



BETASHARES FUNDS
PRODUCT DISCLOSURE STATEMENT

BETASHARES

S&P 500 YIELD MAXIMISER FUND
(MANAGED FUND)

ASX CODE: UMAX

(the "Fund")

BetaShares Capital Ltd
ABN 78 139 566 868 | AFSL 341181
Dated: 3 September 2014



BetaShares
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BETASHARES S&P 500 YIELD MAXIMISER FUND (MANAGED FUND)

ARSN: 169 906 530 | ASX CODE: UMAX

SUPPLEMENTARY PRODUCT DISCLOSURE STATEMENT

DATED: 25 NOVEMBER 2016
ISSUER: BETASHARES CAPITAL LTD
ABN: 78 139 566 868
AFS LICENCE: 341181

This supplementary product disclosure statement ("SPDS") is supplemental to the BetaShares S&P 500 Yield Maximiser Fund (managed fund) product disclosure statement dated 3 September 2014 (the "PDS").

The PDS and this SPDS should be read together.

A copy of this SPDS has been lodged with the Australian Securities and Investments Commission ("ASIC") on 25 November 2016. Neither ASIC nor ASX Limited takes any responsibility for the contents of this SPDS.

Terms defined in the PDS have the same meanings when used in this SPDS.

New Zealand Investors

The purpose of this SPDS is to replace the warning statement for New Zealand investors in the PDS with the warning statement prescribed in New Zealand's Financial Markets Conduct Regulations 2014. The inclusion of this information, together with compliance with certain other requirements, enables the Fund's Units to continue to be offered by the Responsible Entity in New Zealand under the mutual recognition scheme between Australia and New Zealand.

In the PDS, section 6.2.29 titled "Warning statement for New Zealand investors" is replaced with the following:

"6.2.29 Warning statement for New Zealand investors

The following disclosure is made to enable the Fund's Units to be offered by the Responsible Entity in New Zealand under the mutual recognition scheme between Australia and New Zealand:

1. This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.
2. This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the offer must be made.
3. There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.
4. The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.
5. Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.
6. The taxation treatment of Australian financial products is not the same as for New Zealand financial products.
7. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

Currency exchange risk

1. The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.
2. If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

Trading on financial product market

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

Dispute resolution process

The dispute resolution process described in this offer document is available only in Australia and is not available in New Zealand.”

IMPORTANT INFORMATION

About this PDS

This Product Disclosure Statement (**PDS**) is dated 3 September 2014.

BetaShares Capital Ltd ABN 78 139 566 868 AFS Licence 341181 is the issuer of this PDS and is responsible for its contents. In this PDS references to the "Responsible Entity", "BetaShares", "we", "our" and "us" refer to BetaShares Capital Ltd.

This PDS is the offer document for the following registered managed investment scheme: BetaShares S&P 500 Yield Maximiser Fund (managed fund) (ARSN 169 906 530) (the "Fund"). A copy of this PDS has been lodged with the Australian Securities and Investments Commission (**ASIC**) on 3 September 2014. Neither ASIC nor ASX Limited takes any responsibility for the contents of this PDS.

No applications for Units in the Fund will be accepted until the exposure period for the Fund has expired. The exposure period for the Fund expires seven days after lodgement of this PDS with ASIC, subject to possible extension by ASIC for a further period of up to seven days.

At the time of lodgement of this PDS with ASIC, the Units in the Fund are yet to be quoted for trading on the ASX. An application has been made to the ASX for Units in this fund issued pursuant to this PDS to be quoted for trading on the ASX under the AQUA Rules.

A copy of the latest PDS for the Fund is available on the BetaShares website at www.betashares.com.au or by contacting BetaShares on (02) 9290 6888. A paper copy will be provided free of charge on request.

The offer

The offer under this PDS is for persons who have been authorised as 'trading participants' under the ASX Operating Rules. Certain sections of the PDS (particularly those relating to applications for and redemptions of Units in the normal course) are of direct relevance to such persons only.

Other investors cannot apply for Units under this PDS, but can buy Units on the ASX through a stockbroker, or via a financial adviser. Such investors may use this PDS for information purposes only.

The offer to which this PDS relates is available to Authorised Participants receiving the PDS (electronically or otherwise) in Australia.

This PDS does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would be unlawful to make such an offer. Units have not been registered under the United States Securities Act of 1933 (as amended) and except in a transaction which does not violate such Act, may not be directly or indirectly offered or sold in the United States of America or any of its territories or for the benefit of a US Person (as defined in Regulation S of such Act)

PDS updates

Information in this PDS that is not materially adverse to investors is subject to change from time to time and may be updated by the Responsible Entity by publishing such information on the BetaShares website at www.betashares.com.au. A paper copy of any updated information will be provided free of charge on request. Any new or updated information that is materially adverse to investors will be available to investors via a supplementary or new PDS accessible via the ASX Market Announcements Platform.

Risks

An investment in the Units is subject to risk (refer to section 4), which may include possible delays in repayment and loss of income and capital invested.

None of BetaShares Holdings Pty Ltd, BetaShares, or any of their related entities, directors or officers gives any guarantee or assurance as to the performance of, or the repayment of capital or income reinvested in, the Fund. BetaShares Holdings Pty Ltd and its related entities may invest in, lend to or provide other services to the Fund.

Not personal advice

This PDS is prepared for general information only and is not financial product advice. It is not intended to be a recommendation by the Responsible Entity, any of the Responsible Entity's associates or any other person to invest in the Fund. In preparing this PDS, the Responsible Entity did not take into account the investment objectives, financial situation or particular needs of any particular person. Before making an investment decision, investors need to consider whether an investment in the Fund is appropriate to their needs, objectives and circumstances.

Investors should consult a professional financial adviser and ensure they understand the risks of the Fund before investing.

Definitions

Certain terms used in this PDS are defined in the Glossary in section 8.

For further details on BetaShares Funds, please contact a stockbroker or financial adviser or visit www.betashares.com.au.

PRODUCT DISCLOSURE STATEMENT

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1 KEY FEATURES

1.1 ABOUT THE FUND

The BetaShares S&P 500 Yield Maximiser Fund (the “Fund”) is a managed investment fund whose units trade on the ASX, much like ordinary shares.

The Fund aims to provide investors with exposure to a basket of 500 large capitalisation U.S. equities that provides regular income, the potential for some capital growth and a reduced overall volatility of returns.

The Fund will seek to achieve these objectives by combining an investment portfolio that provides exposure to the equity securities that make up the S&P 500 Index (the “Index”) along with call options written on the Fund’s exposure to the Index.

In addition, because the Units of the Fund will be quoted on the ASX, investors can benefit from simple trading of their investment, including the ability to buy and sell during the course of the trading day, much like ordinary shares.

The Fund carries certain investment risks. For information on the risks applicable to the Fund, see section 4.

1.2 SUMMARY OF KEY INFORMATION

The following table briefly summarises some of the key information contained in this PDS. It is not a complete summary of this PDS and you should read the PDS in its entirety. You should seek your own professional investment advice before deciding to invest in the Fund.

TABLE 1.2: SUMMARY OF KEY INFORMATION

TOPIC	SUMMARY	SECTION
Investment objective	<p>The investment objective of the Fund is to provide Unitholders with:</p> <ul style="list-style-type: none"> • regular income that exceeds the dividend yield of a portfolio of 500 large capitalisation U.S. equities (as represented in the S&P 500 Index); • the potential for some capital growth; and • lower volatility of returns than a portfolio of 500 large capitalisation U.S. equities (as represented in the S&P 500 Index). <p>There is no assurance or guarantee that the returns of the Fund will meet its investment objective.</p>	2.1
Investing	<p>The offer in this PDS is only available to Authorised Participants.</p> <p>Units can only be acquired in multiples of 100,000 under this PDS unless the Responsible Entity agrees otherwise. Every 100,000 Units represents one “Creation Unit”.</p> <p>Application amounts must be in the form of a parcel of quoted securities selected by the Responsible Entity from time to time which generally corresponds to the composition of the Fund’s Share Portfolio, together with any balancing cash payment, unless the Responsible Entity agrees to accept a cash application. Applications are subject to an application fee described in section 3.</p> <p>Units will be quoted on the ASX. Once quoted (and subject to market conditions), investors may purchase Units by trading on the ASX. The purchase of Units on the ASX is not governed by the terms of this PDS and therefore the minimum investment does not apply to purchases of Units on the ASX.</p>	5
Redemptions	<p>A Unitholder can generally only redeem Units if it is an Authorised Participant who is an Australian Resident.</p> <p>Units can only be redeemed in multiples of 100,000 under this PDS unless the Responsible Entity agrees otherwise.</p> <p>The amount payable to a Unitholder on redemption must be in the form of a parcel of quoted securities selected by the Responsible Entity from time to time which generally corresponds to the composition of the Fund’s Share Portfolio, together with any balancing cash payment, unless the Responsible Entity agrees to a cash redemption.</p> <p>In certain specified circumstances, redemption requests may be delayed, rejected or scaled down. See section 6.2.8 and 6.2.9 for further information.</p>	5, 6.2.8, 6.2.9

TOPIC	SUMMARY	SECTION
	<p>Units will be quoted on the ASX. Once quoted (and subject to market conditions), investors may sell their Units by trading on the ASX. The sale of Units on the ASX is not governed by the terms of this PDS and therefore the minimum redemption does not apply to sales of Units on the ASX.</p> <p>A Unitholder who is not an Authorised Participant can only redeem Units in the special circumstances described in section 5.6.</p>	
Distributions	The Responsible Entity intends to pay regular distributions, at least quarterly (assuming there is distributable income).	2.2
Risks	<p>There are a number of risks associated with investing in the Fund. The key risks include the following:</p> <ul style="list-style-type: none"> • There is no guarantee that the Fund's investment strategy will be successful or that the investment objective will be achieved. • The Fund's investment returns will be influenced by the performance of the U.S. market as a whole. Changes in U.S. share prices, which may be volatile and fluctuate from day to day, may result in a loss in the value of Units. • The strategy of writing call options over the Fund's exposure to the Index will have the effect of limiting the upside potential of the Fund (while also reducing the downside risk) relative to an investment that only provides exposure to the performance of the securities that comprise the Index. • The Australian dollar value of the Fund's assets, which are denominated in U.S. dollars, will increase or decrease as a result of fluctuations in the exchange rate between the U.S. dollar and the Australian dollar. • The use of derivatives carries certain risks and can cause the Fund to incur losses. Derivatives will not be used for the purpose of leveraging the Fund. • In certain circumstances, the Responsible Entity can suspend or scale down applications or redemptions. • Although the Units will be quoted on the AQUA market of the ASX, there can be no assurance that there will be a liquid market for Units, and no assurance that there will be a liquid market for the Fund's investments. • The trading price of Units on the ASX may differ from the Net Asset Value per Unit. • The lack of an operating history for the Fund. <p>This is not a comprehensive summary of all the risks of investing in the Fund. Before investing, investors should carefully consider the risks associated with an investment in the Fund and obtain financial advice on whether an investment in the Fund is suitable for their objectives, financial situation and needs.</p> <p>For further details on the risks of investing, see section 4.</p>	4
Management costs	<p>Management fee: 0.59% p.a. of the Fund's Net Asset Value.</p> <p>Expense recoveries: Capped at 0.20% p.a. of the Fund's Net Asset Value.</p> <p>Certain additional fees and costs apply. The applicable fees and costs are described in detail in section 3 of this PDS.</p>	3
Tax	Tax information of a general nature is set out in section 7. Investors should seek their own professional tax advice which takes into account their particular circumstances.	7
Complaints	The Responsible Entity has a process in place to deal with complaints from Unitholders.	6.2.23
Responsible Entity	BetaShares Capital Ltd is the responsible entity of the Fund and is the issuer of this PDS.	1.3

1.3 ABOUT THE RESPONSIBLE ENTITY

BetaShares Capital Ltd is the responsible entity of the Fund and is responsible for the ongoing management of the Fund.

