

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

PROSPECTUS



Initial Public Offering and Continuous Offering

August 13, 2018

This prospectus qualifies the distribution of units (the “Units”) of the following actively managed exchange traded funds (each, a “Fund” and together, the “Funds”).

ONE Global Equity ETF (“ONEQ”)

ONE North American Core Plus Bond ETF (“ONEB”)

The Funds are actively managed exchange-traded mutual funds established under the laws of the province of Ontario.

Investment Objectives

ONE Global Equity ETF

The investment objective of ONEQ is to seek long-term growth of capital by investing in a portfolio of equity securities of global issuers, through direct purchases of publicly traded companies and/or ETFs that represent an equity asset class.

ONE North American Core Plus Bond ETF

The investment objective of ONEB is to seek to provide a stable rate of return, primarily through income, and to a lesser extent, capital appreciation by investing in a portfolio consisting primarily of investment grade North American fixed-income securities issued by corporations, governments (federal and state/provincial) and government-related entities and agencies through direct purchases and/or ETFs.

See “Investment Objectives” for further information.

WisdomTree Asset Management Canada, Inc. (the “Manager”), a registered investment fund manager, is the trustee, and manager of the Funds and is responsible for the administration of the Funds. See “Organization and Management Details of the Funds – Manager”.

One Capital Management, LLC (“OCM”) acts as investment advisor to the Funds. OCM is located in the United States. See “Organization and Management Details of the Funds – Investment Advisor”.

Units of ONEB have been conditionally approved for listing on the Toronto Stock Exchange (the “TSX”). Subject to satisfying the TSX’s original listing requirements in respect of ONEB on or before August 9, 2019, Units of ONEB will be listed on the TSX and investors will be able to buy or sell Units of ONEB on the TSX through registered brokers and dealers in the province or territory where the investor resides.

Units of ONEQ are currently listed on the TSX and investors can buy or sell such Units on the TSX through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage

commissions in buying or selling Units. No fees are paid by investors to the Manager or any Fund in connection with buying or selling of Units on the TSX. Unitholders may also redeem Units of the Funds for cash at a redemption price per Unit equal to 95% of the closing price for the applicable Units on the TSX on the effective day of redemption, subject to a maximum redemption price per Unit equal to the net asset value per Unit on the effective day of redemption. See “Information for Unitholders – Redemption of Units in any Number for Cash” for further information.

The Funds will issue Units directly to the Designated Broker (as defined herein) and Dealers (as defined herein).

In the opinion of Osler, Hoskin & Harcourt LLP, provided that a Fund qualifies as a “mutual fund trust” within the meaning of the Tax Act, or the Units of that Fund are listed on a “designated stock exchange” within the meaning of the Tax Act, the Units of that Fund, if issued on the date hereof, would be qualified investments under the Tax Act for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered disability savings plan, a deferred profit sharing plan, a registered education savings plan or a tax-free savings account.

No designated broker or dealer has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus and as such, the Designated Broker and Dealers do not perform many of the usual underwriting activities in connection with the distribution by the Funds of their Units under this prospectus.

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

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

Documents Incorporated by Reference

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

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CERTIFICATE OF THE FUNDS, THE TRUSTEE AND MANAGER C-1

GLOSSARY

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

Accounting Agent – means State Street Fund Services Toronto Inc.

Basket of Securities – means, in relation to a particular Fund, a group of securities and/or assets determined by the Manager or the Investment Advisor from time to time representing the constituents of the portfolio of the Fund.

Canadian securities legislation – means the securities legislation in force in each province and territory of Canada, all regulations, rules, orders and policies made thereunder and all multilateral and national instruments adopted by the securities regulatory authorities, as the same may be amended, restated or replaced from time to time.

Cash Creation Fee – means the fee payable in connection with any cash payments for subscriptions of a PNU of the applicable Fund, representing, as applicable, brokerage expenses, commissions, transaction costs and other costs or expenses that the Fund incurs or expects to incur in purchasing securities on the market with such cash proceeds.

Cash Exchange Fee – means the fee payable in connection with any cash payments for exchange of a PNU of the applicable Fund, representing, as applicable, brokerage expenses, commissions, transaction costs and other costs or expenses that the Fund incurs or expects to incur in selling securities on the market to obtain the necessary cash for the exchange.

CDS – means CDS Clearing and Depository Services Inc.

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

CDSX – the clearing and settlement system for debt and equity securities in Canada.

CRA – means the Canada Revenue Agency.

Custodian – means State Street Trust Company Canada or its successor.

Custodian Agreement – means the custodian agreement dated July 6, 2016 (as amended from time to time) between the Manager, the Funds and the Custodian.

Dealer – means a registered dealer (that may or may not be a Designated Broker) that has entered into a continuous distribution dealer agreement with the Manager, on behalf of a Fund, and that subscribes for and purchases Units from that Fund.

Declaration of Trust – means the amended and restated master declaration of trust establishing the Funds dated August 13, 2018, as the same may be amended, restated or replaced from time to time.

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

Distribution Record Date – means a date designated by WisdomTree as a record date for the determination of Unitholders of a Fund entitled to receive a distribution.

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

ETF – means an exchange-traded fund.

ETF Facts – means a summary document in respect of an ETF, which summarizes certain features of the ETF and which is publicly available at www.sedar.com and provided or made available to registered dealers for delivery to purchasers of securities of an ETF.

Funds – means collectively, ONEQ and ONEB, and each, an investment trust established under the laws of Ontario pursuant to the Declaration of Trust.

GST – means the federal goods and services tax.

HST – means the harmonized sales tax, which currently applies in lieu of GST in the Provinces of Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.

Investment Advisor – means OCM, in its capacity as investment advisor of the Fund.

Investment Advisory Agreement – has the meaning ascribed to such term under the heading “Organization and Management Details of the Funds – Investment Advisor”.

IRC – means the independent review committee of the Funds established under NI 81-107.

Management Fee – has the meaning ascribed to such term under the heading “Fees and Expenses – Fees and Expenses Payable by the Funds – Management Fees”.

Management Fee Distribution – has the meaning described under “Fees and Expenses – Fees and Expenses Payable by the Funds – Management Fee Distributions”, an amount equal to the difference between the management fee otherwise chargeable and a reduced fee determined by the Manager, from time to time, that is distributed in cash to certain Unitholders of the Funds.

Manager – means WisdomTree Asset Management Canada, Inc.

NAV and NAV per Unit – means, in relation to a particular Fund, the net asset value of the Fund and the net asset value per Unit, calculated by the Accounting Agent as described in “Calculation of Net Asset Value”.

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

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

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

OCM – means One Capital Management, LLC.

Plan Participant – has the meaning ascribed to such term under the heading “Distribution Policy – Reinvestment Plan”.

Plan Agent – means State Street Trust Company Canada or its successor, as the plan agent under the Reinvestment Plan.

Plan Units – has the meaning ascribed to such term under the heading “Distribution Policy – Reinvestment Plan”.

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

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

Registered Plans – means, collectively, RRSPs, RRIFs, DPSPs, RDSPs, RESPs and TFSA.

Registrar and Transfer Agent – means State Street Trust Company Canada or its successor.

Reinvestment Plan – has the meaning ascribed to such term under the heading “Distribution Policy – Reinvestment Plan”.

REITs – means real estate investment trusts.

REOCs – means real estate operating companies.

RESP – means a registered education savings plan within the meaning of the Tax Act.

RRIF – means a registered retirement income fund within the meaning of the Tax Act.

RRSP – means a registered retirement savings plan within the meaning of the Tax Act.

Securities Lending Agreement – has the meaning ascribed to such term under the heading “Organization and Management Details of the Funds – Securities Lending Agent”.

securities regulatory authorities – means the securities commission or similar regulatory authority in each province and territory of Canada that is responsible for administering the Canadian securities legislation in force in such province or territory.

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

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

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

Trading Day – means, for each Fund, unless otherwise agreed by the Manager, a day on which: (i) a regular session of the TSX is held, and (ii) the primary market or exchange for the securities held by the Fund is open for trading.

Trustee – means WisdomTree, in its capacity as trustee of the Funds pursuant to the Declaration of Trust, or its successor.

TSX – means the Toronto Stock Exchange.

Unit – means, in relation to a particular Fund, a redeemable, transferable unit of the Fund, which represents an equal, undivided interest in such Fund.

Unitholder – means a holder of Units of a Fund.

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

Valuation Time – means, in relation to a Fund, 4:00 p.m. (EST) on a Valuation Date or such other time that the Manager deems appropriate on each Valuation Date.

WisdomTree – means WisdomTree Asset Management Canada, Inc.

PROSPECTUS SUMMARY

The following is a summary of the principal features of the Units of the Funds and should be read together with the more detailed information, financial data and financial statements contained elsewhere in this prospectus or incorporated by reference in this prospectus.

Issuers: ONE Global Equity ETF (“ONEQ”)

ONE North American Core Plus Bond ETF (“ONEB”)

(each, a “Fund” and together, the “Funds”)

Each Fund is an actively managed exchange-traded mutual fund established under the laws of the province of Ontario. WisdomTree Asset Management Canada, Inc. (“WisdomTree”) is the trustee and manager of the Funds and is responsible for the administration of the Funds.

One Capital Management, LLC (“OCM”) is the investment advisor of the Funds.

Continuous Distribution: Each Fund issues Units on a continuous basis and there is no maximum number of Units that may be issued.

Units of ONEB have been conditionally approved for listing on the Toronto Stock Exchange (the “TSX”). Subject to satisfying the TSX’s original listing requirements on or before August 9, 2019, Units of ONEB will be listed on the TSX and investors will be able to buy or sell Units of ONEB on the TSX through registered brokers and dealers in the province or territory where the investor resides.

Units of ONEQ are currently listed on the TSX and investors can buy or sell such Units on the TSX through registered brokers and dealers in the province or territory where the investor resides.

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

See “Information for Designated Broker and Dealers – Issuance of Units”.

Investment Objectives: The investment objective of ONEQ is to seek long-term growth of capital by investing in a portfolio of equity securities of global issuers, through direct purchases of publicly traded companies and/or ETFs that represent an equity asset class.

The investment objective of ONEB is to seek to provide a stable rate of return, primarily through income, and to a lesser extent, capital appreciation by investing in a portfolio consisting primarily of investment grade North American fixed-income securities issued by corporations, governments (federal and state/provincial) and government-related entities and agencies through direct purchases and/or ETFs.

See “Investment Objectives”.

Specific Investment Strategies The investment strategy of each Fund is to invest in and hold a portfolio of securities selected by the Investment Advisor in order to achieve its investment objectives.

ONEQ

ONEQ invests in a portfolio of equity securities of global issuers, through direct purchases of publicly traded companies and/or ETFs that represent an equity asset class. The Fund will have geographic diversification including Canada, U.S., developed markets in Europe and Asia and developing markets. The Fund will also be diversified by market capitalization from large-cap companies to micro-cap companies around the world. The Fund will include exposure to publicly traded REITs.

The Investment Advisor seeks diversification by equity asset class, industry sector and geographic region and relies on its in-depth fundamental research, view of market trends, analysis of a company's competitive position, and review of the expected return of an asset class or company relative to the expected risk of any alternative equity asset class, industry sector or company's risk and general market conditions. The Investment Advisor also directs the currency hedging strategy for ONEQ.

ONEB

ONEB will invest primarily in North American investment grade fixed-income securities issued by corporations, governments (federal and state/provincial) and government-related entities and agencies ("core fixed-income securities") directly and/or through ETFs. ONEB may also invest to a lesser extent directly and/or through ETFs in international fixed-income securities, emerging market debt, preferred shares, convertible bonds and non-investment grade bonds ("non-core fixed-income securities"). Generally, at the discretion of the Investment Advisor, no less than 70% of ONEB's portfolio will be invested (directly and indirectly) in core fixed-income securities at any time.

In order to select securities for ONEB, the Investment Advisor will rely on its in depth fundamental credit research, view of the issuer's industry, growth prospects and long term trends, analysis of each issuer's competitive position and review of the return relative to the issuer's risk and general market conditions. The Investment Advisor also directs the currency hedging strategy for ONEB.

General Investment Strategies:

Each Fund will invest in its own actively managed portfolio comprised of various securities and instruments which may include, but are not limited to, equity and equity related securities, debt securities, futures contracts and ETFs. Equity related securities held by ONEQ may include, but are not limited to, convertible debt, income trust units, single issuer equity options, preferred shares and warrants. Debt related securities held by ONEB may include, but are not limited to, bonds, notes and bills. If market conditions require, in order to preserve capital, a Fund may seek to invest a substantial portion of its assets in cash and cash equivalents.

Investment in other Investment Funds

In accordance with applicable securities legislation, as part of its investment strategy and as an alternative to or in conjunction with investing in and holding securities directly, a Fund may invest in one or more other investment funds or ETFs listed on a stock exchange in Canada or the United States, including other investment funds managed by the Manager or an affiliate of the Manager or advised by the Investment Advisor, provided that no management fees or incentive fees are payable by the Fund that, to a reasonable person, would duplicate a fee payable by the other investment fund for the same service.

Use of Derivatives

Each Fund may use derivative instruments to seek to hedge all or only a portion of its foreign currency exposure, if any, back to the Canadian dollar (by investing in currency futures or forwards). ONEB may use derivatives to seek to hedge interest rate exposure (by investing in bond futures) and credit exposure (by investing in credit default swaps).

Any use of derivative instruments by a Fund will be in compliance with NI 81-102 and other applicable derivatives legislation and will be consistent with the investment objective and investment strategies of the Fund.

Securities Lending

A Fund may enter into securities lending transactions, repurchase and reverse purchase transactions in compliance with NI 81-102 to earn additional income for the Fund.

See “Investment Strategies”.

Special Considerations for Purchasers:

The Manager, on behalf of the Funds, has obtained exemptive relief from (i) the so-called “early warning” reporting requirements under Canadian securities legislation that would otherwise apply if a person or company acquires 10% or more of the Units of a Fund, and (ii) to permit Unitholders to acquire more than 20% of the Units of a Fund through purchases on the TSX without regard to the takeover bid requirements of applicable Canadian securities legislation, provided that any such Unitholder, and any person acting jointly or in concert with the Unitholder, provides the Manager with an undertaking not to exercise any votes attached to Units that represent more than 20% of the votes attached to all outstanding Units of that Fund at any meeting of Unitholders of that Fund.

See “Attributes of the Securities – Description of the Securities Distributed”

Risk Factors

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

- (a) the general risks of investments;
- (b) the risks associated with investing in particular asset classes;
- (c) the risks associated with the issuers in which the Fund’s invest;
- (d) the risks associated with illiquid securities;
- (e) the risks associated with reliance on key personnel;
- (f) fluctuations in the NAV and NAV per Unit of the Funds;
- (g) the risks associated with the cease trading of securities held by the Funds;
- (h) the Funds may have investment objectives that are less diversified than the overall market;
- (i) the risks associated with the use of derivative instruments;
- (j) the risks associated with changes in legislation, including tax legislation;
- (k) the risks associated with withholding tax;
- (l) the risks relating to the taxation of the Funds;
- (m) the risks associated with cyber security;
- (n) the risks associated with emerging markets;
- (o) the risks associated with cash redemption;
- (p) the risks associated with the residency of the investment advisor;
- (q) securities lending risk;
- (r) geopolitical risk;
- (s) the risks associated with capital controls and sanctions;
- (t) the risks associated with currency hedging;
- (u) the risks associated with the underlying investment fund NAV;
- (v) the risks associated with investing in ETFs;
- (w) the risks associated with foreign investments; and
- (x) country risk.

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

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

ETF Specific Risks	ONEQ	ONEB
Exchange Rate Risk	✓	
General Risks of Equity Investments	✓	
General Risks of Fixed-Income Investments		✓
High Yield Securities Risk		✓
Interest Rate Risk		✓
Issuer Credit Risk		✓
Lack of Operating History		✓
Mid-Capitalization Risk	✓	
Real Estate Risk	✓	
Small and Micro Capitalization Risk	✓	

See “Risk Factors”.

