



**NOTICE OF SPECIAL MEETINGS AND MANAGEMENT INFORMATION CIRCULAR FOR
UNITHOLDERS OF**

**HORIZONS ENHANCED INCOME EQUITY ETF
HORIZONS ENHANCED INCOME ENERGY ETF
HORIZONS ENHANCED INCOME FINANCIALS ETF
HORIZONS ENHANCED INCOME US EQUITY (USD) ETF
HORIZONS ENHANCED INCOME INTERNATIONAL EQUITY ETF
HORIZONS ENHANCED INCOME GOLD PRODUCERS ETF**

**to be held on
Tuesday, June 21, 2022**

May 16, 2022

Dear Unitholders,

You are hereby invited to special meetings of unitholders (each, a “**Meeting**” and collectively, the “**Meetings**”) of the ETFs (as defined below). The Meetings of the ETFs will be held at the following times on Tuesday, June 21, 2022, solely as virtual (online) meetings by way of live audio webcast:

ETFs	Ticker Symbol	Meeting Times
Horizons Enhanced Income Equity ETF	HEX	2:00 p.m.
Horizons Enhanced Income Energy ETF	HEE	2:30 p.m.
Horizons Enhanced Income Financials ETF	HEF	3:00 p.m.
Horizons Enhanced Income International Equity ETF	HEJ	3:30 p.m.
Horizons Enhanced Income US Equity (USD) ETF	HEA.U	4:00 p.m.
Horizons Enhanced Income Gold Producers ETF	HEP	4:30 p.m.

The Meetings of the ETFs will be held at the web addresses set forth in the table below.

ETFs	Ticker Symbol	Meeting Web Address
Horizons Enhanced Income Equity ETF	HEX	www.virtualshareholdermeeting.com/HEX2022
Horizons Enhanced Income Energy ETF	HEE	www.virtualshareholdermeeting.com/HEE2022
Horizons Enhanced Income Financials ETF	HEF	www.virtualshareholdermeeting.com/HEF2022
Horizons Enhanced Income International Equity ETF	HEJ	www.virtualshareholdermeeting.com/HEJ2022
Horizons Enhanced Income US Equity (USD) ETF	HEA.U	www.virtualshareholdermeeting.com/HEA2022
Horizons Enhanced Income Gold Producers ETF	HEP	www.virtualshareholdermeeting.com/HEP2022

The Meetings are being held for unitholders of each ETF to consider and vote upon resolutions to approve changes to the investment objective of each ETF (the “**Proposed Changes**”, and each individually, a “**Proposed Change**”), as further described in the accompanying management information circular dated May 16, 2022 (the “**Circular**”) and to transact such other business as may properly come before a Meeting. The full text of the resolutions to be considered at each Meeting are set out in Schedules “A”, “B”, “C”, “D”, “E” and “F” to the accompanying Circular. Unitholders should review the information provided in the Circular carefully prior to voting.

In light of the ongoing dangers associated with the ongoing coronavirus pandemic (COVID-19), the Manager wishes to mitigate risk to the health and safety of communities, unitholders, employees and other stakeholders. For that reason, the Manager is holding the Meetings solely as virtual (online) meetings which will be conducted by way of live audio webcast. All unitholders, regardless of geographic location, will have an equal opportunity to participate at their applicable Meeting, and engage with the Manager as well as other unitholders in real time. **Unitholders will not be able to attend a Meeting in person, but virtual participation is encouraged. Even if you currently plan to participate in a Meeting, you should consider voting your units in advance so that your vote will be counted in the event you experience any technical difficulties.**

Participants will need an Internet-connected device such as a laptop, computer, tablet or cellphone in order to access the virtual meeting platform. The virtual meeting platform will be fully supported across popular web browsers and devices running the most current version of applicable software plugins. Unitholders participating in a Meeting must remain connected to the Internet at all times during such Meeting in order to vote when balloting commences. It is a unitholder’s responsibility to ensure Internet connectivity for the duration of the Meeting.

Registered unitholders and duly appointed proxyholders will be able to participate in and vote online in real time at a Meeting at the applicable web address noted in the above table, in accordance with instructions given in the accompanying Circular.

Non-registered (beneficial) unitholders (being unitholders who hold their units through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder may attend a Meeting and will be able to ask questions but will not be able to vote at the Meeting. Non-registered (beneficial) unitholders who have not duly appointed themselves as proxyholder may attend a Meeting by logging into the Meeting at the applicable web address noted in the above table, at least 5 minutes before the Meeting commences, entering the “Unitholder” section and completing the registration using their 16-digit control number.

For additional information about the ETFs, investors may obtain the most recently filed prospectus (as amended), ETF Facts, interim and annual financial statements and management reports of fund performance of the ETFs on the Internet at www.sedar.com or by accessing the Manager’s website at www.HorizonsETFs.com. These documents are deemed to be incorporated by reference into the accompanying Circular and may also be obtained upon request, without charge, by calling the Manager’s toll-free telephone number at 1-866-641-5739 or by faxing the Manager a request to 416-777-5181.

Notice is hereby given that in the event the quorum requirement of an ETF is not satisfied within one-half hour of the scheduled time for the applicable Meeting, then such Meeting will be adjourned by the chairman of the Meeting. Notice is hereby provided that an adjourned Meeting, if any, will be rescheduled for June 22, 2022, at the same time specified above, solely as a virtual (online) meeting by way of live audio webcast. At any applicable adjourned Meeting of an ETF, the business of the Meeting will be transacted by those unitholders present virtually or represented by proxy.

A registered unitholder may submit their proxy by mail, over the Internet or by telephone in accordance with the instructions below.

If a unitholder holds their units through a financial intermediary, (a bank, trust company, securities broker, or other financial institution) they will receive a voting instruction form that allows them to vote on the Internet, by telephone, or by mail. To vote, a unitholder should follow the instructions provided on their voting instruction form.

