PROSPECTUS

BROMPTON FUNDS

Initial Public Offering April 20, 2020

Brompton Global Real Assets Dividend ETF
Brompton North American Low Volatility Dividend ETF

(each, a "**Brompton ETF**" and together, the "**Brompton ETFs**")

This prospectus qualifies the distribution of CAD Units (as defined herein) of the Brompton ETFs, which are actively managed exchange traded funds, each of which is established under the laws of the Province of Ontario. This prospectus also qualifies the distribution of USD Units (as defined herein) of Brompton North American Low Volatility Dividend ETF. The CAD Units of the Brompton ETFs are denominated in Canadian dollars and the USD Units are denominated in U.S. dollars. The CAD Units and USD Units are collectively referred to herein as "**Units**".

Brompton Global Real Assets Dividend ETF

The investment objectives of Brompton Global Real Assets Dividend ETF are to provide holders of Units ("**Unitholders**") with stable monthly cash distributions, and the opportunity for capital appreciation and lower overall volatility of portfolio returns than would otherwise be experienced by owning securities of global Real Asset Companies (as defined herein) directly. The Brompton ETF seeks to hedge substantially all of its direct foreign currency exposure back to the Canadian dollar.

Brompton North American Low Volatility Dividend ETF

The investment objectives of Brompton North American Low Volatility Dividend ETF are to provide holders of Units ("**Unitholders**") with stable monthly cash distributions, and the opportunity for capital appreciation and low overall volatility of portfolio returns by investing in a portfolio of North American large capitalization equity securities. The Brompton ETF seeks to hedge substantially all of its direct foreign currency exposure back to the Canadian dollar. However, any exposure that the Brompton ETF's assets allocable to the USD Units have to foreign currencies will not be hedged back to the Canadian dollar.

See "Investment Objectives" for further information.

Brompton Funds Limited (the "**Manager**") will act as the trustee, manager, portfolio manager and promoter of the Brompton ETFs and is responsible for the administration of the Brompton ETFs. See "Organization and Management Details of the Brompton ETFs – Manager".

Purchases of Units

Units of the Brompton ETFs have been conditionally approved for listing on the Toronto Stock Exchange (the "**TSX**"). Subject to satisfying the TSX's original listing requirements in respect of each of the Brompton ETFs on or before April 17, 2021, Units of the Brompton ETFs will be listed for trading on the TSX and offered on a continuous basis, and an investor will be able to buy or sell Units of the Brompton ETFs on the TSX through registered brokers and dealers in the province or territory where the investor resides. See "Purchases of Units".

Units of the Brompton ETFs are being issued and sold on a continuous basis and there is no maximum number of Units that may be issued. Investors may incur customary brokerage commissions in buying or selling Units of the Brompton ETFs. All orders to purchase Units directly from a Brompton ETF must be placed by Designated Brokers (as defined herein) or Dealers (as defined herein). See "Purchases of Units" for further information.

In the opinion of counsel, provided that a Brompton ETF qualifies as a mutual fund trust within the meaning of the *Income Tax Act* (Canada) (the "**Tax Act**"), is a "registered investment" within the meaning of the Tax Act, or the Units of the Brompton ETF are listed on a "designated stock exchange" within the meaning of the Tax Act (which currently includes the TSX), such Units will be qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered disability savings plans, registered education savings plans and tax-free savings accounts.

While each Brompton ETF is a mutual fund under the securities legislation of certain provinces and territories of Canada, the Brompton ETFs have received exemptive relief from certain provisions of Canadian securities legislation applicable to conventional mutual funds. See "Exemptions and Approvals".

Additional Considerations

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, no designated broker or dealer has performed many of the usual underwriting activities in connection with the distribution by the Brompton ETFs of their Units under this prospectus.

For a discussion of the risks associated with an investment in Units of the Brompton ETFs, see "Risk Factors".

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

Documents Incorporated by Reference

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

You can get a copy of these documents at your request, and at no cost, by calling (416) 642-6000 or 1-866-642-6001 (toll-free) or by e-mail at info@bromptongroup.com or from your dealer. These documents are or will also be available on the internet at www.bromptongroup.com. These documents and other information about the Brompton ETFs are or will also be available on the website of SEDAR (the System for Electronic Document Analysis and Retrieval) at www.sedar.com.

TABLE OF CONTENTS

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.

"**Additional Distribution**" means, with respect to any taxation year of each of the Brompton ETFs, the amount, if any, by which the aggregate of the Net Income and Net Realized Capital Gains, less any Net Realized Capital Gains (the tax on which would be refundable to the applicable Brompton ETF in respect of the current year under Part I of the Tax Act for such taxation year) exceeds the aggregate of the Distributions paid or payable by such Brompton ETFs to Unitholders for such taxation year.

"Basket of Securities" means, in relation to a particular Brompton ETF, a group of securities and/or assets determined by the Manager from time to time representing the constituent securities of the portfolio of the Brompton ETF.

"Brompton ETFs" means collectively, the exchange traded funds listed on the cover page of this prospectus, and each, a trust established under the laws of the province of Ontario pursuant to the Declaration of Trust.

"Brompton Funds" means Brompton Corp. and its wholly owned subsidiary, Brompton Funds Limited, which acts as the manager of the Brompton ETFs.

"CAD Units" means the Canadian dollar denominated Units offered by each of the Brompton ETFs.

"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 Refund" has the meaning ascribed thereto under "Income Tax Considerations – Taxation of the Brompton ETFs".

"Cash Creation Fee" means, in relation to a particular Brompton ETF, the fee payable in connection with cash-only payments for subscriptions of a PNU of a Brompton ETF, representing, as applicable, brokerage expenses, commissions, transaction costs and other costs or expenses that the Brompton ETF incurs or expects to incur in purchasing securities on the open market with such proceeds.

"Cash Exchange Fee" means, in relation to a particular Brompton ETF, the fee payable in connection with cash-only payments for exchange of a PNU of a Brompton ETF, representing, as applicable, brokerage expenses, commissions, transaction costs and other costs or expenses that the Brompton ETF incurs or expects to incur in selling securities on the open market to obtain necessary cash for the exchanges.

"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 Units on behalf of beneficial owners of Units.

"Counterparty" has the meaning ascribed thereto under "Risk Factors – Securities Lending".

"CRA" means the Canada Revenue Agency.

"CRS Rules" has the meaning ascribed thereto under "International Information Reporting".

"Custodial Services Agreement" means the custodial services agreement between each Brompton ETF and the Custodian dated as of April 20, 2020, as may be further supplemented, amended, and/or amended and restated from time to time.

"Custodian" means CIBC Mellon Trust Company or its successor, in its capacity as custodian of the Brompton ETFs pursuant to the applicable Custodial Services Agreement.

"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 a Brompton ETF, and that subscribes for and purchases Units from that Brompton ETF.

"Declaration of Trust" means the master declaration of trust governing the Brompton ETFs dated October 5, 2018, as amended and restated from time to time.

“derivatives” means instruments that derive their value from the market price, value or level of an underlying security, commodity, economic indicator, index or financial instrument and which may include, options, futures contracts, forward contracts, swaps or debt-like securities.

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

“Distribution Record Date” means, in relation to a particular Brompton ETF, a date determined by the Manager as a record date for the determination of the Unitholders of the Brompton ETF entitled to receive a distribution.

“Distributions” means the distributions of the Brompton ETFs declared in accordance with the Declaration of Trust.

“Dividend Growth Companies” means large capitalization global dividend growth companies selected by the Manager.

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

“EBITDA” means earnings before interest, taxes, depreciation and amortization.

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

“Holder” has the meaning ascribed thereto under “Income Tax Considerations”.

“IRC” or **“Independent Review Committee”** means the independent review committee of each of the Brompton ETFs, each established by the Manager in accordance with under NI 81-107.

“Lending Agents” means the Canadian Imperial Bank of Commerce and the Bank of New York Mellon, in their capacity as lending agents to the Brompton ETFs pursuant to the applicable Securities Lending Agreement.

“Manager” means the trustee and manager of the Brompton ETFs, Brompton Funds Limited, or if applicable, its successor.

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

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

“MRFP” has the meaning ascribed thereto on the cover page.

“NAV and NAV per Unit” means, in relation to a particular Brompton ETF, the net asset value of the Brompton ETF and the net asset value per Unit of a class of the Brompton ETF, calculated by the Manager as described under “Calculation of Net Asset Value”.

“Net Income or Net Loss” means, in relation to a particular Brompton ETF, the amount for any taxation year, if any, by which the income or loss of the Brompton ETF for such taxation year computed in accordance with the provisions of the Tax Act, other than paragraph 82(1)(b) and subsection 104(6) thereof and disregarding any designations made by the Brompton ETF under subsection 104(19) of the Tax Act, without reference to the Brompton ETF’s “capital gains” or “capital losses” (as those terms are defined in the Tax Act) for the taxation year, exceeds the non-capital losses of the Brompton ETF (as defined in the Tax Act) for any preceding taxation years of the Brompton ETF, to the extent that they may be and are deducted in computing taxable income of the Brompton ETF for such taxation year for the purposes of the Tax Act.

“Net Realized Capital Gains” means, in relation to a particular Brompton ETF, the amount for any taxation year, if any, by which the capital gains realized by a Brompton ETF in the taxation year exceed the aggregate of:

(a) the capital losses incurred by such Brompton ETF in the taxation year;

(b) the unapplied capital losses incurred by such Brompton ETF in the preceding taxation years, to the extent that they may be, and are applied against capital gains realized by such Brompton ETF in the taxation year; and

(c) any Net Loss for the year and, if the Manager so determines, any unapplied non-capital losses (as defined in the Tax Act) of the Brompton ETF for preceding years of such Brompton ETF, in each case multiplied by the reciprocal of the applicable fraction in paragraph 38(a) of the Tax Act, where, for this purpose, "capital gains" and "capital losses" shall be computed in accordance with the provisions of the Tax Act.

"NI 41-101" means National Instrument 41-101 – *General Prospectus Requirements* of the Canadian Securities Administrators (or any successor policy, rule or instrument), as amended, restated or replaced from time to time.

"**NI 81-102**" means National Instrument 81-102 – *Investment Funds* of the Canadian Securities Administrators (or any successor policy, rule or national instrument), as amended, restated or replaced from time to time.

"**NI 81-107**" means National Instrument 81-107 – *Independent Review Committee for Investment Funds* of the Canadian Securities Administrators (or any successor policy, rule or national instrument), as amended, restated or replaced from time to time.

"Non-Portfolio Income" has the meaning ascribed thereto under "Income Tax Considerations – Taxation of the Brompton ETFs".

"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.

"Other Fund" means another investment fund, including another investment fund managed by the Manager.

"Operating Expenses" has the meaning ascribed thereto under "Fees and Expenses – Operating Costs and Expenses".

"Permitted Mergers" has the meaning ascribed thereto under "Unitholder Matters – Permitted Mergers".

"**Plan Agent"** means TSX Trust Company, in its capacity as agent under the Reinvestment Plan.

"**Plan Participants"** means Unitholders who are participants in the Reinvestment Plan.

"PNU" or **"Prescribed Number of Units"** means, in relation to a particular Brompton ETF, the number of Units determined by the Manager from time to time for the purpose of subscription orders, exchanges, redemptions or for other purposes.

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

"Real Asset Company (or Companies)" means large capitalization global real assets companies selected by the Manager.

"Reference Index" has the meaning ascribed thereto under "Investment Risk Classification Methodology".

"Registered Plans" means, collectively, RRSPs, RRIFs, DPSPs, RDSPs, RESPs and TFSAs.

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

"Reinvestment Plan" means the distribution reinvestment plan of each Brompton ETF, as each may be amended from time to time.

"**Reinvestment Plan Agency Agreement"** means the master reinvestment plan agency agreement to be entered into among the Manager and the Plan Agent, establishing the Reinvestment Plans, as it may be amended from time to time.

"Reportable Jurisdictions" has the meaning ascribed thereto under "International Information Reporting".

"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 Agreement" has the meaning ascribed thereto under "Organization and Management Details of the Brompton ETFs – Securities Lending Agents".

"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.

"SIFT Rules" means the rules in the Tax Act that apply to a "SIFT trust" and its unitholders.

"Substituted Property" has the meaning ascribed thereto under "Income Tax Considerations – Taxation of the Brompton ETFs".

"**Tax Act**" means the *Income Tax Act* (Canada), as amended, or successor statutes, and shall include the regulations promulgated thereunder.

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

"Tax Treaties" has the meaning ascribed thereto under "Risk Factors – Taxation of the Brompton ETFs".

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

"Total Assets" means the aggregate value of the assets of the applicable Brompton ETF.

"Trading Day" means, for each Brompton ETF, unless otherwise agreed by the Manager, a day on which: (i) a regular session of the TSX (or any other marketplace on which the Units of a Brompton ETF are listed for trading) is held and (ii) the primary market or exchange for the majority of securities held by the Brompton ETF is open for trading.

"TSX" means the Toronto Stock Exchange.

"Unit" means, in relation to a particular Brompton ETF, a redeemable, transferable unit of that Brompton ETF, being either a CAD Unit or USD Unit, as applicable, which represents an equal, undivided interest in the net assets of that Brompton ETF.

"Unitholder" means a holder of Units of a Brompton ETF.

"USD Units" means the U.S. dollar denominated Units offered by Brompton North American Low Volatility Dividend ETF.

"Valuation Date" means each Trading Day or any other day designated by the Manager on which the NAV and NAV per Unit of a Brompton ETF is calculated.

"Valuation Time" means, in relation to a Brompton ETF, 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.

Issuers: **Brompton Global Real Assets Dividend ETF**
Brompton North American Low Volatility Dividend ETF

(each, a "**Brompton ETF**" and together, the "**Brompton ETFs**")

Each Brompton ETF is an exchange-traded fund established as a trust under the laws of the province of Ontario. Brompton Funds Limited is the manager, trustee and portfolio manager of the Brompton ETFs.

Offerings: Each Brompton ETF offers a class of units denominated in Canadian dollars (the "**CAD Units**"). Brompton North American Low Volatility Dividend ETF also offers a class of units denominated in U.S. dollars (the "**USD Units**").

The USD Units of Brompton North American Low Volatility Dividend ETF are identical to the CAD Units of such Brompton ETFs except that (a) the USD Units are denominated in U.S. dollars whereas the CAD Units are denominated in Canadian dollars and (b) any exposure that the portion of the Brompton ETF's portfolio which is allocable to the USD Units has to foreign currencies will not be hedged back to the Canadian dollar.

The CAD Units and USD Units are collectively referred to herein as "**Units**".

Purchases of Units: Units of the Brompton ETFs have been conditionally approved for listing on the Toronto Stock Exchange (the "**TSX**"). Subject to satisfying the TSX's original listing requirements in respect of each of the Brompton ETFs on or before April 17, 2021, Units of the Brompton ETFs will be listed for trading on the TSX and offered on a continuous basis, and an investor will be able to buy or sell Units of the Brompton ETFs on the TSX through registered brokers and dealers in the province or territory where the investor resides. Each Brompton ETF issues Units on a continuous basis and there is no maximum number of Units that may be issued. All orders to purchase Units directly from a Brompton ETF must be placed by Designated Brokers or Dealers.

The following table sets out the TSX ticker symbol for each of the Brompton ETFs:

Brompton ETF	**TSX Ticker Symbol**	
	CAD Units	**USD Units**
Brompton Global Real Assets Dividend ETF	BREA	N/A
Brompton North American Low Volatility Dividend ETF	BLOV	BLOV.U

Investors may incur customary brokerage commissions in buying or selling Units. No fees are paid by investors to the Manager or any Brompton ETF in connection with the buying or selling of Units on the TSX (or any other marketplace on which the Units of a Brompton ETF may be traded). Investors may trade Units in the same way as other securities listed on the TSX, including by using market orders and limit orders.

The Manager, in certain circumstances, will be able to create additional classes of units for issuance without requiring Unitholder approval.

See "Purchases of Units – Listing of Units", "Purchases of Units – Continuous Distribution" and "Purchases of Units – Future Issuances of Units".

Investment Objectives:

Brompton ETF	Investment Objectives
Brompton Global Real Assets Dividend ETF	The investment objectives of Brompton Global Real Assets Dividend ETF are to provide Unitholders with stable monthly cash distributions, and the opportunity for capital appreciation and lower overall volatility of portfolio returns than would otherwise be experienced by owning securities of global Real Asset Companies (as defined herein) directly. The Brompton ETF seeks to hedge substantially all of its direct foreign currency exposure back to the Canadian dollar.
Brompton North American Low Volatility Dividend ETF	The investment objectives of Brompton North American Low Volatility Dividend ETF are to provide Unitholders with stable monthly cash distributions, and the opportunity for capital appreciation and low overall volatility of portfolio returns by investing in a portfolio of North American large capitalization equity securities. The Brompton ETF seeks to hedge substantially all of its direct foreign currency exposure back to the Canadian dollar. However, any exposure that the Brompton ETF's assets allocable to the USD Units have to foreign currencies will not be hedged back to the Canadian dollar.

Investment Strategies:

The investment strategy of each Brompton ETF is to invest in and hold a portfolio of securities selected by the Manager in order to achieve its investment objectives.

Brompton Global Real Assets Dividend ETF	Brompton Global Real Assets Dividend ETF will invest directly or indirectly in a diversified actively managed portfolio consisting of securities of global Real Asset Companies. Global Real Asset Companies include those companies involved in the Real Estate, Utilities, or Infrastructure sectors, and may at the Manager's discretion include companies that supply services or equipment to, or that make investments in, Real Estate, Utilities or Infrastructure companies. Such global Real Asset Companies may be involved in traditional real asset business activities such as ownership and operation of power plants, pipelines, transportation infrastructure, telecommunications networks, commodities-related businesses, or real estate. The Manager may, at its discretion, write covered call options from time to time on the Brompton ETF's portfolio, in order to earn option premiums and lower the overall volatility of returns associated with owning a portfolio of equity securities. Call options will be written only in respect of the securities held in a Brompton ETF's portfolio or an applicable index or ETF.
Brompton North American Low Volatility Dividend ETF	Brompton North American Low Volatility Dividend ETF will invest in an actively managed portfolio consisting of equity securities of North American issuers with a minimum market capitalization of $5 billion. The portfolio will be constructed to produce an overall low-volatility portfolio. The Manager may, at its discretion, write covered call options from time to time on the Brompton ETF's portfolio, in order to earn option premiums and lower the overall volatility of returns associated with owning a portfolio of equity securities. Call options will be written only in respect of the securities held in a Brompton ETF's portfolio or an applicable index or ETF. In addition to writing covered call options,

the Manager may also buy puts to protect portfolio value, or may write cash-covered puts.

General Investment Strategies:	Each Brompton ETF will invest in an actively managed portfolio comprised of various securities and instruments which may include, but are not limited to, equity and equity related securities, fixed income and fixed income related securities, futures contracts and exchange traded funds (provided such investments are consistent with such Brompton ETF's investment objectives and strategies). Equity related securities held by a Brompton ETF may include, but are not limited to, convertible debt, income trust units, single issuer equity options, preferred shares, contingent-capital securities, and warrants. If market conditions require, in order to preserve capital, a Brompton ETF may seek to invest a substantial portion of its assets in cash and cash equivalents. *Investment in Other Investment Funds* – In accordance with applicable securities legislation, including NI 81-102, and as an alternative to or in conjunction with investing in and holding securities directly, the Brompton ETFs may also invest in one or more other investment funds, including other investment funds managed by the Manager (each, an "**Other Fund**"), provided that no management fees or incentive fees are payable by a Brompton ETF that, to a reasonable person, would duplicate a fee payable by the Other Fund for the same service. A Brompton ETF's allocation to investments in Other Funds, if any, will vary from time to time depending on the relative size and liquidity of the Other Funds, and the ability of the Manager to identify appropriate investment funds that are consistent with such Brompton ETF's investment objectives and strategies. *Use of Derivative Instruments* – The Brompton ETFs may invest in or use derivative instruments, including futures contracts and forward contracts, from time to time, for hedging or non-hedging purposes provided that the use of such derivative instruments is in compliance with NI 81-102 or the appropriate regulatory exemptions have been obtained and is consistent with the investment objectives and strategies of the Brompton ETFs. *Currency Hedging* – Each of the Brompton ETFs will hedge substantially all of its direct foreign currency exposure back to the Canadian dollar through the utilization of currency forward agreements. All such currency forward agreements will be entered into in compliance with NI 81-102 with financial institutions that have a "designated rating" as defined in NI 81-102. Hedging currency exposure to reduce the impact of fluctuations in exchange rates is intended to reduce the direct exposure to foreign currency risk for Unitholders. Any exposure that the portion of a Brompton ETF's portfolio which is allocable to the USD Units of the Brompton ETF has to foreign currencies will not be hedged back to the Canadian dollar. *Securities Lending* – The Brompton ETFs may enter into securities lending transactions, repurchase and reverse purchase transactions in compliance with NI 81-102 to earn additional income for the Brompton ETFs. See "Investment Strategies".
Special Considerations for Purchasers:	The "early warning" reporting requirements do not apply in connection with the ownership or control of securities issued by a mutual fund such as Units of a Brompton ETF. In addition, the Brompton ETFs have obtained exemptive relief from the securities regulatory authorities to permit a Unitholder of a Brompton ETF to acquire more than 20% of the Units of a class of such Brompton ETF through purchases on the TSX (or any other marketplace on which the Units of a Brompton ETF may be traded) without regard to the takeover bid requirements of applicable Canadian Securities Legislation. See "Attributes of the Securities – Description of the Securities Distributed".

