

# Annual Report of the Independent Review Committee of the Horizons ETFs Group of Funds

March 21<sup>st</sup>, 2022

Dear Securityholder,

In accordance with **National Instrument 81-107 *Independent Review Committee for Investment Funds*** (“NI 81-107” or the “Instrument”), the Horizons ETFs Management (Canada) Inc. (the “Manager”) established an Independent Review Committee (the “Committee” or “IRC”) for the Funds in April 2007. As a result of a change in control of the Manager, a new IRC was appointed by the Manager on November 15, 2011. The IRC has functioned in accordance with the applicable securities laws and is composed of three individuals, each of whom is independent of the Funds, the Manager and “each entity related to the Manager” (as such term is defined in the Instrument).

Accordingly, the IRC is pleased to publish its annual report to securityholders for the funds listed at the end of this Report (the “Funds”) covering the period from January 1, 2021, to December 31, 2021 (the “Reporting Period”).

## **Mandate of the IRC**

In accordance with the Instrument, the mandate of the IRC is to consider and provide decisions to the Manager on conflicts of interest to which the Manager may be subject when managing the Funds. The Manager is required under the Instrument to identify potential conflicts of interest inherent in its management of the Funds, to develop written policies and procedures guiding its management of those conflicts, and to request input from the IRC on those written policies and procedures (referred to as the “Conflict of Interest Matters Manual”)

When a conflict matter arises, the Manager must refer its proposed course of action in respect of such conflict to the IRC for its review. While certain matters require the IRC’s prior approval, in most cases the IRC will simply provide a decision to the Manager as to whether, in the opinion of the IRC, the Manager’s proposed action provides a fair and reasonable result for the Funds. For recurring conflict of interest matters, the IRC can provide the Manager with Standing Instructions (“SIs”) that enable the Manager to proceed with certain matters without having to refer them to the IRC each time for approval, provided the Manager deals with the conflicts in accordance with the SIs.

The IRC is empowered to represent the best interests of the Funds in any matter where the Manager has referred a conflict of interest matter to it. In those cases, the IRC has sought to ensure that the Manager’s proposed course of action represents a fair and reasonable result for the Funds.

The IRC has engaged Independent Review Inc. to assist it in its duties in accordance with the provisions of the Instrument and the IRC’s Written Charter, to provide certain administrative and record keeping functions, and also to act as the IRC’s independent Secretariat.

## Composition of the IRC

The current members of the IRC, and their principal occupations, are as follows:

<i>Name and Municipality of Residence</i>	<i>Principal Occupation</i>	<i>Term of Office</i>
Chair: R. Warren Law, Toronto, Ontario	Financial Services Lawyer	Appointed November 15, 2011  Term Renewed: Three years from November 15, 2021
Michael Gratch, Thornhill, Ontario	Portfolio Manager	Appointed November 15, 2011  Term Renewed: Three years from November 15, 2020
Sue Fawcett, Calgary, Alberta	Chartered Financial Analyst	Appointed November 15, 2011  Resigned effective November 15, 2021
Gregory Chrispin, Boucherville, Quebec	Investment Professional	Initial Appointment November 15, 2021 for a period of two years

Sue Fawcett resigned effective December 31, 2021. As part of its succession process, the IRC interviewed several candidates. On November 15, 2021, the IRC met and appointed Gregory Chrispin to the IRC for a period of two years effective from that date.

Warren Law was re-appointed on November 15, 2021, for a period of three years with effect from November 15, 2021. The re-appointment extended Mr. Law's total years of service beyond the 6-year term limit set out in the Instrument. However, the Manager has provided its consent to and agreement with the re-appointment beyond the 6-year term limit in accordance with the provisions of the Instrument.

## Compensation and Indemnification

### Review of Compensation

At least annually, the IRC reviews its compensation, considering the following:

- the nature and extent of the workload of each member of the IRC, including the commitment of time and energy expected from each member;
- the number of meetings required by the IRC, including special meetings to consider conflict issues brought to the Committee;
- industry best practices, including industry averages and surveys on IRC compensation; and,
- the complexity of the conflict issues brought to the IRC.

### Members' Fees

In aggregate, the IRC members were paid \$40,000 in 2021 for the Reporting Period, plus applicable taxes.

## **Indemnities Granted**

The Funds and the Manager have provided each IRC member with a contractual indemnity in keeping with NI 81-107. No payments were paid to the IRC members pursuant to this indemnity by the Funds or the Manager during the Reporting Period.

## **Disclosure of IRC Members' Holdings**

As of December 31, 2021, the IRC members did not beneficially own, directly or indirectly:

- any units in any of the Funds;
- any interests in the Manager; or,
- any interests in a company or person that provides services to the Manager or any Fund.

## **Decisions and Approvals**

**On January 20, 2021**, the Manager proposed to change the name, investment objective and investment strategy of Horizons Active Floating Rate Preferred ETF (“HFP”). The change in investment objective raised a potential conflict of interest. After reasonable enquiry and based on the information provided to the IRC by the Manager, the IRC concluded that the Manager’s proposed course of action to change the name, investment objective and investment strategy of HFP achieves a fair and reasonable result for this ETF.

