June 22, 2021

SIMPLIFIED PROSPECTUS

Offering Series A, Series F, Series O, ETF CAD Series and ETF USD Series units of:

Emerge ARK Global Disruptive Innovation ETF

Emerge ARK Genomics & Biotech ETF

Emerge ARK Fintech Innovation ETF

Emerge ARK AI & Big Data ETF

Emerge ARK Autonomous Tech & Robotics ETF

Emerge ARK Space Exploration ETF

No securities regulatory authority has expressed an opinion about these units. It is an offence to claim otherwise.

The Emerge ETFs and the units of the Emerge ETFs offered under this Simplified Prospectus are not registered with the United States Securities and Exchange Commission and they are sold in the United States only in reliance on exemptions from registration.

Table of Contents

Introduction **1**

What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? **5**
- What is a Mutual Fund? 5
- What do you Own? 5
- Structure of the Funds 5
- Series of Units 5
- What are the General Risks of Investing in a Mutual Fund? 5
- What are the Specific Risks of Investing in a Mutual Fund? 6

Organization and Management of the Emerge ETFs **18**
- Who Organizes and Manages the Emerge ETFs? 18
- Who Works with the Emerge ETFs? 18

Purchases, Switches and Redemptions **20**
- Series of Units 20
- How to Buy Units of the Emerge ETFs 21
- How to Switch your Mutual Fund Series Units 24
- How to Redeem your Units 24

Optional Services **28**

Fees and Expenses **28**
- Fees and Expenses Payable by the Emerge ETFs 28
- Fees and Expenses Payable Directly by You 30
- Impact of Sales Charges 30

Dealer Compensation **31**
- Commissions we Pay to your Dealer 31
- Dealer Support 31

Income Tax Considerations for Investors **31**
- How Mutual Funds Earn Money 31
- How your Investment is Taxed 31
- Non-Registered Accounts 32
- Registered Plans 34

What are your Legal Rights? **34**

Additional Information **35**

Specific Information about each of the Mutual Funds Described in this Document **37**

Emerge ARK Global Disruptive Innovation ETF **40**

Emerge ARK Genomics & Biotech ETF **43**

Emerge ARK Fintech Innovation ETF **46**

Emerge ARK AI & Big Data ETF **49**

Emerge ARK Autonomous Tech & Robotics ETF **52**

Emerge ARK Space Exploration ETF **55**

Introduction

This Simplified Prospectus contains selected important information to help you make an informed investment decision and understand your rights as an investor. Throughout this document:

- *We, us, Manager, Portfolio Manager* or *Emerge* means Emerge Canada Inc.
- *You* means each person who invests in the Emerge ETFs. Persons who invest in the Emerge ETFs are also referred to in this document as unitholders or investors
- *ACB* means adjusted cost base
- *ADRs* means American depositary receipts, which are negotiable certificates issued by a depositary bank that represent securities of a non-Canadian or a non-United States company and that trade in the United States financial markets. In the case of sponsored ADRs, the bank has a relationship with the issuer of the foreign security that is the underlying asset of the ADR and the bank issues the ADR on behalf of that foreign issuer. In the case of unsponsored ADRs, the bank issues the ADR without the participation, involvement or consent of the issuer of the foreign security that is the underlying asset of the ADR
- *Advisor* means the registered representative who advises you on your investments
- *Aerospace Beneficiary Companies* means companies that stand to benefit from aerospace activities, including agriculture, internet access, global positioning system (GPS), construction and imaging
- *ARK* means ARK Investment Management LLC
- *ARK Sub-Advisory Agreement* means the sub-advisory agreement dated October 24, 2018 between the Sub-Adviser and ARK pursuant to which the Sub-Adviser retained ARK to provide investment advice to it in respect of the Emerge ETFs, as the same may be amended or amended and restated from time to time
- *Artificial Intelligence Companies* means companies that ARK believes are focused on and are expected to benefit from machine learning, including deep learning. Artificial Intelligence Companies may also fall into the categories of Fintech Innovation Companies, Genomic Revolution Companies, Industrial Innovation Companies and Next Generation Internet Companies
- *Autonomous Technology Companies* means companies that ARK believes are focused on and are expected to benefit from the productivity of machines, such as through the automation of functions, processes or activities previously performed by human labour, the use of machine learning, including deep learning, 3D printing, autonomous vehicles, or the use of robotics to perform other functions, activities or processes. Autonomous Technology Companies may also fall into the category of Industrial Innovation Companies
- *Baskets of Securities* means in relation to an Emerge ETF, a group of securities selected by the Portfolio Manager from time to time that may collectively reflect the constituents of the portfolio of the Emerge ETF
- *Bioinformatics* means the science of collecting and analyzing complex biological data, such as genetic codes
- *Business Day* means any day that the NEO Exchange is open for trading
- *CDS* means CDS Clearing and Depository Services Inc.
- *CRA* means the Canada Revenue Agency
- *Custodian* means RBC Investor Services Trust or its successor

- *Dealer* means the company where your Advisor works

- *Declaration of Trust* means the master declaration of trust establishing the Emerge ETFs originally dated June 14, 2019, with amendments as of March 18, 2021, as the same may be amended from time to time

- *Designated Broker* means the registered dealer that has entered into a designated broker agreement with us, on behalf of the Emerge ETFs, pursuant to which the Designated Broker agrees to perform certain duties in relation to the ETF Series Units of the Emerge ETFs

- *Distributed Ledger Technology* means technology that permits information or data to be consensually shares and synchronized across multiple sites, institutions or geographies, and includes blockchain and other technology permitting the decentralization of databases

- *Distribution Record Date* means a date designated by us as a record date for the determination of Unitholders entitled to receive a distribution from an Emerge ETF

- *Emerge ETFs* means the mutual funds listed on the front cover of this Simplified Prospectus. For the avoidance of doubt, this encompasses Emerge ARK Global Disruptive Innovation ETF, Emerge ARK Genomics & Biotech ETF, Emerge ARK Fintech Innovation ETF, Emerge ARK AI & Big Data ETF, Emerge ARK Autonomous Tech & Robotics ETF and Emerge ARK Space Exploration ETF

- *Enabling Technologies Companies* means companies that develop technologies used by Space Exploration Companies for successful value-add aerospace operations. These operations include artificial intelligence, robotics, 3D printing, materials and energy storage

- *ETF Dealer* means a registered dealer (that may or may not be the Designated Broker) that has entered into a continuous distribution dealer agreement with us, on behalf of the Emerge ETFs, and that subscribes for and purchases ETF Series Units

- *ETF Facts* means the documents that summarize certain features of the ETF Series Units

- *ETF Series* means each series of Units of an Emerge ETF that is listed and traded on an exchange, which are the ETF CAD Series and the ETF USD Series Units of each Emerge ETF

- *Fintech Innovation Companies* means companies that ARK believes are focused on and are expected to benefit from the introduction of technologically enabled new products or services that potentially change the way the financial sector works, including the shifting of the financial sector and economic transactions to technology infrastructure platforms and technological intermediaries. By way of example, these companies may develop, use or rely on, act as or otherwise be focused on innovative payment platforms and methodologies, point of sale providers, e-commerce, transactional innovations, business analytics, fraud reduction, frictionless funding platforms, peer-to-peer lending, Distributed Ledger Technologies, intermediary exchanges, asset allocation technology, mobile payments, digital wallets, risk transformation and risk pricing and pooling aggregators

- *Fund Administrator* means RBC Investor Services Trust or its successor

- *Fund Facts* means the documents that summarize certain features of the Mutual Fund Series Units

- *Genomic Revolution Companies* means companies that ARK believes are focused on and are expected to benefit from extending and enhancing the quality of human and other life by incorporating technological and scientific developments, improvements and advancements in Genomics into their business, such as by offering new products or services that rely on Genomic Sequencing, analysis, synthesis or instrumentation. These companies may also develop, produce, manufacture or significantly rely on or enable bionic devices, gene therapy bio-informatics, bio-inspired computing, Bioinformatics, molecular medicine, pharmaceutical innovations and agricultural biotechnology

- *Genomic Sequencing* means the techniques that allow researchers to read and decipher the genetic information found in DNA

- *Genomics* means the study of genes and their functions and related techniques

- *Industrial Innovation Companies* means companies that ARK believes are focused on and are expected to benefit from the development of new products or services, technological improvements or advancements in scientific research related to, among other things, disruptive innovation in energy, automation and manufacturing, materials, transportation and space exploration. ARK considers a company to be an energy transformation company if it seeks to capitalize on innovations or evolutions in: (i) ways that energy is stored or used; (ii) the discovery, collection and/or implementation of new sources of energy, including unconventional sources of oil or natural gas; and/or (iii) the production or development of new materials for use in commercial applications of energy production, use or storage. ARK considers Autonomous Technology Companies to also be Industrial Innovation Companies

- *Internet of Things* means a system of interrelated computing devices, mechanical and digital machines, or physical objects that are provided unique identifiers and the ability to transfer data over a network without requiring human-to-human or human-to-computer interaction

- *Intermediary* means a third party that your Dealer may use to administer your accounts

- *IRC* means the Independent Review Committee operating under National Instrument 81-107 *Independent Review Committee for Investment Funds*

- *MER* means management expense ratio, which is calculated for each series of units of an Emerge ETF and reflects the management fees and certain expenses borne by that series

- *Mutual Fund Series* means each series of Units of an Emerge ETF other than the ETF Series

- *NAV* means net asset value

- *NEO Exchange* means NEO Exchange Inc.

- *Next Generation Internet Companies* means companies that ARK believes are focused on and are expected to benefit from the shift of technology infrastructure from hardware and software to the cloud, enabling mobile, new and local services, such as companies that rely on or benefit from the increased use of shared technology, infrastructure and services, internet-based products and services, such as streaming media and cloud storage. These companies may include mail order and catalog houses that generate the entirety of their business through websites in addition to traditional physical goods. These companies may also include ones that develop, use or rely on innovative payment methodologies, big data, the Internet of Things, machine learning, social distribution, e-commerce, Distributed Ledger Technology and digital media

- *NI 81-102* means National Instrument 81-102 – *Investment Funds*, as the same may be amended, restated or replaced from time to time

- *Orbital Aerospace Companies* means companies that launch, make, service, or operate platforms in the orbital space, including satellites and launch vehicles

- *registered plan* means a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan, a registered disability savings plan, a deferred profit sharing plan, or a tax-free savings account

- *Series NAV* means the separate NAV for the applicable series of Units

- *Space Exploration Companies* means companies that ARK believes are engage in the theme of space exploration

- *Sub-Adviser* means Emerge Capital Management Inc. or its successor

- *Suborbital Aerospace Companies* are companies that launch, make, service, or operate aircrafts that do not achieve an altitude and/or velocity to remain in orbit around a planet, including drones, air taxis and electric aviation vehicles

- *Tax Act* means the *Income Tax Act* (Canada) and the regulations issued thereunder, as the same may be amended from time to time

- *Unit* means, in relation to a particular Emerge ETF, a redeemable, transferable unit of the Emerge ETF that represents an equal, undivided interest in the Emerge ETF, and includes the ETF Series Units and the Mutual Fund Series Units

No ETF Dealer or Designated Broker has been involved in the preparation of this Simplified Prospectus or has performed any review of the contents of this Simplified Prospectus and, as such, the ETF Dealers and the Designated Broker do not perform many of the usual underwriting activities in connection with the distribution by the Emerge ETFs of ETF Series Units under this Simplified Prospectus.

How to use this Simplified Prospectus

This document is divided into two parts. The first part contains general information applicable to all of the Emerge ETFs. The second part contains specific information about each Emerge ETF described in this document.

For more Information

Additional information about each Emerge ETF is available in the following documents:

- the Annual Information Form (AIF)

- the Emerge ETF’s most recently filed Fund Facts and ETF Facts

- the Emerge ETF’s most recently filed annual financial statements, once available

- any interim financial report filed after those annual financial statements

- the most recently filed annual management report of fund performance (MRFP), once available

- any interim MRFP filed after that annual MRFP.

These documents are incorporated by reference into this Simplified Prospectus, which means that they legally form part of this document just as if they were printed as part of it.

You can get a copy of these documents, at your request and at no cost, by calling 1-833-363-7432 or by contacting a registered dealer. These documents and other information about the Emerge ETFs are also available on the Manager’s website at **www.emergecm.ca** or at **www.sedar.com**.

What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund?

What is a Mutual Fund?

The Emerge ETFs are mutual funds. When you invest in a mutual fund, you contribute your cash to a pool of investments along with many other people. Professional money managers use the cash to buy securities on behalf of all of the contributors.

A mutual fund invests in different kinds of securities based on its investment objectives. These securities form the mutual fund's investment portfolio. The value of these securities changes from day to day, reflecting changes in economic and market conditions, interest rates and company news.

What do you Own?

You receive units in a mutual fund in exchange for the cash you contribute, and you become a unitholder of the mutual fund. You share in the fund's income, expenses and capital gains or losses with reference to the number of units you own.

Structure of the Funds

Each Emerge ETF is an open-end unit trust offering Units of multiple Mutual Fund Series and ETF Series that is governed by the Declaration of Trust under Ontario laws. We, as trustee, hold the property and investments of the Emerge ETFs in trust for the unitholders.

You can buy an unlimited number of Units of an Emerge ETF.

Series of Units

Each Emerge ETF issues Units in more than one series. For some purposes, such as calculating fees and expenses, a series of Units may be dealt with separately from other series of Units of that Emerge ETF. For other purposes, such as Emerge ETF's investment activity, all series of Units of an Emerge ETF are dealt with together.

Mutual Fund Series – Each Emerge ETF offers three different Mutual Fund Series for different investors – Series A, Series F and Series O Units.

ETF Series – Each Emerge ETF also offers two different ETF Series that trade on an exchange – ETF CAD Series and ETF USD Series Units. The ETF Series Units are listed on the NEO Exchange and are offered on a continuous basis. You can buy and sell ETF Series Units on the NEO Exchange or another exchange or marketplace where the ETF Series Units are traded through registered brokers and dealers in the province or territory where you reside.

See the heading *Purchases, Switches and Redemptions – Series of Units* for more details on the different series of Units available.

What are the General Risks of Investing in a Mutual Fund?

Risk is the chance that your investment may not perform as expected. There are different degrees and types of risk, but, in general, the more investment risk you are willing to accept, the higher your potential returns and the greater your potential losses.

The general risks of investing in a mutual fund include:

Price Fluctuation

The value of a mutual fund, and the price of its units, will fluctuate daily with changes in the value of the fund's investments. As a result, the value of your investment in a mutual fund may be more or less when you redeem it than when you bought it. This daily fluctuation is often referred to as "volatility".

General Risks of Investments

The value of a mutual fund may fluctuate in accordance with changes in the financial condition of the issuers of the securities held by the mutual fund, the condition of equity, debt and currency markets generally and other factors. The risks inherent in investments in equity and debt securities include the risk that the financial condition of the issuers of the securities may become impaired or that the general condition of the stock or bond market may deteriorate. Equity securities are susceptible to general stock market fluctuations and the financial condition of the issuer. Fixed income securities are susceptible to general interest rate fluctuations and to changes in investors' perception of inflation expectations and the condition of the issuer. These investor perceptions are based on various and unpredictable factors, including expectations regarding government, economic, monetary and fiscal policies, inflation and interest rates, economic expansion or contraction and global or regional political, economic, health and banking crises.

Your Investment is not Guaranteed

The value of your investment in a mutual fund is not guaranteed. Unlike bank accounts or guaranteed investment certificates, mutual fund units are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.

Redemptions may be Suspended

Under exceptional circumstances, your right to redeem your units may be suspended. See the heading *Purchases, Switches and Redemptions – Suspending your Right to Redeem* for details.

What are the Specific Risks of Investing in a Mutual Fund?

Each mutual fund also has specific risks. The description of each Emerge ETF, under the heading *Specific Information about each of the Mutual Funds Described in this Document*, sets out the risks that apply to that Emerge ETF. The following, in alphabetical order, is a description of each of those risks.

Absence of Active Market Risk

Although the ETF Series Units of the Emerge ETFs are listed on the NEO Exchange, there can be no assurance that an active public market for the ETF Series Units will develop or be sustained.

American Depositary Receipts Risk

ADRs are securities typically issued by a bank or trust company that evidence ownership of underlying securities issued by a non-Canadian or non-U.S. domiciled corporation and entitle the holder to all dividends and capital gains that are paid out on the underlying securities. The issuers of certain ADRs are under no obligation to distribute shareholder communications to the holders of such ADRs, or to pass through to them any voting rights with respect to the deposited securities. Investment in ADRs may be less liquid than the underlying shares in their primary trading market. ADRs may not necessarily be denominated in the same currency as the underlying securities into which they may be converted. In addition, the issuers of the stock underlying unsponsored ADRs are not obligated to disclose material information in Canada.

Cease Trading of ETF Series Units Risk

Trading of ETF Series Units on the NEO Exchange may be halted by the activation of individual or market-wide "circuit breakers"/"thresholds" (which halt trading for a specific period of time when the price of a particular security or overall market prices decline or increase by a specified percentage). Trading of ETF Series Units may also be halted if: (i) the ETF Series Units are delisted from the NEO Exchange without first being listed on another exchange; or (ii) NEO Exchange officials determine that such action is appropriate in the interest of a fair and orderly market or to protect investors.

Cease Trading of Securities Held by the Emerge ETFs Risk

If securities held by an Emerge ETF are cease traded at any time by a securities regulatory authority or other relevant regulator or stock exchange, the Manager may, subject to any required regulatory approvals, suspend the exchange or redemption of Units of the Emerge ETF until such time as the transfer of the securities is permitted. As a result, each Emerge ETF that holds securities traded on an exchange or other organized market bears the risk of cease trading orders against any security held by the Emerge ETF.

Changes in Legislation Risk

There can be no assurance that income tax, securities and other laws will not be changed in a manner that adversely affects the Emerge ETFs or its unitholders. There can be no assurance that Canadian federal income tax laws and the administrative policies and assessing practices of the CRA respecting the treatment of mutual fund trusts, SIFT trusts or an investment in a non-resident trust will not be changed in a manner that adversely affects the Emerge ETFs or their unitholders.

Communications Sector Risk

Emerge ARK Fintech Innovation ETF will be more affected by the performance of the communications sector than a fund with less exposure to such sector. Communication companies are particularly vulnerable to the potential obsolescence of products and services due to technological advancement and the innovation of competitors. Companies in the communications sector may also be affected by other competitive pressures, such as pricing competition, as well as research and development costs, substantial capital requirements and government regulation. Additionally, fluctuating domestic and international demand, shifting demographics and often unpredictable changes in consumer tastes can drastically affect a communication company's profitability. While all companies may be susceptible to network security breaches, certain companies in the communications sector may be particular targets of hacking and potential theft of proprietary or consumer information or disruptions in service, which could have a material adverse effect on their businesses.