Income Tax Considerations:

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

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

The Declaration of Trust governing each of the Funds requires that each Fund distribute its net income and net realized capital gains, if any, for each taxation year to Unitholders to such an extent that the Fund will not be liable in any taxation year for ordinary income tax.

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

Exchange and Redemptions:

In addition to the ability to sell Units on the TSX, Unitholders may also redeem Units of any Fund for cash at a redemption price per Unit equal to 95% of the closing price for the applicable Units on the TSX on the effective day of redemption, subject to a maximum redemption price per Unit equal to the NAV per Unit on the effective day of redemption, or exchange a PNU (or an integral multiple thereof) for Baskets of Securities and/or cash or, in certain circumstances, for cash.

See “Information for Unitholders – Redemption of Units in any Number for Cash” and “Information for Designated Broker – Exchange of Prescribed Number of Units” for further information.

Distributions:

Cash distributions on Units of a Fund will be made as set forth in the following table, if at all.

Fund	Frequency of Distributions
ONE Global Equity ETF	Quarterly
ONE North American Core Plus Bond ETF	Monthly

Cash distributions on Units of a Fund are expected to be paid primarily out of dividends or distributions, and other income or gains, received by the Fund less the expenses of the Fund, but may also consist of non-taxable amounts including returns of capital, which may be paid in the Manager’s sole discretion. To the extent that the expenses of a Fund exceed the income generated by such Fund in any given month, quarter, or year, as the case may be, it is not expected that a monthly, quarterly, or annual distribution will be paid.

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

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

Distribution Reinvestment:

The Fund has adopted a distribution reinvestment plan (a “Reinvestment Plan”). Unitholders of the Fund are able to elect to participate in the Reinvestment Plan by contacting the CDS Participant through which the Unitholder holds its Units of the Fund. Under the Reinvestment Plan, cash distributions (net of any required withholding tax) will be used to acquire additional Units of the Fund in the market and will be credited to the account of the Unitholder through CDS. See “Distribution Policy – Distribution Reinvestment Plan”.

Termination:

The Funds do not have a fixed termination date but may be terminated at the discretion of the Manager in accordance with the terms of the Declaration of Trust. See “Termination of the Funds”.

Eligibility for Investment:

Provided that a Fund qualifies as a “mutual fund trust” within the meaning of the Tax Act, or the Units of that Fund are listed on a “designated stock exchange” within the meaning of the Tax Act, Units of that Fund, if issued on the date hereof, would be qualified investments under the Tax Act for a trust governed by a Registered Plan.

Notwithstanding the foregoing, if Units of a Fund are a “prohibited investment” for a Plan that acquires such Units, the holder of the TFSA or RDSP, subscriber of the RESP or annuitant of the RRSP or RRIF (any such holder, subscriber or annuitant, a “controlling individual”) will be subject to a penalty tax as set out in the Tax Act. A “prohibited investment” includes a unit of a trust that does not deal at arm’s length with the controlling individual or in which the controlling individual has a significant interest, which generally means the ownership of 10% or more of the value of the trust’s outstanding units by the controlling individual, either alone or together with persons and partnerships with whom the controlling individual does not deal at arm’s length. Certain exemptions from the “prohibited investment” rules may be available. Holders of TFSAs or RDSPs, subscribers of RESPs and annuitants under RRSPs and RRIFs should consult with their tax advisors regarding whether Units of the Fund would be a prohibited investment for such accounts or plans in their particular circumstances.

See “Income Tax Considerations – Taxation of Registered Plans”.

**Documents
Incorporated by
Reference:**

Additional information about each Fund is or will be available in the most recently filed annual financial statements, any interim financial statements filed after those annual financial statements, the most recently filed annual management report of fund performance (“MRFP”), any interim MRFP filed after the annual MRFP for each Fund, and the most recently filed ETF Facts for each Fund. These documents are incorporated by reference into, and legally form an integral part of, this prospectus. An investor can get a copy of these documents, when available, upon request and at no cost by calling the Manager at 1-866-893-8733 or by contacting a registered dealer. These documents are or will also be available on the Fund’s website at www.wisdomtree.com and on the internet at www.sedar.com.

See “Documents Incorporated by Reference”.

Organization and Management of the Funds

**Manager and
Trustee:**

In its capacity as manager of the Funds, WisdomTree is responsible for the administration and operations of the Funds. In its capacity as trustee of the Funds, WisdomTree holds title to the assets of each Fund in trust for the Unitholders.

The address of WisdomTree and the Fund is 161 Bay Street, 27th Floor, Toronto, Ontario, M5J 2S1.

See “Organization and Management Details of the Funds – Manager”.

**Investment
Advisor:**

The Manager has appointed One Capital Management, LLC as the investment advisor of the Funds to provide investment advisory services. See “Organization and Management Details of the Funds – Investment Advisor”.

Custodian:

State Street Trust Company Canada (the “Custodian”) is the custodian of the assets of the Funds. The Custodian provides custody services to the Funds pursuant to a custodian agreement between WisdomTree, in its capacity as trustee and manager of the Funds and the Custodian dated as of July 6, 2016, as amended from time to time (the “Custodian Agreement”). 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 Funds. The principal office of the Custodian is located in Toronto, Ontario. See “Organization and Management Details of the Funds – Custodian”.

**Accounting
Agent:**

State Street Fund Services Toronto Inc. acts as the accounting agent of the Funds and provides certain fund accounting, valuation and administrative services to the Funds including, without limitation, calculating the NAV, NAV per Unit, net income and net realized capital gains of the Funds. See “Organization and Management Details of the Funds – Accounting Agent”.

**Registrar and
Transfer Agent:**

State Street Trust Company Canada (the “Registrar and Transfer Agent”) at its principal offices in Toronto, Ontario, is the registrar and transfer agent for the Units of the Funds. The registers of the Funds are kept in Toronto. See “Organization and Management Details of the Funds – Transfer Agent and Registrar”.

Plan Agent:

State Street Trust Company Canada (the “Plan Agent”), at its principal offices in Toronto, Ontario, is the Plan Agent for the Funds. See “Organization and Management Details of the Funds – Plan Agent”.

**Securities
Lending Agent:**

State Street Bank and Trust Company will act as agent for securities lending transactions for the Funds. The Securities Lending Agent is independent of WisdomTree. The principal office of the Securities Lending Agent is located in Boston, Massachusetts. See “Organization and Management Details of the Funds – Securities Lending Agent”.

Auditor: The auditor of the Fund is Ernst & Young LLP, at its principal offices in Toronto, Ontario. See “Organization and Management Details of the Funds – Auditor”.

Summary of Fees and Expenses

This table lists the fees and expenses that an investor may have to pay if the investor invests in the Funds. An investor may have to pay some of these fees and expenses directly. The Funds may have to pay some of these fees and expenses, which will therefore reduce the value of an investment in the Funds. See “Fees and Expenses”.

Fees and Expenses Payable by the Funds

Type of Fee **Amount and Description**

Management Fee: The Manager is entitled to receive a fee for acting as trustee and manager of the Funds (the “Management Fee”). The Manager, in its capacity as manager of each Fund, manages the day-to-day business of each Fund, including negotiating contractual agreements with service providers, including the Investment Advisor, and preparing reports to Unitholders and securities regulatory authorities. The Manager also acts as trustee of each Fund. The Management Fee is based on a percentage of the NAV of each of the following Funds and is listed below:

Funds	Management Fee (annual rate)
ONEQ	0.85% of NAV
ONEB	0.55% of NAV

The Management Fee for each Fund listed above is calculated and accrued daily and generally paid monthly. The management fee is exclusive of applicable GST/HST. The Manager may, from time to time in its discretion, waive all or a portion of the Management Fee charged at any given time.

In accordance with applicable securities legislation, as part of its investment strategy and as an alternative to or in conjunction with investing in and holding securities directly, a Fund may invest in one or more other investment funds or ETFs listed on a stock exchange in Canada or the United States, including other investment funds managed by the Manager or an affiliate of the Manager or advised by the Investment Advisor, provided that no management fees or incentive fees are payable by the Fund that, to a reasonable person, would duplicate a fee payable by the other investment fund for the same service.

Certain Operating Expenses: Unless otherwise waived or reimbursed by the Manager, and subject to compliance with NI 81-102, it is expected that the expenses for each of the Funds will include, as applicable: the applicable Management Fee, audit fees; trustee and custodial expenses valuation, accounting and record keeping costs; legal expenses; permitted prospectus preparation and filing expenses; any costs associated with the printing and distribution of any documents that the securities regulatory authorities require be sent or delivered to purchasers of Units of the Fund; listing and annual stock exchange fees; CDS fees; bank related fees and interest charges; extraordinary expenses; Unitholder reports and servicing costs; Registrar and Transfer Agent fees; expenses related to the implementation and on-going operation of the IRC; the cost of complying with governmental or regulatory requirements introduced after the establishment of the applicable Fund; any GST/HST on those expenses; any income, withholding or other taxes; and brokerage expenses and commissions and portfolio transaction costs.

Such expenses will also include expenses of any action, suit or other proceedings in which or in relation to which the Manager, the Investment Advisor, the Custodian, the IRC and/or any of their respective officers, directors, employees, consultants or agents is entitled to indemnity by a Fund.

Management Fee Distributions: To achieve effective and competitive management fees, the Manager may agree to charge a reduced management fee as compared to the management fee it otherwise would be entitled

to receive from the Funds with respect to investments in the Funds by certain Unitholders. In such cases, an amount equal to the difference between the fee otherwise chargeable and the reduced fee will be distributed to the applicable Unitholders as Management Fee Distributions. The availability, amount and timing of Management Fee Distributions with respect to Units of a Fund will be determined from time to time by the Manager in its sole discretion. See “Fees and Expenses”.

Fees and Expenses Payable Directly by Unitholders

Redemption Fee: An amount of up to 2.00% of the issue, exchange or redemption price, as the case may be, of a Fund may be charged to offset certain transaction costs associated with an issue, exchange or redemption of Units of that Fund. This charge does not apply to Unitholders who buy and sell their Units through the facilities of the TSX.

See “Purchases, Exchanges and Redemptions of Units – Information for Designated Broker and Dealers – Costs Associated with Exchanges and Redemptions”.

Annual Returns, Management Expense Ratios and Trading Expense Ratios

The following chart provides the annual returns, management expense ratios and trading expense ratios for the Funds, as disclosed in each Fund’s most recently filed annual management report of fund performance for the years ended December 31, 2017 and December 31, 2016. The indicated rates of return are historical total returns. These returns assume the reinvestment of distributions, which increases returns, but do not take into account customary brokerage commissions for buying or selling Units on the TSX, redemption fees or income taxes payable by any Unitholder that would have reduced the returns. This information is not yet available for the New Fund because it is new.

ONE Global Equity ETF	2017	2016
Annual Return (%)	13.80%	13.21%
MER (%)	1.03%	1.03%
TER (%)	0.01%	0.01%

* “MER” means management expense ratio based on management fees and operating expenses (excluding commissions and other portfolio transaction costs) expressed as an annualized percentage of daily net asset value.

** “TER” means trading expense ratio and represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily net asset value.

OVERVIEW OF THE LEGAL STRUCTURE OF THE FUNDS

The Funds are actively managed exchange traded mutual funds established under the laws of the Province of Ontario, pursuant to the terms of the Declaration of Trust. Each Fund is a mutual fund under the securities legislation of the provinces and territories of Canada.

WisdomTree is the trustee and manager of the Funds and is responsible for the administration of the Funds. The head office and principal place of business of the Fund and WisdomTree is located at 161 Bay Street, 27th Floor, Toronto, Ontario, M5J 2S1.

The Manager has appointed One Capital Management, LLC as the investment advisor of ONEQ to provide investment advisory services to the Funds.

Units of ONEB have been conditionally approved for listing on the TSX. Subject to satisfying the TSX's original listing requirements in respect of ONEB on or before August 9, 2019, Units of ONEB will be listed on the TSX and investors will be able to buy or sell Units of ONEB on the TSX through registered brokers and dealers in the province or territory where the investor resides.

Units of ONEQ are currently listed on the TSX and investors can buy or sell such Units on the TSX through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling Units. No fees are paid by investors to the Manager or any Fund in connection with buying or selling of Units on the TSX.

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

Fund	TSX Ticker Symbol
ONE Global Equity ETF	ONEQ
ONE North American Core Plus Bond ETF	ONEB

On November 10, 2017 unitholders of ONEQ approved a proposal to change the trustee and manager of ONEQ from Questrade Wealth Management Inc. to WisdomTree Asset Management Canada, Inc. (the "Change in Manager"). In connection with the Change in Manager, the name of ONEQ was changed to "ONE Global Equity ETF" (new ticker symbol: ONEQ), the custodian of ONEQ changed to State Street Trust Company Canada, the transfer agent changed to State Street Bank and Trust Company and the auditor of ONEQ changed to Ernst & Young LLP.

INVESTMENT OBJECTIVES

The investment objective of each of the Funds is described below.

ONE Global Equity ETF

The investment objective of ONEQ is to seek long-term growth of capital by investing in a portfolio of equity securities of global issuers, through direct purchases of publicly traded companies and/or ETFs that represent an equity asset class.

ONE North American Core Plus Bond ETF

The investment objective of ONEB is to seek to provide a stable rate of return, primarily through income, and to a lesser extent, capital appreciation by investing in a portfolio consisting primarily of investment grade North American fixed-income securities issued by corporations, governments (federal and state/provincial) and government-related entities and agencies through direct purchases and/or ETFs.

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

INVESTMENT STRATEGIES

The investment strategy of each Fund is to invest in and hold a portfolio of securities selected by the Investment Advisor in order to achieve its investment objective.

ONE Global Equity ETF

ONEQ invests in a portfolio of equity securities of global issuers, through direct purchases of publicly traded companies and/or ETFs that represent an equity asset class. The Fund will have geographic diversification including Canada, U.S., developed markets in Europe and Asia and developing markets. The Fund will also be diversified by market capitalization from large cap companies to micro-cap companies around the world. The Fund will include exposure to publicly traded REITs.

The Investment Advisor seeks diversification by equity asset class, industry sector and geographic region and relies on its in-depth fundamental research, view of market trends, analysis of a company's competitive position, and review of the expected return of an asset class or company relative to the expected risk of any alternative equity asset class, industry sector or company's risk and general market conditions. The Investment Advisor also directs the currency hedging strategy for ONEQ.

ONE North American Core Plus Bond ETF

To achieve ONEB's investment objective, ONEB will invest primarily in North American investment grade fixed-income securities issued by corporations, governments (federal and state/provincial) and government-related entities and agencies ("core fixed-income securities") directly and/or through ETFs. ONEB may also invest to a lesser extent directly and/or through ETFs in international fixed-income securities, emerging market debt, preferred shares, convertible bonds and non-investment grade bonds ("non-core fixed-income securities"). Generally, at the discretion of the Investment Advisor, no less than 70% of ONEB's portfolio will be invested (directly and indirectly) in core fixed-income securities at any time.

In order to select securities for ONEB, the Investment Advisor will rely on its in depth fundamental credit research, view of the issuer's industry, growth prospects and long term trends, analysis of each issuer's competitive position and review of the return relative to the issuer's risk and general market conditions. The Investment Advisor also directs the currency hedging strategy for ONEB.

General Investment Strategies of the Funds

Each Fund will invest in its own actively managed portfolio comprised of various securities and instruments which may include, but are not limited to, equity and equity related securities, debt securities, futures contracts and ETFs. Equity related securities held by ONEQ may include but are not limited to, convertible debt, income trust units, single issuer equity options, preferred shares and warrants. Debt related securities held by ONEB may include, but are not limited to, bonds, notes and bills. If market conditions require, in order to preserve capital, a Fund may seek to invest a substantial portion of its assets in cash and cash equivalents.

