NOTICE OF SPECIAL MEETINGS AND MANAGEMENT INFORMATION CIRCULAR FOR UNITHOLDERS OF

HORIZONS CONSERVATIVE TRI ETF PORTFOLIO
HORIZONS BALANCED TRI ETF PORTFOLIO
HORIZONS GROWTH TRI ETF PORTFOLIO

to be held on
Wednesday, August 23, 2023
commencing at 10:00 a.m. (Toronto time)
at the offices of

Blake, Cassels & Graydon LLP
Commerce Court West, 199 Bay Street, 40th Floor
Toronto, Ontario

NOTICE OF SPECIAL MEETINGS OF UNITHOLDERS OF

HORIZONS CONSERVATIVE TRI ETF PORTFOLIO
HORIZONS BALANCED TRI ETF PORTFOLIO
HORIZONS GROWTH TRI ETF PORTFOLIO

(collectively, the "**ETFs**", and each, an "**ETF**")

July 14, 2023

Dear Unitholders,

This is notice that special meetings of the unitholders of the ETFs will be held at the offices of Blake, Cassels & Graydon LLP, Commerce Court West, 199 Bay Street, Suite 4000, Toronto, Ontario M5L 1A9 on Wednesday, August 23, 2023, at 10:00 a.m. (Toronto time) (including any adjournment or postponement thereof, as the case may be, the "**Meetings**" and each, a "**Meeting**").

Unitholders of each ETF are invited to vote at the applicable Meeting, each of which is being called by Horizons ETFs Management (Canada) Inc., as manager and trustee of each ETF (the "**Manager**"). Unitholders of record of each ETF at the close of business on July 12, 2023, the record date for the Meetings, will be entitled to receive notice of and vote at the applicable Meeting.

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 (including changes to the hedging disclosure of each ETF) and, in connection therewith, changes to the fee structure of each ETF (the "**Proposed Changes**", and each individually, a "**Proposed Change**"), as further described in the accompanying management information circular dated July 14, 2023 (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" and "C" to the accompanying Circular. Unitholders should review the information provided in the Circular carefully prior to voting.

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 a Meeting, then the Meeting will be adjourned by the chairman of the Meeting. Notice is hereby provided that the adjourned Meeting(s), if any, will be rescheduled for 10:00 a.m. (Toronto time) on August 24, 2023, at the offices of Blake, Cassels & Graydon LLP, 199 Bay Street, Suite 4000, Toronto, Ontario M5L 1A9. At any applicable adjourned Meeting of an ETF, the business of the Meeting will be transacted by those unitholders of the ETF present in person 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 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 August 21, 2023, 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 be deposited with the chairman of the Meeting prior to commencement of such Meeting (or any adjournment or postponement thereof).

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 August 21, 2023, 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 the Meeting prior to commencement of such Meeting (or any adjournment or postponement thereof).

Voting by Phone (Canada and U.S. only). A beneficial 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 14th day of July, 2023.

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

"Rohit Mehta"

Name: Rohit Mehta
Title: President and Chief Executive Officer

MANAGEMENT INFORMATION CIRCULAR

HORIZONS CONSERVATIVE TRI ETF PORTFOLIO (“HCON”)
HORIZONS BALANCED TRI ETF PORTFOLIO (“HBAL”)
HORIZONS GROWTH TRI ETF PORTFOLIO (“HGRO”)

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

July 14, 2023

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 are to be held concurrently at the offices of Blake, Cassels & Graydon LLP, Commerce Court West, 199 Bay Street, Suite 4000, Toronto, Ontario on Wednesday, August 23, 2023, at 10:00 a.m. (Toronto time) for the purposes outlined in the Notice of Special Meetings attached to this Circular.

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 a Meeting, then the Meeting will be adjourned by the chairman of the Meeting. Notice is hereby provided that any such adjourned Meeting will be rescheduled for 10:00 a.m. (Toronto time) on August 24, 2023, at the offices of Blake, Cassels & Graydon LLP, 199 Bay Street, Suite 4000, Toronto, Ontario M5L 1A9. At any applicable adjourned Meeting of an ETF, the business of the Meeting will be transacted by those unitholders of the ETF present in person 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 and 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 (including changes to the hedging disclosure of each ETF) and, in connection therewith, changes to the fee structure 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" and "C" 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 substantially as follows (each, a "**Proposed Investment Objective**" and collectively, the "**Proposed Investment Objectives**"):

Current Ticker Symbol	Current Investment Objective	Proposed Investment Objective
HCON	The investment objective of the ETF is to seek moderate long-term capital growth using a conservative portfolio of exchange traded funds.	The ETF seeks to provide a combination of income and moderate long-term capital growth, primarily by investing in exchange traded funds that provide exposure to a globally diversified portfolio of fixed income and equity securities.
HBAL	The investment objective of the ETF is to seek long-term capital growth using a balanced portfolio of exchange traded funds.	The ETF seeks to provide a combination of long-term capital growth and a moderate level of income, primarily by investing in exchange traded funds that provide exposure to a globally diversified portfolio of equity and fixed income securities.
HGRO	The investment objective of the ETF is to seek long-term capital growth using a portfolio of primarily equity-focussed exchange traded funds.	The ETF seeks to provide long-term capital growth, primarily by investing in exchange traded funds that provide exposure to a globally diversified portfolio of equity securities.

In addition and also 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 that the currency hedging strategy currently employed by the ETFs be revised as follows:

Current Ticker Symbol	Current Currency Hedging Disclosure	Proposed Currency Hedging Disclosure
HCON	HCON will use currency forwards to hedge its non-Canadian dollar currency exposure to the Canadian dollar at all times.	The ETF, at its sole discretion, may elect to hedge the foreign currency exposure of its fixed income investments back to the Canadian dollar through the use of currency forwards or investments in hedged fixed income exchange traded funds. The ETF will not hedge the foreign currency exposure of any asset class other than fixed income.
HBAL	HBAL will use currency forwards to hedge its non-Canadian dollar currency exposure to the Canadian dollar at all times.	The ETF, at its sole discretion, may elect to hedge the foreign currency exposure of its fixed income investments back to the Canadian dollar through the use of currency forwards or investments in hedged fixed income exchange traded funds. The ETF will not hedge the foreign currency exposure of any asset class other than fixed income.
HGRO	HGRO will use currency forwards to hedge its non-Canadian dollar currency exposure to the Canadian dollar at all times.	The ETF will not hedge its exposure to foreign currencies back to the Canadian dollar.