Convertible Securities Risk

Prior to conversion, convertible securities have the same general characteristics as non-convertible debt securities, which generally provide a stable stream of income with generally higher yields than those of equity securities of the same or similar issuers. The price of a convertible security will normally vary with changes in the price of the underlying equity security, although the higher yield tends to make the convertible security less volatile than the underlying equity security. As with debt securities, the market value of convertible securities tends to decrease as interest rates rise and increase as interest rates decline. While convertible securities generally offer lower interest or dividend yields than non-convertible debt securities of similar quality, they offer investors the potential to benefit from increases in the market prices of the underlying common stock.

Currency or Exchange Rate Risk

Fluctuations in foreign currency exchange rates may affect the value of an Emerge ETF's investments in securities traded in foreign markets and held in foreign currencies. Foreign currency exchange rates may fluctuate significantly. They are determined by supply and demand in the foreign exchange markets, the relative merits of investments in different countries, actual or perceived changes in interest rates, and other complex factors. Currency exchange rates also can be affected unpredictably by intervention, or the failure to intervene, by Canadian, United States or foreign governments or central banks or by currency controls or political developments.

Cyber Security Risk

Cyber security risk is the risk of harm, loss and liability resulting from a failure or breach of an organization's information technology systems.

In general, cyber security risk can result from deliberate attacks or unintentional events, and may arise from external or internal sources. Cyber attacks include gaining unauthorized access to digital systems (e.g., through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, equipment or systems or causing operational disruption. Cyber attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users).

Cyber security risk has the ability to negatively impact an Emerge ETF and its unitholders by, among other things, disrupting and impacting business operations, interfering with the Emerge ETF's ability to calculate its NAV, impeding trading by or in the Emerge ETF or causing violations of applicable privacy and other laws.

While the Manager has established business continuity plans and risk management systems to address cyber security risk, there are inherent limitations in such plans and systems, including the possibility that certain risks have not been identified. Furthermore, although the Manager has vendor oversight policies and procedures, an Emerge ETF cannot control the cyber security plans and systems put in place by its service providers or any other third party whose operations may affect the Emerge ETF or its unitholders. The Emerge ETF and its unitholders could be negatively impacted as a result.

Derivatives Risk

The Emerge ETFs may use derivatives to pursue their investment objectives. Generally, a derivative is a contract between two parties whose value is determined with reference to the market price of an asset, such as a currency, commodity or stock, or the value of an index or an economic indicator, such as a stock market index or a specified interest rate (the "underlying interest").

Some derivatives are settled by one party's delivery of the underlying interest to the other party; others are settled by a cash payment representing the value of the contract.

The use of derivatives carries several risks, including: (i) there is no guarantee that a market will exist for some derivatives, which could prevent an Emerge ETF from selling or exiting the derivative prior to the maturity of the contract. The risk may restrict the Emerge ETF's ability to realize its profits or limit its losses; (ii) it is possible that the other party to the derivative contract ("counterparty") will fail to perform its obligations under the contract, resulting in a loss to the Emerge ETF; (iii) when entering into a derivative contract, the Emerge ETF may be required to provide margin or collateral to the counterparty. If the counterparty becomes insolvent, the Emerge ETF could lose its margin or its collateral or incur expenses to recover it; (iv) the Emerge ETFs may use derivatives to reduce certain risks associated with investments in foreign markets, currencies or specific securities. Using derivatives for these purposes is called hedging. Hedging may not be effective in preventing losses. Hedging may also reduce the opportunity for gain if the value of the hedged investment rises, because the derivative could incur an offsetting loss. Hedging may also be costly or difficult to implement; and (v) securities and commodities exchanges could set daily trading limits on options and futures. Such rule changes could prevent an Emerge ETF from completing a futures or options transaction, causing the Emerge ETF to realize a loss because it cannot hedge properly or limit a loss.

Disruptive Innovation Risk

Companies that ARK believes are capitalizing on disruptive innovation and developing technologies to displace older technologies or create new markets may not in fact do so. Companies that initially develop a novel technology may not be able to capitalize on the technology. Companies that develop disruptive technologies may face political or legal attacks from competitors, industry groups or local and national governments. These companies may also be exposed to risks applicable to sectors other than the disruptive innovation theme for which they are chosen, and the securities issued by these companies may underperform the securities of other companies that are primarily focused on a particular theme. An Emerge ETF may invest in a company that does not currently derive any revenue from disruptive innovations or technologies, and there is no assurance that a company will derive any revenue from disruptive innovations or technologies in the future. A disruptive innovation or technology may constitute a small portion of a company's overall business. As a result, the success of a disruptive innovation or technology may not affect the value of the equity securities issued by the company.

Distributed Ledger Technology Risk

An investment in companies actively engaged in Distributed Ledger Technology may be subject to the following risks:

- *New Technology Risk.* The mechanics of using Distributed Ledger Technology to transact in other types of assets, such as securities or derivatives, is less clear. There is no assurance that widespread adoption will occur. A lack of expansion in the usage of Distributed Ledger Technology could adversely affect an investment in Emerge ARK Fintech Innovation ETF.
- *Theft, Loss or Destruction Risk.* Transacting on a distributed ledger depends, in part, specifically on the use of cryptographic keys that are required to access a user's account (or "wallet"). The theft, loss or destruction of these keys impairs the value of ownership claims users have over the relevant assets being represented by the ledger (whether "smart contracts", securities, currency or other digital assets). The theft, loss or destruction of private or public keys needed to transact on a distributed ledger could also adversely affect a company's business or operations if it were dependent on the ledger.
- *Competing Platforms and Technologies Risk.* The development and acceptance of competing platforms or technologies may cause consumers or investors to use an alternative to certain distributed ledgers.
- *Cyber Security Incidents Risk.* Cyber security incidents may compromise an issuer, its operations or its business. Cyber security incidents may also specifically target a user's transaction history, digital assets, or identity, thereby leading to privacy concerns. In addition, certain features of Distributed Ledger Technology, such as decentralization, open source protocol, and reliance on peer-to-peer connectivity, may increase the risk of fraud or cyber-attack by potentially reducing the likelihood of a coordinated response.
- *Developmental Risk.* Distributed Ledger Technology may never develop optimized transactional processes that lead to realized economic returns for any company in which Emerge ARK Fintech Innovation ETF invests. Companies that are developing Distributed Ledger Technology applications may not in fact do so or may not be able to capitalize on those Distributed Ledger Technologies. The development of new or competing platforms may cause consumers and investors to use alternatives to certain distributed ledgers.
- *Intellectual Property Claims Risk.* A proliferation of recent startups attempting to apply Distributed Ledger Technology in different contexts means the possibility of conflicting intellectual property claims could be a risk to an issuer, its operations or its business. This could also pose a risk to distributed ledger platforms that permit transactions in digital securities. Regardless of the merit of any intellectual property or other legal action, any threatened action that reduces confidence in the viability of Distributed Ledger Technology may adversely affect an investment in Emerge ARK Fintech Innovation ETF.
- *Lack of Liquid Markets and Manipulation Risks.* Digital assets that are represented and trade on a distributed ledger may not necessarily benefit from viable trading markets. Stock exchanges have listing requirements and vet issuers, and perhaps users. These conditions may not necessarily be replicated on a distributed ledger, depending on the platform's controls and other policies. The more lenient a distributed ledger is about vetting issuers of digital assets or users that transact on the platform, the higher the potential risk for fraud or the manipulation of digital assets. These factors may decrease liquidity or volume, or increase volatility of digital securities or other assets trading on a distributed ledger.
- *Lack of Regulation Risk.* Digital assets and their associated platforms are largely unregulated, and the regulatory environment is rapidly evolving. Because Distributed Ledger Technology works by having every transaction build on every other transaction, participants can self-police any corruption, which can mitigate the need to depend on the current level of legal or government safeguards to monitor and control the flow of business transactions. As a result, companies engaged in such activities may be exposed to adverse regulatory action, fraudulent activity or even failure.
- *Third Party Product Risk.* Where distributed ledgers are built using third party products, those products may contain technical defects or vulnerabilities beyond a company's control. Open-source technologies that are used to build a Distributed Ledger Technology application may also introduce defects and vulnerabilities.
- *Reliance on the Internet Risk.* Distributed Ledger Technology functionality relies on the Internet. A significant disruption of Internet connectivity affecting large numbers of users or geographic areas could

impede the functionality of Distributed Ledger Technologies and adversely affect Emerge ARK Fintech Innovation ETF.

- *Line of Business Risk.* Some of the companies in which Emerge ARK Fintech Innovation ETF may invest are engaged in other lines of business unrelated to Distributed Ledger Technology and these lines of business could adversely affect their operating results. The operating results of these companies may fluctuate as a result of these additional risks and events in the other lines of business. In addition, a company's ability to engage in new activities may expose it to business risks with which it has less experience than it has with the business risks associated with its traditional businesses. Despite a company's possible success in activities linked to its use of Distributed Ledger Technology, there can be no assurance that the other lines of business in which these companies are engaged will not have an adverse effect on a company's business or financial condition.
- *Association with Digital Currencies Risk.* As Distributed Ledger Technology is currently associated with digital currencies, problems in digital currency markets could have a wider effect on companies associated with Distributed Ledger Technologies.

Emerging Market Securities Risk

Investment in securities of emerging market issuers may present risks that are greater than or different from those associated with securities of issuers in developed markets due to less developed and liquid markets and such factors as increased economic, political, regulatory, or other uncertainties.

Equity Securities Risk

The value of the equity securities an Emerge ETF holds may fall due to general market and economic conditions, perceptions regarding the industries in which the issuers of securities the Emerge ETF holds participate or factors relating to specific companies in which the Emerge ETF invests. Equity securities may also be particularly sensitive to general movements in the stock market, and a decline in the broader market may affect the value of the Emerge ETF's equity investments.

Financial Sector Risk

The factors that impact the financial sector will likely have a greater effect on Emerge ARK Fintech Innovation ETF than on a fund with less exposure to such sector. Companies in the financial sector are especially subject to the adverse effects of economic recession, decreases in the availability of capital, volatile interest rates, portfolio concentrations in geographic markets and in commercial and residential real estate loans, and competition from new entrants in their fields of business. These industries are still extensively regulated at both the federal and state level and may be adversely affected by increased regulations.

Financial Technology Risk

Companies that are developing financial technologies that seek to disrupt or displace established financial institutions generally face competition from much larger and more established firms. Fintech Innovation Companies may not be able to capitalize on their disruptive technologies if they face political and/or legal attacks from competitors, industry groups or local and national governments. Laws generally vary by country, creating some challenges to achieving scale. A Fintech Innovation Company may not currently derive any revenue, and there is no assurance that a Fintech Innovation Company will derive any revenue from innovative technologies in the future.

Fluctuations in NAV Risk

The value of an Emerge ETF's assets will fluctuate as the markets in which the Emerge ETF invests fluctuate. The value of the Emerge ETF's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events, such as inflation (or expectations for inflation), interest rates, global demand for particular products or resources, natural disasters or events, terrorism, regulatory events and government controls, that affect large portions of the market. The Manager and the Emerge ETFs have no control over the factors that affect the value of the securities held by the Emerge ETFs.

Foreign Investment Risk

Investments in the securities of foreign issuers involve risks beyond those associated with investments in Canadian securities. These additional risks may include greater market volatility, the availability of less reliable financial information, higher transactional costs, potentially higher custody costs, taxation by foreign governments, decreased market liquidity and political and economic instability.

The Emerge ETFs may file claims to recover withholding tax on dividend and interest income (if any) received from issuers in certain countries where such withholding tax reclaim is possible. Whether or when an Emerge ETF will receive a withholding tax refund in the future is within the control of the tax authorities in such countries. Where an Emerge ETF expects to recover withholding tax based on a continuous assessment of probability of recovery, the NAV of the Emerge ETF generally includes accruals for such tax refunds. If the likelihood of receiving refunds materially decreases, for example due to a change in tax regulation or approach, accruals in the Emerge ETF's NAV for such refunds may need to be written down partially or in full, which will adversely affect the Emerge ETF's NAV. Investors in the Emerge ETF at the time an accrual is written down will bear the impact of any resulting reduction in NAV regardless of whether they were investors during the accrual period. Conversely, if the Emerge ETF receives a tax refund that has not been previously accrued, investors in the Emerge ETF at the time the claim is successful will benefit from any resulting increase in the Emerge ETF's NAV. Investors who sold their Units prior to such time, will not benefit from such NAV increase.

Future Expected Genomic Business Risk

Emerge ARK Global Disruptive Innovation ETF and Emerge ARK Genomics & Biotech ETF may invest in Genomic Revolution Companies that do not currently derive a substantial portion of their current revenues from genomic-focused businesses and there is no assurance that they will do so in the future, which may adversely affect the ability of each of Emerge ARK Global Disruptive Innovation ETF and Emerge ARK Genomics & Biotech ETF to achieve its investment objective.

Healthcare Sector Risk

The healthcare sector may be affected by government regulations and government healthcare programs, restrictions on government reimbursement for medical expenses, increases or decreases in the cost of medical products and services and product liability claims, among other factors. Many healthcare companies are: (i) heavily dependent on patent protection and intellectual property rights and the expiration of a patent may adversely affect their profitability; (ii) subject to extensive litigation based on product liability and similar claims; and (iii) subject to competitive forces that may make it difficult to raise prices and, in fact, may result in price discounting. Many healthcare products and services may be subject to regulatory approvals. The process of obtaining such approvals may be long and costly, and delays or failure to receive such approvals may negatively impact the business of such companies. Additional or more stringent laws and regulations enacted in the future could have a material adverse effect on such companies in the healthcare sector. In addition, issuers in the healthcare sector include issuers having their principal activities in the biotechnology industry, medical laboratories and research, drug laboratories and research and drug manufacturers, which have the additional risks described below.

- *Biotechnology Company Risk.* A biotechnology company's valuation can often be based largely on the potential or actual performance of a limited number of products and can accordingly be greatly affected if one of its products proves, among other things, unsafe, ineffective or unprofitable. Biotechnology companies are subject to regulation by, and the restrictions of, various regulatory authorities.

- *Pharmaceutical Company Risk.* Companies in the pharmaceutical industry can be significantly affected by, among other things, government approval of products and services, government regulation and reimbursement rates, product liability claims, patent expirations and protection and intense competition.

Illiquid Securities Risk

If an Emerge ETF is unable to dispose of some or all of the securities held by it, or is unable to do so at prices that reflect the fair value of such investments, the Emerge ETF may experience a delay in the receipt of the proceeds of disposition until such time as it is able to dispose of such securities. Likewise if certain securities are particularly illiquid, the Portfolio Manager may be unable to acquire the number of securities it would like to at a price acceptable to it on a timely basis.

Industrials Sector Risk

The industrials sector includes companies engaged in the aerospace and defense industry, electrical engineering, machinery and professional services. Companies in the industrials sector may be adversely affected by changes in government regulation, world events and economic conditions. In addition, companies in the industrials sector may be adversely affected by environmental damage product liability claims and exchange rates. Issuers having their principal activities in the aerospace and defense industry and in professional services have the additional risks described below.

- *Aerospace and Defense Company Risk*. Companies in the aerospace and defense industry rely to a large extent on government demand for their products and services and may be significantly affected by changes in government regulations and spending, as well as economic conditions and industry consolidation.
- *Professional Services Company Risk.* Professional services companies may be materially impacted by economic conditions and related fluctuations in client demand for marketing, business, technology and other consulting services. Professional services companies' success depends in large part on attracting and retaining key employees and a failure to do so could adversely affect a company's business. There are relatively few barriers to entry into the professional services market, and new competitors could readily seek to compete in one or more market segments, which could adversely affect a professional services company's operating results through pricing pressure and loss of market share.

Information Technology Sector Risk

The information technology sector includes companies engaged in internet software and services, technology hardware and storage peripherals, electronic equipment instruments and components, and semiconductors and semiconductor equipment. Information technology companies face intense competition, which may have an adverse effect on profit margins. Information technology companies may have limited product lines, markets, financial resources or personnel. The products of information technology companies may face rapid product obsolescence due to technological developments and frequent new product introduction, unpredictable changes in growth rates and competition for the services of qualified personnel. Failure to introduce new products, develop and maintain a loyal customer base, or achieve general market acceptance for their products could have a material adverse effect on a company's business. Companies in the information technology sector are heavily dependent on intellectual property and the loss of patent, copyright and trademark protections may adversely affect the profitability of these companies. Additional risks related to this sector are described below.

- *Internet Company Risk.* Many Internet-related companies have incurred large losses since their inception and may continue to incur large losses in the hope of capturing market share and generating future revenues. Accordingly, many such companies expect to incur significant operating losses for the foreseeable future, and may never be profitable. The markets in which many Internet companies compete face rapidly evolving industry standards, frequent new service and product announcements, introductions and enhancements, and changing customer demands. The failure of an Internet company to adapt to such changes could have a material adverse effect on the company's business. Additionally, the widespread adoption of new Internet, networking, telecommunications technologies, or other technological changes could require substantial expenditures by an Internet company to modify or adapt its services or infrastructure, which could have a material adverse effect on an Internet company's business.

- *Semiconductor Company Risk.* Competitive pressures may have a significant effect on the financial condition of semiconductor companies and, as product cycles shorten and manufacturing capacity increases, these companies may become increasingly subject to aggressive pricing, which hampers profitability. Reduced demand for end-user products, under-utilization of manufacturing capacity, and other factors could adversely impact the operating results of companies in the semiconductor sector. Semiconductor companies typically face high capital costs and may be heavily dependent on intellectual property rights. The semiconductor sector is highly cyclical, which may cause the operating results of many semiconductor companies to vary significantly. The stock prices of companies in the semiconductor sector have been and likely will continue to be extremely volatile.
- *Software Industry Risk.* The software industry can be significantly affected by intense competition, aggressive pricing, technological innovations, and product obsolescence. Companies in the software industry are subject to significant competitive pressures, such as aggressive pricing, new market entrants, competition for market share, short product cycles due to an accelerated rate of technological developments and the potential for limited earnings and/or falling profit margins. These companies also face the risks that new services, equipment or technologies will not be accepted by consumers and businesses or will become rapidly obsolete. These factors can affect the profitability of these companies and, as a result, the value of their securities. Also, patent protection is integral to the success of many companies in this industry, and profitability can be affected materially by, among other things, the cost of obtaining (or failing to obtain) patent approvals, the cost of litigating patent infringement and the loss of patent protection for products (which significantly increases pricing pressures and can materially reduce profitability with respect to such products). In addition, many software companies have limited operating histories. Prices of these companies' securities historically have been more volatile than other securities, especially over the short term.

