in declining or volatile markets. See “Investment Strategies”.

**Special Considerations for Purchasers:**

The provisions of the so-called “early warning” requirements set out in Canadian securities legislation do not apply in connection with the acquisition of Units of a First Asset ETF. In addition, each First Asset ETF is entitled to rely on exemptive relief from the securities regulatory authorities to permit a Unitholder of that First Asset ETF to acquire more than 20% of the Units of that First Asset ETF through purchases on the TSX without regard to the takeover bid requirements of applicable Canadian securities legislation, provided that such Unitholder, and any person acting jointly or in concert with such Unitholder, undertakes to the Manager not to vote more than 20% of the Units of that First Asset ETF at any meeting of Unitholders of that First Asset ETF.

See “Attributes of the Securities - Description of the Securities Distributed”.

**Distributions:**

Any cash distributions of income on the Units are expected to be made at least quarterly in the currency in which the Units of the First Asset ETFs are denominated. The First Asset ETFs do not have a fixed distribution amount. The amount of such distributions, if any, will be based on the Manager’s assessment of anticipated cash flow and anticipated expenses of the First Asset ETFs from time to time. The date of any cash distribution of each First Asset ETF will be announced in advance by issuance of a press release. The Manager may, in its complete discretion, change the frequency of these distributions and any such change will be announced by press release.

Depending on the underlying investments of a First Asset ETF, distributions on Units may consist of ordinary income sourced from dividends or distributions received by the First Asset ETF but may also include foreign source income and net realized capital gains, in any case, less the expenses of that First Asset ETF and may include returns of capital.

See “Distribution Policy”.

**Distribution Reinvestment:**

At any time, a Unitholder may elect to participate in the Reinvestment Plan by contacting the CDS Participant through which the Unitholder holds its Units. Under the Reinvestment Plan, cash distributions (net of any required withholding tax) will be used to acquire additional Units in the market and will be credited to the account of the Unitholder through CDS.

See “Distribution Policy – Distribution Reinvestment Plan”.

**Redemptions:**

In addition to the ability to sell Units on the TSX, Unitholders may redeem Units for cash 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. The First Asset ETFs also offer additional redemption or exchange options which are available where a Dealer, Designated Broker, or Unitholder redeems or exchanges a PNU.

See “Exchange and Redemption of Units”.

**Income Tax Considerations:**

A Unitholder of a First Asset ETF who is resident in Canada will generally be required to include, in computing income for a taxation year, the amount of income (including any net realized taxable capital gains) that is paid or becomes payable to the Unitholder by that First Asset ETF in that year (including such income that is reinvested in additional Units of the First Asset ETF).

A Unitholder of a First Asset ETF who disposes of a Unit of that First Asset ETF that is held as capital property, including on a redemption or otherwise, will generally realize a capital gain (or capital loss) to the extent that the proceeds of disposition (which do not include any amount of capital gains made payable by the First Asset ETF to the Unitholder which represents capital gains realized by the First Asset ETF in connection with dispositions to fund the redemption) net of costs of disposition, exceed (or are less than) the adjusted cost base of that Unit.

Based on the Manager's understanding of the current published administrative policies and assessing practices of the CRA, a conversion of Unhedged Common Units into Common Units, a conversion of Common Units into Unhedged Common Units, a conversion of US\$ Units into Units that are denominated in Canadian dollars or a conversion of Units that are denominated in Canadian dollars into US\$ Units will likely constitute a disposition of the Units being converted.

All U.S. dollar amounts relevant in computing any amount under the Tax Act with respect to the acquisition, holding or disposition of US\$ Units will be determined for purposes of the Tax Act in Canadian dollars at the appropriate exchange rate prevailing on the date of the transaction in accordance with the rules in the Tax Act. Holders of US\$ Units may realize gains and losses by virtue of the fluctuation in the value of U.S. dollars relative to Canadian dollars.

Each investor should satisfy himself or herself as to the federal and provincial tax consequences of an investment in Units of a First Asset ETF by obtaining advice from his or her tax advisor.

See "Income Tax Considerations".

**Eligibility for Investment:**

Provided that a First Asset ETF qualifies as a "mutual fund trust" within the meaning of the Tax Act, or the Units of the First Asset ETF are listed on a "designated stock exchange" within the meaning of the Tax Act, Units of that First Asset ETF, if issued on the date hereof, would on such date be qualified investments under the Tax Act for a trust governed by an RRSP, a RRIF, an RDSP, a DPSP, an RESP or a TFSA.

See "Income Tax Considerations – Taxation of Registered Plans".

**Documents Incorporated by Reference:** During the period in which the First Asset ETFs are in continuous distribution, additional information about the First Asset ETFs will be available in the most recently filed annual financial statements, any interim financial statements filed after those annual financial statements, the most recently filed annual management report of fund performance, any interim management report of fund performance filed after that annual management report of fund performance, and the most recently filed ETF Facts, of each First Asset ETF. These documents will be incorporated by reference into this prospectus. Documents incorporated by reference into this prospectus legally form part of this prospectus just as if they were printed as part of this prospectus. These documents will be publicly available on the website of the First Asset ETFs at [www.firstasset.com](http://www.firstasset.com) and may be obtained upon request, at no cost, by calling 416-642-1289 or toll-free 1-877-642-1289 or by contacting your dealer. These documents and other information about the First Asset ETFs are also publicly available at [www.sedar.com](http://www.sedar.com).

See “Documents Incorporated by Reference”.

**Termination:** The First Asset ETFs do not have a fixed termination date but may be terminated at the discretion of the Manager in accordance with the terms of the Declaration of Trust. See “Termination of the First Asset ETFs”.

**Risk Factors:** An investment in Units is subject to certain risk factors, including:

- (a) No assurances on achieving investment objective;
- (b) Securities market risk;
- (c) Specific issuer risk;
- (d) Equity risk;
- (e) Interest rate risk;
- (f) Credit risk;
- (g) Regulatory risk;
- (h) Currency exposure risk;
- (i) Derivatives risk;
- (j) Short selling risk;
- (k) Corresponding net asset value risk;
- (l) Fluctuations in NAV and market price of units risk;
- (m) Designated broker/dealer risk;
- (n) Reliance on key personnel;
- (o) Reliance on historical data risk;

- (p) Potential conflicts of interest;
- (q) Cease trading of securities risk;
- (r) Exchange risk;
- (s) Early closing risk;
- (t) Concentration risk;
- (u) Illiquid securities risk;
- (v) Market disruptions risk;
- (w) Global financial developments risk;
- (x) Tax risk;
- (y) Securities lending, repurchase and reverse repurchase transaction risk;
- (z) Fund of funds investment risk;
- (aa) Exchange traded funds risk;
- (bb) Liability of unitholders;
- (cc) Multi-class structure risk; and
- (dd) Absence of an active market.

See “Risk Factors”.

#### ***Organization and Management of the First Asset ETFs***

##### **The Manager, Portfolio Adviser and Trustee:**

First Asset Investment Management Inc., a registered portfolio manager and investment fund manager, is the trustee, manager and portfolio adviser of the First Asset ETFs. The Manager is responsible for providing or arranging for the provision of administrative services and management functions, including the day-to-day management of the First Asset ETFs, and provides investment advisory and portfolio management services to the First Asset ETFs with respect to their respective portfolios. The principal office of the Manager is located at 2 Queen Street East, Suite 1200, Toronto, Ontario, M5C 3G7.

See “Organization and Management Details of the First Asset ETFs – Manager and Portfolio Adviser”.

##### **Custodian:**

CIBC Mellon Trust Company is the custodian of the First Asset ETFs. CIBC Mellon Trust Company is located in Toronto, Ontario, and is independent of the Manager.

See “Organization and Management Details of the First Asset ETFs – Custodian”.

**Valuation Agent:** CIBC Mellon Global Securities Services Company provides accounting and valuation services in respect of the First Asset ETFs. CIBC Mellon Global Securities Services Company is located in Toronto, Ontario.

See “Organization and Management Details of the First Asset ETFs – Valuation Agent”.

**Auditors:** Ernst & Young LLP is responsible for auditing the annual financial statements of the First Asset ETFs. The auditors are independent with respect to the First Asset ETFs within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario. The head office of Ernst & Young LLP is located in Toronto, Ontario.

See “Organization and Management Details of the First Asset ETFs – Auditors”.

**Registrar and Transfer Agent:** Computershare Trust Company of Canada, at its principal offices in Toronto, Ontario is the registrar and transfer agent for the Units pursuant to a registrar and transfer agency agreement. Computershare Trust Company of Canada is independent of the Manager.

See “Organization and Management Details of the First Asset ETFs – Registrar and Transfer Agent”.

**Securities Lending Agent:** The Bank of New York Mellon is the securities lending agent for the First Asset ETFs. The Bank of New York Mellon is located in New York, New York.

See “Organization and Management Details of the First Asset ETFs – Securities Lending Agent”.

**Promoter:** First Asset is also the promoter of the First Asset ETFs. First Asset took the initiative in founding and organizing the First Asset ETFs and is, accordingly, the promoter of the First Asset ETFs within the meaning of securities legislation of certain provinces and territories of Canada.

See “Organization and Management Details of the First Asset ETFs – Promoter”.

### *Summary of Fees and Expenses*

The following table lists the fees and expenses payable by the First Asset ETFs, and the fees and expenses that Unitholders may have to pay if they invest in the First Asset ETFs. Unitholders may have to pay some of these fees and expenses directly. Alternatively, each First Asset ETF may have to pay some of these fees and expenses, which will therefore reduce the value of an investment in that First Asset ETF.

#### *Fees and Expenses Payable by the First Asset ETFs*

<b>Type of Charge:</b>	<b>Description</b>
<b>Management Fee:</b>	Each class of a First Asset ETF will pay an annual management fee (the “ <b>Management Fee</b> ”) to the Manager equal to an annual percentage of the net asset value of that class, calculated daily and payable monthly in arrears, plus applicable taxes. The Management Fee of each class of Units of each First Asset ETF is 0.15% of the net asset value per Unit.

**Management Fee Distributions:**

The Manager may, at its discretion, agree to charge a reduced fee as compared to the fee it would otherwise be entitled to receive from a First Asset ETF with respect to large investments in that First Asset ETF by Unitholders. Such a reduction will be dependent upon a number of factors, including the amount invested, the total assets of the First Asset ETF under administration and the expected amount of account activity. In such cases, an amount equal to the difference between the fee otherwise chargeable and the reduced fee will be distributed to the applicable Unitholders as Management Fee Distributions. See “Fees and Expenses”.

**Operating Expenses:**

In addition to the Management Fee, each of the First Asset ETFs will pay for all ordinary expenses incurred in connection with its operation and administration. Unless otherwise waived or reimbursed by the Manager, and subject to compliance with NI 81-102, it is expected that the expenses for the First Asset ETFs will include, as applicable, without limitation: all expenses related to the issuance of Units, all costs of portfolio transactions; audit fees; fees payable to third party service providers; trustee and custodial expenses; valuation, accounting and record keeping costs; legal expenses; permitted prospectus preparation and filing expenses; costs associated with delivering documents to Unitholders; listing fees and expenses and other administrative expenses and costs incurred in connection with the continuous public filing requirements; costs and expenses of preparing financial and other reports, costs and expenses arising as a result of complying with all applicable laws, regulations and policies; CDS fees; bank related fees and interest charges; extraordinary expenses; Unitholder reports and servicing costs; registrar and transfer agent fees; fees and expenses of the members of the IRC; expenses related to compliance with NI 81-107; fees and expenses relating to the voting of proxies by a third party; premiums for directors’ and officers’ insurance coverage for the members of the IRC; income taxes; Sales Taxes (including GST/HST); brokerage expenses and commissions; and withholding taxes. Such expenses will also include expenses of any action, suit or other proceedings in which or in relation to which the Manager, the Custodian, the IRC and/or any of their respective officers, directors, employees, consultants or agents is entitled to indemnity by a First Asset ETF.

Costs and expenses payable by the Manager, or an affiliate of the Manager, include the initial organization costs of the First Asset ETFs and the costs of the preparation and filing of the preliminary prospectus and initial prospectus.

See “Fees and Expenses”.

*Fees and Expenses Payable Directly by Unitholders*

**Redemption Fee:**

The Manager may, at its discretion, charge exchanging or redeeming Unitholders a redemption fee of up to 0.25% of the exchange or redemption proceeds to offset certain transaction costs associated with the exchange or redemption of Units. The Manager will publish the current redemption fee, if any, on its website, [www.firstasset.com](http://www.firstasset.com).

See “Fees and Expenses” and “Exchange and Redemption of Units”.

## OVERVIEW OF THE LEGAL STRUCTURE OF THE FIRST ASSET ETFs

The First Asset ETFs are exchange traded mutual fund trusts established under the laws of Ontario, the Units of which are offered pursuant to this prospectus. The promoter, trustee, manager and portfolio adviser of the First Asset ETFs is First Asset Investment Management Inc., a registered portfolio manager and investment fund manager.

On July 14, 2017, the Manager reduced the management fee on the previously issued advisor class units of the First Asset ETFs by an amount equal to the applicable service fee payable in respect of that class and concurrently converted all such advisor class units into the corresponding common Units of the same First Asset ETF.

The First Asset ETFs exist pursuant to and are governed by the Declaration of Trust. The head office of the Manager and the First Asset ETFs is 2 Queen Street East, Suite 1200, Toronto, Ontario, M5C 3G7. The Manager is an indirect, wholly-owned subsidiary of CI Financial Corp. (TSX:CIX).

The following chart sets out the full legal name as well as the TSX ticker symbol for each of the First Asset ETFs:

Name of First Asset ETF	TSX Ticker Symbol (Common Units)	TSX Ticker Symbol (Unhedged Common Units)	TSX Ticker Symbol (US\$ Units)
First Asset Core Canadian Equity ETF	CED	-	-
First Asset Core U.S. Equity ETF	CES	CES.B	CES.U

While each First Asset ETF is a mutual fund trust under the securities legislation of certain provinces and territories of Canada, each First Asset ETF is entitled to rely on exemptive relief from certain provisions of Canadian securities legislation applicable to conventional mutual funds.

### INVESTMENT OBJECTIVES

The investment objective of each of the First Asset ETFs is described below. The investment objectives of a First Asset ETF may not be changed except with the approval of its Unitholders. See “Unitholder Matters” for additional descriptions of the process for calling a meeting of Unitholders and the requirements of Unitholder approval.

#### First Asset Core Canadian Equity ETF

The First Asset Core Canadian Equity ETF’s investment objective is to seek to provide holders of its Units with: (i) long term capital appreciation with an attractive risk-adjusted rate of return; and (ii) consistent dividend income; through investing the First Asset ETF’s portfolio to gain exposure to equity securities of primarily large capitalization Canadian issuers.

#### First Asset Core U.S. Equity ETF

The First Asset Core U.S. Equity ETF’s investment objective is to seek to provide holders of its Units with: (i) long term capital appreciation with an attractive risk-adjusted rate of return; and (ii) consistent dividend income; through investing the First Asset ETF’s portfolio to gain exposure to equity securities of primarily large and mid-capitalization U.S. issuers.

### INVESTMENT STRATEGIES

The investment strategy of each First Asset ETF is to invest in and hold a portfolio of securities selected by the Manager in order to achieve its investment objective as follows:

### **First Asset Core Canadian Equity ETF**

The First Asset Core Canadian Equity ETF uses a multi-factor portfolio optimization strategy to allocate the First Asset ETF's assets to gain exposure to equity securities of primarily large capitalization Canadian issuers in order to try to create a well-diversified portfolio with strong fundamentals, attractive levels of dividend income and a historical risk adjusted rate of return greater than a broad capitalization weighted Canadian equity fund. In order to achieve its investment objectives, the First Asset ETF may invest directly in equity securities and/or indirectly in such securities through Other ETFs. The Manager anticipates that the First Asset ETF will achieve its investment objectives primarily through investments in Other ETFs.

### **First Asset Core U.S. Equity ETF**

The First Asset Core U.S. Equity ETF uses a multi-factor portfolio optimization strategy to allocate the First Asset ETF's assets to gain exposure to equity securities of primarily large and mid-capitalization U.S. issuers in order to try to create a well-diversified portfolio with strong fundamentals, attractive levels of dividend income and a historical risk adjusted rate of return greater than a broad capitalization weighted U.S. equity fund. In order to achieve its investment objectives, the First Asset ETF may invest directly in equity securities and/or indirectly in such securities through Other ETFs. The Manager anticipates that the First Asset ETF will achieve its investment objectives primarily through investments in Other ETFs.

### **General Investment Strategies for All First Asset ETFs**

Each First Asset ETF invests in its own portfolio comprised of various securities and instruments which may include, but are not limited to, equity securities and debt securities. If market conditions require, in order to preserve capital, a First Asset ETF may seek to invest a substantial portion of its assets in cash and cash equivalents.

As soon as practicable following the end of each month, the Manager intends to publish on its website ([www.firstasset.com](http://www.firstasset.com)) a summary of the investment portfolio disclosing the top ten positions held by each First Asset ETF expressed as an absolute percentage of the net assets of the First Asset ETF.

### ***Investment in Other Investment Funds***

In accordance with applicable securities legislation, including NI 81-102, and as an alternative to or in conjunction with investing in and holding securities directly, a First Asset ETF may also invest in one or more other exchange traded funds (each, an "**Other ETF**"), including Other ETFs managed by the Manager, provided that no management fees or incentive fees are payable by the First Asset ETF that, to a reasonable person, would duplicate a fee payable by the Other ETF for the same service. A First Asset ETF's allocation to investments in other investment funds, if any, will vary from time to time depending on the relative size and liquidity of the investment fund, and the ability of the Manager to identify appropriate investment funds that are consistent with the First Asset ETF's investment objectives and strategies. The Manager anticipates that each of the First Asset ETFs will achieve its investment objectives primarily through investments in Other ETFs.

The First Asset ETFs have obtained an exemption from certain provisions of NI 81-102 in order to permit the First Asset ETFs to invest in certain exchange traded mutual funds whose securities are listed on a stock exchange in Canada or the United States. See "Exemptions and Approvals".

### ***Use of Derivative Instruments***

The First Asset ETFs may use derivative instruments to reduce transaction costs, to increase the liquidity and efficiency of trading, to gain exposure to individual securities and markets instead of by buying the securities directly, to hedge against losses from changes in the prices of the First Asset ETFs' investments and from exposure to foreign currencies, or to generate additional income for the First Asset ETFs.

### ***Currency Hedging***

It is intended that at all times at least 90% of the foreign currency denominated assets held by the First Asset Core U.S. Equity ETF (other than in respect of the Unhedged Units) will be hedged back to the Canadian dollar. Hedging currency exposure to reduce the impact of fluctuations in exchange rates is intended to reduce the direct exposure to foreign currency risk for Unitholders.

All such currency forward agreements will be entered into in compliance with NI 81-102 with financial institutions that have a “designated rating” as defined in NI 81-102. Hedging currency exposure to reduce the impact of fluctuations in exchange rates is intended to reduce the direct exposure to foreign currency risk for Unitholders.

### ***Securities Lending, Repurchase and Reverse Repurchase Transactions***

A First Asset ETF may enter into securities lending transactions, repurchase and reverse purchase transactions in accordance with NI 81-102 to earn additional income.

The Manager has entered into a written securities lending authorization agreement (the “**Securities Lending Agreement**”) with its sub-custodian, The Bank of New York Mellon (the “**Lending Agent**”) and certain of its affiliates, pursuant to which the Lending Agent’s agent, CIBC Mellon Global Securities Services Company, administers securities lending transactions for the First Asset ETFs. The Lending Agent is not an affiliate or an associate of the Manager. The Securities Lending Agreement complies with the applicable provisions of NI 81-102 and all securities loans must qualify as “securities lending arrangements” for the purposes of the Tax Act.

The Manager manages the risks associated with securities lending by a First Asset ETF by requiring the Lending Agent to, among other things: (a) enter into securities lending transactions with borrowers selected by the Lending Agent on a basis of certain creditworthiness standards applied by the Lending Agent; (b) maintain appropriate internal controls and procedures which include, as applicable, transaction and credit limits for borrowers; (c) establish daily the market value of both the securities loaned by the First Asset ETF under a securities lending transaction and the collateral held by the First Asset ETF; (d) if on any day the market value of the collateral held by the First Asset ETF is less than 102% of the market value of the borrowed securities, request that the borrower provide additional collateral to the First Asset ETF to make up the shortfall; and (e) ensure that the collateral to be delivered to the First Asset ETF is one or more of cash (if agreed to by the Manager and the applicable lending agent), qualified securities or securities immediately convertible into, or exchangeable for, securities of the same issuer, class or type, and same term, if applicable, as the securities being loaned by the First Asset ETF.