The Responsible Entity is a wholly-owned subsidiary of BetaShares Holdings Pty Ltd, which is an Australian asset management business located in Sydney. BetaShares Holdings Pty Ltd was established in 2009 to be a specialist provider of fund products that are exchange traded. The Responsible Entity launched its first funds in 2010. As at the date of this PDS, it acts as responsible entity for 15 funds (including the Fund) whose units are, or are expected to be, quoted for trading on the Australian Securities Exchange under the AQUA Rules. These funds provide exposure to the performance of specific equity strategies, equity indices, currencies, commodities or commodity indices. The primary focus of the Responsible Entity's business is the operation of funds that are exchange traded.

Horizons ETFs Management (Canada) Inc. ("Horizons ETFs"), a leading exchange traded fund ("ETF") issuer based in Canada, is an indirect shareholder in BetaShares Holdings Pty Ltd. As at 31 July 2014, Horizons ETFs, together with its subsidiary AlphaPro Management Inc., managed approximately US\$4.4 billion in assets with 70 ETFs listed on the Toronto Stock Exchange, making it one of the largest families of ETFs in Canada.

Horizons ETFs is a member of the Mirae Asset Global Investments Group. Mirae Asset Global Investments Co., Ltd., which is the international asset management business within Mirae Asset Financial Group, is one of Asia's largest asset management firms, managing over US\$64 billion in assets globally as of 31 July 2014.

The directors of the Responsible Entity and details of their qualifications and experience as at the date of this PDS are:

David Nathanson: David is a Managing Director of BetaShares Capital Ltd and BetaShares Holdings Pty Ltd. He has approximately 17 years experience in the financial services and legal industries in Sydney and New York at firms including Goldman, Sachs & Co, Macquarie Bank and Freehills. He is a director of Apex Capital Partners Pty Ltd, an advisory and investment firm based in Sydney. He holds a Bachelor of Commerce and a Bachelor of Laws from University of NSW, and an MBA from Stanford Business School.

Alex Vynokur: Alex is a Managing Director of BetaShares Capital Ltd and BetaShares Holdings Pty Ltd. He has approximately 12 years experience in the funds management, investment and legal industries. Alex was involved in the establishment and development of several leading Australian financial services businesses including Pengana Capital and Centric Wealth. He is a director of Apex Capital Partners Pty Ltd, an advisory and investment firm based in Sydney. He was previously a lawyer at Baker & McKenzie. He holds a Bachelor of Commerce and a Bachelor of Laws from University of NSW.

Howard Atkinson: Howard is President and Director of Horizons ETFs Management (Canada) Inc.. He has 27 years of investment industry experience. Prior to Horizons ETFs, Howard was responsible for iShares' Exchange Traded Products business in Canada, and held positions with a national investment dealer and major mutual fund companies in Canada. He is a past President of the Toronto CFA Society board of directors, a CFA Charterholder and holds the ICD.D designation from the Institute of Corporate Directors. He is current chair of the Canadian ETF Association and a member of the S&P/TSX Canada Index Advisory Panel. He holds a Bachelor of Science, Economics from University of New Orleans.

Adam Felesky: Adam is Chief Executive Officer and Director of Horizons ETFs Management (Canada) Inc.. In addition to managing

one of the largest families of exchange traded funds listed on the Toronto Stock Exchange, Horizons ETFs is the majority owner of AlphaPro Management Inc., which was the first to offer a family of actively managed exchange traded funds in Canada. Prior to founding Horizons ETFs, Adam worked at JPMorgan in New York. Previously, he worked in investment banking for JPMorgan Canada and CIBC World Markets. He holds a Bachelor of Engineering and Bachelor of Arts in Political Science from McMaster University.

The Responsible Entity has sufficient working capital to enable it to operate the Fund as outlined in this PDS.

1.4 AQUA MARKET OF THE ASX

Application has been made to admit the Units to trading status on the ASX under the AQUA Rules. The AQUA Rules form part of the ASX Operating Rules. The Fund will not be listed on the ASX under the ASX Listing Rules.

The AQUA Rules have been designed to offer greater flexibility and are specifically designed for managed funds, exchange traded funds and structured products.

Since many investors may be more familiar with the ASX Listing Rules, it is important to note the main differences between the AQUA Rules and the ASX Listing Rules.

1.4.1 Trading status

In operational terms, the market for products quoted under the AQUA Rules operates in the same way that it does for listed equities, with continuous matching of bids and offers and an opening and closing auction.

1.4.2 AQUA Rules: fundamental difference

The key distinction between products admitted under the ASX Listing Rules and those quoted under the AQUA Rules is the level of control and influence that the issuer has over the value of the underlying assets of the entity.

Under the ASX Listing Rules, listed equity securities typically reflect the value of the business operated by the issuer. By contrast, the value of a product quoted on AQUA typically reflects the performance of the underlying assets.

1.4.3 Key specific differences between the ASX Listing Rules and the AQUA Rules

Due to the different nature of shares listed under the ASX Listing Rules and AQUA Products quoted under the AQUA Rules, the requirements relating to AQUA Products differ from those relating to products listed under the ASX Listing Rules. The key differences for AQUA Products are as follows:

1. *Continuous disclosure* – the continuous disclosure requirements for AQUA issuers are different to those under the ASX Listing Rules because of the nature and regulation of the underlying asset. There is a requirement under the AQUA Rules that an AQUA Product issuer provide the ASX with any information the non-disclosure of which may lead to the establishment of a false market in the products or would materially affect the price of its products. The Responsible Entity must also disclose information about distributions to the ASX. Additionally, the Responsible Entity will comply with the *Corporations Act* continuous disclosure requirements under section 675 as if the Fund were an unlisted disclosing entity under the *Corporations Act*. This broadly means that if the Responsible Entity becomes aware of information that is not generally available to investors and that would be expected to have a material effect on the price of Units, it must provide the information to ASIC as soon as practicable. The Responsible Entity intends to make disclosure to ASX and market

participants using the Market Announcements Platform of the ASX at the same time information is disclosed to ASIC. The Responsible Entity also intends to post any such information on its website www.betashares.com.au at the same time.

2. *Periodic disclosure* – AQUA Product issuers are not required to disclose half yearly and annual financial information or annual reports to ASX, but the Responsible Entity will still lodge these with ASIC in respect of the Fund as required by chapter 2M of the *Corporations Act*.

3. *Spread requirements* – The requirements under the ASX Listing Rules that issuers satisfy certain minimum spread requirements (i.e. a minimum number of holders each having a minimum parcel size) do not apply to AQUA Products. Under the AQUA Rules, unless and until a suitable spread of holders is achieved, an AQUA Product Issuer must ensure a reasonable bid and volume is maintained for the AQUA Product on the ASX, generally through the appointment of a market maker, or have in place other arrangements which meet ASX's requirements for providing liquidity.

4. *Corporate control* – the ASX requirements in relation to matters such as takeover bids, share buy-backs, change of capital, new issues, restricted securities, disclosure of directors' interests and substantial holdings are not relevant and do not apply to AQUA

Products. The Responsible Entity is subject to general *Corporations Act* requirements in respect of some of these matters in some circumstances. Unlike the responsible entity of a managed investment scheme listed under the ASX Listing Rules, the Responsible Entity can only be replaced by a resolution passed by the votes of at least 50% of the votes that may be cast by Unitholders entitled to vote on the resolution. The *Corporations Act* provisions that apply to takeovers and substantial shareholding requirements for listed managed investment schemes do not apply to AQUA Products.

5. *Related party transactions* – ASX requirements relating to transactions between an entity and persons in a position to influence the entity, do not apply to AQUA Products. However, *Corporations Act* requirements (i.e. Chapter 2E and Part 5C.7 of the *Corporations Act*) in this regard applicable to public companies and registered managed investment schemes will still apply to the Responsible Entity.

6. *Auditor rotation obligations* – AQUA Product issuers, including the Responsible Entity, will not be subject to the requirements in Division 5 of Part 2M.4 of the *Corporations Act* in relation to auditor rotation.

2 ABOUT THE FUND

2.1 INVESTMENT POLICY

2.1.1 Investment objective

The investment objective of the Fund is to provide Unitholders with:

- regular income that exceeds the dividend yield of a portfolio of 500 large capitalisation U.S. equities (as represented in the S&P 500 Index);
- the potential for some capital growth; and
- lower volatility of returns than a portfolio of 500 large capitalisation U.S. equities (as represented in the S&P 500 Index).

There is no assurance or guarantee that the returns of the Fund will meet its investment objective.

2.1.2 Investment strategy

The Responsible Entity will aim to achieve the investment objective by combining:

- an investment portfolio that provides exposure to the equity securities that make up the S&P 500 Index (the "Share Portfolio"); and
- generally selling (also known as "writing") call options on up to 100% of the Fund's exposure to the S&P 500 Index.

Share Portfolio

The Share Portfolio will provide exposure to U.S. listed securities as represented in the S&P 500 Index. The Fund will either hold all or a representative sample of these securities directly, or it will obtain this exposure by holding shares or units of one or more exchange traded funds that have an investment objective of providing returns that generally correspond to, or closely track, the performance of the S&P 500 Index (each a "U.S. Index ETF").

As at the date of this PDS, the Responsible Entity intends to obtain the Share Portfolio's exposure by investing in one or more U.S. Index ETFs. The Responsible Entity will only invest in U.S. Index ETFs that are listed for trading on a major North American stock exchange, have a minimum fund size of US\$5 billion, and obtain their investment exposure substantially through direct investment in a portfolio of shares as represented in the Index. Eligible U.S. Index ETFs as at the date of this PDS include the Vanguard S&P 500 ETF (code: VOO), SPDR S&P 500 ETF (code: SPY) and iShares Core S&P 500 ETF (code: IVV), each of which is listed on the NYSE Arca exchange and is registered under the U.S. Investment Company Act.

The S&P 500 Index measures the performance of the large capitalisation sector of the U.S equity market. It is a capitalization-weighted index from a broad range of industries chosen for market size, liquidity and industry group. Please see section 2.1.5 for further information about the Index.

The Share Portfolio aims to provide exposure to the underlying securities in the S&P 500 Index in a way that will generally mirror the weighting of the security within the Index.

