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

Manulife Investment Management

Initial Public Offering and Continuous Offering May 3, 2024

This prospectus qualifies the distribution of units of the following actively managed exchange traded mutual funds:

Manulife Smart Global Bond ETF
Manulife Smart Global Dividend ETF Portfolio

(the "**Existing Manulife ETFs**")

Manulife Smart Enhanced Yield ETF
Manulife Smart U.S. Enhanced Yield ETF

(the "**New Manulife ETF**s" and, together with the Existing Manulife ETFs, the "**Manulife ETFs**")

The Manulife ETFs are actively managed exchange traded mutual funds established under the laws of the province of Ontario. The Manulife ETFs, other than Manulife Smart U.S. Enhanced Yield ETF, are offering common units ("**Common Units**"). The Manulife Smart U.S. Enhanced Yield ETF is offering unhedged units ("**Unhedged Units**"), hedged units ("**Hedged Units**") and U.S. dollar denominated unhedged units (the "**USD Units**"). Common Units, Unhedged Units, Hedged Units and USD Units are collectively referred to in this prospectus as "**Units**". Common Units, Unhedged Units and Hedged Units of the Manulife ETFs are denominated in Canadian dollars. USD Units are denominated in U.S. dollars.

Manulife Investment Management Limited (the "**Manager**" or "**Manulife IM Limited**") is the trustee, manager, promoter and investment manager of the Manulife ETFs. The Manager has retained Manulife Investment Management (US) LLC (the "**Sub-Advisor**") to act as sub-advisor of the New Manulife ETFs. The Manager and the Sub-Advisor are indirect wholly-owned subsidiaries of Manulife Financial Corporation ("**Manulife**"). See "Organization and Management Details of the Manulife ETFs".

Investment Objectives

Manulife Smart Global Bond ETF

Manulife Smart Global Bond ETF seeks to earn the highest level of income consistent with the preservation of capital by investing primarily in a diversified portfolio of fixed income securities issued by government and corporate issuers from around the world.

Manulife Smart Global Dividend ETF Portfolio

Manulife Smart Global Dividend ETF Portfolio seeks to provide a steady flow of income and long-term capital appreciation by investing primarily in underlying exchange traded funds managed by the Manager that provide exposure to a diversified portfolio of global dividend paying securities.

Manulife Smart Enhanced Yield ETF

Manulife Smart Enhanced Yield ETF seeks to provide a steady flow of income and long-term capital appreciation by investing primarily in a diversified portfolio of Canadian dividend paying securities, as well as derivative instruments related to those securities.

Manulife Smart U.S. Enhanced Yield ETF

Manulife Smart U.S. Enhanced Yield ETF seeks to provide a steady flow of income and long-term capital appreciation by investing primarily in a diversified portfolio of U.S. dividend paying securities, as well as derivative instruments related to those securities.

See "Investment Objectives".

Listing of Units

Each Manulife ETF issues Units on a continuous basis and there is no maximum number of Units that may be issued. Units of the Existing Manulife ETFs are currently listed on Cboe Canada Inc. (the "**Exchange**") and an investor may buy or sell such Units of the Existing Manulife ETFs on the Exchange through registered brokers and dealers in the province or territory where the investor resides. Units of the New Manulife ETFs have been conditionally approved for listing on the Exchange. Subject to satisfying the Exchange's original listing requirements, the Units of the New Manulife ETFs will be listed on the Exchange and investors will be able to buy or sell such Units of the New Manulife ETFs on the Exchange through registered brokers and dealers in the province or territory where the investor resides.

Investors may incur customary brokerage commissions in buying or selling Units. No fees are paid by investors to the Manager or any Manulife ETF in connection with buying or selling Units on the Exchange. Unitholders may also (i) redeem Units of any Manulife ETF for cash at a redemption price per Unit equal to 95% of the closing price for the applicable Units on the Exchange on the effective day of redemption, subject to a maximum redemption price per Unit equal to the net asset value per Unit ("**NAV per Unit**") on the effective day of redemption, less any applicable administrative fee determined by the Manager, in its sole discretion, from time to time, or (ii) exchange a Prescribed Number of Units (as defined herein) (or an integral multiple thereof) for Baskets of Securities (as defined herein) and cash or, in certain circumstances, for cash. See "Exchange and Redemption of Units – Redemption of Units of a Manulife ETF for Cash" and "Exchange and Redemption of Units – Exchange of Units of a Manulife ETF at NAV per Unit for Baskets of Securities and/or Cash" for further information.

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

Eligibility for Investment

In the opinion of Blake, Cassels & Graydon LLP, provided that a Manulife ETF qualifies as a "mutual fund trust" within the meaning of the Tax Act (as defined herein), or the Units of the Manulife ETF are listed on a "designated stock exchange" within the meaning of the Tax Act (which currently includes the Exchange), the Units of such Manulife ETF, if issued on the date hereof, would be on such date 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, a tax-free savings account or a first home savings account.

Additional Considerations

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

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

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

Documents Incorporated by Reference

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

Table of Contents

GLOSSARY

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

144A Securities – has the meaning ascribed thereto under "Exemptions and Approvals".

2024 Budget Proposals – has the meaning ascribed thereto under "Income Tax Considerations –Taxation of Holders".

Allowable Capital Loss – has the meaning ascribed thereto under "Income Tax Considerations – Taxation of Holders".

Bail-in Debt – has the meaning ascribed thereto under "Risk Factors – Additional Risks Relating to an Investment in each Manulife ETF".

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

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

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

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.

Common Unit – means, in relation to a Manulife ETF, a redeemable, transferable common unit of that Manulife ETF, which represents an equal, undivided interest in the net assets attributable to that class, as applicable.

Counterparty – has the meaning ascribed thereto under "Risk Factors – Securities Lending and Repurchase and Reverse Repurchase Transactions Risk".

CRA – means the Canada Revenue Agency.

Credit Default Swap Indices – are baskets of credit default swaps which trade on an exchange.

Credit Default Swaps – are derivative contracts whereby one party makes periodic payments to a counterparty in exchange for the right to receive from the counterparty a payment equal to the par (or other agreed-upon) value of a referenced debt obligation in the event of a default or other credit event by the issuer of the debt obligation.

CRS Provisions – has the meaning ascribed thereto under "Unitholder Matters – International Information Reporting".

Custodian – means CIBC Mellon Trust Company, in its capacity as custodian of the Manulife ETFs pursuant to the Custodian Agreement.

Custodian Agreement – means the custodial services agreement dated April 7, 2017 between the Manager, in its capacity as manager of the Manulife ETFs, and the Custodian, as may be further supplemented, amended and/or amended and restated from time to time.

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 Manulife ETF, and that subscribes for and purchases Units from that Manulife ETF.

Declaration of Trust – means the amended and restated master declaration of trust that established and governs the Manulife ETFs dated April 10, 2024, as the same may be further amended, restated or replaced from time to time.

Derivative Forward Agreement Rules – has the meaning ascribed thereto under "Risk Factors – Taxation Risk of the Manulife ETFs".

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

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

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

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

Equity Repurchase Rules – has the meaning ascribed thereto under "Risk Factors – General Risks Relating to an Investment in the Manulife ETFs – Taxation Risk of the Manulife ETFs".

ETF Facts – means the ETF Facts document prescribed by Canadian Securities Legislation in respect of an exchange traded fund, which summarizes certain features of the exchange traded fund and which is publicly available at www.sedarplus.com and provided or made available to registered dealers for delivery to purchasers of securities of an exchange traded fund.

Exchange – means Cboe Canada Inc.

Existing Manulife ETFs – has the meaning ascribed thereto on the cover page.

FHSA – means a first home savings account within the meaning of the Tax Act.

GST – has the meaning ascribed thereto under "Risk Factors – General Risks Relating to an Investment in the Manulife ETFs – Taxation Risk of the Manulife ETFs".

Hedged Unit – means, in relation to Manulife Smart U.S. Enhanced Yield ETF, a redeemable, transferable hedged unit of that Manulife ETF, which represents an equal, undivided interest in the net assets attributable to that class.

Holder – has the meaning ascribed thereto under "Income Tax Considerations".

HST – has the meaning ascribed thereto under "Risk Factors – General Risks Relating to an Investment in the Manulife ETFs – Taxation Risk of the Manulife ETFs".

IFRS – has the meaning ascribed thereto under "Calculation of Net Asset Value – Valuation Policies and Procedures of the Manulife ETFs".

IGA – has the meaning ascribed thereto under "Unitholder Matters – International Information Reporting".

Investment Manager – means Manulife IM Limited, in its capacity as the investment manager.

IRC or Independent Review Committee – means the independent review committee of the Manulife ETFs established under NI 81-107.

Lending Agent – means the Bank of New York Mellon, in its capacity as lending agent pursuant to the Securities Lending Authorization Agreement.

LRM – has the meaning ascribed thereto under "Liquidity Risk Management".

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

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

Manager – has the meaning ascribed thereto on the cover page.

Manulife – has the meaning ascribed thereto on the cover page.

Manulife ETFs – has the meaning ascribed thereto on the cover page.

Manulife IM Limited – has the meaning ascribed thereto on the cover page.

Minimum Distribution Requirements – has the meaning ascribed thereto under “Income Tax Considerations – Status of the Manulife ETFs”.

MLI – means The Manufacturers Life Insurance Company.

MRFP – means management report of fund performance.

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

New Manulife ETFs – has the meaning ascribed thereto on the cover page.

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.

Non-Portfolio Income – has the meaning ascribed thereto under “Income Tax Considerations – Taxation of Manulife ETFs”.

NYSE – means the New York Stock Exchange.

Optional Plan – means the Reinvestment Plan, PACC and SWP.

PACC – has the meaning ascribed thereto under “Optional Plans – Pre-Authorized Cash Contribution Plan”.

Payment Date – has the meaning ascribed thereto under “Optional Plans – Pre-Authorized Cash Contribution Plan”.

Permitted Merger – has the meaning ascribed thereto under “Unitholder Matters – Permitted Mergers”.

Plan Agent – has the meaning ascribed thereto under “Optional Plans – Distribution Reinvestment Plan”.

Plan Units – has the meaning ascribed thereto under “Optional Plans – Distribution Reinvestment Plan”.

Plans – has the meaning ascribed thereto under “Income Tax Considerations – Status of the Manulife ETFs”.

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

Proxy Voting Policy – has the meaning ascribed thereto under “Proxy Voting Disclosure for Portfolio Securities Held”.

QST – has the meaning ascribed thereto under “Risk Factors – General Risks Relating to an Investment in the Manulife ETFs – Taxation Risk of the Manulife ETFs”.

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

Reference Fund – has the meaning ascribed thereto under “Investment Strategies – Investment in other Investment Funds”.

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

Reinvestment Plan – has the meaning ascribed thereto under “Prospectus Summary – Distribution Reinvestment Plan”.

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 Authorization Agreement – means the securities lending authorization agreement between the Manager, in its capacity as trustee and manager of the Manulife ETFs, and the Lending Agent, as may be further supplemented, amended and/or amended and restated from time to time.

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 – has the meaning ascribed thereto under “Risk Factors – General Risks Relating to an Investment in the Manulife ETFs – Taxation Risk of the Manulife ETFs”.

SIFT trust – means a specified investment flow-through trust within the meaning of the Tax Act.

Substituted Property – has the meaning ascribed thereto under “Income Tax Considerations – Taxation of the Manulife ETFs”.

SWP – has the meaning ascribed thereto under “Optional Plans – Systematic Withdrawal Plan”.

SWP Notice – has the meaning ascribed thereto under “Optional Plans – Systematic Withdrawal Plan”.

SWP Processing Date – has the meaning ascribed thereto under “Optional Plans – Systematic Withdrawal Plan”.

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

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

Taxable Capital Gain – has the meaning ascribed thereto under “Income Tax Considerations – Taxation of Holders”.

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

Trading Day – means a day on which a session of the Exchange is held.

Trustee – means Manulife IM Limited, in its capacity as trustee of the Manulife ETFs pursuant to the Declaration of Trust, or its successor.

Unhedged Unit – means, in relation to Manulife Smart U.S. Enhanced Yield ETF, a redeemable, transferable unhedged unit of that Manulife ETF, which represents an equal, undivided interest in the net assets attributable to that class.

Unit – means, in relation to a particular Manulife ETF, a Common Unit, Unhedged Unit, Hedged Unit or USD Unit of that Manulife ETF, as applicable.

Unitholder – means a holder of Units of a Manulife ETF.

USD Unit – means, in relation to Manulife Smart U.S. Enhanced Yield ETF, a redeemable, transferable unhedged U.S. dollar denominated unit of that Manulife ETF, which represents an equal, undivided interest in the net assets attributable to that class.

US Securities Act – has the meaning ascribed thereto under “Exemptions and Approvals”.

Valuation Agent – means CIBC Mellon Global Securities Services Company or its successor.

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

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

PROSPECTUS SUMMARY

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

Issuers:

Manulife Smart Global Bond ETF
Manulife Smart Global Dividend ETF Portfolio

(the "**Existing Manulife ETFs**")

Manulife Smart Enhanced Yield ETF
Manulife Smart U.S. Enhanced Yield ETF

(the "**New Manulife ETFs**" and, together with the Existing Manulife ETFs, the "**Manulife ETFs**")

The Manulife ETFs are actively managed exchange traded mutual funds established under the laws of the province of Ontario. The Manulife ETFs, other than Manulife Smart U.S. Enhanced Yield ETF, are offering common units ("**Common Units**"). The Manulife Smart U.S. Enhanced Yield ETF is offering unhedged units ("**Unhedged Units**"), hedged units ("**Hedged Units**") and U.S. dollar denominated unhedged units ("**USD Units**"). Common Units, Unhedged Units, Hedged Units and USD Units are collectively referred to in this prospectus as "**Units**". Common Units, Unhedged Units and Hedged Units of the Manulife ETFs are denominated in Canadian dollars. USD Units are denominated in U.S. dollars.

Manulife Investment Management Limited (the "**Manager**" or "**Manulife IM Limited**") is the trustee, manager, promoter and investment manager of the Manulife ETFs. The Manager has retained Manulife Investment Management (US) LLC (the "**Sub-Advisor**") to act as sub-advisor of the New Manulife ETFs. The Manager and the Sub-Advisor are indirect wholly-owned subsidiaries of Manulife Financial Corporation ("**Manulife**"). See "Organization and Management Details of the Manulife ETFs – Manager and Investment Manager" and "Organization and Management Details of the Manulife ETFs – Trustee".

Continuous Distribution:

Each Manulife ETF issues Units on a continuous basis and there is no maximum number of Units that may be issued. Units of the Existing Manulife ETFs are currently listed on Cboe Canada Inc. (the "**Exchange**") and an investor may buy or sell such Units of the Existing Manulife ETFs on the Exchange through registered brokers and dealers in the province or territory where the investor resides. Units of the New Manulife ETFs have been conditionally approved for listing on the Exchange. Subject to satisfying the Exchange's original listing requirements, the Units of the New Manulife ETFs will be listed on the Exchange and investors will be able to buy or sell such Units of the New Manulife ETFs on the Exchange through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling Units. No fees are paid by investors to the Manager or any Manulife ETF in connection with buying or selling Units on the Exchange. Investors may trade Units in the same way as other securities listed on the Exchange, including by using market orders and limit orders.

See "Purchases of Units – Continuous Distribution" and "Purchases of Units – Buying and Selling Units of a Manulife ETF".

Investment Objectives:

Manulife Smart Global Bond ETF

Manulife Smart Global Bond ETF seeks to earn the highest level of income consistent with the preservation of capital by investing primarily in a diversified portfolio of fixed income securities issued by government and corporate issuers from around the world.

Manulife Smart Global Dividend ETF Portfolio

Manulife Smart Global Dividend ETF Portfolio seeks to provide a steady flow of income and long-term capital appreciation by investing primarily in underlying exchange traded funds managed by the Manager that provide exposure to a diversified portfolio of global dividend paying securities.

Manulife Smart Enhanced Yield ETF

Manulife Smart Enhanced Yield ETF seeks to provide a steady flow of income and long-term capital appreciation by investing primarily in a diversified portfolio of Canadian dividend paying securities, as well as derivative instruments related to those securities.

Manulife Smart U.S. Enhanced Yield ETF

Manulife Smart U.S. Enhanced Yield ETF seeks to provide a steady flow of income and long-term capital appreciation by investing primarily in a diversified portfolio of U.S. dividend paying securities, as well as derivative instruments related to those securities.

The investment objective shall not be changed by the Manager without first obtaining the approval of Unitholders of the affected class of Units. See “Investment Objectives”.

Specific Investment Strategies:

Manulife Smart Global Bond ETF

In order to achieve its investment objectives, Manulife Smart Global Bond ETF invests primarily in investment-grade fixed income securities issued by government and corporate issuers from around the world, which may include bonds, asset-backed securities, mortgage-backed securities or other fixed income instruments. Manulife Smart Global Bond ETF may also invest in high yield fixed income securities directly or indirectly through the use of Derivatives, such as futures (including futures on indices or exchange traded funds), Credit Default Swap Indices, options, and swaps, as well as through investments in underlying investment funds. Manulife Smart Global Bond ETF may also use any Derivatives, such as forwards and futures, to manage volatility and duration risk. The Manager employs a systematic value-added strategy that allocates Manulife Smart Global Bond ETF’s assets based on the optimization of sector, credit quality, maturity, volatility, and yield of a proprietary model portfolio. Manulife Smart Global Bond ETF may also use a security selection overlay to enhance returns.

Manulife Smart Global Bond ETF may invest up to 20% of its net assets in foreign government, government agency or permitted supranational agency (as defined in NI 81-102) issued or guaranteed debt securities with a minimum credit rating of “AA”, and similarly, up to 35% of its net assets in foreign government, government agency or permitted supranational agency issued or guaranteed debt securities with a minimum credit rating of “AAA”. Please see “Exemptions and Approvals”.

Manulife Smart Global Bond ETF may, subject to certain conditions, invest up to 30% of its net assets in debt obligations issued or guaranteed by either Federal National Mortgage Association (“Fannie Mae”) or the Federal Home Loan Mortgage Corporation (“Freddie Mac”). Please see “Exemptions and Approvals”.

Manulife Smart Global Dividend ETF Portfolio

In order to achieve its investment objectives, Manulife Smart Global Dividend ETF Portfolio invests primarily in underlying exchange traded funds managed by the Manager that invest in U.S., international and Canadian dividend-paying securities. Manulife Smart Global Dividend ETF Portfolio employs an asset allocation process that has the ability to make tactical calls depending on the Manager’s view of market conditions at a point in time. Manulife Smart Global Dividend ETF Portfolio may also invest a portion of its assets in cash, cash equivalents and, directly or indirectly through one or more underlying exchange traded funds managed by the Manager, in short-term instruments.

Manulife Smart Global Dividend ETF Portfolio has allowable ranges for each asset class. These initial ranges are listed below.

Asset Class	Minimum	Maximum
Equity ETFs	80%	100%
Cash, cash equivalents and short-term bond ETFs	0%	20%

The percentages listed above are approximate due to continuous market fluctuations and administrative efficiencies. As a result, the actual percentages invested in the asset classes on any given day may not exactly conform to the percentages set forth above. Rebalancing will be done at the discretion of the Manager.

Manulife Smart Enhanced Yield ETF

In order to achieve its investment objectives, Manulife Smart Enhanced Yield ETF invests primarily in Canadian dividend-paying securities, as well as derivatives instruments related to those securities. The Manager employs a proprietary quality dividend screen to select securities that have high and sustainable dividends or dividends that are expected to grow over time and optimizes Manulife Smart Enhanced Yield ETF by allocating proportionally more assets to securities that have higher potential risk-adjusted returns. Furthermore, Manulife Smart Enhanced Yield ETF will write covered call options on a percentage of the portfolio, which may vary from time to time, on securities held by the ETF. Covered call options may partially mitigate downside risk due to the premiums received by the ETF at the time the options are written. Manulife Smart Enhanced Yield ETF may also write cash-covered put options on a percentage of the portfolio, which may vary from time to time, on securities held by the ETF. Manulife Smart Enhanced Yield ETF expects to receive premium income on the call and put options at the time the options are written. Manulife Smart Enhanced Yield ETF will generally not write in-the-money covered call options or in-the-money cash-covered put options.

Manulife Smart U.S. Enhanced Yield ETF

In order to achieve its investment objectives, Manulife Smart U.S. Enhanced Yield ETF invests primarily in U.S. dividend-paying securities, as well as derivatives instruments related to those securities. The Manager employs a proprietary quality dividend screen to select securities that have high and sustainable dividends or dividends that are expected to grow over time and optimizes Manulife Smart U.S. Enhanced Yield ETF by allocating proportionally more assets to securities that have higher potential risk-adjusted returns. Furthermore, Manulife Smart U.S. Enhanced Yield ETF will write covered call options on a percentage of the portfolio, which may vary from time to time, on securities held by the ETF. Covered call options may partially mitigate downside risk due to the options premiums received by the ETF at the time the options are written. Manulife Smart U.S. Enhanced Yield ETF may also write cash-covered put options on a percentage of the portfolio, which may vary from time to time, on securities held by the ETF. Manulife Smart U.S. Enhanced Yield ETF expects to receive premium income on the call and put options at the time the options are written. Manulife Smart U.S. Enhanced Yield ETF will generally not write in-the-money covered call options or in-the-money cash-covered put options.

General Investment Strategies:

Investment in other Investment Funds

In accordance with applicable securities legislation, a Manulife ETF may invest in one or more other investment funds, including one or more exchange traded funds listed on a stock exchange in Canada or the United States (a "**Reference Fund**"), including other investment funds managed by the Manager or an affiliate. In such case, there shall be no Management Fees or incentive fees that are payable by the Manulife ETF that, to a reasonable person, would duplicate a fee payable by the Reference Fund for the same service.

Use of Derivatives

A Manulife ETF may use Derivatives from time to time for hedging or investment purposes. Any use of Derivatives by a Manulife ETF must comply with NI 81-102 and other applicable derivatives legislation and must be consistent with the investment objective and investment strategies of the Manulife ETF.

Currency Hedging

In respect of Manulife Smart Global Bond ETF, the Manager may, at its discretion, seek to hedge some or all of the foreign currency exposure in the portfolio back to the Canadian dollar by investing in or using forward currency contracts and/or futures contracts.

Manulife Smart Global Dividend ETF Portfolio does not seek to hedge any direct foreign currency exposure in the portfolio back to the Canadian dollar. However, the underlying funds in which the Manulife Smart Global Dividend ETF Portfolio invests may seek to hedge some or all of the foreign currency exposure back to the currency in which its units are denominated.

In respect of Manulife Smart Enhanced Yield ETF, the Manager may, at its discretion, hedge the foreign currency exposure in the portfolio back to the Canadian dollar.

In respect of Manulife Smart U.S. Enhanced Yield ETF, any foreign currency exposure in the portfolio that is attributable to Unhedged Units and USD Units will not be hedged back to the Canadian dollar or U.S. dollar, respectively. Manulife Smart U.S. Enhanced Yield ETF will seek to hedge all or substantially all of the foreign currency exposure in the portfolio that is attributable to Hedged Units back to the Canadian dollar by investing in or using Derivatives. Accordingly, as a result of having different currency exposure, the NAV per Unit of each class of Hedged Units, Unhedged Units and USD Units of Manulife Smart U.S. Enhanced Yield ETF may not be the same.

Securities Lending

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

Cash Management

From time to time, at the discretion of the Manager, a Manulife ETF may seek to invest a substantial portion of its assets in cash or short-term money market securities for administrative purposes or while searching for investment opportunities and/or due to general market, economic or political conditions.

See “Investment Strategies”.

Special Considerations for Purchasers: The provisions of the so-called “early warning” requirements set out in Canadian Securities Legislation do not apply in connection with the acquisition of Units. In addition, the Manulife ETFs have obtained exemptive relief from the Securities Regulatory Authorities to permit Unitholders to acquire more than 20% of the Units of any Manulife ETF through purchases on the Exchange without regard to the take-over bid requirements of Canadian Securities Legislation.

