

AMENDMENT NO. 1 dated June 2, 2026 to the prospectus dated August 15, 2025.

PURPOSE INVESTMENTS

PURPOSE SPACEX (SPCX) YIELD SHARES ETF (formerly, Purpose Manulife (MFC) Yield Shares ETF) (the “Fund”)

This amendment no. 1 dated June 2, 2026 (the “**Amendment**”) to the prospectus of the Fund dated August 15, 2025 (the “**Prospectus**”) provides certain additional information relating to the Fund, and the Prospectus, with respect to the Fund, should be read subject to this information.

Capitalized terms used in this Amendment but not defined have the meanings attributed thereto in the Prospectus.

Amendments

The Prospectus is hereby amended as follows:

- (a) The first reference to “Purpose Manulife (MFC) Yield Shares ETF” on the cover page is hereby deleted and replaced with the following:

“Purpose SpaceX (SPCX) Yield Shares ETF (formerly, Purpose Manulife (MFC) Yield Shares ETF)”.
- (b) Each reference to “Purpose Manulife (MFC) Yield Shares ETF” other than the first reference to the name of the Fund on the cover page is hereby deleted and replaced with a reference to “Purpose SpaceX (SPCX) Yield Shares ETF”.
- (c) The third paragraph on page (iii) of the cover page is hereby deleted and replaced with the following:

“The Purpose SpaceX (SPCX) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Space Exploration Technologies Corp. (“SpaceX”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of SpaceX) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.”.
- (d) Each reference to “Canadian (CAD) Public Issuer” is deleted and replaced with a reference to “Specified Public Issuer”.
- (e) Each reference to “Manulife” is hereby deleted and replaced with a reference to “SpaceX”.
- (f) Each reference to “common shares of Manulife” is hereby deleted and replaced with a reference to “class A common stock of SpaceX”.
- (g) Each reference to “MFCY” is hereby deleted and replaced with a reference to “SPXY”.
- (h) The second sentence of the first paragraph under the heading “Public Information” is hereby deleted and replaced with the following:

“In particular, the description of the business of each Specified Public Issuer was obtained from public filings made with its applicable securities regulatory authority in Canada or the U.S. as applicable.”.

- (i) The fourth paragraph under the heading “Public Information” is hereby deleted and replaced with the following:

“Additional information regarding the Specified Public Issuers is available electronically through its continuous disclosure documents filed on the System for Electronic Data Analysis and Retrieval + (“SEDAR+”) at www.sedarplus.ca or Electronic Data Gathering, Analysis and Retrieval (“EDGAR”) at www.sec.gov/edgar. Except as otherwise noted herein, information regarding each of the Specified Public Issuers was derived from its continuous disclosure documents filed on SEDAR+ or EDGAR, as applicable. More comprehensive financial and other information regarding the Specified Public Issuers is contained in such reports and other documents of the Specified Public Issuers available on SEDAR+ or EDGAR, as applicable, and the disclosure contained in this prospectus is qualified by reference to such reports and other documents and all other financial information and notes contained therein.”.

- (j) The definition “Canadian (CAD) Public Issuer” under the heading “Glossary” is hereby deleted and replaced with the following:

“**Specified Public Issuer** means (a) a public company (i) that is incorporated in Canada, (ii) whose Portfolio Securities are listed on a “recognized exchange” as defined in National Instrument 21-101 *Marketplace Operations*., (iii) that has an average market capitalization in excess of C\$20 billion in the month before the date that Shares of the relevant Purpose Fund are listed on the Exchange; and (iv) whose Portfolio Securities have an average daily trading volume in the month before the date that the Shares of the relevant Purpose Fund are listed on the Exchange in excess of C\$75 million (collectively, the “**Canadian (CAD) Public Issuer Requirements**”) or (b) a public company (i) that is both incorporated and headquartered in a Specified Jurisdiction; (ii) that has a market capitalization in excess of C\$25 billion (or its equivalent in the currency in which the Portfolio Securities are listed for trading) on the date that the ETF Securities are listed on the Exchange; (iii) whose Portfolio Securities are listed on a primary trading market in the Specified Jurisdiction, not suspended or subject to any cease-trade order or trading halt on the trading day immediately prior to the date that the Shares are listed on the Exchange and are not listed for trading on a stock exchange in Canada; (iv) whose public disclosure documents are available in the English language and (v) (A) whose Portfolio Securities have an average daily trading volume in the month before the date that the Shares are listed on the Exchange or on the date acquired by the Purpose Fund in excess of C\$125 million (or its equivalent in the currency in which the Portfolio Securities are listed for trading) or (B) that has a market capitalization in excess of C\$50 billion (or its equivalent in the currency in which the Portfolio Securities are listed for trading) on the date that the Shares are listed on the Exchange and the gross proceeds of whose initial public offering are expected to exceed, C\$1 billion (or its equivalent in the currency in which the Portfolio Securities are listed for trading) (collectively, the “**U.S. Public Issuer Requirements**”), as applicable.”.

- (k) The following paragraph is added immediately following paragraph (d) under the heading “Exemptions and Approvals”:

“(e) permit the Purpose Funds to purchase and hold securities of a Specified Public Issuer or enter into a specified derivatives transaction even though, immediately after the transaction more than 20% of the NAV of the Purpose Fund would be invested, directly or indirectly, in securities of such Specified Public Issuer provided that: (i) any purchase of publicly traded securities of the Specified Public Issuer are in accordance with the investment objectives of the Purpose Fund, (ii) at the time of purchase of publicly traded securities of the Specified Public Issuer the publicly traded securities of such Specified Public Issuer satisfy the U.S. Public Issuer Requirements; and (iii) the Purpose Fund will not purchase publicly traded securities of the Specified Public Issuer or enter into any transaction to obtain indirect exposure to the publicly traded securities of the Specified Public Issuer if the Purpose Fund would, as a result of such purchase, become an insider of the Specified Public Issuer.”.

- (l) The following definition is added immediately above the definition “Tax Act” under the heading “Glossary”:

“***Specified Jurisdiction*** means each of Denmark, France, Germany, Japan, Luxembourg, Norway, Spain, Sweden, Switzerland, The United Kingdom of Great Britain and Northern Ireland or the United States of America.”.

- (m) The last paragraph of the subheading “Prospectus Summary – Investment Objectives” is hereby deleted and replaced with the following:

“Purpose SpaceX (SPCX) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Space Exploration Technologies Corp. (“SpaceX”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of SpaceX) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.”.

- (n) The sixth last paragraph under the subheading “Prospectus Summary – Investment Strategies” is hereby deleted and replaced with the following:

“In order to achieve its investment objectives, the Purpose SpaceX (SPCX) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in class A common stock of SpaceX.”.

- (o) The last paragraph under the heading “Investment Objectives” is hereby deleted and replaced with the following:

“Purpose SpaceX (SPCX) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Space Exploration Technologies Corp. (“SpaceX”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of SpaceX) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.”.

- (p) The sixth last paragraph under the heading “Investment Strategies” is hereby deleted and replaced with the following:

“In order to achieve its investment objectives, the Purpose SpaceX (SPCX) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in class A common stock of SpaceX.”.

- (q) The last subsection under the heading “Overview of the Sectors in Which the Purpose Funds Invest” is hereby deleted and replaced with the following:

“The Purpose SpaceX (SPCX) Yield Shares ETF invests in class A common stock of SpaceX. See “Investment Objectives – Purpose SpaceX (SPCX) Yield Shares ETF” and “Investment Strategies – Purpose SpaceX (SPCX) Yield Shares ETF”. SpaceX is a corporation existing under the laws of the State of Texas, with its principal offices in Starbase, Texas. SpaceX has applied to list its class A common stock on the Nasdaq which are anticipated to trade on the Nasdaq under the symbol “SPCX” (subject to satisfying the exchange’s original listing requirements).”.

SpaceX is an aerospace manufacturer and space transportation company, founded by Elon Musk in 2002. SpaceX designs, manufactures, launches and operates products and services built on cutting-edge technologies, including the world’s most advanced rockets and spacecraft.

The following table provides key balance sheet information for SpaceX for the twelve months ended December 31, 2025.

	<u>December 31, 2024</u>	<u>December 31, 2025</u>
	<u>(in millions)</u>	
Cash and cash equivalents	\$11,385	\$24,747
Total assets	\$102,094	\$92,079
Total liabilities	\$50,754	\$31,258
Total liabilities and equity	\$102,094	\$92,079

Source: SpaceX, Form S-1 filed with the U.S. Securities and Exchange Commission on May 20, 2026.

SpaceX has applied to list its class A common stock on the Nasdaq under the symbol “SPCX”.

- (r) The last row of the table under the heading “Distribution Policy” is hereby deleted and replaced with the following:

SPXY	Purpose SpaceX (SPCX) Yield Shares ETF	\$0.35
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- (s) The following risk factor is added under the heading “Risk Factors”:

“Underlying Issuer Risk” the Purpose SpaceX (SPCX) Yield Shares ETF will seek to purchase and hold class A common stock of SpaceX. SpaceX has filed a preliminary prospectus with the U.S. Securities and Exchange Commission for an initial public offering of its class A common stock and has applied to list its class A common stock on the Nasdaq. The initial public offering of SpaceX is anticipated to be the largest initial public offering in history to date. Given the heightened demand for class A common stock of SpaceX, it may be difficult for Purpose SpaceX (SPCX) Yield Shares ETF to purchase a sufficient number of class A common stock to fully meet investor demand for its Shares. In the event that the Purpose SpaceX (SPCX) Yield Shares ETF is unable to purchase a sufficient number of class A common stock, the fund may not be able to achieve its investment objectives. Additionally, the trading price of SpaceX’s class A common stock may be subject to heightened volatility in the period immediately following its initial public offering. The volatility of trading prices may be driven by a number of factors, including significant demand for the class A common stock relative to available supply, speculative trading activity, the absence of an established trading history and/or market uncertainty regarding the valuation of SpaceX and may be more pronounced than the volatility of the trading prices that would be expected of more seasoned public companies.”.

What are your legal rights?

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

For more information, please refer to the securities legislation of your province or territory for the particulars of these rights or consult with a legal advisor.

CERTIFICATE OF THE FUND AND THE MANAGER AND PROMOTER

Dated: June 2, 2026

The prospectus dated August 15, 2025, as amended by this amendment no. 1 dated June 2, 2026, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada.

**PURPOSE INVESTMENTS INC.
as manager of the Fund**

(signed) "Som Seif"
SOM SEIF
Chief Executive Officer

(signed) "Tyler Meyrick"
TYLER MEYRICK
Chief Financial Officer

On behalf of the Board of Directors

(signed) "Som Seif"
SOM SEIF
Director

(signed) "Tyler Meyrick"
TYLER MEYRICK
Director

(signed) "Vladimir Tasevski"
VLADIMIR TASEVSKI
Director

**PURPOSE INVESTMENTS INC.
as promoter of the Fund**

(signed) "Som Seif"
SOM SEIF
Chief Executive Officer

CERTIFICATE OF PURPOSE FUND CORP. (ON BEHALF OF THE FUND)

Dated: June 2, 2026

The prospectus dated August 15, 2025, as amended by this amendment no. 1 dated June 2, 2026, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada.

(signed) "Som Seif"
SOM SEIF
Chief Executive Officer

(signed) "Tyler Meyrick"
TYLER MEYRICK
Chief Financial Officer

On behalf of the Board of Directors

(signed) "Jean M. Fraser"
JEAN M. FRASER
Director

(signed) "Randall C. Barnes"
RANDALL C. BARNES
Director

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

PROSPECTUS

Initial Public Offering

August 15, 2025

Purpose

I N V E S T M E N T S

Purpose RBC (RY) Yield Shares ETF
Purpose Enbridge (ENB) Yield Shares ETF
Purpose TD (TD) Yield Shares ETF
Purpose Shopify (SHOP) Yield Shares ETF
Purpose Canadian Natural Resources (CNQ) Yield Shares ETF
Purpose Scotiabank (BNS) Yield Shares ETF
Purpose CIBC (CM) Yield Shares ETF
Purpose BMO (BMO) Yield Shares ETF
Purpose Dollarama (DOL) Yield Shares ETF
Purpose TELUS (T) Yield Shares ETF
Purpose Couche-Tard (ATD) Yield Shares ETF
Purpose National Bank (NA) Yield Shares ETF
Purpose Brookfield (BN) Yield Shares ETF
Purpose Canadian National Railway (CNR) Yield Shares ETF
Purpose Manulife (MFC) Yield Shares ETF

This prospectus qualifies for distribution exchange-traded shares (“**Shares**”) of the funds listed above (the “**Purpose Funds**” and each, a “**Purpose Fund**”). Each Purpose Fund is a class of shares of Purpose Fund Corp. (the “**Company**”), a mutual fund corporation established under the laws of the Province of Ontario. The authorized capital of the Company includes an unlimited number of classes of non-cumulative, redeemable, non-voting shares. Each such class of shares is a separate investment fund having specific investment objectives and is specifically referable to a separate portfolio of investments. Each Purpose Fund is a separate reporting issuer under Canadian securities laws.

The Purpose RBC (RY) Yield Shares ETF is an investment fund that seeks to provide the holders of Shares (“**Shareholders**”) with (i) long-term capital appreciation through purchasing and holding common shares of Royal Bank of Canada (“**RBC**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of RBC) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Enbridge (ENB) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Enbridge (“**Enbridge**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Enbridge) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose TD (TD) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of The Toronto-Dominion Bank (“**TD**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of TD) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Shopify (SHOP) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i)

long-term capital appreciation through purchasing and holding Class A subordinate voting shares of Shopify Inc. (“**Shopify**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase Class A subordinate voting shares of Shopify) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Canadian Natural Resources (CNQ) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Canadian Natural Resources Limited (“**CNRL**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of CNRL) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Scotiabank (BNS) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of The Bank of Nova Scotia (“**Scotiabank**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Scotiabank) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose CIBC (CM) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Canadian Imperial Bank of Commerce (“**CIBC**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of CIBC) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose BMO (BMO) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Bank of Montreal (“**BMO**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of BMO) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Dollarama (DOL) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Dollarama Inc. (“**Dollarama**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Dollarama) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose TELUS (T) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of TELUS Corporation (“**TELUS**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of TELUS) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Couche-Tard (ATD) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Alimentation Couche-Tard Inc. (“**Couche-Tard**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Couche-Tard) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose National Bank (NA) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of National Bank of Canada (“**NB**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of NB) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Brookfield (BN) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Brookfield Corporation

(“**Brookfield**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Brookfield) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Canadian National Railway (CNR) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Canadian National Railway Company (“**CN Railway**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of CN Railway) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Manulife (MFC) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Manulife Financial Corporation (“**Manulife**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Manulife) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

See “Investment Objectives”.

The Purpose Funds are alternative mutual funds within the meaning of National Instrument 81-102 – *Investment Funds* (“**NI 81-102**”). The Purpose Funds have the ability to invest in asset classes and use investment strategies that are not permitted for conventional mutual funds. While these strategies will be used in accordance with the Purpose Fund’s investment objectives and strategies, during certain market conditions, they may accelerate the pace at which your investment decreases in value. The Purpose Funds are subject to restrictions and practices contained in Canadian securities legislation applicable to alternative mutual funds, including NI 81-102, and are managed in accordance with these restrictions, except as otherwise permitted by exemptions provided by Canadian securities regulatory authorities. See “Investment Strategies”.

Purpose Investments Inc. (the “**Manager**” or “**Purpose**”) is manager, portfolio manager and promoter of the Purpose Funds and is responsible for the administration of the Purpose Funds. See “Organization and Management Details”.

The Shares of the Purpose Funds have been conditionally approved for listing on the Cboe Canada Inc. (the “**Exchange**”). Subject to meeting the Exchange’s original listing requirements in respect of the Purpose Funds, the Shares of the Purpose Funds will be listed on the Exchange and offered on a continuous basis, and an investor will be able to buy or sell such Shares on the Exchange through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling the Shares. See “Purchases of Shares – Offering and Continuous Distribution”.

Shares of the Purpose Funds are being issued and sold on a continuous basis. See “Overview of the Legal Structure of the Purpose Funds”. **No underwriter has been involved in the preparation of this prospectus or has performed any review of the contents of the prospectus.**

For a discussion of the risks associated with an investment in Shares of the Purpose Funds, see “Risk Factors”.

In the opinion of legal counsel to the Purpose Funds and the Manager, provided that the Shares of the Purpose Funds are listed on the Exchange or that the Company qualifies as a mutual fund corporation or is otherwise a registered investment within the meaning of the *Income Tax Act* (Canada), the Shares of the Purpose Funds will be qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered disability savings plans, registered education savings plans, first home savings accounts and tax-free savings accounts. See “Eligibility for Investment”.

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

Additional information about the Purpose Funds is or will be available in the most recently-filed annual financial statements, any interim financial statements filed after the most recent annual financial statements, the most recently-filed annual management report of fund performance (“**MRFP**”), any interim MRFP filed after the most recently-filed

annual MRFP and the most recently-filed ETF Facts for the Purpose Funds. These documents are or will be incorporated by reference into, and legally form an integral part of, this prospectus. See “Documents Incorporated by Reference”.

Before investing in shares of the Purpose Funds, investors should consider their ongoing obligations with respect to insider trading, insider reporting, and take-over bids under the *Securities Act* (Ontario) (the “Act”) or other relevant securities legislation (including National Instruments and as explained in National Policies. Securities regulators may take the view that these provisions extend to the purchase and sale of Shares of the Purpose Funds that invest in securities of a single issuer, including on a look-through basis. See “Investment Strategies – Insider Trading, Insider Reporting and Take-over Bid Requirements” for further information.

PUBLIC INFORMATION

All information contained in this prospectus with respect to the Constituent Securities (as defined herein) of the Canadian (CAD) Public Issuers (as defined herein) was obtained from public sources that the Manager believes to be reliable, including the filings made with securities regulators, and other public sources made available by the applicable Canadian (CAD) Public Issuer. In particular, the description of the business of each Canadian (CAD) Public Issuer was obtained from its filings made with the securities commissions in certain provinces and territories of Canada. **The Manager has not independently verified the accuracy or completeness of any such information and makes no representation regarding the accuracy or completeness of such information.** The Canadian (CAD) Public Issuers have not participated in the preparation of this prospectus, do not take any responsibility or assume any liability with respect to the accuracy or completeness of any information contained herein and makes no representation regarding the advisability of purchasing the Purpose Funds.

The issuance of Shares of the Purpose Funds hereunder is not a financing for the benefit of the Canadian (CAD) Public Issuers or any insiders of the Canadian (CAD) Public Issuers, nor will the Canadian (CAD) Public Issuers receive any proceeds from the offering and sale of the Shares of the Purpose Funds hereunder. The Canadian (CAD) Public Issuers have not participated in the preparation of this prospectus, do not take any responsibility or assume any liability with respect to the accuracy or completeness of any information contained herein, assume no obligation or responsibility to update the information regarding the Canadian (CAD) Public Issuer contained in this prospectus and make no representation regarding the advisability of purchasing the Shares of the Purpose Funds offered hereunder.

The Manager's employees involved in the structuring of and the decision to offer Shares of the Purpose Funds pursuant to this prospectus are not privy to any non-public information regarding the Canadian (CAD) Public Issuers.

Additional information regarding the Canadian (CAD) Public Issuers is available electronically through its continuous disclosure documents filed on SEDAR+, the System for Electronic Data Analysis and Retrieval + ("SEDAR+") at www.sedarplus.ca. Except as otherwise noted herein, information regarding each of the Canadian (CAD) Public Issuers was derived from its continuous disclosure documents filed on SEDAR+. More comprehensive financial and other information regarding the Canadian (CAD) Public Issuers is contained in such reports and other documents of the Canadian (CAD) Public Issuers available on SEDAR+ and the disclosure contained in this prospectus is qualified by reference to such reports and other documents and all other financial information and notes contained therein.

Investors and their financial advisors are strongly urged to review these documents before investing in Shares of the Purpose Funds. The Purpose Funds have had no access to any information about the Canadian (CAD) Public Issuers other than the information contained in the Canadian (CAD) Public Issuer's continuous disclosure documents and any other publicly available information about the Canadian (CAD) Public Issuers. Further, the Manager has not had an opportunity to verify the accuracy or completeness of any information contained in the Canadian (CAD) Public Issuer's continuous disclosure documents or such other publicly available information to determine if any such materials contain a misrepresentation, as defined in applicable securities laws. Each Purpose Fund will derive its value primarily from the value of the shares of the Canadian (CAD) Public Issuers held in its portfolio and investors and their financial advisors need to form a view of the merits of an indirect investment in the shares of the Canadian (CAD) Public Issuers before investing in Shares of the Purpose Funds.

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GLOSSARY

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.

Administrative Expenses – as defined under “Fees and Expenses – Fees and Expenses Payable by the Purpose Funds – Operating Expenses”.

Basket of Securities – a group of securities or assets determined by the Manager from time to time representing the constituents of a Purpose Fund.

BMO – Bank of Montreal.

Brookfield – Brookfield Corporation.

Canadian (CAD) Public Issuer – a public company (i) that is incorporated in Canada, (ii) whose Portfolio Securities are listed on a “recognized exchange” as defined in National Instrument 21-101 *Marketplace Operations*., (iii) that has an average market capitalization in excess of C\$20 billion in the month before the date that Shares of the relevant Purpose Fund are listed on the Exchange; and (iv) whose Portfolio Securities have an average daily trading volume in the month before the date that the Shares of the relevant Purpose Fund are listed on the Exchange in excess of C\$75 million (collectively, the “**Canadian (CAD) Public Issuer Requirements**”).

Canadian (CAD) Public Issuer Requirements – as defined above, see definition of “Canadian (CAD) Public Issuer”.

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.

CCPC – as defined under “Income Tax Considerations – Taxation of Shareholders”

CDS – CDS Clearing and Depository Services Inc.

CDS Participant – a participant in CDS that holds Shares on behalf of beneficial owners of Shares.

CIBC – Canadian Imperial Bank of Commerce.

CN Railway – Canadian National Railway Company.

CNRL – Canadian Natural Resources Limited.

Company – Purpose Fund Corp., a mutual fund corporation established under the laws of the Province of Ontario.

Constituent Issuer – for each Purpose Fund, those issuers whose securities are included in the portfolio of the Purpose Fund from time to time.

Constituent Securities – for each Purpose Fund, securities of the Constituent Issuers or, where applicable, derivatives such as options, futures, forward contracts and swaps.

Couche-Tard – Alimentation Couche-Tard Inc.

CRA – Canada Revenue Agency.

CRS Rules – as defined under “International Information Reporting”.

Custodian – CIBC Mellon Trust Company.

Custodian Agreement – the custodial services agreement between the Manager on behalf of the Purpose Funds and the Custodian, as may be amended from time to time.

Cyber Security Incidents – as defined under “Risk Factors – Cyber Security Risk”.

Dealer – a registered dealer (that may or may not be a Designated Broker) that has entered into a Dealer Agreement with the Manager, on behalf of the Purpose Funds and the Company pursuant to which the Dealer may subscribe for Shares as described under “Purchases of Shares – Issuance of Shares”.

Dealer Agreement – an agreement between the Manager, on behalf of one or more Purpose Funds and a Dealer, as amended from time to time.

Designated Broker – a registered dealer that has entered into a Designated Broker Agreement with the Manager, on behalf of the Purpose Funds and the Company pursuant to which the Designated Broker agrees to perform certain duties in relation to the Purpose Funds.

Designated Broker Agreement – an agreement between the Manager, on behalf of the Purpose Funds, the Company and a Designated Broker, as amended from time to time.

DFA Rules – as defined under “Risk Factors – Tax Risk”

distribution payment date – a day on which the Purpose Fund pays a distribution to its Shareholders and that is no later than the 10th business day following the applicable distribution record date.

distribution record date – a date determined by the Manager as a record date for the determination of Shareholders of the Purpose Funds entitled to receive a distribution.

Dollarama – Dollarama Inc.

DPSPs – deferred profit sharing plans as defined in the Tax Act.

EBITDA – earnings before interest, taxes, depreciation and amortization.