Proposed Changes of Fee Structure

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 fee structure of each ETF.

Currently, each ETF does not charge a management fee, but each ETF does pay the management fees of the exchange traded funds that the ETF holds in its portfolio. In order to bring the current fee structure of each ETF in line with generally prevailing Canadian industry practice for investment funds and for the other reasons set out under “Rationale for the Proposed Changes” below, the Manager wishes to change the fee structure of each ETF so that each ETF charges a management fee that will be payable by such ETF, but will generally rebate the management fees of the exchange traded funds that the ETF holds.

No changes to the operating expenses of the ETFs are proposed. The Manager will continue to pay all of the operating and administrative expenses incurred by the ETFs. No operating expenses will be payable directly by an ETF, or indirectly by the unitholders of an ETF.

The details of the proposed changes to the fee structure of each ETF are substantially as follows:

Current Ticker Symbol	Current Management Fee Disclosure	Proposed Management Fee Disclosure
HCON	The management fees directly payable to the Manager by each ETF are nil. However, the total return index exchange traded funds managed by the Manager ("**TRI ETFs**") and held by the ETFs will pay management fees and will incur trading expenses. The Manager pays all of the operating and administrative expenses incurred by the ETFs. Based on the historical management expense ratios of the portfolios of TRI ETFs held by the ETFs, the total management expense ratios of HCON, HBAL and HGRO, for the 2022 calendar year, are expected to be approximately 0.14%, 0.15% and 0.16%, respectively, and will not exceed 0.15%, 0.16% and 0.17%, respectively, as at any rebalance. Based on historical trading expense ratios of the TRI ETFs held by the ETFs, the aggregate underlying trading expense ratios of the portfolios of TRI ETFs held by HCON, HBAL and HGRO, for the 2022 calendar year, are expected to be approximately 0.10%, 0.09% and 0.08%, respectively, and are not expected to exceed 0.11%, 0.10% and 0.10%, respectively. As trading expense ratios include expenses outside of the control of the Manager, the trading expense ratios of the portfolios of TRI ETFs held by HCON, HBAL and HGRO are subject to change.	Each ETF pays annual management fees (the "**Management Fees**") to the Manager equal to 0.18% of the net asset value of the Units of that ETF, plus applicable Sales Tax. The Management Fees are calculated and accrued daily and payable monthly in arrears. The Manager pays all of the operating and administrative expenses incurred by the ETFs. The total management expense ratios of HCON, HBAL, and HGRO are expected to be approximately 0.20%. The trading expense ratios of each ETF is expected to be 0.02%. As trading expense ratios include expenses outside of the control of the Manager, the trading expense ratios of the portfolios held by an ETF are subject to change.
HBAL	Same as above	Same as above
HGRO	Same as above	Same as above

The table below sets out what the actual management expense ratio for each ETF was in 2022 and what it would have been if the new fee structure had been in effect in 2022.

ETF	Actual MER 2022	Estimated MER if fee change had been in effect for 2022
HCON	0.15%	0.20%
HBAL	0.16%	0.20%
HGRO	0.17%	0.20%

Proposed Changes of Distribution Policy

In connection with the Proposed Investment Objectives, and 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 distribution policy of each ETF.

Currently, each ETF does not make regular distributions. Each ETF currently invests in a portfolio of exchange traded funds consisting primarily of TRI ETFs. Generally, no distributions are paid by the TRI ETFs to their unitholders (including each ETF), and accordingly, no dividend or interest income is distributed to unitholders of each ETF. Instead each ETF currently expects to have the full pre-tax value of any distributions made by the constituent issuers of the underlying indices of the TRI ETFs in each ETF's portfolio reflected in its net asset value. Each ETF's portfolio of TRI ETFs may offer tax-efficiency to its unitholders, particularly when units of the ETF are held in a non-registered account.

If each Proposed Change is approved and implemented, while each ETF may continue to invest in TRI ETFs, at the discretion of the Manager, an ETF may also invest in non-TRI ETFs, consistent with its Proposed Investment Objectives and Proposed Investment Strategies (as defined herein). Accordingly, each ETF is not anticipated to offer the same tax-efficiency to Unitholders, particularly when Units are held in a non-registered account.

The details of the proposed changes to the distribution policy of the ETFs are substantially as follows:

Current Ticker Symbol	Current Distribution Policy Disclosure	Proposed Distribution Policy Disclosure
HCON	The ETFs will not make regular distributions. In the case of a taxation year ending on December 15, prior to the end of the calendar year in which such taxation year ends, or, in the case of taxation year ending on a date other than December 15, prior to the end of such taxation year, an ETF will ensure that the net income and net realized capital gains, if any, of the ETF have been paid or made payable to Unitholders of the ETF to such an extent that the ETF will not be liable for non-refundable income tax thereon. Such distributions, if any, will be paid at year end as a "reinvested distribution" or distributed in Units of the ETF unless the participant in CDS that holds security entitlements in Units on behalf of beneficial owners of those Units, on behalf of an investor, requests cash, in writing, at least 10 business days prior to the declaration date. Reinvested distributions on Units of an ETF, net of any required withholding, will be reinvested automatically in additional Units of the ETF at a price, or Units will be distributed at a price, equal to the net asset value per Unit of the ETF on such day. Following such a distribution, the Units of the ETF will be immediately consolidated such that the number of outstanding Units of the ETF held by each Unitholder on such day following the distribution will equal the number of Units of the ETF held by the Unitholder prior to the distribution. In the case of a non-resident Unitholder, if tax has to be withheld in respect of the distribution, the Unitholder's dealer will invoice or debit the Unitholder's account directly.	It is anticipated that each ETF will make distributions to its Unitholders on a monthly basis, at the discretion of the Manager. Monthly distributions will be paid in cash, unless a Unitholder has chosen to participate in the distribution reinvestment plan for the ETFs. To the extent required, each ETF will also make payable after December 15 but on or before December 31 of that calendar year (in the case of a taxation year that ends on December 15), or prior to the end of each taxation year (in any other case), sufficient net income (including net capital gains) that has not previously been paid or made payable so that each ETF will not be liable for non-refundable income tax under Part I of the Tax Act in any given year and such distributions will be automatically reinvested in Units of the applicable ETF or paid in Units of the applicable ETF, in each case which will then be immediately consolidated such that the number of outstanding Units of the applicable ETF held by each Unitholder on such day following the distribution will equal the number of