In-Kind Subscription Risk

In-kind subscriptions for ETF Series Units of an Emerge ETF may impact the market for the securities held by the Emerge ETF, as the applicable ETF Dealer seeks to buy or to borrow the securities to constitute the Baskets of Securities or other securities to be delivered to the Emerge ETF as payment for the ETF Series Units to be issued.

Issuer Risk

Because Emerge ARK Space Exploration ETF may invest in 40 to 55 issuers, it is subject to the risk that the value of the Emerge ETF's portfolio may decline due to a decline in value of the equity securities of particular issuers. The value of an issuer's equity securities may decline for reasons directly related to the issuer, such as management performance and reduced demand for the issuer's goods or services.

Large-Capitalization Companies Risk

Large-capitalization companies are generally less volatile than companies with smaller market capitalizations. In exchange for this potentially lower risk, the value of large-capitalization companies may not rise as much as that of companies with smaller market capitalizations.

Management Risk

As actively-managed mutual funds, the Emerge ETFs are subject to management risk. The ability of the Portfolio Manager to successfully implement an Emerge ETF's investment strategies will significantly influence the Emerge ETF's performance.

Market Risk

The value of an Emerge ETF's assets will fluctuate as the markets in which the Emerge ETF invests fluctuate. The value of an Emerge ETF's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events, such as inflation (or expectations for inflation), deflation (or expectations for deflation), interest rates, global demand for particular products or resources, market instability, debt crises and downgrades, embargoes, tariffs, sanctions and other trade barriers, regulatory events, other governmental trade or market control programs and related geopolitical events. In addition, the value of an Emerge ETF's investments may be negatively affected by the occurrence of global events, such as war, terrorism, environmental disasters, natural disasters or events, country instability, and infectious disease epidemics or pandemics.

For example, the outbreak of COVID-19, a novel coronavirus disease, has negatively affected economies, markets and individual companies throughout the world, including those in which the Emerge ETFs invest. The effects of this pandemic to public health and business and market conditions, including exchange trading suspensions and closures may continue to have a significant negative impact on the performance of an Emerge ETF's investments, increase an Emerge ETF's volatility, negatively impact an Emerge ETF's arbitrage and pricing mechanisms, exacerbate pre-existing political, social and economic risks to an Emerge ETF, and negatively impact broad segments of businesses and populations. An Emerge ETF's operations may be interrupted as a result, which may contribute to the negative impact on investment performance. In addition, governments, their regulatory agencies, or self-regulatory organizations may take actions in response to the pandemic that affect the instruments in which an Emerge ETF invests, or the issuers of such instruments, in ways that could have a significant negative impact on an Emerge ETF's investment performance. The full impact of the COVID-19 pandemic, or other future epidemics or pandemics, is currently unknown.

Market Trading Risk

The Emerge ETFs face numerous market trading risks, including disruptions to the creation and redemption processes in respect of ETF Series Units of the Emerge ETFs, losses from trading in secondary markets, the existence of extreme market volatility or potential lack of an active trading market for ETF Series Units due to market stress, which may result in ETF Series Units trading at a significant premium or discount to their Series NAV. If you purchase ETF Series Units at a time when the market price is at a premium to the Series NAV or sell ETF Series Units at a time when the market price is at a discount to the Series NAV, you may sustain losses.

Micro-Capitalization Companies Risk

Micro-capitalization companies are subject to substantially greater risks of loss and price fluctuations because their earnings and revenues tend to be less predictable (and some companies may be experiencing significant losses). Their share prices tend to be more volatile and their markets less liquid than companies with larger market capitalizations. The shares of micro-capitalization companies tend to trade less frequently than those of larger, more established companies, which can adversely affect the pricing of these securities and the future ability to sell these securities.

Momentum Pricing Risk

Momentum pricing typically is associated with growth stocks and other assets whose valuation, as determined by the investing public, accounts for anticipated future appreciation in value. Momentum pricing of companies involved in the Distributed Ledger Technology sector may result in speculation regarding future appreciation in the value of the securities of such companies, inflating and making the market price of such securities more volatile.

Multi-Series Risk

Each Emerge ETF may issue more than one series of Units. Each series has its own fees and expenses, which are tracked separately. If an Emerge ETF cannot pay the expenses of one series using that series' share of the Emerge

ETF's assets, the Emerge ETF will have to pay those expenses out of the other series' share of the Emerge ETF's assets attributable to those series. This could lower the investment return of the other series.

Next Generation Internet Risk

The risks described below apply to Emerge ARK Global Disruptive Innovation ETF's and Emerge ARK AI & Big Data ETF's investment in Next Generation Internet Companies.

- *Internet Information Provider Company Risk.* Internet information provider companies provide Internet navigation services and reference guide information and publish, provide or present proprietary advertising and/or third party content. Such companies often derive a large portion of their revenues from advertising, and a reduction in spending by or loss of advertisers could seriously harm their business. This business is rapidly evolving and intensely competitive, and is subject to changing technologies, shifting user needs, and frequent introductions of new products and services. The research and development of new, technologically advanced products is a complex and uncertain process requiring high levels of innovation and investment, as well as the accurate anticipation of technology, market trends and consumer needs. The number of people who access the Internet is increasing dramatically and a failure to attract and retain a substantial number of such users to a company's products and services or to develop products and technologies that are more compatible with alternative devices, could adversely affect operating results. Concerns regarding a company's products, services or processes that may compromise the privacy of users or other privacy related matters, even if unfounded, could damage a company's reputation and adversely affect operating results.
- *Catalog and Mail Order House Company Risk.* Catalog and mail order house companies may be exposed to significant inventory risks that may adversely affect operating results due to, among other factors: seasonality, new product launches, rapid changes in product cycles and pricing, defective merchandise, changes in consumer demand and consumer spending patterns, or changes in consumer tastes with respect to products. Demand for products can change significantly between the time inventory or components are ordered and the date of sale. The acquisition of certain types of inventory or components may require significant lead-time and prepayment and they may not be returnable. Failure to adequately predict customer demand or otherwise optimize and operate distribution centers could result in excess or insufficient inventory or distribution capacity, result in increased costs, impairment charges, or both. The business of catalog and mail order house companies can be highly seasonal and failure to stock or restock popular products in sufficient amounts during high demand periods could significantly affect revenue and future growth. Increased website traffic during peak periods could cause system interruptions which may reduce the volume of goods sold and the attractiveness of a company's products and services.

Non-Diversification Risk

An Emerge ETF may invest a relatively higher percentage of its assets in a relatively smaller number of issuers or may invest a larger proportion of its assets in a single issuer. As a result, the gains and losses on a single investment may have a greater impact on an Emerge ETF's NAV and may make that Emerge ETF more volatile than more diversified funds.

Preferred Securities Risk

Preferred securities are contractual obligations that entail rights to distributions declared by the issuer's board of directors but may permit the issuer to defer or suspend distributions for a certain period of time. Preferred securities may be subject to more fluctuations in market value due to changes in market perceptions of the issuer's ability to continue to pay dividends. If an Emerge ETF owns a preferred security whose issuer has deferred or suspended distributions, the Emerge ETF may be required to account for the distribution that has been deferred or suspended for tax purposes, even though it may not have received this income. Preferred securities are subordinated to any debt the issuer has outstanding. Accordingly, preferred stock dividends are not paid until all debt obligations are first met. Preferred securities may lose substantial value if distributions are deferred, suspended or not declared. Preferred securities may also permit the issuer to convert preferred securities into the issuer's common stock. Preferred securities that are convertible into common stock may decline in value if the common stock to which preferred securities may be converted declines in value. Preferred securities may be less liquid than equity securities.

Reliance on Advisors Risk

ARK has been retained by the Sub-Adviser to provide investment advice to the Sub-Adviser in respect of the composition of the portfolio of each Emerge ETF. The Sub-Adviser provides ARK's analysis, research and advice to the Portfolio Manager, and the Portfolio Manager selects the securities to be included in the portfolio of each Emerge ETF based on ARK's advice and the Portfolio Manager's view as to which investment ideas present the best risk-reward opportunities. ARK specializes in providing investment advice with respect to businesses and industry sectors that are focused on, or engaged in, the use and benefits of disruptive technologies.

Rights and Warrants Risk

Rights and warrants are option securities permitting their holders to subscribe for other securities. Rights and warrants do not represent an ownership interest in an issuer or carry with them dividend or voting rights with respect to the underlying securities. Investment in rights and warrants may thus be considered more speculative than certain other types of investments. In addition, the value of a right or a warrant does not necessarily change with the value of the underlying securities, and ceases to have value if it is not exercised prior to expiration.

Sector Risk

The assets of each Emerge ETF will be concentrated in securities of issuers having their principal business activities in a particular industry or sector, and each Emerge ETF will be subject to the risk that economic, political or other conditions that have a negative effect on that sector will negatively impact that Emerge ETF to a greater extent than if the Emerge ETF's assets were invested in a wider variety of sectors or industries.

Securities Lending Risk

In the future, each Emerge ETF may engage in securities lending in accordance with NI 81-102. Although it will receive collateral for the loans and such collateral will be marked-to-market, an Emerge ETF may be exposed to the risk of loss should the borrower default on its obligation to return the borrowed securities and the collateral is insufficient to reconstitute the portfolio of loaned securities.

Short Selling Risk

In the future, each Emerge ETF may engage in short selling in accordance with NI 81-102. A "short sale" is where an Emerge ETF borrows securities from a lender and sells those securities in the open market. The short seller is obligated to return the borrowed securities in the future and may need to purchase them at short notice in order to satisfy this obligation. Where an Emerge ETF sells securities short, it will generally see a profit if the securities decrease in value and a loss if they increase in value. Unlike a purchase of securities, where the maximum amount of the loss is limited to the amount invested, there is theoretically no limit to an Emerge ETF's exposure on a short sale, as the securities may need to be purchased at a higher price than at what the short sale took place. As a result, the financial loss could be infinite. In addition, the securities loaned for the short sale may be recalled by the lender, and limitations on availability of securities may limit an Emerge ETF's freedom of action in connection with short sales.

Small- and Medium-Capitalization Companies Risk

Small- and medium-capitalization companies may be more volatile and more likely than large-capitalization companies to have narrower product lines, fewer financial resources, less management depth and experience and less competitive strength. Returns on investments in securities of small- and medium-capitalization companies could trail the returns on investments in securities of large-capitalization companies.

Taxation of the Emerge ETFs Risk

The Emerge ETFs will be subject to certain tax risks generally applicable to Canadian investment funds, including the following.

Each of the Emerge ETFs currently qualifies and intends to continue to qualify as a "mutual fund trust" for purposes of the Tax Act at all material times. If an Emerge ETF ceases to qualify as a mutual fund trust for purposes of the Tax Act, the income tax considerations described under the heading "Income Tax Considerations" could be materially and adversely different in some respects. For example, each of the Emerge ETFs: (i) may become liable for alternative minimum tax under the Tax Act; (ii) will not be eligible for the capital gains refund; (iii) may be subject to the "mark-to-market" rules; (iv) would be required to withhold on capital gains distributions made to unitholders who are non-residents of Canada for purposes of the Tax Act; and (v) may be subject to a special tax under Part XII.2 of the Tax Act.

If an Emerge ETF does not qualify as a mutual fund trust under the Tax Act and more than 50% (based on fair market value) of the Units of the Emerge ETF are held by one or more unitholders that are considered "financial institutions" for the purposes of certain "mark-to-market" rules in the Tax Act, then the Emerge ETF itself will be treated as a financial institution under those rules. In such case, the Emerge ETF will be required to recognize on income account any gains and losses accruing on certain types of debt obligations and equity securities that it holds and also will be subject to special rules with respect to income inclusion on these securities. Any income arising from such treatment will be included in amounts to be distributed to unitholders. Each time the Emerge ETF becomes or ceases to be a financial institution in accordance with the mark-to-market rules, the tax year of the Emerge ETF will be deemed to end immediately before that time and any gains or losses accrued on certain securities before that time will be deemed realized by the Emerge ETF and will be distributed to unitholders. A new taxation year for the Emerge ETF will then begin and for that and subsequent taxation years, for so long as not more than 50% of the Units of the Emerge ETF are held by financial institutions or the Emerge ETF qualifies as a mutual fund trust for purposes of the Tax Act, the Emerge ETF will not be subject to these mark-to-market rules.

Part XII.2 of the Tax Act provides that certain trusts (excluding mutual fund trusts) that have an investor who is a "designated beneficiary" under the Tax Act at any time in the taxation year are subject to a special tax at a rate of 40% on the trust's "designated income". A "designated beneficiaries" includes a non-resident person. "Designated income" generally includes income from businesses carried on in Canada (including from derivatives) and from Canadian real estate, "timber resource properties" and "Canadian resource properties" (each as defined in the Tax Act) as well as taxable capital gains from dispositions of "taxable Canadian properties" (as defined in the Tax Act). If an Emerge ETF is subject to tax under Part XII.2, unitholders of the Emerge ETFs who are not "designated beneficiaries" may be entitled to a refund of a portion of the Part XII.2 tax paid by the Emerge ETF, provided that the Emerge ETF makes the appropriate designation.

There can be no assurance that tax laws applicable to an Emerge ETF, including the treatment of certain gains and losses as capital gains and losses, will not be changed in a manner which could adversely affect the Emerge ETF or the unitholders of the Emerge ETF. Furthermore, there can be no assurance that the CRA will agree with the Manager's characterization of the gains and losses of the Emerge ETF as capital gains and losses or ordinary income and losses in specific circumstances. If any transactions of the Emerge ETF are reported on capital account but are subsequently determined by the CRA to be on income account, there may be an increase in the net income of the Emerge ETF for tax purposes and in the taxable distributions made by the Emerge ETF to unitholders, with the result that unitholders could be reassessed by the CRA to increase their taxable income. A reassessment by the CRA may also result in the Emerge ETF being liable for unremitted withholding taxes on prior distributions to non-resident unitholders. Such liability may reduce the NAV of, or trading prices of, Units of the Emerge ETF.

In certain circumstances, an Emerge ETF may experience a "loss restriction event" for tax purposes, which generally will occur each time any person, together with other persons with whom that person is affiliated within the meaning of the Tax Act, or any group of persons acting in concert, acquires Units of the Emerge ETF having a fair market value that is greater than 50% of the fair market value of all of the Units of the Emerge ETF. If an Emerge ETF experiences a "loss restriction event" for the purposes of the Tax Act, the taxation year of the Emerge ETF will be deemed to end and an automatic distribution of income and net capital gain may occur under the terms of the Declaration of Trust so that the Emerge ETF will not be liable for income tax. Generally, any net losses of the Emerge ETF will not carry forward to future years, with the result that income and capital gains distributions in the future may be larger. It may not be possible for an Emerge ETF to determine if or when a loss restriction event has occurred because of the way Units are bought and sold. There can be no assurances that an Emerge ETF will not experience a loss restriction event and there can be no assurances regarding when or to whom the distributions resulting from a loss restriction event will be made, or that an Emerge ETF will not be required to pay tax notwithstanding such distributions.

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”, or holds derivative instruments held in its portfolio or any other property in the course of carrying on a business in Canada (the “SIFT rules”). An Emerge ETF that is a “SIFT trust” for purposes of the SIFT rules will generally be subject to tax at rates applicable to a Canadian corporation on income from a non-portfolio property and net taxable capital gains realized on the disposition of a non-portfolio property. Unitholders who receive distributions from an Emerge ETF of this income and gain are deemed to receive an eligible dividend from a Canadian corporation for tax purposes. The total of the tax payable by an Emerge ETF on its non-portfolio earnings and the tax payable by a unitholder on the distribution of those earnings will generally be more than the tax that would have been payable in the absence of the tax rules that apply to a SIFT trust. The Declaration of Trust requires each Emerge ETF to restrict its investments and activities so that it will not be a SIFT trust.

If an Emerge ETF realizes income or capital gains as a result of the transfer or disposition of its property undertaken to permit a redemption of Units by a unitholder, allocation of fund-level income and capital gains will follow the Declaration of Trust. The Notice of Ways and Means Motion to implement certain provisions of the 2021 budget and other measures tabled by the Minister of Finance (Canada) on April 28, 2021 proposed amendments to the Tax Act that would (i) effective for taxation years of the Emerge ETFs beginning on or after March 19, 2019, deny an Emerge ETF a deduction for any income of the Emerge ETF designated to a unitholder on a redemption of Units, where the unitholder’s proceeds of disposition are reduced by the designation, and (ii) effective for taxation years of an Emerge ETF beginning on or after December 16, 2021, deny an Emerge ETF a deduction for the portion of a capital gain of the Emerge ETF designated to a unitholder on a redemption of Units that is greater than the unitholder’s accrued gain on those Units, where the unitholder’s proceeds of disposition are reduced by the designation (the “Tax Proposals”). If such Tax Proposals are enacted in their current form, any income or capital gains that would otherwise have been designated to redeeming unitholders may be made payable to remaining non-redeeming unitholders to ensure that the Emerge ETFs will not be liable for non-refundable income tax thereon. Accordingly, the amounts of taxable distributions made to unitholders of the Emerge ETFs may be greater than they would have been in the absence of the Tax Proposals.

Temporary Defensive Strategy Risk

When an Emerge ETF pursues a temporary defensive strategy inconsistent with its principal investment strategies, it may not achieve its investment objective.

Organization and Management of the Emerge ETFs

Who Organizes and Manages the Emerge ETFs?

Emerge is a Canadian investment management firm and is a registered portfolio manager, investment fund manager and exempt market dealer.

Who Works with the Emerge ETFs?