**On January 20, 2021**, the Manager proposed to merge two ETFs, Horizons Active Emerging Markets Dividend ETF, and Horizons Active US Dividend ETF (the “Terminating ETFs”), into Horizons Active Global Dividend ETF. After reasonable inquiry and review of the materials provided and discussion during the meeting, the IRC determined that the Manager’s course of action to convert the ETFs from mutual fund trusts into a series of classes in a mutual fund corporation achieved a fair and reasonable result for each of the ETFs.

**On September 27, 2021**, the Horizons ETFs Management (Canada) Inc. (the “Manager”) proposed the merger of Horizons Morningstar Hedge Fund Index ETF (the “Terminating Fund”) into Horizons Resolve Adaptive Asset Allocation ETF (the “Continuing Fund”). After reasonable inquiry and review of the materials provided, the IRC determined that the Manager’s proposed merger of the Horizons Morningstar Hedge Fund Index ETF into the Horizons Resolve Adaptive Asset Allocation ETF provided a fair and reasonable result for the Horizons Morningstar Hedge Fund Index.

## **Standing Instructions (“SI”) Approved**

A Standing Instruction which constitute a written approval or decision from the IRC that permit the Manager to proceed with the specific action(s) set out in the SI on an ongoing basis, without having to refer the conflict of interest matter or its proposed action to the IRC, provided that the Manager complies with the terms and conditions of the SI. In each case, the SI required the Manager to comply with its related policy and procedures and to report periodically to the IRC.

The IRC has approved six standing instructions (“SIs”) of which three are active. An SI constitutes a written approval or decision in each case from the IRC that permits the Manager to proceed with the specific action(s) set out in the SIs on an ongoing basis. The Manager can do so without having to refer the conflict of interest matter or its proposed action to the IRC, provided that the Manager complies with the terms and conditions of the SI. In each case, the SI required the Manager to comply with its related policy and procedures and to report periodically to the IRC.

**Standing Instruction Number 1:** *Allocating Operating Expenses to the Funds*

**Standing Instruction Number 2:** *Transactions in Debt Securities of Related Issuers*

**Standing Instruction Number 3:** *Use of Mirae Asset Securities and/or its Affiliates as Executing Broker and/or Derivatives Counterparty*

**Standing Instruction Number 4:** *Use of Index Funds as Collateral (Currently Suspended)*

**Standing Instruction Number 5:** *Ownership of Index Funds Following Settlement of Prepaid Share Basket Forwards (Currently Suspended)*

**Standing Instruction Number 6:** *Allocation of Counterparty Exposure (Currently Suspended, until such time as there is a difference in applicable rates)*

### **Manager’s Report on its Standing Instructions**

In accordance with the Instrument, the Manager provided a written report to the IRC describing its reliance on the SIs during the Reporting Period. The Manager relied on SIs No. 1, 2 and 3 during the Reporting Period.

The Annual Report to Securityholders is available on the Manager’s website at [www.horizonsetfs.com](http://www.horizonsetfs.com) or you may request a copy, at no cost to you, by contacting Horizons Exchange Traded Funds at 416.933.5745 or Toll Free at 1.866.641.5739, or by emailing [info@horizonsetfs.com](mailto:info@horizonsetfs.com). This document and other information about Horizons Exchange Traded Funds are available on [www.sedar.com](http://www.sedar.com).

Yours truly,

“Warren Law”