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

Risk Factors: There are certain risk factors inherent in an investment in the Manulife ETFs. See “Risk Factors – General Risks Relating to an Investment in the Manulife ETFs” and “Risk Factors – Additional Risks Relating to an Investment in each Manulife ETF”.

Income Tax Considerations: A Unitholder of a Manulife ETF who is resident in Canada will generally be required to include, in computing income for a taxation year, the amount of income (including any net realized Taxable Capital Gains) that is paid or becomes payable to the Unitholder by that Manulife ETF in that year (including such income that is paid in Units of the Manulife ETF or reinvested in additional Units of the Manulife ETF).

A Unitholder of a Manulife ETF who disposes of a Unit of that Manulife ETF that is held as capital property, including on a redemption or otherwise, will generally realize a capital gain (or capital loss) to the extent that the proceeds of disposition (other than any amount payable by the Manulife ETF to the Unitholder which represents capital gains allocated and designated to the redeeming Unitholder), net of costs of disposition, exceed (or are less than) the adjusted cost base of that Unit.

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

See “Income Tax Considerations”.

Exchanges and Redemptions: In addition to the ability to sell Units on the Exchange, Unitholders may also (i) redeem Units of any Manulife ETF for cash at a redemption price per Unit equal to 95% of the closing price for the applicable Units on the Exchange 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, less any applicable administrative fee determined by the Manager, in its sole discretion, from time to time, or (ii) exchange a PNU (or an integral multiple thereof) for Baskets of Securities and cash or, in certain circumstances, for cash.

See “Exchange and Redemption of Units – Redemption of Units of a Manulife ETF for Cash” and “Exchange and Redemption of Units – Exchange of Units of a Manulife ETF at NAV per Unit for Baskets of Securities and/or Cash”.

Distributions: Cash distributions of income, if any, on Units will be paid on the following basis:

Manulife ETF	Frequency of Distributions
Manulife Smart Global Bond ETF	Monthly
Manulife Smart Enhanced Yield ETF	Monthly
Manulife Smart U.S. Enhanced Yield ETF	Monthly
Manulife Smart Global Dividend ETF Portfolio	Quarterly

Depending on the underlying investments of a Manulife ETF, distributions on Units may consist of ordinary income (including foreign source income), taxable dividends from taxable Canadian corporations, and net realized capital gains, less the expenses of that Manulife ETF. Distributions may also include returns of capital. To the extent that the expenses of a Manulife ETF exceed the income generated by such Manulife ETF in any given month or quarter, as applicable, it is not expected that a distribution will be paid for such period.

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

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

See “Distribution Policy”.

Distribution Reinvestment Plan: The Manager, in its discretion, may implement a distribution reinvestment plan (the “Reinvestment Plan”) for one or more of the Manulife ETFs. Under the Reinvestment Plan, cash distributions will be used to acquire Plan Units in the market, which will be credited to the account of the Unitholder through CDS. Following implementation of the Reinvestment Plan for a Manulife ETF, a Unitholder may elect to participate in the Reinvestment Plan by contacting the CDS Participant through which the Unitholder holds Units.

See “Distribution Policy – Distribution Reinvestment Plan” and “Optional Plans” for additional information on the Reinvestment Plan and information relating to other available Optional Plans, including the pre-authorized cash contribution plan and systematic withdrawal plan.

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

See “Termination of the Manulife ETFs”.

Eligibility for Investment: Provided that a Manulife ETF qualifies as a “mutual fund trust” within the meaning of the Tax Act, or the Units of that Manulife ETF are listed on a “designated stock exchange” within the meaning of the Tax Act, Units of that Manulife ETF would be on such date qualified investments under the Tax Act for a trust governed by an RRSP, a RRIF, an RDSP, a DPSP, an RESP, a TFSA or an FHSA. See “Income Tax Considerations – Taxation of Registered Plans”.

Documents Incorporated by Reference: Additional information about each Manulife ETF is or will be available in the most recently filed annual financial statements, any interim financial statements filed after those annual financial statements, the most recently filed annual management report of fund performance (“MRFP”), any interim MRFP filed after the annual MRFP for each Manulife ETF, and the most recently filed ETF Facts for each Manulife ETF. These documents are incorporated by reference into, and legally form an integral part of, this prospectus. These documents are publicly available on the Manager’s website at manulifeim.ca and may be obtained upon request, at no cost, by calling 1-888-588-7999 or by contacting a registered dealer. These documents and other information about the Manulife ETFs are also publicly available at www.sedarplus.com.

See “Documents Incorporated by Reference”.

Organization and Management of the Manulife ETFs

The Manager, Trustee and Investment Manager:	Manulife IM Limited manages the overall business and operations of, and provides or arranges for all administration and portfolio management services required by, the Manulife ETFs. Pursuant to the Declaration of Trust, Manulife IM Limited is also the trustee of the Manulife ETFs. Manulife IM Limited is an indirect subsidiary of Manulife. The principal office of the Manulife ETFs and Manulife IM Limited is located at 200 Bloor Street East, North Tower, Toronto, Ontario, M4W 1E5. See “Organization and Management Details of the Manulife ETFs – Manager and Investment Manager” and “Organization and Management Details of the Manulife ETFs – Trustee”.
Sub-Advisor	In its capacity as investment manager of the New Manulife ETFs, the Manager has retained Manulife Investment Management (US) LLC to act as sub-advisor. Manulife Investment Management (US) LLC’s primary business address is in Boston, Massachusetts. Manulife Investment Management (US) LLC is an indirect subsidiary of Manulife. See “Organization and Management Details of the Manulife ETFs –Sub-Advisor”.
Promoter:	Manulife IM Limited took the initiative of founding and organizing the Manulife ETFs and is, accordingly, the promoter of the Manulife ETFs within the meaning of Canadian Securities Legislation. See “Organization and Management Details of the Manulife ETFs – Promoter”.
Custodian:	CIBC Mellon Trust Company is the custodian of the Manulife ETFs and is independent of the Manager. The Custodian provides custodial services to the Manulife ETFs. The Custodian is located in Toronto, Ontario. See “Organization and Management Details of the Manulife ETFs – Custodian”.
Valuation Agent:	CIBC Mellon Global Securities Services Company provides accounting services in respect of the Manulife ETFs. CIBC Mellon Global Securities Services Company is located in Toronto, Ontario.

Registrar and Transfer Agent:	TSX Trust Company, at its principal office in Toronto, Ontario, is the registrar and transfer agent for the Units of the Manulife ETFs and maintains the register of registered Unitholders. The register of the Manulife ETFs is kept in Toronto, Ontario. See “Organization and Management Details of the Manulife ETFs – Registrar and Transfer Agent”.
Lending Agent:	The Bank of New York Mellon may act as the securities lending agent for the Manulife ETFs pursuant to the Securities Lending Authorization Agreement. The Bank of New York Mellon is located in New York, New York. See “Organization and Management Details of the Manulife ETFs – Lending Agent”.
Auditors:	Ernst & Young LLP, at their principal offices in Toronto, Ontario, are the auditors of the Manulife ETFs. The auditors will audit each Manulife ETF’s annual financial statements and provide an opinion as to whether they present fairly the Manulife ETF’s financial position, financial performance and cash flows in accordance with IFRS. The auditors are independent with respect to the Manulife ETFs within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario. See “Organization and Management Details of the Manulife ETFs – Auditors”.

Summary of Fees and Expenses

The following table lists the fees and expenses related to an investment in the Manulife ETFs. An investor may have to pay some of these fees and expenses directly. The Manulife ETFs may have to pay some of these fees and expenses, which will therefore reduce the value of an investment in the Manulife ETFs. See “Fees and Expenses”.

Fees and Expenses Payable by the Manulife ETFs

Type of Fee	Amount and Description
Management Fee:	Each Manulife ETF pays or will pay an annual management fee (**the “Management Fee**”) to the Manager equal to an annual percentage of the NAV of that Manulife ETF, calculated daily and payable monthly in arrears, plus applicable taxes. See “Organization and Management Details of the Manulife ETFs – Duties and Services to be Provided by the Manager” for a description of the services provided by the Manager. The Management Fee is based on a percentage of the NAV of each of the following Manulife ETFs and is listed below: 1. Manulife Smart Global Bond ETF Management Fee – 0.40% of NAV 2. Manulife Smart Global Dividend ETF Portfolio Management Fee – 0.35% of NAV 3. Manulife Smart Enhanced Yield ETF Management Fee – 0.52% of NAV 4. Manulife Smart U.S. Enhanced Yield ETF Management Fee (Unhedged Units) – 0.55% of NAV Management Fee (Hedged Units) – 0.60% of NAV Management Fee (USD Units) - 0.55% of NAV

Type of Fee	Amount and Description
	In the event that a Manulife ETF invests in another investment fund to obtain exposure to the constituent securities, the Manulife ETF may pay the Management Fee on the portion of the Manulife ETF's assets invested in the other fund, regardless of whether the fund is managed by the Manager or an affiliate of the Manager. In such case, the actual Management Fee will be higher than that shown above. However, in the case of the Manulife Smart Global Dividend ETF Portfolio, with respect to investments in another investment fund managed by the Manager or an affiliate of the Manager, the management fee payable by the Manulife Smart Global Dividend ETF Portfolio will be reduced in order to ensure that the aggregate fees paid directly or indirectly to the Manager by the Manulife Smart Global Dividend ETF Portfolio does not exceed 0.35% of the NAV of the Manulife Smart Global Dividend ETF Portfolio. The Manager may, at its discretion, agree to charge a reduced Management Fee as compared to the Management Fee that it otherwise would be entitled to receive from the Manulife ETF, provided that the difference between the fee otherwise chargeable and the reduced Management Fee is distributed periodically by the Manulife ETF to the applicable Unitholders as a Management Fee Distribution. Any reduction will depend on a number of factors, including the amount invested, the NAV of the Manulife ETF and the expected amount of account activity. Management Fee Distributions will be paid first out of net income of the Manulife ETF then out of capital gains of the Manulife ETF and thereafter out of capital. See "Fees and Expenses".
Operating Expenses:	In addition to the Management Fee, each Manulife ETF pays or will pay for certain ordinary expenses incurred in connection with its operation and administration. Unless otherwise waived or reimbursed by the Manager, and subject to compliance with NI 81-102, the expenses for each Manulife ETF include or will include, as applicable, without limitation: all costs associated with portfolio transactions; expenses related to compliance with NI 81-107, including fees and expenses of the members of the IRC and premiums for directors' and officers' insurance coverage for the members of the IRC; fees and expenses relating to the voting of proxies by a third party; income taxes; sales taxes (including GST/HST); brokerage expenses and commissions; withholding taxes; the costs of complying with any new governmental or regulatory requirement introduced after the Manulife ETF was established; and extraordinary expenses, such as expenses of any action, suit or other proceedings in which or in relation to which the Manager, the Custodian, the IRC and/or any of their respective officers, directors, employees, consultants or agents is entitled to indemnity by the Manulife ETF. Currently, the Manager reimburses or intends to reimburse the Manulife ETFs for any costs associated with compliance with NI 81-107, including fees and expenses of the members of the IRC and premiums for IRC directors' and officers' insurance coverage. The Manager reserves the right to modify or discontinue any such reimbursement for any costs associated with compliance with NI 81-107 at any time without prior notice to, or approval of, Unitholders of the Manulife ETFs. Except as otherwise disclosed herein, the Manager is responsible for all other operating expenses of the Manulife ETFs, including the fees payable to third party service providers retained by the Manager, as applicable; trustee and custodial expenses; valuation, accounting and record keeping costs; audit fees; and legal expenses. Costs and expenses payable by the Manager, or an affiliate of the Manager, also include the initial organization costs of the Manulife ETFs and the costs of prospectuses, ETF Facts, financial reporting, and other types of communications that the Manager is required to prepare for a Manulife ETF so that the Manulife ETF complies with all applicable laws.

Fees and Expenses Payable Directly by Unitholders

Type of Fee	Amount and Description
Administrative Fee:	An amount as may be agreed to between the Manager and the Designated Broker or a Dealer of a Manulife ETF may be charged by the Manager, on behalf of the Manulife ETF, to offset certain transaction costs including brokerage expenses, commissions and other costs and expenses associated with an issue, exchange or redemption of Units of that Manulife ETF. This charge does not apply to Unitholders who buy and sell their Units through the facilities of the Exchange. See "Exchange and Redemption of Units – Administrative Fee".

OVERVIEW OF THE LEGAL STRUCTURE OF THE MANULIFE ETFs

The Manulife ETFs are actively managed exchange traded mutual funds established under the laws of the province of Ontario, pursuant to the terms of the Declaration of Trust. Each Manulife ETF is a mutual fund under Canadian Securities Legislation. Manulife IM Limited is the trustee, manager, promoter and investment manager of the Manulife ETFs and is responsible for the administration and portfolio management of the Manulife ETFs.

The principal office of the Manulife ETFs and Manulife IM Limited is located at 200 Bloor Street East, North Tower, Toronto, Ontario, M4W 1E5. The following chart sets out the full legal name as well as the Exchange ticker symbol for each of the Manulife ETFs:

Manulife ETFs	Exchange Ticker Symbol
Manulife Smart Global Bond ETF	GBND
Manulife Smart Global Dividend ETF Portfolio	GDIV
Manulife Smart Enhanced Yield ETF	CYLD
Manulife Smart U.S. Enhanced Yield ETF	UYLD.B (Unhedged Units) UYLD (Hedged Units) UYLD.U (USD Units)

INVESTMENT OBJECTIVES

Manulife Smart Global Bond ETF

Manulife Smart Global Bond ETF seeks to earn the highest level of income consistent with the preservation of capital by investing primarily in a diversified portfolio of fixed income securities issued by government and corporate issuers from around the world.

Manulife Smart Global Dividend ETF Portfolio

Manulife Smart Global Dividend ETF Portfolio seeks to provide a steady flow of income and long-term capital appreciation by investing primarily in underlying exchange traded funds managed by the Manager that provide exposure to a diversified portfolio of global dividend paying securities.

Manulife Smart Enhanced Yield ETF

Manulife Smart Enhanced Yield ETF seeks to provide a steady flow of income and long-term capital appreciation by investing primarily in a diversified portfolio of Canadian dividend paying securities, as well as derivative instruments related to those securities.

Manulife Smart U.S. Enhanced Yield ETF

Manulife Smart U.S. Enhanced Yield ETF seeks to provide a steady flow of income and long-term capital appreciation by investing primarily in a diversified portfolio of U.S. dividend paying securities, as well as derivative instruments related to those securities.

The investment objective of a Manulife ETF shall not be changed by the Manager without first obtaining the approval of Unitholders of the affected class of Units. See “Unitholder Matters”.

INVESTMENT STRATEGIES

Specific Investment Strategies of the Manulife ETFs

Manulife Smart Global Bond ETF

In order to achieve its investment objectives, Manulife Smart Global Bond ETF invests primarily in investment-grade fixed income securities issued by government and corporate issuers from around the world, which may include bonds, asset-backed securities, mortgage-backed securities or other fixed income instruments. Manulife Smart Global Bond ETF may also invest in high yield fixed income securities directly or indirectly through the use of Derivatives, such as futures (including futures on indices or exchange traded funds), Credit Default Swap Indices, options, and swaps, as well as through investments in underlying investment funds. Manulife Smart Global Bond ETF may also use any Derivatives, such as forwards and futures, to manage volatility and duration risk. The Manager employs a systematic value-added strategy that allocates Manulife Smart Global Bond ETF’s assets based on the optimization of sector, credit quality, maturity, volatility, and yield of a proprietary model portfolio. Manulife Smart Global Bond ETF may also use a security selection overlay to enhance returns.

Manulife Smart Global Bond ETF may invest up to 20% of its net assets in foreign government, government agency or permitted supranational agency (as defined in NI 81-102) issued or guaranteed debt securities with a minimum credit rating of “AA”, and similarly, up to 35% of its net assets in foreign government, government agency or permitted supranational agency issued or guaranteed debt securities with a minimum credit rating of “AAA”. Please see “Exemptions and Approvals”.

Manulife Smart Global Bond ETF may, subject to certain conditions, invest up to 30% of its net assets in debt obligations issued or guaranteed by either Fannie Mae or Freddie Mac. Please see “Exemptions and Approvals”.

Manulife Smart Global Dividend ETF Portfolio

In order to achieve its investment objectives, Manulife Smart Global Dividend ETF Portfolio invests primarily in underlying exchange traded funds managed by the Manager that invest in U.S., international and Canadian dividend-paying securities. Manulife Smart Global Dividend ETF Portfolio employs an asset allocation process that has the ability to make tactical calls depending on the Manager’s view of market conditions at a point in time. Manulife Smart Global Dividend ETF Portfolio may also invest a portion of its assets in cash, cash equivalents and, directly or indirectly through one or more underlying exchange traded funds managed by the Manager, in short-term instruments.

Manulife Smart Global Dividend ETF Portfolio has allowable ranges for each asset class. These initial ranges are listed below.

Asset Class	**Minimum**	**Maximum**
Equity ETFs	80%	100%
Cash, cash equivalents and short-term bond ETFs	0%	20%

The percentages listed above are approximate due to continuous market fluctuations and administrative efficiencies. As a result, the actual percentages invested in the asset classes on any given day may not exactly conform to the percentages set forth above. Rebalancing will be done at the discretion of the Manager.

Manulife Smart Enhanced Yield ETF

In order to achieve its investment objectives, Manulife Smart Enhanced Yield ETF invests primarily in Canadian dividend-paying securities. The Manager employs a proprietary quality dividend screen to select securities that have high and sustainable dividends or dividends that are expected to grow over time and optimizes Manulife Smart Enhanced Yield ETF by allocating proportionally more assets to securities that have higher potential risk-adjusted returns. Furthermore, Manulife Smart Enhanced Yield ETF will write covered call options on a percentage of the portfolio, which may vary from time to time, on securities held by the ETF. Covered call options may partially mitigate downside risk due to the premiums received by the ETF at the time the options are written. Manulife Smart Enhanced Yield ETF may also write cash-covered put options on a percentage of the portfolio, which may vary from time to time, on securities held by the ETF. Manulife Smart Enhanced Yield ETF expects to receive premium income on the put options at the time the options are written. Manulife Smart Enhanced Yield ETF will generally not write in-the-money covered call options or in-the-money cash-covered put options.

Manulife Smart U.S. Enhanced Yield ETF

In order to achieve its investment objectives, Manulife Smart U.S. Enhanced Yield ETF invests primarily in U.S. dividend-paying securities. The Manager employs a proprietary quality dividend screen to select securities that have high and sustainable dividends or dividends that are expected to grow over time and optimizes Manulife Smart U.S. Enhanced Yield ETF by allocating proportionally more assets to securities that have higher potential risk-adjusted returns. Furthermore, Manulife Smart U.S. Enhanced Yield ETF will write covered call options on a percentage of the portfolio, which may vary from time to time, on securities held by the ETF. Covered call options may partially mitigate downside risk due to the options premiums received by the ETF at the time the options are written. Manulife Smart U.S. Enhanced Yield ETF may also write cash-covered put options on a percentage of the portfolio, which may vary from time to time, on securities held by the ETF. Manulife Smart U.S. Enhanced Yield ETF expects to receive premium income on the put options at the time the options are written. Manulife Smart U.S. Enhanced Yield ETF will generally not write in-the-money covered call options or in-the-money cash-covered put options.

General Investment Strategies of the Manulife ETFs

The Manulife ETFs may invest, directly or indirectly, in a portfolio comprised of various securities and instruments which may include, but are not limited to, equity and equity related securities, fixed income securities, options, futures contracts, Credit Default Swap Indices and forward contracts (provided such investments are consistent with such Manulife ETF's investment objectives and strategies). Equity related securities held by the Manulife ETFs may include, but are not limited to, American depositary receipts, convertible debt, income trust units, single issuer equity options, preferred shares and warrants.

Investment in other Investment Funds

In accordance with applicable securities legislation, a Manulife ETF may invest in one or more other investment funds, including one or more exchange traded funds listed on a stock exchange in Canada or the United States (a "**Reference Fund**"), including other investment funds managed by the Manager or an affiliate. In such case, there shall be no Management Fees or incentive fees that are payable by the Manulife ETF that, to a reasonable person, would duplicate a fee payable by the Reference Fund for the same service. In the event that a Manulife ETF invests in another investment fund, the Manulife ETF may pay the Management Fee on the portion of the Manulife ETF's assets invested in the other fund, regardless of whether the fund is managed by the Manager or an affiliate of the Manager. As noted above, a Manulife ETF may invest in affiliated investment funds. A Manulife ETF may also invest in investment funds managed by unaffiliated investment managers if there are no suitable investment opportunities in affiliated funds.

A Manulife ETF's allocation to investments in other investment funds or exchange traded funds, if any, will vary from time to time depending on the relative size and liquidity of the investment fund or exchange traded fund, and the ability of the Manager to identify appropriate investment funds or exchange traded funds that are consistent with the Manulife ETF's investment objectives and strategies.

Use of Derivatives

A Manulife ETF may use Derivatives from time to time for hedging or investment purposes. For example, a Manulife ETF may use Derivatives to gain exposure to a particular issuer or class of issuers in circumstances where the Manager has determined that synthetic exposure would be preferable to a direct investment. In addition, Derivatives may also be used for purposes of risk management, seeking to ensure the portfolio of a Manulife ETF is fully invested, reducing transaction costs or adding value. Any use of Derivatives by a Manulife ETF must comply with NI 81-102 and other applicable derivatives legislation and must be consistent with the investment objective and investment strategies of the Manulife ETF. See "Currency Hedging".

Currency Hedging

In respect of Manulife Smart Global Bond ETF, the Manager may, at its discretion, seek to hedge some or all of the foreign currency exposure in the portfolio back to the Canadian dollar by investing in or using forward currency contracts and/or futures contracts.

Manulife Smart Global Dividend ETF Portfolio does not seek to hedge any direct foreign currency exposure in the portfolio back to the Canadian dollar. However, the underlying funds in which the Manulife Smart Global Dividend ETF Portfolio invests may seek to hedge some or all of the foreign currency exposure back to the currency in which its units are denominated.

In respect of Manulife Smart Enhanced Yield ETF, the Manager may, at its discretion, hedge the foreign currency exposure in the portfolio back to the Canadian dollar.

In respect of Manulife Smart U.S. Enhanced Yield ETF, any foreign currency exposure in the portfolio that is attributable to Unhedged Units and USD Units will not be hedged back to the Canadian dollar or U.S. dollar, respectively. Manulife Smart U.S. Enhanced Yield ETF will seek to hedge all or substantially all of the foreign currency exposure in the portfolio that is attributable to Hedged Units back to the Canadian dollar by investing in or using Derivatives. Accordingly, as a result of having different currency exposure, the NAV per Unit of each class of Hedged Units, Unhedged Units and USD Units of Manulife Smart U.S. Enhanced Yield ETF may not be the same.

The currency hedging mandate applicable to a particular class of Units shall not be changed by the Manager without first obtaining the approval of Unitholders of the affected class of Units.

Securities Lending

A Manulife ETF may, in compliance with NI 81-102, lend securities to securities borrowers that are acceptable to it pursuant to the terms of the Securities Lending Authorization Agreement under which: (i) the borrower will pay to the Manulife ETF a negotiated securities lending fee and will make compensation payments to the Manulife ETF equal to any distributions received by the borrower on the securities borrowed; (ii) the securities loans must qualify as “securities lending arrangements” for the purposes of the Tax Act; and (iii) the Lending Agent will receive collateral on behalf of the Manulife ETF. The Lending Agent is responsible for the ongoing administration of the securities loans, including the obligation to mark-to-market the loaned securities and collateral every business day, and ensure that the collateral at least equals the required margin percentage as set out in the Securities Lending Authorization Agreement. The securities lending revenues, net of Lending Agent fees, taxes and, if applicable, rebate payments to borrowers for cash collateral, will be credited to the account of the Manulife ETF from which the securities were borrowed.

The Manulife ETFs may not lend securities with a value of more than 50% of the NAV of the relevant Manulife ETF. Securities lending transactions may be terminated at any time.