Manager Emerge Canada Inc. Suite 901, 26 Wellington Street East Toronto, Ontario M5E 1S2 1-833-363-7432 www.emergecm.ca	The Manager is responsible for the day-to-day business and operations of the Emerge ETFs. We may hire affiliates or arm’s-length third parties to perform some of the services required by the Emerge ETFs.
Trustee Emerge Canada Inc.	The Emerge ETFs are organized as investment trusts. When you invest in one of the Emerge ETFs, you buy

	units of the trust. The trustee holds title to the Emerge ETFs' investments in trust for the unitholders.
Portfolio manager Emerge Canada Inc.	We are the portfolio manager of each Emerge ETF. In such capacity, we are responsible for managing the investment portfolios of the Emerge ETFs and making investment decisions. We have appointed a sub-adviser for the Emerge ETFs to perform these investment activities. The sub-adviser for the Emerge ETFs is listed below.
Portfolio sub-advisers Emerge Capital Management Inc. Buffalo, New York ARK Investment Management LLC New York, New York	We have appointed Emerge Capital Management Inc. (the "Sub-Adviser") as sub-adviser to the portfolio manager in respect of the Emerge ETFs. As the Sub-Adviser is resident outside Canada, and all or a substantial portion of its assets are situated outside Canada, there may be difficulty enforcing any legal rights against it. The Sub-Adviser is a registered investment advisor in the United States and is an affiliate of the Manager. We are responsible for the investment advice provided by the Sub-Adviser. The Sub-Adviser has retained ARK Investment Management LLC ("ARK") to provide certain investment advice to it in respect of the Emerge ETFs. As ARK is resident outside Canada, and all or a substantial portion of its assets are situated outside Canada, there may be difficulty enforcing any legal rights against it. ARK is a registered investment adviser in the United States and is not an affiliate of the Manager.
Custodian RBC Investor Services Trust Toronto, Ontario	The Custodian holds all of the Emerge ETFs' investments for safekeeping.
Auditor BDO Canada LLP Toronto, Ontario	The auditor audits the Emerge ETFs' annual financial statements and provides an opinion as to whether they present fairly the Emerge ETFs' financial position, financial performance and cash flows. The auditor is independent of the Emerge ETFs.
Fund Administrator RBC Investor Services Trust Toronto, Ontario	The Fund Administrator is responsible for certain aspects of the day-to-day administration of the Emerge ETFs, including NAV calculations, accounting for net income and net realized capital gains of the Emerge ETFs while maintaining books and records with respect to each Emerge ETF.
Registrar and Transfer Agent ETF Series Units AST Trust Company (Canada) Toronto, Ontario Mutual Fund Series Units RBC Investor Services Trust Toronto, Ontario	The Registrar and Transfer Agent for the ETF Series Units keeps a record of all registered owners of those Units. The Registrar for the Mutual Fund Series Units will keep a record of all registered owners of those Units. RBC Investor Services Trust will be the Registrar for the Mutual Fund Series Units when they are issued.
Independent Review Committee (IRC)	The mandate of the IRC is to review all conflicts of interest matters identified and referred to the IRC by the Manager relating to the investment funds managed by the Manager, including the Emerge ETFs. The IRC reviews and gives its approval or recommendations as to

	the conflict of interests matters referred to it. A conflict of interest matter is a situation where a reasonable person would consider the Manager or an entity related to the Manager to have an interest that conflicts with the Manager's ability to act in good faith and in the best interest of the Emerge ETFs. The IRC is also required to approve certain mergers involving the Emerge ETFs and any change of the auditor of the Emerge ETFs. Each member of the IRC is independent of us, the Emerge ETFs and any party related to us. The IRC prepares a report for unitholders, at least annually, of its activities. Such report is made available on the Manager's website at **www.emergecm.ca** or, at the request of a unitholder and at no cost, by contacting the Manager at Suite 901, 26 Wellington Street East, Toronto, Ontario M5E 1S2, or by sending an e-mail to operations@emergecm.com. A copy will also be available at **www.sedar.com**. Additional information about the IRC, including the names of the members, is available in the AIF.

Fund of Funds

The Emerge ETFs may buy units of other funds or ETFs managed by us. If an Emerge ETF does this, we will not vote the units held by the Emerge ETF. The Manager may, if it determines it to be practicable, arrange for the securities of the underlying fund to be voted by the beneficial holders of such securities, but the Manager is not obliged to do so.

Purchases, Switches and Redemptions

Series of Units

Each Emerge ETF may offer an unlimited number of series of Units and may issue an unlimited number of Units of each series. Each Emerge ETF offers the ETF Series Units, as well as the Mutual Fund Series Units described below.

Each series of Units is intended for different types of investors. The money that you and other investors pay to purchase Units of any series is tracked on a series by series basis in your Emerge ETF's administration records. However, the assets of all series of any Emerge ETF are combined in a single pool to create one portfolio for investment purposes.

Series A

Series A Units are available to all investors.

Series F

Series F Units are only available to investors who have a fee-based account with their Dealer and whose Dealer has entered into an agreement with Emerge. Instead of paying sales charges, investors buying Series F Units pay fees to their Dealer for investment advice provided by their Advisor and other services. We do not pay any commission to Dealers in respect of Series F Units.

Series O

Series O Units are special-purpose securities available to other mutual funds, eligible institutional investors or other permitted investors and are not sold to the general public. No management fees are charged to the Emerge ETFs with respect to Series O. Instead, each Series O investor must enter into a Series O Unit agreement with us and negotiate its own management and advisory fee that is paid directly to us. No sales commission is paid to Dealers for selling Series O Units.

ETF Series Units

The ETF Series Units of each Emerge ETF are listed on the NEO Exchange and offered on a continuous basis. You can buy and sell ETF Series Units of the Emerge ETFs on the NEO Exchange or another exchange or marketplace where ETF Series Units are traded through registered brokers and dealers in the province or territory where you reside. You may incur customary brokerage commissions in buying or selling ETF Series Units.

The ETF USD Series Units of the Emerge ETFs are offered as a convenience for investors who wish to purchase with U.S. dollars and receive distributions and the proceeds of sale or redemption in U.S. dollars. The ETF USD Series Units are not hedged against changes in the exchange rate between the Canadian dollar and the U.S. dollar.

ETF Series Units are available to all investors.

How to Buy Units of the Emerge ETFs

You can buy Units of the Emerge ETFs through an Advisor. We do not accept any purchase order directly from individual investors. Generally, you must be of the age of majority in the province or territory in which you live to buy units in a mutual fund. You may hold Units in trust for a minor.

Valuation of the Emerge ETFs and Each Series

Each series of Units of an Emerge ETF has a separate Series NAV. We calculate the Series NAV by:

- taking that series' proportionate share of the assets of the Emerge ETF and
- subtracting that series' expenses and its proportionate share of the Emerge ETF's common expenses.

The Series NAV per unit is calculated by dividing the Series NAV by the total number of outstanding Units of that series.

We calculate the Series NAV for each series of each Emerge ETF in Canadian dollars. The Series NAV of each series of Units, other than the ETF USD Series, is expressed in Canadian dollars. The Series NAV of the ETF USD Series is first determined in Canadian dollars, the base currency of the Emerge ETFs, and then converted at the applicable rate of exchange on the date of calculation into U.S. dollars.

The Series NAV per Unit will fluctuate with the value of an Emerge ETF's investments.

Purchase of Mutual Fund Series Units

When you buy Mutual Fund Series Units of an Emerge ETF, the price you pay is the Series NAV of those Units.

Each Mutual Fund Series of an Emerge ETF is valued in Canadian dollars and can be bought in Canadian dollars or in U.S. dollars (the "U.S. dollar option"). The U.S. dollar option is offered only as a convenience. It allows you to invest in an Emerge ETF using your U.S. currency. If you select the U.S dollar option, we convert the Series NAV to U.S. dollars using the exchange rate from the day that the purchase order is processed. If you buy your Units of an Emerge ETF in U.S. dollars, you will receive U.S. dollars when you redeem them or receive distributions from the Emerge ETF. You must designate a U.S. dollar bank account to receive payments. Buying your Units in U.S. dollars will not affect the investment return of the Emerge ETF, and, in particular, does not hedge – or protect – against losses caused by changes in the exchange rate between the Canadian and U.S. dollars. The performance of an Emerge ETF is driven by its portfolio investments, regardless of which currency purchase option is used.

If your purchase order is placed by your Dealer before 4 p.m. ET on a Business Day or before the NEO Exchange closes for the day, whichever is earlier, your order will be processed based on the Series NAV calculated on that day. If your order is placed by your Dealer after that time, your order will be processed based on the Series NAV calculated on the next Business Day.

Sales Charges

You and your Advisor negotiate an up-front fee when you purchase Series A Units, which may be up to 5% of the cost of those Units, and you pay it to your Dealer when you buy the Series A Units. There are no sales charges for the purchase of Series F and Series O Units. However, Series F investors may pay a separate fee to their Dealer.

Minimum Investment

There is no minimum amount for investment in Series A Units of an Emerge ETF. The minimum amount for investment in Series F Units of an Emerge ETF is $1,000 and the minimum amount for investment in Series O Units is $20 million. Minimum dollar amounts apply in Canadian dollars or U.S. dollars, as applicable. These minimum investment amounts may be adjusted or waived in our absolute discretion and without notice to unitholders.

How Your Order is Processed

You and your Advisor are responsible for ensuring that your purchase order is accurate and that all of the necessary documents or instructions are submitted by your Dealer.

We must receive full payment from your Dealer within two Business Days of processing your order. If we do not receive payment within the stipulated time or if the payment is returned, we will redeem your Units on the next Business Day. If the proceeds are greater than the amount you owe us, the Emerge ETF will keep the difference. If the proceeds are less than the amount you owe us, your Dealer will pay the difference to the Emerge ETF and you may have to reimburse your Dealer.

We may accept or reject your order within one Business Day of receiving it. If we accept your order, you will receive a written or electronic confirmation from your Dealer or the Intermediary. If we reject your order, we will return your money to your Dealer without interest.

We will not accept cash, certain money orders, travellers' cheques, or certain other cheques.

We do not issue certificates for Units of an Emerge ETF.

Purchase of ETF Series Units

The ETF Series Units of each Emerge ETF are listed on the NEO Exchange and offered on a continuous basis. You can buy and sell ETF Series Units of the Emerge ETFs on the NEO Exchange or another exchange or marketplace where the ETF Series Units are traded through registered brokers and dealers in the province or territory where you reside.

The ETF USD Series Units of the Emerge ETFs are offered as a convenience for investors who wish to purchase with U.S. dollars and receive distributions and the proceeds of sale or redemption in U.S. dollars. The ETF USD Series Units are not hedged against changes in the exchange rate between the Canadian dollar and the U.S. dollar.

You may incur customary brokerage commissions in buying or selling ETF Series Units of the Emerge ETFs. You may trade these Units in the same way as other securities listed on the NEO Exchange, including by using market orders and limit orders.

Purchases by Designated Broker and other Dealers

We have entered into a designated broker agreement with the Designated Broker pursuant to which the Designated Broker has agreed to perform certain duties relating to the ETF Series Units of each Emerge ETF including, without limitation: (i) to subscribe for a sufficient number of ETF Series Units to satisfy the NEO Exchange's original listing requirements; (ii) to subscribe for ETF Series Units when there are cash redemptions of Units; and (iii) to post a liquid two-way market for the trading of ETF Series Units on the NEO Exchange. We may from time to time and, in any event not more than once quarterly, require the Designated Broker to subscribe for ETF Series Units of any of the Emerge ETFs for cash in a dollar amount not to exceed 0.30% of the net asset value of such Emerge ETF.

Generally, all orders to purchase ETF Series Units directly from the Emerge ETFs must be placed by the Designated Broker or another ETF Dealer. Each Emerge ETF reserves the absolute right to reject any subscription order placed by the Designated Broker or an ETF Dealer. No fees will be payable by the Emerge ETF to the Designated Broker or an ETF Dealer in connection with the issuance of ETF Series Units. On the issuance of ETF Series Units, an amount may be charged to the Designated Broker or an ETF Dealer to offset the expenses incurred in issuing those Units.

After the initial issuance of ETF Series Units of an Emerge ETF to the Designated Broker to satisfy the NEO Exchange's original listing requirements, on any business day, an ETF Dealer (who may also be the Designated Broker) may place a subscription order for the minimum of a prescribed number of ETF Series Units (and any additional multiple thereof) of the Emerge ETF. If a subscription order is received by the Emerge ETF or as we may otherwise direct by 4 p.m. ET on a Business Day, the Emerge ETF will issue to the ETF Series Units based on the Series NAV per Unit determined on such Business Day. If a subscription order is not received by that time on a Business Day, subject to our discretion, the subscription order will be deemed to be received only on the next Business Day.

For each prescribed number of ETF Series Units an Emerge ETF issued, the ETF Dealer must deliver payment consisting of, in our discretion: (i) cash in an amount equal to the aggregate Series NAV per Unit of the prescribed number of ETF Series Units next determined following the receipt of the subscription order; (ii) one Basket of Securities and cash in an amount sufficient so that the value of the securities and the cash received is equal to the aggregate Series NAV per Unit of the prescribed number of ETF Series Units next determined following the receipt of the subscription order; or (iii) a combination of securities and cash, as determined by us, in an amount sufficient so that the value of the securities and cash received is equal to the aggregate Series NAV per Unit of the prescribed number of ETF Series Units next determined following the receipt of the subscription order. In respect of USD Units, any cash component will be in U.S. dollars. Where an ETF Dealer subscribes for ETF Series Units of an Emerge ETF and, with our consent, makes payment, in whole or in part, in cash, the Emerge ETF may, at our discretion, charge a fee to the ETF Dealer that reflects the trading expenses and other costs and expenses that the Emerge ETF expects to incur in effecting portfolio transactions with such cash payment.

ETF Series Units may also be issued by an Emerge ETF to its Designated Broker in certain special circumstances, including when cash redemptions of ETF Series Units occur, or when the Emerge ETF otherwise has cash that we want to invest.

We will make available in respect of each Emerge ETF to its Designated Broker and ETF Dealers information as to the prescribed number of ETF Series Units and the Basket of Securities for the Emerge ETF for each Business Day. We may, in our discretion, increase or decrease the prescribed number of ETF Series Units of an Emerge ETF from time to time.

Special Considerations for Purchasers

The provisions of the so-called "early warning" reporting requirements in Canadian securities legislation do not apply if a person or company acquires 10% or more of the Units of an Emerge ETF. The Emerge ETFs have obtained exemptive relief from the securities regulatory authorities to permit you to acquire more than 20% of the ETF Series Units of each of the Emerge ETFs through purchases on a marketplace without regard to the takeover bid requirements of applicable Canadian securities legislation.

How to Switch your Mutual Fund Series Units

There are two different types of switches. The first type of switch involves a change in your investment, where you sell your original Mutual Fund Series Units of an Emerge ETF and buy new Mutual Fund Series Units of a different Emerge ETF. You, with the assistance of your Advisor, may decide to make a switch in the course of rebalancing your investment portfolio or if your investment objectives change. The second type of switch involves a change between the Mutual Fund Series Units of the same Emerge ETF. If you wish to switch your Mutual Fund Series Units to a different Mutual Fund Series of an Emerge ETF, you must be eligible to purchase the new series. See the heading *Purchases, Switches and Redemptions – Series of Units* for eligibility details.

Any switch to or from Series O Units is subject to our prior written approval.

You must place all switch orders through your Advisor or Dealer.

Tax Consequences of Switching

If you do not hold your investment in a registered plan, a switch from one Emerge ETF to another Emerge ETF is a taxable disposition and you will generally realize a capital gain or loss. A switch between series of the same Emerge ETF (where such switches are permitted) generally occur on a tax-deferred basis.

See the heading *Income Tax Considerations for Investors* for more details.

Switch Fees

Your Dealer may charge you a fee of up to 2.0% of the amount you switch. You and your Advisor negotiate the fee.

You may also have to pay a short-term trading fee if you switch Mutual Fund Series Units you bought or switched into in the last 60 days. See *Purchases, Switches and Redemptions – Market Timing and Excessive Short-Term Trading* and *Purchases, Switches and Redemptions – Short-Term Trading Fees*.

No switch fees are charged on switches between Mutual Fund Series of the same Emerge ETF (where such switches are permitted).

How to Redeem your Units

Redemption of Mutual Fund Series Units

If you want to redeem any of your Mutual Fund Series Units of an Emerge ETF, contact your Advisor, who may ask you to complete a redemption request form.

We will pay your Dealer the current Series NAV for your Units less any applicable short-term trading fees, as described below. If your Units are held in a registered plan, the redemption amount less applicable fees will be paid to your registered plan, and may be subject to withholding tax when withdrawn from your registered plan. If your redemption request is placed by your Dealer before 4 p.m. ET on a Business Day or before the NEO Exchange closes for the day, whichever is earlier, we will calculate your redemption amount as of that day. If your redemption request is placed by your Dealer after that time, we will calculate your redemption amount as of the next Business Day.

Redemption Fees

You do not pay a fee for redeeming Series A, Series F or Series O Units.

Market Timing and Excessive Short-Term Trading

In general, the Emerge ETFs are medium to long-term investments. Some investors may seek to trade or switch frequently to try to take advantage of the difference between the Emerge ETF's NAV and the value of the Emerge ETF's portfolio holdings. This activity is sometimes referred to as "market timing". Frequent trading or switching in order to time the market or otherwise can hurt an Emerge ETF's performance, affecting all the investors in an Emerge ETF, by forcing the Emerge ETF to keep cash or sell investments to meet redemptions. We use a combination of measures to detect and deter market-timing activity and excessive short-term trading, including:

- monitoring trading activity in our client accounts
- imposing short-term trading fees and, if a client continues to attempt such trading activity, declining trades and
- applying fair value pricing to foreign portfolio holdings in determining the prices of our Emerge ETFs.

While we actively take steps to detect and deter market-timing activity and excessive short-term trading, we cannot ensure all such activity is completely eliminated. In certain instances, a financial institution may invest in an Emerge ETF directly or indirectly for multiple investors whose individual trading activity is not recorded on our recordkeeping system.

Short-Term Trading Fees

If you redeem or switch within 60 days of purchase, we may charge a short-term trading fee on behalf of the Emerge ETF in circumstances where we determine that the trading activity may represent market timing and/or excessive short-term trading. This is in addition to any switch fee that you may pay. See the heading *Fees and Expenses – Fees and Expenses Payable Directly by You*. Each additional switch counts as a new purchase for the purpose of determining whether a short-term trading fee is applicable.

Short-term trading fees are meant to help protect long-term fund investors and reduce market timers' arbitrage opportunities and, as such, we do not impose fees where the interests of long-term investors are not harmed by short-term trades. For example, no short-term trading fees are charged on redemptions or switches that relate to optional plans, such as pre-authorized chequing plans and systematic withdrawal plans, that are a result of a special circumstance, such as death of a unitholder or a hardship situation, subject to our discretion, or that relate to Units received on the reinvestment of distributions.

Fair Value Pricing

Our fair value pricing techniques involve assigning a value to the Emerge ETF's portfolio holdings, which may, in the case of securities traded on an exchange, differ from the closing price on the exchange. We do this where we have in good faith determined that to do so better reflects the current market value of the securities in question.

For securities traded on North American markets, the closing prices are generally an accurate reflection of market values at 4 p.m. ET. However, closing prices on foreign securities exchanges may, in certain cases, no longer accurately reflect market values. Events affecting the values of an Emerge ETF's foreign portfolio holdings may have occurred after the foreign market closed but before 4 p.m. ET. Absent our fair value pricing procedures, these events would not be captured in the Emerge ETF's NAV. We employ fair value pricing for two purposes. It increases the likelihood that an Emerge ETF's NAV truly reflects the value of its holdings at the time the Emerge ETF's price is determined. It also acts to deter market-timing activity by decreasing the likelihood that an investor is able to take inappropriate advantage of market developments that occur following the foreign market close and prior to 4 p.m. ET.