Voting – Registered and Beneficial Unitholders

Voting at a Meeting. Beneficial unitholders who wish to vote at a Meeting should appoint themselves as proxyholder by following the instructions found on their voting instruction form. Only registered unitholders or duly appointed proxyholders (including beneficial unitholders who have appointed themselves as proxyholder) may vote at a Meeting. Registered unitholders and duly appointed proxyholders can vote at a Meeting by logging into the Meeting at the applicable web address noted in the above table, at least 5 minutes before the Meeting commences, and entering the “Unitholder” or “Proxyholder/Appointee” section, as applicable. Registered unitholders should follow the instructions on the screen using their 16-digit control number (located on their proxy form) and duly appointed proxyholders should follow the instructions on the screen and enter the exact name and eight-character appointee identification number as provided by the unitholder to access the applicable Meeting and vote when prompted. Registered unitholders and duly appointed proxyholders should note that voting at a Meeting will revoke any previously submitted proxy.

Voting by Mail. A unitholder may submit their proxy by mail by completing, dating and signing the enclosed form of proxy or voting instruction form, as applicable, and returning it using the envelope provided to Broadridge Investor Communication Solutions at the Data Processing Centre, P.O. Box 3700, Stn. Industrial Park, Markham ON, L3R 9Z9. To be valid, forms of proxy or voting instruction forms, as applicable, must be received before 10:00 a.m. (Toronto time) on June 17, 2022, or not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of any adjournment or postponement of a Meeting.

Voting by Internet. A unitholder may submit their proxy at www.proxyvote.com by following the instructions provided on the screen, prior to 10:00 a.m. (Toronto time) on June 17, 2022, or not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of any adjournment or postponement of a Meeting, or must deposit their proxy with the chairman of a Meeting prior to commencement of the Meeting (or any adjournment or postponement thereof).

Voting by Telephone (Canada and U.S. only). A unitholder may submit their voting instructions by telephone by calling the toll-free number on their voting instruction form and following the instructions provided.

A unitholder's intermediary must receive their voting instructions with enough time to act on the unitholder's instructions. Unitholders should check the form for the deadline for submitting their voting instructions. If a unitholder is mailing their voting instruction form, the unitholder should be sure to allow enough time for the envelope to be delivered.

DATED at Toronto, Ontario this 16th day of May, 2022.

**HORIZONS ETFs MANAGEMENT (CANADA) INC., as
manager of the ETFs**

"Steven J. Hawkins"

Name: Steven J. Hawkins

Title: President and Chief Executive Officer

MANAGEMENT INFORMATION CIRCULAR

**HORIZONS ENHANCED INCOME EQUITY ETF
HORIZONS ENHANCED INCOME ENERGY ETF
HORIZONS ENHANCED INCOME FINANCIALS ETF
HORIZONS ENHANCED INCOME US EQUITY (USD) ETF
HORIZONS ENHANCED INCOME INTERNATIONAL EQUITY ETF
HORIZONS ENHANCED INCOME GOLD PRODUCERS ETF**

(collectively, the “ETFs”, and each, an “ETF”)

May 16, 2022

SPECIAL NOTE REGARDING FORWARD LOOKING INFORMATION

This Management Information Circular (the “**Circular**”) contains or refers to certain forward-looking information relating, but not limited, to the expectations, intentions, plans and assumptions of Horizons ETFs Management (Canada) Inc., as manager and trustee of the ETFs (the “**Manager**” or “**Horizons**”) and the ETFs.

Forward-looking information can often be identified by forward-looking words such as “anticipate”, “believe”, “expect”, “plan”, “intend”, “estimate”, “may”, “potential”, and “will” or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information is not historical fact but reflects, as applicable, the ETFs’ and the Manager’s current expectations regarding future results or events. Forward-looking information is subject to risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking information expressed herein. Although the ETFs and the Manager believe that the assumptions inherent in their respective forward-looking information are reasonable, forward-looking information is not a guarantee of future events or performance and, accordingly, readers are cautioned not to place undue reliance on such forward-looking information due to the inherent uncertainty therein. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. There is no obligation to update forward-looking information, except as required by law.

Except as may otherwise be stated, the information contained in this Circular is given as of the date of this Circular.

SOLICITATION OF PROXIES

The information contained in this Circular is provided by the Manager in its capacity as manager and trustee of the ETFs in connection with the solicitation of proxies by management of the Manager to be used at the special meetings (including any adjournment or postponement thereof, as the case may be, the “**Meetings**”, and each individually, a “**Meeting**”) of the unitholders of each ETF. The Meetings of the ETFs will be held at the following times on Tuesday, June 21, 2022, solely as virtual (online) meetings by way of live audio webcast:

ETFs	Ticker Symbol	Meeting Times
Horizons Enhanced Income Equity ETF	HEX	2:00 p.m.
Horizons Enhanced Income Energy ETF	HEE	2:30 p.m.
Horizons Enhanced Income Financials ETF	HEF	3:00 p.m.
Horizons Enhanced Income International Equity ETF	HEJ	3:30 p.m.
Horizons Enhanced Income US Equity (USD) ETF	HEA.U	4:00 p.m.
Horizons Enhanced Income Gold Producers ETF	HEP	4:30 p.m.

The Meetings of the ETFs will be held at the web addresses set forth in the table below.