The Responsible Entity expects the Index to undergo quarterly rebalances in March, June, September and December, and it may

undergo periodic unscheduled rebalances at other times. The exposure provided by the Share Portfolio will similarly adjust in response to any rebalance in the Index.

The Share Portfolio aims to generate dividends and capital growth.

Writing Call Options

In addition to the Share Portfolio, the Responsible Entity will write call options on up to 100% of the Fund's exposure to the S&P 500 Index. The call options will generally be written with terms of less than three months and strike prices that are generally "out-of-the-money" i.e. expected to be approximately 2% to 5% above the then current level of the Index, subject to the prevailing levels of volatility.

Call options sold by the Fund will be limited to exchange-traded options. The Fund may use index options, options on any of the U.S. Index ETFs held in the Share Portfolio or options on index futures.

Under an index call option, the Fund will sell to the buyer of the option, for a premium, the right to buy the value of the underlying index (i.e. the S&P 500 Index) at a stated exercise price (or "strike price"). A call option of this kind partially hedges against a decline in the value of the Index to the extent of the premiums received by the Fund at the time the options are written by the Fund.

By writing such call options, the Fund will receive option premiums, which are generally paid to the Fund at the time of the writing of the option. If at expiry of the call option, the value of the Index is above the strike price, the buyer of the option may exercise the option and the Fund will be obligated to pay a cash settlement amount to the buyer (being the difference between the call's strike price and the exercise settlement value of the Index). If, however, the option is "out-of-the-money" at expiration of the call option, the option will expire worthless. In each case, the Fund will retain the option premium.

The amount of the option premium depends upon, among other factors, the expected volatility of the value of the Index. The higher the expected volatility, the higher the option premium. In addition, the amount of the option premium will depend upon the difference between the strike price of the option and the value of the Index at the time the option is written. The smaller the difference, the more likely it is that the option will become "in-the-money" during the term and, accordingly, the greater the option premium.

While the receipt of call option premiums provides an additional source of income for the Fund and provides a partial hedge against a decline in the value of the Share Portfolio (thereby reducing the volatility of returns), by writing call options the Fund forgoes potential returns resulting from any price appreciation of the Index above the strike price. The strategy therefore reduces the downside risk, but also limits the upside potential.

A rebalance of the Index on any particular day would generally not directly affect the value of the Fund's call option positions or require an adjustment to the option positions.

Selling call options over an individual security (such as a share or U.S. Index ETF) is similar to selling index call options, except that the exercise of an option over an individual security (during the term of the option or at expiry, depending on the type of option) involves the buyer of the option purchasing the underlying security from the seller

of the option, at the agreed strike price, rather than a cash settlement.

While the Responsible Entity does not intend to do so at the date of this PDS, if the Fund invests directly in the securities represented in the Index, the Fund may write exchange-traded call options on some or all of the individual securities that comprise the Index, if it believes this may assist the Fund in achieving its investment objective. In such cases, the Responsible Entity would seek to write call options on up to 100% (but not more) of the securities in the Share Portfolio. When the composition of the Share Portfolio changes (e.g. to reflect a rebalance in the Index), the options position maintained by the Fund would be rebalanced. For example, if a new equity security was added to the Index, new call options would generally be written in line with the new composition of the Share Portfolio. Similarly, if an equity security was deleted from the Index, existing call options over that security would be closed out in line with the new composition of the Share Portfolio.

In all cases, the level of call option writing may vary based on market volatility and other factors.

Currency Exposure

As the Fund's assets will be denominated in U.S. dollars, the Australian dollar value of the assets will increase or decrease as a result of exchange rate fluctuations. As at the date of this PDS, the Responsible Entity does not intend to hedge the Fund's currency exposure, but reserves the right to do so at any time by providing at least 30 days' prior notice via the ASX Market Announcements Platform.

Other Investment Methods

The Responsible Entity will not enter into any borrowing, or use any other instrument (including derivatives), for the purposes of leveraging or gearing the Fund. The Responsible Entity will also not engage in any securities lending in connection with the Fund.

However, certain of the U.S. Index ETFs may, to a limited extent, invest in derivatives, such as futures, options and swaps, for the purpose of more efficiently obtaining investment exposure. Such instruments are not used for the purpose of speculation or for leveraging investment returns. They may also engage in securities lending to institutional investors with the aim of enhancing investment returns, subject to U.S. regulations which limit the amount of securities which may be lent, require the borrower to pledge and maintain collateral with the U.S. Index ETF and to redeliver the securities upon request within the normal settlement time.

Cash balances will be held in the Fund from time to time (including dividends and call option premiums received by the Fund).

The assets of the Fund, whether securities or cash, will be held by the custodian except where securities or cash may need to be delivered as collateral or margin for the Fund's options positions.

Investment Manager

The Responsible Entity has appointed Horizons ETFs Management (Canada) Inc. ("Horizons ETFs") to provide investment management services in connection with the Fund. As investment manager, Horizons ETFs will establish the Fund's portfolio of equity securities and options and on an ongoing basis make changes to the composition of the portfolio consistent with the Fund's investment strategy.

Horizons ETFs has significant experience in managing equity income strategies similar to that of the Fund. As at 31 July 2014, Horizons

ETFs managed approximately US\$525 million (out of its total assets under management of approximately US\$4.4 billion) in twelve ETFs traded on the Toronto Stock Exchange, New York Stock Exchange and ASX offering exposure to equities and commodities, and in each case using a strategy similar to that which will be employed by the Fund.

Since 2012, Horizons ETFs has provided investment advisory services for BetaShares Australian Top 20 Equity Yield Maximiser Fund (managed fund), an ASX exchange traded managed fund for which the Responsible Entity also acts as responsible entity and that uses a similar investment strategy to that which will be employed by the Fund.

Horizons ETFs is registered with the Ontario Securities Commission in the category of portfolio manager. Horizons ETFs' office is located in Toronto, Canada.

Horizons ETFs has an indirect ownership interest in the Responsible Entity's parent company (see section 1.3) and Horizons ETFs is therefore considered a related party of the Responsible Entity. The appointment of Horizons ETFs is on arms-length terms. The fees for Horizons ETFs' services will be an expense of the Fund subject to the expense recovery cap set out in section 3.3.1.

2.1.3 The composition of the Share Portfolio

The Share Portfolio will provide exposure to the equity securities represented in the S&P 500 Index. The underlying exposure of the Share Portfolio to each security will generally mirror the weighting of the security within the Index.

The composition of the Share Portfolio, along with the options positions, will be published daily on the "Resources" tab of the Fund's product page on the BetaShares website at www.betashares.com.au.

2.1.4 How is the Fund's strategy expected to perform in different market conditions?

The Fund's strategy would be expected to outperform a strategy that was confined to holding the Share Portfolio only (and that does not employ a call option strategy as outlined in this PDS), in falling, flat and gradually rising markets. However, the Fund's strategy can be expected to underperform in a strongly rising market, as the Fund can be expected to forgo any potential gains from exposure to the equity securities comprising the Index above the strike prices of the call options, thereby limiting the capital growth potential of the Fund.

2.1.5 About the S&P 500 Index

S&P Dow Jones Indices is the provider of the S&P 500 Index. Created in 1957, the S&P 500 was the first U.S. market-cap-weighted stock market index. The Index includes 500 of the top companies in leading industries of the U.S. economy. Focusing on the large-cap segment of the market, the S&P 500 covers approximately 80% of available U.S. market capitalisation.

The Responsible Entity has no control over, or responsibility for, the composition, calculation or availability of the Index.

Further information about S&P Dow Jones Indices and the Index is available at www.standardandpoors.com.

2.1.6 Environmental, social and ethical considerations

The Responsible Entity does not take into account labour standards or environmental, social or ethical considerations when selecting, retaining or realising investments.

2.1.7 Performance

Performance information for the Fund and the Net Asset Value for the Fund will be published on the BetaShares website at www.betashares.com.au. Information relating to past performance is not a reliable indicator of future performance. At the date of this PDS, the Fund has no material assets or liabilities and no performance information is available because the Fund is a new fund.

2.1.8 Changes to investment objectives and strategy

The Responsible Entity may from time to time vary the investment mandate (i.e. the investment objective, strategy and guidelines as described in sections 2.1.1 and 2.1.2) for the Fund as set out in this PDS.

Where required by the ASX Operating Rules, the Responsible Entity will not make any significant change to the investment mandate of the Fund described in this PDS without first obtaining the approval of a resolution of the Unitholders of the Fund passed by at least 75% of the votes cast.

Any significant change to the investment mandate will be notified to investors and potential investors via a supplementary or new PDS accessible through the ASX Market Announcements Platform.

2.2 DISTRIBUTIONS

The Fund intends to pay regular distributions, at least quarterly, based on, among other things, dividends received from the Share Portfolio and income in relation to the call options, after allowing for fees and expenses. The Fund may also realise capital gains or losses on the disposal of securities, or derive other assessable income.

2.2.1 Distributions

Unitholders holding Units in the Fund at the end of a distribution period are entitled to a pro-rata share of the distributable income (if any) for that period based on the number of Units held in the Fund at the end of the distribution period.

The amount of distributable income at the end of any distribution period will be determined by the Responsible Entity.

Distributions will generally be paid within 15 business days of the end of the distribution period to which they relate.

The amount of the distribution paid by the Fund will vary from period to period, and there may be periods when the Fund will not pay a distribution.

The Responsible Entity may, in its discretion, change the duration of a distribution period for the Fund (provided that distribution periods cannot be longer than one year).

Unitholders will also become entitled to the distributable income of the Fund on the redemption of their Units. See section 7.1.6 for further information.

Information about the timetable for each distribution and the declared distribution amount will be announced via the ASX Market Announcements Platform.

2.2.2 Tax statement

The Responsible Entity will, as soon as reasonably practicable after the end of each financial year, issue to each Unitholder who received an entitlement to the distributable income of the Fund during a financial year, a tax statement which outlines the amount and composition of the taxable income of the Fund to which the Unitholder became entitled.

2.2.3 Distribution Reinvestment Plan

The Responsible Entity has established a distribution reinvestment plan (DRP) for the Fund.

Participation in the DRP is subject to the terms and conditions of the DRP policy document, which is available by contacting BetaShares on 1300 487 577 (within Australia). The DRP is currently available only to Unitholders who have a registered address in Australia.

Unitholders can choose to:

- If eligible, participate in the DRP, meaning all distributions from the Fund will be reinvested in additional Units in the Fund; or
- have the distributions paid directly to a nominated Australian bank account.

Partial reinvestment will not be available. If no DRP election is made, the distributions will automatically be paid into the nominated Australian bank account. Unitholders can elect to participate in the DRP by submitting a form available from the Registrar.

3 FEES AND OTHER COSTS

DID YOU KNOW?

Small differences in both investment performance and fees and costs can have a substantial impact on your long term returns.

For example, total annual fees and costs of 2% of your account balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs.

You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the fund or your financial adviser.

TO FIND OUT MORE

If you would like to find out more, or see the impact of the fees based on your own circumstances, the Australian Securities and Investments Commission (ASIC) website (www.moneysmart.gov.au) has a managed investment fee calculator to help you check out different fee options.

