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PROSPECTUS



Evolve Funds

Initial Public Offering and Continuous Offering

September 25, 2020

EVOLVE GOLD MINERS FUND (the “Fund”)

Evolve Fund Corp. (formerly Gold Miners Split Corp.) (the “**Corporation**”) is a mutual fund corporation established under the laws of the Province of Ontario. The authorized capital of the Corporation includes an unlimited number of non-cumulative, redeemable, non-voting classes of shares (each, a “**Class**”), issuable in an unlimited number of series, and one class of voting shares designated as “Common Shares”. Each Class is a separate investment fund having specific investment objectives and is specifically referable to a separate portfolio of investments. The Fund is the first of the Classes and is a mutual fund established under the laws of the Province of Ontario. The Fund is an “alternative mutual fund” as defined in National Instrument 81-102 – *Investment Funds*. The Fund currently consists of a single series of exchange traded fund shares (the “**Shares**”). This prospectus qualifies the distribution of the Shares. The Shares are denominated in Canadian dollars.

The Fund seeks to provide holders of Shares with long-term capital appreciation by investing primarily in a diversified mix of equity securities of gold mining issuers located domestically or internationally. See “Investment Objectives”.

The Fund will invest in a portfolio (the “**Portfolio**”) comprised primarily of common shares (“**Portfolio Securities**”) of gold mining issuers included in the S&P/TSX Global Gold Index, the NYSE Arca Gold Miners Index and/or the MVIS Global Junior Gold Miners Index (collectively, the “**Constituent Indexes**”) selected by Evolve Funds Group Inc. (the “**Manager**”). The Manager will only purchase securities for inclusion in the Portfolio listed in Canada, the United States, Australia or Europe. In order to qualify for inclusion in the Portfolio, at the time of investment and at the time of each reconstitution, (i) at least 90% of total assets of the Fund must be invested in issuers included in a Constituent Index; (ii) at least 90% of total assets of the Fund must be invested in issuers that have a market capitalization of no less than \$350 million; and (iii) at least 60% of total assets of the Fund must be invested in issuers that have a market capitalization of no less than \$1 billion. The foregoing does not include cash and/or cash equivalents, and the Fund is not restricted in the amount of cash or cash equivalents it can hold at any time. The Fund will not make any investment in an issuer that would result in holdings of that issuer comprising more than 8% of the net asset value of the Fund at the time of investment. The foregoing criteria will be applied on a “look through” basis, as applicable (for example in the event exchange-traded funds are included in the Portfolio). The Manager expects that at least 15 gold mining issuers will comprise the Portfolio. See “Investment Strategies”.

The Manager, a registered investment fund manager and portfolio manager, is the promoter, manager and portfolio manager of the Fund and is responsible for the administration of the Fund. See “Organization and Management Details of the Fund – Manager”.

Listing of Shares

The Neo Exchange Inc. (the “**NEO**”) has conditionally approved the listing of the Shares on the facilities of the NEO, subject to the satisfaction by the Fund of the NEO’s listing requirements. Investors will be able to buy or sell Shares on the NEO through registered brokers and dealers in the province or territory where the investor resides.

Investors may incur customary brokerage commissions in buying or selling Shares. No fees are paid by investors to the Manager or the Fund in connection with buying or selling Shares on the NEO. Shareholders may also redeem Shares for cash at a redemption price per Share equal to 95% of the closing price for the Shares on the NEO on the effective day of redemption, subject to a maximum redemption price per Share equal to the NAV per Share (as defined herein) on the effective day of redemption, or exchange a Prescribed Number of Shares (as defined herein) (or an integral multiple thereof) for baskets of securities and cash or, in certain circumstances, for cash. See “Exchange, Redemption and Switches of Shares – Redemption of Shares for Cash” and “Exchange, Redemption and Switches of Shares – Exchange of Shares at NAV per Share for Baskets of Securities and/or Cash”.

The Fund issues Shares directly to the Designated Broker (as defined herein) and Dealers (as defined herein).

Eligibility for Investment

Provided that the Corporation qualifies as a “mutual fund corporation” within the meaning of the Tax Act (as defined herein), or that the Shares are listed on a “designated stock exchange” within the meaning of the Tax Act (which includes the NEO), the Shares, if issued on the date hereof, would be on such date “qualified investments” under the Tax Act for a trust governed by a RRSP (as defined herein), a RRIF (as defined herein), a RDSP (as defined herein), a deferred profit sharing plan, a RESP (as defined herein) or a TFSA (as defined herein).

Additional Considerations

The Fund is an alternative mutual fund within the meaning of National Instrument 81-102 – *Investment Funds* (“**NI 81-102**”), and has the ability to use investment strategies that are not permitted for other types of mutual funds. The specific features that differentiate the Fund from other types of mutual funds include the increased use of leverage through cash borrowing. In accordance with the Fund’s investment restrictions and NI 81-102, the aggregate value of all cash borrowing by the Fund shall not exceed 50% of the Fund’s net asset value. While these strategies will only be used in accordance with the Fund’s investment objectives, strategies and restrictions, during certain market conditions they may accelerate the risk that an investment in shares decreases in value.

THESE BRIEF STATEMENTS DO NOT DISCLOSE ALL OF THE RISKS AND OTHER SIGNIFICANT ASPECTS OF INVESTING IN THE FUND. AN INVESTOR SHOULD CAREFULLY READ THIS PROSPECTUS, INCLUDING THE DESCRIPTION OF THE PRINCIPAL RISK FACTORS OF THE FUND BEFORE INVESTING IN THE FUND. SEE “RISK FACTORS”.

Registration of interests in, and transfer of, the Shares are made only through CDS Clearing and Depository Services Inc. Beneficial owners do not have the right to receive physical certificates evidencing their ownership.

Documents Incorporated by Reference

Additional information about the Fund is or will be available in the most recently filed annual financial statement, any interim financial statement filed after the annual financial statement, the most recently filed annual management report of fund performance (“**MRFP**”), any interim MRFP filed after the annual MRFP for the Fund, and the most recently filed ETF Facts (as defined herein) for the Fund. These documents are incorporated by reference into, and legally form an integral part of, this prospectus. See “Documents Incorporated by Reference” for further details.

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GLOSSARY

Unless otherwise indicated, the references to dollar amounts in this prospectus are to Canadian dollars and all references to times in this prospectus are to Toronto time.

Administration Fee – has the meaning ascribed thereto under “Fees and Expenses – Fees and Expenses Payable by the Fund – Certain Operating Expenses”.

allowable capital loss – has the meaning ascribed thereto under “Income Tax Considerations – Taxation of Resident Shareholders”.

Articles – means the Articles of Amendment of the Corporation dated September 21, 2020, as the same may be amended from time to time.

Basket of Securities – means (i) a group of some or all of the Portfolio Securities held, to the extent reasonably possible, in approximately the same proportion as they are reflected in the Portfolio; (ii) a group of some or all of the Portfolio Securities and other securities selected by the Manager from time to time that collectively reflect the aggregate investment characteristics of, or a representative sample of, the Portfolio; or (iii) a group of securities and/or assets determined by the Manager from time to time representing the constituents of the portfolio of the Evolve Fund.

Canadian Securities Legislation – means the securities legislation in force in each province and territory of Canada, all regulations, rules, orders and policies made thereunder and all multilateral and national instruments adopted by the Securities Regulatory Authorities, as the same may be amended, restated or replaced from time to time.

Capital Gains Dividend – has the meaning ascribed thereof under “Income Tax Considerations”.

CDS – means CDS Clearing and Depository Services Inc.

CDS Participant – means a registered dealer or other financial institution that is a participant in CDS and that holds Shares on behalf of beneficial owners of Shares.

Class – has the meaning ascribed thereto on the face page hereof.

Common Shares – means the voting, non-participating common shares of the Corporation.

Constituent Indexes – has the meaning ascribed thereto on the face page hereof.

Corporation – means Evolve Fund Corp., a mutual fund corporation established under the laws of the Province of Ontario.

CRA – means the Canada Revenue Agency.

Custodian – means CIBC Mellon Trust Company or its successor, in its capacity as custodian of the Fund pursuant to the Custodian Agreement.

Custodian Agreement – means the master custodian agreement dated July 24, 2017, as amended, between the Manager, in its capacity as manager of the Fund, and the Custodian, as may be further supplemented, amended, and/or amended and restated from time to time.

Dealer – means a registered dealer (that may or may not be the Designated Broker) that has entered into a continuous distribution dealer agreement with the Manager, on behalf of the Fund, and that subscribes for and purchases Shares from the Fund.

Designated Broker – means a registered dealer that has entered into a designated broker agreement with the Manager, on behalf of the Fund, pursuant to which the Designated Broker agrees to perform certain duties in relation to the Fund.

Distribution Record Date – means a date determined by the Manager as a record date for the determination of the Shareholders of the Fund entitled to receive a distribution.

DPSP – means a deferred profit sharing plan within the meaning of the Tax Act.

EFG – means Evolve Funds Group Inc., the promoter, manager and portfolio manager of the Fund.

ETF Facts – means the ETF Facts document prescribed by Canadian Securities Legislation in respect of an exchange traded fund, which summarizes certain features of the exchange traded fund and which is publicly available at www.sedar.com and provided or made available to registered dealers for delivery to purchasers of securities of an exchange traded fund.

Fund – means the mutual fund listed on the cover page of this prospectus, a class of shares of Evolve Fund Corp., a corporation existing under the laws of Ontario pursuant to the Articles.

Fund Administrator – means CIBC Mellon Global Securities Services Company or its successor, in its capacity as fund administrator of the Fund pursuant to the Custodian Agreement.

Fund Costs – has the meaning ascribed thereto under “Fees and Expenses – Fees and Expenses Payable by the Fund – Fund Costs”.

GST/HST – means taxes exigible under Part IX of the *Excise Tax Act* (Canada) and the regulations made thereunder.

Interested Parties – has the meaning ascribed thereto under “Organization and Management Details of the Fund – Conflicts of Interest”.

International Information Exchange Legislation – has the meaning ascribed thereto under “Shareholder Matters – International Information Reporting”.

IRC or Independent Review Committee – means the independent review committee of the Fund established under NI 81-107.

Management Agreement – means the management agreement dated as of April 26, 2019, as amended, between the Corporation and the Manager, as may be further supplemented, amended, and/or amended and restated from time to time.

Management Fee – has the meaning ascribed thereto under “Fees and Expenses – Fees and Expenses Payable by the Fund – Management Fees”.

Management Fee Rebates – has the meaning ascribed thereto under “Fees and Expenses – Fees and Expenses Payable by the Fund – Management Fees”.

Manager – has the meaning ascribed thereto on the cover page.

MRFP – has the meaning ascribed thereto on the cover page.

NAV and *NAV per Share* – means the net asset value of the Fund and the net asset value per Share, calculated by the Fund Administrator as described under “Calculation of NAV”.

NEO – means the Neo Exchange Inc.

NI 81-102 – means National Instrument 81-102 – *Investment Funds*, as the same may be amended, restated or replaced from time to time.

NI 81-106 – means National Instrument 81-106 – *Investment Fund Continuous Disclosure*, as the same may be amended, restated or replaced from time to time.

NI 81-107 – means National Instrument 81-107 – *Independent Review Committee for Investment Funds*, as the same may be amended, restated or replaced from time to time.

NP 11-203 – means National Policy 11-203 – *Process for Exemptive Relief Applications in Multiple Jurisdictions* as the same may be amended, restated or replaced from time to time.

Operating Expenses – has the meaning ascribed thereto under “Fees and Expenses – Fees and Expenses Payable by the Fund – Certain Operating Expenses”.

Ordinary Dividend – has the meaning ascribed thereto under “Income Tax Considerations”.

Permitted Mergers – has the meaning ascribed thereto under “Shareholder Matters – Permitted Mergers”.

PNS or Prescribed Number of Shares – means the number of Shares determined by the Manager from time to time for the purpose of subscription orders, exchanges, redemptions or for other purposes.

Portfolio – has the meaning ascribed thereto on the face page hereof.

Portfolio Securities – has the meaning ascribed thereto on the face page hereof.

Prime Broker – means CIBC World Markets Inc.

Proxy Voting Policy – has the meaning ascribed thereto under “Proxy Voting Disclosure for Portfolio Securities Held”.

RDSP – means a registered disability savings plan within the meaning of the Tax Act.

Registered Plans – means, collectively, RDSP, RRSP, RESP, RRIF and TFSA.

Registrar and Transfer Agent – means TSX Trust Company or its successor, in its capacity as transfer agent of the Fund.

Resident Shareholder – has the meaning ascribed thereto under “Income Tax Considerations”.

RESP – means a registered education savings plan within the meaning of the Tax Act.

RRIF – means a registered retirement income fund within the meaning of the Tax Act.

RRSP – means a registered retirement savings plan within the meaning of the Tax Act.

Securities Lending Agents – means, collectively, The Bank of New York Mellon, CIBC Mellon Global Securities Services Company and Canadian Imperial Bank of Commerce.

Securities Lending Agreement – means the securities lending agreement among The Bank of New York Mellon, CIBC Mellon Global Securities Services Company, Canadian Imperial Bank of Commerce and the Manager dated as of January 30, 2018, as amended, as may be further supplemented, amended, and/or amended and restated from time to time.

Securities Regulatory Authorities – means the securities commission or similar regulatory authority in each province and territory of Canada that is responsible for administering the Canadian Securities Legislation in force in such province or territory.

Share – means a non-voting, redeemable, transferable share of the Fund.

Shareholder – means a holder of Shares.

Switch – means a switch of Shares to shares of another series or Class of the Corporation.

Switch Date – means the date upon which Switches between Classes are permitted, as determined by the Manager.

Switch NAV Price – means the NAV per share of the relevant series of the relevant Class on the applicable Switch Date.

Tax Act – means the *Income Tax Act* (Canada) and the regulations thereunder, as amended from time to time.

Tax Proposals – means a proposed amendment to the Tax Act publicly announced by the Minister of Finance (Canada) prior to the date hereof.

taxable capital gain - has the meaning ascribed thereto under “Income Tax Considerations – Taxation of Resident Shareholders”.

TFSA – means a tax-free savings account within the meaning of the Tax Act.

Trading Day – means, for the Fund, unless otherwise agreed by the Manager, a day on which: (i) a regular session of the NEO is held.

Valuation Date – means each Trading Day or any other day designated by the Manager on which the NAV and NAV per Share of the Fund is calculated.

Valuation Time – means, in relation to the Fund, 4:00 p.m. (Toronto time) on a Valuation Date or such other time that the Manager deems appropriate on each Valuation Date.

PROSPECTUS SUMMARY

The following is a summary of the principal features of this distribution and should be read together with the more detailed information, financial data and financial statements contained elsewhere in this prospectus or incorporated by reference in this prospectus.

Issuer: Evolve Gold Miners Fund (the “**Fund**”)

The Fund is a class of shares of Evolve Fund Corp. (formerly Gold Miners Split Corp.) (the “**Corporation**”). The Fund is a mutual fund established under the laws of the Province of Ontario, and is an “alternative mutual fund” as defined in NI 81-102. See “Overview of the Legal Structure of the Fund”.

Evolve Funds Group Inc. (“**EFG**” or the “**Manager**”) is the promoter, manager and portfolio manager of the Fund and is responsible for the administration of the Fund.

**Continuous
Distribution:**

The Corporation is a mutual fund corporation established under the laws of the Province of Ontario. The authorized capital of the Corporation includes an unlimited number of non-cumulative, redeemable, non-voting classes of shares (each, a “**Class**”), issuable in an unlimited number of series, and one class of voting shares designated as “Common Shares”. Each Class is a separate investment fund having specific investment objectives and is specifically referable to a separate portfolio of investments. The Fund is the first of the Classes and is a mutual fund established under the laws of the Province of Ontario. The Fund currently consists of a single series of exchange traded fund shares (the “**Shares**”).

The Shares are offered on a continuous basis and there is no maximum number of Shares that may be issued.

The Neo Exchange Inc. (the “**NEO**”) has conditionally approved the listing of the Shares on the facilities of the NEO, subject to the satisfaction by the Fund of the NEO’s listing requirements. Investors will be able to buy or sell Shares on the NEO through registered brokers and dealers in the province or territory where the investor resides.

Investors may incur customary brokerage commissions in buying or selling Shares. No fees are paid by investors to the Manager or the Fund in connection with buying or selling Shares on the NEO. Investors may trade Shares in the same way as other securities listed on the NEO, including by using market orders and limit orders.

See “Purchases of Shares – Continuous Distribution” and “Purchases of Shares – Buying and Selling Shares”.

**Investment
Objectives:**

The Fund seeks to provide holders of Shares with long-term capital appreciation by investing primarily in a diversified mix of equity securities of gold mining issuers located domestically or internationally.

The Fund is an alternative mutual fund within the meaning of National Instrument 81-102 – *Investment Funds* (“**NI 81-102**”), and has the ability to use investment strategies that are not permitted for other types of mutual funds. The specific features that differentiate the Fund from other types of mutual funds include the increased use of leverage through cash borrowing. In accordance with the Fund’s investment restrictions and NI 81-102, the aggregate value of all cash borrowing by the Fund shall not exceed 50% of the Fund’s net asset value. While these strategies will only be used in accordance with the Fund’s investment objectives, strategies and restrictions, during certain market conditions they may accelerate the risk that an investment in shares decreases in value.

See “Investment Objectives”.

**Investment
Strategies:**

To achieve its investment objectives, the Fund will provide exposure to a portfolio (the “**Portfolio**”) comprised primarily of common shares (“**Portfolio Securities**”) of gold mining issuers included in the S&P/TSX Global Gold Index, the NYSE Arca Gold Miners Index and/or the MVIS Global Junior Gold Miners Index (collectively, the “**Constituent Indexes**”) selected by the Manager. The Manager will only purchase securities for inclusion in the Portfolio listed in Canada, the United States, Australia or Europe.

In order to qualify for inclusion in the Portfolio, at the time of investment and at the time of each reconstitution, (i) at least 90% of total assets of the Fund must be invested in issuers included in a Constituent Index; (ii) at least 90% of total assets of the Fund must be invested in issuers that have a market capitalization of no less than \$350 million; and (iii) at least 60% of total assets of the Fund must be invested in issuers that have a market capitalization of no less than \$1 billion. The foregoing does not include cash and/or cash equivalents, and the Fund is not restricted in the amount of cash or cash equivalents it can hold at any time. The Fund will not make any investment in an issuer that would result in holdings of that issuer comprising more than 8% of the NAV of the Fund at the time of investment. The foregoing criteria will be applied on a “look through” basis, as applicable (for example in the event exchange-traded funds are included in the Portfolio). See “Investment Strategies – Investment Guidelines”.

After applying the above-mentioned criteria, the Manager will select Portfolio Securities of gold mining issuers to construct the Portfolio after considering, among other factors, each gold mining issuer’s:

- market capitalization relative to other members in the industry and the Constituent Indexes mentioned above;
- valuation as indicated by metrics such as price to earnings ratio, price to book ratio and/or enterprise value to EBITDA ratio;
- liquidity of the equity securities as measured by 30-day average daily traded volume;
- price volatility as measured by 30-day standard deviation of share prices relative to their historical averages;
- current dividend yield and dividend growth history;
- options market conditions, specifically implied volatility of individual stock options as compared to historical volatility of the underlying stock as well as liquidity of each options contract;
- covered call premium levels on available options; and
- relevant fundamental metrics and news.

The Manager expects that the Fund will be invested directly, or indirectly, in at least 15 gold mining issuers.

In addition to, or instead of, investing in common shares of gold mining issuers directly, the Fund may invest, at the Manager’s discretion, some or all of the Portfolio’s assets in exchange-traded funds that provide exposure to gold mining issuers as their primary purpose, consistent with the Fund’s investment objectives. Such exchange-traded funds may include exchange-traded funds managed by the Manager. There will be no duplication of fees payable by the Fund in connection with any investment by the Fund in exchange-traded funds managed by the Manager.