Investment in other Investment Funds

In accordance with applicable securities legislation, as part of its investment strategy and as an alternative to or in conjunction with investing in and holding securities directly, a Fund may invest in one or more other investment funds or ETFs listed on a stock exchange in Canada or the United States, including other investment funds managed by the Manager or an affiliate of the Manager or advised by the Investment Advisor, provided that no management fees or incentive fees are payable by the Fund that, to a reasonable person, would duplicate a fee payable by the other investment fund for the same service. A Fund's allocation to investments in other investment funds or ETFs, if any, will vary from time to time depending on the relative size and liquidity of the investment fund or ETFs, and the ability of the Investment Advisor to identify appropriate investment funds or ETFs that are consistent with the Fund's investment objectives and strategies.

Use of Derivatives

Each Fund may use derivative instruments to seek to hedge all or only a portion of its foreign currency exposure, if any, back to the Canadian dollar (by investing in currency futures or forwards). ONEB may use derivatives to seek to hedge interest rate exposure (by investing in bond futures) and credit exposure (by investing in credit default swaps).

Any use of derivative instruments by a Fund will be in compliance with NI 81-102 and other applicable derivatives legislation and will be consistent with the investment objective and investment strategies of the Fund.

Securities Lending

A Fund may, in compliance with NI 81-102, lend securities to securities borrowers acceptable to it in order to earn additional income for the Fund pursuant to the terms of a securities lending agreement between the Fund and a securities lending agent under which: (i) the borrower will pay to the Fund a negotiated securities lending fee and will make compensation payments to the Fund equal to any distributions received by the borrower on the securities borrowed; (ii) the securities loans qualify as “securities lending arrangements” for the purposes of the Tax Act; (iii) the Fund will receive collateral security equal to at least 102% of the value of the portfolio securities loaned; and (iv) immediately after the Fund enters into the transaction, the aggregate market value of all securities loaned and not yet returned to it does not exceed 50% of the NAV of the Fund. The securities lending agent for a Fund will be responsible for the ongoing administration of the securities loans, including the obligation to mark-to-market the collateral on a daily basis.

Cash Management

From time to time, a Fund may hold cash or cash equivalents. The Fund may hold this cash or invest it in money market instruments or securities of money market funds.

OVERVIEW OF THE SECTORS THAT THE FUNDS INVEST IN

Please see “Investment Objectives” and “Investment Strategies” for additional information on the sectors applicable to each Fund.

INVESTMENT RESTRICTIONS

The Funds are subject to certain restrictions and practices contained in Canadian securities legislation. The 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 the fundamental investment objective of a Fund would require the approval of the Unitholders of that Fund. See “Unitholder Matters – Matters Requiring Unitholder Approval”.

FEES AND EXPENSES

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

Fees and Expenses Payable by the Funds

Management Fees

The Manager is entitled to receive a fee for acting as trustee and manager of the Funds (the “Management Fee”). The Manager, in its capacity as manager of each Fund, manages the day-to-day business of each Fund, including negotiating contractual agreements with service providers, including the Investment Advisor, and preparing reports to unitholders and securities regulatory authorities. The management fee is based on a percentage of the NAV of each of the following Funds and is listed below:

Funds	Management Fee (annual rate)
ONEQ	0.85% of NAV
ONEB	0.55% of NAV

The Management Fee for each Fund listed above is calculated and accrued daily and generally paid monthly. The management fee is exclusive of applicable GST/HST. The Manager may, from time to time in its discretion, waive all or a portion of the Management Fee charged at any given time.

In accordance with applicable securities legislation, as part of its investment strategy and as an alternative to or in conjunction with investing in and holding securities directly, a Fund may invest in one or more other investment funds or ETFs listed on a stock exchange in Canada or the United States, including other investment funds managed by the Manager or an affiliate of the Manager or advised by the Investment Advisor, provided that no management fees or incentive fees are payable by the Fund that, to a reasonable person, would duplicate a fee payable by the other investment fund for the same service.

Certain Operating Expenses

Unless otherwise waived or reimbursed by the Manager, and subject to compliance with NI 81-102, it is expected that the expenses for each of the Funds will include, as applicable: the applicable Management Fee, audit fees; trustee and custodial expenses; valuation, accounting and record keeping costs; legal expenses; permitted prospectus preparation and filing expenses; any costs associated with the printing and distribution of any documents that the securities regulatory authorities require be sent or delivered to purchasers of Units of the Fund; listing and annual stock exchange fees; CDS fees; bank related fees and interest charges; extraordinary expenses; Unitholder reports and servicing costs; Registrar and Transfer Agent fees; expenses related to the implementation and on-going operation of the IRC; the cost of complying with governmental or regulatory requirements introduced after the establishment of the applicable Fund; any GST/HST on those expenses; any income, withholding or other taxes; and brokerage expenses and commissions and portfolio transaction costs.

Such expenses will also include expenses of any action, suit or other proceedings in which or in relation to which the Manager, the Investment Advisor, the Custodian, the IRC and/or any of their respective officers, directors, employees, consultants or agents is entitled to indemnity by a Fund.

Management Fee Distributions

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

The availability, amount and timing of Management Fee Distributions with respect to Units of a Fund will be determined from time to time by the Manager in its sole discretion. Management Fee Distributions will generally be calculated and applied based on a Unitholder’s average holdings of Units (excluding Units lent by those Unitholders under the terms of securities lending agreements) over each applicable period as specified by the Manager from time to time. Management Fee Distributions will be available only to beneficial owners of Units (including Designated Brokers and Dealers) and not to the holdings of Units by dealers, brokers or other CDS Participants (defined herein) that hold Units on behalf of beneficial owners. Management Fee Distributions will be paid first out of net income of the Fund then out of capital gains of the Fund and thereafter out of capital. See “Income Tax Considerations – Taxation of Holders” for further details. In order to receive a Management Fee Distribution for any applicable period, a beneficial owner of Units must submit a claim for a Management Fee Distribution that is verified by a CDS Participant on the beneficial owner’s behalf and provide the Manager with such further information as the Manager may require in accordance with the terms and procedures established by the Manager from time to time.

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

Fees and Expenses Payable Directly by the Unitholders

Redemption Fees

An amount of up to 2.00% of the issue, exchange or redemption price, as the case may be, of a Fund may be charged to offset certain transaction costs associated with an issue, exchange or redemption of Units of that Fund. This charge does not apply to Unitholders who buy and sell their Units through the facilities of the TSX. See “Purchases, Exchanges and Redemptions of Units - Information for Designated Broker and Dealers - Costs Associated with Exchanges and Redemptions”.

ANNUAL RETURNS, MANAGEMENT EXPENSE RATIOS AND TRADING EXPENSE RATIOS

The following chart provides the annual returns, MER and TER for ONEQ, as disclosed in its most recently filed annual management report of fund performance for the years ended December 31, 2017 and December 31, 2016. The indicated rates of return are historical total returns. These returns assume the reinvestment of distributions, which increases returns, but do not take into account customary brokerage commissions for buying or selling Units on the TSX, redemption fees or income taxes payable by any Unitholder that would have reduced the returns. This information is not yet available for the New Fund because it is new.

ONE Global Equity ETF	2017	2016
Annual Return (%)	13.80%	13.21%
MER (%)	1.03%	1.03%
TER (%)	0.01%	0.01%

* “MER” means management expense ratio based on management fees and operating expenses (excluding commissions and other portfolio transaction costs) expressed as an annualized percentage of daily net asset value.

** “TER” means trading expense ratio and represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily net asset value.

RISK FACTORS

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

General Risks Relating to an Investment in the Funds

General Risks of Investments

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

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

Asset Class Risk

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

Issuer Risk

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

Liquidity Risk

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

Reliance on Key Personnel Risk

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

Fluctuations in NAV Risk

The NAV per Unit of a Fund will vary according to, among other things, the value of the securities held by the Fund. The Manager, the Investment Advisor and the Funds have no control over the factors that affect the value of the securities held by the Fund, including factors that affect the equity and debt markets generally, such as general economic and political conditions, fluctuations in interest rates and factors unique to each issuer included in the portfolio, such as changes in management, changes in strategic direction, achievement of strategic goals, mergers, acquisitions and divestitures, changes in distribution and dividend policies and other events.

Cease Trading of Securities Risk

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

Concentration Risk

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

Derivative Investments Risk

Each Fund may use derivative instruments from time to time in accordance with NI 81-102 as described under “Investment Strategies”. The use of derivative instruments involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other traditional investments. Risks associated with the

use of derivatives include: (i) there is no guarantee that hedging to reduce risk will not result in a loss or that there will be a gain; (ii) there is no guarantee that a market will exist when a Fund wants to complete the derivative contract, which could prevent a Fund from reducing a loss or making a profit; (iii) securities exchanges may impose trading limits on options and futures contracts, and these limits may prevent a Fund from completing the derivative contract; (iv) a Fund could experience a loss if the other party to the derivative contract is unable to fulfill its obligations; (v) if a Fund has an open position in an option, a futures contract or a forward contract or a swap with a dealer or counterparty who goes bankrupt, a Fund could experience a loss and, for an open futures or forward contract or a swap, a loss of margin deposits with that dealer or counterparty; and (vi) if a derivative is based on a stock market index and trading is halted on a substantial number of stocks in the index or there is a change in the composition of the index, there could be an adverse effect on the derivative.

Changes in Legislation Risk

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

Withholding Tax Risk

The Funds will be investing in securities of foreign issuers and at the date hereof would be subject to foreign withholding tax. There is no guarantee that the rate of withholding tax will not increase which may significantly affect returns.

Other Tax-Related Risks

Certain rules in the Tax Act apply to SIFT trusts and SIFT partnerships as defined in the Tax Act. If the SIFT Rules apply to a trust, including a Fund, the trust will be taxed on certain income and gains on a basis similar to that which applies to a corporation with the result that certain tax efficiencies may cease to be available.

There can be no assurances that the CRA will agree with the tax treatment adopted by a Fund in filing its tax return and the CRA could reassess a Fund on a basis that results in tax being payable by the Fund.

The Tax Act contains tax loss restriction rules that apply to trusts such as the Funds. The loss restriction rules generally apply at any time when a unitholder of a trust (counted together with its affiliates) becomes a majority-interest beneficiary of the trust (i.e., holds more than 50% of the fair market value of the units of the trust) or a group of unitholders of the trust becomes a majority interest group of beneficiaries of the trust. If applicable, the taxation year of a Fund will be deemed to end and an automatic distribution of income and net capital gains may occur under the terms of the Declaration of Trust. Because of the way Units are bought and sold, it may not be possible for a Fund to determine if or when a loss restriction event has occurred. Therefore, there can be no assurance that a Fund has not or will not in the future be subject to the loss restriction rules and there can be no assurance regarding when distributions resulting from a loss restriction event will be made.

In addition, a Fund that does not qualify as a “mutual fund trust” under the Tax Act will be treated as a “financial institution” for purposes of certain special mark-to-market rules in the Tax Act if more than 50% of the Units of the Fund are held by one or more Unitholders that are themselves considered to be financial institutions. In such event, the tax year of the Fund will be deemed to end immediately before that time and any gains or losses on certain securities accrued before that time will be deemed realized by the Fund and will be distributed to Unitholders. In addition, the Fund will be required to recognize at least annually on income account any gains and losses accruing on certain types of debt obligations and equity securities that it holds and also will be subject to special rules with respect to income inclusion on these securities. Any income arising from such treatment will be included in amounts to be distributed to Unitholders. If more than 50% of the Units of such a Fund cease to be held by financial institutions, the tax year of the Fund will be deemed to end immediately before that time and any gains or losses on certain securities accrued before that time will be deemed realized by the Fund and will be distributed to Unitholders. A new taxation year for the Fund will then begin and for that and subsequent taxation years, for so long as not more than 50% of the Units of the Fund are held by financial institutions, or the Fund is a mutual fund trust for purposes of the Tax Act, the Fund will not be subject to these special mark-to-market rules. Given the manner in which Units are distributed, there

will be circumstances in which it will not be possible to control or identify whether a Fund has, or has ceased to, become a “financial institution”. As a result, there can be no assurance that a Fund is not a “financial institution” or will not in the future become, or cease to be, a “financial institution” and no assurance as to when and to whom any distributions arising on the change in “financial institution” status of a Fund will be made, or that the Fund will not be required to pay tax on any undistributed income or taxable capital gains realized by the Fund on such event.

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 the Funds 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 Fund’s third party service providers (e.g., administrators, transfer agents, custodians and investment advisors) or issuers that a Fund invests in can also subject a Fund to many of the same risks associated with direct Cyber Security Incidents.

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

Emerging Markets Risk

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

There may be less information publicly available with regard to emerging market issuers and such issuers are not subject to the uniform accounting, auditing and financial reporting standards applicable to Canadian issuers. There may be no single centralized securities exchange on which securities are traded in emerging market countries and the systems of corporate governance to which companies in emerging markets are subject may be less advanced than that to which Canadian issuers are subject, and therefore, shareholders in such companies may not receive many of the protections available to shareholders in Canada.

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

Cash Redemption Risk

The investment strategy of the Funds may require it to redeem Units for cash or to otherwise include cash as part of its redemption proceeds. In the event of a redemption of Units by a Unitholder, the Fund may be required to sell or unwind portfolio investments in order to obtain the cash needed to distribute the redemption proceeds. In connection with the sale of portfolio investments, the Fund may recognize certain transaction costs which shall be payable by the Unitholder. Accordingly, a Unitholder may incur more transaction fees and expenses in connection with a redemption of Units that includes cash as part of the redemption process than it would have otherwise received if the Unitholder had received its redemption proceeds in-kind.

Risks Associated with the Residency of the Investment Advisor

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

Securities Lending Risk

The Funds may engage in securities lending transactions in accordance with NI 81-102 in order to earn additional income for the Funds. Although they will receive collateral security equal to at least 102% of the value of the portfolio securities loaned and such collateral will be marked-to-market, the Funds may be exposed to the risk of loss should the borrower default on its obligation to return the borrowed securities and the collateral be insufficient to reconstitute the portfolio of loaned securities.

Geopolitical Risk

Some countries and regions in which the Funds invest have experienced security concerns, war or threats of war and aggression, terrorism, economic uncertainty, natural and environmental disasters and/or systemic market dislocations that have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on the Canadian and world economies and markets generally, each of which may negatively impact a Fund's investments.

Capital Controls and Sanctions Risk

Economic conditions, such as volatile currency exchange rates and interest rates, political events, military action and other conditions may, without prior warning, lead to foreign government intervention (including intervention by the Canadian government with respect to foreign governments, economic sectors, foreign companies and related securities and interests) and the imposition of capital controls and/or sanctions, which may also include retaliatory actions of one government against another government, such as seizure of assets. Capital controls and/or sanctions include the prohibition of, or restrictions on, the ability to own or transfer currency, securities or other assets, which may potentially include derivative instruments related thereto. Capital controls and/or sanctions may also impact the ability of a Fund to buy, sell, transfer, receive, deliver or otherwise obtain exposure to, foreign securities or currency, negatively impact the value and/or liquidity of such instruments, adversely affect the trading market and the NAV per Unit of a Fund, and cause the Fund to decline in value.

Currency Hedging Risk

As a portion of a Fund's portfolio may be invested in securities traded in foreign currencies, the net asset value of such Fund, when measured in Canadian dollars, will, to the extent this has not been hedged against, be affected by changes in the value of the foreign currencies relative to the Canadian dollar. Each of the Funds may seek to hedge all or any of its direct foreign currency exposure back to the Canadian dollar, in each case by entering into currency forward contracts with financial institutions that have a "designated rating" as defined in NI 81-102. If a Fund seeks to hedge all or any of its foreign currency exposure back to the Canadian dollar, there is no assurance that these currency forward contracts will be effective, the Manager expects these currency forward contracts (if any) to be substantially effective.