EIFEL Rules – as defined under “Income Tax Considerations – Taxation of the Purpose Funds”.

Equity Repurchase Rules – as defined under “Risk Factors – Tax Risk”.

ETF – an exchange-traded fund.

ETF plan participant – as defined under “Distribution Policy – Distribution Reinvestment Plan”.

ETF plan securities – as defined under “Distribution Policy – Distribution Reinvestment Plan”.

Enbridge – Enbridge Inc.

Exchange – Cboe Canada Inc.

FHSA – first home savings accounts as defined in the Tax Act.

HST – the harmonized sales tax imposed under the *Excise Tax Act* (Canada) that is applicable in certain provinces of Canada.

IFRS – International Financial Reporting Standards.

IGA – as defined under “International Information Reporting”.

IRC – the Independent Review Committee of the Purpose Funds.

Lending Agent – as defined under “Organization and Management Details – Securities Lending Agent”.

Leverage – using borrowed funds to help pay for an investment. Leveraging magnifies the amount you make or lose, because the gain or loss is measured against the portion of the investment you have not borrowed, not against the total investment.

Manager – Purpose Investments Inc., the manager and portfolio manager of the Purpose Funds.

Management Agreement – as defined under “Organization and Management Details – The Manager and Promoter”.

Management Fee – as defined under “Fees and Expenses – Fees and Expenses Payable by the Purpose Funds – Management Fees”.

Manulife – Manulife Financial Corporation.

Market Price – as defined under “Redemption and Exchange of Shares – Redemption of Shares for Cash”.

MER – management expense ratio.

MRFP – management report of fund performance.

NAV and **NAV per Share** – in relation to a particular Purpose Fund, the net asset value of the Purpose Fund attributable to the Shares and the net asset value per Share, calculated by the Valuation Agent as described in “Calculation of Net Asset Value”.

NB – National Bank of Canada.

NI 81-102 – National Instrument 81-102 *Investment Funds*.

NI 81-107 – National Instrument 81-107 *Independent Review Committee for Investment Funds*.

NYSE – New York Stock Exchange.

Permitted Merger – as defined under “Shareholder Matters – Matters Requiring Shareholder Approval”.

Policy – as defined under “Organization and Management Details – Conflicts of Interest”.

Portfolio Securities – (a) in respect of Purpose RBC (RY) Yield Shares ETF, the common shares of RBC; (b) in respect of Purpose Enbridge (ENB) Yield Shares ETF, the common shares of Enbridge; (c) in respect of Purpose TD (TD) Yield Shares ETF, the common shares of TD; (d) in respect of Purpose Shopify (SHOP) Yield Shares ETF, the Class A subordinate voting shares of Shopify; (e) in respect of Purpose Canadian Natural Resources (CNQ) Yield Shares ETF, the common shares of CNRL; (f) in respect of Purpose Scotiabank (BNS) Yield Shares ETF, the common shares of BNS; (g) in respect of Purpose CIBC (CM) Yield Shares ETF, the common shares of CIBC; (h) in respect of Purpose BMO (BMO) Yield Shares ETF, the common shares of BMO; (i) in respect of Purpose Dollarama (DOL) Yield Shares ETF, the common shares of Dollarama; (j) in respect of Purpose TELUS (T) Yield Shares ETF, the common shares of TELUS; (k) in respect of Purpose Couche-Tard (ADT) Yield Shares ETF, the common shares of Couche-Tard; (l) in respect of Purpose National Bank (NA) Yield Shares ETF, the common shares of NB, (m) in respect of Purpose Brookfield (BN) Yield Shares ETF, the common shares of Brookfield, (n) in respect of Purpose Canadian National Railway (CNR) Yield Shares ETF, the common shares of CN Railway, and (o) in respect of Purpose Manulife (MFC) Yield Shares ETF, the common shares of Manulife.

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

Proposed MFC Amendments – as defined under “Income Tax Considerations – Status of the Company”.

Proxy Voting Guidelines – as defined under “Proxy Voting Disclosure for Portfolio Securities Held”.

Purpose – Purpose Investments Inc.

Purpose Funds – Purpose RBC (RY) Yield Shares ETF, Purpose Enbridge (ENB) Yield Shares ETF, Purpose TD (TD) Yield Shares ETF, Purpose Shopify (SHOP) Yield Shares ETF, Purpose Canadian Natural Resources (CNQ) Yield Shares ETF, Purpose Scotiabank (BNS) Yield Shares ETF, Purpose CIBC (CM) Yield Shares ETF Purpose BMO (BMO) Yield Shares ETF, Purpose Dollarama (DOL) Yield Shares ETF, Purpose TELUS (T) Yield Shares ETF, Purpose Couche-Tard (ATD) Yield Shares ETF, Purpose National Bank (NA) Yield Shares ETF, Purpose Brookfield (BN) Yield Shares ETF, Purpose Canadian National Railway (CNR) Yield Shares ETF, Purpose Manulife (MFC) Yield Shares ETF, and *Purpose Fund* means any one of them.

RBC – Royal Bank of Canada.

RDSPs – registered disability savings plans as defined in the Tax Act.

Reportable Jurisdictions – as defined under “International Information Reporting”.

RESPs – registered education savings plans as defined in the Tax Act.

RRIFs – registered retirement income funds as defined in the Tax Act.

RRSPs – registered retirement savings plans as defined in the Tax Act.

Registered Plans – collectively, RRSPs, RRIFs, DPSPs, RDSPs, RESPs, FHSAs and TFSAs.

Registrar and Transfer Agent – TSX Trust Company.

Scotiabank – The Bank of Nova Scotia.

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.

Securities Lending Agreement – as defined under “Organization and Management Details – Securities Lending Agent”.

SEDAR+ – System for Electronic Data Analysis and Retrieval +.

Share – a exchange-traded share of a Purpose Fund, which represents an equal, undivided interest in the net assets of the applicable Purpose Fund.

Shareholder – the holder of a Share.

Shopify – Shopify Inc.

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

TD – The Toronto-Dominion Bank.

TER – trading expense ratio.

TELUS – TELUS Corporation.

TFSAs – tax-free savings accounts as defined in the Tax Act.

Trading Day – a day on which: (i) a regular session of the Exchange is held; and (ii) the primary market or exchange for the majority of the securities held by a Purpose Fund is open for trading.

TSX - the Toronto Stock Exchange

U.S. – the United States of America.

Valuation Agent – the company appointed from time to time by Purpose to calculate the NAV and NAV per Share, initially, CIBC Mellon Trust Company.

Valuation Date – each Trading Day and any other day designated by the Manager on which the NAV and NAV per Share of the Purpose Funds will be calculated.

Valuation Time – 4:00 p.m. (Toronto time) or such other time the Manager deems appropriate on each Valuation Date.

\$ – Canadian dollars unless otherwise indicated.

PROSPECTUS SUMMARY

The following is a summary of the principal features of the Shares of the Purpose Funds 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:

Purpose RBC (RY) Yield Shares ETF
Purpose Enbridge (ENB) Yield Shares ETF
Purpose TD (TD) Yield Shares ETF
Purpose Shopify (SHOP) Yield Shares ETF
Purpose Canadian Natural Resources (CNQ) Yield Shares ETF
Purpose Scotiabank (BNS) Yield Shares ETF
Purpose CIBC (CM) Yield Shares ETF
Purpose BMO (BMO) Yield Shares ETF
Purpose Dollarama (DOL) Yield Shares ETF
Purpose TELUS (T) Yield Shares ETF
Purpose Couche-Tard (ATD) Yield Shares ETF
Purpose National Bank (NA) Yield Shares ETF
Purpose Brookfield (BN) Yield Shares ETF
Purpose Canadian National Railway (CNR) Yield Shares ETF
Purpose Manulife (MFC) Yield Shares ETF

(collectively, the “**Purpose Funds**” and each, a “**Purpose Fund**”).

Each Purpose Fund is a class of shares of Purpose Fund Corp. (the “**Company**”), a mutual fund corporation established under the laws of the Province of Ontario. The authorized capital of the Company includes an unlimited number of classes of non-cumulative, redeemable, non-voting shares. Each such class of shares is a separate mutual fund having specific investment objectives and is specifically referable to a separate portfolio of investments.

Each Purpose Fund will be an alternative mutual fund within the meaning of National Instrument 81-102 – *Investment Funds* (“NI 81-102”) and accordingly, the Purpose Funds will have the ability to use investment strategies that are not permitted for conventional mutual funds. While these strategies will be used in accordance with a Purpose Fund’s investment objectives and strategies, during certain market conditions, they may accelerate the pace at which your investment decreases in value. The Purpose Funds will be subject to restrictions and practices contained in Canadian securities legislation applicable to alternative mutual funds, including NI 81-102, and will be managed in accordance with these restrictions, except as otherwise permitted by exemptions provided by Canadian securities regulatory authorities.

Purpose Investments Inc. (the “**Manager**”) is the manager, portfolio manager and promoter of the Purpose Funds.

See “Overview of the Legal Structure of the Purpose Funds”.

Offering:

Each Purpose Fund is offering one class of exchange-traded Shares denominated in Canadian dollars (the “**Shares**”).

Continuous Distribution:

The Shares are being issued and sold on a continuous basis.

The Shares of the Purpose Funds have been conditionally approved for listing on the Cboe Canada Inc. (the “**Exchange**”). Subject to meeting the Exchange’s original listing requirements in respect of the Purpose Funds, the Shares of the Purpose Funds will be listed on the Exchange and offered on a continuous basis, and an investor will be able to buy or sell such Shares on the Exchange through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling the Shares. The ticker symbols for the Shares of the Purpose Funds are as follows:

Purpose Fund	Ticker Symbol
Purpose RBC (RY) Yield Shares ETF	RBCY
Purpose Enbridge (ENB) Yield Shares ETF	ENBY
Purpose TD (TD) Yield Shares ETF	TDY
Purpose Shopify (SHOP) Yield Shares ETF	SHPY
Purpose Canadian Natural Resources (CNQ) Yield Shares ETF	CNQY
Purpose Scotiabank (BNS) Yield Shares ETF	BNSY
Purpose CIBC (CM) Yield Shares ETF	CMY
Purpose BMO (BMO) Yield Shares ETF	BMOY
Purpose Dollarama (DOL) Yield Shares ETF	DOLY
Purpose TELUS (T) Yield Shares ETF	TY
Purpose Couche-Tard (ATD) Yield Shares ETF	ATDY
Purpose National Bank (NA) Yield Shares ETF	NAY
Purpose Brookfield (BN) Yield Shares ETF	BNY
Purpose Canadian National Railway (CNR) Yield Shares ETF	CNRY
Purpose Manulife (MFC) Yield Shares ETF	MFCY

Each Purpose Fund issues Shares directly to its Designated Broker and Dealers. From time to time as may be agreed between the Purpose Fund and its Designated Broker and Dealers, the Designated Broker and Dealers may agree to accept Constituent Securities as payment for Shares from prospective purchasers.

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

Investment Objectives:

Purpose RBC (RY) Yield Shares ETF

The Purpose RBC (RY) Yield Shares ETF is an investment fund that seeks to provide the holders of Shares (“**Shareholders**”) with (i) long-term capital appreciation through purchasing and holding common shares of Royal Bank of Canada (“**RBC**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of RBC) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

Purpose Enbridge (ENB) Yield Shares ETF

The Purpose Enbridge (ENB) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Enbridge (“**Enbridge**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment

Strategies”) through cash borrowing to purchase common shares of Enbridge) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

Purpose TD (TD) Yield Shares ETF

The Purpose TD (TD) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of The Toronto-Dominion Bank (“**TD**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of TD) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

Purpose Shopify (SHOP) Yield Shares ETF

The Purpose Shopify (SHOP) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding Class A subordinate voting shares of Shopify Inc. (“**Shopify**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase Class A subordinate voting shares of Shopify) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

Purpose Canadian Natural Resources (CNQ) Yield Shares ETF

The Purpose Canadian Natural Resources (CNQ) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Canadian Natural Resources Limited (“**CNRL**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of CNRL) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

Purpose Scotiabank (BNS) Yield Shares ETF

The Purpose Scotiabank (BNS) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of The Bank of Nova Scotia (“**Scotiabank**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Scotiabank) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

Purpose CIBC (CM) Yield Shares ETF

The Purpose CIBC (CM) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Canadian Imperial Bank of Commerce (“**CIBC**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of CIBC) and (ii) distributions by writing covered call options

and/or cash covered put options on a portion of the Purpose Fund's portfolio.

Purpose BMO (BMO) Yield Shares ETF

The Purpose BMO (BMO) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Bank of Montreal ("**BMO**") (and may include the use of leverage (not to exceed the limits on use of leverage described under "Investment Strategies") through cash borrowing to purchase common shares of BMO) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund's portfolio.

Purpose Dollarama (DOL) Yield Shares ETF

The Purpose Dollarama (DOL) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Dollarama Inc. ("**Dollarama**") (and may include the use of leverage (not to exceed the limits on use of leverage described under "Investment Strategies") through cash borrowing to purchase common shares of Dollarama) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund's portfolio.

Purpose TELUS (T) Yield Shares ETF

The Purpose TELUS (T) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of TELUS Corporation ("**TELUS**") (and may include the use of leverage (not to exceed the limits on use of leverage described under "Investment Strategies") through cash borrowing to purchase common shares of TELUS) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund's portfolio.

Purpose Couche-Tard (ATD) Yield Shares ETF

The Purpose Couche-Tard (ATD) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Alimentation Couche-Tard Inc. ("**Couche-Tard**") (and may include the use of leverage (not to exceed the limits on use of leverage described under "Investment Strategies") through cash borrowing to purchase common shares of Couche-Tard) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund's portfolio.

Purpose National Bank (NA) Yield Shares ETF

The Purpose National Bank (NA) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of National Bank of Canada ("**NB**") (and may include the use of leverage (not to exceed the limits on use of leverage described under "Investment Strategies") through cash borrowing to purchase common shares of NB) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund's portfolio.

Purpose Brookfield (BN) Yield Shares ETF

The Purpose Brookfield (BN) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Brookfield Corporation (“**Brookfield**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Brookfield) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

Purpose Canadian National Railway (CNR) Yield Shares ETF

The Purpose Canadian National Railway (CNR) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Canadian National Railway Company (“**CN Railway**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of CN Railway) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

Purpose Manulife (MFC) Yield Shares ETF

The Purpose Manulife (MFC) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Manulife Financial Corporation (“**Manulife**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Manulife) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

See “Investment Objectives”.

Investment Strategies:

Purpose RBC (RY) Yield Shares ETF

In order to achieve its investment objectives, the Purpose RBC (RY) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of RBC.

Purpose Enbridge (ENB) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Enbridge (ENB) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of Enbridge.

Purpose TD (TD) Yield Shares ETF

In order to achieve its investment objectives, the Purpose TD (TD) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of TD.

Purpose Shopify (SHOP) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Shopify (SHOP) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in Class A subordinate voting shares of Shopify.

Purpose Canadian Natural Resources (CNQ) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Canadian Natural Resources (CNQ) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of CNRL.

Purpose Scotiabank (BNS) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Scotiabank (BNS) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of Scotiabank.

Purpose CIBC (CM) Yield Shares ETF

In order to achieve its investment objectives, the Purpose CIBC (CM) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of CIBC.

Purpose BMO (BMO) Yield Shares ETF

In order to achieve its investment objectives, the Purpose BMO (BMO) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of BMO.

Purpose Dollarama (DOL) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Dollarama (DOL) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of Dollarama.

Purpose TELUS (T) Yield Shares ETF

In order to achieve its investment objectives, the Purpose TELUS (T) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of TELUS.

Purpose Couche-Tard (ATD) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Couche-Tard (ATD) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of Couche-Tard.

Purpose National Bank (NA) Yield Shares ETF

In order to achieve its investment objectives, the Purpose National Bank (NA) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of NB.

Purpose Brookfield (BN) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Brookfield (BN) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of Brookfield.

Purpose Canadian National Railway (CNR) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Canadian National Railway (CNR) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of CN Railway.

Purpose Manulife (MFC) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Manulife (MFC) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of Manulife.

* * *

Each Purpose Fund will from time to time in response to market conditions write covered call options and/or cash covered put options on a portion of its portfolio to seek to generate investment returns and, in the case of cash covered put options, acquire securities at predetermined prices in a manner that reduces acquisition costs. Such options may be either exchange-traded options or over-the-counter options in accordance with Canadian securities laws.

The Purpose Funds may invest in or use derivative instruments, including options, 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 objectives and strategies of the Purpose Funds.

The Purpose Funds may engage in securities lending transactions in order to earn additional income for the Purpose Funds, provided that the securities lending transactions are in compliance with applicable Canadian securities legislation and are consistent with the investment objectives and investment strategies of the Purpose Funds.

The Purpose Funds may from time to time hold cash or invest in short-term securities and/or fixed income securities if determined to be appropriate.

Each Purpose Fund will be an alternative mutual fund within the meaning of NI 81-102 and accordingly, the Purpose Funds will have the ability to use investment strategies that are not permitted for conventional mutual funds. The specific strategies that differentiate a Purpose Fund from a conventional mutual fund may include its ability to borrow, up to 33% of its unlevered NAV, cash to use for investment purposes and aggregate gross exposure, calculated as the sum of the following, must not exceed 133% of the Purpose Fund's NAV: (i) the aggregate value of the outstanding indebtedness under any borrowing agreements and (ii) the aggregate notional value of the Purpose Fund's specified derivative positions excluding any specified derivatives used for hedging purposes. The Purpose Funds will not engage in short selling.

	See “Investment Strategies”.
Special Considerations for Purchasers:	The provisions of the “early warning” requirements set out in Canadian securities legislation do not apply in connection with the acquisition of Shares. In addition, the Purpose Funds have received exemptive relief from the securities regulatory authorities to permit Shareholders to acquire more than 20% of the Shares through purchases on the Exchange without regard to the take-over bid requirements of Canadian securities legislation, provided that any such Shareholder, and any person acting jointly or in concert with the Shareholder, undertakes to not vote more than 20% of the Shares at any meeting of Shareholders. Before investing in shares of a Purpose Fund, investors should consider their ongoing obligations with respect to insider trading, insider reporting, and take-over bids under the <i>Securities Act</i> (Ontario) (the “Act”) or other relevant securities legislation (including National Instruments and as explained in National Policies). Securities regulators may take the view that these provisions extend to the purchase and sale of Shares of the Purpose Funds that invest in securities of a single issuer, including on a look-through basis. See “Investment Strategies – Insider Trading, Insider Reporting and Take-over Bid Requirements” for further information.
Distributions:	Cash distributions on Shares of the Purpose Funds are expected to be made on a monthly basis or more frequently at the discretion of the Manager. Distributions may consist of ordinary dividends, capital gains dividends, or non-taxable returns of capital. Generally, any distributions in excess of an investor’s share of a Purpose Fund’s net income and net realized capital gains for the year, if any, will represent a return of capital. Distributions of additional income, if any, are determined and made annually and distributions of additional capital gains, if any, are made annually no later than February. See “Distributions”.
Exchanges and Redemptions:	Shareholders may redeem Shares for cash at a redemption price per Share equal to the lesser of (i) 95% of the market price on the Exchange for the Shares on the effective day of redemption and (ii) the NAV per Share on the effective day of the redemption or may exchange or redeem a Prescribed Number of Shares (or a whole multiple thereof) for Baskets of Securities and cash or, in certain circumstances, for cash. “Market price” means the weighted average trading price of the Shares on the Canadian marketplaces on which the Shares have traded on the effective date of the redemption. See “Redemption and Exchange of Shares”.
Termination:	Each Purpose Fund may be terminated by the Manager (and its Shares redeemed by the Company) on at least 60 days’ notice to the Shareholders of the Purpose Fund of such termination and the Manager will issue a press release in advance thereof. Upon termination of a Purpose Fund, the portfolio assets, cash and other assets remaining after paying or providing for all liabilities and obligations of the Purpose Fund shall be distributed <i>pro rata</i> among its Shareholders.

	The rights of Shareholders to exchange and redeem Shares described under “Redemption and Exchange of Shares” will cease as and from the date of termination of the Purpose Fund. See “Termination of the Purpose Funds”.
Documents Incorporated by Reference:	Additional information about the Purpose Funds is or will be available in the most recently-filed annual financial statements, any interim financial statements filed after the most recent annual financial statements, the most recently-filed annual MRFP, any interim MRFP filed after the most recently-filed annual MRFP and the most recently-filed ETF Facts for the Purpose Funds. These documents are or will be incorporated by reference into, and legally form an integral part of, this prospectus. These documents are or will be publicly available on the Purpose Funds’ website at www.purposeinvest.com and may be obtained upon request, at no cost, by calling 1-877-789-1517 or by contacting a registered dealer. These documents and other information about the Purpose Funds are or will be publicly available at www.sedarplus.ca. See “Documents Incorporated by Reference”.
Eligibility for Investment:	It is intended that the Shares of the Purpose Funds will at all relevant times be qualified investments for trusts governed by Registered Plans. Notwithstanding the foregoing, if Shares are a “prohibited investment” for a TFSA, FHSA, RESP, RDSP, RRSP or a RRIF that acquires Shares, the holder, subscriber, or annuitant will be subject to a penalty tax as set out in the Tax Act. A “prohibited investment” includes a share of a fund that does not deal at arm’s length with the controlling individual. Controlling individuals of Registered Plans should consult with their tax advisors in this regard. Generally, a controlling individual will not be considered to have a “significant interest” in a Purpose Fund unless the controlling individual owns 10% or more of the value of the outstanding Shares of the Purpose Fund, either alone or together with persons and partnerships with which the controlling individual does not deal at arm’s length. Holders of TFSAs, FHSAs or RDSPs, subscribers of RESPs and annuitants of RRSPs or RRIFs, should consult with their tax advisors as to whether Shares would be a prohibited investment for such Registered Plans in their particular circumstances. See “Eligibility for Investment”.
Risk Factors:	There are certain general risks inherent in an investment in the Purpose Funds, including: (i) concentration risk; (ii) equity investment risk; (iii) performance risk; (iv) risks associated with an investment in a Canadian (CAD) Public Issuer; (v) no ownership interest risk;

- (vi) passive Canadian (CAD) Public Issuer investment risk;
- (vii) use of leverage;
- (viii) risk of loss;
- (ix) asset class risk;
- (x) cease trading of constituent securities risk;
- (xi) fluctuations in NAV and NAV per Share risk;
- (xii) market risk;
- (xiii) risks associated with alternative mutual funds;
- (xiv) risks associated with the use of derivatives;
- (xv) risks associated with the use of options;
- (xvi) counterparty risk;
- (xvii) securities lending risk;
- (xviii) trading price of Shares risk;
- (xix) ETF risk;
- (xx) fund corporation risk;
- (xxi) insider reporting risk;
- (xxii) potential conflicts of interest risk;
- (xxiii) tax risk;
- (xxiv) lack of operating history risk;
- (xxv) changes in legislation risk;
- (xxvi) reliance on the manager risk; and
- (xxvii) cyber security risk.

See “Risk Factors”.

Income Tax Considerations:

This summary of Canadian federal income tax considerations for the Purpose Funds and for Canadian resident Shareholders is subject in its entirety to the qualifications, limitations and assumptions set out under “Income Tax Considerations”.

A Shareholder who is resident in Canada for purposes of the Tax Act will generally be required to include in income the Canadian dollar amount of any dividends paid on such shares, other than capital gains dividends, whether received in cash or reinvested in additional shares. The dividend gross-up and tax credit treatment normally applicable to taxable dividends (including eligible dividends) paid by a

taxable Canadian corporation will apply to such dividends. If the Company pays a return of capital, such amount will generally not be taxable but will reduce the adjusted cost base of the holder's Shares of a Purpose Fund in respect of which the return of capital was paid. However, where such returns of capital are reinvested in new Shares, the holder's overall adjusted cost base of such Shares will not be reduced. In the circumstance that reductions to the adjusted cost base of a holder's Shares would result in such adjusted cost base becoming a negative amount, that amount will be treated as a capital gain realized by the holder of the Shares and the adjusted cost base will then be zero. The amount of a capital gains dividend paid to holders of Shares will be treated as a capital gain in the hands of the holder and will be subject to the general rules relating to the taxation of capital gains which are described under the heading "Income Tax Considerations". Upon the actual or deemed disposition of a Share, including the redemption of a Share for cash proceeds, a capital gain (or a capital loss) will generally be realized to the extent that the proceeds of disposition of the Shares exceed (or are exceeded by) the aggregate of the adjusted cost base to the holder of such Shares and the costs of disposition.