Risk Factors: There are certain general risk factors inherent in an investment in the Brompton ETFs, including:

(a) the general risks of investments;
(b) the risks associated with investing in particular asset classes;
(c) the risks associated with the issuers in which the Brompton ETF's invest;
(d) the risks associated with currency hedging;
(e) the risks associated with reliance on key personnel;
(f) the risk that Units may trade at a premium or a discount to the NAV per Unit;
(g) fluctuations in the NAV and NAV per Unit of the Brompton ETFs;
(h) the Brompton ETFs may have investment objectives that are less diversified than the overall market;
(i) the risks associated with the use of derivatives;
(j) the risks associated with illiquid securities;
(k) the risks associated with changes in legislation and regulatory risk;
(l) risks relating to the potential acquisition of PNUs by Dealers at discounts or premiums;
(m) tax-related risks;
(n) the risks associated with the inability of the Designated Broker and Dealers to meet their settlement obligations;
(o) the risks associated with investment by the Brompton ETFs in other investment funds;
(p) the risks associated with investment by the Brompton ETFs in other ETFs;
(q) the risks associated with an absence of an active market for Units and a lack of history of the Brompton ETFs operating as ETFs;
(r) the risks associated with the potential cease trading of Units;
(s) the risks associated with a differential between the closing price of the Units and their NAV;
(t) the risks associated with an early or unexpected closing of the TSX or any other marketplace on which the securities held by a Brompton ETF may be traded;
(u) counterparty risk associated with securities lending;
(v) duration risk;
(w) the risks associated with equity investments;
(x) the risks associated with foreign market exposure;
(y) the risks associated with investment in large-capitalization issuers;
(z) the risks associated with the sensitivity of the Brompton ETFs to interest rates;
(aa) the risk that securities in which the Brompton ETFs invest may trade below, at or above their respective net asset values per security;
(bb) the risks associated with cybersecurity;
(cc) risks related to market volatility;
(dd) the risks associated with the potential inability of the Brompton ETFs to meet their applicable investment objectives or make distributions;
(ee) the risks associated with market disruptions;
(ff) the risks associated with the loss of investment and no guaranteed returns;
(gg) the risks associated with the fact that the Brompton ETFs are not trust companies;
(hh) the risks associated with the nature of the Units; and
(ii) the risks associated with investments in commodities.

See “Risk Factors – General Risks Relating to an Investment in the Brompton ETFs”.

In addition to the general risk factors, the following additional risk factors are inherent in an investment in one of the Brompton ETFs as indicated in the table below:

ETF Specific Risks	**Brompton Global Real Assets Dividend ETF**	**Brompton North American Low Volatility Dividend ETF**
Infrastructure Securities Risk	X	
Investments in Property Securities Risk	X	
Real Estate Investment Trust Investments Risk	X	
Risks Related to Investment Focused in a Specific Region		X
USD Units Risk		X

See “Risk Factors”.

Income Tax Considerations:

This summary of Canadian tax considerations for the Brompton ETFs and for Canadian resident Unitholders is subject in its entirety to the qualifications, limitations and assumptions set out in “Income Tax Considerations”.

A Unitholder of a Brompton ETF who is resident in Canada will generally be required to include, in computing income for a taxation year, the amount of income (including any net realized taxable capital gains) that is paid or becomes payable to the Unitholder by that Brompton ETF in that year (including such income that is paid in Units of the Brompton ETF or reinvested in additional Units of the Brompton ETF).

A Unitholder of a Brompton ETF who disposes of a Unit of that Brompton ETF 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 Unit.

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

See “Income Tax Considerations”.

Exchanges and Redemptions:

Unitholders may redeem Units for cash, subject to a redemption discount. Unitholders may also exchange a Prescribed Number of Units (or integral multiple thereof) for Baskets of Securities and cash or, in the discretion of the Manager, cash only.

See “Exchange and Redemption of Units – Redemption of Units of a Brompton ETF for Cash” and “Exchange and Redemption of Units – Exchange of Units of a Brompton ETF at Net Asset Value per Unit for Baskets of Securities and/or Cash” for further information.

Distributions: Cash distributions on Units of a Brompton ETF will be made in the currency in which the Units of the Brompton ETF are denominated. Cash distributions of income, if any, on Units will be payable monthly by each of the Brompton ETFs. The Brompton ETFs will not have a fixed distribution amount. The amount of ordinary cash distributions, if any, will be set at the Manager's sole discretion and may be based on the Manager's assessment of the prevailing market conditions, the Brompton ETF's ability to generate sufficient levels of distributable cash and any other factors that the Manager, in its discretion, may deem relevant. The date of any cash distribution of each Brompton ETF will be announced in advance by issuance of a press release. Subject to compliance with the investment objectives of the respective Brompton ETFs, the Manager may, in its complete discretion, change the frequency of these distributions and any such change will be announced by issuance of a press release.

Depending on the underlying investments of a Brompton ETF, distributions on Units may consist of ordinary income, including foreign source income and taxable dividends from taxable Canadian corporations, sourced from dividends, distributions or interest received by the Brompton ETF but may also include Net Realized Capital Gains, in any case, less the expenses of that Brompton ETF and may include returns of capital.

In addition, a Brompton ETF may from time to time pay Additional Distributions on its Units, including without restriction in connection with returns of capital.

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

See "Distribution Policy".

Distribution Reinvestment Plan: Unitholders may reinvest cash distributions in additional CAD Units through participation in a distribution reinvestment plan. Cash distributions on USD Units are currently not eligible for reinvestment under the Brompton ETFs' distribution reinvestment plan.
See "Distribution Policy – Distribution Reinvestment Plan".

Termination: The Brompton ETFs do not have a fixed termination date but may be terminated at the discretion of the Manager in accordance with the terms of the Declaration of Trust.

See "Termination of the Brompton ETFs".

Eligibility for Investment: Provided that a Brompton ETF qualifies as a mutual fund trust within the meaning of the Tax Act, is a "registered investment" within the meaning of the Tax Act or that the Units of the Brompton ETF are listed on a "designated stock exchange", within the meaning of the Tax Act, which includes the TSX, the Units of the Brompton ETF will be qualified investments for trusts governed by Registered Plans. See "Income Tax Considerations".

Holders of TFSAs or RDSPs, subscribers of RESPs and annuitants of RRSPs or RRIFs, should consult with their tax advisers as to whether Units would be a prohibited investment for such accounts or plans in their particular circumstances.

See "Income Tax Considerations – Taxation of Registered Plans".

Documents Incorporated by Reference: Additional information about each Brompton ETF is or will be available in the most recently filed annual financial statements, any interim financial statements filed after those annual financial statements, the most recently filed annual management report of fund performance ("**MRFP**"), any interim MRFP filed after the annual MRFP for each Brompton ETF, and the most recently filed ETF Facts for each Brompton ETF. These documents are or will be incorporated by reference into, and legally form an integral part of, this prospectus. These documents are, or will be, publicly available on the Manager's website at www.bromptongroup.com and may be obtained upon request, at no cost, by calling (416) 642-6000 or toll-free at 1-866-642-6001, by sending an email request to info@bromptongroup.com or by contacting a registered dealer. These documents and other information about the Brompton ETFs are or will also be publicly available at www.sedar.com.

See "Documents Incorporated by Reference".

Organization and Management of the Brompton ETFs

Trustee, Manager and Portfolio Manager:	Brompton Funds Limited is the manager, trustee and portfolio manager of the Brompton ETFs and is responsible for the operations of the Brompton ETFs, including the management of the Brompton ETFs' investment portfolios. The principal office of the Brompton ETFs and the Manager is located at 181 Bay Street, Suite 2930, Toronto, ON M5J 2T3. See "Organization and Management Details of the Brompton ETFs – Trustee and Manager".
Promoter:	The Manager has taken the initiative of founding and organizing the Brompton ETFs and may be considered to be the promoter of the Brompton ETFs within the meaning of securities legislation of certain provinces and territories of Canada. See "Organization and Management Details of the Brompton ETFs – Promoter".
Custodian:	CIBC Mellon Trust Company, at its principal office in Toronto, Ontario, is the Custodian of the assets of the Brompton ETFs 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 Brompton ETFs. See "Organization and Management Details of the Brompton ETFs – Custodian".
Registrar and Transfer Agent:	TSX Trust Company, at its principal office in Toronto, Ontario, is the registrar and transfer agent for the Units of the Brompton ETFs and maintains the register of registered Unitholders. The register of the Brompton ETFs is kept in Toronto, Ontario. See "Organization and Management Details of the Brompton ETFs – Transfer Agent and Registrar".
Securities Lending Agents:	The Canadian Imperial Bank of Commerce and the Bank of New York Mellon, each at their principal offices in Toronto, Ontario, may act as the securities lending agents for the Brompton ETFs pursuant to a securities lending authorization agreement. See "Organization and Management Details of the Brompton ETFs – Securities Lending Agents".
Auditor:	PricewaterhouseCoopers LLP, at its principal offices in Toronto, Ontario, is the auditor of the Brompton ETFs. The auditor audits each Brompton ETF's annual financial statements and provides an opinion as to whether they present fairly the Brompton ETF's financial position, financial performance and cash flows in accordance with International Financial Reporting Standards. The auditor is independent with respect to the Brompton ETFs within the meaning of the Chartered Professional Accountants of Ontario CPA Code of Professional Conduct. See "Organization and Management Details of the Brompton ETFs – Auditor".

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 Brompton ETFs. An investor may have to pay some of these fees and expenses directly. The Brompton ETFs may have to pay some of these fees and expenses, which will therefore reduce the value of an investment in the Brompton ETFs. See "Fees and Expenses".

Fees and Expenses Payable by the Brompton ETFs

<table>
<tr><th>Type of Fee</th><th>Amount and Description</th></tr>
<tr><td>Management Fee:</td><td>
Each Brompton ETF pays an annual management fee (the “Management Fee”) to the Manager equal to an annual percentage of the NAV of that Brompton ETF, calculated and payable monthly in arrears, plus applicable taxes.
The Management Fee is based on a percentage of the NAV of each of the following Brompton ETFs and is listed below:
<table>
<tr><th>Brompton ETFs</th><th>Management Fee</th></tr>
<tr><td>Brompton Global Real Assets Dividend ETF</td><td>0.75% of NAV</td></tr>
<tr><td>Brompton North American Low Volatility Dividend ETF</td><td>0.55% of NAV</td></tr>
</table>
In the event that a Brompton ETF invests portfolio assets in another investment fund to obtain exposure to securities for its portfolio, the Brompton ETF’s returns will be reduced by management fees charged by the other investment fund on the portion of the Brompton ETF’s portfolio assets invested in the other fund, regardless of whether the other fund is managed by the Manager or an affiliate of the Manager. The management fee payable to the Manager will not be payable in respect of the portion of the Brompton ETF portfolio assets invested in the other fund to the extent that such fee would be duplicative.
See “Fees and Expenses – Management Fees”.
</td></tr>
<tr><td>Management Fee Distributions:</td><td>
The Manager may, at its discretion, agree to charge a reduced Management Fee as compared to the Management Fee that it otherwise would be entitled to receive from a Brompton ETF, provided that the difference between the fee otherwise chargeable and the reduced fee is distributed periodically by the Brompton ETF to the applicable Unitholders as a Management Fee Distribution. Any reduction will depend on a number of factors, including the amount invested, the Total Assets of the Brompton ETF under administration, the NAV of the Brompton ETF and the expected amount of account activity. The availability, amount and timing of Management Fee Distributions with respect to Units of a Brompton ETF will be determined by the Manager in its sole discretion, from time to time.
See “Fees and Expenses – Management Fee Distributions”.
</td></tr>
<tr><td>Operating Costs and Expenses:</td><td>
In addition to the payment of the management fee, each of the Brompton ETFs will pay for all expenses incurred in connection with its operation and administration. The Manager intends to waive a portion of the Management Fees and/or reimburse the Brompton ETFs to ensure that the sum of the Management Fees and certain normal-course operating expenses (as described below in more detail, “Operating Expenses”), in each case inclusive of associated GST/HST, is limited to 0.95% of NAV of the Brompton Global Real Assets Dividend ETF and 0.75% of the Brompton North American Low Volatility Dividend ETF. The Manager is under no obligation to waive fees or reimburse expenses for any Brompton ETF and may in its discretion, discontinue or alter this practice at any time.
Expenses payable by each of the Brompton ETFs which are defined as “Operating Expenses” are: (a) costs and expenses related to the preparation, translation, mailing and printing of periodic financial and other reports to Unitholders, (b) fees payable to the trustee for acting as trustee (in the event that the Manager appoints a third party trustee in the future), (c) fees payable to the registrar and transfer agent, (d) fees payable to the custodian for acting as custodian of the assets of the Brompton ETFs including fees payable to the custodian for valuation services, (e) any reasonable out of pocket expenses incurred by the Manager or its directors, officers or agents in connection with their
</td></tr>
</table>

	ongoing obligations to the Brompton ETFs, (f) fees and expenses relating to voting of proxies by a third party, (g) fees payable to the auditors and legal advisors of the Brompton ETFs in the normal course, (h) stock exchange, licensing and regulatory filing fees and CDS fees, (i) costs and expenses of complying with all laws, regulations and policies which are currently applicable, including expenses and costs incurred in connection with the continuous public filing requirements such as permitted prospectus preparation and filing expenses, (j) costs and expenses incurred for investor relations activities, (k) fees payable to the plan agent with respect to the distribution reinvestment plan of each Brompton ETF and (l) any additional fees payable to third party service providers. Expenses payable by each of the Brompton ETFs which are excluded from the definition of "Operating Expenses", without limitation, include (a) IRC committee member fees and expenses, and expenses related to compliance with NI 81-107, (b) insurance coverage for members of the IRC and director and officer insurance premiums for directors and officers of the Manager, (c) banking, interest charges and principal repayment obligations on account of any indebtedness (if applicable), (d) costs relating to financial instruments including currency hedging, call or put options, or any other derivatives, if applicable, (e) brokerage commissions, custodian transaction fees and/or expenses, and other costs of portfolio transactions, (f) any taxes payable by the Brompton ETFs or to which the Brompton ETFs may be subject, including income taxes, withholding taxes and/or any applicable sales taxes (including GST/HST), (g) the cost of complying with any new governmental or regulatory requirement introduced after the first Brompton ETFs were established including, as applicable, any costs associated with the printing and distribution of any documents that the securities regulatory authorities require be sent or delivered to purchasers of Units of the Brompton ETFs, (h) expenditures incurred upon termination of the Brompton ETFs, (i) expenses of any action, suit or other proceedings in which or in relation to which the Manager, members of the IRC, the custodian or the trustee (if applicable) and/or any of their respective officers, directors, employees, consultants or agents is entitled to indemnity by the Brompton ETFs, to the extent permitted under the Declaration of Trust, (j) expenses relating to meetings of Unitholders of a Brompton ETF, including the preparation, printing and mailing of information to such Unitholders, (k) legal, accounting and audit fees and fees and expenses of the trustee (if applicable), custodian and Manager which are incurred in respect of matters which in the Manager's opinion are not in the normal course of the Brompton ETFs' operating activities and (l) other expenses that the Brompton ETFs may incur which, in the Manager's view, are outside of the normal course of business.
Investments in Other Investment Funds:	In the event a Brompton ETF invests in one or more other investment funds listed on a stock exchange in Canada or the United States, there shall be no management fees or incentive fees that are payable by the Brompton ETF that, to a reasonable person, would duplicate a fee payable by the underlying investment fund for the same service.

Fees and Expenses Payable by the Designated Broker and Dealers

Type of Fee	Amount and Description
Cash Creation Fee:	The Manager may, in its complete discretion, accept subscription proceeds consisting of (i) cash only in an amount equal to the NAV of the applicable PNU of the Brompton ETF determined at the Valuation Time on the effective date of the subscription order, plus (ii) if applicable, the fee payable in connection with cash-only payments for subscriptions of a PNU, representing, as applicable, brokerage expenses, commissions, transaction costs and other costs or expenses that the Brompton ETF incurs or expects to incur in purchasing securities on the market with such cash proceeds (the "**Cash Creation Fee**").

	The Cash Creation Fee, if any, applicable in respect of a Brompton ETF will be specified from time to time at the discretion of the Manager. The Cash Creation Fee, if any, will accrue to the applicable Brompton ETF.
Cash Exchange Fee:	Upon the request of the Designated Broker or Dealer, the Manager may, in its complete discretion, satisfy an exchange request by delivering cash only in an amount equal to the NAV of each PNU tendered for exchange determined at the Valuation Time on the effective date of the exchange request, provided that the Designated Broker or Dealer agrees to pay the fee payable in connection with cash-only payments for exchange of a PNU of the applicable Brompton ETF, representing, as applicable, brokerage expenses, commissions, transaction costs and other costs or expenses that the applicable Brompton ETF incurs or expects to incur in selling securities on the market to obtain the necessary cash for the exchange (the "**Cash Exchange Fee**"), if applicable. The Cash Exchange Fee, if any, applicable in respect of the applicable Brompton ETF will be specified from time to time at the discretion of the Manager.
Administration Fee:	An amount as may be agreed to between the Manager and the Designated Broker or a Dealer, of a Brompton ETF may be charged to offset certain transaction costs associated with an issue, exchange or redemption of Units of that Brompton ETF. This charge does not apply to Unitholders who buy and sell their Units through the facilities of the TSX (or any other marketplace on which the Units of a Brompton ETF may be traded). See "Fees and Expenses – Fees and Expenses Payable Directly by the Unitholders – Administration Fees" and "Exchange and Redemption of Units – Administration Fee".

Fees and Expenses Payable Directly by Unitholders

Type of Fee	Amount and Description
Redemption Fee:	The Manager may, in its sole discretion, charge Unitholders of the Brompton ETFs a redemption fee from time to time. This fee will be determined by the Manager.

Annual Returns, Management Expense Ratio and Trading Expense Ratio

This information is not yet available as the Brompton ETFs are new.

OVERVIEW OF THE LEGAL STRUCTURE OF THE BROMPTON ETFs

The Brompton ETFs are actively managed exchange traded mutual funds established under the laws of the province of Ontario, pursuant to the terms of the Declaration of Trust. Units of the Brompton ETFs have been conditionally approved for listing on the Toronto Stock Exchange (the "**TSX**"). Subject to satisfying the TSX's original listing requirements in respect of each of the Brompton ETFs on or before April 17, 2021, Units of the Brompton ETFs will be listed for trading on the TSX and offered on a continuous basis, and an investor will be able to buy or sell Units of the Brompton ETFs on the TSX through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling Units of the Brompton ETFs. All orders to purchase Units directly from a Brompton ETF must be placed by Designated Brokers or Dealers. See "Purchases of Units"

While each Brompton ETF is a mutual fund under the securities legislation of certain provinces and territories of Canada, it has been granted exemptive relief from certain provisions of Canadian Securities Legislation applicable to conventional mutual funds. See "Exemptions and Approvals".

Brompton Funds Limited is the trustee, manager and portfolio manager of the Brompton ETFs, and in its capacity as manager, will be responsible for the administration of the Brompton ETFs. The principal office of the Manager and the Brompton ETFs is located at 181 Bay Street, Suite 2930, Toronto, Ontario M5J 2T3.

The following chart sets out the full legal name as well as the TSX ticker symbol for each of the Brompton ETFs:

Brompton ETF	**TSX Ticker Symbol**	
	CAD Units	**USD Units**
Brompton Global Real Assets Dividend ETF	BREA	N/A
Brompton North American Low Volatility Dividend ETF	BLOV	BLOV.U

INVESTMENT OBJECTIVES

The investment objective of each of the Brompton ETFs is described below.

Brompton Global Real Assets Dividend ETF

The investment objectives of Brompton Global Real Assets Dividend ETF are to provide Unitholders with stable monthly cash distributions, and the opportunity for capital appreciation and lower overall volatility of portfolio returns than would otherwise be experienced by owning securities of global Real Asset Companies (as defined herein) directly. The Brompton ETF seeks to hedge substantially all of its direct foreign currency exposure back to the Canadian dollar.

Brompton North American Low Volatility Dividend ETF

The investment objectives of Brompton North American Low Volatility Dividend ETF are to provide Unitholders with stable monthly cash distributions, and the opportunity for capital appreciation and low overall volatility of portfolio returns by investing in a portfolio of North American large capitalization equity securities. The Brompton ETF seeks to hedge substantially all of its direct foreign currency exposure back to the Canadian dollar. However, any exposure that the Brompton ETF's assets allocable to the USD Units have to foreign currencies will not be hedged back to the Canadian dollar.

The investment objectives of each Brompton ETF may not be changed except with the approval of its Unitholders. See "Unitholder Matters" for additional descriptions of the process for calling a meeting of Unitholders and the requirements of Unitholder approval.

INVESTMENT STRATEGIES

The investment strategy of each Brompton ETF is to invest in and hold a portfolio of securities selected by the Manager in order to achieve its investment objectives.

Brompton Global Real Assets Dividend ETF

Brompton Global Real Assets Dividend ETF will invest directly or indirectly in a diversified actively managed portfolio consisting of securities of Global Real Asset Companies. Global Real Asset Companies include those companies involved in the Real Estate, Utilities, or Infrastructure sectors, and may at the Manager's discretion include companies that supply services or equipment to, or that make investments in, Real Estate, Utilities or Infrastructure companies. Such global Real Asset Companies may be involved in traditional real asset business activities such as ownership and operation of power plants, pipelines, transportation infrastructure, telecommunications networks, commodities-related businesses, or real estate. The Manager will consider various factors, including but not limited to, macroeconomic conditions, political conditions and sector fundamentals when determining the geographic and sector allocation of the Brompton ETF's portfolio. The Manager will also give consideration to maintaining diversification across regions, countries, sectors and industries. The Brompton ETF's portfolio constituents will be selected by the Manager by giving consideration to applicable factors including but not limited to each global Real Asset Company's valuation, profitability, current dividend yield, balance sheet strength, industry trends, and liquidity of the Real Asset Company's equity securities and options. The Brompton ETF may invest in Other Funds.

The Manager may, at its discretion, write covered call options from time to time on the Brompton ETF's portfolio, in order to earn option premiums and lower the overall volatility of returns associated with owning a portfolio of equity securities. Call options will be written only in respect of the securities held in a Brompton ETF's portfolio or an applicable index or ETF. See "Investment Strategies – Covered Call Options" for further information.

Brompton North American Low Volatility Dividend ETF

Brompton North American Low Volatility Dividend ETF will invest in an actively managed portfolio consisting of equity securities of North American issuers with a minimum market capitalization of $5 billion. The portfolio will be constructed so as to produce an overall low-volatility portfolio.