Underlying Investment Fund NAV Risk

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

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

Exchange Traded Funds Risk

The Funds may invest in ETFs that seek to provide returns similar to the performance of a particular market index or industry sector index. Any such ETF may not achieve the same return as its benchmark market or industry sector index due to differences in the actual weightings of securities held in the fund versus the weightings in the relevant index and due to the operating and administrative expenses of the fund.

General Risks of Foreign Investments

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

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

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

Country Risk

A Fund that invests primarily in a specific region or country may be more volatile than a more geographically diversified fund, and will be strongly affected by the overall economic performance of that specific region or country. The Fund must continue to follow its investment objectives regardless of the economic performance of a specific region or country.

Additional Risks Relating to an Investment in each Fund

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

ETF Specific Risks	ONEQ	ONEB
Exchange Rate Risk	✓	
General Risks of Equity Investments	✓	
General Risks of Fixed-Income Investments		✓

High Yield Securities Risk		✓
Interest Rate Risk		✓
Issuer Credit Risk		✓
Lack of Operating History		✓
Mid-Capitalization Risk	✓	
Real Estate Risk	✓	
Small and Micro Capitalization Risk	✓	

Exchange Rate Risk

Changes in foreign currency exchange rates may affect the NAV of Funds that hold investments denominated in currencies other than the Canadian dollar. The Units of the Funds are Canadian dollar denominated. As a portion of a Fund’s portfolio may be invested in securities traded in foreign currencies, the net asset value of such Fund, when measured in Canadian dollars, will, to the extent this has not been hedged against, be affected by changes in the value of the foreign currencies relative to the Canadian dollar. At the discretion of the Investment Advisor, each of the Funds may seek to hedge all or any of its direct foreign currency exposure back to the Canadian dollar.

General Risks of Equity Investments

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

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

General Risks of Fixed-Income Investments

ONEB invests in debt securities (“fixed-income securities”). The NAV of the Fund will fluctuate with interest rate changes, as well as other factors such as changes to maturities and the credit ratings of fixed-income securities, and the corresponding changes in the value of the fixed-income securities to which the Fund is exposed. The value of the debt securities held by the Fund will be affected by the risk of default in the payment of interest and principal and price changes due to such factors as general economic conditions and the issuer’s creditworthiness.

High Yield Securities Risk

High yield securities, also referred to as “junk bonds” or non-investment grade securities, tend to be more sensitive to economic conditions than are higher-rated securities, generally involve more credit risk than securities in the higher-rated categories and are predominantly considered to be speculative. The issuers of high yield securities are typically more leveraged, and the risk of loss due to default by an issuer of high yield securities is significantly greater than issuers of higher-rated securities because such securities are generally unsecured and are often subordinated to other creditors.

Interest Rate Risk

The market value of fixed-income securities is inversely related to changes in the general level of interest rates (i.e., the interest rates charged by banks and other major commercial lenders). If the general level of interest rates increases, the market value of fixed-income securities will go down while the interest payments (also referred to as “coupon payments”) remain fixed. If the general level of interest rates decreases, the market value of fixed-income securities

will go up while the coupon payments remain fixed. Funds with higher durations generally are subject to greater interest rate risk.

Issuer Credit Risk

A Fund may be subject to credit risk. Credit risk is a measure of an issuer's financial strength and reflects the possibility that a borrower, or the counterparty to a derivatives contract, is unable or unwilling to repay the loan or obligation, either on time or at all. Companies and governments that borrow money, and the debt securities they issue, are rated by specialized rating agencies. Securities that have a low credit rating have high credit risk. Credit rating downgrades and defaults (failure to make interest or principal payment) may potentially reduce a Fund's income and unit price. A deterioration of an issuer's financial strength may also affect the issuer's ability to make dividend payments.

Lack of Operating History

The New Fund is newly organized with no previous operating history. Although the New Fund will, subject to obtaining approval, be listed on the TSX, there can be no assurance that an active public market for the Units will develop or be sustained.

Mid-Capitalization Risk

ONEQ invests in securities of mid-capitalization companies. As a result, the performance of ONEQ may be adversely affected if securities of mid-capitalization companies underperform securities of other capitalization ranges or the market as a whole. Securities of smaller companies are often more vulnerable to market volatility than securities of larger companies.

Real Estate Risk

Investments in REITs, REOCs and other real estate issuers are subject to the general risks associated with real property investments. Real property investments are affected by various factors including changes in general economic conditions (such as the availability of long term mortgage financing) and in local conditions (such as oversupply of space or a reduction in demand for real estate in the area), the attractiveness of the properties to tenants, competition from other available space and various other factors. The value of real property and any improvements thereto may also depend on the credit and financial stability of the tenants. The income of a REIT, REOC or other real estate issuer that is available for payment to its unitholders or shareholders, as the case may be, would be adversely affected if a significant number of tenants were to become unable to meet their obligations to the REIT, REOC or other real estate issuer, or if the REIT, REOC or other real estate issuer was unable to lease a significant amount of available space in its properties on economically favourable lease terms.

Small and Micro Capitalization Risk

Capitalization is a measure of the value of a company. It is the current price of a company's stock, multiplied by the number of shares issued by the company. Companies with small and micro capitalization may not have a well-developed market for their securities. As a result, these securities may be difficult to trade, making their prices more volatile than those of large companies.

Risk Rating of the Funds

The Manager assigns a risk rating to each of the ETFs that it manages as an additional guide to help investors decide whether a Fund is right for them. This information is only a guide. The Manager determines the risk rating for each Fund in accordance with NI 81-102. The investment risk level of a fund is required to be determined in accordance with standardized risk classification methodology that is based on the historical volatility of the fund as measured by the 10-year standard deviation of the returns of the fund. Just as historical performance may not be indicative of future returns, a 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 ETFs that it manages as either low, low to medium, medium, medium to high, or high risk.

Using this methodology, WisdomTree assigns a risk rating to each ETF as either low, low to medium, medium, medium to high, or high risk as follows:

- Low – commonly associated with money market funds and Canadian fixed-income funds.
- Low to medium – commonly associated with balanced, higher yielding fixed-income and asset allocation
- Medium – commonly associated with equity funds investing in large-capitalization companies in developed markets.
- Medium to high – commonly associated with equity funds investing in small-capitalization companies or specific regions or sectors.
- High – commonly associated with equity funds investing in narrow sectors or emerging market countries where there may be substantial risk of loss over short to medium periods.

A 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 units of the fund. For a fund that does not have at least 10 years of performance history, the Manager uses a reference index that reasonably approximates or, for a newly established fund, that is reasonably expected to approximate, the standard deviation of the fund (or in certain cases a highly similar fund managed by the Manager) as a proxy. There may be times when the Manager believes this methodology produces a result that does not reflect a fund’s risk based on other qualitative factors. As a result, the Manager may place the fund in a higher risk rating category, as appropriate. The Manager will review the risk rating for each ETF it manages on an annual basis or if there has been a material change to a fund’s investment objectives or investment strategies.

A copy of the methodology used by the Manager to identify the investment risk levels of the ETFs it manages is available on request, at no cost, by calling 1-866-893-8733.

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

Fund	Ticker	Risk Rating
ONE Global Equity ETF	ONEQ	Medium
ONE North American Core Plus Bond ETF	ONEB	Low

ONE Global Equity ETF’s risk classification is based on its returns and the return of a composite benchmark index comprised of 70% S&P Global 1200 Index and 30% S&P TSX Composite Index. The S&P Global 1200 Index tracks the performance of the global equity market. The S&P TSX Composite Index tracks the performance of the Canadian equity market. Index returns are converted to Canadian dollars where applicable.

ONE North American Core Plus Bond ETF’s risk classification is based on its returns and the return of a benchmark index, the FTSE TMX Canada Universe^{XM} Bond IndexTM. The FTSE TMX Canada Universe^{XM} Bond IndexTM tracks the performance of the broad Canadian investment grade fixed-income market consisting of federal, provincial and corporate bonds.

DISTRIBUTION POLICY

Cash distributions on Units of a Fund will be made as set forth in the following table, if at all.

Fund	Frequency of Distributions
ONE Global Equity ETF	Quarterly
ONE North American Core Plus Bond ETF	Monthly

Cash distributions on Units of a Fund are expected to be paid primarily out of dividends or distributions, and other income or gains, received by the Fund less the expenses of the Fund, but may also consist of non-taxable amounts including returns of capital, which may be paid in the Manager’s sole discretion. To the extent that the expenses of a Fund exceed the income generated by such Fund in any given month, quarter, or year, as the case may be, it is not expected that a monthly, quarterly, or annual distribution will be paid.

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

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

Distribution Reinvestment Plan

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

Unitholders who are not residents of Canada may not participate in the Reinvestment Plan and any Unitholder who ceases to be a resident of Canada will be required to terminate its participation in the Reinvestment Plan. The Fund will not be required to purchase Plan Units if such purchase would be illegal.

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

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

The automatic reinvestment of the distributions under the Reinvestment Plan will not relieve Plan Participants of any income tax applicable to such distributions. See “Income Tax Considerations – Taxation of Holders”.

Plan Participants may voluntarily terminate their participation in the Reinvestment Plan as of a particular Distribution Record Date by notifying their CDS Participant no later than 4:00 p.m. (Toronto time) at least 2 business days

immediately prior to the distribution record date. Plan Participants should contact their CDS Participant to obtain details of the appropriate procedures for terminating their participation in the Reinvestment Plan. Beginning on the first distribution Payment Date after such notice is received from a Plan Participant and accepted by a CDS Participant, distributions to such Plan Participant will be made in cash. Any expenses associated with the preparation and delivery of such termination notice will be borne by the Plan Participant exercising its right to terminate participation in the Reinvestment Plan. The Manager may terminate the Reinvestment Plan, in its sole discretion, upon not less than 30 days' notice to: (i) CDS; (ii) the Plan Agent; and (iii) if necessary, the TSX.

The Manager 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) CDS; (ii) the Plan Agent; and (iii) if necessary, the TSX.

PURCHASES, EXCHANGES AND REDEMPTIONS OF UNITS

Initial Investment in the New Fund

In compliance with NI 81-102, the New Fund will not issue Units to the public until subscriptions aggregating not less than \$500,000 had been received and accepted by the Fund from investors other than persons or companies related to the Manager or its affiliates.

Continuous Distribution

Units of the Funds are being issued and sold on a continuous basis and there is no maximum number of Units that may be issued.

Designated Broker

The Manager, on behalf of each Fund, has entered into a designated broker agreement with the Designated Broker pursuant to which the Designated Broker has agreed to perform certain duties relating to the Funds including, without limitation: (i) to subscribe for a sufficient number of Units to satisfy the TSX's original listing requirements; (ii) to subscribe for Units when cash redemptions of Units occur as described under "Information for Unitholders - Redemption of Units in any Number for Cash"; and (iii) to post a liquid two-way market for the trading of Units on the TSX.

The Manager may from time to time and, in any event not more than once quarterly, require the Designated Broker to subscribe for Units of a Fund for cash in a dollar amount not to exceed 0.30% of the NAV of the Fund, or such other amount as may be agreed to by the Manager and the Designated Broker. The number of Units issued will be the subscription amount divided by the NAV per Unit next determined following the delivery by the Manager of a subscription notice to the Designated Broker. Payment for the Units must be made by the Designated Broker by no later than the second Trading Day after the subscription notice has been delivered.

Information for Designated Broker and Dealers

Issuance of Units

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

After the initial issuance of Units to the Designated Broker to satisfy the TSX's original listing requirements, on any Trading Day, a Dealer (who may also be the Designated Broker) may place a subscription order for the minimum of a Prescribed Number of Units (and any additional multiple thereof) of a Fund. If a subscription order is received by the Fund by the applicable Cut-Off Time on a Trading Day, the Fund will issue to the Dealer a minimum of a Prescribed Number of Units (and any additional multiple thereof) based on the NAV per Unit determined on such Trading Day. If a subscription order is not received by the applicable Cut-Off Time on a Trading Day, subject to the

discretion of the Manager, the subscription order will be deemed to be received only on the next Trading Day. The Cut-Off Times for the Funds are set out in the table below.

Cut-Off Times for Subscriptions /Exchanges, Paid in Cash Only	Cut-Off Times for all other Subscriptions /Exchanges
9:30 a.m. (Toronto time) on a Trading Day	9:30 a.m. (Toronto time) on a Trading Day

For each Prescribed Number of Units issued, a 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 aggregate NAV of the Prescribed Number of Units next determined following the receipt of the subscription order; (ii) cash in an amount equal to the aggregate NAV of the Prescribed Number of Units next determined following the receipt of the subscription order; or (iii) a combination of securities and cash, as determined by the Manager, in an amount sufficient so that the value of the securities and cash received is equal to the aggregate NAV of the Prescribed Number of Units next determined following the receipt of the subscription order, plus in any such case, the Cash Creation Fee (if applicable).

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

Exchange of Prescribed Number of Units

On any Trading Day, Unitholders may exchange a minimum of a Prescribed Number of Units (and any additional multiple thereof) for Baskets of Securities and/or cash. To effect an exchange of Units, a Unitholder must submit an exchange request in the form prescribed by the Manager from time to time to the applicable Fund at its head office or as the Manager may otherwise direct by the applicable Cut-Off Time on a Trading Day. The exchange price will be equal to the aggregate NAV of the Prescribed Number of Units on the effective day of the exchange request, payable by delivery of Baskets of Securities (constituted prior to the receipt of the exchange request) and/or cash. In certain circumstances and only with the consent of the Manager, the exchange price may be paid fully in cash, provided the Unitholder agrees to pay the Cash Exchange Fee, as applicable. In this case, the Manager may, in its discretion, require the Unitholders to pay or reimburse the applicable Fund for the trading expenses incurred or expected to be incurred by the Fund in connection with the sale by such Fund of securities in order to obtain the necessary cash to fund the exchange price. On an exchange, the applicable Units will be cancelled.

If an exchange request is not received by the applicable Cut-Off Time on a Trading Day, subject to the discretion of the Manager, the exchange order will be effective only on the next Trading Day. Settlement of exchanges for Baskets of Securities and/or cash, as the case may be, will be made by no later than the second Trading Day after the effective day of the exchange request.

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

A Unitholder that exchanges or redeems Units during the period that begins one business day prior to a Distribution Record Date and ends on and includes that Distribution Record Date will be entitled to receive the applicable distribution in respect of those Units. Pursuant to the Declaration of Trust, a Fund may allocate and designate as payable any capital gains realized by the Fund as a result of any disposition of property of the Fund undertaken to permit or facilitate the redemption or exchange of Units to a Unitholder whose Units are being redeemed or exchanged. Any such allocations and designations will reduce the price otherwise payable to the redeeming or exchanging Unitholder.

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

Costs Associated with Exchanges and Redemptions

The Manager may charge to Unitholders, in its discretion, an administrative fee of up to 2.00% of the exchange or redemption proceeds of the Fund to offset certain transaction costs associated with the exchange or redemption of Units of the Fund.

Special Circumstances

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

Information for Unitholders

Buying and Selling Units

The Units are, or in respect of the New Fund (subject to satisfying the TSX’s original listing requirement on or before August 9, 2019), listed on the TSX and investors can buy or sell such Units on the TSX through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling Units. No fees are paid by investors to the Manager or any Fund in connection with buying or selling of Units on the TSX. Unitholders may also redeem Units of any Fund for cash at a redemption price per Unit equal to 95% of the closing price for the applicable Units on the TSX on the effective day of redemption, subject to a maximum redemption price per Unit equal to the NAV per Unit on the effective day of redemption, or exchange a PNU (or an integral multiple thereof) for Baskets of Securities and/or cash or, in certain circumstances, for cash. See “Information for Unitholders - Redemption of Units in any Number for Cash” and “Information for Designated Broker - Exchange of Prescribed Number of Units” for further information.

The Funds will issue Units directly to the Designated Broker and Dealers, as discussed under “Information for Designated Broker and Dealers” above. From time to time, as may be agreed by a prospective purchaser and the Designated Broker and the Dealers, the Designated Broker and the Dealers may agree to accept portfolio securities as payment for Units from a prospective purchaser.