How Your Redemption Request is Processed

We pay your Dealer the proceeds of your redemption, less applicable fees, within two Business Days after all the required documents or instructions are submitted. We will deduct any short-term trading fees, if applicable, from the payment of the proceeds of your redemption.

We send the redemption proceeds to your account that is registered in the name of your Dealer or an Intermediary unless your Dealer or the Intermediary tells us otherwise.

If your Dealer does not submit all the necessary documents or instructions within 10 Business Days of submitting the redemption order, we will buy back the same number of Units on your behalf on the 10th Business Day after the redemption request. If the proceeds from that redemption are greater than the cost we incur to buy back the Units, the Emerge ETF will keep the difference. If the proceeds from that redemption are less than the cost we incur to buy back the Units, your Dealer will pay the difference to the Emerge ETF and you may have to reimburse your Dealer.

Automatic Redemption

We reserve the right to redeem, without notice to you, all of the Series A or Series F Units that you hold in an Emerge ETF if your investment in that Emerge ETF falls below $50. We also intend to observe all redemption policies that may be implemented from time to time by industry participants, such as Fundserv.

Redemption of ETF Series Units

Redemption of Units in any Number

On any Business Day, you may redeem your ETF Series Units of an Emerge ETF in any number at a redemption price per Unit equal to 95% of the closing trading price of those Units on the NEO Exchange on the effective day of the redemption, subject to a maximum redemption price of the applicable Series NAV per Unit. Because you will generally be able to sell Units at the market price on a marketplace like the NEO Exchange through a registered broker or dealer subject only to customary brokerage commissions, you are advised to consult your broker, dealer or investment adviser before redeeming Units.

For such a redemption to be effective on a Business Day, a redemption request in the form prescribed by us from time to time must be delivered through your CDS participant by 9 a.m. ET on that day to the Emerge ETF at its head office or as we may otherwise direct. If a redemption request is received after that time, the redemption request will be effective only on the next Business Day. Payment of the redemption price, which will be paid in cash or, with your consent, *in specie*, will be made by no later than the second Business Day after the effective day of the redemption. The redemption request forms may be obtained from us.

If you exercise this redemption right during the period commencing on and including the Business Day that is one Business Day prior to a Distribution Record Date and ending on and including that date, you will be entitled to receive the applicable distribution in respect of those Units.

In connection with the redemption of Units, an Emerge ETF may dispose of securities or other assets in order to fund the required redemption proceeds. The redemption price paid to you may include capital gains realized by the Emerge ETF. The remaining portion of the exchange or redemption price will be the proceeds of redemption.

We reserve the right to cause an Emerge ETF to redeem the Units held by you for cash at a price equal to the Series NAV per Unit on the effective date of such redemption if we believe it is in the best interests of the Emerge ETF to do so.

Any cash redemption payment in respect of ETF USD Series Units will be made in U.S. dollars.

Exchange of Prescribed Number of Units

On any Business Day, you may exchange a minimum of a prescribed number of ETF Series Units (and any additional multiple thereof) of an Emerge ETF for, in our discretion, cash or Baskets of Securities or other securities and cash. To effect an exchange of Units, you must submit an exchange request in the form prescribed by us from time to time to the Emerge ETF at its head office or as we may otherwise direct by 4 p.m. ET on a Business Day. The exchange price will be equal to the aggregate Series NAV per Unit of the prescribed number of ETF Series Units of the Emerge ETF on the effective day of the exchange request, payable by delivery of, in our discretion, cash or Baskets of Securities (constituted prior to the receipt of the exchange request) or other securities and cash. If the exchange price is fully paid in cash, we may, in our discretion, require you to pay or reimburse the Emerge ETF for the trading expenses incurred or expected to be incurred by the Emerge ETF in connection with the sale by it of securities in order to obtain the necessary cash to fund the exchange price. On an exchange, the applicable Units will be redeemed. In respect of ETF USD Series Units, any cash component will be in U.S. dollars.

If an exchange request is not received by 4 p.m. (ET) on a Business Day, subject to our discretion, the exchange order will be effective only on the next Business Day. Settlement of exchanges for cash or Baskets of Securities or other securities and cash, as the case may be, will be made by no later than the second Business Day after the effective day of the exchange request.

We will make available in respect of each Emerge ETF to the Designated Broker and ETF Dealers information as to the prescribed number of ETF Series Units and the Basket of Securities for the Emerge ETF for each Business Day. We may, in our discretion, increase or decrease the prescribed number of ETF Series Units of an Emerge ETF from time to time.

If you exchange or redeem Units during the period commencing on and including the Business Day that is one Business Day prior to a Distribution Record Date and ending on and including that date, you will be entitled to receive the applicable distribution in respect of those Units.

If securities held in the portfolio of an Emerge ETF are cease traded at any time by order of a securities regulatory authority or other relevant regulator or stock exchange, the delivery of such securities to you on an exchange may be postponed until such time as the transfer of the securities is permitted by law.

The exchange or redemption price paid to you may include capital gains realized by the Emerge ETF. The remaining portion of the exchange or redemption price will be proceeds of disposition.

An amount may be charged to the Designated Broker or ETF Dealer of an Emerge ETF to offset certain transaction and other costs associated with the exchange or redemption of ETF Series Units of the Emerge ETF.

The exchange and redemption rights described above must be exercised through the CDS participant through which the owner holds Units. Beneficial owners of Units should ensure that they provide exchange and/or redemption instructions to the CDS participant through which they hold Units sufficiently in advance of the cut-off times set by the CDS participant to allow such CDS participant to notify us or as we may direct prior to the relevant cut-off time.

Short-Term Trading

We do not believe that it is necessary to impose any short-term trading restrictions on the ETF Series Units of the Emerge ETFs at this time, as those Units are primarily traded in the secondary market.

Suspending your Right to Redeem or Exchange

Canadian securities regulators allow us to suspend your right to redeem or exchange your Units when:

- normal trading is suspended in any market where securities or derivatives that make up more than 50% of the Emerge ETF’s total value are traded and there is no other market or exchange that represents a reasonable alternative or

- Canadian securities regulators consent.

If we suspend redemption or exchange rights after you have requested a redemption or exchange and before your redemption or exchange amount has been determined, you may either withdraw your redemption or exchange request or redeem or exchange your Units at the NAV determined after the suspension period ends. We will not accept orders to buy Units of an Emerge ETF during any redemption suspension period.

Optional Services

Dealers may provide optional services to unitholders, including pre-authorized contribution plans, systematic withdrawal plans and automatic reinvestment plans. Please contact your Dealer for details including any fees charged by your Dealer for such services.

The Emerge ETFs may be purchased within registered plans, including registered retirement savings plans, group registered retirement savings plans, registered retirement income funds, registered education savings plans, registered disability savings plans, deferred profit sharing plans ("DPSPs") and tax-free savings accounts, which may be available by your Dealer. Provided that an Emerge ETF qualifies as a "mutual fund trust" under the Tax Act, or the ETF Series Units are listed on a "designated stock exchange" within the meaning of the Tax Act, such Units of the Emerge ETF will be "qualified investments" under the Tax Act for registered plans. See the heading *Income Tax Considerations for Investors – How your Investment is Taxed – Registered Plans* regarding the circumstances in which Units of an Emerge ETF may be "prohibited investments" under the Tax Act for a registered plan (other than a DPSP).

Fees and Expenses

The following tables show the fees and expenses you may have to pay if you invest in the Emerge ETFs. You may pay some of these fees and expenses directly, depending on the series of Units you purchase. The Emerge ETFs may pay some of these fees and expenses, which reduces the value of your investment.

If a fee or expense relating to the Units of an Emerge ETF or an Emerge ETF is charged by an arm's length entity, then Unitholder approval is not required in order to change the basis of how that fee or expense is calculated, even if the change could result in an increase in the fee or expense, or to introduce a new fee or expense. Instead, Unitholders will be sent a written notice at least 60 days before the effective date of the change.

Fees and Expenses Payable by the Emerge ETFs

Management Fees	Each Emerge ETF pays a management fee to us in respect of each series of Units, other than Series O Units. The management fee is accrued daily and paid monthly. The management fee covers fees for services we provide, or cause to be provided, to the Emerge ETF, including the management of the Emerge ETF, oversight of service providers, general administration, the distribution, marketing and promotion of the Emerge ETF and portfolio management and sub-advisory fees. This list is not exhaustive. The maximum rate of the management fee, excluding GST/HST and any other applicable taxes, is set out in the *Fund Details* for each Emerge ETF. Investors pay the management fee for Series O Units directly. The Series O management fee in respect of an Emerge ETF (which is negotiated) will not exceed the Series A management fee of that Emerge ETF and is accrued and paid as agreed to by us and each Series O investor.
	Management Fee Distributions We may, in our discretion, agree to charge a reduced management fee as compared to the fee that we otherwise would be entitled to receive from the Emerge ETFs with respect to investments in Series A, Series F, ETF CAD Series or ETF USD Series Units. These reductions are negotiable by an investor or his or her Advisor and us. In such cases, an amount equal to the difference between the management fee otherwise chargeable and the reduced fee payable by the Emerge ETF will be distributed periodically by the Emerge ETF

	to those investors as “Management Fee Distributions”. Management Fee Distributions will be paid first out of income and capital gains of the Emerge ETF and then out of capital. See the heading *Income Tax Considerations for Investors* for more details. We reserve the right, in our discretion, to discontinue or change Management Fee Distributions at any time. The income tax consequences of Management Fee Distributions made by an Emerge ETF generally will be borne by the investors receiving these distributions.
Operating expenses	Each Emerge ETF is responsible for the payment of its own operating expenses. The operating expenses of each Emerge ETF consist of the costs to operate the Emerge ETF, including - but not limited to: • brokerage expenses and commissions, any related transaction fees and other costs of portfolio transactions • bank related fees and interest charges • the fees and other costs under any derivative instrument used by the Emerge ETF • the cost of complying with governmental, regulatory or other requirements introduced after the creation of the Emerge ETF, including, without limitation, any new fees or increases in fees • the fees related to external services that are not commonly charged in the Canadian mutual fund industry as of the date of creation of the Emerge ETF • the fees payable to the Custodian, the Fund Administrator, the auditor, legal counsel and other service providers retained by us • costs for the services provided to investors of the Emerge ETF • the costs and expenses incurred in connection with the establishment and ongoing operation of the IRC • any termination costs that may be allocated by us to the Emerge ETF • the fees payable to CDS in respect of the Emerge ETF • prospectus filing fees • all other fees and expenses incurred in connection with the operation and administration of the Emerge ETF • any GST/HST on those expenses and • any income, withholding or other taxes. In addition, the Emerge ETFs incur brokerage commissions and other portfolio transaction costs, including any GST/HST and other taxes applicable to such costs and any applicable stamp or other transfer taxes relating to the portfolio securities (“trading expenses”). Because they are not included in the management expense ratio, trading expenses are not included as part of operating expenses; rather, trading expenses are reflected in the cost base or proceeds of sale of securities in the Emerge ETF’s investment portfolio. Each series of Units of the Emerge ETFs pays for its own operating expenses and its proportionate share of the common operating expenses. Trading expenses of the Emerge ETFs are allocated proportionately to each Mutual Fund Series of Units; because of the manner in which the ETF Series Units are purchased and sold, no trading expenses are allocated to the ETF Series Units. The expenses allocated to a series of Units are paid out of the assets attributed to each series of Units of the Emerge ETFs, which reduces the return you receive. We will give you written notice of any proposed changes in this arrangement. From time to time we may absorb operating expenses that would otherwise be charged to an Emerge ETF or a series of Units, either by paying such expenses directly or by reimbursing the Emerge ETF for such expenses after such expenses have been paid by the Emerge ETF (either directly or by setting off such expense amount against the management fee owed by the Emerge ETF to the Manager over time). This absorption of operating expenses may be terminated at any time without prior notice to you. We may pay a portion of the operating expenses for investors who invest large amounts in the Emerge ETFs.

	IRC Each member of the IRC is paid an annual retainer of $6,000 ($8,000 for the Chair) to serve on the IRC. IRC members are also reimbursed for certain expenses in connection with meeting attendance. Other fees and expenses payable in connection with the IRC include secretariat fees, insurance costs, legal fees, and attendance fees for educational seminars. A portion of the retainer and fees and expenses paid to each member is allocated to each Emerge ETF.
	Underlying Fund Fees and Expenses When an Emerge ETF invests in an underlying fund, the underlying fund may pay a management fee and other expenses in addition to the fees and expenses payable by the Emerge ETF. The fees and expenses of the underlying fund will have an impact on the management expense ratio of an Emerge ETF that invests in such underlying fund, as the Emerge ETF is required, in determining its management expense ratio, to take into account the expenses incurred by the Emerge ETF that are attributable to its investment in the underlying fund. However, the Emerge ETF will not pay management fees on the portion of its assets that it invests in the underlying fund that, to a reasonable person, would duplicate a fee payable by the underlying fund for the same service. In addition, the Emerge ETF will not pay duplicate sales charges or redemption fees for its purchase or redemption of securities of the underlying fund.

Fees and Expenses Payable Directly by You

Sales Charges	You and your Advisor negotiate an up-front fee when you purchase Series A Units, which may be up to 5% of the cost of those Units, and you pay it to your Dealer when you buy the Series A Units.
Management Fees for Series O	If you invest in Series O Units of an Emerge ETF, you will pay management fees directly to us. These fees will not exceed the Series A management fee for that Emerge ETF. See the information set out earlier in this table for a description of the management fees.
Switch Fees	You may pay to your Dealer a fee of up to 2.0% of the current value of the Mutual Fund Series Units you switch. You negotiate the switch fees with your Advisor. See *Purchase, Switches and Redemptions – Switch Fees* for details.
Short-term trading fees	You may pay to an Emerge ETF 2.0% of the current value of the Units if you redeem or switch your Mutual Fund Series Units of the Emerge ETF within 60 days of purchase. See the heading *Purchases, Switches and Redemptions – Switch Fees* for details.
ETF Series Fee	An amount of up to 0.25% of the issue, exchange or redemption price, as the case may be, may be charged to the Designated Broker or dealer to offset certain transaction and other costs associated with the issue, exchange and/or redemption of ETF Series Units. This charge does not apply to investors who buy and sell their ETF Series Units through the facilities of the NEO Exchange or another exchange or marketplace.

Impact of Sales Charges

The following table shows the amount of fees that you would have to pay if you made an investment of $1,000 in Series A Units of an Emerge ETF and if you held that investment for one, three, five or ten years and redeemed immediately before the end of that period.

	At Time of Purchase	1 Year	3 Years	5 Years	10 Years
Series A Sales Charge[1]	Up to $50	Nil	Nil	Nil	Nil

[1] There are no sales charges to purchase Series F Units, Series O Units, ETF CAD Series or ETF USD Series Units; however, holders of Series F Units pay a separate fee to their Dealers.

Dealer Compensation

Commissions we Pay to your Dealer

We do not pay your Dealer a commission if you buy Units. Investors may pay a fee to their Dealer for investment advice and other services.

Sales Commission – If you buy Series A Units, the commission you negotiate (up to 5% of your purchase amount) is deducted from your purchase amount and paid by you, through us, to your Dealer.

Trailing Commission – We pay a monthly or quarterly trailing commission of 1.0% to your Dealer on your Series A Units. The trailing commission is a percentage of the value of your Units.

Dealer Support

We may from time to time pay the permitted marketing expenses of participating dealers on a co-operative basis. We may also hold educational conferences that sales representatives of participating dealers may attend and may pay certain of the expenses incurred by participating dealers in holding such educational conferences for sales representatives. In addition, we may provide promotional items of minimal value to representatives of participating dealers.

These activities are in compliance with applicable laws and regulations and any cost incurred by them will be paid by us and not the Emerge ETFs.

Income Tax Considerations for Investors

This information is a general summary of Canadian federal income tax rules and is not intended to be legal or tax advice. We are assuming that you are an individual (other than a trust) who, for the purposes of the Tax Act and at all relevant times, is resident in Canada, is not affiliated with the Emerge ETFs, deals with the Emerge ETFs at arm's length, and that you hold your Units directly as capital property or in a registered plan. More detailed tax information is available in the Emerge ETFs' AIF.

We have tried to make this discussion easy to understand. As a result, we do not describe the tax rules in detail or cover all the tax consequences that may apply. We recommend you consult your tax advisor for advice about your individual situation.

How Mutual Funds Earn Money

Mutual funds make money in a number of ways. These include:

- earning income in the form of dividends, interest, trust income, certain gains from derivatives or other types of returns from investments and
- realizing a capital gain if they sell an investment for more than its cost. A fund may realize a capital loss if it sells an investment for less than its cost.

How your Investment is Taxed

The tax you pay on your mutual fund investment depends on whether you hold your Units in a non-registered account or registered plan.

Non-Registered Accounts

Distributions

Generally, in computing your income for tax purposes you must include the taxable portion of all distributions paid to you by the Emerge ETF**s** (which may include Management Fee Distributions) in Canadian dollars. This is the case whether you receive them in cash or reinvest them in additional Units. Distributions are automatically reinvested by purchasing additional Units of the Emerge ETFs on your behalf, unless you tell your Dealer that you want them in cash. The amount of reinvested distributions is added to your adjusted cost base (**ACB**) and thus reduces your capital gain or increases your capital loss when you redeem those Units, so that you do not pay tax twice on the same amount. The Emerge ETFs will take steps so that capital gains, Canadian dividends and foreign source income earned by the Emerge ETFs will retain their character when paid to you. Canadian dividends distributed to you by the Emerge ETFs are included in income subject to the gross-up and dividend tax credit rules. You may be eligible to claim foreign tax credits on foreign non-business income tax paid by an Emerge ETF and not deducted by it.

Distributions from the Emerge ETF may be treated as returns of capital. A distribution to you will generally be treated as a return of capital if distributions to you in the year exceed your share of the Emerge ETF's net income and net realized capital gains. A return of capital distribution is not included in your income for tax purposes, but will reduce the ACB of your Units on which it is paid. Where net reductions to the ACB of Units would result in an ACB becoming a negative amount, such amount will be treated as a capital gain realized by you and the ACB of your Units will then be nil.

You will receive a T3 tax slip each year showing the Canadian dollar amount and type of distributions (Canadian eligible dividends, Canadian dividends other than eligible dividends, capital gains, foreign income, other income, and/or returns of capital) you received from each Emerge ETF, and showing any foreign non-business income tax allocated to you.

Adjusted Cost Base (ACB)

The aggregate ACB of your Units of a series of an Emerge ETF is made up of:

- the amount you paid for your Units, including any sales commission **plus**
- any reinvested distributions (including returns of capital and, if applicable, Management Fee Distributions) **plus**
- the aggregate ACB of any Units that were switched from another Unit on a tax-deferred basis **minus**
- any distributions that were a return of capital **minus**
- the ACB of any Units already redeemed **minus**
- the aggregate ACB of any Units that were switched to another Unit on a tax-deferred basis.