The Manager reviews its written policies and procedures at least annually to ensure that the risks associated with securities lending transactions are being properly managed. The Lending Agent reviews its written policies and procedures at least annually. The Lending Agent employs a risk management framework of counterparty limits and stringent collateral guidelines, including counterparty and program minimums and maximums for various security classes. Acceptable counterparties, counterparty limits and collateral guidelines are reviewed and amended as dictated by market conditions. At present, there are no simulations used to test the portfolios under stress conditions to measure risk in connection with the use of securities lending transactions.

### ***Short Selling***

A First Asset ETF may engage in short selling in compliance with NI 81-102 in order to manage volatility or enhance the performance of the First Asset ETF in declining or volatile markets. Short selling is an investment strategy whereby a First Asset ETF sells a security that it does not own on the basis that the Manager believes that the security is overvalued and that its market value will decline. The resulting trade creates a “short position” which will create a profit for the First Asset ETF if the market value of the security does, in fact, decline. A successful short strategy will allow a First Asset ETF to subsequently purchase the security (and thereby repay its “short position”) at a price that is lower than the price the First Asset ETF received for selling the securities, thereby creating a profit for the First Asset ETF.

In periods of little or negative corporate earnings growth and/or extreme market valuations, and in other circumstances when it appears likely that the market price of a particular security will decrease, short selling provides an opportunity for a First Asset ETF to control volatility and possibly enhance performance. The Manager is of the view that the First Asset ETFs can benefit from the implementation and execution of a controlled and limited short selling strategy. This strategy would operate as a complement to a First Asset ETF's primary strategy of purchasing securities with the expectation that they will appreciate in market value. Risks associated with short selling are managed by adhering to certain stringent controls.

## **OVERVIEW OF THE SECTORS THAT THE FIRST ASSET ETFS INVEST IN**

Each First Asset ETF invests in specific sectors as follows:

### **First Asset Core Canadian Equity ETF**

The First Asset Core Canadian Equity ETF invests in equity securities of primarily large capitalization Canadian issuers, either directly or indirectly through Other ETFs in accordance with NI 81-102.

### **First Asset Core U.S. Equity ETF**

The First Asset Core U.S. Equity ETF invests in equity securities of primarily large and mid-capitalization U.S. issuers, either directly or indirectly through Other ETFs in accordance with NI 81-102.

Please see "Investment Objectives" and "Investment Strategies" for additional information on the sectors applicable to each First Asset ETF.

## **INVESTMENT RESTRICTIONS**

The First Asset ETFs are subject to certain investment restrictions and practices contained in securities legislation, including NI 81-102, which are designed in part to ensure that the investments of the First Asset ETFs are diversified and relatively liquid and to ensure their proper administration. The investment restrictions and practices applicable to the First Asset ETFs which are contained in securities legislation, including NI-81-102, may not be deviated from without the prior consent of the Canadian securities regulatory authorities having jurisdiction over the First Asset ETFs. A change to the fundamental investment objectives of a First Asset ETF would require the approval of the Unitholders of that First Asset ETF. Please see "Unitholder Matters – Matters Requiring Unitholder Approval".

Subject to the following, and the exemptive relief that has been obtained, the First Asset ETFs are managed in accordance with the investment restrictions and practices set out in the applicable securities legislation, including NI-81-102. See "Exemptions and Approvals".

### **Tax Related Investment Restrictions**

The First Asset ETFs will not make an investment or conduct any activity that would result in a First Asset ETF (i) failing to qualify as a "unit trust" or "mutual fund trust" within the meaning of the Tax Act or (ii) being subject to the tax for "SIFT trusts" for purposes of the Tax Act. In addition, each First Asset ETF will not (i) make or hold any investment in property that would be "taxable Canadian property" (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof) if more than 10% of the First Asset ETF's property consisted of such property; (ii) invest in or hold (a) securities of or an interest in any non-resident entity, an interest in or a right or option to acquire such property, or an interest in a partnership which holds any such property if the First Asset ETF (or the partnership) would be required to include significant amounts in income pursuant to section 94.1 of the Tax Act, (b) an interest in a trust (or a partnership which holds such an interest) which would require the First Asset ETF (or the partnership) to report significant amounts of income in connection with such interest pursuant to the rules in section 94.2 of the Tax Act, or (c) any interest in a non-resident trust other than an "exempt foreign trust" for the purposes of section 94 of the Tax Act (or a partnership which holds such an interest); (iii) invest in any

security that would be a “tax shelter investment” within the meaning of section 143.2 of the Tax Act; or (iv) invest in any security of an issuer that would be a “foreign affiliate” of the First Asset ETF for purposes of the Tax Act.

## **FEES AND EXPENSES**

### **Fees and Expenses Payable by the First Asset ETFs**

#### *Management Fees*

Each class of Units of a First Asset ETF pays an annual management fee (the “**Management Fee**”) to the Manager equal to an annual percentage of the net asset value of that class, calculated daily and payable monthly in arrears, plus applicable taxes. The Management Fee compensates the Manager for services it provides to each First Asset ETF including, without limitation: investment advisory and portfolio management services, implementation of the First Asset ETF’s investment strategies, negotiating contracts with certain third-party service providers, including, but not limited to, investment managers, custodians, registrars, transfer agents, auditors and printers; authorizing the payment of operating expenses incurred on behalf of the First Asset ETF; maintaining certain accounting and financial records; calculating the amount and determining the frequency of distributions by the First Asset ETFs; ensuring that Unitholders are provided with financial statements and other reports as are required from time to time by applicable law; ensuring that the First Asset ETF complies with all other regulatory requirements including continuous disclosure obligations under applicable securities laws; administering purchases, redemptions and other transactions in Units; and arranging for any payments required upon termination of the First Asset ETF. The Management Fee of each class of Units of each First Asset ETF is 0.15% of the net asset value per Unit.

To encourage very large investments in a First Asset ETF and to ensure the Management Fee is competitive for these investments, the Manager may at its discretion agree to charge a reduced fee as compared to the fee it otherwise would be entitled to receive from the First Asset ETF with respect to investments in the First Asset ETF by Unitholders that hold, on average during any period specified by the Manager from time to time (currently a quarter), Units of the First Asset ETF having a specified aggregate value. Such a reduction will be dependent upon a number of factors, including the amount invested, the total assets of the First Asset ETF under administration and the expected amount of account activity. An amount equal to the difference between the fee otherwise chargeable and the reduced fee of the applicable First Asset ETF will be distributed quarterly in cash by the First Asset ETF, at the discretion of the Manager, to those Unitholders as Management Fee Distributions.

The availability and amount of Management Fee Distributions with respect to Units of a First Asset ETF will be determined by the Manager. Management Fee Distributions for a First Asset ETF will generally be calculated and applied based on a Unitholder’s average holdings of Units of the First Asset ETF over each applicable period as specified by the Manager from time to time. Management Fee Distributions will be available only to beneficial owners of Units of a First Asset ETF and not to the holdings of Units of the First Asset ETF by dealers, brokers or other CDS Participants that hold Units of the First Asset ETF on behalf of beneficial owners. Management Fee Distributions will be paid first out of net income of the First Asset ETF then out of capital gains of the First Asset ETF and thereafter out of capital. In order to receive a Management Fee Distribution for any applicable period, a beneficial owner of Units of a First Asset ETF must submit a claim for a Management Fee Distribution that is verified by a CDS Participant on the beneficial owner’s behalf and provide the Manager with such further information as the Manager may require in accordance with the terms and procedures established by the Manager from time to time.

The Manager reserves the right to discontinue or change Management Fee Distributions at any time. The tax consequences of Management Fee Distributions made by a First Asset ETF generally will be borne by the Unitholders of the First Asset ETF receiving these distributions from the Manager.

#### *Operating Expenses*

In addition to the Management Fee, each of the First Asset ETFs will pay for all ordinary expenses incurred in connection with its operation and administration. Unless otherwise waived or reimbursed by the Manager, and subject to compliance with NI 81-102, it is expected that the expenses for the First Asset ETFs will include, as

applicable, without limitation: all expenses related to the issuance of Units, all costs of portfolio transactions; audit fees; fees payable to third party service providers; trustee and custodial expenses; valuation, accounting and record keeping costs; legal expenses; permitted prospectus preparation and filing expenses; costs associated with delivering documents to Unitholders; listing fees and expenses and other administrative expenses and costs incurred in connection with the continuous public filing requirements; costs and expenses of preparing financial and other reports, costs and expenses arising as a result of complying with all applicable laws, regulations and policies; CDS fees; bank related fees and interest charges; extraordinary expenses; Unitholder reports and servicing costs; registrar and transfer agent fees; fees and expenses of the members of the IRC; expenses related to compliance with NI 81-107; fees and expenses relating to the voting of proxies by a third party; premiums for directors' and officers' insurance coverage for the members of the IRC; income taxes; Sales Taxes (including GST/HST); brokerage expenses and commissions; and withholding taxes. Such expenses will also include expenses of any action, suit or other proceedings in which or in relation to which the Manager, the Custodian, the IRC and/or any of their respective officers, directors, employees, consultants or agents is entitled to indemnity by a First Asset ETF.

Costs and expenses payable by the Manager, or an affiliate of the Manager, include the initial organization costs of the First Asset ETFs and the costs of the preparation and filing of the preliminary prospectus and initial prospectus.

### **Fees and Expenses Payable Directly by the Unitholders**

#### *Redemption Fee*

The Manager may, at its discretion, charge exchanging or redeeming Unitholders of a First Asset ETF a redemption fee of up to 0.25% of the exchange or redemption proceeds to offset certain transaction costs associated with the exchange or redemption of Units. The Manager will publish the current redemption fee, if any, on its website, [www.firstasset.com](http://www.firstasset.com). Any such redemption fee charged by the Manager will accrue to the applicable First Asset ETF. The redemption fee will not be charged to a Unitholder in connection with the buying or the selling of Units of a First Asset ETF on the TSX.

## **RISK FACTORS**

In addition to the considerations set out elsewhere in this prospectus, the following are certain considerations relating to an investment in Units which prospective investors should consider before purchasing such Units:

### **No Assurances on Achieving Investment Objective**

There is no assurance that the First Asset ETFs will achieve their investment objectives. The funds available for distributions to Unitholders will vary according to, among other things, the interest, dividends and other distributions paid on the securities in the portfolio and the value of the securities comprising the portfolio of each First Asset ETF. As the interest, dividends and other distributions received by a First Asset ETF may not be sufficient to meet its objectives in respect of the payment of distributions, the First Asset ETF may depend on the realization of capital gains to meet those objectives.

### **Securities Market Risk**

The value of most securities, including a First Asset ETF's portfolio securities, changes with securities market conditions. These conditions are affected by general economic and market conditions.

### **Specific Issuer Risk**

The value of securities will vary positively or negatively with developments within the specific companies or governments that issue such securities.

**Equity Risk**

Equities such as common shares give the holder part ownership in a company. The value of equity securities change with the fortunes of the company that issued them. General market conditions and the health of the economy as a whole can also affect equity prices. Equity related securities that provide indirect exposure to the equity securities of an issuer can also be affected by equity risk.

**Interest Rate Risk**

If a First Asset ETF invests in fixed-income or dividend-paying equity securities, the First Asset ETF's value may be influenced by changes in the general level of interest rates. If interest rates fall, the value of a First Asset ETF's units will tend to rise. If interest rates rise, the value of a First Asset ETF's units will tend to fall. Depending on a First Asset ETF's holdings, short-term interest rates can have a different influence on a First Asset ETF's value than long-term interest rates. If a First Asset ETF invests primarily in debt securities with longer-term maturities, the biggest influence on the First Asset ETF's value will be changes in the general level of long-term interest rates. If a First Asset ETF invests primarily in debt securities with shorter-term maturities, the biggest influence on the First Asset ETF's value will be changes in the general level of shorter-term interest rates.

**Credit Risk**

Credit risk is dependent upon a company's financial strength and reflects the possibility that a borrower, or the counterparty to a derivatives contract, is unable or unwilling to repay the loan or obligation, either on time or at all. Companies and governments that borrow money, and the debt securities they issue, are rated by specialized rating agencies. Securities that have a low credit rating have high credit risk. Credit rating downgrades and defaults (failure to make interest or principal payment) may potentially reduce a First Asset ETF's income and unit price. A deterioration of an issuer's financial strength may also affect the issuer's ability to make dividend payments.

**Regulatory Risk**

Legal and regulatory changes may occur that may adversely affect the First Asset ETFs and which could make it more difficult, if not impossible, for the First Asset ETFs to operate or to achieve their investment objectives. To the extent possible, the Manager will attempt to monitor such changes to determine the impact such changes may have on the First Asset ETFs and what can be done, if anything, to try and limit such impact.

There can be no assurance that applicable laws in Canada or in foreign jurisdictions, or other domestic or foreign legislation, legal and statutory rights will not be changed in a manner which adversely affects a First Asset ETF or its Unitholders. There can be no assurance that Canadian and foreign income tax, securities, and other applicable laws or the interpretation and application of such laws by courts or government authorities will not be changed in a manner which adversely affects a First Asset ETF, its Unitholders or distributions received by the First Asset ETF or by its Unitholders.

**Currency Exposure Risk**

As a portion of a First Asset ETF's portfolio may be invested in securities traded in U.S. dollars, the net asset value of such First Asset ETF, when measured in Canadian dollars, will, to the extent this has not been hedged against, be affected by changes in the value of the U.S. dollar relative to the Canadian dollar. A First Asset ETF may not be fully hedged and accordingly no assurance can be given that the First Asset ETF's portfolio will not be adversely impacted by changes in foreign exchange rates or other factors. The use of hedges, if used, involves special risks, including the possible default by the other party to the transaction, illiquidity and, to the extent the Manager's assessment of certain market movements is incorrect, the risk that the use of hedges could result in losses greater than if the hedging had not been used. Hedging arrangements may have the effect of limiting or reducing the total returns to a First Asset ETF if the Manager expectations concerning future events or market conditions prove to be incorrect. In addition, the costs associated with a hedging program may outweigh the benefits of the arrangements in such circumstances.

## **Derivatives Risk**

The use of derivatives does not guarantee that there will not be a loss or that there will be a gain. The following are some examples of the risks associated with the use of derivatives by a First Asset ETF:

- in the case of over-the-counter options and forward contracts, there is no guarantee that a market will exist for these investments when a First Asset ETF wants to close out its position; in the case of exchange traded options and futures contracts, there may be a risk of a lack of liquidity when the First Asset ETF wants to close out its position;
- futures exchanges may impose daily trading limits on certain derivatives, which could prevent a First Asset ETF from closing out its position;
- if the other party to the derivative, in the case of over-the-counter transactions, is unable to fulfil its obligations, a First Asset ETF could experience a loss or fail to realize a gain;
- if the First Asset ETF has an open position in an options, futures or forward contract with a dealer who goes bankrupt, the First Asset ETF could experience a loss and, for an open futures contract, a loss of margin deposits with that dealer; and
- if a derivative is based on a market index and trading is halted on a substantial number of securities in the index, or if there is a change in the composition of the index, it could have an adverse effect on the derivative.

## **Short Selling Risk**

A “short sale” will occur when a First Asset ETF borrows securities from a lender which are then sold in the open market (or “sold short”). At a later date, the same number of securities are repurchased by the First Asset ETF and returned to the lender. In the interim, the proceeds from the first sale are deposited with the lender and the First Asset ETF pays fees to the lender. If the value of the securities declines between the time that the First Asset ETF borrows the securities (and sells short) and the time it repurchases and returns the securities, the First Asset ETF makes a profit for the difference (less any fees the First Asset ETF is required to pay to the lender). Short selling involves certain risks. There is no assurance that securities will decline in value during the period of the short sale sufficient to offset the fees paid by the First Asset ETF and make a profit for the First Asset ETF, and securities sold short may instead appreciate in value. A First Asset ETF may also experience difficulties repurchasing and returning the borrowed securities if a liquid market for the securities does not exist. Also, the lender from whom the First Asset ETF has borrowed securities may go bankrupt and the First Asset ETF may lose the collateral it has deposited with the lender.

If a First Asset ETF engages in short selling, the First Asset ETF will adhere to controls and limits that are intended to offset these risks by short selling only securities of larger issuers for which a liquid market is expected to be maintained and by limiting the amount of exposure for short sales. The First Asset ETF will also deposit collateral only with lenders that meet certain criteria for creditworthiness and only up to certain limits.

Possible losses from short sales differ from losses that may be incurred from purchases of securities because losses from short sales may be unlimited, whereas losses from purchases are limited to the total amount invested. To deliver securities to a purchaser, a First Asset ETF must arrange through a broker to borrow the securities, and, as a result, the First Asset ETF becomes obligated to replace the securities borrowed at the market price at the time of replacement, whatever that price may be. A short sale therefore involves the theoretically unlimited risk of loss occasioned by an increase in the market price of the security between the date of the short sale and the date on which the First Asset ETF covers its short position. In addition, the borrowing of securities entails the payment of a borrowing fee (which may increase during the borrowing period) and the payment of any dividends or interest payable on the securities until they are replaced.

If a First Asset ETF is engaged in short selling it is required to maintain cash cover for its short positions and other investments may need to be sold quickly (and at potentially unattractive prices) in order to maintain sufficient cash cover.

### **Corresponding Net Asset Value Risk**

The Units of the First Asset ETFs may trade below, at, or above their respective net asset values per Unit. The net asset values per Unit will fluctuate with changes in the market value of a First Asset ETF's holdings. The trading prices of the Units will fluctuate in accordance with changes in the applicable First Asset ETF's net asset value per Unit, as well as market supply and demand on the TSX. However, given that Designated Brokers and Dealers may subscribe for or exchange a PNU of any First Asset ETF at the applicable net asset value per Unit, the Manager expects that large discounts or premiums to the net asset value per Unit of the First Asset ETFs should not be sustained.

### **Fluctuations in NAV and Market Price of Units Risk**

Units of a First Asset ETF may trade in the market at a premium or discount to the NAV and there can be no assurance that Units will trade at a price equal to the NAV. Whether Unitholders of a First Asset ETF will realize gains or losses upon a sale of Units will depend not upon the NAV but entirely upon whether the market price of Units at the time of sale is above or below the Unitholder's purchase price for the Units. The market price of the Units of a First Asset ETF will be determined by factors in addition to NAV such as relative supply of and demand for the Units in the market, general market and economic conditions, and other factors.

### **Designated Broker/Dealer Risk**

As the First Asset ETFs will only issue Units directly to Designated Broker and Dealers, in the event that a purchasing Designated Broker or Dealer is unable to meet its settlement obligations, the resulting costs and losses incurred will be borne by the applicable First Asset ETF.

### **Reliance on Key Personnel**

Unitholders will be dependent on the abilities of the Manager to effectively manage the First Asset ETFs in a manner consistent with their investment objectives, investment strategies and investment restrictions. The investment portfolios of the First Asset ETFs will be actively managed by the Manager. The Manager will apply investment techniques and risk analyses in making investment decisions for the First Asset ETFs, but there can be no guarantee that these decisions will produce the desired results.

There is no certainty that the individuals who are principally responsible for providing administration and portfolio management services to the First Asset ETFs will continue to be employed by the Manager.

### **Reliance on Historical Data Risk**

Past trends may not be repeated in the future. The accuracy of the historical data used by the Manager for research and development, which is often provided by third parties, cannot be guaranteed by the Manager. The Manager only seeks to obtain such data from companies that it believes to be highly reliable and of high reputation.

### **Potential Conflicts of Interest**

The Manager and its directors and officers and their respective affiliates and associates may engage in the promotion, management or investment management of other accounts, funds or trusts that invest primarily in the securities held by one or more of the First Asset ETFs.

Although officers, directors and professional staff of the Manager will devote as much time to the First Asset ETFs as is deemed appropriate to perform their respective duties, the staff of the Manager may have conflicts in allocating their time and services among the First Asset ETFs and the other funds managed by them.

### **Cease Trading of Securities Risk**

If the securities of an issuer included in the portfolio of a First Asset ETF are cease-traded by order of the relevant securities regulatory authority or are halted from trading by the relevant stock exchange, the applicable First Asset ETF may halt trading in its securities. Accordingly, securities of a First Asset ETF bear the risk of cease trading orders against all issuers whose securities are included in its portfolio, not just one. If portfolio securities of the First Asset ETFs are cease-traded by order of a securities regulatory authority, if normal trading of such securities is suspended on the relevant exchange, or if for any reason it is likely there will be no closing bid price for such securities, the First Asset ETFs may suspend the right to redeem securities for cash, subject to any required prior regulatory approval. If the right to redeem securities for cash is suspended, the First Asset ETFs may return redemption requests to securityholders who have submitted them. If securities are cease-traded, they may not be delivered on an exchange of a PNU for a Basket of Securities until such time as the cease-trade order is lifted.