The Portfolio may be reconstituted at the Manager’s discretion. The Portfolio will be monitored on a continual basis to ensure compliance with the investment objectives and restrictions described herein as well as compliance with relevant regulations and

securities law. The Portfolio will be reconstituted when the concentration level in a single issuer exceeds 8% of the NAV of the Fund or at any time the Manager deems it necessary to do so. Such reconstitution activities will be performed in a timely manner at the discretion of the Manager with considerations given to market conditions including liquidity of the equity securities and options contracts. Other than reconstitutions of the Portfolio prompted by the events and criteria described above, the Manager expects relatively low turnover in the Portfolio. The Manager will seek to maintain at least 15 equity securities in the Portfolio. See “Investment Strategies – Reconstitution Criteria”.

Use of Leverage: The Fund may use leverage. Leverage is expected to be created primarily through the use of cash borrowing in connection with prime brokerage margin arrangements. The Fund may borrow cash up to 50% of its NAV.

See “Investment Strategies – Use of Leverage”.

Call Option Writing In order to generate sufficient income to cover the cost of the Fund’s, the Manager intends to employ an option strategy whereby it writes covered call options on securities held in the Portfolio and cash secured put options on securities desired to be held in the Portfolio. It is the Manager’s belief that utilizing the option strategy will assist in providing Shareholders with lower volatility and potentially enhanced returns as compared to owning the individual securities in the Portfolio directly. The Manager expects that under normal market conditions 15% of the Portfolio will be subject to covered call writing.

See “Investment Strategies – Call Option Writing”.

Special Considerations for Purchasers: The provisions of the so-called “early warning” requirements set out in Canadian Securities Legislation do not apply in connection with the acquisition of Shares. In addition, the Fund has obtained exemptive relief from the Securities Regulatory Authorities to permit Shareholders to acquire more than 20% of the Shares through purchases on the NEO without regard to the takeover bid requirements of applicable Canadian Securities Legislation.

See “Attributes of the Securities – Description of the Securities Distributed”.

Risk Factors: An investment in Shares is subject to certain risks, which are described under “Risk Factors”.

Income Tax Considerations: A Shareholder who is resident in Canada will generally be required to include, in computing income for a taxation year, the amount of dividends, other than Capital Gains Dividends (“**Ordinary Dividends**”) or the taxable portion of any Capital Gains Dividends that are paid or become payable to the Shareholder by the Fund in that year (including such income that is paid in Shares or reinvested in additional Shares).

A Shareholder who disposes of a Share that is held as capital property, including on a redemption or otherwise, will generally realize a capital gain (or capital loss) to the extent that the proceeds of disposition, net of costs of disposition, exceed (or are less than) the adjusted cost base of that Share.

Each investor should satisfy himself or herself as to the federal and provincial tax consequences of an investment in Shares by obtaining advice from his or her tax advisor.

See “Income Tax Considerations”.

Exchanges and Redemptions: In addition to the ability to sell Shares on the NEO, Shareholders may also (i) redeem Shares for cash at a redemption price per Share equal to 95% of the closing price for the

Shares on the NEO on the effective day of redemption, subject to a maximum redemption price per Share equal to the NAV per Share on the effective day of redemption, less any applicable administrative fee determined by the Manager, in its sole discretion, from time to time, or (ii) exchange a PNS (or an integral multiple thereof) for Baskets of Securities and cash or, in certain circumstances, for cash.

See “Exchange, Redemption and Switches of Shares – Redemption of Shares for Cash” and “Exchange, Redemption and Switches of Shares – Exchange of Shares at NAV per Share for Baskets of Securities and/or Cash”.

Switches:

In the future, if additional series of shares of the Fund are added, a Shareholder may switch Shares of the Fund for shares of another series of shares of the Fund (a “**Switch**”) through the facilities of CDS by contacting their financial advisor or broker. Shares may be switched on any date designated by the Manager as a switch date (a “**Switch Date**”) by delivering written notice to the Transfer Agent and Registrar and surrendering such Shares through the facilities of CDS by 4:00 p.m. (Toronto time) at least one business day prior to the Switch Date. Written notice must contain the name of the series of the Fund, the ticker symbol of the Shares of the Fund and the number of Shares to be switched, and the name of the series and the ticker symbol of the shares of the series to which the Shareholder wishes to Switch. The Manager may, in its discretion, change the frequency with which Shares may be switched at any time upon 30 days’ notice by way of press release. Notwithstanding the foregoing, Shareholders will not be able to Switch shares of an exchange traded fund series of shares of the Fund into shares of a mutual fund series of shares of the Fund, or vice versa, nor will switches be permitted between shares of different Classes.

Distributions:

Cash distributions, if any, on Shares will be payable if and when declared by the board of directors of the Corporation.

The Fund will not have a fixed distribution amount. The amount and frequency of distributions, if any, will be based on the Manager’s assessment of anticipated cash flow and anticipated expenses of the Fund from time to time. The date of any cash distribution of the Fund will be announced in advance by issuance of a press release. The Manager may, in its complete discretion, change the frequency of the distributions and any such change will be announced by issuance of a press release.

Depending on the underlying investments of the Fund, distributions on Shares may consist of Ordinary Dividends or Capital Gains Dividends and may include returns of capital. To the extent that the expenses of the Fund exceed the income generated by the Fund in any applicable distribution period, or in case the Fund needs to pay a Capital Gains Dividend to recover refundable tax, it is not expected that a distribution for that period will be paid.

In addition, the Fund may from time to time pay additional distributions on its Shares, including without restriction in connection with returns of capital.

The tax treatment to Shareholders of distributions is discussed under the heading “Income Tax Considerations”. See “Distribution Policy”.

Distribution Reinvestment Plan:

The Fund may provide Shareholders with the opportunity to reinvest cash distributions in additional Shares through participation in a distribution reinvestment plan.

See “Distribution Policy – Distribution Reinvestment Plan”.

Termination:

The Fund does not have a fixed termination date but may be terminated at the discretion of the Manager in certain circumstances. See “Termination of the Fund”.

Eligibility for Investment:

Provided that the Corporation qualifies as a “mutual fund corporation” within the meaning of the Tax Act, or the Shares are listed on a “designated stock exchange” within the meaning of the Tax Act (which includes the NEO), Shares, if issued on the date hereof, would be on such date “qualified investments” under the Tax Act for a trust governed by a RRSP, RRIF, RDSP, RESP or TFSA.

Provided that a holder of a TFSA or RDSP, a subscriber of an RESP, or an annuitant of an RRSP or RRIF, as the case may be, deals at arm’s length with the Corporation for purposes of the Tax Act and does not have a “significant interest” (within the meaning of subsection 207.01(4) of the Tax Act) in the Corporation, the Shares will not be a prohibited investment under the Tax Act for such TFSA, RDSP, RRSP, RRIF, or RESP. In addition, the Shares will not be a “prohibited investment” if such Shares are “excluded property” as defined in subsection 207.01(1) of the Tax Act for trusts governed by an RRSP, RRIF, RDSP, DPSP, RESP or TFSA.

Holders, annuitants and subscribers should consult their own tax advisors with respect to the application of these rules having regard to their own particular circumstances.

See “Income Tax Considerations”.

Documents Incorporated by Reference:

Additional information about the Fund is or will be available in the most recently filed annual financial statement, any interim financial statement filed after the annual financial statement, the most recently filed annual management report of fund performance (“MRFP”), any interim MRFP filed after the annual MRFP for the Fund, and the most recently filed ETF Facts for the Fund. These documents are incorporated by reference into, and legally form an integral part of, this prospectus. These documents are publicly available on the Manager’s website at www.evolvefunds.com and may be obtained upon request, at no cost, by calling (416) 214-4884 or toll-free at 1-844-370-4884, by sending an email request to info@evolvefunds.com or by contacting a registered dealer. These documents and other information about the Fund are also publicly available at www.sedar.com.

See “Documents Incorporated by Reference”.

Board of Directors, Manager and Portfolio Manager:

As the Fund is a Class of shares in the capital of the Corporation, governance and management decisions are ultimately made by the board of directors of the Corporation. See “Organization and Management Details of the Fund – Officers and Directors of the Corporation”.

In its capacity as manager, EFG is responsible for the administration and operations of the Fund. In its capacity as portfolio manager, EFG is responsible for the oversight and provision of investment advisory services to the Fund.

The principal office of the Corporation, the Fund and EFG is located at 161 Bay Street, Suite 2700, Toronto, ON M5J 2S1.

See “Organization and Management Details of the Fund – Manager”.

Promoter:

EFG has taken the initiative of re-organizing the Fund and is, accordingly, the promoter of the Fund within the meaning of securities legislation of certain provinces and territories of Canada.

See “Organization and Management Details of the Fund – Promoter”.

Custodian: CIBC Mellon Trust Company, at its principal office in Toronto, Ontario, is the Custodian of the assets of the Fund and holds those assets in safekeeping. The Custodian is entitled to receive fees from the Manager as described under “Fees and Expenses” and to be reimbursed for all expenses and liabilities that are properly incurred by the Custodian in connection with the activities of the Fund.

See “Organization and Management Details of the Fund – Custodian”.

Fund Administrator: CIBC Mellon Global Securities Services Company, at its principal office in Toronto, Ontario, is the Fund Administrator. The Fund Administrator is responsible for certain aspects of the day-to-day administration of the Fund, including NAV calculations, calculating net income and net realized capital gains of the Fund and maintaining books and records with respect to the Fund.

See “Organization and Management Details of the Fund – Fund Administrator”.

Registrar and Transfer Agent: TSX Trust Company, at its principal office in Toronto, Ontario, is the registrar and transfer agent for the Shares and maintains the register of registered Shareholders. The register of the Fund is kept in Toronto, Ontario.

See “Organization and Management Details of the Fund – Registrar and Transfer Agent”.

Securities Lending Agents: The Bank of New York Mellon, CIBC Mellon Global Securities Services Company or Canadian Imperial Bank of Commerce may act as the securities lending agent for the Fund pursuant to the Securities Lending Agreement.

See “Organization and Management Details of the Fund – Securities Lending Agents”.

Primer Broker The Prime Broker provides prime brokerage services to the Fund, including, but not limited to, margin lending in connection with the leverage strategies of the Fund.

See “Organization and Management Details of the Fund – Prime Broker”.

Auditors: Ernst & Young LLP, at its principal offices in Toronto, Ontario, are the auditors of the Fund. The auditors will audit the Fund’s annual financial statement and provide an opinion as to whether they present fairly the Fund’s financial position, financial performance and cash flows in accordance with International Financial Reporting Standards. The auditors are independent with respect to the Fund within the meaning of the Rules of the Professional Conduct of the Chartered Professional Accountants of Ontario.

See “Organization and Management Details of the Fund – Auditors”.

Summary of Fees and Expenses

The following table lists the fees and expenses that an investor may have to pay if the investor invests in the Fund. An investor may have to pay some of these fees and expenses directly. The Fund may have to pay some of these fees and expenses, which will therefore reduce the value of an investment in the Fund. See “Fees and Expenses”.

Fees and Expenses Payable by the Fund

Type of Fee	Amount and Description
Management Fee:	<p>Unless otherwise waived or reimbursed by the Manager, the Fund pays an annual management fee (the “Management Fee”) to the Manager for acting as manager and portfolio manager of the Fund equal to 0.70% of the NAV of the Fund, calculated daily and payable monthly in arrears, plus applicable taxes.</p> <p>The Manager may, at its discretion, agree to waive or reimburse a portion of the Management Fee payable by the Fund from time to time. In addition, the Manager may, at its discretion, agree to charge a reduced Management Fee for some Shareholders as compared to the Management Fee that it otherwise would be entitled to receive from the Fund, provided that the difference between the fee otherwise chargeable and the reduced fee is distributed periodically by the Fund to the applicable Shareholders as a management fee rebate (the “Management Fee Rebates”). Any reduction will depend on a number of factors, including the amount invested, the NAV of the Fund and the expected amount of account activity. See “Fees and Expenses”.</p>
Certain Operating Expenses:	<p>Other than Fund Costs (as defined below), in consideration for the payment by the Fund of a fixed administration fee (the “Administration Fee”) to the Manager, and subject to compliance with NI 81-102, the Manager pays for the following operating expenses of the Fund (“Operating Expenses”), including but not limited to: mailing and printing expenses for periodic reports to Shareholders; fees payable to the Registrar and Transfer Agent and Custodian; any reasonable out of pocket expenses incurred by the Manager or its agents in connection with their ongoing obligations to the Fund; IRC committee member fees and expenses in connection with the IRC; expenses related to compliance with NI 81-107; fees and expenses relating to voting of proxies by a third party; insurance coverage for the members of the IRC; fees payable to the auditors and legal advisors of the Fund; regulatory filing, stock exchange and licensing fees (if applicable) and CDS fees; Fundserv fees; banking costs and interest with respect to any borrowing (if applicable); website maintenance costs; costs and expenses of complying with all applicable laws, regulations and policies, including expenses and costs incurred in connection with the continuous public filing requirements such as permitted prospectus preparation and filing expenses; and legal, accounting and audit fees and fees and expenses of the Custodian and Manager which are incurred in respect of matters not in the normal course of the Fund’s activities. The Administration Fee paid to the Manager by an Evolve Fund may, in any particular period, be less than or exceed the Operating Expenses that the Manager incurs. The Manager is not obligated to pay any other expense, cost or fee, including those arising from new government or regulatory requirements relating to the foregoing expenses, costs and fees.</p> <p>The annual Administration Fee is equal to 0.15% of the NAV of the Fund, calculated and paid in the same manner as the Management Fee for the Fund.</p>
Fund Costs:	<p>The fund costs (“Fund Costs”) which are payable by the Fund include any taxes payable by the Fund to which the Fund may be subject, including income taxes, sales taxes (including GST/HST) and/or withholding taxes; expenditures incurred upon termination of the Fund; extraordinary expenses that the Fund may incur and all amounts paid on account of any indebtedness (if applicable); any expenses of insurance and costs of all suits or legal proceedings in connection with the Fund or the assets of the Fund or to protect the Shareholders, the Manager, and the directors, officers, employees or agents of any of them; any expenses of indemnification of the Shareholders, the Manager, and the directors, officers, employees or agents of any of them to the extent permitted by applicable law; and expenses relating to the preparation, printing and mailing of information to Shareholders in connection with meetings of Shareholders. The Fund is</p>

also responsible for all commissions and other costs of portfolio transactions and any extraordinary expenses of the Fund which may be incurred from time to time.

Fees and Expenses Payable Directly by Shareholders

Type of Fee	Amount and Description
Administrative Fee:	<p>An amount as may be agreed to between the Manager and the Designated Broker or a Dealer of the Fund may be charged to offset certain transaction costs associated with an issue, exchange or redemption of Shares. This charge does not apply to Shareholders who buy and sell its Shares through the facilities of the NEO.</p> <p>See “Fees and Expenses – Fees and Expenses Payable Directly by the Shareholders – Administrative Fees” and “Exchange, Redemption and Switches of Shares – Administrative Fee”.</p>
Switch Fees	<p>Shareholders may have to pay their financial advisor, investment advisor or broker a transfer fee based on the value of the Shares that are Switched.</p> <p>See “Fees and Expenses” and “Redemption and Switching of Shares – Switches”.</p>

OVERVIEW OF THE LEGAL STRUCTURE OF THE FUND

Evolve Fund Corp. (formerly Gold Miners Split Corp.) (the “**Corporation**”) is a mutual fund corporation established under the laws of the Province of Ontario. The authorized capital of the Corporation includes an unlimited number of non-cumulative, redeemable, non-voting classes of shares (each, a “**Class**”), issuable in an unlimited number of series, and one class of voting shares designated as “Common Shares”. Each Class is a separate investment fund having specific investment objectives and is specifically referable to a separate portfolio of investments. The Fund is the first of the Classes and is a mutual fund under applicable securities laws. The Fund is an “alternative mutual fund” as defined in NI 81-102. The Fund currently consists of a single series of exchange traded fund shares (the “**Shares**”).

EFG, a registered investment fund manager and portfolio manager, is the promoter, manager and portfolio manager of the Fund, and in its capacity as manager, is responsible for the administration of the Fund. The principal office of the Fund and EFG is located at 161 Bay Street, Suite 2700, Toronto, ON M5J 2S1.

The NEO has conditionally approved the listing of the Shares on the facilities of the NEO, subject to the satisfaction by the Fund of the NEO’s listing requirements. Investors will be able to buy or sell Shares on the NEO through registered brokers and dealers in the province or territory where the investor resides.

The full legal name of the Fund is Evolve Gold Miners Fund, and the NEO ticker symbol for the Fund is “GLC”.

INVESTMENT OBJECTIVES

The Fund seeks to provide holders of Shares with long-term capital appreciation by investing primarily in a diversified mix of equity securities of gold mining issuers located domestically or internationally.

The Fund is an alternative mutual fund within the meaning of NI 81-102, and has the ability to use investment strategies that are not permitted for other types of mutual funds. The specific features that differentiate the Fund from other types of mutual funds include the increased use of leverage through cash borrowing. In accordance with the Fund’s investment restrictions and NI 81-102, the aggregate value of all cash borrowing by the Fund shall not exceed 50% of the Fund’s net asset value. These strategies will only be used in accordance with the Fund’s investment objectives, strategies and restrictions.

The investment objectives of the Fund may not be changed except with the approval of its Shareholders. See “Shareholder Matters”.

INVESTMENT STRATEGIES

Investment Guidelines

To achieve its investment objectives, the Fund will provide exposure to a portfolio (the “**Portfolio**”) comprised primarily of common shares (“**Portfolio Securities**”) of gold mining issuers included in the S&P/TSX Global Gold Index, the NYSE Arca Gold Miners Index and/or the MVIS Global Junior Gold Miners Index (collectively, the “**Constituent Indexes**”) selected by the Manager. The Manager will only purchase securities for inclusion in the Portfolio listed in Canada, the United States, Australia or Europe.

In order to qualify for inclusion in the Portfolio, at the time of investment and at the time of each reconstitution, (i) at least 90% of total assets of the Fund must be invested in issuers included in a Constituent Index; (ii) at least 90% of total assets of the Fund must be invested in issuers that have a market capitalization of no less than \$350 million; and (iii) at least 60% of total assets of the Fund must be invested in issuers that have a market capitalization of no less than \$1 billion. The foregoing does not include cash and/or cash equivalents, and the Fund is not restricted in the amount of cash or cash equivalents it can hold at any time. The Fund will not make any investment in an issuer that would result in holdings of that issuer comprising more than 8% of the NAV of the Fund at the time of investment. The foregoing criteria will be applied on a “look through” basis, as applicable (for example in the event exchange-traded funds are included in the Portfolio).

After applying the above-mentioned criteria, the Manager will select Portfolio Securities of gold mining issuers to construct the Portfolio after considering, among other factors, each gold mining issuer's:

- market capitalization relative to other members in the industry and the Constituent Indexes mentioned above;
- valuation as indicated by metrics such as price to earnings ratio, price to book ratio and/or enterprise value to EBITDA ratio;
- liquidity of the equity securities as measured by 30-day average daily traded volume;
- price volatility as measured by 30-day standard deviation of share prices relative to their historical averages;
- current dividend yield and dividend growth history;
- options market conditions, specifically implied volatility of individual stock options as compared to historical volatility of the underlying stock as well as liquidity of each options contract;
- covered call premium levels on available options; and
- relevant fundamental metrics and news.

The Manager expects that the Fund will be invested directly, or indirectly, in at least 15 gold mining issuers.

In addition to, or instead of, investing in common shares of gold mining issuers directly, the Fund may invest, at the Manager's discretion, some or all of the Portfolio's assets in exchange-traded funds that provide exposure to gold mining issuers as their primary purpose, consistent with the Fund's investment objectives. Such exchange-traded funds may include exchange-traded funds managed by the Manager. There will be no duplication of fees payable by the Fund in connection with any investment by the Fund in exchange-traded funds managed by the Manager.