ETFs	Ticker Symbol	Meeting Web Address
Horizons Enhanced Income Equity ETF	HEX	www.virtualshareholdermeeting.com/HEX2022
Horizons Enhanced Income Energy ETF	HEE	www.virtualshareholdermeeting.com/HEE2022
Horizons Enhanced Income Financials ETF	HEF	www.virtualshareholdermeeting.com/HEF2022
Horizons Enhanced Income International Equity ETF	HEJ	www.virtualshareholdermeeting.com/HEJ2022
Horizons Enhanced Income US Equity (USD) ETF	HEA.U	www.virtualshareholdermeeting.com/HEA2022
Horizons Enhanced Income Gold Producers ETF	HEP	www.virtualshareholdermeeting.com/HEP2022

In light of the ongoing dangers associated with the ongoing coronavirus pandemic (COVID-19), the Manager wishes to mitigate risk to the health and safety of communities, unitholders, employees and other stakeholders. For that reason, the Manager is holding the Meetings solely as virtual (online) meetings which will be conducted by way of live audio webcast. All unitholders, regardless of geographic location, will have an equal opportunity to participate at their applicable Meeting, and engage with the Manager as well as other unitholders in real time. **Unitholders will not be able to attend a Meeting in person, but virtual participation is encouraged.**

Participants will need an Internet-connected device such as a laptop, computer, tablet or cellphone in order to access the virtual meeting platform. The virtual meeting platform will be fully supported across popular web browsers and devices running the most current version of applicable software plugins. Unitholders participating in a Meeting must remain connected to the Internet at all times during the Meeting in order to vote when balloting commences. It is a unitholder's responsibility to ensure Internet connectivity for the duration of a Meeting.

Registered unitholders and duly appointed proxyholders will be able to participate in and vote online in real time at a Meeting at the applicable web address noted in the above table, in accordance with instructions given in this Circular. See "General Proxy Information – Voting – Registered and Beneficial Unitholders".

Non-registered (beneficial) unitholders (being unitholders who hold their units through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder may attend a Meeting and will be able to ask questions but will not be able to vote at the Meeting. Non-registered (beneficial) unitholders who have not duly appointed themselves as proxyholder may attend a Meeting by logging into the Meeting at the applicable web address noted in the above table, at least 5 minutes before the Meeting commences, entering the "Unitholder" section and completing the registration using their 16-digit control number.

Notice is hereby given that in the event the quorum requirement of an ETF is not satisfied within one-half hour of the scheduled time for the applicable Meeting, then such Meeting will be adjourned by the chairman of the Meeting. Notice is hereby provided that an adjourned Meeting, if any, will be rescheduled for June 22, 2022, at the same time specified above, solely as a virtual (online) meeting by way of live audio webcast. At any applicable adjourned Meeting of an ETF, the business of the Meeting will be transacted by those unitholders present virtually or represented by proxy.

Although it is expected that the solicitation will be made primarily by mail, the Manager or its agents may also solicit proxies personally, by telephone, facsimile transmission or electronic means. **Unless reimbursed by the Manager, the costs of preparing and sending the proxy materials and of the solicitation of proxies, as well as other costs and expenses associated with each Meeting, will be borne by the applicable ETFs.** As permitted under Canadian securities legislation, the Manager has opted to use a notice-and-access procedure to reduce the volume of paper in the materials distributed for the Meetings and to potentially encourage a higher voting participation rate among unitholders of the ETFs.

The unitholder materials are being sent to both registered and non-registered owners of the units of the ETFs. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name, address and information about your holdings of units have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

PURPOSE OF THE MEETINGS

The Meetings are being held for unitholders of each ETF to consider and vote upon resolutions to (i) approve changes to the investment objective of each ETF, as further described in this Circular (the "**Proposed Changes**", and each individually, a "**Proposed Change**"), and (ii) to transact such other business as may properly come before a Meeting.

The full text of the resolutions to be considered at each Meeting are set out in Schedules "A", "B", "C", "D", "E" and "F" to this Circular.

BUSINESS OF THE MEETINGS

Proposed Changes of Investment Objectives

For the reasons set out below under “Rationale for the Proposed Changes”, the Manager believes that it is in the best interests of the ETFs and their respective unitholders, to change the investment objectives of each ETF as follows:

ETF	Current Investment Objective	Proposed Investment Objective
HEX	HEX seeks to provide Unitholders with: (a) exposure to the performance of an equal weighted portfolio of large capitalization Canadian companies; and (b) monthly distributions of dividend and call option income. HEX will invest primarily in a portfolio of equity and equity related securities of Canadian companies that, as at the Constituent Reset Date (as defined in HEX’s long form prospectus dated June 3, 2021), are amongst the largest by market capitalization and most liquid issuers on the TSX. HEX will rebalance, on an equal weight basis, the portfolio of constituent securities on each Constituent Reset Date. To mitigate downside risk and generate income, HEX will generally write covered call options on 100% of the portfolio securities. The level of covered call option writing may vary based on market volatility and other factors.	CNCC seeks to provide: (a) exposure to the performance of the large-cap segment of the Canadian equity market; and (b) monthly distributions of dividend and call option income. To mitigate downside risk and generate income, CNCC will employ a dynamic covered call option writing program.
HEE	HEE seeks to provide Unitholders with: (a) exposure to the performance of an equal weighted portfolio of Canadian companies that are involved in the crude oil and natural gas industry; and (b) monthly distributions of dividend and call option income. HEE will invest primarily in a portfolio of equity and equity related securities of Canadian companies that are primarily involved in the crude oil and natural gas industry and that, as at the Constituent Reset Date (as defined in HEE’s long form prospectus dated June 3, 2021), are amongst the largest and most liquid issuers on the TSX in their sector. HEE will rebalance, on an equal weight basis, the portfolio of constituent securities on each Constituent Reset Date. To mitigate downside risk and generate income, HEE will generally write covered call options on 100% of the portfolio securities. The level of covered call option writing may vary based on market volatility and other factors.	ENCC seeks to provide, to the extent possible and net of expenses: (a) exposure to the performance of an index of Canadian companies that are involved in the crude oil and natural gas industry (currently, the Solactive Equal Weight Canada Oil & Gas Index); and (b) monthly distributions of dividend and call option income. To mitigate downside risk and generate income, ENCC will employ a dynamic covered call option writing program.

