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

GALILEO

PROSPECTUS

Continuous Distribution July 24, 2018

This prospectus qualifies the distribution of units (the "**Units**") of the exchange-traded fund listed below (the "**USG ETF**"), which is a mutual fund established as a trust under the laws of the Province of Ontario.

U.S. Global GO GOLD and Precious Metal Miners ETF

Galileo Global Equity Advisors Inc. (the "**Manager**"), a registered portfolio manager and investment fund manager, is the trustee and manager of the USG ETF and is responsible for the day-to-day administration of the USG ETF. See "Organization and Management Details of the USG ETF – Manager of the USG ETF" and "Organization and Management Details of the USG ETF – Trustee of the USG ETF". The Manager has retained U.S. Global Investors, Inc. (the "**Portfolio Advisor**") to act as portfolio adviser to it in respect of the USG ETF. The Portfolio Advisor is located in the United States. See "Organization and Management Details of the USG ETF – Portfolio Advisor".

Investment Objectives

The USG ETF seeks to track, to the extent possible, the price and yield performance of an index (an "**Index**") before fees and expenses. See "Investment Objectives".

Purchase and Listing of Units

Units of the USG ETF are listed on the Toronto Stock Exchange (the "**TSX**") and offered on a continuous basis. Investors may incur customary brokerage commissions in buying or selling Units. All orders to purchase Units directly from the USG ETF must be placed by Dealers (defined herein) or Designated Brokers (defined herein). See "Purchases of Units".

Eligibility for Investment

In the opinion of Wildeboer Dellelce LLP, provided that the USG ETF qualifies as a "mutual fund trust" within the meaning of the *Income Tax Act* (Canada) (the "**Tax Act**"), or the Units of the USG ETF are listed on a "designated stock exchange" within the meaning of the Tax Act (which currently includes the TSX), such Units would, if issued on the date hereof, 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. See "Income Tax Considerations".

Additional Considerations

No Dealer has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus. The Designated Brokers and Dealers do not perform many of the usual underwriting activities in connection with the distribution by the USG ETF of their Units under this prospectus.

The Units have not been and will not be registered under the *U.S. Securities Act of 1933*, as amended. Subject to certain exceptions, the Units may not be offered or sold in the U.S. or offered or sold to U.S. persons. The USG ETF has not been and will not be registered under the *U.S. Investment Company Act of 1940*, as amended. The Manager has not been registered under the *U.S. Investment Advisers Act of 1940*.

While the USG 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”.

The Portfolio Advisor has entered into a license agreement with U.S. Global Indices, LLC (the “**Index Provider**”) to use the Index and certain other trademarks. See “Material Contracts – License Agreement”. An independent calculation agent calculates and administers the Index.

For a discussion of the risks associated with an investment in Units of the USG ETF, see “Risk Factors”.

Documents Incorporated by Reference

Additional information is 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 of the USG ETF and the most recently filed ETF Summary Document (defined herein) of the USG ETF. These documents are incorporated by reference into, and form an integral part of, this prospectus. See “Documents Incorporated by Reference”.

Table of Contents

IMPORTANT TERMS

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

***ADR* –** means American Depositary Receipts.

Basket of Securities –a group of securities or assets determined by the Portfolio Advisor generally representing the constituents of the USG ETF or securities intended to replicate the performance of the applicable Index.

Canadian securities legislation – the applicable 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.

CDS – CDS Clearing and Depository Services Inc.

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

CDSX – means the clearing and settlement system operated by CDS.

Constituent Issuers –the issuers included in the Index or portfolio of the USG ETF from time to time.

Constituent Securities –the securities of the Constituent Issuers included in the portfolio of the USG ETF from time to time.

CRA – the Canada Revenue Agency.

Custodian – Canadian Imperial Bank of Commerce or its successor.

Custodian Agreement – the custodian agreement dated November 7, 2006, as amended on July 28, 2017, between the Manager, on behalf of the USG ETF, and the Custodian, as the same may be amended or restated from time to time.

Cut-Off Time – 4:00 p.m. (Toronto time) on the prior Trading Day or such later time as the Manager may agree to.

Dealer – a registered broker or dealer (that may or may not be a Designated Broker) that has entered into a continuous distribution dealer agreement with the Manager, on behalf of the USG ETF, pursuant to which the Dealer may subscribe for Units of the USG ETF as described under "Purchases of Units – Issuance of Units".

Declaration of Trust – the master declaration of trust establishing the USG ETF dated July 13, 2017, as the same may be amended or restated from time to time.

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

Distribution Payment Date – a date, which is no later than the tenth business day following the applicable Distribution Record Date or such other date as the Manager shall determine, on which the USG ETF pays a distribution to Unitholders.

Distribution Record Date – a date designated by the Manager as a record date for the determination of Unitholders of the USG ETF entitled to receive a distribution.

ETF Relief – the decision granted under Canadian securities legislation to the Manager and the USG ETF granting relief from the requirement to include an underwriter's certificate and a prescribed statement of purchasers' statutory rights of withdrawal and remedies of rescission or damages in the prospectus of the USG ETF.

ETF Summary Document – a summary document prepared in accordance with the ETF Relief in respect of an exchange-traded fund, which summarizes certain features of the exchange-traded fund and which is publicly available at www.sedar.com and provided or made available to registered dealers for delivery to purchasers of securities of an exchange-traded fund.

Fund Administration Services Agreement – the accounting services agreement dated May 26, 2000, as amended on July 28, 2017, between the Manager and the Fund Administrator, as the same may be amended or restated from time to time.

Fund Administrator – CIBC Mellon Global Securities Services Company or its successor.

Index – a benchmark or index, provided by the Index Provider, or a replacement or alternative benchmark or index that applies substantially similar criteria to those currently used by the Index Provider for the benchmark or index or a successor index that is comprised of or would be comprised of the same or similar Constituent Securities, which may be used by the USG ETF in relation to the USG ETF's investment objective.

Index Provider – U.S. Global Indices, LLC.

IRC – the Independent Review Committee of the USG ETF.

License Agreement – the license agreement entered into by the Portfolio Advisor with the Index Provider, through which the Manager has sublicensed the use of the Index.

Management Agreement – the management agreement dated July 13, 2017 between the USG ETF and the Manager, as the same may be amended or restated from time to time.

Management Fee Distribution **–** as described under "Fees and Expenses – Fees and Expenses Payable by the USG ETF – Management Fee Distributions", an amount equal to the difference between the management fee otherwise chargeable and a reduced fee determined by the Manager, from time to time, that is distributed in cash to certain Unitholders of the USG ETF.

Manager – Galileo Global Equity Advisors Inc., a corporation existing under the laws of Ontario, or its successor.

MRFP – management report of fund performance as defined in NI 81-106.

NAV or Net Asset Value and ***NAV per Unit or Net Asset Value per Unit*** – the net asset value of the USG ETF and the net asset value per Unit, calculated by the Fund Administrator as described in "Calculation of Net Asset Value".

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

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

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

NP 11-203 – 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 securities **–** securities other than Constituent Securities included in the portfolio of the USG ETF, including Underlying Funds, exchange-traded funds, mutual funds or other public investment funds or derivative instruments.

Plan Agent – TSX Trust Company or its successor, as the plan agent under the Reinvestment Plan.

Plan Participant – a Unitholder that participates in any Reinvestment Plan.

Plan Units – additional Units acquired in the market by the Plan Agent under any Reinvestment Plan.

Portfolio Advisor – U.S. Global Investors, Inc., a corporation existing under the laws of the State of Texas, or its successor.

Portfolio Advisory Agreement – the agreement dated July 13, 2017 between the Manager and the Portfolio Advisor, as the same may be amended or restated from time to time.

***Precious Metals Companies* –** as described under "Investment Objectives – The Index – U.S. Global Go Gold and Precious Metal Miners Index", U.S. and international (including emerging markets) companies that earn at least 50 percent of their aggregate revenue from precious metals that are eligible to be included in the U.S. Global Go Gold and Precious Metal Miners Index.

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

Priority Companies – as described under "Investment Objectives – The Index – U.S. Global Go Gold and Precious Metal Miners Index", companies whose composite score is in the top 20^{th} percentile of the U.S. Global Go Gold and Precious Metal Miners Index universe.

Registered Plans – registered retirement savings plans, registered retirement income funds, registered education savings plans, tax-free savings accounts, deferred profit sharing plans and registered disability savings plans.

Registrar and Transfer Agent – TSX Trust Company or its successor.

Reinvestment Plan – the distribution reinvestment plan of the USG ETF, the key terms of which are described under "Distribution Policy – Reinvestment Plan".

Securities Lending Agent – Canadian Imperial Bank of Commerce or its successor.

Securities Lending Agreement – the securities lending authorization agreement, as may be amended from time to time between the Manager and the Securities Lending Agent.

securities regulatory authorities – 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.

Tax Act – the *Income Tax Act* (Canada) and the regulations issued thereunder, as the same may be amended, restated or replaced from time to time.

Trading Day – a day on which: (i) a regular session of the TSX is held; and (ii) the primary markets or exchanges on which at least 75% of the securities held directly or indirectly by the USG ETF by value are open for trading; and (iii) if applicable, the Index Provider calculates and publishes data relating to the Index of the USG ETF.

TSX – the Toronto Stock Exchange.

Underlying Fund – an exchange-traded fund managed by the Portfolio Advisor or an affiliate of the Portfolio Advisor or certain other investment funds domiciled in Canada or the United States.

Unit –a redeemable, transferable unit of the USG ETF, which represents an equal, undivided interest in the net assets of the USG ETF.

Unitholder – a beneficial holder of Units of the USG ETF.

***U.S.* -** the United States of America.

USG ETF – means U.S. Global GO GOLD and Precious Metal Miners, an investment trust established under the laws of Ontario pursuant to the Declaration of Trust.

Valuation Date – each Trading Day and any other day designated by the Manager on which the NAV and NAV per Unit of the USG ETF will be calculated.

Valuation Time – 4:00 p.m. (Toronto time) 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 the Units of the USG ETF and should be read together with the more detailed information and statements contained elsewhere in this prospectus or incorporated by reference in this prospectus.

Issuers: **U.S. Global GO GOLD and Precious Metal Miners ETF**

(the "**USG ETF**").

The USG ETF is an exchange-traded mutual fund established as a trust under the laws of the Province of Ontario. Galileo Global Equity Advisors Inc. (the "**Manager**") is the trustee and manager of the USG ETF. See "Overview of the Legal Structure of the USG ETF".

Continuous Distribution: The Units of the USG ETF are currently listed on the TSX and offered on a continuous basis.

Investors are able to purchase or sell Units of the USG ETF on the TSX or any other exchange on which the USG ETF is traded through registered brokers or dealers in the province or territory where the investor resides. Accordingly, investors may trade Units in the same way as other listed securities on the TSX are traded, including by using market orders and limit orders. Investors will incur customary brokerage commissions when buying or selling Units on the TSX. Dealers and Designated Brokers may purchase a Prescribed Number of Units from the USG ETF at the Net Asset Value per Unit.

See "Purchases of Units – Issuance of Units" and "Purchases of Units – Buying and Selling Units".

Investment Objectives: The USG ETF seeks to track, to the extent possible, the price and yield performance of the Index, before fees and expenses. The following table sets out the current Index and the Index Provider for the USG ETF:

USG ETF	Current Index	Index Provider
U.S. Global GO GOLD and Precious Metal Miners ETF	U.S. Global Go Gold and Precious Metal Miners Index	U.S. Global Indices, LLC

The Manager may, subject to any required Unitholder approval, change the Index underlying the USG ETF to another index in order to provide investors with substantially the same exposure to the asset class to which the USG ETF is currently exposed. If the Manager changes the Index underlying the USG ETF, or any index replacing such Index, the Manager will issue a press release identifying the new Index, describing its constituent securities and specifying the reasons for the change in the Index. See "Investment Objectives".

Investment Strategies: The investment strategy of the USG ETF is to invest in and hold the Constituent Securities of the applicable Index in approximately the same proportion as they are reflected in the applicable Index or to hold other securities, including Underlying Funds, intended to track the price and yield performance of the Index. The USG ETF may also hold cash and cash equivalents or other money market instruments in order to meet their current obligations.

The USG ETF may use a representative sampling strategy to achieve its investment objective, in connection with which it will invest in a sample of the securities in the applicable Index whose risk, return and other characteristics resemble the risk, return, and other characteristics of the applicable Index as a whole. As an alternative to or in conjunction with investing in and holding the Constituent Securities, the USG ETF may also invest in other securities to obtain exposure to the Constituent Securities of the applicable Index in a manner that is consistent with the investment objective and investment strategies of the USG ETF.

Any exposure that the portfolio of the USG ETF may have to foreign currencies, including the U.S. dollar, will not be hedged back to the Canadian dollar.

See “Investment Strategies”.

Use of Derivative Instruments

The USG ETF 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 and is consistent with the investment objective and strategy of the USG ETF. See “Investment Strategies – Use of Derivative Instruments”.

Securities Lending, Repurchase and Reverse Repurchase Transactions

The USG ETF may enter into securities lending transactions, repurchase and reverse repurchase transactions in compliance with NI 81-102 to earn additional income for the USG ETF. See “Investment Strategies – Securities Lending, Repurchase and Reverse Repurchase Transactions”.

Special Considerations for Purchasers:

The so-called “early warning” reporting requirements in Canadian securities legislation do not apply in connection with the acquisition of Units of the USG ETF. In addition, the USG ETF has obtained exemptive relief to permit Unitholders to acquire more than 20% of the Units of the USG ETF through purchases on the TSX without regard to the takeover bid requirements of applicable Canadian securities legislation, provided that any such Unitholder, and any person acting jointly or in concert with the Unitholder, provides the Manager with an undertaking not to exercise any votes attached to Units that represent more than 20% of the votes attached to all outstanding Units of the USG ETF at any meeting of Unitholders. See “Purchases of Units – Special Considerations for Unitholders”.

The Units of the USG ETF are, in the opinion of the Manager, index participation units within the meaning of NI 81-102. A mutual fund wishing to invest in Units of the USG ETF should make its own assessment of its ability to do so after careful consideration of the relevant provisions of NI 81-102, including but not limited to whether the Units of the USG ETF should be considered index participation units, as well as the control, concentration and certain of the “fund-of-funds” restrictions. No purchase of Units of the USG ETF should be made solely in reliance on the above statements.

Risk Factors:

There are certain general risk factors inherent in an investment in the USG ETF, including:

(i) the general risks of investments;

(ii) fund of funds investment risk;

(iii) risk that Units may trade at a premium or a discount to the NAV per Unit;

(iv) fluctuations in the NAV and NAV per Unit of the USG ETF;

(v) asset class risk;

(vi) possibility that the USG ETF will be unable to acquire or dispose of illiquid securities;

(vii) risk that the portfolio of the USG ETF may be less diversified than the overall market;

(viii) risks associated with an investment in equity securities;

(ix) risks associated with the use of derivative instruments;

(x) counterparty risks associated with securities lending, repurchase and reverse repurchase transactions;

(xi) risk of error in tracking the Index;

(xii) index investment strategy risk;

(xiii) rebalancing and adjustment risk;

(xiv) calculation and termination of the Index risk;

(xv) currency exchange rate risk;

(xvi) risk relating to a change in income tax, securities or other laws that adversely affects the USG ETF or Unitholders;

(xvii) risks relating to the taxation of the USG ETF and Unitholders;

(xviii) risk that an active public market for the Units may not develop or be sustained;

(xix) risks relating to operational and information security risks resulting from cyber-attacks in respect of the USG ETF and their service providers;

(xx) the trading of Units on the TSX may be halted in certain circumstances;

(xxi) risks associated with the residency of the Portfolio Advisor;

(xxii) developed countries investments risk;

(xxiii) North American economic risk;

(xxiv) market capitalization risk;

(xxv) geographic investment risk;

(xxvi) Canada-specific risk;

(xxvii) passive investment risk;

(xxviii) emerging markets risk;

(xxix) depositary receipt risk;

(xxx) foreign investment risk;

(xxxi) foreign markets risk;

(xxxii) mining industry risk;

(xxxiii) gold and precious metals risk;

(xxxiv) Africa-specific risk.

(xxxv) costs of buying or selling Units; and

(xxxvi) Designated Brokers, market makers and liquidity providers concentration risk.

See “Risk Factors – General Risks Relating to an Investment in the USG ETF”.

Income Tax Considerations:

This summary of Canadian tax considerations for the USG ETF and for Canadian resident Unitholders is subject in its entirety to the qualifications, limitations and assumptions set out in “Income Tax Considerations”. Prospective investors should consult their own tax advisors about their individual circumstances.

The Declaration of Trust governing the USG ETF requires that the USG ETF distributes its net income, including net realized capital gains, if any, for each taxation year to Unitholders (including by way of a redemption of Units) to such an extent that the USG ETF will not be liable in any taxation year for ordinary income tax.

A Unitholder who is resident in Canada and who holds Units as capital property (all within the meaning of the Tax Act) generally will be required to include in the Unitholder’s income for tax purposes for any year the amount of net income, including net taxable capital gains, of the USG ETF paid or payable to the Unitholder in the year and deducted by the USG ETF in computing its income, regardless of whether the amount distributed was paid or payable in cash or was reinvested in additional Units. Any non-taxable distributions from the USG ETF (other than the non-taxable portion of any net realized capital gains of the USG ETF) paid or payable to a Unitholder in a taxation year will reduce the adjusted cost base of the Unitholder’s Units of the USG ETF. To the extent that a Unitholder’s adjusted cost base would otherwise be a negative amount, the negative amount will be deemed to be a capital gain realized by the Unitholder at that time and the adjusted cost base of the Unit to the Unitholder will be nil immediately thereafter. Any loss of the USG ETF cannot be allocated to, and cannot be treated as a loss of, the Unitholders. Upon the actual or deemed disposition of a Unit held by the Unitholder as capital property, including the exchange or redemption of a Unit, a capital gain (or a capital loss) generally will be realized by the Unitholder to the extent that the proceeds of disposition (other than the amount representing distributions of net income or capital gains) of the Unit exceed (or are less than) the aggregate of the adjusted cost base to the Unitholder of the Unit, and any reasonable costs of disposition.

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

See “Income Tax Considerations”.

Exchanges and Redemptions:

In addition to the ability to sell Units on the TSX, Unitholders may redeem Units in any number for cash for a redemption price equal to the lesser of (i) 95% of the closing price on the TSX for the Units on the effective day of redemption and (ii) the net asset value per Unit on the effective day of the redemption or may exchange or redeem a Prescribed Number of Units (or a whole multiple thereof) for Baskets of Securities and cash or, in certain circumstances, for cash. See “Exchange and Redemption of Units”.

Distributions:

Cash distributions on Units of the USG ETF will be made on an annual basis, if at all. Cash distributions on Units of the USG ETF are expected to be paid primarily out of dividends or distributions, and other income or gains, received by the USG ETF less the expenses of the USG ETF, but may also consist of non-taxable amounts including returns of capital, which may be paid in the Manager’s sole discretion. To the extent that the expenses of the USG ETF exceed the income generated by the USG ETF in any given year, it is not expected that an annual distribution will be paid.