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Warren Law, Chair

Horizons ETFs Group IRC

## Funds served by the IRC during the Reporting Period

### LIST OF FUNDS AS AT DECEMBER 31, 2021

Horizons S&P 500® Index ETF	BetaPro Equal Weight Canadian REIT -2x Daily Bear ETF
Horizons S&P/TSX 60™ Index ETF	Horizons US Dollar Currency ETF
Horizons S&P/TSX Capped Energy Index ETF	Horizons Pipelines & Energy Services Index ETF
Horizons S&P/TSX Capped Financials Index ETF	Horizons Marijuana Life Sciences Index ETF
Horizons Cdn Select Universe Bond ETF	Horizons Inovestor Canadian Equity Index ETF
Horizons US 7-10 Year Treasury Bond ETF	Horizons Robotics and Automation Index ETF
Horizons NASDAQ-100® Index ETF	Horizons Big Data & Hardware Index ETF
Horizons Europe 50 Index ETF	Horizons Global Sustainability Leaders Index ETF
Horizons Cdn High Dividend Index ETF	Horizons Industry 4.0 Index ETF
Horizons S&P 500 CAD Hedged Index ETF	Horizons S&P Green Bond Index ETF
Horizons Intl Developed Markets Equity Index ETF	Horizons Enhanced Income Equity ETF
Horizons Equal Weight Canada REIT Index ETF	Horizons Enhanced Income Energy ETF
Horizons Laddered Canadian Preferred Share Index ETF	Horizons Enhanced Income Financials ETF
Horizons Equal Weight Canada Banks Index ETF	Horizons Enhanced Income Gold Producers ETF
Horizons US Large Cap Index ETF	Horizons Enhanced Income US Equity (USD) ETF
Horizons S&P/TSX Capped Composite Index ETF	Horizons Enhanced Income International Equity ETF
Horizons Cash Maximizer ETF	Horizons Conservative TRI ETF Portfolio
Horizons Absolute Return Global Currency ETF	Horizons Balanced TRI ETF Portfolio
Horizons USD Cash Maximizer ETF	Horizons Growth TRI ETF Portfolio
Horizons Emerging Markets Equity Index ETF	Horizons US Marijuana Index ETF
Horizons Resolve Adaptive Asset Allocation ETF	Horizons Psychedelic Stock Index ETF
BetaPro NASDAQ-100® -2x Daily Bear ETF	Horizons Global BBIG Technology ETF
BetaPro NASDAQ-100® 2x Daily Bull ETF	Horizons High Interest Savings ETF
BetaPro S&P 500® -2x Daily Bear ETF	BetaPro Bitcoin ETF
BetaPro S&P 500® 2x Daily Bull ETF	BetaPro Inverse Bitcoin ETF
BetaPro S&P 500® Daily Inverse ETF	Horizons Global Lithium Producers Index ETF
BetaPro S&P/TSX 60™ -2x Daily Bear ETF	Horizons Global Hydrogen Index ETF
BetaPro S&P/TSX 60™ 2x Daily Bull ETF	Horizons Global Semiconductor Index ETF
BetaPro S&P/TSX 60™ Daily Inverse ETF	Horizons North American Infrastructure Development Index ETF
BetaPro S&P/TSX Capped Energy™ -2x Daily Bear ETF	Horizons Global Vaccines and Infectious Diseases Index ETF
BetaPro S&P/TSX Capped Energy™ 2x Daily Bull ETF	Horizons GX Telemedicine and Digital Health Index ETF
BetaPro S&P/TSX Capped Financials™ -2x Daily Bear ETF	Horizons GX Cybersecurity Index ETF
BetaPro S&P/TSX Capped Financials™ 2x Daily Bull ETF	Horizons Global Metaverse Index ETF
BetaPro Canadian Gold Miners 2x Daily Bull ETF	Horizons Active Cdn Dividend ETF
BetaPro Canadian Gold Miners -2x Daily Bear ETF	Horizons Active Global Dividend ETF
BetaPro Gold Bullion -2x Daily Bear ETF	Horizons Active Corporate Bond ETF
BetaPro Gold Bullion 2x Daily Bull ETF	Horizons Active Preferred Share ETF
BetaPro Silver -2x Daily Bear ETF	Horizons Active Ultra-Short Term Investment Grade Bond ETF
BetaPro Silver 2x Daily Bull ETF	Horizons Active Ultra-Short Term US Investment Grade Bond ETF
BetaPro Crude Oil Inverse Leveraged Daily Bear ETF	Horizons Active High Yield Bond ETF
BetaPro Crude Oil Leveraged Daily Bull ETF	Horizons Active Cdn Bond ETF
BetaPro Natural Gas Leveraged Daily Bull ETF	Horizons Active Hybrid Bond and Preferred Share ETF
BetaPro Natural Gas Inverse Leveraged Daily Bear ETF	Horizons Active Global Fixed Income ETF
Horizons Gold ETF	Horizons Active Floating Rate Senior Loan ETF
Horizons Silver ETF	Horizons Active Cdn Municipal Bond ETF
Horizons Crude Oil ETF	Horizons Active A.I. Global Equity ETF
Horizons Natural Gas ETF	Horizons Active Emerging Markets Bond ETF
BetaPro S&P 500 VIX Short-Term Futures™ ETF	
BetaPro Marijuana Companies 2x Daily Bull ETF	
BetaPro Marijuana Companies Inverse ETF	
BetaPro Equal Weight Canadian Bank 2x Daily Bull ETF	
BetaPro Equal Weight Canadian Bank -2x Daily Bear ETF	
BetaPro Equal Weight Canadian REIT 2x Daily Bull ETF	

Horizons Emerging Markets Leaders ETF  
Horizons Active ESG Corporate Bond ETF  
Horizons Tactical Absolute Return Bond ETF

Horizons Seasonal Rotation ETF  
Horizons Global Uranium Index ETF  
Horizons Gold Yield ETF

## **Schedule of the IRCs on which Members serve**

**Warren Law serves as a member of the Independent Review Committees for the following funds:**

Investment funds that are reporting issuers managed by Hamilton Capital Partners Inc.; and,  
Investment funds that are reporting issuers managed by Manulife Asset Management Limited.

**Sue Fawcett served as a member of the Independent Review Committees for the following funds:**

Investment funds that are reporting issuers managed by Hamilton Capital Partners Inc.; and,  
(Resigned effective December 31, 2021)  
Investment funds that are reporting issuers managed by Willoughby Asset Management Inc.  
(Resigned effective December 31, 2021)

**Gregory Chrispin serves as a member of the Independent Review Committees for the following funds:**

Investment funds that are reporting issuers managed by C.S.T. Consultants Inc.