Each investor should satisfy himself or herself as to the tax consequences of an investment in Shares of the Purpose Funds by obtaining advice from his or her own tax advisor. See "Income Tax Considerations".

Organization and Management Details

Manager and Promoter:

Purpose Investments Inc. acts as the manager and portfolio manager of the Purpose Funds pursuant to the Management Agreement (as defined herein). Purpose's head office is located at 130 Adelaide Street West, Suite 3100, Toronto, Ontario M5H 3P5. The Manager can be reached by calling 1-877-789-1517, emailing info@purposeinvest.com or by visiting www.purposeinvest.com.

The Manager has taken the initiative and may be considered to be a promoter of the Purpose Funds. Purpose is required to provide, or cause to be provided all necessary or advisable administrative services and facilities including valuation, fund accounting and Shareholder records. Purpose may engage or employ any person as its agent to perform administrative functions on behalf of the Purpose Funds, and brokers or dealers in connection with the Purpose Funds' portfolio transactions. See "Organization and Management Details – The Manager and Promoter".

Custodian:

CIBC Mellon Trust Company (the "Custodian") is the custodian of the assets of the Purpose Funds. The address of the Custodian is 1 York Street, Suite 500, Toronto, Ontario, M5J 0B6. 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 Purpose Funds. See "Organization and Management Details – Custodian".

Registrar and Transfer Agent:

TSX Trust Company, at its principal offices in Toronto, Ontario, is the registrar and transfer agent for the Shares of the Purpose Funds. The register of the Purpose Funds is kept in Toronto. See "Organization and Management Details – Registrar and Transfer Agent".

Auditor:

Ernst & Young LLP, Chartered Accountants, Licensed Public Accounts, at its principal offices in Toronto, Ontario, is the auditor of the Purpose Funds. See "Organization and Management Details – Auditor".

Securities Lending Agent:	The Bank of New York Mellon, at its principal offices in New York, New York, is the securities lending agent of the Purpose Funds. See “Organization and Management Details – Securities Lending Agent”.
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SUMMARY OF FEES AND EXPENSES

The following table lists the fees and expenses payable by the Purpose Funds. The value of a Shareholder’s investment in the Purpose Funds will be reduced by the Shareholder’s proportionate Share of the fees and expenses charged to the Purpose Funds. For further particulars, see “Fees and Expenses”.

Fees and Expenses Payable by the Purpose Funds

Management Fees: The Purpose Funds will pay the Manager an annual management fee (the “**Management Fee**”) for acting as manager and portfolio manager of the Purpose Funds equal to 0.40% of the NAV of the Purpose Funds, calculated and accrued daily and payable monthly in arrears, plus applicable taxes. The Manager may, from time to time in its discretion, waive all or a portion of the Management Fee charged at any given time.

See “Organization and Management Details – The Manager and Promoter” and “Fees and Expenses – Fees and Expenses Payable by the Purpose Funds – Management Fees”.

Operating Expenses: The Purpose Funds pay for all ordinary expenses (the “**Administrative Expenses**”) incurred in connection with the operation and administration of the Purpose Funds including: custodian and sub-custodian fees; insurance fees; transfer agency fees; filing fees; listing fees; audit fees; bank charges and interest expenses as well as other costs and expenses associated with the use of leverage; legal expenses; premiums for directors’ and officers’ insurance coverage for the members of the independent review committee; fees and expenses of the members of the independent review committee; income taxes; sales taxes (including GST/HST); brokerage expenses and commissions; withholding taxes; extraordinary expenses; accounting fees; expenses incurred in connection with the valuation of a Purpose Fund’s assets; any costs and expenses incurred in complying with National Instrument 81-107 – *Independent Review Committee for Investment Fund* (“**NI 81-107**”) (including any expenses related to the implementation and on-going operation of an independent review committee); investor reporting costs for annual and semi-annual financial statements; expenses in connection with the preparation of prospectus and other regulatory reports and other operating and administrative expenses incurred in connection with the day-to-day operation of the Purpose Funds.

See “Fees and Expenses – Fees and Expenses Payable by the Purpose Funds – Operating Expenses”.

Fees and Expenses Payable Directly by Shareholders

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 Shares.

See “Fees and Expenses – Fees and Expenses Payable Directly by Shareholders – Short-Term Trading Fees”.

Administration Fee: Shareholders who buy and sell their Shares through the facilities of the Exchange (or other exchange on which a Purpose Fund is traded) do not pay a fee directly to the Manager or the Purpose Fund in respect of those purchases and sales.

If stated in the Designated Broker Agreement or applicable Dealer Agreement, the Manager or the Purpose Fund may charge the Designated Brokers and/or Dealers an administrative fee of up

to 2.00% to offset certain transaction costs associated with an issue, exchange or redemption of Shares of the Purpose Fund to or by the Designated Broker and/or Dealer.

See “Fees and Expenses – Fees and Expenses Payable Directly by the Shareholders – Administration Fee”.

OVERVIEW OF THE LEGAL STRUCTURE OF THE PURPOSE FUNDS

Each Purpose Fund is an alternative mutual fund within the meaning of National Instrument 81-102 – *Investment Funds* (“**NI 81-102**”) established as a class of shares of Purpose Fund Corp. (the “**Company**”), a mutual fund corporation established under the laws of the Province of Ontario. On January 1, 2019, Purpose Fund Corp. amalgamated with Purpose Fund Corp. II and Connected Wealth Funds Inc. to become “Purpose Fund Corp.”. The authorized capital of the Company includes an unlimited number of classes of non-cumulative, redeemable, non-voting shares. Each such class of shares is a separate mutual fund having specific investment objectives and is specifically referable to a separate portfolio of investments.

The Shares of the Purpose Funds have been conditionally approved for listing on the Exchange. Subject to meeting the Exchange’s original listing requirements in respect of the Purpose Funds, the Shares of the Purpose Funds will be listed on the Exchange and offered on a continuous basis, and an investor will be able to buy or sell such Shares on the Exchange through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling the Shares. The Exchange ticker symbols for the Shares of the Purpose Funds are as follows:

Purpose Fund	Ticker Symbol
Purpose RBC (RY) Yield Shares ETF	RBCY
Purpose Enbridge (ENB) Yield Shares ETF	ENBY
Purpose TD (TD) Yield Shares ETF	TDY
Purpose Shopify (SHOP) Yield Shares ETF	SHPY
Purpose Canadian Natural Resources (CNQ) Yield Shares ETF	CNQY
Purpose Scotiabank (BNS) Yield Shares ETF	BNSY
Purpose CIBC (CM) Yield Shares ETF	CMY
Purpose BMO (BMO) Yield Shares ETF	BMOY
Purpose Dollarama (DOL) Yield Shares ETF	DOLY
Purpose TELUS (T) Yield Shares ETF	TY
Purpose Couche-Tard (ATD) Yield Shares ETF	ATDY
Purpose National Bank (NA) Yield Shares ETF	NAY
Purpose Brookfield (BN) Yield Shares ETF	BNY
Purpose Canadian National Railway (CNR) Yield Shares ETF	CNRY
Purpose Manulife (MFC) Yield Shares ETF	MFCY

The head and registered office of the Purpose Funds and the Manager is located at 130 Adelaide Street West, Suite 3100, Toronto, Ontario M5H 3P5.

INVESTMENT OBJECTIVES

Purpose RBC (RY) Yield Shares ETF

The Purpose RBC (RY) Yield Shares ETF is an investment fund that seeks to provide the holders of Shares (“**Shareholders**”) with (i) long-term capital appreciation through purchasing and holding common shares of Royal Bank of Canada (“**RBC**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of RBC) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

Purpose Enbridge (ENB) Yield Shares ETF

The Purpose Enbridge (ENB) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Enbridge (“**Enbridge**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Enbridge) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

Purpose TD (TD) Yield Shares ETF

The Purpose TD (TD) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of The Toronto-Dominion Bank (“**TD**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of TD) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

Purpose Shopify (SHOP) Yield Shares ETF

The Purpose Shopify (SHOP) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding Class A subordinate voting shares of Shopify Inc. (“**Shopify**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase Class A subordinate voting shares of Shopify) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

Purpose Canadian Natural Resources (CNQ) Yield Shares ETF

The Purpose Canadian Natural Resources (CNQ) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Canadian Natural Resources Limited (“**CNRL**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of CNRL) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

Purpose Scotiabank (BNS) Yield Shares ETF

The Purpose Scotiabank (BNS) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of The Bank of Nova Scotia (“**Scotiabank**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Scotiabank) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

Purpose CIBC (CM) Yield Shares ETF

The Purpose CIBC (CM) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Canadian Imperial Bank of Commerce (“**CIBC**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of CIBC) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

Purpose BMO (BMO) Yield Shares ETF

The Purpose BMO (BMO) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Bank of Montreal (“**BMO**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”)

through cash borrowing to purchase common shares of BMO) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund's portfolio.

Purpose Dollarama (DOL) Yield Shares ETF

The Purpose Dollarama (DOL) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Dollarama Inc. ("**Dollarama**") (and may include the use of leverage (not to exceed the limits on use of leverage described under "Investment Strategies") through cash borrowing to purchase common shares of Dollarama) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund's portfolio.

Purpose TELUS (T) Yield Shares ETF

The Purpose TELUS (T) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of TELUS Corporation ("**TELUS**") (and may include the use of leverage (not to exceed the limits on use of leverage described under "Investment Strategies") through cash borrowing to purchase common shares of TELUS) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund's portfolio.

Purpose Couche-Tard (ATD) Yield Shares ETF

The Purpose Couche-Tard (ATD) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Alimentation Couche-Tard Inc. ("**Couche-Tard**") (and may include the use of leverage (not to exceed the limits on use of leverage described under "Investment Strategies") through cash borrowing to purchase common shares of Couche-Tard) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund's portfolio.

Purpose National Bank (NA) Yield Shares ETF

The Purpose National Bank (NA) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of National Bank of Canada ("**NB**") (and may include the use of leverage (not to exceed the limits on use of leverage described under "Investment Strategies") through cash borrowing to purchase common shares of NB) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund's portfolio.

Purpose Brookfield (BN) Yield Shares ETF

The Purpose Brookfield (BN) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Brookfield Corporation ("**Brookfield**") (and may include the use of leverage (not to exceed the limits on use of leverage described under "Investment Strategies") through cash borrowing to purchase common shares of Brookfield) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund's portfolio.

Purpose Canadian National Railway (CNR) Yield Shares ETF

The Purpose Canadian National Railway (CNR) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Canadian National Railway Company ("**CN Railway**") (and may include the use of leverage (not to exceed the limits on use of leverage described under "Investment Strategies") through cash borrowing to purchase common shares of CN Railway) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund's portfolio.

Purpose Manulife (MFC) Yield Shares ETF

The Purpose Manulife (MFC) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Manulife Financial Corporation (“**Manulife**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Manulife) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

INVESTMENT STRATEGIES

Purpose RBC (RY) Yield Shares ETF

In order to achieve its investment objectives, the Purpose RBC (RY) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of RBC.

Purpose Enbridge (ENB) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Enbridge (ENB) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of Enbridge.

Purpose TD (TD) Yield Shares ETF

In order to achieve its investment objectives, the Purpose TD (TD) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of TD.

Purpose Shopify (SHOP) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Shopify (SHOP) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in Class A subordinate voting shares of Shopify.

Purpose Canadian Natural Resources (CNQ) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Canadian Natural Resources (CNQ) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of CNRL.

Purpose Scotiabank (BNS) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Scotiabank (BNS) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of Scotiabank.

Purpose CIBC (CM) Yield Shares ETF

In order to achieve its investment objectives, the Purpose CIBC (CM) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of CIBC.

Purpose BMO (BMO) Yield Shares ETF

In order to achieve its investment objectives, the Purpose BMO (BMO) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of BMO.

Purpose Dollarama (DOL) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Dollarama (DOL) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of Dollarama.

Purpose TELUS (T) Yield Shares ETF

In order to achieve its investment objectives, the Purpose TELUS (T) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of TELUS.

Purpose Couche-Tard (ATD) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Couche-Tard (ATD) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of Couche-Tard.

Purpose National Bank (NA) Yield Shares ETF

In order to achieve its investment objectives, the Purpose National Bank (NA) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of NB.

Purpose Brookfield (BN) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Brookfield (BN) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of Brookfield.

Purpose Canadian National Railway (CNR) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Canadian National Railway (CNR) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of CN Railway.

Purpose Manulife (MFC) Yield Shares ETF

In order to achieve its investment objectives, the Purpose Manulife (MFC) Yield Shares ETF will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common shares of Manulife.

* * *

Each Purpose Fund will from time to time in response to market conditions write covered call options and/or cash covered put options on a portion of its portfolio to seek to generate investment returns and, in the case of cash covered put options, acquire securities at predetermined prices in a manner that reduces acquisition costs. Such options may be either exchange-traded options or over-the-counter options in accordance with Canadian securities laws.

The Purpose Funds may from time to time hold cash or invest in short-term securities and/or fixed income securities if determined to be appropriate.

The Purpose Funds may invest in or use derivative instruments, including options, 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 objectives and strategies of the Purpose Funds.

The Purpose Funds may engage in securities lending transactions in order to earn additional income for the Purpose Funds, provided that the securities lending transactions are in compliance with applicable Canadian securities legislation and are consistent with the investment objectives and investment strategies of the Purpose Funds.

Each Purpose Fund will be an alternative mutual fund within the meaning of NI 81-102 and accordingly, the Purpose Funds will have the ability to use investment strategies that are not permitted for conventional mutual funds. The specific strategies that differentiate a Purpose Fund from a conventional mutual fund may include its ability to borrow, up to 33% of its unlevered NAV, cash to use for investment purposes and aggregate gross exposure, calculated

as the sum of the following, must not exceed 133% of the Purpose Fund's NAV: (i) the aggregate value of the outstanding indebtedness under any borrowing agreements and (ii) the aggregate notional value of the Purpose Fund's specified derivative positions excluding any specified derivatives used for hedging purposes. The Purpose Funds will not engage in short selling.

OVERVIEW OF THE SECTORS IN WHICH THE PURPOSE FUNDS INVEST

Purpose RBC (RY) Yield Shares ETF

The Purpose RBC (RY) Yield Shares ETF invests in common shares of RBC. See “Investment Objectives – Purpose RBC (RY) Yield Shares ETF” and “Investment Strategies – Purpose RBC (RY) Yield Shares ETF”.

RBC is a financial institution governed by the *Bank Act* (Canada) with its principal corporate offices in Toronto, Ontario. RBC is publicly traded, and its common shares trade on the Toronto Stock Exchange (“**TSX**”) and New York Stock Exchange (“**NYSE**”) (TSX:RY, NYSE:RY). RBC is Canadian multinational financial services company and the largest bank in Canada by market capitalization. RBC provides diversified financial services including Personal & Commercial Banking, Wealth Management, Insurance, Investor and Treasury Services and Capital Markets products and services on a global basis.

The following table provides key balance sheet information for RBC for the twelve-months ended October 31, 2024.

	<u>October 31, 2024</u>	<u>October 31, 2023</u>
	<u>(in millions)</u>	
Cash and due from banks	\$56,723	\$61,989
Securities, net of applicable allowance	\$439,918	\$409,730
Total assets	\$2,171,582	\$2,004,992
Total liabilities	\$2,044,390	\$1,887,232
Total liabilities and equity	\$2,171,582	\$2,004,992

Source: Royal Bank of Canada, Annual Report for the year ended October 31, 2024.

The common shares of RBC had a closing price of \$177.79 on the TSX on July 31, 2025.

Purpose Enbridge (ENB) Yield Shares ETF

The Purpose Enbridge (ENB) Yield Shares ETF invests in common shares of Enbridge. See “Investment Objectives – Purpose Enbridge (ENB) Yield Shares ETF” and “Investment Strategies – Purpose Enbridge (ENB) Yield Shares ETF”.

Enbridge is a corporation incorporated and existing under the laws of Canada with its principal corporate officers located in Calgary, Alberta. Enbridge is a publicly traded company, the common shares of which trade on the TSX and NYSE (TSX:ENB, NYSE:ENB). Enbridge is a multinational pipeline company that owns and operates pipelines throughout Canada and the United States, transporting crude oil, natural gas and natural gas liquids.

The following table provides key balance sheet information for Enbridge for the twelve-months ended December 31, 2024.

	<u>December 31, 2024</u>	<u>December 31, 2023</u>
	<u>(in millions)</u>	
Cash and cash equivalents	\$1,803	\$5,901
Total assets	\$218,973	\$180,317
Total liabilities	\$150,080	\$115,834
Total liabilities and equity	\$218,973	\$180,317

Source: Enbridge Inc., Annual Report for the year ended December 31, 2024.

The common shares of Enbridge had a closing price of \$62.75 on the TSX on July 31, 2025.

Purpose TD (TD) Yield Shares ETF

Purpose TD (TD) Yield Shares ETF invests in common shares of TD. See “Investment Objectives – Purpose TD (TD) Yield Shares ETF” and “Investment Strategies – Purpose TD (TD) Yield Shares ETF”.

TD is a financial institution governed by the *Bank Act* (Canada) with its principal corporate offices in Toronto, Ontario. TD is publicly traded, and its common shares trade on the TSX and NYSE (TSX: TD, NYSE: TD). TD is a Canadian multinational banking and financial services corporation. TD provides a full range of services including Personal Banking, Commercial Banking, Insurance and Investing.

The following table provides key balance sheet information for TD for the twelve-months ended October 31, 2024.

	<u>October 31, 2024</u>	<u>October 31, 2023</u>
	<u>(in millions)</u>	
Cash and interest-bearing deposits with banks	\$176,367	\$105,069
Total assets	\$2,061,751	\$1,955,139
Total liabilities	\$1,946,591	\$1,843,068
Total liabilities and equity	\$2,061,751	\$1,955,139

Source: Toronto-Dominion Bank, Annual Report for the year ended October 31, 2024.

The common shares of TD had a closing price of \$100.92 on the TSX on July 31, 2025.

Purpose Shopify (SHOP) Yield Shares ETF

The Purpose Shopify (SHOP) Yield Shares ETF invests in Class A subordinate voting shares of Shopify. See “Investment Objectives – Purpose Shopify (SHOP) Yield Shares ETF” and “Investment Strategies – Purpose Shopify (SHOP) Yield Shares ETF”.

Shopify is a corporation incorporated and existing under the laws of Canada with its principal corporate officers located in Ottawa, Ontario. Shopify is a publicly traded company, the Class A subordinate voting shares of which trade on the TSX and NYSE (TSX:SHOP, NYSE:SHOP). Shopify is a Canadian multinational e-commerce company. Shopify provides a variety of services including a proprietary e-commerce platform for online stores and retail point-of-sale systems.

The following table provides key balance sheet information for Shopify for the twelve-months ended December 31, 2024.

	<u>December 31, 2024</u>	<u>December 31, 2023</u>
	<u>(in USD millions)</u>	
Cash, cash equivalents and marketable securities	\$5,479	\$5,008
Total assets	\$13,924	\$11,299
Total liabilities	\$2,366	\$2,233
Total liabilities and equity	\$13,924	\$11,299

Source: Shopify Inc., Annual Report for the year ended December 31, 2024.

The Class A subordinate voting shares of Shopify had a closing price of \$169.37 on the TSX on July 31, 2025.

Purpose Canadian Natural Resources (CNQ) Yield Shares ETF

The Purpose Canadian Natural Resources (CNQ) Yield Shares ETF invests in common shares of CNRL. See “Investment Objectives – Purpose Canadian Natural Resources (CNQ) Yield Shares ETF” and “Investment Strategies – Purpose Canadian Natural Resources (CNQ) Yield Shares ETF”.

CNRL is a corporation incorporated and existing under the laws of Canada, with its principal offices in Calgary, Alberta. CNRL is a publicly traded company, the common shares of which trade on the TSX and NYSE (TSX:CNQ, NYSE:CNQ). Canadian Natural Resources is a Canadian oil and natural gas company that operates primarily in Western Canada with offshore operations.

The following table provides key balance sheet information for CNRL for the twelve-months ended December 31, 2024.

	<u>December 31, 2024</u>	<u>December 31, 2023</u>
	<u>(in millions)</u>	
Cash and cash equivalents	\$131	\$877
Total assets	\$85,359	\$75,955
Total liabilities	\$45,891	\$36,123
Total liabilities and shareholders' equity	\$85,359	\$75,955

Source: Canadian Natural Resources Limited, Consolidated Financial Statements for the years ended December 31, 2024 and December 31, 2023.

The common shares of CNRL had a closing price of \$43.86 on the TSX on July 31, 2025.

Purpose Scotiabank (BNS) Yield Shares ETF

Purpose Scotiabank (BNS) Yield Shares ETF invests in common shares of Scotiabank. See “Investment Objectives – Purpose Scotiabank (BNS) Yield Shares ETF” and “Investment Strategies – Purpose Scotiabank (BNS) Yield Shares ETF”.

Scotiabank is a financial institution governed by the *Bank Act* (Canada), with its principal offices in Toronto, Ontario. Scotiabank is publicly traded, and its common shares trade on the TSX and NYSE (TSX:BNS, NYSE: BNS). Scotiabank is a Canadian multinational banking and financial services corporation. Scotiabank provides a full range of services including Personal Banking, Commercial Banking, Global Wealth Management, Insurance and Investing.

The following table provides key balance sheet information for Scotiabank for the twelve-months ended October 31, 2024.

	<u>October 31, 2024</u>	<u>October 31, 2023</u>
	<u>(in millions)</u>	
Cash, deposits with financial institutions and precious metals	\$66,400	\$91,249
Total assets	\$1,412,027	\$1,410,789
Total liabilities	\$1,327,951	\$1,332,122
Total liabilities and equity	\$1,412,027	\$1,410,789

Source: Bank of Nova Scotia, Annual Report for the year ended October 31, 2024.

The common shares of Scotiabank had a closing price of \$77.09 on the TSX on July 31, 2025.

Purpose CIBC (CM) Yield Shares ETF

Purpose CIBC (CM) Yield Shares ETF invests in common shares of CIBC. See “Investment Objectives – Purpose CIBC (CM) Yield Shares ETF” and “Investment Strategies – Purpose CIBC (CM) Yield Shares ETF”.

CIBC is a financial institution governed by the *Bank Act* (Canada), with its principal offices in Toronto, Ontario. CIBC is publicly traded, and its common shares trade on the TSX and NYSE (TSX:CM, NYSE:CM). CIBC is a Canadian multinational banking and financial services corporation. CIBC provides a full range of services including Personal and Business Banking and Commercial Banking and Wealth Management.

The following table provides key balance sheet information for CIBC for the twelve-months ended October 31, 2024.

	<u>October 31, 2024</u>	<u>October 31, 2023</u>
	<u>(in millions)</u>	
Cash and non-interest-bearing deposits with banks	\$8,565	\$20,816
Total assets	\$1,041,985	\$975,719
Total liabilities	\$982,978	\$922,506
Total liabilities and equity	\$1,041,985	\$975,719

Source: Canadian Imperial Bank of Commerce, Annual Report for the year ended October 31, 2024.

The common shares of CIBC had a closing price of \$99.03 on the TSX on July 31, 2025.

Purpose BMO (BMO) Yield Shares ETF

Purpose BMO (BMO) Yield Shares ETF invests in common shares of BMO. See “Investment Objectives – Purpose BMO (BMO) Yield Shares ETF” and “Investment Strategies – Purpose BMO (BMO) Yield Shares ETF”.

BMO is a financial institution governed by the *Bank Act* (Canada), with its headquarters in Toronto, Ontario. BMO is publicly traded, and its common shares trade on the TSX and NYSE (TSX:BMO, NYSE: BMO). BMO is a Canadian multinational banking and financial services corporation. BMO provides a full range of services including personal and commercial banking, wealth management, global markets and investment banking.