Current Ticker Symbol	Current Distribution Policy Disclosure	Proposed Distribution Policy Disclosure
	An ETF could realize capital gains that result in a distribution from its currency hedging activities or from its semi-annual rebalances. The Manager anticipates that the ETFs will not receive any dividend or interest income for purposes of the *Income Tax Act* (Canada) and the regulations thereunder, as amended from time to time. However, if an ETF receives any distributions of income from its underlying TRI ETFs or realizes capital gains on the disposition of units of such TRI ETFs (including on the disposition of such units to fund the redemption of Units of redeeming Unitholders), the ETF could have income to distribute to its Unitholders that hold Units at the end of a given year, as described in the paragraph above. The Manager reserves the right to make additional distributions for any ETF in any year if determined to be appropriate.	Units of the applicable ETF held by the Unitholder prior to that distribution. The Manager reserves the right to make additional distributions for any ETF in any year if determined to be appropriate. Although there may be reasonable expectation that any income generated by an ETF will be greater than the ETF's fees and expenses, there is no guarantee that an ETF will distribute any income to its Unitholders.
HBAL	Same as above	Same as above
HGRO	Same as above	Same as above

Differences Between the Investment Objectives

Currently, each ETF's investment objective seeks to provide long-term capital growth using a portfolio of exchanged traded funds. If each Proposed Change is approved and implemented, each ETF will change its investment objective to instead seek to provide a combination of long-term capital growth and income, in the case of HCON and HBAL. Additionally, and as further outlined herein, each ETF currently seeks to achieve its investment objectives by investing primarily in TRI ETFs. If each Proposed Change is approved and implemented, while each ETF may continue to invest in TRI ETFs, at the discretion of the Manager, an ETF may also invest in non-TRI ETFs, consistent with its Proposed Investment Objectives and Proposed Investment Strategies.

Currently, each ETF uses currency forwards to hedge its non-Canadian dollar currency exposure to the Canadian dollar at all times. If each Proposed Change is approved and implemented, HCON and HBAL, at their sole discretion, may elect to hedge the foreign currency exposure of their fixed income investments back to the Canadian dollar through the use of currency forwards or investments in hedged fixed income exchange traded funds, and HGRO will not hedge its exposure to foreign currencies back to the Canadian dollar.

The risk ratings and material risk factors (other than the addition of "Foreign Currency Risk" described below) applicable to the ETFs are not currently expected to change as a result of the implementation of the Proposed Changes.

Other Changes

If the Proposed Changes are approved and implemented, the Manager intends to change the investment strategies of each ETF substantially as set forth in the following table (each, a "**Proposed Investment Strategy**" and collectively, the "**Proposed Investment Strategies**"):

<table>
<tr><th>ETF</th><th>Current Investment Strategies</th><th>Proposed Investment Strategies</th></tr>
<tr><td>HCON</td><td>HCON invests in a portfolio consisting primarily of TRI ETFs. The portfolio targets a long-term asset allocation of approximately 50% equity securities and 50% fixed income securities at the time of any rebalance, and the portfolio will be rebalanced semi-annually in order to seek a consistent level of conservative risk. The fixed income component of HCON’s portfolio will include TRI ETFs that offer North American exposure to government debt, provincial debt and corporate bonds, and the equity component will include TRI ETFs that offer exposure to North American and other global equities, and seek a “world” equity return. Generally, no less than 40% of HCON’s portfolio will be exposed to Canadian equity securities and/or Canadian fixed income securities as at each semi-annual rebalance. The semi-annual rebalances are expected to occur in January and July of each calendar year.

HCON’s target portfolio of TRI ETFs was, at the most recent semi-annual rebalance, as follows[1]:

<table>
<tr><th>TRI ETF</th><th>Portfolio Weight</th></tr>
<tr><td>Horizons Cdn Select Universe Bond ETF</td><td>33.3%</td></tr>
<tr><td>Horizons US 7-10 Year Treasury Bond ETF</td><td>16.7%</td></tr>
<tr><td>Horizons US Large Cap Index ETF</td><td>20.0%</td></tr>
<tr><td>Horizons S&P/TSX 60™ Index ETF</td><td>10.0%</td></tr>
<tr><td>Horizons Intl Developed Markets Equity Index ETF</td><td>15.0%</td></tr>
<tr><td>Horizons Emerging Markets Equity Index ETF</td><td>5.0%</td></tr>
</table>

HCON will employ a portfolio optimization strategy on each semi-annual rebalance in order to select the weightings of the TRI ETFs in seeking to maximize the risk/adjusted return profile. A portfolio of TRI ETFs can reduce portfolio risk by holding combinations of ETFs that are not perfectly positively correlated, as diversification may allow for substantially the same expected portfolio return with reduced risk. HCON will seek to invest in a diversified portfolio of</td><td>In order to achieve its investment objective, the ETF primarily invests in exchange traded funds that provide exposure to a globally diversified portfolio of fixed income and equity securities. The Manager seeks to maintain a long-term strategic asset allocation of approximately 40% equity securities and 60% fixed income securities (under normal market conditions). The portfolio asset mix may be reconstituted and rebalanced from time to time at the sole discretion of the Manager.