Issuance on Reinvestment or on Payment of Distributions in Units

In addition to the issuance of Units, Units of a Fund may be issued to Unitholders on the automatic reinvestment of certain distributions or on the payment of distributions in Units, in each case in accordance with the distribution policy of the Funds. See “Distribution Policy”.

Redemption of Units in any Number for Cash

On any Trading Day, Unitholders may redeem Units of any Fund for cash at a redemption price per Unit equal to 95% of the closing price for the applicable Units on the TSX on the effective day of redemption, subject to a maximum redemption price per Unit equal to the NAV per Unit on the effective day of redemption. Because Unitholders will generally be able to sell Units at the market price on the TSX through a registered broker or dealer subject only to customary brokerage commissions, Unitholders are advised to consult their brokers, dealers or investment advisers before redeeming their Units for cash. No fees or expenses are paid by Unitholders to the Manager or any Fund in connection with selling Units on the TSX.

In order for a cash redemption to be effective on a Trading Day, a cash redemption request in the form prescribed by the Manager from time to time must be delivered through a CDS Participant by 9:00 a.m. (Toronto time) on that day to the applicable Fund at its head office or as the Manager may otherwise direct. If a cash redemption request is received after 9:00 a.m. (Toronto time) 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 second Trading Day after the effective day of the redemption.

In connection with the redemption of Units, a Fund will generally dispose of securities or other assets in order to fund the required redemption proceeds. Pursuant to the Declaration of Trust, a Fund may allocate and designate as payable

any capital gains realized by the Fund as a result of any disposition of property of the Fund undertaken to permit or facilitate the redemption of Units to a Unitholder whose Units are being redeemed. Any such allocations and designations will reduce the redemption price otherwise payable to the redeeming Unitholder.

Exchange and Redemption through CDS

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

Suspension of Exchanges and Redemptions

The Manager may suspend the exchange and/or redemption of Units or the payment of the exchange or redemption price of a Fund: (i) during any period when normal trading is suspended on a stock exchange or other market on which securities owned by the Fund are listed and traded, if these securities represent more than 50% by value or underlying market exposure of the total assets of the Fund, without allowance for liabilities, and if these securities are not traded on any other exchange that represents a reasonably practical alternative for the Fund; or (ii) with the prior permission of the securities regulatory authorities where required. The suspension shall apply to all requests for exchange or redemption received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. All Unitholders making such requests shall be advised by the Manager of the suspension and that the exchange or redemption will be effected at a price determined on the first Valuation Date following the termination of the suspension. All such Unitholders shall have, and shall be advised that they have, the right to withdraw their requests for exchange or redemption. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist, provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with the official rules and regulations promulgated by any government body having jurisdiction over the Funds, any declaration of suspension made by the Manager shall be conclusive.

Special Considerations

The Manager, on behalf of the Funds, has obtained exemptive relief from (i) the so-called “early warning” reporting requirements in Canadian securities legislation that would otherwise apply if a person or company acquires 10% or more of the Units of a Fund, and (ii) from the securities regulatory authorities to permit Unitholders to acquire more than 20% of the Units of a Fund through purchases on the TSX without regard to the takeover bid requirements of applicable Canadian securities legislation, provided that any such Unitholder, and any person acting jointly or in concert with the Unitholder, provides the Manager with an undertaking not to exercise any votes attached to Units that represent more than 20% of the votes attached to all outstanding Units of that Fund at any meeting of Unitholders.

Registration and Transfer through CDS

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

Neither a Fund nor the Manager will have any liability for: (i) any aspect of the records maintained by CDS relating to the beneficial interests in the Units or the book-entry accounts maintained by CDS; (ii) maintaining, supervising or reviewing any records relating to such beneficial ownership interests; or (iii) any advice or representation made or given by CDS, whether contained in this prospectus or otherwise, or made or given with respect to the rules and regulations of CDS or any action taken by CDS or at the direction of the CDS Participants. The rules governing CDS provide that it acts as the agent and depository for the CDS Participants. As a result, CDS Participants must look solely

to CDS and persons, other than CDS Participants, having an interest in the Units must look solely to CDS Participants for payment made by the Fund to CDS.

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

Each Fund has the option to terminate registration of Units through the book-entry only system in which case certificates for Units in fully registered form will be issued to beneficial owners of such Units or to their nominees.

Short-Term Trading

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

PRICE RANGE AND TRADING VOLUME OF UNITS

The following tables provide the price ranges and volume of Units traded on the TSX for ONEQ during the 12 months that preceded the date of this prospectus, as applicable. This information is not yet available for the New Fund because it is new.

ONE Global Equity ETF

Month	Unit Price Range (\$)	Volume of Units Traded
August 2017	23.77 - 23.77	73,684
September 2017	23.88 - 24.48	202,666
October 2017	24.60 - 25.14	361,044
November 2017	25.18 - 25.42	158,334
December 2017	25.08 - 26.20	119,711
January 2018	25.31 - 26.13	200,720
February 2018	24.02 - 25.46	176,261
March 2018	24.29 - 25.39	185,418
April 2018	24.07 - 25.08	115,028
May 2018	24.85 - 25.63	105,143
June 2018	25.34 - 25.93	88,146
July 2018	25.37 - 26.02	77,208

INCOME TAX CONSIDERATIONS

In the opinion of Osler, Hoskin & Harcourt LLP, the following is a summary of the principal Canadian federal income tax considerations under the Tax Act for the Funds and for a prospective investor in a Fund that, for the purpose of the Tax Act, is an individual, other than a trust, is resident in Canada, holds Units of the Fund, and any portfolio securities accepted as payment for Units of a Fund, as capital property, has not with respect to Units or portfolio securities entered into a "derivative forward agreement" as that term is defined in the Tax Act, and is not affiliated and deals at arm's length with the Fund. This summary is based upon the current provisions of the Tax Act and regulations thereunder, all specific proposals to amend the Tax Act and such regulations that have been publicly announced by the Minister of Finance (Canada) prior to the date hereof ("Tax Proposals"), and counsel's understanding of the current published administrative policies and assessing practices of the CRA. This summary does not take into account or anticipate any other changes in law whether by legislative, administrative or judicial action and it does not take into account provincial, territorial or foreign income tax legislation or considerations, which may differ from the considerations described below.

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

This summary is also based on the assumptions that: (i) none of the issuers of securities held by a Fund will be a foreign affiliate of the Fund or any Unitholder; (ii) none of the securities held by a Fund will be a “tax shelter investment” within the meaning of section 143.2 of the Tax Act; (iii) none of the securities held by a Fund will be an interest in a non-resident trust other than an “exempt foreign trust” as defined in Section 94 of the Tax Act relating to non-resident trusts; and (iv) no Fund will enter into any arrangement where the result is a dividend rental arrangement for the purposes of the Tax Act.

Status of the Funds

This summary is based on the assumption that each Fund will comply at all material times with the conditions prescribed in the Tax Act and otherwise so as to qualify as a “mutual fund trust” as defined in the Tax Act.

A Fund that does not qualify as a mutual fund trust under the Tax Act will be treated as a “financial institution” for purposes of certain special mark-to-market rules in the Tax Act if more than 50% of the Units of the Fund are held by one or more Unitholders that are themselves considered to be financial institutions under those rules. In such a case, the Fund will be required to recognize at least annually on income account any gains and losses accruing on certain types of debt obligations and equity securities that it holds and also will be subject to special rules with respect to income inclusion on these securities. Any income arising from such treatment will be included in amounts to be distributed to Unitholders. If more than 50% of the Units of such a Fund cease to be held by financial institutions, the tax year of the Fund will be deemed to end immediately before that time and any gains or losses accrued on certain securities before that time will be deemed realized by the Fund and will be distributed to Unitholders. A new taxation year for the Fund will then begin and for that and subsequent taxation years, for so long as not more than 50% of the Units of the Fund are held by financial institutions, or the Fund is a mutual fund trust for purposes of the Tax Act, the Fund will not be subject to these special mark-to-market rules. Given the manner in which Units are distributed, there will be circumstances in which it will not be possible to control or identify whether a Fund has, or has ceased to, become a “financial institution”. As a result, there can be no assurance that a Fund is not a “financial institution” or will not in the future become, or cease to be, a “financial institution” and no assurance as to when and to whom any distributions arising on the change in “financial institution” status of a Fund will be made, or that the Fund will not be required to pay tax on any undistributed income or taxable capital gains realized by the Fund on such event.

Provided that a Fund qualifies as a mutual fund trust within the meaning of the Tax Act, is a “registered investment” within the meaning of the Tax Act, or that the Units of the Fund are listed on a “designated stock exchange” within the meaning of the Tax Act, which includes the TSX, the Units of such Fund will be qualified investments for trusts governed by Registered Plans.

Taxation of the Funds

A Fund will include in computing its income taxable distributions received on securities held by it, including any special dividends, the taxable portion of capital gains realized by the Fund on the disposition of securities held by it and income earned by any securities lending activity and futures trading activity. Under the SIFT Rules, certain income earned by issuers of portfolio securities that are SIFT trusts or SIFT partnerships, when such income is distributed or allocated to a Fund, would be treated as eligible dividends from a taxable Canadian corporation. A Fund will include in computing its income any interest accruing to it on bonds held by that Fund. In the case of any Fund holding real return or inflation-adjusted bonds, any amounts in respect of inflation-related adjustments to the principal amount of the bonds will be deemed to be interest for this purpose. Any such amounts of accrued interest and amounts deemed to be interest will be reflected in distributions to Unitholders.

The Declaration of Trust governing each of the Funds requires that each Fund distribute its net income and net realized capital gains, if any, for each taxation year of the Fund to Unitholders to such an extent that the Fund will not be liable in any taxation year for ordinary income tax (after taking into account any applicable losses of the Fund and any capital gains refunds to which the Fund is entitled). If in a taxation year the income for tax purposes of a Fund exceeds the cash available for distribution by the Fund, such as in the case of the receipt by the Fund of special dividends, the Fund will distribute its income through a payment of reinvested distributions.

If a Fund is not a “mutual fund trust” under the Tax Act throughout a taxation year, the Fund (i) may become liable for alternative minimum tax under the Tax Act in such year, (ii) may be subject to a special tax under Part XII.2 of the Tax Act in such year and (iii) may be subject to rules applicable to financial institutions discussed above. A Fund that is a “registered investment” under the Tax Act and is not a mutual fund trust may, in some circumstances, be

subject to tax under Part X.2 of the Tax Act if the Fund makes an investment in property that is not a qualified investment for registered plans. Any Fund that is a “registered investment” does not intend to make any investment which would result in the Fund becoming subject to tax under Part X.2 of the Tax Act.

The Funds 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 a Fund 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 Fund owns the substituted property 30 days after the original disposition. If a loss is suspended, the applicable Fund cannot deduct the loss from the Fund’s gains until the substituted property is sold and is not reacquired within 30 days before and after the sale.

In determining the income of a Fund, gains or losses realized upon transactions in securities undertaken by the Fund will constitute capital gains or capital losses of the Fund in the year realized unless the Fund is a “financial institution” as described above, or is considered to be trading or dealing in securities or otherwise carrying on a business of buying and selling securities, or the Fund engaged in a transaction or transactions considered to be an adventure in the nature of trade. The Manager has advised counsel that each Fund that holds “Canadian securities” (as defined in the Tax Act) has elected or 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 a Fund on the disposition of Canadian securities by a Fund that is not a “financial institution and is not trading or dealing in securities at the time of such disposition, or which is a “mutual fund trust” for the purposes of the Tax Act, are taxed as capital gains or capital losses.

A Fund will be entitled for each taxation year throughout which it is a “mutual fund trust” for purposes of the Tax Act to reduce (or receive a refund in respect of) its liability, if any, for tax on its net realized capital gains by an amount determined under the Tax Act based on the redemptions of its Units during the year (“capital gains refund”). The capital gains refund in a particular taxation year may not completely offset the tax liability of the Fund for such taxation year which may arise upon the sale of its investments in connection with redemptions of Units.

The Manager has advised counsel that, generally, each Fund will include gains and deduct losses on income account, rather than as capital gains and capital losses, in connection with investments made through derivative transactions, except where such derivatives are not “derivative forward agreements” (as defined in the Tax Act), and are entered into in order to hedge and are sufficiently linked with securities that are held on capital account by the Fund. Gains or losses on derivatives will be recognized for tax purposes at the time they are realized by the Fund. Where a Fund uses derivatives to hedge foreign currency exposure with respect to securities held on capital account, such derivatives are not “derivative forward agreements”, and the derivatives are sufficiently linked to such securities, gains or losses realized thereon will be treated as capital gains or capital losses.

Each Fund is required to compute its income and gains for tax purposes in Canadian dollars. Therefore, the amount of income, cost, proceeds of disposition and other amounts in respect of investments that are not Canadian dollar denominated will be affected by fluctuations in the exchange rate of the Canadian dollar against the relevant foreign currency.

A Fund may pay foreign withholding or other taxes in connection with investments in foreign securities.

Taxation of Holders

A Holder will generally be required to include in computing income for a particular taxation year of the Holder such portion of the net income of a Fund, including the taxable portion of any net realized capital gains, as is paid or becomes payable to the Holder in that particular taxation year (whether in cash or in Units, whether such amount is automatically reinvested in additional Units of the Fund pursuant to the Reinvestment Plan or whether as a management fee distribution). Amounts paid or payable by a Fund to a Holder after December 15 and before the end of the calendar year are deemed to have been paid or become payable to the Holder on December 15.

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

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

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

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

On the disposition or deemed disposition of a Unit of a Fund, including on a redemption, a Holder will realize a capital gain (or capital loss) to the extent that the Holder's proceeds of disposition (which do not include any amount of capital gains payable by the Fund to the Holder which represents capital gains realized by the Fund in connection with dispositions to fund the redemption), net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of the Unit. For the purpose of determining the adjusted cost base of a Holder's Units of a Fund, when additional Units of the Fund are acquired by the Holder (pursuant to the Reinvestment Plan or otherwise), the cost of the newly acquired Units of the Fund will be averaged with the adjusted cost base of all Units of the Fund owned by the Holder as capital property immediately before that time. For this purpose, the cost of Units that have been issued on a distribution will generally be equal to the amount of the distribution. A consolidation of Units of a Fund following a distribution paid in the form of additional Units of the Fund as described under "Distribution Policy" will not be regarded as a disposition of Units of the Fund and will not affect the aggregate adjusted cost base to a Holder.

In the case of an exchange of Units for a Basket of Securities, a Holder's proceeds of disposition of Units would generally be equal to the aggregate of the fair market value of the distributed property and the amount of any cash received, less any capital gain realized by the Fund on the disposition of such distributed property. The cost to a Holder of any property received from the Fund upon the exchange will generally be equal to the fair market value of such property at the time of the distribution. In the case of an exchange of Units for a Basket of Securities, the investor may receive securities that may or may not be qualified investments under the Tax Act for Registered Plans. If such securities are not qualified investments for Registered Plans, such Registered Plans (and, in the case of certain Registered Plans, the annuitants, beneficiaries or subscribers thereunder or holders thereof) may be subject to adverse tax consequences including. Investors should consult their own tax counsel for advice on whether or not such securities would be qualified investments for Registered Plans.

Pursuant to the Declaration of Trust, a Fund may allocate and designate as payable any capital gains realized by the Fund as a result of any disposition of property of the Fund undertaken to permit or facilitate the redemption or exchange of Units to a Holder whose Units are being redeemed or exchanged. Any such allocations and designations will reduce the price otherwise payable to the Holder and therefore the Holder's proceeds of disposition.

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

forward and deducted in any subsequent taxation year against taxable capital gains in accordance with the provisions of the Tax Act.

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

Amounts designated by a Fund to a Holder of the Fund as taxable capital gains, or dividends from taxable Canadian corporations, and taxable capital gains realized on the disposition of Units of the Fund may increase the Holder's liability for alternative minimum tax.