ETF	Current Investment Objective	Proposed Investment Objective
HEF	<p>HEF seeks to provide Unitholders with: (a) exposure to the performance of an equal weighted portfolio of Canadian banking, finance and financial services companies; and (b) monthly distributions of dividend and call option income. HEF will invest primarily in a portfolio of equity and equity related securities of Canadian companies that are primarily exposed to Canadian banking, finance and financial services sectors and that, as at the Constituent Reset Date (as defined in HEF’s long form prospectus dated June 3, 2021), are amongst the largest and most liquid issuers listed on the TSX in their sector. HEF will rebalance, on an equal weight basis, the portfolio of constituent securities on each Constituent Reset Date. To mitigate downside risk and generate income, HEF will generally write covered call options on 100% of the portfolio securities. The level of covered call option writing may vary based on market volatility and other factors.</p>	<p>BKCC seeks to provide, to the extent possible and net of expenses: (a) exposure to the performance of an index of equal-weighted equity securities of diversified Canadian banks (currently, the Solactive Equal Weight Canada Banks Index); and (b) monthly distributions of dividend and call option income. To mitigate downside risk and generate income, BKCC will employ a dynamic covered call option writing program.</p>
HEA.U	<p>HEA.U seeks to provide Unitholders with: (a) exposure to the performance of an equal weighted portfolio of large capitalization U.S. companies; and (b) monthly U.S. dollar distributions of dividend and call option income. HEA.U will invest primarily in a portfolio of equity and equity related securities of U.S. companies that, as at the Constituent Reset Date (as defined in HEA.U’s long form prospectus dated June 3, 2021), are amongst the largest by market capitalization and most liquid issuers on the New York Stock Exchange (the “NYSE”) or the NASDAQ Stock Market (“NASDAQ”). HEA.U will rebalance, on an equal weight basis, the portfolio of constituent securities on each Constituent Reset Date. HEA.U will not seek to hedge its exposure to the U.S. dollar back to the Canadian dollar. To mitigate downside risk and generate income, HEA.U will generally write covered call options on 100% of the portfolio securities. The level of covered call option writing may vary based on market volatility and other factors.</p>	<p>USCC.U seeks to provide: (a) exposure to the performance of the large-cap market segment of the U.S. equity market and (b) monthly U.S. dollar distributions of dividend and call option income. To mitigate downside risk and generate income, USCC.U will employ a dynamic covered call option writing program. USCC.U will not seek to hedge its exposure to the U.S. dollar back to the Canadian dollar.</p>

ETF	Current Investment Objective	Proposed Investment Objective
HEJ	HEJ seeks to provide Unitholders with: (a) exposure to the performance of an equal weighted portfolio of large capitalization international, non-North American, companies; and (b) monthly distributions of dividend and call option income. HEJ will invest primarily in a portfolio of equity and equity related securities of companies that, as at the Constituent Reset Date (as defined in HEJ's long form prospectus dated June 3, 2021), are amongst the largest by market capitalization and most liquid non-North American based issuers on the TSX, NYSE or NASDAQ. HEJ will rebalance, on an equal weight basis, the portfolio of constituent securities on each Constituent Reset Date. HEJ will generally seek to hedge substantially all of its exposure to the U.S. dollar back to the Canadian dollar. To mitigate downside risk and generate income, HEJ will generally write covered call options on 100% of the portfolio securities. The level of covered call option writing may vary based on market volatility and other factors.	QQCC seeks to provide, to the extent possible and net of expenses: (a) exposure to the performance of an index of the largest domestic and international nonfinancial companies listed on the NASDAQ stock market (currently, the NASDAQ-100® Index); and (b) monthly U.S. dollar distributions of dividend and call option income. To mitigate downside risk and generate income, QQCC will employ a dynamic covered call option writing program. QQCC will not seek to hedge its exposure to the U.S. dollar back to the Canadian dollar.
HEP	HEP seeks to provide Unitholders with: (a) exposure to the performance of an equal weighted portfolio of North American listed gold mining and exploration companies; and (b) monthly distributions of dividend and call option income. HEP will invest primarily in a portfolio of equity and equity related securities of North American listed companies that are primarily exposed to gold mining and exploration and that, as at the Constituent Reset Date (as defined in HEP's long form prospectus dated June 3, 2021), are amongst the largest and most liquid issuers in their sector. HEP will rebalance, on an equal weight basis, the portfolio of constituent securities on each Constituent Reset Date. To mitigate downside risk and generate income, HEP will generally write covered call options on 100% of the portfolio securities. The level of covered call option writing may vary based on market volatility and other factors. Any foreign currency gains or losses as a result of HEP's investment in non-Canadian issuers will be hedged back to the Canadian dollar to the best of its ability.	GLCC seeks to provide, to the extent possible and net of expenses: (a) exposure to the performance of an index of equal-weighted equity securities of diversified North American listed gold producers (currently, the Solactive North American Listed Gold Producers Index) and (b) monthly distributions of dividend and call option income. To mitigate downside risk and generate income, GLCC will employ a dynamic covered call option writing program.

If the Proposed Changes are approved and implemented, the Manager intends to change the names of each ETF to the names set forth in the following table, or to such other names as the Manager deems appropriate at that time.

ETF	Current ETF Name	Proposed New ETF Name
HEX	Horizons Enhanced Income Equity ETF	Horizons Canadian Large Cap Equity Covered Call ETF

ETF	Current ETF Name	Proposed New ETF Name
HEE	Horizons Enhanced Income Energy ETF	Horizons Canadian Oil and Gas Equity Covered Call ETF
HEF	Horizons Enhanced Income Financials ETF	Horizons Equal Weight Canadian Bank Covered Call ETF
HEA.U	Horizons Enhanced Income US Equity (USD) ETF	Horizons US Large Cap Equity Covered Call ETF
HEJ	Horizons Enhanced Income International Equity ETF	Horizons NASDAQ-100 Covered Call ETF
HEP	Horizons Enhanced Income Gold Producers ETF	Horizons Gold Producer Equity Covered Call ETF

Additionally, if the Proposed Changes are approved and implemented in respect of each ETF, the Manager intends to change the ticker symbol of each ETF as follows:

ETF	Current Ticker Symbol	Proposed New Ticker Symbol
Horizons Enhanced Income Equity ETF	HEX	CNCC
Horizons Enhanced Income Energy ETF	HEE	ENCC
Horizons Enhanced Income Financials ETF	HEF	BKCC
Horizons Enhanced Income US Equity (USD) ETF	HEA.U	USCC.U
Horizons Enhanced Income International Equity ETF	HEJ	QQCC
Horizons Enhanced Income Gold Producers ETF	HEP	GLCC

Differences Between the Investment Objectives

Currently, each ETF's investment objective seeks to provide exposure to an underlying equal-weight equity portfolio and to the writing of covered call options on 100% of portfolio securities. If each Proposed Change is approved and implemented, each ETF will change its investment objective to instead seek to provide exposure to an underlying equity portfolio and to employ a dynamic covered call option writing program.