The following table provides key balance sheet information for BMO for the twelve-months ended October 31, 2024.

	<u>October 31, 2024</u>	<u>October 31, 2023</u>
	<u>(in millions)</u>	
Cash and equivalents and interest-bearing deposits with banks	\$68,738	\$82,043
Total assets	\$1,409,647	\$1,347,006
Total liabilities	\$1,325,361	\$1,270,883
Total liabilities and equity	\$1,409,647	\$1,347,006

Source: BMO Financial Group, Annual Report for the year ended October 31, 2024.

The common shares of BMO had a closing price of \$152.94 on the TSX on July 31, 2025.

Purpose Dollarama (DOL) Yield Shares ETF

The Purpose Dollarama (DOL) Yield Shares ETF invests in common shares of Dollarama. See “Investment Objectives – Purpose Dollarama (DOL) Yield Shares ETF” and “Investment Strategies – Purpose Dollarama (DOL) Yield Shares ETF”.

Dollarama is a corporation incorporated and existing under the laws of Canada, with its principal offices in Mount Royal, Québec. Dollarama is a publicly traded company, the common shares of which trade on the TSX (TSX:DOL). Dollarama is a Canadian company that operates a chain of discount retail stores.

The following table provides key balance sheet information for DOL for the twelve-months ended February 2, 2025.

	<u>February 2, 2025</u>	<u>January 28, 2024</u>
	<u>(in thousands)</u>	
Cash and cash equivalents	\$122,685	\$313,915
Total assets	\$6,482,592	\$5,263,607
Total liabilities	\$5,294,334	\$4,882,759
Total liabilities and equity	\$6,482,592	\$5,263,607

Source: Dollarama Inc., Consolidated Financial Statements for the years ended February 2, 2025 and January 28, 2024.

The common shares of DOL had a closing price of \$189.38 on the TSX on July 31, 2025.

Purpose TELUS (T) Yield Shares ETF

The Purpose TELUS (T) Yield Shares ETF invests in common shares of TELUS. See “Investment Objectives – Purpose TELUS (T) Yield Shares ETF” and “Investment Strategies – Purpose TELUS (T) Yield Shares ETF”.

TELUS is a corporation existing under the laws of British Columbia, with its principal offices in Vancouver, British Columbia. TELUS is a publicly traded company, the common shares of which trade on the TSX and NYSE (TSX:T, NYSE: TU). TELUS is a Canadian company that provides a range of telecommunications and information technology products and services in Canada.

The following table provides key balance sheet information for TELUS for the twelve-months ended December 31, 2024.

	<u>December 31, 2024</u>	<u>December 31, 2023</u>
	<u>(in millions)</u>	
Cash and temporary investments, net	\$869	\$864
Total assets	\$58,023	\$56,136
Total liabilities	\$41,225	\$38,834
Total liabilities and equity	\$58,023	\$56,136

Source: TELUS Corporation, Annual Report for the year ended December 31, 2024.

The common shares of TELUS had a closing price of \$22.32 on the TSX on July 31, 2025.

Purpose Couche-Tard (ATD) Yield Shares ETF

The Purpose Couche-Tard (ATD) Yield Shares ETF invests in common shares of Couche-Tard. See “Investment Objectives – Purpose Couche-Tard (ATD) Yield Shares ETF” and “Investment Strategies – Purpose Couche-Tard (ATD) Yield Shares ETF”.

Couche-Tard is a corporation organized and existing under the laws of Québec, with its principal offices in Laval, Québec. Couche-Tard is a publicly traded company, the common shares of which trade on the TSX (TSX:ATD). Couche-Tard is a Canadian company that operates and licenses convenience stores in North America, Europe and Asia.

The following table provides key balance sheet information for Couche-Tard for the twelve-months ended April 27, 2025.

	<u>April 27, 2025</u>	<u>April 28, 2024</u>
	<u>(in USD millions)</u>	
Cash and cash equivalents	\$2,263	\$1,309
Total assets	\$38,301	\$37,218
Total liabilities	\$23,208	\$23,902
Total liabilities and equity	\$38,301	\$37,902

Source: Alimentation Couche-Tard Inc., Annual Report for the year ended April 27, 2025.

The common shares of Couche-Tard had a closing price of \$72.00 on the TSX on July 31, 2025.

Purpose National Bank (NA) Yield Shares ETF

Purpose National Bank (NA) Yield Shares ETF invests in common shares of NB. See “Investment Objectives – Purpose National Bank (NA) Yield Shares ETF” and “Investment Strategies – Purpose National Bank (NA) Yield Shares ETF”.

NB is a financial institution governed by the *Bank Act* (Canada), with its headquarters in Toronto, Ontario. NB is publicly traded, and its common shares trade on the TSX (TSX:NA). NB is a Canadian banking and financial services corporation. NB provides a full range of services including personal and commercial banking, wealth management and capital markets services.

The following table provides key balance sheet information for NB for the twelve-months ended October 31, 2024.

	<u>October 31, 2024</u>	<u>October 31, 2023</u>
	<u>(in millions)</u>	
Cash and deposits with financial institutions	\$31,549	\$35,234
Total assets	\$462,226	\$423,477
Total liabilities	\$436,676	\$399,893
Total liabilities and equity	\$462,226	\$423,477

Source: National Bank of Canada, Annual Report for the year ended October 31, 2024.

The common shares of NB had a closing price of \$144.13 on the TSX on July 31, 2025.

Purpose Brookfield (BN) Yield Shares ETF

The Purpose Brookfield (BN) Yield Shares ETF invests in common shares of Brookfield. See “Investment Objectives – Purpose Brookfield (BN) Yield Shares ETF” and “Investment Strategies Purpose Brookfield (BN) Yield Shares ETF”.

Brookfield is a corporation existing under the laws of the province of Ontario, with its principal offices in Toronto, Ontario. Brookfield is a publicly traded company, the common shares of which trade on the TSX and NYSE (TSX:BN, NYSE: BN). Brookfield is a Canadian multinational investment firm operating in the asset management, wealth, renewable power and transition, infrastructure, private equity, real estate and corporate activities segments. Brookfield has a geographic presence in Canada, the United States, Europe, South America and Asia.

The following table provides key balance sheet information for Brookfield for the twelve-months ended December 31, 2024.

	<u>December 31, 2024</u>	<u>December 31, 2023</u>
	<u>(in USD millions)</u>	
Cash and cash equivalents	\$15,051	\$11,222
Total assets	\$490,424	\$490,095
Total liabilities	\$325,041	\$321,853
Total liabilities and equity	\$490,424	\$490,095

Source: Brookfield Corporation, Annual Report for the year ended December 31, 2024.

The common shares of Brookfield had a closing price of \$92.81 on the TSX on July 31, 2025.

Purpose Canadian National Railway (CNR) Yield Shares ETF

The Purpose Canadian National Railway (CNR) Yield Shares ETF invests in common shares of CN Railway. See “Investment Objectives – Purpose Canadian National Railway (CNR) Yield Shares ETF” and “Investment Strategies – Purpose Canadian National Railway (CNR) Yield Shares ETF”.

CN Railway is a corporation incorporated and existing under the laws of Canada, with its principal offices in Montréal, Québec. CN Railway is a publicly traded company, the common shares of which trade on the TSX and NYSE (TSX:CNR, NYSE: CNI). CN Railway is a Canadian multinational logistics company that, together with its subsidiaries, engages in the rail, intermodal, trucking and related transportation businesses in Canada and the U.S.

The following table provides key balance sheet information for CN Railway for the twelve-months ended December 31, 2024.

	<u>December 31, 2024</u>	<u>December 31, 2023</u>
	<u>(in millions)</u>	
Cash and cash equivalents	\$389	\$475
Total assets	\$57,067	\$52,666
Total liabilities	\$36,016	\$32,549
Total liabilities and equity	\$57,067	\$52,666

Source: Canadian National Railway Company, Annual Report for the year ended December 31, 2024.

The common shares of CN Railway had a closing price of \$129.38 on the TSX on July 31, 2025.

Purpose Manulife (MFC) Yield Shares ETF

The Purpose Manulife (MFC) Yield Shares ETF invests in common shares of Manulife. See “Investment Objectives – Purpose Manulife (MFC) Yield Shares ETF” and “Investment Strategies – Manulife (MFC) Yield Shares ETF”.

Manulife is a corporation incorporated and existing under the laws of Canada, with its principal offices in Toronto, Ontario. Manulife is a publicly traded company, the common shares of which trade on the TSX and NYSE (TSX:MFC, NYSE: MFC). Manulife is a Canadian multinational insurance and financial services company. Manulife provides life insurance, annuities and asset management products to individuals and group customers in Canada, the United States and Asia. The following table provides key balance sheet information for Manulife for the twelve-months ended December 31, 2024.

	<u>December 31, 2024</u>	<u>December 31, 2023</u>
	<u>(in millions)</u>	
Cash and short-term securities	\$25,789	\$20,338
Total assets	\$978,818	\$875,574
Total liabilities	\$925,858	\$826,847
Total liabilities and equity	\$978,818	\$875,574

Source: Manulife Financial Corporation, Annual Report for the year ended December 31, 2024.

The common shares of Manulife had a closing price of \$42.87 on the TSX on July 31, 2025.

INVESTMENT RESTRICTIONS

The Purpose Funds are subject to certain restrictions and practices contained in Canadian securities legislation. The Purpose Funds are 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 a Purpose Fund’s fundamental investment objectives would require the approval of the Shareholders. See “Shareholder Matters – Matters Requiring Shareholder Approval”.

FEES AND EXPENSES

Fees and Expenses Payable by the Purpose Funds

Management Fees

The Purpose Funds will pay the Manager an annual management fee (the “**Management Fee**”) for acting as manager and portfolio manager of the Purpose Funds equal to 0.40% of the NAV of the Purpose Funds, calculated and accrued daily and payable monthly in arrears, plus applicable taxes. The Manager may, from time to time in its discretion, waive all or a portion of the Management Fee charged at any given time.

Operating Expenses

The Purpose Funds pay for all ordinary expenses (the “**Administrative Expenses**”) incurred in connection with the operation and administration of the Purpose Funds including: custodian and sub-custodian fees; insurance fees; transfer agency fees; filing fees; listing fees; audit fees; bank charges and interest expenses as well as other costs and expenses associated with the use of leverage; legal expenses; premiums for directors’ and officers’ insurance coverage for the members of the independent review committee; fees and expenses of the members of the independent review committee; income taxes; sales taxes (including GST/HST); brokerage expenses and commissions; withholding taxes; extraordinary expenses; accounting fees; expenses incurred in connection with the valuation of a Purpose Fund’s assets; any costs and expenses incurred in complying with National Instrument 81-107 – *Independent Review Committee for Investment Fund* (“**NI 81-107**”) (including any expenses related to the implementation and on-going operation of an independent review committee); investor reporting costs for annual and semi-annual financial statements; expenses in connection with the preparation of prospectus and other regulatory reports and other operating and administrative expenses incurred in connection with the day-to-day operation of the Purpose Funds.

The Administrative Expenses payable by the Purpose Funds, plus applicable HST, are calculated and accrued daily and paid monthly in arrears.

The Manager may, from time to time, in its sole discretion, pay all or a portion of any Administrative Expenses which would otherwise be payable by a Purpose Fund.

A Purpose Fund is required to pay HST on management fees and administration fees charged to the Purpose Fund. In general, the HST rate depends on the residence of a Purpose Fund’s Shareholders at a certain point in time. Changes in existing HST rates, changes to which provinces impose HST and changes in the breakdown on the residence of a Purpose Fund’s Shareholders will have an impact on the management expense ratio of a Purpose Fund year over year.

Fees and Expenses Payable Directly by Shareholders

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 Shares.

Administration Fee

Shareholders who buy and sell their Shares through the facilities of the Exchange (or other exchange on which a Purpose Fund is traded) do not pay a fee directly to the Manager or the Purpose Fund in respect of those purchases and sales.

If stated in the Designated Broker Agreement or applicable Dealer Agreement, the Manager or the Purpose Fund may charge the Designated Brokers and/or Dealers an administrative fee of up to 2.00% to offset certain transaction costs associated with an issue, exchange or redemption of Shares of the Purpose Fund to or by the Designated Broker and/or Dealer.

RISK FACTORS

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

Concentration Risk

Each Purpose Fund will purchase and hold up to 100% of its total assets (including assets acquired with borrowings) in common stock in securities of a Canadian (CAD) Public Issuer (as defined herein). Accordingly, a Purpose Fund will concentrate up to 100% of its investments in a single issuer. This may result in higher volatility, as

the value of the Purpose Funds will vary more in response to changes in the market value of the securities of the Canadian (CAD) Public Issuer.

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 a fund 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.

Performance Risk

An investment in a Purpose Fund should be made with an understanding that the performance of the Purpose Fund will not generally replicate the performance of the Constituent Securities of the applicable Canadian (CAD) Public Issuer given that a Purpose Fund will (a) employ leverage, and (b) write call and put options on a portion of its portfolio.

Risks Associated with an Investment in a Canadian (CAD) Public Issuer

Investors should review carefully the public continuous disclosure documents of the applicable Canadian (CAD) Public Issuer in which the Purpose Fund invests for a discussion of the risk factors that the Canadian (CAD) Public Issuer considers applicable to its shares.

No Ownership Interest Risk

An investment in securities of a Purpose Fund does not constitute an investment in the securities comprising the Purpose Fund's portfolio. Accordingly, Shareholders will not own the securities held by the Purpose Fund and will not have any rights afforded to the holders of any securities held by the Purpose Fund.

Passive Canadian (CAD) Public Issuer Investment Risk

A Purpose Fund's holdings of the Constituent Securities of a Canadian (CAD) Public Issuer will not be actively managed and a Purpose Fund will not attempt to take defensive positions in relation to its holdings of Constituent Securities of the applicable Canadian (CAD) Public Issuer in declining markets. Therefore, any adverse financial condition of a Canadian (CAD) Public Issuer held in a Purpose Fund's portfolio will not result in an adjustment to the Purpose Fund's holdings in such Canadian (CAD) Public Issuer.

Use of Leverage

As "alternative mutual funds", the Purpose Funds are not subject to certain investment restrictions set out in NI 81-102 that restrict the ability of conventional mutual funds (other than alternative mutual funds) to leverage their assets through borrowing and/or derivatives. Investment decisions may be made for the assets of the Purpose Funds that exceed the NAV of the Purpose Fund. As a result, if these investment decisions are incorrect, the resulting losses will be more than if investments were made solely in an unleveraged long portfolio as is the case in most conventional equity mutual funds. In addition, leveraged investment strategies can also be expected to increase a Purpose Fund's turnover, transaction and market impact costs, interest and other costs and expenses.

Each Purpose Fund may borrow cash up to a maximum of 33% of its unlevered NAV. If the aggregate value of cash borrowed exceeds 33% of the Purpose Fund's NAV, the Purpose Fund must, as quickly as commercially reasonable, take all necessary steps to reduce the aggregate value of cash borrowed to 33% or less of the Purpose Fund's NAV.

Risk of Loss

An investment in a fund is not guaranteed by any entity. Unlike bank accounts or guaranteed investment certificates, an investment in the Purpose Funds is not covered by the Canada Deposit Insurance Corporation or any other government deposit insure.

Asset Class Risk

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

Cease Trading of Constituent Securities Risk

If Constituent Securities are cease-traded at any time, by a securities regulatory authority or other relevant regulator or stock exchange, Purpose may suspend the exchange or redemption of securities. See “Redemption and Exchange of Shares – Suspension of Exchange and Redemption”.

Fluctuations in NAV and NAV per Share Risk

The NAV and NAV per Share, as the case may be, will vary according to, among other things, the value of the securities held by a fund. Purpose and the Purpose Funds have no control over the factors that affect the value of the securities held by the funds, including factors that affect the equity and bond markets generally such as general economic and political conditions, fluctuations in interest rates, inflation and factors unique to each Constituent Security.

Market Risk

Market risk is the risk of being invested in the equity markets. The market value of a Purpose Fund’s investments will rise and fall based on specific company developments and broader equity market conditions. The NAV and NAV per Share of the Purpose Funds will vary according to, among other things, the value of the securities held by the Purpose Funds. Market value will also vary with changes in the general economic and financial conditions in countries where the investments are based. It is possible that due to declines in the market value of the assets in a Purpose Fund’s portfolio, that the Purpose Fund will have insufficient assets to achieve its investment objectives. In addition, unexpected and unpredictable events such as war and occupation, a widespread health crisis or global pandemic, terrorism and related geopolitical risks, may lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.

Such unexpected disruptive events, may be short term or may last for an extended period of time and may have effects that cannot be foreseen at the present time. These events could also adversely affect a Purpose Fund’s performance and may lead to losses on your investment in a Purpose Fund.

Risks Associated with Alternative Mutual Funds

Each Purpose Fund will be an alternative mutual fund within the meaning of NI 81-102 and accordingly, the Purpose Funds will have the ability to use investment strategies that are not permitted for conventional mutual funds. The specific strategies that differentiate a Purpose Fund from a conventional mutual fund may include its ability to borrow, up to 33% of its unlevered net asset value, cash to use for investment purposes and aggregate gross exposure, calculated as the sum of the following, must not exceed 133% of the Purpose Fund’s net asset value: (i) the aggregate value of the outstanding indebtedness under any borrowing agreements and (ii) the aggregate notional value of the Purpose Fund’s specified derivative positions excluding any specified derivatives used for hedging purposes. While these strategies will be used in accordance with a Purpose Fund’s investment objectives and strategies, during certain market conditions, they may accelerate the pace at which a Shareholder’s investment decreases in value. Also, market conditions may make it difficult or impossible for a Purpose Fund to liquidate a position. For more information

regarding the risks associated with these strategies, see “Risks Associated with the Use of Derivative Instruments” and “Use of Leverage”.

Risks Associated with the Use of Derivative Instruments

The Purpose Funds may use derivative instruments from time to time as described under “Investment Strategies”. A derivative is a type of investment whose value is derived from the performance of other investments or from the movement of interest rates, exchange rates or market indices. As long as their use is consistent with the individual the Purpose Fund’s investment objectives, the Purpose Funds may use derivatives to limit or hedge potential gains or losses caused by changes in exchange rates, share prices or interest rates. The Purpose Funds may also use derivatives for non-hedging purposes, such as reducing transaction costs, increasing liquidity, gaining exposure to financial markets or increasing speed and flexibility in making portfolio changes. If a Purpose Fund uses derivatives, securities regulations require that such Purpose Fund hold enough assets or cash to cover its commitments in the derivative contracts. This limits the amount of losses that could result from the use of derivatives.

There are many different types of derivatives. They usually take the form of a contract to buy or sell a specific commodity, currency or security or market index. The most common types of derivatives are:

- (a) **Futures or forward contract.** These types of contract are agreements made today to buy or sell a particular currency, security or market index on a specific day in the future at a specified price;
- (b) **Option contract.** This type of contract gives the buyer the right, but not the obligation, to buy or sell certain securities within a certain time period at a specified price; and
- (c) **Swap agreement.** This type of agreement is a negotiated contract between parties agreeing to exchange payments based on returns of different investments. The most common type is an interest rate swap. Under an interest rate swap, Party A agrees to pay Party B a fixed amount based on a pre-set interest rate. In return, Party B agrees to pay Party A a floating amount based on a reference rate such as the Secured Overnight Financing Rate.

Any use of derivatives has risks. Some of these risks are set forth below.

- (a) The hedging strategy may not be effective in preventing losses. The hedging strategy may also reduce the opportunity for gains due to the cost of the hedge and the nature of the derivative.
- (b) There is no guarantee a market for the derivative contract will exist when a fund wants to buy or sell.
- (c) There is no guarantee that the fund will be able to find an acceptable counterparty willing to enter into a derivative contract.
- (d) The counterparty to the derivative contract may not be able to meet its obligations.
- (e) A large percentage of the assets of a fund may be placed on deposit with one or more counterparties which would expose the fund to the credit risk of those counterparties.
- (f) Securities exchanges may set daily trading limits or halt trading which would prevent a fund from being able to sell a particular derivative contract.
- (g) The price of a derivative may not accurately reflect the value of the underlying asset.

Risks Associated with the Use of Options

A Purpose Fund is subject to the full risk of its investment position in securities of a Canadian (CAD) Public Issuer, including those securities of Canadian (CAD) Public Issuer that are subject to outstanding call options should

the market price of the securities of the Canadian (CAD) Public Issuer decline. In addition, a Purpose Fund will not participate in any gain on the securities of a Canadian (CAD) Public Issuer that are subject to outstanding call options above the strike price of the options.

The use of options may have the effect of limiting or reducing the total returns of a Purpose Fund if the Manager's expectations concerning future events or market conditions prove to be incorrect. In such circumstances, a Purpose Fund may have to increase the percentage of its portfolio that is subject to covered call options to meet its targeted distribution. In addition, the premiums associated with writing covered call options may be outweighed by the foregone opportunity of remaining invested directly in the securities of the Canadian (CAD) Public Issuer comprising the Purpose Fund's portfolio.

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

Counterparty Risk

Due to the nature of some of the investments that a Purpose Fund may undertake, a Purpose Fund may rely on the ability of the counterparty to the transaction to perform its obligations. In the event that a counterparty fails to complete its obligations, the Purpose Fund will bear the risk of loss of the amount expected to be received under options, forward contracts or securities lending agreements or other transactions in the event of the default or bankruptcy of a counterparty.

Securities Lending Risk

A Purpose Fund may enter into securities lending arrangements in accordance with NI 81-102 in order to generate additional income to enhance the NAV of the Purpose Fund. In a securities lending transaction, a Purpose Fund will lend its securities to a borrower in exchange for a fee and the other party to the transaction will deliver collateral to the Purpose Fund in order to secure the transaction.

Securities lending comes with certain risks. If the other party to the transaction cannot complete the transaction, a Purpose Fund may be exposed to the risk of loss should the other party default on its obligation to return the borrowed securities and the collateral be insufficient to reconstitute the portfolio of loaned securities. To minimize this risk, the other party must provide collateral that is worth at least 102% of the value of the Purpose Fund's securities and of the type permitted by NI 81-102. The value of the collateral will be monitored daily and adjusted appropriately by the securities lending agent of the Purpose Funds.

A Purpose Fund will not be permitted to commit more than 50% of its NAV to securities lending transactions at any time and such transactions may be terminated at any time.

Trading Price of Shares Risk

Shares may trade in the market at a premium or discount to the NAV per Share. There can be no assurance that Shares will trade at prices that reflect their net asset value. The trading price of the Shares will fluctuate in accordance with changes in the Purpose Fund's NAV, as well as market supply and demand on the Exchange. However, given that generally only a Prescribed Number of Shares are issued to the Designated Broker and Dealers, and that holders of a Prescribed Number of Shares (or an integral multiple thereof) may redeem such Shares at their NAV, the Manager believes that large discounts or premiums to the NAV of the Shares should not be sustained.

ETF Risk

Investing in an ETF (such as the Purpose Funds) exposes a fund to all of the risks of that ETF's investments

and subjects it to a pro rata portion of the ETF's fees and expenses. As a result, the cost of investing in securities of an ETF may exceed the costs of investing directly in its underlying investments. Securities of ETFs trade on an exchange at a market price, which may vary from the ETF's NAV. A fund may purchase ETFs at prices that exceed the NAV of their underlying investments and may sell ETF investments at prices below such NAV. Because the market price of securities of an ETF depends on the demand in the market for them, the market price of an ETF may be more volatile than the value of the underlying portfolio of securities that the ETF may be designed to track, and the fund may not be able to liquidate ETF holdings at the time and price desired, which may impact fund performance.

Fund corporation risk

Each Purpose Fund is a separate class of shares of the Company and is available in more than one series. Each class and series of the Company has its own fees and expenses which are tracked separately. Those fees and expenses will be deducted in calculating the NAV for that class or series thereby reducing the NAV. The liabilities of each class of shares of the Company are liabilities of the Company as a whole. If one class or series is unable to pay its expenses or liabilities, the Company is legally responsible to pay those expenses and as a result, the NAV of the other classes or series may also be reduced. Similarly, if the liabilities of a class of shares of the Company are greater than its assets, the other classes of shares of the Company may be responsible for those liabilities.