The Manager applies a securities lending policy designed to provide guidance for participating in securities lending activities. The policy (i) provides guidance on managing risks and mitigants to be considered; (ii) requires that the Lending Agent be appointed by the Manager under a written agreement; and (iii) identifies the roles and responsibilities of the Manager and its affiliates in approving parameters, including transaction limits, under which securities lending transactions are to be permitted for a Manulife ETF. Independent monitoring of the securities lending program is performed by the Manager’s and its affiliates’ Compliance Department and Investment Operations team. The Lending Agent also performs monitoring and reporting functions.

The Manager reviews at least annually its securities lending program to ensure that the risks associated with securities lending are properly managed. At present, there are no simulations used to test the portfolios under stress conditions to measure risks. In addition, the Lending Agent is required under the Securities Lending Authorization Agreement to indemnify a Manulife ETF from certain losses flowing from a default by a Counterparty.

Cash Management

From time to time, at the discretion of the Manager, a Manulife ETF may seek to invest a substantial portion of its assets in cash or short-term money market securities for administrative purposes or while searching for investment opportunities and/or due to general market, economic or political conditions.

OVERVIEW OF THE SECTORS IN WHICH THE MANULIFE ETFS INVEST

Please see “Investment Objectives” and “Investment Strategies” for additional information on the investment strategies and sectors applicable to each Manulife ETF.

INVESTMENT RESTRICTIONS

The Manulife ETFs are subject to certain investment restrictions and practices contained in securities legislation, including NI 81-102, which are designed in part to ensure that the investments of the Manulife ETFs are diversified and relatively liquid, and to ensure their proper administration. A change to the fundamental investment objectives of a Manulife ETF would require the approval of the Unitholders of that Manulife ETF. Please see “Unitholder Matters – Matters Requiring Unitholder Approval”.

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

Tax Related Investment Restriction

A Manulife ETF will not make an investment or conduct any activity that would result in the Manulife ETF failing to qualify as a “unit trust” or “mutual fund trust” within the meaning of the Tax Act.

FEES AND EXPENSES

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

Fees and Expenses Payable by the Manulife ETFs

Management Fees

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

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

Manulife ETFs	Management Fee
Manulife Smart Global Bond ETF	0.40% of NAV
Manulife Smart Global Dividend ETF Portfolio	0.35% of NAV
Manulife Smart Enhanced Yield ETF	0.52% of NAV
Manulife Smart U.S. Enhanced Yield ETF	0.55% of NAV (Unhedged Units) 0.60% of NAV (Hedged Units) 0.55% of NAV (USD Units)

In the event that a Manulife ETF invests in another investment fund, the Manulife ETF may pay the Management Fee on the portion of the Manulife ETF's assets invested in the other fund, regardless of whether the fund is managed by the Manager or an affiliate of the Manager. In such case, the actual Management Fee will be higher than that shown in the table above. However, in the case of the Manulife Smart Global Dividend ETF Portfolio, with respect to investments in another investment fund managed by the Manager or an affiliate of the Manager, the management fee payable by the Manulife Smart Global Dividend ETF Portfolio will be reduced in order to ensure that the aggregate fees paid directly or indirectly to the Manager by the Manulife Smart Global Dividend ETF Portfolio does not exceed 0.35% of the NAV of the Manulife Smart Global Dividend ETF Portfolio.

To encourage very large investments in the Manulife ETFs and to ensure Management Fees are competitive for these investments, the Manager may at its discretion agree to charge a reduced fee as compared to the fee it otherwise would be entitled to receive from a Manulife ETF with respect to investments in the Manulife ETF by Unitholders, including related parties or affiliates of the Manager, that hold, on average during any period specified by the Manager from time to time (currently a quarter), Units having a specified aggregate value. Such a reduction will be dependent upon a number of factors, including the amount invested, the total assets of the Manulife ETF under administration and the expected amount of account activity. An amount equal to the difference between the fee otherwise chargeable and the reduced fee of the Manulife ETF will be distributed quarterly in cash by the Manulife ETF, at the discretion of the Manager, to those Unitholders as management fee distributions (the "**Management Fee Distributions**").

The availability and amount of Management Fee Distributions with respect to Units of a Manulife ETF is determined by the Manager. Management Fee Distributions for a Manulife ETF will generally be calculated and applied based on a Unitholder's average holdings of Units of the Manulife ETF over each applicable period as specified by the Manager from time to time. Management Fee Distributions will be available only to beneficial owners of Units and not to the holdings of Units by dealers, brokers or other CDS Participants that hold Units on behalf of beneficial owners. Management Fee Distributions will be paid first out of net income of the Manulife ETF, then out of capital gains of the Manulife ETF and thereafter out of capital. In order to receive a Management Fee Distribution for any applicable period, a beneficial owner of Units of a Manulife ETF 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 Manulife ETF generally will be borne by the Unitholders of the Manulife ETF that receive these distributions from the Manager. See "Income Tax Considerations – Taxation of Holders".

Operating Expenses

In addition to the Management Fee, each Manulife ETF pays or will pay for certain ordinary expenses incurred in connection with its operation and administration. Unless otherwise waived or reimbursed by the Manager, and subject to compliance with NI 81-102, the expenses for each Manulife ETF include or will include, as applicable, without limitation: all costs associated with portfolio transactions; expenses related to compliance with NI 81-107, including fees and expenses of the members of the IRC and premiums for directors' and officers' insurance coverage for the members of the IRC; fees and expenses relating to the voting of proxies by a third party; income taxes; sales taxes (including GST/HST); brokerage expenses and commissions; withholding taxes; the costs of complying with any new governmental or regulatory requirement introduced after the Manulife ETF was established; and extraordinary expenses, such as expenses of any action, suit or other proceedings in which or in relation to which the Manager, the Custodian, the IRC and/or any of their respective officers, directors, employees, consultants or agents is entitled to indemnity by the Manulife ETF. Currently, the Manager reimburses or intends to reimburse the Manulife ETFs for any costs associated with compliance with NI 81-107, including fees and expenses of the members of the IRC and premiums for IRC directors' and officers' insurance coverage. The Manager reserves the right to modify or discontinue any such reimbursement for any costs associated with compliance with NI 81-107 at any time without prior notice to, or approval of, Unitholders of the Manulife ETFs.

Except as otherwise disclosed herein, the Manager is responsible for all other operating expenses of the Manulife ETFs, including the fees payable to third party service providers retained by the Manager, as applicable; trustee and custodial expenses; valuation, accounting and record keeping costs; audit fees; and legal expenses. Costs and expenses payable by the Manager, or an affiliate of the Manager, also include the initial organization costs of the Manulife ETFs and the costs of prospectuses, ETF Facts, financial reporting, and other types of communications that the Manager is required to prepare for a Manulife ETF so that the Manulife ETF complies with all applicable laws.

Fees and Expenses Payable Directly by the Unitholders

Administrative Fee

An amount as may be agreed to between the Manager and the Designated Broker or a Dealer of a Manulife ETF may be charged by the Manager, on behalf of the Manulife ETF, to offset certain transaction costs including brokerage expenses, commissions and other costs and expenses associated with an issue, exchange or redemption of Units of that Manulife ETF. This charge does not apply to Unitholders who buy and sell their Units through the facilities of the Exchange.

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 Manulife ETFs

No Guaranteed Return

There is no guarantee that an investment in a Manulife ETF will earn any positive return. The value of the Units may increase or decrease depending on market, economic, political, regulatory and other conditions affecting a

Manulife ETF's investments. All prospective Unitholders should consider an investment in a Manulife ETF within the overall context of their investment policies. Investment policy considerations include, but are not limited to, setting objectives, defining risk/return constraints and considering time horizons.

General Risks of Investments

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

Asset Class Risk

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

Issuer Risk

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

Illiquid Securities

The speed and ease with which an asset can be converted into cash is often described as its liquidity. Some companies are not well known, have few securities outstanding or can be significantly affected by political and economic events. Some countries may also have different trading requirements that may not align with the Canadian trading requirements for the Manulife ETFs. This misalignment might in some situations create liquidity constraints on the Manulife ETFs. Securities issued by these companies may be "illiquid" or difficult to buy and sell and the value of the Manulife ETFs that buy these securities may be subject to significant fluctuation. Some securities may also become subject to purchase or sales restrictions as a result of political or economic events such as military conflicts or economic sanctions. If a Manulife ETF is unable to dispose of some or all of the securities held by it, that Manulife ETF may experience a delay in the receipt of the proceeds of disposition until such time as it is able to dispose of such securities. Likewise, if certain securities of the applicable Manulife ETF are particularly illiquid, the Manulife ETFs may be unable to acquire the securities in quantities or at a price acceptable to the Manager on a timely basis. It cannot be predicted whether certain securities in the portfolio will trade at a discount to, a premium to, or at their respective par or net asset values. Accordingly, there is a risk that the Manulife ETF may have to sell such securities at a lower price, sell other securities instead to obtain cash or forego other investment opportunities. See "Valuation Risk for Illiquid Assets".

In accordance with Canadian Securities Legislation, there are restrictions on the amount of illiquid securities a Manulife ETF is permitted to hold.

Reliance on Key Personnel

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

Trading Price of Units

Units may trade in the market at a premium or a discount to the NAV per Unit. There can be no assurance that Units will trade at prices that reflect their NAV per Unit. The trading price of the Units will fluctuate in accordance with changes in the Manulife ETF's NAV, as well as market supply and demand on the Exchange.

Fluctuations in NAV and NAV per Unit

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

Cease Trading of Securities Risk

If the securities of an issuer included in the portfolio of a Manulife ETF are cease-traded by order of the relevant Securities Regulatory Authority or are halted from trading by the relevant stock exchange, the applicable Manulife ETF may halt trading in its securities. Accordingly, securities of a Manulife ETF 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 Manulife ETFs 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 Manulife ETFs may suspend the right to redeem securities for cash as described under “Exchange and Redemption 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 Manulife ETFs may return redemption requests to securityholders who have submitted them. If securities are cease-traded, they may not be delivered on an exchange of a PNU for a Basket of Securities until such time as the cease-trade order is lifted.

Concentration Risk

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

Use of Derivative Instruments

Each Manulife ETF may use Derivatives from time to time in accordance with NI 81-102 as described under “Investment Strategies”. The use of Derivatives involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other traditional investments. Risks associated with the use of Derivatives include: (i) there is no guarantee that hedging to reduce risk will not result in a loss or that there will be a gain; (ii) there is no guarantee that a market will exist when the Manulife ETF wants to enter into or terminate particular derivative contracts, which could prevent the Manulife ETF from reducing a loss or making a profit; (iii) securities and futures exchanges may impose trading limits on options and futures contracts, and these limits may prevent the Manulife ETF from entering into or terminating particular derivative contracts; (iv) the Manulife ETF could experience a loss if the other party to the derivative contract is unable to fulfill its obligations (including in cases where the Counterparty is not required to post margin collateral for its obligations or where payments or deliveries are made by the Manulife ETF at a time when Manulife has not yet received in return an offsetting payment or delivery from the Counterparty); (v) if the Manulife ETF has an open position in an option, a futures contract or a forward contract or a swap with a Dealer or Counterparty who goes bankrupt, the Manulife ETF could experience a loss and, for an open futures or forward contract or a swap, a loss of margin deposits with that Dealer or Counterparty; (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; and (vii) payment or delivery obligations under a Derivative may be tied to benchmarks, valuations, index levels or other variables which do not directly reflect the exposures that the Manulife ETF is attempting to gain or reduce exposure to or which reflect a valuation which does not accurately reflect prices or values actually available in the market.

To the extent a Manulife ETF invests in non-deliverable forwards, settlement payments under such non-deliverable forwards may be determined by reference to the source or other methodology by which the conversion rate for the reference currency is determined. There can be no assurance that a Manulife ETF will be able to sell or purchase the reference currency at this conversion rate or on the Valuation Date or at all. Any difference between the conversion rate determined under a non-deliverable forward and the actual conversion rate may be a source of basis risk. Due to restrictions on participation in currency and funding markets, different onshore and offshore rates may apply to the reference currency, and the forward exchange rate and market value of a non-deliverable forward may differ considerably from the values implied by the spot exchange rate and interest rate differentials between the two currencies. Such differences can be affected by a number of factors including market expectations regarding potential changes in the exchange rate regime.

Risk of Volatile Markets and Market Disruption

The performance of a Manulife ETF's investment program may depend to a great extent on the future course of price movements of securities and other investments. The securities markets have in recent years been characterized by great volatility and unpredictability. The performance of a Manulife ETF may be influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, unexpected and unpredictable events such as war and occupation, economic sanctions, a widespread health crisis or global pandemic, terrorism and related geopolitical risks may lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally, including U.S., Canadian and other economies and securities markets. For example, the spread of a coronavirus disease (COVID-19) caused volatility in the global financial markets, resulted in significant disruptions to global business activity and caused a slowdown in the global economy. The effects of similar unexpected disruptive events could affect the economies and securities markets of countries in ways that cannot necessarily be foreseen at the present time. These events could also have an acute effect on individual issuers or related groups of issuers and exacerbate other pre-existing political, social and economic risks. Such impacts could also cause substantial market volatility, exchange trading suspensions and closures, affect a Manulife ETF's performance and significantly reduce the value of an investment in Units. Each Manulife ETF is therefore exposed to some, and at times, a substantial, degree of market risk.

In addition, as a result of continued political tensions and armed conflicts owing to the Russian invasion of Ukraine in February of 2022, the extent and ultimate result of which are unknown at this time, Canada, the United States and the European Union, along with the regulatory bodies of a number of countries, have imposed economic sanctions on certain Russian corporate entities and individuals, and certain sectors of Russia's economy, which may result in, among other things, the continued devaluation of Russian currency, a downgrade in the country's credit rating, and/or a decline in the value and liquidity of Russian securities, property or interests. These sanctions could also result in the immediate freeze of Russian securities and/or funds invested in prohibited assets, impairing the ability of a fund to buy, sell, receive or deliver those securities and/or assets. These sanctions or the threat of additional sanctions could also result in Russia taking counter measures or retaliatory actions, which may further impair the value and liquidity of Russian securities. Canada, the United States and other nations or international organizations may also impose additional economic sanctions or take other actions that may adversely affect Russia-exposed issuers and companies in various sectors of the Russian economy. Any or all of these potential results could lead Russia's economy into a recession.

Income Trust Risk

Income trusts generally hold debt and/or equity securities of an underlying active business or are entitled to receive a royalty on revenues generated by such business. Manulife ETFs that invest in income trusts such as oil, gas and other commodity-based royalty trusts, real estate investment trusts and pipeline and power trusts will have varying degrees of risk depending on their sector and their underlying asset or business. Returns on income trusts are neither fixed nor guaranteed. Typically, trust securities are more volatile than bonds (corporate and government) and equity securities. Many of the income trusts that a Manulife ETF may invest in are governed by the laws of a province of Canada or the laws of a state of the United States or of other countries which limit the liability of unitholders of the income trust. A Manulife ETF may, however, also invest in income trusts in Canada, the United States and other countries that do not limit the liability of unitholders. In such case, there may be a risk that a Manulife ETF, as a unitholder of an income trust, could be held liable for any claims against the income trust's contractual obligations. Income trusts generally try to minimize this risk by including provisions in their agreements providing that their obligations will not be personally binding on unitholders. However, the income trust may still have exposure to claims for damages not arising from contractual obligations.

Risk of Changes in Legislation

There can be no assurance that income tax, securities and other laws will not be changed in a manner that adversely affects the Manulife ETFs 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 Manulife ETFs or the Unitholders.

Taxation Risk of the Manulife ETFs

Each Existing Manulife ETF has made an election in its first tax return so that it qualifies or is deemed to qualify as a mutual fund trust from the commencement of its first taxation year, and each New Manulife ETF intends to make such election. For a Manulife ETF to qualify as a “mutual fund trust”, it must comply on a continuous basis with certain requirements relating to the qualification of its Units for distribution to the public, the number of Unitholders of the Manulife ETF and the dispersal of ownership of its Units.

A trust will be deemed not to be a mutual fund trust if it is established or maintained primarily for the benefit of non-residents of Canada unless, at that time, all or substantially all of its property is property other than property that would be “taxable Canadian property” (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof). The law does not provide any means of rectifying a loss of mutual fund trust status if this requirement is not met. The Manulife ETFs contain a restriction on the number of permitted non-resident Unitholders.

If a Manulife ETF were to cease or fail to qualify as a mutual fund trust, the income tax considerations as described under “Income Tax Considerations” would in some respects be materially and adversely different. For example, if a Manulife ETF does not qualify as a “mutual fund trust” within the meaning of the Tax Act throughout a taxation year, the Manulife ETF may be liable to pay tax under Part XII.2 of the Tax Act, and would not be entitled to the Capital Gains Refund. In addition, if a Manulife ETF does not qualify as a mutual fund trust, it may be subject to the “mark-to-market” rules under the Tax Act if more than 50% of the fair market value of the Units of the Manulife ETF are held by “financial institutions”. A Manulife ETF that does not qualify as a mutual fund trust may also be liable to pay alternative minimum tax; however, pursuant to certain Tax Amendments released in connection with the 2024 Federal Budget (Canada), unit trusts all or substantially all of the fair market value of the units of which are listed on a “designated stock exchange” and trusts that qualify as “investment funds” for purposes of the “loss restriction event” rules are generally proposed to be exempt from alternative minimum tax for taxation years commencing on or after January 1, 2024.

The tax treatment of gains and losses realized by each Manulife ETF will depend on whether such gains or losses are treated as being on income or capital account, as described in this paragraph. In determining its income for tax purposes, each Manulife ETF treats or will treat gains or losses realized on the disposition of portfolio securities held by it as capital gains and losses. In general, gains and losses realized by a Manulife ETF from Derivative transactions will be on income account except where such Derivatives are used to hedge portfolio securities held on capital account provided there is sufficient linkage, subject to the Derivative Forward Agreement Rules discussed below. Option premiums received by a Manulife ETF on the writing of covered call options or cash-covered put options and any gains or losses sustained on closing out such options will be treated as capital gains and capital losses in accordance with the CRA’s published administrative practice. Gains or losses in respect of foreign currency hedges entered into in respect of amounts invested in a Manulife ETF’s portfolio will constitute capital gains and capital losses to the Manulife ETF if the portfolio securities are capital property to the Manulife ETF and there is sufficient linkage. The Derivative Forward Agreement Rules generally would not apply to such foreign currency hedges. Designations with respect to each Manulife ETF’s income and capital gains will be made and reported to Unitholders on the foregoing basis. The CRA’s practice is not to grant advance income tax rulings on the characterization of items as capital gains or income and no advance income tax ruling has been requested or obtained. If these foregoing dispositions or transactions of a Manulife ETF are determined not to be on capital account (whether because of the Derivative Forward Agreement Rules discussed below or otherwise), the net income of the Manulife ETF for tax purposes and the taxable component of distributions to its Unitholders could increase. Any such redetermination by the CRA may result in a Manulife ETF being liable for unremitted withholding taxes on prior distributions made to its Unitholders who were not resident in Canada for purposes of the Tax Act at the time of the distribution. Such potential liability may reduce the NAV and NAV per Unit of that Manulife ETF.

The Tax Act contains rules (the "**Derivative Forward Agreement Rules**") that target certain financial arrangements (described in the Derivative Forward Agreement Rules as "derivative forward agreements") that seek to deliver a return based on an "underlying interest" (other than certain excluded underlying interests) for purposes of the Derivative Forward Agreement Rules. The Derivative Forward Agreement Rules are broad in scope and could apply to other agreements or transactions (including certain options). If the Derivative Forward Agreement Rules were to apply in respect of any Derivatives utilized by a Manulife ETF, gains realized in respect of the property underlying such Derivatives could be treated as ordinary income rather than capital gains. Provided a covered call option or cash-covered put option is written in the manner described under "Investment Strategies", the writing of such option will not generally be subject to the Derivative Forward Agreement Rules.

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

The Tax Act contains rules (the "**SIFT Rules**") concerning the taxation of publicly traded Canadian trusts and partnerships that own certain types of property defined as "non-portfolio property". For this purpose, non-portfolio property includes any property held by a Manulife ETF that the Manulife ETF uses in the course of carrying on a business in Canada. Each Manulife ETF, including the New Manulife ETFs, intends to take the position that it will not use its portfolio securities or any other property in the course of carrying on a business in Canada and therefore will not be a SIFT trust. A trust that is subject to these rules is subject to trust level taxation, at rates comparable to those that apply to corporations, on the trust's income earned from "non-portfolio property" to the extent that such income is distributed to its unitholders. Further, pursuant to certain Tax Amendments released on November 28, 2023 in connection with the 2023 Federal Budget (Canada) (the "**Equity Repurchase Rules**"), a trust that is a "SIFT trust" or that is otherwise a "covered entity" as described in the Equity Repurchase Rules is proposed to be subject to a 2% tax on the value of the trust's equity repurchases (i.e., redemptions) in a taxation year (net of cash subscriptions received by the trust in that taxation year). If the SIFT Rules or the Equity Repurchase Rules apply to a Manulife ETF, the after-tax return to its Unitholders could be reduced, particularly in the case of the SIFT Rules for a Unitholder who is exempt from tax under the Tax Act or is a non-resident of Canada.

Changes in the interpretation and administration of the federal goods and services tax ("**GST**"), the Quebec sales tax ("**QST**") and the harmonized sales tax ("**HST**") may result in the Manulife ETFs being required to pay increased amounts of GST, QST or HST.

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

Valuation Risk for Illiquid Assets

A Manulife ETF may invest a limited amount of its portfolio in illiquid assets. Like all other investments of the Manulife ETF, the valuation of these investments is determined daily. Illiquid assets may or may not be available for sale in the public marketplace. Illiquid assets available for sale in the public marketplace are valued using the exchange specific closing price unless there was no trading activity for the investment in which case the mid (average of bid and ask) price may be used. For illiquid assets where no published market quotation exists, valuations are determined using the Manager's Fair Valuation Policy. The valuation of illiquid assets that have not had recent trading activity or for which market quotations are not publicly available has inherent uncertainties and the resulting values may differ from values that would have been used had a ready market existed for the investment. The fair value process is subjective to a degree and, to the extent that these valuations are inaccurate, investors in the Manulife ETF may gain a benefit or suffer a loss when they purchase or redeem securities of a Manulife ETF that invests in illiquid assets.

Cybersecurity Risk

Technology is used in virtually all aspects of the Manager's business and operations and those of a Manulife ETF and other service providers.

The Manager has a robust and evolving information security program that features policies, processes, technologies and dedicated professionals that protect information, systems and networks. Despite this, there can be no assurances that these measures will be successful in every instance in protecting our networks and information assets against attacks.

The Manager and its service providers may not be able to anticipate or to implement effective preventive measures against all disruptions or privacy and security breaches, especially as attack techniques change frequently, increase in sophistication, are often not recognizable until launched, and can originate from a wide variety of sources.

The Manager and its service providers may be the target of cyber-attacks that could result in violation of privacy laws or information security regulations or could materially disrupt network access or business operations. This may result in the disclosure of confidential information, unauthorized access to sensitive information, or the destruction or corruption of data and financial loss to the Manulife ETFs and Unitholders.

Lack of or Limited Operating History and Absence of an Active Public Market for Units

The Existing Manulife ETFs are recently organized investment trusts with limited operating history. Although the Units of the Existing Manulife ETFs are listed on the Exchange, there can be no assurance that an active public market for the Units will develop or be sustained. The New Manulife ETFs are newly organized investment trusts with no operating history. Although Units of the New Manulife ETFs have been conditionally approved for listing on the Exchange, there is no assurance that an active public market for the Units will develop or be sustained.

Cease Trading of Units

If constituent securities are cease traded at any time by a Securities Regulatory Authority or other relevant regulator or stock exchange, the Manager may suspend the exchange or redemption of Units of the applicable Manulife ETF until such time as the transfer of the securities is permitted as described under "Exchange and Redemption of Units – Suspension of Exchanges and Redemptions". As a result, each Manulife ETF that holds securities traded on an exchange or other organized market bears the risk of cease trading orders against any constituent security held by that Manulife ETF.