It is anticipated that the Manager will also employ leverage in its investment strategies. As an "alternative mutual fund", the Fund is not subject to certain investment restrictions set out in NI 81-102 that restrict the ability of a conventional mutual fund (other than an alternative mutual fund) to leverage its assets through borrowing. In accordance with the Fund's investment restrictions and NI 81-102, the aggregate value of all cash borrowing by the Fund shall not exceed 50% of the Fund's net asset value. Notwithstanding the foregoing, the Fund's investment restrictions prohibit the Fund from purchasing derivatives, entering into derivative or other transactions, and entering into short-sale arrangements, except as specifically permitted under NI 81-102 or as permitted by the Canadian Securities Administrators for investment funds other than "alternative mutual funds".

In order to generate sufficient income to cover the cost of the Fund's leverage, the Manager intends to employ an option strategy whereby it writes covered call options on securities held in the Portfolio and cash secured put options on securities desired to be held in the Portfolio. It is the Manager's belief that utilizing the option strategy will assist in providing Shareholders with lower volatility and potentially enhanced returns as compared to owning the individual securities in the Portfolio directly. The Manager expects that under normal market conditions 15% of the Portfolio will be subject to covered call writing. See "Investment Strategies – Use of Leverage".

Constituent Indexes

The S&P/TSX Global Gold Index is a modified cap-weighted index, whose equity weights are capped at 25%. Designed to provide an investable index of global gold securities, eligible securities are classified under the Global Industry Classification Standard (GICS®) Gold subsector. The base date is September 29, 2000 at a value of 100.

The NYSE Arca Gold Miners Index is a modified market capitalization weighted index comprised of publicly traded companies involved primarily in the mining for gold and silver. The index benchmark value was 500 at the close of trading on December 20, 2002. The index is calculated and maintained by the American Stock Exchange.

The MVIS Global Junior Gold Miners Index covers the most liquid small-cap companies which are active in the gold/silver mining sector. The index is reviewed on a quarterly basis, float market capitalization weighted, and the maximum component weight is 8%.

Reconstitution Criteria

The Portfolio may be reconstituted at the Manager's discretion. The Portfolio will be monitored on a continual basis to ensure compliance with the investment objectives and restrictions described herein as well as compliance with relevant regulations and securities law. The Portfolio will be reconstituted when the concentration level in a single issuer exceeds 8% of the NAV of the Fund or at any time the Manager deems it necessary to do so. Such reconstitution activities will be performed in a timely manner at the discretion of the Manager with considerations given to market conditions including liquidity of the equity securities. The Manager will seek to maintain at least 15 equity securities in the Portfolio.

Among other circumstances, the Manager may remove one or more issuers included in the Portfolio based on its view of market conditions or the future performance of such company. In any such circumstances, the Manager may determine whether to replace the company removed from the Portfolio with one or more companies or to rebalance the remaining constituents of the Portfolio.

Other than reconstitutions of the Portfolio prompted by the events and criteria described above, the Manager expects relatively low turnover in the Portfolio.

Use of Leverage

As an "alternative mutual fund", the Fund is not subject to certain investment restrictions set out in NI 81-102 that restrict the ability of a conventional mutual fund (other than an alternative mutual fund) to leverage its assets through borrowing. Notwithstanding the foregoing, the Fund's investment restrictions prohibit the Fund from purchasing derivatives, entering into derivative or other transactions, and entering into short-sale arrangements, except as specifically permitted under NI 81-102 or as permitted by the Canadian Securities Administrators for investment funds other than "alternative mutual funds".

In accordance with the Fund's investment restrictions and NI 81-102, the aggregate value of all cash borrowing by the Fund shall not exceed 50% of the Fund's net asset value. If the aggregate value of all cash borrowing by the Fund exceeds 50% of the Fund's net asset value, the Fund shall, as quickly as is commercially reasonable, take all necessary steps to reduce the aggregate value of all cash borrowing to 50% or less of the Fund's net asset value.

Cash Borrowing

It is anticipated that the Fund's primary source of leverage will be through the use of cash borrowing in connection with prime brokerage margin arrangements. As an "alternative mutual fund", the Fund is not subject to certain cash borrowing restrictions set out in applicable securities legislation that are applicable to conventional mutual funds. Where the Fund engages in cash borrowing, it will provide a security interest over fund assets with the lender as security in connection with such borrowings. Pursuant to the Fund's investment restrictions and NI 81-102, the Fund's cash borrowing is subject to certain conditions including:

- (a) the Fund may only borrow from an entity described in sections 6.2 or 6.3 of NI 81-102;
- (b) if the lender is an affiliate of the Manager, the independent review committee of the Fund must approve the applicable borrowing agreement under subsection 5.2(2) of NI 81-107;
- (c) the borrowing agreement entered into is in accordance with normal industry practice and on standard commercial terms for the type of transaction; and

- (d) the aggregate value of all cash borrowing by the Fund does not exceed 50% of the Fund's net asset value.

Call Option Writing

Call Option Writing Strategy

The Manager believes that option writing has potential to add value in some sectors more than others. Option writing programs in the past have relied on the volatility of a security as a source of long-term distributions. All other things being equal, sustained volatility in the price of a security results in higher option premiums in respect of such security. The Manager believes gold stocks, which have historically maintained a high degree of volatility, are well suited for a covered call writing strategy.

Covered call options and cash secured put options may be written from time to time in respect of part or all of the Portfolio. The extent to which any of the individual securities in the Portfolio are subject to options and the terms of such options will vary from time to time based on the Manager's assessment of the market.

If a call option is written on a security in the Portfolio, the amounts that the Fund will be able to realize on the security during the term of the call option will be limited to the dividends/distributions received in respect of such security during such period plus an amount equal to the sum of the strike price and the premium received from writing the option. In essence, the Fund forgoes potential returns resulting from any price appreciation of the security underlying the option above the strike price because the security will be "called away" or the Fund will pay to close out the option by repurchasing the option at the then current market price of the option. Conversely, writing a call option can be advantageous when it is written on a security where the price of the security remains below the strike price over the period of the contract and the option writer benefits from not only the dividends received, but the option writer also retains the premium, enhancing the returns.

If a cash secured put option is written on a security that the Manager desires to hold in the Portfolio, the amounts that the Fund will be able to realize on the cash used to secure the put option during the term of the option will be limited to any interest earned on the underlying cash position and the premium received from writing the option. If the price of the security underlying the put option declines below the strike price, the Fund would be obligated to purchase the security at a price above the then current market price. As the Fund does not hold the security underlying the put option, the Fund forgoes potential returns resulting from any dividends/distributions paid on such security, as well as any price appreciation of such security above the strike price during the term of the option. Writing a cash secured put option is most advantageous when it is written on a security where the price of the security remains above the strike price over the period of the contract as the option writer retains the full option premium.

Call Option Pricing

Many investors and financial market professionals price call options based on the Black-Scholes Model. In practice, however, actual option premiums are determined in the marketplace and there can be no assurance that the values generated by the Black-Scholes Model can be attained in the market.

Under the Black-Scholes Model (modified to include distributions), the primary factors that affect the option premium received by the seller of a call option are the following:

Factor

Price volatility of the underlying security

Description

The volatility of the price of a security measures the tendency of the price of the security to vary during a specified period. The higher the price volatility, the more likely that the price of that security will fluctuate (either positively or negatively) and the greater the option premium. Price volatility is generally measured in percentage terms on an annualized basis, based on price changes during a period of time immediately prior to or trailing the date of calculation.

The difference between the strike price and the market price of the underlying security at the time the option is written

The smaller the positive difference (or the larger the negative difference), the greater the option premium.

The term of the option

The longer the term, the greater the call option premium.

The “risk-free” or benchmark interest rate in the market in -which the option is issued.

The higher the risk-free interest rate, the greater the call option premium.

The distributions expected to be paid on the underlying security during the relevant term

The greater the distributions, the lower the call option premium.

Currency Hedging

The Fund will enter into currency forwards that will seek to hedge substantially all of its currency exposure to foreign currency denominated assets back to the Canadian dollar. Hedging currency exposure to reduce the impact of fluctuations in exchange rates is intended to reduce exposure to foreign currency risk for Shareholders.

Utilization of Cash Equivalents

The Fund may, from time to time, hold a portion of its assets in cash equivalents. The Fund may also, from time to time, utilize such cash equivalents to provide cover in respect of the writing of cash covered put options, which is intended to generate additional returns and to reduce the net cost of acquiring the securities subject to the put options and for working capital purposes. Such cash covered put options will only be written in respect of securities in which the Fund is permitted to invest. See “Investment Restrictions”.

The holder of a put option purchased from the Fund will have the option, exercisable during a specific time period or at expiry, to sell the securities underlying the option price per security. In such case, the Fund will be obligated to acquire a security at a strike price, which may exceed the then current market value of such security. If, however, the option is out-of-the-money at the expiration of the put option, the holder of the option will likely not exercise the option and the option will expire. In each case, the Fund will retain the option premium. By selling put options, the Fund will receive option premiums, which are generally paid within one Business Day of the writing of the option. The Fund, however, must maintain cash equivalents in an amount at least equal to the aggregate strike price of all securities underlying the outstanding put options that it has written. If at any time during the term of a put option or at expiry the market price of the underlying securities is below the strike price, the holder of the option may exercise the option and the Fund will be obligated to buy the securities from the holder at the strike price per security. In such case, the Fund will be obligated to acquire a security at a strike price, which may exceed the then current market value of such security. If, however, the option is out-of-the-money at the expiration of the put option, the holder of the option will likely not exercise the option and the option will expire. In each case, the Fund will retain the option premium.

Securities Lending

The Fund may enter into securities lending transactions, repurchase and reverse purchase transactions in compliance with NI 81-102 to earn additional income for the Fund.

Under the Securities Lending Agreement, the collateral posted by a securities borrower to the Fund will be required to have an aggregate value equal to or exceeding such percentage of the market value of the loaned securities consistent with prevailing best market practices, and in no case less than the minimum percentage required by any applicable legislation or regulatory authority. In addition to the collateral held by the Fund, the Fund will also benefit from a borrower default indemnity provided by the Securities Lending Agents. The Securities Lending Agents' indemnity will provide for the replacement of a number of securities equal to the number of unreturned loaned securities, or will provide credit to the Fund in the amount of the market value of such unreturned loaned securities as determined at the close of business on the date on which such securities were required to be returned.

OVERVIEW OF THE SECTORS THAT THE FUND INVESTS IN

The Fund will primarily invest in common shares of gold mining issuers included in the S&P/TSX Global Gold Index, the NYSE Arca Gold Miners Index and/or the MVIS Global Junior Gold Miners Index selected by the Manager. The Manager will only purchase securities for inclusion in the Portfolio listed in Canada, the United States, Australia or Europe. See "Investment Objectives" and "Investment Strategies" for additional information.

INVESTMENT RESTRICTIONS

The Fund is subject to certain investment restrictions and practices contained in securities legislation, including NI 81-102, which are designed in part to ensure that the investments of the Fund are diversified and relatively liquid and to ensure their proper administration. A change to the fundamental investment objective of the Fund would require the approval of the Shareholders of the Fund. Please see "Shareholder Matters – Matters Requiring Shareholder Approval".

Subject to the following, and any exemptive relief that has been or will be obtained, the Fund is managed in accordance with the investment restrictions and practices set out in the applicable securities legislation, including NI 81-102. See "Exemptions and Approvals".

The Fund's investment restrictions provide that:

- (a) at least 90% of total assets of the Fund must be invested in issuers included in a Constituent Index;
- (b) at least 90% of total assets of the Fund must be invested in issuers that have a market capitalization of no less than \$350 million;
- (c) at least 60% of total assets of the Fund must be invested in issuers that have a market capitalization of no less than \$1 billion;
- (d) the Fund will not make any investment in an issuer that would result in holdings of that issuer comprising more than 8% of the NAV of the Fund at the time of investment;
- (e) the Fund will not purchase the securities of an issuer if, measured at the time of purchase, such purchase would result in the Fund holding in the aggregate, more than 10% of a class of voting or equity securities of such issuer;
- (f) the Fund will not, with the exception of securities of the Fund's own issue or the acquisition of securities to facilitate a conversion feature in connection with redemptions, purchase securities from, sell securities to, or otherwise contract for the acquisition or disposition of securities with the Manager or any of its affiliates, any officer, director or shareholder of any of them, any person, trust, firm or corporation managed by the Manager or any of its affiliates or any firm or corporation in which any officer, director or shareholder of the Manager may have a material interest (which, for these purposes, includes beneficial ownership of more than 10% of the voting securities of such entity) unless such transaction complies with NI 81-107;
- (g) the Fund may write a call option in respect of any security only if such security is actually held by the Fund in the Portfolio at the time the option is written;

- (h) the Fund may dispose of any security included in the Fund's Portfolio that is subject to a call option written by the Fund only if such option has either terminated or expired;
- (i) the Fund may write put options in respect of any security only if (i) the Fund is permitted to invest in such security, and (ii) so long as the options are exercisable, the Fund continues to hold cash equivalents sufficient to acquire the security underlying the options at the aggregate strike price of such options;
- (j) the Fund may not invest in securities of an issuer that is treated as a foreign affiliate of the Fund;
- (k) the Fund may not make or hold any investment or undertake any activity that would result in the Corporation failing to qualify as a "mutual fund corporation" within the meaning of the Tax Act;
- (l) the Fund may not engage in securities lending that does not constitute a "securities lending arrangement" for purposes of the Tax Act;
- (m) the Fund may not enter into any arrangement where the result is a "dividend rental arrangement" for purposes of the Tax Act;
- (n) the Fund may not invest in any security that is a "tax shelter investment" within the meaning of section 143.2 of the Tax Act;
- (o) the Fund may not invest in: (i) any security that is an offshore investment fund property that would require the Fund to include significant amounts in the Fund's income pursuant to section 94.1 of the Tax Act; or (ii) any interest in a non-resident trust that would require the Fund to include amounts in income in connection with such interest pursuant to sections 91, 94 or 94.2 of the Tax Act; and
- (p) notwithstanding that the Fund is considered an "alternative mutual fund" pursuant to NI 81-102, the Fund may not purchase derivatives and enter into derivative or other transactions, including call options and put options, and short-sale arrangements, except as specifically permitted under NI 81-102 or as permitted by the Canadian Securities Administrators for investment funds other than "alternative mutual funds".

The foregoing does not include cash and/or cash equivalents, and the Fund is not restricted in the amount of cash or cash equivalents it can hold at any time. The foregoing criteria will be applied on a "look through" basis, as applicable (for example in the event exchange-traded funds are included in the Portfolio).

In addition, but subject to these investment restrictions, the Fund has adopted the standard investment restrictions and practices set forth in NI 81-102 (as it may be amended from time to time) applicable to "alternative mutual funds". A copy of such standard investment restrictions and practices will be provided by the Manager to any person on request.

FEES AND EXPENSES

This section details the fees and expenses that an investor may have to pay if the investor invests in the Fund. An investor may have to pay some of these fees and expenses directly. The Fund may have to pay some of these fees and expenses, which will therefore reduce the value of an investment in the Fund.

Fees and Expenses Payable by the Fund

Management Fees

Unless otherwise waived or reimbursed by the Manager, the Fund pays an annual management fee (the "**Management Fee**") to the Manager for acting as manager and portfolio manager of the Fund equal to 0.70% of the NAV of the

Fund, calculated daily and payable monthly in arrears, plus applicable taxes. See “Organization and Management Details of the Fund – Manager – Duties and Services to be Provided by the Manager” for a description of the services provided by the Manager.

The Manager may, at its discretion, agree to waive or reimburse a portion of the Management Fee payable by the Fund from time to time. In addition, to encourage very large investments in the Fund by a particular Shareholder, the Manager may, at its discretion, agree to charge a reduced Management Fee for some Shareholders as compared to the Management Fee that it otherwise would be entitled to receive from the Fund, provided that the difference between the fee otherwise chargeable and the reduced fee is distributed periodically by the Fund to the applicable Shareholders as a management fee rebate (the “**Management Fee Rebates**”). Any reduction will depend on a number of factors, including the amount invested, the NAV of the Fund and the expected amount of account activity. The tax consequences of a Management Fee Rebate will generally be borne by the Shareholder who receives the distribution. See “Income Tax Considerations – Taxation of Resident Shareholders”.

Certain Operating Expenses

Other than Fund Costs (as defined below), in consideration for the payment by the Fund of a fixed administration fee (the “**Administration Fee**”) to the Manager, and subject to compliance with NI 81-102, the Manager pays for the following operating expenses of the Fund (“**Operating Expenses**”), including but not limited to: mailing and printing expenses for periodic reports to Shareholders; fees payable to the Registrar and Transfer Agent and Custodian; any reasonable out of pocket expenses incurred by the Manager or its agents in connection with their ongoing obligations to the Fund; IRC committee member fees and expenses in connection with the IRC; expenses related to compliance with NI 81-107; fees and expenses relating to voting of proxies by a third party; insurance coverage for the members of the IRC; fees payable to the auditors and legal advisors of the Fund; regulatory filing, stock exchange and licensing fees (if applicable) and CDS fees; Fundserv fees; banking costs and interest with respect to any borrowing (if applicable); website maintenance costs; costs and expenses of complying with all applicable laws, regulations and policies, including expenses and costs incurred in connection with the continuous public filing requirements such as permitted prospectus preparation and filing expenses; and legal, accounting and audit fees and fees and expenses of the Custodian and Manager which are incurred in respect of matters not in the normal course of the Fund’s activities. The Administration Fee paid to the Manager by an Evolve Fund may, in any particular period, be less than or exceed the Operating Expenses that the Manager incurs. The Manager is not obligated to pay any other expense, cost or fee, including those arising from new government or regulatory requirements relating to the foregoing expenses, costs and fees.

The annual Administration Fee is equal to 0.15% of the NAV of the Fund, calculated and paid in the same manner as the Management Fee for the Fund.

Fund Costs

The fund costs (“**Fund Costs**”) which are payable by the Fund include any taxes payable by the Fund to which the Fund may be subject, including income taxes, sales taxes (including GST/HST) and/or withholding taxes; expenditures incurred upon termination of the Fund; extraordinary expenses that the Fund may incur and all amounts paid on account of any indebtedness (if applicable); any expenses of insurance and costs of all suits or legal proceedings in connection with the Fund or the assets of the Fund or to protect the Shareholders, the Manager, and the directors, officers, employees or agents of any of them; any expenses of indemnification of the Shareholders, the Manager, and the directors, officers, employees or agents of any of them to the extent permitted by applicable law; and expenses relating to the preparation, printing and mailing of information to Shareholders in connection with meetings of Shareholders. The Fund is also responsible for all commissions and other costs of portfolio transactions and any extraordinary expenses of the Fund which may be incurred from time to time.

Fees and Expenses Payable Directly by the Shareholders

Administrative Fees

An amount as may be agreed to between the Manager and the Designated Broker or a Dealer of the Fund may be charged to offset certain transaction costs associated with an issue, exchange or redemption of Shares. This charge

does not apply to Shareholders who buy and sell their Shares through the facilities of the NEO. See “Exchange, Redemption and Switches of Shares – Administrative Fee”.

Switch Fees

Shareholders may have to pay their financial advisor, investment advisor or broker a transfer fee based on the value of the Shares that are Switched.

RISK FACTORS

In addition to the considerations set out elsewhere in this prospectus, the following are certain considerations relating to an investment in Shares that prospective investors should consider before purchasing such Shares.

Reliance on the Manager

The Manager is responsible for providing, or managing for the provision of, management and administrative services including investment and portfolio management services required by the Fund. Investors who are not willing to rely on the Manager should not invest in the Shares.

The Manager will manage the Portfolio of the Fund in a manner consistent with the investment objectives, investment guidelines, reconstitution criteria and investment restrictions of the Fund. The employees of the Manager who will primarily be responsible for the management of the Portfolio have extensive experience in managing investment portfolios. There is no certainty that the employees of the Manager who will be primarily responsible for the management of the Portfolio will continue to be employees of the Manager throughout the term of the Fund.

Trading Price of Shares

Shares may trade in the market at a premium or a discount to the NAV per Share. There can be no assurance that Shares will trade at prices that reflect their NAV per Share. The trading price of the Shares will fluctuate in accordance with changes in the Fund’s NAV, as well as market supply and demand on the NEO.