A mutual fund corporation is permitted to flow through certain income to investors in the form of dividends. These are capital gains and dividends from taxable Canadian corporations. However, a mutual fund corporation cannot flow through other income including interest, trust income and foreign income including foreign dividends. If this type of income, calculated for the Company as a whole, is greater than the expenses of the Company, the Company would become taxable. We track the income and expenses of each class of shares of the Company separately so that if the Company becomes taxable, we would usually allocate the tax to those classes of shares of the Company whose taxable income exceeded expenses.

If the Company has taxable net income, this could be disadvantageous for two types of investors: (a) investors in a Registered Plan and (b) investors with a lower marginal tax rate than the Company. Investors in Registered Plans do not immediately pay income tax on income received, therefore if a trust earned income it would distribute it, and the investors in a Registered Plan would not immediately pay income tax; since the Company cannot distribute the income, investors in a Registered Plan will pay the income tax indirectly. The corporate tax rate applicable to mutual fund corporations is higher than some personal income tax rates, depending on the province or territory in which the investor resides and depending on the investor's marginal tax rate. As such, if the income is taxed inside the Company rather than distributed to the investor (and the investor pays the tax), the investor may indirectly pay a higher rate of tax on that income.

Insider Reporting Risk

The Canadian securities regulatory authorities may take the position that insiders of a Canadian (CAD) Public Issuer need to include their holdings in the applicable Purpose Fund in reporting their aggregate holdings in securities of such Canadian (CAD) Public Issuer.

Potential Conflicts of Interest Risk

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

Tax Risk

There can be no assurance that the tax laws applicable to the Purpose Funds under the Tax Act or under foreign tax regimes, or the administration thereof, will not be changed in a manner which could adversely affect the funds or securityholders.

If the Company ceases to qualify as a “mutual fund corporation” under the Tax Act, the income tax considerations described in “Income Tax Considerations” would be materially and adversely different in certain respects.

There can be no assurance that Canadian federal income tax laws and the administrative policies and assessing practices of the CRA respecting the treatment of mutual fund corporations will not be changed in a manner that adversely affects a Purpose Fund or its Shareholders. For example, changes to tax legislation or the administration thereof could affect the taxation of a Purpose Fund or the constituent issuers in a Purpose Fund’s portfolio.

In determining the Company’s income for tax purposes, option premiums received on the writing of covered call options and cash-covered put options by a fund and any losses sustained on closing out options, will be treated for purposes of the Tax Act as capital gains and capital losses in accordance with CRA’s published administrative practice. CRA’s practice is not to grant advance income tax rulings on the characterization of items as capital or income and no advance income tax ruling has been applied for or received from the CRA. Where a derivative is sufficiently linked to a capital asset or transaction of the Company to be treated on capital account, it will nonetheless be treated on income account where it qualifies as a “derivative forward agreement” under the Tax Act (the “**DFA Rules**”). The DFA Rules are broad in scope and target financial arrangements that seek to deliver a return based on an “underlying interest” (other than certain excluded underlying interests) and could apply to other agreements or transactions (including certain options).

If some or all of the transactions undertaken by the Company in respect of derivatives, including covered options and securities are reported on capital account but are subsequently determined to be on income account, the net income of the Company for tax purposes and the taxable component of distributions to Shareholders could increase. Any such redetermination by the CRA may result in the Company being liable for additional taxes. Such potential liability may reduce NAV per Share.

Lack of Operating History Risk

The Purpose Funds are newly organized with no previous operating history. Although the Purpose Funds will, subject to satisfying the Exchange’s original listing requirements, be listed on the Exchange, there can be no assurance that an active public market for the Shares of the Purpose Funds will develop or be sustained.

Changes in Legislation Risk

There can be no assurance that tax, securities or other laws will not be changed in a manner that will adversely affect the distributions received by a Purpose Fund or by its Shareholders.

Reliance on the Manager Risk

Shareholders will be dependent on the ability of the Manager to effectively manage the Purpose Funds in a manner consistent with the investment objectives, strategies and restrictions of the Purpose Funds. There is no certainty that the individuals who are principally responsible for providing administration and portfolio management services to the Purpose Funds will continue to be employed by the Manager.

Cyber Security Risk

Cyber security risk is the risk of harm, loss and liability resulting from a failure or breach of information technology systems. Failures or breaches of the information technology systems (“**Cyber Security Incidents**”) can result from deliberate attacks or unintentional events and may arise from external or internal sources. Deliberate cyber attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, equipment or systems, or causing operational disruption. Deliberate cyber attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users).

The primary risks to a Purpose Fund from the occurrence of a Cyber Security Incident include disruption in operations, reputational damage, disclosure of confidential information, the incurrence of regulatory penalties, additional compliance costs associated with corrective measures, and/or financial loss. Cyber Security Incidents of a Purpose Fund's third party service providers (e.g., administrators, transfer agents, custodians and sub-advisors) or issuers that the fund invests in can also subject the fund to many of the same risks associated with direct Cyber Security Incidents.

The Manager has established risk management systems designed to reduce the risks associated with cyber security. However, there is no guarantee that such efforts will succeed. Furthermore, the Purpose Funds cannot control the cyber security plans and systems put in place by its service providers or any other third party whose operations may affect a Purpose Fund or its Shareholders. A Purpose Fund and its Shareholders could be negatively impacted as a result.

RISK RATING OF PURPOSE FUNDS

The Manager assigns a risk rating to the Purpose Funds as an additional guide to help investors decide whether it is right for them. This information is only a guide. The Manager determines the risk rating for the Purpose Funds in accordance with NI 81-102. The investment risk level of the Purpose Funds is required to be determined in accordance with a standardized risk classification methodology that is based on the historical volatility of the Purpose Funds as measured by the 10-year standard deviation of the returns of the Purpose Funds (or a reference index), as applicable. Just as historical performance may not be indicative of future returns, a Purpose Fund's historical volatility may not be indicative of its future volatility. Investors should be aware that other types of risk, both measurable and non-measurable, also exist.

Standard deviation is a statistical measure used to estimate the dispersion of a set of data around the average value of the data. In the context of investment returns, it measures the amount of variability of returns that has historically occurred relative to the average return. The higher the standard deviation, the greater the variability of returns it has experienced in the past.

Using this methodology, the Manager assigns a risk rating to each of the Purpose Funds as either low, low to medium, medium, medium to high, or high risk as follows:

- Low – for funds with a level of risk that is typically associated with investments in money market funds and Canadian fixed income funds;
- Low to medium – for funds with a level of risk that is typically associated with investments in balanced funds and global and/or corporate fixed income funds;
- Medium – for funds with a level of risk that is typically associated with investments in equity portfolios that are diversified among a number of large-capitalization Canadian and/or international equity securities;
- Medium to high – for funds with a level of risk that is typically associated with investments in equity funds that may concentrate their investments in specific regions or in specific sectors of the economy; and
- High – for funds with a level of risk that is typically associated with investment in equity portfolios that may concentrate their investments in specific regions or in specific sectors of the economy where there is a substantial risk of loss (e.g., emerging markets and precious metals).

A Purpose Fund's risk rating is determined by calculating its standard deviation for the most recent 10 years using monthly returns and assuming the reinvestment of all income and capital gains distributions in additional Shares. As the Purpose Funds do not have at least 10 years of performance history, the Manager uses a reference index that is reasonably expected to approximate the standard deviation of each of the Purpose Funds as a proxy. There may be times when the Manager believes this methodology produces a result that does not reflect a Purpose Fund's risk based on other qualitative factors. As a result, the Manager may place the Purpose Fund in a higher risk rating category, as appropriate. The Manager reviews the risk rating for the Purpose Funds on an annual basis or if there has been a material change to a Purpose Fund's investment objectives or investment strategies.

A copy of the standardized risk classification methodology used by the Manager to identify the investment risk level of the Purpose Funds is available on request, at no cost, by calling 1-877-789-1517, by emailing info@purposeinvest.com or by writing the Manager at 130 Adelaide Street West, Suite 3100, P.O. Box 109, Toronto, Ontario, M5H 3P5. The risk rating for each of the Purpose Funds is set out in that Purpose Fund's ETF Facts. The risk rating of a Purpose Fund does not necessarily correspond to an investor's risk tolerance assessment. Investors are advised to consult their financial advisor for advice regarding their personal circumstances.

The risk classification of each of the Purpose Funds is based on the return of the S&P/TSX 60 Index. The S&P/TSX 60 Index is a total return stock market index of 60 large companies listed on the TSX, denominated in Canadian dollars.

Insider Trading, Insider Reporting and Take-over Bid Requirements

Before investing in Shares of the Purpose Funds, investors should consider their ongoing obligations with respect to insider trading, insider reporting, and take-over bids under the Act or other relevant securities legislation (including National Instruments and as explained in National Policies). Securities regulators may take the view that these provisions extend to the purchase and sale of securities of the Purpose Funds that invest in securities of a single issuer, including on a look-through basis.

For example:

- Under section 76(1) of the Act, individuals or entities in a special relationship with an issuer are prohibited from purchasing or selling securities of that issuer with knowledge of a material fact or material change that has not been generally disclosed. Securities regulators may take the view that this prohibition extends to the purchase and sale of Shares of a Purpose Fund that invest in securities of a single issuer.
- Securities regulators may take the view that the insider reporting requirements in section 107 of the Act apply in respect of purchases of Shares of the Purpose Funds as the funds invest in securities of a single issuer.
- Where Shares of a Purpose Fund are redeemable for securities of a single underlying issuer, securities regulators may consider those Shares of the Purpose Fund to be convertible securities under section 1.7 of National Instrument 62-104 Take-Over Bids and Issuer Bids ("NI 62-104") that count, on a post conversion-basis in respect of the underlying issuer, towards the early warning reporting thresholds in Part 5 of NI 62-104.

Shareholders are strongly encouraged to seek advice including legal advice to fully understand their insider trading, insider reporting, and take-over bids obligations and how they relate to an investment in the Purpose Funds. **Shareholders are reminded that they are required to comply with these obligations. Purchasing Shares of a Purpose Fund (that invests in securities of a single issuer) is not equivalent to holding the securities of the underlying issuer directly; investors may not have the same rights and may be subject to additional risks, as further described in this prospectus.**

DISTRIBUTION POLICY

Distributions

Cash distributions on Shares of the Purpose Funds are expected to be made on a monthly basis or more frequently at the discretion of the Manager. Distributions may consist of ordinary dividends, capital gains dividends, or non-taxable returns of capital.

Generally, any distributions in excess of an investor's share of a Purpose Fund's net income and net realized capital gains for the year, if any, will represent a return of capital.

In the case of each Purpose Fund, they will target a monthly distribution expected to be no less than what is set out in the table below:

Ticker	Fund	Initial distribution per Share¹
RBCY	Purpose RBC (RY) Yield Shares ETF	\$0.08
TDY	Purpose TD (TD) Yield Shares ETF	\$0.09
SHPY	Purpose Shopify (SHOP) Yield Shares ETF	\$0.17
ENBY	Purpose Enbridge (ENB) Yield Shares ETF	\$0.11
CNQY	Purpose Canadian Natural Resources (CNQ) Yield Shares ETF	\$0.14
BNSY	Purpose Scotiabank (BNS) Yield Shares ETF	\$0.10
CMY	Purpose CIBC (CM) Yield Shares ETF	\$0.08
BMOY	Purpose BMO (BMO) Yield Shares ETF	\$0.08
DOLY	Purpose Dollarama (DOL) Yield Shares ETF	\$0.05
TY	Purpose TELUS (T) Yield Shares ETF	\$0.14
ATDY	Purpose Couche-Tard (ATD) Yield Shares ETF	\$0.06
NAY	Purpose National Bank (NA) Yield Shares ETF	\$0.08
BNY	Purpose Brookfield (BN) Yield Shares ETF	\$0.06
CNRY	Purpose Canadian National Railway (CNR) Yield Shares ETF	\$0.09
MFCY	Purpose Manulife (MFC) Yield Shares ETF	\$0.11

Note:

(1) The manager does not expect the monthly distribution on the shares of each Purpose Fund to be less than the respective initial distribution amount. The initial distribution per share will consist of ordinary dividends, capital gains dividends and non-taxable returns of capital.

Distributions of additional income, if any, are determined and made annually and distributions of additional capital gains, if any, are made annually no later than February.

In addition to the distributions described above, the Purpose Funds may from time to time pay additional distributions on its Shares, including without restriction in connection with a special dividend or in connection with returns of capital.

In any case in which a subscription order from a Dealer or the Designated Broker is received by the Purpose Funds on or after the date of declaration of a distribution by the Purpose Funds payable in cash and before the ex-dividend date on the Exchange for that distribution (generally, the trading day prior to the record date or such other date where the purchaser becomes entitled to rights connected to the Shares subscribed), an additional amount equal to the amount of cash per Share of that distribution will be added to the NAV per Share and will be delivered in cash to the Purpose Funds in respect of each issued Share.

Distribution Reinvestment Plan

Each Purpose Fund has adopted a reinvestment plan, which provides that a holder of Shares (an “**ETF plan participant**”) may elect to automatically reinvest all distributions paid on the Shares, held by that ETF plan participant in additional Shares (“**ETF plan securities**”) of such Purpose Funds in accordance with the terms of the reinvestment plan and the distribution reinvestment agency agreement between Purpose, on behalf of the Purpose Fund, and the plan agent, as may be amended. The key terms of the reinvestment plan are as described below.

Holders of Shares who are not residents of Canada may not participate in the reinvestment plan and any holder of Shares who ceases to be a resident of Canada will be required to terminate its participation in the reinvestment plan. No Purpose Fund will be required to purchase ETF plan securities if such purchase would be illegal.

A holder of Shares who wishes to enroll in the reinvestment plan as of a particular distribution record date should notify the CDS Participant through which the holder holds its Shares sufficiently in advance of that distribution record date to allow such CDS Participant to notify CDS by 4:00 p.m. (Toronto time) on the distribution record date.

Distributions that ETF plan participants are due to receive will be used to purchase ETF plan securities on behalf of such ETF plan participants in the market.

No fractional ETF plan securities will be purchased under the reinvestment plan. Any funds remaining after the purchase of whole ETF plan securities will be credited to the plan participant via its CDS Participant in lieu of fractional ETF plan securities.

The automatic reinvestment of the distributions under the reinvestment plan will not relieve ETF plan participants of any income tax applicable to such distributions. See “Income Tax Considerations”.

ETF plan participants may voluntarily terminate their participation in the reinvestment plan as of a particular distribution record date by notifying their CDS Participant sufficiently in advance of that distribution record date. ETF plan participants should contact their CDS Participant to obtain details of the appropriate procedures for terminating their participation in the reinvestment plan. Beginning on the first distribution payment date after such notice is received from an ETF plan participant and accepted by a CDS Participant, distributions to such ETF plan participant will be made in cash. Any expenses associated with the preparation and delivery of such termination notice will be borne by the ETF plan participant exercising its right to terminate participation in the reinvestment plan. Purpose may terminate the reinvestment plan, in its sole discretion, upon not less than 30 days’ notice to: (i) the CDS Participants through which the ETF plan participants hold their Shares; (ii) the plan agent; and (iii) if necessary, the applicable Exchange (or such other designated exchange on which the Shares, of a Purpose Fund may be listed from time to time).

Purpose may amend, modify or suspend the reinvestment plan at any time in its sole discretion, provided that it gives notice of that amendment, modification or suspension to: (i) the CDS Participants through which the ETF plan participants hold their Shares; (ii) the plan agent; and (iii) if necessary, the applicable Exchange (or such other designated exchange on which the Shares, of a Purpose Fund may be listed from time to time).

PURCHASES OF SHARES

Initial Investment in the Purpose Funds

In compliance with NI 81-102, the Purpose Funds will not issue Shares to the public until orders aggregating not less than \$500,000 have been received and accepted by the Purpose Funds from investors other than the Manager or its directors, officers or Shareholders.

Offering and Continuous Distribution

Shares of the Purpose Funds are being issued and sold on a continuous basis.

Buying and Selling Shares

The Shares of the Purpose Funds have been conditionally approved for listing on the Exchange. Subject to meeting the Exchange’s original listing requirements in respect of the Purpose Funds, the Shares of the Purpose Funds will be listed on the Exchange and offered on a continuous basis, and an investor will be able to buy or sell such Shares on the Exchange through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling the Shares. The Exchange ticker symbols for the Shares of the Purpose Funds are as follows:

Purpose Fund	Ticker Symbol
Purpose RBC (RY) Yield Shares ETF	RBCY
Purpose Enbridge (ENB) Yield Shares ETF	ENBY

Purpose TD (TD) Yield Shares ETF	TDY
Purpose Shopify (SHOP) Yield Shares ETF	SHPY
Purpose Canadian Natural Resources (CNQ) Yield Shares ETF	CNQY
Purpose Scotiabank (BNS) Yield Shares ETF	BNSY
Purpose CIBC (CM) Yield Shares ETF	CMY
Purpose BMO (BMO) Yield Shares ETF	BMOY
Purpose Dollarama (DOL) Yield Shares ETF	DOLY
Purpose TELUS (T) Yield Shares ETF	TY
Purpose Couche-Tard (ATD) Yield Shares ETF	ATDY
Purpose National Bank (NA) Yield Shares ETF	NAY
Purpose Brookfield (BN) Yield Shares ETF	BNY
Purpose Canadian National Railway (CNR) Yield Shares ETF	CNRY
Purpose Manulife (MFC) Yield Shares ETF	MFCY

From time to time as may be agreed by the Purpose Funds and its Designated Broker and Dealers, its Designated Broker and Dealers may agree to accept Constituent Securities as payment for Shares from prospective purchasers.

Designated Broker

The Manager, on behalf of the Purpose Funds, will enter into a Designated Broker Agreement with a Designated Broker pursuant to which the Designated Broker will agree to perform certain duties relating to the Purpose Funds including, without limitation: (i) to subscribe for a sufficient number of Shares to satisfy the Exchange's original listing requirements; (ii) to subscribe for Shares on an ongoing basis in connection with the rebalancing of and adjustments to the portfolio of the Purpose Funds and when cash redemptions of Shares occur as described under "Redemption and Exchange of Shares – Redemption of Shares for Cash"; and (iii) to post a liquid two-way market for the trading of Shares on the Exchange. The Manager may, in its discretion from time to time, reimburse the Designated Broker for certain expenses incurred by the Designated Broker in performing these duties.

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

Issuance of Shares

To the Designated Broker and Dealers

All orders to purchase Shares directly from the Purpose Funds must be placed by the Designated Broker or Dealers. The Purpose Funds reserve the absolute right to reject any subscription order placed by a Designated Broker or Dealer. No fees will be payable by the Purpose Funds to a Designated Broker or Dealer in connection with the issuance of Shares. On the issuance of Shares, the Manager may, in its discretion, charge an administrative fee to the Designated Broker or Dealer to offset the expenses (including any applicable Exchange additional listing fees) incurred in issuing the Shares.

On any Trading Day, the Designated Broker or Dealer may place a subscription order for the Prescribed Number of Shares (or an integral multiple thereof) of a Purpose Fund. If a subscription order is received by the Purpose Fund by 9:00 a.m. on a Trading Day (or such later time on such Trading Day as the Manager may permit), the Purpose Fund will issue to the Designated Broker or Dealer the Prescribed Number of Shares (or an integral multiple thereof) by no later than the Trading Day after the date on which the subscription order is accepted, provided that payment for such Shares has been received.

For each Prescribed Number of Shares issued, the Designated Broker or Dealer must deliver payment consisting of, in the Manager'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 NAV of the Shares next determined following the receipt of the subscription order; (ii) cash in an amount equal to the NAV of the Shares 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 NAV of the Shares next determined following the receipt of the subscription order.

The Manager may, in its discretion, increase or decrease the Prescribed Number of Shares from time to time. The Prescribed Number of Shares will be available on the Purpose Funds' website at www.purposeinvest.com.

To the Designated Broker in Special Circumstances

Shares may be issued by a Purpose Fund to the Designated Broker in connection with the rebalancing of and adjustments to the Purpose Fund or its portfolio and when cash redemptions of Shares occur as described below under "Redemption and Exchange of Shares – Redemption of Shares for Cash".

To Shareholders as Reinvested Distributions

Shares may be issued by a Purpose Fund to its Shareholders on the automatic reinvestment of special dividends and other reinvested distributions. See "Distribution Policy".

Special Considerations for Shareholders

The provisions of the "early warning" requirements set out in Canadian securities legislation do not apply in connection with the acquisition of Shares. In addition, the Purpose Funds have received exemptive relief from the securities regulatory authorities to permit Shareholders to acquire more than 20% of the Shares of a Purpose Fund through purchases on the Exchange without regard to the take-over bid requirements of Canadian securities legislation, provided that any such Shareholder, and any person acting jointly or in concert with the Shareholder, undertakes to not vote more than 20% of the Shares of a Purpose Fund at any meeting of Shareholders of the Purpose Fund.

Before investing in the Purpose Funds, investors should consider their ongoing obligations with respect to insider trading, insider reporting, and take-over bids under the Act or other relevant securities legislation (including in National Instruments and as explained in National Policies). Securities regulators may take the view that these provisions extend to the purchase and sale of securities of the Purpose Funds that invest in securities of a single issuer, including on a look-through basis. See "Investment Strategies – Insider Trading, Insider Reporting and Take-over Bid Requirements" for further information.

Non-Resident Shareholders

At no time may: (i) non-residents of Canada; (ii) partnerships that are not Canadian partnerships; or (iii) a combination of non-residents of Canada and such partnerships (all as defined in the Tax Act), be the beneficial owners of a majority of the Shares of the Company. The Manager may require declarations as to the jurisdictions in which a beneficial owner of Shares is resident and, if a partnership, its status as a Canadian partnership. If the Manager becomes aware, as a result of requiring such declarations as to beneficial ownership or otherwise, that the beneficial owners of 40% of the Shares of the Company 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 Shares are beneficially held by non-residents and/or partnerships that are not Canadian partnerships, the Manager may send a notice to such non-resident Shareholders 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 Shares or a portion thereof within a specified period of not less than 30 days. If the Shareholders receiving such notice have not sold the specified number of shares or provided the Manager with satisfactory evidence that they are not non-residents or partnerships other than Canadian partnerships within such period, the Manager may on behalf of such Shareholders sell such Shares and, in the interim, shall suspend

the voting and distribution rights attached to such Shares. Upon such sale, the affected holders shall cease to be beneficial holders of Shares and their rights shall be limited to receiving the net proceeds of sale of such Shares.

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

Registration and Transfer through CDS

Registration of interests in, and transfers of, the Shares will be made only through CDS. Shares must be purchased, transferred and surrendered for exchange or redemption only through a CDS Participant. All rights of an owner of Shares must be exercised through, and all payments or other property to which such owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds such Shares. Upon purchase of any Shares, the owner will receive only the customary confirmation and physical certificates evidencing ownership will not be issued. References in this prospectus to a holder of Shares mean, unless the context otherwise requires, the owner of the beneficial interest in such Shares.

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

The ability of a beneficial owner of Shares to pledge such Shares or otherwise take action with respect to such owner's interest in such Shares (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

The Purpose Funds have the option to terminate registration of the Shares through the book based system in which case certificates for Shares in fully registered form may be issued to beneficial owners of such Shares or to their nominees.

REDEMPTION AND EXCHANGE OF SHARES

Redemption of Shares for Cash

On any Trading Day, Shareholders may redeem Shares of the Purpose Funds for cash at a redemption price per Share equal to the lesser of: (i) 95% of the market price on the Exchange for the Shares on the effective day of redemption and (ii) the NAV per Share on the effective day of the redemption. "**Market price**" means the weighted average trading price of the Shares on the Canadian marketplaces on which the Shares have traded on the effective date of the redemption. Because Shareholders will generally be able to sell Shares at the market price on the Exchange through a registered broker or dealer subject only to customary brokerage commissions, Shareholders are advised to consult their brokers, dealers or investment advisors before redeeming their Shares for cash.

