

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



**AMENDMENT NO.1 DATED APRIL 26, 2021, TO THE THE PROSPECTUS DATED
SEPTEMBER 25, 2020**

FOR

EVOLVE GOLD MINERS FUND

(the “Fund”)

The prospectus of the Fund dated September 25, 2020 (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 Amendment:

On April 21, 2021, Evolve Funds Group Inc., the manager of the Fund (the “**Manager**”), announced that it will terminate the Fund on or about June 25, 2021 (the “**Termination Date**”). The Manager will request the Neo Exchange Inc. (“**NEO**”) to de-list the units of the Fund from the NEO on or about June 23, 2021 (the “**Delisting Date**”), with all units still held by investors being subject to a mandatory redemption as of the Termination Date. Effective May 20, 2020, no further subscriptions for units of the Fund will be accepted. Prior to the Termination Date, the Manager will, to the extent reasonably possible, convert the assets of the Fund to cash and after paying or making adequate provision for all the Fund’s liabilities, as soon as practicable following the Termination Date distribute the net assets of the ETF pro rata among the unitholders of record of the Fund on the Termination Date.

Purchase’s 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 ETF securities within 48 hours after the receipt of a confirmation of a purchase of such securities. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation, or 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 EVOLVE FUND CORP. (ON BEHALF OF THE FUND), THE MANAGER
AND PROMOTER**

Dated: April 26, 2021

The prospectus dated September 25, 2020, as amended by this amendment no. 1 dated April 26, 2021, together with the documents incorporated by reference herein, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus dated September 25, 2020 as amended by this amendment no. 1 dated April 26, 2021, as required by the securities legislation of all of the provinces and territories of Canada.

EVOLVE FUNDS CORP. (ON BEHALF OF THE FUND)

(signed) "*Raj Lala*"

Raj Lala
Chief Executive Officer

(signed) "*Scharlet Igo*"

Scharlet Igo Scharlet Igo
Chief Financial Officer

On behalf of the Board of Directors
of Evolve Fund Corp. (on behalf of the Fund)

(signed) "*Keith Crone*"

Keith Crone
Director

(signed) "*Elliot Johnson*"

Elliot Johnson
Director

EVOLVE FUNDS GROUP INC.
(as manager and promoter of the Fund)

(signed) "*Raj Lala*"

Raj Lala
Chief Executive Officer

(signed) "*Scharlet Igo*"

Scharlet Igo Scharlet Igo
Chief Financial Officer

On behalf of the Board of Directors
of Evolve Fund Corp. (on behalf of the Fund)

(signed) "*Keith Crone*"

Keith Crone
Director

(signed) "*Elliot Johnson*"

Elliot Johnson
Director