### **Exchange Risk**

In the event that the TSX closes early or unexpectedly on any day that it is normally open for trading, Unitholders will be unable to purchase or sell Units on the TSX until it reopens and there is a possibility that, at the same time and for the same reason, the exchange and redemption of Units may be suspended until the TSX reopens.

### **Early Closing Risk**

Unanticipated early closings of a stock exchange on which securities held by a First Asset ETF are listed may result in that First Asset ETF being unable to sell or buy securities on that day. If the TSX closes early on a day when a First Asset ETF needs to execute a high volume of securities trades late in the trading day, the First Asset ETF may incur substantial trading losses.

### **Concentration Risk**

A First Asset ETF from time to time may be concentrated to a significant degree in securities of issuers or underlying funds focused in a single industry or sector. If a First Asset ETF concentrates its investments in an industry or sector, the First Asset ETF faces more risks than if it were diversified broadly over numerous industries or sectors. Such industry-based risks, any of which may adversely affect the issuers in which the First Asset ETF invests, may include, but are not limited to, the following: general economic conditions or cyclical market patterns that could negatively affect supply and demand in a particular industry; competition for resources, adverse labour relations, political or world events; obsolescence of technologies; and increased competition or new product introductions that may affect the profitability or viability of companies in an industry. In addition, at times, such industry or sector may be out of favor and underperform other industries or the market as a whole.

### **Illiquid Securities**

There is no assurance that an adequate market will exist for the securities in the portfolio. The Manager may be unable to acquire or dispose of securities in quantities or at prices which are acceptable to the Manager, if the market for such securities is illiquid.

### **Market Disruptions Risk**

War and occupation, terrorism and related geopolitical risks may in the future lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally. Those events could also have an acute effect on individual issuers or related groups of issuers. These risks could also adversely affect securities markets, inflation and other factors relating to the portfolio securities of the First Asset ETF.

## **Global Financial Developments Risk**

Significant events in foreign markets and economies can have material impacts on other markets worldwide, including Canada and the United States. Such events could, directly or indirectly, have a material effect on the prospects of a First Asset ETF and the value of the securities in its portfolio.

## **Tax Risk**

Each First Asset ETF qualifies as a “mutual fund trust” within the meaning of the Tax Act. For a First Asset ETF to qualify as a “mutual fund trust”, it must comply on a continuous basis with certain requirements relating to the qualification of its Units for distribution to the public, the number of Unitholders of a particular class of Units of the First Asset ETF and the dispersal of ownership of that class of its Units.

Currently, a trust will be deemed not to be a mutual fund trust if it is established or maintained primarily for the benefit of non-residents unless, at that time, all or substantially all of its property is property other than property that would be “taxable Canadian property” (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof). The current law does not provide any means of rectifying a loss of mutual fund trust status if this requirement is not met.

Provided a First Asset ETF complies with its investment restrictions set forth under the heading “Investment Restrictions”, no more than 10% of the fair market value of that First Asset ETF’s assets will at any time consist of property that would be “taxable Canadian property” (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof). The Declaration of Trust for the First Asset ETFs also contains a restriction on the number of permitted non-resident Unitholders.

If a First Asset ETF were to cease to qualify as a mutual fund trust, the income tax considerations as described under “Income Tax Considerations” would in some respects be materially and adversely different.

There can be no assurance that Canadian federal and provincial income tax laws respecting the treatment of mutual fund trusts will not be changed in a manner that adversely affects the Unitholders.

In determining its income for tax purposes, a First Asset ETF treats gains and losses on dispositions of securities in the portfolio as capital gains and losses. Generally, a First Asset ETF includes gains and deducts losses on income account in connection with investments made through certain derivatives, including certain short sales of securities, except where such derivatives are used to hedge portfolio securities held on capital account provided there is sufficient linkage and recognizes such gains or losses for tax purposes at the time they are realized by the First Asset ETF. In addition, gains or losses in respect of foreign currency hedges entered into in respect of amounts invested in a First Asset ETF’s portfolio will constitute capital gains and capital losses to the First Asset ETF if the portfolio securities are capital property to the First Asset ETF and there is sufficient linkage. Designations with respect to a First Asset ETF’s income and capital gains will be made and reported to Unitholders of the First Asset ETF on the foregoing basis. The CRA’s practice is not to grant advance income tax rulings on the characterization of items as capital gains or income and no advance income tax ruling has been requested or obtained. If some or all of the transactions undertaken by a First Asset ETF in respect of such dispositions or transactions were treated on income rather than capital account (whether because of the DFA Rules discussed under “Income Tax Considerations – Taxation of the First Asset ETFs” or otherwise), the net income of the First Asset ETF for tax purposes and the taxable component of distributions to Unitholders could increase. Any such redetermination by the CRA may result in a First Asset ETF being liable for unremitted withholding taxes on prior distributions made to Unitholders of the First Asset ETF who were not resident in Canada for the purposes of the Tax Act at the time of the distribution. Such potential liability may reduce the net asset value of, or trading prices of, the Units of the First Asset ETF.

Pursuant to rules in the Tax Act, a First Asset ETF that experiences a “loss restriction event” (i) will be deemed to have a year-end for tax purposes (which would result in an unscheduled distribution of the First Asset ETF’s net income and net realized capital gains, if any, at such time to Unitholders so that the First Asset ETF is not liable for non-refundable income tax on such amounts under Part I of the Tax Act), and (ii) will become subject to the loss restriction rules generally applicable to a corporation that experiences an acquisition of control, including a deemed

realization of any unrealized capital losses and restrictions on its ability to carry forward losses. Generally, a First Asset ETF will be subject to a loss restriction event if a person becomes a “majority-interest beneficiary”, or a group of persons becomes a “majority-interest group of beneficiaries”, of the First Asset ETF, as those terms are defined in the affiliated persons rules contained in the Tax Act, with certain modifications. Generally, a majority-interest beneficiary of a First Asset ETF is a beneficiary in the income or capital, as the case may be, of the First Asset ETF whose beneficial interests, together with the beneficial interests of persons and partnerships with whom the beneficiary is affiliated, have a fair market value that is greater than 50% of the fair market value of all the interests in the income or capital, as the case may be, of the First Asset ETF. Please see “Income Tax Considerations – Taxation of Unitholders” for the tax consequences of an unscheduled or other distribution to Unitholders. Trusts that qualify as “investment funds” as defined in the rules in the Tax Act relating to “loss restriction events” are generally excepted from the application of such rules. An “investment fund” for this purpose includes a trust that meets certain conditions, including satisfying certain of the conditions necessary to qualify as a “mutual fund trust” for purposes of the Tax Act, not using any property in the course of carrying on a business and complying with certain asset diversification requirements. If a First Asset ETF were not to qualify as an “investment fund”, it could potentially have a “loss restriction event” and thereby become subject to the related tax consequences described above.

The Tax Act contains rules concerning the taxation of publicly traded Canadian trusts and partnerships that own certain types of property defined as “non-portfolio property”. A trust that is subject to these rules is subject to trust level taxation, at rates comparable to those that apply to corporations, on the trust’s income earned from “non-portfolio property” to the extent that such income is distributed to its unitholders. A First Asset ETF will not be subject to tax under these rules as long as the First Asset ETF complies with its investment restrictions in this regard. If a First Asset ETF is subject to tax under these rules, the after-tax return to Unitholders of the First Asset ETF could be reduced, particularly in the case of a Unitholder who is exempt from tax under the Tax Act or is a non-resident of Canada.

Changes in the interpretation and administration of the 5% federal goods and services tax (“**GST**”) and federal harmonized sales tax (of up to 15%) applicable in Ontario, Nova Scotia, New Brunswick, Newfoundland and Labrador and Prince Edward Island (“**HST**”) may result in the First Asset ETFs being required to pay increased amounts of GST or HST.

The First Asset ETFs may invest in foreign equity or securities. Many foreign countries preserve their right under domestic tax laws and applicable tax conventions with respect to taxes on income and on capital (“**Tax Treaties**”) to impose tax on dividends paid or credited to, and any gains realized on the disposition of securities by, persons who are not resident in such countries. While the First Asset ETFs intend to make investments in such a manner as to minimize the amount of foreign taxes incurred under foreign tax laws and subject to any applicable Tax Treaties, investments in foreign equity securities may subject the First Asset ETFs to foreign taxes on dividends paid or credited to them or any gains realized on the disposition of such securities. Any foreign taxes incurred by a First Asset ETF will generally reduce the value of its portfolio. To the extent that such foreign tax paid by a First Asset ETF exceeds 15% of the amount included in the First Asset ETF’s income from such investments, such excess may generally be deducted by the First Asset ETF in computing its net income for the purposes of the Tax Act. To the extent that foreign tax paid does not exceed 15% of such amount and has not been deducted in computing the First Asset ETF’s income and the First Asset ETF designates its income from a foreign source in respect of a Unitholder of the First Asset ETF, the Unitholder will, for the purposes of computing its foreign tax credits, be entitled to treat the Unitholder’s proportionate share of foreign taxes paid by the First Asset ETF in respect of such income as foreign taxes paid by the Unitholder. The availability of foreign tax credits to a Unitholder of a First Asset ETF is subject to the detailed rules in the Tax Act.

### **Securities Lending, Repurchase and Reverse Repurchase Transaction Risk**

The First Asset ETFs are authorized to enter into securities lending, repurchase and reverse repurchase transactions in accordance with NI 81-102. In a securities lending transaction, a First Asset ETF lends its portfolio securities through an authorized agent to another party (often called a “**counterparty**”) in exchange for a fee and a form of acceptable collateral. In a repurchase transaction, a First Asset ETF sells its portfolio securities for cash through an authorized agent while at the same time assuming an obligation to repurchase the same securities for cash (usually at a lower price) at a later date. In a reverse repurchase transaction, a First Asset ETF buys portfolio securities for cash while at the same time agreeing to resell the same securities for cash (usually at a higher price) at a later date. The

following are some examples of the risks associated with securities lending, repurchase and reverse repurchase transactions:

- when entering into securities lending, repurchase and reverse repurchase transactions, a First Asset ETF is subject to the credit risk that the counterparty may default under the agreement and the First Asset ETF would be forced to make a claim in order to recover its investment;
- when recovering its investment on default, a First Asset ETF could incur a loss if the value of the portfolio securities loaned (in a securities lending transaction) or sold (in a repurchase transaction) has increased in value relative to the value of the collateral held by the First Asset ETF; and
- similarly, a First Asset ETF could incur a loss if the value of the portfolio securities it has purchased (in a reverse repurchase transaction) decreases below the amount of cash paid by the First Asset ETF to the counterparty.

The First Asset ETFs may engage in securities lending from time to time. When engaging in securities lending, a First Asset ETF will receive collateral in excess of the value of the securities loaned, and although such collateral is marked to market, the First Asset ETF may be exposed to the risk of loss should a borrower default on its obligations to return the borrowed securities and the collateral is insufficient to reconstitute the portfolio of loaned securities.

#### **Fund of Funds Investment Risk**

The First Asset ETFs may invest in other exchange traded funds, mutual funds, closed-end funds or public investment funds as part of their investment strategy. If a First Asset ETF invests in such underlying funds, its investment performance largely depends on the investment performance of the underlying funds in which it invests. Additionally, if an underlying fund suspends redemptions, the First Asset ETF may be unable to accurately value part of its investment portfolio and may be unable to redeem its Units. Underlying funds in which the First Asset ETFs may invest can be expected to incur fees and expenses for operations, such as investment advisory and administration fees, which may be in addition to those incurred by the First Asset ETFs.

#### **Exchange Traded Funds Risk**

The First Asset ETFs may invest in exchange traded funds that seek to provide returns similar to the performance of a particular market index or industry sector index. Any such exchange traded fund may not achieve the same return as its benchmark market or industry sector index due to differences in the actual weightings of securities held in the fund versus the weightings in the relevant index and due to the operating and administrative expenses of the fund. For example, an exchange traded fund may incur a number of operating expenses not applicable to the underlying index, and may incur costs in buying and selling securities, especially when rebalancing the exchange traded fund's securities holdings to reflect changes in the composition of the underlying index.

#### **Liability of Unitholders**

The Declaration of Trust provides that no Unitholder of a First Asset ETF will be subject to any personal liability whatsoever for any wilful or negligent acts or omissions or otherwise to any party in connection with the assets of the First Asset ETF or the affairs of the First Asset ETF. The Declaration of Trust also provides that a First Asset ETF must indemnify and hold each Unitholder of the First Asset ETF harmless from and against any and all claims and liabilities to which such Unitholder may become subject, by reason of being or having been a Unitholder of the First Asset ETF and must reimburse such Unitholder for all legal and other expenses reasonably incurred in connection with any such claim or liability. Despite the foregoing, there can be no absolute certainty, outside of Ontario, that a claim will not be made against a Unitholder of a First Asset ETF for liabilities which cannot be satisfied out of the assets of the First Asset ETF.

### Multi-Class Structure Risk

The Units are available in more than one class. If a First Asset ETF cannot pay the expenses or satisfy the obligations entered into by that First Asset ETF for the sole benefit of one of those classes of Units using that class of Unit's proportionate share of the assets, that First Asset ETF may have to pay those expenses or satisfy those obligations out of another class of Unit's proportionate share of the assets, which would lower the investment return of such other class of Units. In addition, a creditor of a First Asset ETF may seek to satisfy its claim from the assets of a particular First Asset ETF as a whole, even though its claim or claims relate only to a particular class of Units.

### Absence of an Active Market for the Units

Although the First Asset ETFs are listed on the TSX, there can be no assurance that an active public market for the Units will be sustained.

## INVESTMENT RISK CLASSIFICATION METHODOLOGY

### Risk Ratings of the First Asset ETFs

The investment risk level of each First Asset ETF is required to be determined in accordance with a standardized risk classification methodology that is based on its historical volatility, as measured by the 10-year standard deviation of its returns. As each First Asset ETF has less than 10 years of performance history, the Manager calculates its investment risk level by using a reference index that is expected to reasonably approximate the standard deviation of the applicable First Asset ETF. Once a First Asset ETF has 10 years of performance history, the methodology will calculate the standard deviation of the First Asset ETF by using its performance history, rather than that of its reference index. Each First Asset ETF is assigned an investment risk rating in one of the following categories: low, low to medium, medium, medium to high or high risk.

The reference index used for each First Asset ETFs is as follows:

First Asset ETF	Reference Index	Description of Reference Index
First Asset Core Canadian Equity ETF	The reference index is a proprietary blend of the actual underlying index for each of the exchange traded funds that the First Asset ETF holds; which allocations are optimally rebalanced every quarter and include Morningstar® Canada Target Value Index™, Morningstar® Canada Target Momentum Index™, Morningstar® Canada Target Dividend Index™ and MSCI Canada Risk Weighted Index.	Morningstar® Canada Target Value Index™ provides rules-based exposure to Canadian stocks that appear to be trading below intrinsic value. Morningstar® Canada Target Momentum Index™ provides rules-based exposure to Canadian stocks with upward share price trends and favourable earnings. Morningstar® Canada Target Dividend Index™ provides rules-based exposure to fundamentally sound Canadian dividend stocks. MSCI Canada Risk Weighted Index provides rules-based exposure to some of the least volatile equity securities in Canada.
First Asset Core U.S. Equity ETF	The reference index is a proprietary blend of the actual underlying index for each of the exchange traded funds that the First Asset ETF holds; which allocations are optimally rebalanced every quarter and include Morningstar® US Target Value Index™, Morningstar® US Target Momentum Index™, Morningstar® US Target Dividend Index™ and MSCI USA Risk Weighted Top 150	Morningstar® US Target Value Index™ provides rules-based exposure to U.S. stocks that appear to be trading below intrinsic value. Morningstar® US Target Momentum Index™ provides rules-based exposure to US stocks with upward share price trends and favourable earnings. Morningstar® US Target Dividend Index™ provides rules-based exposure to fundamentally sound US dividend stocks. MSCI USA Risk Weighted Top 150

	Morningstar® US Target Dividend Index™ and MSCI USA Risk Weighted Top 150 Index.	Index provides rules-based exposure to some of the least volatile equity securities in the United States.
--	--	---

Unitholders should know that other types of risks, both measurable and non-measurable, exist. Also, just as historical performance may not be indicative of future returns, historical volatility may not be indicative of future volatility. The risk rating of each First Asset ETF is reviewed annually and anytime it is no longer reasonable in the circumstances. A more detailed explanation of the risk classification methodology used to identify the risk rating is available on request, at no cost, by calling 416-642-1289 or toll-free 1-877-642-1289 or by emailing info@firstasset.com.

### **DISTRIBUTION POLICY**

Any cash distributions of income on the Units are expected to be made at least quarterly in the currency in which the Units of the applicable First Asset ETF are denominated. The First Asset ETFs do not have a fixed distribution amount. The amount of such distributions, if any, will be based on the Manager's assessment of anticipated cash flow and anticipated expenses of the First Asset ETF from time to time. The date of any cash distribution of the First Asset ETF will be announced in advance by issuance of a press release. The Manager may, in its complete discretion, change the frequency of these distributions and any such change will be announced by press release.

Depending on the underlying investments of a First Asset ETF, distributions on Units may consist of ordinary income sourced from dividends or distributions received by the First Asset ETF and income sourced from foreign source income but may also include net realized capital gains, in any case, less the expenses of the First Asset ETF and may include returns of capital.

#### **Year-End Distributions**

If, in any taxation year, after the ordinary distributions, there would remain in a First Asset ETF additional net income or net realized capital gains, the First Asset ETF will, after December 15 but on or before December 31 of that year, be required to pay or make payable such net income and net realized capital gains as one or more special year-end distributions in such year to Unitholders as is necessary to ensure that the First Asset ETF will not be liable for income tax on such amounts under Part I of the Tax Act (after taking into account all available deductions, credits and refunds). Such special distributions may be paid in the form of Units of the relevant class of the First Asset ETF and/or cash. Any special distributions payable in Units of the relevant class of a First Asset ETF will increase the aggregate adjusted cost base of a Unitholder's Units of that class. Immediately following payment of such a special distribution in Units, the number of Units of that class outstanding will be automatically consolidated such that the number of Units of that class outstanding after such distribution will be equal to the number of Units of that class outstanding immediately prior to such distribution, except in the case of a non-resident Unitholder to the extent tax is required to be withheld in respect of the distribution. See "Income Tax Considerations".

#### **Distribution Reinvestment Plan**

At any time, Unitholders of a First Asset ETF may elect to participate in the Manager's distribution reinvestment plan (the "**Reinvestment Plan**") by contacting the CDS Participant through which the Unitholder holds its Units. Under the Reinvestment Plan, cash distributions (net of any required withholding tax) will be used to acquire additional Units of the same class of that First Asset ETF (the "**Plan Units**") from the market and will be credited to the account of the Unitholder (the "**Plan Participant**") through CDS.

Any eligible Unitholder may enrol in the Reinvestment Plan by notifying the CDS Participant through which the Unitholder holds its Units of such Unitholder's intention to participate in the Reinvestment Plan. Under the Reinvestment Plan, cash distributions will be used to acquire Plan Units in the market and will be credited to the account of the Plan Participant through CDS. The CDS Participant must, on behalf of such Plan Participant, elect online via CDSX no later than 5:00 p.m. (Toronto time) on each applicable Distribution Record Date in respect of

the next expected distribution in which the Unitholder wishes to participate. These elections are received directly by the Plan Agent via CDSX. If this election via CDSX is not received by the Plan Agent by the applicable deadline, the Unitholder will not participate in the Reinvestment Plan for that distribution.

The tax treatment to Unitholders of a First Asset ETF of reinvested distributions is discussed under the heading “Income Tax Considerations”.

#### *Fractional Units*

No fractional Plan Units will be purchased or sold under the Reinvestment Plan. Payments in cash for any remaining uninvested funds may be made in lieu of fractional Plan Units by the Plan Agent to CDS or CDS Participant, on a monthly or quarterly basis, as the case may be. Where applicable, CDS will, in turn, credit the Plan Participant, via the applicable CDS Participant.

#### *Amendments, Suspension or Termination of the Reinvestment Plan*

Any Plan Participant may withdraw from the Reinvestment Plan by contacting the CDS Participant through which the Unitholder holds its Units.

Plan Participants may voluntarily terminate or modify their participation in the Reinvestment Plan. Plan Participants no longer wishing to participate in the Reinvestment Plan must notify their CDS Participant no later than 4:00 p.m. (Toronto time) at least two business days immediately prior to the applicable Distribution Record Date. If notice is received after this deadline, participation will continue for that distribution only. Future distributions will be made in cash to such Unitholders.