The ETF, at its sole discretion, may elect to hedge the foreign currency exposure of its fixed income investments back to the Canadian dollar through the use of currency forwards or investments in hedged fixed income exchange traded funds. The ETF will not hedge the foreign currency exposure of any asset class other than fixed income.</td></tr>
</table>

[1] The percentages in the table reflect HCON’s target portfolios of TRI ETFs as of the most recent rebalance date on January 31, 2023.

<table>
<tr><th>ETF</th><th>Current Investment Strategies</th><th>Proposed Investment Strategies</th></tr>
<tr><td></td><td>TRI ETFs that offers the highest return for a conservative level of risk.

The TRI ETFs do not directly own the securities of their respective indices, but instead seek to provide the total return of the index they seek to track through a total return swap agreement with one or more bank counterparties. Generally, no distributions are expected to be paid by the TRI ETFs to their unitholders (including HCON), and accordingly, no dividend or interest income is expected to be distributed by HCON to its Unitholders. Instead, HCON is expected to have the full pre-tax value of any distributions made by the constituent issuers of the underlying indices of the TRI ETFs in HCON's portfolio reflected in the net asset value of HCON. Under the current rules in the Tax Act, HCON's portfolio of TRI ETFs may offer tax-efficiency to Unitholders of HCON, particularly when Units are held in a non-registered account.

HCON will use currency forwards to hedge its non-Canadian dollar currency exposure to the Canadian dollar at all times.</td><td></td></tr>
<tr><td>HBAL</td><td>HBAL invests in a balanced portfolio consisting primarily of TRI ETFs. The portfolio targets a long term asset allocation of approximately 70% equity securities and 30% fixed income securities at the time of any rebalance, and the portfolio will be rebalanced semi-annually in order to seek a consistent level of balanced risk. The fixed income component of HBAL's portfolio will include TRI ETFs that offer North American exposure to government debt, provincial debt and corporate bonds, and the equity component will include TRI ETFs that offer exposure to North American and other global equities, and seek a "world" equity return. Generally, no less than 30% of HBAL's portfolio will be exposed to Canadian equity securities and/or Canadian fixed income securities as at each semi-annual rebalance. The semi-annual rebalances are expected to occur in January and July of each calendar year.

HBAL's target portfolio of TRI ETFs was, at the most recent semi-annual rebalance, as follows[2]:

<table>
<tr><th>TRI ETF</th><th>Portfolio Weight</th></tr>
<tr><td>Horizons US Large Cap Index ETF</td><td>25.0%</td></tr>
<tr><td>Horizons Cdn Select Universe Bond ETF</td><td>20.0%</td></tr>
</table>
</td><td>In order to achieve its investment objective, the ETF primarily invests in exchange traded funds that provide exposure to a globally diversified portfolio of equity and fixed-income securities. The Manager seeks to maintain a long-term strategic asset allocation of approximately 60% equity securities and 40% fixed income securities (under normal market conditions). The portfolio asset mix may be reconstituted and rebalanced from time to time at the sole discretion of the Manager.

The ETF, at its sole discretion, may elect to hedge the foreign currency exposure of its fixed income investments back to the Canadian dollar through the use of currency forwards or investments in hedged fixed income exchange traded funds. The ETF will not hedge the foreign currency exposure of</td></tr>
</table>

[2] The percentages in the table reflect HBAL's target portfolios of TRI ETFs as of the most recent rebalance date on January 31, 2023.

<table>
<tr><th>ETF</th><th>Current Investment Strategies</th><th>Proposed Investment Strategies</th></tr>
<tr><td></td><td>
<table>
<tr><td>Horizons NASDAQ-100® Index ETF</td><td>7.5%</td></tr>
<tr><td>Horizons US 7-10 Year Treasury Bond ETF</td><td>10.0%</td></tr>
<tr><td>Horizons S&P/TSX 60™ Index ETF</td><td>12.5%</td></tr>
<tr><td>Horizons Intl Developed Markets Equity Index ETF</td><td>17.5%</td></tr>
<tr><td>Horizons Emerging Markets Equity Index ETF</td><td>7.5%</td></tr>
</table>

HBAL will employ a portfolio optimization strategy on each semi-annual rebalance in order to select the weightings of the TRI ETFs to maximize the risk/adjusted return profile. A portfolio of TRI ETFs can reduce portfolio risk by holding combinations of ETFs that are not perfectly positively correlated, as diversification may allow for substantially the same expected portfolio return with reduced risk. HBAL will seek to invest in a diversified portfolio of TRI ETFs that offers the highest return for a balanced level of risk.

The TRI ETFs do not directly own the securities of their respective indices, but instead seek to provide the total return of the index they seek to track through a Total Return Swap agreement with one or more bank counterparties. Generally, no distributions are expected to be paid by the TRI ETFs to their unitholders (including HBAL), and accordingly, no dividend or interest income is expected to be distributed by HBAL to its Unitholders. Instead, HBAL is expected to have the full pre-tax value of any distributions made by the constituent issuers of the underlying indices of the TRI ETFs in HBAL's portfolio reflected in the net asset value of HBAL. Under the current rules in the Tax Act, HBAL's portfolio of TRI ETFs may offer tax-efficiency to its Unitholders, particularly when Units are held in a non-registered account.