The Manager may, at its discretion, write covered call options from time to time on the Brompton ETF's portfolio, in order to earn option premiums and lower the overall volatility of returns associated with owning a portfolio of equity securities. Call options will be written only in respect of the securities held in a Brompton ETF's portfolio or an applicable index or ETF. In addition to writing covered call options, the Manager may also buy puts to protect portfolio value, or may write cash-covered puts. See "Investment Strategies – Covered Call Options" for further information.

Covered Call Options

The Manager may, at its discretion, write covered call options from time to time on the portfolio of Brompton Global Real Assets Dividend ETF or the portfolio of the Brompton North American Low Volatility Dividend ETF, as the case may be, in order to earn option premiums and lower the overall volatility of returns associated with owning a portfolio of equity securities. Call options will be written only in respect of the securities held in a Brompton ETF's portfolio or an applicable index or ETF.

The holder of a call option purchased from a Brompton ETF will have the option, exercisable during a specific time period or at expiry, to purchase the securities underlying the option from the Brompton ETF at the strike price per security. By selling call options, the such Brompton ETF will receive option premiums, which are generally paid within one Business Day of the writing of the option. If the volatility of the securities held in the portfolio of the Brompton ETF decreases, it is anticipated that a greater percentage of the Brompton ETF's portfolio will be subject to covered call options and that the strike price of the call options will be closer to, and potentially lower than, the market price of the security underlying the call option at the time the call option is written. If at any time during the term of a call option or at expiry, the market price of the underlying securities is above the strike price, the holder of the option may exercise the option and the Brompton ETF would be obligated to sell the securities to the holder at the strike price per security. Alternatively, the Brompton ETF may repurchase a call option which is in-the-money by paying the market value of the call option. In the event an option is repurchased or exercised, the Manager may elect to sell additional calls on the same security from time to time. If, however, the option is out-of-the-money at expiration of the call option, the holder of the option will likely not exercise the option and the option will expire. In each case, the Brompton ETF will retain the option premium.

The amount of option premium depends upon, among other factors, the expected volatility of the price of the underlying security – the higher the volatility, the higher the option premium. In addition, the amount of the option premium will depend upon the difference between the strike price of the option 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 more likely it is that the option will become in-the-money during the term and, accordingly, the greater the option premium. The Manager will determine the number of call options that will be written and the strike price at which the options will be sold. The Manager intends that the options sold by the Brompton ETF will generally be sold at strike prices which are close to or slightly above the then current market price of the securities held in the Brompton ETF's portfolio.

If a call option is written on a security in a Brompton ETF's portfolio, the amounts that such Brompton ETF will be able to realize on the security during the term of the call option will be limited to the distributions received 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 Brompton ETF 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 Brompton ETF will pay to close out the option by repurchasing the option at the then current market price of the option. The current market price of an in-the-money option may exceed the premium received when the option was sold.

General Investment Strategies of the Brompton ETFs

Each Brompton ETF invests in an actively managed portfolio comprised of various securities and instruments which may include, but are not limited to, equity and equity related securities, fixed income and fixed income related securities, futures contracts and exchange traded funds (provided such investments are consistent with such Brompton ETF's investment objectives and strategies). Equity related securities held by a Brompton ETF may include, but are not limited to, convertible debt, income trust units, single issuer equity options, preferred shares, contingent-capital securities, and warrants. Fixed income related securities include trust preferred securities, hybrid securities that have characteristics of both equity and debt securities, subordinated debt, and senior debt. If market conditions require, in order to preserve capital, a Brompton ETF may seek to invest a substantial portion of its assets in cash and cash equivalents.

Investment in Other Investment Funds – In accordance with applicable securities legislation, including NI 81-102, and as an alternative to or in conjunction with investing in and holding securities directly, the Brompton ETFs may also invest in one or more other investment funds, including Other Funds, provided that no management fees or incentive fees are payable by the Brompton ETFs that, to a reasonable person, would duplicate a fee payable by the Other Fund for the same service. A Brompton ETF's allocation to investments in Other Funds, if any, will vary from time to time depending on the relative size and liquidity of the Other Funds, and the ability of the Manager to identify appropriate investment funds that are consistent with such Brompton ETF's investment objectives and strategies.

Use of Derivative Instruments – The Brompton ETFs may use derivative instruments for hedging purposes (i.e. to hedge the foreign currency exposure of the securities included in the Brompton ETF's portfolio to the Canadian dollar) or for non-hedging purposes (i.e. as a substitute for investing directly in one or more securities). The Brompton ETFs may use derivative instruments to reduce transaction costs and increase the liquidity and efficiency of trading. The Brompton ETFs may, from time to time, use derivatives to hedge their exposure to equity, fixed income and hybrid securities. The Brompton ETFs may invest in or use derivative instruments, including futures contracts and forward contracts, provided that the use of such derivative instruments is in compliance with NI 81-102 or the appropriate regulatory exemptions have been obtained, and is consistent with the investment objectives and strategies of the Brompton ETFs. The Manager may, at its discretion, write covered call options from time to time on securities in the portfolio of each Brompton ETF in order to earn option premiums and lower the overall volatility of returns associated with owning the portfolio directly. See "Investment Strategies – Covered Call Options" above for further information.

The Brompton ETFs may in the future, subject to any required regulatory approval, enter into derivative agreements with one or more counterparties under which a Brompton ETF will acquire units of an underlying Brompton fund at a future date for a purchase price equal to the price of such units at the date the derivative agreement is entered into. If the Brompton ETF obtains exposure to its portfolio securities in this manner the fund's assets are expected to consist of cash and the derivative agreements and the cash will be pledged to the counterparties as security for the fund's obligations under the derivative agreements. To the extent required, the counterparties will pledge securities to the fund as security for their obligations to the Brompton ETFs under the agreements. The Brompton ETF will be able to pre-settle any such derivative agreement as needed to fund expenses, distributions and exchanges and redemptions. On a settlement of a derivative agreement, the Brompton ETF will receive units of the underlying fund or other securities acceptable to the Brompton ETFs, redeem or sell such units or securities and receive cash for the units or securities. The Brompton ETFs will only use such derivative agreements as permitted by applicable securities legislation.

Currency Hedging – Each of the Brompton ETFs will hedge substantially all of its direct foreign currency exposure back to the Canadian dollar through the utilization of currency forward agreements. All such currency forward agreements will be entered into in compliance with NI 81-102 with financial institutions that have a "designated rating" as defined in NI 81-102. Hedging currency exposure to reduce the impact of fluctuations in exchange rates is intended to reduce the direct exposure to foreign currency risk for Unitholders. Any exposure that the portion of a Brompton ETF's portfolio which is allocable to the USD Units of the Brompton ETF has to foreign currencies will not be hedged back to the Canadian dollar.

Securities Lending – A Brompton ETF may, in compliance with NI 81-102, lend securities to securities borrowers acceptable to it in order to earn additional income for the Brompton ETF pursuant to the terms of a securities lending agreement between each Brompton ETF and a securities lending agent under which: (i) the borrower will pay to the Brompton ETF a negotiated securities lending fee and will make compensation payments to the Brompton ETF equal to any distributions received by the borrower on the securities borrowed; (ii) the securities loans qualify as "securities lending arrangements" for the purposes of the Tax Act; and (iii) the Brompton ETF will receive collateral security equal to at least 102% of the value of the portfolio securities loaned. The securities lending agent for a Brompton ETF will be responsible for the ongoing administration of the securities loans, including the obligation to mark-to-market the collateral on a daily basis.

OVERVIEW OF THE SECTORS THAT THE BROMPTON ETFs INVEST IN

Brompton Global Real Assets Dividend ETF primarily invests in a diversified actively managed portfolio consisting of securities of global Real Asset Companies.

Brompton North American Low Volatility Dividend ETF primarily invests in large-capitalization equity securities of North American issuers.

Please see "Investment Objectives" and "Investment Strategies" for additional information on the sectors applicable to each Brompton ETF.

INVESTMENT RESTRICTIONS

The Brompton ETFs are 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 Brompton ETFs are diversified and relatively liquid and to ensure their proper administration. A change to the fundamental investment objective of a Brompton ETF would require the approval of the Unitholders of that Brompton ETF. Please see "Unitholder Matters – Matters Requiring Unitholders Approval".

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

FEES AND EXPENSES

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

Fees and Expenses Payable by the Brompton ETFs

Management Fees

Each Brompton ETF will pay an annual management fee to the Manager equal to an annual percentage of the NAV of that Brompton ETF, calculated and payable monthly in arrears, plus applicable taxes. See "Organization and Management Details of the Brompton ETFs – Manager – Duties and Services to be Provided by the Manager" for a description of the services provided by the Manager.

The Management Fee is based on a percentage of the NAV of each of the following Brompton ETFs and is listed below:

Brompton ETFs	**Management Fee**
Brompton Global Real Assets Dividend ETF	0.75% of NAV
Brompton North American Low Volatility Dividend ETF	0.55% of NAV

In the event that a Brompton ETF invests portfolio assets in another investment fund to obtain exposure to securities for its portfolio, the Brompton ETF's returns will be reduced by management fees charged by the other investment fund on the portion of the Brompton ETF's portfolio assets invested in the other fund, regardless of whether the other fund is managed by the Manager or an affiliate of the Manager. The management fee payable to the Manager will not be payable in respect of the portion of the Brompton ETF portfolio assets invested in the other fund to the extent that such fee would be duplicative.

The Manager may, at its discretion, agree to charge a reduced Management Fee as compared to the Management Fee that it otherwise would be entitled to receive from a Brompton ETF, provided that the difference between the fee otherwise chargeable and the reduced fee is distributed periodically by the Brompton ETF to the applicable Unitholders as a Management Fee Distribution. Any reduction will depend on a number of factors, including the amount invested, the Total Assets of the Brompton ETF under administration, the NAV of the Brompton ETF and the expected amount of account activity. Management Fee Distributions will be paid first out of net income of the Brompton ETF then out of capital gains of the Brompton ETF and thereafter out of capital.

The availability and amount of Management Fee Distributions with respect to Units will be determined by the Manager. Management Fee Distributions for the Brompton ETFs will generally be calculated and applied based on a Unitholder's average holdings of Units over each applicable period as specified by the Manager from time to time. Management Fee Distributions will be available only to beneficial owners of Units and not to the holdings of Units by dealers, brokers or other CDS Participants that hold Units on behalf of beneficial owners. Management Fee Distributions will be paid first out of net income of the Brompton ETFs, then out of capital gains of the Brompton ETFs and thereafter out of capital. In order to receive a Management Fee Distribution for any applicable period, a beneficial owner of Units must submit a claim for a Management Fee Distribution that is verified by a CDS Participant on the beneficial owner's behalf and provide the Manager with such further information as the Manager may require in accordance with the terms and procedures established by the Manager from time to time.

The Manager reserves the right to discontinue or change Management Fee Distributions at any time. The tax consequences of Management Fee Distributions made by the Brompton ETFs generally will be borne by the Unitholders of the Brompton ETFs receiving these distributions from the Manager.

Operating Costs and Expenses

In addition to the payment of the management fee, each of the Brompton ETFs will pay for all expenses incurred in connection with its operation and administration. The Manager intends to waive a portion of the Management Fees and/or reimburse the Brompton ETFs to ensure that the sum of the Management Fees and certain normal-course operating expenses (as described below in more detail, "**Operating Expenses**"), in each case inclusive of associated GST/HST, is limited to 0.95% of NAV of the Brompton Global Real Assets Dividend ETF and 0.75% of the Brompton

North American Low Volatility Dividend ETF. The Manager is under no obligation to waive fees or reimburse expenses for any Brompton ETF and may in its discretion, discontinue or alter this practice at any time.

Expenses payable by each of the Brompton ETFs which are defined as "Operating Expenses" are: (a) costs and expenses related to the preparation, translation, mailing and printing of periodic financial and other reports to Unitholders, (b) fees payable to the trustee for acting as trustee (in the event that the Manager appoints a third party trustee in the future), (c) fees payable to the registrar and transfer agent, (d) fees payable to the custodian for acting as custodian of the assets of the Brompton ETFs including fees payable to the custodian for valuation services, (e) any reasonable out of pocket expenses incurred by the Manager or its directors, officers or agents in connection with their ongoing obligations to the Brompton ETFs, (f) fees and expenses relating to voting of proxies by a third party, (g) fees payable to the auditors and legal advisors of the Brompton ETFs in the normal course, (h) stock exchange, licensing and regulatory filing fees and CDS fees, (i) costs and expenses of complying with all laws, regulations and policies which are currently applicable, including expenses and costs incurred in connection with the continuous public filing requirements such as permitted prospectus preparation and filing expenses, (j) costs and expenses incurred for investor relations activities, (k) fees payable to the plan agent with respect to the distribution reinvestment plan of each Brompton ETF and (l) any additional fees payable to third party service providers.

Expenses payable by each of the Brompton ETFs which are excluded from the definition of "Operating Expenses", without limitation, include (a) IRC committee member fees and expenses, and expenses related to compliance with NI 81-107, (b) insurance coverage for members of the IRC and director and officer insurance premiums for directors and officers of the Manager, (c) banking, interest charges and principal repayment obligations on account of any indebtedness (if applicable), (d) costs relating to financial instruments including currency hedging, call or put options, or any other derivatives, if applicable, (e) brokerage commissions, custodian transaction fees and/or expenses, and other costs of portfolio transactions, (f) any taxes payable by the Brompton ETFs or to which the Brompton ETFs may be subject, including income taxes, withholding taxes and/or any applicable sales taxes (including GST/HST), (g) the cost of complying with any new governmental or regulatory requirement introduced after the first Brompton ETFs were established including, as applicable, any costs associated with the printing and distribution of any documents that the securities regulatory authorities require be sent or delivered to purchasers of Units of the Brompton ETFs, (h) expenditures incurred upon termination of the Brompton ETFs, (i) expenses of any action, suit or other proceedings in which or in relation to which the Manager, members of the IRC, the custodian or the trustee (if applicable) and/or any of their respective officers, directors, employees, consultants or agents is entitled to indemnity by the Brompton ETFs, to the extent permitted under the Declaration of Trust, (j) expenses relating to meetings of Unitholders of a Brompton ETF, including the preparation, printing and mailing of information to such Unitholders, (k) legal, accounting and audit fees and fees and expenses of the trustee (if applicable), custodian and Manager which are incurred in respect of matters which in the Manager's opinion are not in the normal course of the Brompton ETFs' operating activities and (l) other expenses that the Brompton ETFs may incur which, in the Manager's view, are outside of the normal course of business.

Investments in Other Investment Funds

In the event a Brompton ETF invests in one or more other investment funds listed on a stock exchange in Canada or the United States, there shall be no management fees or incentive fees that are payable by the Brompton ETF that, to a reasonable person, would duplicate a fee payable by the underlying investment fund for the same service.

Fees and Expenses Payable by the Designated Broker and Dealers

Cash Creation Fee

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 applicable PNU of the Brompton ETF determined at the Valuation Time on the effective date of the subscription order, plus (ii) if applicable, the fee payable in connection with cash-only payments for subscriptions of a PNU, representing, as applicable, brokerage expenses, commissions, transaction costs and other costs or expenses that the Brompton ETF incurs or expects to incur in purchasing securities on the market with such cash proceeds (the "**Cash Creation Fee**").

The Cash Creation Fee, if any, applicable in respect of a Brompton ETF will be specified from time to time at the discretion of the Manager. The Cash Creation Fee, if any, will accrue to the Brompton ETFs.

Cash Exchange Fee

Upon the request of a Designated Broker or Dealer, the Manager may, in its complete discretion, satisfy an exchange request by delivering cash only in an amount equal to the NAV of each PNU tendered for exchange determined at the Valuation Time on the effective date of the exchange request, provided that the Designated Broker or Dealer agrees to pay the Cash Exchange Fee.

The Cash Exchange Fee, if any, applicable in respect of the applicable Brompton ETF will be specified from time to time at the discretion of the Manager.

See "Exchange and Redemption of Units – Administration Fee".

Fees and Expenses Payable Directly by the Unitholders

The Manager may, in its sole discretion, charge Unitholders of the Brompton ETFs a redemption fee from time to time. This fee will be determined by the Manager.

ANNUAL RETURNS, MANAGEMENT EXPENSE RATIO AND TRADING EXPENSE RATIO

This information is not available as the Brompton ETFs are new.

RISK FACTORS

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

General Risks Relating to an Investment in the Brompton ETFs

General Risks of Investments

The value of the underlying securities of a Brompton ETF, whether held directly or indirectly, may fluctuate in accordance with changes in the financial condition of the issuers of those underlying securities, the condition of equity and currency markets generally and other factors.

The risks inherent in investments in equity or debt securities, whether held directly or indirectly, include the risk that the financial condition of the issuers of the securities may become impaired or that the general condition of the stock market may deteriorate. Equity and debt securities are susceptible to general stock market fluctuations and the financial condition of the issuer. These investor perceptions are based on various and unpredictable factors, including expectations regarding government, economic, monetary and fiscal policies, inflation and interest rates, economic expansion or contraction and global or regional political, economic and banking crises.

Asset Class Risk

The securities in the portfolio of a Brompton ETF may underperform the returns of other securities that track other countries, regions, industries, asset classes or sectors. Various asset classes tend to experience cycles of outperformance and underperformance in comparison to the general securities markets.

Issuer Risk

Performance of the Brompton ETFs depends on the performance of the individual securities to which the Brompton ETFs have exposure. Changes in the financial condition or credit rating of an issuer of those securities may cause the value of the securities to decline.

Currency Hedging Risk

With respect to the CAD Units, each of the Brompton ETFs will hedge all or substantially all of its direct foreign currency exposure by entering into currency forward contracts with financial institutions that have a "designated rating" as defined in NI 81-102. For regulatory and operational reasons, the Brompton ETF may not be able to fully hedge such foreign exposure at all times. Although there is no assurance that these currency forward contracts will be effective, the Manager expects these currency forward contracts to be substantially effective.

The effectiveness of a Brompton ETF's currency hedging strategy will, in general, be affected by the volatility of the Brompton ETF and the volatility of the Canadian dollar relative to the foreign currency. Increased volatility will generally reduce the effectiveness of the currency hedging strategy. The effectiveness of this currency hedging strategy may also be affected by any significant difference between the Canadian dollar and foreign currencies' interest rates.

Any exposure that the portion of a Brompton ETF's portfolio which is allocable to the USD Units has to foreign currencies will not be hedged back to the Canadian dollar.

Reliance on Key Personnel

Unitholders will be dependent on the abilities of the Manager to effectively manage the Brompton ETFs and their respective portfolios in a manner consistent with their investment objectives, investment strategies and investment restrictions. There is no certainty that the individuals who are principally responsible for providing administration and portfolio management services to the Brompton ETFs will continue to be employed by the Manager.

Trading Price of Units

Units of a Brompton ETF may trade in the market at a premium or a discount to the NAV per Unit of such Brompton ETF. There can be no assurance that Units of the Brompton ETFs will trade at prices that reflect their NAV per Unit. The trading price of the Units of the Brompton ETFs will fluctuate in accordance with changes in the Brompton ETF's NAV, as well as market supply and demand on the TSX (or any other marketplace on which the Units of a Brompton ETF may be traded).

Concentration Risk

A Brompton ETF may have more of its net assets invested in one or more issuers and/or sectors than is permitted for many investment funds. In these circumstances, the Brompton ETF may be affected more by the performance of individual issuers in its portfolio, with the result that the NAV of the Brompton ETF may be more volatile and may fluctuate more over short periods of time than the net asset value of a more broadly diversified investment fund. In addition, this may increase the liquidity risk of these Brompton ETFs which may, in turn, have an effect on the Brompton ETFs' ability to satisfy redemption requests.

Use of Derivative Instruments

Each Brompton ETF may use derivatives from time to time in accordance with NI 81-102 as described under "*Investment Strategies*". The use of derivatives involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other traditional investments. Risks associated with the use of derivatives include: (i) there is no guarantee that hedging to reduce risk will not result in a loss or that there will be a gain; (ii) there is no guarantee that a market will exist when the Brompton ETF wants to complete the derivative contract, which could prevent the Brompton ETF from reducing a loss or making a profit; (iii) securities exchanges may impose trading limits on options and futures contracts, and these limits may prevent the Brompton ETF from completing the derivative contract; (iv) the Brompton ETF could experience a loss if the other party to the derivative contract is unable to fulfill its obligations; (v) if the Brompton ETF has an open position in an option, a futures contract or a forward contract or a swap with a Dealer or counterparty who goes bankrupt, the Brompton ETF could experience a loss and, for an open futures or forward contract or a swap, a loss of margin deposits with that Dealer or counterparty; and (vi) if a derivative is based on a stock market index and trading is halted on a substantial number of stocks in the index or there is a change in the composition of the index, there could be an adverse effect on the derivative.

Illiquid Securities

There is no assurance that an adequate market will exist for the assets included in the portfolios of the Brompton ETFs and it cannot be predicted whether the assets included in the such portfolios will trade at a discount to, a premium to, or at their respective par or maturity values. Certain assets held in the portfolios of the Brompton ETFs may trade infrequently, if at all, and may trade at a significant premium or discount to the latest price at which they are valued in such portfolios.

Changes in Legislation and Regulatory Risk

There can be no assurance that applicable laws in Canada or in foreign jurisdictions including income tax, securities and other laws and regulations will not be changed in a manner that adversely affects the Brompton ETFs or the Unitholders of the Brompton ETFs. There can be no assurance that Canadian federal income tax laws and the administrative policies and assessing practices of the Canada Revenue Agency respecting the treatment of mutual fund trusts, specified investment flow-through trusts or an investment in a non-resident trust will not be changed in a manner that adversely affects the Brompton ETFs or the Unitholders of the Brompton ETFs. Certain legal and regulatory changes could make it more difficult, if not impossible, for a Brompton ETF to operate or achieve its investment objectives. If legal and regulatory changes occur, such changes could have a negative effect upon the value of the Units of the Brompton ETFs and upon investment opportunities available to the Brompton ETFs.