3.1 FEES AND COSTS

This PDS shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the managed investment scheme as a whole.

Taxes are set out in another part of this PDS.

You should read all the information about fees and costs because it is important to understand their impact on your investment.

TABLE 3.1: TABLE OF FEES OR COSTS

BetaShares S&P 500 Yield Maximiser Fund (managed fund)

TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
FEES WHEN YOUR MONEY MOVES IN OR OUT OF THE MANAGED INVESTMENT PRODUCT		
Establishment fee: The fee to open your investment	Nil	Not applicable
Contribution fee: The fee on each amount contributed to your investment	\$0 if you are not an Authorised Participant*. \$300 if you are an Authorised Participant.	Payable only by Authorised Participants. This fee will be payable by Authorised Participants together with the transfer of the application securities and balancing cash component (if positive) (for "in-kind" applications).
Withdrawal fee: The fee on each amount you take out of your investment	\$0 if you are not an Authorised Participant*. \$500 if you are an Authorised Participant.	Payable only by Authorised Participants at the time of the redemption (for "in-kind" redemptions).
Exit fee: The fee to close your investment	Nil	Not applicable
Management costs: The fees and costs for managing your investment	Management fee 0.59% per annum of the Fund's Net Asset Value	Calculated and accrued daily as a percentage of the Fund's Net Asset Value, and reflected in the daily Net Asset Value per Unit. The amount is deducted from the Fund's assets monthly on or after the first day of the following month (although,

TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
		as the management fee includes any fees and other management costs charged in any US Index ETF in which the Fund invests, a portion of such costs may be accrued and paid in any US Index ETF in which the Fund invests).
	Plus	
	Expense recoveries	
	Capped at 0.20% per annum of the Fund's Net Asset Value	Calculated and accrued daily as a percentage of the Fund's Net Asset Value, and reflected in the daily Net Asset Value per Unit. The amount is deducted from the Fund's assets monthly on or after the first day of the following month.
Service fees		
Switching fee:	Nil	Not applicable
The fee for changing investment options		

* An Authorised Participant is a trading participant under the ASX Operating Rules who has entered into an agreement with the Responsible Entity in relation to Unit applications and redemptions. Unitholders who are not Authorised Participants may be charged a redemption fee if they redeem Units pursuant to their right to redeem in the special circumstances described in section 5.6 - see "Additional Explanation of Fees and Costs" section below for more information.

Certain additional costs apply, such as extraordinary expense recoveries. See "Additional Explanation of Fees and Costs" section below for more information.

Each fee set out in this table may in some cases be negotiated with wholesale clients. For more information, refer to the explanation of "Differential fees, rebates and related payments" in the "Additional Explanation of Fees and Costs" section below. All fees and costs in the table above include Goods and Services Tax (GST) net of any input tax credits.

3.2 EXAMPLE OF ANNUAL FEES AND COSTS

The following table provides an example of how the fees and costs can affect the investment over a one year period. You should use this table to compare this product with other managed investment products.

TABLE 3.2: EXAMPLE OF ANNUAL FEES AND COSTS

EXAMPLE	AMOUNT	BALANCE OF \$50,000 WITH A CASH CONTRIBUTION OF \$5,000 ¹ DURING THE YEAR
CONTRIBUTION FEES		For every additional \$5,000 you put in, you will be charged:
	\$0 if you are not an Authorised Participant; or	\$0 if you are not an Authorised Participant; or
	\$300 if you are an Authorised Participant.	\$300 if you are an Authorised Participant.
PLUS MANAGEMENT COSTS²	0.79% p.a.	And , for every \$50,000 you invest in the Fund you will be charged \$395 each year
(management fee plus capped expense recoveries)		
EQUALS COST OF FUND		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 ³ during that year, you would be charged fees of \$395 (if you are not an Authorised Participant) or \$695 (if you are an Authorised Participant).
		What it costs you will depend on whether you are an Authorised Participant, the investment option you choose and the fees you negotiate.

An Authorised Participant who redeems Units directly will also be charged a withdrawal fee of \$500 for an “in-kind” redemption. Unitholders who are not Authorised Participants may be charged a redemption fee if they redeem Units pursuant to their right to redeem in the special circumstances described in section 5.6 - see “Additional Explanation of Fees and Costs” section below for more information.

Each fee in this table may in some cases be negotiated with wholesale clients. For more information, refer to the explanation of “Differential fees, rebates and related payments” in the “Additional Explanation of Fees and Costs” section below.

¹ Please note the minimum investment in the Fund by an Authorised Participant is for 100,000 Units unless the Responsible Entity agrees otherwise.

² Certain additional costs apply, such as extraordinary expense recoveries. For more information, refer to the “Additional Explanation of Fees and Costs” section below.

³ Assumes the \$50,000 is invested for the entire year and the \$5,000 investment occurs on the last day of the year.

3.3 ADDITIONAL EXPLANATION OF FEES AND COSTS

3.3.1 Management costs

The management costs for the Fund incorporate all relevant ongoing fees and other costs involved in managing the Fund and deriving investment returns. The management costs comprise:

- Responsible Entity's management fee; and
- expense recoveries.

Management costs do not include:

- transactional and operational costs, such as brokerage, transactional custodian, ASX and registry fees, other transactional service fees, and other transaction fees associated with buying and selling the Fund's assets; and
- other costs that an investor would ordinarily incur when investing directly in the Fund's underlying assets.

(These costs are therefore not included in the management costs set out in Table 3.1 and Table 3.2 above, but they are paid out of the Fund's assets).

Management costs also do not include any transaction costs, such as brokerage, associated with a U.S. Index ETF buying and selling underlying assets. Such costs are incurred in the U.S. Index ETF and ultimately reflected in the Fund's returns.

The management fee is charged by the Responsible Entity for managing the Fund and making it available to investors (and also covers any fees and other management costs (excluding transaction costs) charged in any US Index ETF in which the Fund invests).

The expense recoveries represent the operating expenses incurred in the operation of the Fund. The Fund's constitution allows all properly incurred expenses to be recovered from the Fund and does not place any limit on the amount or types of expenses that can be recovered.

The expenses normally incurred in the day to day operation of the Fund include custodian, fund administration, unit registry, investment manager, ASX and audit costs (other than transactional costs described above). The normal expenses charged to the Fund will be capped at 0.20% per annum of the Fund's net asset value while this PDS is current. Any such expenses in excess of the cap will be borne by the Responsible Entity from its own resources, on the basis that the Responsible Entity has the right to be reimbursed for them at a later time, provided that the cap will not be exceeded at the time of reimbursement. The Responsible Entity may withdraw or replace this PDS at any time.

Extraordinary expenses are expenses that are not normally incurred in the day to day operation of the Fund and are not necessarily incurred in any given year. They may include costs associated with holding unitholder meetings, changing the Fund's

constitution, or defending or pursuing legal proceedings. Extraordinary expense recoveries are not included in the cap on expenses described in this section and are not included in the management costs set out in Table 3.1 and Table 3.2 above. If the cap on expenses is exceeded because of the payment of extraordinary expenses, Unitholders will be notified.

3.3.2 Application and redemption fees for Authorised Participants

No application fees or redemption fees are payable by investors who buy and sell Units on the ASX. However, brokerage charges may apply.

Subject to section 3.3.3 below, application fees and redemption fees will only be payable by Authorised Participants on an application for or redemption of Units directly with the Fund.

The application fee and redemption fee applicable to the Fund is set out in the table in section 3.1.

For in-kind applications and redemptions, these fees will be borne by the Authorised Participant. Any such fees will therefore not be incurred by the Fund and will not affect the Net Asset Value of the Fund.

3.3.3 Redemption fees for other Unitholders

Unitholders who are not Authorised Participants may be charged a redemption fee if they redeem Units pursuant to their right to redeem in the special circumstances described in section 5.6. The redemption fee will not be greater than the redemption fee per Unit that would be payable by an Authorised Participant for a cash redemption when withdrawing the minimum parcel of Units.

3.3.4 Stockbroker fees

Investors may incur customary brokerage fees and commissions when buying and selling Units on the ASX, as for any listed or quoted security. Please consult a stockbroker for more information in relation to their fees and charges.

3.3.5 Can fees and costs change and what are the maximums?

Yes, fees and costs can change subject to maximums in the Fund's Constitution.

The Constitution of the Fund limits the amount of the Responsible Entity's fee to a maximum of 3% p.a. of the Fund's Net Asset Value (plus GST).

The Constitution of the Fund provides for the following maximum application and redemption fees:

- a maximum application fee of 5% of the aggregate Issue Price of the Units applied for (plus GST);

- a maximum redemption fee of 5% of the aggregate Withdrawal Amount of the relevant Units (plus GST).

The Responsible Entity also has the right under the Constitution to recover from the Fund all expenses properly incurred in the performance of its duties, subject to the cap on expense recoveries described in section 3.3.1.

As at the date of this PDS, the Responsible Entity does not have any intention to change the fees and costs described in this PDS, although it has the right to do so at any time. Any increase in the fees and costs for the Fund will be announced to the ASX via the Market Announcements Platform at least 30 days before it occurs.

3.3.6 Differential fees, rebates and related payments

The Responsible Entity may, from time to time, agree with wholesale clients to rebate or reduce some of the management or other fees on a case by case basis. The amount of fee reduction is at the Responsible Entity's discretion. The Responsible Entity will

achieve these reductions and meet any rebates in relation to management fees by payments from its own resources. For more information, please contact the Responsible Entity.

Any reduction in management fees offered by the Responsible Entity to a wrap platform or master trust operator may be passed on to the clients of the operator or retained by the operator.

The Responsible Entity may also pay one-off or annual product access payments to wrap platform or master trust operators for including the Fund in their offering. As of the date of this PDS, no product access payments have been made. The Responsible Entity would make any such payment from its own resources.

3.3.7 Indirect investors

Indirect investors investing through a wrap platform or master trust should note that the fees outlined in this section 3 are in addition to any other fees and costs imposed by the wrap platform or master trust operator.

4 RISKS

Unitholders in the Fund face a number of investment risks. There are risks associated with any investment. Generally, the higher the expected return of an investment, the higher the risk and the greater the variability of returns.

The market price and Net Asset Value per Unit can fluctuate within a wide range. When considering an investment in the Fund, personal tolerance for fluctuating market values should be taken into account.

The most common risks associated with investing in the Fund are described below, but there could be other risks that affect the performance of the Fund. The discussion below is general in nature.

The Responsible Entity does not provide assurances or guarantees on future profitability, returns, distributions or return of capital. An investment in the Fund could lose money over short or long periods.

You should seek your own professional advice on the appropriateness of this investment to your circumstances. You should also consider how an investment in the Fund fits into your overall investment portfolio.

4.1 INVESTMENT OBJECTIVE RISK

There is no guarantee that the Fund's investment objective will be achieved. There is no guarantee that an investment in the Fund will earn any positive return in the short or long-term. The value of the Units may increase or decrease depending on market, economic, political, regulatory and other conditions affecting the Fund's investments. All prospective Unitholders should consider an investment in the Fund within the overall context of their investment policies. Investment policy considerations should include, but are not limited to, setting objectives, defining risk/return constraints and considering time horizons.