You are responsible for keeping a record of the ACB of your investment for the purpose of calculating any capital gain or capital loss you may realize when you redeem, or otherwise dispose of, your Units. You should keep track of the original cost of your Units for each Emerge ETF, including new Units you receive when distributions are reinvested. If you own Units of an Emerge ETF denominated in U.S. dollars, you must convert U.S. dollars to Canadian dollars using the appropriate exchange rate, determined in accordance with the detailed rules in the Tax Act in that regard. You should consult your tax or financial advisor for more information.

Buying Units just Before a Distribution Date

At the time you acquire Units of an Emerge ETF, the Emerge ETF's Series NAV per Unit will reflect any income and gains that have accrued or been realized but have not been made payable at the time the Units are acquired. The Emerge ETFs make their only or largest distribution in December. If you buy Units of an Emerge ETF just before it makes such a distribution, you will be taxed on the entire distribution even though the Emerge ETF may have earned the income or realized the gain giving rise to the distribution before you owned Units of the Emerge ETF. That means you may have to pay tax on your proportionate share of the net income or net realized capital gains earned by the Emerge ETF for the whole year, even though you were not invested in the Emerge ETF during the whole year, and such amounts may have been reflected in the price you paid for the Units.

Portfolio Turnover Rate

The portfolio turnover rate tells you how often we or the Sub-Adviser bought and sold securities for the Emerge ETF. A portfolio turnover rate of 100% is equivalent to an Emerge ETF buying and selling all of the securities in its portfolio one time in the course of a year. The higher an Emerge ETF's portfolio turnover rate in the year, the greater the trading costs payable by the Emerge ETF, and the greater the chance that you will receive a taxable distribution from the Emerge ETF in that year. There is not necessarily a relationship between a high portfolio turnover rate and the performance of an Emerge ETF.

Tax Impact of Redeeming or Exchanging your Units

If you redeem or exchange Units with a Series NAV that is greater than the ACB of your Units, you will realize a capital gain. If you redeem or exchange Units with a Series NAV that is less than the ACB of your Units, you will realize a capital loss. You may deduct your redemption or exchange expenses, such as redemption or exchange fees, if any, in calculating your capital gains or losses.

Generally, one-half of a capital gain is included in your income and you may deduct one-half of your capital losses from your taxable capital gains, subject to certain tax rules.

When you redeem or exchange Units of an Emerge ETF, the Emerge ETF may distribute capital gains to you as partial payment of the redemption or exchange price. Any capital gains so distributed must be included in the calculation of your income and will reduce you proceeds of disposition. As described above under "*What are the Risks of Investing in the Fund? - Taxation of the Emerge ETFs Risk*", effective for taxation years of an Emerge ETF beginning on or after December 16, 2021, Tax Proposals will deny an Emerge ETF a deduction for the portion of a capital gain of the Emerge ETF designated to a unitholder on a redemption or exchange of Units that is greater than the unitholder's accrued gain.

Tax Impact of Switching Between Emerge ETFs and Series

Switching units of an Emerge ETF generally has the same tax impact as a redemption, although a switch between series of the same Emerge ETF (where such switches are permitted) will generally occur on a tax-deferred basis.

The total cost for tax purposes of the Units you receive on a tax-deferred switch will be the same as the total ACB of the Units that you switched.

International Information Reporting

Generally, you will be required to provide your Advisor or Dealer with information related to your citizenship or residence for tax purposes and, if applicable, your foreign tax identification number. If you (i) are identified as a U.S. Person (including a U.S. resident or U.S. citizen); (ii) are identified as a tax resident of a country other than Canada or the U.S.; or (iii) do not provide the required information and indicia of the U.S. or non-Canadian status is present, information about you and your investment in an Emerge ETF will be reported to the CRA unless your Units are held within a registered plan. The CRA will provide that information to the U.S. Internal Revenue Service (in the case of U.S. Persons) or other foreign tax authority in the relevant country if the country is a signatory of the *Multilateral Competent Authority Agreement on Automatic Exchange of Financial Account Information* or has otherwise agreed to a bilateral information exchange with Canada under the Common Reporting Standard.

Registered Plans

Generally, neither you nor your registered plan will be subject to tax on distributions received from an Emerge ETF on Units held in your registered plan, or on capital gains realized on the disposition of those Units of the Emerge ETF, provided that the Units are a qualified investment and are not a prohibited investment for your registered plan. Withdrawals from your registered plan may be subject to tax.

The Units of each Emerge ETF are expected to be a qualified investment for registered plans at all times. However, Units of an Emerge ETF that are a qualified investment may still be a prohibited investment for your registered plan (other than a DPSP).

If your registered plan holds a prohibited investment, you will be liable to a 50% potentially refundable tax on the fair market value of the prohibited investment and a 100% tax on income and capital gains from the prohibited investment, and capital gains realized on the disposition of the prohibited investment.

Units of an Emerge ETF will generally not be a prohibited investment for your registered plan if you and persons with whom you do not deal at arm's length do not, in total, directly or indirectly, own Units representing 10% or more of the value of the Emerge ETF. You are generally deemed not to deal at arm's length with your parents, spouse, children, siblings and in-laws.

You should consult your own tax advisor regarding the special rules that apply to each type of registered plan, including whether or not a particular Unit of an Emerge ETF would be a prohibited investment for your registered plan.

A registered plan may acquire securities *in specie* from an Emerge ETF on the redemption or exchange of units or on the termination of the Emerge ETF. The registered plan and annuitant, planholder or subscriber, as the case may be, of the registered plan will generally not be subject to tax on the value of those securities, income received by the registered plan from those securities or gains realized by the registered plan on the disposition of those securities, provided each of those securities is a qualified investment for the registered plan at all times that the security is held by the registered plan and, the case of registered plans (other than DPSPs), not a prohibited investment for the registered plan. Investors should consult with their own tax advisers for advice on whether or not such securities would be qualified investments and not prohibited investments for their registered plans.

What are your Legal Rights?

Mutual Fund Series Units

Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy mutual funds within two business days after you receive the Simplified Prospectus, Fund Facts or ETF Facts, or to cancel your purchase within 48 hours after you receive confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund units and get your money back, or to make a claim for damages, if the Simplified Prospectus, Fund Facts, ETF Facts, AIF, MRFP or financial statements misrepresent any facts about the applicable Emerge ETF. You must usually exercise these rights within a certain time period.

You can get more information from the securities legislation of your province or territory or from your lawyer.

ETF Series Units

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase ETF Series Units within 48 hours after the receipt of a confirmation of a purchase of such Units. In several of the provinces and territories, 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 if there is 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.

We have obtained exemptive relief from the requirement in securities legislation to include an underwriter's certificate in the prospectus under a decision pursuant to NP 11-203. As such, purchasers of ETF Series Units of the Emerge ETFs will not be able to rely on the inclusion of an underwriter's certificate in the prospectus or any amendment for the statutory rights and remedies that would otherwise have been available against an underwriter that would have been required to sign an underwriter's certificate.

Purchasers should refer to the applicable provisions of the securities legislation and the decision referred to above for the particulars of their rights or consult with a legal advisor.

Additional Information

Exemptions and Approvals

The Emerge ETFs have obtained exemptive relief from the Canadian securities regulatory authorities to permit the following practices:

(i) the purchase on a marketplace by an investor of more than 20% of the ETF Series Units of an Emerge ETF without regard to the takeover bid requirements of applicable Canadian securities legislation;

(ii) to relieve the Emerge ETFs from the requirement to include in the prospectus a certificate of an underwriter;

(iii) to relieve the Emerge ETFs from the requirement to prepare and file a long form prospectus for the ETF Series Units provided that the Emerge ETFs file a simplified prospectus for the ETF Series Units; and

(iv) to treat the ETF Series Units and the Mutual Series Units of the Emerge ETFs as if such series were two separate funds in connection with their compliance with the provisions of Part 9, 10 and 14 of NI 81-102.

Registration and Transfer through CDS

Registration of interests in, and transfers of, the ETF Series Units will be made only through the book-entry only system of CDS. ETF Series Units must be purchased, transferred and surrendered for exchange or redemption only through a CDS participant. All rights of an owner of ETF Series 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 purchase of any ETF Series Units, the owner will receive only the customary confirmation. All distributions and redemption proceeds in respect of ETF Series Units will be made or paid initially to CDS, which payments will be forwarded by CDS to the CDS participants and, thereafter, by such CDS participants to the applicable investors. References in this Simplified Prospectus to a holder of ETF Series Units means, unless the context otherwise requires, the owner of the beneficial interest in such Units.

None of the Emerge ETFs or the Manager will have any liability for: (i) any aspect of the records maintained by CDS relating to the beneficial interests in the ETF Series 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, whether contained in this Simplified Prospectus or otherwise, or 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 rules governing CDS provide that it acts as the agent and depository for the CDS participants. As a result, CDS participants must look solely to CDS and persons, other than CDS participants, having an interest in the ETF Series Units must look solely to CDS participants for payment made by an Emerge ETF to CDS.

The ability of a beneficial owner of ETF Series Units 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.

The Emerge ETFs have the option to terminate registration of the ETF Series Units through the book-entry only system, in which case certificates for ETF Series Units in fully registered form will be issued to beneficial owners of such Units or to their nominees.

Specific Information about each of the Mutual Funds Described in this Document

You will find detailed descriptions of each of the Emerge ETFs in this part of the Simplified Prospectus. Here are explanations of what you will find under each heading.

Fund Details

This tells you:

- ***Fund type*** – the type of mutual fund
- ***Securities offered*** – the series of Units the Emerge ETF offers
- ***Start date*** – the date each series of Units could first be bought by the public
- ***Registered plan eligibility*** – whether the Emerge ETF is, or is expected to be, a qualified investment for a registered plan. You should consult with your tax advisor to determine whether an investment in an Emerge ETF is a prohibited investment for your registered plan
- ***Management fees*** – the Emerge ETF's or investors' management fees for each series of Units it offers
- ***Sub-advisers*** – the sub-advisers of the Emerge ETF

What does the Fund Invest in?

This tells you the Emerge ETF's:

- ***Investment objectives*** – the goals of the Emerge ETF, including any specific focus it has, and the kinds of securities it invests in
- ***Investment strategies*** – how we try to meet the Emerge ETF's objectives

What are the Risks of Investing in the Fund?

This tells you the specific risks of investing in the Emerge ETF. You will find details about what each risk means under the heading *What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund – What are the Specific Risks of Investing in a Mutual Fund?*.

Fund Risk Classification

We assign an investment risk rating to each Emerge ETF to help you decide whether an Emerge ETF is right for you. **This information is only a guide.** Each Emerge ETF is assigned a risk rating in one of the following categories: low, low to medium, medium, medium to high or high.

The investment risk level of each Emerge ETF is required to be determined in accordance with a standardized risk classification methodology that is based on the Emerge ETF's historical volatility as measured by the 10-year standard deviation of the returns of the Emerge ETF. As each Emerge ETF does not currently have 10 years of performance history, the 10-year standard deviation has been calculated by imputing the return history for a reference index that has investable constituents that are consistent with the investment objectives and strategies of the Emerge ETF and is expected to reasonably approximate the standard deviation of the Emerge ETF (the "**Reference Index**") for the period during which the Emerge ETF does not have performance history. The chart below describes the risk rating for each

Emerge ETF. The Manager has determined that the standard deviation derived by combining the performance history of the Emerge ETF and the Reference Index reasonably approximate the expected standard deviation of each Emerge ETF.

Emerge ETF	**Risk Rating of the Emerge ETF**	**Reference Index Used**
Emerge ARK Global Disruptive Innovation ETF	Medium	MSCI ACWI Index The MSCI ACWI index covers more than 2,900 securities across large and mid-cap size segments and across style and sector segments in 49 developed and emerging markets.
Emerge ARK Genomics & Biotech ETF	Medium	MSCI ACWI Index The MSCI ACWI index covers more than 2,900 securities across large and mid-cap size segments and across style and sector segments in 49 developed and emerging markets.
Emerge ARK Fintech Innovation ETF	Medium	MSCI ACWI Index The MSCI ACWI index covers more than 2,900 securities across large and mid-cap size segments and across style and sector segments in 49 developed and emerging markets.
Emerge ARK AI & Big Data ETF	Medium	MSCI ACWI Index The MSCI ACWI index covers more than 2,900 securities across large and mid-cap size segments and across style and sector segments in 49 developed and emerging markets.
Emerge ARK Autonomous Tech & Robotics ETF	Medium	MSCI ACWI Index The MSCI ACWI index covers more than 2,900 securities across large and mid-cap size segments and across style and sector segments in 49 developed and emerging markets.
Emerge ARK Space Exploration ETF	Medium	MSCI ACWI Index The MSCI ACWI index covers more than 2,900 securities across large and mid-cap size segments and across style and sector segments in 49 developed and emerging markets.

We assign a risk rating category that is at, or higher than, the applicable rating indicated by the standard deviation ranges in the standardized risk classification methodology, as outlined in the table below.

Standard deviation range	**Risk rating**
0 to less than 6	Low
6 to less than 11	Low-to-medium
11 to less than 16	Medium
16 to less than 20	Medium-to-high
20 or greater	High

You 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 Emerge ETF, as set out above, is reviewed annually and anytime it is no longer reasonable in the circumstances. The standardized risk classification methodology used to identify the investment risk level of the Emerge ETFs is available on request, at no cost, by calling 1-833-363-7432 or by writing to the Manager at Suite 901, 26 Wellington Street East, Toronto, Ontario M5E 1S2.

Who should invest in this Fund?

This section will help you decide whether an Emerge ETF is right for you. **This information is only a guide**. When you are choosing investments, you should, together with your investment and tax adviser, consider your whole portfolio, your investment objectives and your risk tolerance level.

Distribution Policy

This tells you how often you will receive a distribution and how it is paid. Each Emerge ETF makes distributions if and when it has amounts to distribute.

Fund Expenses Indirectly Borne by Investors

In addition to paying management fees, each series of an Emerge ETF pays its own operating expenses and its proportionate share of common operating expenses. These amounts are paid for out of the assets of the Emerge ETF, which means that you indirectly pay for these amounts through lower returns.

The chart in this section lets you compare the cost of investing in Series A and Series F Units of the Emerge ETF with the cost of investing in other mutual funds. The chart shows the cumulative fees and expenses you would have paid if:

- you invested $1,000 for the period shown (without any sales charges)
- the Emerge ETF's return was 5% each year and
- the Emerge ETF paid the same MER in each period shown as it did in its last completed financial year.

The chart does not reflect the trading expenses and certain taxes borne by the Series A or Series F Units of an Emerge ETF, as such expenses are not included in the MER. Series O Units are not included in the chart because Series O investors pay management fees directly.

Currently, no chart is included in this section for each Emerge ETF because there is no historical expense information for the Series A or Series F Units.

See the heading *Fees and Expenses* for more information about the cost of investing in the Emerge ETFs.

Emerge ARK Global Disruptive Innovation ETF

Fund Details

Fund type	Global Equity
Securities offered	Series A, Series F, Series O, ETF CAD Series and ETF USD Series Units of a mutual fund trust
Start date	Series A: June 22, 2021 Series F: June 22, 2021 Series O: June 22, 2021 ETF CAD Series: June 18, 2019 ETF USD Series: June 18, 2019
Registered plan eligibility	The Units are qualified investments for registered plans
Management fees	Series A: Maximum of 1.80% Series F: Maximum of 0.80% ETF CAD Series: Maximum of 0.80% ETF USD Series: Maximum of 0.80% The management fee for Series O Units is negotiated and paid directly by the investor
Portfolio advisor	Emerge Canada Inc.
Sub-adviser	Emerge Capital Management Inc.
Sub-adviser to Emerge Capital Management Inc.	ARK Investment Management LLC

What does the Fund Invest In?

Investment Objectives

Emerge ARK Global Disruptive Innovation ETF seeks to achieve long-term growth of capital by investing primarily, under normal circumstances, in global equity securities of companies that are or are expected to be focused on disruptive innovation, being the introduction of technologically enabled new products or services that could potentially change the way the world works.

Investment Strategies

In order to achieve its investment objective, this Emerge ETF invests primarily in global equity securities of Fintech Innovation Companies, Genomic Revolution Companies, Industrial Innovation Companies and Next Generation Internet Companies across multiple sectors, including healthcare, information technology, materials, energy and consumer discretionary.

Its investments include micro-, small-, medium- and large-capitalization companies. Its investments in global equity securities are in both developed and emerging markets.

In selecting companies for analysis, ARK seeks to identify, using its own internal research and analysis, companies capitalizing on disruptive innovation or that are enabling the further development of rapidly moving, innovation-based themes in the markets in which they operate. ARK's internal research and analysis leverages insights from diverse sources, including external research, to develop and refine its investment themes and identify and take advantage of trends that have ramifications for individual companies or entire industries.

ARK uses both "top down" (thematic research sizing the potential total available market and surfacing the prime beneficiaries) and "bottom up" (valuation, fundamental and quantitative measures) approaches to identify innovative companies and convergence across markets. This approach is meant to identify investments that capture long-term alpha+ with low correlation of relative returns to traditional growth strategies and negative correlation to value strategies.

We allocate the Emerge ETF's portfolio holdings based on the recommendations provided to us by the Sub-Adviser, which recommendations are derived from the analysis and research performed by ARK and represent ARK's assessment of the best risk-reward opportunities based on ARK's thematic approach to innovation across market sectors.

Under normal circumstances, substantially all of the Emerge ETF's assets are invested in equity securities, including common stocks, partnership interests, business trust securities and other equity investments or ownership interests in business enterprises. The Emerge ETF may also obtain exposure to equity securities by investing in ADRs.

The Emerge ETF may use derivatives, including futures and forward contracts, to hedge some or all of its foreign currency exposure, or to hedge against potential loss. The Emerge ETF may also use derivatives for other hedging and non-hedging purposes, such as to gain exposure to certain securities or asset classes without investing directly in such securities or asset classes, to generate income, or to provide protection for its portfolio. The Emerge ETF will only use derivatives as permitted by Canadian securities regulatory authorities. Common derivatives are described under the heading *What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? – Derivatives Risk*.

The Emerge ETF may engage in securities lending to earn additional returns. For a description of these transactions please see the discussion under the heading *What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? – Securities Lending Risk*.

The Emerge ETF may invest in cash and cash equivalents when prevailing market and economic conditions indicate that it is desirable to do so.