For each taxation year, the USG ETF will ensure that its net income and net realized capital gains have been distributed to Unitholders to such an extent that the USG ETF will not be liable for ordinary income tax thereon. To the extent that the USG ETF has not distributed the full amount of its net income or capital gains in any taxation year, the difference between such amount and the amount actually distributed by the USG ETF will be paid as a “reinvested distribution”. Reinvested distributions, net of any required withholding tax, will be reinvested automatically in additional Units at a price equal to the NAV per Unit of the USG ETF and the Units will be immediately consolidated such that the number of outstanding Units of each class following the distribution will equal the number of Units of each class outstanding prior to the distribution. See “Distribution Policy”.

In addition to the distributions described above, the USG ETF may from time to time pay additional distributions on its Units in accordance with the Declaration of Trust, including without restriction in connection with a special dividend or in connection with returns of capital. See “Distribution Policy”.

Distribution Reinvestment:

The Manager has implemented a Reinvestment Plan under which cash distributions are used to acquire Plan Units and are credited to the account of the Plan Participant through CDS. A Unitholder may elect to participate in the Reinvestment Plan by contacting the CDS Participant through which the Unitholder holds his, her or its Units. See “Distribution Policy – Reinvestment Plan”.

Termination:

The USG ETF does not have a fixed termination date but may be terminated by the Manager upon not less than 60 days’ prior written notice to Unitholders. See “Termination of the USG ETF”.

Documents Incorporated by Reference:

Additional information will be available in the most recently filed annual financial statements, if any, any interim financial statements filed after the most recent annual financial statements, the most recently filed annual MRFP, any interim MRFP filed after the annual MRFP and any ETF Summary Document for the USG ETF. These documents are incorporated by reference into, and legally form an integral part of, this prospectus. These documents are publicly available on the Manager’s website at www.galileofunds.ca and may be obtained upon request, at no cost, by calling 1-888-912-2288 or by contacting a registered dealer. These documents and other information about the USG ETF is also publicly available at www.sedar.com. See “Documents Incorporated by Reference”.

Eligibility for Investment:

Provided that the Units of the USG ETF are and continue to be listed on a “designated stock exchange” within the meaning of the Tax Act (which currently includes the TSX) or that the USG ETF qualifies and continues to qualify as a “mutual fund trust” under the Tax Act or is a registered investment under the Tax Act, the Units of the USG ETF would, if issued on the date hereof, be qualified investments under the Tax Act for Registered Plans. See “Income Tax Considerations – Status of the USG ETF”.

Unitholders should consult their own tax advisers for advice on whether Units of the USG ETF would be a “prohibited investment” under the Tax Act for their Registered Plan. See “Eligibility for Investment”.

ORGANIZATION AND MANAGEMENT DETAILS OF The USG ETF

Manager:	Galileo Global Equity Advisors Inc. is the manager of the USG ETF and is responsible for the administration and operations of the USG ETF. The Manager may from time to time employ or retain any other person or entity, including the Portfolio Advisor, to assist the Manager in managing or providing administrative and investment advisory services to the USG ETF. The head office of the USG ETF and the Manager is located at 47 Colborne Street, Suite 201, Toronto, Ontario M5E 1P8. See "Organization and Management Details of the USG ETF – Manager of the USG ETF".
Trustee:	Galileo Global Equity Advisors Inc. is the trustee of the USG ETF pursuant to the Declaration of Trust and holds title to the assets of the USG ETF in trust for the Unitholders. See "Organization and Management Details of the USG ETF – Trustee of the USG ETF".
Portfolio Advisor:	U.S. Global Investors, Inc. has been retained by the Manager to act as portfolio adviser to the USG ETF. The Portfolio Advisor manages the investment portfolio of the USG ETF, provides analysis and makes investment decisions. The Portfolio Advisor is a registered investment advisor in the U.S. with offices based in San Antonio, Texas. As the Portfolio Advisor is located outside of Canada, it may be difficult to enforce legal rights against it. See "Organization and Management Details of the USG ETF – Portfolio Advisor".
Promoter:	Galileo Global Equity Advisors Inc. has taken the initiative in founding and organizing the USG ETF and is, accordingly, the promoter of the USG ETF within the meaning of securities legislation of certain provinces and territories of Canada. See "Organization and Management Details of the USG ETF – Promoter".
Custodian:	Canadian Imperial Bank of Commerce, at its principal offices in Toronto, Ontario, is the Custodian of the assets of the USG ETF and will hold 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 USG ETF. See "Organization and Management Details of the USG ETF – 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 USG ETF and maintains the register of Unitholders. The register of the USG ETF is kept in Toronto. The Registrar and Transfer Agent is also responsible for certain aspects of the day-to-day administration of the USG ETF, including the processing of purchases, redemptions and exchanges of Units. See "Organization and Management Details of the USG ETF – Registrar and Transfer Agent".
Auditor:	PricewaterhouseCoopers LLP, Chartered Professional Accountants, at its principal offices in Toronto, Ontario, is the auditor of the USG ETF. The auditor performs an audit of the USG ETF's annual financial statements and provides an opinion as to whether they present fairly the USG ETF's financial position, results of operation, changes in net assets and cash flow. The auditor is independent of the Manager. See "Organization and Management Details of the USG ETF – Auditor".
Securities Lending Agent:	Canadian Imperial Bank of Commerce, at its principal offices in Toronto, Ontario, may act as the securities lending agent for the USG ETF pursuant to the Securities Lending Agreement. The Securities Lending Agent is independent of the Manager. See "Organization and Management Details of the USG ETF – Securities Lending Agent".

Fund Administrator: CIBC Mellon Global Securities Services Company, at its principal offices in Toronto, Ontario, is the Fund Administrator. The Fund Administrator is responsible for certain aspects of the day-to-day administration of the USG ETF, including NAV calculations, accounting for net income and net realized capital gains of the USG ETF and maintaining the books and records of the USG ETF. See "Organization and Management Details of the USG ETF – Fund Administrator".

SUMMARY OF FEES AND EXPENSES

This table lists the fees and expenses payable in connection with an investment in the USG ETF. The value of a Unitholder's investment in the USG ETF will be reduced by the Unitholder's proportionate share of the fees and expenses charged to the USG ETF. See "Fees and Expenses".

Fees and Expenses Payable by the USG ETF

Type of Fee — **Amount and Description**

Management Fee: The USG ETF will pay the Manager a management fee as set forth in the table below based on the average daily NAV of the USG ETF. The management fee, plus applicable taxes, will be calculated and accrued daily and paid monthly. The management fee covers, at least in part, the Manager's costs associated with acting as the trustee and the manager of the USG ETF, the fee payable to the Portfolio Advisor for its portfolio management services and the other fees and expenses described below that are payable by the Manager in connection with the USG ETF. See "Fees and Expenses".

USG ETF	Annual Management Fee
U.S. Global GO GOLD and Precious Metal Miners ETF	0.60%

Fees and Expenses of Underlying Funds: The USG ETF may invest in one or more exchange-traded funds managed by the Portfolio Advisor or certain other investment funds domiciled in Canada or the U.S. (each, an "**Underlying Fund**"). Fees and expenses are payable by the Underlying Funds in addition to the fees and expenses payable by the USG ETF. The USG ETF may only invest in one or more Underlying Funds provided that no management fees or incentive fees are payable by the USG ETF that, to a reasonable person, would duplicate a fee payable by the Underlying Fund for the same service. There shall be no duplication of management fees chargeable in connection with the USG ETF and its investment in an Underlying Fund. See "Fees and Expenses – Fees and Expenses Payable by the USG ETF – Fees and Expenses of Underlying Funds".

Certain Operating Expenses: The only expenses payable by the USG ETF are the applicable management fee, fees and expenses relating to the implementation and on-going operation of the IRC, brokerage expenses and commissions, the fees under any derivative instrument used by the USG ETF, the cost of complying with new governmental or regulatory requirements introduced after the date the USG ETF was established, extraordinary expenses, any sales taxes on those expenses and any income, withholding or other taxes.

The Manager may decide, in its discretion, to pay for some of these operating expenses otherwise payable by the USG ETF, rather than having the USG ETF incur such operating expenses. The Manager has agreed to reimburse the USG ETF for the ongoing operating expenses of the IRC. The Manager expects to continue reimbursing these expenses, including compensation and expenses, indefinitely, but may, in its discretion, discontinue this practice at any time.

Management Fee Distributions	To achieve effective and competitive management fees, the Manager may agree to charge a reduced management fee as compared to the management fee it otherwise would be entitled to receive from the USG ETF with respect to investments in the USG ETF by certain Unitholders. In such cases, an amount equal to the difference between the fee otherwise chargeable and reduced fee will be distributed to the applicable Unitholders as Management Fee Distributions. The availability, amount and timing of Management Fee Distributions with respect to Units of the USG ETF will be determined from time to time by the Manager in its sole discretion. See "Fees and Expense".

Fees and Expenses Payable by the Manager

Type of Fee	**Amount and Description**
Other Expenses:	Other than the operating expenses payable by the USG ETF, as described above, the Manager is responsible for all of the other costs and expenses of the USG ETF. These costs and expenses include the custody and safekeeping fees payable to the Custodian and the fees payable to the Registrar and Transfer Agent, the Fund Administrator, the auditor and other service providers retained by the Manager as described under "Organization and Management Details of the USG ETF – Manager of the USG ETF – Duties and Services Provided by the Manager".

Fees and Expenses Payable Directly by Unitholders

Type of Fee	**Amount and Description**
Administrative Fee:	An amount may be charged to a Designated Broker or Dealer to offset certain transaction and other costs associated with the listing, issue, exchange and/or redemption of Units of the USG ETF. This charge, which is payable to the USG ETF, does not apply to Unitholders who buy and sell their Units through the facilities of the TSX or another exchange or marketplace. See "Purchases of Units" and "Exchange and Redemption of Units".
Short-Term Trading Fees:	At the present time, the Manager is of the view that it is not necessary to impose any short-term trading restrictions on the Units.

Annual Returns, Management Expense Ratio and Trading Expense Ratio

As at December 31, 2017, annual return of the USG ETF was 2.0%, the management expense ratio was 0.66% and the trading expense ratio was 0.53%.

OVERVIEW OF THE LEGAL STRUCTURE OF THE USG ETF

The USG ETF is an exchange-traded mutual fund established as a trust under the laws of the Province of Ontario pursuant to a declaration of trust dated July 13, 2017 (the "**Declaration of Trust**"), as may be amended or restated from time to time. The head office and principal place of business of the USG ETF and the Manager is located at 47 Colborne Street, Suite 201, Toronto, Ontario M5E 1P8.

Units of the USG ETF are listed on the TSX and offered on a continuous basis. An investor will be able to buy or sell Units of the USG ETF on the TSX or any other exchange on which the USG ETF is traded through registered brokers or dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling Units.

While the USG 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".

The following table sets out the full legal name, as well as the TSX ticker symbol, for the USG ETF:

Legal Name of the USG ETF	TSX Ticker Symbol
U.S. Global GO GOLD and Precious Metal Miners ETF	GOGO

INVESTMENT OBJECTIVES

The investment objective of the USG ETF is to seek to track, to the extent possible, the price and yield performance of the applicable Index, before fees and expenses, as outlined below.

USG ETF	Current Index	Index Provider
U.S. Global GO GOLD and Precious Metal Miners ETF	U.S. Global Go Gold and Precious Metal Miners Index	U.S. Global Indices, LLC

The U.S. Global GO GOLD and Precious Metal Miners ETF seeks to track, to the extent possible, the price and yield performance of the U.S. Global Go Gold and Precious Metal Miners Index, before fees and expenses. Any exposure that the portfolio of the U.S. Global GO GOLD and Precious Metal Miners ETF may have to foreign currencies, including the U.S. dollar, will not be hedged back to the Canadian dollar.

The Index

U.S. Global Go Gold and Precious Metal Miners Index

The U.S. Global Go Gold and Precious Metal Miners Index is composed of exchange-listed common stock (or ADRs of U.S. and international (including emerging markets) companies that earn at least 50 percent of their aggregate revenue from precious metals through active (i.e., mining or production) or passive (i.e., owning royalties or production streams) means ("**Precious Metals Companies**"). The U.S. Global Go Gold and Precious Metal Miners Index may include small-, mid-, and large-capitalization companies.

Precious metals consist of gold, silver, platinum, and palladium. The universe of Precious Metals Companies is screened for "investibility" (e.g., must be listed on a securities exchange) and liquidity (minimum average daily value traded). Precious Metals Companies that rely primarily on debt to finance their business are eliminated from the U.S. Global Go Gold and Precious Metal Miners Index. To qualify for inclusion in the U.S. Global Go Gold and Precious Metal Miners Index, Precious Metals Companies must have their common stock or a sponsored ADR listed on an exchange in Australia, Canada, Hong Kong, South Africa, the United Kingdom, or the United States.

Each company included in the U.S. Global Go Gold and Precious Metal Miners Index universe receives a composite score based on multiple fundamental factors. Such composite scores are calculated differently depending on whether a company's revenue per employee is greater than the median for companies whose revenue per employee is in the top 20th percentile of the universe ("**Priority Companies**"). Priority Companies are scored based on their revenue per employee, operating cash flow per employee, and gross margin. Companies other than the Priority Companies are scored based primarily on their operating-cash-flow-to-enterprise-value ratio and multiple other fundamental factors, including cash return on invested capital (CROIC), return on assets growth, debt-to-equity ratio, and gross margin. Based on their scores and other qualifying criteria, Precious Metals Companies are included in the U.S. Global Go Gold and Precious Metal Miners Index in the tier structure that is described in the following table, along with the weight attributable to each tier as of each quarterly reconstitution:

Tier 1 (30%)	The three highest-scoring Precious Metals Companies that (i) derive a majority of their revenue from silver or gold, (ii) are domiciled in the United States or Canada, and (iii) have a market capitalization of at least $1 billion are individually weighted at 10%.
Tier 2 (20%)	The next five highest-scoring Precious Metals Companies that (i)(a) are domiciled in the United States or Canada or (b) have a U.S.-listed ADR and are domiciled in Australia, South Africa, or the United Kingdom, and (ii) have a market capitalization of at least $400 million are individually weighted at 4%.
Tier 3 (30%)	The next ten highest-scoring Precious Metals Companies that (i)(a) are domiciled in the United States or Canada or (b) have a U.S.-listed ADR and are domiciled in Australia, South Africa, or the United Kingdom, and (ii) have a market capitalization of at least $300 million are individually weighted at 3%.
Tier 4 (20%)	The next ten highest-scoring Precious Metals Companies that (i) are domiciled outside of the United States or Canada and (ii) have a market capitalization of at least $200 million are individually weighted at 2%.

The Portfolio Adviser generally expects the Index to include approximately 28 Precious Metals Companies with the highest composite scores. The U.S. Global Go Gold and Precious Metal Miners Index is rebalanced and reconstituted quarterly.

The U.S. Global Go Gold and Precious Metal Miners Index was developed by U.S. Global Indices, LLC (the "**Index Provider**"), a wholly-owned subsidiary of the Portfolio Advisor and is constructed using an objective, rules-based methodology. The U.S. Global Go Gold and Precious Metal Miners Index calculation agent is Indxx, LLC, which is not affiliated with the USG ETF, the Manager, the Portfolio Adviser or the Index Provider.

Further information about the U.S. Global Go Gold and Precious Metal Miners Index and its Constituent Securities is available from the U.S. Global Indices, LLC on its website at www.usglobalindex.com.

Change in an Underlying Index

The Manager may, subject to any required Unitholder approval, change the Index underlying the USG ETF to another index in order to provide investors with substantially the same exposure to the asset class to which the USG ETF is currently exposed. If the Manager changes the Index underlying the USG ETF, or any index replacing such Index, the Manager will issue a press release identifying the new Index, describing its constituent securities and specifying the reasons for the change in the Index.

Termination of the Index

The Index Provider determines and administers the Index. In the event that the Index Provider ceases to provide an Index or the License Agreement is terminated, the Manager may (i) terminate the USG ETF on 60 days' notice, (ii) change the investment objective of the USG ETF or seek to track an alternative index; or (iii) make such other arrangements as the Manager considers appropriate and in the best interests of Unitholders of the USG ETF in the circumstances.

Use of the Index

The Manager and the USG ETF is permitted to use the Index pursuant to the License Agreement described below under "Material Contracts – License Agreement". The Manager and the USG ETF do not accept responsibility for, or guarantee the accuracy and/or completeness of, the Index or any data included in the Index.

INVESTMENT STRATEGIES

Principal Investment Strategies

The investment strategy of the USG ETF is to invest in and hold the Constituent Securities of the applicable Index in approximately the same proportion as they are reflected in the applicable Index, or to hold other securities, including Underlying Funds, to seek to track the price and yield performance of that Index, in order to achieve its investment objectives. The USG ETF may also hold cash and cash equivalents or other money market instruments in order to meet their current obligations.

The Portfolio Advisor may use a sampling methodology in selecting investments for the USG ETF. Sampling means that the Portfolio Advisor will use quantitative analysis to select securities from the applicable Index to obtain a representative sample of securities that resemble the Index in terms of key risk factors, performance attributes, industry weightings, market capitalization and other appropriate financial characteristics. The quantity of Constituent Securities selected using such sampling methodology will be based on a number of factors, including the asset base of the USG ETF.

The USG ETF may invest in or use derivative instruments and may engage in securities lending transactions in order to earn additional income for the USG ETF, provided that the use of such derivative instruments and such securities lending transactions are in compliance with applicable Canadian securities legislation and are consistent with the investment objective and investment strategies of the USG ETF.

Any exposure that the portfolio of the USG ETF may have to foreign currencies will not be hedged back to the Canadian dollar.

Investment in Underlying Funds and Other Investment Funds or Exchange-Traded Funds

In accordance with applicable Canadian securities legislation, including NI 81-102, as part of its investment strategy and as an alternative to or in conjunction with investing in and holding the Constituent Securities directly, the USG ETF may invest in other securities, including Underlying Funds, that provide exposure to the Constituent Securities of the applicable Index. In such case, there shall be no duplication of management fees chargeable in connection with the USG ETF and its investment in the other securities or Underlying Funds. The USG ETF's allocation to investments in other investment funds or exchange-traded funds, if any, will vary from time to time depending on the relative size and liquidity of the investment fund or exchange-traded fund, and the ability of the Manager to identify appropriate investment funds or exchange-traded funds that are consistent with the USG ETF's investment objectives and strategies. Canadian securities regulators may allow certain exchange-traded funds, such as the USG ETF, to exceed the normal investment concentration limits if required to allow such exchange-traded funds to track the relevant Index. In accordance with the regulatory requirements, the USG ETF may track the applicable Index in this manner. To the extent the USG ETF holds units of an Underlying Fund denominated in U.S. dollars in order to obtain indirect exposure to the Constituent Securities, the Manager will not hedge any resulting U.S. dollar currency exposures back to the Canadian dollar.

Securities Lending, Repurchase and Reverse Repurchase Transactions

The USG ETF may, in compliance with NI 81-102, lend securities to securities borrowers acceptable to it pursuant to the terms of a securities lending agreement between the USG ETF's securities lending agent and any such borrower under which: (i) the borrower will pay to the USG ETF a negotiated securities lending fee and will make compensation payments to the USG ETF equal to any distributions received by the borrower on the securities borrowed; (ii) the securities loans must qualify as "securities lending arrangements" for the purposes of the Tax Act; and (iii) the USG ETF will receive collateral security. The securities lending agent is responsible for the ongoing administration of the securities loans, including the obligation to mark-to-market the collateral on a daily basis.