The Manager may terminate the Reinvestment Plan with respect to any First Asset ETF in its sole discretion, upon not less than 30 days’ notice to: (i) the Plan Participants, via the CDS Participants through which the Plan Participants hold their Units, (ii) the Plan Agent, and (iii) the TSX (if applicable). The Manager may also amend, modify or suspend the Reinvestment Plan with respect to any First Asset ETF at any time in its sole discretion, provided that it complies with certain requirements and gives notice of that amendment, modification or suspension (which notice may be given by issuing a press release containing a summary description of the amendment or in any other manner the Manager determines appropriate) to: (i) CDS Participants through which the Reinvestment Plan Participants hold their Units, (ii) the Plan Agent, and (iii) the TSX (if applicable). The Reinvestment Plan will terminate automatically with respect to any First Asset ETF upon the termination of such First Asset ETF.

The Manager may adopt additional rules and regulations to facilitate the administration of the Reinvestment Plan, subject to the approval of the TSX (if required by the TSX rules). The Manager may, in its sole discretion, and upon at least 30 days’ written notice to the Plan Agent, remove the Plan Agent and appoint a new Plan Agent.

#### *Other Provisions*

Participation in the Reinvestment Plan is restricted to Unitholders who are residents of Canada for the purposes of the Tax Act. Partnerships (other than “Canadian partnerships” as defined in the Tax Act) are not eligible to participate in the Reinvestment Plan. Upon becoming a non-resident of Canada or a partnership (other than a Canadian partnership), a Plan Participant shall notify their CDS Participant and terminate participation in the Reinvestment Plan immediately. For the purpose of the Reinvestment Plan, the Plan Agent will not have any duty to inquire into the residency status or partnership status of Plan Participants, nor will the Plan Agent be required to know the residency status or partnership status of Plan Participants other than as notified by CDS or the Manager.

The automatic reinvestment of the distributions under the Reinvestment Plan will not relieve Plan Participants of any income tax applicable to such distributions. Each Plan Participant will be mailed annually the information necessary to enable such Plan Participant to complete an income tax return with respect to amounts paid or payable by the First Asset ETF to the Plan Participant in the preceding taxation year.

## PURCHASES OF UNITS

### Issuance of Units of a First Asset ETF

Units of the First Asset ETFs are being issued and sold on a continuous basis and there is no maximum number of Units that may be issued.

#### *To Designated Brokers and Dealers*

All orders to purchase Units directly from the First Asset ETFs must be placed by Designated Brokers or Dealers. The First Asset ETFs reserve the absolute right to reject any subscription order placed by a Designated Broker and/or a Dealer. No fees will be payable by a First Asset ETF to a Designated Broker or a Dealer in connection with the issuance of Units of the First Asset ETF. On the issuance of Units, the Manager may, at its discretion, charge an administrative fee to a Designated Broker or Dealer to offset any expenses (including any applicable TSX additional listing fees) incurred in issuing the Units.

On any Trading Day, a Designated Broker or a Dealer may place a subscription order for the PNU or integral multiple PNU of a First Asset ETF.

If a subscription order is received by a First Asset ETF at or before 9:00 a.m. (Toronto time) on any Trading Day, or such later time prior to the Valuation Time on such Trading Day as the Manager may permit, and is accepted by the Manager, the First Asset ETF will generally issue to the Dealer or Designated Broker the PNU (or an integral multiple thereof) within two Trading Days from the effective date of the subscription order. The First Asset ETF must receive payment for the Units subscribed for within two Trading Days from the effective date of the subscription order. The effective date of a subscription order is the Trading Day on which the Valuation Time that applies to such subscription order takes place.

Unless the Manager shall otherwise agree or the Declaration of Trust shall otherwise provide, as payment for a PNU of a First Asset ETF, a Dealer or Designated Broker must deliver subscription proceeds consisting of a Basket of Securities and cash in an amount sufficient so that the value of the Basket of Securities and cash delivered is equal to the net asset value of the applicable PNU of the First Asset ETF determined at the Valuation Time on the effective date of the subscription order.

The Manager may, in its complete discretion, instead accept subscription proceeds consisting of (i) cash only in an amount equal to the net asset value of the applicable PNU of the First Asset ETF determined at the Valuation Time on the effective date of the subscription order, plus (ii) if applicable, the Cash Creation Fee.

The Cash Creation Fee, if any, applicable in respect of any First Asset ETF will be specified from time to time at the discretion of the Manager and will be published on each Trading Day on its website, [www.firstasset.com](http://www.firstasset.com).

The Manager will, except when circumstances prevent it from doing so, publish the applicable PNU for a First Asset ETF following the close of business on each Trading Day on its website, [www.firstasset.com](http://www.firstasset.com). The Manager may, at its discretion, increase or decrease the applicable PNU from time to time.

#### *To Unitholders as Reinvested Distributions*

In addition to the issuance of Units as described above, distributions may be made by way of issuance of Units and Units of a First Asset ETF may be issued to Unitholders of a First Asset ETF on the automatic reinvestment of certain distributions in accordance with the distribution policy of the First Asset ETFs. See “Distribution Policy”.

### Buying and Selling Units of a First Asset ETF

Units of the First Asset ETFs are currently listed on the TSX. Investors can buy or sell Units of a First Asset ETF on the TSX through registered brokers and dealers in the province or territory where the investors reside. Investors may

incur customary brokerage commissions in buying or selling Units. No fees are paid by investors to the Manager or any First Asset ETF in connection with the buying or selling of Units on the TSX.

#### *Special Considerations for Unitholders*

The provisions of the so-called “early warning” requirements set out in Canadian securities legislation do not apply in connection with the acquisition of Units of a First Asset ETF. In addition, each First Asset ETF is entitled to rely on exemptive relief from the securities regulatory authorities to permit a Unitholder of that First Asset ETF to acquire more than 20% of the Units of that First Asset ETF through purchases on the TSX without regard to the takeover bid requirements of applicable Canadian securities legislation, provided that such Unitholder, and any person acting jointly or in concert with such Unitholder, undertakes to the Manager not to vote more than 20% of the Units of that First Asset ETF at any meeting of Unitholders of that ETF.

### **EXCHANGE AND REDEMPTION OF UNITS**

#### *Exchange of Units at Net Asset Value per Unit for Baskets of Securities and/or Cash*

Unitholders of a First Asset ETF may exchange the applicable PNU (or an integral multiple thereof) of the First Asset ETF on any Trading Day for Baskets of Securities and cash, subject to the requirement that a minimum PNU be exchanged. To effect an exchange of Units of a First Asset ETF, a Unitholder must submit an exchange request in the form and at the location prescribed by the First Asset ETF from time to time at or before 9:00 a.m. (Toronto time) on a Trading Day, or such other time prior to the Valuation Time on such Trading Day as the Manager may permit. The exchange price will be equal to the net asset value of each PNU tendered for exchange determined at the Valuation Time on the effective date of the exchange request, payable by delivery of a Basket of Securities (constituted as most recently published prior to the effective date of the exchange request) and cash. The Units will be redeemed in the exchange. The Manager will also make available to Dealers and Designated Brokers the applicable PNU to redeem Units of the First Asset ETFs on each Trading Day. The effective date of an exchange request is the Trading Day on which the Valuation Time that applies to such redemption request takes place.

Upon the request of a Unitholder, the Manager may, in its complete discretion, satisfy an exchange request by delivering cash only in an amount equal to the net asset value of each PNU tendered for exchange determined at the Valuation Time on the effective date of the exchange request, provided that the Unitholder agrees to pay the Cash Exchange Fee, if applicable.

The Cash Exchange Fee, if any, applicable in respect of any First Asset ETF will be specified from time to time at the discretion of the Manager and will be published on each Trading Day on its website, [www.firstasset.com](http://www.firstasset.com).

If an exchange request is not received by the applicable cut-off time, the exchange order will be effective only on the next Trading Day. Settlement of exchanges for Baskets of Securities and/or cash will generally be made by the second Trading Day after the effective day of the exchange request.

If any securities in which a First Asset ETF has invested are cease traded at any time by order of a securities regulatory authority or other relevant regulator or stock exchange, the delivery of Baskets of Securities to a Unitholder, Dealer or Designated Broker on an exchange in the PNU may be postponed until such time as the transfer of the Baskets of Securities is permitted by law.

As described under “Book-Entry Only System”, registration of interests in, and transfers of, Units will be made only through the book-entry only system of CDS. The redemption rights described below must be exercised through the CDS Participant through which the owner holds Units. Beneficial owners of Units should ensure that they provide redemption instructions to the CDS Participant through which they hold such Units sufficiently in advance of the cut-off times described below to allow such CDS Participant to notify CDS and for CDS to notify the Registrar and Transfer Agent prior to the relevant cut-off time.

### *Redemption of Units of a First Asset ETF for Cash*

On any Trading Day, Unitholders of a First Asset ETF may redeem (i) Units of the First Asset ETF for cash 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 less any applicable redemption fee determined by the Manager, in its sole discretion, from time to time, or (ii) a PNU of a First Asset ETF or a multiple PNU of a First Asset ETF for cash equal to the net asset value of that number of Units of the First Asset ETF less any applicable redemption fee determined by the Manager, in its sole discretion from time to time. Because Unitholders will generally be able to sell Units at the market price on the TSX through a registered broker or dealer subject only to customary brokerage commissions, Unitholders of the First Asset ETFs are advised to consult their brokers, dealers or investment advisors before redeeming such Units for cash. No fees or expenses are paid by Unitholders to the Manager or any First Asset ETF in connection with selling Units on the TSX.

In order for a cash redemption to be effective on a Trading Day, a cash redemption request with respect to the applicable First Asset ETF must be delivered to the Manager in the form and at the location prescribed by the Manager from time to time at or before 9:00 a.m. (Toronto time) on such Trading Day. Any cash redemption request received after such time will be effective only on the next Trading Day. Where possible, payment of the redemption price will be made by no later than the second Trading Day after the effective day of the redemption. The cash redemption request forms may be obtained from any registered broker or dealer.

Unitholders that have delivered a redemption request prior to the Distribution Record Date for any distribution will not be entitled to receive that distribution.

In connection with the redemption of Units of a First Asset ETF, the First Asset ETF will generally dispose of securities or other financial instruments.

### *Conversion of Units*

Unitholders may convert Units of any class of a First Asset ETF (the “**Converting Units**”) into whole Units of any other class of the same First Asset ETF (the “**Converted Units**”) in any month. To do so, the Converting Units must be surrendered and the Unitholder’s CDS Participant must deliver to CDS (at its office in the City of Toronto) on behalf of the Unitholder a written notice of the Unitholder’s intention to convert during the period from the first day of a month until 5:00 p.m. (Toronto time) on the last business day prior to the 16th day of such month. Converting Units surrendered for conversion will be converted on the last Trading Day of that month (the “**Monthly Conversion Date**”). For a Unitholder’s Converting Units so converted, the Unitholder will receive a number of whole Converted Units equal to the net asset value per Converting Unit as of the Monthly Conversion Date, multiplied by the number of Converting Units so converted divided by the net asset value per Converted Unit as of the Monthly Conversion Date. In the case of a conversion to or from US\$ Units, the applicable net asset value per Converting Unit or Converted Unit, as the case may be, will be determined for purposes of such conversion using the applicable rate of exchange determined by the Manager on the Monthly Conversion Date. As no fractional Units will be issued upon conversion, any remaining fraction of a Converting Unit will be redeemed at its net asset value.

Unitholders who desire to convert their Units should ensure that the CDS Participant is provided with notice of his or her intention to do so sufficiently in advance of the relevant notice period so as to permit the CDS Participant to deliver notice to CDS and so as to permit CDS to deliver notice to the Registrar and Transfer Agent in advance of the required time.

The tax treatment to Unitholders of the conversion of Units is discussed under the heading “Income Tax Considerations”.

### *Suspension of Exchanges and Redemptions*

The Manager may suspend the exchange or redemption of Units of a First Asset ETF or payment of redemption proceeds of a First Asset ETF: (i) during any period when normal trading is suspended on a stock exchange or other market on which securities owned by the First Asset ETF are listed and traded, if these securities represent more

than 50% by value or underlying market exposure of the total assets of the First Asset ETF, without allowance for liabilities, and if these securities are not traded on any other exchange that represents a reasonably practical alternative for the First Asset ETF; or (ii) with the prior permission of the securities regulatory authorities where required, for any period not exceeding 30 days during which the Manager determines that conditions exist which render impractical the sale of assets of the First Asset ETF or which impair the ability of the Custodian to determine the value of the assets of the First Asset ETF. The suspension may apply to all requests for exchange or redemption received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. All Unitholders making such requests shall be advised by the Manager of the suspension and that the exchange or redemption will be effected at a price determined on the first Valuation Day following the termination of the suspension. All such Unitholders shall have and shall be advised that they have the right to withdraw their requests for exchange or redemption. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist, provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with official rules and regulations promulgated by any government body having jurisdiction over a First Asset ETF, any declaration of suspension made by the Manager shall be conclusive.

#### *Redemption Fee*

The Manager may, at its discretion, charge exchanging or redeeming Unitholders a redemption fee of up to 0.25% of the exchange or redemption proceeds to offset certain transaction costs associated with the exchange or redemption of Units. The Manager will publish the current redemption fee, if any, on its website, [www.firstasset.com](http://www.firstasset.com).

#### *Allocations of Capital Gains to Redeeming or Exchanging Unitholders*

Pursuant to the Declaration of Trust, a First Asset ETF may allocate and designate as payable any capital gains realized by the First Asset ETF as a result of any disposition of property of the First Asset ETF undertaken to permit or facilitate the redemption or exchange of Units to a Unitholder whose Units are being redeemed or exchanged. Any such allocations and designations will reduce the redemption price otherwise payable to the redeeming Unitholder.

#### **Book-Entry Only System**

Registration of interests in, and transfers of, Units of a First Asset ETF will be made only through the book-entry only system of CDS. Units of a First Asset ETF must be purchased, transferred and surrendered for redemption only through a CDS Participant. All rights of an owner of Units must be exercised through, and all payments or other property to which such owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds such Units. Upon buying Units of a First Asset ETF, the owner will receive only the customary confirmation. References in this prospectus to a holder of Units means, unless the context otherwise requires, the owner of the beneficial interest of such Units.

Neither a First Asset ETF nor the Manager will have any liability for: (i) records maintained by CDS relating to the beneficial interests in Units or the book entry accounts maintained by CDS; (ii) maintaining, supervising or reviewing any records relating to such beneficial ownership interests; or (iii) any advice or representation made or given by CDS and made or given with respect to the rules and regulations of CDS or any action taken by CDS or at the direction of the CDS Participants.

The ability of a beneficial owner of Units of a First Asset ETF to pledge such Units or otherwise take action with respect to such owner's interest in such Units (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

A First Asset ETF has the option to terminate registration of Units through the book-entry only system in which case certificates for Units in fully registered form will be issued to beneficial owners of such Units or to their nominees.

## Short-Term Trading

Unlike conventional open-end mutual fund trusts in which short term trading by investors may cause the mutual fund to incur additional unnecessary trading costs in connection with the purchase of additional portfolio securities and the sale of portfolio securities to fund unitholder redemptions, the Manager does not believe that it is necessary to impose any short-term trading restrictions on the First Asset ETFs at this time as: (i) the First Asset ETFs are exchange traded funds that are primarily traded in the secondary market; and (ii) the few transactions involving Units of the First Asset ETFs that do not occur on the secondary market involve Designated Brokers and Dealers, who can only purchase or redeem Units in a PNU and on whom the Manager may impose a redemption fee. The redemption fee is intended to compensate a First Asset ETF for any costs and expenses incurred by the First Asset ETF in order to fund the redemption.

## PRIOR SALES

### Trading Price and Volume

The following charts provide the price ranges and volume of Units of each of the First Asset ETFs traded on the TSX for each month, or partial month, as applicable, during the 12 months preceding the date of this prospectus:

#### *First Asset Core Canadian Equity ETF*

Month	Unit Price Range (\$)	Volume of Units Traded
<b>2017</b>		
February	20.45 - 21.00	10,032
March	20.34 - 20.74	29,248
April	20.58 - 20.91	21,763
May	20.43 - 20.93	24,561
June	20.29 - 20.70	15,205
July	20.16 - 20.28	11,161
August	20.04 - 20.35	4,984
September	20.70 - 20.83	1,323
October	21.00 - 21.36	17,864
November	21.26 - 21.54	14,730
December	21.30 - 21.73	13,047
<b>2018</b>		
January	21.34 - 21.83	9,450

#### *First Asset Core U.S. Equity ETF*

Month	Unit Price Range (\$)			Volume of Units Traded		
	Common Units	Unhedged Common Units	US\$ Units	Common Units	Unhedged Common Units	US\$ Units
<b>2017</b>						
February	21.68 - 22.37	23.81 - 24.63	22.30 - 22.53	4,185	11,727	1,235
March	21.75 - 22.18	24.30 - 25.23	N/A	9,901	38,028	0
April	21.67 - 21.98	24.11 - 25.50	N/A	4,563	5,999	0
May	21.46 - 21.91	24.71 - 25.27	21.81 - 22.06	18,575	13,464	6,185
June	22.06 - 22.16	24.52 - 25.13	N/A	28,075	2,845	0
July	22.10 - 22.60	23.68 - 24.09	N/A	3,142	6,502	0
August	21.97 - 22.45	23.79 - 24.00	N/A	1,907	2,267	0
September	22.36 - 23.02	22.95 - 24.20	N/A	13,110	18,849	0

October	23.20 - 23.50	24.47 - 25.53	N/A	18,510	18,643	0
November	23.50 - 23.94	25.00 - 25.53	N/A	30,185	26,615	0
December	23.85 - 24.21	25.79 - 26.51	24.67 - 24.72	1,645	20,858	8,150
<b>2018</b>						
January	24.58 - 25.17	26.00 - 26.62	24.64 - 25.21	1,331	11,164	17,050

### INCOME TAX CONSIDERATIONS

The following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations under the Tax Act generally applicable to the acquisition, holding and disposition of Units of a First Asset ETF by a Unitholder of the First Asset ETF who acquires Units of the First Asset ETF pursuant to this prospectus. This summary only applies to a prospective Unitholder of a First Asset ETF who is an individual (other than a trust) resident in Canada for purposes of the Tax Act, who deals at arm's length with the First Asset ETF and the Designated Broker or Dealer and is not affiliated with the First Asset ETF or the Designated Broker or Dealer and who holds Units of the First Asset ETF as capital property (a "**Holder**").

Generally, Units of a First Asset ETF will be considered to be capital property to a Holder provided that the Holder does not hold such Units in the course of carrying on a business of buying and selling securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Assuming that a First Asset ETF is a "mutual fund trust" for purposes of the Tax Act, certain Holders who might not otherwise be considered to hold Units of the First Asset ETF as capital property may, in certain circumstances, be entitled to have such Units and all other "Canadian securities" owned or subsequently acquired by them treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. This summary does not apply to a Holder who has entered or will enter into a "derivative forward agreement" as that term is defined in the Tax Act with respect to the Units or any Basket of Securities disposed of in exchange for Units.

This summary is based on the assumptions that at all times each First Asset ETF has complied with and will continue to comply with its investment restrictions and that none of the issuers of the securities in the portfolio of a First Asset ETF will be foreign affiliates of the First Asset ETF or of any Holder for purposes of the Tax Act.

This summary is based on the current provisions of the Tax Act and an understanding of the current publicly available administrative policies and assessing practices of the CRA published in writing prior to the date hereof. This summary takes into account the Tax Amendments. This description is not exhaustive of all Canadian federal income tax consequences and does not take into account or anticipate changes in the law or in administrative policy or assessing practice, whether by legislative, governmental or judicial action other than the Tax Amendments in their present form, nor does it take into account provincial, territorial or foreign tax considerations which may differ significantly from those discussed herein. There can be no assurance that the Tax Amendments will be enacted in the form publicly announced, or at all.

All U.S. dollar amounts relevant in computing any amount under the Tax Act with respect to the US\$ Units, including the acquisition, holding or disposition thereof, will be determined for purposes of the Tax Act in Canadian dollars at the appropriate exchange rate prevailing on the date of the transaction in accordance with the rules in the Tax Act. Holders of US\$ Units may realize gains and losses by virtue of the fluctuation in the value of U.S. dollars relative to Canadian dollars.

**This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in Units of a First Asset ETF. This summary does not address the deductibility of interest on any funds borrowed by a Unitholder to purchase Units of a First Asset ETF. The income and other tax consequences of investing in Units will vary depending on an investor's particular circumstances including the province or territory in which the investors reside or carries on business. Accordingly, this summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any holder of Units of a First Asset ETF. Prospective investors should consult their own tax advisors with respect to the income tax consequences to them of an acquisition of Units of a First Asset ETF based on their particular circumstances.**

### Status of the First Asset ETFs

This summary is based on the assumptions that each First Asset ETF qualifies at all times as a “mutual fund trust” within the meaning of the Tax Act, that each First Asset ETF validly elected under the Tax Act to be a mutual fund trust from the date it was established, and that each First Asset ETF has not been established and has not been and will not be maintained primarily for the benefit of non-residents unless, at that time, substantially all of its property consists of property other than property that would be “taxable Canadian property” within the meaning of the Tax Act (if the definition of such term were read without reference to paragraph (b) of that definition).