Tax-Related Risks

It is assumed that each Brompton ETF will qualify, or will be deemed to qualify, at all times as a "mutual fund trust" within the meaning of the Tax Act. For a Brompton ETF to qualify as a "mutual fund trust", it must comply on a continuous basis with certain requirements relating to the qualification of its Units for distribution to the public, the number of Unitholders of the Brompton ETF and the dispersal of ownership of a particular class of its Units. Each Brompton ETF will file an election to qualify as a mutual fund trust from its inception.

A trust will be deemed not to be a mutual fund trust 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 trust status if this requirement is not met.

The Brompton ETFs contain a restriction on the number of permitted non-resident Unitholders.

If a Brompton ETF does not qualify as a mutual fund trust or were to cease to so qualify, the income tax considerations as described under "Income Tax Considerations" would in some respects be materially different. For example, if a Brompton ETF does not qualify as a "mutual fund trust" within the meaning of the Tax Act throughout a taxation year, the Brompton ETF may be liable to pay alternative minimum tax, tax under Part XII.2 of the Tax Act, and would not be entitled to the Capital Gains Refund (as defined herein). In addition, if a Brompton ETF does not qualify as a mutual fund trust, it may be subject to the "mark-to-market" rules under the Tax Act if more than 50% of the fair market value of the Units of the Brompton ETF are held by "financial institutions", within the meaning of the Tax Act.

The tax treatment of gains and losses realized by each Brompton ETF 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, each Brompton ETF will treat gains or losses realized on the disposition of portfolio securities held by it as capital gains and losses. In general, gains and losses realized by a Brompton ETF from derivative transactions will be on income account except where such Derivatives are used to hedge portfolio securities held on capital account provided there is sufficient linkage. Each Brompton ETF intends to take the position that gains or losses in respect of foreign currency hedges entered into in respect of amounts invested in its portfolio will constitute capital gains and capital losses to the Brompton ETF if the portfolio securities are capital property to the Brompton ETF and there is sufficient linkage. Designations with respect to each Brompton ETF's income and capital gains will be made and reported to Unitholders 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 a Brompton ETF are determined not to be on capital account, the net income of the Brompton ETF for tax purposes and the taxable component of distributions to its Unitholders could increase. Any such redetermination by the CRA may result in a Brompton ETF being liable for unremitted withholding taxes on prior distributions made to its Unitholders 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 Unit of that Brompton ETF.

Pursuant to rules in the Tax Act, a Brompton ETF that experiences a "loss restriction event" (i) will be deemed to have a year-end for tax purposes (which would result in an unscheduled distribution of the Brompton ETF's net income and net realized capital gains, if any, at such time to Unitholders so that the Brompton ETF is not liable for income tax on such amounts under Part I of the Tax Act), and (ii) will become subject to the loss restriction rules generally applicable to a corporation that experiences an acquisition of control, including a deemed realization of any unrealized capital losses and restrictions on its ability to carry forward losses. Generally, a Brompton ETF will be subject to a loss restriction event if a Unitholder becomes a "majority-interest beneficiary", or a group of persons becomes a "majority-interest group of beneficiaries", of the Brompton ETF, as those terms are defined in the affiliated persons rules contained in the Tax Act, with certain modifications. Generally, a majority-interest beneficiary of a Brompton ETF is a beneficiary in the income or capital, as the case may be, of the Brompton ETF whose beneficial interests, together with the beneficial interests of persons and partnerships with whom the beneficiary is affiliated, have a fair market value that is greater than 50% of the fair market value of all the interests in the income or capital, as the case may be, of the Brompton ETF. Please see "Income Tax Considerations – Taxation of Holders" for the tax consequences of an unscheduled or other distribution to Unitholders. Trusts that qualify as "investment funds" as defined in the rules in the Tax Act relating to loss restriction events are generally excepted from the application of such rules. An "investment fund" for this purpose includes a trust that meets certain conditions, including satisfying certain of the conditions necessary to qualify as a "mutual fund trust" for purposes of the Tax Act, not holding any property that it uses in the course of carrying on a business and complying with certain asset diversification requirements. If a Brompton ETF were not to qualify as an "investment fund", it could potentially have a loss restriction event and thereby become subject to the related tax consequences described above.

The Tax Act contains rules (the "**SIFT Rules**") concerning the taxation of publicly traded Canadian trusts and partnerships that own certain types of property defined as "non-portfolio property". A trust that is subject to these rules is subject to trust level taxation, at rates comparable to those that apply to corporations, on the trust's income earned from "non-portfolio property" to the extent that such income is distributed to its Unitholders. If a Brompton ETF is subject to tax under the SIFT Rules, the after-tax return to its Unitholders could be reduced, particularly in the case of a Unitholder who is exempt from tax under the Tax Act or is a non-resident of Canada.

Certain of the Brompton ETFs will invest in global debt and equity securities. Many foreign countries preserve their right under domestic tax laws and applicable tax conventions with respect to taxes on income and on capital ("**Tax Treaties**") to impose tax on interest, dividends or distributions paid or credited to persons who are not resident in such countries. While the Brompton ETFs intend to make investments in such a manner as to minimize the amount of foreign taxes incurred under foreign tax laws and subject to any applicable Tax Treaties, investments in global debt and equity securities may subject the Brompton ETFs to foreign taxes on interest, dividends or distributions paid or credited to them or any gains realized on the disposition of such securities. Any foreign taxes incurred by a Brompton ETF will generally reduce the value of its portfolio. To the extent that such foreign tax paid by a Brompton ETF exceeds 15% of the amount included in the Brompton ETF's income from such investments, such excess may generally be deducted by the Brompton ETF in computing its net income for the purposes of the Tax Act. To the extent that foreign tax paid does not exceed 15% of the amount included in the Brompton ETF's income from such investments and has not been deducted in computing the Brompton ETF's income and the Brompton ETF designates its income from a foreign source in respect of a Unitholder of the Brompton ETF, the Unitholder will, for the purposes of computing its foreign tax credits, be entitled to treat the Unitholder's proportionate share of foreign taxes paid by the Brompton ETF in respect of such income as foreign taxes paid by the Unitholder. The availability of foreign tax credits to a Unitholder of a Brompton ETF is subject to the detailed rules in the Tax Act.

Corresponding Net Asset Value Risk

Similar to other ETFs, the closing trading price of the Units of a Brompton ETF may be different from their NAV. As a result, Dealers may be able to acquire or redeem a PNU at a discount or a premium to the closing trading price per Unit on the TSX (or any other marketplace on which the Units of a Brompton ETF may be traded) or other stock exchange on which such Units trade. Such price differences may be due, in large part, to supply and demand factors in the secondary trading market for Units of the Brompton ETF being similar, but not identical, to the same forces influencing the price of the underlying securities of the Brompton ETFs at any point in time. As the Designated Broker and Dealers may subscribe for or redeem a PNU at the applicable NAV per Unit, the Manager expects that large discounts or premiums to the NAV per Unit of a Brompton ETF will not be sustained.

Designated Broker/Dealer Risk

As the Brompton ETFs will only issue Units directly to the Designated Broker and Dealers, in the event that a purchasing Designated Broker or Dealer is unable to meet its settlement obligations, any resulting costs and losses incurred will be borne by the applicable Brompton ETF.

Fund of Funds Investment Risk

The Brompton ETFs may invest in other ETFs, mutual funds, closed-end funds or public investment funds as part of its investment strategy. If the Brompton ETFs invest in such underlying funds, their investment performance largely depends on the investment performance of the underlying funds in which they invest. Additionally, if an underlying fund suspends redemptions, the Brompton ETFs may be unable to accurately value part of their investment portfolio and may be unable to redeem their Units. Underlying funds in which the Brompton ETFs may invest can be expected to incur fees and expenses for operations, such as investment advisory and administration fees, which would be in addition to those incurred by the applicable Brompton ETF.

Investment in ETFs Risk

The Brompton ETFs may invest in ETFs that seek to provide returns similar to the performance of a particular market index or industry sector index. Any such ETF may not achieve the same return as its benchmark market or industry sector index due to differences in the actual weightings of securities held in the ETF versus the weightings in the relevant index and due to the operating and administrative expenses of the ETF. For example, ETFs incur a number of operating expenses not applicable to the underlying index, and incur costs in buying and selling securities, especially when rebalancing the ETFs' securities holdings to reflect changes in the composition of the underlying index.

Absence of an Active Market for the Units and Lack of Operating History

The Brompton ETFs will have no operating history as ETFs. Although the Units of each Brompton ETF may (subject to obtaining conditional listing approval and meeting the TSX's original listing requirements) be listed on the TSX, there can be no assurance that an active public market for the Units of each Brompton ETF will develop or be sustained. The TSX has not conditionally approved the listing application of the Brompton ETFs and there is no assurance that the TSX will approve the listing application.

Cease Trading of Securities Risk

If the securities of an issuer included in the portfolio of a Brompton ETF are cease-traded by order of the relevant securities regulatory authority or are halted from trading by the relevant stock exchange, the relevant Brompton ETF may halt trading in its securities. Accordingly, securities of the Brompton ETFs bear the risk of cease-trading orders against all issuers whose securities are included in its portfolio, not just one. If portfolio securities of a Brompton ETF are cease-traded by order of a securities regulatory authority, if normal trading of such securities is suspended on the relevant exchange, or if for any reason it is likely there will be no closing bid price for such securities, the relevant Brompton ETF may suspend the right to redeem securities for cash, subject to any required prior regulatory approval. If the right to redeem securities for cash is suspended, the Brompton ETFs may return redemption requests to securityholders who have submitted them. If securities are cease-traded, they may not be delivered on an exchange of a PNU for a Basket of Securities until such time as the cease-trade order is lifted.

Exchange Risk

In the event that the TSX or any stock exchange on which the Units of the Brompton ETFs are listed closes early or unexpectedly on any day that it is normally open for trading, Unitholders of the Brompton ETFs will be unable to purchase or sell Units on the TSX or such other stock exchange until it reopens and there is a possibility that, at the same time and for the same reason, the exchange and redemption of Units may be suspended until the TSX or such other stock exchange reopens.

Early Closing Risk

Unanticipated early closings of a stock exchange on which securities held by the Brompton ETFs are listed may result in the Brompton ETFs being unable to sell or buy securities on that day. If the TSX (or any other marketplace on which the securities held by a Brompton ETF may be traded) closes early on a day when the Brompton ETFs need to execute a high volume of securities trades late in the Trading Day, the Brompton ETFs may incur substantial trading losses.

Counterparty Risk Associated with Securities Lending

The Brompton ETFs are authorized to enter into securities lending, repurchase and reverse repurchase transactions in accordance with NI 81-102. In a securities lending transaction, a Brompton ETF lends its portfolio securities through an authorized agent to another party (often called a "**Counterparty**") and receives a negotiated fee and a required percentage of acceptable collateral (equal to or greater than 102%). The following are some examples of the risks associated with securities lending transactions:

- when entering into securities lending transactions, a Brompton ETF is subject to the credit risk that the Counterparty may default under the agreement and the Brompton ETF would be forced to make a claim in order to recover its security, or its equivalent value;
- when recovering its security on default, a Brompton ETF could incur a loss if the value of the portfolio securities loaned (in a securities lending transaction) or sold (in a repurchase transaction) has increased in value relative to the value of the collateral held by the Brompton ETF; and
- similarly, a Brompton ETF could incur a loss if the value of the portfolio securities it has purchased (in a reverse repurchase transaction) decreases below the amount of cash paid by the Brompton ETF to the Counterparty.

The Brompton ETFs may engage in securities lending from time to time. When engaging in securities lending, a Brompton ETF will receive collateral in excess of the value of the securities loaned, and although such collateral is marked to market, the Brompton ETF may be exposed to the risk of loss should a borrower default on its obligations to return the borrowed securities and the collateral is insufficient to reconstitute the portfolio of loaned securities.

Duration Risk

Duration is the sensitivity, expressed in years, of the price of a fixed-income security to changes in the general level of interest rates (or yields). Securities with longer durations tend to be more sensitive to interest rate (or yield) changes than securities with shorter durations. Duration differs from maturity in that it considers potential changes to interest rates, and a security's coupon payments, yield, price and par value and call features, in addition to the amount of time until the security matures. The duration of a security will be expected to change over time with changes in market factors and time to maturity.

General Risks of Equity Investments

Holders of equity securities of an issuer incur more risk than holders of debt obligations of such issuer because shareholders, as owners of such issuer, have generally inferior rights to receive payments from such issuer in comparison with the rights of creditors of, or holders of debt obligations issued by, such issuer. Further, unlike debt securities, which typically have a stated principal amount payable at maturity (whose value, however, will be subject to market fluctuations prior thereto), equity securities have neither a fixed principal amount nor a maturity.

Distributions on the Units will generally depend upon the declaration of dividends or distributions on the securities in a Brompton ETF's portfolio. The declaration of such dividends or distributions generally depends upon various factors, including the financial condition of the issuers included in a Brompton ETF's portfolio and general economic conditions. Therefore, there can be no assurance that the issuers included in a Brompton ETF's portfolio will pay dividends or distributions on portfolio securities.

General Risks of Foreign Investments

The Brompton ETFs may invest, directly or indirectly, in foreign equity securities. In addition to the general risks associated with equity investments, investments in foreign securities may involve unique risks not typically associated with investing in Canada. Foreign exchanges may be open on days when a Brompton ETF does not price their securities and, therefore, the value of the securities traded on such exchanges may change on days when investors are not able to purchase or sell Units. Information about corporations not subject to Canadian reporting requirements may not be complete, may not reflect the extensive accounting or auditing standards required in Canada and may not be subject to the same level of government supervision or regulation as would be the case in Canada.

Some foreign securities markets may be volatile or lack liquidity and some foreign markets may have higher transaction and custody costs and delays in attendant settlement procedures. In some countries, there may be difficulties in enforcing contractual obligations and investments could be affected by political instability, social instability, expropriation or confiscatory taxation.

In the case of a Brompton ETF holding foreign securities, whether directly or indirectly, dividends or distributions on those foreign securities may be subject to withholding taxes.

Large-Capitalization Issuer Risk

The Brompton ETFs may invest a relatively large percentage of their assets in the securities of large-capitalization companies. As a result, the performance of a Brompton ETF may be adversely affected if securities of large-capitalization companies underperform securities of smaller-capitalization companies or the market as a whole. The securities of large-capitalization companies may be relatively mature compared to smaller companies and therefore subject to slower growth during times of economic expansion.

Sensitivity to Interest Rates

The market price of the Units of a Brompton ETF may be affected by the level of interest rates prevailing from time to time. Changes in short-term interest rates will directly affect the yield on the floating rate assets owned by a Brompton ETF. If short-term interest rates fall, the yield on such assets will also fall. Also, to the extent that credit spreads experience a general increase, the value of a Brompton ETF's existing floating rate assets may decrease, which will cause the NAV of the Brompton ETF to decrease. Conversely, when short-term interest rates rise, the impact of such rising rates on the NAV of the Brompton ETF may be delayed to the extent that there is a delay between such changes in short-term rates and the resetting of the floating rates on the Brompton ETF's floating rate assets.

Traditional fixed-income securities have risk associated with their market value, but not their coupon payments as interest rates change, while floating-rate bonds have risk associated with their coupon payments, but not their market value as interest rates change, all else equal.

Changes in interest rates may also affect the value of dividend paying equity securities and preferred shares, which may experience a drop in market value as interest rates go up, and an increase in market value as interest rates go down, all else equal.

In addition, any decrease in the NAV of a Brompton ETF resulting from a change in interest rates may also negatively affect the market price of the Units of such Brompton ETF. Unitholders of a Brompton ETF will therefore be exposed to the risk that the NAV per Unit of such Brompton ETF or the market price of such Units may be negatively affected by interest rate fluctuations.

Underlying Fund Risk

The securities in which certain Brompton ETFs invest, whether directly or indirectly, may trade below, at or above their respective net asset values per security. The net asset value per security will fluctuate with changes in the market value of that investment fund's holdings. The trading prices of the securities of those investment funds will fluctuate in accordance with changes in the applicable fund's net asset value per security, as well as market supply and demand on the stock exchanges on which those funds are listed.

If a Brompton ETF purchases a security of an underlying investment fund at a time when the market price of that security is at a premium to the net asset value per security or sells a security at a time when the market price of that security is at a discount to the net asset value per security, the Brompton ETF may sustain a loss.

Cybersecurity Risk

The information and technology systems of Brompton Funds (as defined herein), the key service providers of each of the Brompton ETFs (including custodian, registrar and transfer agent, valuation services provider and securities lending agent of each of the Brompton ETFs) and the issuers of securities in which each of the Brompton ETFs invest may be vulnerable to cybersecurity risks from a cybersecurity incident 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 a Brompton ETF'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 Brompton Funds or a service provider 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 a Brompton ETF's business operations, potentially resulting in financial losses to such Brompton ETF and its Unitholders. There is no guarantee that the Brompton ETFs will not suffer material losses as a result of cybersecurity incidents. If they occur, such losses could materially adversely impact the applicable Brompton ETF's NAV.

Market Volatility

Market prices of investments held by the Brompton ETFs will go up or down, sometimes rapidly or unpredictably. The Brompton ETFs' investments are subject to changes in general market conditions, market fluctuations and risks inherent in investment in securities markets. Securities markets can be volatile and prices of investments can change substantially due to various factors including, but not limited to, economic growth or recession, changes in interest rates, changes in actual or perceived creditworthiness of issuers and general market liquidity. Even if general economic conditions do not change, the value of an investment in the Brompton ETFs could decline if the particular industries, sectors or companies in which the Brompton ETFs investments do not perform well or are adversely affected by events. In addition, legal, political, regulatory and tax changes may also cause fluctuations in markets and securities prices. These market conditions, volatility or illiquidity in capital markets may also adversely affect the prospects of the Brompton ETFs and the value of their portfolios. A substantial decline in the North American or global equities markets could be expected to have a negative effect on the Brompton ETFs and the market price of the Units.

No Assurances on Achieving the Investment Objectives or Making Distributions

There is no assurance that the Brompton ETFs will be able to achieve their investment objectives. Furthermore, there is no assurance that the Brompton ETFs will be able to pay Distributions in the short or long term, nor is there any assurance that the NAV of any Brompton ETF will appreciate or be preserved. It is possible that, due to declines in the market value of the assets in the portfolios of the Brompton ETFs, the Brompton ETFs will have insufficient assets to achieve their Distribution and capital appreciation objectives.

Market Disruptions

War and occupation, terrorism and related geopolitical risks or other factors including global health risks or epidemics/pandemics may lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally. Those events could also have an acute effect on individual issuers or related groups of issuers. The recent outbreak of the respiratory disease designated as COVID-19 has caused increased volatility and disruptions in global financial markets, which has resulted in losses for investors and the market in general. The economic impact of COVID-19 may be short-term or may last for an extended period of time, and in either case, could result in a substantial downturn or recession. These risks could also adversely affect securities markets, inflation and other factors relating to the securities held in the portfolios of the Brompton ETFs.

Loss of Investment and No Guaranteed Return

An investment in the Brompton ETFs is appropriate only for investors who have the capacity to absorb investment losses. There is no guarantee that an investment in the Brompton ETFs will earn any positive return in the short or long term.

Not a Trust Company

The Brompton ETFs are not trust companies and, accordingly, are not registered under the trust company legislation of any jurisdiction. Units are not "deposits" within the meaning of the *Canada Deposit Insurance Corporation Act* and are not insured under the provisions of that Act or any other legislation.

Nature of Units

The Units are neither fixed income nor equity securities. The Units represent a fractional interest in the net assets of their applicable Brompton ETF. Units are dissimilar to debt instruments in that there is no principal amount owing to Unitholders. Unitholders will not have the statutory rights normally associated with ownership of shares of a corporation including, for example, the right to bring "oppression" or "derivative" actions. An investment in Units of a Brompton ETF does not constitute an investment by Unitholders in the portfolio securities of that Brompton ETF; Unitholders of a Brompton ETF will not own the securities held by that Brompton ETF.

Commodity Risk

The Brompton ETFs may invest in companies engaged in the energy or natural resource industries, such as gold, silver, platinum, palladium, oil and gas, forestry or other commodity focused industries. These investments, and therefore the value of an investment in these commodities or in these companies and the net asset value of the Brompton ETFs will be affected by changes in the price of these commodities, which can fluctuate significantly in short time periods. Commodity prices can change as a result of a variety of factors, including supply and demand, speculation, government and regulatory activities, international monetary and political factors, central bank activity and changes in interest rates and currency values.

Additional Risks Relating to an Investment in each Brompton ETF

In addition to the general risk factors, the following additional risk factors are inherent in an investment in one or more of the Brompton ETFs as indicated in the table below. A description of each of these risks follows the table.

ETF Specific Risks	**Brompton Global Real Assets Dividend ETF**	**Brompton North American Low Volatility Dividend ETF**
Infrastructure Securities Risk	X	
Investments in Property Securities Risk	X	
Real Estate Investment Trust Investments Risk	X	
Risks Related to Investment Focused in a Specific Region		X
USD Units Risk		X

Infrastructure Securities Risk

Brompton Global Real Assets Dividend ETF may invest in infrastructure-related securities. Infrastructure-related businesses are subject to a variety of factors that may adversely affect their business or operations, including high interest costs in connection with capital construction programs, costs associated with environmental and other regulations, the effects of economic slowdown and surplus capacity, increased competition from other providers of services, uncertainties concerning the availability of fuel at reasonable prices, the effects of energy conservation policies and other factors. Additionally, infrastructure related issuers may be subject to (i) regulation by various governmental authorities and governmental regulation of rates charged to customers, (ii) service interruption due to environmental, operational or other events and (iii) the imposition of special tariffs and changes in tax laws, regulatory policies and accounting standards. There is also the risk that corruption may negatively affect publicly-funded infrastructure projects, especially in emerging markets, resulting in delays and cost overruns. The infrastructure sector also has some additional characteristics that cause certain risks to be more prevalent than in other industry sectors including:

Technology Risk

A change could occur in the way a service or product is delivered rendering the existing technology obsolete. While the risk could be considered low in the infrastructure sector given the substantial fixed costs involved in constructing assets and the fact that many infrastructure technologies are well established, any technology change that occurs over the medium term could threaten the profitability of an infrastructure issuer. If such a change were to occur, these assets have very few alternative uses should they become obsolete.