Under applicable securities legislation, the collateral posted by a securities borrower is required to have an aggregate value of not less than 102% of the market value of the loaned securities. The total value of the securities loaned by the

USG ETF at any time is not permitted to exceed 50% of the net asset value of the USG ETF (excluding any collateral received from securities lending activities). Any cash collateral acquired by the USG ETF is permitted to be itself invested only in the securities permitted under NI 81-102 that have a remaining term to maturity of no longer than 90 days.

The USG ETF may also enter into repurchase and reverse repurchase transactions. In a repurchase transaction, the USG ETF sells its securities for cash through an authorized agent, while, at the same time, it assumes an obligation to repurchase the same securities for cash (usually at a lower price) at a later date. In a reverse repurchase transaction, the USG ETF buys securities for cash while at the same time it agrees to resell the same securities for cash (usually at a higher price) at a later date. Any such transactions must be in compliance with the requirements of NI 81-102.

Use of Derivative Instruments

The USG ETF may use derivative instruments from time to time for hedging or investment purposes, provided that the use of such derivative instruments is in compliance with NI 81-102 and is consistent with the investment objective and investment strategies of the USG ETF. For example, the USG ETF may use futures or other derivative instruments to gain exposure to a particular Constituent Security or other security, to a class of Constituent Securities and/or other securities. Derivatives also may be used for a variety of purposes that do not constitute speculation, such as risk management, seeking to stay fully invested, seeking to equitize any cash and dividend receivables, seeking to reduce transaction costs, seeking to simulate investment in equity or debt securities or other investments, seeking to add value by using derivatives to more efficiently implement portfolio positions when derivatives are favourably priced relative to equity or debt securities or other investments and for other purposes. In connection with its use of derivatives, the USG ETF may purchase or hold cash and/or fixed-income and other instruments that it may pledge as collateral or margin to its counterparties or futures commission merchants.

Rebalancing and Adjustment

The following table sets out the current Index for the USG ETF and information about the rebalancing of the Index.

USG ETF	Current Index	Rebalancing and Adjustment
U.S. Global GO GOLD and Precious Metal Miners ETF	U.S. Global Go Gold and Precious Metal Miners Index	Rebalanced quarterly

Action on Index Rebalancing or Portfolio Adjustment

Whenever an Index or a portfolio is rebalanced or adjusted by adding securities to or subtracting securities from that Index or portfolio, the USG ETF will generally acquire and/or dispose of the appropriate number of securities.

When the applicable Index or the USG ETF is adjusted as a result of a special dividend, the USG ETF shall issue such additional Units in consideration for the additional Constituent Securities of the applicable Constituent Issuer as the Manager and Portfolio Advisor may stipulate. Special dividends will generally not have an effect on the replication of the weighting of such Constituent Security in the Index by the USG ETF.

Extraordinary Events Affecting Constituent Issuers

From time to time, certain corporate or other actions may be taken or proposed by a Constituent Issuer or by a third party that could affect a Constituent Issuer of an Index. An example of such an action would be if a takeover bid or an issuer bid is made for a Constituent Security. In each such case, the Manager will determine, in its discretion, what steps, if any, the USG ETF will take to address the action. In exercising such discretion, the Manager will generally take those steps necessary to ensure that the USG ETF continue to seek to replicate, to the extent reasonably possible and before fees and expenses, the applicable Index.

OVERVIEW OF THE SECTORS IN WHICH THE USG ETF INVESTS

U.S. Global GO GOLD and Precious Metal Miners ETF

The U.S. Global GO GOLD and Precious Metal Miners ETF invests in equity securities of companies included in the U.S. Global Go Gold and Precious Metal Miners Index (consisting of equity securities of precious metals companies, as determined by whether the company earns 50% or more of its aggregate revenue from precious metals by active or passive means, listed on TSX, TSX Venture Exchange, New York Stock Exchange, Nasdaq, London Stock Exchange, Hong Kong Stock Exchange, Johannesburg Stock Exchange and the Australian Securities Exchange and whose securities have an average daily volume traded over the past month of greater than 100,000 shares). See "Investment Objectives – The Index – U.S. Global Go Gold and Precious Metal Miners Index".

INVESTMENT RESTRICTIONS

The USG ETF is subject to certain restrictions and practices contained in securities legislation, including NI 81-102. The USG ETF is managed in accordance with these restrictions and practices, except as otherwise permitted by exemptions provided by Canadian securities regulatory authorities. See "Exemptions and Approvals". A change to the investment objective of the USG ETF requires the approval of the Unitholders of the USG ETF. See "Unitholder Matters – Matters Requiring Unitholder Approval".

The USG ETF is also restricted from making an investment or undertaking an activity that would result in the USG ETF failing to qualify as a "mutual fund trust" for the purposes of the Tax Act. In addition, the USG ETF may not invest in any property or engage in any undertaking that would cause the USG ETF to have "non-portfolio earnings" as defined in section 122.1 of the Tax Act in an amount that would result in the USG ETF paying a material amount of income tax.

EXEMPTIONS AND APPROVALS

The USG ETF has obtained exemptive relief from the Canadian securities regulatory authorities to permit the following practices:

a) the purchase by a Unitholder of the USG ETF of more than 20% of the Units of the USG ETF through purchases on the TSX without regard to the take-over bid requirements of Canadian securities legislation;

b) to relieve the USG ETF from the requirement that a prospectus contain a certificate of the underwriters; and

c) to relieve the USG ETF from the requirement to include in the prospectus a statement respecting purchasers' statutory rights of withdrawal and remedies of rescission as prescribed in Item 36.2 of Form 41-101F2 - *Information Required in an Investment Fund Prospectus*.

Additionally, certain dealers of the USG ETF, including the Designated Brokers and Dealers, have received exemptive relief from the Canadian securities regulatory authorities from the requirement that a dealer, not acting as agent of the purchaser, who receives an order or subscription for a security offered in a distribution to which the prospectus requirement of the securities legislation of the provinces and territories apply, send or deliver to the purchaser or its agent, unless the dealer has previously done so, the latest prospectus and any amendment either before entering into an agreement of purchase and sale resulting from the order or subscription, or not later than midnight on the second business day after entering into that agreement. As a condition of this exemptive relief, the dealer is required to deliver a copy of the ETF Facts of the USG ETF to a purchaser if the dealer does not deliver a copy of this prospectus.

FEES AND EXPENSES

This section details the fees and expenses payable in connection with an investment in the USG ETF. An investor may pay some of these fees and expenses directly. The USG ETF may pay some of these fees and expenses, which will therefore reduce the value of an investment in the USG ETF.

Fees and Expenses Payable by the USG ETF

Management Fee

The USG ETF pays the Manager a management fee as set forth in the table below based on the average daily NAV of the Units of the USG ETF. The Manager, in its capacity as manager of the USG ETF, manages the day-to-day business of the USG ETF, including negotiating contractual agreements with and providing oversight of service providers, preparing reports to Unitholders and securities regulatory authorities and conducting marketing activities. USG also acts as trustee of the USG ETF. See "Organization and Management Details of the USG ETF" for more information. The management fee, plus applicable taxes, will be accrued daily and paid monthly in arrears. The Manager may, from time to time in its discretion, waive all or a portion of the management fee charged at any given time. The management fee covers, at least in part, the Manager's costs associated with acting as the trustee and the manager of the USG ETF, the fee payable to the Portfolio Advisor for its portfolio management services and the other fees and expenses described below that are payable by the Manager in connection with the USG ETF.

USG ETF	**Annual Management Fee**
U.S. Global GO GOLD and Precious Metal Miners ETF	0.60%

Fees and Expenses of Underlying Funds

The USG ETF may invest in one or more exchange-traded funds managed by the Portfolio Advisor or certain other investment funds domiciled in Canada or the U.S. (each, an "**Underlying Fund**"). Fees and expenses are payable by the Underlying Funds in addition to the fees and expenses payable by the USG ETF. The USG ETF may only invest in one or more Underlying Funds provided that no management fees or incentive fees are payable by the USG ETF that, to a reasonable person, would duplicate a fee payable by the Underlying Fund for the same service. If the management fee payable by the USG ETF would duplicate a fee payable by the other USG ETF for the same service, the management fee payable by the USG ETF will be reduced to the extent of such duplication. Accordingly, there shall be no duplication of management fees chargeable in connection with the USG ETF and its investment in an Underlying Fund.

Operating Expenses

In addition to the applicable management fee, the USG ETF is responsible for: (i) fees and expenses relating to the implementation and on-going operation of the IRC; (ii) brokerage expenses and commissions; (iii) the fees under any derivative instrument used by the USG ETF; (iv) the costs of complying with new governmental or regulatory requirements introduced after the date the USG ETF was established; (vi) extraordinary expenses; and (v) any sales taxes on these expenses and any income, withholding or other taxes.

The Manager may decide, in its discretion, to pay for some of these operating expenses otherwise payable by the USG ETF, rather than having the USG ETF incur such operating expenses. The Manager has agreed to reimburse the USG ETF for the ongoing operating expenses of the IRC. The Manager expects to continue reimbursing these expenses, including compensation and expenses, indefinitely, but may, in its discretion, discontinue this practice at any time.

Management Fee Distributions

To achieve effective and competitive management fees, the Manager may agree to charge a reduced management fee as compared to the management fee it would otherwise be entitled to receive from the USG ETF with respect to investments in the USG ETF by certain Unitholders. An amount equal to the difference between the fee otherwise chargeable and the reduced fee of the USG ETF will be distributed in cash by the USG ETF to those Unitholders as "Management Fee Distributions".

The availability, amount and timing of Management Fee Distributions with respect to Units of the USG ETF will be determined from time to time by the Manager in its sole discretion. Management Fee Distributions will generally be calculated and applied based on a Unitholder's average holdings of Units (excluding Units lent by those Unitholders under the terms of securities lending agreements) 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 (including Designated Brokers and Dealers) and not to the holdings of Units by dealers, brokers or other CDS Participants (defined herein) that hold Units on behalf of beneficial owners. Management Fee Distributions will be paid first out of net income of the USG ETF then out of capital gains of the USG ETF and thereafter out of capital. See "Income Tax Considerations – Taxation of Holders (other than Registered Plans)" for further details. 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 USG ETF generally will be borne by the Unitholders receiving these distributions.

Fees and Expenses Payable Directly by Unitholders

Administrative Fee

An amount may be charged to a Designated Broker or Dealer to offset certain transaction and other costs associated with the listing, issue, exchange and/or redemption of Units of the USG ETF. This charge, which is payable to the USG ETF, does not apply to Unitholders who buy and sell their Units through the facilities of the TSX or another exchange or marketplace. See "Purchases of Units" and "Exchange and Redemption of Units".

Short-Term Trading Fees

At the present time, the Manager is of the view that it is not necessary to impose any short-term trading restrictions on the Units.

ANNUAL RETURNS, MANAGEMENT EXPENSE RATIO AND TRADING EXPENSE RATIO

The annual returns, management expense ratio and trading expense ratio of the USG ETF is not yet available because the USG ETF is 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 Investment in the USG ETF

General Risks of Investments

An investment in the USG ETF should be made with an understanding that the value of the underlying securities of the USG ETF may fluctuate in accordance with changes in the financial condition of the issuers of those underlying securities, the condition of equity, debt and currency markets generally and other factors. The identity and weighting of the Constituent Issuers and Constituent Securities held by the USG ETF may also change from time to time.

The risks inherent in investments in equity and 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 or bond market may deteriorate (either of which may cause a decrease in the value of the Index and, as a result, a decrease in the value of the Units of the USG ETF). Equity securities are susceptible to general stock market fluctuations and the financial condition of the issuer. Fixed income securities are susceptible to general interest rate fluctuations and to changes in investors' perception of inflation expectations and the 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.

Fund of Funds Investment Risk

The USG ETF may invest directly in, or obtain exposure to, Underlying Funds, including other exchange-traded funds, mutual funds or public investment funds as part of their investment strategy. The USG ETF will be subject to the risks of the Underlying Funds. Also, if an Underlying Fund suspends redemptions, the USG ETF will be unable to accurately value part of its investment portfolio and may be unable to redeem its Units.

Trading Price of Units

Units may trade in the market at a premium or a discount to the NAV per Unit. There can be no assurance that Units will trade at prices that reflect their NAV per Unit. The trading price of the Units will fluctuate in accordance with changes in the USG ETF's NAV, as well as market supply and demand on the TSX and other trading venues. However, given that Unitholders may subscribe for or exchange or redeem a Prescribed Number of Units at the NAV per Unit, the Manager believes that large discounts or premiums to the NAV per Unit of the USG ETF should not be sustained. If a Unitholder purchases Units of the USG ETF at a time when the market price of a Unit is at a premium to the NAV per Unit or sells Units of the USG ETF at a time when the market price of a Unit is at a discount to the NAV per Unit, the Unitholder may sustain a loss.

Fluctuations in NAV

The NAV per Unit of the USG ETF will vary according to, among other things, the value of the securities held by the USG ETF. The Manager and the USG ETF has no control over the factors that affect the value of the securities held by the USG ETF, including factors that affect the equity markets generally, such as general economic and political conditions, fluctuations in interest rates and factors unique to a Constituent Issuer such as changes in management, changes in strategic direction, achievement of strategic goals, mergers, acquisitions and divestitures, changes in distribution and dividend policies and other events.

Asset Class Risk

The Constituent Securities or other securities held by the USG ETF may underperform the returns of securities that track other countries, regions, industries, asset classes or sectors. Various asset classes tend to experience cycles of outperformance and under performance in comparison to the general securities markets.

Illiquid Securities

If the USG ETF is unable to dispose of some or all of the securities held by it, the USG ETF may experience a delay in the receipt of the proceeds of disposition until such time as it is able to dispose of such securities or may be able to do so only at prices which may not reflect the fair value of such investments. Likewise, if certain securities are particularly illiquid, the Portfolio Advisor may be unable to acquire the number of securities it would like at a price acceptable to the Portfolio Advisor on a timely basis.

Concentration Risk

The USG ETF may have investment objectives that are less diversified than the overall market and the NAV of the USG ETF may be more volatile than the value of more broadly diversified balanced portfolios and may fluctuate substantially over short periods of time. This may increase the liquidity risk of the USG ETF, which may, in turn, have an effect on the USG ETF' ability to satisfy redemption requests.

Equity Investment Risk

Equities such as common shares give the holder part ownership in a company. The value of an equity security changes with the fortunes of the company that issued it. General market conditions and the health of the economy as a whole can also affect equity prices. Certain securities may be particularly sensitive to general market movements, which may result in a greater degree of price volatility for such securities and in the NAV of the USG ETF that invests in such securities under specific market conditions and over time. Equity related securities that provide indirect exposure to the equity securities of an issuer, such as convertible debentures, can also be affected by equity risk.

Use of Derivative Instruments

The USG ETF may invest in or use derivative instruments for hedging or non-hedging purposes, including futures contracts and forward contracts, from time to time provided that the use of such derivative instruments is in compliance with NI 81-102 and is consistent with the investment objectives and strategy of the USG ETF.

In order to comply with applicable securities legislation, the USG ETF may not be able to fully hedge its exposure at all times. In addition, the USG ETF may use futures or other derivative instruments to gain indirect exposure to one or more of the Constituent Securities. The USG ETF may also use derivative instruments from time to time in accordance with NI 81-102 as described under "Investment Strategies".

The use of derivative instruments 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) no guarantee that hedging to reduce risk will not result in a loss or that there will be a gain; (ii) no guarantee that a market will exist when the USG ETF wants to complete the derivative contract, which could prevent the USG 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 USG ETF from completing the derivative contract; (iv) the USG ETF could experience a loss if the other party to the derivative contract is unable to fulfill its obligations; (v) if the USG ETF has an open position in an option, a futures contract or a forward contract with a dealer or counterparty who goes bankrupt, the USG ETF could experience a loss and, for an open futures or forward contract, 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.

If the USG ETF uses derivative instruments for non-hedging purposes, NI 81-102 requires that the USG ETF hold certain assets and/or cash to ensure that the USG ETF is able to meet its obligations under the derivative contracts and to limit any possible losses that could result from the use of derivative instruments.

There is no assurance that the USG ETF's use of derivatives will be effective. There may be an imperfect historical correlation between the behaviour of the derivative instrument and the underlying investment. Any historical correlation may not continue for the period during which the derivative instrument is used.

Securities Lending, Repurchase and Reverse Repurchase Transaction Risk

The USG ETF is eligible to enter into securities lending, repurchase and reverse repurchase transactions. In a securities lending transaction, the USG ETF lends its securities through an authorized agent to another party (often called a "counterparty") in exchange for a fee and a form of acceptable collateral. In a repurchase transaction, the USG ETF sells its securities for cash through an authorized agent, while, at the same time, it assumes an obligation to repurchase the same securities for cash (usually at a lower price) at a later date. In a reverse repurchase transaction, the USG ETF buys securities for cash while at the same time it agrees to resell the same securities for cash (usually at a higher price) at a later date. Some of the general risks associated with securities lending, repurchase and reverse repurchase transactions include: (i) when entering into securities lending, repurchase and reverse repurchase transactions, the USG ETF is subject to the credit risk that the counterparty may go bankrupt or may default under the agreement and the USG ETF would be forced to make a claim in order to recover its investment; (ii) when recovering its investment on a default, the USG ETF could incur a loss if the value of the 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 USG ETF; and (iii) similarly, the USG 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 USG ETF to the counterparty, plus interest.

Risk of Error in Tracking the Index

The USG ETF will not track exactly the price and yield performance of the applicable Index because the total return generated by the Units will be reduced by the management fee payable to the Manager and transaction costs incurred in adjusting the portfolio of securities held by the USG ETF as well as taxes (including withholding taxes) and other expenses of the USG ETF, whereas such transaction costs and expenses are not included in the calculation of the applicable Index.

Also, deviations in the tracking of the Index by the USG ETF could occur for a variety of reasons, including as a result of certain other securities, such as Underlying Funds, being included in the portfolio of securities held by the USG ETF. It is also possible that the USG ETF's ability to seek to track the price and yield performance of the Index may be impacted due to extraordinary circumstances.

Adjustments to the Basket of Securities necessitated by the rebalancing of or adjustment to an Index could affect the underlying market for Constituent Securities of the applicable Index, which in turn would be reflected in the value of that Index and, accordingly, the USG ETF. Similarly, subscriptions for Units by Designated Brokers and Dealers may impact the market for Constituent Securities of the Index and, accordingly, the USG ETF, as the Designated Broker or Dealer seeks to buy or borrow such securities to constitute Baskets of Securities to deliver to the USG ETF as payment for the Units to be issued.