Substantial Securityholder Risk

A Manulife ETF may have one or more substantial investors who hold a significant amount of securities of the Manulife ETF, such as financial institutions or other mutual funds, investment funds or segregated funds, including funds managed by the Manager and/or its affiliates. If a substantial investor decides to sell its investment in a Manulife ETF, resulting in a large redemption, the Manulife ETF may be forced to sell its investments at an unfavourable market price in order to accommodate such request. The Manulife ETF may also be forced to change the composition of its portfolio significantly. Such actions may result in considerable price fluctuations to the Manulife ETF's net asset value and negatively impact on its returns.

Additional Risks Relating to an Investment in each Manulife ETF

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

ETF Specific Risks	Manulife Smart Global Bond ETF	Manulife Smart Global Dividend ETF Portfolio	Manulife Smart Enhanced Yield ETF	Manulife Smart U.S. Enhanced Yield ETF
Bail-In Debt Risk	Yes			
Capital Depletion Risk			Yes	Yes
Counterparty Risk	Yes	Yes	Yes	Yes
Country Risk	Yes	Yes		Yes
Credit Risk	Yes			
Credit Default Swaps Risk	Yes			
Currency Risk	Yes	Yes	Yes	Yes
Default Risk	Yes			
Equity Risk		Yes	Yes	Yes
Foreign Investments Risk	Yes	Yes		
Hedging Risk	Yes	Yes		Yes
Interest Rate Risk	Yes			
Large-Capitalization Issuer Risk		Yes	Yes	Yes
Lower-Rated and High-Yield Fixed-Income Securities Risk	Yes			
Mid-Capitalization Issuer Risk		Yes	Yes	Yes
Quantitative Model Risk	Yes	Yes	Yes	Yes
Regulatory Risk	Yes	Yes	Yes	Yes
Securities Lending Risk	Yes	Yes	Yes	Yes

ETF Specific Risks	Manulife Smart Global Bond ETF	Manulife Smart Global Dividend ETF Portfolio	Manulife Smart Enhanced Yield ETF	Manulife Smart U.S. Enhanced Yield ETF
Securitized Assets Risk	Yes			
Underlying Fund Risk	Yes	Yes		
U.S. Government Securities Risk	Yes			
USD Units Risk				Yes
Use of Options Risk			Yes	Yes
Value-Investing Risk		Yes	Yes	Yes

Bail-In Debt Risk

A Manulife ETF may invest in unsubordinated unsecured debt with an original term to maturity of more than 400 days of a systematically important financial institution (the "**Bail-In Debt**"). Regulations were adopted that can force, in certain circumstances, the Canada Deposit Insurance Corporation to take temporary control over the financial institution and convert all or a portion of the Bail-In Debt into common shares of the financial institution. Investment in such Bail-In Debt carries a different investment risk than other fixed income securities of the same financial institution because of this forced conversion feature.

A Manulife ETF may invest in Bail-In Debt provided that any such security continues to be a permitted investment under NI 81-102 and is consistent with the Manulife ETF's investment objectives. A Manulife ETF may, in certain circumstances, as a result of conversion of Bail-In Debt held by the Manulife ETF, hold resulting securities of a different type and quality for a period of time which may not be of the type and quality in which such Manulife ETF would normally invest.

Capital Depletion Risk

The New Manulife ETFs make regular monthly distributions that may consist, in whole or in part, of a return of capital. A return of the original investment means a portion of the cash flow given back to the investor is the money that was invested in a New Manulife ETF originally, as opposed to the returns or income generated by the investment. A return of the original investment reduces the net asset value of the units of such New Manulife ETF and also reduces the assets available to investors who continue to invest in the New Manulife ETF. As well, a return of the original investment reduces the total assets of the New Manulife ETF available for investment, which may reduce the ability of the New Manulife ETF to generate future income.

Counterparty Risk

A Manulife ETF may enter into a derivative contract(s) with one or more counterparties. Investment in a derivative contract will expose the Manulife ETF to the credit risk associated with the counterparty. Unitholders will have no recourse against the assets of the counterparty or its affiliate(s) with respect to any aspect of the derivative contract or payments thereunder.

Country Risk

A Manulife ETF 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 Manulife ETF must continue to follow its investment objectives regardless of the economic performance of a specific region or country.

Credit Risk

Some borrowers are less likely to pay interest or pay off a loan than others. These borrowers may have a low credit rating assigned by specialized credit rating agencies. Manulife ETFs may invest in securities issued by these borrowers to earn the higher returns that these securities offer. However, these Manulife ETFs face a higher possibility of loss if the borrower defaults on payment. Downgrades in credit ratings generally decrease the value of a security. The value of the collateral securing a floating rate loan can decline, be insufficient to meet the obligations of the borrower, or be difficult to liquidate. As a result, a floating rate loan may not be fully collateralized and can decline significantly in value.

Credit Default Swaps Risk

Credit Default Swaps involve greater risks than if the Manulife ETF had invested in the reference obligation directly since, in addition to general market risks, Credit Default Swaps may be subject to illiquidity risk, pricing risk (including in respect of calculations of payment obligations owing under the Credit Default Swaps upon a reference entity default) and counterparty risk, among other risks associated with derivative instruments. Counterparty risk may be mitigated once Derivatives are cleared but some residual counterparty and clearing risks remain for cleared derivatives.

Currency Risk

As a portion of the portfolio of a Manulife ETF may be invested in securities traded in foreign currencies, the NAV of the applicable class of Units, 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 currency relative to the Canadian dollar. Currency value can fluctuate significantly for a number of reasons, including the forces of supply and demand in the foreign exchange markets, actual or perceived changes in interest rates, intervention (or the failure to intervene) by governments or central banks, or currency control or political developments. Currency rates may also be impacted by military conflicts and the imposition of economic sanctions.

Default Risk

A debt issuer may fail to pay interest or principal promptly when due. This risk is typically, but not exclusively, associated with bonds that carry a below investment grade rating. The value of Manulife ETFs that hold such securities may decline as a result.

Equity Risk

An equity security represents an ownership interest in the company or entity that issued it. The value of a Manulife ETF that invests in equity securities (which includes stocks, shares or units) will be affected by changes in the market price of those securities. The price of an equity security is affected by developments related to the applicable issuer, including the risk that the financial condition of the applicable issuer may become impaired, and by general economic and financial conditions in those countries where the issuer is located or carries on business or where the security is listed for trading. If the issuer’s prospects are favourable, more investors will be willing to buy its securities, hoping to profit from the issuer’s rising fortunes and the security price is likely to rise. In addition, a buoyant economy generally means a positive outlook for many issuers and the general trend for security prices may rise. The opposite may also occur if the issuer’s prospects are unfavourable or the economy in general is doing poorly. 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. The value of Manulife ETFs that invest in equities will fluctuate with these changes.

In the case of equity securities which are units of income trusts, the price will vary depending on the sector and underlying asset or business.

Holders of equity securities of an issuer incur more risk than holders of debt obligations of such issuer because securityholders, 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 constituent securities held by a Manulife ETF. The declaration of such dividends or distributions generally depends upon various factors, including the financial condition of the constituent issuers and general economic conditions. Therefore, there can be no assurance that the constituent issuers will pay dividends or distributions on constituent securities.

Foreign Investments Risk

A Manulife ETF may invest, directly or indirectly, in foreign equity securities. In addition to the general risks associated with equity investments, investments in foreign securities may involve unique risks not typically associated with investing in Canada or the U.S. Foreign exchanges may be open on days when a Manulife ETF or a Reference Fund do 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 U.S. and may not be subject to the same level of government supervision or regulation as would be the case in Canada or the U.S.

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, adverse political, economic or social developments could undermine the value of a Manulife ETF's investments or prevent a Manulife ETF from realizing the full value of its investments. In the case of a Manulife ETF holding foreign securities, whether directly or indirectly, dividends or distributions on those foreign securities may be subject to withholding taxes.

Canada, the U.S. and the European Union have imposed economic sanctions against companies in certain sectors of the Russian economy, including, but not limited to: financial services, energy, metals and mining, engineering, and defense and defense-related materials. These sanctions could impair a Manulife ETF's ability to continue to invest in Russian issuers. For example, a Manulife ETF may be prohibited from investing in securities issued by companies subject to such sanctions. In addition, retaliatory measures by the Russian government in response to such sanctions may result in a freeze of Russian assets held by a Manulife ETF, thereby prohibiting the Manulife ETF from selling or otherwise transacting in these investments. In such circumstances, the Manulife ETF might be forced to liquidate non-restricted assets in order to satisfy securityholder redemptions. Such liquidation of a Manulife ETF's assets might also result in the Manulife ETF receiving substantially lower prices for its portfolio securities.

Hedging Risk

To the extent a Manulife ETF employs hedging, directly or indirectly, as part of its investment strategy, there can be no assurance that such hedging transactions will be effective. The hedging of currency market movement can be extremely difficult, and whether any hedging strategy will be successful is highly uncertain. In accordance with its investment strategies, a Manulife ETF's exposure to foreign currencies may not be fully hedged at all times. In such case, the value of an investment in a Manulife ETF could be significantly and negatively impacted if any unhedged foreign currencies represented in the applicable Manulife ETF depreciate. While currency hedging is designed to minimize the impact of currency fluctuations on fund returns, it does not necessarily eliminate exposure to all currency fluctuations. Changes in currency exchange rates may affect the returns of a Manulife ETF's Units even when a hedge employed by the Manager works as intended. For example, if a Manulife ETF's hedging is reset on a monthly basis, the size of each currency hedge could be greater or smaller than its Units' total exposure to such currency during the month. A degree of currency exposure may also remain even at the time that a hedging transaction is implemented.

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

In respect of Manulife Smart Global Bond ETF, the Manager may, at its discretion, seek to hedge some or all of the foreign currency exposure in the portfolio back to the Canadian dollar.

Manulife Smart Global Dividend ETF Portfolio does not seek to hedge any direct foreign currency exposure in the portfolio back to the Canadian dollar. However, the underlying funds in which the Manulife Smart Global Dividend ETF Portfolio invests may seek to hedge some or all of the foreign currency exposure back to the currency in which its units are denominated.

In respect of Manulife Smart Enhanced Yield ETF, the Manager may, at its discretion, hedge the foreign currency exposure in the portfolio back to the Canadian dollar.

In respect of Manulife Smart U.S. Enhanced Yield ETF, any foreign currency exposure in the portfolio that is attributable to Unhedged Units and USD Units will not be hedged back to the Canadian dollar or U.S. dollar, respectively. Manulife Smart U.S. Enhanced Yield ETF will seek to hedge all or substantially all of the foreign currency exposure in the portfolio that is attributable to Hedged Units back to the Canadian dollar by investing in or using Derivatives. Accordingly, as a result of having different currency exposure, the NAV per Unit of each class of Hedged Units, Unhedged Units and USD Units of Manulife Smart U.S. Enhanced Yield ETF may not be the same.

Interest Rate Risk

The value of the bonds, treasury bills and other fixed income instruments held in a Manulife ETF's portfolio varies with interest rates generally. When interest rates rise, the value of outstanding bonds paying a fixed rate fall. When interest rates fall, the value of bonds paying a fixed rate rises. Consequently, the value of a Manulife ETF that holds these types of securities will fluctuate accordingly.

The interest earned by the Manulife ETFs on their savings account deposits will vary with interest rates generally. When interest rates rise, the interest earned by the Manulife ETFs on their savings account deposits may rise. When interest rates fall, the interest earned by the Manulife ETFs on their savings account deposits may fall. The value of the Manulife ETFs will fluctuate with the value of the interest earned on its savings account deposits.

Large Capitalization Issuer Risk

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

Lower-Rated and High-Yield Fixed-Income Securities Risk

A Manulife ETF may make investments in high yield bonds that are not investment grade. Lower-rated and high-yield fixed-income securities are subject to greater credit quality risk than investment grade debt securities, risk of default in the payment of interest and principal, lower recovery rates on a security that is in default, and greater price volatility than higher-rated fixed-income securities, may be considered speculative, and can be difficult to resell.

High yield debt securities may also be less liquid than investment grade debt securities. During periods of thin trading, the spreads between bid and ask prices are likely to increase significantly and a Manulife ETF may have difficulty selling such securities in the market at a perceived fair value or at all. Issuers of high yield bonds are also more vulnerable to real or perceived economic changes, political changes or adverse industry developments. In addition, high yield bonds are frequently subordinated to the prior payment of senior indebtedness. If an issuer fails to pay principal or interest, a Manulife ETF may experience a decrease in income and a decline in the market value of its investments. A Manulife ETF may also incur additional expenses in seeking recovery from the issuer.

High-yield securities may be referred to in the financial press as "junk bonds" and may include securities of issuers in default. "Junk bonds" are considered by the ratings agencies to be predominantly speculative and may involve major risk exposures such as: (i) vulnerability to economic downturns and changes in interest rates; (ii) sensitivity to adverse economic changes and corporate developments; (iii) redemption or call provisions which may be exercised at inopportune times; and (iv) difficulty in accurately valuing or disposing of such securities.

It is often more difficult to value lower rated securities than higher rated securities. If an issuer's financial condition deteriorates, accurate financial and business information may be limited or unavailable.

Mid-Capitalization Issuer Risk

Certain Manulife ETFs may invest, directly or indirectly, in securities of mid-capitalization issuers. Share prices of mid-capitalization companies may be more volatile than those of large-capitalization companies and, therefore, the price of the Units of certain Manulife ETFs may be more volatile than those of other investment funds that invest a larger percentage of their assets in stocks issued by large-capitalization companies. Share prices of mid-capitalization companies are also more vulnerable than those of large capitalization companies to adverse business or economic developments, and the shares of mid-capitalization companies may be less liquid, making it difficult for a Manulife ETF to buy and sell them. In addition, mid-capitalization companies generally have less diverse product lines than large-capitalization companies have and are more susceptible to adverse developments related to their products.

Quantitative Model Risk

The Manager will generally use quantitative models to evaluate factors and assist with portfolio construction. Models may not work as intended in all markets. In particular, the Manager's models may not produce the intended results for a variety of reasons, including, but not limited to errors or omissions in the data used by a model, the factors and/or assumptions used in a model, the weight placed on each factor and/or assumption in a model, changing sources of market return or market risk, market disruption, and technical issues in the design, development, implementation, and maintenance of a model. In response to market, economic, political, or other conditions, the Manager may temporarily use a different investment strategy for defensive purposes. If it does so, different factors could affect performance and the Manulife ETF may not achieve its investment objective.

Regulatory Risk

Some industries, such as financial services, health care and telecommunications, are heavily regulated and may receive government funding. Investments in these sectors may be substantially affected by changes in government policy, such as increased regulation, ownership restrictions, deregulation or reduced government funding. The value of a Manulife ETF that buys these investments may rise and fall substantially due to changes in these factors.

Securities Lending and Repurchase and Reverse Repurchase Transactions Risk

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

The following are some examples of the risks associated with securities lending transactions:

- when entering into securities lending transactions, a Manulife ETF is subject to the credit risk that the Counterparty may default under the agreement; and

- when recovering its security on default, a Manulife ETF could incur a loss if the value of the portfolio securities loaned (in a securities lending transaction) or sold (in a repurchase transactions) has increased in value relative to the value received by the Manulife ETF after liquidation of the collateral held by the Lending Agent on behalf of the Manulife ETF.

Securitized Assets Risk

Asset-backed securities are debt obligations that are backed by pools of consumer or business loans. Some asset-backed securities are short-term debt obligations, called asset-backed commercial paper ("**ABCP**"). Mortgage-backed securities are debt obligations backed by pools of mortgages on commercial or residential real estate. If there are changes in the market's perception of the issuers of these types of securities, or in the creditworthiness of the parties involved, then the value of the securities may be affected. In addition, for ABCP, there is a risk that there may be a mismatch in timing between the cash flow of the underlying assets backing the security and the repayment obligation of the security upon maturity. In the use of mortgage-backed securities, there are also risks that there may be a drop in the interest rates charged on mortgages, a mortgagor may default in its obligations under a mortgage or there may be a drop in the value of the property secured by the mortgage.

Underlying Fund Risk

A Manulife ETF may invest in other exchange traded funds, mutual funds, closed-end funds or public investment funds as part of its investment strategy. To the extent that a Manulife ETF invests in such underlying funds, the Manulife ETF's investment performance will depend on the investment performance of such underlying funds, based on the amount invested.

The securities of underlying funds in which a Manulife ETF may invest, whether directly or indirectly, may trade below, at or above their respective NAVs 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 NAV per security, as well as market supply and demand on the stock exchanges on which those funds are listed.

If a Manulife ETF purchases a security of an underlying investment fund at a time when the market price of that security is at a premium to the NAV per security or sells a security at a time when the market price of that security is at a discount to the NAV per security, the Manulife ETF may sustain a loss. Additionally, if an underlying fund suspends redemptions, the Manulife ETF may be unable to accurately value part of its investment portfolio and may be unable to redeem its units.

U.S. Government Securities Risk

Debt securities issued or guaranteed by certain U.S. government agencies, instrumentalities, and sponsored enterprises, such as Fannie Mae or Freddie Mac, are not supported by the full faith and credit of the U.S. government, and so investments in securities or obligations issued by them involve credit risk greater than investments in other types of U.S. government securities.

USD Units Risk

The purchase or redemption of USD Units is only available to those Manulife ETFs that offer Units denominated in U.S. dollars. The ability to purchase USD Units is for Unitholders' convenience only and does not result in a currency hedge between the Canadian and U.S. dollar. A redemption of USD Units will result in cash payment of the redemption amount in U.S. dollars, which depending on the exchange rate between the U.S. dollar and any other currency in which the Unitholder generally operates, may result in a greater or lesser redemption amount than the Unitholder would have received if the redemption amount had been in another currency. Since cash redemption of USD Units will be in U.S. dollars, Unitholders making USD Unit redemptions are required to have accounts that can receive U.S. dollar deposits.

Use of Options Risk

Certain of the Manulife ETFs are subject to the full risk of their investment position in the securities in their portfolio, including the securities that are subject to call options written by the Manulife ETF, should the market price of such securities decline. In addition, such Manulife ETFs are not expected to participate in a gain on a security subject to a call option, if the gain results in the market price of the security exceeding the exercise price of the option. In such circumstances, the holder of the option will likely exercise the option. The premiums associated with writing covered call options may not exceed the returns that would have resulted if any of the applicable Manulife ETFs had remained directly invested in the securities subject to call options. The use of call options may have the effect of limiting or reducing the total returns of a Manulife ETF.

Certain of the Manulife ETFs will also write put options. Such Manulife ETFs will collect premiums on the options they write. A Manulife ETF's risk of loss, if one or more of its options is exercised and expires in-the-money, may substantially outweigh the gains to the Manulife ETF from the receipt of such option premiums. Each Manulife ETF will either earmark or segregate sufficient liquid assets to cover their obligations under each option on an ongoing basis. While the put option strategy seeks to increase returns in neutral, rising and moderately declining markets, large market declines in particular may negatively impact a Manulife ETF's performance.

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

Value Investing Risk

Value investing presents the risk that the securities may either decline in price or never reach their expected full market value because the market fails to recognize these equity securities' intrinsic worth. Value shares may underperform growth shares and shares in other broad style categories (and the market as a whole) over any period of time and may shift in and out of favor with investors generally, sometimes rapidly, depending on changes in market, economic, and other factors. As a result, at times when a Manulife ETF holds substantial investments in value shares, it may underperform other investment portfolios that invest more broadly or that favor different investment styles.

Risk Ratings of the Manulife ETFs

The investment risk level of each Manulife ETF is required to be determined in accordance with a standardized risk classification methodology that is based on the historical volatility of the Manulife ETF, as measured by the 10-year standard deviation of the returns of the Manulife ETF. As the Manulife ETFs do not have at least 10 years of performance history, the return history of each Manulife ETF is added to a reference index that reasonably approximates the standard deviation of such Manulife ETF for the remainder of the 10-year period. In each case, the Manulife ETFs are assigned an investment risk rating in one of the following categories: low, low to medium, medium, medium to high or high risk. There may be times when the classification methodology produces a result that the Manager believes is inappropriate in which case the Manager may re-classify the Manulife ETF to a higher risk level, if appropriate.

The following chart sets out a description of the reference index used for each Manulife ETF:

Manulife ETF	**Reference Index**
Manulife Smart Global Bond ETF	Bloomberg Global Aggregate Total Return Index (CAD Hedged) – The Bloomberg Global Aggregate Total Return Index (CAD Hedged) is the 100% hedged to the Canadian dollar version of the Bloomberg Global Aggregate Total Return Index which is a flagship measure of global investment grade debt from 24 local currency markets. This multi-currency benchmark includes treasury, government-related, corporate and securitized fixed-rate bonds from both developed and emerging markets issuers.
Manulife Smart Global Dividend ETF Portfolio	MSCI World Total Return Index (CAD) – The MSCI World Total Return Index (CAD) is a broad global equity benchmark that represents large-cap and mid-cap equity performance in 23 developed countries.
Manulife Smart Enhanced Yield ETF	The S&P/TSX Composite Total Return Index – The S&P/TSX Composite Total Return Index reflects the performance of large-cap Canadian equities across all industry sectors and is regarded as the most popular gauge of the Canadian equity market.

Manulife ETF	Reference Index
Manulife Smart U.S. Enhanced Yield ETF	Unhedged Units: The S&P 500 Total Return Index (C$) – The S&P 500 Total Return Index (C$) is the Canadian dollar version of the S&P 500 Total Return Index which tracks the total return of the market capitalization of 500 large companies.
	Hedged Units: The S&P 500 Total Return Hedged to CAD Index – The S&P 500 Total Return Hedged to CAD Index tracks the total return of the market capitalization of 500 large companies. The index hedges its U.S. dollar currency exposure to the Canadian dollar.
	USD Units: The S&P 500 Total Return Index (US$) – The S&P 500 Total Return Index (US$) tracks the total return of the market capitalization of 500 large companies.

There is no relationship between (i) the owners of the above noted reference indices and related trademarks, and (ii) the Manager in respect of the Manulife ETFs referred to in this prospectus.

Unitholders should know that other types of risks, both measurable and non-measurable, exist. Also, just as historical performance may not be indicative of future returns, historical volatility may not be indicative of future volatility. The risk ratings of the Manulife ETFs are reviewed annually and anytime it is no longer reasonable in the circumstances. A more detailed explanation of the risk classification methodology used to identify the risk ratings of the Manulife ETFs is available on request, at no cost, by calling toll-free 1-888-588-7999 or by writing to Manulife Investment Management, 200 Bloor Street East, North Tower, Toronto, Ontario, M4W 1E5.

DISTRIBUTION POLICY

Cash distributions of income, if any, on Units will be payable periodically as set out in the table below, by each of the Manulife ETFs.

Manulife ETF	Frequency of Distributions
Manulife Smart Global Bond ETF	Monthly
Manulife Smart Enhanced Yield ETF	Monthly
Manulife Smart U.S. Enhanced Yield ETF	Monthly
Manulife Smart Global Dividend ETF Portfolio	Quarterly

Distributions will be paid, for the Manulife ETFs distributing on a monthly basis, on or before the 15th day of each month starting July 2024 for the New Manulife ETFs and, for the Manulife ETFs distributing on a quarterly basis, on or before the 15th day of January, April, July and October, annually. The Manulife ETFs do not have a fixed distribution amount. The amount of ordinary cash distributions, if any, will be based on the Manager's assessment of the prevailing market conditions. The amount and date of any ordinary cash distributions of the Manulife ETFs will be announced in advance by issuance of a press release, at least annually. The Manager may, in its sole discretion, change the frequency of such distributions, which change will be announced by the Manager in a press release.

Depending on the underlying investments of a Manulife ETF, distributions on Units may consist of ordinary income (including foreign source income), taxable dividends from taxable Canadian corporations, and net realized capital gains, less the expenses of that Manulife ETF. Distributions may also include returns of capital. To the extent that the expenses of a Manulife ETF exceed the income generated by such Manulife ETF in any given period, it is not expected that a distribution will be paid for the period.