To qualify as a mutual fund trust a First Asset ETF (i) must be a Canadian resident “unit trust” for purposes of the Tax Act, (ii) the only undertaking of the First Asset ETF must be (a) the investing of its funds in property (other than real property or interests in real property or an immovable or a real right in an immovable), (b) the acquiring, holding, maintaining, improving, leasing or managing of any real property (or interest in real property) or of any immovable (or real right in immovables) that is capital property of the First Asset ETF, or (c) any combination of the activities described in (a) and (b), (iii) the First Asset ETF must comply with certain requirements respecting the qualification of its Units for distribution to the public, and (iv) the First Asset ETF must comply with certain minimum requirements respecting the ownership and dispersal of Units of a particular class (the “**minimum distribution requirements**”). In this connection, (i) the Manager intends to cause each First Asset ETF to qualify as a unit trust throughout the life of the First Asset ETF, (ii) each First Asset ETF’s undertaking conforms with the restrictions for mutual fund trusts, and (iii) the Manager has no reason to believe that the First Asset ETF will not comply with the minimum distribution requirements at all relevant times.

If a First Asset ETF were not to qualify as a mutual fund trust at all times, the income tax considerations described below would, in some respects, be materially and adversely different in respect of that First Asset ETF.

Provided the Units of a First Asset ETF are listed on a “designated stock exchange” (within the meaning of the Tax Act) or the First Asset ETF qualifies as a “mutual fund trust” within the meaning of the Tax Act, the Units of that First Asset ETF will be qualified investments under the Tax Act for a trust governed by an RRSP, a RRIF, a DPSP, an RDSP, an RESP or a TFSA (the “Plans”). See “Income Tax Considerations – Taxation of Registered Plans” for the consequences of holding Units in Plans.

### Taxation of the First Asset ETFs

Each of the First Asset ETFs has elected to have a taxation year that ends on December 15 of each calendar year. Each First Asset ETF must pay tax on its net income (including net realized taxable capital gains) for a taxation year, less the portion thereof that it deducts in respect of the amount paid or payable to its Unitholders in the calendar year in which the taxation year-end falls. An amount will be considered to be payable to a Unitholder of a First Asset ETF in a calendar year if it is paid to the Unitholder in that year by the First Asset ETF or if the Unitholder is entitled in that year to enforce payment of the amount. The Declaration of Trust of each First Asset ETF requires that sufficient amounts be paid or made payable each year so that the First Asset ETF is not liable for any non-refundable income tax under Part I of the Tax Act.

A First Asset ETF is required to include in its income for each taxation year any dividends received (or deemed to be received) by it in such year on a security held in its portfolio.

In general, a First Asset ETF will realize a capital gain (or capital loss) upon the actual or deemed disposition of a security included in its portfolio to the extent the proceeds of disposition net of any amounts included as interest on the disposition of the security and any reasonable costs of disposition exceed (or are less than) the adjusted cost base of such security unless the First Asset ETF were considered to be trading or dealing in securities or otherwise carrying on a business of buying and selling securities or the First Asset ETF has acquired the security in a transaction or transactions considered to be an adventure or concern in the nature of trade. Each First Asset ETF takes the position that gains and losses realized on the disposition of its securities are capital gains and capital losses. Each First Asset ETF has made an election under subsection 39(4) of the Tax Act, so that all securities held by the First Asset ETF that are “Canadian securities” (as defined in the Tax Act), including Canadian securities acquired in connection with a short sale, are deemed to be capital property to the First Asset ETF.

A First Asset ETF is entitled for each taxation year throughout which it is a mutual fund trust for purposes of the Tax Act to reduce (or receive a refund in respect of) its liability, if any, for tax on its net realized capital gains by an amount determined under the Tax Act based on the redemptions of Units of the First Asset ETF during the year (the “**Capital Gains Refund**”). The Capital Gains Refund in a particular taxation year may not completely offset the tax liability of a First Asset ETF for such taxation year which may arise upon the sale or other disposition of securities included in the portfolio in connection with the redemption of Units of the First Asset ETF.

In general, gains and losses realized by a First Asset ETF from derivative transactions, including short sales of securities other than Canadian securities, will be on income account except where such derivatives are used to hedge portfolio securities held on capital account provided there is sufficient linkage, subject to the DFA Rules discussed below, and such gains and losses will be recognized for tax purposes at the time they are realized by the First Asset ETF.

A loss realized by a First Asset ETF on a disposition of capital property will be a suspended loss for purposes of the Tax Act if the First Asset ETF, or a person affiliated with the First Asset ETF, acquires a property (a “**substituted property**”) that is the same as or identical to the property disposed of, within 30 days before and 30 days after the disposition and the First Asset ETF, or a person affiliated with the First Asset ETF, owns the substituted property 30 days after the original disposition. If a loss is suspended, the First Asset ETF cannot deduct the loss from the First Asset ETF’s capital gains until the substituted property is sold and is not reacquired by the First Asset ETF, or a person affiliated with the First Asset ETF, within 30 days before and after the disposition.

The First Asset ETFs may enter into transactions denominated in currencies other than the Canadian dollar. The cost and proceeds of disposition of securities, dividends, interest and all other amounts will be determined for the purposes of the Tax Act in Canadian dollars using the appropriate exchange rates determined in accordance with the detailed rules in the Tax Act in that regard. The amount of income, gains and losses realized by a First Asset ETF may be affected by fluctuations in the value of foreign currencies relative to the Canadian dollar. Gains or losses in respect of currency hedges entered into in respect of amounts invested in the portfolio of a First Asset ETF will constitute capital gains and capital losses to the First Asset ETF if the securities in the First Asset ETF’s portfolio are capital property to the First Asset ETF and provided there is sufficient linkage.

The Tax Act contains rules (the “**DFA Rules**”) that target certain financial arrangements (described in the DFA Rules as “derivative forward agreements”) that seek to reduce tax by converting, through the use of derivative contracts, the return on an investment that would have the character of ordinary income to capital gains. The DFA Rules are broad in scope and could apply to other agreements or transactions. If the DFA Rules were to apply in respect of derivatives to be utilized by a First Asset ETF, gains realized in respect of the property underlying such derivatives could be treated as ordinary income rather than capital gains.

The First Asset ETFs may derive income or gains from investments in countries other than Canada, and as a result, may be liable to pay income or profits tax to such countries. To the extent that such foreign tax paid by a First Asset ETF exceeds 15% of the amount included in the First Asset ETF’s income from such investments, such excess may generally be deducted by the First Asset ETF in computing its net income for the purposes of the Tax Act. To the extent that such foreign tax paid does not exceed 15% of such amount and has not been deducted in computing a First Asset ETF’s income, the First Asset ETF may designate in respect of a Holder a portion of its foreign source income that can reasonably be considered to be part of the First Asset ETF’s income distributed to such Holder so that such income and a portion of the foreign tax paid by the First Asset ETF may be regarded as foreign source income of, and foreign tax paid by, the Holder for the purposes of the foreign tax credit provisions of the Tax Act.

To the extent a First Asset ETF holds trust units issued by a trust resident in Canada that is not at any time in the relevant taxation year a “SIFT trust” and held as capital property for purposes of the Tax Act, the First Asset ETF will be required to include in the calculation of its income for a taxation year the net income, including net taxable capital gains, paid or payable to the First Asset ETF by such trust in the calendar year in which that taxation year ends, notwithstanding that certain of such amounts may be reinvested in additional units of the trust. Provided that appropriate designations are made by such trust, net taxable capital gains realized by the trust, foreign source income of the trust and taxable dividends from taxable Canadian corporations received by the trust that are paid or payable by the trust to the First Asset ETF will effectively retain their character in the hands of the First Asset ETF. The First Asset ETF will be required to reduce the adjusted cost base of units of such trust by any amount paid or payable by

the trust to the First Asset ETF except to the extent that the amount was included in calculating the income of the First Asset ETF or was the First Asset ETF's share of the non-taxable portion of capital gains of the trust, the taxable portion of which was designated in respect of the First Asset ETF. If the adjusted cost base to the First Asset ETF of such units becomes a negative amount at any time in a taxation year of the First Asset ETF, that negative amount will be deemed to be a capital gain realized by the First Asset ETF in that taxation year and the First Asset ETF's adjusted cost base of such units will be increased by the amount of such deemed capital gain to zero.

Each issuer in a First Asset ETF's portfolio that is a "SIFT trust" (which will generally include income trusts, other than certain real estate investment trusts, the units of which are listed or traded on a stock exchange or other public market) will be subject to a special tax in respect of (i) income from business carried on in Canada, and (ii) certain income and capital gains in respect of "non-portfolio properties" (collectively, "**Non-Portfolio Income**"). Non-Portfolio Income that is distributed by a SIFT trust to its unitholders will be taxed at a rate that is equivalent to the federal general corporate tax rate plus a prescribed amount on account of provincial tax. Non-Portfolio Income that becomes payable by an issuer that is a SIFT trust will generally be taxed as though it were a taxable dividend from a taxable Canadian corporation and will be deemed to be an "eligible dividend" eligible for the enhanced gross-up and tax credit rules.

A First Asset ETF is entitled to deduct an amount equal to the reasonable expenses that it incurs in the course of issuing Units. Such issue expenses paid by the First Asset ETF and not reimbursed are deductible by the First Asset ETF ratably over a five-year period subject to reduction in any taxation year which is less than 365 days. In computing its income under the Tax Act, a First Asset ETF may deduct reasonable administrative and other expenses incurred to earn income.

Losses incurred by a First Asset ETF in a taxation year cannot be allocated to Holders, but may be deducted by the First Asset ETF in future years in accordance with the Tax Act.

### **Taxation of Holders**

A Holder will generally be required to include in computing income for a particular taxation year of the Holder such portion of the net income of a First Asset ETF, including the taxable portion of any net realized capital gains, as is paid or becomes payable to the Holder in that particular taxation year (whether in cash or in Units, whether such amount is automatically reinvested in additional Units of the First Asset ETF pursuant to the Reinvestment Plan or whether as a Management Fee Distribution). Amounts paid or payable by a First Asset ETF to a Holder after December 15 and before the end of the calendar year are deemed to have been paid or become payable to the Holder on December 15.

Under the Tax Act, a First Asset ETF is permitted to deduct in computing its income for a taxation year an amount that is less than the amount of its distributions of income for the calendar year, to the extent necessary to enable the First Asset ETF to use, in that taxation year, losses from prior years without affecting the ability of the First Asset ETF to distribute its income annually. In such circumstances, the amount distributed to a Holder of a First Asset ETF but not deducted by the First Asset ETF will not be included in the Holder's income. However, the adjusted cost base of the Holder's Units of the First Asset ETF will be reduced by such amount. The non-taxable portion of a First Asset ETF's net realized capital gains for a taxation year, the taxable portion of which was designated in respect of a Holder in the calendar year in which that taxation year ends, that is paid or becomes payable to the Holder in the calendar year in which that taxation year ends, will not be included in computing the Holder's income for the year. Any other amount in excess of a Holder's share of the net income of a First Asset ETF for a taxation year that is paid or becomes payable to the Holder in the calendar year in which that taxation year ends (i.e. returns of capital) will not generally be included in the Holder's income for the year, but will reduce the adjusted cost base of the Holder's Units of the First Asset ETF. To the extent that the adjusted cost base of a Unit of a First Asset ETF to a Holder would otherwise be a negative amount, the negative amount will be deemed to be a capital gain and the adjusted cost base of the Unit to the Holder will be increased by the amount of such deemed capital gain to zero.

Provided that appropriate designations are made by a First Asset ETF, such portion of the net realized taxable capital gains of the First Asset ETF, the taxable dividends received or deemed to be received by the First Asset ETF on shares of taxable Canadian corporations and foreign source income of the First Asset ETF as is paid or becomes payable to a Holder will effectively retain its character and be treated as such in the hands of the Holder for purposes

of the Tax Act. To the extent that amounts are designated as taxable dividends from taxable Canadian corporations, the gross-up and dividend tax credit rules will apply.

Any loss of a First Asset ETF for purposes of the Tax Act cannot be allocated to, and cannot be treated as a loss of, a Holder.

On the disposition or deemed disposition of a Unit of a First Asset ETF, including on a redemption, a Holder will realize a capital gain (or capital loss) to the extent that the Holder's proceeds of disposition (which do not include any amount of capital gains payable by the First Asset ETF to the Holder which represents capital gains realized by the First Asset ETF in connection with dispositions to fund the redemption), net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of the Unit of the First Asset ETF. For the purpose of determining the adjusted cost base of a Holder's Units of a particular class of a First Asset ETF, when additional Units of that class of the First Asset ETF are acquired by the Holder (pursuant to the Reinvestment Plan or otherwise), the cost of the newly acquired Units of that class of the First Asset ETF will be averaged with the adjusted cost base of all Units of the same class of the First Asset ETF owned by the Holder as capital property immediately before that time. For this purpose, the cost of Units that have been issued on a distribution will generally be equal to the amount of the distribution. A consolidation of Units of a First Asset ETF following a distribution paid in the form of additional Units of the First Asset ETF will not be regarded as a disposition of Units of the First Asset ETF and will not affect the aggregate adjusted cost base of Units of the First Asset ETF to a Holder.

Based on the Manager's understanding of the current published administrative policies and assessing practices of the CRA, a conversion of Unhedged Common Units into Common Units, a conversion of Common Units into Unhedged Common Units, a conversion of US\$ Units into Units that are denominated in Canadian dollars or a conversion of Units that are denominated in Canadian dollars into US\$ Units will likely constitute a disposition of the Units being converted.

In the case of an exchange of Units for a Basket of Securities, a Holder's proceeds of disposition of Units would generally be equal to the aggregate of the fair market value of the distributed property and the amount of any cash received, less any capital gain realized by the First Asset ETF on the disposition of such distributed property. The cost to a Holder of any property received from the First Asset ETF upon the exchange will generally be equal to the fair market value of such property at the time of the distribution, less any amount that is deductible as interest accrued on such property to the date of distribution and not yet due. In the case of an exchange of Units of a First Asset ETF for a Basket of Securities, the investor may receive securities that may or may not be qualified investments under the Tax Act for Plans. If such securities are not qualified investments for Plans, such Plans (and, in the case of certain Plans, the annuitants, beneficiaries or subscribers thereunder or holders thereof) may be subject to adverse tax consequences. Investors should consult their own tax counsel for advice on whether or not such securities would be qualified investments for Plans.

Pursuant to the Declaration of Trust, a First Asset ETF may allocate and designate as payable any capital gains realized by the First Asset ETF as a result of any disposition of property of the First Asset ETF undertaken to permit or facilitate the redemption or exchange of Units of the First Asset ETF to a Holder whose Units are being redeemed or exchanged. Any such allocations and designations will reduce the redemption price otherwise payable to the Holder and therefore the Holder's proceeds of disposition.

In general, one-half of any capital gain (a "**taxable capital gain**") realized by a Holder on the disposition of Units of a First Asset ETF or a taxable capital gain designated by a First Asset ETF in respect of the Holder in a taxation year of the Holder will be included in computing the Holder's income for that year and one-half of any capital loss (an "**allowable capital loss**") realized by the Holder in a taxation year of the Holder must be deducted from taxable capital gains realized by the Holder in the taxation year or designated by the First Asset ETF in respect of the Holder in the taxation year in accordance with the detailed provisions of the Tax Act. Allowable capital losses for a taxation year in excess of taxable capital gains for that taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against taxable capital gains in accordance with the provisions of the Tax Act.

Each Holder who delivers subscription proceeds consisting of a Basket of Securities will be disposing of securities in exchange for Units of the First Asset ETF. Assuming that such securities are held by the Holder as capital property for purposes of the Tax Act, the Holder will generally realize a capital gain (or a capital loss) in the taxation year of the Holder in which the disposition of such securities takes place to the extent that the proceeds of disposition for such securities, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of such securities to the Holder. For this purpose, the proceeds of disposition to the Holder of securities disposed of will equal the aggregate of the fair market value of the Units of the First Asset ETF received for the securities. The cost to a Holder of Units of a First Asset ETF acquired in exchange for a Basket of Securities and cash (if any) will be equal to the aggregate of the cash paid (if any) to the First Asset ETF plus the fair market value of the securities disposed of in exchange for Units at the time of disposition, which sum would generally be equal to or would approximate the fair market value of the Units received as consideration in exchange for a Basket of Securities and cash (if any).

A Holder will be required to compute all amounts, including the adjusted cost base of Units and proceeds of disposition, in Canadian dollars in accordance with the detailed rules in the Tax Act.

Amounts designated by a First Asset ETF to a Holder as taxable capital gains or dividends from taxable Canadian corporations, and taxable capital gains realized on the disposition of Units may increase the Holder's liability for alternative minimum tax.

### **Taxation of Registered Plans**

Amounts of income and capital gains included in a Plan's income are generally not taxable under Part I of the Tax Act provided the Units are "qualified investments" for the Plan for purposes of the Tax Act.

Holders should consult with their own advisors regarding the tax implications of establishing, amending, terminating or withdrawing amounts from a Plan.

Notwithstanding the foregoing, the holder of a TFSA or RDSP, the annuitant of an RRSP or RRIF, or the subscriber of an RESP will be subject to a penalty tax in respect of Units held by such Plan if such Units are a "prohibited investment" for such Plan for the purposes of the Tax Act. The Units of a First Asset ETF will not be a "prohibited investment" for a trust governed by such a Plan unless the holder of the TFSA or RDSP, the annuitant of the RRSP or RRIF, or the subscriber of the RESP, as applicable, (i) does not deal at arm's length with the First Asset ETF for purposes of the Tax Act, or (ii) has a "significant interest" as defined in the Tax Act in the First Asset ETF. Generally, a holder, annuitant or subscriber, as the case may be, will not have a significant interest in a First Asset ETF unless the holder, annuitant or subscriber, as the case may be, owns interests as a beneficiary under the First Asset ETF that have a fair market value of 10% or more of the fair market value of the interests of all beneficiaries under the First Asset ETF, either alone or together with persons and partnerships with which the holder, annuitant or subscriber, as the case may be, does not deal at arm's length. In addition, the Units will not be a "prohibited investment" if such Units are "excluded property" as defined in the Tax Act for a trust governed by a TFSA, RDSP, RRSP, RRIF or RESP.

Holders, annuitants or subscribers should consult their own tax advisors with respect to whether Units of a First Asset ETF would be prohibited investments, including with respect to whether such Units would be excluded property.

### **Tax Implications of the First Asset ETFs' Distribution Policy**

The net asset value per Unit of a First Asset ETF will, in part, reflect any income and gains of the First Asset ETF that have been accrued or earned or been realized, but have not been made payable at the time Units of the First Asset ETF were acquired. Accordingly, a Holder who acquires Units of the First Asset ETF, including on a reinvestment of distributions or a distribution of Units of the First Asset ETF, may become taxable on the Holder's share of such income and gains of the First Asset ETF. In particular, an investor who acquires Units of a First Asset ETF at any time in the year but prior to a distribution being paid or made payable will have to pay tax on the entire distribution (to the extent it is a taxable distribution) notwithstanding that such amounts may have been reflected in

the price paid by the Holder for the Units. Further, where a Holder acquires Units of a First Asset ETF in a calendar year after December 15 of such year, such Holder may become taxable on income earned or capital gains realized in the taxation year ending on December 15 of such calendar year but that had not been made payable before the Units were acquired.

## **ORGANIZATION AND MANAGEMENT DETAILS OF THE FIRST ASSET ETFs**

### **Manager and Portfolio Adviser of the First Asset ETFs**

First Asset, a registered portfolio manager and investment fund manager, is the trustee, manager and portfolio adviser of the First Asset ETFs and its principal office is at 2 Queen Street East, Suite 1200, Toronto, Ontario, M5C 3G7. The Manager is a subsidiary of CI Financial Corp. (TSX: CIX). The Manager performs or arranges for the performance of management services for the First Asset ETFs, will be responsible for the administration of the First Asset ETFs, and will provide investment advisory and portfolio management services to the First Asset ETFs with respect to their respective portfolios. The Manager is entitled to receive fees as compensation for management services rendered to the First Asset ETFs.

### **Duties and Services to be Provided by the Manager**

Pursuant to the Declaration of Trust, the Manager is responsible for execution of each of the First Asset ETF's investment strategy and will also provide and arrange for the provision of required administrative services to the First Asset ETFs. The Manager will provide office facilities and personnel to carry out these services, if not otherwise furnished by any other service provider to the First Asset ETFs. The Manager will also monitor the investment strategy of each First Asset ETF to ensure that each First Asset ETF complies with its investment objective, investment strategies and investment restrictions and practices.