Index Investment Strategy Risk

The Manager and Portfolio Advisor will "passively manage" the USG ETF by employing an investment strategy of buying and holding, in respect of the USG ETF, a proportionate share of the Constituent Securities of the applicable Index in the same proportion as they are reflected in that Index or to hold other securities, including Underlying Funds, intended to track the price and yield performance of the Index, including by a sampling methodology that is consistent with the investment objective of the USG ETF. In general, if the USG ETF uses a sampling methodology, or certain other securities, to construct its portfolio holdings, then the USG ETF (or class of units of the USG ETF, as applicable) will tend to have greater tracking error to the Index versus the USG ETF that fully tracks the Index. In selecting securities for the USG ETF, the Manager and Portfolio Advisor will not "actively manage" the USG ETF by undertaking any fundamental analysis of the securities it invests in for the USG ETF nor will the Manager or Portfolio Advisor buy nor sell securities for the USG ETF based on the Manager and Portfolio Advisor's market, financial or economic analysis. Because the Manager and Portfolio Advisor will not attempt to take defensive positions in declining markets, the adverse financial condition of an issuer represented in an Index will not necessarily result in the USG ETF ceasing to hold the issuer's securities, unless such securities are removed from the applicable Index.

Rebalancing and Adjustment Risk

Adjustments to Baskets of Securities held by the USG ETF to reflect rebalancing of and adjustments to the Index may depend on the ability of the Manager and the Designated Brokers to perform their respective obligation under the Designated Broker Agreement(s) (defined herein). If a Designated Broker fails to perform, the USG ETF may be required to sell or purchase, as the case may be, Constituent Securities of the Index in the market. If this happens, the USG ETF would incur additional transaction costs and security misweights that would cause the price and yield performance of the USG ETF to deviate more significantly from the price and yield performance of the Index than would otherwise be expected.

Calculation and Termination of the Index Risk

If the computer or other facilities of the Index Provider, index calculation agent or the TSX or other relevant stock exchange malfunction for any reason, calculation of value of the Index and the determination by the Manager of the Prescribed Number of Units and Baskets of Securities may be delayed and trading in Units may be suspended for a period of time.

In the event that the Index Provider ceases to provide the applicable Index or the License Agreement is terminated, the Manager may terminate the relevant USG ETF on 60 days' notice, change the investment objective of the USG ETF, seek to track an alternative index or make such other arrangements as the Manager considers appropriate and in the best interests of Unitholders of the USG ETF in the circumstances.

Currency Exchange Rate Risk

Changes in foreign currency exchange rates may affect the NAV of the USG ETF that holds investments denominated in currencies other than the Canadian dollar. Any exposure that the portfolios of the USG ETF may have to foreign currencies will not be hedged back to the Canadian dollar.

Changes in Law

There can be no assurance that income tax, securities and other laws will not be changed in a manner that adversely affects the USG ETF or the Unitholders. There can be no assurance that Canadian federal income tax laws and the administrative policies and assessing practices of the CRA respecting the treatment of mutual fund trusts, SIFT trusts, an investment in a non-resident trust or an investment by a Registered Plan will not be changed in a manner that adversely affects the USG ETF or the Unitholders.

Taxation of the USG ETF

The USG ETF is subject to certain tax risks generally applicable to Canadian investment funds, including the following.

There can be no assurance that the CRA will agree with the tax treatment adopted by the USG ETF in filing its tax returns and the CRA could reassess the USG ETF on a basis that results either in tax being payable by the USG ETF or in an increase in the taxable component of distributions considered to have been paid to Unitholders. A reassessment by the CRA may result in the USG ETF being liable for unremitted withholding tax on prior distributions to non-resident Unitholders. Such liability may reduce the NAV of, or trading price of, Units of the USG ETF.

If the USG ETF experiences a “loss restriction event” for the purposes of the Tax Act, the taxation year of the USG ETF will be deemed to end which will result in an automatic distribution of income and net capital gain under the terms of the Declaration of Trust so that the USG ETF will not be liable for income tax. In addition, the loss restriction rules that apply generally to corporations will apply to the USG ETF. The provisions of the Tax Act make it less likely that the USG ETF will experience a loss restriction event. Still, it may not be possible for the USG ETF to determine if or when a loss restriction event has occurred. Therefore, there can be no assurances that the USG ETF will not in the future be subject to the loss restriction rules and there can be no assurances regarding when or to whom the distributions resulting from a loss restriction event will be made, or that the USG ETF will not be required to pay tax notwithstanding such distributions.

The USG ETF will be a “SIFT trust” (as defined in the Tax Act) if it holds a “non-portfolio property” (as defined in the Tax Act). If the USG ETF becomes a SIFT Trust, it will generally be subject to tax at Canadian corporate income tax rates on income from a non-portfolio property and net taxable capital gains realized on the disposition of a non-portfolio property. Unitholders who receive distributions from the USG ETF of this income and gain are deemed to receive an eligible dividend from a Canadian corporation for tax purposes. The total of the tax payable by the USG ETF on their non-portfolio earnings and the tax payable by a Unitholder on the distribution of those earnings will generally be more than the tax that would have been payable in the absence of the rules in the Tax Act applicable to a SIFT trust and its investors. The Declaration of Trust requires the USG ETF to restrict its investments and activities so its non-portfolio earnings and thus SIFT tax liability are immaterial; however, no assurance can be given in this regard.

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

The USG ETF is a newly organized ETF with no previous operation history. Although the USG ETF is listed on the TSX, there can be no assurance that an active public market for the Units will be sustained.

Cyber Security Risk

Investment companies, such as the USG ETF, and their service providers may be subject to operational and information security risks resulting from cyber-attacks. Cyber-attacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information or various other forms of cyber security breaches. Cyber-attacks affecting the USG ETF, the Manager or the Portfolio Advisor, Custodian, Registrar and Transfer Agent, intermediaries and other third-party service providers may adversely impact the USG ETF. For instance, cyber-attacks may interfere with the processing of Unitholder transactions, impact the USG ETF’ ability to calculate its NAV, cause the release of private Unitholder information or confidential company information, impede trading, subject the USG ETF to regulatory fines or financial losses, and cause reputational damage. The USG ETF may also incur additional costs for cyber security risk management purposes. Similar types of cyber security risks are also present for issuers of securities in which the USG ETF invest, which could result in material adverse consequences for such issuers, and may cause the USG ETF’ investment in such portfolio companies to lose value.

Cease Trading of Units

Trading of Units on the TSX may be halted by the activation of individual or marketwide "circuit breakers" (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of Units may also be halted if: (i) the Units are delisted from the TSX without first being listed on another exchange; or (ii) TSX officials determine that such action is appropriate in the interest of a fair and orderly market or to protect investors.

Risks Associated with the Residency of the Portfolio Advisor

The Portfolio Advisor is resident outside of Canada and all or a substantial portion of its assets are located outside Canada. As a result, anyone seeking to enforce legal rights against the Portfolio Advisor may find it difficult to do so.

Developed Countries Investments Risk

Investment in a developed country may subject the USG ETF to regulatory, political, currency, security, economic and other risks associated with developed countries. Developed countries generally tend to rely on services sectors (e.g., the financial services sector) as the primary means of economic growth. A prolonged slowdown in services sectors is likely to have a negative impact on economies of certain developed countries, although individual developed country economies can be impacted by slowdowns in other sectors. In the past, certain developed countries have been targets of terrorism. Acts of terrorism in developed countries or against their interests may cause uncertainty in the financial markets and adversely affect the performance of the issuers to which certain USG ETF(s) has exposure. Heavy regulation of certain markets, including labour and product markets, may have an adverse effect on certain issuers. Such regulations may negatively affect economic growth or cause prolonged periods of recession. Many developed countries are heavily indebted and face rising healthcare and retirement expenses. In addition, price fluctuations of certain commodities and regulations impacting the import of commodities may negatively affect developed country economies.

North American Economic Risk

A decrease in imports or exports, changes in trade regulations or an economic recession in any North American country may have a significant economic effect on the entire North American region and on some or all of the North American countries in which the USG ETF invests. The United States is Canada's largest trading and investment partner. The Canadian economy is significantly affected by developments in the U.S. economy. Since the implementation of the North American Free Trade Agreement in 1994 among Canada, the United States and Mexico, total merchandise trade among the three countries has increased. Policy and legislative changes in one country may have a significant effect on North American markets generally, as well as on the value of certain securities held by the USG ETF.

Market Capitalization Risk

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. Large-capitalization companies may also be unable to respond quickly to new competitive challenges, such as changes in technology and consumer tastes.

The securities of mid-capitalization companies may be more vulnerable to adverse issuer, market, political, or economic developments than securities of large-capitalization companies. The securities of mid-capitalization companies generally trade in lower volumes and are subject to greater and more unpredictable price changes than large capitalization stocks or the stock market as a whole. Some medium capitalization companies have limited product lines, markets, financial resources, and management personnel and tend to concentrate on fewer geographical markets relative to large-capitalization companies.

The securities of small-capitalization companies may be more vulnerable to adverse issuer, market, political, or economic developments than securities of larger-capitalization companies. The securities of small-capitalization companies generally trade in lower volumes and are subject to greater and more unpredictable price changes than larger capitalization stocks or the stock market as a whole. Some small capitalization companies have limited product lines, markets, and financial and managerial resources and tend to concentrate on fewer geographical markets relative to larger capitalization companies. There is typically less publicly available information concerning smaller-capitalization companies than for larger, more established companies. Small-capitalization companies also may be particularly sensitive to changes in interest rates, government regulation, borrowing costs and earnings.

Geographic Investment Risk

To the extent that the USG ETF invests a significant portion of its assets in the securities of companies of a single country or region, it is more likely to be impacted by events or conditions affecting that country or region. For example, political and economic conditions and changes in regulatory, tax, or economic policy in a country could significantly affect the market in that country and in surrounding or related countries and have a negative impact on the USG ETF's performance. Currency developments or restrictions, political and social instability, and changing economic conditions have resulted in significant market volatility.

Canada-Specific Risk

Because investments in the minerals, mining and energy industry may be geographically concentrated in Canadian companies or companies that have a significant presence in Canada, investment results could be dependent on the financial condition of the Canadian economy. The Canadian economy is reliant on the sale of natural resources and commodities, which can pose risks such as the fluctuation of prices and the variability of demand for exportation of such products. Changes in spending on Canadian products by the economies of other countries or changes in any of these economies may cause a significant impact on the Canadian economy.

Passive Investment Risk

The USG ETF invests in the securities included in, or representative of, the Index regardless of their investment merit. The USG ETF does not attempt to outperform the Index or take defensive positions in declining markets. As a result, the USG ETF's performance may be adversely affected by a general decline in the market segments relating to the Index. The returns from the types of securities in which the USG ETF invest may underperform returns from the various general securities markets or different asset classes. This may cause the USG ETF to underperform other investment vehicles that invest in different asset classes. Different types of securities (for example, large-, mid- and small-capitalization stocks) tend to go through cycles of doing better – or worse – than the general securities markets. In the past, these periods have lasted for as long as several years.

Costs of Buying or Selling Units

Investors buying or selling Units in the secondary market will pay brokerage commissions or other charges imposed by brokers or dealers, as determined by that broker or dealer. Brokerage commissions are often a fixed amount and may be a significant proportional cost for investors seeking to buy or sell relatively small amounts of Units. In addition, secondary market investors will also incur the cost of the difference between the price at which an investor is willing to buy shares (the "bid" price) and the price at which an investor is willing to sell shares (the "ask" price). This difference in bid and ask prices is often referred to as the "spread" or "bid/ask spread." The bid/ask spread varies over time for shares based on trading volume and market liquidity, and is generally lower if the Units have more trading volume and market liquidity and higher if the Units have little trading volume and market liquidity. Further, a relatively small investor base in the USG ETF, asset swings in the USG ETF and/or increased market volatility may cause increased bid/ask spreads. Due to the costs of buying or selling Units, including bid/ask spreads, frequent trading of Units may significantly reduce investment results and an investment in shares may not be advisable for investors who anticipate regularly making small investments.

Designated Brokers, Market Makers and Liquidity Providers Concentration Risk

The USG ETF has a limited number of financial institutions that may act as Designated Brokers. In addition, there may be a limited number of market makers and/or liquidity providers in the marketplace. To the extent either of the following events occur, Units may trade at a material discount to NAV and possibly face delisting: (i) Designated Brokers exit the business or otherwise become unable to process creation and/or redemption orders and no other Designated Brokers step forward to perform these services, or (ii) market makers and/or liquidity providers exit the business or significantly reduce their business activities and no other entities step forward to perform their functions.

Emerging Markets Risk

Investments in the securities of issuers in emerging market countries involve risks not associated with investments in the securities of issuers in developed countries. Emerging markets can be substantially more volatile, and substantially less liquid, than more developed markets such as Canada. Emerging markets are subject to greater political and economic instability, uncertainty regarding the existence of trading markets and more governmental limitations on foreign investment than more developed markets.

There may be less information publicly available with regard to emerging market issuers and such issuers are not subject to the uniform accounting, auditing and financial reporting standards applicable to Canadian issuers. There may be no single centralized securities exchange on which securities are traded in emerging market countries and the systems of corporate governance to which companies in emerging markets are subject may be less advanced than that to which Canadian issuers are subject, and therefore, shareholders in such companies may not receive many of the protections available to shareholders in Canada. Local securities markets may trade a small number of securities and may be unable to respond effectively to increases in trading volume, potentially making prompt liquidation of holdings difficult or impossible at times.

Securities law in many emerging market countries is relatively new and unsettled. In addition, laws regarding foreign investment in emerging market securities, securities regulation, title to securities and shareholder rights may change quickly and unpredictably. Further, the enforcement of systems of taxation at federal, regional and local levels in emerging market countries may be inconsistent and subject to sudden change.

Depositary Receipt Risk

The U.S. Global GO GOLD and Precious Metal Miners ETF may hold the securities of non-U.S. companies in the form of ADRs and Global Depositary Receipts ("**GDRs**"). ADRs are negotiable certificates issued by a U.S. financial institution that represent a specified number of shares in a foreign stock and trade on a U.S. national securities exchange, such as the New York Stock Exchange. Sponsored ADRs are issued with the support of the issuer of the foreign stock underlying the ADRs and carry all of the rights of common shares, including voting rights. GDRs are similar to ADRs, but may be issued in bearer form and are typically offered for sale globally and held by a foreign branch of an international bank. The underlying issuers of certain depositary receipts, particularly unsponsored or unregistered depositary receipts, are under no obligation to distribute shareholder communications to the holders of such receipts, or to pass through to them any voting rights with respect to the deposited securities. Issuers of unsponsored depositary receipts are not contractually obligated to disclose material information in the U.S. and, therefore, such information may not correlate to the market value of the unsponsored depositary receipt. The underlying securities of the ADRs and GDRs in the U.S. Global GO GOLD and Precious Metal Miners ETF's portfolio are usually denominated or quoted in currencies other than the U.S. Dollar. As a result, changes in foreign currency exchange rates may affect the value of the U.S. Global GO GOLD and Precious Metal Miners ETF's portfolio. In addition, because the underlying securities of ADRs and GDRs trade on foreign exchanges at times when the U.S. markets are not open for trading, the value of the securities underlying the ADRs and GDRs may change materially at times when the U.S. markets are not open for trading, regardless of whether there is an active U.S. market for the shares.

Foreign Investment Risk

The investments in non-Canadian or non-U.S. issuers to which U.S. Global GO GOLD and Precious Metal Miners ETF provides exposure, directly and/or indirectly, may involve unique risks compared to an investment in securities of Canadian or U.S. issuers, including, among others, greater market volatility than that in the prices of Canadian or U.S. securities and less complete financial information than that provided for Canadian or U.S. issuers. In addition, adverse political, economic or social developments could undermine the value of the U.S. Global GO GOLD and Precious Metal Miners ETF's investments or prevent the USG ETF from realizing the full value of its investments. Financial reporting standards for companies based in foreign markets differ from those in Canada and the U.S. Finally, the value of the currency of the country in which the U.S. Global GO GOLD and Precious Metal Miners ETF has invested could decline relative to the value of the Canadian dollar.

Investments in the securities of issuers in foreign countries, particularly emerging market countries, involve risks not associated with investments in the securities of issuers in developed countries. Emerging markets can be substantially more volatile, and substantially less liquid, than more developed markets such as those in Canada. Emerging markets are subject to greater political and economic instability, uncertainty regarding the existence of trading markets and more governmental limitations on foreign investment than more developed markets. There may be less information publicly available with regard to emerging market issuers and such issuers are not subject to the uniform accounting, auditing and financial reporting standards applicable to Canadian issuers. There may be no single centralized securities exchange on which securities are traded in emerging market countries and the systems of corporate governance to which companies in emerging markets are subject may be less advanced than that to which Canadian issuers are subject, and therefore, shareholders in such companies may not receive many of the protections available to shareholders in Canada. Local securities markets may trade a small number of securities and may be unable to respond effectively to increases in trading volume, potentially making prompt liquidation of holdings difficult or impossible at times.

Securities law in many emerging market countries is relatively new and unsettled. In addition, laws regarding foreign investment in emerging market securities, securities regulation, title to securities and shareholder rights may change quickly and unpredictably. Further, the enforcement of systems of taxation at federal, regional and local levels in emerging market countries may be inconsistent and subject to sudden change.

Foreign Markets Risk

Participation in transactions by the U.S. Global GO GOLD and Precious Metal Miners ETF may involve the execution and clearing of trades on or subject to the rules of a foreign market. None of the securities regulatory authorities or Canadian exchanges regulates activities of any foreign markets, including the execution, delivery and clearing of transactions, or has the power to compel enforcement of any rule of a foreign market or any applicable foreign law. Generally, any foreign transaction will be governed by applicable foreign laws. This is true even if the foreign market is formally linked to a Canadian market so that a position taken on a market may be liquidated by a transaction on another market. Moreover, such laws or regulations will vary depending on the foreign country in which the transaction occurs. For these reasons, entities such as the U.S. Global GO GOLD and Precious Metal Miners ETF may not be afforded certain of the protective measures provided by Canadian legislation or Canadian exchanges. In particular, funds received from investors for transactions by the U.S. Global GO GOLD and Precious Metal Miners ETF on foreign exchanges may not be provided the same protection as funds received in respect of transactions by the U.S. Global GO GOLD and Precious Metal Miners ETF on Canadian exchanges.

Mining Industry Risk

The mining industry can be significantly affected by supply and demand, speculation, events relating to international political and economic developments, energy conservation, commodity prices and tax and other government regulations.

Gold and Precious Metals Risk

The U.S. Global GO GOLD and Precious Metal Miners ETF will be sensitive to changes in, and its performance will depend to a greater extent on, the overall condition of the minerals and mining industry. Competitive pressures may have a significant effect on the financial condition of companies in such industry. Also, such companies are highly dependent on the price of certain precious minerals. These prices may fluctuate substantially over short periods of time, so the U.S. Global GO GOLD and Precious Metal Miners ETF's Unit price may be more volatile than other types of investments. The prices of precious minerals rise and fall in response to many factors, including: economic cycles; changes in inflation or expectations about inflation in various countries; interest rates; currency fluctuations; mineral sales by governments, central banks, or international agencies; investment speculation; resource availability; fluctuations in industrial and commercial supply and demand; government regulation of the metals and materials industries; and government prohibitions or restrictions on the private ownership of certain precious and rare metals and minerals. The U.S. Global Go Gold and Precious Metal Miners Index measures the performance of equity securities of Precious Minerals Companies and does not measure the performance of direct investment in previous minerals. Consequently, the U.S. Global GO GOLD and Precious Metal Miners ETF's Unit price may not move in the same direction and to the same extent as the spot prices of precious minerals.