If, for any taxation year, after the ordinary distributions, there would remain in a Manulife ETF additional net income or net realized capital gains, the Manulife ETF will, after December 15 but on or before December 31 of that calendar year, be required to pay or make payable such net income and net realized capital gains as one or more special year-end distributions for such year to Unitholders as is necessary to ensure that the Manulife ETF will not be liable for income tax on such amounts under Part I of the Tax Act (after taking into account all available deductions, credits and refunds). Such special distributions may be paid in the form of Units of the Manulife ETF and/or cash. Any special distributions payable in Units of a Manulife ETF will increase the aggregate adjusted cost base of a Unitholder's Units. Immediately following payment of such a special distribution in Units, the number of Units held by a Unitholder will be automatically consolidated such that the number of Units outstanding after such distribution will be equal to the number of Units held by such Unitholder immediately prior to such distribution, except in the case of a non-resident Unitholder to the extent tax is required to be withheld in respect of the distribution. See "Income Tax Considerations – Taxation of Holders".

OPTIONAL PLANS

The Manager may offer the Optional Plans described below in connection with the Manulife ETFs.

Distribution Reinvestment Plan

The Manager, in its discretion, may implement a Reinvestment Plan for one or more of the Manulife ETFs. Following implementation of the Reinvestment Plan for a Manulife ETF, at any time, any eligible Unitholder may elect to participate in the Reinvestment Plan by contacting the CDS Participant through which the Unitholder holds Units.

Under the Reinvestment Plan, cash distributions (net of any required withholding tax) will be used to acquire additional Units of the same class of that Manulife ETF (the "Plan Units") from the market and will be credited to the account of the Unitholder through CDS.

Eligible Unitholders may elect to participate in the Reinvestment Plan by notifying CDS via the applicable CDS Participant through which such Unitholder holds Units, of the Unitholder's intention to participate in the Reinvestment Plan. In this regard, the CDS Participant must, on behalf of such Unitholder, provide a notice to CDS that the Unitholder wishes to participate in the Reinvestment Plan online via CDSX by no later than 5:00 p.m. (Toronto time) on each applicable Distribution Record Date in respect of the next expected distribution in which the Unitholder wishes to participate. Such election is received directly by the plan agent (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.

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

Pre-Authorized Cash Contribution Plan

Unitholders will also be able to make pre-authorized cash contributions (a "PACC") on a monthly, quarterly or annual recurring basis (with respect to the last business day of a month, calendar quarter or calendar year ("Payment Date")), which will be invested in Plan Units acquired in the market by the Plan Agent. A Unitholder may invest a minimum of $100.00 and a maximum of $10,000.00 per PACC no more frequently than monthly via their CDS Participant.

A Unitholder that wishes to make a PACC must notify the CDS Participant through which such Unitholder holds Units for instructions and then submit to such CDS Participant a completed PACC enrolment form along with a personal "void" cheque. In this regard, the CDS Participant must, on behalf of the Unitholder, complete the CDS portion located on the reverse side of the PACC enrolment form and submit the PACC enrolment form and personal "void" cheque to the Plan Agent no later than ten (10) business days prior to a specified distribution Payment Date.

A deemed distribution Payment Date, which shall be the last business day of the month, will be used for any month in which there is no specified distribution Payment Date. Any PACC enrolment forms received following such time will not be processed for the current period.

Contributions will be debited from the Unitholder’s financial institution (or bank) account five (5) business days prior to the next applicable specified or deemed distribution Payment Date. Insufficient funds in a Unitholder’s financial institution (or bank) account will result in termination of that Unitholder’s PACC participation. If notice is not received by the Plan Agent prior to this deadline, the Unitholder will not make a PACC in the Reinvestment Plan for that period.

A Unitholder participating in the SWP (defined below) may not participate in PACCs.

Systematic Withdrawal Plan

Under the systematic withdrawal plan (the “SWP”), a Unitholder may elect to systematically withdraw Units by selling a specific dollar amount of Units (in minimum amounts of $100.00 and maximum amounts of $10,000.00) on a monthly, quarterly or annual recurring basis (with respect to the last business day of a month, calendar quarter or calendar year (any, the “SWP Processing Date”)).

A Unitholder may elect to sell Units by notifying the Plan Agent via the applicable CDS Participant through which such Unitholder holds Units, of the Unitholder’s intention to so sell Units. In this regard, the CDS Participant must, on behalf of such Unitholder: (i) provide a systematic withdrawal notice (a “SWP Notice”) to the Plan Agent via CDSX that the Unitholder wishes to sell Units in this manner no later than 5:00 p.m. (Toronto time) on the applicable SWP Processing Date; and (ii) specify the dollar amount of Units to be sold in respect of each SWP Processing Date. The CDS Participant must also ensure the required number of Plan Units to be sold is delivered to CDS for settlement. Any late submissions will not be processed for the current period. If the SWP Notice is not received by the Plan Agent prior to this deadline, the Unitholder will not be able to sell Units under the SWP for such SWP Processing Date.

For each SWP Processing Date following the proper delivery of a SWP Notice, the Plan Agent shall sell the Units of such Unitholders in the Canadian open market during the five-business day period following the applicable SWP Processing Date. The proceeds of the sale of the Units will be delivered by the Plan Agent to CDS as soon as practicable for the benefit of each participating Unitholder to the account of the applicable CDS Participant through whom such Unitholder holds Units.

A Unitholder who makes PACCs may not deliver a SWP Notice under this SWP.

Fractional Units under the Optional Plans

No fractional Plan Units will be delivered under an Optional Plan. Payment in cash for any remaining uninvested funds may be made in lieu of delivering fractional Plan Units by the Plan Agent to CDS or a CDS Participant, on a monthly or quarterly basis, as the case may be. Where applicable, CDS will, in turn, credit the Unitholder, via the applicable CDS Participant.

Amendments, Suspension or Termination of the Optional Plans

A Unitholder may withdraw from an Optional Plan by providing notice to the CDS Participant through which the Unitholder holds Units. The Unitholder must provide such notice to the CDS Participant: (i) in respect of the Reinvestment Plan, no later than 4:00 p.m. (Toronto time) at least two business days prior to the applicable Distribution Record Date in respect of the next expected distribution in which the Unitholder does not wish to participate; (ii) in respect of the PACC, at least two business days prior to the applicable Payment Date in which the Unitholder does not wish to participate; or (iii) in respect of the SWP, at least two business days prior to the applicable SWP Processing Date in which the Unitholder does not wish to participate. The form of termination notice will be available from CDS Participants and any expenses associated with the preparation and delivery of such termination notice will be for the account of the Unitholder exercising its rights to terminate participation in an Optional Plan.

Beginning on the first distribution Payment Date after a termination notice for the Reinvestment Plan is delivered, distributions to such Unitholders will be in cash.

The Manager is permitted to terminate an Optional Plan, in its sole discretion, upon not less than 30 days' notice to Unitholders participating in the Optional Plan and to the Plan Agent, subject to any required regulatory approval. The Manager is also permitted to amend, modify or suspend an Optional Plan at any time, in its sole discretion, provided that it complies with certain requirements, and gives notice of such amendment, modification or suspension to Unitholders participating in the Optional Plan and to the Plan Agent, subject to any required regulatory approval, which notice may be given by issuing a press release containing a summary description of the amendment or in any other manner that the Manager determines to be appropriate.

The Manager may, from time to time, adopt rules and regulations to facilitate the administration of an Optional Plan. The Manager reserves the right to regulate and interpret an Optional Plan as it deems necessary or desirable to ensure the efficient and equitable operation of an Optional Plan.

Other Provisions of the Optional Plans

Participation in an Optional Plan will be restricted to Unitholders who are residents of Canada for the purposes of the Tax Act. Partnerships (other than "Canadian partnerships" as defined in the Tax Act) will not be eligible to participate in the Optional Plans. Upon becoming a non-resident of Canada or a partnership (other than a Canadian partnership), a Unitholder shall notify their CDS Participant and terminate participation in the applicable Optional Plan immediately. For the purpose of the Reinvestment Plan, the Plan Agent will not have any duty to inquire into the residency status or partnership status of Unitholders, nor will the Plan Agent be required to know the residency status or partnership status of Unitholders other than as notified by CDS or the Manager.

The automatic reinvestment of the distributions under the Reinvestment Plan will not relieve Unitholders of any income tax applicable to such distributions. Each Unitholder will be mailed annually the information necessary to enable such Unitholder to complete an income tax return with respect to amounts paid or payable by the applicable Manulife ETF to the Unitholder in the preceding taxation year. See "Unitholder Matters – Reporting to Unitholders" for more information.

PURCHASES OF UNITS

Initial Investment in the New Manulife ETFs

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

Continuous Distribution

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

Designated Brokers

All orders to purchase Units directly from a Manulife ETF must be placed by the Designated Broker or Dealers. Each Manulife ETF reserves the absolute right to reject any subscription order placed by the Designated Broker and/or a Dealer. No fees will be payable by a Manulife ETF to the Designated Broker or a Dealer in connection with the issuance of Units of the Manulife ETF. On the issuance of Units, the Manager may, at its discretion, charge an administrative fee to a Dealer or Designated Broker, on behalf of the Manulife ETF, to offset any expenses (including any applicable Exchange additional listing fees) incurred in issuing the Units.

On any Trading Day, a Designated Broker or a Dealer may place a subscription order for the PNU or integral multiple PNU of a Manulife ETF. If a subscription order is received by a Manulife ETF at or before the applicable cut-off time, or such other time prior to the Valuation Time on such Trading Day as the Manager may permit, and is accepted by the Manager, the Manulife ETF will generally issue to the Dealer or Designated Broker the PNU (or an integral multiple thereof) within two Trading Days from the effective date of the subscription order. The Manulife

ETF must receive payment for the Units subscribed for within two Trading Days from the effective date of the subscription order (or such shorter period as may be determined by the Manager in response to changes in applicable law or general changes to settlement procedures in applicable markets). The effective date of a subscription order is the Trading Day on which the Valuation Time that applies to such subscription order takes place.

Unless the Manager shall otherwise agree or the Declaration of Trust shall otherwise provide, as payment for a PNU of a Manulife ETF, a Dealer or Designated Broker must deliver subscription proceeds consisting of a Basket of Securities and cash in an amount sufficient so that the value of the Basket of Securities and cash delivered is equal to the NAV of the applicable PNU of the Manulife ETF determined at the Valuation Time on the effective date of the subscription order. The Manager may, in its complete discretion, instead accept subscription proceeds consisting of (i) cash only in an amount equal to the NAV of the applicable PNU of the Manulife ETF determined at the Valuation Time on the effective date of the subscription order, plus (ii) if applicable, associated brokerage expenses, commissions, transaction costs and other costs or expenses that the Manulife ETFs incur or expect to incur in purchasing securities on the market with such cash proceeds.

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 Manulife ETF for cash in a dollar amount not to exceed 0.30% of the NAV of the Manulife ETF, 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 (or such shorter period as may be determined by the Manager in response to changes in applicable law or general changes to settlement procedures in applicable markets).

The Manager will, except when circumstances prevent it from doing so, disclose the number of Units comprising a PNU for a particular Manulife ETF to applicable investors, the Designated Broker and Dealers following the close of business on each Trading Day. The Manager may, at its discretion, increase or decrease the applicable PNU from time to time and such changes will be made available to applicable investors, the Designated Broker and Dealers.

To Unitholders of a Manulife ETF as Reinvested Distributions or Distributions Paid in Units

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

Buying and Selling Units of a Manulife ETF

Units of the Existing Manulife ETFs are currently listed on the Exchange and investors are able to buy or sell such Units on the Exchange through registered brokers and dealers in the province or territory where the investor resides. Units of the New Manulife ETFs have been conditionally approved for listing on the Exchange. Subject to satisfying the Exchange’s original listing requirements, the Units of the New Manulife ETFs will be listed on the Exchange and investors will be able to buy or sell such Units of the New Manulife ETFs on the Exchange through registered brokers and dealers in the province or territory where the investor resides.

Investors may incur customary brokerage commissions in buying or selling Units. No fees are paid by investors to the Manager or any Manulife ETF in connection with buying or selling Units on the Exchange.

Special Considerations for Unitholders

The provisions of the so-called “early warning” requirements set out in Canadian Securities Legislation do not apply in connection with the acquisition of Units. In addition, the Manulife ETFs have obtained exemptive relief from the Securities Regulatory Authorities to permit Unitholders to acquire more than 20% of the Units of any Manulife ETF through purchases on the Exchange without regard to the take-over bid requirements of Canadian Securities Legislation.

EXCHANGE AND REDEMPTION OF UNITS

Exchange of Units of a Manulife ETF at NAV per Unit for Baskets of Securities and/or Cash

Unitholders of a Manulife ETF may exchange the applicable PNU (or an integral multiple thereof) of the Manulife ETF on any Trading Day for Baskets of Securities and cash, subject to the requirement that a minimum PNU be exchanged. To effect an exchange of Units of a Manulife ETF, a Unitholder must submit an exchange request in the form and at the location prescribed by the Manulife ETF from time to time at or before the applicable cut-off time, or such other time prior to the Valuation Time on such Trading Day as the Manager may permit. The exchange price will be equal to the NAV of each PNU tendered for exchange determined at the Valuation Time on the effective date of the exchange request, payable by delivery of a Basket of Securities (constituted as most recently published prior to the effective date of the exchange request) and cash. The Units will be redeemed in the exchange. The Manager will also make available to Dealers and the Designated Broker the applicable PNU to redeem Units of the Manulife ETFs on each Trading Day. The effective date of an exchange request is the Trading Day on which the Valuation Time that applies to such redemption request takes place.

Upon the request of a Unitholder, the Manager may, in its complete discretion, satisfy an exchange request by delivering cash only in an amount equal to the NAV of each PNU tendered for exchange determined at the Valuation Time on the effective date of the exchange request, provided that the Unitholder agrees to pay the brokerage expenses, commissions, transaction costs and other costs or expenses that the Manulife ETFs incur or expect to incur in selling securities on the market to obtain the necessary cash for the exchange.

If an exchange request is not received by the applicable cut-off time, the exchange order will be effective only on the next Trading Day. Settlement of exchanges for Baskets of Securities and/or cash will generally be made by the second Trading Day after the effective day of the exchange request (or such shorter period as may be determined by the Manager in response to changes in applicable law or general changes to settlement procedures in applicable markets).

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

As described under "Book-Entry Only System", registration of interests in, and transfers of, Units will be made only through the book-entry only system of CDS. The redemption rights described below must be exercised through the CDS Participant through which the owner holds Units. Beneficial owners of Units should ensure that they provide redemption instructions to the CDS Participant through which they hold such Units sufficiently in advance of the cut-off times described below to allow such CDS Participant to notify CDS and for CDS to notify the Manager prior to the relevant cut-off time.

Redemption of Units of a Manulife ETF for Cash

On any Trading Day, Unitholders of a Manulife ETF may redeem (i) Units of the Manulife ETF for cash at a redemption price per Unit equal to 95% of the closing price for the Units on the Exchange on the effective day of the redemption, subject to a maximum redemption price per Unit equal to the NAV per Unit on the effective day of redemption, less any applicable administrative fee determined by the Manager, in its sole discretion, from time to time, or (ii) a PNU of a Manulife ETF or a multiple PNU of a Manulife ETF for cash equal to the NAV of that number of Units of the Manulife ETF less any applicable administrative fee determined by the Manager, in its sole discretion from time to time. Because Unitholders will generally be able to sell Units at the market price on the Exchange through a registered broker or dealer subject only to customary brokerage commissions, Unitholders of the Manulife ETFs are advised to consult their brokers, dealers or investment advisors before redeeming such Units for cash. No fees or expenses are paid by Unitholders to the Manager or any Manulife ETF in connection with selling Units on the Exchange. In order for a cash redemption to be effective on a Trading Day, a cash redemption request with respect to the applicable Manulife ETF must be delivered to the Manager in the form and at the location prescribed by the Manager from time to time at or before the applicable cut-off time on such Trading Day. Any cash redemption request received after such time will be effective only on the next Trading Day. Where possible, payment of the redemption price will be made by no later than the second Trading Day after the effective day of the redemption (or such shorter period as may be determined by the Manager in response to changes in applicable law or general changes to settlement procedures in applicable markets). The cash redemption request forms may be obtained from any registered broker or Dealer.

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

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

A redemption of USD Units will result in cash payment of the redemption amount in U.S. dollars, which depending on the exchange rate between the U.S. dollar and any other currency in which the Unitholder generally operates, may result in a greater or lesser redemption amount than the Unitholder would have received if the redemption amount had been in another currency. Since cash redemption of USD Units will be in U.S. dollars, Unitholders making USD Unit redemptions are required to have accounts that can receive U.S. dollar deposits.

Suspension of Exchanges and Redemptions

The Manager may suspend the exchange or redemption of Units of a Manulife ETF or payment of redemption proceeds of a Manulife ETF: (i) during any period when normal trading is suspended on a stock exchange or other market on which securities owned by the Manulife ETF are listed and traded, if these securities represent more than 50% by value or underlying market exposure of the total assets of the Manulife ETF, without allowance for liabilities, and if these securities are not traded on any other exchange that represents a reasonably practical alternative for the Manulife ETF; or (ii) with the prior permission of the Securities Regulatory Authorities where required, for any period not exceeding 30 days during which the Manager determines that conditions exist which render impractical the sale of assets of the Manulife ETF or which impair the ability of the Custodian to determine the value of the assets of the Manulife ETF. The suspension may apply to all requests for exchange or redemption received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. All Unitholders making such requests shall be advised by the Manager of the suspension and that the exchange or redemption will be effected at a price determined on the first Valuation Date following the termination of the suspension. All such Unitholders shall have and shall be advised that they have the right to withdraw their requests for exchange or redemption. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist, provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with official rules and regulations promulgated by any government body having jurisdiction over a Manulife ETF, any declaration of suspension made by the Manager shall be conclusive.

Administrative Fee

An amount as may be agreed to between the Manager and the Designated Broker or a Dealer, of a Manulife ETF may be charged by the Manager, on behalf of the Manulife ETF, to offset certain transaction costs, including brokerage expenses, commissions and other costs and expenses associated with an issue, exchange or redemption of Units of that Manulife ETF. This charge does not apply to Unitholders who buy and sell their Units through the facilities of the Exchange.

Allocations of Capital Gains to Redeeming or Exchanging Unitholders

Pursuant to the Declaration of Trust, a Manulife ETF may allocate and designate as payable any capital gains realized by the Manulife ETF as a result of any disposition of property of the Manulife ETF undertaken to permit or facilitate the redemption or exchange of Units to a Unitholder whose Units are being redeemed or exchanged. In addition, a Manulife ETF has the authority to distribute, allocate and designate any capital gains of the Manulife ETF to a Unitholder of the Manulife ETF who has redeemed or exchanged Units of the Manulife ETF during a year in an amount equal to the Unitholder's share, at the time of redemption or exchange, of the Manulife ETF's capital gains for the year. Any such allocations, distributions and designations will reduce the redemption or exchange price otherwise payable to the redeeming Unitholder. Based on rules in the Tax Act, amounts of Taxable Capital Gains so allocated and designated to redeeming or exchanging Unitholders generally will only be deductible to a Manulife ETF to the extent of the redeeming or exchanging Unitholders' pro rata share (as determined under the

Tax Act) of the net Taxable Capital Gains of the Manulife ETF for the year. Any such Taxable Capital Gains that are not deductible by a Manulife ETF under the rules described above may be made payable to non-redeeming or -exchanging Unitholders so that the Manulife ETF will not be liable for non-refundable income tax thereon. Accordingly, the amounts and taxable component of distributions to non-redeeming or -exchanging Unitholders of a Manulife ETF may be greater than would have been the case in the absence of the rules described above.

Book-Entry Only System

Registration of interests in, and transfers of, Units of a Manulife ETF 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 Manulife ETF, the owner will receive only the customary confirmation. References in this prospectus to a holder of Units means, unless the context otherwise requires, the owner of the beneficial interest of such Units.

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

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

A Manulife ETF 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

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

PRIOR SALES

Trading Price and Volume

The following tables set out the price ranges and volume of Units of each of the Existing Manulife ETFs traded on the Exchange for each month, or if applicable, partial month of the 12-month period before the date of this prospectus. Price range and volume information relating to Units of the New Manulife ETFs is not yet available.

Manulife Smart Global Bond ETF

Month	Unit Price Range ($)	Volume of Units Traded
2023		
May	9.95 – 9.98[1]	1,002,581[1]
June	9.97 – 9.97	516
July	n/a	22

Month	Unit Price Range ($)	Volume of Units Traded
August	9.74 – 9.85	2,474
September	9.86 – 9.86	1,028
October	9.56 – 9.68	23,505
November	9.57 – 9.91	28,643
December	10.05 – 10.32	5,315
2024		
January	10.16 – 10.26	3,547
February	10.11 – 10.32	15,883
March	10.09 – 10.09	127
April	n/a	29

Note:

(1) Information is only available from May 17, 2023, being the date on which the Units commenced trading on the Exchange.

Manulife Smart Global Dividend ETF Portfolio

Month	Unit Price Range ($)	Volume of Units Traded
2023		
May	9.92 – 10.07[1]	20,373[1]
June	9.83 – 10.11	6,409
July	9.95 – 10.35	832,149
August	9.92 – 10.41	2,089,232
September	9.70 – 10.85	237,451
October	9.48 – 9.84	73,220
November	9.74 – 10.16	73,370
December	10.20 – 10.59	62,982
2024		
January	10.21 – 10.55	86,909
February	10.35 – 10.68	134,991
March	10.70 – 11.26	265,409
April	10.76 – 11.13	57,473

Note:

(1) Information is only available from May 17, 2023, being the date on which the Units commenced trading on the Exchange.

INCOME TAX CONSIDERATIONS

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

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

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

This summary also assumes that each of the Manulife ETFs will comply with its investment restrictions.

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

For purposes of the Tax Act, all amounts relating to the computation of the income of the Manulife ETFs, or to the acquisition, holding or disposition of Units of the Manulife ETFs (including, for greater certainty, USD Units), must be expressed in Canadian dollars. Amounts denominated in another currency generally must be converted into Canadian dollars based on the exchange rate quoted by the Bank of Canada on the date such amounts arise or such other rate of exchange as is acceptable to the CRA.

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

advisors with respect to the income tax consequences to them of an acquisition of Units of a Manulife ETF based on their particular circumstances.

Status of the Manulife ETFs

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

To qualify as a mutual fund trust (i) a Manulife ETF must be a Canadian resident "unit trust" for purposes of the Tax Act, (ii) the only undertaking of the Manulife ETF must be (a) the investing of its funds in property (other than real property or interests in real property or an immovable or a real right in an immovable), (b) the acquiring, holding, maintaining, improving, leasing or managing of any real property (or interest in real property) or of any immovable (or real right in immovables) that is capital property of the Manulife ETF, or (c) any combination of the activities described in (a) and (b), and (iii) the Manulife ETF must comply with certain minimum requirements respecting the ownership and dispersal of Units of a particular class (the "**Minimum Distribution Requirements**"). In this connection, (i) the Manager intends to cause each Manulife ETF to qualify as a unit trust throughout the life of the Manulife ETF, (ii) each Manulife ETF's undertaking conforms with the restrictions for mutual fund trusts, (iii) the Manager intends to ensure that each Existing Manulife ETF will continue to meet the Minimum Distribution Requirements necessary for it to qualify as a mutual fund trust at all times, and (iv) the Manager has advised counsel that it intends to file the necessary election so that each New Manulife ETF will qualify as a mutual fund trust from its inception in 2024 and that it has no reason to believe that any of the New Manulife ETFs will not comply with the Minimum Distribution Requirements before the 91st day after the end of its first taxation year (determined without regard to any taxation year-end that may be deemed to occur for other purposes under the rules of the Tax Act relating to "loss restriction events") and at all times thereafter, thereby permitting the filing by the New Manulife ETFs of such election.

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

Provided that a Manulife ETF qualifies as a "mutual fund trust" within the meaning of the Tax Act, or the Units of that Manulife ETF are listed on a "designated stock exchange" (within the meaning of the Tax Act), Units of that Manulife ETF will be qualified investments under the Tax Act for a trust governed by an RRSP, a RRIF, a DPSP, an RDSP, an RESP, a TFSA or an FHSA (collectively, the "**Plans**"). See "Income Tax Considerations – Taxation of Registered Plans" for the consequences of holding Units in Plans.