The Emerge ETF may engage in active trading and may have a portfolio turnover rate that exceeds 70%. The higher an Emerge ETF's portfolio turnover rate is in a year, the greater the trading costs payable by the Emerge ETF in the year, and the greater the chance that you will receive a distribution of capital gains in the year. Please see *Portfolio Turnover Rate* on page 33 for a discussion on the tax consequences to unitholders. There is not necessarily a relationship between a high turnover rate and the Emerge ETF's performance.

What are the Risks of Investing in the Fund?

The Emerge ETF will be exposed to the following risks:

- Absence of active market risks
- American Depositary Receipts risk
- Cease trading of securities held by the Emerge ETFs risk
- Cease trading of Units risk
- Changes in legislation risk
- Convertible securities risk
- Currency or exchange rate risk
- Cyber security risk
- Derivatives risk
- Disruptive innovation risk
- Emerging market securities risk
- Equity securities risk
- Financial technology risk
- Fluctuations in NAV risk
- Foreign investment risk
- Future expected genomic business risk
- Healthcare sector risk
- Illiquid securities risk
- In-kind subscription risk
- Industrials sector risk
- Information technology sector risk
- Issuer risk
- Large-capitalization companies risk
- Management risk
- Market risk
- Market trading risk
- Micro-capitalization companies risk
- Multi-series risk
- Next Generation Internet risk
- Non-diversification risk
- Preferred securities risk
- Reliance on advisors risk
- Rights and warrants risk
- Sector risk
- Securities lending risk
- Short selling risk
- Small- and medium-capitalization companies risk
- Taxation of the Emerge ETFs risk
- Temporary defensive strategy risk

For a detailed description of these mutual fund risks, see the heading *What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? – What are the Specific Risks of Investing in a Mutual Fund?*

We have classified this Emerge ETF's risk level as medium. Please see the risk classification methodology under the heading *Specific Information about each of the Mutual Funds Described in this Document – Fund Risk Classification* for a description of the methodology we use to classify the Emerge ETF's risk level.

Who Should Invest in this Fund?

This Emerge ETF may be suitable for investors who:

- seek exposure to companies focused on disruptive innovation through companies that are expected to be focused on scientific developments, improvements and advancements in genomics; artificial intelligence, including deep learning and cloud technology; autonomous technology in energy, automation and manufacturing, materials and transportation

- wish to participate in a global equity fund that emphasizes companies with strong growth potential

- have a medium to long-term investment perspective and

- have a medium risk tolerance.

Distribution policy

Each December, the Emerge ETF will distribute to its Unitholders a sufficient amount of its net income and net realized capital gains so that the Emerge ETF will not be liable for ordinary income tax, which distribution will be automatically reinvested in additional Units. Immediately following such reinvestment, the number of Units outstanding will be consolidated so that the NAV per Unit following the distribution and reinvestment is the same as it would have been if the distribution had not been paid. In the case of a non-resident Unitholder, if tax has to be withheld in respect of the distribution, the Unitholder's custodian may debit his, her or its account for any such required withholding tax. Cash distributions will not be paid. The tax treatment to Unitholders of distributions is discussed under the heading *Income Tax Considerations for Investors*.

Fund expenses indirectly borne by investors

This information is not available because Units are new and the expenses for the Series A and Series F are not yet known.

Emerge ARK Genomics & Biotech ETF

Fund Details

Fund type	Sector Equity
Securities offered	Series A, Series F, Series O, ETF CAD Series and ETF USD Series Units of a mutual fund trust
Start date	Series A: June 22, 2021 Series F: June 22, 2021 Series O: June 22, 2021 ETF CAD Series: June 18, 2019 ETF USD Series: June 18, 2019
Registered plan eligibility	The Units are qualified investments for registered plans
Management fees	Series A: Maximum of 1.80% Series F: Maximum of 0.80% ETF CAD Series: Maximum of 0.80% ETF USD Series: Maximum of 0.80% The management fee for Series O Units is negotiated and paid directly by the investor
Portfolio advisor	Emerge Canada Inc.
Sub-adviser	Emerge Capital Management Inc.
Sub-adviser to Emerge Capital Management Inc.	ARK Investment Management LLC

What does the Fund Invest In?

Investment Objectives

Emerge ARK Genomics & Biotech ETF seeks to achieve long-term growth of capital by investing primarily, under normal circumstances, in global equity securities of companies that are or are expected to be focused on extending and enhancing the quality of human and other life through technological and scientific developments, improvements and advancements in genomics.

Investment Strategies

In order to achieve its investment objective, this Emerge ETF invests primarily in global equity securities of Genomic Revolution Companies across multiple sectors, including healthcare, information technology, materials, energy and consumer discretionary. The Emerge ETF may invest in certain companies that ARK believes are well-positioned to capitalize on, and are expected to devote substantial efforts to, business lines enabled by, disruptive genomic innovation, even if such companies do not currently derive a substantial portion of their revenues from genomic related activities.

Its investments include micro-, small-, medium- and large-capitalization companies. Its investments in global equity securities are in both developed and emerging markets.

In selecting companies for analysis, ARK seeks to identify, using its own internal research and analysis, companies capitalizing on disruptive innovation or that are enabling the further development of the rapidly moving theme of genomic revolution in the markets in which they operate. ARK's internal research and analysis leverages insights from diverse sources, including external research, to develop and refine its investment theme and identify and take advantage of trends that have ramifications for individual companies or entire industries.

ARK uses both "top down" (thematic research sizing the potential total available market and surfacing the prime beneficiaries) and "bottom up" (valuation, fundamental and quantitative measures) approaches to identify innovative companies and convergence across markets. This approach is meant to identify investments that capture long-term alpha+ with low correlation of relative returns to traditional growth strategies and negative correlation to value strategies.

We allocate the Emerge ETF's portfolio holdings based on the recommendations provided to us by the Sub-Adviser, which recommendations are derived from the analysis and research performed by ARK.

Under normal circumstances, substantially all of the Emerge ETF's assets are invested in equity securities, including common stocks, partnership interests, business trust securities and other equity investments or ownership interests in business enterprises. The Emerge ETF may also obtain exposure to equity securities by investing in ADRs.

The Emerge ETF may use derivatives, including futures and forward contracts, to hedge some or all of its foreign currency exposure, or to hedge against potential loss. The Emerge ETF may also use derivatives for other hedging and non-hedging purposes, such as to gain exposure to certain securities or asset classes without investing directly in such securities or asset classes, to generate income, or to provide protection for its portfolio. The Emerge ETF will only use derivatives as permitted by Canadian securities regulatory authorities. Common derivatives are described under the heading *What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? – Derivatives Risk*.

The Emerge ETF may engage in securities lending to earn additional returns. For a description of these transactions please see the discussion under the heading *What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? – Securities Lending Risk*.

The Emerge ETF may invest in cash and cash equivalents when prevailing market and economic conditions indicate that it is desirable to do so.

The Emerge ETF may engage in active trading and may have a portfolio turnover rate that exceeds 70%. The higher an Emerge ETF's portfolio turnover rate is in a year, the greater the trading costs payable by the Emerge ETF in the year, and the greater the chance that you will receive a distribution of capital gains in the year. Please see *Portfolio Turnover Rate* on page 33 for a discussion on the tax consequences to unitholders. There is not necessarily a relationship between a high turnover rate and the Emerge ETF's performance.

What are the Risks of Investing in the Fund?

The Emerge ETF will be exposed to the following risks:

- Absence of active market risks
- American Depositary Receipts risk
- Cease trading of securities held by the Emerge ETFs risk
- Cease trading of Units risk
- Changes in legislation risk
- Convertible securities risk
- Currency or exchange rate risk
- Cyber security risk
- Derivatives risk
- Disruptive innovation risk
- Emerging market securities risk
- Equity securities risk
- Fluctuations in NAV risk
- Foreign investment risk
- Future expected genomic business risk
- Healthcare sector risk
- Illiquid securities risk
- In-kind subscription risk
- Issuer risk
- Large-capitalization companies risk
- Management risk
- Market risk
- Market trading risk
- Micro-capitalization companies risk
- Multi-series risk
- Non-diversification risk
- Preferred securities risk
- Reliance on advisors risk
- Rights and warrants risk
- Sector risk
- Securities lending risk
- Short selling risk
- Small- and medium-capitalization companies risk
- Taxation of the Emerge ETFs risk
- Temporary defensive strategy risk

For a detailed description of these mutual fund risks, see the heading *What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? – What are the Specific Risks of Investing in a Mutual Fund?*

We have classified this Emerge ETF's risk level as medium. Please see the risk classification methodology under the heading *Specific Information about each of the Mutual Funds Described in this Document – Fund Risk Classification* for a description of the methodology we use to classify the Emerge ETF's risk level.

Who Should Invest in this Fund?

This Emerge ETF may be suitable for investors who:

- seek exposure to companies that are expected to be focused on extending or enhancing the quality of human and other life through technological and scientific developments, improvements and advancements in genomics

- wish to participate in a sector equity fund that emphasizes companies with strong growth potential

- have a medium to long-term investment perspective and

- have a medium risk tolerance.

Distribution policy

Each December, the Emerge ETF will distribute to its Unitholders a sufficient amount of its net income and net realized capital gains so that the Emerge ETF will not be liable for ordinary income tax, which distribution will be automatically reinvested in additional Units. Immediately following such reinvestment, the number of Units outstanding will be consolidated so that the NAV per Unit following the distribution and reinvestment is the same as it would have been if the distribution had not been paid. In the case of a non-resident Unitholder, if tax has to be withheld in respect of the distribution, the Unitholder's custodian may debit his, her or its account for any such required withholding tax. Cash distributions will not be paid. The tax treatment to Unitholders of distributions is discussed under the heading *Income Tax Considerations for Investors*.

Fund expenses indirectly borne by investors

This information is not available because Units are new and the expenses for the Series A and Series F Units are not yet known.

Emerge ARK Fintech Innovation ETF

Fund Details

Fund type	Sector Equity
Securities offered	Series A, Series F, Series O, ETF CAD Series and ETF USD Series Units of a mutual fund trust
Start date	Series A: June 22, 2021 Series F: June 22, 2021 Series O: June 22, 2021 ETF CAD Series: June 18, 2019 ETF USD Series: June 18, 2019
Registered plan eligibility	The Units are qualified investments for registered plans
Management fees	Series A: Maximum of 1.80% Series F: Maximum of 0.80% ETF CAD Series: Maximum of 0.80% ETF USD Series: Maximum of 0.80% The management fee for Series O Units is negotiated and paid directly by the investor
Portfolio advisor	Emerge Canada Inc.
Sub-adviser	Emerge Capital Management Inc.
Sub-adviser to Emerge Capital Management Inc.	ARK Investment Management LLC

What does the Fund Invest In?

Investment Objectives

Emerge ARK Fintech Innovation ETF seeks to achieve long-term growth of capital by investing primarily, under normal circumstances, in global equity securities of companies that are or are expected to be focused on financial technology innovation, including the shift of the financial sector and economic transactions towards payment infrastructure platforms and technically enabled web-based intermediaries.

Investment Strategies

In order to achieve its investment objective, this Emerge ETF invests primarily in global equity securities of Fintech Innovation Companies.

Its investments include micro-, small-, medium- and large-capitalization companies. Its investments in global equity securities are in both developed and emerging markets.

In selecting companies for analysis, ARK seeks to identify, using its own internal research and analysis, companies capitalizing on disruptive innovation or that are enabling the further development of the rapidly moving fintech innovation theme in the markets in which they operate. ARK's internal research and analysis leverages insights from diverse sources, including external research, to develop and refine its investment theme and identify and take advantage of trends that have ramifications for individual companies or entire industries.

ARK uses both "top down" (thematic research sizing the potential total available market and surfacing the prime beneficiaries) and "bottom up" (valuation, fundamental and quantitative measures) approaches to identify innovative companies and convergence across markets. This approach is meant to identify investments that capture long-term alpha+ with low correlation of relative returns to traditional growth strategies and negative correlation to value strategies.

We allocate the Emerge ETF's portfolio holdings based on the recommendations provided to us by the Sub-Adviser, which recommendations are derived from the analysis and research performed by ARK.

Under normal circumstances, substantially all of the Emerge ETF's assets are invested in equity securities, including common stocks, partnership interests, business trust securities and other equity risk investments or ownership interests in business enterprises. The Emerge ETF may also obtain exposure to equity securities by investing in ADRs.

The Emerge ETF may use derivatives, including futures and forward contracts, to hedge some or all of its foreign currency exposure, or to hedge against potential loss. The Emerge ETF may also use derivatives for other hedging and non-hedging purposes, such as to gain exposure to certain securities or asset classes without investing directly in such securities or asset classes, to generate income, or to provide protection for its portfolio. The Emerge ETF will only use derivatives as permitted by Canadian securities regulatory authorities. Common derivatives are described under the heading *What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? – Derivatives Risk.*

The Emerge ETF may engage in securities lending to earn additional returns. For a description of these transactions please see the discussion under the heading *What is a Mutual Fund and What are the Risks* *of Investing in a Mutual Fund? – Securities Lending Risk*.

The Emerge ETF may invest in cash and cash equivalents when prevailing market and economic conditions indicate that it is desirable to do so.

The Emerge ETF may engage in active trading and may have a portfolio turnover rate that exceeds 70%. The higher an Emerge ETF's portfolio turnover rate is in a year, the greater the trading costs payable by the Emerge ETF in the year, and the greater the chance that you will receive a distribution of capital gains in the year. Please see *Portfolio Turnover Rate* on page 33 for a discussion on the tax consequences to unitholders. There is not necessarily a relationship between a high turnover rate and the Emerge ETF's performance.

What are the Risks of Investing in the Fund?

The Emerge ETF will be exposed to the following risks:

- Absence of active market risks
- American Depositary Receipts risk
- Cease trading of securities held by the Emerge ETFs risk
- Cease trading of Units risk
- Changes in legislation risk
- Communications sector risk
- Convertible securities risk
- Currency or exchange rate risk
- Cyber security risk
- Derivatives risk
- Disruptive innovation risk
- Distributed Ledger Technology risk
- Emerging market securities risk
- Equity securities risk
- Financial sector risk
- Financial technology risk
- Fluctuations in NAV risk
- Foreign investment risk
- Illiquid securities risk
- In-kind subscription risk
- Information technology sector risk
- Issuer risk
- Large-capitalization companies risk
- Management risk
- Market risk
- Market trading risk
- Micro-capitalization companies risk
- Momentum pricing risk
- Multi-series risk
- Non-diversification risk
- Preferred securities risk
- Reliance on advisors risk
- Rights and warrants risk
- Sector risk
- Securities lending risk
- Short selling risk
- Small- and medium-capitalization companies risk
- Taxation of the Emerge ETFs risk
- Temporary defensive strategy risk

For a detailed description of these mutual fund risks, see the heading *What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? – What are the Specific Risks of Investing in a Mutual Fund?*

We have classified this Emerge ETF's risk level as medium. Please see the risk classification methodology under the heading *Specific Information about each of the Mutual Funds Described in this Document – Fund Risk Classification* for a description of the methodology we use to classify the Emerge ETF's risk level.

Who Should Invest in this Fund?

This Emerge ETF may be suitable for investors who:

- Seek exposure to companies that are expected to be focused on financial technology innovation, including the shift of the financial sector and economic transaction to technology infrastructure platforms and technology intermediaries

- wish to participate in a sector equity fund that emphasizes companies with strong growth potential

- have a medium to long-term investment perspective and

- have medium risk tolerance.

Distribution policy

Each December, the Emerge ETF will distribute to its Unitholders a sufficient amount of its net income and net realized capital gains so that the Emerge ETF will not be liable for ordinary income tax, which distribution will be automatically reinvested in additional Units. Immediately following such reinvestment, the number of Units outstanding will be consolidated so that the NAV per Unit following the distribution and reinvestment is the same as it would have been if the distribution had not been paid. In the case of a non-resident Unitholder, if tax has to be withheld in respect of the distribution, the Unitholder's custodian may debit his, her or its account for any such required withholding tax. Cash distributions will not be paid. The tax treatment to Unitholders of distributions is discussed under the heading *Income Tax Considerations for Investors*.

Fund expenses indirectly borne by investors

This information is not available because Units are new and the expenses for the Series A and Series F Units are not yet known.

Emerge ARK AI & Big Data ETF

Fund Details

Fund type	Sector Equity
Securities offered	Series A, Series F, Series O, ETF CAD Series and ETF USD Series Units of a mutual fund trust
Start date	Series A: June 22, 2021 Series F: June 22, 2021 Series O: June 22, 2021 ETF CAD Series: June 18, 2019 ETF USD Series: June 18, 2019
Registered plan eligibility	The Units are qualified investments for registered plans
Management fees	Series A: Maximum of 1.80% Series F: Maximum of 0.80% ETF CAD Series: Maximum of 0.80% ETF USD Series: Maximum of 0.80% The management fee for Series O Units is negotiated and paid directly by the investor
Portfolio advisor	Emerge Canada Inc.
Sub-adviser	Emerge Capital Management Inc.
Sub-adviser to Emerge Capital Management Inc.	ARK Investment Management LLC

What does the Fund Invest In?

Investment Objectives

Emerge ARK AI & Big Data ETF seeks to achieve long-term growth of capital by investing primarily, under normal circumstances, in global equity securities of companies that are or are expected to be focused on artificial intelligence, big data, and the shift of technology infrastructure from hardware and software to the cloud.

Investment Strategies

In order to achieve its investment objective, this Emerge ETF invests primarily in global equity securities of Artificial Intelligence Companies and Next Generation Internet Companies.

Its investments include micro-, small-, medium- and large-capitalization companies. Its investments in global equity securities are in both developed and emerging markets.

In selecting companies for analysis, ARK seeks to identify, using its own internal research and analysis, companies capitalizing on disruptive innovation or that are enabling the further development of the rapidly moving themes of artificial intelligence and innovative internet technologies in the markets in which they operate. ARK's internal research and analysis leverages insights from diverse sources, including external research, to develop and refine its investment themes and identify and take advantage of trends that have ramifications for individual companies or entire industries.

ARK uses both "top down" (thematic research sizing the potential total available market, and surfacing the prime beneficiaries) and "bottom up" (valuation, fundamental and quantitative measures) approaches to identify innovative companies and convergence across markets. This approach is meant to identify investments that capture long-term alpha+ with low correlation of relative returns to traditional growth strategies and negative correlation to value strategies.

We allocate the Emerge ETF's portfolio holdings based on the recommendations provided to us by the Sub-Adviser, which recommendations are derived from the analysis and research performed by ARK.

Under normal circumstances, substantially all of the Emerge ETF's assets are invested in equity securities, including common stocks, partnership interests, business trust securities and other equity investments or ownership interests in business enterprises. The Emerge ETF may also obtain exposure to equity securities by investing in ADRs.