In times of stable economic growth, traditional equity and debt investments could offer greater appreciation potential, and the value of precious minerals may be adversely affected, which could in turn affect the U.S. Global GO GOLD and Precious Metal Miners ETF's returns. The production and sale of precious minerals by governments, central banks, or other large holders can be affected by various economic, financial, social, and political factors, which may be unpredictable and may have a significant impact on the supply and prices of precious minerals. Economic and political conditions in those countries that are the largest producers of precious minerals may have a direct effect on the production and marketing of such minerals and on sales of central bank holdings. Some precious minerals mining operation companies may hedge their exposure to falls in precious minerals prices by selling forward future production, which may result in lower returns during periods when the price of precious minerals increases. The precious minerals industry can be significantly affected by events relating to international political developments, the success of exploration projects, commodity prices, and tax and government regulations. If a natural disaster or other event with a significant economic impact occurs in a region where the companies in which the U.S. Global GO GOLD and Precious Metal Miners ETF invests operate, such disaster or event could negatively affect the profitability of such companies and, in turn, the U.S. Global GO GOLD and Precious Metal Miners ETF investment in them.

Africa-Specific Risk

Because investments in the minerals and mining industry may be geographically concentrated in companies that have a significant presence in Africa, investment results could be dependent on the financial, political, and social climate of the African countries in which these companies operate. The African economy is diverse, and certain African markets are in the early stages of development, with less liquidity and more capital market restrictions compared to developed markets. In addition, many countries in Africa have long histories of political, social, and economic instability and, as a result, have suffered from expropriation and/or nationalization of assets, confiscatory taxation, authoritarian and/or military involvement in governmental decision-making, armed conflict, negative impacts on the economy as a result of civil war, and religious, ethnic and/or socioeconomic unrest and, in certain countries, genocidal warfare. Because African markets are heavily dependent on the exportation of natural resources, they may be negatively impacted by changes in commodity prices. Changes in spending on African products by the economies of other countries or changes in any of these economies may cause a significant impact on the African economy.

Investment Risk Classification Methodology

The methodology used to determine a portfolio's investment risk level for purposes of disclosure in this prospectus is based on the Investment Risk Classification Methodology in NI 81-102 that came into force effective September 1, 2017, as such methodology may be amended and updated from time to time (the "**Methodology**"). The Methodology reflects the view of the Canadian Securities Administrators ("**CSA**") that the most comprehensive, easily understood form of risk in this context is historical volatility risk as measured by the standard deviation of fund performance. However, the Manager and the CSA recognize that other types of risk, both measurable and non-measurable, may exist and we remind you that a portfolio's historical performance may not be indicative of future returns and that a portfolio's historical volatility may not be indicative of its future volatility. There may be times when the Methodology produces a result that the Manager believes is inappropriate in which case the Manager may re-classify a portfolio to a higher risk level, if appropriate.

Based on the Methodology, a portfolio's risk level as described in this document, is determined by calculating its ten-year standard deviation. If a portfolio does not have at least ten years of performance history, a reference index that is expected to reasonably approximate the portfolio's standard deviation is used as a proxy for the ten-year period. Each portfolio is assigned an investment risk level in one of the following categories:

Low – for Portfolios with a standard deviation range of 0 to less than 6;

Low-to-Medium – for Portfolios with a standard deviation range of 6 to less than 11;

Medium – for Portfolios with a standard deviation range of 11 to less than 16

Medium-to-High – for Portfolios with a standard deviation range of 16 to less than 20; and

High – for Portfolios with a standard deviation range of 20 or greater.

The risk ratings set forth in the table below do not necessarily correspond to an investor's risk tolerance assessment. Investors are advised to consult their financial advisor for advice regarding an individual investor's personal circumstances.

Portfolio	Risk Rating
US Global GO GOLD and Precious Metal Miners ETF	Medium

DISTRIBUTION POLICY

Distributions

Cash distributions on Units of the USG ETF will be made on an annual basis, if at all. Cash distributions on Units of the USG ETF are expected to be paid primarily out of dividends or distributions, and other income or gains, received by the USG ETF less the expenses of the USG ETF, but may also consist of non-taxable amounts including returns of capital, which may be paid in the Manager's sole discretion. To the extent that the expenses of the USG ETF exceed the income generated by the USG ETF in any given year, it is not expected that an annual distribution will be paid.

For each taxation year, the USG ETF will ensure that its net income and net realized capital gains have been distributed to Unitholders to such an extent that the USG ETF will not be liable for ordinary income tax thereon. To the extent that the USG ETF has not distributed the full amount of its net income or capital gains in any taxation year, the difference between such amount and the amount actually distributed by the USG ETF will be paid as a "reinvested distribution". Reinvested distributions, net of any required withholding tax, will be reinvested automatically in additional Units at a price equal to the NAV per Unit of the USG ETF and the Units will be immediately consolidated such that the number of outstanding Units of each class following the distribution will equal the number of Units of each class outstanding prior to the distribution. The tax treatment to Unitholders of distributions is discussed under the heading "Income Tax Considerations – Taxation of Holders (other than Registered Plans)".

In addition to the distributions described above, the USG ETF may from time to time pay additional distributions on its Units in accordance with the Declaration of Trust, including without restriction in connection with a special dividend or in connection with returns of capital.

The Manager may, in its sole discretion, change the frequency of cash distributions for the USG ETF, which change will be announced by the Manager in a press release.

A Unitholder who exchanges or redeems Units during the period that begins two business days prior to a Distribution Record Date and ends on and includes that Distribution Record Date will be entitled to receive the distribution that is declared payable to Unitholders of record on that Distribution Record Date. Net income and net realized capital gains may be distributed to Unitholders on the redemption or exchange of Units as part of the redemption or exchange price. Management fee distributions, if any, will be paid first out of the net income and net realized capital gains of the USG ETF and then out of capital. The USG ETF intend to distribute a sufficient amount of its net income and net realized capital gains to Unitholders each year so that the USG ETF will not be liable for ordinary income tax.

The tax treatment to Unitholders of distributions is discussed under the heading "Income Tax Considerations – Taxation of Holders (other than Registered Plans)".

Reinvestment Plan

The USG ETF will adopt a distribution reinvestment plan (the "**Reinvestment Plan**"). Unitholders will, at any time, be able to elect to participate in the Reinvestment Plan by contacting the CDS Participant through which the Unitholder holds its Units. Under the Reinvestment Plan, cash distributions (net of any required withholding tax) will be used to acquire additional Units of the USG ETF (the "**Plan Units**") in the market and will be credited to the account of the Unitholder (the "**Plan Participant**") through CDS in accordance with the terms of the Reinvestment Plan (a copy of which will be available through your broker or dealer) and, if applicable, a distribution reinvestment agency agreement to be entered into between the Manager, on behalf of the USG ETF, and the Plan Agent, as may be amended. The key terms of the Reinvestment Plan will be as described below.

Any eligible Unitholder may enroll in the Reinvestment Plan by notifying the CDS Participant through which the Unitholder holds its Units of such Unitholder's intention to participate in the Reinvestment Plan. Under the Reinvestment Plan, cash distributions will be used to acquire Plan Units in the market and will be credited to the account of the Plan Participant through CDS. The CDS Participant must, on behalf of such Plan Participant, elect online via CDSX no later than 4:00 p.m. (Toronto time) on each applicable Distribution Record Date in respect of the next expected distribution in which the Unitholder wishes to participate. These elections are received directly by the Plan Agent via CDSX. If this election via CDSX is not received by the Plan Agent by the applicable deadline, the Unitholder will not participate in the Reinvestment Plan for that distribution.

Fractional Units

No fractional Plan Units will be purchased under the Reinvestment Plan. Any funds remaining after the purchase of whole Plan Units will be credited to the Plan Participant via its CDS Participant in lieu of fractional Plan Units.

The automatic reinvestment of the distributions under the Reinvestment Plan will not relieve Plan Participants of any income tax applicable to such distributions. See "Income Tax Considerations – Taxation of Holders (other than Registered Plans)".

Amendments, Suspension or Termination of the Reinvestment Plan

Plan Participants may voluntarily terminate their participation in the Reinvestment Plan as of a particular Distribution Record Date by notifying their CDS Participant no later than 4:00 p.m. (Toronto time) at least 2 business days immediately prior to the Distribution Record Date. Plan Participants should contact their CDS Participant to obtain details of the appropriate procedures for terminating their participation in the Reinvestment Plan. The form of termination notice will be available from CDS Participants and any expenses associated with the preparation and delivery of such termination notice will be for the account of the Plan Participant exercising its rights to terminate participation in the Reinvestment Plan. Beginning on the first Distribution Payment Date after such notice is received from a Plan Participant and accepted by a CDS Participant, distributions to such Plan Participant will be made in cash. Any expenses associated with the preparation and delivery of such termination notice will be borne by the Plan Participant exercising its right to terminate participation in the Reinvestment Plan. The Manager may terminate the Reinvestment Plan, in its sole discretion, upon not less than 30 days' notice to: (i) CDS; (ii) the Plan Agent; and (iii) if necessary, the TSX.

The Manager is permitted to terminate the Reinvestment Plan, in its sole discretion, upon not less than 30 days' notice to the Plan Participants and the Plan Agent, subject to any required regulatory approval. The Manager is also permitted to amend, modify or suspend the Reinvestment Plan at any time, in its sole discretion, provided that it complies with certain requirements, and gives notice of such amendment, modification or suspension to the Plan Participants and the Plan Agent, subject to any required regulatory approval, which notice may be given by issuing a press release containing a summary description of the amendment or in any other manner that the Manager determines to be appropriate. Manager reserves the right to regulate and interpret the Reinvestment Plan as it deems necessary or desirable to ensure the efficient and equitable operation of the Reinvestment Plan.

Other Provisions

Participation in the Reinvestment Plan is restricted to Unitholders who are residents of Canada for the purposes of the Tax Act or "Canadian partnerships" as defined in the Tax Act. Immediately upon becoming a non- resident of Canada or ceasing to be a Canadian partnership, a Plan Participant is required to notify his, her or its CDS Participant and terminate participation in the Reinvestment Plan.

The automatic reinvestment of distributions under the Reinvestment Plan does not relieve Plan Participants of any income tax applicable to the distributions. See "Income Tax Considerations".

PURCHASES OF UNITS

Continuous Distribution

Units of the USG ETF re being offered on a continuous basis and there is no maximum number of Units that may be issued. Each Unit of the USG ETF represents an equal beneficial interest in the USG ETF.

Designated Brokers

The Manager, on behalf of the USG ETF, has entered into a designated broker agreement with a Designated Brokers pursuant to which the Designated Broker agrees to perform certain duties relating to the USG ETF including, without limitation: (i) to subscribe for a sufficient number of Units to satisfy the TSX's original listing requirements and when cash redemptions of Units occur as described under "Exchange and Redemption of Units"; (ii) to subscribe for Units on an ongoing basis in connection with the rebalancing of portfolio securities held by the USG ETF; and (iii) to post a liquid two-way market for the trading of Units on the TSX.

The designated broker agreement provides that the Manager may from time to time and, in any event not more than once quarterly, require the Designated Broker to subscribe for Units of the USG ETF for cash in a dollar amount not to exceed 0.30% of the NAV of the USG ETF. The number of Units issued will be the subscription amount divided by the NAV per Unit next determined following the delivery by the Manager of a subscription notice to the Designated Broker. Payment for the Units must be made by the Designated Broker by no later than the third Trading Day after the subscription notice has been delivered.

Dealers

The Manager, on behalf of the USG ETF, has or will enter into various dealer agreements with registered dealers (that may or may not be Designated Brokers) pursuant to which the Dealers may subscribe for Units of the USG ETF.

Issuance of Units

To Designated Brokers and Dealers

Generally, all orders to purchase Units directly from the USG ETF must be placed by Designated Brokers or Dealers. The USG ETF reserves the absolute right to reject any subscription order placed by a Designated Broker or a Dealer. No fees are payable by the USG ETF to a Designated Broker or a Dealer in connection with the issuance of Units. On the issuance of Units and if stated in the applicable designated broker agreement or dealer agreement, the Manager or the USG ETF may charge a fee to a Designated Broker and/or Dealer to offset the expenses incurred in issuing the Units to such Designated Brokers and/or Dealers.

After the initial issuance of Units to the Designated Broker(s) to satisfy the TSX's original listing requirements, on any Trading Day, a Dealer (who may also be a Designated Broker) may place a subscription order for the Prescribed Number of Units (or a whole multiple thereof) of the USG ETF. If a subscription order is received at the Toronto office of the Registrar and Transfer Agent of the USG ETF by the applicable Cut-Off Time on a Trading Day, the USG ETF will issue to the Designated Broker or the Dealer the Prescribed Number of Units (or a whole multiple thereof) based on the NAV per Unit determined on such Trading Day. If a subscription order is not received by the applicable Cut-Off Time on a Trading Day, the subscription order will be deemed to be received only on the next Trading Day.

For each Prescribed Number of Units issued, a Dealer must deliver payment consisting of, in the Portfolio Advisor's discretion: (i) 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 Prescribed Number of Units next determined following the receipt of the subscription order; (ii) cash in an amount equal to the aggregate NAV per Unit of the Prescribed Number of Units 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 Prescribed Number of Units next determined following the receipt of the subscription order.

The Manager will make available to the Designated Brokers and the Dealers information as to the Prescribed Number of Units and the Basket of Securities for the USG ETF for each Trading Day. A copy of such information is also available at the request of a Unitholder, at no cost, by calling 1-888-912-2288. The Manager may, in its discretion, increase or decrease the Prescribed Number of Units from time to time.

To Designated Broker in Special Circumstances

Units may be issued by the USG ETF to Designated Brokers in connection with the rebalancing of and adjustments to the USG ETF or its portfolio as described under "Investment Strategies – Rebalancing and Adjustment" and when cash redemptions of Units occur as described below under "Redemption and Exchange of Units – Redemption of Units in any Number for Cash".

To Unitholders as Reinvested Distributions

Units may be issued by the USG ETF to Unitholders on the automatic reinvestment of certain distributions as described under "Distribution Policy" and "Income Tax Considerations - Taxation of the USG ETF".

Buying and Selling Units

As the Units will be (subject to receiving conditional approval and meeting the TSX's original listing requirements) listed on the TSX, investors may buy or sell Units on any exchange on which the USG ETF trade through registered brokers or dealers in the province or territory where the investor resides. Accordingly, investors may trade Units in the same way as other listed securities on the TSX, including by using market orders and limit orders. Investors may incur customary brokerage commissions in buying or selling Units. The USG ETF issue Units directly to the Designated Brokers and the Dealers. No fees are paid by a Unitholder to the Manager or the USG ETF in connection with the buying or selling of Units on the TSX or other exchanges.

From time to time, as may be agreed by a prospective purchaser and the Designated Brokers and the Dealers, the Designated Brokers and the Dealers may agree to accept Constituent Securities as payment for Units from a prospective purchaser.

Special Considerations for Unitholders

The so-called "early warning" reporting requirements in Canadian securities legislation do not apply in connection with the acquisition of Units of the USG ETF. In addition, the USG ETF has obtained exemptive relief from the securities regulatory authorities to permit Unitholders to acquire more than 20% of the Units of the USG ETF through purchases on the TSX without regard to the takeover bid requirements of applicable Canadian securities legislation, provided that any such Unitholder, and any person acting jointly or in concert with the Unitholder, provides the Manager with an undertaking not to exercise any votes attached to Units that represent more than 20% of the votes attached to all outstanding Units of the USG ETF at any meeting of Unitholders of the USG ETF.

The Units of the USG ETF is, in the opinion of the Manager, index participation units within the meaning of NI 81-102. A mutual fund wishing to invest in Units of the USG ETF should make its own assessment of its ability to do so after careful consideration of the relevant provisions of NI 81-102, including but not limited to whether the Units of the USG ETF should be considered index participation units, as well as the control, concentration and certain of the "fund-of-funds" restrictions. No purchase of Units of the USG ETF should be made solely in reliance on the above statements.

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 the USG ETF at any time during). The Manager shall inform the Registrar and Transfer Agent 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 the USG ETF then outstanding 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 such Units are beneficially held by non-residents and/or partnerships that are not Canadian partnerships, the Manager may send a notice to such non-resident Unitholders and 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.

The Units of the USG ETF is not designed for, or intended to be held by, U.S. persons. If the Manager becomes aware that a U.S. person is a beneficial owner of Units, the Manager may cause the USG ETF to redeem the Units held by such U.S. person at a redemption price equal to the NAV per Unit on the effective day of such redemption.

Notwithstanding the foregoing, the Manager may determine not to take any of the actions described above if the Manager reasonably determines that the failure to take any such action would not adversely impact the status of the USG 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 USG ETF as mutual fund trust for purposes of the Tax Act.

Registration and Transfer through CDS

Registration of interests in, and transfers of, the Units will be made only through the book-entry only system administered by CDS. Units must be purchased, transferred and surrendered for exchange or redemption only through a CDS Participant. All rights of a Unitholder must be exercised through, and all payments or other property to which such Unitholder is entitled will be made or delivered by, CDS or the CDS Participant through which the Unitholder holds such Units. Upon purchase of any Units, the Unitholder will receive only the customary confirmation. All distributions and redemption proceeds in respect of Units will be made or paid initially to CDS, which payments will be forwarded by CDS to the CDS Participants and, thereafter, by such CDS Participants to the applicable Unitholders. References in this prospectus to a Unitholder means, unless the context otherwise requires, the owner of the beneficial interest in such Units.

Neither the USG ETF nor the Manager will have any liability for: (i) any aspect of the records maintained by CDS relating to the beneficial interests in the 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, whether contained in this prospectus or otherwise, or 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 rules governing CDS provide that it acts as the agent and depository for the CDS Participants. As a result, CDS Participants must look solely to CDS and persons, other than CDS Participants, having an interest in the Units must look solely to CDS Participants for payment made by the USG ETF to CDS.

The ability of a Unitholder 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.

The USG ETF has the option to terminate registration of the Units through the book-entry only system, in which case certificates for Units in fully registered form will be issued to Unitholders or to their nominees.

EXCHANGE AND REDEMPTION OF UNITS

Redemption of Units in any Number for Cash

On any Trading Day, Unitholders may redeem Units of the USG ETF in any number for cash at a redemption price per Unit equal to the lesser of (i) 95% of the closing price on the TSX for the Units on the effective day of redemption and (ii) the net asset value per Unit on the effective day of the redemption. Because Unitholders will generally be able to sell Units at the full market price on the TSX through a registered broker or dealer subject only to customary brokerage commissions, Unitholders are advised to consult their brokers, dealers or investment advisors before redeeming their Units for cash. No fees or expenses are paid by a Unitholder to the Manager or the USG ETF in connection with selling Units on the TSX or other exchange.

In order for a cash redemption to be effective on a Trading Day, a cash redemption request in the form prescribed by the Manager from time to time must be delivered through a CDS Participant by 4:00 p.m. (Toronto time) on the prior day to the Registrar and Transfer Agent of the USG ETF at its Toronto office or as the Manager may otherwise direct. If a cash redemption request is received after 4:00 p.m. (Toronto time) on the prior Trading Day, the cash redemption request will be effective only on the next Trading Day. Payment of the redemption price will be made by no later than the third Trading Day after the effective day of the redemption. The cash redemption request forms may be obtained from the Manager.

Unitholders that exercise this cash redemption right during the period that begins two business days prior to a Distribution Record Date and ends on and includes that Distribution Record Date for any distribution will be entitled to receive the applicable distribution in respect of those Units.