Fluctuations in NAV and NAV per Share

The NAV and NAV per Share of the Fund will vary according to, among other things, the value of the securities held by the Fund. The Manager and the Fund have no control over the factors that affect the value of the securities held by the Fund. Factors unique to each company included in the Portfolio may affect the value of the securities in the Portfolio. Some of these factors and risks are: (i) some of the issuers in which the Fund invests may have limited operating histories; (ii) operational risks related to specific business activities of the respective issuers, including changes in an issuer’s management, strategic direction, achievement of goals, mergers, acquisitions and divestitures, changes in distribution policies and other events; (iii) quality of underlying assets; (iv) financial performance of the respective issuers and their competitors; (v) volatility in the price of gold; (vi) environmental risks; (vii) political risks; (viii) fluctuations in exchange rates; (ix) fluctuations in interest rates; and (x) government regulations, including regulations to prices, taxes, royalties, land tenure, land use, importing and exporting of materials and environmental protection.

A substantial drop in the equities markets could have a negative effect on the Fund and could lead to a significant decline in the value of the Portfolio and the value of the Shares. The Shares may trade in the market at a discount to their NAV and there can be no assurance that the Shares will trade at a price equal to their NAV. Additionally, the Fund may make investments in securities that have low trading volumes. Accordingly, it may be difficult for the Fund to make trades in these securities without adversely affecting the price of such securities and consequently the NAV of the Fund.

Leverage

As an “alternative mutual fund”, the Fund is not subject to certain investment restrictions set out in NI 81-102 that restrict the ability of conventional mutual funds (other than alternative mutual funds) to leverage their assets through

borrowing. Investment decisions may be made for the assets of the Fund that exceed the net asset value of the Fund. As a result, if these investment decisions are incorrect, the resulting losses will be more than if investments were made solely in an unleveraged long portfolio as is the case in most conventional equity mutual funds. In addition, leveraged investment strategies can also be expected to increase the Fund's turnover, transaction and market impact costs, interest and other costs and expenses.

Under the Fund's investment restrictions and those applicable to alternative mutual funds in NI 81-102, the aggregate value of all cash borrowing by the Fund shall not exceed 50% of the Fund's net asset value. If the aggregate value of all cash borrowing by the Fund exceeds 50% of the Fund's net asset value, the Fund shall, as quickly as is commercially reasonable, take all necessary steps to reduce the aggregate value of all cash borrowing to 50% or less of the Fund's net asset value.

Use of Options and Other Derivative Instruments

The Fund is subject to the full risk of its investment position in the securities comprising the Portfolio, including those securities that are subject to outstanding call options written by the Fund, should the market price of such securities decline. In addition, the Fund will not participate in any gain on the securities that are subject to outstanding call options above the strike price of the options.

There is no assurance that a liquid exchange or over-the-counter market will exist to permit the Fund to write covered call options on desired terms or to close out option positions should the Manager desire to do so. The ability of the Fund to close out its positions may also be affected by exchange imposed daily trading limits on options or the lack of a liquid over-the-counter market. If the Fund is unable to repurchase a call option which is in-the-money, it will be unable to realize its profits or limit its losses until such time as the option becomes exercisable or expires.

In writing call options, the Fund is subject to the credit risk that its counterparty (whether a clearing corporation, in the case of exchange traded instruments, or other third party, in the case of over-the-counter instruments) may be unable to meet its obligations.

The use of options may have the effect of limiting or reducing the total returns of the Fund if the Manager's expectations concerning future events or market conditions prove to be incorrect. In addition, the income associated with writing covered call options may be outweighed by the foregone opportunity of remaining invested directly in the securities comprising the Portfolio. In such an event, the Fund would have to increase the percentage of the Portfolio that is subject to covered call options in order to meet its targeted distributions.

Prime Broker

Some of the assets of the Fund may be held in one or more margin accounts due to the fact that the Fund may borrow cash for investment purposes and post margin as collateral. The margin accounts may provide less segregation of customer assets than would be the case with a more conventional custody arrangement. As a result, the assets of the Fund could be frozen and inaccessible for withdrawal or subsequent trading for an extended period of time if a prime broker experiences financial difficulty. In such case, the Fund may experience losses due to insufficient assets of the prime broker to satisfy the claims of its creditors. In addition, the possibility of adverse market movements while its positions cannot be traded could adversely affect the total return to the Fund.

Changes in Legislation

There can be no assurance that income tax, securities and other laws will not be changed in a manner that adversely affects the Fund or the Shareholders. There can be no assurance that Canadian federal income tax laws and the administrative policies and assessing practices of the CRA respecting the treatment of mutual fund corporations will not be changed in a manner that adversely affects the Fund or the Shareholders.

Taxation of the Fund

It is anticipated that the Corporation will qualify at all times as a "mutual fund corporation" within the meaning of the Tax Act. For the Corporation to qualify as a "mutual fund corporation", it must comply on a continuous basis with

certain requirements relating to the qualification of its Shares for distribution to the public, the number of Shareholders and the dispersal of ownership of its Shares.

A corporation will be deemed not to be a mutual fund corporation if it is established or maintained primarily for the benefit of non-residents of Canada unless, at that time, all or substantially all of its property is property other than property that would be “taxable Canadian property” (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof). The law does not provide any means of rectifying a loss of mutual fund corporation status if this requirement is not met. The Fund contains a restriction on the number of permitted non-resident Shareholders.

If the Corporation does not qualify as a mutual fund corporation or were to cease to so qualify, the income tax considerations as described under “Income Tax Considerations” would in some respects be materially and adversely different.

The tax treatment of gains and losses realized by the Fund will depend on whether such gains or losses are treated as being on income or capital account, as described in this paragraph. In determining its income for tax purposes, the Fund will treat gains or losses realized on the disposition of portfolio securities held by it as capital gains and losses. Designations with respect to the Fund’s income and capital gains will be made and reported to Shareholders on the foregoing basis. The CRA’s practice is not to grant advance income tax rulings on the characterization of items as capital gains or income and no advance income tax ruling has been requested or obtained. If these foregoing dispositions or transactions of the Fund are determined not to be on capital account, the net income of the Fund for tax purposes and the taxable component of distributions to its Shareholders could increase. Any such redetermination by the CRA may result in the Fund being liable for unremitted withholding taxes on prior distributions made to its Shareholders who were not resident in Canada for purposes of the Tax Act at the time of the distribution. Such potential liability may reduce the NAV and NAV per Share.

Limited Operating History and Absence of an Active Market

The Corporation is a newly re-organized mutual fund corporation, and the Fund is a newly created Class of the Corporation with a single series of exchange traded fund shares with limited operating history. Although the Shares may be listed on the NEO, there is no assurance that it will do so or that an active public market for the Shares will develop or be sustained.

Risk Relating to the Gold Mining Industry

The Portfolio will be comprised primarily of common stocks of gold mining issuers. A decrease in the value of Portfolio Securities could lead to a significant decline in the value of the Portfolio and the value of the Shares. Factors unique to the gold mining industry may affect the value of the securities in the Portfolio.

Mining operations generally involve a high degree of risk, which can adversely impact the profitability and financial performance of the companies whose securities comprise the Portfolio. Mining operations are subject to hazards and risks, including unusual and unexpected geologic formations, seismic activity, rock bursts, rock slides, ground or slope instabilities or failures, cave-ins, mechanical failures, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Mining and milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability. Any of these hazards, among others, could impact the value of Portfolio Securities if one or more companies whose securities comprise the Portfolio experience these or other problems.

Decreases in commodity prices, and in particular gold prices, could also negatively impact the profitability and financial performance of the companies whose securities comprise the Portfolio, causing a decrease in the value of the Portfolio Securities.

The exploration for and development of mineral deposits also involves significant risks. Few properties that are explored are ultimately developed into producing mines. Major expenses are typically required to locate

and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site.

Many of the companies whose securities comprise the Portfolio operate in foreign jurisdictions and experience various levels of political, economic and other risks and uncertainties. These risks and uncertainties vary from country to country and include, but are not limited to:

- terrorism;
- hostage taking;
- military repression;
- expropriation;
- extreme fluctuations in currency exchange rates;
- high rates of inflation;
- labour unrest;
- the risks of war or civil unrest;
- renegotiation or nullification of existing concessions, licenses, permits and contracts;
- ability of governments to unilaterally alter agreements;
- government imposed supply laws, including laws establishing, among other things, profit margins, production quotas, maximum and minimum price levels and the ability to confiscate merchandise in certain circumstances;
- surface land access issues;
- illegal mining;
- changes in taxation policies, practices, regulations and laws;
- restrictions on foreign exchange and repatriation; and
- changing political conditions, currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

The occurrence of mining regime changes in both developed and developing countries adds uncertainties that can also affect the viability and profitability of companies whose securities comprise the Portfolio.

Gold Price Volatility

The business activities, operational results and financial condition of the issuers whose securities comprise the Portfolio are speculative and will be dependent upon the prices received for gold production. Gold prices have fluctuated widely during recent years and may be adversely affected by a number of factors which are not within the control of the Fund, including supply and demand factors; production levels and production costs in key gold producing countries; governmental regulation; weather, political and economic conditions in gold producing and consuming countries; and the actions of investment and hedge funds in the gold market, among other things. Any decline in gold prices would likely have an adverse effect on the prices at which the Portfolio Securities trade, which in turn could have a material adverse effect on the Fund. In addition, the issuers whose securities comprise the Portfolio may not hold, discover or successfully exploit commercial quantities of gold, which would adversely affect the value of investment in the securities of such issuers. Statements set out in this prospectus relating to forecasted gold demand and supply growth constitute forward-looking statements, which involve known and unknown risks, uncertainties and other factors that may result in such statements being inaccurate in whole or in part.

Global Financial Developments

Global financial markets have experienced increased volatility in the last several years. This has been, in part, the result of the revaluation of assets on the balance sheets of international financial institutions and related securities. This has contributed to a reduction in liquidity among financial institutions and has reduced the availability of credit to those institutions and to the issuers who borrow from them. While central banks as well as global governments have worked to restore much needed liquidity to the global economies, no assurance can be given that the combined impact of the significant revaluations and constraints on the availability of credit will not continue to materially and adversely affect economies around the world. No assurance can be given that efforts to respond to the crisis will

continue or that, if continued, they will be successful or that these economies will not be adversely affected by the inflationary pressures resulting from such efforts or central banks' efforts to slow inflation. Further, continued market concerns regarding the European sovereign debt crisis may adversely impact global equity markets. Some of these economies have experienced significantly diminished growth and some are experiencing or have experienced a recession. These market conditions and further volatility or illiquidity in capital markets may also adversely affect the prospects of the Fund and the value of the Portfolio. A substantial decline in equities markets could be expected to have a negative effect on the Fund and the market prices of the Shares.

Market Disruptions

War and occupation, terrorism and related geopolitical risks may in the future lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally, including United States, Canadian and other economies and securities markets. For example, the recent spread of coronavirus disease (COVID-19) has caused volatility in the global financial markets and a slowdown in the global economy. Coronavirus disease or any other disease outbreak may adversely affect the performance of the Fund. The effects of future terrorist acts (or threats thereof), military action or similar unexpected disruptive events on the economies and securities markets of countries cannot be predicted. These events could also have an acute effect on individual issuers or related groups of issuers. These risks could also adversely affect securities markets, inflation and other factors relating to the value of the portfolio of the Fund.

Upon the occurrence of a natural disaster such as flood, hurricane, or earthquake, or upon an incident of war, riot or civil unrest or disease outbreak, the impacted country may not efficiently and quickly recover from such event, which could have a materially adverse effect on borrowers and other developing economic enterprises in such country.

Concentration Risk

The Fund may invest in as few as 15 issuers and is limited to generally investing its assets in companies in the gold mining sector. Accordingly, the Fund's holdings are concentrated in the securities of such issuers and may be considered to be less diversified and the NAV per Share may be more volatile than the value of a more broadly diversified portfolio and may fluctuate substantially over short periods of time. This may have a negative impact on the value of the Shares.

Sensitivity to Interest Rates

The market prices of the Shares may be affected by the level of interest rates prevailing from time to time. A rise in interest rates may have a negative impact on the market prices of the Shares and increase the cost of borrowing to the Fund, if any. Shareholders who wish to redeem or sell their Shares will therefore be exposed to the risk that the market prices of the Shares may be negatively affected by interest rate fluctuations.

Conflicts of Interest

The services to be provided or caused to be provided by the Manager under the Management Agreement are not exclusive to the Fund. The Manager is not prevented from offering its services to other funds, some of which may invest primarily in the same securities as the Fund from time to time invests and which may be considered competitors of the Fund.

In addition, the directors and officers of the Fund and the Manager or their respective affiliates may be directors, officers, shareholders or unitholders of one or more issuers in which the Fund may invest from time to time or corporations which act as the manager of other funds that invest primarily in the same securities as the Fund and as a result, which may be considered competitors of the Fund. The Manager or its affiliates may be managers or portfolio managers of one or more issuers in which the Fund may acquire securities.

Securities Lending

The Fund may engage in securities lending. Although the Fund will receive collateral for the loans and such collateral will be marked-to-market, the Fund will be exposed to the risk of loss should the borrower default on its obligations to return the borrowed securities and the collateral is insufficient to reconstitute the Portfolio of loaned securities.

Taxation

The Fund may use derivative instruments for converting non-Canadian currency exposure to the Canadian dollar. Gains or losses realized on derivatives by virtue of the fluctuation of foreign currencies against the Canadian dollar will, where such derivatives are not “derivative forward agreements” as defined in the Tax Act and are sufficiently linked with and hedge currency exposure in respect of, underlying securities, be treated and reported for purposes of the Tax Act on capital or income account depending on the nature of the securities to which the hedge is linked. If some or all of the transactions undertaken by the Fund in respect of options or currency derivatives were treated on income rather than capital account, after-tax returns to Shareholders could be reduced, the Fund could be subject to non-refundable income tax from such transactions and the Fund could be subject to penalty taxes in respect of excessive Capital Gains Dividend elections.

In determining its income for tax purposes, the Fund will treat option premiums received on the writing of covered call options and cash covered put options and any losses sustained on closing out such options as capital gains and capital losses, as the case may be, in accordance with its understanding of the CRA’s published administrative policy. Gains or losses on the disposition of shares, including the disposition of shares held in the Portfolio upon exercise of a call option, will be treated as capital gains or losses. The CRA’s practice is not to grant an advance income tax ruling on the characterization of items as capital gains or income and no advance ruling has been requested or obtained.

There can be no assurance that changes will not be made to the tax rules affecting the taxation of the Fund or the Fund’s investments or that such tax rules will not be administered in a way that is less advantageous to the Fund or its Shareholders.

Loss of Investment

An investment in the Fund is appropriate only for investors who have the capacity to absorb investment losses.

No Guaranteed Returns

There is no guarantee that an investment in the Fund will earn any positive returns in the short or long term or at all.

Significant Retractions

If a significant number of Shares are retracted, the trading liquidity of the Shares could be significantly reduced.

Suspension of Redemptions

The Manager may suspend the exchange or redemption of Shares or payment of redemption proceeds of the Fund: (i) during any period when normal trading is suspended on a stock exchange or other market on which securities owned by the Fund are listed and traded, if these securities represent more than 50% by value or underlying market exposure of the total assets of the Fund, without allowance for liabilities, and if these securities are not traded on any other exchange that represents a reasonably practical alternative for the Fund; or (ii) with the prior permission of the Securities Regulatory Authorities where required, for any period not exceeding 30 days during which the Manager determines that conditions exist which render impractical the sale of assets of the Fund or which impair the ability of the Custodian to determine the value of the assets of the Fund. In the event of a suspension of retractions, Shareholders may experience reduced liquidity.

Accrued Gains

The adjusted cost base to the Fund for tax purposes of shares of certain securities in the Portfolio may be less than their fair market value. Accordingly, all Shareholders may be liable for tax on capital gains attributable to such securities to the extent such capital gains tax is not refundable to the Fund and such capital gains are therefore distributed as a Capital Gains Dividend.

Currency Exposure

As the Portfolio will include securities denominated in foreign currencies, the NAV of the Fund, when measured in Canadian dollars will, to the extent that this has not been hedged against, be effected by changes in the value of the foreign currency relative to the Canadian dollar.

Currency hedges entail a risk of illiquidity and, to the extent that the foreign currency appreciates in Canadian dollar terms, the risk that the use of hedges could result in losses greater than if the hedging had not been used. Hedging arrangements may have the effect of limiting or reducing the total returns to the Fund if the Manager's expectations concerning future events or market conditions prove to be incorrect. In addition, the costs associated with a hedging program may outweigh the benefits of the arrangements in such circumstances. Currency hedges also involve the risk of the possible default by the other party to the transaction (whether a clearing corporation in the case of exchange-traded instruments or other third party in the case of over-the-counter instruments) in that it may be unable to meet its obligations.

Foreign Market Exposure

The Fund's investments will include securities of issuers established in jurisdictions outside Canada and the United States. Although most of such issuers will be subject to uniform accounting, auditing and financial reporting standards comparable to those applicable to Canadian and United States companies, some issuers may not be subject to such standards and, as a result, there may be less publicly available information about such issuers than a Canadian or United States company. Volume and liquidity in some foreign markets may be less than in Canada and the United States and, at times, volatility of price may be greater than in Canada or the United States. As a result, the price of such securities may be affected by conditions in the market of the jurisdiction in which the issuer is located or its securities are traded. Investments in foreign markets carry the potential exposure to the risk of political upheaval, acts of terrorism and war, all of which could have an adverse impact on the value of such securities.

Cybersecurity Risk

The information and technology systems of the Manager, the Fund's key service providers (including its custodian, registrar and transfer agent, valuation services provider and securities lending agents) and the issuers of securities in which the Fund invests may be vulnerable to cybersecurity risks such as potential damage or interruption from computer viruses, network failures, computer and telecommunications failures, infiltration by unauthorized persons (e.g. through hacking or malicious software) and general security breaches. A cybersecurity incident is an adverse intentional or unintentional action or event that threatens the integrity, confidentiality or availability of the Fund's information resources.

A cybersecurity incident may disrupt business operations or result in the theft of confidential or sensitive information, including personal information, or may cause system failures, disrupt business operations or require the Manager or a service provider thereof to make a significant investment to fix, replace or remedy the effects of such incident. Furthermore, a cybersecurity incident could cause disruptions and negatively impact the Fund's business operations, potentially resulting in financial losses to the Fund and Shareholders. There is no guarantee that the Fund or the Manager will not suffer material losses as a result of cybersecurity incidents. If they occur, such losses could materially adversely impact the Fund's NAV.

Shareholders should know that other types of risks, both measurable and non-measurable, exist, and that the foregoing is not an exhaustive list of risks applicable to the Fund.

INVESTMENT RISK CLASSIFICATION METHODOLOGY

Risk Rating of the Fund

The investment risk level of the Fund is required to be determined in accordance with a standardized risk classification methodology that is based on the historical volatility of the Fund, as measured by the 10-year standard deviation of the returns of the Fund. As the Fund does not have at least 10 years of performance history, the Manager calculates the investment risk level of the Fund using a reference index that reasonably approximates the standard deviation of the Fund for the remainder of the 10-year period. Once the Fund has 10 years of performance history, the methodology will calculate the standard deviation of the Fund using the return history of the Fund rather than that of the reference index. The Fund is assigned an investment risk rating in one of the following categories: low, low to medium, medium, medium to high or high risk. There may be times when the classification methodology produces a result that the Manager believes is inappropriate in which case the Manager may re-classify the Fund to a higher risk level, if appropriate.

The reference index used for the Fund is the S&P TSX Global Gold Index. The S&P TSX Global Gold Index is designed to provide an investable index of global gold securities.

Shareholders should know that other types of risks, both measurable and non-measurable, exist. Also, just as historical performance may not be indicative of future returns, historical volatility may not be indicative of future volatility. The risk rating of the Fund is reviewed annually and any time it is no longer reasonable in the circumstances. A more detailed explanation of the risk classification methodology used to identify the risk rating of the Fund is available on request, at no cost, by calling toll-free 1-844-370-4884 or by writing to Evolve Funds Group Inc., 161 Bay Street, Suite 2700, Toronto, ON M5J 2S1.