Taxation of Registered Plans

Amounts of income and capital gains included in a Registered Plan's income are generally not taxable under Part I of the Tax Act provided the Units are "qualified investments" for the Registered Plan for purposes of the Tax Act.

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

Notwithstanding the foregoing, if Units of a Fund is a "prohibited investment" for a TFSA, RRSP, RRIF, RDSP or RESP that acquires such Units, the holder of the TFSA or RDSP, subscriber of the RESP or annuitant of the RRSP or RRIF (any such holder, subscriber or annuitant, a "controlling individual") will be subject to a penalty tax as set out in the Tax Act. A "prohibited investment" includes a unit of a trust that does not deal at arm's length with the controlling individual or in which the controlling individual has a significant interest, which generally means the ownership of 10% or more of the value of the trust's outstanding units by the controlling individual, either alone or together with persons and partnerships with whom the controlling individual does not deal at arm's length. Certain exemptions from the "prohibited investment" rules may be available. Holders of TFSAs or RDSPs, subscribers of RESPs and annuitants under RRSPs and RRIFs should consult with their tax advisors regarding whether Units of the Fund would be a prohibited investment for such accounts or registered plans in their particular circumstances.

Tax Implications of the Fund's Distribution Policy

The NAV per Unit of a Fund will, in part, reflect any income and gains of the Fund that have been earned or been realized, but have not been made payable at the time Units of the Fund were acquired. Accordingly, a Holder of a Fund who acquires Units of the Fund, including on a reinvestment of distributions or a distribution of Units, may become taxable on the Holder's share of such income and gains of the Fund. In particular, an investor who acquires Units of a Fund at any time in the year but prior to a distribution being paid or made payable will have to pay tax on the entire distribution (to the extent it is a taxable distribution) notwithstanding that such amounts may have been reflected in the price paid by the Holder for the Units. Further, where a Holder acquires Units in a calendar year after December 15 of such year, such Holder may become taxable on income earned or capital gains realized in the taxation year ending on December 15 of such calendar year but that had not been made payable before the Units were acquired.

ORGANIZATION AND MANAGEMENT DETAILS OF THE FUNDS

Manager

WisdomTree Asset Management Canada, Inc., a corporation incorporated under the laws of the Province of Ontario on November 24, 2015, is the manager of the Funds. WisdomTree is a privately owned company and a wholly owned subsidiary of WisdomTree Investments, Inc., a U.S. public company. The address, phone number, email address and website of WisdomTree is 161 Bay Street, 27th Floor, Toronto, Ontario, M5J 2S1, 1-866-893-8733,

canadainfo@wisdomtree.com and www.wisdomtree.com. The manager manages the Funds pursuant to the Declaration of Trust.

WisdomTree is the trustee and manager of the Funds and is responsible for the administration of the Funds. WisdomTree is registered as an investment fund manager and exempt market dealer with applicable securities regulatory authorities in Canada.

Duties and Services to be Provided by the Trustee and Manager

WisdomTree is the trustee and manager of the Funds and, as such, is responsible for providing managerial, administrative and compliance services to the Funds including, without limitation, calculating NAV, NAV per Unit, net income and net realized capital gains of the Funds, authorizing the payment of operating expenses incurred on behalf of the Funds, preparing financial statements and financial and accounting information as required by the Funds, ensuring that Unitholders are provided with financial statements (including interim and annual financial statements) and other reports as are required by applicable law from time to time, ensuring that the Fund complies with regulatory requirements and applicable stock exchange listing requirements, preparing the Funds’ reports to Unitholders and the securities regulatory authorities, determining the amount of distributions to be made by the Funds and negotiating contractual agreements with third-party providers of services, including the Investment Advisor, Designated Brokers, the Custodian, the Registrar and Transfer Agent, the auditor and printers.

Officers and Directors of the Manager

The name and municipality of residence of each of the directors and executive officers of WisdomTree, the trustee and manager of the Fund, and their principal occupations are as follows:

Name and Municipality of Residence	Position with Manager	Principal Occupation
GREGORY BARTON Dobbs Ferry, New York	Secretary and Director	Executive Vice President and Chief Legal Officer, WisdomTree Investments, Inc.; previously Executive Vice President Operations and Chief Operating Officer, WisdomTree Investments, Inc.
STUART BELL New York, New York	Acting Principal Executive Officer (as chief executive officer) and Ultimate Designated Person	Executive Vice President and Chief Operating Officer, WisdomTree Investments, Inc.; previously Director of International Business, WisdomTree Asset Management, Inc.; Director of Corporate Communications and Investor Relations, WisdomTree Asset Management, Inc.
SURINDER SAINI Toronto, Ontario	Director	Fund Manager, WisdomTree Asset Management Canada, Inc.; previously Senior Analyst, Fiera Capital Corporation
LARA MISNER Toronto, Ontario	Chief Compliance Officer and Assistant Secretary	Chief Compliance Officer, WisdomTree Asset Management Canada, Inc.; previously Chief Compliance Officer, Purpose Investments Inc.

Name and Municipality of Residence	Position with Manager	Principal Occupation
AMIT MUNI Manhasset, New York	Chief Financial Officer and Director	Executive Vice President – Chief Financial Officer, WisdomTree Investments, Inc.
PETER ZIEMBA Katonah, New York	Director	Executive Vice President, Senior Advisor to the Chief Executive Officer and Chief Administrative Officer, WisdomTree Investments, Inc.; previously Chief Legal Officer, WisdomTree Investments, Inc.

A description of the experience and background relevant to the business of the Funds of each of the directors and officers of WisdomTree is set out below.

Gregory Barton

Gregory Barton is the Secretary and a director of WisdomTree. Mr. Barton has served as Executive Vice President and Chief Legal Officer of WisdomTree Investments, Inc. since January 2018 and prior to that was Executive Vice President – Operations and Chief Operating Officer of WisdomTree Investments, Inc. since October 2012. Before joining WisdomTree Investments, Inc., Mr. Barton served as Executive Vice President Business and Legal Affairs, General Counsel and Secretary of TheStreet, Inc., a financial media company, from June 2009 to July 2012, following his service as General Counsel and Secretary of Martha Stewart Living Omnimedia, Inc., a media and merchandising company, from October 2007 to August 2008. From October 2004 to October 2007, Mr. Barton served as Executive Vice President, Licensing and Legal Affairs, General Counsel and Secretary, and from November 2002 to October 2004, as Executive Vice President, General Counsel and Secretary, of Ziff Davis Media Inc. (“Ziff Davis”), a technology media company. Preceding Ziff Davis, Mr. Barton served in a variety of positions at WisdomTree Investments, Inc. (then known as Individual Investor Group, Inc.) from August 1998 to November 2002, including President, Chief Financial Officer and General Counsel; and prior to that served from September 1996 to August 1998 as Vice President, Corporate and Legal Affairs, and General Counsel, and from May 1995 to September 1996 as General Counsel, of Alliance Semiconductor Corporation, an integrated circuit company. Mr. Barton was previously an attorney at the law firm of Gibson, Dunn & Crutcher LLP. From June 2006 through October 2012, Mr. Barton served as an Independent Trustee and Chairman of the Audit Committee for the WisdomTree Trust. Mr. Barton received a B.A. degree, summa cum laude, from Claremont McKenna College and a J.D. degree, magna cum laude, from Harvard Law School.

Stuart Bell

Stuart Bell is the acting principal executive officer (as chief executive officer). Mr. Bell has served as Executive Vice President and Chief Operating Officer of WisdomTree Investments, Inc. since January 2018. From October 2016 until December 2017, he served as Director of International Business of WisdomTree Asset Management, Inc.; in this capacity, he worked across all facets of its businesses in Europe, Japan and Canada where he helped drive operational alignment and execution of strategic growth objectives. Mr. Bell joined WisdomTree Asset Management, Inc. in September 2007 as Manager of Public Relations, adding to his responsibilities in January 2009 as Manager of Corporate Communications and Investor Relations, and thereafter from January 2012 to October 2016 as Director of Corporate Communications and Investor Relations. Before joining WisdomTree Asset Management, Inc., Mr. Bell worked at Sloane & Company, a strategic communications and investor relations firm. He received his B.A. in History, with departmental honors and honors in general scholarship, from Trinity College where he was Phi Beta Kappa and named the President’s Fellow in History.

Surinder Saini

Surinder Saini is the Fund Manager and a director of WisdomTree. He has served as the Fund Manager of WisdomTree since October 2016. From February 2013 to September 2016, he served as a Senior Analyst at Fiera Capital Corporation. He was employed as a Senior Fund Administrator at UBS Global Asset Management from May 2012

to January 2013 and as Manager Fund Accounting at RBC Investor Services from November 2009 to December 2011. Mr. Saini received a Bachelor's Degree in Agriculture from Punjab Agricultural University and a Diploma in Business Management from Humber College.

Lara Misner

Lara Misner is the Chief Compliance Officer and Assistant Secretary of WisdomTree. Ms. Misner joined WisdomTree as Chief Compliance Officer on March 1, 2016. She has over 24 years of investment experience in various roles in equity research, portfolio management, client service, operations and compliance. Ms. Misner served as the Chief Compliance Officer of Purpose Investments Inc. from December 2012 to February 2016 and as the Chief Compliance Officer of Marret Asset Management Inc. from June 2009 to April 2011. Previously, Ms. Misner worked with BMO Harris Private Banking from October 2006 to February 2009 as a discretionary portfolio manager for segregated private client portfolios. Ms. Misner has served as a Director of Montreal CFA Society and Toronto CFA Society. She received a Bachelor of Commerce from McGill University, an MBA from HEC Montreal and is a CFA charterholder.

Amit Muni

Amit Muni is the Chief Financial Officer and a director of WisdomTree. Mr. Muni has served as the Executive Vice President –Finance and Chief Financial Officer of WisdomTree Investments, Inc. since March 2008. Prior to joining WisdomTree Investments, Inc., Mr. Muni served as Controller and Chief Accounting Officer of International Securities Exchange Holdings, Inc., an electronic options exchange, from 2003 until March 2008. Mr. Muni was Vice President, Finance, of Instinet Group Incorporated, an electronic agency broker-dealer, from 2000 to 2003. From 1996 until 2000, Mr. Muni was employed as a Manager of the Financial Services Industry Practice of PricewaterhouseCoopers LLP, an accounting firm. From 1991 until 1996, Mr. Muni was an accountant and a senior auditor for National Securities Clearing Corporation, a firm that provides centralized clearing, information and settlement services to the financial industry. Mr. Muni received a B.B.A. in Accounting from Pace University and is a Certified Public Accountant.

Peter Ziembra

Peter Ziembra is a director of WisdomTree. Mr. Ziembra has served as Executive Vice President, Senior Advisor to the Chief Executive Officer and Chief Administrative Officer of WisdomTree Investments, Inc. since January 2018 and prior to that was Executive Vice President, Business and Legal Affairs of WisdomTree Investments, Inc. since January 2008 and Chief Legal Officer of WisdomTree Investments, Inc. since March 2011. From April 2007 to March 2011, Mr. Ziembra served as WisdomTree Investments, Inc.'s general counsel. Prior to joining WisdomTree Investments, Inc., Mr. Ziembra was a partner in the corporate and securities department of Graubard Miller, which served as WisdomTree Investments, Inc.'s primary corporate counsel, from 1991 to 2007, and was employed at that firm beginning in 1982. Mr. Ziembra received his B.A. in History with university honors from Binghamton University and his J.D., cum laude, from Benjamin N. Cardozo School of Law. Mr. Ziembra served as a director of WisdomTree Investments, Inc. from 1996 to 2003.

Investment Advisor

One Capital Management, LLC

Pursuant to an amended and restated investment advisory agreement (the "Investment Advisory Agreement") between the Manager, in its own capacity and in its capacity as manager of the Funds and OCM, the Manager appointed OCM as an investment advisor for the Funds.

Founded in 2001 as an investment management firm, OCM manages the portfolios of individuals, corporations, pension funds and foundations in Canada and the United States. The firm manages more than \$1 billion in assets. OCM is headquartered in Westlake Village, California, and is registered as an Investment Advisor with the U.S. Securities and Exchange Commission and as a Portfolio Manager (PM) in the following provinces: Quebec, Ontario, Manitoba, Saskatchewan, Alberta, British Columbia, Nova Scotia. The head office and principal place of business of OCM is located at 2945 Townsgate Road, Suite 300, Westlake Village, California, USA, 91361.

OCM makes all decisions relating to the investment portfolio of the Funds.

The following are the officers of OCM who are principally responsible for the portfolio management of the Funds, including the name and municipality of residence of each of the directors, applicable officers and senior management of OCM:

Name and Municipality of Residence	Position with OCM	Principal Occupation
Steven R. Cowley, CFA Los Angeles, California	Chief Investment Officer	Same
Dan K.E. Stridsberg Los Angeles, California	Managing Director	Same

Steven R. Cowley, CFA was appointed as the firm’s Chief Investment Officer in January 2004 and remains in that position today. In addition to his duties as CIO, he also serves on the firm’s Board of Managers and chairs the firm’s Investment Committee. Prior to joining OCM, Steven was a portfolio manager at Oppenheimer & Co., Inc. in Los Angeles. From 1988-1996, he was with First Security Investment Management where he headed the portfolio management team. Steven has worked as a research analyst for U.S. equities and has managed equity and balanced accounts for private families, retirement assets, foundations and endowments. At OCM, he has ultimate responsibility for all equity and fixed-income research and buy/sell decisions, serving the firm in that role since 2004. Mr. Cowley received his CFA Charter from the CFA Institute (formerly The Institute of Chartered Financial Analysts) in September 1993. He has been a member of the CFA Institute since 1989 continually through today.

Dan has served in various capacities during the last 23 years in the financial services industry, mainly in Europe. His broad experience includes both the institutional and private investor markets, across all asset classes; equities, bonds, real estate and alternative investments. During the first half of the 90’s Dan worked for P.R.P. Performa AG (Stockholm, Zurich & Vaduz) as a Senior Investment Consultant in Sweden, introducing and implementing a structured asset management operation for large institutions and foundations. His clients included the Nobel Foundation in Stockholm and SPK (the Swedish Savings Bank Employee Pension Fund). Dan was Senior Vice President at Beijer Capital AB (later Servisen AB) in Stockholm responsible for the Asset Management Division. He also headed the Investment Advisor operations servicing high net-worth individuals. In 1985 Dan was elected President of the Swedish Options & Futures Exchange. He has a B.A. degree in Business Administration and Accounting from the School of Economics and Commercial Law in Gothenburg, Sweden.

The investment decisions made by these individuals (relating to portfolio securities) are subject to the oversight, approval or ratification of OCM’s Investment Committee, which considers the reports prepared by the research team in making its decisions.

Decisions regarding the purchase and sale of portfolio securities and the execution of transactions for the portfolio are made by OCM in accordance with and subject to the terms of the Investment Advisory Agreement.

Pursuant to the Investment Advisory Agreement, the Investment Advisor manages the assets held by each Fund in accordance with the Fund’s investment objectives and investment strategies and subject to its investment restrictions. The Investment Advisory Agreement continues indefinitely unless otherwise terminated in accordance with its terms. In consideration for the services provided by the Investment Advisor pursuant to the Investment Advisory Agreement, the Investment Advisor receives from the Manager a fee, in an amount to be agreed upon by the Manager and the Investment Advisor from time to time, payable out of the Management Fee.

Under the Investment Advisory Agreement, the Investment Advisor is required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of the Fund and must exercise the degree of care, diligence and skill that a reasonably prudent portfolio manager would exercise in comparable circumstances. The Investment Advisor is not liable in carrying out its duties under the Investment Advisory Agreement, including for any losses, damages, expenses and costs (including court costs and reasonable solicitor’s fees) (collectively, “Losses”) which it may suffer or incur resulting from or arising out of any claim brought against the Investment Advisor in connection with or arising out of the Investment Advisor’s services to be provided to the Fund, except to the extent that the Losses result from the wilful misconduct, negligence, bad faith, any material breach, material inaccuracy or material non-performance by the Investment Advisor of any covenant, representation or warranty or other obligation to be

performed by it contained in the Investment Advisory Agreement or if the Investment Advisor has failed to meet the standard of care set out above.