In connection with the redemption of Units, the USG ETF will generally dispose of securities or other assets in order to fund the required redemption proceeds. The redemption price paid to a Unitholder may include income and capital gains realized by the USG ETF. The remaining portion of the exchange or redemption price will be proceeds of redemption.

The Manager reserves the right to cause the USG ETF to redeem the Units held by a Unitholder at a price equal to the NAV per Unit on the effective date of such redemption if the Manager believes it is in the best interests of the USG ETF to do so.

Exchange or Redemption of Prescribed Number of Units

On any Trading Day, Unitholders may exchange the Prescribed Number of Units (or a whole multiple thereof) for Baskets of Securities and cash. To effect an exchange of Units, a Unitholder must submit an exchange request in the form prescribed by the Manager from time to time to the Registrar and Transfer Agent of the USG ETF at its Toronto office or as the Manager may otherwise direct by the Cut-Off Time on a Trading Day. The exchange price will be equal to the aggregate NAV per Unit of the Prescribed Number of Units on the effective day of the exchange request, generally payable by delivery of Baskets of Securities (constituted prior to the receipt of the exchange request) and cash. On an exchange, the applicable Units will be redeemed.

Alternatively, but only with the prior consent of the Manager, Unitholders may redeem the Prescribed Number of Units (or a whole multiple thereof) for cash. To effect a redemption of a Prescribed Number of Units (or a whole multiple thereof), a Unitholder must submit a redemption request in the form prescribed by the Manager from time to time to the USG ETF at its head office or as the Manager may otherwise direct by the cut-off time on a Trading Day. The redemption price will be equal to the aggregate NAV per Unit of the Prescribed Number of Units on the effective date of the redemption request, payable by delivery of cash.

If an exchange or redemption request is not received by the applicable time on a Trading Day, the exchange or redemption order will be effective only on the next Trading Day. Settlement of exchanges or redemptions for Baskets of Securities and/or cash, as the case may be, will be made by no later than the third Trading Day after the effective day of the exchange or redemption request.

The Manager will make available to the Designated Brokers and the Dealers information as to the Prescribed Number of Units and the Basket of Securities for the USG ETF for each Trading Day. The Manager may, in its discretion, increase or decrease the Prescribed Number of Units from time to time.

A Unitholder that exchanges or redeems Units during the period that begins two business days prior to a Distribution Record Date and ends on and includes that Distribution Record Date will be entitled to receive the applicable distribution in respect of those Units. The exchange or redemption price paid to a Unitholder may include income and capital gains realized by the USG ETF. The remaining portion of the exchange or redemption price will be proceeds of redemption.

If Constituent Securities or other securities are cease traded at any time by order of a securities regulatory authority or other relevant regulator or stock exchange, the delivery of such securities to a Unitholder on an exchange may be postponed until such time as the transfer of the securities is permitted by law.

Requests for Exchange and Redemption

A Unitholder submitting an exchange or redemption request is deemed to represent to the USG ETF and the Manager that: (i) it has full legal authority to tender the Units for exchange or redemption and to receive the proceeds of the exchange or redemption; and (ii) the Units have not been loaned or pledged and are not the subject of a repurchase agreement, securities lending agreement or a similar arrangement that would preclude the delivery of the Units to the USG ETF. The Manager reserves the right to verify these representations at its discretion. Generally, the Manager will require verification with respect to an exchange or redemption request if there are unusually high levels of exchange or redemption activity or short interest in the USG ETF. If the Unitholder, upon receipt of a verification request, does not provide the Manager with satisfactory evidence of the truth of the representations, the Unitholder's exchange or redemption request will not be considered to have been received in proper form and will be rejected.

Suspension of Exchanges and Redemptions

The Manager may suspend the exchange and/or redemption of Units or the payment of the exchange or redemption price of the USG ETF: (i) during any period when normal trading is suspended on a stock exchange or other market on which securities owned by the USG ETF is listed and traded, if these securities represent more than 50% by value or underlying market exposure of the total assets of the USG ETF, without allowance for liabilities, and if these securities are not traded on any other exchange that represents a reasonably practical alternative for the USG ETF; or (ii) with the prior permission of the securities regulatory authorities. The suspension shall 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 USG ETF shall not accept a subscription order for Units during any period when exchanges and/or redemptions are suspended. 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 the official rules and regulations promulgated by any government body having jurisdiction over the USG ETF, any declaration of suspension made by the Manager shall be conclusive.

Costs Associated with Exchanges and Redemptions

If stated in the applicable designated broker agreement or dealer agreement, the Manager or the USG ETF may charge to Designated Brokers and/or Dealers a fee to offset certain transaction costs associated with the exchange or redemption of Units of the USG ETF by such Designated Brokers and/or Dealers.

Exchange and Redemption of Units through CDS Participants

The exchange and redemption rights described above must be exercised through the CDS Participant through which the owner holds Units. Beneficial owners of Units should ensure that they provide exchange and/or redemption instructions to the CDS Participants through which they hold Units sufficiently in advance of the cut-off times set by CDS Participants to allow such CDS Participants to notify CDS and for CDS to notify the Manager or as the Manager may direct prior to the relevant cut-off time.

Short Term Trading

The Manager does not believe that it is necessary to impose any short-term trading restrictions on the USG ETF at this time, as the USG ETF is exchange-traded funds that are primarily traded in the secondary market.

INCOME TAX CONSIDERATIONS

In the opinion of Wildeboer Dellelce LLP, the following is a summary of the principal Canadian federal income tax considerations under the Tax Act for the USG ETFs and for a prospective investor in a USG ETF that, for the purposes of the Tax Act at all relevant times, is an individual (other than a trust), resident in Canada, holds Units of the USG ETF as capital property, has not entered into, with respect to Units, a “derivative forward agreement” within the meaning of subsection 248(1) of the Tax Act, and is not affiliated and deals at arm’s length with the USG ETF (referred to herein as a “**Holder**”).

This summary is based on the current provisions of the Tax Act and regulations thereunder, all specific proposals to amend the Tax Act that have been publicly announced by the Minister of Finance (Canada) prior to the date of this prospectus, and counsel’s understanding of the current published administrative policies and assessing practices of the CRA. This summary does not take into account or anticipate any other changes in law whether by legislative, administrative or judicial action and it does not take into account provincial, territorial or foreign income tax legislation or considerations, which may differ from the considerations described below.

This summary is of a general nature only and is not exhaustive of all possible income tax considerations. Prospective investors should therefore consult their own tax advisors about their individual circumstances.

This summary is also based on the assumptions that (i) none of the issuers of securities held by the USG ETFs will be a foreign affiliate of the USG ETFs or any Holder, (ii) none of the securities held by the USG ETFs will be a “tax shelter investment” within the meaning of section 143.2 of the Tax Act, (iii) none of the securities held by the USG ETFs will be an interest in a non-resident trust other than an “exempt foreign trust” as defined in section 94 of the Tax Act, (iv) none of the securities held by the USG ETFs will be an interest in a non-resident trust that is deemed to be a controlled foreign affiliate of the USG ETFs for the purposes of the Tax Act, and (v) the USG ETFs will not enter into any arrangement where the result is a dividend rental arrangement for the purposes of the Tax Act.

Status of the USG ETFs

This summary is based on the assumption that each USG ETF will comply at all material times with the conditions prescribed in the Tax Act. Counsel is advised that each USG ETF does not qualify as a “mutual fund trust” for purposes of the Tax Act.

Taxation of the USG ETFs

The USG ETF may pay tax on its net income and net realized capital gains for a year, except to the extent such amounts are distributed to Holders. Losses incurred by the USG ETF cannot be allocated to Holders but may be deducted by the USG ETF in future years in accordance with the Tax Act. The Declaration of Trust requires each USG ETF to distribute a sufficient amount of its net income and net realized capital gains, if any, for each taxation year to Holders so that the USG ETF will not be liable in any taxation year for income tax under Part I of the Tax Act after taking into account any entitlement to a capital gains refund.

The USG ETF currently does not qualify as a “mutual fund trust” under the Tax Act. If the USG ETF does not qualify as a "mutual fund trust", the USG ETF could be subject to tax under Part XII.2 of the Tax Act. Part XII.2 of the Tax Act provides that certain trusts (excluding mutual fund trusts) that have a unitholder who is a "designated beneficiary" will be subject to a special tax on the trust’s "designated income". A designated beneficiary includes a non-resident person and certain tax-exempts in certain circumstances where the tax-exempt person acquires units from another beneficiary. "Designated income" generally includes income from a business carried on in Canada and taxable capital gains from dispositions of "taxable Canadian property". If a USG ETF is subject to tax under Part XII.2, unitholders who are not designated beneficiaries may be entitled to a refund of a portion of the Part XII.2 tax paid by the USG ETF, provided that the USG ETF makes the appropriate designation.

In addition, a USG ETF that does not qualify as a “mutual fund trust” for purposes of the Tax Act may also be subject to alternative minimum tax. To compute income subject to alternative minimum tax, various adjustments are made to a USG ETF’s income, including adjustments with respect to the realized capital gains and dividends from taxable Canadian corporations. Accordingly, such income may affect the USG ETF’s liability for alternative minimum tax.

In addition, a USG ETF will not be entitled to claim the capital gains refund that would otherwise be available to it if it were a “mutual fund trust” throughout the year. If the USG ETF does not qualify as a “mutual fund trust”, the USG ETF may be a "financial institution" for purposes of the "mark-to-market" rules contained in the Tax Act at any time if more than 50% of the fair market value of all interests in the USG ETF are held at that time by one or more financial institutions. The Tax Act contains special rules for determining the income of a financial institution.

Gains or losses realized by a USG ETF on the disposition of securities held by it constitute capital gains or capital losses unless the USG ETF is considered to be trading or dealing in securities, or otherwise carrying on a business of buying and selling securities, or has acquired the securities in a transaction or transactions considered to be an adventure in the nature of trade. The Manager has advised counsel that each USG ETF intends to purchase securities (other than derivative instruments) with the objective of earning dividends and income thereon and will take the position that gains and losses realized on the disposition of its securities (other than gains and losses on certain derivative instruments) are capital gains and capital losses. Generally, a gain and loss from a cash settled option, futures contract, forward contract and other derivative instrument is treated on account of income rather than as a capital gain or loss unless the derivative is used by a USG ETF to hedge a risk on a specific capital asset or group of capital assets held by the USG ETF.

Capital gains realized during a taxation year are reduced by capital losses realized during the year. In certain circumstances, a capital loss realized by a USG ETF may be denied or suspended and, therefore, may not be available to offset capital gains. For example, a capital loss realized by a USG ETF will be suspended if, during the period that begins 30 days before and ends 30 days after the date on which the capital loss was realized, the USG ETF (or a person affiliated with the USG ETF for the purposes of the Tax Act) acquires a property that is the same as or is identical to the particular property on which the loss was realized and owns that property at the end of the period.

A trust, such as a USG ETF, is subject to a "loss restriction event" for the purposes of the Tax Act each time a person or partnership becomes a "majority-interest beneficiary" of the trust for the purposes of the Tax Act, which generally occurs when a beneficiary of the trust and its affiliates have beneficial interests in the trust of more than 50% of the fair market value of the trust. However, no person, partnership or affiliated group will be or become a "majority interest beneficiary" of a USG ETF if the USG ETF qualifies or meets similar conditions as a mutual fund trust and satisfies certain investment diversification restrictions. If a USG ETF experiences a loss restriction event, the taxation year of the USG ETF will be deemed to end and the USG ETF will be deemed to realize its capital losses. Due to the manner in which Units are bought and sold, it may not be possible for a USG ETF to determine if or when a loss restriction event has occurred. Therefore, there can be no assurance that a USG ETF has not or will not in the future be subject to the loss restriction rules and there can be no assurance regarding when distributions resulting from a loss restriction event will be made.

If a loss restriction event occurs, the USG ETF may elect to realize capital gains in order to offset its capital losses and non-capital losses, including undeducted losses from prior years. Any undeducted capital losses and non-capital losses will expire and may not be deducted by the USG ETF in future years. The Declaration of Trust provides for the automatic distribution to Unitholders of a sufficient amount of income and capital gains of the USG ETF for each taxation year (including a taxation year that is deemed to end by virtue of the loss restriction rules) so that the USG ETF will not be liable for ordinary income tax. The Declaration of Trust provides that any such distribution is automatically reinvested in Units of a USG ETF and the Units of the USG ETF are immediately consolidated to the pre-distribution NAV.

Taxation of Holders (other than Registered Plans)

Distributions

For each taxation year, each USG ETF will ensure that its net income and net realized capital gains have been distributed to Holders to such an extent that the USG ETF will not be liable for ordinary income tax thereon. The Manager, on behalf of a USG ETF, may make a distribution a "reinvested distribution" in accordance with the Declaration of Trust. Reinvested distributions, net of any required withholding tax, will be reinvested automatically in additional Units at a price equal to the NAV per Unit of the USG ETF and the Units will be immediately consolidated such that the number of outstanding Units of each class following the distribution will equal the number of Units of each class outstanding prior to the distribution.

A Holder (other than a Registered Plan) is required to include in the calculation of income for tax purposes, the amount of any income, including the taxable portion of any capital gains of a USG ETF, that is paid or payable to the Holder in the year, whether or not such amounts are paid in cash or reinvested in additional Units (including Plan Units acquired under the Reinvestment Plan), including in the case of Holder who receive Management Fee Distributions to the extent they are paid out of net income and net taxable capital gains of the USG ETF. The non-taxable portion of any capital gains of a USG ETF that is paid or payable to the Holder in the year is not included in the Holder's income and, provided the USG ETF makes the appropriate designation on its tax return, does not reduce the adjusted cost base of the Holder's Units of the USG ETF. Any other non-taxable distribution, such as a return of capital, reduces the Holder's adjusted cost base. If the adjusted cost base of the Holder's Units would otherwise be a negative amount, the Holder is deemed to realize a capital gain equal to that amount and the adjusted cost base is nil immediately thereafter.

Each USG ETF intends to designate, to the extent permitted by the Tax Act, the portion of the net income of the USG ETF distributed to Holders that may reasonably be considered to consist of: (i) taxable dividends (including eligible dividends) received or considered to be received by the USG ETF on shares of taxable Canadian corporations; (ii) net taxable capital gains realized or considered to be realized by the USG ETF; and (iii) foreign income and foreign taxes paid on such income. Any amount so designated is deemed for tax purposes to be received or realized by Holders in the year as a taxable dividend, as a taxable capital gain, or as foreign income and foreign taxes paid, respectively. The dividend gross-up and tax credit treatment normally applicable to taxable dividends (including eligible dividends) paid by a taxable Canadian corporation applies to amounts designated as taxable dividends. Capital gains so designated are subject to the general rules relating to the taxation of capital gains described below.

Individuals and certain trusts may be subject to an alternative minimum tax in respect of taxable dividends (including eligible dividends) received or considered to be received from taxable Canadian corporations and realized capital gains.

Disposition of Units

Generally, a Holder (other than a Registered Plan) realizes a capital gain (or loss) on the sale, redemption, exchange or other disposition of a Unit to the extent that the proceeds of disposition (other than the amount representing distributions of net income or capital gains) for the Unit exceed (or are less than) the total of the adjusted cost base to the Holder of the Unit and any reasonable costs of disposition. In general, the adjusted cost base of all Units of a particular USG ETF held by the Holder at a particular time is the total amount paid for all Units of the USG ETF currently and previously held by the Holder (including brokerage commissions paid and the amount of reinvested distributions) plus the value of all Units issued as a distribution of revenue, and is reduced by any distributions of capital and the adjusted cost base of any Units of the USG ETF previously disposed of by the Holder. The adjusted cost base to a Holder of one Unit is the average adjusted cost base of all identical Units owned by the Holder as capital property at that time.

When a Holder disposes of a Unit of a USG ETF on the redemption of the Unit for cash or on the exchange of the Unit for Baskets of Securities and cash, the Holder's proceeds of disposition (other than the amount representing distributions of net income or capital gains) is expected to be an amount equal to the cash received by the Holder plus the fair market value of the Baskets of Securities less any income and capital gain of the USG ETF that is distributed by the USG ETF to the Holder as part of the redemption price or exchange price for the Unit; however, the Holder is advised to confirm this information with the Manager. Any income or capital gains so distributed must be included in the calculation of the Holder's income in the manner described above. For tax purposes, the cost of the securities acquired by the Unitholder on the exchange of the Unit will generally be the fair market value of such securities at that time.

Taxation of Capital Gains and Capital Losses

One-half of any capital gain realized by a Holder (other than a Registered Plan) and the amount of any net taxable capital gains realized or considered to be realized by a USG ETF and designated by the USG ETF in respect of the Holder is included in the Holder's income as a taxable capital gain. One-half of a capital loss may be deducted from taxable capital gains subject to and in accordance with detailed rules in the Tax Act.

Taxation of Registered Plans

A Registered Plan that holds Units of a USG ETF and the holder/annuitant/subscriber of that Registered Plan will generally not be subject to tax on the value of the Units or the income or capital gains distributed by the USG ETF or a gain realized on the disposition of the Units provided the Units are: (i) qualified investments for the Registered Plan; (ii) in the case of certain Registered Plans, not prohibited investments for the Registered Plan and not used in a transaction that constitutes an advantage in relation to the Registered Plan; and (iii) not used as security for a loan.

In the case of a disposition of Units of a USG ETF by a Registered Plan in exchange for a Basket of Securities of a USG ETF or a distribution *in specie* on the termination of a USG ETF, the Registered Plan may receive securities. The securities so received may or may not be qualified investments for the Registered Plan and may or may not be prohibited investments for the Registered Plan. Investors should consult their own tax counsel for advice on whether or not such securities would be qualified investments and not prohibited investments for Registered Plans.

INTERNATIONAL INFORMATION REPORTING

Pursuant to the Intergovernmental Agreement for the Enhanced Exchange of Tax Information under the Canada-U.S. Tax Convention entered into between Canada and the United States (the "**IGA**"), and related Canadian legislation, the USG ETF and the dealers through which Unitholders hold their Units are required to report certain information, including certain financial information (e.g., account balances), with respect to Unitholders who are U.S. residents and U.S. citizens (including U.S. citizens who are residents or citizens of Canada), and certain other "U.S. Persons" as defined under the IGA (excluding Registered Plans), to the CRA. Intermediaries and/or entities that hold Units directly or indirectly may have different disclosure requirements under the IGA. The CRA will then exchange the information with the U.S. Internal Revenue Service pursuant to the provisions of the Canada-U.S. Tax Convention.

In addition, pursuant to rules in the Tax Act implementing the Organisation for Economic Co-operation and Development Common Reporting Standard (the "**CRS Rules**") the USG ETF and the dealer through which Unitholders hold their Units are required under Canadian legislation to identify and report to the CRA certain information, including financial information (e.g., account balances), relating to Unitholders of the USG ETF (other than Registered Plans) who are resident in a country outside Canada or the United States. Such information would be exchanged by the CRA with the countries that have adopted the Common reporting Standard and where such Unitholders are resident.

Since all Units of the USG ETF will be registered in the name of CDS, the USG ETF will not be required to provide information to the CRA with respect to "U.S. reportable accounts". However, the dealers of those Unitholders who are reportable accounts are required to comply with the reporting requirements contained in Part XVIII of the Tax Act, which includes obligations to provide information to the CRA which, in turn, may provide such information to the Internal Revenue Service of the U.S.