HBAL will use currency forwards to hedge its non-Canadian dollar currency exposure to the Canadian dollar at all times.</td><td>any asset class other than fixed income.</td></tr>
<tr><td>HGRO</td><td>HGRO invests in a growth portfolio consisting primarily of equity TRI ETFs. The portfolio targets a long term asset allocation of at least 99% equity securities at the time of any rebalance, and the portfolio will be rebalanced semi-annually in order to seek a consistent level of risk primarily from developed countries around the world. The equity components will include TRI ETFs that offer exposure to North American and other global equities, and seek a "world" equity return. Generally, no less than 15% of HGRO's portfolio will be exposed to Canadian equity securities as at each</td><td>In order to achieve its investment objective, the ETF primarily invests in exchange traded funds that provide exposure to a globally diversified portfolio of equity securities. The Manager seeks to maintain a long-term strategic asset allocation of approximately 100% equity</td></tr>
</table>

<table>
<tr><th>ETF</th><th>Current Investment Strategies</th><th>Proposed Investment Strategies</th></tr>
<tr><td></td><td>semi-annual rebalance. The semi-annual rebalances are expected to occur in January and July of each calendar year.

HGRO's target initial portfolio of TRI ETFs was, at the most recent semi-annual rebalance, as follows[3]:

<table><tr><th>TRI ETF</th><th>Portfolio Weight</th></tr><tr><td>Horizons US Large Cap Index ETF</td><td>35.0%</td></tr><tr><td>Horizons NASDAQ-100® Index ETF</td><td>15.0%</td></tr><tr><td>Horizons S&P/TSX 60™ Index ETF</td><td>15.0%</td></tr><tr><td>Horizons Intl Developed Markets Equity Index ETF</td><td>25.0%</td></tr><tr><td>Horizons Emerging Markets Equity Index ETF</td><td>10.0%</td></tr></table>
HGRO will employ a portfolio optimization strategy on each semi-annual rebalance in order to select the weightings of the TRI ETFs to maximize the risk-adjusted return profile. A portfolio of TRI ETFs can reduce portfolio risk by holding combinations of ETFs that are not perfectly positively correlated, as diversification may allow for substantially the same expected portfolio return with reduced risk. HGRO will seek to invest in a diversified portfolio of equity TRI ETFs that offers the highest return while also optimizing risk.

The TRI ETFs do not directly own the securities of their respective indices, but instead seek to provide the total return of the index they seek to track through a Total Return Swap agreement with one or more bank counterparties. Generally, no distributions are expected to be paid by the TRI ETFs to their unitholders (including HGRO), and accordingly, no dividend or interest income is expected to be distributed by HGRO to its Unitholders. Instead, HGRO is expected to have the full pre-tax value of any distributions made by the constituent issuers of the underlying indices of the TRI ETFs in HGRO's portfolio reflected in the net asset value of HGRO. Under the current rules in the Tax Act, HGRO's portfolio of TRI ETFs may offer tax-efficiency to its Unitholders, particularly when Units are held in a non-registered account.</td><td>securities (under normal market conditions). The portfolio asset mix may be reconstituted and rebalanced from time to time at the sole discretion of the Manager.

The ETF will not hedge its exposure to foreign currencies back to the Canadian dollar.</td></tr>
</table>

[3] The percentages in the table reflect HGRO's target portfolios of TRI ETFs as of the most recent rebalance date on January 31, 2023.

ETF	Current Investment Strategies	Proposed Investment Strategies
	HGRO will use currency forwards to hedge its non-Canadian dollar currency exposure to the Canadian dollar at all times.	

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 the time the Proposed Changes are implemented. The ticker symbols for each of HCON and HBAL will remain the same.

Current Ticker Symbol	Current ETF Name	Proposed New ETF Name
HCON	Horizons Conservative TRI ETF Portfolio	Horizons Conservative Asset Allocation ETF
HBAL	Horizons Balanced TRI ETF Portfolio	Horizons Balanced Asset Allocation ETF
HGRO	Horizons Growth TRI ETF Portfolio	Horizons All-Equity Asset Allocation ETF

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

ETF	Current Ticker Symbol	Proposed New Ticker Symbol
Horizons Growth TRI ETF Portfolio	HGRO	HEQT

Additionally, if the Proposed Changes are approved and implemented in respect of each ETF, the Manager intends to change the reference indices of each ETF as follows, to better align with the Proposed Investment Objectives and Proposed Investment Strategies:

Current Ticker Symbol	Current Reference Indices	Proposed Reference Indices
HCON	50% Solactive Canadian Select Universe Bond Index; and 50% S&P Global 1200.	37% Solactive Canadian Select Universe Bond Index; 23% Solactive US 7-10 Year Treasury Bond Index; 8% S&P/TSX 60 Total Return Index; 18% Solactive US Large Cap Index (CA NTR); 10% MSCI EAFE Net Total Return Index; and 4% MSCI Emerging Markets Net Total Return Index.
HBAL	30% Solactive Canadian Select Universe Bond Index; and 70% S&P Global 1200.	25% Solactive Canadian Select Universe Bond Index; 15% Solactive US 7-10 Year Treasury Bond Index; 12% S&P/TSX 60 Total Return Index; 22% Solactive US Large Cap Index (CA NTR); 5% NASDAQ-100 Total Return Index; 15% MSCI EAFE Net Total Return Index; and 6% MSCI Emerging Markets Net Total Return Index.

Current Ticker Symbol	Current Reference Indices	Proposed Reference Indices
HGRO	100% S&P Global 1200.	20% S&P/TSX 60 Total Return Index; 35% Solactive US Large Cap Index (CA NTR); 10% NASDAQ-100 Total Return Index; 25% MSCI EAFE Net Total Return Index; and 10% MSCI Emerging Markets Net Total Return Index.

Additional Risk Factor as a result of the Proposed Changes

If the Proposed Changes are approved and implemented, the following risk factor, in addition to those risk factors already disclosed in the long-form prospectus of the ETFs dated August 26, 2022, as amended from time to time (the "**Prospectus**"), will be applicable to each ETF.