There will be no change to the management fee or fee structure of any of the ETFs as a result of the approval and implementation of a Proposed Change. Risk ratings and material risk factors applicable to the ETFs are not currently expected to change as a result of implementation of the Proposed Changes.

Rationale for the Proposed Changes

The decision to propose the changes to the investment objectives of the ETFs follows an extensive review by the Manager of the activities of each ETF. The Manager has determined that it would be in the best interests of the unitholders of each ETF to adopt the Proposed Changes as these changes to the investment objectives of the ETFs will improve the ability of the Manager to assess the effectiveness of the covered call writing strategy relative to the asset class or sector that an ETF invests in.

In addition, the Manager will generally reduce the amount of options writing coverage on each ETF and employ a dynamic covered call option writing program. In the view of the Manager, this could potentially improve the total return performance of the ETFs, as they will have more non-covered long exposure to their respective underlying asset classes or sectors. In addition, it provides more flexibility on the written portion of the portfolio, so that the portfolio management team be more selective in determining an optimal write strategy. In the Manager's view, this flexibility could potentially result in the covered call premium earned on each ETF being, subject to prevailing market conditions, similar or potentially even higher than what is currently generated by these mandates.

While the yield generated from covered calls is market dependent, if the Proposed Changes are approved and implemented, the Manager believes that an attractive yield could potentially be generated for each ETF by virtue of the investment strategy whereby each ETF would generally write covered call options, at its discretion, on up to approximately 50% of the value of its portfolio. Notwithstanding the foregoing, each ETF may write covered call options on a greater or lesser percentage of the portfolio, from time to time, at the discretion of the Manager. This strategy would provide greater flexibility within the portfolio, such as selecting which securities to write-on, and using a write-strategy that takes into account the volatility of the underlying. For example, the portfolio management team could write closer to the money to potentially generate higher yields or could write more on securities which generate higher amounts of covered call premiums.

In addition to the foregoing, by allowing the Manager to more clearly gauge the value of each ETF's covered call writing strategy, to write call options on securities or indexes that are in whole or in part not directly or indirectly held in the portfolio of the ETF (provided that there is a high degree of negative correlation between changes in the value of the portfolio securities being hedged and the changes in the value of the option) and increasing the flexibility for the Manager to provide greater portfolio diversification and/or broader market exposure, the performance of the ETFs have the potential to deliver from better risk adjusted returns over the longer term. Historically, these ETFs have used a security selection process that resulted in more concentration than the broader universe of investable securities in each of the ETFs' respective sector or asset class exposures. These changes should better align the underlying investment exposure of each ETF with the broader universe of investable securities in each of the ETFs' respective sector or asset class exposures, which should generally improve their utility as asset allocation ETFs, as the exposure of the ETFs should more closely resemble the returns that would be achieved with the prominent index strategies in each of the ETFs' respective equity sector or asset categories.

Tax Considerations

To give effect to the Proposed Changes, an ETF may dispose of investments and realize income or capital gains which may be distributed to the holders of its units for income tax purposes.

Each ETF treats gains or losses on the disposition of securities in its portfolio as capital gains and losses, subject to the more detailed discussion of certain income tax considerations applicable to the ETFs in their prospectus (as amended). In addition, in determining its income for tax purposes, each ETF treats option premiums received on the writing of covered call options and any gains or losses sustained on closing out such options as capital gains and capital losses in accordance with the Canada Revenue Agency's published administrative practice. While the Canada Revenue Agency has expressed the opinion that gains (or losses) realized by a writer of naked options are normally on income account rather than treated as capital gains or losses, the treatment in each particular case remains a question of fact to be determined having regard to all the circumstances. If the Proposed Changes are approved and implemented in respect of any of the ETFs, such ETFs may write call options on indices that include shares held by such ETFs and/or call options on the constituent securities of such indices, in circumstances where the indices or such securities are in whole or in part not directly or indirectly held in the portfolio of the ETF. The view of each ETF would be that there is sufficient linkage between the options that such ETF writes and the indices or securities it holds in order for such ETF to treat option premiums received on the writing of all of its call options and any gains or losses sustained on closing out such options as capital gains and capital losses; however, there can be no assurances in this regard.

Please refer to the prospectus (as amended) of the ETFs for a general summary of the status and taxation of the ETFs for Canadian federal income tax purposes and of certain Canadian federal income tax considerations applicable to the acquiring, holding and disposing of units of an ETF.

OTHER BUSINESS

The Manager knows of no other business to be presented at the Meetings. If any additional matters should be properly presented, it is intended that the enclosed proxy will be voted in accordance with the judgement of the persons named in the proxy.

RECOMMENDATIONS

Management's Recommendation

The board of directors of the Manager recommends that unitholders of each ETF vote **IN FAVOUR** of each Proposed Change, as applicable.

REQUIRED UNITHOLDER APPROVAL

For the Proposed Changes to be approved in respect of an ETF, they must be approved by not less than a majority of the votes cast at the applicable Meeting by all unitholders of the ETF.

Voting and Record Date

Unitholders of an ETF of record at the close of business on May 11, 2022 will be entitled to receive notice of the applicable Meeting of the ETF and to vote in respect of the matters to be voted at the applicable Meeting, including the applicable proposed resolution.