ELIGIBILITY FOR INVESTMENT

It is intended that the Units of a USG ETF will at all relevant times be qualified investments for trusts governed by Registered Plans. Provided that the Units of a USG ETF are and continue to be listed on a "designated stock exchange" within the meaning of the Tax Act (which currently includes the TSX) or that a USG ETF qualifies as a mutual fund trust under the Tax Act or is a registered investment under the Tax Act, the Units of the USG ETF will be qualified investment under the Tax Act for Registered Plans.

Notwithstanding the foregoing, the holder of a tax-free savings account ("**TFSA**") or registered disability savings plan ("**RDSP**"), the annuitant under an registered retirement savings plan ("**RRSP**") or registered retirement income fund ("**RRIF**"), or the subscriber of a registered education savings plan ("**RESP**'), may be subject to a penalty tax in respect of securities held by such TFSA, RDSP, RESP, RRSP or RRIF, as the case may be, if such Units of a USG ETF are a "prohibited investment" for such plan trusts for the purposes of the Tax Act. The Units of the USG ETF will not be a "prohibited investment" for trusts governed by a TFSA, RDSP, RESP, RRSP or RRIF unless the holder of TFSA or RDSP, the annuitant under the RRSP or RRIF, or the subscriber of the RESP, as applicable, does not deal at arm's length with the USG ETF for purposes of the Tax Act, or has a "significant interest" as defined in the Tax Act in the USG ETF. Holders, annuitants and subscribers should consult their own tax advisors with respect to whether securities of the USG ETFs would be a prohibited investment as defined in the Tax Act.

Securities received on the redemption of Units of the USG ETFs may not be qualified investments for trusts governed by Registered Plans.

ORGANIZATION AND MANAGEMENT DETAILS OF THE USG ETF

Manager of the USG ETF

Galileo Global Equity Advisors Inc., a registered portfolio manager, investment fund manager and exempt market dealer, is the manager of the USG ETF. The head office of the USG ETF and the Manager is located at 47 Colborne Street, Suite 201, Toronto, Ontario M5E 1P8.

Duties and Services Provided by the Manager

Pursuant to the Management Agreement, the Manager acts as the investment fund manager of the USG ETF and has the exclusive authority to manage the business and affairs of the USG ETF, to make all decisions regarding the business of the USG ETF and to bind the USG ETF. The Manager may delegate certain of its powers to its affiliates and to third parties where, in the discretion of the Manager, it would be in the best interests of the USG ETF to do so. The Manager is responsible for providing, or causing to be provided, management, administrative, portfolio advisory and investment management services to the USG ETF. The Manager's duties include, without limitation:

(i) authorizing the payment of, and paying, the operating expenses incurred on behalf of the USG ETF that are the responsibility of the USG ETF;

(ii) providing office space, facilities and personnel;

(iii) preparing financial statements, financial and accounting information and tax returns as required by the USG ETF;

(iv) 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;

(v) ensuring that the USG ETF comply with regulatory requirements and applicable stock exchange listing requirements;

(vi) preparing the USG ETF' reports, including interim and annual MRFPs, and delivering such reports to Unitholders and the securities regulatory authorities;

(vii) determining the amount of distributions to be made by the USG ETF;

(viii) communicating with Unitholders and calling meetings of Unitholders as required;

(ix) ensuring that the NAV per Unit is calculated and published;

(x) administering the purchase, exchange and redemption of Units;

(xi) negotiating contractual agreements with third party providers of services, including the Designated Brokers, the Dealers, the Custodian, the Registrar and Transfer Agent, the Fund Administrator, the auditor, legal counsel and printers; and

(xii) providing such other managerial and administrative services as may be reasonably required for the ongoing business and administration of the USG ETF.

Details of the Management Agreement

Pursuant to the Management Agreement, the Manager is required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of Unitholders and the USG ETF and, in connection therewith, to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances. The Management Agreement provides that the Manager will not be liable in any way for any default, failure or defect in any of the securities held by the USG ETF if it has satisfied the duties and the standard of care, diligence and skill set forth above. The Manager will incur liability, however, in cases of wilful misconduct, bad faith, breach of the Manager's standard of care or any material breach or default by it of its obligations under the Management Agreement.

The Management Agreement may be terminated by any of the USG ETF or by the Manager upon 60 days' prior written notice. The Manager is deemed to have resigned if it becomes bankrupt or insolvent, if its assets are seized or confiscated by a public or government authority, in the event that it ceases to be resident in Canada for purposes of the Tax Act or if it no longer holds the necessary registrations to enable it to carry out its obligations under the Management Agreement. 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 Management Agreement and such default has not been cured within 30 days after notice of same has been given to the Manager, the Trustee may remove the Manager and appoint a successor manager, subject to any required Unitholder approval.

The Manager is entitled to fees for its services as manager under the Management Agreement as described under "Fees and Expenses – Fees and Expenses Payable by the USG ETF - Management Fee". The Manager and each of its directors, officers, employees and agents (collectively, the "**Indemnified Parties**") are indemnified by the USG ETF 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 one or more Indemnified Parties in the exercise of the Manager's duties as manager. However, none of the Indemnified Parties will be entitled to indemnification under the Management Agreement if the liability, cost or expense results from the Manager's wilful misconduct, bad faith or material breach of its obligations under the Management Agreement or if there has been a failure by the Manager or any person retained by the Manager to meet the standard of care set out in the Management Agreement.

The management services of the Manager under the Management Agreement are not exclusive and nothing in the Management Agreement prevents the Manager from providing similar services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the USG ETF) or from engaging in other activities. See "Conflicts of Interest" below.

Officers and Directors of the Manager of the USG ETF

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

Name and Municipality of Residence	Position with the Manager	Principal Occupation Within Preceding Five Years
Michael Waring Toronto, Ontario	Chief Executive Officer and a Director	Chief Executive Officer and a Director of the Manager. Mr. Waring has over 25 years' experience as an investment manager and investment analyst. Mr. Waring holds BA and MBA degrees and the CFA charter.
Evelyn Foo Toronto, Ontario	President, Chief Compliance Officer, Chief Financial Officer, Chief Operating Officer, Secretary and a Director	Chief Financial Officer of the Manager since May 2009, Secretary of the Manager since March 2010, Chief Operating Officer of the Manager since January 2015, President and Chief Compliance Officer of the Manager since June 2017, and a Director of the Manager since September 2011. Prior thereto, Ms. Foo was with CIBC where she was the Controller for the CIBC family of investment funds. Ms. Foo is a Chartered Professional Accountant.
Frank E. Holmes San Antonio, Texas	Director	Chief Executive Officer of U.S. Global Investors, Inc., an investment management firm principally engaged in managing the U.S. Global Investors Funds, a family of SEC registered mutual funds offered for sale in the United States only. U.S. Global Investors, Inc. is the parent company of U.S. Global Investors (Canada) Ltd., which owns 65% of the issued and outstanding shares of the Manager.

Samuel Palaez Gomez	Chief Investment Officer	Chief Investment Officer of Galileo Global Equity Advisors Inc. since April 2017. Financial Analyst at Galileo Equity Advisors Inc. from August 2015 to March 2017. Graduated from the University of Cambridge Judge Business School in July 2015. Prior to that, Mr. Gomez was a Financial Analyst at U.S. Global Investors, Inc. from January 2013 to August 2014. From September 2012 to December 2012, Mr. Gomez was an Invesment Analyst at Andes Investments Ventures Ltd.

Portfolio Advisor

U.S. Global Investors, Inc. has been retained by the Manager to act as Portfolio Advisor to USG ETF pursuant to the Portfolio Advisory Agreement to provide all portfolio management services to the Manager in respect of the USG ETF. The Portfolio Advisor is a registered investment advisor in the U.S. with offices based in San Antonio, Texas. The Portfolio Advisor also serves as an investment advisor to the U.S. Global Investors Funds, a family of U.S. mutual funds. The Portfolio Advisor is, indirectly, the parent of the Manager.

The name, title and length of service by person employed by the Portfolio Advisor who are principally responsible for providing advice in respect of the USG ETF is as follows:

Name	Position with the Portfolio Advisor	Years with the Portfolio Advisor
Frank E. Holmes	Chief Executive Officer	Since 1989
Ralph P. Aldis	Portfolio Manager	Since 2001

Details of the Portfolio Advisory Agreement

Under the terms of the Portfolio Advisory Agreement, the Portfolio Advisor is responsible for managing and investing the cash and other assets of the USG ETF in accordance with its investment objective, strategies and restrictions and applicable securities legislation. In connection with its services, the Portfolio Advisor identifies and makes all day-to-day investment decisions relating to the securities to be included in each Basket of Securities and the securities to be acquired or sold and, to the extent necessary, executes portfolio transactions. The Portfolio Advisor also negotiates and administers all derivative instruments that the USG ETF may use.

The Portfolio Advisor is required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of the Manager and the USG ETF and, in connection therewith, to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances. The Portfolio Advisory Agreement provides that, so long as the Portfolio Advisor has met its standard of care, it will not be liable for any loss or damage arising directly or indirectly out of any act or omission done or suffered by the Portfolio Advisor in the performance of its duties. The Portfolio Advisor will incur liability, however, where it fails to meet its standard of care, diligence and skill as prescribed by the Portfolio Advisory Agreement.

The Portfolio Advisory Agreement may be terminated by mutual agreement of the Manager and the Portfolio Advisor. In addition, the Portfolio Advisor may terminate the Portfolio Advisory Agreement by written notice to the Manager. The Manager may terminate the Portfolio Advisory Agreement by written notice to the Portfolio Advisor, subject to the prior written consent of the Portfolio Advisor (which consent shall not be unreasonably withheld). If the Portfolio Advisor is no longer permitted under any applicable law to perform its obligations under the Portfolio Advisory Agreement, the Manager may terminate the Portfolio Advisory Agreement immediately upon written notice to the Portfolio Advisor.

If the Portfolio Advisory Agreement is terminated or the Portfolio Advisor resigns, the Manager shall appoint a successor Portfolio Advisor to carry out the applicable portfolio management activities in respect of the USG ETF.

Any successor Portfolio Advisor may be a third party portfolio manager or it may be an affiliate or associate of the Manager.

The Portfolio Advisor is entitled to receive a fee from the Manager for its services under the Portfolio Advisory Agreement.

The portfolio management services of the Portfolio Advisor under the Portfolio Advisory Agreement are not exclusive and the Portfolio Advisory Agreement does not prevent the Portfolio Advisor from providing similar portfolio management services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the USG ETF) or from engaging in other activities. See "Conflicts of Interest" below.

The Manager has agreed that it will be responsible for the investment advice that the Portfolio Advisor provides to the USG ETF and for any losses that the USG ETF may incur if the Portfolio Advisor breaches its standard of care. As the Portfolio Advisor is located in the U.S., and as all or a substantial portion of its assets are located outside of Canada, there may be difficulty enforcing any legal rights against it.

Brokerage Arrangements

Decisions as to the purchase and sale of portfolio securities are made by the Portfolio Advisor and are the ultimate responsibility of the Manager. Decisions as to the execution of all portfolio transactions, including selection of market, dealer or broker and the negotiation, where applicable, of commissions or spreads are made by the Portfolio Advisor. The Portfolio Advisor and the Manager define best execution as "the process of executing securities transactions for clients in such a manner that the client's total cost or proceeds in each transaction is the most favourable under the circumstances".

Factors considered when selecting a broker for a specific transaction may include execution capability, commission rate, willingness to commit capital, anonymity and responsiveness, the nature of the market for the security, the timing or size and type of the transaction, the reputation, experience and financial stability of the broker, the quality of the services rendered in other transactions, financial strength metrics, business continuity and trade settlement capabilities. Best execution does not obligate the Portfolio Advisor to seek the lowest commission rate available on any individual trade, as the rate of commissions is only one component of best execution. A higher commission rate may be determined reasonable in light of the total costs of execution services provided.

The Portfolio Advisor does not currently execute brokerage transactions involving client brokerage commissions of the USG ETF that are directed to a broker-dealer in return for the provision of any good or service by the broker-dealer or a third party.

Conflicts of Interest

The management services of the Manager under the Management Agreement are not exclusive and nothing in the Management Agreement prevents the Manager from providing similar management services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the USG ETF) or from engaging in other activities. The portfolio management services of the Portfolio Advisor under the Portfolio Advisory Agreement are not exclusive and nothing in the Portfolio Advisory Agreement prevents the Portfolio Advisor from providing similar portfolio management services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the USG ETF) or from engaging in other activities.

Investments in securities purchased by the Portfolio Advisor on behalf of the USG ETF and other investment funds managed by the Manager and advised by the Portfolio Advisor will be allocated to the USG ETF and such other investment funds according to trade allocation procedures designed to ensure that no fund is intentionally favoured at the expense of another fund and all aggregated orders are conducted in a fair and equitable manner. These allocation policies include *pro rata* allocation as well as specific procedures for the allocation of partially filled allocated orders.

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

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 Brokers and the Dealers do not perform many of the usual underwriting activities in connection with the distribution by the USG ETF of their Units under this prospectus. Units of the USG ETF do not represent an interest or an obligation of any 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 the USG ETF to such Designated Brokers or Dealers.

One or more registered dealers acts or may act as a Designated Broker, a Dealer and/or a market maker. These relationships may create actual or perceived conflicts of interest that investors should consider in relation to an investment in the USG ETF. In particular, by virtue of these relationships, these registered dealers may profit from the sale and trading of Units. The Designated Broker, as market maker of the USG ETF in the secondary market, may therefore have economic interests that differ from, and may be adverse to, those of Unitholders. Any such registered dealer and its affiliates may, at present or in the future, engage in business with the USG ETF, with the issuers of securities making up the investment portfolio of the USG ETF 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 such registered dealer and its affiliates and the Manager and its affiliates may extend to other activities, such as being part of a distribution syndicate for other funds sponsored by the Manager or its affiliates.

Independent Review Committee

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

The IRC must have all independent members. The Manager considers that an individual is independent if the individual is not a director, officer or employee of any of the Manager, the Portfolio Advisor, an affiliate of the Manager or an affiliate of the Portfolio Advisor. In addition, the individual must be independent of management and free from any interest and any business or other relationship that could, or could reasonably be perceived to, materially interfere with the individual's ability to act with the view to the best interest of the USG ETF.

The members of the IRC are follows:

John Willson (Chair)
Jerry Giroux
Tom Caswell

The IRC has a written charter that sets out its powers, duties and responsibilities. Additionally, pursuant to NI 81-107, the IRC assesses, at least annually, the adequacy and effectiveness of the following:

(i) the Manager's policies and procedures regarding conflict of interest matters;

(ii) any standing instructions that the IRC gave to the Manager for conflict of interest matters related to the USG ETF;

(iii) the compliance of the Manager and the USG ETF with any conditions imposed by the IRC in a recommendation or approval it has provided to the Manager; and

(iv) the independence and compensation of its members, the IRC's effectiveness as a committee and the contribution of each member to the IRC.

The IRC prepares a report for Unitholders, at least annually, of its activities. Such report is made available on the Manager's website at www.galileofunds.ca or, at the request of a Unitholder and at no cost, by calling 1-888-912-2288. A copy will also be available at www.sedar.com.

Each member of the IRC is paid an annual retainer of $10,000 to serve on the IRC. A portion of the retainer and meeting fees paid to each member is allocated to each investment fund managed by the Manager, including the USG ETF, and depends, among other things, on the total number of investment funds managed by the Manager for which such member acted as an IRC member during the fiscal year.

Trustee of the USG ETF

Pursuant to the Declaration of Trust, the Manager is also the trustee of the USG ETF and holds title to the assets of the USG ETF in trust for the Unitholders.

The trustee may resign upon 90 days' notice to Unitholders and the Manager. If the trustee resigns or if it becomes incapable of acting as trustee, the trustee may appoint a successor trustee and its resignation shall become effective upon the acceptance of such appointment by its successor. If no successor has been appointed within 90 days, the USG ETF will be terminated.

The Declaration of Trust provides that the trustee shall act honestly, in good faith and in the best interests of the USG ETF and shall perform its duties to the standard of care that a reasonably prudent person would exercise in the circumstances. In addition, the Declaration of Trust contains other customary provisions limiting the liability of the trustee and indemnifying the trustee in respect of certain liabilities incurred by it in carrying out the trustee's duties.

At any time during which the Manager is the trustee, the Manager will receive no fee in respect of the provision of services as trustee.

Custodian

Canadian Imperial Bank of Commerce, at its principal offices in Toronto, Ontario, is Custodian of the assets of the USG ETF and will hold those assets in safekeeping pursuant to the Custodian Agreement. The Manager or the Custodian may terminate the Custodian Agreement at any time upon 90 days' prior written notice.

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

Auditor

The auditor of the USG ETF is PricewaterhouseCoopers LLP, Chartered Professional Accountants, at its principal offices in Toronto, Ontario. The auditor performs an audit of the USG ETF's annual financial statements and provides an opinion as to whether they present fairly USG ETF' financial position, results of operation, changes in net assets and cash flow. The auditor is independent of the Manager.

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 USG ETF and maintains the register of Unitholders. The register of the USG ETF is kept in Toronto. In addition to maintaining the register, the Registrar and Transfer Agent is also responsible for certain aspects of the day-to-day administration of the USG ETF, including the processing of purchases, redemptions and exchanges of Units.

Promoter

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

Fund Administrator

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

Securities Lending Agent

Canadian Imperial Bank of Commerce, at its principal offices in Toronto, Ontario, may act as the securities lending agent for the USG ETF pursuant to a securities lending authorization agreement (a “**Securities Lending Agreement**”) to be entered into between the Securities Lending Agent and the Manager, in its capacity as manager of the USG ETF. The Securities Lending Agent is independent of the Manager.

Under the Securities Lending Agreement, the collateral posted by a securities borrower to the USG 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 USG ETF, the USG ETF will also benefit from a borrower default indemnity provided by each Lending Agent. The Lending Agent’s indemnity will provide for the replacement of a number of securities equal to the number of unreturned loaned securities.

CALCULATION OF NET ASSET VALUE

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

Valuation Policies and Procedures of the USG ETF

In determining the value of the assets of the USG ETF, securities, other than debt securities valued in accordance with the provisions of the following paragraph, shall be valued at the last sale price or official closing price reported at the Valuation Time on the Valuation Date on the principal stock exchange on which such securities are traded. The value of any securities listed, quoted or traded on a regulated market but acquired or traded at a premium or discount outside of or off the regulated market may be valued taking into account the level of premium or discount at the Valuation Date. If the security is normally quoted, listed or traded on or under the rules of more than one regulated market, the relevant regulated market shall be that which, in the opinion of the Manager, provides the fairest criterion of value for the investment. If a security’s market price is not readily available or does not otherwise accurately reflect the fair value of the security, the security will be valued by another method that the Manager believes will better reflect fair value.

Debt securities traded on a regulated market shall be valued on the basis of valuations provided by a principal market maker or a pricing service, both of which generally utilize electronic data-processing techniques to determine valuations for normal institutional trading units of debt securities without exclusive reliance upon quoted prices.