No manager of a First Asset ETF shall be a person who (i) is not a resident of Canada for purposes of the Tax Act, or (ii) does not agree to carry out its functions of managing the First Asset ETF in Canada.

Pursuant to the Declaration of Trust, the Manager has full authority and responsibility to manage and direct the business and affairs of the First Asset ETFs, to make all decisions regarding the business of the First Asset ETFs and to bind the First Asset ETFs. The Manager may delegate certain of its powers to third parties where, in the discretion of the Manager, it would be in the best interests of the First Asset ETFs to do so.

The Manager is required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of the Unitholders of the First Asset ETFs, and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Declaration of Trust provides that the Manager will not be liable to a First Asset ETF or to any Unitholder or any other person for any loss or damage relating to any matter regarding that First Asset ETF, including any loss or diminution of value of the assets of the First Asset ETF if it has satisfied its standard of care set forth above.

The Manager and each of its directors, officers, employees and agents may be indemnified out of the assets of a First Asset ETF from and against all claims whatsoever, including costs, charges and expenses in connection therewith, brought, commenced or prosecuted against it for or in respect of any act, deed, matter or thing whatsoever made, done or omitted in or in relation to the execution of its duties to the First Asset ETF as long as the person acted honestly and in good faith with a view to the best interests of the First Asset ETF.

The Manager may resign upon 90 days' prior written notice to the Trustee or upon such lesser notice period as the Trustee may accept. The Manager may also be removed by the Trustee on at least 90 days' written notice to the Manager. The Trustee shall make every effort to select and appoint a successor manager prior to the effective date of the Manager's resignation.

The Manager is entitled to fees for its services as manager under the Declaration of Trust as described under "Fees and Expenses" and will be reimbursed for all reasonable costs and expenses incurred by the Manager on behalf of the First Asset ETFs. The Manager may, in its discretion, terminate a First Asset ETF without the approval of

Unitholders if, in its opinion, it is no longer economically feasible to continue the First Asset ETF and/or it would otherwise be in the best interests of Unitholders to terminate the First Asset ETF.

The administration and management services of the Manager under the Declaration of Trust are not exclusive and nothing in the Declaration of Trust prevents the Manager from providing similar administrative and management services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the First Asset ETFs) or from engaging in other activities.

### **Directors and Executive Officers of the Manager**

The name, municipality of residence, position and principal occupation of each of the directors and executive officers of the Manager are as follows:

<u><i>Name and Municipality of Residence</i></u>	<u><i>Date Individual became a Director</i></u>	<u><i>Position with the Manager</i></u>	<u><i>Principal Occupation</i></u>
ROHIT D. MEHTA Toronto, Ontario	May 1, 2017	Director and President (acting as Chief Executive Officer)	President, First Asset (since May 2017); Executive Vice-President, CI Financial Corp. (since December 2017); and Executive Vice-President, Distribution and Strategy, First Asset (since October 2009)
DOUGLAS J. JAMIESON Toronto, Ontario	November 30, 2015	Director and Chief Financial Officer	Chief Financial Officer, First Asset (since May 2017); Executive Vice-President and Chief Financial Officer, CI Financial Corp. (since 2008) and CI Investments Inc. (since 1995)
EDWARD KELTERBORN Toronto, Ontario	May 1, 2017	Director	Senior Vice-President and General Counsel, CI Investments Inc. (since September 2016); Senior Vice-President, Legal and Operations, First Asset (July 2012 – September 2016)
Z. EDWARD AKKAWI Toronto, Ontario	N/A	Chief Operating Officer, General Counsel and Corporate Secretary	Chief Operating Officer, General Counsel and Corporate Secretary, First Asset (since 2000)

<i><u>Name and Municipality of Residence</u></i>	<i><u>Date Individual became a Director</u></i>	<i><u>Position with the Manager</u></i>	<i><u>Principal Occupation</u></i>
SHERYL J. CHIDDENTON Campbellville, Ontario	N/A	Chief Compliance Officer	Chief Compliance Officer, First Asset (since 2013); Chief Compliance Officer and Vice-President, Compliance & Investment Services, Creststreet Asset Management Limited (2001-2012)

Where a person has held multiple positions within a company, the above table generally sets out the current or most recently-held position or positions held at that company, while the start date generally refers to the date of the first position held at that company or the first of the listed positions held by the person at that company. Each director will hold his position until the next annual general meeting of the Manager at which time he may be re-elected. All companies listed above are or were principally engaged in the business of investment fund management.

### **Portfolio Management Team**

The Manager's portfolio management team is responsible for executing the First Asset ETFs' investment strategy. Individual managers work with a team of portfolio managers, and all decisions are reviewed in a team-oriented manner, in which individual inputs of the group members are sought in order to reach a single consensus opinion on an issuer or the market as a whole.

<i><u>Name</u></i>	<i><u>Title</u></i>
LEE GOLDMAN	Senior Vice-President and Portfolio Manager
MANASH GOSWAMI	Portfolio Manager
CRAIG ALLARDYCE	Portfolio Manager
KATE MACDONALD	Portfolio Manager

Except as otherwise indicated in the biographies below, during the past five years, all of the individuals named above have been employed with the Manager. Investment decisions made by the portfolio management team are not subject to the oversight, approval or ratification of a committee.

**Kate MacDonald.** Prior to joining the First Asset organization in 2013, Ms. MacDonald was an Associate Portfolio Manager at Morguard Financial Corporation for six years. Ms. McDonald holds a Masters in Finance degree from Queen's University in Kingston, Ontario and the Canadian Investment Manager (CIM) designation through the Canadian Securities Institute

### **Designated Brokers**

The Manager, on behalf of each First Asset ETF, has entered or will enter into a Designated Broker Agreement with a Designated Broker pursuant to which the Designated Broker has agreed to perform certain duties relating to that First Asset ETF including, without limitation: (i) to subscribe for a sufficient number of Units of that First Asset ETF to satisfy the TSX's original listing requirements; (ii) to subscribe for Units of that First Asset ETF on an ongoing basis, and (iii) to post a liquid two way market for the trading of Units of that First Asset ETF on the TSX. Payment for Units of a First Asset ETF must be made by the Designated Broker, and those Units will be issued, by no later than the second Trading Day after the subscription notice has been delivered.

The Designated Broker of a First Asset ETF may terminate the Designated Broker Agreement at any time by giving the Manager at least six months' prior written notice of such termination. The Manager may terminate the Designated Broker Agreement at any time, without prior notice, by sending a written notice of termination to the Designated Broker.

Units do not represent an interest or an obligation of such Designated Broker or Dealers or any affiliate thereof and a Unitholder of a First Asset ETF will not have any recourse against any such parties in respect of amounts payable by the First Asset ETF to such Designated Broker or Dealers.

### **Brokerage Arrangements**

The Manager has established policies and procedures for selecting markets, brokers and investment dealers for the execution of transactions in respect of the First Asset ETFs' investments and for seeking to obtain the best price and execution for those transactions. The First Asset ETFs are responsible to pay any commissions negotiated in relation to these brokerage arrangements. The Manager will evaluate and review on an ongoing and periodic basis, and not less than annually, each broker's ability to deliver best execution on an aggregate basis over time.

The Manager's allocation of brokerage business for effecting portfolio transactions on behalf of the First Asset ETFs is based on decisions made by the portfolio managers, analysts and traders of the Manager and will only be made in compliance with applicable law and in accordance with the Manager's policies and procedures. The Manager does not allocate brokerage business to affiliates. The allocation of business among brokers is based on a number of factors including, but not limited to, the quality of service and the terms offered for specific transactions including price, volume, speed and certainty of execution, the competitiveness of commission terms and prices, the range of brokerage services provided, the quality of research provided, total transaction cost, the broker's capital strength and stability and the Manager's knowledge of any actual or apparent operational problems of the brokers. These same factors are used by the Manager in making a good-faith determination as to the reasonableness of the commission rate and such other benefits that may be derived by the First Asset ETFs.

In addition, the Manager may, consistent with its duty to seek best price and execution, utilize the services of soft dollar brokerage firms. A portion of the commissions generated through the use of soft dollar brokerage accounts are used to pay for order execution and research goods and services which may include, but are not limited to, order management systems, trading software and raw market data, custody, clearance and settlement services, databases, analytical software and research reports. The order execution and research goods and services may be provided directly from the soft dollar brokerage firm, or indirectly from a third party.

Since the date of the First Asset ETFs' last prospectus, certain brokerage transactions have been directed to soft dollar brokers in return for the provision of market data feeds and research reports. None of these services were provided by an affiliated entity.

The name of any broker or third party that provides research and/or order execution goods and services through a soft dollar arrangement with the Manager will be provided upon request by contacting the Manager at 1-877-642-1289 or at [info@firstasset.com](mailto:info@firstasset.com).

### **Conflicts of Interest**

The Manager and its affiliates are engaged in a wide range of investment management, investment advisory and other business activities. The services provided by the Manager under the Declaration of Trust are not exclusive and nothing in the agreement prevents the Manager or any of its affiliates from providing similar services to other investment funds or clients (whether or not their investment objectives, strategies and policies are similar to those of the First Asset ETFs) or from engaging in other activities. The Manager therefore will have conflicts of interest in allocating management time, services and functions to the First Asset ETFs and the other persons for which they provide similar services. The Manager's investment decisions for the First Asset ETFs will be made independently of those made on behalf of its other clients or for its own investments. On occasion, however, the Manager will make the same investment for a First Asset ETF and for one or more of its other clients. If a First Asset ETF and one or more of the other clients of the Manager, or any of its affiliates, are engaged in the purchase or sale of the same

security, the transactions will be effected on an equitable basis. In this regard, the Manager will generally endeavour to allocate investment opportunities to the First Asset ETFs on a pro rata basis.

The Manager may trade and make investments for its own accounts, and the Manager currently trades and manages and will continue to trade and manage accounts other than a First Asset ETF's accounts utilizing trading and investment strategies which are the same as or different from the ones to be utilized in making investment decisions for the First Asset ETF. In addition, in proprietary trading and investment, the Manager may take positions the same as, different than or opposite to those of a First Asset ETF. Furthermore, all of the positions held by accounts owned, managed or controlled by the Manager will be aggregated for purposes of applying certain exchange position limits. As a result, a First Asset ETF may not be able to enter into or maintain certain positions if such positions, when added to the positions already held by the First Asset ETF and such other accounts, would exceed applicable limits. All of such trading and investment activities may also increase the level of competition experienced with respect to priorities of order entry and allocations of executed trades. See "Risk Factors".

The Manager may at times have interests that differ from the interests of the Unitholders. Where the Manager or its affiliates otherwise perceive in the course of business, that they are or may be in a material conflict of interest position, the matter will be referred to the IRC. The IRC will consider all matters referred to it and provide its recommendations to the Manager as soon as possible.

In evaluating these conflicts of interest, potential investors should be aware that the Manager has a responsibility to the Unitholders to exercise good faith and fairness in all dealings affecting the First Asset ETFs. In the event that a Unitholder of a First Asset ETF believes that the Manager has violated its duty to such Unitholder, the Unitholder may seek relief for itself or on behalf of the First Asset ETF to recover damages from or to require an accounting by the Manager. Unitholders should be aware that the performance by the Manager of its responsibilities to a First Asset ETF will be measured in accordance with (i) the provisions of the agreement by which the Manager has been appointed to its position with the First Asset ETF; and (ii) applicable laws.

A registered dealer acts as a Designated Broker, and one or more registered dealers may act as a Dealer and/or a market maker. These relationships may create actual or perceived conflicts of interest which investors should consider in relation to an investment in a First Asset ETF. In particular, by virtue of these relationships, these registered dealers may profit from the sale and trading of Units. The Designated Broker, as market maker of the First Asset ETFs in the secondary market, may therefore have economic interests which differ from and may be adverse to those of Unitholders.

Any such registered dealer and its affiliates may, at present or in the future, engage in business with the First Asset ETFs, the issuers of securities making up the investment portfolio of the First Asset ETFs, or with the Manager or any funds sponsored by the Manager or its affiliates, including by making loans, entering into derivative transactions or providing advisory or agency services. In addition, the relationship between any such registered dealer and its affiliates, and the Manager and its affiliates may extend to other activities, such as being part of a distribution syndicate for other funds sponsored by the Manager or its affiliates.

No Designated Broker or Dealer has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus. The applicable Designated Broker and Dealers do not act as underwriters of the First Asset ETFs in connection with the distribution of Units under this prospectus. Units of the First Asset ETFs do not represent an interest or an obligation of any Designated Broker, any Dealer or any affiliate thereof, and a Unitholder does not have any recourse against any such parties in respect of amounts payable by the First Asset ETFs to the applicable Designated Broker or Dealers. The Canadian securities regulators have provided the First Asset ETFs with a decision exempting the First Asset ETFs from the requirement to include a certificate of any underwriter in the prospectus.

### **Independent Review Committee**

NI 81-107 requires the First Asset ETFs to establish an independent review committee to whom the Manager must refer conflict of interest matters for review or approval. NI 81-107 also imposes obligations upon the Manager to establish written policies and procedures for dealing with conflict of interest matters, maintain records in respect of

these matters and provide assistance to the IRC in carrying out its functions. The IRC will be required to conduct regular assessments and provide reports to the Manager and to Unitholders in respect of its functions.

The investment funds in the First Asset family all share the same IRC. The relationship with the IRC is administered by FA Administration Services Inc., an affiliate of First Asset, on behalf of all of the investment funds and their managers. The fees and expenses of the IRC are borne and shared by all of the investment funds in the First Asset family. Each investment fund is also responsible for all expenses associated with insuring and indemnifying the IRC members.

The members of the IRC are:

**Douglas A.S. Mills, CPA, C.A.** - Mr. Mills is the current Chair of the IRC. Mr. Mills brings over 40 years of experience in the finance and wealth management industry. He is Chairman of The Glencreggan Limited, a consulting firm engaged in corporate advisory and change implementation. Mr. Mills has played leading roles in the financial services industry including Chief Executive of a major Chartered Bank's Investment Management subsidiary and Vice-President of Barclays Bank Canada and Barclays PLC. Mr. Mills is a Chartered Professional Accountant, Chartered Accountant, sits on several boards and committees, and is an Executive-in-Residence at the Ivey School of Business.

**Carl M. Solomon, JD** - Mr. Solomon brings over 35 years of experience in the legal profession having been a partner and subsequently counsel to the law firm now known as Gowling Lafleur Henderson LLP until his retirement in 1999. More recently, Mr. Solomon has been involved in assisting numerous small and mid-sized companies to raise capital for their on-going business or buy-out needs.

**John Reucassel, CFA** - Since March 2014, Mr. Reucassel has been President of The International Group, a privately owned specialty chemicals manufacturer located in Toronto. Prior to this appointment, Mr. Reucassel worked at BMO Capital Markets for 16 years and was a top-ranked sell-side equity analyst covering the financial services industry, including banks, insurers, and asset managers. He was appointed to the Board of Governors of CI Investments Inc. in March 2015. Mr. Reucassel has a master's degree in economics from McGill University, earned a BA in economics from Queen's University and holds the Chartered Financial Analyst (CFA) designation.

The IRC will prepare a report, at least annually, of its activities for Unitholders which will be available on the First Asset ETF's website at [www.firstasset.com](http://www.firstasset.com), or at the Unitholder's request at no cost, by contacting the Manager at [info@firstasset.com](mailto:info@firstasset.com).

The members of the IRC are paid an annual fee for serving on the IRC of the investment funds in the First Asset family of investment funds. Each investment fund, including the First Asset ETFs, is responsible for a portion of that fee which is allocated by the Manager among the various funds. The annual fee payable to each member of the IRC is as follows: Douglas Mills (\$57,200), Carl Solomon (\$40,000) and John Reucassel (\$40,000). Expenses incurred by the members of the IRC in connection with performing their duties are also the responsibility of the investment funds, including the First Asset ETFs.

### **The Trustee**

First Asset is also the trustee of the First Asset ETFs pursuant to the Declaration of Trust. The Trustee may resign and be discharged from all further duties under the Declaration of Trust upon 90 days' prior written notice to the Manager or upon such lesser notice as the Manager may accept. No trustee of a First Asset ETF shall be a person who (i) is not a resident of Canada for the purposes of the Tax Act, or (ii) does not agree to carry out its functions of managing the First Asset ETF in Canada, and exercise the main powers and discretions of the trustee of the First Asset ETF in Canada. The Manager shall make every effort to select and appoint a successor trustee prior to the effective date of the Trustee's resignation. If the Manager fails to appoint a successor trustee within 90 days after notice is given or a vacancy occurs, the Manager shall call a meeting of Unitholders of the First Asset ETF within 60 days thereafter for the purpose of appointing a successor trustee. If there is no manager, five Unitholders of a First Asset ETF may call a meeting of Unitholders of the First Asset ETF within 31 days after notice is given or a vacancy occurs for the purpose of appointing a successor trustee. In each case, if, upon the expiry of a further 30

days, neither the Manager nor the Unitholders of a First Asset ETF have appointed a successor trustee, the First Asset ETF shall be terminated and the property of the First Asset ETF shall be distributed in accordance with the terms of the Declaration of Trust.

The Trustee is required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of the First Asset ETFs, and to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Declaration of Trust provides that the Trustee will not be liable in carrying out its duties under the Declaration of Trust as long as the Trustee has adhered to its standard of care set out above. In addition, the Declaration of Trust contains other customary provisions limiting the liability of the Trustee and indemnifying the Trustee in respect of certain liabilities incurred by it in carrying out its duties.

The Trustee will not receive any fees from the First Asset ETFs but will be reimbursed for all expenses and liabilities that it properly incurs in carrying out activities on behalf of the First Asset ETFs.

### **Custodian**

The Custodian is the custodian of the First Asset ETFs' assets pursuant to the Custodian Agreement. The Custodian is located in Toronto, Ontario. Pursuant to the Custodian Agreement, the Custodian is required to exercise its duties with the same degree of care, diligence and skill that a reasonably prudent person would exercise in the same circumstances, or, if higher, the degree of care, diligence and skill that the Custodian exercises in respect of its own property of a similar nature in its custody. Provided the Custodian has not breached its standard of care as set out in the Custodian Agreement, the Custodian shall not be responsible for the holding or control of any property of the First Asset ETFs which is not directly held by the Custodian, including any property of the First Asset ETFs that is loaned or pledged to a counterparty.

Under the Custodian Agreement, the Manager, for and on behalf of the First Asset ETFs, shall pay fees to the Custodian at such rate as determined by the parties from time to time and shall reimburse the Custodian for all reasonable expenses and disbursements incurred in the performance of its duties under the Custodian Agreement. The First Asset ETFs shall also indemnify the Custodian or any of its officers, directors, employees or agents for any loss, damage or expense, including reasonable counsel fees and expenses, arising in connection with the Custodian Agreement, except to the extent caused by a breach by the Custodian of its standard of care or a material breach of the Custodian Agreement. The Manager and the First Asset ETFs will be indemnified in certain circumstances as set out in the Custodian Agreement. Either party may terminate the Custodian Agreement upon at least 90 days' written notice or immediately if the other party becomes insolvent, or makes an assignment for the benefit of creditors, or a petition in bankruptcy is filed by or against that party and is not discharged within 30 days, or proceedings for the appointment of a receiver for that party are commenced and not discontinued within 30 days.

### **Valuation Agent**

The Manager has retained CIBC Mellon Global Securities Services Company to provide accounting and valuation services in respect of the First Asset ETF pursuant to the Fund Administration Agreement.

### **Auditors**

Ernst & Young LLP is the auditor of the First Asset ETFs. The office of the auditors is located at Ernst & Young Tower, 100 Adelaide Street West, P.O. Box 1, Toronto, Ontario, M5H 0B3 Canada.

### **Registrar and Transfer Agent**

Computershare Trust Company of Canada, at its principal offices in Toronto, Ontario, is the Registrar and Transfer Agent for each First Asset ETF pursuant to a master registrar and transfer agency agreement entered into by each First Asset ETF as of the date of the initial issuance of Units of each First Asset ETF.

**Securities Lending Agent**

The Lending Agent is the lending agent for the First Asset ETFs pursuant to the Securities Lending Agreement. The Lending Agent is located in New York, New York. The Manager and the Lending Agent may each terminate the Securities Lending Agreement upon fifteen (15) business days' written notice to the other at any time. The Lending Agent is not an affiliate of the Manager.

Under the Securities Lending Agreement, the collateral posted by a securities borrower to a First Asset ETF is required to have an aggregate value of not less than 102% of the market value of the loaned securities. In addition to the collateral held by the First Asset ETF, a First Asset ETF also benefits from a borrower default indemnity provided by the Lending Agent. The Lending Agent's indemnity provides for the replacement of a number of securities equal to the number of unreturned loaned securities.