Taxation of the Manulife ETFs

The Manager has advised counsel that each of the Existing Manulife ETFs has elected, and that the New Manulife ETFs will elect, to have a taxation year that ends on December 15 of each calendar year. A Manulife ETF must pay tax on its net income (including net realized Taxable Capital Gains) for a taxation year, less the portion thereof that it deducts in respect of the amount paid or payable to its Unitholders in the calendar year in which the taxation year ends. An amount will be considered to be payable to a Unitholder of a Manulife ETF in a calendar year if it is paid to the Unitholder in that year by the Manulife ETF or if the Unitholder is entitled in that year to enforce payment of the amount. The Declaration of Trust requires that sufficient amounts be paid or made payable each year so that no Manulife ETF is liable for any non-refundable income tax under Part I of the Tax Act.

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

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

On a redemption or repayment of an indebtedness, the Manulife ETF will be considered to have disposed of the indebtedness for proceeds of disposition equal to the amount received by the Manulife ETF (other than amounts received or deemed to have been received on account of interest) on such redemption or repayment. Generally, on any disposition by the Manulife ETF of an indebtedness, interest accrued thereon to the date of disposition and not yet due will be included in computing the Manulife ETF's income, except to the extent such amount was otherwise included in the Manulife ETF's income, and will be excluded in computing the Manulife ETF's proceeds of disposition of the indebtedness.

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

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

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

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

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

In general, gains and losses realized by a Manulife ETF from Derivative transactions will be on income account except where such Derivatives are used to hedge portfolio securities held on capital account provided there is sufficient linkage, subject to the Derivative Forward Agreement Rules discussed below, and such gains and losses will be recognized for tax purposes at the time they are realized by the Manulife ETF.

Premiums received on covered call options or cash-covered put options written by a Manulife ETF that are not exercised prior to the end of a year will constitute capital gains of the Manulife ETF in the year received, unless such premiums are received by the Manulife ETF as income from a business of buying and selling securities or the Manulife ETF has engaged in a transaction or transactions considered to be an adventure or concern in the nature of trade. The Manager has advised counsel that Manulife Smart Enhanced Yield ETF and Manulife Smart U.S. Enhanced Yield ETF will purchase the securities in its portfolio with the objective of receiving dividends or other distributions thereon over its life, will write covered call options with the objective of increasing the yield on their portfolios beyond the dividends and other distributions received and will write cash-covered put options to increase returns and to reduce the net cost of purchasing securities upon the exercise of put options. Having regard to the foregoing, and in accordance with the CRA’s published administrative policies, transactions undertaken by Manulife Smart Enhanced Yield ETF and Manulife Smart U.S. Enhanced Yield ETF in respect of call options and put options on the securities in their portfolios will generally be treated and reported on capital account.

Premiums received by a Manulife ETF on covered call options (or cash-covered put options) that are subsequently exercised will be added in computing the proceeds of disposition (or deducted in computing the cost) to the Manulife ETF of the securities disposed of (or acquired) upon the exercise of such options. In addition, where a covered call option or cash-covered put option is exercised after the end of the year in which it was granted, a Manulife ETF’s capital gain in the previous year in respect of the receipt of the option premium will be nullified.

A Manulife ETF may enter into transactions denominated in currencies other than the Canadian dollar including the acquisition of securities in its portfolio. The cost and proceeds of disposition of securities, dividends, distributions, interest and all other amounts will be determined for the purposes of the Tax Act in Canadian dollars using the appropriate exchange rates determined in accordance with the rules in the Tax Act in that regard. The amount of income, gains and losses realized by a Manulife ETF may be affected by fluctuations in the value of other currencies relative to the Canadian dollar. Gains or losses in respect of currency hedges entered into in respect of amounts invested in the portfolio of a Manulife ETF will constitute capital gains and capital losses to the Manulife ETF if the securities in the Manulife ETF’s portfolio are capital property to the Manulife ETF and provided there is sufficient linkage. The Derivative Forward Agreement Rules (as described below) generally would not apply to such foreign currency hedges.

The Derivative Forward Agreement Rules target certain financial arrangements (described in the Derivative Forward Agreement Rules as “derivative forward agreements”) that seek to deliver a return based on an “underlying interest” (other than certain excluded underlying interests) for purposes of the Derivative Forward Agreement Rules. The Derivative Forward Agreement Rules are broad in scope and could apply to other agreements or transactions (including certain options). If the Derivative Forward Agreement Rules were to apply in respect of any Derivatives utilized by a Manulife ETF, gains realized in respect of the property underlying such Derivatives could be treated as ordinary income rather than capital gains. Provided a covered call option or cash-covered put option is written in the manner described under “Investment Strategies”, the writing of such option will not generally be subject to the Derivative Forward Agreement Rules.

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

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

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

Taxation of Holders

A Holder will generally be required to include in computing income for a particular taxation year of the Holder such portion of the net income of a Manulife ETF, including the taxable portion of any net realized capital gains, as is paid or becomes payable to the Holder in that particular taxation year (whether in cash or in Units or whether as a Management Fee Distribution). Amounts paid or payable by a Manulife ETF 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 Manulife ETF is permitted to deduct in computing its income for a taxation year an amount that is less than the amount of its distributions of income for the calendar year to the extent necessary to enable the Manulife ETF to use, in that taxation year, losses from prior years without affecting the ability of the Manulife ETF to distribute its income annually. In such circumstances, the amount distributed to a Holder of a Manulife ETF but not deducted by the Manulife ETF will not be included in the Holder's income. However, the adjusted cost base of the Holder's Units of the Manulife ETF will be reduced by such amount. The non-taxable portion of a Manulife ETF's net realized capital gains for a taxation year, the taxable portion of which was designated in respect of a Holder for the taxation year, that is paid or becomes payable to the Holder for the year will not be included in computing the Holder's income for the year. Any other amount in excess of a Holder's share of the net income of a Manulife ETF for a taxation year that is paid or becomes payable to the Holder for the year (i.e. returns of capital) will not generally be included in the Holder's income for the year, but will reduce the adjusted cost base of the Holder's Units of the Manulife ETF. To the extent that the adjusted cost base of a Unit of a Manulife ETF to a Holder would otherwise be a negative amount, the negative amount will be deemed to be a capital gain and the adjusted cost base of the Unit to the Holder will be increased by the amount of such deemed capital gain to zero.

Provided that appropriate designations are made by a Manulife ETF, such portion of the net realized Taxable Capital Gains of the Manulife ETF, the taxable dividends received or deemed to be received by the Manulife ETF on shares of taxable Canadian corporations and foreign source income of the Manulife ETF as is paid or becomes payable to a Holder will effectively retain its character and be treated as such in the hands of the Holder for purposes of the Tax Act. Where foreign source income of a Manulife ETF has been so designated, a portion of the foreign taxes paid (or deemed to have been paid) by the Manulife ETF in respect of such income will be regarded as foreign taxes paid by the Unitholder for the purposes of the foreign tax credit provisions in 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.

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

On the disposition or deemed disposition of a Unit of a Manulife ETF, including on a redemption, a Holder will realize a capital gain (or capital loss) to the extent that the Holder's proceeds of disposition (other than any amount payable by the Manulife ETF to the Holder which represents capital gains allocated and designated to the redeeming Holder), 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 class of a Manulife ETF, when additional Units of that class of the Manulife ETF are acquired by the Holder (as a result of a distribution by a Manulife ETF in the form of Units, or otherwise), the cost of the newly acquired Units of the Manulife ETF will be averaged with the adjusted cost base of all Units of the same class of the Manulife ETF owned by the Holder as capital property immediately before that time. For this purpose, the cost of Units that have been issued on a distribution will generally be equal to the amount of the distribution. A consolidation of Units of a Manulife ETF following a distribution paid in the form of additional Units of the Manulife ETF as described under "Distribution Policy" will not be regarded as a disposition of Units of the Manulife ETF and will not affect the aggregate adjusted cost base to a Holder. Any additional Units acquired by a Holder on the reinvestment of distributions will generally have a cost equal to the amount reinvested.

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

Pursuant to the Declaration of Trust, a Manulife ETF may allocate and designate as payable any capital gains realized by the Manulife ETF as a result of any disposition of property of the Manulife ETF undertaken to permit or facilitate the redemption or exchange of Units of the Manulife ETF to a Holder whose Units are being redeemed or exchanged. In addition, a Manulife ETF has the authority to distribute, allocate and designate any capital gains of the Manulife ETF to a Unitholder of the Manulife ETF who has redeemed or exchanged Units of the Manulife ETF during a year in an amount equal to the Unitholder's share, at the time of redemption or exchange, of the Manulife ETF's capital gains for the year. Any such allocations, distributions and designations will reduce the redemption or exchange price otherwise payable to the Holder and therefore the Holder's proceeds of disposition. Based on rules in the Tax Act, amounts of Taxable Capital Gains so allocated and designated to redeeming or exchanging Unitholders generally will only be deductible to a Manulife ETF to the extent of the redeeming or exchanging Unitholders' pro rata share (as determined under the Tax Act) of the net Taxable Capital Gains of the Manulife ETF for the year.

Subject to the 2024 Budget Proposals discussed below, one-half of any capital gain (a "**Taxable Capital Gain**") realized by a Holder on the disposition of Units of a Manulife ETF or a Taxable Capital Gain designated by the Manulife ETF in respect of the Holder for a taxation year of the Holder will be included in computing the Holder's income for that year and one-half of any capital loss (an "**Allowable Capital Loss**") realized by the Holder in a taxation year of the Holder generally must be deducted from Taxable Capital Gains realized by the Holder in the taxation year or designated by the Manulife ETF in respect of the Holder for the taxation year in accordance with the detailed provisions of the Tax Act. Allowable Capital Losses for a taxation year in excess of Taxable Capital Gains for that taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against Taxable Capital Gains in accordance with the provisions of the Tax Act.

For capital gains realized on or after June 25, 2024, Tax Amendments made pursuant to the 2024 Federal Budget (the "**2024 Budget Proposals**") would generally increase the capital gains inclusion rate from one-half to two-thirds, but in the case of an individual (other than a trust) only to the extent that, generally, the aggregate amount of capital gains realized by such individual in the year, net of any capital losses realized in the year and any capital losses carried forward or back to the year, exceeds $250,000. The 2024 Budget Proposals state that the $250,000 threshold is intended to apply to capital gains realized by individuals indirectly via a trust. The 2024 Budget Proposals do not include comprehensive rules (including draft legislation) implementing these changes and state that additional details related to the change of the capital gains inclusion rate are forthcoming. Holders who may be subject to the increased rate of capital gains inclusion as a result of the 2024 Budget Proposals should consult their own tax advisors.

Amounts designated by a Manulife ETF to a Holder of the Manulife ETF as Taxable Capital Gains or dividends from taxable Canadian corporations, and Taxable Capital Gains realized on the disposition of Units of the Manulife ETF may increase the Holder's liability, if any, for alternative minimum tax.

Taxation of Registered Plans

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

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

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

Tax Implications of the Manulife ETF's Distribution Policy

The NAV per Unit of a Manulife ETF will, in part, reflect any income and gains of the Manulife ETF that have accrued or have been realized, but have not been made payable at the time Units of the Manulife ETF were acquired. Accordingly, a Holder of a Manulife ETF who acquires Units of the Manulife ETF, including on a distribution of Units of the Manulife ETF, may become taxable on the Holder's share of such income and gains of the Manulife ETF. In particular, an investor who acquires Units of a Manulife ETF at any time in the year but prior to a distribution being paid or made payable will have to pay tax on the entire distribution (to the extent it is a taxable distribution) notwithstanding that such amounts may have been reflected in the price paid by the Holder for the Units. 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 MANULIFE ETFs

Manager and Investment Manager

The Manager, an indirect wholly-owned subsidiary of MLI, which in turn is a wholly-owned subsidiary of Manulife, has taken the initiative in founding and organizing the Manulife ETFs and is a promoter of the Manulife ETFs within the meaning of Canadian Securities Legislation. The principal office of the Manager and Investment Manager is located at 200 Bloor Street East, North Tower, Toronto, Ontario, M4W 1E5. Manulife Investment Management is the global asset management business of Manulife, providing comprehensive asset management solutions for institutional investors and investment funds in key markets around the world. This investment expertise extends across a broad range of public and private asset classes, as well as asset allocation solutions. As at December 31, 2023, assets under management and administration for Manulife Investment Management were approximately $1.055 trillion (US$800 billion), including $206 billion of assets managed on behalf of other Manulife reporting segments.

Manulife is a leading Canada-based financial services group with principal operations in Asia, Canada and the United States. Operating as Manulife in Canada and Asia, and primarily as John Hancock in the United States, the Manulife group of companies offers clients a diverse range of financial protection products and wealth management services through its extensive network of employees, agents and distribution partners. Assets under management and administration by Manulife and its subsidiaries were $1.389 trillion (US$1.053 trillion) as of December 31, 2023. Manulife trades under the ticker symbol "MFC" on the TSX, NYSE and Philippine Stock Exchange, and under the ticker symbol "945" on the Stock Exchange of Hong Kong. Information about Manulife can be found on the Internet at www.manulife.com.

Duties and Services to be provided by the Manager

Pursuant to the Declaration of Trust, the Manager provides or arranges for the provision of required administrative services to the Manulife ETFs including, without limitation: negotiating contracts with certain third-party service providers, including, but not limited to, sub-advisors, custodians, registrars, transfer agents, auditors and printers; authorizing the payment of operating expenses incurred on behalf of the Manulife ETFs; maintaining accounting records; preparing the reports to Unitholders and to the applicable Securities Regulatory Authorities; calculating the amount and determining the frequency of distributions by the Manulife ETFs; preparing financial statements, income tax returns and financial and accounting information as required; ensuring that Unitholders are provided with financial statements and other reports as are required from time to time by applicable law; ensuring that the Manulife ETFs comply with all other regulatory requirements including continuous disclosure obligations under applicable securities laws; administering purchases, redemptions and other transactions in Units; arranging for any payments required upon termination of the Manulife ETFs; and dealing and communicating with Unitholders. The Manager will provide or arrange for office facilities and personnel to carry out these services, if not otherwise furnished by any other service provider to the Manulife ETFs. In the Manager's capacity as investment manager, the Manager will also provide or arrange for the provision of portfolio management and investment advisory services to the Manulife ETFs, including in relation to the currency hedging strategy employed by a particular Manulife ETF (as applicable), and monitor the investment strategies of the Manulife ETFs to ensure that they comply with their investment objectives, investment strategies and investment restrictions and practices.

No manager of a Manulife ETF shall be a person who (i) is not a resident of Canada for purposes of the Tax Act, or (ii) does not agree to carry out its functions of managing the Manulife ETF in Canada.

Pursuant to the Declaration of Trust, the Manager has full authority and responsibility to manage and direct the business and affairs of the Manulife ETFs, to make all decisions regarding the business of the Manulife ETFs and to bind the Manulife ETFs. The Manager may delegate certain of its powers to third parties where, in the discretion of the Manager, it would be in the best interests of the Manulife ETFs to do so.

The Manager is required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of the Unitholders, and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Declaration of Trust provides that the Manager will not be liable to the Manulife ETFs or to any Unitholder or any other person for any loss or damage relating to any matter regarding the Manulife ETFs, including any loss or diminution of value of the assets of any Manulife ETF if it has satisfied its standard of care set forth above.

The Manager and each of its directors, officers, employees and agents may be indemnified out of the assets of the applicable Manulife ETF from and against all claims whatsoever, including costs, charges and expenses in connection therewith, brought, commenced or prosecuted against it for or in respect of any act, deed, matter or thing whatsoever made, done or omitted in or in relation to the execution of its duties to the applicable Manulife ETF as long as the person acted honestly and in good faith with a view to the best interests of such Manulife ETF.

The Manager may resign upon 90 days' prior written notice to the Trustee or upon such lesser notice period as the Trustee may accept. The Manager may also be removed by the Trustee on at least 90 days' written notice to the Manager. The Trustee shall make every effort to select and appoint a successor manager prior to the effective date of the Manager's resignation.

The Manager is entitled to fees for its services as manager under the Declaration of Trust as described under “Fees and Expenses” and will be reimbursed for all reasonable costs and expenses incurred by the Manager on behalf of the Manulife ETFs. The Manager may, in its discretion, terminate a Manulife ETF without the approval of Unitholders if, in its opinion, it is no longer economically feasible to continue the Manulife ETF and/or it would otherwise be in the best interests of Unitholders to terminate the Manulife ETF.

The administration and management services of the Manager under the Declaration of Trust are not exclusive and nothing in the Declaration of Trust prevents the Manager from providing similar administrative and management services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the Manulife ETF) or from engaging in other activities.

Officers and Directors of the Manager

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

Name and Municipality of Residence	Office with Manulife IM Limited	Principal Occupation
Trevor Kreel Toronto, Ontario	Director and Senior Vice President	Global Head of Portfolio Management, MLI
Stephanie Fadous Scarborough, Ontario	Director	Group Treasurer and Head of Capital Management, MLI
Leo Zerilli Toronto, Ontario	Director, Chair, Chief Executive Officer, President and Ultimate Designated Person	Head of Wealth and Asset Management, Canada, MLI
Christine Marino Toronto, Ontario	Director	Chief Accounting Officer, Canadian Segment, MLI
Christopher Walker Stirling, Ontario	Chief Compliance Officer	Chief Compliance Officer, Manulife Investment Management Canada
Amish Lakhani Mississauga, Ontario	Chief Financial Officer	Head of Financial Analysis and Advisory for Wealth and Asset Management, Canada
Elise Bourret Candiac, Quebec	Chief Operations Officer of Wealth and Asset Management Canada	Global Head of Fund Services Operations, MLI
Kelly Gonsalves Waterloo, Ontario	Corporate Secretary	Vice President and Chief Counsel, Wealth and Asset Management Canada, Retail, MLI
Sébastien Girard Sainte-Julie, Quebec	Director and Head of Advisor Solutions	Head of Advisor Solutions, MLI
Sarah Chapman Mississauga, Ontario	Director	Global Chief Sustainability Officer and Chief Marketing Officer, Global Wealth and Asset Management, MLI

Name and Municipality of Residence	Office with Manulife IM Limited	Principal Occupation
Jordy Chilcott Oakville, Ontario	Head of Retail Intermediary Distribution, Canada	Head of Retail Intermediary Distribution, Canada, Manulife Investment Management, Canada

Except as indicated below, each of the directors and executive officers listed above holds the office noted opposite his or her name or has held a similar office in a predecessor company or an affiliate during the five years preceding the date hereof.

Mr. Leo Zerilli was appointed a director of Manulife IM Limited in January 2021, Chief Executive Officer, President and Ultimate Designated Person of Manulife IM Limited in February 2021 and Chair of Manulife IM Limited in March 2023. However, Mr. Zerilli has had various roles at MLI since 1997 including his current role as Head of Wealth and Asset Management, Canada.

Ms. Elise Bourret was appointed Chief Operations Officer of Wealth and Asset Management Canada of Manulife IM Limited in September 2021. However, she has had various roles at MLI since February 2015 including her current role as Chief Operations Officer of Global Wealth and Asset Management Canada Operations.

Ms. Christine Marino was appointed a director of Manulife IM Limited in March 2022. However, Ms. Marino has had various roles at MLI since May 2016, including her most recent role as Chief Accounting Officer, Canadian Segment.

Ms. Kelly Gonsalves was appointed Corporate Secretary of Manulife IM Limited in December 2022. Ms. Gonsalves has had various roles at MLI since 2000 including her current role of Vice President and Chief Counsel, Wealth and Asset Management Canada, Retail.

Mr. Sébastien Girard was appointed a director of Manulife IM Limited in June 2023. However, Mr. Girard has had various roles at MLI since June 2009, including his most recent role as Head of Advisor Solutions, MLI.

Dr. Sarah Chapman was appointed a director of Manulife IM Limited in June 2023. However, she has held various roles at MLI since 2020, including her current dual role as Global Chief Sustainability Officer and as Chief Marketing Officer of the Global Wealth and Asset Management operations.

Mr. Amish Lakhani was appointed Chief Financial Officer of Manulife IM Limited in September 2023. Mr. Lakhani joined Manulife in 2017 and has been the Head of Financial Analysis and Advisory for Wealth and Asset Management, Canada, since 2019.

Mr. Jordy Chilcott was appointed Head of Retail Intermediary Distribution, Canada of Manulife IM Limited in September 2023. Prior to joining Manulife in 2023, Mr. Chilcott was President of Wellington-Altus Private Wealth and EVP, Wealth Strategy and Enablement Wellington-Altus Financial Inc. since 2020. Previously he was President and Head of Investment Distribution at Sun Life Global Investments since 2017 and SVP, Investment Solutions at Sun Life.

Sub-Advisor

As primary investment manager, Manulife IM Limited maintains responsibility for the overall management of the investment portfolio of the Manulife ETFs at all times. Pursuant to an amended and restated investment management agreement dated May 3, 2024 between the Manager and Manulife Investment Management (US) LLC, an affiliate of the Manager, the Manager retained Manulife Investment Management (US) LLC, to act as sub-advisor of the New Manulife ETFs. Pursuant to the terms of the amended and restated investment management agreement, as may be further amended from time to time, either party may terminate the agreement with 30 days' written notice. There may be difficulty in enforcing legal rights against Manulife Investment Management (US) LLC, or its individual representatives, because it and all or substantially all of its assets are located outside of Canada. The Sub-Advisor is entitled to fees for their services under the amended and restated investment management agreement.

Portfolio Management Team

The following individuals will be principally responsible for the day-to-day portfolio management of the Manulife ETFs:

Name	**Manulife ETF**	**With Manulife IM Limited Since**	**Current Occupation/Title**
Nicholas Scipio del Campo	Manulife Smart Global Bond ETF	2008*	Managing Director and Portfolio Manager, Manulife IM Limited
Jean-Francois Giroux	Manulife Smart Global Bond ETF	2008*	Managing Director and Portfolio Manager, Manulife IM Limited
Sonia Chatigny	Manulife Smart Global Bond ETF	1998*	Managing Director and Portfolio Manager, Manulife IM Limited
Christina Somers	Manulife Smart Global Bond ETF	2006*	Portfolio Manager, Manulife IM Limited
James Robertson	Manulife Smart Global Dividend ETF Portfolio	2016	Senior Managing Director and Senior Portfolio Manager, Manulife IM Limited
Alexandre Richard	Manulife Smart Global Dividend ETF Portfolio	2011	Managing Director and Portfolio Manager, Manulife IM Limited
Geoffrey Kelley	Manulife Smart Enhanced Yield ETF Manulife Smart U.S. Enhanced Yield ETF	2018	Senior Portfolio Manager, Manulife Investment Management (US) LLC
Ashikhusein Shahpurwala	Manulife Smart Enhanced Yield ETF Manulife Smart U.S. Enhanced Yield ETF	2010	Managing Director and Portfolio Manager, Manulife IM Limited
Boncana Maiga	Manulife Smart Enhanced Yield ETF Manulife Smart U.S. Enhanced Yield ETF	2014	Portfolio Manager, Manulife IM Limited
Jeffrey Wu	Manulife Smart Enhanced Yield ETF Manulife Smart U.S. Enhanced Yield ETF	2017	Portfolio Manager and Senior Investment Analyst, Manulife

Name	Manulife ETF	With Manulife IM Limited Since	Current Occupation/Title
			Investment Management (US) LLC

*Service start dates of these portfolio managers include their past service with Standard Life Investments Inc., an entity that was renamed Manulife Asset Management Accord (2015) Inc. and amalgamated into Manulife IM Limited on July 1, 2015.

Each individual listed above holds the office noted opposite his or her name or has held a similar office in a predecessor or affiliated company during the five years preceding the date of this document.

Investment decisions made by the above-mentioned individuals are subject to the oversight, approval or ratification of a committee.

Designated Broker

The Manager, on behalf of each Manulife ETF, has entered into a designated broker agreement with a Designated Broker pursuant to which the Designated Broker has agreed to perform certain duties relating to that Manulife ETF including, without limitation: (i) to subscribe for a sufficient number of Units of that Manulife ETF to satisfy the Exchange's original listing requirements; (ii) to subscribe for Units of that Manulife ETF on an ongoing basis; and (iii) to post a liquid two-way market for the trading of Units of that Manulife ETF on the Exchange. Payment for Units of a Manulife ETF must be made by the Designated Broker, and those Units will be issued, by no later than the second Trading Day after the subscription notice has been delivered (or such shorter period as may be determined by the Manager in response to changes in applicable law or general changes to settlement procedures in applicable markets).