The value of any investment that is not normally quoted, listed or traded on or under the rules of a regulated market shall be valued at its probable realization value estimated with care by the Manager, in consultation with the Portfolio Advisor, or by a competent person, firm or corporation appointed for such purpose by the Manager in consultation with the Portfolio Advisor.

Units or shares in collective investment schemes or investment funds that are not valued in accordance with the above provisions shall be valued on the basis of the latest available redemption price of such units or shares, after deduction of any redemption charges, as published by the collective investment scheme or investment fund.

Cash deposits and similar investments shall be valued at their face value together with accrued interest unless, in the opinion of the Manager, in consultation with the Portfolio Advisor, any adjustment should be made to reflect the fair value thereof.

Derivative instruments, including interest rate futures contracts and other financial futures contracts that are dealt in on a regulated market, shall be valued at the settlement price as at the Valuation Time as determined by the relevant regulated market, provided that where it is not the practice of the relevant regulated market to quote a settlement price, or if a settlement price is not available for any reason, such instruments shall be valued at their probable realization value estimated with care and in good faith by the Manager, in consultation with the Portfolio Advisor, or by a competent professional person, body, firm or corporation appointed for such purpose by the Manager.

Over-the-counter (OTC) derivatives shall be valued either using the counterparty's valuation or an alternative valuation, including valuation by the Manager or by an independent pricing vendor. OTC derivatives shall be valued at least daily. If using the counterparty's valuation, such valuation must be approved or verified by a party independent of the counterparty on a weekly basis. If using an alternative valuation, the Manager will follow international best practice and adhere to the principles on valuation of OTC instruments established by bodies such as International Organization of Securities Commissions (IOSCO) and Alternative Investment Management Association (AIMA). In the event that the Manager opts to use an alternative valuation, the Manager will use a competent person appointed by the Manager or will use such other method approved by the Manager and such alternative valuation will be reconciled with the counterparty's valuation no less than on a monthly basis. Any significant differences to the counterparty valuation will be promptly investigated and explained. Forward foreign exchange and interest rate swaps that are OTC derivative contracts may be valued in accordance with the preceding provisions or alternatively by reference to freely available market quotations.

Certificates of deposit shall be valued by reference to the latest available sale price for certificates of deposit of like maturity, amount and credit risk at the Valuation Time or, if such price is not available, at the latest bid price or, if such price is not available or is not representative of the value of such certificate of deposit in the opinion of the Manager, at probable realization value estimated with care and in good faith by a competent person approved for the purpose by the Manager. Treasury bills and bills of exchange shall be valued with reference to prices ruling in the relevant markets for such instruments of like maturity, amount and credit risk at the Valuation Time.

The Manager shall be entitled to use the amortized cost method of valuation, whereby investments are valued at their cost of acquisition adjusted for amortization of premium or accretion of discount on the investments rather than at the current market value of the investments. Money market instruments in a non-money market fund may also be valued on an amortized basis.

When it is determined that market quotations either are not readily available or do not accurately reflect the value of a security, the security is priced at its fair value (the amount that the owner might reasonably expect to receive upon the current sale of the security). The USG ETF also will use fair value pricing if the value of a security that it holds has been materially affected by events occurring before the Valuation Time but after the close of the principal exchange or market on which the security is traded. Intervening events might be company-specific (e.g., earnings report or merger announcement) or country-specific or regional/global (e.g., natural disaster, economic or political news, act of terrorism or interest rate change). Intervening events include price movements in U.S. markets that exceed a specified threshold or that are otherwise deemed to affect the value of securities. The Manager shall not have any liability in respect of a price reasonably believed by it to be accurate and indicative of current market value.

Estimated expenses of the USG ETF shall be accrued daily.

The Manager may authorize third parties, including affiliates and the Fund Administrator, to perform some of the valuation functions and references to the Manager in the above valuation principles may, to the extent the Manager authorizes such parties to perform these functions, include these third parties.

Each portfolio transaction is reflected in the calculation of NAV per Unit no later than the calculation of NAV per Unit next made after the date on which the transaction becomes binding. The issue of Units will be reflected in the calculation of NAV per Unit next made after the subscription order for such Units is accepted. The exchange or redemption of Units will be reflected in the calculation of NAV per Unit next made after the exchange request or redemption request is accepted.

Reporting of Net Asset Value

The Manager will publish the NAV and NAV per Unit for the USG ETF following the Valuation Time on the Valuation Date on its website at www.galileofunds.ca.

ATTRIBUTES OF THE UNITS

Description of the Securities Distributed

The USG ETF is authorized to issue an unlimited number of redeemable, transferable Units, each of which represents an equal, undivided interest in the USG ETF.

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 Ontario. The USG ETF will be reporting issuers under the *Securities Act* (Ontario) prior to the initial issuance of Units to the public and the USG ETF is governed by the laws of Ontario by virtue of the provisions of the Declaration of Trust.

Subscriptions

All orders to purchase Units directly from the USG ETF must be placed by Dealers or Designated Brokers. See "Purchases of Units – Issuance of Units".

Certain Provisions of the Units

Each Unit of the USG ETF entitles the owner to one vote at all meetings of Unitholders and is entitled to participate equally with all other Units of the USG ETF with respect to all distributions made by the USG ETF to Unitholders, other than Management Fee Distributions and amounts paid on the exchange or redemption of Units. Units are issued only as fully paid and are non-assessable.

Unitholders will not have any right to vote Constituent Securities held by the USG ETF.

Exchange of Units for Baskets of Securities

On any Trading Day, Unitholders may exchange the Prescribed Number of Units (or a whole multiple thereof) for Baskets of Securities and cash. See "Exchange and Redemption of Units – Exchange or Redemption of Prescribed Number of Units".

Redemption of Units for Cash

On any Trading Day, Unitholders may redeem Units of the USG ETF in any number for cash at a redemption price per Unit equal to the lesser of (i) 95% of the closing price on the TSX for the Units on the effective day of redemption and (ii) the net asset value per Unit on the effective day of the redemption. With the consent of the Manager, Unitholders may also redeem the Prescribed Number of Units (or a whole multiple thereof) for cash at a redemption price equal to the aggregate NAV per Unit. See "Exchange and Redemption of Units – Redemption of Units in any Number for Cash".

Modification of Terms

All rights attached to the Units of the USG ETF 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 the USG ETF or to create a new class or series of units of the USG ETF without notice to existing Unitholders, unless such amendment in some way affects the existing Unitholders' rights or the value of their investment.

UNITHOLDER MATTERS

Meetings of Unitholders

Except as otherwise required by law, meetings of Unitholders of the USG ETF will be held if called by the Manager upon written notice of not less than 21 days, nor more than 50 days, before the meeting.

Matters Requiring Unitholder Approval

Under the Declaration of Trust, Unitholders are entitled to vote on any matter that pursuant to Canadian securities legislation must be submitted to Unitholders for approval. Subject to any exemptive relief that may be obtained, NI 81-102 requires that Unitholders of the USG ETF approve the following:

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

- (a) the USG ETF is at arm's length to the person or company charging the fee or expense;
- (b) the Unitholders have received at least 60 days' prior written notice before the effective date of the change; and
- (c) the right to notice described in (b) is disclosed in the prospectus of the USG ETF;

(ii) the introduction of a fee or expense to be charged to the USG ETF or directly to its Unitholders by the USG ETF or the Manager in connection with the holding of Units of the USG ETF that could result in an increase in charges to the USG ETF or its Unitholders;

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

(iv) any change to the fundamental investment objective of the USG ETF;

(v) the decrease in the frequency of the calculation of NAV per Unit;

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

- (a) the IRC of the USG ETF has approved the change in accordance with NI 81-107;
- (b) the USG ETF is being reorganized with, or its assets are being transferred to, another mutual fund that is subject to NI 81-102 and NI 81-107 and managed by the Manager, or an affiliate of the Manager;
- (c) the Unitholders have received at least 60 days' prior written notice before the effective date of the change;
- (d) the right to notice described in (c) is disclosed in the prospectus of the USG ETF; and
- (e) the transaction complies with certain other requirements of applicable securities legislation; and

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

In addition, the auditor of the USG ETF may not be changed unless the IRC has approved the change and Unitholders have received at least 60 days' prior written notice before the effective date of the change.

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

Amendments to the Declaration of Trust

The trustee 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 USG 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.

Unitholders are entitled to one vote per Unit held on the record date established for voting at any meeting of Unitholders.

Accounting and Reporting to Unitholders

The fiscal year end of the USG ETF is December 31. The USG ETF will deliver or make available to Unitholders: (i) audited comparative annual financial statements; (ii) unaudited interim financial statements; and (ii) annual and interim MRFPs. 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, no later than March 31, information necessary to enable such Unitholder to complete an income tax return with respect to amounts paid or payable by the USG ETF in respect of the preceding taxation year of the USG ETF. The Manager will ensure that the USG 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 the USG ETF. A Unitholder or his, her or its duly authorized representative has the right to examine the books and records of the USG ETF during normal business hours at the offices of the Fund Administrator. 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 USG ETF.

Permitted Mergers

The USG ETF may, without Unitholder approval, enter into a merger or other similar transaction that has the effect of combining the USG ETF with any other investment fund or funds that have investment objectives, valuation procedures and fee structures that are similar to the USG ETF, subject to:

(i) approval of the merger by the IRC;

(ii) compliance with certain merger pre-approval conditions set out in section 5.6 of NI 81-102; and

(iii) written notice being sent to Unitholders at least 60 days before the effective date of the merger.

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

TERMINATION OF THE USG ETF

The USG ETF may be terminated by the Manager on at least 60 days' notice to Unitholders of such termination and the Manager will issue a press release in advance thereof. The Manager may also terminate the USG ETF if the trustee resigns or becomes incapable of acting and is not replaced. Upon such termination, the Constituent Securities, cash and other assets remaining after paying or providing for all liabilities and obligations of the USG ETF shall be distributed *pro rata* among the Unitholders of the USG ETF.

The rights of Unitholders to exchange and redeem Units described under "Exchange and Redemption of Units" will cease as and from the date of termination of the USG ETF.

RELATIONSHIP BETWEEN THE USG ETF AND DEALERS

The Manager, on behalf of the USG ETF, may enter into various continuous distribution dealer agreements with registered dealers (that may or may not be Designated Brokers) pursuant to which the Dealers may subscribe for Units of the USG ETF as described under "Purchases of Units – Issuance of Units".

No Designated Broker or Dealer has been involved in the preparation of this prospectus or has performed any review or any independent due diligence of the contents of this prospectus and, as such, the Designated Brokers and the Dealers do not perform many of the usual underwriting activities in connection with the distribution by the USG ETF of their Units under this prospectus.

PRINCIPAL HOLDERS OF SECURITIES

CDS & Co., the nominee of CDS, is the registered holder of the Units of the USG ETF, which it holds for various brokers and other persons on behalf of their clients and others.

PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD

The Manager has adopted policies and procedures with respect to the exercise of voting rights related to Constituent Securities and other securities held by the USG ETF and has delegated the management and administration of these policies and procedures to the Portfolio Advisor. The Portfolio Advisor on behalf of the USG ETF will vote such proxies in accordance with the proxy policies and procedures described below.

Pursuant to the Manager's policies and procedures, voting rights must be exercised with a view to the best interests of the USG ETF and its Unitholders. The policies and procedures include: (a) a standing policy for dealing with routine matters on which the USG ETF may vote; (b) the circumstances under which the USG ETF will deviate from the standing policy for routine matters; (c) the basis on which, and the manner in which, the USG ETF will determine how to vote or refrain from voting on non-routine matters; and (d) procedures to ensure that securities held in the USG ETF's portfolios are voted in accordance with the policies and procedures. The Portfolio Advisor is required to acknowledge and undertake to observe these policies and procedures.

These policies and procedures are general in nature and cannot contemplate all possible proposals or non-routine matters with which the USG ETF may be presented. Under the Manager's standing policy on routine matters, the routine matters on which the USG ETF may vote include matters such as the election of directors, appointment of auditors, and remuneration of auditors. The Portfolio Advisor will vote with management of the issuer on these routine matters. Non-routine matters generally include all matters that are not specified to be routine, such as corporate restructurings, mergers and acquisitions, proposals affecting shareholder rights, corporate governance and executive compensation. To satisfy the Manager's obligations with respect to these proxy voting policies, the Portfolio Advisor will review relevant documentation available to it, such as research on management performance and corporate governance, and all other factors that it considers relevant.

If a matter on which the USG ETF may vote presents a conflict between the interests of Unitholders and those of the Manager, Portfolio Advisor or any of their affiliates or associates, the matter will be referred to an appropriate independent third party. The USG ETF will be required to vote in a manner consistent with the recommendation of the independent third party, or to refrain from voting on the matter. A copy of these policies and procedures is available at no cost by calling toll-free 1-888-912-2288 or by writing to the Manager at 47 Colborne Street, Suite 201, Toronto, Ontario M5E 1P8. The USG ETF's proxy voting record for the most recent period ended June 30 of each year will be available on the Manager's website at www.galileofunds.ca and will be available at no cost upon request at any time after August 31 of that year.

MATERIAL CONTRACTS

The following contracts can reasonably be regarded as material to purchasers of Units:

(i) Declaration of Trust, as described under the subheading "Organization and Management Details of the USG ETF - Trustee";

(ii) Management Agreement, as described under the subheading "Organization and Management Details of the USG ETF - Details of the Management Agreement";

(iii) Portfolio Advisory Agreement, as described under the subheading "Organization and Management Details of the USG ETF - Details of the Portfolio Advisory Agreement";

(iv) Custodian Agreement, as described under the subheading "Organization and Management Details of the USG ETF - Custodian"; and

(v) the License Agreement described under "Material Contracts – License Agreement".

Copies of the agreements referred to above may be inspected during business hours at the registered office of the Manager.

License Agreement

The Portfolio Advisor has entered into a license agreement, as may be amended from time to time, with the Index Provider (the "**License Agreement**") through which the Manager has sublicensed the right, on and subject to the terms of the License Agreement, to use the U.S. Global Go Gold and Precious Metal Miners Index in connection with the USG ETF, and to use the Index Provider's trade-marks in connection with the Index and the USG ETF. There is no set term of the License Agreement. However, the License Agreement may be terminated in certain circumstances. If the License Agreement is terminated for any reason, the Manager will no longer be able to base the USG ETF on the Index.

The USG ETF is not sponsored, promoted, sold or supported in any other manner by the Index Provider nor does the Index Provider offer any express or implicit guarantee or assurance either with regard to the results of using the Index and/or Index's trademarks or the Index's prices at any time or in any other respect. The Index is calculated and published by the Index Provider. The Index Provider uses its best efforts to ensure that the Index is calculated correctly. The Index Provider has no obligation to point out errors in the Index to third parties including but not limited to investors and/or financial intermediaries of the USG ETF. Neither publication of the Index by the Index Provider nor the licensing of the Index or trademarks for the purpose of use in connection with the USG ETF constitutes a recommendation by the Index Provider to invest capital in the USG ETF nor does it in any way represent an assurance or opinion of the Index Provider with regard to any investment in the USG ETF.

LEGAL AND ADMINISTRATIVE PROCEEDINGS

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

EXPERTS

Wildeboer Dellelce LLP, legal counsel to the USG ETF and the Manager, has provided certain legal opinions on the principal Canadian federal income tax considerations that apply to an investment in the USG ETF by an individual resident in Canada. See "Income Tax Considerations" and "Eligibility for Investment".

PricewaterhouseCoopers LLP, Chartered Professional Accountants, is the auditor of the USG ETF. PricewaterhouseCoopers LLP has advised that it is independent with respect to the USG ETF within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION OF UNITS

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase mutual fund securities offered in a distribution within two (2) business days after receipt of a prospectus and any amendment. In addition, securities legislation in certain of the provinces of Canada provides purchasers of mutual fund securities with a limited right to rescind the purchase within 48 hours after receipt of a confirmation of such purchase. If the purchase of mutual fund securities is made under a contractual plan, the time period during which the right to rescind is exercisable may be longer. In most of the provinces and territories of Canada, the securities legislation further provides a purchaser with remedies for rescission or damages, or, in Québec, revision of the price, if the prospectus and any amendment is not delivered to the purchaser, provided that the remedies for rescission, damages or revision of the price are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory.

Notwithstanding the foregoing, purchasers of securities of the USG ETF will not have the right to withdraw from an agreement to purchase the securities after the receipt of a prospectus and any amendment, and will not have remedies for rescission, damages or revision of the price for non-delivery of the prospectus or any amendment, if the dealer receiving the purchase order has obtained an exemption from the prospectus delivery requirement under a decision pursuant to NP 11-203. However, purchasers of securities of the USG ETF will, in the applicable provinces of Canada, retain their right under securities legislation to rescind their purchase within 48 hours (or, if purchasing under a contractual plan, such longer time period as applicable) after the receipt of a confirmation of purchase.

In several of the provinces and territories of Canada, the securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus, together with any amendment to the prospectus, contains a misrepresentation, provided that such remedies are exercised by the purchaser within the time limits prescribed by the securities legislation of the purchaser's province or territory. Any remedies under securities legislation that a purchaser of securities may have for rescission or damages, if the prospectus and any amendment to the prospectus contains a misrepresentation, remain unaffected by the non-delivery of the prospectus pursuant to reliance by a dealer upon the decision referred to above.

However, the Manager has obtained exemptive relief from the requirement in securities legislation to include an underwriter's certificate in the prospectus under a decision pursuant to NP 11-203. As such, purchasers of securities of the USG ETF will not be able to rely on the inclusion of an underwriter's certificate in the prospectus or any amendment for the statutory rights and remedies that would otherwise have been available against an underwriter that would have been required to sign an underwriter's certificate.

Purchasers should refer to the applicable provisions of the securities legislation and the decisions referred to above for the particulars of their rights or consult with a legal advisor.

DOCUMENTS INCORPORATED BY REFERENCE

During the period in which the USG ETF is in continuous distribution, additional information will be available in:

(i) the most recently filed comparative annual financial statements of the USG ETF, together with the accompanying report of the auditor;

(ii) any interim financial statements of the USG ETF filed after the most recently filed comparative annual financial statements of the USG ETF;

(iii) the most recently filed annual MRFP of the USG ETF;

(iv) any interim MRFP of the USG ETF filed after that most recently filed annual MRFP of the USG ETF; and

(v) the most recently filed ETF Summary Document of the USG ETF.

These documents will be incorporated by reference into this prospectus, which means that they legally form part of this prospectus just as if they were printed as part of this prospectus. These documents may be obtained upon request, at no cost, by calling 1-877-410-7275, or by contacting a registered dealer. These documents and other information about the USG ETF is also available from the Manager's website at www.galileofunds.ca and are publicly available at www.sedar.com. Any documents set forth above, if filed by the USG ETF after the date of this prospectus and before the termination of distribution of the USG ETF, are deemed to be incorporated by reference in this prospectus.

CERTIFICATE OF THE USG ETF, THE TRUSTEE, MANAGER AND PROMOTER

Dated: July 24, 2018

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 British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut.

GALILEO GLOBAL EQUITY ADVISORS INC.
as trustee and manager of the USG ETF

Chief Executive Officer

Chief Financial Officer

On behalf of the Board of Directors of
GALILEO GLOBAL EQUITY ADVISORS INC.

Director

Director

Director

GALILEO GLOBAL EQUITY ADVISORS INC.
as promoter of the USG ETF

Chief Executive Officer