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 to the Purpose Fund at its registered office by 9:00 a.m. on the Trading Day (or such later time on such Trading Day as the Manager may permit). If a cash redemption request is not received by the delivery deadlines noted immediately above on a 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 Trading Day after the effective day of the redemption. The cash redemption request forms may be obtained from any registered broker or dealer.

Investors that redeem Shares prior to the distribution record date for any distribution will not be entitled to receive that distribution.

In connection with the redemption of Shares, a Purpose Fund may dispose of securities or other assets to satisfy the redemption.

Exchange of Shares for Baskets of Securities

On any Trading Day, Shareholders may exchange the Prescribed Number of Shares (or an integral multiple thereof) for Baskets of Securities and/or cash in the discretion of the Manager.

To effect an exchange of Shares of a Purpose Fund, a Shareholder must submit an exchange request in the form prescribed by the Manager from time to time to the Manager at its registered office by 9:00 a.m. on a Trading Day (or such later time on such Trading Day as the Manager may permit). The exchange price will be equal to the NAV of the Shares on the effective day of the exchange request, payable by delivery of Baskets of Securities and cash. The Shares will be redeemed in the exchange.

If an exchange request is not received by the submission deadlines noted immediately above on a Trading Day, the exchange order will be effective only on the next Trading Day. Settlement of exchanges for Baskets of Securities and cash will be made by no later than the Trading Day after the effective day of the exchange request. The securities to be included in the Baskets of Securities delivered on an exchange shall be selected by the Manager in its discretion.

Shareholders should be aware that the NAV per Share will decline on the date of declaration of any distribution payable in cash on Shares. A Shareholder that is no longer a holder of record on the applicable distribution record date will not be entitled to receive that distribution.

If Constituent 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 Shareholder on an exchange in the Prescribed Number of Shares may be postponed until such time as the transfer of the securities is permitted by law.

Requests for Exchange and Redemption

A Shareholder submitting an exchange or redemption request is deemed to represent to the applicable Purpose Fund and the Manager that: (i) it has full legal authority to tender the Shares for exchange or redemption and to receive the proceeds of the exchange or redemption; and (ii) the Shares 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 Shares to the Purpose Fund. 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 Purpose Fund. If the Shareholder, upon receipt of a verification request, does not provide the Manager with satisfactory evidence of the truth of the representations, the Shareholder's exchange or redemption request will not be considered to have been received in proper form and will be rejected.

Suspension of Exchange and Redemption

The Manager may suspend the exchange and redemption of Shares or payment of redemption proceeds of a Purpose Fund: (i) during any period when normal trading is suspended on a stock exchange or other market on which securities owned by the Purpose Fund are listed and traded, if these securities represent more than 50% by value or underlying market exposure of the total assets of the Purpose Fund, without allowance for liabilities, and if these securities are not traded on any other exchange that represents a reasonably practical alternative for the Purpose Fund; or (ii) with the prior permission of the securities regulatory authorities, for any period not exceeding 30 days during which the Manager determines that conditions exist that render impractical the sale of assets of the Purpose Fund or that impair the ability of the Valuation Agent to determine the value of the assets of the Purpose Fund. The suspension may apply to all requests for exchange and redemption received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. All Shareholders making such requests shall be advised by the Manager of the suspension and that the exchange or redemption, as applicable, will be effected at a price determined on the first Valuation Date following the termination of the suspension. All such

Shareholders shall have and shall be advised that they have the right to withdraw their requests for exchange or redemption, as applicable. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist, provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with official rules and regulations promulgated by any government body having jurisdiction over the Purpose Funds, any declaration of suspension made by the Manager shall be conclusive.

Costs Associated with Exchange and Redemption

The Manager may charge to Shareholders, in its discretion, an administrative fee of up to 2% of the exchange or redemption proceeds of a Purpose Fund to offset certain transaction costs associated with the exchange or redemption of Shares of such Purpose Fund.

Exchange and Redemption of Shares through CDS Participants

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

Short-Term Trading

At the present time, the Manager is of the view that it is not necessary to impose any short-term trading restrictions on the Purpose Funds as Shares of the Purpose Funds are generally traded by investors on an exchange in the secondary market in the same way as other listed securities. In the few situations where the Shares of the Purpose Funds are not purchased in the secondary market, purchases usually involve the Designated Broker or a Dealer upon whom the Manager may impose a redemption fee, which is intended to compensate the Purpose Funds for any costs and expenses incurred in relation to the trade.

INCOME TAX CONSIDERATIONS

This section describes the principal Canadian federal income tax considerations applicable to the Company and to investors in a Purpose Fund who are individuals (other than trusts) and who, for tax purposes, are residents of Canada, hold shares of the Purpose Fund as capital property, have not entered into a “derivative forward agreement” as defined in the Tax Act in respect of shares of the Purpose Fund, and are not affiliated with and deal with the Purpose Fund at arm’s length.

The summary takes into account the current provisions of the Tax Act and the regulations thereunder, as well as all publicly announced proposed amendments to the Tax Act and regulations publicly announced prior to the date hereof (the “**Proposed Amendments**”). It also takes into account the published administrative policies and assessing practices of the CRA published in writing prior to the date hereof. No assurances can be given that the Proposed Amendments will become law as proposed or at all.

The summary is not intended to be exhaustive. It does not address provincial, territorial or foreign tax considerations. This summary does not constitute legal or tax advice to any particular purchaser or to any particular holder of shares. Investors should consult their own tax advisors for advice with respect to the tax consequences of an investment in their particular circumstances.

This summary is also based on the assumptions that: (i) none of the issuers of securities held by the Company will be a foreign affiliate of the Company or any Shareholder; (ii) none of the securities held by the Company 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 Company will be an interest in a trust (or a partnership which holds such an interest) which would require the Company (or the partnership) to report significant amounts of income in connection with such interest pursuant to the rules in section 94.1 or 94.2 of the Tax Act, or an interest in a non-resident trust other than an “exempt foreign trust” as defined

in the Tax Act; and (iv) neither the Company will enter into any arrangement where the result is a dividend rental arrangement for the purposes of the Tax Act.

Status of the Company

The Company intends at all relevant times to qualify as a “mutual fund corporation” as defined in the Tax Act. To qualify as a mutual fund corporation, (i) the Company must be a “Canadian corporation” that is a “public corporation” for purposes of the Tax Act; (ii) the only undertaking of the Company must be the investing of its funds in property (other than real property or interests in real property or immovables or real rights in immovables); and (iii) at least 95% of the fair market value of all of the issued shares of the capital stock of the Company must be redeemable at the demand of the holders of those shares. The Company has informed counsel that it filed the necessary election under the Tax Act so that it was deemed to be a “public corporation” effective from the beginning of its first taxation year and, therefore, qualified as a mutual fund corporation throughout its first taxation year.

Proposals released on August 12, 2024 as part of the Federal Budget (the “**Proposed MFC Amendments**”) would, for taxation years beginning after 2024, deem certain corporations not to be “mutual fund corporations” after a time at which (a) a person or partnership, or any combination of persons or partnerships that do not deal with each other at arm’s length (known in the Proposed MFC Amendments as “specified persons”) own, in the aggregate, shares of the capital stock of the corporation having a fair market value of more than 10% of the fair market value of all of the issued and outstanding shares of the capital stock of the corporation; and (b) the corporation is controlled by or for the benefit of one or more specified persons. Having regard to the structure of the Company, and the intention of the proposed amendments as described in materials accompanying the Proposed MFC Amendments, the Company does not believe that it would cease to be a mutual fund corporation as a result of its application. The Company will continue to monitor the progress of the Proposed MFC Amendments to assess the impact, if any, that these proposed amendments could have on the Company.

Taxation of the Purpose Funds

Each Purpose Fund is a separate class of shares of the Company. Although the Company is comprised of a number of classes of shares, it must (like any other mutual fund corporation with a multi-class structure) compute its income and net capital gains for tax purposes as a single entity. All of the Company’s revenues, deductible expenses, capital gains and capital losses in connection with all of its investment portfolios, and other items relevant to its tax position (including the tax attributes of all of its assets), will be taken into account in determining the income or loss of the Company and applicable taxes payable by the Company as a whole. For example, expenses, tax deductions and losses arising from the Company’s investments and activities in respect of one corporate class may be deducted or offset against income or gains arising from the Company’s investments and activities in respect of other classes of shares of the Company. As a result of the Company being required to calculate its income as a single entity, the overall result for a holder of shares of each corporate class will differ from what would be the case if the shareholder had invested in a mutual fund trust, or a single-class mutual fund corporation, that made the same investments as the fund.

The Company has established a policy to determine how it will allocate income and capital gains in a tax-efficient manner among the various classes of shares of the Company in a way that it believes is fair, consistent and reasonable for shareholders. The amount of dividends and capital gains dividends paid to Shareholders is based on this tax allocation policy, which has been approved by the Company’s board of directors.

In determining the income of the Company, gains or losses realized upon dispositions of securities in which the Company has invested will constitute capital gains or capital losses of the Company in the year realized unless the Company is considered to be trading or dealing in securities or otherwise carrying on a business of buying and selling securities or the Company has acquired the securities in a transaction or transactions considered to be an adventure in the nature of trade. Each Purpose Fund intends to be a long-term holder of (a) common shares of RBC, (b) common shares of Enbridge, (c) common shares of TD, (d) Class A subordinate voting shares of Shopify, (e) common shares of CNRL, (f) common shares of Scotiabank, (g) common shares of CIBC, (h) common shares of BMO, (i) common shares of Dollarama, (j) common shares of TELUS, (k) common shares of Couche-Tard, (l) common shares of NB, (m) common shares of Brookfield, (n) common shares of CN Railway and (o) common shares of Manulife, as applicable. As such, the Manager anticipates that the Company will treat and report gains (or losses) as a result of any

disposition of these securities as capital gains (or capital losses). The Company has advised counsel that if the Company holds “Canadian securities” (as defined in the Tax Act) it will elect in accordance with the Tax Act to have each such security treated as capital property. Such election will ensure that gains or losses realized by the Company on the disposition of Canadian securities are taxed as capital gains or capital losses.

The taxable portion of capital gains (net of the allowable portion of capital losses) realized by the Company will be subject to tax at normal corporate rates applicable to mutual fund corporations, but taxes paid thereon by the Company are generally refundable on a formula basis when Shares of the Company are redeemed or when the Company pays capital gains dividends. Accordingly, if sufficient amounts are paid by the Company on the redemption of its Shares or as capital gains dividends, generally the Company will not pay tax on its capital gains.

Premiums received on covered call options and cash-covered put options written by the Company that are not exercised prior to the end of the year will constitute capital gains of the Company in the year received, unless such premiums are received by the Company as income from a business of buying and selling securities or the Company has engaged in a transaction or transactions considered to be an adventure in the nature of trade. The Manager has informed counsel that each Purpose Fund will write call and put options on a portion of its portfolio from time to time in response to market conditions to seek to generate investment returns and, in the case of put options, acquire securities for its portfolio at predetermined prices in a manner that reduces acquisition costs. Thus, having regard to the foregoing and in accordance with the CRA’s published administrative practice, the Manager intends that option transactions undertaken by a Purpose Fund in respect of securities comprising the fund’s portfolio will be treated and reported by the Company as arising on capital account.

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

In general, the Company will not pay tax on taxable dividends received from taxable Canadian corporations. The Company will be subject to the refundable tax under Part IV of the Tax Act on taxable dividends received by it from taxable Canadian corporations in an amount equal to 38½% of such dividends, which tax will be refundable on the basis of \$1.00 for each \$2.61 of taxable dividends paid by the Company.

With respect to other income received by the Company, such as ordinary income, interest and foreign dividends, the Company will generally be subject to tax at normal corporate rates applicable to mutual fund corporations subject to permitted deductions for expenses of the Company and applicable credits for any foreign taxes paid. Where a corporate class invests in derivatives as a substitute for direct investment, the Company will generally treat gains and losses realized on such derivatives as being on income account rather than as capital gains and capital losses. Where a derivative is sufficiently linked to a capital asset or transaction of the Company to be treated on capital account, it will nonetheless be treated on income account where it qualifies as a “derivative forward agreement” under the Tax Act.

The Company may be subject to the suspended loss rules contained in the Tax Act. A loss realized on a disposition of property may be considered to be a suspended loss when the Company acquires a property (a “substituted property”) that is the same or identical to the property disposed of, within 30 days before and 30 days after the disposition and the Company owns the substituted property 30 days after the original disposition. If a loss is suspended, the Company cannot deduct the loss from the Company’s gains until the substituted property is sold and is not reacquired within 30 days before and after the sale.

The Company is required to compute its income and gains for tax purposes in Canadian dollars and may therefore realize foreign exchange gains or losses with respect to its foreign investments that will be taken into account in computing its income for tax purposes.

The Company may pay foreign withholding or other taxes in connection with investments in foreign securities.

Under the Tax Act, the excessive interest and financing expenses limitation rules (the “**EIFEL Rules**”), if applicable to an entity, may limit the deductibility of interest and other financing-related expenses by the entity to the extent that such expenses, net of interest and other financing-related income, exceed a fixed ratio of the entity’s adjusted EBITDA. The EIFEL Rules and their application are highly complex, and there can be no assurances that the EIFEL Rules will not have adverse consequences to the Company or its shareholders. Although certain investment funds that are considered to be “excluded entities” for purposes of the EIFEL Rules are excluded from the application of the EIFEL Rules, there can be no assurance that the Company would qualify as an “excluded entity” for these purposes, and hence the Company could be subject to the EIFEL Rules.

Taxation of Shareholders

A Shareholder will be required to include in his or her income the Canadian dollar amount of any dividends paid on such shares, other than capital gains dividends, whether received in cash or reinvested in additional shares. The dividend gross-up and tax credit treatment normally applicable to taxable dividends (including eligible dividends) paid by a taxable Canadian corporation will apply to such dividends.

If the Company pays a return of capital, such amount will generally not be taxable but will reduce the adjusted cost base of the holder’s Shares of a Purpose Fund in respect of which the return of capital was paid. However, where such returns of capital are reinvested in new Shares, the holder’s overall adjusted cost base of such Shares will not be reduced. In the circumstance that reductions to the adjusted cost base of a holder’s Shares would result in such adjusted cost base becoming a negative amount, that amount will be treated as a capital gain realized by the holder of the Shares and the adjusted cost base will then be zero.

Capital gains dividends will be paid to Shareholders, at the discretion of the Company’s board of directors with respect to the timing, the amount and the classes on which the dividends will be paid, out of the capital gains realized by the Company. The amount of a capital gains dividend paid to holders of Shares will be treated as a capital gain in the hands of the holder and will be subject to the general rules relating to the taxation of capital gains which are described below.

A holder of Shares who receives a management fee rebate will include the amount of such rebate in income or in the alternative may reduce the adjusted cost base of the holder’s Shares by the amount of the rebate.

A holder that is a “Canadian-controlled private corporation” (as defined in the Tax Act) (“**CCPC**”) or a “substantive CCPC” (as defined in the Tax Act) will be subject to an additional refundable tax on aggregate investment income, which includes an amount in respect of taxable capital gains. Certain corporations resident in Canada may also be deemed to qualify as “substantive CCPCs” as a result of specific anti-avoidance rules. Prospective investors are advised to consult their own tax advisors regarding the possible implications of the CCPC rules in their particular circumstances.

Upon the actual or deemed disposition of a Share, including the redemption of a Share for cash proceeds, a capital gain (or a capital loss) will generally be realized to the extent that the proceeds of disposition of the Shares exceed (or are exceeded by) the aggregate of the adjusted cost base to the holder of such Shares and the costs of disposition. One-half of a capital gain realized on the disposition will be included in income as a taxable capital gain. One-half of any capital loss realized may be deducted against any taxable capital gains, subject to and in accordance with the detailed rules of the Tax Act. Holders of Shares should consult their own advisors with respect to provisions of the Tax Act which reduce any such losses by the amount of certain dividends received on Shares.

Where Shares of a Purpose Fund are exchanged by a redeeming holder of Shares for Baskets of Securities, or where securities are received by a holder of Shares of the Purpose Fund on a distribution *in specie* on the termination of the corporate class, the proceeds of disposition to the holder of the Shares will be equal to the fair market value of the securities so received, plus the amount of any cash received on the exchange. The cost for tax purposes of securities acquired by a redeeming Shareholder on the exchange or redemption of Shares of the Purpose Fund will generally be the fair market value of such securities at that time.

Taxation of Registered Plans

In general, the amount of a distribution paid by a Purpose Fund to a Registered Plan on a disposition of Shares will not be taxable under the Tax Act. However, amounts withdrawn from certain Registered Plans may be subject to tax (other than a return of contributions from a RESP or certain withdrawals from a FHSA or RDSP, and withdrawals from a TFSA).

Tax Implications of the Distribution Policy of the Purpose Funds

When an investor purchases Shares of a Purpose Fund, a portion of the price paid may reflect income or capital gains accrued or realized before such person acquired such Shares. This may particularly be the case if such Shares are purchased near year-end before a special year-end distribution is paid.

Alternative Minimum Tax

Investors who receive dividends from a Purpose Fund or who realize net capital gains from the disposition of Shares of a Purpose Fund may be subject to alternative minimum tax under the Tax Act.

INTERNATIONAL INFORMATION REPORTING

The Purpose Funds are required to comply with due diligence and reporting obligations in the Tax Act enacted to implement the Canada-United States Enhanced Tax Information Exchange Agreement (the “**IGA**”). As long as Shares of a Purpose Fund continue to be registered in the name of CDS and to be regularly traded on the Exchange, or any other established securities market, the Purpose Fund should not have any U.S. reportable accounts and, as a result, it should not be required to provide information to the CRA in respect of its Shareholders. However, dealers through which Shareholders hold their Shares are subject to due diligence and reporting obligations with respect to financial accounts that they maintain for their clients. Shareholders (and, if applicable, the controlling person(s) of a Shareholder) may be requested to provide information to their dealer to identify U.S. persons holding Shares. If a Shareholder, or its controlling person(s), is a “Specified U.S. Person”, as defined under the IGA (including a U.S. citizen who is a resident of Canada), if no such determination has been made but the information provided includes indicia of U.S. status and sufficient evidence to the contrary is not timely provided, or if the Shareholder fails to provide the requested information and indicia of U.S. status are present, then Part XVIII of the Tax Act will generally require information about the Shareholder’s investments held in the financial account maintained by the dealer to be reported to the CRA, unless the investments are held within a Registered Plan. The CRA will then provide that information to the U.S. Internal Revenue Service.

In addition, pursuant to Part XIX of the Tax Act implementing the Organization for Economic Co-operation and Development Common Reporting Standard (the “**CRS Rules**”), Canadian financial institutions are required to have procedures in place to identify accounts held by tax residents of foreign countries other than the U.S. (“**Reportable Jurisdictions**”) or by certain entities any of whose “controlling persons” are tax residents of Reportable Jurisdictions. The CRS Rules provide that Canadian financial institutions must report certain account information and other personal identifying details of Shareholders (and, if applicable, of the controlling persons of such Shareholders) who are tax residents of Reportable Jurisdictions to the CRA annually. Such information would generally be exchanged on a reciprocal, bilateral basis with Reportable Jurisdictions in which the account holders or such controlling persons are tax resident under the provisions and safeguards of the Multilateral Convention on Mutual Administrative Assistance in Tax Matters or the relevant bilateral tax treaty. Under the CRS Rules, Shareholders will be required to provide such information regarding their investment in the Purpose Funds to their dealer for the purpose of such information exchange, unless the investment is held within a Registered Plan. The CRA will then provide that information to the tax authorities of the relevant Reporting Jurisdiction.

ELIGIBILITY FOR INVESTMENT

It is intended that the Shares of the Purpose Funds will at all relevant times be qualified investments for trusts governed by Registered Plans.

Notwithstanding the foregoing, if Shares are a “prohibited investment” for a TFSA, FHSA, RESP, RDSP, RRSP or a RRIF that acquires Shares, the holder, subscriber, or annuitant will be subject to a penalty tax as set out in the Tax Act. A “prohibited investment” includes a share of a fund that does not deal at arm’s length with the controlling individual. Controlling individuals of Registered Plans should consult with their tax advisors in this regard. Generally, a controlling individual will not be considered to have a “significant interest” in a Purpose Fund unless the controlling individual owns 10% or more of the value of the outstanding Shares of the Purpose Fund, either alone or together with persons and partnerships with which the controlling individual does not deal at arm’s length.

Holders of TFSAs, FHSAs or RDSPs, subscribers of RESPs and annuitants of RRSPs or RRIFs, should consult with their tax advisors as to whether Shares would be a prohibited investment for such Registered Plans in their particular circumstances.

Securities received on the redemption of Shares of a Purpose Fund may not be qualified investments for trusts governed by Registered Plans.

ORGANIZATION AND MANAGEMENT DETAILS OF THE PURPOSE FUNDS

The Manager and Promoter

Purpose Investments Inc. a corporation amalgamated under the laws of the Province of Ontario on March 31, 2018 is the manager and promoter of the Purpose Funds. The equity securities of the Manager are owned by Purpose LP and Purpose GP Inc. The address, phone number, email address and website of Purpose is 130 Adelaide Street West, Suite 3100, P.O. Box 109, Toronto, Ontario, M5H 3P5, 1-877-789-1517, info@purposeinvest.com and www.purposeinvest.com. The manager manages the Purpose Funds pursuant to the terms of a management agreement (the “**Management Agreement**”) between the Company and Purpose.

Officers and Directors of the Manager and Promoter

The board of directors of the Manager consists of a minimum of 3 and a maximum of 10 directors. The board of directors is currently composed of 3 directors. Directors are appointed to serve on the board of directors until such time as they retire or are removed and successors are appointed. The name and municipality of residence of each of the directors and executive officers of the Manager, the manager and promoter of the Purpose Funds, and their principal occupations are as follows:

<u>Name and Municipality of Residence</u>	<u>Position with the Manager</u>	<u>Principal Occupation</u>
SOM SEIF Toronto, Ontario	Chief Executive Officer, Chairman of the Board of Directors, Ultimate Designated Person and Director	Chief Executive Officer and Chairman of the Board of Directors, Purpose Investments Inc.
TYLER MEYRICK Toronto, Ontario	Chief Financial Officer and Director	Chief Financial Officer, Purpose Investments Inc.
VLADIMIR TASEVSKI Toronto, Ontario	Chief Innovation Officer and Director	Chief Innovation Officer, Purpose Investments Inc.
JESSICA PALTER Toronto, Ontario	Chief Legal Officer & Corporate Secretary	Chief Legal Officer & Corporate Secretary, Purpose Investments Inc.
PALOMA TONACO Toronto, Ontario	Chief People Officer	Chief People Officer, Purpose Investments Inc.
DAVE NUGENT Toronto, Ontario	Chief Product Officer	Chief Product Officer, Purpose Advisor Solutions Inc.
JEFFREY GANS Toronto, Ontario	Chief Client Officer	President and Chief Executive Officer, Purpose Advisor Solutions Inc.

<u>Name and Municipality of Residence</u>	<u>Position with the Manager</u>	<u>Principal Occupation</u>
STÉPHANE MÉNARD Montréal, Québec	Chief Technology Officer	Vice President, Engineering, Purpose Advisor Solutions Inc.
MEGHANN O'HARA FRASER Toronto, Ontario	Chief Marketing Officer	Chief Marketing Officer, Purpose Investments Inc.
JEFFREY LOGAN Toronto, Ontario	Vice President, Institutional Relationships	Vice President, Institutional Relationships, Purpose Investments Inc.
CRAIG BASINGER Toronto, Ontario	Chief Market Strategist	Chief Market Strategist, Purpose Investments Inc.
JASON THACKER Toronto, Ontario	Chief Strategy & Growth Officer	Chief Strategy & Growth Officer of Purpose Investments Inc.
SINI ERME London, Ontario	Chief Compliance Officer	Chief Compliance Officer of Purpose Investments Inc.

Duties and Services to be Provided by the Manager

In accordance with the Management Agreement, as manager of the Purpose Funds, Purpose:

- (a) manages the overall activities and operations of the Purpose Funds;
- (b) provides or arranges for investment management and administrative services required by the Purpose Funds including, but not limited to, all investment services and all services related to issuing, distributing and redeeming shares of the Purpose Funds; and
- (c) provides all necessary information to shareholders of the Purpose Funds.