Quorum and Adjournment

The quorum required for a Meeting to be duly constituted is two or more unitholders of the applicable ETF present in person or represented by proxy. Notice is hereby given that in the event the quorum requirement of an ETF is not satisfied within one-half hour of the scheduled time for the applicable Meeting, then such Meeting will be adjourned by the chairman of the Meeting. Notice is hereby provided that an adjourned Meeting, if any, will be rescheduled for June 22, 2022, at the same time specified above, solely as a virtual (online) meeting by way of live audio webcast. At any applicable adjourned Meeting of an ETF, the business of the Meeting will be transacted by those unitholders present virtually or represented by proxy.

INTEREST OF MANAGEMENT AND OTHERS IN THE PROPOSALS

None of the directors or officers of the Manager nor its associates or affiliates has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meetings, other than as disclosed herein.

The Manager is the manager, trustee and promoter of the ETFs. The Manager receives a management fee from each ETF as set forth in the applicable prospectus of each ETF. The current management fee payable by each ETF is not affected by the applicable Proposed Change, and will remain the same.

As of the date hereof, the Manager and its directors and officers, as a group, did not beneficially own, or control or direct, directly or indirectly, more than 10% percent of the units of any ETF. See also "*Voting Securities and Principal Holders*", below.

AUDITOR

KPMG LLP is the auditor of the ETFs. The office of the auditors is located at 333 Bay Street, Suite 4600, Toronto, Ontario, M5H 2S5.

VOTING SECURITIES AND PRINCIPAL HOLDERS

To the knowledge of the directors and senior officers of the Manager, as of the date hereof, other than certain designated brokers, dealers, or mutual funds or exchange traded funds managed by the Manager, no person or company (other than CDS & Co., as nominee of CDS) beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the voting rights attached to the units of an ETF entitled to be voted at a Meeting. Pursuant to terms of exemptive relief, no person or company that has purchased units of an ETF may exercise any votes attached to the units of such ETF which represent more than 20% of the votes attached to all outstanding units of such ETF.

The following table sets forth the number of voting securities issued and outstanding and the net asset value of each ETF:

ETF	Number of Units Outstanding as of May 4, 2022	Total Net Asset Value as of May 4, 2022
Horizons Enhanced Income Equity ETF	3,612,561	\$25,743,038
Horizons Enhanced Income Energy ETF	4,357,081	\$57,122,452
Horizons Enhanced Income Financials ETF	1,871,773	\$16,331,218
Horizons Enhanced Income US Equity (USD) ETF	2,338,394	\$42,704,019
Horizons Enhanced Income International Equity ETF	1,904,368	\$9,914,059
Horizons Enhanced Income Gold Producers ETF	6,731,185	\$201,787,368

Units of an ETF that are held by the Manager, or by other mutual funds or exchange traded funds managed by the Manager, if any, will not be voted at a Meeting.

GENERAL PROXY INFORMATION

The persons named in the enclosed form of proxy are directors and/or officers of the Manager.

You have the right to appoint some other person or company (who need not be a unitholder of the applicable ETF) as nominee to attend and act on your behalf at a Meeting by following the instructions on either your voting instruction form or form of proxy, as applicable.

A registered unitholder may submit their proxy by mail or over the internet in accordance with the instructions below.

If you hold your units through a financial intermediary, (a bank, trust company, securities broker, or other financial institution) you will receive a voting instruction form that allows you to vote on the internet, by telephone, or by mail. To vote, you should follow the instructions provided on your voting instruction form.

Voting – Registered and Beneficial Unitholders

Voting at a Meeting. Beneficial unitholders who wish to vote at a Meeting should appoint themselves as proxyholder by following the instructions found on their voting instruction form. Only registered unitholders or duly appointed proxyholders (including beneficial unitholders who have appointed themselves as proxyholder) may vote at a Meeting. Registered unitholders and duly appointed proxyholders can vote at a Meeting by logging into the Meeting at the applicable web address noted in the table on page 2 of this Circular, at least 5 minutes before the Meeting commences, and entering the “Unitholder” or “Proxyholder/Appointee” section, as applicable. Registered unitholders should follow the instructions on the screen using their 16-digit control number (located on their proxy form) and duly appointed proxyholders should follow the instructions on the screen and enter the exact name and eight-character appointee identification number as provided by the unitholder to access the applicable Meeting and

vote when prompted. Registered unitholders and duly appointed proxyholders should note that voting at a Meeting will revoke any previously submitted proxy.

Voting by Mail. A unitholder may submit their proxy by mail by completing, dating and signing the enclosed form of proxy or voting instruction form, as applicable, and returning it using the envelope provided to Broadridge Investor Communication Solutions at the Data Processing Centre, P.O. Box 3700, Stn. Industrial Park, Markham ON, L3R 9Z9. To be valid, forms of proxy or voting instruction forms, as applicable, must be received before 10:00 a.m. (Toronto time) on June 17, 2022, or not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of any adjournment or postponement of a Meeting.

Voting by Internet. A unitholder may submit their proxy at www.proxyvote.com by following the instructions provided on the screen, prior to 10:00 a.m. (Toronto time) on June 17, 2022, or not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of any adjournment or postponement of a Meeting, or must deposit their proxy with the chairman of a Meeting prior to commencement of the Meeting (or any adjournment or postponement thereof).

Voting by Telephone (Canada and U.S. only). A unitholder may submit their voting instructions by telephone by calling the toll-free number on their voting instruction form and following the instructions provided.

Your intermediary must receive your voting instructions with enough time to act on your instructions. Check the form for the deadline for submitting your voting instructions. If you are mailing your voting instruction form, be sure to allow enough time for the envelope to be delivered.

If you give a proxy, you may revoke it in relation to any matter, provided a vote has not already been taken on that matter. You can revoke your proxy by:

- completing and signing a proxy bearing a later date and depositing it as described above;
- depositing a written revocation executed by you, or by your attorney who you have authorized in writing to act on your behalf, at the above address at any time up to and including the last business day preceding the day of a Meeting, or any postponement(s), adjournment(s) or continuance(s), at which the proxy is to be used, or with the chair of a Meeting prior to the beginning of the Meeting on the day of the Meeting or any postponements(s), adjournment(s) or continuance(s); or
- any other manner permitted by law.

