

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell these securities.*



**AMENDMENT NO.1 DATED APRIL 26, 2021  
TO THE THE PROSPECTUS DATED APRIL 16, 2021**

**FOR**

**ETHER ETF**

**(the “ETF”)**

The prospectus of the ETF dated April 16, 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 April 17, 2021, the Management Fee of the ETF was waived in full and will remain in full force and effect until May 31, 2021.

<b>ETF</b>	<b>Ticker</b>	<b>Previous Management Fee*</b>	<b>Effective Management Fee* (after waiver)</b>
Ether ETF (Unhedged)	ETHR	0.75%	0%
Ether ETF (USD Unhedged)	ETHR.U	0.75%	0%

\*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.

**ETHER ETF**

**(the “ETF”)**

**CERTIFICATE OF THE ETF AND THE MANAGER**

Dated: April 26, 2021

The prospectus dated April 16, 2021, as amended by this amendment no. 1 dated April 26, 2021, together with the documents incorporated by reference herein, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus dated April 16, 2021 as amended by this amendment no. 1 dated April 26, 2021, as required by the securities legislation of all of the provinces and territories of Canada.

**EVOLVE FUNDS 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