Regional or Geographic Risk

An infrastructure issuer's assets may not be moveable. Should an event that somehow impairs the performance of an infrastructure issuer's assets occur in the geographic location where the issuer operates those assets, the performance of the issuer may be adversely affected.

Through-put Risk

The revenue of many infrastructure issuers may be impacted by the number of users who use the products or services produced by the infrastructure issuers' assets. Any change in the number of users may negatively impact the profitability of the issuer.

Investments in Property Securities Risk

Brompton Global Real Assets Dividend ETF may invest in securities of issuers that hold, or are exposed to, real property ("**property securities**"), either directly or indirectly. Property securities are subject to some of the same risks associated with the direct ownership of property including, but not limited to: adverse changes of the conditions of the real estate markets, obsolescence of properties, changes in availability, costs and terms of mortgage funds and the impact of environmental laws.

However, investing in property securities is not the equivalent to investing directly in property and the performance of property securities may be more heavily dependent on general performance of stock markets than the general performance of the property sector.

Historically there has been an inverse relationship between interest rates and property values. Rising interest rates can decrease the value of the properties in which a property company invests and can also increase related borrowing costs. Either of these events can decrease the value of an investment in property securities.

The current taxation regimes of property-invested entities are potentially complex and may change in the future. This may impact, either dire*ctly* or indirectly, the returns to investors in property securities and the taxation treatment thereof.

Real Estate Investment Trust Investments Risk

Real estate investment trusts are pooled investment vehicles that hold, and usually manage, real estate investments. Investments in real estate investment trusts are subject to the general risks associated with real property investments. Real property investments are affected by various factors including general economic conditions (such as the availability of long term mortgage funds) and local conditions (such as oversupply of space or a reduction in demand for real estate in the area), the attractiveness of the properties to tenants, competition from other available space, etc. The value of real property and any improvements thereto may also depend on the credit and financial stability of the tenants. A real estate investment trust's income and funds available for distributions to its securityholders would be adversely affected if a significant number of tenants were to become unable to meet their obligations to the real estate investment trust or if the real estate investment trust were unable to lease a significant amount of available space in its properties on economically favorable lease terms.

Certain real estate investment trusts may invest in a limited number of properties, in a restricted market or in a single type of property, which increases the risk that the funds will be adversely affected by the poor performance of a single investment or market or a single type of investment. Finally, real estate investment trusts may be affected by changes to their tax status and may be disqualified from preferential tax treatment and other exemptions.

Risks Related to Investment Focused in a Specific Region

Brompton North American Low Volatility Dividend ETF invests in securities of primarily North America issuers which may be more volatile than a more geographically diversified fund and will be strongly affected by the overall economic performance of North America. The Brompton ETF must continue to follow its investment objectives regardless of the economic performance of North America.

USD Units Risk

A redeeming holder of USD Units will receive any cash amount to which the Unitholder is entitled in connection with the redemption in U.S. dollars and will be exposed to the risk that the exchange rate between the U.S. dollar and any other currency in which the Unitholder generally operates will result in a lesser or greater redemption amount than the Unitholder would have received if the redemption amount had been calculated and delivered in another currency. In addition, because any cash redemption proceeds will be delivered in U.S. dollars, the redeeming Unitholder may be required to open or maintain an account that can receive deposits of U.S. dollars. The ability to purchase USD Units is offered only as a convenience for investors and does not act as a currency hedge between the Canadian dollar and the U.S. dollar.

DISTRIBUTION POLICY

Cash distributions on Units of a Brompton ETF will be made in the currency in which the Units of the Brompton ETF are denominated. Cash distributions of income, if any, on Units will be payable monthly by each of the Brompton ETFs. The Brompton ETFs do not have a fixed distribution amount. The amount of ordinary cash distributions, if any, will be set at the Manager's sole discretion and may be based on the Manager's assessment of the prevailing market conditions, the Brompton ETF's ability to generate sufficient levels of distributable cash and any other factors that the Manager, in its discretion, may deem relevant. The date of any cash distribution of each Brompton ETF will be announced in advance by issuance of a press release. Subject to compliance with the investment objectives of the respective Brompton ETFs, the Manager may, in its complete discretion, change the frequency of these distributions and any such change will be announced by issuance of a press release.

Depending on the underlying investments of a Brompton ETF, distributions on Units may consist of ordinary income, including foreign source income and taxable dividends from taxable Canadian corporations, sourced from dividends, distributions or interest received by the Brompton ETF but may also include Net Realized Capital Gains, in any case, less the expenses of that Brompton ETF and may include returns of capital.

If, for any taxation year, after the ordinary distributions, there would remain in a Brompton ETF additional net income or net realized capital gains, the Brompton ETF will, on or before December 31 of that calendar year, be required to pay or make payable such net income and Net Realized Capital Gains as one or more special year-end distributions to Unitholders as is necessary to ensure that the Brompton ETF will not be liable for income tax on such amounts under Part I of the Tax Act (after taking into account all available deductions, credits and refunds). Such special distributions may be paid in the form of Units of the Brompton ETF and/or cash. Any special distributions payable in Units of a Brompton ETF will increase the aggregate adjusted cost base of a Unitholder's Units. Immediately following payment of such a special distribution in Units, the number of Units held by a Unitholder will be automatically consolidated such that the number of Units of the applicable class held by the Unitholder after such distribution will be equal to the number of Units of the applicable class held by such Unitholder immediately prior to such distribution, except in the case of a non-resident Unitholder to the extent tax is required to be withheld in respect of the distribution.

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

Distribution Reinvestment Plan

The Brompton ETFs have adopted a distribution reinvestment plan in respect of CAD Units of the Brompton ETFs (the "**Reinvestment Plan**"). All distributions on the CAD Units by the applicable Brompton ETF shall be automatically reinvested on each Unitholder's behalf, at the election of each such Unitholder, pursuant to the Reinvestment Plan in accordance with the provisions of the Reinvestment Plan Agency Agreement. Cash distributions on the USD Units are not currently eligible for reinvestment under the Reinvestment Plan. Notwithstanding the Reinvestment Plan, all distributions payable in respect of Units to non-resident Unitholders will be paid in cash and will not be reinvested.

Distributions due to the Plan Participants shall be applied, on behalf of Plan Participants, to purchase additional CAD Units of the applicable Brompton ETF. Such purchases will be made in the market. Purchases in the market will be made by the Plan Agent on an orderly basis during the ten trading day period following the relevant Distribution Date.

If the CAD Units are thinly traded, purchases in the market under the Reinvestment Plan may significantly affect the market price. Depending on market conditions, direct reinvestment of cash distributions by Unitholders in the market may be more, or less, advantageous than the reinvestment arrangements under the Reinvestment Plan. The CAD Units of a Brompton ETF purchased in the market will be allocated on a pro rata basis to the Plan Participants of such Brompton ETF. The Plan Agent's charges for administering the Reinvestment Plan and all brokerage fees and commissions in connection with purchases in the market pursuant to the Reinvestment Plan will be paid by the Brompton ETFs. The automatic reinvestment of distributions under the Reinvestment Plan will not relieve participants of any income tax applicable to those distributions. See "Income Tax Considerations".

A Unitholder may elect to participate in a Reinvestment Plan by giving notice of the Unitholder's decision to become a Plan Participant for the relevant Record Date (as defined below) to the Unitholder's participant (the "**CDS Participant**") in accordance with such CDS Participant's customary procedures. The CDS Participant must, on behalf of such Plan Participant, provide notice to the Plan Agent through the CDS System (commonly known as CDSX) no later than 5:00 p.m. (Toronto time) on the last business day of the calendar month (the "**Record Date**"). Unless the Plan Agent has provided written notice of a Unitholder's intention to participate in a Reinvestment Plan in such manner, distributions to Unitholders will be made in cash. The Manager may terminate the Reinvestment Plan in its sole discretion. Notice will be provided prior to termination. The Manager may also amend, modify or suspend the Reinvestment Plan at any time in its sole discretion, provided that it gives notice of that amendment, modification or suspension to the applicable Plan Participants via the CDS Participants through which the Plan Participants hold their CAD Units, and through the Plan Agent. The Brompton ETFs are not required to issue CAD Units to Unitholders in any jurisdiction where that issuance would be illegal.

PURCHASES OF UNITS

Initial Investment

In compliance with NI 81-102, none of the Brompton ETFs will issue Units to the public until orders aggregating not less than $500,000 have been received and accepted by the Brompton ETF from investors other than the Manager or its directors, officers or securityholders.

Continuous Distribution

Units of the Brompton ETFs are being issued and sold on a continuous basis and there is no maximum number of Units that may be issued. The Units of the Brompton ETF will be offered for sale at a price equal to the NAV per Unit of the applicable class of Units of the Brompton ETF determined at the Valuation Time on the effective date of a subscription order. As exchange-traded funds, the Brompton ETFs will issue Units directly to a Designated Broker and Dealers. From time to time, and as may be agreed between the Brompton ETFs and the Dealers and the Designated Broker, such Dealers and the Designated Broker may deliver a Basket of Securities (i.e. a group of securities and/or assets determined by the Manager from time to time representing the constituents of the applicable Brompton ETF), and/or cash as payment for Units of a Brompton ETF.

Future Issuance of Units

The Manager may amend the Declaration of Trust from time to time to redesignate the name of a Brompton ETF or to create a new class or series of units of a Brompton ETF without notice to existing Unitholders, unless such amendment in some way affects the existing Unitholders' rights or the value of their investment.

All rights attached to the Units may only be modified, amended or varied in accordance with the terms of the Declaration of Trust.

Designated Broker and Dealers

Generally, all orders to purchase Units directly from a Brompton ETF must be placed by the Designated Broker or a Dealer. Each Brompton ETF reserves the absolute right to reject any subscription order placed by the Designated Broker or a Dealer. No fees will be payable by a Brompton ETF to the Designated Broker or a Dealer in connection with the issuance of Units. On the issuance of Units, an amount may be charged to the Designated Broker or a Dealer to offset the expenses incurred in issuing the Units.

The Manager, on behalf of each Brompton ETF, will entered into a designated broker agreement pursuant to which the Designated Broker agreed to perform certain duties relating to the Units including, without limitation: (i) to subscribe for a sufficient number of Units to satisfy the TSX's original listing requirements; (ii) to subscribe for Units on an ongoing basis in connection with the rebalancing of and adjustments to the portfolio of the Brompton ETF; and (iii) to post a liquid two-way market for the trading of Units of the Brompton ETF on the TSX (or any other marketplace on which the Units of a Brompton ETF may be traded). The Manager may, in its discretion from time to time, cause a Brompton ETF to reimburse the Designated Broker for certain expenses incurred by the Designated Broker in performing these duties.

On any Trading Day, a Dealer (who may also be the Designated Broker) may place a subscription order for a PNU (and any additional multiple thereof) of a Brompton ETF. If a subscription order is received by the Brompton ETF by the applicable cut-off time on a Trading Day, the Brompton ETF will issue to the Dealer a PNU (and any additional multiple thereof) based on the NAV per Unit determined on the applicable Trading Day, which, in the Manager's discretion, may be the same or the next Trading Day.

For each PNU issued, a Dealer must deliver payment consisting of, in the Manager's discretion: (i) cash in an amount equal to the aggregate NAV per Unit of the PNU next determined following the receipt of the subscription order; (ii) one Basket of Securities and cash in an amount sufficient so that the value of the securities and the cash received is equal to the aggregate NAV per Unit of the PNU next determined following the receipt of the subscription order; or (iii) a combination of securities and cash, as determined by the Manager, in an amount sufficient so that the value of the securities and cash received is equal to the aggregate NAV per Unit of the PNU next determined following the receipt of the subscription order.

The Manager may, in its complete discretion, charge a Cash Creation Fee in connection with cash-only payments for subscriptions of a PNU, representing, as applicable, brokerage expenses, commissions, transaction costs and other costs or expenses that the Brompton ETF incurs or expects to incur in purchasing securities on the market with such cash proceeds.

The Cash Creation Fee, if any, applicable in respect of a Brompton ETF will be specified from time to time at the discretion of the Manager. The Cash Creation Fee, if any, will accrue to the Brompton ETFs.

The Manager may from time to time, require the Designated Broker to subscribe for Units of a Brompton ETF for cash in such amount as may be agreed to by the Manager and the Designated Broker. The number of Units of a Brompton ETF issued will be the subscription amount divided by the NAV per Unit of a Brompton ETF on the subscription date following the delivery by the Manager of a subscription notice to the Designated Broker. Payment for the Units of a Brompton ETF must be made by the Designated Broker by no later than the second Trading Day after the subscription date.

The Manager may publish, except when circumstances prevent it from doing so, the applicable PNU for the Brompton ETFs on each Trading Day on its website, at www.bromptongroup.com. The Manager may, at its discretion, increase or decrease the applicable PNU from time to time.

To Unitholders of a Brompton ETF as Distributions Paid in Units

In addition to the issuance of Units of a Brompton ETF as described above, distributions may be made by way of the issuance of Units of a Brompton ETF and Units of a Brompton ETF may be issued to Unitholders of the Brompton ETFs on the automatic reinvestment of certain distributions pursuant to a distribution reinvestment plan in accordance with the distribution policy of the Brompton ETFs. See “Distribution Policy”.

Buying and Selling Units of a Brompton ETF

Units of the Brompton ETFs have been conditionally approved for listing on the TSX. Subject to satisfying the TSX’s original listing requirements in respect of each of the Brompton ETFs on or before April 17, 2021, Units of the Brompton ETFs will be listed for trading on the TSX and offered on a continuous basis, and an investor will be able to buy or sell Units of the Brompton ETFs on the TSX through registered brokers and dealers in the province or territory where the investor resides. All orders to purchase Units directly from a Brompton ETF must be placed by Designated Brokers or Dealers.

No fees are paid by a Unitholder to the Manager or the Brompton ETFs in connection with the buying or selling of Units on the TSX.

Special Considerations for Unitholders

The “early warning” reporting requirements do not apply in connection with the ownership or control of securities issued by a mutual fund such as Units of a Brompton ETF. In addition, the Brompton ETFs have obtained exemptive relief from the securities regulatory authorities to permit a Unitholder of a Brompton ETF to acquire more than 20% of the Units of a class of such Brompton ETF through purchases on the TSX (or any other marketplace on which the Units of a Brompton ETF may be traded) without regard to the takeover bid requirements of applicable Canadian Securities Legislation.

Special Circumstances

Units may also be issued by a Brompton ETF to the Designated Broker in a number of special circumstances, including the following: (i) when the Manager has determined that the Brompton ETF should acquire portfolio securities; and (ii) when cash redemptions of Units occur as described below under “Redemption of Units of a Brompton ETF for Cash”, or the Brompton ETF otherwise has cash that the Manager wants to invest.

Non-Resident Unitholders

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 Units of a Brompton ETF (on either a number of Units or fair market value basis) and the Manager shall inform the Registrar and Transfer Agent of the Brompton ETF of this restriction. The Manager may require declarations as to the jurisdictions in which a beneficial owner of Units 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 Units of a Brompton ETF then outstanding (on either a number of Units 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 Units of a Brompton ETF (on either a number of Units or fair market value basis) are beneficially held 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 Units or a portion thereof within a specified period of not less than 30 days. If the Unitholders receiving such notice have not sold the specified number of Units 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 Unitholders sell such Units and, in the interim, shall suspend the voting and distribution rights attached to such Units. Upon such sale, the affected holders shall cease to be beneficial holders of Units and their rights shall be limited to receiving the net proceeds of sale of such Units.

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 a Brompton ETF as a mutual fund trust 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 Brompton ETF as a mutual fund trust for purposes of the Tax Act.

EXCHANGE AND REDEMPTION OF UNITS

Exchange of Units of a Brompton ETF at Net Asset Value per Unit for Baskets of Securities and/or Cash

Unitholders may exchange the applicable PNU (or an integral multiple PNU) of the applicable Brompton ETFs on any Trading Day for Baskets of Securities and cash, subject to the requirement that a minimum of one PNU be exchanged. To effect an exchange of Units, a Unitholder must submit an exchange request in the form and at the location prescribed by the Brompton ETFs from time to time at or before a prescribed time (e.g. 9:00 a.m. (Toronto time)) on a Trading Day, or such other time prior to the Valuation Time on the effective date as the Manager may permit. The exchange price will be equal to the NAV of each PNU 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/or cash. The applicable Units will be redeemed in the exchange. The Manager will also make available to Dealers and the Designated Broker the applicable PNU to redeem Units on each Trading Day.

Upon the request of a Designated Broker or Dealer, the Manager may, in its complete discretion, satisfy an exchange request by delivering cash only in an amount equal to the NAV of each PNU tendered for exchange determined at the Valuation Time on the effective date of the exchange request, provided that the Designated Broker or Dealer agrees to pay a fee payable in connection with cash-only payments for exchange of a PNU of the applicable Brompton ETF, representing, as applicable, brokerage expenses, commissions, transaction costs and other costs or expenses that the applicable Brompton ETF incurs or expects to incur in selling securities on the market to obtain the necessary cash for the exchange (the "**Cash Exchange Fee**"), if applicable.

The Cash Exchange Fee, if any, applicable in respect of the applicable Brompton ETF will be specified from time to time at the discretion of the Manager.

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 date of the exchange request.

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

As described under "Exchange and Redemption of Units – Registration and Transfer through CDS", registration of interests in, and transfers of, Units will be made only through the book-based system of CDS. The redemption rights described below must be exercised through the CDS Participant through which the owner holds Units. Beneficial owners of Units should ensure that they provide redemption instructions to the CDS Participant through which they hold such Units 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 Units of a Brompton ETF for Cash

On any Trading Day, Unitholders of a Brompton ETF may redeem (i) Units of such Brompton ETF for cash at a redemption price per Unit equal to the lesser of: (a) 95% of the closing price for the Units on the TSX (or any other exchange on which the Units of a Brompton ETF may be listed) on the effective day of the redemption; and (b) the NAV per Unit, less any applicable redemption fee determined by the Manager, in its sole discretion, from time to time. Because Unitholders of a Brompton ETF will generally be able to sell Units of such Brompton ETF at the market price on the TSX (or any other marketplace on which the Units of a Brompton ETF may be traded) through a registered broker or dealer subject only to customary brokerage commissions, Unitholders of a Brompton ETF are advised to consult their brokers, dealers or investment advisors before redeeming such Units for cash. No fees or expenses are paid by Unitholders of a Brompton ETF to the Manager or the Brompton ETFs in connection with selling Units of a Brompton ETF on the TSX (or any other marketplace on which the Units of a Brompton ETF may be traded).

In order for a cash redemption to be effective on a Trading Day, a cash redemption request with respect to the applicable Brompton ETF 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. Units will be redeemed in accordance with customary processes set out by the Designated Broker or CDS.

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

In connection with the redemption of Units of a Brompton ETF, the Brompton ETF will generally dispose of securities or other financial instruments.

Suspension of Exchanges and Redemptions

The Manager may suspend the exchange or redemption of Units of a Brompton ETF or payment of redemption proceeds of a Brompton ETF: (i) during any period when normal trading is suspended on a stock exchange or other market on which securities owned by the Brompton ETF are listed and/or traded, if these securities represent more than 50% by value or underlying market exposure of the Total Assets of the Brompton ETF, without allowance for liabilities, and if these securities are not traded on any other exchange that represents a reasonably practical alternative for the Brompton ETF; 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 Brompton ETF or which impair the ability of the Custodian to determine the value of the assets of the Brompton ETF. 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 Unitholders 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 Unitholders 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 a Brompton ETF, any declaration of suspension made by the Manager shall be conclusive.

Cash Creation Fee

The Manager may, in its complete discretion, accept subscription proceeds consisting of (a) cash only in an amount equal to the NAV of the applicable PNU of the Brompton ETF determined at the Valuation Time on the effective date of the subscription order, plus (b) if applicable, the Cash Creation Fee.

The Cash Creation Fee, if any, applicable in respect of a Brompton ETF will be specified from time to time at the discretion of the Manager. The Cash Creation Fee, if any, will accrue to the Brompton ETFs.

Cash Exchange Fee

Upon the request of a Designated Broker or Dealer, the Manager may, in its complete discretion, satisfy an exchange request by delivering cash only in an amount equal to the NAV of each PNU tendered for exchange determined at the Valuation Time on the effective date of the exchange request, provided that the Designated Broker or Dealer agrees to pay the Cash Exchange Fee.

The Cash Exchange Fee, if any, applicable in respect of the applicable Brompton ETF will be specified from time to time at the discretion of the Manager.

Administration Fee

An amount as may be agreed to between the Manager and the Designated Broker or a Dealer of a Brompton ETF may be charged to offset certain transaction costs associated with an issue, exchange or redemption of Units of that Brompton ETF. This charge does not apply to Unitholders who buy and sell their Units through the facilities of the TSX (or any other marketplace on which the Units of a Brompton ETF may be traded).

Redemption Fee

The Manager may, in its sole discretion, charge Unitholders of the Brompton ETFs a redemption fee from time to time. This fee will be determined by the Manager.

Allocations of Capital Gains to Redeeming or Exchanging Unitholders

Pursuant to the Declaration of Trust, a Brompton ETF may allocate and designate as payable any capital gains realized by the Brompton ETF as a result of any disposition of property of the Brompton ETF. In addition, each Brompton ETF has the authority to distribute, allocate and designate any capital gains of a Brompton ETF to a Unitholder of the Brompton ETF who has redeemed or exchanged Units during a year in an amount equal to the Unitholder's share, at the time of redemption or exchange, of the Brompton ETF's capital gains for the year. Any such allocations and designations will reduce the redemption price otherwise payable to the redeeming Unitholder.