4.2 MARKET RISK

The Fund's investment returns will be influenced by the performance of the U.S. equity market as a whole. Changes in U.S. equity prices may result in a loss in the value of Units. Therefore, the market factors that drive changes in the prices of U.S. equities, including global and national events, general economic conditions, investor sentiment and industry specific factors, can be expected to influence the value of Units. Equity markets, including the U.S. equity market, can be and have been volatile, and have the potential to fall by large amounts over short periods of time. This volatility may cause the value of an investment in the Fund to decrease.

4.3 INDUSTRY SPECIFIC RISK

Factors specific to a particular market segment, such as an industry sector, may cause its return to differ from that of the broader market. Such factors may include market estimations of future industry profitability, movements in input or output prices for companies operating in the industry and market sentiment.

4.4 SECURITY SPECIFIC RISK

Factors specific to a particular equity security may cause its return to differ from that of the broader market. Such factors may include

changes in a company's operations, such as changes in management, or the loss of a significant customer, or changes in the market environment the company operates in, or actions by regulators or competitors. The Fund's Share Portfolio will have exposure to 500 of the largest equity securities listed in the U.S., weighted by their market capitalisation (as represented in the S&P 500 Index). As a result, the Fund may be sensitive to security specific risk for those securities which form a material component of the Index.

4.5 FOREIGN EXCHANGE RISK

Foreign exchange risk is the risk that the Australian dollar value of Fund assets denominated in a foreign currency (i.e. the U.S. dollar) will increase or decrease as a result of exchange rate fluctuations.

If the U.S dollar depreciates relative to the Australian dollar, then the value of the Fund's investments (in Australian dollar terms, and assuming no other changes) will decrease (and vice versa). If the Responsible Entity decides to hedge the Fund's currency exposure, such a strategy would not eliminate exposure to all currency fluctuations and may not prove effective.

4.6 USE OF OPTIONS RISK

By writing (or selling) exchange traded call options as part of the Fund's strategy, the Fund is obligated to enter into a defined transaction at some point in the future if the buyer of the option exercises the option. If a call option is in-the-money at the time the buyer exercises the option, the Fund can be expected to forgo any potential gains of the underlying index or security above the strike price of the call option, and, to that extent, the Fund's capital growth will be limited. The premiums received for writing call options may not exceed the returns that would have resulted if the Fund had maintained exposure to the index or securities the subject of the call options (ie if the call options had not been written).

The Responsible Entity believes that, because liquidity in the options market is related to the liquidity of the relevant underlying securities, the Fund's concentration on 500 of the largest and most liquid issuers in the U.S. will generally mean that there will be sufficient options liquidity for the successful implementation of the Fund's investment strategy. However, there can be no assurance that a liquid exchange will exist to permit the Fund to write call options on desired terms or to close out option positions should it desire to do so. The ability of the Fund to close out its positions may also be affected by any exchange-imposed daily trading limits. In addition, the exchange may suspend the trading of options in volatile markets.

The amount of option premium the Fund receives from writing call options over the Index or over a security held in the Share Portfolio depends upon, among other factors, the expected volatility of the price of the Index or security. The higher the expected volatility, the higher the option premium. A reduction in the expected level of price volatility of the Index, or of the security, can therefore be expected to reduce the option premiums received by the Fund, potentially reducing the amount of income available for distribution to Unitholders.

4.7 DERIVATIVES RISK

In addition, the primary general risks associated with the use of exchange traded options contracts are:

- the values of the derivative failing to move in line with the underlying asset;
- the potential lack of liquidity of the derivative;
- the possibility that the derivative position is difficult or costly to manage or reverse;
- the possibility that the Fund may not meet its obligations to make margin payments and, in that event, may forgo assets provided as collateral to cover margin obligations;
- the counterparty to the derivative contract (The Options Clearing Corporation, which is the issuer and registered clearing facility for all U.S. exchange-listed securities options) may not meet its obligations under the contract; and
- the electronic platforms on which such derivatives are traded are subject to risks related to system access, varying response time, security and system failure.

Any of the above factors could cause the Fund to incur losses, suffer increased costs, fail to realise gains or otherwise fail to achieve its investment objectives.

Derivatives will not be used for the purpose of leveraging the Fund.

4.8 U.S. INDEX ETF RISKS

The Fund will be exposed to certain risks through its investment in one or more U.S. Index ETFs, including:

- Although listed for trading on an organised exchange, it is possible that an active trading market in a U.S. Index ETF's securities may not be maintained.
- Trading in a U.S. Index ETF may be halted or suspended, or it may be delisted.
- Although it is expected that the market price of a U.S. Index ETF will typically approximate its net asset value, there may be times when the market price and the net asset value of the U.S. Index ETF differ more significantly.
- To the extent a U.S. Index ETF invests in derivatives to obtain exposure, this may subject the U.S. Index ETF to risks different from, and possibly greater than, those of investments directly in the securities represented in the Index.
- Certain U.S. Index ETFs may engage in securities lending. Securities lending involves the risk that the U.S. Index Fund may lose money because the borrower of the loaned securities fails to return the securities in a timely manner or at all. The U.S. Index ETF could also lose money in the event of a decline in the value of the collateral provided for loaned securities.

These risks could have the effect of reducing the value of the Fund's investment in a U.S. Index ETF, causing trading in the Fund's Units on the ASX to be suspended, or reducing liquidity of the Fund's Units on the ASX.

4.9 SECURITIES TRADING RISK

There is a risk that trading in one or more of the securities held in the Share Portfolio, or in the call options over those securities or over the Index, may cease due to action taken by the issuer of a security or by a regulatory authority, suspension of normal trading on the relevant exchange, or other reasons. Depending on the impact on the Fund, this may cause the Responsible Entity to suspend the application and redemption process for Units and the trading of Units on the ASX.

4.10 FUND TRADING RISK

In certain circumstances, the ASX may suspend trading of the Units of the Fund and therefore Unitholders will not be able to buy or sell Units of the Fund on the ASX. In these circumstances, the Responsible Entity may suspend the application and redemption process.

There may be other occasions where the Responsible Entity may suspend the application and redemption process, such as around the end of a distribution period or where other factors prevent the accurate calculation of Unit prices, such as the suspension or restriction of trading in securities held by the Fund. This may cause the Fund's Units to be suspended from trading on the ASX.

The ASX also imposes certain requirements for Units to continue to be quoted. The Responsible Entity will endeavour to meet these requirements at all times to ensure the Units remain quoted, although there can be no assurance that Units will remain quoted on the ASX. Under these circumstances, the Responsible Entity may take measures such as suspending the application and redemption process or potentially terminating the Fund.

4.11 LIQUIDITY RISK

Although Units are quoted on the AQUA market of the ASX there can be no assurances that there will be a liquid market for Units. The Responsible Entity has in place market making arrangements to assist in maintaining liquidity for the Fund on the ASX. The Responsible Entity cannot guarantee that a market maker will fulfil its obligations or that a market maker will continue to be appointed. The market making arrangements agreed by the Responsible Entity with a market maker also specify certain permitted circumstances where the market making obligations may be suspended (such as operational disruptions, market disruptions or unusual conditions, other events set out in the ASX Operating Rules, the suspension or rejection of applications for Units or redemption requests, or the market maker not having ASIC relief to allow short selling of Units). If a market maker defaults on its obligations, the Responsible Entity may seek to replace the market maker, although the arrangements with the market maker may limit or exclude any liability on the part of the market maker.

4.12 TRADING PRICE OF UNITS MAY DIFFER FROM NET ASSET VALUE PER UNIT

As with any exchange traded managed fund, it is possible that the trading price of Units on the ASX may differ from the Net Asset Value per Unit. The trading price is dependent on a number of factors including the demand for and supply of Units, investor confidence, the availability of market maker services during the course of the trading day, and the buy-sell spread charged by a market maker. The trading price may be affected if there is a suspension of the application and redemption process. The application and redemption facility is designed to reduce the likelihood of Units trading at a significant discount or premium to the Net Asset Value per Unit.

4.13 EFFECT OF APPLICATIONS AND REDEMPTIONS ON DISTRIBUTIONS

The distribution per Unit amount for a distribution period may be affected by application and redemption activity during the period. The issue of Units during a distribution period will tend to reduce the amount of the distribution per Unit for that period (which will be associated with a smaller decline in the NAV per Unit at the time of the distribution). Conversely, the redemption of Units during a distribution period will tend to increase the amount of the distribution per Unit for that period (which will be associated with a larger decline in the NAV per Unit at the time of the distribution).

4.14 MANAGER RISK

This is the risk that the Responsible Entity's investment strategy is not successful, or not successfully implemented, resulting in the Fund failing to meet its objectives. No assurance can be given that the trading systems and strategies utilised by the Responsible Entity will prove successful under all or any market conditions.

The Fund will be newly established, with no previous operating history that might provide investors with more information on which to evaluate an investment in the Fund.

4.15 FUND RISK

There is a risk that the Fund could terminate, that fees and expenses could change or that the Responsible Entity may not be able to continue to act, for example if it loses its Australian financial services licence (in which case it could be replaced as responsible entity of the Fund).

4.16 GENERAL REGULATORY RISK

This is the risk that a government or regulator may introduce regulatory and/or tax changes, or a court makes a decision regarding the interpretation of the law, which affects the value of the Units or the tax treatment of the Fund (or the value of a U.S. Index ETF) and its Unitholders.

The Fund may be affected by changes to legislation or government policy both in Australia and in other countries. These changes are monitored by the Responsible Entity and action is taken, where appropriate, to facilitate the achievement of the investment objectives of the Fund. The Responsible Entity may not always be in a position to take such action.

4.17 TAX RISK

Taxation law is complex and subject to changes by the Australian Government, possibly with retrospective effect.

As the circumstances of each investor are different, the Responsible Entity strongly recommends that investors obtain professional independent tax advice relating to the tax implications of investing in and dealing in Units.

Unitholders redeeming their Units should note the risk of potentially adverse tax implications where the Units are not held as trading stock or as revenue assets and should seek their own advice in this regard. The tax implications of redemption may be different to selling Units on the ASX. These and other taxation matters are dealt with in section 7 of this PDS.

4.18 OPERATIONAL RISK

The Fund's day to day operations may be adversely affected by circumstances beyond the reasonable control of the Responsible Entity, such as failure of technology or infrastructure, or natural disasters. A breakdown in administrative procedures and risk control measures implemented by the Responsible Entity or its service providers may also adversely affect the operation and performance of the Fund.

4.19 SETTLEMENT RISK

The application and redemption processes associated with the issue or redemption of Units are subject to the normal settlement procedures through CHES. The Fund is exposed to some risk if an Authorised Participant or other market participant fails to comply with its settlement obligations. These risks are mitigated by the fact that Authorised Participants and other market participants are subject to usual ASX trading practices including ASX fail fees. The Fund may also suffer loss if an Authorised Participant fails to deliver the application consideration for Units, or redeliver Units in relation to a redemption, by the settlement time and the Fund has entered into transactions in reliance on delivery occurring.

