

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



**AMENDMENT NO. 1 DATED NOVEMBER 2, 2018 TO THE
PROSPECTUS DATED AUGUST 10, 2018**

FOR

EVOLVE ACTIVE US CORE EQUITY ETF

(the “Evolve ETF” or “CAPS”)

The prospectus of the Evolve ETF dated August 10, 2018 (the “**Prospectus**”) is hereby amended and is to be read subject to the additional information set forth below. Corresponding changes reflecting this amendment are hereby made to any applicable disclosure throughout the Prospectus. In all other respects, the disclosure in the Prospectus is not revised.

All capitalized terms not defined in this Amendment No. 1 have the respective meanings set out in the Prospectus.

Summary of Amendments:

This Prospectus is being amended to permit the Evolve ETF to offer for sale on a continuous basis US dollar denominated unhedged Units (the “**USD Unhedged Units**”). The value of the portfolio attributable to the USD Unhedged Units of the Evolve ETF, if any, will not be hedged.

The USD Unhedged Units have been conditionally approved for listing on the TSX. Subject to satisfying the TSX’s listing requirements on or before October 31, 2019, the USD Unhedged Units will be listed on the TSX and investors will be able to buy or sell USD Unhedged Units on the TSX through registered brokers and dealers in the province or territory where the investor resides.

Except as described below, the investment objectives, strategies, restrictions and fee structure of the Evolve ETF remain the same. The USD Unhedged Units of the Evolve ETF will pay an annual management fee (the “**Management Fee**”) to the Manager equal to an annual percentage of the NAV, calculated daily and payable monthly in arrears, plus applicable taxes. The management fee for the USD Unhedged Units of the Evolve ETF is 0.70% of NAV plus applicable taxes.

Technical Amendments to the Prospectus

1. The second, third and fourth sentence on the cover page of the Prospectus is hereby deleted and replaced with the following:

This prospectus also qualifies hedged units (“**Hedged Units**”) of the Evolve ETFs, other than DIVS (as defined herein), and U.S. dollar denominated unhedged units of CAPS (“**USD Unhedged Units**”). Unhedged Units, USD Unhedged Units and Hedged Units are collectively referred to in this prospectus as “**Units**”. Unhedged Units and Hedged Units of the Evolve ETFs are denominated in Canadian dollars. USD Unhedged Units of CAPS are denominated in U.S. dollars.

2. The following sentence is added as the second sentence of the last paragraph under “Investment Objectives” on the cover page, as the second sentence of the last paragraph beside “Investment Objectives” on page v of the Prospectus Summary, and as the second last sentence of the paragraph on page 1 of the Prospectus under “Investment Objectives – Evolve Active US Core Equity ETF”:

Any foreign currency exposure of the portion of the portfolio of CAPS that is attributable to the USD Unhedged Units will not be hedged back to the U.S. dollar.

3. The second paragraph under “Listing of Units” on the cover page is replaced with the following:

The Hedged Units and Unhedged Units are currently listed on the Toronto Stock Exchange (the “**TSX**”) and investors can buy or sell such Units on the TSX through registered brokers and dealers in the province or territory where the investor resides.

The USD Unhedged Units of the Evolve ETF have been conditionally approved for listing on the TSX. Subject to satisfying the TSX’s listing requirements on or before October 31, 2019, the USD Unhedged Units will be listed on the TSX and investors will be able to buy or sell USD Unhedged Units of the Evolve ETF on the TSX through registered brokers and dealers in the province or territory where the investor resides.

4. The following definition is added to the Glossary:

“**USD Unhedged Unit**” means, in relation to CAPS, a redeemable, transferable U.S. dollar denominated unhedged unit of CAPS, which represents an equal, undivided interest in the net assets of CAPS.

5. The definition of “Declaration of Trust” is replaced with the following:

“**Declaration of Trust**” – means the amended and restated master declaration of trust establishing the Evolve ETFs dated November 2, 2018, as the same may be amended, restated or replaced from time to time.

6. The definition of “**Unit**” in the Glossary is replaced with the following:

“**Unit**” – means, in relation to a particular Evolve ETF, a redeemable, transferable Hedged Unit, USD Unhedged Unit or Unhedged Unit of that Evolve ETF, as applicable, which represents an equal, undivided interest in the net assets of that Evolve ETF.

7. The first paragraph on page iv of the Prospectus Summary beside “Issuers:” is replaced with the following sentence:

Each Evolve ETF is offering unhedged units (“**Unhedged Units**”). In addition, each of CAPS and TIME are offering hedged units (“**Hedged Units**”), and CAPS is also offering U.S. dollar denominated unhedged units (“**USD Unhedged Units**”). Unhedged Units, USD Unhedged Units and Hedged Units are collectively referred to in this prospectus as “**Units**”. Unhedged Units and Hedged Units of the Evolve ETFs are denominated in Canadian dollars. USD Unhedged Units of CAPS are denominated in U.S. dollars.

8. The second sentence on page iv of the Prospectus Summary beside “Continuous Distribution” is replaced with the following:

The Hedged Units and Unhedged Units are currently listed on the Toronto Stock Exchange (the “**TSX**”) and investors can buy or sell such Units on the TSX through registered brokers and dealers in the province or territory where the investor resides. The USD Unhedged Units of CAPS

have been conditionally approved for listing on the TSX. Subject to satisfying the TSX’s listing requirements on or before October 31, 2019, the USD Unhedged Units will be listed on the TSX and investors will be able to buy or sell USD Unhedged Units of CAPS on the TSX through registered brokers and dealers in the province or territory where the investor resides.