Foreign Currency Risk

Each ETF will be exposed to a significant proportion of securities valued in foreign currencies. HCON and HBAL, at their sole discretion, may elect to hedge the foreign currency exposure of its fixed income investments back to the Canadian dollar through the use of currency forwards or investments in hedged fixed income exchange traded funds. HGRO will not hedge its exposure to foreign currencies back to the Canadian dollar. As a result, the returns of the ETFs may, when compared to the returns of a portfolio that is fully hedged to the Canadian dollar, reflect changes in the relative value of the Canadian and applicable foreign currency. No assurance can be given that the ETFs will not be adversely impacted by changes in foreign exchange rates or other factors.

Rationale for the Proposed Changes

The decision to propose the changes to the investment objectives of the ETFs and the fee structure 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. The Proposed Changes would be beneficial to unitholders for the following reasons:

- The Proposed Changes are intended to provide unitholders with varying levels of income, depending on the objective. This is expected to better correspond to unitholder preferences, particularly in registered accounts, where the potential tax-efficiency offered by holding a portfolio of TRI ETFs is not a material benefit. The proposed change to the distribution policy is designed to favour a more regular stream of income (especially in respect of HCON and HBAL) as compared to the current distribution policy. Once the Proposed Changes are implemented, each ETF is anticipated to better align with industry standards, and for the reasons set out below, is expected by the Manager to potentially result in better risk-adjusted returns and reduced volatility.

- The Proposed Changes are also intended to provide the ETFs with greater flexibility, allowing the Manager, at its discretion and in accordance with an ETF's Proposed Investment Objectives, to invest in a broader range of exchange traded funds, which may achieve greater portfolio diversification.

- It is expected that removing strict currency hedging for all asset classes, may add another source of diversification, potentially improving risk-adjusted returns. Within the fixed income asset class, there is potential for foreign currency changes to exceed expected returns, which may adversely impact performance and increase volatility. Accordingly, it is anticipated that hedging exposure to foreign currencies back to the Canadian dollar within only the fixed income asset class may reduce volatility and potentially improve performance.

- The changes to the fee structure are intended to improve transparency by eliminating the variability associated with the current structure which depends on the fees and expenses payable in respect of exchange traded funds owned by the ETFs. Those underlying fees and expenses payable have resulted in combined total management and aggregate trading expenses ratios for the ETFs ranging 0.22% to 0.43%, depending on the calendar year and the ETF. Under the current structure, the combined management expense ratios and trading expense ratios of HCON, HBAL, and HGRO are not expected to exceed 0.25%, 0.26%, and 0.27% respectively. Under the proposed structure, each ETF is not anticipated to have a combined management expense ratio and trading expense ratio greater than 0.22%. As such, the total expenses payable by each ETF are anticipated to be lower than the total expenses payable by the ETFs under the current fee structure.

Tax Considerations

The following is, as of the date hereof, a general summary of the principal Canadian federal income tax considerations relating to the Proposed Changes by each of the ETFs as described in this Circular. This summary only applies to a Unitholder of an ETF who is an individual (other than a trust) resident in Canada for purposes of the *Income Tax Act* (Canada) and the regulations thereunder (the "**Tax Act**"), who deals at arm's length with the ETF, the designated broker and the dealers, who is not affiliated with the ETF, the designated broker or any dealer, and who holds Units of the ETF as capital property, all within the meaning of the Tax Act (a "**Holder**").

This summary is based on the assumption that each ETF currently qualifies and will continue to qualify, at all times, as a "mutual fund trust", and is not a "SIFT trust", each within the meaning of the Tax Act.

This summary is based on the facts described in this Circular, the current provisions of the Tax Act and an understanding of the current published administrative and assessing practices and policies of the Canada Revenue Agency made publicly available prior to the date hereof. This summary takes into account all proposed amendments to the Tax Act publicly announced by the Minister of Finance (Canada) prior to the date hereof ("**Tax Amendments**"). This description is not exhaustive of all Canadian federal income tax consequences and does not take into account or anticipate changes in the law whether by legislative, governmental or judicial decision or action other than the Tax Amendments in their present form, nor does it take into account provincial, territorial or foreign tax considerations which may differ significantly from those discussed herein. There can be no assurance that the Tax Amendments will be enacted in the form publicly announced, or at all.

This summary is of a general nature only and is not intended to be, nor should it be construed as, legal or tax advice to any unitholder of an ETF. Unitholders of the ETFs should consult their own tax advisors with respect to the income tax consequences to them of the Proposed Changes by the ETFs having regard to their own particular circumstances.

A Holder who continues to hold Units of an ETF following the Proposed Changes will not be deemed to dispose of his or her Units solely as a result of the Proposed Changes.

A Holder who sells, redeems or otherwise disposes of Units of an ETF in connection with the Proposed Changes will realize a capital gain (or capital loss) to the extent that the Holder's proceeds of disposition, net of any reasonable costs of disposition, exceed (or are less than) the aggregate of the Holder's adjusted cost base of the redeemed Units. In general, one-half of any capital gain (a "**taxable capital gain**") realized by a Holder on the disposition of Units of an ETF, or designated by the ETF in respect of the Holder, in a taxation year will be included in computing the Holder's income for that year and one-half of any capital loss (an "**allowable capital loss**") realized by the Holder on the disposition of Units of an ETF in a taxation year generally must be deducted from taxable capital gains realized by the Holder, or designated by the ETF in respect of the Holder, in accordance with the detailed provisions of the Tax Act. Allowable capital losses for a taxation year in excess of taxable capital gains for that taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against taxable capital gains in accordance with the provisions of the Tax Act.