**Promoter**

First Asset took the initiative in founding and organizing the First Asset ETFs. Accordingly, First Asset is the promoter of the First Asset ETFs within the meaning of securities legislation of certain provinces and territories of Canada.

**Accounting and Reporting**

Each First Asset ETF's fiscal year is the calendar year or such other fiscal period permitted under the Tax Act as that First Asset ETF elects. The annual financial statements of a First Asset ETF shall be audited by its auditors in accordance with Canadian generally accepted auditing standards. The auditors will be asked to report on the fair presentation of the annual financial statements in accordance with IFRS. The Manager will arrange for each First Asset ETF's compliance with all applicable reporting and administrative requirements.

The Manager will keep, or arrange for the keeping of, adequate books and records reflecting the activities of each First Asset ETF. A Unitholder of a First Asset ETF or his or her duly authorized representative will have the right to examine the books and records of the First Asset ETF during normal business hours at the offices of the Manager or such other location as the Manager shall determine. Notwithstanding the foregoing, a Unitholder of a First Asset ETF shall not have access to any information that, in the opinion of the Manager, should be kept confidential in the interests of the First Asset ETF.

**CALCULATION OF NET ASSET VALUE**

The net asset value per Unit of a class of a First Asset ETF will be computed by adding up the cash, securities and other assets of the First Asset ETF allocated to the class pro rata, less the liabilities allocated to the class pro rata and dividing the value of the net assets of that class by the total number of Units of that class that are outstanding. The net asset value per Unit of each class of a First Asset ETF so determined will be adjusted to the nearest cent per Unit of that class and will remain in effect until the time as at which the next determination of the net asset value per Unit of that class of the First Asset ETF is made. The net asset value per Unit of each class of a First Asset ETF will be calculated on each Valuation Day and expressed in Canadian dollars. The NAV per Unit of the US\$ Units will also be calculated in U.S. dollars based on the prevailing exchange rate determined by the Manager from time to time.

Typically, the net asset value per Unit of a First Asset ETF will be calculated at its applicable Valuation Time. The net asset value per Unit of each class of a First Asset ETF may be determined at an earlier Valuation Time if the TSX and/or the principal exchange for the securities held by the First Asset ETF closes earlier on that Valuation Day.

### Valuation Policies and Procedures of the First Asset ETFs

The Manager will use the following valuation procedures in determining the net asset value of each First Asset ETF on each Valuation Day:

1. The value of any cash on hand, on deposit or on call, bills and notes and accounts receivable, prepaid expenses, cash dividends to be received and interest accrued and not yet received, will be deemed to be the face amount thereof, unless the Manager determines that any such deposit, call loan, bill, note or account receivable is not worth the face amount thereof, in which event the value thereof will be deemed to be such value as the Manager determines, on such basis and in such manner as may be approved by the board of directors of the Manager to be the reasonable value thereof.
2. The value of any security, commodity or interest therein which is listed or dealt in upon a stock exchange will be determined by:
  - (a) in the case of securities which were traded on that Valuation Day, the close price of such securities as determined at the applicable Valuation Time; and
  - (b) in the case of securities not traded on that Valuation Day, a price estimated to be the true value thereof by the Manager on such basis and in such manner as may be approved of by the board of directors of the Manager, such price being between the closing asked and bid prices for the securities or interest therein as reported by any report in common use or authorized as official by a stock exchange.
3. Long positions in clearing corporation options, options on futures, over-the-counter options, debt-like securities and listed warrants will be valued at the current market value thereof. Where a covered clearing corporation option, option on futures or over-the-counter option is written, the premium received shall be reflected as a deferred credit which shall be valued at an amount equal to the current market value of the clearing corporation option, option on futures or over-the-counter option that would have the effect of closing the position. Any difference resulting from any revaluation shall be treated as an unrealized gain or loss on investment. The deferred credit shall be added in arriving at the net asset value of such instrument. The securities, if any, which are the subject of a written clearing corporation option or over-the-counter option shall be valued at the current market value. The value of a future contract or a swap or forward contract shall be the gain or loss with respect thereto that will be realized if, on that Valuation Day, the position in the futures contract, or the forward contract, as the case may be, were to be closed out unless "daily limits" are in effect, in which case fair value shall be based on the current market value of the underlying interest. Margin paid or deposited in respect of futures contracts and forward contracts shall be reflected as an account receivable and margin consisting of assets other than cash shall be noted as held as margin.
4. In the case of any security or property for which no price quotations are available as provided above, the value thereof will be determined from time to time by the Manager, where applicable, in accordance with the principles described in paragraph 2(b) above, except that the Manager may use, for the purpose of determining the sale price or the ask and bid price of such security or interest, any public quotations in common use which may be available, or where such principles are not applicable, in such manner as may be approved of by the board of directors of the Manager.
5. The liabilities of a First Asset ETF will include:
  - all bills, notes and accounts payable of which the First Asset ETF is an obligor;
  - all brokerage expenses of the First Asset ETF;
  - all Management Fees of the First Asset ETF;

- all contractual obligations of the First Asset ETF for the payment of money or property, including the amount of any unpaid distribution credited to Unitholders of the First Asset ETF on or before that Valuation Day;
  - all derivative liability from the written options of the First Asset ETF;
  - all allowances of the First Asset ETF authorized or approved by the Manager for taxes (if any) or contingencies; and
  - all other liabilities of the First Asset ETF of whatsoever kind and nature.
6. Each transaction of purchase or sale of a portfolio asset effected by a First Asset ETF shall be reflected by no later than the next time that the net asset value of the First Asset ETF and the net asset value per Unit of the First Asset ETF is calculated.

Prior to the calculation of the net asset value of a First Asset ETF any foreign currency assets and liabilities of the First Asset ETF will be translated into Canadian currency at the prevailing rate of exchange, as determined by the Manager, on the applicable Valuation Day.

In calculating the net asset value of a First Asset ETF, the First Asset ETF will generally value its investments based on the market value of its investments at the time the net asset value of the First Asset ETF is calculated. If no market value is available for an investment of the First Asset ETF or if the Manager determines that such value is inappropriate in the circumstances (i.e., when the value of an investment of the First Asset ETF has been materially changed by effects occurring after the market closes), the Manager will value such investments using methods that have generally been adopted by the marketplace. Fair valuing the investments of a First Asset ETF may be appropriate if: (i) market quotations do not accurately reflect the fair value of an investment; (ii) an investment's value has been materially affected by events occurring after the close of the exchange or market on which the investment is principally traded; (iii) a trading halt closes an exchange or market early; or (iv) other events result in an exchange or market delaying its normal close. The risk in fair valuing an investment of a First Asset ETF is that the value of the investment may be higher or lower than the price that the First Asset ETF may be able to realize if the investment had to be sold.

In determining the net asset value of a First Asset ETF, Units of the First Asset ETF subscribed for will be deemed to be outstanding and an asset of the First Asset ETF as of the time a subscription for such Units is received by and accepted by the Manager. Units of a First Asset ETF that are being redeemed will only be deemed to be outstanding until (and not after) the close of business on the day on which such Units of the First Asset ETF are redeemed and the redemption proceeds thereafter, until paid, will be a liability of the First Asset ETF.

### **Reporting of Net Asset Value**

Following the Valuation Time on the Valuation Day, the most recent net asset value or net asset value per Unit of a First Asset ETF will be made available to persons or companies, at no cost, by calling the Manager at 416-642-1289 or toll free 1-877-642-1289, or checking the First Asset ETF's website at [www.firstasset.com](http://www.firstasset.com).

## **ATTRIBUTES OF THE SECURITIES**

### **Description of the Securities Distributed**

Each First Asset ETF is authorized to issue an unlimited number of redeemable, transferable Units of each of the Common Units, Unhedged Common Units and US\$ Units, each of which represents an undivided interest in the net assets of that First Asset ETF, pursuant to this prospectus.

The primary difference between Common Units and Unhedged Units is that the exposure of the Unhedged Units to currencies other than the Canadian dollar will not be hedged back to the Canadian dollar. The primary difference

between Unhedged Common Units and US\$ Units is that the US\$ Units will be denominated in US dollars whereas the Unhedged Common Units will be denominated in Canadian dollars.

On December 16, 2004, the *Trust Beneficiaries' Liability Act, 2004* (Ontario) came into force. This statute provides that holders of units of a trust are not, as beneficiaries, liable for any default, obligation or liability of the trust if, when the default occurs or the liability arises: (i) the trust is a reporting issuer under the *Securities Act* (Ontario); and (ii) the trust is governed by the laws of Ontario. Each First Asset ETF is a reporting issuer under the *Securities Act* (Ontario) and is governed by the laws of Ontario by virtue of the provisions of the Declaration of Trust.

Each Unit of a class of a First Asset ETF entitles the owner to one vote at meetings of Unitholders of the First Asset ETF. Each Unit of a class of a First Asset ETF is entitled to participate equally with all other Units of the same class of the First Asset ETF with respect to all payments made to Unitholders of that class, other than Management Fee Distributions, including distributions of net income and net realized capital gains and, on liquidation, to participate equally in the net assets of the First Asset ETF remaining after satisfaction of any outstanding liabilities that are attributable to Units of the First Asset ETF. Notwithstanding the foregoing, pursuant to the Declaration of Trust, a First Asset ETF may allocate and designate as payable any capital gains realized by the First Asset ETF as a result of any disposition of property of the First Asset ETF undertaken to permit or facilitate the redemption or exchange of Units of the First Asset ETF to a Unitholder whose Units of the First Asset ETF are being redeemed or exchanged. All Units of a First Asset ETF will be fully paid and non-assessable, with no liability for future assessments, when issued and will not be transferable except by operation of law. Unitholders of a First Asset ETF are entitled to require the First Asset ETF to redeem their Units of the First Asset ETF as outlined under the heading "Exchange and Redemption of Units".

#### **Exchange of Units for Baskets of Securities**

Unitholders of a First Asset ETF may exchange the applicable PNU (or an integral multiple thereof) of the First Asset ETF on any Trading Day for Baskets of Securities and/or cash, subject to the requirement that a minimum PNU be exchanged. See "Exchange and Redemption of Units".

#### **Redemptions of Units for Cash**

On any Trading Day, Unitholders of a First Asset ETF may redeem Units of the First Asset ETF for cash 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. See "Exchange and Redemption of Units".

#### **Conversion of Units**

Unitholders may convert Units of any class of a First Asset ETF into whole Units of any other class of the same First Asset ETF in any month. See "Exchange and Redemption of Units – Conversion of Units" and "Income Tax Considerations – Taxation of Unitholders".

#### **Modification of Terms**

Any amendment to the Declaration of Trust that creates a new class of Units of a First Asset ETF will not require notice to existing Unitholders of the First Asset ETF unless such amendment in some way affects the existing Unitholders' rights or the value of their investment. An amendment such as the re-designation of a class of Units of a First Asset ETF, or the termination of a class of Units of the First Asset ETF, which has an effect on a Unitholder's holdings will only become effective after 30 days' notice to Unitholders of the applicable classes of Units of the First Asset ETF.

All other rights attached to the Units of a First Asset ETF may only be modified, amended or varied in accordance with the terms of the Declaration of Trust. See "Unitholder Matters — Amendments to the Declaration of Trust".

### **Voting Rights in the Portfolio Securities**

Holders of Units of a First Asset ETF will not have any voting rights in respect of the securities in the First Asset ETF's portfolio.

## **UNITHOLDER MATTERS**

### **Meetings of Unitholders**

Meetings of Unitholders of a First Asset ETF will be held if called by the Manager or upon the written request to the Manager of Unitholders of the First Asset ETF holding not less than 25% of the then outstanding Units of the First Asset ETF.

### **Matters Requiring Unitholder Approval**

NI 81-102 requires a meeting of Unitholders of a First Asset ETF to be called to approve certain changes as follows:

- (i) the basis of the calculation of a fee or expense that is charged to the First Asset ETF or its Unitholders is changed in a way that could result in an increase in charges to the First Asset ETF or to its Unitholders, except where:
  - (A) the First Asset ETF is at arm's length with the person or company charging the fee; and
  - (B) the Unitholders have received at least 60 days' notice before the effective date of the change;
- (ii) a fee or expense, to be charged to a First Asset ETF or directly to its Unitholders by the First Asset ETF or the Manager in connection with the holding of Units of the First Asset ETF that could result in an increase in charges to the First Asset ETF or its Unitholders, is introduced;
- (iii) the Manager is changed, unless the new manager of the First Asset ETF is an affiliate of the Manager;
- (iv) the fundamental investment objective of the First Asset ETF is changed;
- (v) the First Asset ETF decreases the frequency of the calculation of its net asset value per Unit;
- (vi) other than a Permitted Merger for which Unitholder approval is not required, the First Asset ETF undertakes a reorganization with, or transfers its assets to, another mutual fund, if the First Asset ETF ceases to continue after the reorganization or transfer of assets and the transaction results in the Unitholders of the First Asset ETF becoming securityholders in the other mutual fund;
- (vii) the First Asset ETF undertakes a reorganization with, or acquires assets from, another mutual fund, if the First Asset ETF continues after the reorganization or acquisition of assets, the transaction results in the securityholders of the other mutual fund becoming Unitholders, and the transaction would be a material change to the First Asset ETF; or
- (viii) any matter which is required by the constitutive documents of the First Asset ETF; by the laws applicable to the First Asset ETF or by any agreement to be submitted to a vote of the Unitholders.

In addition, the auditors of a First Asset ETF may not be changed unless:

- (i) the IRC of the First Asset ETF has approved the change; and
- (ii) Unitholders have received at least 60 days' notice before the effective date of the change.

Approval of Unitholders will be deemed to have been given if expressed by resolution passed at a meeting of Unitholders, duly called on at least 21 days' notice and held for the purpose of considering the same, by at least a majority of the votes cast.

### **Amendments to the Declaration of Trust**

If a Unitholder meeting is required to amend a provision of the Declaration of Trust, no change proposed at a meeting of Unitholders of a First Asset ETF shall take effect until the Manager has obtained the prior approval of not less than a majority of the votes cast at such meeting of Unitholders of the First Asset ETF or, if separate class meetings are required, at meetings of each class of Unitholders of the First Asset ETF.

Subject to any longer notice requirements imposed under securities legislation, the Trustee is entitled to amend the Declaration of Trust by giving not less than 30 days' notice to Unitholders of each First Asset ETF affected by the proposed amendment in circumstances where:

- (a) the securities legislation requires that written notice be given to Unitholders of that First Asset ETF before the change takes effect;
- (b) the change would not be prohibited by the securities legislation; or
- (c) the Trustee reasonably believes that the proposed amendment has the potential to adversely impact the financial interests or rights of the Unitholders of that First Asset ETF, so that it is equitable to give Unitholders of that First Asset ETF advance notice of the proposed change.

All Unitholders of a First Asset ETF shall be bound by an amendment affecting the First Asset ETF from the effective date of the amendment.

The Trustee may amend the Declaration of Trust with respect to any First Asset ETF, without the approval of or prior notice to any Unitholders of that First Asset ETF, if the Trustee reasonably believes that the proposed amendment does not have the potential to adversely impact the financial interests or rights of Unitholders of the First Asset ETF or that the proposed amendment is necessary to:

- (a) ensure compliance with applicable laws, regulations or policies of any governmental authority having jurisdiction over the First Asset ETF or the distribution of its Units;
- (b) remove any conflicts or other inconsistencies which may exist between any terms of the Declaration of Trust and any provisions of any applicable laws, regulations or policies affecting the First Asset ETF, the Trustee or its agents;
- (c) make any change or correction in the Declaration of Trust which is a typographical correction or is required to cure or correct any ambiguity or defective or inconsistent provision, clerical omission or error contained therein;
- (d) facilitate the administration of the First Asset ETF as a mutual fund trust or make amendments or adjustments in response to any existing or proposed amendments to the Tax Act or its administration which might otherwise adversely affect the tax status of the First Asset ETF or its Unitholders;
- (e) protect the Unitholders of the First Asset ETF; or
- (f) make any change or correction which is necessary or desirable for the purpose of bringing the Declaration of Trust into conformity with current market practice within the securities or investment fund industries or curing or correcting any administrative difficulty.

## Permitted Mergers

A First Asset ETF may, without Unitholders' approval, enter into a merger or other similar transaction which has the effect of combining the funds or their assets (a "**Permitted Merger**") with any other investment fund or funds that have investment objectives that are similar to the applicable First Asset ETF's portfolio, subject to:

- (a) approval of the merger by the First Asset ETF's IRC in accordance with NI 81-107;
- (b) the First Asset ETF being reorganized with, or its assets being transferred to, another mutual fund to which NI 81-102 and NI 81-107 apply, and that is managed by the Manager, or an affiliate of the Manager;
- (c) compliance with certain other requirements of applicable securities legislation; and
- (d) Unitholders have received at least 60 days' notice which notice may be by way of press release, before the effective date of the Permitted Merger.

In connection with a Permitted Merger, the merging funds will be valued at their respective net asset values for the purpose of such transaction.

## Reporting to Unitholders

The Manager, on behalf of a First Asset ETF, will in accordance with applicable laws furnish to each Unitholder, unaudited semi-annual financial statements and an interim management report of fund performance for the First Asset ETF within 60 days of the end of each semi-annual period and audited annual financial statements and an annual management report of fund performance for the First Asset ETF within 90 days of the end of each financial year. Both the semi-annual and the annual financial statements of each First Asset ETF will contain a statement of financial position, a statement of comprehensive income, a statement of changes in equity, a statement of cashflows and a statement of investment portfolio.

Any tax information necessary for Unitholders of a First Asset ETF to prepare their annual federal income tax returns will also be distributed to them within 90 days after the end of each taxation year of the applicable First Asset ETF. Neither the Manager nor the Registrar and Transfer Agent are responsible for tracking the adjusted cost base of a Unitholder's Units. Unitholders should consult with their tax or investment adviser in respect of how to compute the adjusted cost base of their Units and in particular how designations made by the First Asset ETF to a Unitholder affect the Unitholder's tax position.

The net asset value per Unit of each First Asset ETF will be determined by the Manager on each Valuation Day and will usually be published daily in the financial press.

## TERMINATION OF THE FIRST ASSET ETFs

Subject to complying with applicable securities law, the Manager may terminate a First Asset ETF at its discretion. In accordance with the terms of the Declaration of Trust and applicable securities law, Unitholders of a First Asset ETF will be provided 60 days advance written notice of the termination.

If a First Asset ETF is terminated, the Trustee is empowered to take all steps necessary to effect the termination of the First Asset ETF. Prior to terminating a First Asset ETF, the Trustee may discharge all of the liabilities of the First Asset ETF and distribute the net assets of the First Asset ETF to the Unitholders of the First Asset ETF.

Upon termination of a First Asset ETF, each Unitholder of the First Asset ETF shall be entitled to receive at the Valuation Time on the termination date out of the assets of the First Asset ETF: (i) payment for that Unitholder's Units at the net asset value per Unit for that class of Units of the First Asset ETF determined at the Valuation Time on the termination date; plus (ii) where applicable, any net income and net realized capital gains that are owing to or otherwise attributable to such Unitholder's Units that have not otherwise been paid to such Unitholder; less (iii) any

applicable redemption charges and any taxes that are required to be deducted. Payment shall be made by cheque or other means of payment payable to such Unitholder and drawn on the First Asset ETF's bankers and may be mailed by ordinary post to such Unitholder's last address appearing in the registers of Unitholders of that First Asset ETF or may be delivered by such other means of delivery acceptable to both the Manager and such Unitholder.

### **Procedure on Termination**

The Trustee shall be entitled to retain out of any assets of a First Asset ETF, at the date of termination of the First Asset ETF, full provision for all costs, charges, expenses, claims and demands incurred or believed by the Trustee to be due or to become due in connection with or arising out of the termination of the First Asset ETF and the distribution of its assets to the Unitholders of the First Asset ETF. Out of the moneys so retained, the Trustee is entitled to be indemnified and saved harmless against all costs, charges, expenses, claims and demands.

### **PLAN OF DISTRIBUTION**

Units of each First Asset ETF are being offered for sale on a continuous basis by this prospectus, and there is no maximum number of Units of a First Asset ETF that may be issued. The Units of each class of a First Asset ETF shall be offered for sale at a price equal to the net asset value of such class of Units determined at the Valuation Time on the effective date of the subscription order.

Units of the First Asset ETFs are currently listed on the TSX and investors can buy or sell such Units on the TSX through registered brokers and dealers in the province or territory where the investors reside. Investors may incur customary brokerage commissions in buying or selling Units. No fees are paid by investors to the Manager or any First Asset ETF in connection with buying or selling of Units on the TSX.