DISTRIBUTION POLICY

Cash distributions, if any, on Shares will be payable if and when declared by the board of directors of the Corporation.

The Fund will not have a fixed distribution amount. The amount and frequency of distributions, if any, will be based on the Manager's assessment of anticipated cash flow and anticipated expenses of the Fund from time to time. The date of any cash distribution of the Fund will be announced in advance by issuance of a press release. The Manager may, in its complete discretion, change the frequency of the distributions and any such change will be announced by issuance of a press release.

Depending on the underlying investments of the Fund, distributions on Shares may consist of Ordinary Dividends or Capital Gains Dividends and may include returns of capital. To the extent that the expenses of the Fund exceed the income generated by the Fund in any applicable distribution period, or in the case the Fund needs to pay a Capital Gains Dividends to recover refundable tax, it is not expected that a distribution for that period will be paid. The tax consequences of a Management Fee Rebate will generally be borne by the Shareholder who receives the distribution.

The tax treatment to Shareholders of distributions is discussed under the heading "Income Tax Considerations".

Distribution Reinvestment Plan

The Manager may adopt a distribution reinvestment plan in respect of the Fund under which cash distributions are used to purchase additional Shares acquired in the market by the plan agent, TSX Trust Company, and are credited to the participating Shareholder in accordance with the terms of such plan (a copy of which would be available through your broker or dealer). The following are the key terms of such a distribution reinvestment plan:

- Participation in a distribution reinvestment plan will be restricted to Shareholders who are residents of Canada for the purposes of the Tax Act or "Canadian partnerships" as defined in the Tax Act. Immediately upon becoming a non-resident of Canada or ceasing to be a Canadian partnership, a participating Shareholder will be required to notify his, her or its CDS Participant and terminate participation in the distribution reinvestment plan.

- A Shareholder who wishes to enrol in the distribution reinvestment plan as of a particular Distribution Record Date should notify his, her or its CDS Participant sufficiently in advance of that Distribution Record Date to allow the CDS Participant to notify CDS by 4:00 p.m. (Toronto time) on that Distribution Record Date.
- Distributions that participating Shareholders are due to receive will be used to purchase Shares on behalf of such Shareholder in the market.
- No fractional Shares will be delivered under a distribution reinvestment plan. Payment in cash for any remaining uninvested funds may be made in lieu of delivering fractional Shares by the plan agent to CDS or a CDS Participant, on a monthly or quarterly basis, as the case may be. Where applicable, CDS will, in turn, credit the participating Shareholder, via the applicable CDS Participant.

The automatic reinvestment of distributions under the distribution reinvestment plan does not relieve participating Shareholders of any income tax applicable to the distributions.

The tax treatment to Shareholders of reinvested distributions is discussed under the heading “Income Tax Considerations”.

Participating Shareholders will be able to terminate their participation in the distribution reinvestment plan as of a particular Distribution Record Date by notifying their CDS Participant by the prescribed cut-off time prior to the applicable Distribution Record Date. Beginning on the first distribution payment date after such notice is delivered, distributions to such Shareholders will be in cash. The form of termination notice will be available from CDS Participants and any expenses associated with the preparation and delivery of such termination notice will be for the account of the participating Shareholder exercising its rights to terminate participation in the distribution reinvestment plan. The Manager will be permitted to terminate the distribution reinvestment plan, in its sole discretion, upon not less than 30 days’ notice to participating Shareholders and the plan agent, subject to any required regulatory approval.

The Manager is permitted to amend, modify or suspend the distribution reinvestment plan, or add additional features including authorizing pre-authorized cash contributions or systematic withdrawals, at any time, in its sole discretion, provided that it complies with certain requirements, and gives notice of such amendment, modification or suspension to the participating Shareholders and the plan agent, subject to any required regulatory approval, which notice may be given by issuing a press release containing a summary description of the amendment or in any other manner that the Manager determines to be appropriate.

The Manager may from time to time adopt rules and regulations to facilitate the administration of the distribution reinvestment plan. The Manager reserves the right to regulate and interpret the distribution reinvestment plan as it deems necessary or desirable to ensure the efficient and equitable operation of the distribution reinvestment plan.

PURCHASES OF SHARES

Initial Investment in the Fund

The Fund will not issue Shares to the public until subscriptions aggregating not less than \$500,000 have been received and accepted by the Fund from investors other than persons or companies related to the Manager or its affiliates.

Continuous Distribution

Shares are being issued and sold on a continuous basis and there is no maximum number of Shares that may be issued.

Designated Broker

All orders to purchase Shares directly from the Fund must be placed by the Designated Broker or Dealers. The Fund reserves the absolute right to reject any subscription order placed by the Designated Broker and/or a Dealer. No fees will be payable by the Fund to the Designated Broker or a Dealer in connection with the issuance of Shares. On the

issuance of Shares, the Manager may, at its discretion, charge an administrative fee to a Dealer or the Designated Broker to offset any expenses (including any applicable NEO additional listing fees) incurred in issuing the Shares.

On any Trading Day, the Designated Broker or a Dealer may place a subscription order for the PNS or integral multiple PNS of the Fund. If a subscription order is received by the Fund at or before the applicable cut-off time, or such other time prior to the Valuation Time on such Trading Day as the Manager may permit, and is accepted by the Manager, the Fund will generally issue to the Dealer or Designated Broker the PNS (or an integral multiple thereof) within two Trading Days from the effective date of the subscription order. The Fund must receive payment for the Shares subscribed for within two Trading Days from the effective date of the subscription order. The effective date of a subscription order is the Trading Day on which the Valuation Time that applies to such subscription order takes place.

Unless the Manager shall otherwise agree or the Articles shall otherwise provide, as payment for a PNS of the Fund, a Dealer or the Designated Broker must deliver subscription proceeds consisting of a Basket of Securities and cash in an amount sufficient so that the value of the Basket of Securities and cash delivered is equal to the NAV of the PNS of the Fund determined at the Valuation Time on the effective date of the subscription order. The Manager may, in its complete discretion, instead accept subscription proceeds consisting of (i) cash only in an amount equal to the NAV of the PNS of the Fund determined at the Valuation Time on the effective date of the subscription order, plus (ii) if applicable, associated costs and expenses that the Fund incur or expect to incur in purchasing securities on the market with such cash proceeds.

The Manager may from time to time and, in any event not more than once quarterly, require the Designated Broker to subscribe for Shares for cash in a dollar amount not to exceed 0.30% of the NAV of the Fund, or such other amount as may be agreed to by the Manager and the Designated Broker. The number of Shares issued will be the subscription amount divided by the NAV per Share next determined following the delivery by the Manager of a subscription notice to the Designated Broker. Payment for the Shares must be made by the Designated Broker by no later than the second Trading Day after the subscription notice has been delivered.

The Manager will, except when circumstances prevent it from doing so, disclose the number of Shares comprising a PNS for the Fund to applicable investors, the Designated Broker and Dealers following the close of business on each Trading Day. The Manager may, at its discretion, increase or decrease the PNS from time to time.

To Shareholders of the Fund as Distributions Paid in Shares

In addition to the issuance of Shares as described above, distributions may be made by way of the issuance of Shares. See “Distribution Policy”.

Buying and Selling Shares

The NEO has conditionally approved the listing of the Shares on the facilities of the NEO, subject to the satisfaction by the Fund of the NEO’s listing requirements. Investors will be able to buy or sell Shares on the NEO through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling Shares. No fees are paid by investors to the Manager or the Fund in connection with buying or selling Shares on the NEO.

Special Considerations for Shareholders

The provisions of the so-called “early warning” requirements set out in Canadian Securities Legislation do not apply in connection with the acquisition of Shares.

Special Circumstances

Shares may also be issued by the Fund to the Designated Broker in a number of special circumstances, including the following: (i) when the Manager has determined that the Fund should acquire constituent securities of the Portfolio or other securities in connection with a rebalancing event; and (ii) when cash redemptions of Shares occur as described below under “Redemption of Shares for Cash”, or the Fund otherwise has cash that the Manager wants to invest.

EXCHANGE, REDEMPTION AND SWITCHING OF SHARES

Exchange of Shares at NAV per Share for Baskets of Securities and/or Cash

Shareholders of the Fund may exchange the applicable PNS (or an integral multiple thereof) of the Fund on any Trading Day for Baskets of Securities and cash, subject to the requirement that a minimum PNS be exchanged. To effect an exchange of Shares, a Shareholder must submit an exchange request in the form and at the location prescribed by the Fund from time to time at or before the applicable cut-off time on a Trading Day, or such other time prior to the Valuation Time on such Trading Day as the Manager may permit. The exchange price will be equal to the NAV of each PNS tendered for exchange determined at the Valuation Time on the effective date of the exchange request, payable by delivery of a Basket of Securities (constituted as most recently published prior to the effective date of the exchange request) and cash. The Shares will be redeemed in the exchange. The Manager will also make available to Dealers and the Designated Broker the applicable PNS to redeem Shares on each Trading Day. The effective date of an exchange request is the Trading Day on which the Valuation Time that applies to such redemption request takes place.

Upon the request of a Shareholder, the Manager may, in its complete discretion, satisfy an exchange request by delivering cash only in an amount equal to the NAV of each PNS tendered for exchange determined at the Valuation Time on the effective date of the exchange request, provided that the Shareholder agrees to pay the costs and expenses that the Fund incurs or expects to incur in selling securities on the market to obtain the necessary cash for exchange.

If an exchange request is not received by the applicable cut-off time, the exchange order will be effective only on the next Trading Day. Settlement of exchanges for Baskets of Securities and/or cash will generally be made by the second Trading Day after the effective day of the exchange request.

If Constituent Securities or other securities are cease-traded at any time by order of a Securities Regulatory Authority or other relevant regulator or stock exchange, the delivery of Baskets of Securities to a Shareholder, Dealer or the Designated Broker on an exchange in the PNS may be postponed until such time as the transfer of the Baskets of Securities is permitted by law.

As described under “Book-Entry Only System”, registration of interests in, and transfers of, Shares will be made only through the book-entry only system of CDS. The redemption rights described below must be exercised through the CDS Participant through which the owner holds Shares. Beneficial owners of Shares should ensure that they provide redemption instructions to the CDS Participant through which they hold such Shares sufficiently in advance of the cut-off times described below to allow such CDS Participant to notify CDS and for CDS to notify the Manager prior to the relevant cut-off time.

Redemption of Shares for Cash

On any Trading Day, Shareholders of the Fund may redeem (i) Shares for cash at a redemption price per Share equal to 95% of the closing price for the Shares on the NEO on the effective day of the redemption, subject to a maximum redemption price per Share equal to the NAV per Share on the effective day of redemption, less any applicable administrative fee determined by the Manager, in its sole discretion, from time to time, or (ii) a PNS of the Fund or a multiple PNS of the Fund for cash equal to the NAV of that number of Shares less any applicable administrative fee determined by the Manager, in its sole discretion from time to time. Because Shareholders will generally be able to sell Shares at the market price on the NEO through a registered broker or dealer subject only to customary brokerage commissions, Shareholders of the Fund are advised to consult their brokers, dealers or investment advisors before redeeming such Shares for cash. No fees or expenses are paid by Shareholders to the Manager or the Fund in connection with selling Shares on the NEO.

In order for a cash redemption to be effective on a Trading Day, a cash redemption request with respect to the Fund must be delivered to the Manager in the form and at the location prescribed by the Manager from time to time at or before the applicable cut-off time on such Trading Day. Any cash redemption request received after such time will be effective only on the next Trading Day. Where possible, payment of the redemption price will be made by no later than the second Trading Day after the effective day of the redemption. The cash redemption request forms may be obtained from any registered broker or Dealer.

Shareholders that have delivered a redemption request prior to the Distribution Record Date for any distribution will not be entitled to receive that distribution.

In connection with the redemption of Shares, the Fund will generally dispose of securities or other financial instruments.

Suspension of Exchanges and Redemptions

The Manager may suspend the exchange or redemption of Shares or payment of redemption proceeds of the Fund: (i) during any period when normal trading is suspended on a stock exchange or other market on which securities owned by the Fund are listed and traded, if these securities represent more than 50% by value or underlying market exposure of the total assets of the Fund, without allowance for liabilities, and if these securities are not traded on any other exchange that represents a reasonably practical alternative for the Fund; or (ii) with the prior permission of the Securities Regulatory Authorities where required, for any period not exceeding 30 days during which the Manager determines that conditions exist which render impractical the sale of assets of the Fund or which impair the ability of the Custodian to determine the value of the assets of the Fund. The suspension may apply to all requests for exchange or redemption received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. All Shareholders making such requests shall be advised by the Manager of the suspension and that the exchange or redemption will be effected at a price determined on the first Valuation Date following the termination of the suspension. All such Shareholders shall have and shall be advised that they have the right to withdraw their requests for exchange or redemption. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist, provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with official rules and regulations promulgated by any government body having jurisdiction over the Fund, any declaration of suspension made by the Manager shall be conclusive.

Administrative Fee

An amount as may be agreed to between the Manager and the Designated Broker or a Dealer of the Fund may be charged to offset certain transaction costs associated with an issue, exchange or redemption of Shares. This charge does not apply to Shareholders who buy and sell their Shares through the facilities of the NEO.

Switches

In the future, if additional series of shares of the Fund are added, a Shareholder may switch Shares of the Fund for shares of another series of shares of the Fund (a “**Switch**”) through the facilities of CDS by contacting their financial advisor or broker. Shares may be switched on any date designated by the Manager as a switch date (a “**Switch Date**”) by delivering written notice to the Transfer Agent and Registrar and surrendering such Shares through the facilities of CDS by 4:00 p.m. (Toronto time) at least one business day prior to the Switch Date. Written notice must contain the name of the series of the Fund, the ticker symbol of the Shares of the Fund and the number of Shares to be switched, and the name of the series and the ticker symbol of the shares of the series to which the Shareholder wishes to Switch. The Manager may, in its discretion, change the frequency with which Shares may be switched at any time upon 30 days’ notice by way of press release. Notwithstanding the foregoing, Shareholders will not be able to Switch shares of an exchange traded fund series of shares of the Fund into shares of a mutual fund series of shares of the Fund, or vice versa, nor will switches be permitted between shares of different Classes.

A Shareholder will receive from the Corporation that whole number of shares of the series of the Fund into which they have switched equal to the Switch NAV Price per Share, divided by the Switch NAV Price per Share of the series switched to. As no fraction of a share will be issued upon any Switch, any remaining fractional Share of the Fund out of which a Shareholder has switched will be redeemed in cash at the Switch NAV Price of such Share. The Corporation will, following the Switch Date forward a cash payment to CDS equal to such amount. Generally, Shareholders may have to pay their financial advisor, investment advisor or broker a transfer fee based on the value of the Shares that are switched.

Under the current income tax rules, a Resident Shareholder who switches their Shares into shares of a different series of shares of the Fund would not be considered to have disposed of their Shares.

Costs Associated with Switches

Shareholders may have to pay their financial advisor, investment advisor or broker a transfer fee based on the value of the Shares that are switched.

Suspension and Restrictions on Switches

The Manager has the right to decline any Switch request. If any additional series of shares of the Fund are created, the Manager will determine the conditions applicable to Switches, including but not limited to any minimum number of Shares to be Switched.

Book-Entry Only System

Registration of interests in, and transfers of, Shares will be made only through the book-entry only system of CDS. Shares must be purchased, transferred and surrendered for redemption only through a CDS Participant. All rights of an owner of Shares must be exercised through, and all payments or other property to which such owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds such Shares. Upon buying Shares, the owner will receive only the customary confirmation. References in this prospectus to a holder of Shares means, unless the context otherwise requires, the owner of the beneficial interest of such Shares.

Neither the Fund nor the Manager will have any liability for: (i) records maintained by CDS relating to the beneficial interests in Shares or the book entry accounts maintained by CDS; (ii) maintaining, supervising or reviewing any records relating to such beneficial ownership interests; or (iii) any advice or representation made or given by CDS and made or given with respect to the rules and regulations of CDS or any action taken by CDS or at the direction of the CDS Participants.

The ability of a beneficial owner of Shares to pledge such Shares or otherwise take action with respect to such owner's interest in such Shares (other than through a CDS Participant) may be limited due to the lack of a physical certificate. The Fund has the option to terminate registration of Shares through the book-entry only system in which case certificates for Shares in fully registered form will be issued to beneficial owners of such Shares or to their nominees.

Short-Term Trading

Unlike conventional open-end mutual funds in which short-term trading by investors may cause the mutual fund to incur additional unnecessary trading costs in connection with the purchase of additional Constituent Securities and the sale of Constituent Securities to fund Shareholder redemptions, the Manager does not believe that it is necessary to impose any short-term trading restrictions on the Fund at this time as: (i) the Fund is a mutual fund that is primarily traded in the secondary market; and (ii) the few transactions involving Shares that do not occur on the secondary market involve the Designated Broker and/or Dealers, who can only purchase or redeem Shares in a PNS and on whom the Manager may impose an administrative fee. The administrative fee is intended to compensate the Fund for any costs and expenses incurred by the Fund in order to fund the redemption.

PRIOR SALES

The Corporation completed a restructuring transaction on September 21, 2020 (the "**Restructuring**"), pursuant to which the Fund was created and certain of the previously outstanding Class A shares in the capital of the Corporation (the "**Class A Shares**") were re-designated as Shares of the Fund. The Shares began trading on the facilities of the NEO on September 25, 2020.

The following historical trading price and volume information is based on the Class A Shares of the Corporation for the 12 months preceding the date of this prospectus:

<u>Month</u>	<u>Share Price Range</u> <u>(\$)</u>	<u>Volume of Shares</u> <u>Traded</u>
September 2019	19.00 - 19.00	6,175
October 2019	17.50 - 18.00	132,500
November 2019	18.01 - 18.01	6,304
December 2019	-	-
January 2020	18.01 - 19.90	37,141
February 2020	20.50 - 21.20	75,170
March 2020	19.10 - 19.10	5,730
April 2020	19.90 - 25.00	320,710
May 2020	25.00 - 27.50	88,510
June 2020	-	-
July 2020	25.00 - 25.00	1,250
August 2020	22.95 - 25.01	1,100
September 1 - 21, 2020 ⁽¹⁾	25.02 - 25.50	200

Note:

- (1) Pursuant to the Restructuring, the Class A Shares were re-designated as the Shares on September 21, 2020, and trading in the Shares was halted on the facilities of the NEO. The Shares began trading on the facilities of the NEO on September 25, 2020.

INCOME TAX CONSIDERATIONS

The following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations generally relevant to investors who, for purposes of the Tax Act and at all relevant times, are resident or are deemed to be resident in Canada, hold their Shares as capital property, and deal at arm's length with and are not affiliated with the Corporation (referred to in this tax section as a "**Resident Shareholder**").

Generally, the Shares will be considered to be capital property to a Resident Shareholder provided that the Resident Shareholder does not hold the Shares in the course of carrying on a business and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Certain Resident Shareholders who might not otherwise be considered to hold their Shares as capital property may, in certain circumstances, be entitled to elect that such Shares be deemed to be capital property by making an irrevocable election under subsection 39(4) of the Tax Act to deem every "Canadian security" (as defined in the Tax Act) owned by such Resident Shareholder in the taxation year of the election and in each subsequent taxation year to be capital property. Resident Shareholders should consult with their own tax advisors regarding the availability and desirability of making such an election in their particular circumstances.

This summary is based on the assumptions that (i) the Shares will at all times be listed on a designated stock exchange in Canada (which currently includes the NEO); (ii) that the Corporation will at all relevant times comply with its Investment Guidelines and Investment Restrictions; and (iii) that the issuers of securities held by the Corporation will not be foreign affiliates of the Corporation or a shareholder of the Corporation.

This summary is of a general nature only and is based upon the facts set out in this Prospectus, the provisions of the Tax Act in force at the date hereof, all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Tax Proposals**") and the counsel's understanding of the current administrative policies and assessing practices of the CRA which have been made public prior to the date hereof. This summary assumes that the Tax Proposals will be enacted as proposed but no assurances can be given that the Tax Proposals will be enacted in their current form or at all. This summary does not otherwise take into account or anticipate any changes in law or in the administrative policies and assessing practices of the CRA, whether by

legislative, governmental or judicial decision or action, and does not take into account any provincial, territorial or foreign tax legislation or considerations, which may differ significantly from those discussed in this summary. Modification or amendment of the Tax Act or the Tax Proposals could significantly alter the tax consequences described herein.