Implementing the Proposed Changes is expected to involve the sale of a portion of the securities held in the portfolio of an ETF. Each ETF has made an election under subsection 39(4) of the Tax Act to have all "Canadian securities" held by such ETF deemed to be capital property. The only securities to be disposed of in connection with the Proposed Changes will be shares of the TRI ETFs, which are Canadian securities. Such sales of securities by an ETF will result in a capital gain (or loss) to the extent that the proceeds of disposition, net of reasonable costs of disposition, exceed (or are less than) the cost amount of the securities. Implementing the Proposed Changes is also expected to involve the disposition of currency derivatives. In general, gains and losses realized by an ETF from derivative transactions will be on income account except where such derivatives are used to hedge portfolio securities held on capital account provided there is sufficient linkage, subject to the DFA Rules discussed in the prospectus of the ETFs, and will be recognized for tax purposes at the time they are realized by the ETF. Each ETF takes the position that gains and losses in respect of currency derivatives entered into in respect of amounts invested in its portfolio constitute capital gains and capital losses to the ETF.

The Manager currently expects that each of the ETFs will realize capital gains as a result of implementing the Proposed Changes. The Manager currently expects to have sufficient loss carryforwards and/or current year losses in order to offset such gains.

An ETF may make a distribution of any income and net realized capital gains (including those arising from the sales of portfolio holdings, as applicable) for the current year to reduce or eliminate ordinary income taxes payable by such ETF. Holders will be subject to the same tax consequences on such distributions as on other year-end distributions (if any) made by such ETF. These distributions, if reinvested, will increase the adjusted cost base of a Holder's securities of such ETFs. The Manager currently expects that none of the ETFs will make a special distribution in connection with the Proposed Changes.

If the Proposed Changes are approved, it is anticipated that each ETF will make regular distributions. A Holder will generally be required to include in computing income for a particular taxation year of the Holder such portion of the net income of an ETF for that particular taxation year, including the taxable portion of any net realized capital gains, as is paid or becomes payable to the Holder in the year (whether in cash or whether such amount is paid in Units or automatically reinvested in additional Units of the ETF), including any management fee distributions. Amounts paid or payable by an ETF to a Holder after December 15 and before the end of the calendar year are deemed to have been paid or become payable to the Holder on December 15. The non-taxable portion of an ETF's net realized capital gains, the taxable portion of which was designated in respect of a Holder for a taxation year, that is paid or becomes payable to the Holder in that taxation year will not be included in computing the Holder's income for the year. Any other amount in excess of a Holder's share of the net income of an ETF (including net realized taxable capital gains) for a taxation year that is paid or becomes payable to the Holder in the year (i.e. returns of capital) will not generally be included in the Holder's income for the year, but will reduce the adjusted cost base of the Holder's Units of the ETF. To the extent that the adjusted cost base of a Unit of an ETF would otherwise become a negative amount, the negative amount will be deemed to be a capital gain and the adjusted cost base of the Unit to the Holder will be reset to zero.

Provided that appropriate designations are made by an ETF, such portion of the net realized taxable capital gains of the ETF, foreign source income of the ETF and taxable dividends from taxable Canadian corporations as is paid or becomes payable to a Holder and the relevant portion of foreign taxes paid or deemed to be paid by the ETF, if any, will effectively retain its character and be treated as such in the hands of the Holder for purposes of the Tax Act. A Holder may be entitled to claim a foreign tax credit in respect of foreign taxes designated to such Holder in accordance with the detailed rules in the Tax Act. To the extent that amounts are designated as taxable dividends from taxable Canadian corporations, the gross-up and dividend tax credit rules will apply.

After the Proposed Changes are implemented, the ETFs may hold securities of non-Canadian issuers. Please refer to the prospectus (as amended) of the ETFs for a discussion of income or profits tax that an ETF may be liable to pay to countries other than Canada. In addition, to the extent an ETF holds units issued by a trust that is not resident in Canada, the ETF will be required to include in the calculation of its income the net income for Canadian federal income tax purposes, including net taxable capital gains, paid or payable to the ETF by such trust in the year, notwithstanding that certain of such amounts may be reinvested in additional units of the trust. Provided the units of the trust are held by the ETF as capital property for purposes of the Tax Act, the ETF will be required to reduce the adjusted cost base of units of such trust by an amount paid or payable by the trust to the ETF, except to the extent that the amount was included in calculating the income of the ETF. If the adjusted cost base to the ETF of such units becomes a negative amount at any time in a taxation year of the ETF, that negative amount will be deemed to be a capital gain realized by the ETF in that taxation year and the ETF's adjusted cost base of such units will be increased by the amount of such deemed capital gain to zero.

Please refer to the most recently filed prospectus (as amended) of the ETFs on the Internet at www.sedar.com or by accessing the Manager's website at www.HorizonsETFs.com 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.

Independent Review Committee

On July 13, 2023, the Manager presented the terms of the Proposed Changes to each ETF's Independent Review Committee ("**IRC**") for its review. The IRC has determined, after reasonable inquiry, that the Proposed Changes would achieve a fair and reasonable result for each ETF, if implemented, and has provided to the Manager a positive recommendation in respect of the Proposed Changes.

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 of unitholders of the ETF.

Voting and Record Date

Unitholders of an ETF of record at the close of business on July 12, 2023 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 in respect of an ETF 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 a Meeting in respect of that ETF, then the Meeting in respect of that ETF will be adjourned by the chairman of the Meeting. The adjourned Meeting will be rescheduled for 10:00 a.m. (Toronto time) on August 24, 2023, at the offices of Blake, Cassels & Graydon LLP, 199 Bay Street, Suite 4000, Toronto, Ontario M5L 1A9. At any adjourned Meeting of an ETF, the business of the Meeting will be transacted by those unitholders of the ETF present in person 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. As disclosed herein, each ETF does not charge a management fee, but each ETF does pay the management fees (including to the Manager) of the exchange traded funds that the ETF holds. For further details regarding certain proposed changes with respect to the fee structure of the ETFs, see the section titled "Business of the Meetings – Proposed Changes of Fee Structure" in this Circular.

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 "*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 July 12, 2023	Total Net Asset Value as of July 12, 2023
Horizons Conservative TRI ETF Portfolio	4,345,000	$53,706,799
Horizons Balanced TRI ETF Portfolio	10,515,000	$141,523,748
Horizons Growth TRI ETF Portfolio	14,862,520	$210,979,983

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 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 August 21, 2023, 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 be deposited with the chairman of the Meeting prior to commencement of such Meeting (or any adjournment or postponement thereof).