4.20 EARLY CLOSING RISK

Unanticipated early closings of a stock exchange on which securities held by the Fund are listed may result in the Fund being unable to sell or buy securities on that day. If the relevant exchange closes early on a day when the Fund needs to execute a high volume of securities trades late in the trading day (in order to implement applications or redemption requests), the Fund may incur trading losses.

5 HOW TO BUY AND SELL UNITS

Only Authorised Participants may apply for Units directly through this PDS.

Other investors cannot apply for Units through this PDS. Such investors may buy and sell Units by trading on the ASX through a stockbroker or via a financial adviser.

Prior to being issued Units, an Authorised Participant must execute an Authorised Participant Agreement that deals with, amongst other things, the rights and obligations of the Authorised Participant in relation to applying for Units. See section 6.3 for further information about the Authorised Participant Agreement.

An Authorised Participant may only redeem Units if they are an Australian Resident (other Unitholders may only redeem Units in the special circumstances described in section 5.6). However, all Unitholders may normally sell their Units by trading on the ASX.

To effect an application or redemption, Authorised Participants must complete the Application Form or Redemption Form attached to this PDS (or available on the BetaShares website at www.betashares.com.au).

Applications for, and redemptions of, Units will be settled through the CHES system.

5.1 MINIMUM APPLICATIONS AND REDEMPTIONS

The minimum application and redemption amount is one Creation Unit. The number of Units that constitute a Creation Unit is 100,000 Units, unless otherwise agreed with the Responsible Entity.

Applications and redemptions must be for whole multiples of Creation Units, unless otherwise agreed with the Responsible Entity.

5.2 IN-KIND APPLICATIONS AND REDEMPTIONS

An Authorised Participant must normally apply for, or redeem, Units in-kind, unless the Responsible Entity agrees to a cash application or redemption.

"In-kind" means that, rather than delivering cash in respect of an application and receiving cash proceeds in respect of a redemption, the Authorised Participant will deliver or receive securities, plus or minus a balancing cash component, acceptable to the Responsible Entity.

An in-kind application or redemption will consist of two components:

- application/redemption securities component; and
- cash component (described below).

An application or redemption fee (as applicable) is payable as described in section 3.

The application/redemption securities component generally corresponds to the composition of the Fund's Share Portfolio (which will comprise U.S.-listed shares and/or U.S. Index ETFs) and is prepared in respect of a Creation Unit by the Responsible Entity prior to the opening of trading for every ASX Business Day

for the Fund. Details of the daily application/redemption securities will be available by contacting the Responsible Entity on 1300 487 577 (within Australia) or +61 2 9290 6888 (outside Australia).

The Responsible Entity reserves the right to permit delivery of a previously agreed basket of securities as the application/redemption securities component that varies from the composition of the Share Portfolio. From time to time, there may also be some differences between the application securities that are to be delivered by an Authorised Participant and the redemption securities delivered by the Responsible Entity upon redemption.

The application securities and the redemption securities will be the applicable securities determined by the Responsible Entity for the relevant day on which the Issue Price or Withdrawal Amount for the application or redemption is determined (see "Applications and Redemptions" below). In certain circumstances the Responsible Entity may allow an application for or redemption of a number of Units that is not a whole multiple of the Creation Unit. In those circumstances, the Responsible Entity will agree the specific basket of application securities or redemption securities (as applicable) with the Authorised Participant.

The cash component, payable in U.S. dollars, reflects the difference between the value of the application securities/redemption securities and the aggregate of the Net Asset Value per Unit for the number of Units being applied for or redeemed, as at the applicable valuation time. The cash component is therefore a balancing amount that aims to ensure there is no impact (e.g. no dilution in value) for existing Unitholders arising out of an application or redemption.

5.3 CASH APPLICATIONS AND REDEMPTIONS

If agreed to by the Responsible Entity, a cash application involves payment to the Responsible Entity or custodian by an Authorised Participant of cash in U.S. dollars (plus an application fee) in return for the issue of Units by the Responsible Entity to the Authorised Participant.

If agreed to by the Responsible Entity, a cash redemption involves delivery of Units by an Authorised Participant to the Responsible Entity or custodian in return for the payment of cash proceeds in U.S. dollars (less a redemption fee) by the Responsible Entity to the Authorised Participant.

5.4 PROCESSING OF APPLICATIONS AND REDEMPTIONS

Application/Redemption forms received from Authorised Participants before the Dealing Deadline on a Dealing Day are processed at the Issue Price/Withdrawal Amount (being the Net Asset Value per Unit) for the Fund applicable to that day.

Application/Redemption forms received from Authorised Participants on or after the Dealing Deadline on a Dealing Day, or on a non-Dealing Day, will be treated as being received on the next Dealing Day.

5.5 APPLICATIONS AND REDEMPTIONS

For applications, Authorised Participants must deliver to the Responsible Entity or custodian the “in-kind” application securities plus any required cash component (plus the application fee). In return, Authorised Participants will receive Units (plus any required cash component if payable by the Responsible Entity rather than the Authorised Participant). If the Responsible Entity agrees to a cash application, the Authorised Participant must deliver an amount of U.S. dollars equal to the aggregate Issue Price for the relevant Units (plus the application fee in Australian dollars). In return, they will receive the relevant Units.

For redemptions, Authorised Participants must deliver the Units of the Fund to the Responsible Entity or custodian plus any required cash component (plus the redemption fee in Australian dollars). In return, Authorised Participants will receive the “in-kind” redemption securities (plus any required cash component if payable by the Responsible Entity rather than the Authorised Participant). If the Responsible Entity agrees to a cash redemption, the Authorised Participant will receive an amount of cash in U.S. dollars equal to the aggregate Withdrawal Amount for the relevant Units (less a redemption fee).

Details of the securities and/or amounts payable pursuant to applications, or receivable upon redemptions, will be notified to the Unitholder on the ASX Business Day following the effective date of the application or redemption.

U.S. dollar amounts payable pursuant to applications, or receivable upon redemptions, will be calculated by the Responsible Entity based on the same exchange rate used to calculate the Net Asset Value per Unit applicable to the effective date of the application or redemption. The relevant U.S. dollar amount that is payable or receivable will be notified to the Authorised Participant on the ASX Business Day following the effective date of the application or redemption.

An application received by the Dealing Deadline (on day T) will generally enable the Authorised Participant to receive the new Units in its CHESS account three ASX Business Days later (T+3), provided the Authorised Participant has paid the application consideration and application fee no later than 11am on T+3.

A redemption request received by the Dealing Deadline (on day T) will generally enable the Authorised Participant to receive the redemption payment four ASX Business Days later (T+4), provided the Authorised Participant has transferred the Units and the redemption fee by no later than 11am on T+3.

The relevant settlement period for applications and redemptions may be extended to accommodate U.S. public holidays or other days on which an exchange, on which the Fund's portfolio of securities or options is traded, is closed during the settlement period.

By signing an Authorised Participant Agreement, an Authorised Participant agrees to be bound by certain execution and settlement procedures in relation to applications for and redemptions of Units. Settlement failure procedures apply if an Authorised Participant does not comply with its obligations under the procedures. The procedures allow the Responsible Entity to cancel an application or redemption in certain circumstances and to take certain other action. The Responsible Entity may also reject any application in whole or in part at any time, without giving reasons.

5.6 UNITHOLDER REDEMPTIONS IN SPECIAL CIRCUMSTANCES

All Unitholders may normally sell their Units by trading on the ASX. Unitholders who are not Authorised Participants will not normally have a right to redeem their Units directly with the Fund. However, all Unitholders will have a right to a cash redemption and to receive payment within a reasonable time if Units are suspended from quotation on the ASX for more than five consecutive trading days, unless:

- The Fund is being wound up;
- The Fund is not “liquid” as defined in the *Corporations Act*, or
- The Responsible Entity has suspended redemptions in accordance with the Constitution.

Unitholders may redeem in these circumstances by completing the Redemption Form attached to this PDS. They will receive cash in Australian dollars equal to the aggregate Withdrawal Amount for the relevant Units (less any redemption fee).

No minimum redemption amount will apply.

5.7 SUSPENSIONS OF APPLICATIONS AND REDEMPTIONS

There may be occasions where the Responsible Entity may suspend applications or delay or reject redemption requests. This may occur, for example, around the end of a distribution period when the Responsible Entity is calculating and paying the distributable income for the relevant period or where there are factors, as determined by the Responsible Entity, which prevent the accurate calculation of Unit prices. The Responsible Entity will advise Unitholders of any suspension of applications or delay or rejection of redemptions.

The Responsible Entity may also scale down redemptions in certain circumstances.

See section 6.2.8 and 6.2.9 for further information.

5.8 VALUATIONS AND PRICING

After the Units are quoted, the amount per Unit payable by an Authorised Participant upon an application for Units is known as the Issue Price, and is equal to the Net Asset Value per Unit.

The amount per Unit to which an Authorised Participant (or other Unitholder as described in section 5.6) is entitled on the redemption of Units is known as the Withdrawal Amount, and is equal to the Net Asset Value per Unit.

The Issue Price and the Withdrawal Amount are calculated in the same manner and will have the same value at any time. This value is determined by dividing the Net Asset Value of the Fund by the number of Units on issue in the Fund as at the time the Issue Price and/or Withdrawal Amount are determined (the valuation time).

The assets held by the Fund are normally valued at the “closing price” for the day for the relevant security on its relevant market and converted to Australian dollars using 4pm London time exchange rates for currency markets, unless otherwise determined by the Responsible Entity.

The Withdrawal Amount paid to a Unitholder on the redemption of Units may include a distribution of the distributable income of the

Fund. Please refer to section 7.1.6 for information regarding how this entitlement is determined.

The Net Asset Value of the Fund is calculated by deducting from the aggregate value of the assets of the Fund all liabilities such as accrued fees and other costs, and provisions relating to the Fund. Fees and other costs, including the Responsible Entity's fees, are normally accrued daily. The Fund's assets reflect their market

value. The valuation methods applied by the Responsible Entity to value the Fund's assets and liabilities are consistent with applicable industry standards.

Details of the daily Net Asset Value per Unit (and hence the Issue Price and Withdrawal Amount) will be made available on the BetaShares website at www.betashares.com.au.

6 ADDITIONAL INFORMATION

6.1 THE ROLE OF CERTAIN ENTITIES IN REGARD TO THE FUND

There are a number of parties, in addition to the Responsible Entity, involved in the ongoing operation and administration of the Fund:

6.1.1 Investment manager

The investment manager will advise the Responsible Entity on the establishment of the Fund's portfolio of equity securities and options and on an ongoing basis recommend changes to the composition of the portfolio consistent with the Fund's investment strategy. The Responsible Entity may change the investment manager without prior notice to Unitholders.