9. The first paragraph on page vii of the Prospectus Summary under “Currency Hedging”, and the paragraph on page 3 of the Prospectus under “Currency Hedging” is replaced with the following:

The Hedged Units and Unhedged Units of the Evolve ETFs are denominated in Canadian dollars. The USD Unhedged Units of CAPS are denominated in U.S. dollars. Any foreign currency exposure of the portion of the portfolio of an Evolve ETF that is attributable to Unhedged Units will not be hedged back to the Canadian dollar. Any foreign currency exposure of the portion of the portfolio of CAPS that is attributable to the USD Unhedged Units will not be hedged back to the U.S. dollar. All or substantially all of the exposure that the portion of the portfolio of an Evolve ETF attributable to the Hedged Units may have to foreign currencies, as applicable, will be hedged back to the Canadian dollar. Hedging currency exposure to reduce the impact of fluctuations in exchange rates is intended to reduce the direct exposure to foreign currency risk for Unitholders of Hedged Units. Accordingly, as a result of having different currency exposure, the NAV per Unit of each class of Hedged, USD Unhedged and Unhedged Units of an Evolve ETF, as applicable, may not be the same. The costs of any currency hedging will be borne by the applicable class of Hedged Units only. Any decisions relating to currency hedging of the Hedged Units shall remain the responsibility of the Manager.

10. The “Currency Fluctuations Risk (Unhedged Units Only)” risk factor on page viii of the Prospectus Summary and on page 11 of the Prospectus is replaced with “Currency Fluctuations Risk (Unhedged Units and USD Unhedged Units, as applicable)”

11. The Management Fee table on page xi of the Prospectus Summary and on page 5 of the Prospectus is replaced with the following:

Evolve ETFs	Management Fee (Unhedged Units)	Management Fee (USD Unhedged Units)	Management Fee (Hedged Units)
CAPS	0.70% of NAV	0.70% of NAV	0.70% of NAV
TIME	0.70% of NAV	N/A	0.70% of NAV
DIVS	0.65% of NAV	N/A	N/A

12. The Administration Fee table on page xii of the Prospectus Summary and on page 5 of the Prospectus is replaced with the following:

Evolve ETFs	Administration Fee (Unhedged Units)	Management Fee (USD Unhedged Units)	Administration Fee (Hedged Units)
CAPS	0.15% of NAV	0.15% of NAV	0.15% of NAV
TIME	0.15% of NAV	N/A	0.15% of NAV
DIVS	0.15% of NAV	N/A	N/A

13. The TSX Ticker Symbol table on page 1 of the Prospectus is hereby deleted and replaced with the following:

Evolve ETFs	TSX Ticker Symbol		
	Unhedged Units	USD Unhedged Units	Hedged Units
Evolve Active US Core Equity ETF	CAPS.B	CAPS.U	CAPS
Evolve Active Short Duration Bond ETF	TIME.B	N/A	TIME
Evolve Active Canadian Preferred Share ETF	DIVS	N/A	N/A

14. The “Currency Fluctuations Risk” risk factor on page 12 of the Prospectus is replaced with the following:

Currency Fluctuations Risk (Unhedged Units and USD Unhedged Units, as applicable)

As a portion of the portfolio of an Evolve ETF attributable to Unhedged Units may be invested in securities traded in foreign currencies, the NAV of such Evolve ETF, when measured in Canadian dollars, will, to the extent this has not been hedged against, be affected by changes in the value of the foreign currency relative to the Canadian dollar. As a portion of the portfolio of CAPS attributable to USD Unhedged Units may be invested in securities traded in currencies other than the U.S. dollar, the NAV of CAPS, when measured in U.S. dollars, will, to the extent this has not been hedged against, be affected by changes in the value of the foreign currency relative to the U.S. dollar.

15. The following is added as the last sentence of the first paragraph on page 22 under “Prior Sales - Trading Price and Volume”:

“The USD Unhedged Units of CAPS are not listed for trading as at the date hereof.”

16. The second sentence of the first paragraph under “Attributes of the Securities – Description of the Securities Distributed” on page 42 of the Prospectus is replaced with the following:

Unhedged Units and Hedged Units of the Evolve ETFs are denominated in Canadian dollars. USD Unhedged Units of CAPS are denominated in U.S. dollars.

PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase exchange traded mutual fund securities within 48 hours after the receipt of a confirmation of a purchase of such securities. In several of the provinces and territories of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation, or for non-delivery of the ETF Facts, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory.

The purchaser should refer to the applicable provisions of the securities legislation of the province or territory for the particulars of these rights or should consult with a legal adviser.

CERTIFICATE OF THE EVOLVE ETF, THE MANAGER AND PROMOTER

Dated: November 2, 2018

The prospectus dated August 10, 2018, as amended by this amendment no. 1 dated November 2, 2018, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus dated August 10, 2018, as amended by this amendment no. 1 dated November 2, 2018, as required by the securities legislation of each of the provinces and territories of Canada.

EVOLVE FUNDS GROUP INC.

(As manager, trustee and promoter and on behalf of the Evolve ETFs)

(Signed) "Raj Lala"

Raj Lala

Chief Executive Officer of Evolve Funds Group Inc., the
Manager, Trustee and Promoter of the Evolve ETFs, and
on behalf of the Evolve ETFs

(Signed) "Michael Simonetta"

Michael Simonetta

Chief Financial Officer of Evolve Funds Group Inc.,
the Manager, Trustee and Promoter of the Evolve
ETFs, and on behalf of the Evolve ETFs

On behalf of the Board of Directors
of Evolve Funds Group Inc.

(Signed) "Keith Crone"

Keith Crone
Director

(Signed) "Elliot Johnson"

Elliot Johnson
Director