EXERCISE OF DISCRETION BY PROXIES

On any ballot that may be called for at a Meeting, the management representatives designated in the enclosed form of proxy will vote the units for which they are appointed proxy in accordance with your instructions as indicated on the form of proxy.

In the absence of such direction, such units will be voted by the management representatives IN FAVOUR of the proposed resolution.

The enclosed form of proxy confers discretionary authority on the designated management representatives relating to amendments to or variations of matters identified in the Notice attached to this Circular and relating to other matters which may properly come before a Meeting. At the date of this Circular, the Manager does not know of any such amendments, variations or other matters.

UNITS HELD THROUGH INTERMEDIARIES

The information set forth in this section is important to unitholders who do not hold their units in their own name but rather through securities dealers, banks and trust companies, or their nominees (the “intermediaries”).

Beneficial unitholders should note that only proxies deposited by unitholders whose names appear on the records of an ETF as the registered holders of units can be recognized and acted upon at a Meeting. If units are listed in an account statement provided to a unitholder by a broker, then in almost all cases those units will not be registered in the unitholder's name on the records of the applicable ETF. Such securities will more likely be registered under the name of the unitholder's financial adviser, broker or an agent of the financial adviser or broker. Units held by financial advisers, brokers or their nominees can only be voted (for or against the resolution) upon the instructions of the beneficial unitholder. Without specific instructions, the brokers/nominees are prohibited from voting units for their clients.

Beneficial unitholders will be provided with a request for voting instructions. Beneficial unitholders who wish to file proxies or attend a Meeting in person to vote their units should complete their voting instruction form, sign it and return it in the postage prepaid envelope accompanying this Circular.

DOCUMENTS INCORPORATED BY REFERENCE

Additional information regarding an ETF is contained in its prospectus (as amended), ETF Facts, the most recently filed interim and annual management reports of fund performance and the annual audited and interim unaudited financial statements of each ETF. You should review these documents carefully. Any of the documents of the type referred to above including any material change report (excluding confidential material change reports) and prospectus filed by each ETF and, if applicable, receipted by a securities commission or similar authority in Canada after the date of the Circular will be deemed to be incorporated by reference into this Circular. You may obtain a copy of an ETF's prospectus (as amended) and any of the documents incorporated by reference herein by accessing the SEDAR website at www.sedar.com or the Manager's website at www.HorizonsETFs.com, or at no charge by calling the Manager's toll-free number at 1-866-641-5739 or by faxing a request to the Manager at 416-777-5181.

CERTIFICATE

The contents of this Circular and its distribution have been approved by the board of directors of the Manager.

DATED at Toronto, Ontario this 16th day of May, 2022.

**HORIZONS ETFs MANAGEMENT (CANADA) INC., as
manager of the ETFs**

“Steven J. Hawkins”

Name: Steven J. Hawkins

Title: President and Executive Officer

SCHEDULE “A”

**RESOLUTION OF UNITHOLDERS OF
HORIZONS ENHANCED INCOME EQUITY ETF
(the “ETF”)**

BE IT RESOLVED THAT:

1. Horizons ETFs Management (Canada) Inc. (the “**Manager**”) is hereby authorized to amend the investment objective of the ETF substantially as follows:

“The ETF seeks to provide: (a) exposure to the performance of the large-cap segment of the Canadian equity market; and (b) monthly distributions of dividend and call option income. To mitigate downside risk and generate income, the ETF will employ a dynamic covered call option writing program.” (the “**Proposed Change**”);
2. All matters ancillary to, or necessary or desirable, for the implementation of the Proposed Change, including but not limited to changes to the ETF’s investment strategies and the name of the ETF, are hereby authorized and approved;
3. The Manager is hereby authorized and directed for and on behalf of the ETF to execute and deliver all such documents and to take such action as may be necessary or advisable in order to carry out the intent of the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or the performance of such action by any director or officer of the Manager;
4. Notwithstanding that this resolution has been passed by unitholders, the Manager is hereby authorized to delay, modify or terminate implementation of the Proposed Change or make such other changes contemplated by this resolution if the Manager determines in its sole discretion that it would be necessary or desirable; and
5. All capitalized terms not otherwise defined in this resolution have the meanings ascribed thereto in the Circular.

SCHEDULE “B”

**RESOLUTION OF UNITHOLDERS OF
HORIZONS ENHANCED INCOME ENERGY ETF
(the “ETF”)**

BE IT RESOLVED THAT:

1. Horizons ETFs Management (Canada) Inc. (the “**Manager**”) is hereby authorized to amend the investment objective of the ETF substantially as follows:

“The ETF seeks to provide, to the extent possible and net of expenses: (a) exposure to the performance of an index of Canadian companies that are involved in the crude oil and natural gas industry (currently, the Solactive Equal Weight Canada Oil & Gas Index); and (b) monthly distributions of dividend and call option income. To mitigate downside risk and generate income, the ETF will employ a dynamic covered call option writing program.” (the “**Proposed Change**”);
2. All matters ancillary to, or necessary or desirable, for the implementation of the Proposed Change, including but not limited to changes to the ETF’s investment strategies and the name of the ETF, are hereby authorized and approved;
3. The Manager is hereby authorized and directed for and on behalf of the ETF to execute and deliver all such documents and to take such action as may be necessary or advisable in order to carry out the intent of the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or the performance of such action by any director or officer of the Manager;
4. Notwithstanding that this resolution has been passed by unitholders, the Manager is hereby authorized to delay, modify or terminate implementation of the Proposed Change or make such other changes contemplated by this resolution if the Manager determines in its sole discretion that it would be necessary or desirable; and
5. All capitalized terms not otherwise defined in this resolution have the meanings ascribed thereto in the Circular.