Legislative proposals released by the Minister of Finance (Canada) on July 30, 2019 proposed amendments to the Tax Act that would, effective for taxation years of a Brompton ETF beginning after March 19, 2020, deny a Brompton ETF a deduction for the portion of a capital gain designated to a Unitholder on a redemption of Units that is greater than the Unitholder's accrued gain on those Units, where the Unitholders' proceeds of disposition are reduced by the designation. If such proposed amendments to the Tax Act are enacted in their current form, any taxable capital gains that would otherwise have been designated to redeeming Unitholders may be made payable to the remaining, non-redeeming Unitholders to ensure the Brompton ETF will not be liable for non-refundable income tax thereon. Accordingly, the amounts of taxable distributions made to Unitholders of a Brompton ETF may be greater than they would have been in the absence of such amendments. See "Income Tax Considerations".

Registration and Transfer through CDS

Registration of interests in, and transfers of, Units of a Brompton ETF will be made only through CDS. Units must be purchased, transferred and surrendered for redemption only through a CDS Participant. All rights of an owner of Units 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 Units. Upon buying Units of a Brompton ETF, the owner will receive only the customary confirmation. References in this prospectus to a holder of Units means, unless the context otherwise requires, the owner of the beneficial interest of such Units.

Neither a Brompton ETF nor the Manager will have any liability for: (i) records maintained by CDS relating to the beneficial interests in Units 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 Units to pledge such Units or otherwise take action with respect to such owner's interest in such Units (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

A Brompton ETF has the option to terminate registration of Units through the book-based system in which case certificates for Units in fully registered form will be issued to beneficial owners of such Units or to their nominees.

Short-Term Trading

Unlike conventional open-end mutual fund trusts 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 portfolio securities and the sale of portfolio securities to fund Unitholder redemptions, the Manager does not believe that it is necessary to impose any short-term trading restrictions on the Brompton ETFs at this time as: (i) the Brompton ETFs are exchange traded funds that are primarily traded in the secondary market; and (ii) the few transactions involving Units of the Brompton ETFs that do not occur on the secondary market involve the Designated Broker and/or Dealers, who can only purchase or redeem Units in a PNU and on whom the Manager may impose an administrative fee. The administrative fee is intended to compensate the Brompton ETFs for any costs and expenses incurred by the Brompton ETFs in order to fund the redemption.

PRICE RANGE AND TRADING VOLUME OF UNITS

This information is not yet available as the Brompton ETFs are new.

INCOME TAX CONSIDERATIONS

In the opinion of Osler, Hoskin & Harcourt LLP, the following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations under the Tax Act generally applicable to the acquisition, holding and disposition of Units of a Brompton ETF by a Unitholder of the Brompton ETF who acquires Units of the Brompton ETF pursuant to this prospectus. This summary only applies to a prospective Unitholder of a Brompton ETF who is an individual (other than a trust) resident in Canada for purposes of the Tax Act who deals at arm's length with the Brompton ETF, the Designated Broker and the Dealers and is not affiliated with the Brompton ETF, the Designated Broker or any Dealer and who holds Units of the Brompton ETF as capital property (a "**Holder**").

Generally, Units of a Brompton ETF will be considered to be capital property to a Holder provided that the Holder does not hold such Units in the course of carrying on a business of buying and selling securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Provided that a Brompton ETF qualifies as a "mutual fund trust" for purposes of the Tax Act, certain Holders who might not otherwise be considered to hold Units of the Brompton ETF as capital property may, in certain circumstances, be entitled to have such Units and all other "Canadian securities" owned or subsequently acquired by them treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. This summary does not apply to a Holder who has entered or will enter into a "derivative forward agreement" as that term is defined in the Tax Act with respect to the Units or any Basket of Securities disposed of in exchange for Units.

This summary is based on the assumptions that (i) none of the Brompton ETFs will be subject to the tax for "SIFT trusts" for purposes of the Tax Act, (ii) none of the issuers of the securities in the portfolio of a Brompton ETF will be foreign affiliates of the Brompton ETF or of any Holder, (iii) none of the securities in the portfolio of a Brompton ETF will be a "tax shelter investment" within the meaning of section 143.2 of the Tax Act, (iv) none of the Brompton ETFs will enter into any arrangement where the result is a dividend rental arrangement for purposes of the Tax Act, and (v) none of the securities in the portfolio of a Brompton ETF will be an offshore investment fund property (or an interest in a partnership that holds such property) that would require the Brompton ETF to include significant amounts in the Brompton ETF's income pursuant to section 94.1 of the Tax Act, or an interest in a trust (or a partnership which holds such an interest) which would require the Brompton ETF (or the partnership) to report significant amounts of income in connection with such interest pursuant to the rules in section 94.2 of the Tax Act, or an interest in a non-resident trust other than an "exempt foreign trust" (or a partnership which holds such interest).

This summary is based on the facts described herein, the current provisions of the Tax Act, counsel's understanding of the current publicly available administrative policies and assessing practices of the CRA published in writing prior to the date hereof and certificates of the Manager. This summary takes into account the Tax Amendments. This description is not exhaustive of all Canadian federal income tax consequences and does not take into account or anticipate changes in the law or in administrative policy or assessing practice, whether by legislative, governmental or judicial action other than the Tax Amendments in their present form, nor does it take into account provincial, territorial or foreign tax considerations which may differ significantly from those discussed herein. There can be no assurance that the Tax Amendments will be enacted in the form publicly announced, or at all.

This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in Units of a Brompton ETF. This summary does not address the deductibility of interest on any funds borrowed by a Holder to purchase Units of a Brompton ETF. The income and other tax consequences of investing in Units will vary depending on an investor's particular circumstances including the province or territory in which the investor resides or carries on business. Accordingly, this summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any holder of Units of a

Brompton ETF. Prospective investors should consult their own tax advisors with respect to the income tax consequences to them of an acquisition of Units of a Brompton ETF based on their particular circumstances.

Status of the Brompton ETFs

This summary is based on the assumptions that each Brompton ETF will qualify or be deemed to qualify at all times as a "mutual fund trust" within the meaning of the Tax Act, that each Brompton ETF will validly elect under the Tax Act to be a mutual fund trust from the date it was established, and that each Brompton ETF has not been established and will not be maintained primarily for the benefit of non-residents unless, at that time, substantially all of its property consists of property other than property that would be "taxable Canadian property" within the meaning of the Tax Act (if the definition of such term were read without reference to paragraph (b) of that definition).

To qualify as a mutual fund trust (i) a Brompton ETF must be a Canadian resident "unit trust" for purposes of the Tax Act, (ii) the only undertaking of the Brompton ETF must be (a) the investing of its funds in property (other than real property or interests in real property or an immovable or a real right in an immovable), (b) the acquiring, holding, maintaining, improving, leasing or managing of any real property (or interest in real property) or of any immovable (or real right in immovables) that is capital property of the Brompton ETF, or (c) any combination of the activities described in (a) and (b), and (iii) the Brompton ETF must comply with certain minimum requirements respecting the ownership and dispersal of Units of a particular class.

If a Brompton ETF were not to qualify or be deemed to qualify as a mutual fund trust at all times, the income tax considerations described below would, in some respects, be materially and adversely different in respect of that Brompton ETF.

Provided that a Brompton ETF qualifies as a "mutual fund trust" within the meaning of the Tax Act, is a "registered investment" within the meaning of the Tax Act,, or the Units of that Brompton ETF are listed on a "designated stock exchange" (within the meaning of the Tax Act), Units of that Brompton ETF will be qualified investments under the Tax Act for a trust governed by a Registered Plan. See "Income Tax Considerations – Taxation of Registered Plans" for the consequences of holding Units in Registered Plans.

Taxation of the Brompton ETFs

The Manager has advised counsel that each of the Brompton ETFs will elect to have a taxation year that ends on December 31 of each calendar year. A Brompton ETF must pay tax on its net income (including net realized taxable capital gains) for a taxation year, less the portion thereof that it deducts in respect of the amount paid or payable to its Unitholders in the calendar year in which the taxation year ends. An amount will be considered to be payable to a Unitholder of a Brompton ETF in a calendar year if it is paid to the Unitholder in that year by the Brompton ETF or if the Unitholder is entitled in that year to enforce payment of the amount. The Declaration of Trust requires that sufficient amounts be paid or made payable each year so that no Brompton ETF is liable for any non-refundable income tax under Part I of the Tax Act.

A Brompton ETF will be required to include in its income for each taxation year any dividends received (or deemed to be received) by it in such year on a security held in its portfolio.

With respect to indebtedness, a Brompton ETF will be required to include in its income for a taxation year all interest thereon that accrues (or is deemed to accrue) to it to the end of that year (or until the disposition of the indebtedness in that year, including on a conversion, redemption or repayment on maturity) or that has become receivable or is received by the Brompton ETF before the end of that year except to the extent that such interest was included in computing the Brompton ETF's income for a preceding year and excluding any interest that accrued prior to the time of the acquisition of the indebtedness by the Brompton ETF.

To the extent a Brompton ETF holds trust units issued by a trust resident in Canada that is not at any time in the relevant taxation year a "SIFT trust" and held as capital property for purposes of the Tax Act, the Brompton ETF will be required to include in the calculation of its income for a taxation year the net income, including net taxable capital gains, paid or payable to the Brompton ETF by such trust in the calendar year in which that taxation year ends, notwithstanding that certain of such amounts may be reinvested in additional Units of the trust. Provided that appropriate designations are made by such trust, net taxable capital gains realized by the trust, foreign source income of the trust and taxable dividends from taxable Canadian corporations received by the trust that are paid or payable by the trust to the Brompton ETF will effectively retain their character in the hands of the Brompton ETF. The Brompton ETF will be required to reduce the adjusted cost base of Units of such trust by any amount paid or payable by the trust to the Brompton ETF except to the extent that the amount was included in calculating the income of the Brompton ETF or was the Brompton ETF's share of the non-taxable portion of capital gains of the trust, the taxable portion of which was designated in respect of the Brompton ETF. If the adjusted cost base to the Brompton ETF of such Units becomes a negative amount at any time in a taxation year of the Brompton ETF, that negative amount will be deemed to be a capital gain realized by the Brompton ETF in that taxation year and the Brompton ETF's adjusted cost base of such Units will be increased by the amount of such deemed capital gain to zero.

Each issuer in a Brompton ETF's portfolio that is a "SIFT trust" (which will generally include Canadian resident income trusts, other than certain REITs, the Units of which are listed or traded on a stock exchange or other public market) will be subject to a special tax in respect of (i) income from business carried on in Canada, and (ii) certain income and capital gains in respect of "non-portfolio properties" (collectively, "**Non-Portfolio Income**"). Non-Portfolio Income that is distributed by a SIFT trust to its Unitholders will be taxed at a rate that is equivalent to the federal general corporate tax rate plus a prescribed amount on account of provincial tax. Non-Portfolio Income that becomes payable by an issuer that is a SIFT trust will generally be taxed as though it were a taxable dividend from a taxable Canadian corporation and will be deemed to be an "eligible dividend" eligible for the enhanced gross-up and tax credit rules.

In general, a Brompton ETF will realize a capital gain (or capital loss) upon the actual or deemed disposition of a security included in its portfolio to the extent the proceeds of disposition net of any reasonable costs of disposition exceed (or are less than) the adjusted cost base of such security unless the Brompton ETF were considered to be trading or dealing in securities or otherwise carrying on a business of buying and selling securities or the Brompton ETF has acquired the security in a transaction or transactions considered to be an adventure or concern in the nature of trade. The Manager has advised counsel that each Brompton ETF purchases the securities in its portfolio with the objective of receiving interest, dividends and other distributions thereon and will take the position that gains and losses realized on the disposition of its securities are capital gains and capital losses. The Manager has also advised counsel that each Brompton ETF will make an election under subsection 39(4) of the Tax Act, if applicable, so that all securities held by the Brompton ETF that are "Canadian securities" (as defined in the Tax Act) will be deemed to be capital property to the Brompton ETF.

Each Brompton ETF will be entitled for each taxation year throughout which it is a mutual fund trust for purposes of the Tax Act to reduce (or receive a refund in respect of) its liability, if any, for tax on its net realized capital gains by an amount determined under the Tax Act based on the redemptions of Units of the Brompton ETF during the year (the "**Capital Gains Refund**"). The Capital Gains Refund in a particular taxation year may not completely offset the tax liability of a Brompton ETF for such taxation year which may arise upon the sale or other disposition of securities included in the portfolio in connection with the redemption of Units of the Brompton ETF.

Legislative proposals released by the Minister of Finance (Canada) on July 30, 2019 proposed amendments to the Tax Act that would, effective for taxation years of a Brompton ETF beginning after March 19, 2020, deny a Brompton ETF a deduction for the portion of a capital gain designated to a Unitholder on a redemption of Units that is greater than the Unitholder's accrued gain on those Units, where the Unitholders' proceeds of disposition are reduced by the designation. If such proposed amendments to the Tax Act are enacted in their current form, any taxable capital gains that would otherwise have been designated to redeeming Unitholders may be made payable to the remaining, non-redeeming Unitholders to ensure the Brompton ETF will not be liable for non-refundable income tax thereon. Accordingly, the amounts of taxable distributions made to Unitholders of a Brompton ETF may be greater than they would have been in the absence of such amendments.

In general, gains and losses realized by a Brompton ETF from derivative transactions (excluding covered call options written by the Brompton ETF, if applicable) will be on income account except where such derivatives are used to hedge portfolio securities held on capital account provided there is sufficient linkage and such gains and losses will be recognized for tax purposes at the time they are realized by the Brompton ETF. An election to realize gains and losses on "eligible derivatives" (as defined in the Tax Act) of a Brompton ETF on a mark-to-market basis may be available. The Manager will consider whether such election, if available, would be advisable for any Brompton ETF.

Premiums received on covered call options written by a Brompton ETF that are not exercised prior to the end of the year will constitute capital gains of the Brompton ETF in the year received, unless such premiums are received by the Brompton ETF as income from a business of buying and selling securities or the Brompton ETF has engaged in a transaction or transactions considered to be an adventure in the nature of trade. Each Brompton ETF will purchase its Portfolio with the objective of earning dividends thereon over the life of the particular Brompton ETF and will write covered call options with the objective of increasing the yield on the Portfolio beyond the dividends received on the

Portfolio. Thus, having regard to the foregoing and in accordance with the CRA's published administrative practices, transactions undertaken by each Brompton ETF in respect of shares comprising its Portfolio and options on such shares will be treated and reported by each Brompton ETF as arising on capital account.

Premiums received by a Brompton ETF on covered call options that are subsequently exercised will be added in computing the proceeds of disposition to the Brompton ETF of the securities disposed of by the Brompton ETF upon the exercise of such call options, unless the premium was in respect of an option granted in a previous year so that it constituted a capital gain of the Brompton ETF in the previous year.

A loss realized by a Brompton ETF on a disposition of capital property will be a suspended loss for purposes of the Tax Act if the Brompton ETF, or a person affiliated with the Brompton ETF, acquires a property (a "**Substituted Property**") that is the same as or identical to the property disposed of, within 30 days before and 30 days after the disposition and the Brompton ETF, or a person affiliated with the Brompton ETF, owns the Substituted Property 30 days after the original disposition. If a loss is suspended, a Brompton ETF cannot deduct the loss from the Brompton ETF's capital gains until the Substituted Property is disposed of and is not reacquired by the Brompton ETF, or a person affiliated with the Brompton ETF, within 30 days before and after the disposition.

A Brompton ETF may enter into transactions denominated in currencies other than the Canadian dollar including the acquisition of securities in its portfolio. The cost and proceeds of disposition of securities, interest, dividends, distributions and all other amounts will be determined for the purposes of the Tax Act in Canadian dollars using the appropriate exchange rates determined in accordance with the detailed rules in the Tax Act in that regard. The amount of income, gains and losses realized by a Brompton ETF may be affected by fluctuations in the value of other currencies relative to the Canadian dollar. Gains or losses in respect of currency hedges entered into in respect of amounts invested in the portfolio of a Brompton ETF will constitute capital gains and capital losses to the Brompton ETF if the securities in the Brompton ETF's portfolio are capital property to the Brompton ETF and provided there is sufficient linkage.

A Brompton ETF may derive income or gains from investments in countries other than Canada, and as a result, may be liable to pay income or profits tax to such countries. To the extent that such foreign tax paid by a Brompton ETF exceeds 15% of the amount included in the Brompton ETF's income from such investments, such excess may generally be deducted by the Brompton ETF in computing its net income for the purposes of the Tax Act. To the extent that such foreign tax paid does not exceed 15% of the amount included in the Brompton ETF's income from such investments and has not been deducted in computing the Brompton ETF's income, the Brompton ETF may designate in respect of a Holder a portion of its foreign source income that can reasonably be considered to be part of the Brompton ETF's income distributed to such Holder so that such income and a portion of the foreign tax paid by the Brompton ETF may be regarded as foreign source income of, and foreign tax paid by, the Holder for the purposes of the foreign tax credit provisions of the Tax Act.

A Brompton ETF will be entitled to deduct an amount equal to the reasonable expenses that it incurs in the course of issuing Units. Such issue expenses paid by a Brompton ETF and not reimbursed will be deductible by the Brompton ETF rateably over a five-year period subject to reduction in any taxation year which is less than 365 days. In computing its income under the Tax Act, a Brompton ETF may deduct reasonable administrative and other expenses incurred to earn income.

Losses incurred by a Brompton ETF in a taxation year cannot be allocated to Holders, but may be deducted by the Brompton ETF in future years in accordance with the Tax Act.

Taxation of Holders

A Holder will generally be required to include in computing income for a particular taxation year of the Holder such portion of the net income of a Brompton ETF, including the taxable portion of any net realized capital gains, as is paid or becomes payable to the Holder in that particular taxation year (whether in cash, in Units or reinvested in additional Units or whether as a management fee distribution).

Under the Tax Act, a Brompton ETF is permitted to deduct in computing its income for a taxation year an amount that is less than the amount of its distributions of income for the calendar year to the extent necessary to enable the Brompton ETF to use, in that taxation year, losses from prior years without affecting the ability of the Brompton ETF to distribute its income annually. In such circumstances, the amount distributed to a Holder of a Brompton ETF but not deducted by the Brompton ETF will not be included in the Holder's income. However, the adjusted cost base of the Holder's Units of the Brompton ETF will be reduced by such amount. The non-taxable portion of a Brompton

ETF's net realized capital gains for a taxation year, the taxable portion of which was designated in respect of a Holder for the taxation year, that is paid or becomes payable to the Holder for the year will not be included in computing the Holder's income for the year. Any other amount in excess of a Holder's share of the net income of a Brompton ETF for a taxation year that is paid or becomes payable to the Holder for the year (i.e. returns of capital) will not generally be included in the Holder's income for the year, but will reduce the adjusted cost base of the Holder's Units of the Brompton ETF. To the extent that the adjusted cost base of a Unit of a Brompton ETF to a Holder would otherwise be a negative amount, the negative amount will be deemed to be a capital gain and the adjusted cost base of the Unit to the Holder will be increased by the amount of such deemed capital gain to zero.

Provided that appropriate designations are made by a Brompton ETF, such portion of the net realized taxable capital gains of the Brompton ETF, the taxable dividends received or deemed to be received by the Brompton ETF on shares of taxable Canadian corporations and foreign source income of the Brompton ETF as is paid or becomes payable to a Holder will effectively retain its character and be treated as such in the hands of the Holder for purposes of the Tax Act. To the extent that amounts are designated as taxable dividends from taxable Canadian corporations, the gross-up and dividend tax credit rules will apply. Where a Brompton ETF makes designations in respect of its foreign source income, for the purpose of computing any foreign tax credit that may be available to a Holder, the Holder will generally be deemed to have paid as tax to the government of a foreign country that portion of taxes paid by the Brompton ETF to that country that is equal to the Holder's share of the Brompton ETF's income from sources in that country.

Any loss of a Brompton ETF for purposes of the Tax Act cannot be allocated to, and cannot be treated as a loss of, a Holder.

On the disposition or deemed disposition of a Unit of a Brompton ETF, including on a redemption, a Holder will realize a capital gain (or capital loss) to the extent that the Holder's proceeds of disposition, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of the Unit. For USD Units, proceeds of disposition and each component of adjusted cost base are calculated in Canadian dollars based on the currency exchange rate applicable for purposes of the Tax Act at the time of the particular transaction. For the purpose of determining the adjusted cost base of a Holder's Units of a class of a Brompton ETF, when additional Units of that class of the Brompton ETF are acquired by the Holder (as a result of a distribution by a Brompton ETF in the form of Units, a reinvestment in Units of a Brompton ETF pursuant to the distribution reinvestment plan of each Brompton ETF or otherwise), the cost of the newly acquired Units of the Brompton ETF will be averaged with the adjusted cost base of all Units of the same class of the Brompton ETF owned by the Holder as capital property immediately before that time. For this purpose, the cost of Units that have been issued on a distribution will generally be equal to the amount of the distribution. A consolidation of Units of a Brompton ETF following a distribution paid in the form of additional Units of the Brompton ETF as described under "Distribution Policy" will not be regarded as a disposition of Units of the Brompton ETF and will not affect the aggregate adjusted cost base to a Holder. Any additional Units acquired by a Holder on the reinvestment of distributions will generally have a cost equal to the amount reinvested.

In the case of an exchange of Units of a Brompton ETF for a Basket of Securities, a Holder's proceeds of disposition of Units of the Brompton ETF would generally be equal to the aggregate of the fair market value of the distributed property and the amount of any cash received, less any capital gain realized by the Brompton ETF on the disposition of such distributed property. The cost to a Holder of any property received from the Brompton ETF 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 Units 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 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.

In general, one-half of any capital gain (a "**taxable capital gain**") realized by a Holder on the disposition of Units of a Brompton ETF or a taxable capital gain designated by the Brompton ETF in respect of the Holder for a taxation year of the Holder will be included in computing the Holder's income for that year and one-half of any capital loss (an "**allowable capital loss**") realized by the Holder in a taxation year of the Holder generally must be deducted from taxable capital gains realized by the Holder in the taxation year or designated by the Brompton ETF in respect of the Holder for the taxation year in accordance with the detailed provisions of the Tax Act. Allowable capital losses for a taxation year in excess of taxable capital gains for that taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against taxable capital gains in accordance with the provisions of the Tax Act.