### **Non-Resident Unitholders**

At no time may (i) non-residents of Canada, (ii) partnerships that are not Canadian partnerships or (iii) a combination of non-residents of Canada and such partnerships (all as defined in the Tax Act) be the beneficial owners of a majority of the Units of a First Asset ETF (on either a number of Units or fair market value basis) and the Manager has informed the Registrar and Transfer Agent of the First Asset ETF of this restriction. The Manager may require declarations as to the jurisdictions in which a beneficial owner of Units is resident and, if a partnership, its status as a Canadian partnership. If the Manager becomes aware, as a result of requiring such declarations as to beneficial ownership or otherwise, that the beneficial owners of 40% of the Units of a First Asset ETF then outstanding (on either a number of Units or fair market value basis) are, or may be, non-residents and/or partnerships that are not Canadian partnerships, or that such a situation is imminent, the Manager may make a public announcement thereof. If the Manager determines that more than 40% of the Units of a First Asset ETF (on either a number of Units or fair market value basis) are beneficially held by non-residents and/or partnerships that are not Canadian partnerships, the Manager may send a notice to such non-residents and/or partnerships, chosen in inverse order to the order of acquisition or in such manner as the Manager may consider equitable and practicable, requiring them to sell their Units or a portion thereof within a specified period of not less than 30 days. If the Unitholders receiving such notice have not sold the specified number of Units or provided the Manager with satisfactory evidence that they are not non-residents or partnerships other than Canadian partnerships within such period, the Manager may on behalf of such Unitholders sell such Units and, in the interim, shall suspend the voting and distribution rights attached to such Units. Upon such sale, the affected holders shall cease to be beneficial holders of Units and their rights shall be limited to receiving the net proceeds of sale of such Units.

Notwithstanding the foregoing, the Manager may determine not to take any of the actions described above if the Manager has been advised by legal counsel that the failure to take any of such actions would not adversely impact the status of a First Asset ETF as a mutual fund trust for purposes of the Tax Act or, alternatively, may take such other action or actions as may be necessary to maintain the status of the First Asset ETF as a mutual fund trust for purposes of the Tax Act.

## RELATIONSHIP BETWEEN THE FIRST ASSET ETFs AND THE DEALERS

The Manager, on behalf of a First Asset ETF, may enter into various Dealer Agreements with registered dealers (that may or may not be Designated Brokers) pursuant to which the Dealers may subscribe for Units of the First Asset ETF as described under “Purchases of Units”. Such registered dealers may be related to the Manager. See “Organization and Management Details of the First Asset ETFs - Conflicts of Interest”.

A Dealer Agreement may be terminated by the registered dealer at any time by notice to First Asset, provided that, except in certain conditions, no such termination will be permitted after the registered dealer has subscribed for Units of the First Asset ETF and such subscription has been accepted by First Asset.

No Designated Broker or Dealer has been involved in the preparation of this prospectus, nor has it performed any review of the contents of this prospectus. The applicable Designated Broker and Dealers do not act as underwriters of any of the First Asset ETFs in connection with the distribution of Units under this prospectus. See “Organization and Management Details of the First Asset ETFs - Conflicts of Interest”.

## PRINCIPAL HOLDERS OF UNITS

CDS & Co., the nominee of CDS, is the registered owner of the Units of all of the First Asset ETFs, which it holds for various brokers and other persons on behalf of their clients and others. From time to time, a First Asset ETF or another investment fund managed by the Manager or an affiliate thereof, may beneficially own, directly or indirectly, more than 10% of the Units of a First Asset ETF.

## PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD

The proxies associated with the portfolio securities held by the First Asset ETFs will be voted by the Manager in accordance with the Manager’s proxy voting policy (the “**Proxy Voting Policy**”). The objective in voting is to support proposals and director nominees that maximize the value of the investments made by a First Asset ETF – and those of its Unitholders – over the long term. In evaluating proxy proposals, information from many sources will be considered, including management or shareholders of a company presenting a proposal and independent proxy research services. Substantial weight will be given to the recommendations of a company’s board, absent guidelines or other specific facts that would support a vote against management. The Manager has developed guidelines that address the following circumstances: election of directors; contested director elections; classified boards; director/officer indemnification; director ownership; approval of independent auditors; stock based compensation plans; bonus plans; employee stock purchase plans; executive severance agreements; shareholder rights plans; defences; cumulative voting; voting requirements matters related to shareholder meetings, among others.

While serving as a framework, the Proxy Voting Policy cannot contemplate all possible proposals with which the First Asset ETFs may be presented. For non-routine matters, in the absence of a specific guideline for a particular proposal (e.g., in the case of a transactional issue or contested proxy), the Manager will evaluate the issue on a case by case basis and cast a First Asset ETF’s vote in a manner that, in the Manager’s view, will maximize the value of such First Asset ETF’s investment. The Manager may depart from the Proxy Voting Policy in order to avoid voting decisions that may be contrary to the best interests of the First Asset ETFs. The Proxy Voting Policy includes procedures intended to ensure that proxies associated with portfolio securities of a First Asset ETF are received and voted by the Manager on behalf of the First Asset ETF in accordance with the Proxy Voting Policy.

The current Proxy Voting Policy and procedures of the Manager are available to Unitholders on request, at no cost, by calling 416-642-1289 or toll-free 1-877-642-1289 or can be obtained on the internet at [www.firstasset.com](http://www.firstasset.com).

Each First Asset ETF’s proxy voting record for the annual period from July 1 to June 30 will be available at any time after August 31 following the end of that annual period, to any Unitholder on request, at no cost, and will also be available on the internet at [www.firstasset.com](http://www.firstasset.com). Information contained on the First Asset ETF’s website is not part of this prospectus and is not incorporated herein by reference.

## MATERIAL CONTRACTS

The only contracts material to the First Asset ETFs are the:

- (a) **Declaration of Trust.** For additional disclosure related to the Declaration of Trust, including relevant termination provisions and other key terms of the agreement, see “Organization and Management Details of the First Asset ETF – The Trustee”, “Attributes of Securities – Modification of Terms”, and “Unitholder Matters – Amendments to the Declaration of Trust”; and
- (b) **Custodian Agreement.** For additional disclosure related to the Custodian Agreement, including relevant termination provisions and other key terms of the agreement, see “Organization and Management Details of the First Asset ETF – Custodian”.

Copies of these agreements may be examined at the head office of the Manager at 2 Queen Street East, Suite 1200, Toronto, Ontario, M5C 3G7.

## LEGAL AND ADMINISTRATIVE PROCEEDINGS

The First Asset ETFs are not involved in any legal proceedings, nor is the Manager aware of existing or pending legal or arbitration proceedings involving the First Asset ETFs.

## EXPERTS

Ernst & Young LLP, the auditors of the First Asset ETFs, have consented to the use of their report dated March 27, 2017 to the unitholders of the First Asset ETFs on the statement of financial position as at December 31, 2016 and December 31, 2015, and the statements of comprehensive income, changes in net assets attributable to holders of redeemable securities and cash flows for the periods then ended, and a summary of significant accounting policies and other explanatory information.

Ernst & Young LLP has confirmed that they are independent with respect to the First Asset ETFs within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

## EXEMPTIONS AND APPROVALS

Each First Asset ETF will rely on exemptive relief from the Canadian securities regulatory authorities:

- (a) to permit a Unitholder of the First Asset ETF to acquire more than 20% of the Units of the First Asset ETF through purchases on the TSX without regard to the takeover bid requirements of applicable Canadian securities legislation provided the Unitholder, and any person acting jointly or in concert with such Unitholder, undertakes to the Manager not to vote more than 20% of such Units at any meeting of Unitholders. See “Purchases of Units – Buying and Selling Units”;
- (b) to relieve the First Asset ETF from the requirement that a prospectus contain a certificate of the underwriters;
- (c) to relieve the First Asset ETF from the requirement to include in a First Asset ETF’s prospectus the statement respecting purchasers’ statutory rights of withdrawal and remedies of rescission or damages in substantially the form prescribed in item 36.2 of Form 41-101F2 – *Information Required in an Investment Fund Prospectus*;
- (d) to permit the First Asset ETF to: (i) invest up to 100% of its net asset value in securities of any exchange traded mutual fund that is not an index participation unit and is a reporting issuer in Canada (each, a “**Canadian Underlying ETF**”); (ii) invest up to 10% of its net asset value in securities of exchange traded mutual funds that are not index participation units and are not reporting issuers in Canada, but whose securities are listed for trading on a stock exchange in the

United States (each, a “**U.S. Underlying ETF**”); and (iii) pay brokerage commissions in relation to its purchase and sale of securities of Canadian Underlying ETFs and U.S. Underlying ETFs;

- (e) to permit a First Asset ETF to use references to Lipper Leader ratings and Lipper Awards in sales communications;
- (f) to permit the disclosure and marketing of annual FundGrade A+ Awards and monthly FundGrade Ratings;
- (g) to relieve the First Asset ETF from the requirement contained in paragraph 12.2(2)(a) of National Instrument 81-106 *Investment Fund Continuous Disclosure* for a person or company that solicits proxies, by or on behalf of management of the First Asset ETF, to send an information circular to each registered holder of securities of the First Asset ETF whose proxy is solicited, and instead allow the First Asset ETF to send a Notice-and-Access Document (as defined in the exemptive relief decision) using the Notice-and-Access Procedure (as defined in the exemptive relief decision); and
- (h) to permit the Manager to call meetings of the First Asset ETF using the Notice-and-Access Procedure as permitted by the terms of relief.

Additionally, certain dealers of the First Asset ETFs, including the Designated Brokers and Dealers of the First Asset ETFs, have received exemptive relief from the Canadian securities regulatory authorities from the requirement that a dealer, not acting as agent of the purchaser, who receives an order or subscription for a security offered in a distribution to which the prospectus requirement of the securities legislation of the provinces and territories apply, send or deliver to the purchaser or its agent, unless the dealer has previously done so, the latest prospectus and any amendment either before entering into an agreement of purchase and sale resulting from the order or subscription, or not later than midnight on the second business day after entering into that agreement. As a condition of this exemptive relief, the dealer is required to deliver a copy of the ETF Facts of the applicable First Asset ETF to a purchaser if the dealer does not deliver a copy of this prospectus. This relief will expire upon the coming-into-force of amendments to National Instrument 41-101 *General Prospectus Requirements* which will codify the exemptive relief. Currently, the amendments are expected to come-into-force on December 10, 2018.

## **OTHER MATERIAL FACTS**

### **International Information Reporting**

Pursuant to the Canada-United States Enhanced Tax Information Exchange Agreement entered into between Canada and the United States on February 5, 2014 (the “**IGA**”) and related Canadian legislation in the Tax Act, the dealers through which Unitholders hold their Units are required to report certain information with respect to Unitholders who are U.S. residents or U.S. citizens (including U.S. citizens who are residents and/or citizens of Canada), and certain other “U.S. Persons”, as defined under the IGA (excluding Plans, as defined above under “Income Tax Considerations – Status of the First Asset ETFs”), to the CRA. The CRA is expected to provide the information to the U.S. Internal Revenue Service.

Pursuant to the provisions of the Tax Act that implement the Organization for Economic Co-operation and Development Common Reporting Standard (the “**CRS Provisions**”), “Canadian financial institutions” (as defined in the CRS Provisions) would be required to have procedures in place to identify accounts held by residents of foreign countries (other than the U.S.) or by certain entities the “controlling persons” of which are resident in a foreign country (other than the U.S.) and to report required information to the CRA. Such information would be exchanged on a reciprocal, bilateral basis with the countries in which the account holders or such controlling persons are resident, where such countries have agreed to a bilateral information exchange with Canada under the Common Reporting Standard.

Under the CRS Provisions, Unitholders may be required to provide certain information regarding their investment in a First Asset ETF to any applicable Canadian financial institution (for instance completing a Declaration of Tax

Residence or similar form) for the purpose of complying with the CRS Provisions and, where applicable, such information exchange (which information is initially required to be provided to the CRA by May 1, 2018), unless the investment is held within a Plan.

### **Management of the First Asset ETF**

First Asset may, at any time and without seeking Unitholder approval, assign the Declaration of Trust to an affiliate.

### **Disclaimer – Morningstar® Indexes**

The First Asset ETFs are not sponsored, endorsed, sold or promoted by Morningstar, Inc. or any of its affiliates (collectively, “**Morningstar**”). Morningstar makes no representation or warranty, express or implied, to the owners of the Units or any member of the public regarding the advisability of investing in securities generally or in the Units in particular or the ability of an index to track general stock market performance. Morningstar’s only relationship to the Manager is the licensing of certain service marks and service names of Morningstar and of the Morningstar® Canada Target Value Index™, Morningstar® Canada Target Momentum Index™, Morningstar® Canada Target Dividend Index™, Morningstar® US Target Value Index™, Morningstar® US Target Momentum Index™ and Morningstar® US Target Dividend Index™ (the “**Indices**”) which are determined, composed and calculated by Morningstar without regard to the Manager or the First Asset ETFs. Morningstar has no obligation to take the needs of the Manager or the owners of Units into consideration in determining, composing or calculating the Indices. Morningstar is not responsible for and has not participated in the determination of the prices and amount of the Units or the timing of the issuance or sale of the Units or in the determination or calculation of the equation by which the Units is converted into cash. Morningstar has no obligation or liability in connection with the administration, marketing or trading of the Units.

MORNINGSTAR DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE INDICES OR ANY DATA INCLUDED THEREIN AND MORNINGSTAR SHALL NOT HAVE LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. MORNINGSTAR MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY THE MANAGER, OWNERS OR USERS OF THE UNITS, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE INDICES OR ANY DATA INCLUDED THEREIN. MORNINGSTAR MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE INDICES OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL MORNINGSTAR HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS), EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

### **Disclaimer – MSCI Indexes**

THE FIRST ASSET ETFS ARE NOT SPONSORED, ENDORSED, SOLD OR PROMOTED BY MSCI INC. (“**MSCI**”), ANY OF ITS AFFILIATES, ANY OF ITS INFORMATION PROVIDERS OR ANY OTHER THIRD PARTY INVOLVED IN, OR RELATED TO, COMPILING, COMPUTING OR CREATING ANY MSCI INDEX (COLLECTIVELY, THE “**MSCI PARTIES**”). THE MSCI INDEXES ARE THE EXCLUSIVE PROPERTY OF MSCI. MSCI AND THE MSCI INDEX NAMES ARE SERVICE MARK(S) OF MSCI OR ITS AFFILIATES AND HAVE BEEN LICENSED FOR USE FOR CERTAIN PURPOSES BY THE MANAGER. NONE OF THE MSCI PARTIES MAKES ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, TO THE ISSUER OR OWNERS OF THE FIRST ASSET ETFS OR ANY OTHER PERSON OR ENTITY REGARDING THE ADVISABILITY OF INVESTING IN FUNDS GENERALLY OR IN THE FIRST ASSET ETFS PARTICULARLY OR THE ABILITY OF ANY MSCI INDEX TO TRACK CORRESPONDING STOCK MARKET PERFORMANCE. MSCI OR ITS AFFILIATES ARE THE LICENSORS OF CERTAIN TRADEMARKS, SERVICE MARKS AND TRADE NAMES AND OF THE MSCI INDEXES WHICH ARE DETERMINED, COMPOSED AND CALCULATED BY MSCI WITHOUT REGARD TO THE FIRST ASSET ETFS OR THE ISSUER OR OWNERS OF THE FIRST ASSET ETFS OR ANY OTHER PERSON OR ENTITY. NONE OF THE MSCI PARTIES HAS ANY OBLIGATION TO TAKE THE NEEDS OF THE ISSUER OR OWNERS OF THE FIRST ASSET ETFS OR ANY OTHER PERSON OR ENTITY INTO CONSIDERATION IN DETERMINING, COMPOSING OR CALCULATING THE MSCI INDEXES. NONE OF THE MSCI PARTIES

IS RESPONSIBLE FOR OR HAS PARTICIPATED IN THE DETERMINATION OF THE TIMING OF, PRICES AT, OR QUANTITIES OF THE FIRST ASSET ETFS TO BE ISSUED OR IN THE DETERMINATION OR CALCULATION OF THE EQUATION BY OR THE CONSIDERATION INTO WHICH THE FIRST ASSET ETFS ARE REDEEMABLE. FURTHER, NONE OF THE MSCI PARTIES HAS ANY OBLIGATION OR LIABILITY TO THE ISSUER OR OWNERS OF THE FIRST ASSET ETFS OR ANY OTHER PERSON OR ENTITY IN CONNECTION WITH THE ADMINISTRATION, MARKETING OR OFFERING OF THE FIRST ASSET ETFS.

ALTHOUGH MSCI SHALL OBTAIN INFORMATION FOR INCLUSION IN OR FOR USE IN THE CALCULATION OF THE MSCI INDEXES FROM SOURCES THAT MSCI CONSIDERS RELIABLE, NONE OF THE MSCI PARTIES WARRANTS OR GUARANTEES THE ORIGINALITY, ACCURACY AND/OR THE COMPLETENESS OF ANY MSCI INDEX OR ANY DATA INCLUDED THEREIN. NONE OF THE MSCI PARTIES MAKES ANY WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY THE ISSUER OF THE FIRST ASSET ETFS, OWNERS OF THE FIRST ASSET ETFS, OR ANY OTHER PERSON OR ENTITY, FROM THE USE OF ANY MSCI INDEX OR ANY DATA INCLUDED THEREIN. NONE OF THE MSCI PARTIES SHALL HAVE ANY LIABILITY FOR ANY ERRORS, OMISSIONS OR INTERRUPTIONS OF OR IN CONNECTION WITH ANY MSCI INDEX OR ANY DATA INCLUDED THEREIN. FURTHER, NONE OF THE MSCI PARTIES MAKES ANY EXPRESS OR IMPLIED WARRANTIES OF ANY KIND, AND THE MSCI PARTIES HEREBY EXPRESSLY DISCLAIM ALL WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE, WITH RESPECT TO EACH MSCI INDEX AND ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL ANY OF THE MSCI PARTIES HAVE ANY LIABILITY FOR ANY DIRECT, INDIRECT, SPECIAL, PUNITIVE, CONSEQUENTIAL OR ANY OTHER DAMAGES (INCLUDING LOST PROFITS) EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

No purchaser, seller or holder of Units of the First Asset ETFS, or any other person or entity, should use or refer to any MSCI trade name, trademark or service mark to sponsor, endorse, market or promote this security without first contacting MSCI to determine whether MSCI's permission is required. Under no circumstances may any person or entity claim any affiliation with MSCI without the prior written permission of MSCI.

#### **PURCHASERS' 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 exchange traded mutual fund securities within 48 hours after 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.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Additional information about each of the First Asset ETFS is, or will be, available in the following documents:

- (a) the most recently filed comparative annual financial statements of the First Asset ETF, together with the accompanying report of the auditor;
- (b) any interim financial statements of the First Asset ETF filed after those annual financial statements;
- (c) the most recently filed annual management report of fund performance of the First Asset ETF;

- (d) any interim management report of fund performance of the First Asset ETF filed after that most recently filed annual management report of fund performance of the First Asset ETF; and
- (e) the most recently filed ETF Facts of the First Asset ETF.

These documents are or will be incorporated by reference into this prospectus, which means that they legally form part of this document just as if they were printed as part of this document. You can obtain a copy of these documents, at your request, and at no cost, by calling: 416-642-1289 or toll-free 1-877-642-1289 or by contacting your dealer. These documents are available on the First Asset ETFs website at [www.firstasset.com](http://www.firstasset.com). These documents and other information about each of the First Asset ETFs will also be available on the internet at [www.sedar.com](http://www.sedar.com).

In addition to the documents listed above, any documents of the type described above that are filed on behalf of each of the First Asset ETFs after the date of this prospectus and before the termination of the distribution of the First Asset ETF are deemed to be incorporated by reference into this prospectus.

**FIRST ASSET CORE CANADIAN EQUITY ETF**

**FIRST ASSET CORE U.S. EQUITY ETF**

**(THE “FIRST ASSET ETFS”)**

**CERTIFICATE OF THE FIRST ASSET ETFS, THE MANAGER AND PROMOTER**

Dated: February 1, 2018

This prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of all of the provinces and territories of Canada.

**FIRST ASSET INVESTMENT MANAGEMENT INC.,  
AS MANAGER, TRUSTEE AND PROMOTER OF THE FIRST ASSET ETFS**

*(signed)* Rohit D. Mehta

President of First Asset Investment Management Inc., the Manager, Trustee and Promoter of the First Asset ETFs, and on behalf of the First Asset ETFs (signed in the capacity of Chief Executive Officer)

*(signed)* Douglas J. Jamieson

Chief Financial Officer of First Asset Investment Management Inc., the Manager, Trustee and Promoter of the First Asset ETFs, and on behalf of the First Asset ETFs

**ON BEHALF OF THE BOARD OF DIRECTORS  
OF FIRST ASSET INVESTMENT MANAGEMENT INC.**

*(signed)* Rohit D. Mehta

Director

*(signed)* Douglas J. Jamieson

Director

*(signed)* Edward Kelterborn

Director