The Management Agreement will continue indefinitely unless otherwise terminated in accordance with its terms. However, the manager may resign as manager of a Purpose Fund upon 120 days' notice to the Company. The Company may terminate the Management Agreement at any time if Purpose becomes bankrupt or insolvent or makes a general assignment for the benefit of its creditors.

Purpose has taken the initiative in organizing the Purpose Funds and is, accordingly, the promoter of the Purpose Funds within the meaning of securities legislation of certain provinces and territories of Canada.

Directors and officers of Purpose Fund Corp.

The Company, with the approval of the board of directors, has retained the manager to administer and manage the business and affairs of the funds that comprise the Company.

The board of directors of the Company consists of a minimum of 3 and a maximum of 10 directors. The board of directors of the Company is currently composed of 4 directors, 3 of whom are unrelated directors within the meaning of the rules of the Exchange and "independent" within the meaning of applicable securities legislation. Directors are appointed to serve on the board of directors of the Company until such time as they retire or are removed and successors are appointed. The name, municipality of residence and position held with the Company of each of the directors and executive officers of the Company are as follows:

<u>Name and Municipality of Residence</u>	<u>Position with the Company</u>	<u>Principal Occupation</u>
SOM SEIF Toronto, Ontario	Chief Executive Officer, President, Chairman of the Board of Directors and Director	President, Chief Executive Officer and Chairman of the Board of Directors, Purpose Investments Inc.
TYLER MEYRICK Toronto, Ontario	Chief Financial Officer	Chief Financial Officer, Purpose Investments Inc.
DOUGLAS G. HALL Halifax, Nova Scotia	Director, Member of the IRC	Corporate Director
JEAN M. FRASER Toronto, Ontario	Director, Member of the IRC	Corporate Director
KAREN A. MCRAE Toronto, Ontario	Director, Member of the IRC	Corporate Director
VLADIMIR TASEVSKI Toronto, Ontario	Chief Innovation Officer	Chief Innovation Officer, Purpose Investments Inc.

Som Seif, who is also an officer and director of the Manager, is not currently remunerated for his services as a member of the board of directors of the Company. As of the date hereof, the independent members of the board of directors of the Company receive fixed annual fees in the aggregate of \$15,000 for their services as members of the board of directors of the Company. The Company also reimburses all members of the board of directors for out-of-pocket expenses for attending meetings of the board of directors and committees of the board of directors.

Brokerage Arrangements

The Manager utilizes various brokers to effect securities transactions on behalf of the Purpose Funds and other funds that the Manager manages. These brokers may directly provide the Manager with research and related services including advice, both directly and in writing, as to the value of the securities; the availability of securities, or purchasers or sellers of securities; as well as analysis and reports concerning issuers, industries, securities, economic factors and trends. Although the funds the Manager manages may not benefit equally from the research and related service received from a broker, the Manager will endeavour to ensure that all of the funds receive an equitable benefit over time.

The Manager maintains a list of brokers that have been approved to effect securities transactions on behalf of the Purpose Funds. When determining whether a broker should be added to that list there are numerous factors that are considered including: (a) the dealer's reliability, (b) the quality of its execution services on a continuing basis, and (c) its financial condition. When more than one dealer is believed to meet these criteria, preference may be given to dealers who provide research or statistical materials or other services to the Purpose Funds or to the Manager or its affiliates.

Approved brokers are monitored on a regular basis to ensure that the value of the goods and services, as outlined above, provides a reasonable benefit as compared to the amount of brokerage commissions paid for the goods and services. In conducting this analysis, the Manager considers the use of the goods and services, execution quality in terms of trade impact and the ability to achieve the target benchmark price, as well as the amount of brokerage commissions paid relative to other brokers and the market in general. The monitoring processes are the same regardless of whether the broker is affiliated with the Manager or is an unrelated third party.

Additional information including the services supplied by each broker can be obtained at no cost by contacting the Manager at 1-877-789-1517 at info@purposeinvest.com.

Conflicts of Interest

The Manager has established policies, procedures, practices and guidelines designed to ensure the proper management of the Purpose Funds, including as required by NI 81-107, policies and procedures relating to conflicts of interest.

Risk management is dealt with on a number of levels. The Purpose Funds must comply with the investment restrictions and practices outlined in applicable securities legislation, including NI 81-102. The Manager has established policies and guidelines relating to business practices, risk management controls and conflicts of interest. In addition, the Manager has its own code of ethics that addresses such things as personal trading by employees.

The Manager has developed a personal trading policy for employees (the “**policy**”) which is designed to prevent potential, perceived or actual conflicts between the interests of Purpose and its staff and the interests of clients and the funds. Under the policy, certain Purpose personnel are required to pre-clear certain personal securities transactions in order to ensure that those trades do not conflict with the best interests of the funds and have not been offered to the person because of the position they hold in Purpose. Purpose has also adopted the basic principles set out in the Code of Ethics on Personal Investing established by The Investment Funds Institute of Canada.

Independent Review Committee

The Manager has appointed an independent review committee (the “**IRC**”) for the Purpose Funds pursuant to NI 81-107. The IRC currently consists of three members. The mandate of the IRC is to review conflict of interest matters identified and referred to the IRC by the manager and to give an approval or a recommendation, depending on the nature of the conflict of interest matter. At all times, the members of the IRC are required to act honestly and in good faith in the best interests of the Purpose Funds and, in connection therewith, will exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Purpose has established written policies and procedures for dealing with each conflict of interest matter. At least annually, the IRC will review and assess the adequacy and effectiveness of Purpose’s written policies and procedures relating to conflict of interest matters and will conduct a self-assessment of the IRC’s independence, compensation and effectiveness.

Purpose will maintain records of all matters and/or activities subject to the review of the IRC, including a copy of Purpose’s written policies and procedures dealing with conflict of interest matters, minutes of IRC meetings, and copies of materials, including any written reports, provided to the IRC. Purpose will also provide the IRC with assistance and information sufficient for the IRC to carry out its responsibilities under NI 81-107.

The members of the IRC are entitled to be compensated by the Purpose Funds and reimbursed for all reasonable costs and expenses for the duties they perform as IRC members. In addition, the members of the IRC are entitled to be indemnified by the Purpose Funds, except in cases of wilful misconduct, bad faith, negligence or breach of their standard of care.

The name and municipality of residence of each of the members of the IRC is as follows:

<u>Name</u>	<u>Municipality of Residence</u>
DOUGLAS G. HALL ¹	Halifax, Nova Scotia
JEAN M. FRASER	Toronto, Ontario
KAREN A. MCRAE	Toronto, Ontario

Note:

(1) Chair of the IRC.

As at the date hereof, each IRC member receives (i) an annual retainer of \$35,000, as well as (ii) a meeting fee of \$400 per fund managed by Purpose, per meeting attended, which are together subject to a maximum of \$100,000 per member per annum over all the funds managed by the Manager, for the duties they perform as IRC members in relation to the funds. This amount will be allocated among the funds managed by the Manager in a manner that is fair and reasonable.

The IRC prepares, at least annually, a report of its activities for securityholders and makes such reports available on the Purpose website at www.purposeinvest.com, or at the securityholder's request and at no cost, by contacting us at info@purposeinvest.com. This report and other information about the IRC are also available on SEDAR+ at www.sedarplus.ca.

Custodian

CIBC Mellon Trust Company acts as the custodian of the assets of the Purpose Funds pursuant to a custodial services agreement (the "**Custodian Agreement**") between Purpose on behalf of the Purpose Funds and CIBC Mellon Trust Company dated August 8, 2013, as amended. The address of the custodian is 1 York Street, Suite 500, Toronto, Ontario, M5J 0B6. Purpose on behalf of the Purpose Funds or CIBC Mellon Trust Company may terminate the custodian agreement upon at least 90 days' written notice or immediately in the event of a bankruptcy event in respect of a party that is not cured within 30 days. Purpose on behalf of the Purpose Funds may terminate the custodian agreement immediately if the custodian ceases to be qualified to act as a custodian of the Purpose Funds under applicable law. The custodian is entitled to receive fees from Purpose and to be reimbursed for all expenses and liabilities that are properly incurred by the custodian in connection with the activities of the Purpose Funds.

Auditor

Ernst & Young LLP, Chartered Accountants, Licensed Public Accounts, at its principal office in Toronto, is the auditor for the Purpose Funds.

Registrar and Transfer Agent

TSX Trust Company, at its principal office in Toronto, is the registrar and transfer agent for the Shares of the Purpose Funds. The register and transfer ledger for the Shares of the Purpose Funds is kept in Toronto.

Securities Lending Agent

The Bank of New York Mellon of New York, New York is the securities lending agent (the "**Lending Agent**") of the Purpose Funds pursuant to a securities lending authorization agreement between Purpose, in its capacity as manager of the Purpose Funds, CIBC Mellon Trust Company, CIBC Mellon Global Securities Services Company, Canadian Imperial Bank of Commerce and The Bank of New York Mellon dated February 12, 2013, as amended (the "**Securities Lending Agreement**"). In accordance with the Securities Lending Agreement, CIBC Mellon Trust Company will value the loaned securities and the collateral daily to ensure that the collateral is worth at least 102% of the value of the securities. Pursuant to the terms of the Securities Lending Agreement, CIBC Mellon Trust Company, CIBC Mellon Global Securities Services Company, Canadian Imperial Bank of Commerce and The Bank of New York Mellon will indemnify and hold harmless the manager, on behalf of the Purpose Funds from all losses, damages, liabilities, costs or expenses (including reasonable counsel fees and expenses but excluding consequential damages) suffered by the manager or the Purpose Fund(s) arising from (a) the failure of the Lending Agent (as defined in the Securities Lending Agreement) or CIBC Mellon Trust Company to perform any obligations under the Securities Lending Agreement or (b) any inaccuracy of any representation or warranty made by CIBC Mellon Trust Company or the Lending Agent in the Securities Lending Agreement. Either party may terminate the Securities Lending Agreement by giving the other parties 30 days' notice. The Lending Agent is not an affiliate or an associate of the manager.

Designated website

The disclosure documents of the Purpose Funds will be posted on Purpose's website at www.purposeinvest.com.

CALCULATION OF NET ASSET VALUE

The NAV of a Purpose Fund and NAV per Share of a Purpose Fund will be calculated by the Valuation Agent as of the Valuation Time on each Valuation Date. The NAV of a Purpose Fund on a particular date will be equal to the aggregate value of the assets of such Purpose Fund attributable to a series less the aggregate value of the liabilities attributable to the series of such Purpose Fund including any income, net realized capital gains or other amounts payable to the Shareholders of such series on or before such date and the value of the liabilities of that Purpose Fund for management fees, expenses and taxes, expressed in Canadian dollars at the applicable exchange rate on such date. The NAV per Share on a particular date will be equal to the NAV of the Share of the Purpose Fund divided by the total number of Shares outstanding. The NAV per Share will fluctuate with the value of the Purpose Fund's investments attributable to the series, the income received from the Purpose Fund's investments attributable to the Shares and the distributions, expenses and taxes paid out of the Purpose Fund attributable to the Shares. The NAV per Share on any day will be obtained by dividing the NAV of the Shares on such day by the number of Shares then outstanding.

Valuation Policies and Procedures

In determining the NAV of the Purpose Funds, at any time the Manager will take into account the following:

- (a) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued and not yet received, are valued at the full amount or at what we consider to be the fair value;
- (b) bonds, debentures and other debt securities shall be marked-to-market based on prices obtained from a recognized pricing service at the valuation time on the valuation date. Short-term investments, including notes and money market instruments, shall be recorded at their fair value;
- (c) any security that is listed or traded on a stock exchange shall be valued at the closing sale price (or such other value as the securities regulatory authorities may permit) last reported at the valuation time on the valuation date on the principal stock exchange on which such security is traded, or, if no reliable closing sale price is available at that time, the security shall be fair valued;
- (d) securities of any mutual funds held by a Purpose Fund shall be valued at the reported NAV of that mutual fund;
- (e) foreign currency accounts shall be expressed in Canadian dollars on the following basis: (i) investments and other assets shall be valued by applying the applicable exchange rate at the end of the relevant valuation period; and (ii) purchases and sales of investments, income and expenses shall be recorded by applying the applicable exchange rate on the dates of such transactions;
- (f) a Purpose Fund's holdings shall be valued in Canadian dollars before its NAV is calculated;
- (g) forward foreign exchange contracts shall be valued as the difference between the value of the contract on the date the contract was originated and the value of the contract on the valuation date. Foreign exchange options shall be valued at their quoted market value. When the contract or option closes or expires, a realized foreign exchange gain or loss shall be recognized;
- (h) forward contracts shall be valued as the difference between the value of the contract on the date the contract originated and the value of the contract on the valuation date;
- (i) clearing corporation options shall be valued at the current market value;

- (j) should a Purpose Fund write a covered clearing corporation option, the premium received shall be considered a deferred credit with a value equal to the current market value of an option that would have the effect of closing the position. Any difference resulting from revaluation will be treated as an unrealized gain or loss. Deferred credits will be deducted to arrive at the NAV of the Purpose Fund;
- (k) futures contracts shall be valued as the difference between the current price and the purchase price (i.e. the mark-to-market value of the contract);
- (l) bullion, coins, certificates or other evidences of precious metals shall be valued at current market value;
- (m) restricted securities shall be valued according to reported quotations in common use, or according to the following method, whichever is less: restricted securities shall be valued at that percentage of the market value of unrestricted securities which the fund paid to acquire them, provided that if the time period during which the restrictions on these securities will apply is known, the price may be adjusted to reflect this time period; and
- (n) all other assets shall be valued at the Manager's best estimate of fair value.

The value of any security or property to which, in the opinion of the Manager, the above valuation principles cannot be applied (whether because no price or yield equivalent quotations are available as above provided, or for any other reason) shall be the fair value thereof determined in such manner as the Manager, in consultation with the Valuation Agent, from time to time provides. The Manager may also determine the fair value of securities in the following circumstances: (i) when there is a halt trade on a security which is normally traded on an exchange; (ii) on securities that trade on markets that have closed prior to the time of calculation of the NAV of the Purpose Fund and for which there is sufficient evidence that the closing price on the market is not the most appropriate value at the time of valuation; and (iii) when there are investment or currency restrictions imposed by a country that affect the Purpose Fund's ability to liquidate the assets held in that market.

Each portfolio transaction will be reflected in the calculation of NAV per Share no later than the calculation of NAV per Share, as applicable, next made after the date on which the transaction becomes binding. The issue of Shares will be reflected in the calculation of NAV per Share next made after the issue date for such Shares which will generally be the trading day after the date that the subscription order for such Shares is accepted. The exchange or redemption of Shares will be reflected in the calculation of NAV per Share next made after the exchange request or redemption request is accepted.

The NAV per Share is calculated in Canadian dollars in accordance with the rules and policies of the Canadian securities administrators or in accordance with any exemption therefrom that the Purpose Fund may obtain. The NAV per Share determined in accordance with the principles set out above may differ from the NAV per Share determined under International Financial Reporting Standards.

Copies of this prospectus and financial statements for a Purpose Fund will be delivered to securityholders at no cost by calling us at 1-877-789-1517.

Reporting of Net Asset Value

Following the Valuation Time on any Valuation Date, the NAV of the Purpose Fund and NAV per Share will usually be published in the financial press and will be posted on Purpose's website at www.purposeinvest.com.

DESCRIPTION OF THE SHARES

The Company is a mutual fund corporation established under the laws of the Province of Ontario. The authorized capital of the Company includes an unlimited number of classes of non-cumulative, redeemable, non-voting shares.

Each class consists of one or more series. Each of the Purpose Fund will initially offer one class of shares, namely Shares. Shares of the Purpose Funds will (subject to satisfying the initial listing requirements of the Exchange) be listed on the Exchange and will be available to all investors.

Each class of shares of the Company (other than the common shares of the Company) is a separate mutual fund having specific investment objectives and is specifically referable to a separate portfolio of investments. Each Purpose Fund is a class of shares of the Company.

All shares of a series of a Purpose Fund have equal rights and privileges. The interest of each Shareholder in a series of a Purpose Fund is shown by how many shares are registered in the name of such Shareholder. No share of a series of a Purpose Fund has any preference or priority over another share of the same series of the Purpose Fund. No Shareholder owns any asset of a Purpose Fund.

Shares of each Purpose Fund have the following attributes:

(a) the shares have distribution rights (meaning dividends and/or return of capital payments may be made on the shares);

(b) the shares have no voting rights except as required by securities legislation or applicable corporate law, see “Shareholder Matters – Meeting of Shareholders” for a description of certain of your voting rights as a Shareholder;

(c) the shares have redemption rights;

(d) there are no pre-emptive rights;

(e) there is no liability for further calls or assessments by the Company;

(f) the shares of a Purpose Fund may be sub-divided or consolidated by the Company without prior notice to Shareholders of the Purpose Fund; and

(g) subject to applicable Shareholder approval and notice requirements, these attributes may be amended from time to time by the Company.

There is no fixed issue price for the shares. Shares are issued only if they are fully paid for.

The Company will not issue fractions of Shares.

Holders of the common shares of the Company may vote at all Shareholder meetings, except at a meeting of a series of shares, and are entitled to the amount paid-up thereon on redemption or on the liquidation of the Company.

Shareholders of the Purpose Funds will not have any right to vote securities held by the Purpose Funds.

In the event of the liquidation, dissolution or winding-up of the Company or other distribution of assets of the Company among its Shareholders for the purpose of winding up its affairs, Shareholders of each Purpose Fund shall have the right to participate in the remaining property of the Company based on the relative NAV of each Purpose Fund.

See “Redemption and Exchange of Shares” for more details regarding the attributes of the various series of shares of the Company.

The rights attached to the shares of a Purpose Fund may only be modified, amended or varied in accordance with the terms of the articles of the Company and applicable law. See “Shareholder Matters – Meeting of Shareholders” below.

Certain Provisions of the Shares

All Shares of a class of the Purpose Fund have equal rights and privileges. Each whole share is entitled to one vote at all meetings of Shareholders and is entitled to participate equally with respect to any and all distributions made by the Purpose Fund to Shareholders, other than management fee distributions, including distributions of net income and net realized capital gains and distributions upon the termination of the Purpose Fund. Shares are issued only as fully-paid and are non-assessable.

Exchange of Shares for Baskets of Securities

On any Trading Day, Shareholders may exchange the Prescribed Number of Shares (or an integral multiple thereof) for Baskets of Securities and cash or, in the discretion of the Manager, cash only. See “Redemption and Exchange of Shares – Exchange of Shares for Baskets of Securities”.

Redemption of Shares for Cash

On any Trading Day, Shareholders may redeem Shares of the Purpose Funds for cash at a redemption price per Share equal to the lesser of: (i) 95% of the closing price for the Shares on the Exchange on the effective day of the redemption; and (ii) the NAV per Share on the effective day of the redemption. See “Redemption and Exchange of Shares – Redemption of Shares for Cash”.

No Voting Rights

Holders of Shares will not have any right to vote securities held by the Purpose Funds, unless otherwise agreed to by the Manager.

Modification of Terms

The rights attached to the Shares of the Purpose Funds may only be modified, amended or varied in accordance with the terms of the articles of the Company. See “Shareholder Matters – Matters Requiring Shareholders’ Approval”.

SHAREHOLDER MATTERS

Meeting of Shareholders

A meeting of the Shareholders voting as a single class (unless the circumstances are such that one class is affected differently in which case holders of each class of Shares of the Purpose Fund will vote separately) may be called at any time by the Manager. Except as otherwise required or permitted by law, meetings of Shareholders 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. At any meeting of Shareholders, a quorum shall consist of two or more Shareholders present in person or by proxy and holding 5% of the Shares of the Purpose Fund. If no quorum is present at such meeting within one-half hour after the time fixed for the holding of such meeting, the meeting, if convened upon the request of Shareholders or for the purpose of considering a change in the manager of the Purpose Fund, shall be cancelled, but in any other case, the meeting shall stand adjourned and will be held at the same time and place on the day which is not less than 10 days later. Shareholders present in person or represented by proxy will constitute a quorum.

Matters Requiring Shareholder Approval

As required by NI 81-102, a meeting of the Shareholders of a Purpose Fund will be called to approve certain changes as follows:

- (a) the basis of the calculation of a fee or expense that is charged to a Purpose Fund is changed in a way that could result in an increase in charges to such Purpose Fund, except where:

- (i) a Purpose Fund is at arm's length with the person or company charging the fee;
 - (ii) the Shareholders have received at least 60 days' notice before the effective date of the change; and
 - (iii) the right to notice described in (ii) is disclosed in the prospectus of a Purpose Fund;
- (b) a fee or expense is introduced that is to be charged to a Purpose Fund or directly to its Shareholders by a Purpose Fund or the Manager in connection with the holding of Shares that could result in an increase in charges to a Purpose Fund or its Shareholders;
 - (c) the Manager is changed, unless the new manager of the Purpose Fund(s) is an affiliate of the Manager;
 - (d) the fundamental investment objectives of a Purpose Fund is changed;
 - (e) a Purpose Fund decreases the frequency of the calculation of the NAV per Share;
 - (f) a Purpose Fund undertakes a reorganization with, or transfers its assets to, another mutual fund, if a Purpose Fund ceases to continue after the reorganization or transfer of assets and the transaction results in the Shareholders of a Purpose Fund becoming Shareholders in the other mutual fund, unless:
 - (i) the IRC has approved the change;
 - (ii) a Purpose Fund is being reorganized with, or its assets are being transferred to, another mutual fund to which NI 81-102 and NI 81-107 apply and that is managed by the Manager, or an affiliate of the Manager;
 - (iii) the Shareholders have received at least 60 days' notice before the effective date of the change;
 - (iv) the right to notice described in (iii) is disclosed in the prospectus of a Purpose Fund; and
 - (v) the transaction complies with certain other requirements of applicable Canadian securities legislation;
 - (g) a Purpose Fund undertakes a reorganization with, or acquires assets from, another mutual fund, if such Purpose Fund continues after the reorganization or acquisition of assets, the transaction results in the Shareholders of the other mutual fund becoming Shareholders of the Purpose Funds, and the transaction would be a material change to the Purpose Funds; or
 - (h) any other matter which is required by law applicable to the Purpose Funds or otherwise to be submitted to a vote of the Shareholders of the Purpose Funds.

Approval of Shareholders will be deemed to have been given if expressed by resolution passed at a meeting of Shareholders duly called and held for the purpose of considering the same, by at least a majority of the votes cast. Shareholders are entitled to one vote per whole Share held on the record date established for voting at any meeting of Shareholders.

The Purpose Funds may, without Shareholders' approval, enter into a merger or other similar transaction that has the effect of combining a Purpose Fund or its assets (a "**Permitted Merger**") with any other investment fund or Purpose Funds managed by the Manager or an affiliate of the Manager that have investment objectives that are substantially similar to those of the Purpose Fund, subject to:

- (a) approval of the merger by the IRC;

- (b) compliance with certain merger pre-approval conditions set out in section 5.6 of NI 81-102; and
- (c) written notice to Shareholders at least 60 days before the effective date of the merger.

In connection with a Permitted Merger, the merging Purpose Fund will be valued at their respective net asset values for the purpose of such transaction.

In addition, the auditor of the Purpose Funds may not be changed unless:

- (a) the IRC has approved the change; and
- (b) Shareholders have received at least 60 days' notice before the effective date of the change.

Reporting to Shareholders

The Purpose Funds' fiscal year is the calendar year or such other fiscal period permitted under the Tax Act as the Purpose Funds elect. The Manager will make available to Shareholders and the Company's board of directors, as applicable, such financial statements and other continuous disclosure documents as are required by applicable law, including (i) unaudited interim and audited annual financial statements of the Purpose Funds, prepared in accordance with International Financial Reporting Standards and (ii) interim and annual management reports of fund performance in respect of the Purpose Funds.

Any tax information necessary for Shareholders to prepare their annual federal income tax returns will be distributed to them within 90 days after the end of the financial year of the Purpose Fund.