This summary is not applicable to a Resident Shareholder (i) that is a “financial institution” (as defined in the Tax Act for the purposes of the mark-to-market rules), (ii) an interest in which would be a “tax shelter investment” (as defined in the Tax Act), (iii) that has elected to report its “Canadian tax results” (as defined in the Tax Act) in a currency other than Canadian currency, or (iv) that has entered or will enter into a “derivative forward agreement” (as defined in the Tax Act) with respect to the Shares. Any such holder should consult its own tax advisor with respect to an investment in the Shares. In addition, this summary does not address the deductibility of interest on money borrowed to acquire the Shares.

This summary is of a general nature only and does not constitute legal or tax advice to any particular investor. Accordingly, prospective investors are advised to consult their own tax advisors with respect to their individual circumstances.

Tax Treatment of the Corporation

The Corporation intends at all relevant times to qualify as a “mutual fund corporation” as defined in the Tax Act. As a mutual fund corporation, the Corporation will be entitled in certain circumstances to a refund of tax paid or payable by it in respect of its net realized capital gains. Also, as a mutual fund corporation, the Corporation will be entitled to maintain a capital gains dividend account in respect of its realized net capital gains and from which it may elect to pay dividends (“**Capital Gains Dividends**”) which are treated as capital gains in the hands of the shareholders of the Corporation (see “Income Tax Considerations – Tax Treatment of Resident Shareholders”, below). In certain circumstances where the Corporation has recognized a capital gain in a taxation year, it may elect not to pay Capital Gains Dividends in that taxation year in respect thereof and instead pay refundable capital gains tax, which may in the future be fully or partially refundable upon the payment of sufficient Capital Gains Dividends and/or qualifying redemptions.

If the Corporation were not to qualify as a mutual fund corporation at all relevant times, the income tax considerations described below would, in some respects, be materially and adversely different.

In computing income for a taxation year, the Corporation will be required to include in income all dividends received by the Corporation in the year. In computing taxable income, the Corporation will generally be permitted to deduct all dividends received by it from a “taxable Canadian corporation” (as defined in the Tax Act). The Corporation will generally not be permitted a deduction in computing taxable income for dividends received by it from other corporations.

The Shares will be a class of shares of Corporation. Although the Corporation may issue shares in any number of classes, in any number of series, it will be required (like any other mutual fund corporation with a multi-class structure) to compute its income and net capital gains for tax purposes as a single entity. All of the Corporation’s revenues, deductible expenses, non-capital losses, capital gains and capital losses in connection with all of its investment portfolios, and other items relevant to its tax position (including the tax attributes of all of its assets), will be taken into account in determining the income (and taxable income) or loss of the Corporation and applicable taxes payable by the Corporation as a whole.

The Corporation has elected in accordance with the Tax Act to have each of its “Canadian securities” (as defined in the Tax Act) treated as capital property. Such an election will ensure that gains or losses realized by the Corporation on Canadian securities are treated as capital gains or capital losses.

The Corporation qualifies as a “financial intermediary corporation” (as defined in the Tax Act) and, thus, is not subject to tax under Part IV.1 of the Tax Act on dividends received by the Corporation and is not generally liable to tax under Part VI.1 of the Tax Act on dividends paid by the Corporation on “taxable preferred shares” (as defined in the Tax Act). As a mutual fund corporation (which is not an “investment corporation” as defined in the Tax Act), the Corporation is generally subject to a refundable tax of 38½% under Part IV of the Tax Act on taxable dividends

received by the Corporation during the year to the extent that such dividends were deductible in computing the Corporation's taxable income for the year. This tax is refundable upon the payment by the Corporation of sufficient Ordinary Dividends.

Premiums received on covered call options and cash covered put options written by the Corporation that are not exercised prior to the end of the year will constitute capital gains of the Corporation in the year received, unless such premiums are received by the Corporation as income from a business of buying and selling securities or the Corporation has engaged in a transaction or transactions considered to be an adventure in the nature of trade. The Corporation purchases securities for the Portfolio with the objective of earning dividends thereon over the life of the Corporation, writes covered call options with the objective of increasing the yield on the Portfolio beyond the dividends received on the Portfolio and writes cash covered put options to increase returns and to reduce the net cost of purchasing securities upon the exercise of put options. Thus, having regard to the foregoing and in accordance with the CRA's published administrative policies, transactions undertaken by the Corporation in respect of shares comprising the Portfolio and options on such shares will be treated and reported by the Corporation as arising on capital account.

Premiums received by the Corporation on covered call (or cash covered put) options that are subsequently exercised will be included in computing the proceeds of disposition (or deducted in computing the adjusted cost base) to the Corporation of the securities disposed of (or acquired) by the Corporation upon the exercise of such call (or put) options. In addition, where the premium was in respect of an option granted in a previous year so that it constituted a capital gain of the Corporation in the previous year, such capital gain may be reversed.

In computing the adjusted cost base of a security held by the Corporation, the Corporation will generally be required to average the cost of that security with the adjusted cost base of all identical securities owned by the Corporation as capital property.

A capital loss realized by the Corporation on a disposition of a security will be a suspended loss for purposes of the Tax Act if the Corporation, or a person "affiliated" with the Corporation (within the meaning of the Tax Act) acquires an identical security (a "**substituted property**") within 30 days before and 30 days after the disposition and the Corporation, or a person affiliated with the Corporation, owns the substituted property 30 days after the original disposition. If a loss is suspended, the Corporation cannot deduct the loss from the Corporation's capital gains until the substituted property is sold and is not reacquired by the Corporation, or a person affiliated with the Corporation, within 30 days before and after the sale.

The Corporation may use derivative instruments for converting non-Canadian currency exposure to the Canadian dollar. Gains or losses realized on derivatives by virtue of the fluctuation of foreign currencies against the Canadian dollar will, where such derivatives are not "derivative forward agreements" as defined in the Tax Act and are sufficiently linked with and hedge currency exposure in respect of, underlying securities, be treated and reported for purposes of the Tax Act on capital or income account depending on the nature of the securities to which the hedge is linked.

The Corporation is required to compute all amounts, including interest, cost of property and proceeds of disposition, in Canadian dollars for purposes of the Tax Act. As a consequence, the amount of income, expenses and capital gains or capital losses may be affected by changes in the value of foreign currency relative to the Canadian dollar.

Distributions

The policy of the Corporation will be to pay distributions on the Shares where the Corporation has net taxable capital gains upon which it would otherwise be subject to tax (other than taxable capital gains realized on the writing of options that are outstanding at year end) or where the Corporation needs to pay a dividend in order to recover refundable tax not otherwise recoverable upon payment of dividends. While the principal sources of income of the Corporation are expected to include taxable capital gains as well as dividends from taxable Canadian corporations, to the extent that the Corporation earns net income, after expenses, from other sources, including dividends from non-Canadian sources and interest income upon interim investment of its reserves, the Corporation will be subject to income tax on such income and no refund of such tax will be available.

Tax Treatment of Resident Shareholders

Resident Shareholders must include in income Ordinary Dividends paid to them by the Corporation. For individual Resident Shareholders, Ordinary Dividends will be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends paid by taxable Canadian corporations, including, if applicable, the enhanced gross-up and credit for Ordinary Dividends designated by the Corporation as eligible dividends. For corporate Resident Shareholders, other than “specified financial institutions” (as defined in the Tax Act), Ordinary Dividends will normally be deductible in computing the taxable income of the corporation. In certain circumstances, section 55(2) of the Tax Act may treat all or part of an Ordinary Dividend received by a Resident Shareholder that is a corporation as proceeds of disposition or a capital gain. Resident Shareholders that are corporations should consult their own tax advisor having regard to their own circumstances.

In the case of a Resident Shareholder that is a specified financial institution, Ordinary Dividends received on a particular class of shares will be deductible in computing its taxable income only if either (a) the specified financial institution did not acquire such shares in the ordinary course of its business; or (b) at the time of the receipt of the dividends by the specified financial institution, such shares are listed on a designated stock exchange in Canada, and dividends are received in respect of not more than 10% of the issued and outstanding shares of that class by (i) the specified financial institution, or (ii) the specified financial institution and persons with whom it does not deal at arm’s length (within the meaning of the Tax Act). For these purposes, a beneficiary of a trust will be deemed to receive the amount of any dividend received by the trust and designated to that beneficiary, effective at the time the dividend was received by the trust, and a member of a partnership will be considered to have received that partner’s share of a dividend received by the partnership, effective at the time the dividend was received by the partnership.

A Resident Shareholder that is a private corporation or any other corporation controlled directly or indirectly by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts) will generally be liable to pay a refundable tax under Part IV of the Tax Act on Ordinary Dividends received on the Shares to the extent that such dividends are deductible in computing the Resident Shareholder’s taxable income.

The amount of any Capital Gains Dividend received by a Resident Shareholder from the Corporation will be considered to be a capital gain of the Resident Shareholder from the disposition of capital property in the taxation year of the Resident Shareholder in which the Capital Gains Dividend is received.

Where an Ordinary Dividend or a Capital Gains Dividend is paid in Shares of the Corporation, or in cash which is reinvested in Shares, the cost of such Shares will be equal to the amount of the dividend. The adjusted cost base of each Share to a Resident Shareholder will generally be the weighted average of the cost of the Shares acquired by the Resident Shareholder at a particular time and the aggregate adjusted cost base of any Shares held as capital property immediately before the particular time.

Generally, a Resident Shareholder who receives a Management Fee Rebate in a particular taxation year will include the amount of such rebate in income for that year. Resident Shareholders should consult their own tax advisors with respect to the tax treatment of Management Fee Rebates.

The amount of any payment received by a Resident Shareholder from the Corporation as a return of capital on a Share will not be required to be included in computing income. Instead, such amount will reduce the adjusted cost base of the relevant share to the Resident Shareholder. To the extent that the adjusted cost base to the Resident Shareholder would otherwise be a negative amount, the Resident Shareholder will be considered to have recognized a capital gain at that time and the Resident Shareholder’s adjusted cost base will be increased by the amount of such deemed capital gain. See “Income Tax Considerations – Disposition of Shares”, below.

Disposition of Shares

Upon the redemption, retraction or other disposition of a Share, a capital gain (or a capital loss) will be realized by a Resident Shareholder to the extent that the proceeds of disposition of the share exceed (or are less than) the aggregate of the adjusted cost base of the share to the Resident Shareholder and any reasonable costs of disposition. If the Resident Shareholder is a corporation, any capital loss arising on the disposition of a Share may in certain circumstances be reduced by the amount of any Ordinary Dividends received on the Share. Analogous rules apply to

a partnership or trust of which a corporation, partnership or trust is a member or beneficiary. The adjusted cost base of each Share will generally be the weighted average of the cost of such share acquired by a Resident Shareholder at a particular time and the aggregate adjusted cost base of any other Shares held as capital property immediately before the particular time.

One-half of a capital gain (a “taxable capital gain”) is included in computing income and one-half of a capital loss (an “allowable capital loss”) is deductible against taxable capital gains in accordance with the provisions of the Tax Act. A Resident Shareholder that is a “Canadian-controlled private corporation” (as defined in the Tax Act) will be subject to an additional refundable tax on its aggregate investment income, which includes an amount in respect of taxable capital gains.

Individuals (other than certain trusts) who realize net capital gains or dividends may be subject to an alternative minimum tax under the Tax Act.

Switches

The Corporation may in the future authorize new series of shares of the Fund to be issued. Under the current income tax rules, a Resident Shareholder who switches their Shares into shares of a different series of shares of the Fund would not be considered to have disposed of their Shares.

Tax Treatment under the Exchange of Shares for Basket of Securities

In the case of an exchange of Shares for a Basket of Securities, a Holder’s proceeds of disposition of Shares would generally be equal to the aggregate of the fair market value of the distributed property and the amount of any cash received on the disposition of such distributed property. The cost to a Resident Shareholder of any property received from the Corporation upon the exchange will generally be equal to the fair market value of such property at the time of the distribution. In the case of an exchange of Shares for a Basket of Securities, the investor may receive securities that may or may not be qualified investments under the Tax Act for Registered Plans. If such securities are not “qualified investments” (as defined in the Tax Act) for Registered Plans, such Registered Plans (and, in the case of certain Registered Plans, the annuitants, beneficiaries or subscribers thereunder or holders thereof) may be subject to adverse tax consequences. Investors should consult their own tax counsel for advice on whether or not such securities would be qualified investments for Registered Plans.

Tax Implications of the Fund’s Distribution Policy

The NAV per Share of the will, in part, reflect any income and gains of the Corporation that have accrued or have been realized, but have not been made payable at the time Shares were acquired. Accordingly, a Resident Shareholder who acquires Shares, including on a distribution of Shares or on a reinvestment in Shares, may become taxable on the Resident Shareholder’s share of such income and gains of the Corporation. In particular, an investor who acquires Shares at any time in the year but prior to a distribution being paid or made payable will have to pay tax on the entire distribution (to the extent it is a taxable distribution) notwithstanding that such amounts may have been reflected in the price paid by the Holder for the Shares.

ORGANIZATION AND MANAGEMENT DETAILS OF THE FUND

Officers and Directors of the Corporation

As the Fund is a Class of shares in the capital of the Corporation, governance and management decisions are ultimately made by the board of directors of the Corporation. The board of directors is currently composed of four directors. Directors are appointed to serve on the board of directors until such time as they retire or are removed and successors are appointed. The name, municipality of residence, position with the Corporation and principal occupation of each of the directors and officers of the Corporation are as follows:

Name, Municipality of Residence and Position with the Corporation	Position with the Corporation	Principal Occupation and Positions Held During the Last 5 Years
Raj Lala Toronto, Ontario	Chief Executive Officer, Director	Founder of the Manager, Evolve Funds Group Inc. Previously the Head of WisdomTree Canada, a division of WisdomTree Investments Inc.; Executive Vice President and Head of Retail Markets for Fiera Capital Corporation; and co-founder, President and Chief Executive Officer of Propel Capital Corporation.
Scharlet Igo Toronto, Ontario	Chief Financial Officer, Director	Currently the Chief Financial Officer of the Manager, Evolve Funds Group Inc. Previously part of the Derivatives and Alternative Investments Administration group at Fiera Capital Corporation.
Elliot Johnson Toronto, Ontario	Director	Currently the Chief Investment Officer, Chief Operating Officer, Chief Compliance Officer, Corporate Secretary and Director of the Manager, Evolve Funds Group Inc. Previously the Senior Vice President, Retail Markets at Fiera Capital Corporation.
Keith Crone Toronto, Ontario	Director	Currently a Director of the Manager, Evolve Funds Group Inc. Previously the Vice President, Retail Markets at Fiera Capital Corporation.

Manager

EFG is the manager, promoter and portfolio manager of the Fund and is responsible for the administration of the Fund. The Manager is registered as an investment fund manager and portfolio manager with the applicable Securities Regulatory Authorities in Canada. The registered office of the Fund and the Manager is located at 161 Bay Street, Suite 2700, Toronto, ON M5J 2S1.

The Manager performs or arranges for the performance of management services for the Fund, is responsible for the administration of the Fund and provides investment advisory and portfolio management services to the Fund with respect to its portfolio. The Manager is entitled to fees for its services as manager under the Management Agreement as described under “Fees and Expenses” and will be reimbursed for all reasonable costs and expenses incurred by the Manager on behalf of the Fund.

Duties and Services to be Provided by the Manager

Pursuant to the Management Agreement, the Manager has full authority and responsibility to manage and direct the business and affairs of the Fund, to make all decisions regarding the business of the Fund and to bind the Fund. The Manager may delegate certain of its powers to third parties where, in the discretion of the Manager, it would be in the best interests of the Fund to do so.

The Manager is responsible for providing, or causing to be provided, management, administrative and portfolio advisory and investment management services to the Fund. The Manager’s duties include, without limitation:

- (a) acquiring and maintaining the Portfolio in accordance with the investment objectives, investment strategies and investment restrictions and investing assets held by the Fund from time to time, as well as managing relationships with the Custodian, Registrar and Transfer Agent, Auditors, legal counsel and other organizations or professionals serving the Fund;
- (b) ongoing compliance with, and monitoring the suitability of, the investment objectives, investment strategies and investment restrictions, as applicable, and preparing for adoption by the Shareholders of any amendments to the investment objectives and investment restrictions which the Manager believes are in the best interests of the Fund;
- (c) entering into, on behalf of the Fund, any derivative or other transactions and arranging for the settlement of the Fund’s obligations and the receipt of the counterparty’s obligations under any such agreements;

- (d) the authorization and timely payment on behalf of the Fund of fees and expenses incurred on behalf of the Fund and the negotiation of contracts with third party providers of services (including, but not limited to, custodians, transfer agents, legal counsel, auditors and printers);
- (e) the provision of office space, telephone services, office equipment, facilities, supplies and executive, secretarial and clerical services;
- (f) the preparation of accounting, management and other reports (including such interim and annual reports to shareholders, financial statements, tax reporting to shareholders and income tax returns as may be required by applicable law);
- (g) keeping and maintaining the books and records of the Fund and the supervision of compliance by the Fund with record keeping requirements under applicable regulatory regimes;
- (h) the calculation of the amount, and the determination of the frequency, of distributions by the Fund;
- (i) the handling of communications and correspondence with shareholders and the preparation of notices of distributions to shareholders;
- (j) ensuring that the NAV per Share is calculated and provided to the financial press;
- (k) responding to investors' enquiries and general investor relations in respect of the Fund;
- (l) dealing with banks, custodians and sub-custodians including in respect of the maintenance of bank records and the negotiating and securing of bank financing or refinancing;
- (m) determining from time to time the appropriate amount of leverage and implementing and monitoring the use of such leverage;
- (n) arranging for the liquidation of the Portfolio in an orderly manner, to the extent necessary, and using the proceeds therefrom to reduce indebtedness of the Fund in the event that the Fund is at any time in breach of its collateral requirements in order to limit the total indebtedness of the Fund as a percentage of the aggregate value of the assets of the Fund or for any other reason where the Fund requires cash to meet its obligations;
- (o) obtaining such insurance as the Manager considers appropriate for the Fund;
- (p) arranging for the provision of services by CDS for the administration of the non-certificated issue system with respect to the Shares;
- (q) ensuring that that the Fund complies with all regulatory requirements and applicable stock exchange listing requirements; and
- (r) the provision of such other managerial and administrative services as may be reasonably required for the ongoing business and administration of the Fund including maintenance of a website.

The Manager is required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of the Shareholders of the Fund, and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Management Agreement provides that the Manager will not be liable to the Fund or to any Shareholder or any other person for any loss or damage relating to any matter regarding the Fund, including any loss or diminution of value of the assets of the Fund if it has satisfied its standard of care set forth above.

The administration and management services of the Manager under the Management Agreement are not exclusive and nothing prevents the Manager from providing similar administrative and management services to other investment

funds and other clients (whether or not their investment objectives and policies are similar to those of the Fund) or from engaging in other activities.

The Manager and each of its directors, officers, employees and agents may be indemnified out of the assets of the Fund from and against all claims whatsoever, including costs, charges and expenses in connection therewith, brought, commenced or prosecuted against it for or in respect of any act, deed, matter or thing whatsoever made, done or omitted in or in relation to the execution of its duties to the Fund as long as the person acted honestly and in good faith with a view to the best interests of the Fund.

The Manager may resign upon 120 days' notice to the Shareholders and the Fund. If the Manager resigns it may appoint its successor but, unless its successor is an affiliate of the Manager, its successor must be approved by the Shareholders of the Fund. If the Manager is in material default of its obligations to the Fund under the Management Agreement and such default has not been cured within 30 days after notice of same has been given to the Manager or upon certain actions relating to the bankruptcy or insolvency of the Manager, the Fund shall give notice thereof to the Shareholders of the Fund and the Shareholders may remove the Manager and appoint a successor manager. The Manager may resign on 20 business days' written notice to the Fund if the Fund is in breach or default of the provisions of the Management Agreement and, if capable of being cured, such breach or default has not been cured by the Fund within 20 business days' notice of such breach or default to the Fund. The Manager is deemed to resign if an order is made or a resolution is passed or other proceeding is taken for the dissolution of the Manager, or upon certain events of insolvency or bankruptcy with respect to the Manager.