The Investment Advisor and each of its directors, officers, employees and agents will be indemnified and saved harmless by the Manager and the Fund for all Losses in the exercise of the Investment Advisor's duties if they do not result from the wilful misconduct, negligence, bad faith, any material breach, material inaccuracy or material non-performance by the Investment Advisor of any covenant, representation or warranty or other obligation to be performed by it contained in the Investment Advisory Agreement or failure to meet its standard of care.

Brokerage Arrangements

OCM utilizes various brokers to effect securities transactions on behalf of the Funds. These brokers may directly provide the Funds with research and related services, as outlined below, in addition to executing transactions – often referred to as “bundled services”. Although the Funds (in addition to other funds managed by the Manager) may not benefit equally from each research and related service received from a broker, OCM will endeavour to ensure that all of the funds managed by it receive an equitable benefit over time.

OCM maintains a list of brokers that have been approved to effect securities transactions on behalf of the Funds. When determining whether a broker should be added to that list there are numerous factors that are considered including: (a) with respect to trading: (i) level of service; (ii) response time; (iii) availability of securities (liquidity); (iv) account management; (v) idea generation; and (vi) access to alternative markets/liquidity pools; (b) with respect to research: (i) proprietary research reports; (ii) industry knowledge; (iii) access to analysts; and (iv) access to staff; (c) with respect to personnel: (i) back office support; and (ii) sales contacts; and (d) with respect to infrastructure: (i) trade settlement; (ii) confirmations; and (iii) reporting.

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, OCM 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.

Additional information including the services supplied by each broker can be obtained from WisdomTree upon request, at no cost, by calling 1-866-893-8733.

Conflicts of Interest

The administration, management and investment advisory services of the Manager and Investment Advisor are not exclusive and nothing in the Declaration of Trust or the Investment Advisory Agreement prevents the Manager or the Investment Advisor from providing similar services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the Funds) or from engaging in other activities.

Investments in securities purchased by the Manager or the Investment Advisor on behalf of a Fund and other investment funds managed by the Manager or Investment Advisor will be allocated to the Fund and such other investment funds on a pro rata basis according to the size of the order and the applicable investment restrictions and policies of the Funds and the other investment funds.

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

The Manager and the Investment Advisor may at times have interests that differ from the interests of the Unitholders. Where the Manager, the Investment Advisor or their respective affiliates otherwise perceive in the course of business, that they are or may be in a material conflict of interest position, the matter will be referred to the IRC. The IRC will consider all matters referred to it and provide its recommendations to the Manager as soon as possible. In evaluating these conflicts of interest, potential investors should be aware that the Manager and the Investment Advisor have a responsibility to the Unitholders to exercise good faith and fairness in all dealings affecting the Funds.

No Designated Broker or Dealer has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus and, as such, the Designated Broker and the Dealers do not perform many of the usual underwriting activities in connection with the distribution by the Funds of their Units under this prospectus. Units of a Fund do not represent an interest or an obligation of any Designated Broker, any Dealer or any affiliate thereof and a Unitholder does not have any recourse against any such parties in respect of amounts payable by a Fund to the applicable Designated Broker or Dealers.

A registered dealer acts as a Designated Broker and one or more registered dealers may act as a Dealer and/or a market maker. These relationships may create actual or perceived conflicts of interest that investors should consider in relation to an investment in a Fund. In particular, by virtue of these relationships, these registered dealers may profit from the sale and trading of Units. The Designated Broker, as market maker of the Funds in the secondary market, may therefore have economic interests that differ from, and may be adverse to, those of Unitholders. Any such registered dealer and its affiliates may, at present or in the future, engage in business with a Fund, with the issuers of securities making up the investment portfolio of a Fund or with the Manager or any funds sponsored by the Manager or its affiliates, including by making loans, entering into derivative transactions or providing advisory or agency services. In addition, the relationship between any such registered dealer and its affiliates and the Manager and its affiliates may extend to other activities, such as being part of a distribution syndicate for other funds sponsored by the Manager or its affiliates. Any arrangements entered into with an affiliate of the Manager, or an affiliate of the Investment Advisor will be subject to market terms and conditions and the consideration of the IRC of the applicable Funds.

Independent Review Committee

The Manager has appointed an IRC for the Funds and certain other funds managed by the Manager under NI 81-107. The IRC currently consists of three members, each of whom is independent of the Manager.

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 Funds and, in connection therewith, will exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Manager 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 the Manager'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.

The Manager will maintain records of all matters and/or activities subject to the review of the IRC, including a copy of the Manager'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. The Manager 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 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 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:

Name	Municipality of Residence
Anthony Cox ¹	Toronto, Ontario
Leslie Wood ²	Pickering, Ontario
W. William Woods ²	Toronto, Ontario

Note:

(1) Chair of the IRC.

(2) Appointment effective as of August 1, 2018.

The initial compensation and reimbursement policy for costs and expenses of the IRC was established by WisdomTree. As at the date hereof, each IRC member will be paid a fixed annual fee of \$9,500 (\$11,000 for the Chair), plus an additional fee of \$500 per meeting for each meeting in excess of four meetings per year that are longer than 15 minutes, for the duties they perform as IRC members in relation to the Funds. This amount will be allocated among the Funds in a manner that is fair and reasonable.

The IRC is subject to requirements to conduct regular assessments and, for each financial year of the Funds, will prepare a report to Unitholders that describes the IRC and its activities for the financial year. A copy of this report can be obtained from the Manager upon request, at no cost, by calling 1-866-893-8733 or is available on the Fund's website at www.wisdomtree.com or SEDAR at www.sedar.com.

Custodian

Pursuant to the Custodian Agreement, State Street Trust Company Canada is the custodian of the assets of the Funds and has been given authority to appoint sub-custodians. The principal office of the Custodian is located in Toronto, Ontario. 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 Funds.

Auditor

The auditor of the Fund is Ernst & Young LLP, at its principal offices in Toronto, Ontario.

Transfer Agent and Registrar

State Street Trust Company Canada, at its principal offices in Toronto, Ontario, is the registrar and transfer agent for the Units. The register of the Funds are kept in Toronto, Ontario.

Accounting Agent

State Street Fund Services Toronto Inc. acts as the accounting agent of the Funds pursuant to an accounting and administrative services agreement. State Street Fund Services Toronto Inc. provides certain fund accounting, valuation and administrative services to the Funds including, without limitation, calculating the NAV, NAV per Unit, net income and net realized capital gains of the Funds.

Plan Agent

State Street Trust Company Canada, at its principal offices in Toronto, Ontario, is the Plan Agent for the Funds.

Securities Lending Agent

State Street Bank and Trust Company of Boston, Massachusetts will be the securities lending agent of the Funds pursuant to a securities lending authorization agreement to be entered into between WisdomTree, in its capacity as manager of the Funds (and certain other funds managed by the Manager) and State Street Bank and Trust Company, as securities lending agent (the "Securities Lending Agreement"). In accordance with the Securities Lending Agreement, State Street Bank and 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, State Street Bank and Trust Company will indemnify and hold harmless WisdomTree, on behalf of the Funds from all losses, damages, liabilities, costs or expenses (including reasonable counsel fees and expenses but excluding consequential damages) suffered by WisdomTree or the Fund arising from (a) the failure of the State Street Bank and Trust Company to perform any obligations under the Securities Lending Agreement or (b) any inaccuracy of any representation or warranty made by State Street Bank and Trust Company in the Securities Lending Agreement. Either party may terminate the Securities Lending Agreement by giving the other parties 30 days' prior notice.

CALCULATION OF NET ASSET VALUE

The NAV and NAV per Unit of a Fund will be calculated by the Accounting Agent as of the Valuation Time on each Valuation Date. The NAV of the Units of a Fund on a particular date will be equal to the aggregate value of the assets of a Fund less the aggregate value of the liabilities of a Fund including any income, net realized capital gains or other amounts payable to Unitholders on or before such date and the value of the liabilities of a Fund for management fees. The NAV per Unit of a Fund on any day will be obtained by dividing the NAV of a Fund on such day by the number of Units of a Fund then outstanding.

Valuation Policies and Procedures

In determining the NAV of a Fund at any time, the Accounting Agent uses the following principles:

- (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 the Accounting Agent considers 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 on or dealt in 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 Fund shall be valued at the reported net asset value 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 on each Valuation Date; 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 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 last sale price;
- (j) should a 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 Net Asset Value of a Fund;
- (k) futures contracts shall be valued at the outstanding current margin payable or receivable;
- (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 a 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;

- (n) all other assets shall be valued at our best estimate of fair value; and
- (o) if any investment cannot be valued under the foregoing rules or if the foregoing rules are at any time considered by the Manager to be inappropriate under the circumstances, then, notwithstanding the foregoing rules, the Manager shall make such valuation as it considers fair and reasonable.

The value of any security or property to which, in the opinion of the Accounting Agent, 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 from time to time provides. The Manager may also fair value 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 a 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 a Fund's ability to liquidate the assets held in that market.

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

The NAV per Unit 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 a Fund may obtain. The NAV per Unit determined in accordance with the principles set out above may differ from the NAV per Unit determined under International Financial Reporting Standards.

Reporting of Net Asset Value

Following the Valuation Time on the Valuation Date, the NAV and NAV per Unit of a Fund will usually be published in the financial press and will be posted on a Fund's website at www.wisdomtree.com.

ATTRIBUTES OF THE SECURITIES

Description of the Securities Distributed

Each Fund is authorized to issue an unlimited number of redeemable, transferable Units, each of which represents an undivided interest in the net assets of that Fund.

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

Certain Provisions of the Units

Each Unit entitles the owner to one vote at meetings of Unitholders and is entitled to participate equally with all other Units of a Fund with respect to all payments made to Unitholders, other than management fee distributions, including distributions of net income and net realized capital gains and, on liquidation, to participate equally in the net assets of the Fund remaining after satisfaction of any outstanding liabilities that are attributable to Units of the Fund. Notwithstanding the foregoing, a Fund may allocate and designate as payable any capital gains realized by the Fund as a result of any disposition of property of the Fund undertaken to permit or facilitate the redemption or exchange of Units to a Unitholder whose Units are being redeemed or exchanged. All Units will be fully paid, with no liability for future assessments, when issued and will not be transferable except by operation of law. Unitholders are entitled to require the Fund to redeem their Units of the Fund as outlined under the heading "Information for Unitholders -

Redemption of Units in any Number for Cash” and “Information for Designated Broker - Exchange of Prescribed Number of Units”.

Exchange of Units for Baskets of Securities

As set out under “Information for Designated Broker - Exchange of Prescribed Number of Units”, Unitholders may exchange the applicable PNU (or an integral multiple thereof) of a Fund on any Trading Day for Baskets of Securities and/or cash, subject to the requirement that a minimum PNU be exchanged.

Redemptions of Units for Cash

On any Trading Day, Unitholders may redeem Units of any Fund for cash at a redemption price per Unit equal to 95% of the closing price for the applicable Units on the TSX on the effective day of redemption, subject to a maximum redemption price per Unit equal to the NAV per Unit on the effective day of redemption. Because Unitholders will generally be able to sell Units at the market price on the TSX through a registered broker or dealer subject only to customary brokerage commissions, Unitholders are advised to consult their brokers, dealers or investment advisers before redeeming their Units for cash.

Modification of Terms

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

The Manager may amend the Declaration of Trust from time to time to redesignate the name of a Fund or to create a new class or series of units of a Fund without notice to existing Unitholders of the Funds.

Voting Rights in the Portfolio Securities

Holders of Units will not have any voting rights in respect of the securities in a Fund’s portfolio.

UNITHOLDER MATTERS

Meetings of Unitholders

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

Matters Requiring Unitholder Approval

NI 81-102 requires a meeting of Unitholders of a Fund to be called to approve certain changes as follows:

- (a) the basis of the calculation of a fee or expense that is charged to the Fund or its Unitholders is changed in a way that could result in an increase in charges to the Fund or to its Unitholders, except where (a) the Fund is at arm’s length with the person or company charging the fee; and (b) the Unitholders have received at least 60 days’ notice before the effective date of the change;
- (b) a fee or expense, to be charged to a Fund or directly to its Unitholders by the Fund or the Manager in connection with the holding of Units of the Fund that could result in an increase in charges to the Fund or its Unitholders, is introduced;
- (c) the Manager is changed, unless the new manager of the Fund is an affiliate of the Manager;
- (d) the fundamental investment objective of the Fund is changed;
- (e) the Fund decreases the frequency of the calculation of its net asset value per Unit;
- (f) other than a Permitted Merger (as defined below) for which Unitholder approval is not required, the Fund undertakes a reorganization with, or transfers its assets to, another mutual fund, if the Fund

ceases to continue after the reorganization or transfer of assets and the transaction results in the Unitholders of the Fund becoming security holders in the other mutual fund;

- (g) the Fund undertakes a reorganization with, or acquires assets from, another mutual fund, if the Fund continues after the reorganization or acquisition of assets, the transaction results in the security holders of the other mutual fund becoming Unitholders, and the transaction would be a material change to the Fund; or
- (h) any matter which is required by the constitutive documents of the Fund; by the laws applicable to the Fund or by any agreement to be submitted to a vote of the Unitholders.

In addition, the auditors of a Fund may not be changed unless the IRC of the Fund has approved the change and Unitholders have received at least 60 days' notice before the effective date of the change.

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

Amendments to the Declaration of Trust

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

Permitted Mergers

A Fund may, without Unitholder approval, enter into a merger or other similar transaction (a "Permitted Merger") that has the effect of combining that Fund with any other investment fund or funds that have investment objectives, valuation procedures and fee structures that are similar to the Fund, subject to:

- (a) approval of the merger by the IRC;
- (b) compliance with certain merger pre-approval conditions set out in NI 81-102; and
- (c) written notice being sent to Unitholders at least 60 days before the effective date of the merger.

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

Accounting and Reporting to Unitholders

The fiscal year-end of the Funds is December 31. The Funds will deliver or make available to Unitholders: (i) audited annual financial statements; (ii) unaudited interim financial statements; and (iii) annual and interim management reports of fund performance. Such documents are, or will be, incorporated by reference into, and form an integral part of, this prospectus. See "Documents Incorporated by Reference".

Each Unitholder will also be mailed annually, by his, her or its broker, as and when required under applicable law, information necessary to enable such Unitholder to complete an income tax return with respect to amounts paid or payable by each Fund owned by such Unitholder in respect of the preceding taxation year of such Fund. Neither the Manager nor the Registrar and Transfer Agent are responsible for tracking the adjusted cost base of a Unitholder's Units. Unitholders should consult with their tax or investment adviser in respect of how to compute the adjusted cost base of their Units and in particular how distributions made by the Fund to a Unitholder affect the Unitholder's tax position. See "Income Tax Considerations".

The Manager will ensure that each Fund complies with all applicable reporting and administrative requirements. The Manager will also ensure that adequate books and records are kept reflecting the activities of each Fund. A Unitholder or his, her or its duly authorized representative has the right to examine the books and records of the applicable Fund during normal business hours at the offices of the Accounting Agent. Notwithstanding the foregoing, a Unitholder

shall not have access to any information that, in the opinion of the Manager, should be kept confidential in the interests of the Funds.

Exchange of Tax Information

Pursuant to the Intergovernmental Agreement for the Exchange of Tax information entered into between Canada and the United States (the “IGA”) and related Canadian legislation in the Tax Act, the dealers through which Unitholders hold their Units are required to report certain information with respect to Unitholders, or controlling persons of Unitholders, who are U.S. residents and U.S. citizens (including U.S. citizens or green card holders who are residents and/or citizens of Canada), and certain other “U.S. Persons”, as defined under the IGA, and related Canadian legislation (excluding Registered Plans), to the CRA. The CRA is expected to provide the information to the U.S. Internal Revenue Service.