As of the date of this PDS, the investment manager is:

Horizons ETFs Management (Canada) Inc.
26 Wellington Street East, Suite 700
Toronto, Ontario, M5E 1S2

6.1.2 Custodian

The custodian provides custodial services to the Responsible Entity, including holding the assets of the Fund. The custodian has no obligation to monitor whether the Responsible Entity is complying with its obligations as responsible entity of the Fund. The custodian may, from time to time, appoint sub-custodians. The Responsible Entity may change the custodian without prior notice to Unitholders.

As of the date of this PDS, the custodian is:

RBC Investor Services Trust
Level 47
2 Park Street
Sydney NSW 2000

6.1.3 Administrator

The administrator provides fund administration services to the Responsible Entity. These services include fund accounting, maintenance of books and records, calculating distribution amounts, valuing the Fund's assets and liabilities, calculating the Issue Price and Withdrawal Amount, and taxation and other services. The Responsible Entity may change the administrator without prior notice to Unitholders.

As of the date of this PDS, the administrator is:

RBC Investor Services Trust
Level 47
2 Park Street
Sydney NSW 2000

6.1.4 Registrar

As for any quoted security, the role of the Registrar is to keep a record of the Unitholders in the Fund. This includes details such as the quantity of Units held, tax file numbers (if provided) and details of distribution reinvestment plan participation. The Responsible Entity may change the Registrar without prior notice to Unitholders.

As of the date of this PDS, the registrar is:

Link Market Services
Level 12
680 George Street
Sydney NSW 2000

6.1.5 Market maker

The role of a market maker is to provide liquidity in the market for Units and to satisfy supply and demand for Units. They do this by:

- Subject to certain conditions, providing liquidity to the market through acting as the buyer and seller of Units during a significant part of the trading day; and
- Creating and redeeming Units in the primary market pursuant to this PDS, which helps to ensure the number of Units on issue matches supply and demand.

The Responsible Entity seeks to appoint market making firms: that have experience in making markets in exchange-traded securities both in Australia and internationally; that have the necessary skill, expertise and financial capacity to perform market making functions; and that are ASX participants (or trade through an ASX participant) and have agreements in place with the ASX under which they provide certain market making services. To qualify for admission as an ASX participant, a firm must meet admission requirements set out in the ASX Operating Rules, which require the firm to hold an Australian financial services licence that authorises it to carry on its business as a market participant and to satisfy ASX of various matters including organisational competence and business integrity.

The market maker(s) selected by the Responsible Entity from time to time will be listed on the Fund factsheet available on the BetaShares website at www.betashares.com.au/resources/factsheets/.

The arrangements with the market maker specify certain permitted circumstances where the market making obligations may be suspended (such as operational disruptions, market disruptions or unusual conditions, other events set out in the ASX Operating Rules, the suspension or rejection of applications for Units or redemption requests, or the market maker not having ASIC relief to allow short selling of Units). If a market maker defaults on its obligations, the Responsible Entity may seek to replace the market maker, although the arrangements with the market maker may limit or exclude any liability on the part of the market maker. The arrangements with the market maker may also provide that the market maker has no liability or responsibility to Unitholders for any act or omission made in connection with the market making arrangements.

Unitholders should be aware that a market maker will retain for its own account any trading profit and bear any loss which may be generated by its market making activities. Subject to the AQUA Rules and the agreement with the market maker, the Responsible Entity may appoint and terminate a market maker in respect of the Fund. The Responsible Entity may determine to no longer appoint a market maker in respect of the Fund in circumstances where it is no longer required to do so under the AQUA Rules.

6.2 OTHER INFORMATION YOU NEED TO KNOW

6.2.1 BetaShares as the responsible entity

BetaShares, as the responsible entity, is responsible for the management and administration of the Fund. The Responsible Entity holds an Australian Financial Services Licence (AFSL 341181) that authorises it to act as the responsible entity of the Fund. The powers and duties of the Responsible Entity are set out in the Constitution of the Fund, the *Corporations Act* and general trust law.

The Responsible Entity has the power to appoint an agent, or otherwise engage a person, to do anything that it is authorised to do in connection with the Fund and, for the purpose of determining whether the Responsible Entity has properly performed its duties as responsible entity, the Responsible Entity is taken to have done (or failed to do) anything that the agent or person has done (or failed to do) because of the appointment or engagement, even if they were acting fraudulently or outside the scope of their authority or engagement.

6.2.2 The Constitution

The Fund is a registered managed investment scheme governed by a Constitution. Under the Fund's Constitution, the Responsible Entity has all the powers of a natural person in respect of the Fund. The Constitution sets out the rights of the Unitholders and the obligations of the Responsible Entity, as responsible entity of the Fund. This PDS outlines some of the more important provisions of the Constitution.

A copy of the Constitution may be inspected by Unitholders at the Responsible Entity's office, during business hours. The Responsible Entity will provide Unitholders with a copy of the Constitution upon request.

6.2.3 Amendments to the Constitution

The Responsible Entity may amend the Constitution of the Fund from time to time, subject to the provisions of the Constitution and the *Corporations Act*. Generally, the Responsible Entity can only amend the Constitution where the Responsible Entity reasonably considers that the change will not adversely affect the rights of Unitholders. Otherwise the Constitution can only be amended if approved at a meeting of Unitholders by a resolution approved by at least 75% of the votes cast by Unitholders entitled to vote on the resolution.

6.2.4 The compliance plan

The Responsible Entity has prepared and lodged a compliance plan for the Fund with ASIC. The compliance plan sets out the key criteria that the Responsible Entity will follow to ensure that it is complying with the *Corporations Act* and the Constitution of the Fund. Each year the compliance plan, and the Responsible Entity's compliance with the compliance plan, will be independently audited, as required by the *Corporations Act*, and the auditor's report will be lodged with ASIC.

6.2.5 The compliance committee

The Responsible Entity has established a compliance committee with a majority of members that are external to the Responsible Entity. The compliance committee's functions include:

- monitoring the Responsible Entity's compliance with the compliance plan and reporting its findings to the Responsible Entity;
- reporting breaches of the *Corporations Act* or the Constitution to the Responsible Entity;

- reporting to ASIC if the committee is of the view that the Responsible Entity has not taken or does not propose to take appropriate actions to deal with breaches reported to it by the committee; and
- assessing the adequacy of the compliance plan, recommending any changes and reporting these to the Responsible Entity.

6.2.6 Unit pricing policy

The Responsible Entity has documented its policy on how it exercises discretions when determining Unit prices for the Fund. The policy has been designed to meet the ASIC requirements and is available on request to all Unitholders and prospective Unitholders at no charge.

6.2.7 Change of Index

Subject to the contractual arrangements with the index provider, it is possible that the Responsible Entity may change the index applicable to the Share Portfolio. This may be for reasons such as (but not limited to):

- i. the index ceases to exist or the methodology or constituents of the Index are materially changed;
- ii. a new index becomes available which supersedes the existing index;
- iii. a new index becomes available which is, in the opinion of the Responsible Entity, more cost effective for the Fund and/or is regarded as the market standard for investors in the market and/or would be regarded as of greater benefit to Unitholders (for reasons including a reduction in transaction costs) than the existing index;
- iv. it becomes difficult to invest in shares comprised within the index or otherwise gain exposure to the index;
- v. the index provider increases its charges to a level which the Responsible Entity considers too high or if the index licence provided by the index provider in connection with the use of the index is terminated;
- vi. the quality (including accuracy and availability of data) of the index has, in the opinion of the Responsible Entity, deteriorated; or
- vii. other reasons.

6.2.8 Suspensions of applications and redemptions

The Constitution of the Fund allows the Responsible Entity to suspend the issue of Units in the Fund by publishing a notice to that effect. Application forms received during a period of suspension may be rejected or treated as received when the period of suspension ceases. The Responsible Entity may also reject any application in whole or in part at any time without giving reasons.

The Constitution of the Fund provides that, in some circumstances, withdrawals may be suspended, the period for satisfaction of redemption requests (generally four ASX Business Days) may be extended, or that redemption requests may be rejected. Those circumstances are where:

- i. the Responsible Entity has taken all reasonable steps to realise sufficient assets to pay amounts due in respect of Units to which a redemption request applies and is unable to do so due to circumstances outside its control, such as restricted or suspended trading in the market for an asset;

- ii. the Responsible Entity believes that it is impracticable or not possible to transfer, in the manner acceptable to the Responsible Entity, sufficient assets to satisfy the redemption request (for example, because of disruption to a settlement or clearing system);
- iii. the Responsible Entity believes that it is not practicable or desirable to determine the redemption securities for an in-kind redemption or carry out the calculations necessary to satisfy the redemption request (for example, because an index on which the redemption securities component is to be based is not compiled or published, or it is impracticable or undesirable to calculate the Net Asset Value because of restricted or suspended trading in the market for an asset or because the value of any asset cannot otherwise promptly or accurately be ascertained);
- iv. the quotation of any Units on the ASX is suspended or the trading of any Units is otherwise halted, interrupted or restricted by the ASX, or the trading of any Units is subject to a period of deferred settlement;
- v. the Units cease to be admitted to trading status on the ASX;
- vi. a redemption request is received in a financial year and the Responsible Entity determines that the date on which the completion of the redemption of the Units would otherwise occur would be in the next financial year;
- vii. a withdrawal request is received during any period before or after a distribution date which period the Responsible Entity determines to be necessary or desirable to facilitate the calculation and distribution of distributable income;
- viii. the Responsible Entity does not consider that it is in the best interests of Unitholders of the Fund taken as a whole to transfer or realise sufficient assets to satisfy the redemption request; or
- ix. the Responsible Entity believes that assets cannot be realised at prices that would be obtained if assets were realised in an orderly fashion over a reasonable period in a stable market.

The redemption period may be extended for so long as the relevant circumstances apply.

6.2.9 Spreading redemption requests

The Constitution of the Fund provides that, if the Responsible Entity receives one or more redemption requests in respect of a particular valuation time that seek the redemption in aggregate of more than 10% of the total number of Units on issue, the Responsible Entity may scale down pro rata each redemption request so that no more than 10% of the number of Units on issue will be redeemed in respect of that valuation time. If a redemption request is scaled down in this way, the relevant Unitholder shall be deemed to have made a redemption request with respect to the unsatisfied balance of the Units the subject of the redemption request and that request will be deemed to have been received immediately following the first valuation time. The balance of such unsatisfied redemption request will be satisfied in priority to any subsequently received redemption request and will generally be satisfied in full no later than the 10th valuation time following the first valuation time.

6.2.10 Non-Authorised Participant redemption request

If there are no Authorised Participants, the Responsible Entity may accept a redemption request from a person who is not an

Authorised Participant, provided such person is an Australian Resident at the time of giving the redemption request.

6.2.11 Information relating to redemptions

The information in section 5 relating to redemptions assumes that the Fund is liquid within the meaning of section 601KA of the *Corporations Act*. The Fund will be liquid if at least 80% of its assets, by value, are liquid assets under the *Corporations Act*. Broadly, liquid assets include money in an account or on deposit with a bank, bank accepted bills, marketable securities and other property which the Responsible Entity reasonably expects can be realised for its market value within the period specified in the Constitution for satisfying redemption requests. At the date of this PDS, the Responsible Entity expects that the Fund will be liquid under the *Corporations Act*. If the Fund is not liquid, a Unitholder will not have a right to redeem Units and can only redeem where the Responsible Entity makes a withdrawal offer to Unitholders in accordance with the *Corporations Act*. The Responsible Entity is not obliged to make such offers.