The Emerge ETF may use derivatives, including futures and forward contracts, to hedge some or all of its foreign currency exposure, or to hedge against potential loss. The Emerge ETF may also use derivatives for other hedging and non-hedging purposes, such as to gain exposure to certain securities or asset classes without investing directly in such securities or asset classes, to generate income, or to provide protection for its portfolio. The Emerge ETF will only use derivatives as permitted by Canadian securities regulatory authorities. Common derivatives are described under the heading *What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? – Derivatives Risk*.

The Emerge ETF may engage in securities lending to earn additional returns. For a description of these transactions please see the discussion under the heading *What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? – Securities Lending Risk*.

The Emerge ETF may invest in cash and cash equivalents when prevailing market and economic conditions indicate that it is desirable to do so.

The Emerge ETF may engage in active trading and may have a portfolio turnover rate that exceeds 70%. The higher an Emerge ETF's portfolio turnover rate is in a year, the greater the trading costs payable by the Emerge ETF in the year, and the greater the chance that you will receive a distribution of capital gains in the year. Please see *Portfolio Turnover Rate* on page 33 for a discussion on the tax consequences to unitholders. There is not necessarily a relationship between a high turnover rate and the Emerge ETF's performance.

What are the Risks of Investing in the Fund?

The Emerge ETF will be exposed to the following risks:

- Absence of active market risks
- American Depositary Receipts risk
- Cease trading of securities held by the Emerge ETFs risk
- Cease trading of Units risk
- Changes in legislation risk
- Convertible securities risk
- Currency or exchange rate risk
- Cyber security risk
- Derivatives risk
- Disruptive innovation risk
- Emerging market securities risk
- Equity securities risk
- Financial technology risk
- Fluctuations in NAV risk
- Foreign investment risk
- Illiquid securities risk
- In-kind subscription risk
- Information technology sector risk
- Issuer risk
- Large-capitalization companies risk
- Management risk
- Market risk
- Market trading risk
- Micro-capitalization companies risk
- Multi-series risk
- Next Generation Internet risk
- Non-diversification risk
- Preferred securities risk
- Reliance on advisors risk
- Rights and warrants risk
- Sector risk
- Securities lending risk
- Short selling risk
- Small- and medium-capitalization companies risk
- Taxation of the Emerge ETFs risk
- Temporary defensive strategy risk

For a detailed description of these mutual fund risks, see the heading *What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? – What are the Specific Risks of Investing in a Mutual Fund?*

We have classified this Emerge ETF's risk level as medium. Please see the risk classification methodology under the heading *Specific Information about each of the Mutual Funds Described in this Document – Fund Risk Classification* for a description of the methodology we use to classify the Emerge ETF's risk level.

Who Should Invest in this Fund?

This Emerge ETF may be suitable for investors who:

- seek exposure to companies that are expected to be focused on artificial intelligence, big data and the shift of technology from hardware and software to the cloud

- wish to participate in a sector equity fund that emphasizes companies with strong growth potential

- have a medium to long-term investment perspective and

- have a medium risk tolerance.

Distribution policy

Each December, the Emerge ETF will distribute to its Unitholders a sufficient amount of its net income and net realized capital gains so that the Emerge ETF will not be liable for ordinary income tax, which distribution will be automatically reinvested in additional Units. Immediately following such reinvestment, the number of Units outstanding will be consolidated so that the NAV per Unit following the distribution and reinvestment is the same as it would have been if the distribution had not been paid. In the case of a non-resident Unitholder, if tax has to be withheld in respect of the distribution, the Unitholder's custodian may debit his, her or its account for any such required withholding tax. Cash distributions will not be paid. The tax treatment to Unitholders of distributions is discussed under the heading *Income Tax Considerations for Investors*.

Fund expenses indirectly borne by investors

This information is not available because Units are new and the expenses for the Series A and Series F Units are not yet known.

Emerge ARK Autonomous Tech & Robotics ETF

Fund Details

Fund type	Sector Equity
Securities offered	Series A, Series F, Series O, ETF CAD Series and ETF USD Series Units of a mutual fund trust
Start date	Series A: June 22, 2021 Series F: June 22, 2021 Series O: June 22, 2021 ETF CAD Series: June 18, 2019 ETF USD Series: June 18, 2019
Registered plan eligibility	The Units are qualified investments for registered plans
Management fees	Series A: Maximum of 1.80% Series F: Maximum of 0.80% ETF CAD Series: Maximum of 0.80% ETF USD Series: Maximum of 0.80% The management fee for Series O Units is negotiated and paid directly by the investor
Portfolio advisor	Emerge Canada Inc.
Sub-adviser	Emerge Capital Management Inc.
Sub-adviser to Emerge Capital Management Inc.	ARK Investment Management LLC

What does the Fund Invest In?

Investment Objectives

Emerge ARK Autonomous Tech & Robotics ETF seeks to achieve long-term growth of capital by investing primarily, under normal circumstances, in global equity securities of companies that are or are expected to be focused on the development of new products or services, technological improvements and advancements in scientific research related to disruptive innovation in energy, automation and manufacturing, materials and transportation.

Investment Strategies

In order to achieve its investment objective, this Emerge ETF invests primarily in global equity securities of Autonomous Technology Companies and other Industrial Innovation Companies across multiple sectors, including healthcare, information technology, materials, energy and consumer discretionary. Its investments include micro-, small-, medium- and large-capitalization companies. Its investments in global equity securities are in both developed and emerging markets.

In selecting companies for analysis, ARK seeks to identify, using its own internal research and analysis, companies capitalizing on disruptive innovation or that are enabling the further development of the rapidly moving autonomous technology and industrial innovation themes in the markets in which they operate. ARK's internal research and analysis leverages insights from diverse sources, including external research, to develop and refine its investment themes and identify and take advantage of trends that have ramifications for individual companies or entire industries.

ARK uses both "top down" (thematic research sizing the potential total available market, and surfacing the prime beneficiaries) and "bottom up" (valuation, fundamental and quantitative measures) approaches to identify innovative companies and convergence across markets. This approach is meant to identify investments that capture long-term alpha+ with low correlation of relative returns to traditional growth strategies and negative correlation to value strategies.

We allocate the Emerge ETF's portfolio holdings based on the recommendations provided to us by the Sub-Adviser, which recommendations are derived from the analysis and research performed by ARK.

Under normal circumstances, substantially all of the Emerge ETF's assets are invested in equity securities, including common stocks, partnership interests, business trust securities and other equity investments or ownership interests in business enterprises. The Emerge ETF may also obtain exposure to equity securities by investing in ADRs.

The Emerge ETF may use derivatives, including futures and forward contracts, to hedge some or all of its foreign currency exposure, or to hedge against potential loss. The Emerge ETF may also use derivatives for other hedging and non-hedging purposes, such as to gain exposure to certain securities or asset classes without investing directly in such securities or asset classes, to generate income, or to provide protection for its portfolio. The Emerge ETF will only use derivatives as permitted by Canadian securities regulatory authorities. Common derivatives are described under the heading *What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? – Derivatives Risk*.

The Emerge ETF may engage in securities lending to earn additional returns. For a description of these transactions please see the discussion under the heading *What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? – Securities Lending Risk*.

The Emerge ETF may invest in cash and cash equivalents when prevailing market and economic conditions indicate that it is desirable to do so.

The Emerge ETF may engage in active trading and may have a portfolio turnover rate that exceeds 70%. The higher an Emerge ETF's portfolio turnover rate is in a year, the greater the trading costs payable by the Emerge ETF in the year, and the greater the chance that you will receive a distribution of capital gains in the year. Please see *Portfolio Turnover Rate* on page 33 for a discussion on the tax consequences to unitholders. There is not necessarily a relationship between a high turnover rate and the Emerge ETF's performance.

What are the Risks of Investing in the Fund?

The Emerge ETF will be exposed to the following risks:

- Absence of active market risks
- American Depositary Receipts risk
- Cease trading of securities held by the Emerge ETFs risk
- Cease trading of Units risk
- Changes in legislation risk
- Convertible securities risk
- Currency or exchange rate risk
- Cyber security risk
- Derivatives risk
- Disruptive innovation risk
- Emerging market securities risk
- Equity securities risk
- Fluctuations in NAV risk
- Foreign investment risk
- Illiquid securities risk
- Industrials sector risk
- In-kind subscription risk
- Information technology sector risk
- Issuer risk
- Large-capitalization companies risk
- Management risk
- Market risk
- Market trading risk
- Micro-capitalization companies risk
- Multi-series risk
- Non-diversification risk
- Preferred securities risk
- Reliance on advisors risk
- Rights and warrants risk
- Sector risk
- Securities lending risk
- Short selling risk
- Small- and medium-capitalization companies risk
- Taxation of the Emerge ETFs risk
- Temporary defensive strategy risk

For a detailed description of these mutual fund risks, see the heading *What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? – What are the Specific Risks of Investing in a Mutual Fund?*

We have classified this Emerge ETF's risk level as medium. Please see the risk classification methodology under the heading *Specific Information about each of the Mutual Funds Described in this Document – Fund Risk Classification* for a description of the methodology we use to classify the Emerge ETF's risk level.

Who Should Invest in this Fund?

This Emerge ETF may be suitable for investors who:

- seek exposure to companies that are expected to be focused on the development of new products or services, technological improvements, the use of artificial intelligence and advancements in scientific research related to disruptive innovation in energy, automation and manufacturing, materials and transportation

- wish to participate in a sector equity fund that emphasizes companies with strong growth potential

- have a medium to long-term investment perspective and

- have a medium tolerance.

Distribution policy

Each December, the Emerge ETF will distribute to its Unitholders a sufficient amount of its net income and net realized capital gains so that the Emerge ETF will not be liable for ordinary income tax, which distribution will be automatically reinvested in additional Units. Immediately following such reinvestment, the number of Units outstanding will be consolidated so that the NAV per Unit following the distribution and reinvestment is the same as it would have been if the distribution had not been paid. In the case of a non-resident Unitholder, if tax has to be withheld in respect of the distribution, the Unitholder's custodian may debit his, her or its account for any such required withholding tax. Cash distributions will not be paid. The tax treatment to Unitholders of distributions is discussed under the heading *Income Tax Considerations for Investors*.

Fund expenses indirectly borne by investors

This information is not available because Units are new and the expenses for the Series A and Series F Units are not yet known.

Emerge ARK Space Exploration ETF

Fund Details

Fund type	Sector Equity
Securities offered	Series A, Series F, Series O, ETF CAD Series and ETF USD Series Units of a mutual fund trust
Start date	Series A: March 19, 2021 Series F: March 19, 2021 Series O: March 19, 2021 ETF CAD Series: March 19, 2021 ETF USD Series: March 19, 2021
Registered plan eligibility	The Units are qualified investments for registered plans
Management fees	Series A: Maximum of 1.80% Series F: Maximum of 0.80% ETF CAD Series: Maximum of 0.80% ETF USD Series: Maximum of 0.80% The management fee for Series O Units is negotiated and paid directly by the investor
Portfolio advisor	Emerge Canada Inc.
Sub-adviser	Emerge Capital Management Inc.
Sub-adviser to Emerge Capital Management Inc.	ARK Investment Management LLC

What does the Fund Invest In?

Investment Objectives

Emerge ARK Space Exploration ETF seeks to achieve long-term growth of capital by investing primarily, under normal circumstances, in global equity securities of companies that are engaged in space exploration and innovation.

Investment Strategies

In order to achieve its investment objective, the Emerge ETF invests primarily in global equity securities of Space Exploration Companies. ARK defines "Space Exploration" as leading, enabling, or benefitting from technologically enabled products and/or services that occur beyond the surface of the Earth. A company is deemed to be engaged in the theme of space exploration if it derives a significant portion of its revenue or market value from the theme of space exploration, or it has stated its primary business to be in products and services focused on the theme of space exploration.

In selecting Space Exploration Companies, ARK seeks to identify, using its own internal research and analysis, companies capitalizing on disruptive innovation. ARK defines "disruptive innovation" as the introduction of a technologically enabled new product or service that it expects to change an industry landscape. ARK's internal research and analysis leverages insights from diverse sources, including external research, to develop and refine its investment themes and identify and take advantage of trends that have ramifications for individual companies or entire industries.

ARK believes that Space Exploration Companies can be grouped into four overarching categories, each of which contains relevant sub-elements: Orbital Aerospace Companies; Suborbital Aerospace Companies; Enabling Technologies Companies; and Aerospace Beneficiary Companies. Space exploration is possible due to the convergence of a number of categories, as discussed in the four overarching categories above, and a Space Exploration Company may not currently derive any revenue, and there is no assurance that such company will derive any revenue from innovative technologies in the future.

ARK analyzes potential investments by using both "top down" information (*e.g.*, economy-wide analysis of facts, such as rate of growth, cost declines, unit economics, sizing of markets, and price levels, as well as business and technology cycle trends) and "bottom up" criteria (*e.g.*, fundamental and quantitative metrics for individual companies, such as their revenue growth, profitability and return on invested capital). Based upon its research and analysis, ARK selects a portfolio company that it believes presents the best risk-reward opportunities. In both the "top down" and "bottom up" approaches, ARK evaluates environmental, social, and governance ("ESG") considerations. In its "top down" approach, ARK uses the framework of the United Nations Sustainable Development Goals to integrate ESG considerations into its research and investment process. The United Nations Sustainable Development Goals are a collection of seventeen interlinked goals designed to provide a shared blueprint for countries to, among other objectives, end extreme poverty and hunger, fight inequality and injustice, and tackle climate change. ARK, however, does not use ESG considerations to limit, restrict or otherwise exclude companies or sectors from the Emerge ETF's investment universe. In its "bottom up" approach, ARK makes its investment decisions primarily based on its analysis of the potential of individual companies, while integrating ESG considerations into that process.

We allocate the Emerge ETF's portfolio holdings based on the recommendations provided to us by the Sub-Adviser, which recommendations are derived from the analysis and research performed by ARK and represent ARK's assessment of the best risk-reward opportunities based on ARK's thematic approach to innovation across market sectors.

Under normal circumstances, substantially all of the Emerge ETF's assets will be invested in equity securities, including common stocks, partnership interests, business trust shares and other equity investments or ownership interests in business enterprises. The Emerge ETF's investments will include micro-, small-, medium- and large-capitalization companies. The Emerge ETF's investments in equity securities will be in both developed and emerging markets. The Emerge ETF may invest in foreign securities (including investments in ADRs and Global Depositary Receipts) and securities listed on local and foreign exchanges.

The Emerge ETF may use derivatives, including futures and forward contracts, to hedge some or all of its foreign currency exposure, or to hedge against potential loss. The Emerge ETF may also use derivatives for other hedging and non-hedging purposes, such as to gain exposure to certain securities or asset classes without investing directly in such securities or asset classes, to generate income, or to provide protection for its portfolio. The Emerge ETF will only use derivatives as permitted by Canadian securities regulatory authorities.

The Emerge ETF may engage in securities lending to earn additional returns.

The Emerge ETF may invest in cash and cash equivalents when prevailing market and economic conditions indicate that it is desirable to do so.

The Emerge ETF may engage in active trading and may have a portfolio turnover rate that exceeds 70%. The higher an Emerge ETF's portfolio turnover rate is in a year, the greater the trading costs payable by the Emerge ETF in the year, and the greater the chance that you will receive a distribution of capital gains in the year. Please see *Portfolio Turnover Rate* on page 33 for a discussion on the tax consequences to unitholders. There is not necessarily a relationship between a high turnover rate and the Emerge ETF's performance.

What are the Risks of Investing in the Fund?

The Emerge ETF will be exposed to the following risks:

- Absence of Active Market Risk
- American Depositary Receipts risk
- Cease Trading of ETF Series Units Risk
- Cease trading of securities held by the Emerge ETFs risk
- Changes in legislation risk
- Communications sector risk
- Currency or exchange rate risk
- Cyber security risk
- Derivatives risk
- Disruptive innovation risk
- Emerging market securities risk
- Equity securities risk
- Fluctuations in NAV risk
- Foreign investment risk
- Illiquid securities risk
- In-Kind Subscription Risk
- Industrials sector risk
- Information technology sector risk
- Issuer risk
- Large-capitalization companies risk
- Management risk
- Market risk
- Market trading risk
- Micro-capitalization companies risk
- Multi-series risk
- Non-Diversification risk
- Reliance on advisors risk
- Rights and warrants risk
- Sector risk
- Securities lending risk
- Short selling risk
- Small- and medium-capitalization companies risk
- Taxation of the Emerge ETFs risk
- Temporary defensive strategy risk

For a detailed description of these mutual fund risks, see the heading *What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? – What are the Specific Risks of Investing in a Mutual Fund?*

We have classified this Emerge ETF's risk level as medium. Please see the risk classification methodology under the heading *Specific Information* *about each of the Mutual Funds Described in this Document – Fund Risk Classification* for a description of the methodology we use to classify the Emerge ETF's risk level.

Who Should Invest in this Fund?

This Emerge ETF may be suitable for investors who:

- seek exposure to companies focused on space exploration and innovation
- wish to participate in a global equity fund that emphasizes companies with strong growth potential
- have a medium to long-term investment perspective and
- have a medium risk tolerance.

Distribution policy

Each December, the Emerge ETF will distribute to its Unitholders a sufficient amount of its net income and net realized capital gains so that the Emerge ETF will not be liable for ordinary income tax, which distribution will be automatically reinvested in additional Units. Immediately following such reinvestment, the number of Units outstanding will be consolidated so that the NAV per Unit following the distribution and reinvestment is the same as it would have been if the distribution had not been paid. In the case of a non-resident Unitholder, if tax has to be withheld in respect of the distribution, the Unitholder's custodian may debit his, her or its account for any such required withholding tax. Cash distributions will not be paid. The tax treatment to Unitholders of distributions is discussed under the heading *Income Tax Considerations for Investors*.

Fund expenses indirectly borne by investors

This information is not available because Units are new and the expenses for the Series A and Series F Units are not yet known.

SIMPLIFIED PROSPECTUS

Emerge ARK Global Disruptive Innovation ETF
Emerge ARK Genomics & Biotech ETF
Emerge ARK Fintech Innovation ETF
Emerge ARK AI & Big Data ETF
Emerge ARK Autonomous Tech & Robotics ETF
Emerge ARK Space Exploration ETF

You can find more information about each Emerge ETF in its Annual Information, Fund Facts, ETF Facts, management reports of fund performance, and financial statements. These documents are incorporated by reference into this document, which means that they legally form part of this document just as if they were printed as part of it.

For a free copy of these documents, call Emerge Canada Inc., the Manager of the Emerge ETFs, toll-free at 1-833-363-7432 or ask your investment Advisor. These documents and other information about the Emerge ETFs, such as material contracts, are also available at our website at **www.emergecm.ca** or publicly available at **www.sedar.com**.