SCHEDULE “C”

**RESOLUTION OF UNITHOLDERS OF
HORIZONS ENHANCED INCOME FINANCIALS ETF
(the “ETF”)**

BE IT RESOLVED THAT:

1. Horizons ETFs Management (Canada) Inc. (the “**Manager**”) is hereby authorized to amend the investment objective of the ETF substantially as follows:

“The ETF seeks to provide, to the extent possible and net of expenses: (a) exposure to the performance of an index of equal-weighted equity securities of diversified Canadian banks (currently, the Solactive Equal Weight Canada Banks Index); and (b) monthly distributions of dividend and call option income. To mitigate downside risk and generate income, the ETF will employ a dynamic covered call option writing program.” (the “**Proposed Change**”);
2. All matters ancillary to, or necessary or desirable, for the implementation of the Proposed Change, including but not limited to changes to the ETF’s investment strategies and the name of the ETF, are hereby authorized and approved;
3. The Manager is hereby authorized and directed for and on behalf of the ETF to execute and deliver all such documents and to take such action as may be necessary or advisable in order to carry out the intent of the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or the performance of such action by any director or officer of the Manager;
4. Notwithstanding that this resolution has been passed by unitholders, the Manager is hereby authorized to delay, modify or terminate implementation of the Proposed Change or make such other changes contemplated by this resolution if the Manager determines in its sole discretion that it would be necessary or desirable; and
5. All capitalized terms not otherwise defined in this resolution have the meanings ascribed thereto in the Circular.

SCHEDULE “D”

**RESOLUTION OF UNITHOLDERS OF
HORIZONS ENHANCED INCOME US EQUITY (USD) ETF
(the “ETF”)**

BE IT RESOLVED THAT:

1. Horizons ETFs Management (Canada) Inc. (the “**Manager**”) is hereby authorized to amend the investment objective of the ETF substantially as follows:

“The ETF seeks to provide: (a) exposure to the performance of the large-cap market segment of the U.S. equity market and (b) monthly U.S. dollar distributions of dividend and call option income. To mitigate downside risk and generate income, the ETF will employ a dynamic covered call option writing program. The ETF will not seek to hedge its exposure to the U.S. dollar back to the Canadian dollar.” (the “**Proposed Change**”);
2. All matters ancillary to, or necessary or desirable, for the implementation of the Proposed Change, including but not limited to changes to the ETF’s investment strategies and the name of the ETF, are hereby authorized and approved;
3. The Manager is hereby authorized and directed for and on behalf of the ETF to execute and deliver all such documents and to take such action as may be necessary or advisable in order to carry out the intent of the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or the performance of such action by any director or officer of the Manager;
4. Notwithstanding that this resolution has been passed by unitholders, the Manager is hereby authorized to delay, modify or terminate implementation of the Proposed Change or make such other changes contemplated by this resolution if the Manager determines in its sole discretion that it would be necessary or desirable; and
5. All capitalized terms not otherwise defined in this resolution have the meanings ascribed thereto in the Circular.

SCHEDULE “E”

RESOLUTION OF UNITHOLDERS OF

HORIZONS ENHANCED INCOME INTERNATIONAL EQUITY ETF

(the “ETF”)

BE IT RESOLVED THAT:

1. Horizons ETFs Management (Canada) Inc. (the “**Manager**”) is hereby authorized to amend the investment objective of the ETF substantially as follows:

“The ETF seeks to provide, to the extent possible and net of expenses: (a) exposure to the performance of an index of the largest domestic and international nonfinancial companies listed on the NASDAQ stock market (currently, the NASDAQ-100® Index); and (b) monthly U.S. dollar distributions of dividend and call option income. To mitigate downside risk and generate income, the ETF will employ a dynamic covered call option writing program. The ETF will not seek to hedge its exposure to the U.S. dollar back to the Canadian dollar.” (the “**Proposed Change**”);
2. All matters ancillary to, or necessary or desirable, for the implementation of the Proposed Change, including but not limited to changes to the ETF’s investment strategies, the ticker symbol of the ETF, and the name of the ETF, are hereby authorized and approved;
3. The Manager is hereby authorized and directed for and on behalf of the ETF to execute and deliver all such documents and to take such action as may be necessary or advisable in order to carry out the intent of the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or the performance of such action by any director or officer of the Manager;
4. Notwithstanding that this resolution has been passed by unitholders, the Manager is hereby authorized to delay, modify or terminate implementation of the Proposed Change or make such other changes contemplated by this resolution if the Manager determines in its sole discretion that it would be necessary or desirable; and
5. All capitalized terms not otherwise defined in this resolution have the meanings ascribed thereto in the Circular.

SCHEDULE “F”

RESOLUTION OF UNITHOLDERS OF

HORIZONS ENHANCED INCOME GOLD PRODUCERS ETF

(the “ETF”)

BE IT RESOLVED THAT:

1. Horizons ETFs Management (Canada) Inc. (the “**Manager**”) is hereby authorized to amend the investment objective of the ETF substantially as follows:

“The ETF seeks to provide, to the extent possible and net of expenses: (a) exposure to the performance of an index of equal-weighted equity securities of diversified **North American listed gold producers**(currently, the Solactive North American Listed Gold Producers Index) and (b) monthly distributions of dividend and call option income. To mitigate downside risk and generate income, the ETF will employ a dynamic covered call option writing program.” (the “**Proposed Change**”);
2. All matters ancillary to, or necessary or desirable, for the implementation of the Proposed Change, including but not limited to changes to the ETF’s investment strategies, the ticker symbol of the ETF, and the name of the ETF, are hereby authorized and approved;
3. The Manager is hereby authorized and directed for and on behalf of the ETF to execute and deliver all such documents and to take such action as may be necessary or advisable in order to carry out the intent of the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or the performance of such action by any director or officer of the Manager;
4. Notwithstanding that this resolution has been passed by unitholders, the Manager is hereby authorized to delay, modify or terminate implementation of the Proposed Change or make such other changes contemplated by this resolution if the Manager determines in its sole discretion that it would be necessary or desirable; and
5. All capitalized terms not otherwise defined in this resolution have the meanings ascribed thereto in the Circular.