Each Holder who delivers subscription proceeds consisting of a Basket of Securities will be disposing of securities in exchange for Units of a Brompton ETF. Assuming that such securities are held by the Holder as capital property for purposes of the Tax Act, the Holder will generally realize a capital gain (or a capital loss) in the taxation year of the Holder in which the disposition of such securities takes place to the extent that the proceeds of disposition for such securities, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of such securities to the Holder. For this purpose, the proceeds of disposition to the Holder of securities disposed of will equal the aggregate of the fair market value of the Units of the Brompton ETF received for the securities. The cost to a Holder of Units of a Brompton ETF acquired in exchange for a Basket of Securities and cash (if any) will be equal to the aggregate of the cash paid (if any) to the Brompton ETF plus the fair market value of the securities disposed of in exchange for Units at the time of disposition, which sum would generally be equal to or would approximate the fair market value of the Units received as consideration in exchange for a Basket of Securities and cash (if any).

Amounts designated by a Brompton ETF to a Holder of the Brompton ETF as taxable capital gains or dividends from taxable Canadian corporations may increase the Holder's liability for alternative minimum tax.

Where a Holder holds USD Units, any capital gain or capital loss for tax purposes on a disposition of such USD Units will be determined by converting the U.S. dollar cost and proceeds of disposition into Canadian dollars using the applicable rate of exchange on the date of acquisition and disposition, respectively.

Taxation of Registered Plans

Distributions received by Registered Plans on Units and capital gains realized by Registered Plans on the disposition of Units are generally not taxable under Part I of the Tax Act provided the Units are "qualified investments" for the Registered Plan for purposes of the Tax Act.

Holders should consult with their own advisors regarding the tax implications of establishing, amending, terminating or withdrawing amounts from a Registered Plan.

Notwithstanding the foregoing, the holder of a TFSA or RDSP, the annuitant of an RRSP or RRIF, or the subscriber of a RESP, will be subject to a penalty tax in respect of Units held by such TFSA, RRSP, RDSP, RESP, or RRIF, as the case may be, if such Units are a "prohibited investment" for such Registered Plans for the purposes of the Tax Act. The Units of a Brompton ETF will not be a "prohibited investment" for a trust governed by a TFSA, RRSP, RDSP, RESP, or RRIF unless the holder of the TFSA or RDSP, the annuitant of the RRSP or RRIF, or the subscriber of the RESP, as applicable, (i) does not deal at arm's length with the Brompton ETF for purposes of the Tax Act, or (ii) has a "significant interest" as defined in the Tax Act in the Brompton ETF. Generally, a holder, an annuitant, or a subscriber, as the case may be, will not have a significant interest in a Brompton ETF unless the holder, the annuitant, or the subscriber, as the case may be, owns interests as a beneficiary under the Brompton ETF that have a fair market value of 10% or more of the fair market value of the interests of all beneficiaries under the Brompton ETF, either alone or together with persons and partnerships with which the holder, the annuitant, or the subscriber, as the case may be, does not deal at arm's length. In addition, the Units of a Brompton ETF will not be a prohibited investment if such Units are "excluded property" as defined in the Tax Act for a trust governed by a TFSA, RRSP, RDSP, RESP, or RRIF

Holders, annuitants or subscribers should consult their own tax advisors with respect to whether Units of a Brompton ETF would be prohibited investments, including with respect to whether such Units would be excluded property.

Tax Implications of the Brompton ETF's Distribution Policy

The NAV per Unit of a Brompton ETF will, in part, reflect any income and gains of the Brompton ETF that have accrued or have been realized, but have not been made payable at the time Units of the Brompton ETF were acquired. Accordingly, a Holder of a Brompton ETF who acquires Units of the Brompton ETF, including on a distribution of Units of the Brompton ETF or on a reinvestment in Units of a Brompton ETF, may become taxable on the Holder's share of such income and gains of the Brompton ETF. In particular, an investor who acquires Units of a Brompton ETF 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 Units.

INTERNATIONAL INFORMATION REPORTING

The Brompton ETFs are required to comply with due diligence and reporting obligations imposed under amendments to the Tax Act that implemented the Canada-United States Enhanced Tax Information Exchange Agreement. As long as Units of the Brompton ETFs continue to be registered in the name of CDS, the Brompton ETFs should not have any U.S. reportable accounts and, as a result, should not be required to provide information to the Canada Revenue Agency in respect of its Unitholders. However, dealers through which Unitholders hold their Units are subject to due diligence and reporting obligations with respect to financial accounts they maintain for their clients. Unitholders (and, if applicable, the controlling person(s) of a Unitholder) may be requested to provide information to their dealer to identify U.S. persons holding Units. If a Unitholder, or its controlling person(s), is a "Specified U.S. Person" (including a U.S. citizen who is a resident of Canada) or if a Unitholder does not provide the requested information, Part XVIII of the Tax Act will generally require information about the Unitholder's investments held in the financial account maintained by the dealer to be reported to the Canada Revenue Agency, unless the investments are held within a Registered Plan. The Canada Revenue Agency will then provide that information to the U.S. Internal Revenue Service.

In addition, reporting obligations in the Tax Act have been enacted to implement the Organization 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 U.S. ("**Reportable Jurisdictions**") or by certain entities any of whose "controlling persons" are tax residents of Reportable Jurisdictions. The CRS Rules provide that Canadian financial institutions must report certain account information and other personal identifying details of Unitholders (and, if applicable, of the controlling persons of such Unitholders) who are tax residents of Reportable Jurisdictions to the Canada Revenue Agency annually. Such information would generally be exchanged on a reciprocal, bilateral basis with Reportable Jurisdictions in which the account holders or such controlling persons are tax resident under the provisions and safeguards of the Multilateral Convention on Mutual Administrative Assistance in Tax Matters or the relevant bilateral tax treaty. Under the CRS Rules, Unitholders will be required to provide such information regarding their investment in the Brompton ETFs to their dealer for the purpose of such information exchange, unless the investment is held within a Registered Plan.

ORGANIZATION AND MANAGEMENT DETAILS OF THE BROMPTON ETFs

Trustee and Manager

Brompton Funds Limited is the trustee, manager and promoter of the Brompton ETFs and is responsible for the administration of the Brompton ETFs. The Manager is registered with the Ontario Securities Commission as a portfolio manager, investment fund manager, exempt market dealer and commodity trading manager. The principal office of the Brompton ETFs and the Manager is located at 181 Bay Street, Suite 2930, Toronto, ON M5J 2T3.

Duties and Services to be provided by the Manager

Brompton Funds Limited is the trustee, manager and promoter of each of the Brompton ETFs and, as such, is responsible for providing managerial, administrative and compliance services to the Brompton ETFs including, without limitation, authorizing the payment of operating expenses incurred on behalf of the Brompton ETFs, preparing financial statements and financial and accounting information as required by the Brompton ETFs, ensuring that Unitholders are provided with financial statements (including interim and annual financial statements) and other reports as are required by applicable law from time to time, ensuring that the Brompton ETFs comply with regulatory requirements and applicable stock exchange listing requirements, preparing the Brompton ETFs' reports to Unitholders and the securities regulatory authorities, determining the amount of distributions to be made by the Brompton ETFs and negotiating contractual agreements with third-party providers of services, including the Designated Brokers, the Custodian, the Registrar and Transfer Agent, the auditor and printers.

The Manager is required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of Unitholders, and in connection therewith, to exercise the degree of care, diligence and skill that a reasonably prudent trustee and manager would exercise in similar circumstances.

The Manager may resign as trustee and/or manager of any of the Brompton ETFs upon sixty (60) days' notice to the Unitholders. 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 Unitholders. If the Manager is in material default of its obligations under the

Declaration of Trust and such default has not been cured within 30 days after notice of the same has been given to the Manager, the Unitholders may remove the Manager and appoint a successor trustee and/or manager.

The Manager is entitled to fees for its services as manager under the Declaration of Trust as described under "Fees and Expenses – Management Fees". In addition, the Manager and its affiliates and each of their directors, officers, employees and agents will be indemnified by each of the Brompton ETFs for all liabilities, costs and expenses incurred in connection with any action, suit or proceeding that is proposed or commenced or other claim that is made against any of them in the exercise of the Manager's duties under the Declaration of Trust, if they do not result from the Manager's wilful misconduct, bad faith, gross negligence or material breach of its obligations thereunder.

The management and trustee services of the Manager are not exclusive and nothing in the Declaration of Trust or any 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 Brompton ETFs) or from engaging in other business activities.

The Manager has taken the initiative in founding and organizing the Brompton ETFs and is, accordingly, the promoter of the Brompton ETFs within the meaning of securities legislation of certain provinces and territories of Canada.

Officers and Directors of the Manager

The Board of Directors of the Manager consists of four members. Directors are appointed to serve on the Board of Directors until such time as they retire or are removed and their successors are appointed. There is no chairman of the Board of Directors of the Manager and instead the director who chairs meetings rotates among the directors. The name, municipality of residence, position with the Manager and principal occupation of each director and senior officer is set out below:

Name and Municipality of Residence	***Position with the Manager***	***Principal Occupation***
MARK A. CARANCI (1)(2) Toronto, Ontario	President, Chief Executive Officer, Ultimate Designated Person and Director	President and Chief Executive Officer, Brompton Funds
RAYMOND R. PETHER (1) Toronto, Ontario	Director	Director, Brompton Funds
CHRISTOPHER S.L. HOFFMANN (1) Toronto, Ontario	Director	Director, Brompton Funds and private investor
CRAIG T. KIKUCHI(2) Toronto, Ontario	Chief Financial Officer, Chief Compliance Officer and Director, Brompton Funds	Chief Financial Officer and Chief Compliance Officer, Brompton Funds
CHRISTOPHER CULLEN Toronto, Ontario	Senior Vice-President	Senior Vice-President, Brompton Funds
LAURA LAU Toronto, Ontario	Senior Vice-President and Chief Investment Officer	Senior Vice-President and Chief Investment Officer, Brompton Funds
MICHAEL D. CLARE Toronto, Ontario	Vice-President and Portfolio Manager	Vice-President, Brompton Funds
MICHELLE L. TIRABORELLI Toronto, Ontario	Senior Vice-President	Senior Vice-President, Brompton Funds
ANN P. WONG Toronto, Ontario	Vice-President and Controller	Vice-President and Controller, Brompton Funds
KATHRYN A.H. BANNER Toronto, Ontario	Vice-President and Corporate Secretary	Vice-President and Corporate Secretary, Brompton Funds
STEPHEN ALLEN Toronto, Ontario	Senior Vice President	Senior Vice President, Brompton Funds

Notes:

(1) Member of the Audit Committee

(2) Executive Officer

Brokerage Arrangements

The Manager may utilize various brokers to effect securities transactions on behalf of the Brompton ETFs. These brokers may directly provide the Manager with research and related services, in addition to executing transactions. Although each Brompton ETF may not benefit equally from each research and related service received from a broker, the Manager will endeavour to ensure that all of the Brompton ETFs 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.

Conflicts of Interest

The Declaration of Trust acknowledges that the Manager may provide services to the Brompton ETFs in other capacities, provided that the terms of any such arrangements are no less favourable to the Brompton ETFs than those which would be obtained from parties which are at arm's length for comparable services. The services of the Custodian and the officers and directors of the Custodian are not exclusive to the Brompton ETFs. The Custodian and its affiliates and associates (as defined in the *Securities Act* (Ontario)) may, at any time, engage in any other activity.

The Manager and its directors and officers engage in the promotion, management or investment management of other funds or trusts with investment objectives similar to the Brompton ETFs. The Manager acts as the investment advisor or administrator for other funds and may in the future act as the investment advisor to other funds which are considered competitors of the Brompton ETFs. The services of the Manager are not exclusive to the Brompton ETFs.

In addition, the directors and officers of the Manager may be directors, officers, shareholders or unitholders of one or more issuers in which the Brompton ETFs may acquire securities. The Manager or its affiliates may be a manager of one or more issuers in which the Brompton ETFs may acquire securities and may be managers or administrators of funds or ETFs with similar investment objectives as the Brompton ETFs. Although none of the directors or officers of the Manager will devote his or her full time to the business and affairs of the Brompton ETFs, each director and officer of the Manager will devote as much time as is necessary to supervise the management of (in the case of the directors) or to manage the business and affairs of (in the case of officers) each Brompton ETF and the Manager, as applicable.

Other investment funds managed by the Manager may hold a portion of their net assets in Units of the Brompton ETFs, in accordance with such investment funds' investment strategies.

No person or entity that provides services to the Brompton ETFs or the Manager in relation to the Brompton ETFs is an affiliated entity of the Manager other than Brompton Corp., which provides premises and staff to the Manager. Brompton Corp. does not receive any fees from the Brompton ETFs. Each of the directors and officers of the Manager are also directors and officers of Brompton Corp.

Dealers and their affiliates may, at present or in the future, engage in business with the Brompton ETFs, the issuers of securities making up the portfolios of the Brompton ETFs, 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. In addition, the relationship between any 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

The Manager has appointed an IRC for the Brompton ETFs pursuant to NI 81-107. The members of the IRC are currently Arthur R.A. Scace, Ken S. Woolner and Patricia Meredith. Mr. Woolner is the Chair of the IRC and is the primary IRC member who interacts with the Manager.

The mandate and responsibilities of the IRC are set out in its charter. The IRC is responsible for carrying out those responsibilities required to be undertaken by an IRC under NI 81-107, in particular:

(a) reviewing and providing input into the Manager's policies and procedures regarding conflict of interest matters, including any amendments to such policies and procedures referred to the IRC by the Manager;

(b) approving or disapproving each conflict of interest matter referred by the Manager to the IRC for its approval;

(c) providing its recommendation as to whether the Manager's proposed action on a conflict of interest matter referred by the Manager to the IRC for its recommendation achieves a fair and reasonable result for the Brompton ETF;

(d) together with the Manager, providing orientation to new members of the IRC as required by NI 81-107;

(e) conducting regular assessments as required by NI 81-107; and

(f) reporting to the securityholders of the Brompton ETF, to the Manager and to regulators as required by NI 81-107.

In addition to its responsibilities and functions under NI 81-107, the IRC:

(a) handles complaints and implements corrective action regarding accounting, internal accounting controls and auditing matters for the Manager, as more specifically set out in the whistleblower policy of the Manager; and

(b) may, as more specifically set out in its charter, identify conflict of interest matters.

The members of the IRC also act as the members of the investment review committee for other investment funds managed by the Manager.

Each Brompton ETF pays the fees of its respective IRC, and has agreed to indemnify the members of the IRC against certain liabilities. The fees payable to members of the IRC are determined by the IRC based on a recommendation of the Manager. IRC members are paid an annual retainer along with a variable per-meeting fee. Currently, the annual fee payable to each IRC member is expected to be up to $2,000 per Brompton ETF. The fees and other reasonable expenses of the members of the IRC, as well as premiums for insurance coverage for such members, are paid by the Brompton ETFs and other applicable investment funds managed by the Manager on a pro rata basis.

The IRC is subject to requirements to conduct regular assessments and, for each financial year of the Brompton ETFs, will prepare a report to Unitholders that describes the IRC and its activities for the financial year. A copy of this report can be obtained from the Manager upon request, at no cost, by contacting the Manager at info@bromptongroup.com. A copy is also available on the Manager's website at www.bromptongroup.com or on SEDAR at www.sedar.com.

Custodian

CIBC Mellon Trust Company, at its principal office in Toronto, Ontario, is custodian of the assets of each of the Brompton ETFs pursuant to a Custodial Services Agreement. The Custodian may employ qualified foreign sub-custodians in each jurisdiction in which the Brompton ETFs have securities, as considered appropriate in the circumstances. The Manager or the Custodian may terminate the Custodial Services Agreement in respect of a Brompton ETF without any penalty: (a) subject to any penalties contained in the written agreement of fees and expenses between the Manager and the Custodian, upon at least 90 days' written notice to the other party, or (b) immediately, if the other party becomes insolvent, or makes an assignment for the benefit of creditors, or a petition in bankruptcy is filed by or against that party and is not discharged within 30 days, or proceedings for the appointment of a receiver for that party are commenced and not discontinued within 30 days.

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 Brompton ETFs.

Auditor

The auditor of the Brompton ETFs is PricewaterhouseCoopers LLP located at its principal offices in Toronto, Ontario. The auditor of the Brompton ETFs may not be changed unless the IRC has approved the change and Unitholders have received at least sixty (60) 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 Units of the Brompton ETFs.

Securities Lending Agents

The Canadian Imperial Bank of Commerce and the Bank of New York Mellon (the "**Lending Agents**") may act as the securities lending agents for the Brompton ETFs pursuant to a securities lending authorization agreement in respect of each Brompton ETF (each, a "**Securities Lending Agreement**"). The Lending Agents are not affiliates or associates of the Manager. The Manager or the 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 Brompton ETF 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 Brompton ETF, the Brompton ETF will also benefit from a borrower default indemnity provided by the Lending Agents. The 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 Brompton ETF 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.

Promoter

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

CALCULATION OF NET ASSET VALUE

The Manager calculates, or will arrange for the calculation of, the NAV per Unit of each Brompton ETF as at the close of business on each Valuation Date. The Valuation Date will be each Business Day.

Valuation Policies and Procedures of the Brompton ETFs

For reporting purposes other than financial statements, the NAV of each class of Units of a Brompton ETF on a Valuation Date will be equal to (i) the Total Assets allocated to the class *pro rata* less (ii) the aggregate value of the liabilities allocated to the class *pro rata*. The NAV per Unit of a class of a Brompton ETF on a Valuation Date will be calculated by dividing the NAV attributable to the Units of such class on such Valuation Date by the total number of Units of such class issued and outstanding on such Valuation Date. The NAV per Unit of each Brompton ETF will be determined in the currency in which the Units are denominated.

Unless otherwise required by law, for the purpose of calculating the NAV on a Valuation Date, the Total Assets on such Valuation Date will be determined as follows:

(a) the value of any cash on hand or on deposit, bill, demand note, account receivable, prepaid expense, distribution, or other amount receivable (or declared to holders of record of securities owned by the Brompton ETF on a date before the Valuation Date as at which the Total Assets are being determined, and to be receivable) and interest accrued and not yet received will be deemed to be the full amount thereof provided that if the Manager has determined that any such deposit, bill, demand note, account receivable, prepaid expense, distribution, or other amount receivable (or declared to holders of record of securities owned by the Brompton ETF on a date before the Valuation Date as at which the Total Assets are being determined, and to be receivable) or interest accrued and not yet received is not otherwise worth the full amount thereof, the value thereof will be deemed to be such value as the Manager determines to be the fair market value thereof;

(b) the value of any security, index future or index option which is listed or traded upon a stock exchange (or if more than one, on the principal stock exchange for the security, as determined by the Manager) will be determined by taking the latest available sale price of recent date, or lacking any recent sales or any record thereof, the simple average of the latest available ask price and the latest available bid price (unless in the opinion of the Manager such value does not reflect the value thereof and in which case the latest ask price or bid price will be used), as at the Valuation Date on which the Total Assets are being determined, all as reported by any means in common use;

(c) the value of any security which is traded over-the-counter will be priced at the average of the last bid and ask prices quoted by a major dealer or recognized information provider in such securities;

(d) the value of any security or other asset for which a market quotation is not readily available will be its fair market value on the Valuation Date on which the Total Assets are being determined as determined by the Manager (generally the Manager will value such security or other asset at cost until there is a clear indication of an increase or decrease in value);

(e) any market price reported in currency other than Canadian dollars will be converted into Canadian currency at the rate of exchange available from the Custodian on the Valuation Date on which the Total Assets are being determined;

(f) listed securities subject to a hold period will be valued as described above with an appropriate discount as determined by the Manager and investments in private companies and other assets for which no published market exists will be valued at the lesser of cost and the most recent value at which such securities have been exchanged in an arm's length transaction which approximates a trade effected in a published market, unless a different fair market value is determined to be appropriate by the Manager;

(g) the value of any forward contract, futures, swaps, options or other derivatives will be the value that would be realized by the Brompton ETF if, on the date on which the Total Assets are being determined, such derivative was closed out in accordance with its terms;

(h) where a covered clearing corporation option, option on futures or over-the-counter option is written, the premium received by the Brompton ETF shall be reflected as a deferred credit that 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 of such options 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 then current market value; and

(i) the value of any security or property to which, in the opinion of the Manager, the application of the above principles cannot be applied (whether because no price or yield equivalent quotations are available as above provided, or for any other reason) will be the fair market value thereof determined in good faith in such manner as the Manager from time to time adopts.

Reporting of Net Asset Value

The NAV per Unit of each Brompton ETF will be provided to Unitholders on request, at no cost, by calling 1-866-642-6001 and will be made available on the Manager's website at www.bromptongroup.com. Each Brompton ETF will also make its NAV per Unit of available to the financial press for publication on a daily basis.

ATTRIBUTES OF THE SECURITIES

Description of the Securities Distributed

Each Brompton ETF is authorized to issue an unlimited number of classes or series of redeemable, transferable Units, each of which represents an undivided interest in the net assets of that Brompton ETF. Currently each Brompton ETF offers an unlimited number of CAD Units. The CAD Units of the Brompton ETFs are denominated in Canadian dollars.

Brompton North American Low Volatility Dividend ETF also offers an unlimited number of USD Units. The USD Units of Brompton North American Low Volatility Dividend ETF are denominated in U.S. dollars.

The USD Units of Brompton North American Low Volatility Dividend ETF are identical to the CAD Units of such Brompton ETFs except that (a) the USD Units are denominated in U.S. dollars whereas the CAD Units are denominated in Canadian dollars and (b) any exposure that the portion of the Brompton ETF's portfolio which is allocable to the USD Units has to foreign currencies will not be hedged back to the Canadian dollar.

On December 16, 2004, the *Trust Beneficiaries' Liability Act*, 2004 (Ontario) came into force. This statute provides that holders of units of a trust are not, as beneficiaries, liable for any default, obligation or liability of the trust if, when the default occurs or the liability arises: (i) the trust is a reporting issuer under the *Securities Act* (Ontario); and (ii) the trust is governed by the laws of the province of Ontario. Each Brompton ETF will be a reporting issuer under the *Securities Act* (Ontario) and each Brompton ETF is governed by the laws of Ontario by virtue of the provisions of the Declaration of Trust.