In addition, if the Manager purchases or sells Portfolio Securities or takes any other action with respect to the Portfolio that through inadvertence violates any investment objective, strategy or restriction applicable to the Fund as described herein set forth and the violation has or will have a material adverse effect on the Portfolio, then it will not be considered a material breach for purposes of any termination right in the Management Agreement if the Manager takes action that returns the Portfolio to compliance with such investment objective, strategy or restriction within the cure period described above. In the event that the Manager resigns or is removed as described above, the Corporation shall promptly appoint a successor manager to carry out the activities of the Manager until a meeting of the Shareholders of the Fund is held to confirm such appointment by extraordinary resolution. The removal or resignation of the Manager will only become effective upon the appointment of a replacement manager. If, within 90 days from the notice of resignation or removal of the Manager, the Corporation has not appointed a replacement manager, the Shares will be redeemed, and the Fund will be terminated.

Officers and Directors of the Manager

The name and municipality of residence of each of the directors and executive officers of the Manager and their principal occupations are as follows:

***Name and Municipality of
Residence***

Raj Lala
Toronto, Ontario

Position with the Manager and Principal Occupation

President, Chief Executive Officer and Director and Ultimate Designated Person, EFG

Prior to founding EFG, Raj Lala served as Head of WisdomTree Canada – a division of WisdomTree Investments Inc., one of the world's largest ETF issuers. Prior to this, Mr. Lala was Executive Vice President and Head of Retail Markets for Fiera Capital Corporation, a prominent Canadian investment management firm with over \$100 billion in assets under management. Mr. Lala co-founded and served as President and CEO of Propel Capital Corporation (which was acquired by Fiera Capital Corporation in September 2014). Propel raised approximately \$1 billion in structured products in its five years of operation. Prior to Propel, Mr. Lala worked with Jovian Capital. Mr. Lala held several roles at Jovian including President of JovFunds Inc., an asset management division of Jovian Capital. Mr. Lala holds a Bachelor's degree in Economics from the University of Toronto (1994).

***Name and Municipality of
Residence***

Scharlet Igo
Toronto, Ontario

Michael Simonetta
Toronto, Ontario

Elliot Johnson
Toronto, Ontario

Keith Crone
Toronto, Ontario

Position with the Manager and Principal Occupation

Chief Financial Officer, EFG

Prior to joining EFG, Ms. Igo played a key role in the establishment of a Derivatives and Alternative Investments Administration group at Fiera Capital Corporation, a major Canadian investment management firm with over \$100 billion in asset under management. In addition, Ms. Igo was an integral part of driving a full-scale operational process for Fiera Quantum Limited Partnership, an alternative investment manager. Previously, Ms. Igo was a Senior Analyst on the Operations Risk and Valuation Group at Curaçao International Trust Company Fund Services (Canada), working closely with many prominent US and European hedge funds. Ms. Igo received a BA Dipl. with Honours from Humber Business School, a BAS Specialized Honours from York University and a MFin from Queens University. Ms. Igo has completed Level II of the CFA Program. Through Humber Business Schools Ms. Igo was awarded the David Dodge Economics Award, personally presented by David Dodge, the Former Governor of the Bank of Canada for excellence in studies in economics. Ms. Igo was also presented the Rosemary Brown Human Rights Award for outstanding academic achievement. Ms. Igo volunteers as an advisor for Queen's University Smith School of Business – Alumni Advisory Program.

Chairman and Director, EFG

Mr. Simonetta has a broad background in management, investment and capital markets. Mr. Simonetta was one of the founding partners of First Asset Management Inc. ("FAMI"), and served as President and CEO of FAMI from 1997 to 2006. At the time FAMI was sold in 2005, FAMI managed in excess of \$30 billion in assets and was one of Canada's top ten largest companies in the pension and high net worth asset management business. FAMI's affiliates have included: Beutel, Goodman & Company Ltd.; Foyston Gordon & Payne, Inc.; Deans Knight Capital Management Ltd., Montrusco Bolton Investments Inc.; Covington Capital Corporation; First Asset Funds Inc. (formerly Triax Capital Corporation); and Northwest Mutual Funds Inc. FAMI was sold in 2005 to Affiliated Managers Group, Inc. (NYSE: AMG), a publicly listed investment management company based in Boston. Mr. Simonetta is a member of the Institute of Chartered Accountants of Ontario, obtaining his C.A. designation in 1984 while achieving Top 20 Honour Roll standing, and holds a Bachelor of Arts from the University of Waterloo (1983 – Gold Medal).

Chief Investment Officer, Chief Operating Officer, Chief Compliance Officer, Corporate Secretary and Director, EFG

Prior to joining EFG, Mr. Johnson was Senior Vice President, Retail Markets at Fiera Capital Corporation, a prominent Canadian investment management firm. Prior to this role, Mr. Johnson served as Chief Operating Officer of Fiera Quantum Limited Partnership, an alternative investment manager. From 2010 to 2012, Mr. Johnson led technology management for a number of business lines at National Bank of Canada. Prior to 2012 he spent 13 years at GMP Capital Corp. in a variety of management roles across institutional brokerage, wealth management and asset management businesses. Mr. Johnson holds the Canadian Investment Manager (CIM) designation, the Derivatives Markets Specialist (DMS) designation and is a Fellow of the Canadian Securities Institute (FCSI). Mr. Johnson serves as a trustee on the boards of the Upper Canada College Foundation, and Trinity College at the University of Toronto where he is Chair of the Committee on Investments.

Executive Vice President, Head of Marketing and Director, EFG

Prior to joining EFG, Mr. Crone served as Vice President, Retail Markets at Fiera Capital Corporation, a prominent Canadian investment management firm with over \$100 billion in assets under management. Mr. Crone served as Vice President and Partner of Propel Capital Corporation (which was acquired by Fiera Capital Corporation in September 2014). Propel raised approximately \$1 billion in structured products in its five years of operation. Prior to Propel, Mr. Crone served as Senior Vice

***Name and Municipality of
Residence***

Position with the Manager and Principal Occupation

President, Sales within JovFunds Inc., the specialty investment arm of Jovian Capital Corporation. Prior to 2005, Mr. Crone served in various sales and marketing capacities at Dynamic Funds, which is now a wholly-owned subsidiary of Scotiabank.

In its capacity as portfolio manager, EFG is responsible for the oversight and provision of investment advisory services to the Fund, and all decisions are reviewed in a team-oriented manner. The portfolio of the Fund is primarily managed by Elliot Johnson, Chief Investment Officer, Chief Operating Officer, Chief Compliance Officer, Corporate Secretary and Director of the Manager. Investment decisions made by the portfolio manager are not subject to the oversight, approval or ratification of a committee.

Brokerage Arrangements

The Manager may utilize various brokers to effect securities transactions on behalf of the Fund. These brokers may directly provide the Manager with research and related services, in addition to executing transactions. Although the Fund may not benefit equally from each research and related service received from a broker, the Manager will endeavour to ensure that all of the Fund receive an equitable benefit over time. The Manager will monitor and evaluate the execution performance of its brokers with a view to determining whether steps should be taken to improve the quality of trade execution. When determining whether a broker should be added to the Manager's list of approved brokers, there are numerous factors that are considered including transaction cost, value of research, type and size of an order, speed and certainty of execution, responsiveness and trade matching quality.

Approved brokers will be monitored on a regular basis to ensure that the value of the goods and services, as outlined above, provides a reasonable benefit as compared to the amount of brokerage commissions paid for the goods and services.

Ownership of Securities of the Fund and of the Manager

As of the date hereof, (i) 54.07% of the equity securities of the Manager are owned of record or beneficially by individuals who are either directors or executive officers of the Corporation; and (ii) 35.82% of the equity securities of the Manager are owned of record or beneficially by individuals who are either directors or executive officers of the Manager.

Conflicts of Interest

The administration and management of the Manager are not exclusive and nothing in the Management Agreement prevents the Manager from providing similar services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the Fund) or from engaging in other activities.

Investments in securities purchased by the Manager on behalf of the Fund and other investment funds managed by the Manager will be allocated to the Fund and such other investment funds on a fair and equitable basis according to the size of the order and the applicable investment restrictions and policies of the Fund and the other investment funds.

When it is determined that it would be appropriate for the Fund and one or more other investment accounts managed by the Manager or its affiliates to participate in an investment opportunity, the Manager will seek to make such investments for all of the participating investment accounts, including the Fund, on an equitable basis, taking into account such factors as the relative amounts of capital available for new investments and the investment programs and portfolio positions of the Fund and the affiliated entities for which participation is appropriate. Orders may be combined for all such accounts, and if any order is not filled at the same price, they may be allocated on an average price basis. Similarly, if an investment for the account of more than one account cannot be fully executed under prevailing market conditions, investments may be allocated among the different accounts on a basis which the Manager or its affiliates consider equitable. The Manager may recommend that the Fund sell a security, while not recommending such sale for other accounts in order to enable the Fund to have sufficient liquidity to honor Shareholders' repurchase requests.

The Management Agreement acknowledges that the Manager may provide services to the Fund in other capacities, provided that the terms of any such arrangement are no less favourable to the Fund than those that would be obtained from parties that are at arm's length for comparable services.

The Manager may at times have interests that differ from the interests of the Shareholders. Where the Manager or its respective affiliates otherwise perceive in the course of business, that they are or may be in a material conflict of interest position, the matter will be referred to the IRC. The IRC will consider all matters referred to it and provide its recommendations to the Manager as soon as possible. In evaluating these conflicts of interest, potential investors should be aware that the Manager has a responsibility to the Shareholders to exercise good faith and fairness in all dealings affecting the Fund. In the event that a Shareholder believes that the Manager has violated its duty to such Shareholder, the Shareholder may seek relief for itself or on behalf of the Fund to recover damages from or to require an accounting by the Manager. Shareholders should be aware that the performance by the Manager of its responsibilities to the Fund will be measured in accordance with (i) the provisions of the agreement by which the Manager has been appointed to its position with the Fund; and (ii) applicable laws.

No Designated Broker or Dealer has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus and, as such, the Designated Broker and the Dealers do not perform many of the usual underwriting activities in connection with the distribution by the Fund of its Shares under this prospectus. Shares does not represent an interest or an obligation of the Designated Broker, any Dealer or any affiliate thereof and a Shareholder does not have any recourse against any such parties in respect of amounts payable by the Fund to the Designated Broker or applicable Dealers.

A registered dealer acts as the Designated Broker and one or more registered dealers may act as a Dealer and/or a market maker. These relationships may create actual or perceived conflicts of interest that investors should consider in relation to an investment in the Fund. In particular, by virtue of these relationships, these registered dealers may profit from the sale and trading of Shares. The Designated Broker, as market maker of the Fund in the secondary market, may therefore have economic interests that differ from, and may be adverse to, those of Shareholders. Any such registered dealer and its affiliates may, at present or in the future, engage in business with the Fund, with the issuers of securities making up the investment portfolio of the Fund or with the Manager or any funds sponsored by the Manager or its affiliates, including by making loans, entering into Derivative transactions or providing advisory or agency services to the Manager or its affiliates. In addition, the relationship between any such registered dealer and its affiliates and the Manager and its affiliates may extend to other activities, such as being part of a distribution syndicate for other funds sponsored by the Manager or its affiliates.

Independent Review Committee

As required by NI 81-107, the Manager has established an IRC to review all conflicts of interest matters identified and referred to the IRC by the Manager relating to the Fund managed by the Manager. The IRC reviews and gives its approval or recommendations as to the conflict of interests matters referred to it. A conflict of interest matter is a situation where a reasonable person would consider the Manager or an entity related to the Manager to have an interest that conflicts with the Manager's ability to act in good faith and in the best interest of the Fund. The IRC is also required to approve certain reorganizations involving the Fund and any change of the auditors of the Fund.

The IRC is made up of members who are independent. The Manager considers that an individual is independent if the individual is not a director, officer or employee of any of the Manager or an affiliate of the Manager for at least five years. In addition, the individual must be independent of management and free from any interest and any business or other relationship that could, or could reasonably be perceived to, materially interfere with the individual's ability to act with the view to the best interests of the Fund.

The members of the IRC are Kevin Drynan (Chair), Rod McIsaac and Mark Leung.

The IRC has a written charter that sets out its powers, duties and responsibilities. Additionally, pursuant to NI 81-107, the IRC assesses, at least annually, the adequacy and effectiveness of the following: the Manager's policies and procedures regarding conflict of interest matters; any standing instructions that the IRC gave to the Manager for conflict of interest matters related to the Fund; the compliance of the Manager and the Fund with any conditions imposed by the IRC on a recommendation or approval it has provided to the Manager; the independence and

compensation of its members; the IRC's effectiveness as a committee; and the contribution of each member to the IRC.

The IRC prepares a report for Shareholders, at least annually, of its activities. Such report is made available on the Manager's website at www.evolvefunds.com or, at the request of a Shareholder and at no cost, by calling the Manager at (416) 214-4884 or toll-free at 1-844-370-4884 or by sending an email request to info@evolvefunds.com.

The members of the IRC are paid an annual fee for serving on the IRC of the investment funds in the Fund. Each investment fund, including the Fund, is responsible for a portion of that fee, which is allocated by the Manager among the various funds. Currently, annual fees are payable to the following members of the IRC as follows: Kevin Drynan (Chair, \$8,000), Rod McIsaac (\$6,000) and Mark Leung (\$6,000). In addition to the annual fee, the IRC will receive \$2,000 for each additional meeting held after the first two meetings in any year.

The investment funds in the EFG family of funds all share the same IRC. Fees and expenses of the IRC are borne and shared by all of the investment funds in the EFG family of funds.

Custodian

CIBC Mellon Trust Company, at its principal office in Toronto, Ontario, is custodian of the assets of the Fund pursuant to the Custodian Agreement. The Custodian has appointed qualified foreign sub-custodians in each jurisdiction in which the Fund has securities. The Manager or the Custodian may terminate the Custodian Agreement at any time upon ninety days' written notice.

The Custodian is entitled to receive fees from the Manager as described under "Fees and Expenses" and to be reimbursed for all expenses and liabilities that are properly incurred by the Custodian in connection with the activities of the Fund.

Auditors

The auditors of the Fund are Ernst & Young LLP located at its principal offices in Toronto, Ontario. The auditors of the Fund may not be changed unless the IRC has approved the change and Shareholders have received at least sixty days' notice before the effective date of the change, or as otherwise required by Canadian Securities Legislation.

Registrar and Transfer Agent

TSX Trust Company, at its principal offices in Toronto, Ontario, is the Registrar and Transfer Agent for the Fund pursuant to registrar and transfer agency agreements entered into as of the date of the initial issuance of Shares.

Fund Administrator

CIBC Mellon Global Securities Services Company, at its principal offices in Toronto, Ontario, is the Fund Administrator. The Fund Administrator is responsible for certain aspects of the day-to-day administration of the Fund, including NAV calculations, accounting for net income and net realized capital gains of the Fund and maintaining books and records with respect to the Fund.

Securities Lending Agents

The Bank of New York Mellon, CIBC Mellon Global Securities Services Company and Canadian Imperial Bank of Commerce may act as the securities lending agents of the Fund pursuant to the Securities Lending Agreement. The Securities Lending Agents are not affiliates or associates of the Manager. The Manager or the Securities Lending Agents may terminate the Securities Lending Agreement upon thirty (30) days' written notice to the other parties at any time.

Under the Securities Lending Agreement, the collateral posted by a securities borrower to the Fund will be required to have an aggregate value of not less than 102% of the market value of the loaned securities. In addition to the collateral held by the Fund, the Fund will also benefit from a borrower default indemnity provided by the Securities

Lending Agent. The Securities Lending Agents' indemnity will provide for the replacement of a number of securities equal to the number of unreturned loaned securities.

Prime Broker

The Prime Broker provides prime brokerage services to the Fund, including, but not limited to, margin lending in connection with the leverage strategies of the Fund. The Fund may appoint additional prime brokers from time to time.

Promoter

The Manager has taken the initiative in re-organizing the Fund and is, accordingly, the promoter of the Fund within the meaning of securities legislation of certain provinces and territories of Canada. The Manager, in its capacity as manager of the Fund, receives compensation from the Fund. See "Fees and Expenses".

CALCULATION OF NAV

The NAV and NAV per Share of the Fund are calculated by the Fund Administrator as of the Valuation Time on each Valuation Date. The NAV of the Fund on a particular date is equal to the aggregate value of the assets of the Fund less the aggregate value of the liabilities of the Fund, including any accrued management fees and any income, net realized capital gains or other amounts payable to Shareholders on or before such date, expressed in Canadian dollars. The NAV per Share on any day is obtained by dividing the NAV of the Fund on such day by the applicable number of Shares then outstanding.

Valuation Policies and Procedures of the Fund

In determining the NAV of the Fund at any time, the Fund Administrator uses the following valuation principles:

- (a) cash on hand or on deposit, bills, demand notes, accounts receivable, prepaid expenses, cash dividends received or receivable and interest accrued and not yet received, shall be deemed to be the face value thereof unless the Manager has determined that any such deposit, bill, demand note, account receivable, prepaid expense, cash dividend received or receivable or interest is not worth the full face value, in which event the value thereof shall be deemed to be such value as the Manager determines to be reasonable;
- (b) bonds, debentures, notes, money market instruments and other obligations shall be valued by taking the average of the most recently available bid and asked quotations at the Valuation Time on the Valuation Date;
- (c) loans shall be valued at the Valuation Time on the Valuation Date in the following manner:
 - (i) the bid-side quote determined by any of Loan Pricing Corporation, MarkIt Partners or any other nationally recognized loan pricing service selected by the Manager, as applicable; or
 - (ii) if such quote described in clause (i) above is not available, the average of the bid-side quotes determined by the Manager, as applicable, from three independent broker-dealers active in the trading of such asset; or (A) if only two such bids can be obtained, the average of the bid-side quotes of such two bids; or (B) if only one such bid can be obtained, such bid; or
 - (iii) if such quote or bid described in clauses (i) and (ii) above are not available, the value of such loan (expressed as a percentage of par) shall be the value assigned by the Manager based on its best estimate of fair value, taking into consideration all relevant factors, including, but not limited to, the earnings and cash flow of the applicable obligor, comparable loans and/or obligors in the market, credit ratings and/or market credit spreads, interest rate levels, liquidity levels and position concentration levels;
- (d) any security which is listed or dealt in upon a stock exchange shall be valued at its current market value;

- (e) any security which is not listed or dealt in upon a stock exchange shall be valued at the most recently available sale price on the Valuation Date, or if such sale price is unavailable, the average of the bid and asked quotations immediately prior to the Valuation Time on the Valuation Date shall be used;
- (f) restricted securities shall be valued at the lesser of:
 - (i) the value thereof based on reported quotations in common use; and
 - (ii) that percentage of the market value of securities of the same class, the trading of which is not restricted or limited by reason of any representation, undertaking or agreement or by law, equal to the percentage that the Fund's acquisition cost was of the market value of such securities at the time of acquisition, as applicable, provided that a gradual taking into account of the actual value of the securities may be made where the date on which the restrictions will be lifted is known;
- (g) purchased or written clearing corporation options, options on futures, over-the-counter options, debt-like securities and listed warrants shall be valued at the current market value thereof;
- (h) where a covered clearing corporation option, option on futures or over-the-counter option is written, the premium received by the Fund shall be reflected as a deferred credit which shall be valued at an amount equal to the current market value of the clearing corporation option, option on futures or over-the-counter option that would have the effect of closing the position. Any difference resulting from revaluation shall be treated as an unrealized gain or loss on investment. The deferred credit shall be deducted in arriving at the NAV. The securities, if any, which are the subject of a written clearing corporation option or over-the-counter option shall be valued at their current market value;
- (i) the value of a futures contract, forward contract or other derivatives, such as swap contracts or options on financial futures, shall be the gain or loss with respect thereto that would be realized if, at the Valuation Time, the position in the futures contract, or the forward contract, as the case may be, were to be closed out in accordance with its terms, unless "daily limits" are in effect, in which case fair value shall be based on the current market value of the underlying interest;
- (j) margin paid or deposited in respect of futures contracts and forward contracts shall be reflected as an account receivable and margin consisting of assets other than cash shall be noted as held as margin;
- (k) translating amounts in a foreign currency to Canadian currency shall be based on the rate of exchange in effect on the applicable Valuation Date, as quoted by a recognized source, at the Manager's sole discretion;
- (l) if any Valuation Date is not a business day in any jurisdiction which is relevant for the purposes of valuing investments of the Fund, the prices or quotations as of the preceding business day in such jurisdiction shall be used for the purposes of such valuation;
- (m) any security purchased, the purchase price of which has not been paid, shall be included for valuation purposes as a security held, and the purchase price, including brokers' commissions and other expenses, shall be treated as a liability of the Fund;
- (n) any security sold, but not delivered, pending receipt of the proceeds, shall be excluded for valuation purposes as a security held, and the selling price, net of brokers' commissions and other expenses, shall be treated as an asset of the Fund; and
- (o) if any investment cannot be valued under the foregoing rules or if the foregoing rules are at any time considered by the Manager to be inappropriate under the circumstances, then notwithstanding the foregoing rules, the Manager shall make such valuation as it considers fair and reasonable.