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 August 21, 2023, 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 the Meeting prior to commencement of such Meeting (or any adjournment or postponement thereof).

Voting by Phone (Canada and U.S. only). A beneficial 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 the Meeting, or any postponement(s), adjournment(s) or continuance(s), at which the proxy is to be used, or with the chair of the 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 the Prospectus, 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 14th day of July, 2023.

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

"Rohit Mehta"

Name: Rohit Mehta
Title: President and Chief Executive Officer

SCHEDULE “A”

RESOLUTION OF UNITHOLDERS OF

HORIZONS CONSERVATIVE TRI ETF PORTFOLIO

(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 combination of income and moderate long-term capital growth, primarily by investing in exchange traded funds that provide exposure to a globally diversified portfolio of fixed income and equity securities.” (the “**Objective Proposed Change**”);

2. The Manager is hereby authorized to amend the currency hedging disclosure of the ETF substantially as follows:

   “The ETF at its sole discretion may elect to hedge the foreign currency exposure of its fixed income investments back to the Canadian dollar through the use of currency forwards or investments in hedged fixed income exchange traded funds. The ETF will not hedge the foreign currency exposure of any asset class other than fixed income.” (the “**Hedging Proposed Change**”);

3. The Manager is hereby authorized to amend the management fee disclosure of the ETF substantially as follows:

   “The ETF pays annual management fees (the “**Management Fees**”) to the Manager equal to 0.18% of the net asset value of the Units of the ETF, plus all applicable provincial and federal sales, use, value-added or goods and services taxes, including GST/HST (“**Sales Tax**”). The Management Fees are calculated and accrued daily and payable monthly in arrears.” (the “**Management**. The Management Fees are calculated and accrued daily and payable monthly in arrears.

   The Manager pays all of the operating and administrative expenses incurred by the ETF. The total management expense ratio of HCON is expected to be approximately 0.20%.

   The trading expense ratio of HCON is expected to be 0.02%. As trading expense ratios include expenses outside of the control of the Manager, the trading expense ratios of the portfolios held by HCON are subject to change.” (the “**Management Fee Proposed Change**”, and together with the Objective Proposed Change and the Hedging Proposed Change, the “**Proposed Changes**”);

2\. All matters ancillary to, or necessary or desirable, for the implementation of the Proposed Changes, including but not limited to changes to the ETF’s investment strategies, distribution policy 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 Changes 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 BALANCED TRI ETF PORTFOLIO

(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 combination of long-term capital growth and a moderate level of income, primarily by investing in exchange traded funds that provide exposure to a globally diversified portfolio of equity and fixed income securities." (the "**Objective Proposed Change**");

2. The Manager is hereby authorized to amend the currency hedging disclosure of the ETF substantially as follows:

   "The ETF at its sole discretion may elect to hedge the foreign currency exposure of its fixed income investments back to the Canadian dollar through the use of currency forwards or investments in hedged fixed income exchange traded funds. The ETF will not hedge the foreign currency exposure of any asset class other than fixed income." (the "**Hedging Proposed Change**");

3. The Manager is hereby authorized to amend the management fee disclosure of the ETF substantially as follows:

   "The ETF pays annual management fees (the "**Management Fees**") to the Manager equal to 0.18% of the net asset value of the Units of the ETF, plus all applicable provincial and federal sales, use, value-added or goods and services taxes, including GST/HST ("**Sales Tax**"). The Management Fees are calculated and accrued daily and payable monthly in arrears." (the "**Management**. The Management Fees are calculated and accrued daily and payable monthly in arrears.

   The Manager pays all of the operating and administrative expenses incurred by the ETF. The total management expense ratio of HBAL is expected to be approximately 0.20%.

   The trading expense ratio of HBAL is expected to be 0.02%. As trading expense ratios include expenses outside of the control of the Manager, the trading expense ratio of the portfolio held by HBAL is subject to change." (the "**Management Fee Proposed Change**", and together with the Objective Proposed Change and the Hedging Proposed Change, the "**Proposed Changes**");

2. All matters ancillary to, or necessary or desirable, for the implementation of the Proposed Changes, including but not limited to changes to the ETF's investment strategies, distribution policy 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 Changes 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 GROWTH TRI ETF PORTFOLIO

(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 long-term capital growth, primarily by investing in exchange traded funds that provide exposure to a globally diversified portfolio of equity securities." (the "**Objective Proposed Change**");

2. The Manager is hereby authorized to amend the currency hedging disclosure of the ETF substantially as follows:

   "The ETF will not hedge its exposure to foreign currencies back to the Canadian dollar." (the "**Hedging Proposed Change**");

3. The Manager is hereby authorized to amend the management fee disclosure of the ETF substantially as follows:

   "The ETF pays annual management fees (the "**Management Fees**") to the Manager equal to 0.18% of the net asset value of the Units of the ETF, plus all applicable provincial and federal sales, use, value-added or goods and services taxes, including GST/HST ("**Sales Tax**"). The Management Fees are calculated and accrued daily and payable monthly in arrears." (the "**Management**. The Management Fees are calculated and accrued daily and payable monthly in arrears.

   The Manager pays all of the operating and administrative expenses incurred by the ETF. The total management expense ratio of HGRO is expected to be approximately 0.20%.

   The trading expense ratio of HGRO is expected to be 0.02%. As trading expense ratios include expenses outside of the control of the Manager, the trading expense ratio of the portfolio held by HGRO is subject to change." (the "**Management Fee Proposed Change**", and together with the Objective Proposed Change and the Hedging Proposed Change, the "**Proposed Changes**");

2. All matters ancillary to, or necessary or desirable, for the implementation of the Proposed Changes, including but not limited to changes to the ETF's investment strategies, distribution policy, the name of the ETF and the ticker symbol 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 Changes 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.