Units do not represent an interest or an obligation of such Designated Broker or Dealers or any affiliate thereof and a Unitholder of a Manulife ETF will not have any recourse against any such parties in respect of amounts payable by the Manulife ETF to such Designated Broker or Dealers.

Brokerage Arrangements

The Manager does not have a contractual arrangement with any person or company:

(a) for any exclusive right to purchase or sell the investment portfolio of a Manulife ETF, or

(b) which provides any dealer or trader a material competitive advantage over other dealers or traders when buying or selling for the investment portfolio of a Manulife ETF.

Manulife IM Limited studies the factors that affect the market price and prospects of various industries, companies and individual securities. In this work, Manulife IM Limited uses reports and statistics from a wide variety of sources, including brokers and dealers who may execute portfolio transactions for the Manulife ETFs and for Manulife IM Limited's clients, but investment decisions are based primarily on investigations and critical analyses by Manulife IM Limited's own professional staff.

Dealers for securities transactions of the Manulife ETFs are selected based on broker-dealer capabilities of each on an ongoing basis. This involves a dealer's financial soundness and demonstrated order execution capabilities, its responsibilities to the trading style and liquidity needs of each Manulife ETF and the commission or spread involved. Also, a dealer's range of research or brokerage related products or services other than order execution may be considered. These include research reports, publications, statistical services, and electronic data which are produced by the dealer, its affiliates or third parties. Manulife IM Limited may direct brokerage business to certain dealers for receiving research and order execution products and services to assist with investment or trading decisions.

Other than fund-on-fund investments for certain Manulife ETFs, brokerage transactions are not currently conducted by Manulife IM Limited or through any of its affiliates. We do not charge any commissions for acting as dealer to such fund-on-fund trades.

Manulife IM Limited may allocate brokerage business to its affiliates. Any trades allocated in this manner will be done at competitive brokerage fee rates. Subject to regulatory approval (where necessary), Manulife IM Limited may act as agent for the purchase or sale of securities between the Manulife ETFs and other mutual funds offered by Manulife IM Limited.

Since the inception of the Manulife ETFs, the brokerage commissions of the Manulife ETFs may be directed to Dealers by Manulife IM Limited for products and services, other than order execution, including investment decision-making services in the nature of research reports, quotes, news and wire services, statistical and quantitative analysis. Dealers and third parties may provide the same or similar services in the future.

The names of such Dealers or third parties that provide goods and services are available upon request by contacting the Manager at 1-888-588-7999 or at manulifemutualfunds@manulife.ca.

Manulife IM Limited conducts extensive trade cost analysis to ensure that the Manulife ETFs and clients of Manulife IM Limited, on whose behalf Manulife IM Limited directs any brokerage transactions, receive a reasonable benefit considering the use of the research goods and services and order execution goods and services, as applicable, and the amount of brokerage commissions paid. Specifically, Manulife IM Limited's investment management teams decide which dealers or brokers are allocated brokerage business based on their ability to provide best execution of trades, the competitiveness of the commission costs, and the range of services and quality of research received.

Manulife IM Limited may use research goods and services and order execution goods and services to benefit the Manulife ETFs and clients of the Manulife ETFs, on whose behalf Manulife IM Limited directs any brokerage transactions, other than those whose trades generated the brokerage commission. However, Manulife IM Limited has policies and procedures in place such that over a reasonable period of time, all clients, including the Manulife ETFs, receive a fair and reasonable benefit in return for the commission generated.

Conflicts of Interest

The Manager and its affiliates are engaged in a wide range of investment management, investment advisory and other business activities. The services provided by the Manager under the Declaration of Trust are not exclusive and nothing in such agreements prevents the Manager or any of its affiliates from providing similar services to other investment funds and other persons (whether or not their investment objectives, strategies and policies are similar to those of the Manulife ETFs) or from engaging in other activities. The Manager's investment decisions for the Manulife ETFs will be made independently of those made for other persons and independently of its own investments.

Whenever the Manager proposes to make an investment, the investment opportunity will be allocated, on an equitable basis, generally pro rata based on available capital, between the applicable Manulife ETF and any other fund for which the proposed investment would be within such fund's investment objectives.

The Manager may trade and make investments for its own accounts, and the Manager currently trades and manages and will continue to trade and manage accounts, other than a Manulife ETF's accounts, utilizing trading and investment strategies which are the same as or different from the ones to be utilized in making investment decisions for the Manulife ETF. In addition, in proprietary trading and investment, the Manager may take positions the same as, different than or opposite to those of a Manulife ETF. Furthermore, all of the positions held by accounts owned, managed or controlled by the Manager will be aggregated for purposes of applying certain exchange position limits. As a result, a Manulife ETF may not be able to enter into or maintain certain positions if such positions, when added to the positions already held by the Manulife ETF and such other accounts, would exceed applicable limits. All of such trading and investment activities may also increase the level of competition experienced with respect to priorities of order entry and allocations of executed trades.

The directors and officers of the Manager may be directors, officers, shareholders or unitholders of one or more issuers from which the Manulife ETFs may acquire securities. The Manager and its affiliates may be managers or portfolio managers of one or more issuers from which the Manulife ETFs may acquire securities and may be managers or portfolio managers of funds that invest in the same securities as the Manulife ETFs.

A registered dealer acts as a Designated Broker and one or more registered dealers acts or may act as a Dealer and/or a market maker. These relationships may create actual or perceived conflicts of interest which investors should consider in relation to an investment in a Manulife ETF. In particular, by virtue of these relationships, these registered dealers may profit from the sale and trading of Units. The Designated Broker, as market maker of the Manulife ETFs in the secondary market, may therefore have economic interests which differ from and may be adverse to those of Unitholders.

Any such registered dealer and its affiliates may, at present or in the future, engage in business with the Manulife ETFs, the issuers of securities making up the investment portfolio of the Manulife ETFs or 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.

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. The applicable Designated Broker and Dealers do not act as underwriters of any Manulife ETF in connection with the distribution of Units under this prospectus. Units of the Manulife ETFs 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 Manulife ETF to the applicable Designated Broker or Dealers. The Securities Regulatory Authorities have provided the Manulife ETFs with a decision exempting the Manulife ETFs from the requirement to include a certificate of any underwriter in the prospectus.

The Manager may at times have interests that differ from the interests of the Unitholders of a Manulife ETF. Where the Manager or its 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. See “Organization and Management Details of the Manulife ETFs – Independent Review Committee”.

Independent Review Committee

NI 81-107 requires all publicly offered investments funds, including the Manulife ETFs, to establish an IRC to whom the Manager must refer each conflict of interest matter for review or approval. NI 81-107 also requires the Manulife ETFs to establish written policies and procedures for dealing with conflict of interest matters, maintaining records in respect of these matters and providing assistance to the IRC in carrying out its functions. The IRC is required to be comprised of three independent members and will be subject to requirements to conduct regular assessments and provide reports to the Manager and to Unitholders in respect of its functions.

The Manager has established an IRC for its mutual funds and certain other investment funds, including the Manulife ETFs, in accordance with NI 81-107. The fees and expenses of the IRC are borne and shared by all of the Manager’s investment funds for which the IRC acts as the IRC on a pro rata basis (based on relative NAVs).

Each member of the IRC is independent of the Manager, the Manulife ETFs and any other party related to the Manager as the term is defined under NI 81-107. The current members of the IRC, and their principal occupations, are as follows:

Name and Municipality of Residence	**Principal Occupation**
R. Warren Law (Chair), Toronto, Ontario	Retired Financial Services Lawyer
Leslie Wood, Pickering, Ontario	Retired Financial Services Executive
Renée Piette*, Montreal, Quebec	Retired Financial Services Specialist

*Mrs. Piette became a member of the IRC on March 20, 2024. Mr. Rob Robson served as a member of the IRC until his resignation on April 30, 2024.

The IRC will prepare a report, at least annually, of its activities for Unitholders. Such reports will be available upon the Unitholder's request at no cost by calling the Manager at 1-888-588-7999, or by request to the Unitholder's dealer. Unitholders can also obtain a copy of such reports at the Manulife ETFs' designated website at www.manulifeim.ca or by sending an email request to manulifemutualfunds@manulife.ca.

Each member of the IRC receives $1,750 plus expenses for each meeting ($2,250 plus expenses in the case of the Chair) of the IRC as well as an annual retainer of $20,000 ($25,000 for the Chair). IRC members are also reimbursed for travel expenses in connection with meeting attendance. Other fees and expenses payable in connection with the IRC include insurance costs, legal fees, and attendance fees for educational seminars.

Trustee

Pursuant to the Declaration of Trust, the Manager is also the trustee of the Manulife ETFs. The Trustee may resign upon 90 days' notice to Unitholders and the Manager. The address of the Trustee where it principally provides services to the Manulife ETFs is 200 Bloor Street East, North Tower, Toronto, Ontario, M4W 1E5.

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

The Trustee must be removed if the Trustee ceases to (i) be resident in Canada for purposes of the Tax Act; (ii) carry out its function of managing the Manulife ETFs in Canada; or (iii) exercise the main powers and discretions of the Trustee in respect of the Manulife ETFs in Canada. If the Trustee resigns or if it becomes incapable of acting as trustee, the Manager may appoint a successor trustee prior to its resignation, and its resignation shall become effective upon the acceptance of such appointment by its successor. If no successor has been appointed within 90 days after the Trustee has provided the Manager with 90 days' notice of its intention to resign, the Manulife ETFs will be terminated, and the property of the Manulife ETF shall be distributed in accordance with the terms of the Declaration of Trust.

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

Custodian

CIBC Mellon Trust Company is the custodian of each Manulife ETF's assets pursuant to the Custodian Agreement. The Custodian is located in Toronto, Ontario. Pursuant to the Custodian Agreement, the Custodian is required to exercise its duties with the same degree of care, diligence and skill that a reasonably prudent person would exercise in the same circumstances, or, if higher, the degree of care, diligence and skill that the Custodian exercises in respect of its own property of a similar nature in its custody. Provided the Custodian has not breached its standard of care as set out in the Custodian Agreement, the Custodian shall not be responsible for the holding or control of any property of a Manulife ETF which is not directly held by the Custodian.

Under the Custodian Agreement, the Manager shall pay fees to the Custodian on behalf of the Manulife ETFs at such rate as determined by the parties from time to time and shall reimburse the Custodian for all reasonable expenses incurred in the performance of its duties under the Custodian Agreement. Each Manulife ETF shall also indemnify the Custodian or any of its officers, directors, employees or agents for any loss, damage or expense, including reasonable legal and expert's fees and expenses, arising in connection with the Custodian Agreement, except to the extent caused by a breach by the Custodian of its standard of care under the Custodian Agreement. The Manager and each Manulife ETF will be indemnified in certain circumstances as set out in the Custodian Agreement. Either party may terminate the Custodian Agreement upon at least 90 days' written notice or immediately if the other party becomes insolvent, makes an assignment for the benefit of creditors, a petition in bankruptcy is filed by or against that party and is not discharged within 30 days, or proceedings for the appointment of a receiver for that party are commenced and not discontinued within 30 days or if the other party is in material breach of the Custodian Agreement and such breach has not been remedied within a specified period after notice of such breach has been given by the terminating party.

Auditors

The auditors of the Manulife ETFs are Ernst & Young LLP located at its principal offices in Toronto, Ontario. The auditors of the Manulife ETFs may not be changed unless the IRC has approved the change and Unitholders have received at least 60 days' notice before the effective date of the change, or as otherwise required by Canadian Securities Legislation.

Registrar and Transfer Agent

TSX Trust Company, at its principal offices in Toronto, Ontario, is the Registrar and Transfer Agent for each Manulife ETF pursuant to registrar and transfer agency agreements entered into as of the date of the initial issuance of Units of each Manulife ETF.

Promoter

The Manager is the promoter of the Manulife ETFs within the meaning of Canadian Securities Legislation by reason of its initiative of organizing the Manulife ETFs. The promoter will not receive any benefits, directly or indirectly, from the issuance of securities offered hereunder other than as described under "Fees and Expenses".

Lending Agent

The Bank of New York Mellon, at its principal offices in New York, New York, acts as the Lending Agent for each Manulife ETF pursuant to a Securities Lending Authorization Agreement. Any Securities Lending Authorization Agreement may be terminated by the Manager or the Lending Agent upon, respectively, thirty (30) or sixty (60) days' written notice to the other at any time. Under a Securities Lending Authorization Agreement, the collateral posted by a securities borrower to a Manulife ETF will be required to have an aggregate value of not less than 102% of the market value of the loaned securities. In addition to the collateral held by the Lending Agent on behalf of a Manulife ETF, the Manulife ETF will also benefit from a borrower default indemnity provided by the Lending Agent. The Lending Agent's indemnity will provide for the replacement of a number of securities equal to the number of unreturned loaned securities, or for the payment to the Manulife ETF of the market value of the unreturned loaned securities, or for the payment to the Manulife ETF of the market value of the unreturned loaned securities.

Liquidity Risk Management

The Manulife ETFs are subject to a Liquidity Risk Management ("LRM") policy. The committee responsible for oversight of the LRM policy and related procedures is independent from the Manager's portfolio management functions and includes representatives from various departments, such as Risk Management, Compliance and Investment Product, each of whom has relevant subject matter expertise. The LRM policy is part of the broader risk management process applicable to Manulife ETFs, which includes documented internal policies pertaining to the measurement, stress testing, monitoring, mitigation and reporting of liquidity risks within each Manulife ETF.

Designated Website

An investment fund is required to post certain regulatory disclosure documents on a designated website. The designated website of the investment funds this document pertains to can be found at www.manulifeim.ca.

CALCULATION OF NET ASSET VALUE

The NAV on a Valuation Date will be equal to the aggregate fair value of the assets of the Manulife ETF less the aggregate fair value of the liabilities of the Manulife ETF, expressed in Canadian dollars at the applicable exchange rate on such date. The NAV per Unit of a class is calculated by adding up the assets of the Manulife ETF attributable to that class, subtracting the liabilities attributable to that class, and dividing the difference by the total number of Units of that class outstanding.

The NAV per Unit of a class is calculated in Canadian dollars in accordance with the rules and policies of the Canadian Securities Administrators or in accordance with any exemption therefrom that the Manulife ETF may obtain.

Valuation Policies and Procedures of the Manulife ETFs

The determination of NAV at any time will take into account the following:

(a) cash on hand or on deposit, bills, demand notes, accounts receivable, prepaid expenses, cash dividends received or receivable and interest accrued and not yet received, shall be deemed to be the face value thereof unless the Manager has determined that any such deposit, bill, demand note, account receivable, prepaid expense, cash dividend received or receivable or interest is not worth the full face value, in which event the value thereof shall be deemed to be such value as the Manager determines to be reasonable;

(b) bonds, debentures, notes, money market instruments and other obligations shall be valued by taking the average of the most recently available bid and asked quotations at the Valuation Time on the Valuation Date;

(c) any security which is listed or dealt in upon a stock exchange shall be valued at its current market value;

(d) any security which is not listed or dealt in upon a stock exchange shall be valued at the most recently available sale price on the Valuation Date, or if such sale price is unavailable, the average of the bid and asked quotations immediately prior to the Valuation Time on the Valuation Date shall be used;

(e) restricted securities shall be valued at the lesser of:

   i. the value thereof based on reported quotations in common use; and

   ii. that percentage of the market value of securities of the same class, the trading of which is not restricted or limited by reason of any representation, undertaking or agreement or by law, equal to the percentage that the Manulife ETF's acquisition cost was of the market value of such securities at the time of acquisition, as applicable, provided that a gradual taking into account of the actual value of the securities may be made where the date on which the restrictions will be lifted is known;

(f) purchased or written clearing corporation options, options on futures, over-the-counter options, debt-like securities and listed warrants shall be valued at the current market value thereof;

(g) where a covered clearing corporation option, option on futures or over-the-counter option is written, the premium received by the Manulife ETF shall be reflected as a deferred credit which shall be valued at an amount equal to the current market value of the clearing corporation option, option on futures or over-the-counter option that would have the effect of closing the position. Any difference resulting from revaluation shall be treated as an unrealized gain or loss on investment. The deferred credit shall be deducted in arriving at the NAV. The securities, if any, which are the subject of a written clearing corporation option or over-the-counter option shall be valued at their current market value;

(h) the value of a futures contract, forward contract or other Derivatives, such as swap contracts or options on financial futures, shall be the gain or loss with respect thereto that would be realized if, at the Valuation Time, the position in the futures contract, or the forward contract, as the case may be, were to be closed out in accordance with its terms, unless "daily limits" are in effect, in which case fair value shall be based on the current market value of the underlying interest;

(i) margin paid or deposited in respect of futures contracts and forward contracts shall be reflected as an account receivable and margin consisting of assets other than cash shall be noted as held as margin;

(j) translating amounts in a foreign currency to Canadian currency shall be based on the rate of exchange in effect on the applicable Valuation Date, as quoted by a recognized source, at the Manager's sole discretion;

(k) if any Valuation Date is not a business day in any jurisdiction which is relevant for the purposes of valuing investments of the Manulife ETFs, the prices or quotations as of the preceding business day in such jurisdiction shall be used for the purposes of such valuation;

(l) any security purchased, the purchase price of which has not been paid, shall be included for valuation purposes as a security held, and the purchase price, including brokers' commissions and other expenses, shall be treated as a liability of the Manulife ETF;

(m) any security sold, but not delivered, pending receipt of the proceeds, shall be excluded for valuation purposes as a security held, and the selling price, net of brokers' commissions and other expenses, shall be treated as an asset of the Manulife ETF; and

(n) 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.

Unless otherwise indicated, for purposes hereof, for all but options, "current market value" means the most recently available sale price applicable to the relevant security on the principal exchange on which it is traded immediately preceding the Valuation Time on the Valuation Date, provided that, if no sale has taken place on a Valuation Date, the average of the bid and asked quotations immediately prior to the Valuation Time on the Valuation Date shall be used. For options, "current market value" means the most recently available average of the bid and asked quotations on the principal exchange on which it is traded immediately preceding the Valuation Time on the Valuation Date.

For the purposes of the foregoing valuation policies, quotations may be obtained from any report in common use, or from a reputable broker or other financial institutions, provided always that the Manager shall retain sole discretion to use such information and methods as it deems to be necessary or desirable for valuing the assets of the Manulife ETFs, including the use of a formula computation.

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 under the circumstances and, if there is an industry practice, in a manner consistent with such industry practice for valuing such investment.

Pursuant to NI 81-106, investment funds calculate their net asset value using fair value for purposes of securityholder transactions. The Manager considers the policies above to result in fair valuation of the securities held by the Manulife ETFs in accordance with NI 81-106 and such policies have been approved by the Board of Directors of the Manager. Net assets of the Manulife ETFs will continue to be calculated in accordance with the rules and policies of the Canadian Securities Administrators or any exemption therefrom that the Manulife ETFs may obtain.

The Manulife ETFs are required to prepare their financial statements in accordance with International Financial Reporting Standards ("**IFRS**"). Calculating the net assets of the Manulife ETFs in accordance with IFRS for Financial Reporting allows the Manulife ETFs to, among other things, use a price within the bid-ask spread, which most represents fair value for the purposes of valuation of a security. In circumstances where the last traded price is not within the bid-ask spread, the Manager may determine the point within the bid-ask spread that is the most representative of the fair value of the security based on the specific facts and circumstances at hand. In case a reliable or timely value is not available, the fair value will be estimated using certain valuation techniques on such basis and in such manner as may be determined by the Manager.

Reporting of NAV

The NAV and NAV per Unit of a class will be calculated as of the Valuation Time on every Valuation Date. Such information will be provided by the Manager to Unitholders at no cost on request by calling toll-free at 1-888-588-7999 or via the Internet at manulifeim.ca.

ATTRIBUTES OF THE SECURITIES

Description of the Securities Distributed

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

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

Certain Provisions of the Units

Each Unit entitles the holder thereof to one vote at meetings of Unitholders and to participate equally with all other Units of the same class of the Manulife ETF with respect to all payments made to Unitholders, other than Management Fee Distributions and capital gains allocated and designated to a redeeming Unitholder, including distributions of net income and net realized capital gains and, on liquidation, to participate equally in the net assets of the Manulife ETF remaining after satisfaction of any outstanding liabilities that are attributable to Units of that class of the Manulife ETF. All Units will be fully paid, with no liability for future assessments, when issued and will not be transferable except by operation of law. Unitholders are entitled to require a Manulife ETF to redeem their Units of such Manulife ETF as outlined under the heading "Exchange and Redemption of Units – Redemption of Units of a Manulife ETF for Cash" and "Exchange and Redemption of Units – Exchange of Units of a Manulife ETF at NAV per Unit for Baskets of Securities and/or Cash".

Exchange of Units for Baskets of Securities

As set out under "Exchange and Redemption of Units – Exchange of Units of a Manulife ETF at NAV per Unit for Baskets of Securities and/or Cash", Unitholders may exchange the applicable PNU (or an integral multiple thereof) of a Manulife ETF 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 Manulife ETF for cash at a redemption price per Unit equal to 95% of the closing price for the applicable Units on the Exchange 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, less any applicable administrative fee determined by the Manager, in its sole discretion, from time to time. Because Unitholders will generally be able to sell Units at the market price on the Exchange 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

Any amendment to the Declaration of Trust that creates a new class of Units of a Manulife ETF will not require notice to existing Unitholders of the Manulife ETF unless such amendment in some way affects the existing Unitholders' rights or the value of their investment. An amendment such as the re-designation of Units of a Manulife ETF, or the termination of a class of Units of a Manulife ETF, which has an effect on a Unitholder's holdings will only become effective after 30 days' notice to Unitholders of the applicable classes of Units of the Manulife ETF.

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

Voting Rights in the Portfolio Securities

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

UNITHOLDER MATTERS

Meetings of Unitholders

Meetings of Unitholders of a Manulife ETF will be held if called by the Manager or upon the written request to the Manager of Unitholders of the Manulife ETF holding not less than 25% of the then outstanding Units of the Manulife ETF.

Matters Requiring Unitholder Approval

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

(i) the basis of the calculation of a fee or expense that is charged to the Manulife ETF or its Unitholders is changed in a way that could result in an increase in charges to the Manulife ETF or to its Unitholders, except where (a) the Manulife ETF 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;

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

(iii) the Manager is changed, unless the new manager of the Manulife ETF is an affiliate of the Manager;

(iv) the fundamental investment objective of the Manulife ETF is changed;

(v) the Manulife ETF decreases the frequency of the calculation of its NAV per Unit;

(vi) other than a Permitted Merger for which Unitholder approval is not required, the Manulife ETF undertakes a reorganization with, or transfers its assets to, another mutual fund, if the Manulife ETF ceases to continue after the reorganization or transfer of assets and the transaction results in the Unitholders of the Manulife ETF becoming securityholders in the other mutual fund;

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

(viii) any matter which is required by the constitutive documents of the Manulife ETF, by the laws applicable to the Manulife ETF or by any agreement to be submitted to a vote of the Unitholders.

In addition, the auditors of a Manulife ETF may not be changed unless the IRC of the Manulife ETF 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 Manulife ETF of any such matter will be given if a majority of the votes cast at a meeting of Unitholders of the Manulife ETF duly called and held for the purpose of considering the same approve the related resolution.

Amendments to the Declaration of Trust

If a Unitholder meeting is required to amend a provision of the Declaration of Trust, no change proposed at a meeting of Unitholders of a Manulife ETF shall take effect until the Manager has obtained the prior approval of not less than a majority of the votes cast at such meeting of Unitholders of the Manulife ETF.