Unless otherwise indicated, for purposes hereof, "current market value" means the most recently available sale price applicable to the relevant security on the principal exchange on which it is traded immediately preceding the Valuation

Time on the Valuation Date, provided that, if no sale has taken place on a Valuation Date, the average of the bid and asked quotations immediately prior to the Valuation Time on the Valuation Date shall be used.

For the purposes of the foregoing valuation policies, quotations may be obtained from any report in common use, or from a reputable broker or other financial institutions, provided always that the Manager shall retain sole discretion to use such information and methods as it deems to be necessary or desirable for valuing the assets of the Fund, including the use of a formula computation.

If any investment cannot be valued under the foregoing rules or if the foregoing rules are at any time considered by the Manager to be inappropriate under the circumstances, then notwithstanding the foregoing rules, the Manager shall make such valuation as it considers fair and reasonable under the circumstances and, if there is an industry practice, in a manner consistent with such industry practice for valuing such investment.

Pursuant to NI 81-106, investment funds calculate their NAV using fair value for purposes of securityholder transactions. The Manager considers the policies above to result in fair valuation of the securities held by the Fund in accordance with NI 81-106 and such policies have been approved by the Board of Directors of the Manager. Net assets of the Fund will continue to be calculated in accordance with the rules and policies of the Canadian Securities Administrators or any exemption therefrom that the Fund may obtain.

Reporting of NAV

The Manager will publish the NAV and NAV per Share for the Fund following the Valuation Time on the Valuation Date on its website at www.evolvefunds.com.

ATTRIBUTES OF THE SECURITIES

Description of the Securities Distributed

The authorized capital of the Corporation includes an unlimited number of non-cumulative, redeemable, non-voting classes of shares, issuable in an unlimited number of series, and one class of voting shares designated as “Common Shares”. Each Class is a separate investment fund having specific investment objectives and is specifically referable to a separate portfolio of investments. The Fund is the first of the Classes and is a mutual fund established under the laws of the Province of Ontario. The Fund currently consists of a single series of redeemable, transferable exchange traded fund series of shares, each of which represents an undivided interest in the net assets of the Fund.

Certain Provisions of the Shares

So long as there are any Common Shares outstanding, unless otherwise required by the applicable law, a shareholder of a Class shall not be entitled to receive notice of, or attend any meeting of, shareholders or to vote at any such meeting. If there are no issued and outstanding Common Shares, subject to applicable law, a shareholder of a Class shall be entitled to receive notice of and attend a meeting of shareholders and to vote at such meeting. If shareholders of a Class or series are entitled to vote because there are no issued and outstanding Common Shares or pursuant to the applicable law, such shareholders shall have one vote for each whole share of a Class held by such shareholder.

Each Shareholder is entitled to participate equally with all other shares of the same Class or series of Class with respect to all payments made to shareholders, other than Management Fee Rebates, including dividends and distributions and, on liquidation, to participate equally in the net assets of the applicable Class remaining after satisfaction of any outstanding liabilities that are attributable to Shares of the Class. All Shares will be fully paid, with no liability for future assessments, when issued and will not be transferable except by operation of law. Shareholders are entitled to require the Fund to redeem its Shares as outlined under “Exchange, Redemption and Switches of Shares – Redemption of Shares for Cash”.

Exchange of Shares for Baskets of Securities

As set out under “Exchange, Redemption and Switches of Shares – Exchange of Shares at NAV per Share for Baskets of Securities and/or Cash”, Shareholders may exchange the applicable PNS (or an integral multiple thereof) of the

Fund on any Trading Day for Baskets of Securities and/or cash, subject to the requirement that a minimum PNS be exchanged.

Redemptions of Shares for Cash

On any Trading Day, Shareholders may redeem Shares for cash at a redemption price per Share equal to 95% of the closing price for the applicable Shares on the NEO on the effective day of redemption, subject to a maximum redemption price per Share equal to the NAV per Share on the effective day of redemption, less any applicable administrative fee determined by the Manager, in its sole discretion, from time to time. Because Shareholders will generally be able to sell Shares at the market price on the NEO through a registered broker or dealer subject only to customary brokerage commissions, Shareholders are advised to consult their brokers, dealers or investment advisers before redeeming its Shares for cash.

Modification of Terms

All rights attached to the Shares may only be modified, amended or varied in accordance with the terms of the Articles. See "Shareholder Matters".

Voting Rights in the Portfolio Securities

Holders of Shares will not have any voting rights in respect of the securities in the Fund's portfolio.

SHAREHOLDER MATTERS

Meetings of Shareholders

Meetings of Shareholders of the Fund will be held if called by the Manager or upon the written request to the Manager of Shareholders of the Fund holding not less than 25% of the then outstanding Shares.

Matters Requiring Shareholder Approval

In addition to certain matters required by corporate law, NI 81-102 requires a meeting of Shareholders of the Fund to be called to approve certain changes as follows:

- (a) the basis of the calculation of a fee or expense that is charged to the Fund or its Shareholders is changed in a way that could result in an increase in charges to the Fund or to its Shareholders, except where (i) the Fund is at arm's length with the person or company charging the fee; and (ii) the Shareholders have received at least sixty days' notice before the effective date of the change;
- (b) a fee or expense, to be charged to the Fund or directly to its Shareholders by the Fund or the Manager in connection with the holding of Shares that could result in an increase in charges to the Fund or its Shareholders, is introduced;
- (c) the Manager is changed, unless the new manager of the Fund is an affiliate of the Manager;
- (d) the fundamental investment objective of the Fund is changed;
- (e) the Fund decreases the frequency of the calculation of its NAV per Share;
- (f) other than a Permitted Merger for which Shareholder approval is not required, the Fund undertakes a reorganization with, or transfers its assets to, another mutual fund, if the Fund ceases to continue after the reorganization or transfer of assets and the transaction results in the Shareholders of the Fund becoming securityholders in the other mutual fund;
- (g) the Fund undertakes a reorganization with, or acquires assets from, another mutual fund, if the Fund continues after the reorganization or acquisition of assets, the transaction results in the

securityholders of the other mutual fund becoming Shareholders, and the transaction would be a material change to the Fund; or

- (h) any matter which is required by the constating documents of the Fund, by the laws applicable to the Fund or by any agreement to be submitted to a vote of the Shareholders.

In addition, the auditors of the Fund may not be changed unless the IRC of the Fund has approved the change and Shareholders have received at least sixty days' notice before the effective date of the change.

In the absence of an exemption, the Manager shall seek Shareholder approval of any matter which is required by the constating documents of the Corporation, by the laws applicable to the Fund (including corporate law and NI 81-102) or by any agreement to be submitted to a vote of the Shareholders.

Subject to any higher threshold required by applicable law, approval of Shareholders of the Fund of any such matter will be given if a majority of the votes cast at a meeting of Shareholders of the Fund duly called and held for the purpose of considering the same approve the related resolution.

Permitted Mergers

The Fund may, without Shareholder approval, enter into a merger or other similar transaction (a "**Permitted Merger**") that has the effect of combining the Fund with any other investment fund or funds that have investment objectives, valuation procedures and fee structures that are similar to the Fund, subject to:

- (a) approval of the merger by the IRC;
- (b) compliance with certain merger pre-approval conditions set out in NI 81-102; and
- (c) written notice being sent to Shareholders at least sixty days before the effective date of the merger.

In connection with a Permitted Merger, the merging funds will be valued at their respective NAVs and Shareholders of the Fund will be offered the right to redeem its Shares for cash at the applicable NAV per Share.

Accounting and Reporting to Shareholders

The fiscal year-end of the Fund is December 31. The Fund will deliver or make available to Shareholders: (i) the audited annual financial statement; (ii) the unaudited interim financial statement; and (iii) annual and interim management reports of fund performance. Such documents are, or will be, incorporated by reference into, and form an integral part of, this prospectus. See "Documents Incorporated by Reference".

Each Shareholder will also be mailed annually, by his, her or its broker, as and when required under applicable law, information necessary to enable such Shareholder to complete an income tax return with respect to amounts paid or payable by the Fund owned by such Shareholder in respect of the preceding taxation year of the Fund. Neither the Manager nor the Registrar and Transfer Agent are responsible for tracking the adjusted cost base of a Shareholder's Shares. Shareholders should consult with their tax or investment adviser in respect of how to compute the adjusted cost base of its Shares and in particular how distributions made by the Fund to a Shareholder affect the Shareholder's tax position. See "Income Tax Considerations".

The Manager will ensure that the Fund complies with all applicable reporting and administrative requirements. The Manager will also ensure that adequate books and records are kept reflecting the activities of the Fund. A Shareholder or his, her or its duly authorized representative has the right to examine the books and records of the Fund during normal business hours at the offices of the Fund Administrator. Notwithstanding the foregoing, a Shareholder shall not have access to any information that, in the opinion of the Manager, should be kept confidential in the interests of the Fund.

International Information Reporting

The dealers through which Shareholders hold their shares are subject to registration, information collection and reporting obligations contained in Part XVIII of the Tax Act, which implemented the Canada-United States Enhanced Tax Information Exchange Agreement (the “IGA”) with respect to “financial accounts” such dealers maintain for their clients. Shareholders, or the controlling person of a Shareholder, will generally be requested to provide their dealer with information related to their citizenship, residency and, if applicable, a U.S. federal tax identification number. If a Shareholder is a U.S. person (including a U.S. citizen or green card holder who is resident in Canada) or if a Shareholder does not provide the requested information, Part XVIII of the Tax Act and the IGA will generally require information about the Shareholder’s investment in the Company to be reported to the CRA, unless the investment is held within a Registered Plan. The CRA will provide that information to the U.S. Internal Revenue Service.

In addition, reporting obligations in the Tax Act have been enacted to implement the Organisation for Economic Co-operation and Development Common Reporting Standard (the “CRS Rules”). Pursuant to the CRS Rules, Canadian financial institutions are required to have procedures in place to identify accounts held by residents of foreign countries (other than the United States), or by certain entities any of whose “controlling persons” are resident in a foreign country (other than the United States). The CRS Rules provide that Canadian financial institutions must report the required information to the CRA annually. Such information would be available to be exchanged on a reciprocal, bilateral basis with the jurisdictions in which the Shareholders, or such controlling persons, are resident. Under the CRS Rules, Shareholders will be required to provide such information regarding their investment in the Company to the Shareholder’s dealer for the purpose of such an information exchange, unless the investment is held within a Registered Plan.

TERMINATION OF THE FUND

Subject to complying with applicable securities law, the Fund may be terminated (and the Shares redeemed by the Corporation) at the discretion of the Manager on at least sixty days’ advance written notice to Shareholders of the Fund of the termination and the Manager will issue a press release in advance thereof.

Upon termination of the Fund, each Shareholder of the Fund shall be entitled to receive at the Valuation Time on the termination date out of the assets of the Fund: (i) payment for that Shareholder’s Shares at the NAV per Share for those Shares determined at the Valuation Time on the termination date; plus (ii) where applicable, any net income and net realized capital gains that are owing to or otherwise attributable to such Shareholder’s Shares of the Fund that have not otherwise been paid to such Shareholder; less (iii) any applicable redemption charges and any taxes that are required to be deducted. Payment shall be made by cheque or other means of payment payable to such Shareholder and drawn on the Fund’s bankers and may be mailed by ordinary post to such Shareholder’s last address appearing in the register of Shareholders or may be delivered by such other means of delivery acceptable to both the Manager and such Shareholder.

The rights of Shareholders to redeem and convert Shares of the Fund described under the heading “Exchange, Redemption and Switches of Shares” will cease as and from the date of termination of the Fund.

Procedure on Termination

The Manager, on behalf of the Corporation, shall be entitled to retain out of any assets of the Fund, at the date of termination of the Fund, full provision for all costs, charges, expenses, claims and demands incurred or believed by the Manager to be due or to become due in connection with or arising out of the termination of the Fund and the distribution of its assets to the Shareholders. Out of the moneys so retained, the Manager is entitled to be indemnified and saved harmless against all costs, charges, expenses, claims and demands.

PLAN OF DISTRIBUTION

Shares are being offered for sale on a continuous basis by this prospectus and there is no maximum number of Shares that may be issued. The Shares shall be offered for sale at a price equal to the NAV of such series of Shares determined at the Valuation Time on the effective date of the subscription order.

Non-Resident Shareholders

At no time may (i) non-residents of Canada, (ii) partnerships that are not Canadian partnerships or (iii) a combination of non-residents of Canada and such partnerships (all as defined in the Tax Act) be the beneficial owners of a majority of the Shares (on either a number of Shares or fair market value basis) and the Manager shall inform the Registrar and Transfer Agent of the Fund of this restriction. The Manager may require declarations as to the jurisdictions in which a beneficial owner of Shares is resident and, if a partnership, its status as a Canadian partnership. If the Manager becomes aware, as a result of requiring such declarations as to beneficial ownership or otherwise, that the beneficial owners of 40% of the Shares then outstanding (on either a number of Shares or fair market value basis) are, or may be, non-residents and/or partnerships that are not Canadian partnerships, or that such a situation is imminent, the Manager may make a public announcement thereof. If the Manager determines that more than 40% of the Shares (on either a number of Shares or fair market value basis) are beneficially owned by non-residents and/or partnerships that are not Canadian partnerships, the Manager may send a notice to such non-residents and/or partnerships, chosen in inverse order to the order of acquisition or in such manner as the Manager may consider equitable and practicable, requiring them to sell their Shares or a portion thereof within a specified period of not less than 30 days. If the Shareholders receiving such notice have not sold the specified number of Shares or provided the Manager with satisfactory evidence that they are not non-residents or partnerships other than Canadian partnerships within such period, the Manager may on behalf of such Shareholders sell such Shares. Upon such sale, the affected holders shall cease to be beneficial owners of Shares and their rights shall be limited to receiving the net proceeds of sale of such Shares.

Notwithstanding the foregoing, the Manager may determine not to take any of the actions described above if the Manager has been advised by legal counsel that the failure to take any of such actions would not adversely impact the status of the Corporation as a mutual fund corporation for purposes of the Tax Act or, alternatively, may take such other action or actions as may be necessary to maintain the status of the Corporation as a mutual fund corporation for purposes of the Tax Act.

RELATIONSHIP BETWEEN THE FUND AND THE DEALERS

The Manager, on behalf of the Fund, may enter into various agreements with registered dealers (that may or may not be the Designated Broker) pursuant to which the Dealers may subscribe for Shares as described under “Purchases of Shares”.

No Designated Broker or Dealer has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus and, as such, the Designated Broker and the Dealers do not perform many of the usual underwriting activities in connection with the distribution by the Fund of its Shares under this prospectus. Shares does not represent an interest or an obligation of the applicable Designated Broker, any Dealer or any affiliate thereof and a Shareholder does not have any recourse against any such parties in respect of amounts payable by the Fund to the applicable Designated Broker or applicable Dealers. See “Organization and Management Details of the Fund – Conflicts of Interest”.

PRINCIPAL HOLDERS OF SHARES

CDS & Co., the nominee of CDS, is or will be the registered owner of the Shares, which it holds for various brokers and other persons on behalf of their clients and others. From time to time, a Designated Broker, Dealer, Fund or another investment fund managed by the Manager or an affiliate thereof, may beneficially own, directly or indirectly, more than 10% of the Shares.

PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD

The Manager has established policies and procedures with respect to the voting of proxies received from issuers of securities held in the Fund's Portfolio (the "**Proxy Voting Policy**"). The Manager's Proxy Voting Policy provides that the Manager will vote (or refrain from voting) proxies for the Fund for which it has voting power in the best economic interests of the Fund. The Proxy Voting Policy is not exhaustive and due to the variety of proxy voting issues that the Manager may be required to consider, are intended only to provide guidance and are not intended to dictate how proxies are to be voted in each instance. The Manager may depart from the Proxy Voting Policy in order to avoid voting decisions that may be contrary to the best interests of the Fund.

The Manager will publish these records on an annual basis on the Fund's website at www.evolvefunds.com. The Fund's proxy voting record for the annual period from July 1 to June 30 is available at any time after August 31 following the end of that annual period, to any Shareholder on request, at no cost, and is also be available at www.evolvefunds.com.

MATERIAL CONTRACTS

The only contracts material to the Fund are the Articles, the Management Agreement and the Custodian Agreement.

Copies of these agreements may be examined at the head office of the Manager at 161 Bay Street, Suite 2700, Toronto, ON M5J 2S1.

LEGAL AND ADMINISTRATIVE PROCEEDINGS

The Fund is not involved in any legal proceedings, nor is the Manager aware of existing or pending legal or arbitration proceedings involving the Fund.

EXPERTS

Ernst & Young LLP has advised that it is independent with respect to the Fund within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

EXEMPTIONS AND APPROVALS

The Manager, on behalf of the Fund, has obtained exemptive relief from the Securities Regulatory Authorities:

- (a) to permit a Shareholder to acquire more than 20% of the Shares through purchases on the NEO without regard to the takeover bid requirements of applicable Canadian Securities Legislation; and
- (b) to relieve the Fund from the requirement that a prospectus contain a certificate of the underwriters.

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.

DOCUMENTS INCORPORATED BY REFERENCE

Additional information about the Fund is, or will be, available in the following documents:

- (a) the most recently filed ETF Facts of the Fund;
- (b) the most recently filed comparative annual financial statement of the Fund, together with the accompanying report of the auditors;
- (c) any unaudited interim financial statement of the Fund filed after the most recently filed comparative annual financial statement of the Fund;
- (d) the most recently filed annual MRFP of the Fund; and
- (e) any interim MRFP of the Fund filed after that most recently filed annual MRFP of the Fund.

These documents are or will be incorporated by reference into this prospectus, which means that they legally form part of this document just as if they were printed as part of this document.

These documents are available on the Manager's website at www.evolvefunds.com or by contacting the Manager at (416) 214-4884 or toll-free at 1-844-370-4884 or by email at info@evolvefunds.com. These documents and other information about the Fund are available on the Internet at www.sedar.com.

In addition to the documents listed above, any documents of the type described above that are filed on behalf of the Fund after the date of this prospectus and before the termination of the distribution of the Fund are deemed to be incorporated by reference into this prospectus.

CERTIFICATE OF EVOLVE FUND CORP. (ON BEHALF OF THE FUND), THE MANAGER AND PROMOTER

Dated: September 25, 2020

This prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the provinces and territories of Canada.

EVOLVE FUND CORP. (ON BEHALF OF THE FUND)

(signed) "*Raj Lala*"

Raj Lala
Chief Executive Officer

(signed) "*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
Chief Financial Officer

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

(signed) "*Keith Crone*"

Keith Crone
Director

(signed) "*Elliot Johnson*"

Elliot Johnson
Director