

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



**AMENDMENT NO.1 DATED MARCH 2, 2021, TO THE THE PROSPECTUS DATED
FEBRUARY 12, 2021**

FOR

BITCOIN ETF

(the “ETF”)

The prospectus of the ETF dated February 12, 2021 (the “**Prospectus**”) is hereby amended and is to be read subject to the additional information set forth below. Corresponding changes reflecting this amendment are hereby made to any applicable disclosure throughout the Prospectus. In all other respects, the disclosure in the Prospectus is not revised.

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

Summary of Amendment:

Effective February 24, 2021, the Management Fee of the ETF was reduced as follows:

ETF	Ticker	Previous Management Fee*	New Management Fee*
Bitcoin ETF (Unhedged)	EBIT	1.00%	0.75%
Bitcoin ETF (USD Unhedged)	EBIT.U	1.00%	0.75%

*Plus applicable sales tax

The investment objective of the ETF remains unchanged.

Purchase’s Statutory Rights of Withdrawal and Rescission

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

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

BITCOIN ETF

(the “ETF”)

CERTIFICATE OF THE ETF AND THE MANAGER

Dated: March 2, 2021

The prospectus dated February 12, 2021, as amended by this amendment no. 1 dated March 2, 2021, together with the documents incorporated by reference herein, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus dated February 12, 2021 as amended by this amendment no. 1 dated March 2, 2021, as required by the securities legislation of all of the provinces and territories of Canada.

**EVOLVE FUNDS GROUP INC.,
AS MANAGER AND TRUSTEE OF THE ETF**

(signed) *Raj Lala*

President and Chief Executive Officer
Raj Lala

(signed) *Scharlet Igo*

Chief Financial Officer
Scharlet Igo

**ON BEHALF OF THE BOARD OF DIRECTORS
OF EVOLVE FUNDS GROUP INC.**

(signed) *Elliot Johnson*

Director
Elliot Johnson

(signed) *Keith Crone*

Director
Keith Crone