Recent amendments to the Tax Act implement the Organization for Economic Co-operation and Development Common Reporting Standard (the “CRS Rules”). Pursuant to the CRS Rules, “Canadian financial institutions” (as defined in the CRS Rules) are required to have procedures in place to identify accounts held by residents of foreign countries (other than the U.S.) or by certain entities the “controlling persons” of which are resident in a foreign country (other than the U.S.) and to report required information to the CRA, annually. Such information would be available to be exchanged with countries in which the account holders or such controlling persons are resident under the provisions and safeguards of the Multilateral Convention on Mutual Administrative Assistance in Tax Matters or the relevant bilateral tax treaty. Unitholders, or controlling persons of Unitholders, will be required to provide certain information regarding their investment in a Fund for the purpose of such information exchange, unless the investment is held within a Registered Plan.

TERMINATION OF THE FUNDS

A Fund may be terminated by the Manager on at least 60 days’ notice to Unitholders of such termination and the Manager will issue a press release in advance thereof. The Manager may also terminate a Fund if the trustee resigns or becomes incapable of acting and is not replaced. The rights of Unitholders to exchange and redeem Units described under “Information for Unitholders - Redemption of Units in any Number for Cash” and “Information for Designated Broker - Exchange of Prescribed Number of Units” will cease as and from the date of termination of that Fund.

The trustee shall be entitled to retain out of any assets of a Fund, at the date of termination of the Fund, full provision for all costs, charges, expenses, claims and demands incurred or believed by the trustee to be due or to become due in connection with or arising out of the termination of the Fund and the distribution of its assets to the Unitholders of the Fund. Out of the moneys so retained, the trustee is entitled to be indemnified and saved harmless against all costs, charges, expenses, claims and demands. Upon such termination, the portfolio securities, cash and other assets remaining after paying or providing for all liabilities and obligations of the Fund shall be distributed pro rata among the Unitholders of the Fund.

PLAN OF DISTRIBUTION

Units are being offered for sale on a continuous basis by this prospectus and there is no maximum number of Units that may be issued. The Units shall be offered for sale at a price equal to the net asset value of such class of Units determined at the Valuation Time on the effective date of the subscription order.

Non-Resident Unitholders

At no time may (i) non-residents of Canada, (ii) partnerships that are not Canadian partnerships or (iii) a combination of non-residents of Canada and such partnerships (all as defined in the Tax Act) be the beneficial owners of a majority of the Units of a Fund and the Manager shall inform the Registrar and Transfer Agent of the Fund of this restriction. The Manager may require declarations as to the jurisdictions in which a beneficial owner of Units is resident and, if a partnership, its status as a Canadian partnership. If the Manager becomes aware, as a result of requiring such declarations as to beneficial ownership or otherwise, that the beneficial owners of 40% of the Units of a Fund 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 the Units of a Fund are beneficially held by non-residents and/or partnerships that are not Canadian partnerships, the Manager may send a notice to such non-residents and/or partnerships, chosen in inverse order to the

order of acquisition or in such manner as the Manager may consider equitable and practicable, requiring them to sell their Units or a portion thereof within a specified period of not less than 30 days. If the Unitholders receiving such notice have not sold the specified number of Units or provided the Manager with satisfactory evidence that they are not non-residents or partnerships other than Canadian partnerships within such period, the Manager may on behalf of such Unitholders sell such Units and, in the interim, shall suspend the voting and distribution rights attached to such Units. Upon such sale, the affected holders shall cease to be beneficial holders of Units and their rights shall be limited to receiving the net proceeds of sale of such Units.

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

RELATIONSHIP BETWEEN THE FUNDS AND THE DEALERS

The Manager, on behalf of a Fund, may enter into various agreements with registered dealers (that may or may not be the Designated Broker) pursuant to which the Dealers may subscribe for Units of the Fund as described under “Purchases, Exchanges and Redemptions of Units”.

No Designated Broker or Dealer has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus and, as such, the Designated Broker and the Dealers do not perform many of the usual underwriting activities in connection with the distribution by the Funds of their Units under this prospectus. Units of a Fund do not represent an interest or an obligation of the Designated Broker, any Dealer or any affiliate thereof and a Unitholder does not have any recourse against any such parties in respect of amounts payable by a Fund to the applicable Designated Broker or Dealers. See “Organization and Management Details of the Funds - Conflicts of Interest”.

PRINCIPAL HOLDERS OF UNITS

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

PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD

Proxy Policy for OCM

Purpose and Background

The purpose of this Proxy Policy is to ensure that conflicts of interest that may arise between OCM and the clients are appropriately identified and considered promptly.

Policy

It is OCM’s policy to vote proxies, with respect to securities held in client accounts over which OCM has voting discretion in a manner consistent with the best interests of OCM’s clients. As a general rule, proxies are voted “with management”. If OCM disagrees with management, OCM would be more likely to sell the security in question, rather than vote the proxy “against management”. OCM will monitor proposed corporate actions and proxy issues regarding securities in client accounts and may either (i) determine how to vote the proxies, (ii) abstain or (iii) follow the recommendations of an independent proxy voting service in voting the proxies.

OCM uses the following guidelines when voting client securities:

- neutral issues such as the retention or appointment of accounting or audit services are typically voted yes;

- OCM will typically vote with the board of directors' recommendations unless voting according to the board of directors' recommendations could adversely affect clients; and
- OCM will vote against any matters that may affect substantially the rights or privileges of the holders of securities to be voted.

Issues related to executive compensation, incentive stock options, executive recruiting or any matter giving the company latitude in compensation matters or similar matters that could potentially be used to act in the company's best interest rather than the clients' best interest will typically be voted against.

The portfolio manager(s) review each proxy on an individual basis. Corporate governance issues are studied and voted upon on a case by case basis. OCM will vote or sell the security in question in a timely manner. Proxies are voted by internet, phone or mail.

Records Management

The portfolio manager(s), to the best of their abilities, ensure that all proxies and notices are received from all issuers promptly, and will maintain for all clients:

- a record of all proxies received;
- a record of votes cast; and
- a copy of the reasons for voting against management, when applicable.

Proxy voting circulars for all companies are received electronically through an external service provider.

A complete copy of OCM's proxy voting policy may be obtained by calling the Manager at 1-866-893-8733 or by writing to: 161 Bay Street, 27th Floor, Toronto, Ontario, M5J 2S1.

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

MATERIAL CONTRACTS

The only contracts material to the Funds are the Declaration of Trust, the Investment Advisory Agreement and Custodian Agreement.

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

EXPERTS

Osler, Hoskin & Harcourt LLP, legal counsel to the Funds and the Manager, has provided a legal opinion on the principal Canadian federal income tax considerations that apply to an investment in Units of a Fund by an individual (other than a trust that is not a Plan) resident in Canada. See "Income Tax Considerations". As of the date hereof, partners and associates of Osler, Hoskin & Harcourt LLP beneficially owned, directly or indirectly, less than 1% of the outstanding securities of the Funds.

Ernst & Young LLP, the auditor of the Funds, has consented to the incorporation by reference of its report on the Funds dated August 13, 2018. Ernst & Young LLP has confirmed that it is independent with respect to the Funds within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

EXEMPTIONS AND APPROVALS

The Funds have obtained exemptive relief from the Canadian securities regulatory authorities to permit the following practices:

- (a) the purchase by a Unitholder of the Funds of more than 20% of the Units of the Funds through purchases on the TSX without regard to the take-over bid requirements of Canadian securities legislation;
- (b) to relieve the Funds from the requirement that a prospectus contain a certificate of the underwriters;
- (c) to relieve the Funds from the requirement that a prospectus contain a certificate of the Dealers; and
- (d) to relieve the Funds from the requirement to include in the prospectus a statement respecting purchasers' statutory rights of withdrawal and remedies of rescission as prescribed in Item 36.2 of Form 41-101F2 *Information Required in an Investment Fund Prospectus*.

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

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

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

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

However, the Manager has obtained exemptive relief from the requirement in securities legislation to include an underwriter's certificate in the prospectus under a decision pursuant to NP 11-203. As such, purchasers of Units of a

Fund will not be able to rely on the inclusion of an underwriter's certificate in the prospectus or any amendment for the statutory rights and remedies that would otherwise have been available against an underwriter that would have been required to sign an underwriter's certificate.

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

DOCUMENTS INCORPORATED BY REFERENCE

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

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

These documents are or will be incorporated by reference into this prospectus, which means that they legally form part of this document just as if they were printed as part of this document.

An investor can get a copy of these documents, when available, upon request and at no cost by calling the Manager at 1-866-893-8733 or by contacting a registered dealer. These documents are or will also be available on the Fund's website at www.wisdomtree.com and on the internet at www.sedar.com.

In addition to the documents listed above, any documents of the type described above that are filed on behalf of the Funds after the date of this prospectus and before the termination of the distribution of the Funds are deemed to be incorporated by reference into this prospectus.

INDEPENDENT AUDITORS' REPORT

To the Unitholder and the Manager of:

ONE North American Core Plus Bond ETF

(the "Fund")

We have audited the accompanying statement of financial position of the Fund as at August 13, 2018 and a summary of significant accounting policies and other explanatory information (together, the "financial statements").

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with those requirements of International Financial Reporting Standards relevant to preparing such financial statements, and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform an audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund as at August 13, 2018 in accordance with those requirements of International Financial Reporting Standards relevant to preparing such financial statements.

Toronto, Canada
August 13, 2018

(SIGNED) "Ernst & Young LLP"
Chartered Professional Accountants
Licensed Public Accountants

STATEMENT OF FINANCIAL POSITION
ONE NORTH AMERICAN CORE PLUS BOND ETF

As at August 13, 2018

CURRENT ASSETS

Cash	\$50.00
Total	\$50.00

NET ASSETS ATTRIBUTABLE TO HOLDER OF REDEEMABLE UNITS (Note 1)

Net assets attributable to holder of redeemable unit (1 unit)	\$50.00
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The accompanying notes are an integral part of the financial statement.

Approved on behalf of the board of directors of WisdomTree Asset Management Canada, Inc., as manager of the Fund:

(SIGNED) "*Amit Muni*"

Director

(SIGNED) "*Surinder Saini*"

Director

NOTES TO STATEMENTS OF FINANCIAL POSITION

As at August 13, 2018

(1) Establishment of the Fund

ONE North American Core Plus Bond ETF (the “Fund”) was established under the laws of the Province of Ontario on August 13, 2018 pursuant to a master declaration of trust, as may be amended or amended and restated from time to time, by WisdomTree Asset Management Canada, Inc. (“WisdomTree”), as manager and trustee. WisdomTree has appointed One Capital Management, LLC as the investment advisor of the Fund.

The Fund is authorized to issue an unlimited number of classes of units (“Units”). The Units of the Fund are Canadian dollar denominated. On August 13, 2018, the Fund issued one Unit.

The statement of financial position was approved by the board of directors of WisdomTree on August 13, 2018.

(2) Significant Accounting Policies

The financial statements of the Fund have been prepared in accordance with International Financial Reporting Standards (“IFRS”) relevant to preparing a statement of financial position. In applying IFRS, management may make estimates and assumptions that affect the reported amounts of assets and liabilities as at the date of the statement of financial position of the Fund. These estimates are based on information available as at the date of the statement of financial position of the Fund. Actual results could differ from those estimates. The statement of financial position of the Fund has been prepared on a historical cost basis. The following is a summary of significant accounting policies followed by the Fund in the preparation of its financial statement.

Cash and Cash Equivalents

Cash is comprised of cash on deposit with a Canadian financial institution and is stated at fair value.

Functional and Presentation Currency

The Canadian dollar is the functional and presentation currency for the Fund.

Valuation of Units for Transaction Purposes

The Net Asset Value (defined below) per unit of the Fund on any day will be obtained by dividing the Net Asset Value of the Fund attributable to the class of units on such day by the number of units of the class then outstanding.

As used herein, (i) “Net Asset Value” of units means the net asset value of the Fund attributable to the class of units determined by subtracting the aggregate liabilities of the fund attributable to the class of units from the Total Assets on the date on which the calculation is being made; and (ii) “Total Assets” means the aggregate value of the assets of the Fund attributable to the class of units.

Classifications of Redeemable Units

The unit’s outstanding redeemable unit entitlement in respect of the Fund includes a contractual obligation to deliver cash or another financial asset on the fund’s fixed termination date, and therefore the ongoing redemption feature is not the fund’s only contractual obligation. Consequently the Fund’s outstanding redeemable units are classified as financial liabilities in accordance with the requirements of International Accounting Standard 32 *Financial Instruments Presentation*.

(3) Related Party Transactions

As at August 13, 2018, WisdomTree has subscribed for one Unit of the Fund for \$50.00 (per Unit), and therefore holds all of the issued and outstanding units of the Fund. The Fund will pay WisdomTree a management fee as set forth in the table below based on the average daily Net Asset Value of the Units of the Fund. The management fee, plus applicable taxes, will be calculated and accrued daily and paid monthly in arrears.

Fund	Management Fee (annual rate)
ONE North American Core Plus Bond ETF	0.55% of NAV

WisdomTree may, from time to time in its discretion, waive all or a portion of the management fee charged at any given time.

In addition to the payment of the management fee, the Fund is responsible for (a) costs and expenses incurred in complying with National Instrument 81-107 – *Independent Review Committee for Investment Funds* (including any expenses related to the implementation and on-going operation of the Independent Review Committee of the Fund), (b) brokerage expenses and other fees, charges, taxes, levies or expenses (such as stamp taxes) incurred in connection with the execution of portfolio transactions or in connection with creation, exchange and redemption transactions (including without limitation any fees, charges, taxes, levies or expenses related to the purchase or sale of an amount of any currency, or the patriation or repatriation of any security or other asset, related to the execution of portfolio transactions or any creation, exchange or redemption transactions), (c) legal fees or expenses in connection with any arbitration, litigation or pending or threatened arbitration or litigation, including any settlements in connection therewith, (d) distribution fees and expenses paid by the Fund under any distribution reinvestment plan adopted by the Fund, (e) interest and taxes of any kind or nature (including but not limited to, income, excise, transfer and withholding taxes as well as all other applicable taxes, including GST and HST), (f) fees and expenses related to the provision of securities lending services, (g) the costs of complying with any new governmental or regulatory requirement introduced after the Fund was established and (h) extraordinary expenses.

Redemptions

Redemption of Units for Cash

On any trading day (a day on which (a) a regular session of the Toronto Stock Exchange (the “TSX”) is held, and (b) the primary market or exchange for the majority of the securities held by the Fund is open for trading) (“Trading Day”), holders of Units may redeem Units of the Fund for cash at a redemption price per Unit equal to 95% of the closing price for the applicable Units on the TSX on the effective day of redemption, subject to a maximum redemption price per Unit equal to the Net Asset Value per Unit on the effective day of redemption.

Investors that redeem units of a Fund prior to the ex-dividend date for the distribution record date (a date determined by WisdomTree as a record date for the determination of unitholders of a Fund entitled to receive a distribution) for any distribution will not be entitled to receive that distribution.

In connection with the redemption of units a Fund will generally dispose of securities or other assets to satisfy the redemption.

CERTIFICATE OF THE FUNDS, THE TRUSTEE AND MANAGER

Dated: August 13, 2018

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

**WISDOMTREE ASSET MANAGEMENT CANADA, INC.
as trustee and manager of the Funds**

(SIGNED) "*Stuart Bell*"
Stuart Bell
Acting Principal Executive Officer
(as chief executive officer)

(SIGNED) "*Amit Muni*"
Amit Muni
Chief Financial Officer

**On behalf of the Board of Directors of
WisdomTree Asset Management Canada, Inc.**

(SIGNED) "*Peter Ziemba*"
Peter Ziemba
Director

(SIGNED) "*Surinder Saini*"
Surinder Saini
Director