Certain Provisions of the Units

Each Unit entitles the holder thereof to one vote at meetings of Unitholders and to participate equally with all other Units of the same class of the Brompton ETF with respect to all payments made to Unitholders, other than Management Fee Distributions, including distributions of net income and net realized capital gains and, on liquidation, to participate equally in the net assets of the Brompton ETF remaining after satisfaction of any outstanding liabilities that are attributable to Units of that class of the Brompton ETF. Notwithstanding the foregoing, a Brompton ETF may allocate and designate as payable certain capital gains to a Unitholder whose Units are being redeemed or exchanged as described under "Exchange and Redemption of Units – Allocations of Capital Gains to Redeeming or Exchanging Unitholders". All Units will be fully paid, with no liability for future assessments, when issued and will not be transferable except by operation of law. Unitholders are entitled to require a Brompton ETF to redeem their Units of such Brompton ETF as outlined under "Exchange and Redemption of Units – Redemption of Units of a Brompton ETF for Cash".

Exchange of Units for Baskets of Securities

As set out under "Exchange and Redemption of Units – Exchange of Units of a Brompton ETF at Net Asset Value per Unit for Cash", Unitholders may exchange the applicable PNU (or an integral multiple thereof) of a Brompton ETF on any Trading Day for Baskets of Securities and/or cash, subject to the requirement that a minimum PNU be exchanged. An amount as may be agreed to between the Manager and the Designated Broker or a Dealer of a Brompton ETF may be charged to offset certain transaction costs associated with an issue, exchange or redemption of Units of that Brompton ETF. This charge does not apply to Unitholders who buy and sell their Units through the facilities of the TSX (or any other marketplace on which the Units of a Brompton ETF may be traded).

Redemptions of Units for Cash

On any Trading Day, Unitholders of a Brompton ETF may redeem (i) Units of such Brompton ETF for cash at a redemption price per Unit equal to the lesser of: (a) 95% of the closing price for the Units on the TSX (or any other exchange on which the Units of a Brompton ETF may be listed) on the effective day of the redemption; and (b) the NAV per Unit, less any applicable redemption fee determined by the Manager, in its sole discretion, from time to time. Because Unitholders of a Brompton ETF will generally be able to sell Units of such Brompton ETF at the market price on the TSX (or any other marketplace on which the Units of a Brompton ETF may be traded) through a registered broker or dealer subject only to customary brokerage commissions, Unitholders of a Brompton ETF are advised to consult their brokers, dealers or investment advisors before redeeming such Units for cash. No fees or expenses are paid by Unitholders of a Brompton ETF to the Manager or the Brompton ETFs in connection with selling Units of a Brompton ETF on the TSX (or any other marketplace on which the Units of a Brompton ETF may be traded).

Modification of Terms

All rights attached to the Units may only be modified, amended or varied in accordance with the terms of the Declaration of Trust. See "Unitholder Matters – Amendments to the Declaration of Trust".

The Manager may amend the Declaration of Trust from time to time to redesignate the name of a Brompton ETF or to create a new class or series of Units of a Brompton ETF without notice to existing Unitholders of the Brompton ETFs.

Voting Rights in the Portfolio Securities

Holders of Units will not have any voting rights in respect of the securities in a Brompton ETF's portfolio.

INVESTMENT RISK CLASSIFICATION METHODOLOGY

In accordance with NI 41-101, the investment risk level of each Brompton ETF is required to be determined in accordance with a standardized risk classification methodology that is based on the Brompton ETF's historical volatility as measured by the 10-year standard deviation of the returns of the Brompton ETF. Each Brompton ETF currently has less than 10 years of performance history, and accordingly the 10-year standard deviation has been calculated by using the available return history of the Brompton ETF and imputing the return history for a reference index (the "**Reference Index**") for the remainder of the 10-year period. The chart below describes the risk rating for each Brompton ETF and the Reference Index, if any, used to determine the risk rating. A brief description of each Reference Index is provided below.

Brompton ETF	Risk Rating	Reference Index Used
Brompton Global Real Assets Dividend ETF	Medium	The risk classification of the Brompton ETF is based on the returns of S&P Real Assets Equity Index. S&P Real Assets Equity Index is an index designed to track to the performance of real return strategies that invest in listed global property, infrastructure, natural resources, timber and forestry companies.
Brompton North American Low Volatility Dividend ETF	Low to Medium	The risk classification of the Brompton ETF is based on the returns of the S&P 500 Low Volatility Index. S&P 500 Low Volatility Index is an index designed to track the 100 least volatile stocks in the S&P 500.

Unitholders 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 a Brompton ETF, as set out above, is reviewed annually and anytime it is no longer reasonable in the circumstances. The standardized risk classification methodology used to identify the investment risk level of the Brompton ETFs is available on request, at no cost, by calling (416) 642-6000 or toll-free at 1-866-642-6001 or by email at info@bromptongroup.com.

UNITHOLDER MATTERS

Meetings of Unitholders

Meetings of Unitholders of a Brompton ETF will be held if called by the Manager or upon the written request to the Manager of Unitholders of the applicable Brompton ETF holding not less than 25% of the then outstanding Units of the Brompton ETF (or the applicable class of the Brompton ETF, as the case may be). A separate class vote will be held if a proposal affects holders of Units of one class differently from holders of Units of the other class.

Matters Requiring Unitholder Approval

Under the Declaration of Trust, Unitholders of a Brompton ETF will be entitled to vote on any matter that pursuant to Canadian securities legislation must be submitted to Unitholders for approval. NI 81-102 requires that Unitholders of a Brompton ETF approve the following:

(a) any change to the basis of the calculation of a fee or expense that is charged to the Brompton ETF or directly to its Unitholders if such change could result in an increase in charges to the Brompton ETF or its Unitholders, except where:

  (i) the Brompton ETF is at arm's length with the person or company charging the fee or expense;

  (ii) the Unitholders have received at least sixty (60) days' written notice before the effective date of the change; and

(b) the introduction of a fee or expense, to be charged to a Brompton ETF or directly to its Unitholders by the Brompton ETF or the Manager in connection with the holding of Units of the Brompton ETF that could result in an increase in charges to the Brompton ETF or its Unitholders (which would not include expenses associated with complying with governmental or regulatory requirements introduced after the date the Brompton ETF was created), except where:

  (i) the Brompton ETF is at arm's length with the person or company charging the fee or expense; and

  (ii) the Unitholders have received at least sixty (60) days' written notice before the effective date of the change;

(c) any change to the Manager, unless the new manager of the Brompton ETF is an affiliate of the Manager;

(d) any change to the fundamental investment objective of the Brompton ETF;

(e) the decrease in the frequency of the calculation of the Brompton ETF's NAV per Unit;

(f) the undertaking by the Brompton ETF of a reorganization with, or transfer of its assets to, another mutual fund, if the Brompton ETF ceases to continue after the reorganization or transfer of assets and the transaction results in the Unitholders of the Brompton ETF becoming securityholders in the other mutual fund, unless:

  (i) the IRC of the Brompton ETF has approved the change;

  (ii) the Brompton ETF is being reorganized with, or its assets are being transferred to, another mutual fund that is managed by the Manager, or an affiliate of the Manager;

  (iii) the Unitholders have received at least sixty (60) days' written notice before the effective date of the change;

(iv) the transaction complies with certain other requirements of applicable securities legislation;

(g) the undertaking by the Brompton ETF of a reorganization with, or acquisition of assets from, another mutual fund, if the Brompton ETF continues after the reorganization or acquisition of assets, the transaction results in the securityholders of the other mutual fund becoming Unitholders of the Brompton ETF and the transaction would be a material change to the Brompton ETF; and

(h) a restructuring of the Brompton ETF into a non-redeemable investment fund or an issuer that is not an investment fund.

Approval of Unitholders of a Brompton ETF of any such matter will be given if a majority of the votes cast at a meeting of Unitholders of the Brompton ETF duly called and held for the purpose of considering the same approve the related resolution.

The auditor of a Brompton ETF may be changed without the prior approval of the Unitholders of the Brompton ETF provided that the IRC approves the change and Unitholders of the Brompton ETF are sent written notice at least 60 days before the effective date of the change.

Except as otherwise required by law, meetings of Unitholders of a Brompton ETF will be held if called by the Manager upon written notice of not less than 21 days before the meeting.

Notice of all meetings of Unitholders of a Brompton ETF will be given in accordance with applicable law. The quorum for a meeting of Unitholders of a Brompton ETF is two or more Unitholders of a Brompton ETF present in person or represented by proxy holding not less than 5% of the Units of the Brompton ETF then outstanding. In the event that such quorum is not present within one-half hour after the time called for a meeting, the meeting, if convened upon the request of a Unitholder of the Brompton ETF, will be dissolved, but in any other case, the meeting will stand adjourned to such day no more than 14 days later and to such time and place as may be appointed by the chairman of the meeting (which for greater certainty can be at a later time on the date of the originally scheduled meeting), and if at such adjourned meeting a quorum is not present, the Unitholders of the Brompton ETF present in person or by proxy at such adjourned meeting will be deemed to constitute a quorum.

Amendments to the Declaration of Trust

The Manager may amend the Declaration of Trust from time to time but may not, without the approval of a majority of the votes of Unitholders of the Brompton ETF voting at a meeting of Unitholders duly called for such purpose, make any amendment relating to any matter in respect of which NI 81-102 requires a meeting, as set out above, or any amendment that will adversely affect the voting rights of Unitholders. All Unitholders of a Brompton ETF shall be bound by an amendment affecting the Brompton ETF from the effective date of the amendment.

Permitted Mergers

A Brompton ETF may, without Unitholder approval, enter into a merger or other similar transaction (a "**Permitted Merger**") that has the effect of combining that Brompton ETF with any other investment fund or funds that have investment objectives, valuation procedures and fee structures that are similar to the Brompton ETF, 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 Unitholders at least sixty (60) days before the effective date of the merger.

In connection with a Permitted Merger, the merging funds will be valued at their respective net asset values and Unitholders of the Brompton ETF will be offered the right to redeem their Units for cash at the applicable NAV per Unit.

Accounting and Reporting to Unitholders

The fiscal year-end of the Brompton ETFs is December 31. The Brompton ETFs will deliver or make available to Unitholders: (i) audited annual financial statements; (ii) unaudited interim financial statements; 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 Unitholder will also be mailed annually, by his, her or its broker, as and when required under applicable law, information necessary to enable such Unitholder to complete an income tax return with respect to amounts paid or payable by each Brompton ETF owned by such Unitholder in respect of the preceding taxation year of such Brompton ETF. Neither the Manager nor the Registrar and Transfer Agent are responsible for tracking the adjusted cost base of a Unitholder’s Units. Unitholders should consult with their tax or investment adviser in respect of how to compute the adjusted cost base of their Units and in particular how distributions made by the Brompton ETF to a Unitholder affect the Unitholder’s tax position. See “Income Tax Considerations”.

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

TERMINATION OF THE BROMPTON ETFs

A Brompton ETF may be terminated by the Manager on at least sixty (60) days’ notice to Unitholders of such termination and the Manager will issue a press release in advance thereof. Upon termination of a Brompton ETF, the Constituent Securities, cash and other assets remaining after paying or providing for all liabilities and obligations of the Brompton ETF shall be distributed pro rata among the Unitholders of the Brompton ETF.

The rights of Unitholders to exchange and redeem Units described under “Exchange and Redemption of Units – Exchange of Units of a Brompton ETF at Net Asset Value per Unit for Baskets of Securities and/or Cash” and “Exchange and Redemption of Units – Redemption of Units of a Brompton ETF for Cash” will cease as and from the date of termination of that Brompton ETF.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The Manager receives fees for its services to the Brompton ETFs. See “Fees and Expenses”.

RELATIONSHIP BETWEEN THE BROMPTON ETFs AND THE DEALERS

The Manager, on behalf of a Brompton ETF, 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 Units of the Brompton ETF as described under “Purchases of Units”. Such Dealers may be related to the Manager. See “Conflicts of Interest”.

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 Brompton ETFs of their Units under this prospectus. Units of a Brompton ETF do not represent an interest or an obligation of the Designated Broker, any Dealer or any affiliate thereof and a Unitholder does not have any recourse against any such parties in respect of amounts payable by a Brompton ETF to the Designated Broker or applicable Dealers. See “Organization and Management Details of the Brompton ETFs - Conflicts of Interest”.

PRINCIPAL HOLDERS OF UNITS

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

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 a Brompton ETF's portfolio. The Manager's Proxy Voting Policy provides that the Manager will vote (or refrain from voting) proxies for each Brompton ETF for which it has voting power in the best economic interests of the Brompton ETF. 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 Brompton ETFs.

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

MATERIAL CONTRACTS

The only contracts material to Brompton ETFs are the Declaration of Trust and the Custodial Services Agreement.

Copies of these agreements may be examined at the head office of the Manager at 181 Bay Street, Suite 2930, Toronto, Ontario M5J 2T3.

LEGAL AND ADMINISTRATIVE PROCEEDINGS

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

EXPERTS

Osler, Hoskin & Harcourt LLP, legal counsel to the Brompton ETFs and the Manager, has provided certain legal opinions on the principal Canadian federal income tax considerations that apply to an investment in the Units of a Brompton ETF by an individual resident in Canada. See "Income Tax Considerations".

PricewaterhouseCoopers LLP, Chartered Professional Accountants, Licensed Public Accountants is the auditor of the Brompton ETFs and has consented to the incorporation by reference of its report on the Brompton ETFs dated April 20, 2020. PricewaterhouseCoopers LLP has confirmed that it is independent with respect to the Brompton ETFs within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of Ontario.

EXEMPTIONS AND APPROVALS

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

(a) to permit a Unitholder to acquire more than 20% of the Units of a class of a Brompton ETF through purchases on the TSX (or any other marketplace on which the Units of a Brompton ETF may be traded) without regard to the takeover bid requirements of applicable Canadian Securities Legislation. See "Purchases of Units – Buying and Selling Units";

(b) to relieve the Brompton ETFs from the requirement that a prospectus contain a certificate of the underwriters; and

(c) to permit the Brompton ETFs to invest in securities of a non-redeemable investment fund or mutual fund corporation (each, a "**Closed-End Fund**") existing under the laws of Canada or a Province of Canada that is managed by the Manager or an affiliate or associate of the Manager as well as to permit the Brompton ETFs to pay brokerage commissions in relation to the purchase and sale of securities of a Closed-End Fund on a recognized exchange, subject to certain restrictions.

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 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 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 consult with a legal advisor.

DOCUMENTS INCORPORATED BY REFERENCE

Additional information about each of the Brompton ETFs is, or will be, available in the following documents:

(a) the most recently filed comparative annual financial statements of the Brompton ETFs, together with the accompanying report of the auditors;

(b) any unaudited interim financial statements of the Brompton ETFs filed after the most recently filed comparative annual financial statements of the Brompton ETFs;

(c) the most recently filed annual MRFP of the Brompton ETFs;

(d) any interim MRFP of the Brompton ETFs filed after that most recently filed annual MRFP of the Brompton ETFs; and

(e) the most recently filed ETF Facts.

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 or will be available on the Manager's website at www.bromptongroup.com or by contacting the Manager at (416) 642-6000 or toll-free at 1-866-642-6001 or by email at info@bromptongroup.com. These documents and other information about the Brompton ETFs are or will be 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 Brompton ETFs after the date of this prospectus and before the termination of the distribution of the Brompton ETFs are deemed to be incorporated by reference into this prospectus.

INDEPENDENT AUDITOR'S REPORT

To the Unitholder and Trustee of
Brompton Global Real Assets Dividend ETF
Brompton North American Low Volatility Dividend ETF

(individually, a "**Brompton ETF**")

Our opinion

In our opinion, the accompanying financial statement of each Brompton ETF presents fairly, in all material respects, the financial position of each Brompton ETF as at April 20, 2020 in accordance with those requirements of International Financial Reporting Standards, as issued by the International Accounting Standards Board (IFRS), relevant to preparing a statement of financial position.

What we have audited
The financial statement of each Brompton ETF comprises the statement of financial position as at April 20, 2020 and the notes to the financial statement, which include a summary of significant accounting policies.

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statement* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence
We are independent of each Brompton ETF in accordance with the ethical requirements that are relevant to our audit of the financial statement in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Emphasis of matter - basis of accounting

We draw to users' attention the fact that the financial statement of each Brompton ETF does not comprise a full set of financial statements prepared in accordance with IFRS. Our opinion is not modified in respect of this matter.

Responsibilities of management and those charged with governance for the financial statement

Management is responsible for the preparation and fair presentation of the financial statement of each Brompton ETF in accordance with those requirements of IFRS relevant to preparing a statement of financial position, and for such internal control as management determines is necessary to enable the preparation of the financial statement that is free from material misstatement, whether due to fraud or error.

In preparing the financial statement, management is responsible for assessing the ability of each Brompton ETF to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate any Brompton ETF or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the financial reporting process of each Brompton ETF.

Auditor's responsibilities for the audit of the financial statement

Our objectives are to obtain reasonable assurance about whether the financial statement as a whole for each Brompton ETF is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statement of each Brompton ETF.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statement of each Brompton ETF, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of each Brompton ETF.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of each Brompton ETF to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statement of each Brompton ETF or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause any Brompton ETF to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statement of each Brompton ETF, including the disclosures, and whether the financial statement represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

(Signed) *"PricewaterhouseCoopers LLP"*
Chartered Professional Accountants
Licensed Public Accountants
Toronto, Ontario
April 20, 2020

STATEMENT OF FINANCIAL POSITION
BROMPTON GLOBAL REAL ASSETS DIVIDEND ETF

As at April 20, 2020

ASSETS	
Cash	$20.00
Total	$20.00
UNITHOLDER'S EQUITY (Note 3)	
Unitholder's equity (1 CAD Unit)	$20.00

Approved on behalf of the Board of Directors of Brompton Funds Limited, as trustee of the Brompton ETF:

(Signed) Raymond R. Pether	*(Signed) Christopher S.L. Hoffmann*
Director	Director

STATEMENT OF FINANCIAL POSITION
BROMPTON NORTH AMERICAN LOW VOLATILITY DIVIDEND ETF

As at April 20, 2020

ASSETS	
Cash	$20.00
Total	$20.00
UNITHOLDER'S EQUITY (Note 3)	
Unitholder's equity (1 CAD Unit)	$20.00

Approved on behalf of the Board of Directors of Brompton Funds Limited, as trustee of the Brompton ETF:

(Signed) Raymond R. Pether

Director

(Signed) Christopher S.L. Hoffmann

Director

NOTES TO STATEMENTS OF FINANCIAL POSITION

As at April 20, 2020

(all amounts stated in Canadian dollars unless otherwise stated)

1. Establishment of the Funds

The Brompton Global Real Assets Dividend ETF and Brompton North American Low Volatility Dividend ETF (each, a "**Brompton ETF**" and collectively, the "**Brompton ETFs**") were established under the laws of the Province of Ontario on April 20, 2020 pursuant to a master declaration of trust (the "**Declaration of Trust**"), as may be amended or amended and restated from time to time, by Brompton Funds Limited (the "**Manager**"), as trustee. The address of the Brompton ETFs' registered office is located at 181 Bay Street, Suite 2930, Toronto, ON M5J 2T3.

2. Significant Accounting Policies

The financial statement of each Brompton ETF has been prepared in accordance with those requirements of International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS**") relevant to preparing a statement of financial position. The financial statement of each of the Brompton ETFs was approved by the board of directors of the Manager on April 20, 2020.

3. Units Authorized and Outstanding

Each of the Brompton ETFs is authorized to issue an unlimited number of redeemable, transferable units of an unlimited number of classes, each of which represents an equal, undivided interest in the net assets of the Brompton ETFs. Currently each of the Brompton ETFs has a class of units designated as "CAD Units". The Brompton North American Low Volatility Dividend ETF also has a class of units designated as "USD Units". On April 20, 2020, each Brompton ETF issued one CAD Unit for $20.00.

4. Commitments

The Brompton ETFs will pay the Manager a management fee as set forth in the table below based on the average daily net asset value of the applicable Brompton ETF. The management fee, plus applicable taxes including goods and services tax or harmonized sales tax, will be accrued daily and paid monthly in arrears. The Manager may, from time to time in its discretion, waive a portion of the management fee charged at any given time.

Brompton ETF	Class of Units	Annual Management Fee (%)
Brompton Global Real Assets Dividend ETF	CAD Units	0.75% of NAV
Brompton North American Low Volatility Dividend ETF	CAD Units	0.55% of NAV
Brompton North American Low Volatility Dividend ETF	USD Units	0.55% of NAV

In the event that a Brompton ETF invests portfolio assets in another investment fund to obtain exposure to securities for its portfolio, the Brompton ETF's returns will be reduced by management fees charged by the other investment fund on the portion of the Brompton ETF's portfolio assets invested in the other fund, regardless of whether the other fund is managed by the Manager or an affiliate of the Manager. The management fee payable to the Manager will not be payable in respect of the portion of the Brompton ETF portfolio assets invested in the other fund to the extent that such fee would be duplicative.

CERTIFICATE OF THE BROMPTON ETFs, THE TRUSTEE, MANAGER AND PROMOTER

Dated: April 20, 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.

BROMPTON FUNDS LIMITED
(as trustee and manager of the Brompton ETFs)

(Signed) Mark A. Caranci	*(Signed) Craig T. Kikuchi*
Mark A. Caranci President and Chief Executive Officer	Craig T. Kikuchi Chief Financial Officer

On behalf of the Board of Directors
of Brompton Funds Limited

(Signed) Christopher S.L. Hoffmann	*(Signed) Raymond R. Pether*
Christopher S.L. Hoffmann Director	Raymond R. Pether Director

BROMPTON FUNDS LIMITED
(as promoter of the Brompton ETFs)

(Signed) Mark A. Caranci

Mark A. Caranci
President and Chief Executive Officer