Subject to any longer notice requirements imposed under securities legislation, the Trustee is entitled to amend the Declaration of Trust by giving not less than 30 days' notice to Unitholders of each Manulife ETF affected by the proposed amendment in circumstances where:

(a) securities legislation requires that written notice be given to Unitholders of that Manulife ETF before the change takes effect;

(b) the change would not be prohibited by securities legislation; or

(c) the Trustee reasonably believes that the proposed amendment has the potential to adversely impact the financial interests or rights of the Unitholders of that Manulife ETF, so that it is equitable to give Unitholders of that Manulife ETF advance notice of the proposed change.

All Unitholders of a Manulife ETF shall be bound by an amendment affecting the Manulife ETF from the effective date of the amendment.

The Trustee may amend the Declaration of Trust, without the approval of or prior notice to any Unitholders, if the Trustee reasonably believes that the proposed amendment does not have the potential to materially adversely impact the financial interests or rights of Unitholders of a Manulife ETF or that the proposed amendment is necessary to:

(a) ensure compliance with applicable laws, regulations or policies of any governmental authority having jurisdiction over a Manulife ETF or the distribution of its Units;

(b) remove any conflicts or other inconsistencies which may exist between any terms of the Declaration of Trust and any provisions of any applicable laws, regulations or policies affecting a Manulife ETF, the Trustee or its agents;

(c) make any change or correction in the Declaration of Trust which is a typographical correction or is required to cure or correct any ambiguity or defective or inconsistent provision, clerical omission or error contained therein;

(d) facilitate the administration of a Manulife ETF as a mutual fund trust or make amendments or adjustments in response to any existing or proposed amendments to the Tax Act or its administration which might otherwise adversely affect the tax status of a Manulife ETF or its Unitholders;

(e) protect the Unitholders of a Manulife ETF; or

(f) make any change or correction which is necessary or desirable for the purpose of bringing the Declaration of Trust into conformity with current market practice within the securities or investment fund industries or curing or correcting any administrative difficulty.

Permitted Mergers

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

(i) approval of the merger by the IRC;

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

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

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

Reporting to Unitholders

The fiscal year of each Manulife ETF is the calendar year. The annual financial statements of the Manulife ETFs will be audited by its auditors in accordance with Canadian generally accepted auditing standards. The auditors will be asked to report on the fair presentation of the annual financial statements in accordance with IFRS.

The Manager will ensure that the Manulife ETFs comply with all applicable reporting and administrative requirements, including preparing and issuing unaudited interim financial statements. Each Unitholder of a Manulife ETF, other than a Plan, will be mailed annually, within the first 90 days after the Manulife ETF's taxation year or such other time as required by applicable law, prescribed tax information with respect to amounts paid or payable by the Manulife ETF in respect of that taxation year of that Manulife ETF.

The Manager will keep adequate books and records reflecting the activities of the Manulife ETFs. A Unitholder or his or her duly authorized representative will have the right to examine the books and records of the Manulife ETFs during normal business hours at the offices of the Manager. Notwithstanding the foregoing, a Unitholder shall not have access to any information that, in the opinion of the Manager, should be kept confidential in the interests of the Manulife ETFs.

International Information Reporting

Pursuant to the Canada-United States Enhanced Tax Information Exchange Agreement 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 who are U.S. residents or U.S. citizens (including U.S. citizens who are residents and/or citizens of Canada), and certain other "U.S. Persons" as defined under the IGA (excluding Plans, as defined above under "Income Tax Considerations – Status of the Manulife ETFs", other than FHSAs), to the CRA. The CRA will then provide that information to the U.S. Internal Revenue Service.

Pursuant to the provisions of the Tax Act that implement the Organization for Economic Co-operation and Development Common Reporting Standard (the "CRS Provisions"), "Canadian financial institutions" (as defined in the CRS Provisions) 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. Such information is exchanged on a reciprocal, bilateral basis with the countries in which the account holders or such controlling persons are resident, where such countries have agreed to a bilateral information exchange with Canada under the Common Reporting Standard.

Under the IGA and related Canadian legislation in the Tax Act and under the CRS Provisions, Unitholders may be required to provide certain information regarding their investment in the Manulife ETFs to any applicable Canadian financial institution (for instance by completing a Declaration of Tax Residence or similar form) for the purpose of such information exchange, unless the investment is held within a Plan (other than an FHSA). On February 1, 2024, the CRA and the IRS signed a competent authority agreement stating that they intend to update an annex to the IGA to exclude FHSAs from being reportable accounts under the IGA. Under a proposed Tax Amendment, FHSAs would also be exempt from the CRS Provisions, although there can be no assurances that this amendment will be enacted.

TERMINATION OF THE MANULIFE ETFs

Subject to complying with applicable securities law, the Manager may terminate a Manulife ETF at its discretion. In accordance with the terms of the Declaration of Trust and applicable securities law, Unitholders of a Manulife ETF will be provided 60 days' advance written notice of the termination.

If a Manulife ETF is terminated, the Trustee is empowered to take all steps necessary to effect the termination of the Manulife ETF. Prior to terminating a Manulife ETF, the Trustee may discharge all of the liabilities of the Manulife ETF and distribute the net assets of the Manulife ETF to the Unitholders of the Manulife ETF.

Upon termination of a Manulife ETF, each Unitholder of the Manulife ETF shall be entitled to receive at the Valuation Time on the termination date out of the assets of the Manulife ETF: (i) payment for that Unitholder's Units at the NAV per Unit for that class of Units of the Manulife ETF determined at the Valuation Time on the termination date; plus (ii) where applicable, any net income and net realized capital gains that have been made payable to such Unitholder but that have not otherwise been paid to such Unitholder; less (iii) any applicable redemption charges and any taxes that are required to be deducted. Payment shall be made by cheque or other means of payment payable to such Unitholder and drawn on the Manulife ETF's bankers and may be mailed by ordinary post to such Unitholder's last address appearing in the registers of Unitholders of that Manulife ETF or may be delivered by such other means of delivery acceptable to both the Manager and such Unitholder.

The Trustee shall be entitled to retain out of any assets of a Manulife ETF, at the date of termination of the Manulife ETF, 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 Manulife ETF and the distribution of its assets to the Unitholders of the Manulife ETF. Out of the moneys so retained, the Trustee is entitled to be indemnified and saved harmless against all costs, charges, expenses, claims and demands.

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 NAV 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 Manulife ETF (on either a number of Units or fair market value basis) and the Manager shall inform the Registrar and Transfer Agent of the Manulife ETF of this restriction. The Manager may require declarations as to the jurisdictions in which a beneficial owner of Units is resident and, if a partnership, its status as a Canadian partnership. If the Manager becomes aware, as a result of requiring such declarations as to beneficial ownership or otherwise, that the beneficial owners of 40% of the Units of a Manulife ETF then outstanding (on either a number of Units or fair market value basis) are, or may be, non-residents and/or partnerships that are not Canadian partnerships, or that such a situation is imminent, the Manager may make a public announcement thereof. If the Manager determines that more than 40% of the Units of a Manulife ETF (on either a number of Units or fair market value basis) are beneficially held by non-residents and/or partnerships that are not Canadian partnerships, the Manager may send a notice to such non-residents and/or partnerships, chosen in inverse order to the order of acquisition or in such manner as the Manager may consider equitable and practicable, requiring them to sell their Units or a portion thereof within a specified period of not less than 30 days. If the Unitholders receiving such notice have not sold the specified number of Units or provided the Manager with satisfactory evidence that they are not non-residents or partnerships other than Canadian partnerships within such period, the Manager may on behalf of such Unitholders sell such Units and, in the interim, shall suspend the voting and distribution rights attached to such Units. Upon such sale, the affected holders shall cease to be beneficial holders of Units and their rights shall be limited to receiving the net proceeds of sale of such Units.

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

RELATIONSHIP BETWEEN THE MANULIFE ETFs AND THE DEALERS

The Manager, on behalf of a Manulife ETF, may enter into various agreements with registered dealers (that may or may not be Designated Brokers) pursuant to which the Dealers may subscribe for Units of the Manulife ETF as described under "Purchases 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 Manulife ETFs of their Units under this prospectus. Units of a Manulife ETF do not represent an interest or an obligation of the applicable 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 Manulife ETF to the applicable Designated Broker or Dealers. See "Organization and Management Details of the Manulife ETFs – Conflicts of Interest".

PRINCIPAL HOLDERS OF UNITS

CDS & Co., the nominee of CDS, is the registered owner of the Units of the Manulife ETFs, which it holds for various brokers and other persons on behalf of their clients and others. From time to time, a Designated Broker, Dealer, Manulife ETF 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 Manulife ETF.

PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD

Manulife IM Limited has established a proxy voting policy (the "**Proxy Voting Policy**") that has been designed to provide general guidance, in compliance with applicable legislation, for the voting of proxies. Generally, it is the Manager's duty to vote or not vote such proxies in the best interests of the Manulife ETF it advises and to avoid the influence of conflicts of interest. However, the Manager may refrain from voting where administrative or other procedures result in the costs of voting outweighing the benefits. The Manager may also refrain from voting if in its opinion abstaining or otherwise withholding its vote is in the best interests of the applicable Manulife ETF.

Issuer's proxies frequently contain proposals to elect corporate directors, to appoint external auditors and fix their compensation, to amend the capitalization of the company and to adopt or amend management compensation plans. Under Manulife IM Limited's Proxy Voting Policy, unless one of the limited exceptions applies, voting on these matters would occur in a manner consistent with the following:

(a) Board of directors – vote according to criteria that ensures directors elections and a board structure that encourages engaged and accountable leadership of a firm.

(b) Environmental and social proposals – expect companies to manage material environmental and social issues affecting their business, whether risks or opportunities, with a view towards long-term value preservation and creation.

(c) Shareholder rights – support management or shareholder proposals that protect or improve shareholder rights and oppose proposals that remove or curtail existing rights.

(d) Executive compensation – encourage companies to align executive incentives with shareholder interests when designing executive compensation plans through transparent, comprehensive and substantive disclosure regarding executive compensation that aids shareholder assessment of the alignment between executive pay and firm performance.

(e) Appointment of auditors and compensation – believe that an effective auditor will remain independent and objective in its review of company reporting. Firms should be transparent regarding auditor fees and other services provided by an auditor that may create conflict of interests.

(f) Changes in capital structure – believe firms should balance the need to raise capital and encourage investments with the rights and interests of the existing shareholder body.

Other issues, including those business issues specific to the issuer or those raised by securityholders of the issuer, are addressed on a case-by-case basis with a focus on the best interests of the Manulife ETF and the potential impact of the vote on securityholder value.

The Manager maintains records of all votes cast by the Manulife ETFs. The Manager publishes these records on an annual basis, on its website at manulifeim.ca. A copy of the Proxy Voting Policy is available on request by contacting the Manager toll-free at 1-888-588-7999.

MATERIAL CONTRACTS

The only contracts material to the Manulife ETFs are the Declaration of Trust and the Custodian Agreement and, in respect of the New Manulife ETFs, the amended and restated investment management agreement between the Manager and Manulife Investment Management (US) LLC.

Copies of the agreements referred to above may be inspected during business hours at the principal office of the Manager during the course of distribution of the Units offered hereby.

LEGAL AND ADMINISTRATIVE PROCEEDINGS

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

EXPERTS

The matters referred to under “Income Tax Considerations” and certain other legal matters relating to the securities offered hereby will be passed upon on behalf of the Manulife ETFs by Blake, Cassels & Graydon LLP.

The auditors of the Manulife ETFs, Ernst & Young LLP, Chartered Professional Accountants, Licensed Public Accountants, have consented to the use of their report dated May 3, 2024 contained herein for the New Manulife ETFs, and to the use of their report dated March 14, 2024 to the Unitholders of the Existing Manulife ETFs on the statements of financial position as at December 31, 2023 and 2022, and the statements of comprehensive income, statements of changes in net assets attributable to unitholders and statements of cash flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. Ernst & Young LLP has advised that it is independent with respect to the Manulife ETFs within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

EXEMPTIONS AND APPROVALS

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

(a) to permit a Unitholder to acquire more than 20% of the Units of a Manulife ETF through purchases on the Exchange without regard to the takeover bid requirements of applicable Canadian Securities Legislation. See “Purchases of Units – Buying and Selling Units of a Manulife ETF”;

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

(c) from certain requirements relating to holding illiquid assets under NI 81-102 with respect to fixed income securities that qualify for, and may be traded pursuant to, the exemption from the registration requirements of the *Securities Act of 1933*, as amended (the “US Securities Act”), as set out in Rule 144A of the US

Securities Act for the resales of certain fixed income securities ("144A Securities") to "qualified institutional buyers" (as defined in the US Securities Act). As 144A Securities may be considered restricted securities under NI 81-102, each Manulife ETF's holdings of 144A Securities would be subject to the limits on holdings of illiquid assets. With the relief, subject to some conditions, the Manulife ETFs can invest in 144A Securities without the need to factor these fixed income securities into the limits on holdings of illiquid assets under NI 81-102; and

(d) to invest up to 20% of its net assets in securities issued or guaranteed as to principal by any government or government agency (other than a government or agency of Canada, a province or territory thereof, or the United States, in which investment is unrestricted) or any permitted supranational agency (as defined in NI 81-102) provided the securities have a minimum credit rating of "AA" from Standard & Poor's or the equivalent rating by any other rating agency listed in NI 81-102. A Manulife ETF similarly can invest up to 35% of its net assets in the same type of debt securities with a minimum credit rating of "AAA". This approval is subject to conditions that:

   (i) these 20% and 35% limits above may not be combined for any one issuer;

   (ii) the securities purchased must be traded on a mature and liquid market; and

   (iii) the securities purchased must be consistent with the fundamental investment objectives of the Manulife ETF.

(e) from certain provisions under NI 81-102 to permit a Manulife ETF to invest more than 10% of its net assets in debt obligations issued or guaranteed by either Fannie Mae or Freddie Mac ("Fannie or Freddie Securities") by purchasing securities of an issuer, entering into a specified derivative transaction or purchasing index participation units, provided that: (a) such investments are consistent with the Manulife ETF's investment objective; (b) the Fannie or Freddie Securities or the corporate debt of Fannie Mae or Freddie Mac ("Fannie or Freddie Debt"), as applicable, maintain a credit rating assigned by Standard & Poor's Rating Services (Canada) or an equivalent rating assigned by one or more other designated rating organizations to a Fannie or Freddie Security or Fannie or Freddie Debt, as applicable, that is not less than the credit rating when assigned by such designated rating organization to the debt of the United States government of approximately the same term as the remaining term to maturity of, and denominated in the same currency as, the Fannie or Freddie Security or the Fannie or Freddie Debt, as applicable; and (c) such rating is not less than a credit rating of BBB- assigned by Standard & Poor's Rating Services or an equivalent rating by one or more other designated rating organizations.

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 exchange traded mutual fund securities within 48 hours after the receipt of a confirmation of a purchase of such securities. In several of the provinces and territories of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation, or for the non-delivery of the ETF Facts, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory.

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

DOCUMENTS INCORPORATED BY REFERENCE

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

(i) the most recently filed ETF Facts of the Manulife ETFs;

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

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

(iv) the most recently filed annual MRFP of the Manulife ETFs; and

(v) any interim MRFP of the Manulife ETFs filed after that most recently filed annual MRFP of the Manulife ETFs.

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

These documents are available at no cost on the Manager's website at manulifeim.ca or by contacting the Manager toll-free at 1-888-588-7999 or by email at manulifemutualfunds@manulife.ca. These documents and other information about the Manulife ETFs are available on the Internet at www.sedarplus.com.

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

INDEPENDENT AUDITOR'S REPORT

To: The Board of Directors of Manulife Investment Management Limited

Re: Manulife Smart Enhanced Yield ETF
Manulife Smart U.S. Enhanced Yield ETF

(together, the "**New Manulife ETFs**")

Opinion

We have audited the financial statement of each of the New Manulife ETFs, which comprise the statement of financial position as at May 3, 2024, and notes to the financial statement, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of each of the New Manulife ETFs as at May 3, 2024 in accordance with those requirements of International Financial Reporting Standards (IFRSs) relevant to preparing such financial statement.

Basis for Opinion

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

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

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

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

Those charged with governance are responsible for overseeing the New Manulife ETFs' financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statement

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

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

- Identify and assess the risks of material misstatement of the financial statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the New Manulife ETFs' internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the New Manulife ETFs' ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the New Manulife ETFs to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statement, including the disclosures, and whether the financial statement represent the underlying transactions and events in a manner that achieves fair presentation.

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

(Signed) "Ernst & Young LLP"

Chartered Professional Accountants, Licensed Public Accountants
Toronto, Ontario
May 3, 2024

STATEMENT OF FINANCIAL POSITION
MANULIFE SMART ENHANCED YIELD ETF

As at May 3, 2024

ASSETS	
Current Assets	
Cash	$25
Total Assets	$25
NET ASSETS ATTRIBUTABLE TO UNITHOLDERS PER CLASS	
1 Common Unit	$25
NET ASSETS ATTRIBUTABLE TO UNITHOLDERS PER UNIT	
1 Common Unit	$25

The accompanying notes are an integral part of this statement of financial position.

STATEMENT OF FINANCIAL POSITION
MANULIFE SMART U.S. ENHANCED YIELD ETF

As at May 3, 2024

ASSETS	
Current Assets	
Cash	$84
Total Assets	$84
NET ASSETS ATTRIBUTABLE TO UNITHOLDERS PER CLASS	
1 Hedged Unit	$25
1 Unhedged Unit	$25
1 USD Unit	$34
NET ASSETS ATTRIBUTABLE TO UNITHOLDERS PER UNIT	
1 Hedged Unit	$25
1 Unhedged Unit	$25
1 USD Unit (in USD)	$25

The accompanying notes are an integral part of this statement of financial position.

MANULIFE SMART ENHANCED YIELD ETF
MANULIFE SMART U.S. ENHANCED YIELD ETF

Notes to the Financial Statements

May 3, 2024

1. General Information

The Manulife Smart Enhanced Yield ETF and Manulife Smart U.S. Enhanced Yield ETF (the "New Manulife ETFs") are actively managed exchange traded mutual funds established under the laws of the province of Ontario, pursuant to the terms of the Declaration of Trust. Each New Manulife ETF is a mutual fund under the securities legislation of the provinces and territories of Canada. Manulife IM Limited is the trustee, manager and investment manager of the New Manulife ETFs and is responsible for the administration and portfolio management of the New Manulife ETFs. The principal office of the New Manulife ETFs and Manulife IM Limited is located at 200 Bloor Street East, North Tower, Toronto, Ontario, M4W 1E5.

These financial statements as at May 3, 2024 were authorized for issue by the Manager on May 3, 2024.

2. Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

2.1 Basis of Preparation

The financial statement of each New Manulife ETF has been prepared in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB), relevant to preparing a statement of financial position. The financial statement of each New Manulife ETF has been prepared under the historical cost convention.

2.2 Functional and Presentation Currency

The financial statement of each New Manulife ETF is presented in Canadian dollars, which is the functional and presentation currency of the New Manulife ETFs. For Manulife Smart U.S. Enhanced Yield ETF, the net asset value per unit for the USD units is stated in USD.

2.3 Financial Instruments

The New Manulife ETFs recognize financial instruments at fair value upon initial recognition, plus transaction costs in the case of financial instruments measured at amortized cost. Regular way purchases and sales of financial assets are recognized at their trade date.

Cash comprises amounts held in trust with the legal counsel of the New Manulife ETFs and is stated at fair value.

2.4 Classes of the Manulife ETFs

The New Manulife ETFs are authorized to issue an unlimited number of classes of redeemable, transferable units, each of which represents an undivided interest in the net assets of that New Manulife ETF (the "**Units**"). The Units are classified as financial liabilities in accordance with the requirements of International Accounting Standard 32, *Financial Instruments: Presentation*.

3. Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The carrying values of cash and the obligation of each New Manulife ETF for net assets attributable to holders of redeemable units approximate their fair values due to their short-term nature.

4. **Risks associated with financial instruments**

The New Manulife ETFs overall risk management program seeks to maximize the returns derived for the level of risk to which a New Manulife ETF is exposed and seeks to minimize potential adverse effects on the New Manulife ETF's financial performance.

4.1 Credit risk

The New Manulife ETFs are exposed to credit risk, which is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at May 3, 2024, the credit risk is considered limited as the cash balance was held in trust by the counsel to the New Manulife ETFs.

4.2 Liquidity risk

Liquidity risk is the risk that a New Manulife ETF will encounter difficulty in meeting obligations associated with financial liabilities. The New Manulife ETFs maintain sufficient cash on hand to fund anticipated redemptions.

5. **Capital Risk Management**

The capital of the New Manulife ETFs is represented by the net assets attributable to holders of Units. The amount of net assets attributable to holders of redeemable units can change.

6. **Units of the Manulife ETFs**

The New Manulife ETFs are authorized to issue an unlimited number of redeemable, transferable Units, each of which represents an undivided interest in the net assets of that New Manulife ETF.

Each Unit entitles the owner to one vote at meetings of Unitholders and is entitled to participate equally with all other Units of the New Manulife ETF with respect to all payments made to Unitholders, other than Management Fee Distributions, including distributions of net income and net realized capital gains and, on liquidation, to participate equally in the net assets of the New Manulife ETF remaining after satisfaction of any outstanding liabilities that are attributable to Units of the New Manulife ETF. All Units are fully paid, with no liability for future assessments, when issued and will not be transferable except by operation of law.

In accordance with the risk management policies in Note 4, the New Manulife ETFs endeavour to invest the subscriptions received in appropriate investments while maintaining sufficient liquidity to meet redemptions.

The Manager has initially purchased one Unit of each class of each New Manulife ETF.

7. **Management Fees and other expenses**

Each New Manulife ETF will pay an annual management fee (the "**Management Fee**") to the Manager equal to an annual percentage of the net asset value ("**NAV**") of that New Manulife ETF, calculated daily and payable monthly in arrears, plus applicable taxes. The Management Fee is based on a percentage of the NAV of each of the following New Manulife ETFs and is listed below:

Manulife New ETFs	**Management Fee**
Manulife Smart Enhanced Yield ETF	0.52% of NAV
Manulife Smart U.S. Enhanced Yield ETF	0.55% of NAV (Unhedged Units) 0.60% of NAV (Hedged Units) 0.55% of NAV (USD Units)

In addition to the Management Fee, each New Manulife ETF will pay for certain ordinary expenses incurred in connection with its operation and administration. Unless otherwise waived or reimbursed by the Manager, and subject to compliance with NI 81-102, it is expected that the expenses for each New Manulife ETF will include, as applicable, without limitation: all costs of portfolio transactions; expenses related to compliance with NI 81-107, including fees and expenses of the members of the IRC and premiums for directors' and officers' insurance coverage for the members of the IRC; fees and expenses relating to the voting of proxies by a third party; income taxes; sales taxes (including GST/HST); brokerage expenses and commissions; withholding taxes; the costs of complying with any new governmental or regulatory requirement introduced after the New Manulife ETF was established; and extraordinary expenses, such as expenses of any action, suit or other proceedings in which or in relation to which the Manager, the Custodian, the IRC and/or any of their respective officers, directors, employees, consultants or agents is entitled to indemnity by the New Manulife ETF.

The Manager is responsible for all other costs and expenses of the New Manulife ETFs, including the fees payable to third party service providers retained by the Manager, as applicable; trustee and custodial expenses; valuation, accounting and record keeping costs; audit fees; and legal expenses. Costs and expenses payable by the Manager, or an affiliate of the Manager, also include the initial organization costs of the New Manulife ETFs and the costs of prospectuses, ETF Facts, financial reporting, and other types of communications that the Manager is required to prepare for a New Manulife ETF so that the New Manulife ETF complies with all applicable laws.

CERTIFICATE OF THE MANULIFE ETFS, THE MANAGER AND PROMOTER

Dated: May 3, 2024

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

MANULIFE INVESTMENT MANAGEMENT LIMITED
(as trustee, promoter and manager and on behalf of the Manulife ETFs)

(Signed) “Leo Zerilli”
Leo Zerilli
Chief Executive Officer

(Signed) “Amish Lakhani”
Amish Lakhani
Chief Financial Officer

On behalf of the Board of Directors of Manulife Investment Management Limited

(Signed) “Trevor Kreel”
Trevor Kreel
Director

(Signed) “Stephanie Fadous”
Stephanie Fadous
Director