The Manager will keep adequate books and records reflecting the activities of the Company (and its Purpose Funds). A Shareholder or his or her duly authorized representative has the right to examine the books and records of the Company or the Purpose Fund, as the case may be, during normal business hours at the registered office of the Manager. Notwithstanding the foregoing, a Shareholder shall not have access to any information that, in the opinion of the Manager, should be kept confidential in the interests of the Company or the Purpose Fund, as applicable.

TERMINATION OF THE PURPOSE FUNDS

A Purpose Fund may be terminated by the Manager on at least 60 days' notice to Shareholders of such termination and the Manager will issue a press release in advance thereof. Upon termination of a Purpose Fund, the cash and other assets remaining after paying or providing for all liabilities and obligations of the Purpose Fund, determined in accordance with the Purpose Fund's valuation policies and procedures, shall be distributed *pro rata* among the Shareholders of the Purpose Fund.

The rights of Shareholders to exchange and redeem Shares described under "Redemption and Exchange of Shares" will cease as and from the date of termination of the Purpose Fund.

PRINCIPAL HOLDERS OF THE PURPOSE FUNDS

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

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The Manager will receive fees for its services to the Purpose Funds. See "Fees and Expenses".

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

PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD

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

The proxies associated with securities held by the Purpose Funds will be voted in accordance with the best interests of the Purpose Fund determined at the time the vote is cast. The Manager maintains policies and procedures that are designed to be guidelines for the voting of proxies; however, each vote is ultimately cast on a case-by-case basis taking into consideration the relevant facts and circumstances at the time of the vote.

The Manager’s proxy voting policies and procedures set out various considerations that the Manager will address when voting, or refraining from voting, proxies, including that:

- (a) the Manager will generally vote with management on routine matters such as electing corporate directors, appointing external auditors and adopting or amending management compensation plans unless it is determined that supporting management’s position would not be in the best interests of the Shareholders;
- (b) the Manager will address on a case-by-case basis, non-routine matters (such as merger or other restructuring, a sale of part or all of a business or bankruptcy of an issuer), including those business issues specific to the issuer or those raised by Shareholders of the issuer with a focus on the potential impact of the vote on the NAV of the Purpose Funds and in the best interests of the Shareholders; and
- (c) the Manager has the discretion whether or not to vote on routine or non-routine matters. In cases where the Manager determines that it is not in the best interests of the Shareholders to vote, or in cases where no value is added by voting, the Manager will not be required to vote.

The Manager will post the proxy voting record on www.purposeinvest.com no later than August 31 of each year. The Manager will send the most recent copy of the proxy voting policies and procedures and proxy voting record, without charge, to any Shareholder upon a request made by the Shareholder.

MATERIAL CONTRACTS

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

- (a) the Management Agreement as described under “Organization and Management Details – The Manager and Promoter”; and
- (b) the Custodian Agreement as described under “Organization and Management Details – Custodian”.

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

LEGAL AND ADMINISTRATIVE PROCEEDINGS

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

EXPERTS

Osler, Hoskin & Harcourt LLP, legal counsel to the Purpose Funds and the Manager, has provided certain legal opinions on the principal Canadian federal income tax considerations that apply to an investment in the Shares by an individual resident in Canada. See “Income Tax Considerations” and “Eligibility for Investment”. As of the date hereof, partners and associates of Osler, Hoskin & Harcourt LLP beneficially owned, directly or indirectly, less than 1% of the outstanding Shares of each of the Purpose Funds.

Ernst & Young LLP is the auditor of the Purpose Funds and has confirmed that it is independent with respect to the Purpose Funds within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of Ontario. Ernst & Young LLP has consented to the inclusion of its report on the Purpose Funds dated August 15, 2025 in this prospectus.

EXEMPTIONS AND APPROVALS

The Purpose Funds have applied or have received exemptive relief from the Canadian securities regulatory authorities to:

- (a) permit the purchase by a Shareholder of a Purpose Fund of more than 20% of the Shares of the Purpose Fund through purchases on the Exchange without regard to the take-over bid requirements of Canadian securities legislation;
- (b) relieve the Purpose Funds from the requirement that a prospectus contain a certificate of the underwriters;
- (c) permit the Purpose Funds to purchase and hold securities of a Canadian (CAD) Public Issuer or enter into a specified derivatives transaction even though, immediately after the transaction more than 20% of the NAV of the Purpose Fund would be invested, directly or indirectly, in securities of such Canadian (CAD) Public Issuer provided that, among other conditions: (i) any purchase of publicly traded securities of the Canadian (CAD) Public Issuer are in accordance with the investment objectives of the Purpose Fund, (ii) at the time of purchase of publicly traded securities of the Canadian (CAD) Public Issuer the publicly traded securities of such Canadian (CAD) Public Issuer satisfy the Canadian (CAD) Public Issuer Requirements; (iii) the Purpose Fund will not purchase publicly traded securities of the Canadian (CAD) Public Issuer or enter into any transaction to obtain indirect exposure to the publicly traded securities of the Canadian (CAD) Public Issuer if the Purpose Fund would, as a result of such purchase, become an insider of the Canadian (CAD) Public Issuer; or (iv), the Purpose Fund would not, following the purchase of publicly traded securities of the Canadian (CAD) Public Issuer, hold securities of such Canadian (CAD) Public Issuer in an amount exceeding 1% of the Canadian (CAD) Public Issuer’s total market capitalization.
- (d) the LSEG Lipper Fund Awards and LSEG Lipper Leader Ratings, and the FundGrade A+ Awards and FundGrade Ratings, as applicable, to be referenced in sales communications relating to a Purpose Fund, subject to certain conditions.

PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase ETF securities within 48 hours after the receipt of a confirmation of a purchase of such securities. In several of the provinces and territories, the securities legislation further provides a

purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation, or for non-delivery of the ETF Facts, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory.

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

DOCUMENTS INCORPORATED BY REFERENCE

Additional information about the Purpose Funds is or will be available in the following documents:

- (a) the most recently-filed comparative annual financial statements of the Purpose Funds, together with the accompanying report of the auditor;
- (b) any interim financial statements of the Purpose Funds filed after the most recently-filed comparative annual financial statements of the Purpose Funds;
- (c) the most recently-filed annual MRFP of the Purpose Funds;
- (d) any interim MRFP of the Purpose Funds filed after that most recently-filed annual MRFP of the Purpose Funds; and
- (e) the most recently filed ETF Facts of the Purpose Funds.

These documents are or will be incorporated by reference into, and form an integral part of, this prospectus. These documents may be obtained upon request, at no cost, by calling 1-877-789-1517, by emailing Purpose at info@purposeinvest.com or by contacting a registered dealer. These documents and other information about the Purpose Funds is also available on Purpose's website at www.purposeinvest.com and/or on SEDAR+ at www.sedarplus.ca.

INDEPENDENT AUDITOR'S REPORT

To the Directors of Purpose Investments Inc., the shareholder and manager of:

Purpose RBC (RY) Yield Shares ETF
Purpose Enbridge (ENB) Yield Shares ETF
Purpose TD (TD) Yield Shares ETF
Purpose Shopify (SHOP) Yield Shares ETF
Purpose Canadian Natural Resources (CNQ) Yield Shares ETF
Purpose Scotiabank (BNS) Yield Shares ETF
Purpose CIBC (CM) Yield Shares ETF
Purpose BMO (BMO) Yield Shares ETF
Purpose Dollarama (DOL) Yield Shares ETF
Purpose TELUS (T) Yield Shares ETF
Purpose Couche-Tard (ATD) Yield Shares ETF
Purpose National Bank (NA) Yield Shares ETF
Purpose Brookfield (BN) Yield Shares ETF
Purpose Canadian National Railway (CNR) Yield Shares ETF
Purpose Manulife (MFC) Yield Shares ETF

(collectively, the “Purpose Funds” and each, an “Purpose Fund”)

Opinion

We have audited the financial statements of the Purpose Funds, which comprise the statements of financial position as at August 15, 2025 and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements of the Purpose Funds present fairly, in all material respects, the financial position of the Purpose Funds as at August 15, 2025 in accordance International Financial Reporting Standards (“IFRSs”).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Purpose Funds in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that is free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Purpose Funds’ financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

(Signed) "Ernst & Young LLP"
Chartered Professional Accountants
Licensed Public Accountants
Toronto, Ontario
August 15, 2025

**PURPOSE RBC (RY) YIELD SHARES ETF
STATEMENT OF FINANCIAL POSITION**

August 15, 2025

ASSETS

Cash.....	\$10.00
Total.....	<u>\$10.00</u>

SHAREHOLDER'S EQUITY (Note 1)

Shareholder's equity (1 Share).....	<u>\$10.00</u>
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Approved on behalf of the Board of Directors of Purpose Investments Inc., the manager of the Purpose Fund:

(signed) "Som Seif"
Som Seif
Director

(signed) "Tyler Meyrick"
Tyler Meyrick
Director

**PURPOSE ENBRIDGE (ENB) YIELD SHARES ETF
STATEMENT OF FINANCIAL POSITION**

August 15, 2025

ASSETS

Cash.....	\$10.00
Total.....	<u>\$10.00</u>

SHAREHOLDER'S EQUITY (Note 1)

Shareholder's equity (1 Share).....	<u>\$10.00</u>
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Approved on behalf of the Board of Directors of Purpose Investments Inc., the manager of the Purpose Fund:

(signed) "Som Seif"
Som Seif
Director

(signed) "Tyler Meyrick"
Tyler Meyrick
Director

**PURPOSE TD (TD) YIELD SHARES ETF
STATEMENT OF FINANCIAL POSITION**

August 15, 2025

ASSETS

Cash.....	\$10.00
Total.....	<u>\$10.00</u>

SHAREHOLDER’S EQUITY (Note 1)

Shareholder’s equity (1 Share).....	<u>\$10.00</u>
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Approved on behalf of the Board of Directors of Purpose Investments Inc., the manager of the Purpose Fund:

(signed) “Som Seif”
Som Seif
Director

(signed) “Tyler Meyrick”
Tyler Meyrick
Director

**PURPOSE SHOPIFY (SHOP) YIELD SHARES ETF
STATEMENT OF FINANCIAL POSITION**

August 15, 2025

ASSETS

Cash.....	\$10.00
Total.....	<u>\$10.00</u>

SHAREHOLDER’S EQUITY (Note 1)

Shareholder’s equity (1 Share).....	<u>\$10.00</u>
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Approved on behalf of the Board of Directors of Purpose Investments Inc., the manager of the Purpose Fund:

(signed) “Som Seif”
Som Seif
Director

(signed) “Tyler Meyrick”
Tyler Meyrick
Director

PURPOSE CANADIAN NATURAL RESOURCES (CNQ) YIELD SHARES ETF
STATEMENT OF FINANCIAL POSITION

August 15, 2025

ASSETS

Cash.....	\$10.00
Total.....	<u>\$10.00</u>

SHAREHOLDER'S EQUITY (Note 1)

Shareholder's equity (1 Share).....	<u>\$10.00</u>
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Approved on behalf of the Board of Directors of Purpose Investments Inc., the manager of the Purpose Fund:

(signed) "Som Seif"
Som Seif
Director

(signed) "Tyler Meyrick"
Tyler Meyrick
Director

**PURPOSE SCOTIABANK (BNS) YIELD SHARES ETF
STATEMENT OF FINANCIAL POSITION**

August 15, 2025

ASSETS

Cash.....	\$10.00
Total.....	<u>\$10.00</u>

SHAREHOLDER’S EQUITY (Note 1)

Shareholder’s equity (1 Share).....	<u>\$10.00</u>
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Approved on behalf of the Board of Directors of Purpose Investments Inc., the manager of the Purpose Fund:

(signed) “Som Seif”
Som Seif
Director

(signed) “Tyler Meyrick”
Tyler Meyrick
Director

PURPOSE CIBC (CM) YIELD SHARES ETF
STATEMENT OF FINANCIAL POSITION

August 15, 2025

ASSETS

Cash.....	\$10.00
Total.....	<u>\$10.00</u>

SHAREHOLDER'S EQUITY (Note 1)

Shareholder's equity (1 Share).....	<u>\$10.00</u>
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Approved on behalf of the Board of Directors of Purpose Investments Inc., the manager of the Purpose Fund:

(signed) "Som Seif"
Som Seif
Director

(signed) "Tyler Meyrick"
Tyler Meyrick
Director

PURPOSE BMO (BMO) YIELD SHARES ETF
STATEMENT OF FINANCIAL POSITION

August 15, 2025

ASSETS

Cash.....	\$10.00
Total.....	<u>\$10.00</u>

SHAREHOLDER'S EQUITY (Note 1)

Shareholder's equity (1 Share).....	<u>\$10.00</u>
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Approved on behalf of the Board of Directors of Purpose Investments Inc., the manager of the Purpose Fund:

(signed) "Som Seif"
Som Seif
Director

(signed) "Tyler Meyrick"
Tyler Meyrick
Director

PURPOSE DOLLARAMA (DOL) YIELD SHARES ETF
STATEMENT OF FINANCIAL POSITION

August 15, 2025

ASSETS

Cash.....	\$10.00
Total.....	<u>\$10.00</u>

SHAREHOLDER'S EQUITY (Note 1)

Shareholder's equity (1 Share).....	<u>\$10.00</u>
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Approved on behalf of the Board of Directors of Purpose Investments Inc., the manager of the Purpose Fund:

(signed) "Som Seif"
Som Seif
Director

(signed) "Tyler Meyrick"
Tyler Meyrick
Director

**PURPOSE TELUS (T) YIELD SHARES ETF
STATEMENT OF FINANCIAL POSITION**

August 15, 2025

ASSETS

Cash.....	\$10.00
Total.....	<u>\$10.00</u>

SHAREHOLDER'S EQUITY (Note 1)

Shareholder's equity (1 Share).....	<u>\$10.00</u>
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Approved on behalf of the Board of Directors of Purpose Investments Inc., the manager of the Purpose Fund:

(signed) "Som Seif"
Som Seif
Director

(signed) "Tyler Meyrick"
Tyler Meyrick
Director

PURPOSE COUCHE-TARD (ATD) YIELD SHARES ETF
STATEMENT OF FINANCIAL POSITION

August 15, 2025

ASSETS

Cash.....	\$10.00
Total.....	<u>\$10.00</u>

SHAREHOLDER'S EQUITY (Note 1)

Shareholder's equity (1 Share).....	<u>\$10.00</u>
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Approved on behalf of the Board of Directors of Purpose Investments Inc., the manager of the Purpose Fund:

(signed) "Som Seif"
Som Seif
Director

(signed) "Tyler Meyrick"
Tyler Meyrick
Director

**PURPOSE NATIONAL BANK (NA) YIELD SHARES ETF
STATEMENT OF FINANCIAL POSITION**

August 15, 2025

ASSETS

Cash.....	\$10.00
Total.....	<u>\$10.00</u>

SHAREHOLDER’S EQUITY (Note 1)

Shareholder’s equity (1 Share).....	<u>\$10.00</u>
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Approved on behalf of the Board of Directors of Purpose Investments Inc., the manager of the Purpose Fund:

(signed) “Som Seif”
Som Seif
Director

(signed) “Tyler Meyrick”
Tyler Meyrick
Director

**PURPOSE BROOKFIELD (BN) YIELD SHARES ETF
STATEMENT OF FINANCIAL POSITION**

August 15, 2025

ASSETS

Cash.....	\$10.00
Total.....	<u>\$10.00</u>

SHAREHOLDER’S EQUITY (Note 1)

Shareholder’s equity (1 Share).....	<u>\$10.00</u>
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Approved on behalf of the Board of Directors of Purpose Investments Inc., the manager of the Purpose Fund:

(signed) “Som Seif”
Som Seif
Director

(signed) “Tyler Meyrick”
Tyler Meyrick
Director

PURPOSE CANADIAN NATIONAL RAILWAY (CNR) YIELD SHARES ETF
STATEMENT OF FINANCIAL POSITION

August 15, 2025

ASSETS

Cash.....	\$10.00
Total.....	<u>\$10.00</u>

SHAREHOLDER'S EQUITY (Note 1)

Shareholder's equity (1 Share).....	<u>\$10.00</u>
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Approved on behalf of the Board of Directors of Purpose Investments Inc., the manager of the Purpose Fund:

(signed) "Som Seif"
Som Seif
Director

(signed) "Tyler Meyrick"
Tyler Meyrick
Director

**PURPOSE MANULIFE (MFC) YIELD SHARES ETF
STATEMENT OF FINANCIAL POSITION**

August 15, 2025

ASSETS

Cash.....	\$10.00
Total.....	<u>\$10.00</u>

SHAREHOLDER’S EQUITY (Note 1)

Shareholder’s equity (1 Share).....	<u>\$10.00</u>
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Approved on behalf of the Board of Directors of Purpose Investments Inc., the manager of the Purpose Fund:

(signed) “Som Seif”
Som Seif
Director

(signed) “Tyler Meyrick”
Tyler Meyrick
Director

NOTES TO STATEMENT OF FINANCIAL POSITION

August 15, 2025

1. Establishment of the Purpose Funds

Each of Purpose RBC (RY) Yield Shares ETF, Purpose Enbridge (ENB) Yield Shares ETF, Purpose TD (TD) Yield Shares ETF, Purpose Shopify (SHOP) Yield Shares ETF, Purpose Canadian Natural Resources (CNQ) Yield Shares ETF, Purpose Scotiabank (BNS) Yield Shares ETF, Purpose CIBC (CM) Yield Shares ETF, Purpose BMO (BMO) Yield Shares ETF, Purpose Dollarama (DOL) Yield Shares ETF, Purpose TELUS (T) Yield Shares ETF, Purpose Couche-Tard (ATD) Yield Shares ETF, Purpose National Bank (NA) Yield Shares ETF, Purpose Brookfield (BN) Yield Shares ETF, Purpose Canadian National Railway (CNR) Yield Shares ETF and Purpose Manulife (MFC) Yield Shares ETF (collectively, the **“Purpose Funds”** and each, a **“Purpose Fund”**), is a class of shares of Purpose Fund Corp. (the **“Company”**), a mutual fund corporation incorporated under the laws of the Province of Ontario. Each class of shares of the Company (other than the common shares of the Company) is a separate mutual fund having specific investment objectives and is specifically referable to a separate portfolio of investments.

Purpose Investments Inc. (the **“Manager”**) is the manager of the Purpose Funds. The Purpose Funds’ registered office is at 130 Adelaide St. West, Suite 3100, Toronto, Canada.

The Purpose Funds are authorized to issue an unlimited number of classes of Shares. The Purpose Funds have authorized one class of exchange-traded shares (**“Shares”**) denominated in Canadian dollars.

On August 15, 2025, 1 Share of each of the Purpose Funds was issued for \$10.00 cash. The Purpose Funds are not subject to any externally imposed capital requirements.

The Purpose RBC (RY) Yield Shares ETF is an investment fund that seeks to provide the holders of Shares (**“Shareholders”**) with (i) long-term capital appreciation through purchasing and holding common shares of Royal Bank of Canada (**“RBC”**) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of RBC) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Enbridge (ENB) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Enbridge (**“Enbridge”**) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Enbridge) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose TD (TD) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of The Toronto-Dominion Bank (**“TD”**) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of TD) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Shopify (SHOP) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding Class A subordinate voting shares of Shopify Inc. (**“Shopify”**) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase Class A subordinate voting shares of Shopify) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Canadian Natural Resources (CNQ) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Canadian Natural Resources Limited (**“CNRL”**) (and may include the use of leverage (not to exceed the limits on use of leverage

described under “Investment Strategies”) through cash borrowing to purchase common shares of CNRL) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Scotiabank (BNS) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of The Bank of Nova Scotia (“**Scotiabank**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Scotiabank) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose CIBC (CM) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Canadian Imperial Bank of Commerce (“**CIBC**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of CIBC) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose BMO (BMO) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Bank of Montreal (“**BMO**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of BMO) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Dollarama (DOL) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Dollarama Inc. (“**Dollarama**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Dollarama) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose TELUS (T) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of TELUS Corporation (“**TELUS**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of TELUS) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Couche-Tard (ATD) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Alimentation Couche-Tard Inc. (“**Couche-Tard**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Couche-Tard) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose National Bank (NA) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of National Bank of Canada (“**NB**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of NB) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Brookfield (BN) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Brookfield Corporation (“**Brookfield**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Brookfield) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Canadian National Railway (CNR) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Canadian National Railway Company (“**CN Railway**”) (and may include the use of leverage (not to exceed the limits on use of

leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of CN Railway) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The Purpose Manulife (MFC) Yield Shares ETF is an investment fund that seeks to provide Shareholders with (i) long-term capital appreciation through purchasing and holding common shares of Manulife Financial Corporation (“**Manulife**”) (and may include the use of leverage (not to exceed the limits on use of leverage described under “Investment Strategies”) through cash borrowing to purchase common shares of Manulife) and (ii) distributions by writing covered call options and/or cash covered put options on a portion of the Purpose Fund’s portfolio.

The statements of financial position for the Purpose Funds were approved by the board of directors of the Manager on August 15, 2025.

2. Summary of Material Accounting Policy Information

The financial statements of the Purpose Funds have been prepared in accordance with International Financial Reporting Standards.

3. Related Party Transactions

As at August 15, 2025, the Manager has subscribed for 1 Share for \$10.00 in the Purpose Funds, and therefore holds all of the issued and outstanding Shares of each of the Purpose Funds. The Purpose Funds will pay the Manager an annual management fee equal to 0.40% of the net asset value of the Shares. The management fee, plus applicable HST, will be calculated and accrued daily and paid monthly in arrears, plus applicable taxes.

The Purpose Funds pay for all ordinary expenses (the “**Administrative Expenses**”) incurred in connection with the operation and administration of the Purpose Funds including: custodian and sub-custodian fees; insurance fees; transfer agency fees; filing fees; listing fees; audit fees; bank charges and interest expenses as well as other costs and expenses associated with the use of leverage; legal expenses; premiums for directors’ and officers’ insurance coverage for the members of the independent review committee; fees and expenses of the members of the Purpose Funds’ independent review committee; income taxes; sales taxes (including GST/HST); brokerage expenses and commissions; withholding taxes; extraordinary expenses; accounting fees; expenses incurred in connection with the valuation of the Purpose Funds assets; any costs and expenses incurred in complying with National Instrument 81-107 – *Independent Review Committee for Investment Fund* (including any expenses related to the implementation and on-going operation of an independent review committee); investor reporting costs for annual and semi-annual financial statements; expenses in connection with the preparation of prospectus and other regulatory reports and other operating and administrative expenses incurred in connection with the day-to-day operation of the Purpose Funds. The Administrative Expenses payable by the Purpose Funds, plus applicable HST, are calculated and accrued daily and paid monthly in arrears.

The Manager may, from time to time, in its sole discretion, pay all or a portion of any Administrative Expenses which would otherwise be payable by a Purpose Fund.

CERTIFICATE OF THE PURPOSE FUNDS AND THE MANAGER AND PROMOTER

Dated: August 15, 2025

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

PURPOSE INVESTMENTS INC., as manager of the Purpose Funds

(signed) "Som Seif"
Som Seif
Chief Executive Officer

(signed) "Tyler Meyrick"
Tyler Meyrick
Chief Financial Officer

On behalf of the Board of Directors of Purpose Investments Inc.

(signed) "Som Seif"
Som Seif
Director

(signed) "Tyler Meyrick"
Tyler Meyrick
Director

(signed) "Vladimir Tasevski"
Vladimir Tasevski
Director

PURPOSE INVESTMENTS INC., as promoter of the Purpose Funds

(signed) "Som Seif"
Som Seif
Chief Executive Officer

CERTIFICATE OF PURPOSE FUND CORP. (ON BEHALF OF THE PURPOSE FUNDS)

Dated: August 15, 2025

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

(signed) "Som Seif"
Som Seif
Chief Executive Officer

(signed) "Tyler Meyrick"
Tyler Meyrick
Chief Financial Officer

On behalf of the Board of Directors of Purpose Fund Corp.

(signed) "Jean M. Fraser"
Jean M. Fraser
Director

(signed) "Douglas G. Hall"
Douglas G. Hall
Director