6.2.12 Rights of a Unitholder

A Unit confers a beneficial interest on a Unitholder in the assets of the Fund but not an entitlement or interest in any particular part of the Fund or any asset.

The terms and conditions of the Fund's Constitution are binding on each Unitholder in the Fund and all persons claiming through them respectively, as if the Unitholder or person were a party to the Constitution.

6.2.13 Reimbursement of expenses

In addition to any other indemnity which the Responsible Entity may have under the Fund's Constitution or at law, the Responsible Entity is indemnified and entitled to be reimbursed out of, or paid from, the assets of the Fund for all liabilities, losses and expenses incurred by it in relation to the proper performance of its duties as responsible entity of the Fund.

6.2.14 Retirement of BetaShares

BetaShares may retire as responsible entity of the Fund by calling a meeting of Unitholders to enable Unitholders to vote on a resolution to choose a company to be the new responsible entity. The Responsible Entity may be removed from office by an extraordinary resolution (i.e. at least 50% of the votes that may be cast by Unitholders entitled to vote on the resolution) passed at a meeting of Unitholders, in accordance with the *Corporations Act*.

6.2.15 Termination

The Responsible Entity may wind up the Fund at any time. Following winding up, the net proceeds will be distributed to Unitholders pro-rata according to the number of Units they hold.

6.2.16 Limitation of liability of Unitholders

The Constitution of the Fund provides that the liability of each Unitholder is limited to the amount subscribed, or agreed to be subscribed, by the Unitholder, subject to:

- i. the indemnities each Unitholder gives the Responsible Entity for losses or liabilities incurred by the Responsible Entity:
 - a. in relation to the Unitholder's failure to provide requested information;
 - b. for tax or user pays fees as a result of any act by the Unitholder or any matter arising in connection with the Units held by the Unitholder;

- ii. application/redemption fees; and
- iii. execution and settlement procedures prescribed by the Responsible Entity that relate to the issue and redemption of Units.

Subject to the matters described above, a Unitholder is not required to indemnify the Responsible Entity or a creditor of the Responsible Entity against any liability of the Responsible Entity in respect of the Fund. However, no complete assurance can be given in this regard, as the ultimate liability of a Unitholder has not been finally determined by the courts.

6.2.17 Meeting of Unitholders

The Responsible Entity may convene a meeting of Unitholders of the Fund at any time, (e.g. to approve certain amendments to the Fund's Constitution or to wind up the Fund). Unitholders also have limited rights to call meetings and have the right to vote at any Unitholder meetings. Except where the Fund's Constitution provides otherwise, or the *Corporations Act* requires otherwise, a resolution of Unitholders must be passed by Unitholders who hold Units exceeding 50% in value of the total value of all Units held by Unitholders who vote on the resolution.

A resolution passed at a meeting of Unitholders held in accordance with the Fund's Constitution binds all Unitholders of the Fund.

6.2.18 Indemnities and limitation of liability of the Responsible Entity

The Responsible Entity is indemnified out of the assets of the Fund for any liability incurred by it in properly performing or exercising any of its powers or duties in relation to the Fund. To the extent permitted by the *Corporations Act*, the indemnity includes any liability incurred by the Responsible Entity as a result of any act or omission of a delegate or agent appointed by the Responsible Entity.

The Responsible Entity is not liable in contract, tort or otherwise to Unitholders for any loss suffered in any way relating to the Fund except to the extent that the *Corporations Act* imposes such liability.

6.2.19 Defective applications

The Constitution of the Fund allows the Responsible Entity to cancel Units in certain circumstances including where the Responsible Entity determines that the applicant was not entitled to apply for or hold the Units, the application form was incorrectly executed or was otherwise defective or where the execution and settlement procedures were not complied with.

6.2.20 Discretionary redemptions

The Constitution of the Fund allows the Responsible Entity to redeem some or all of a Unitholder's Units at any time.

6.2.21 Information from Unitholders

The Constitution of the Fund provides that the Responsible Entity may request any information from Unitholders where it believes that such information is necessary to (a) comply with any law or regulatory request; or (b) lessen the risk of the Fund or any Unitholder suffering a material detriment. If a Unitholder fails to provide the requested information, the Unitholder must indemnify the Responsible Entity for any loss suffered by the Responsible Entity in relation to such failure.

6.2.22 Borrowings

The Fund's Constitution places no formal limits on borrowing. It is not the Responsible Entity's intention to enter into borrowing for the Fund, except that temporary overdrafts may be used occasionally to manage certain cash flows. Any borrowing costs would be borne by the Fund.

6.2.23 If you have a complaint

If a Unitholder has a complaint regarding the Fund or services provided by the Responsible Entity, please contact Client Services on 1300 487 577 (within Australia) or +61 2 9290 6888 (outside Australia) from 9:00 am to 5:00 pm Sydney time, Monday to Friday.

If the complaint is not satisfactorily resolved within three business days, a Unitholder may refer the matter in writing to:

Manager Client Services
BetaShares Capital Ltd
Level 9, 50 Margaret Street
Sydney NSW 2000

To expedite a resolution of the matter, copies of all relevant documentation and other materials supporting the complaint should be provided with the complaint.

The Responsible Entity will try to resolve complaints as soon as possible, but in any event, will inform the Unitholder in writing of its determination regarding the complaint within 45 days of receiving the initial complaint.

In the event that a Unitholder is not satisfied with the outcome of a complaint, the Unitholder has the right to request the Responsible Entity to review their decision or to refer the matter to an external complaints resolution scheme. The Responsible Entity is a member of the Financial Ombudsman Services (FOS). Unitholders can contact FOS on 1300 78 08 08, or at the following address:

Financial Ombudsman Service
GPO Box 3
Melbourne VIC 3001
Email: info@fos.org.au

Information may also be obtained at www.fos.org.au. To be considered by FOS, the claim involved must fall within FOS's jurisdiction as set out in their Terms of Reference (published on the above website), including that any claim must not exceed \$500,000 (as may be amended by FOS from time to time).

6.2.24 Privacy policy

Privacy laws regulate, among other matters, the way organisations collect, use, disclose, keep secure and give people access to their personal information.

The Responsible Entity is committed to respecting the privacy of a Unitholder's personal information. The Responsible Entity's privacy policy states how the Responsible Entity manages personal information.

The Responsible Entity collects personal information in the Application and Redemption Form, and may collect additional personal information in the course of managing the Fund. Some information must be collected for the purposes of compliance with the *Anti-Money Laundering and Counter Terrorism Financing Act 2006*.

The Responsible Entity may provide personal information to a Unitholder's adviser if written consent is provided to the Responsible Entity. The Responsible Entity may disclose personal information to authorities investigating criminal or suspicious activity and to the Australian Transaction Reports and Analysis Centre (AUSTRAC) in connection with anti-money laundering and counter-terrorism financing.

The Responsible Entity may provide a Unitholder's personal information to its service providers for certain related purposes (as described under the *Privacy Act 1988*) such as account administration and the production and mailing of statements. The Responsible Entity may also use a Unitholder's personal information and disclose it to its service providers to improve customer service (including companies conducting market research) and to keep Unitholders informed of the Responsible Entity's or its partners' products and services, or to their financial adviser or broker to provide financial advice and ongoing service.

The Responsible Entity will assume consent to personal information being used for the purposes of providing information on services offered by the Responsible Entity and being disclosed to market research companies for the purposes of analysing the Responsible Entity's investment base unless otherwise advised.

Unitholders may request access to the personal information held about them at any time and ask the Responsible Entity to correct this information if it is incomplete, incorrect or out of date.

To obtain a copy of the privacy policy, contact the Responsible Entity on 1300 487 577 (within Australia) or +61 2 9290 6888 (outside Australia).

6.2.25 Anti-money laundering

The Responsible Entity is bound by laws regarding the prevention of money laundering and the financing of terrorism, including the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (AML/CTF Laws). By completing the Application or Redemption form, the Unitholder agrees that:

- it does not subscribe to the Fund under an assumed name;
- any money used to invest in the Units is not derived from or related to any criminal activities;
- any proceeds of the investment will not be used in relation to any criminal activities;
- if the Responsible Entity requests, the Unitholder will provide to it any additional information that is reasonably required for the purposes of AML/CTF Laws (including information about the investor, any beneficial interest in the Units, or the source of funds used to invest);
- the Responsible Entity may obtain information about the Unitholder or any beneficial owner of a Unit from third parties if it is believed this is necessary to comply with AML/CTF Laws; and
- in order to comply with AML/CTF Laws, the Responsible Entity may be required to take action, including:
 - o delaying or refusing the processing of any application or redemption; or
 - o disclosing information that the Responsible Entity holds about the Unitholder or any beneficial owner of the Units to the Responsible Entity's related bodies corporate or service providers, or relevant regulators of AML/CTF Laws (whether in or outside of Australia).

6.2.26 Foreign Account Tax Compliance Act (FATCA)

FATCA was enacted in 2010 by the U.S. Congress, to target non-compliance by US taxpayers using foreign accounts. FATCA has important implications for financial institutions globally, including an obligation to:

- (a) identify US accounts and report information relating to US accounts to the Internal Revenue Service ("IRS"); and
- (b) withhold 30% FATCA tax on US connected payments to non-participating foreign financial institutions ("FFIs") (that is, where the FFI has not entered into a relevant 'compliance reporting' Agreement with the IRS in the US).

FATCA withholding commenced on 1 July 2014 and affected FFIs include investment entities such as the Fund.

On 28 April 2014, Australia entered into an Intergovernmental Agreement with the US to improve international tax compliance and implement FATCA (the "IGA"). The IGA will allow Australian resident financial institutions that are investment entities (such as the Fund) to register as a Registered Deemed - Compliant Foreign Financial Institution with the IRS in the US. This will ensure that there is:

- (a) No requirement for the Fund to enter a compliance agreement directly with the IRS in the US; and
- (b) No requirement to withhold 30% FATCA withholding tax on US connected payments made to the Fund in Australia.

Legislation has been enacted in Australia which gives domestic effect to Australia's obligations under the IGA.

In accordance with the IGA and the Australian legislation, the Fund (or BetaShares Capital Ltd acting on behalf of the Fund) will be required to:

- (a) register with the IRS;
- (b) conduct appropriate due diligence procedures, and
- (c) collect and report information to the Australian Taxation Office ("ATO") relating to U.S. Reportable Accounts and payments to Non-participating Financial Institutions (rather than the IRS), which may be exchanged with the IRS.

Accordingly, the Fund (or BetaShares Capital Ltd acting on behalf of the Fund) may request that you provide certain information about yourself (for individual investors) or your controlling persons (where you are an entity) in order for the Fund (or BetaShares Capital Ltd acting on behalf of the Fund) to comply with its Australian tax obligations.

We note, that in the event the Fund (or BetaShares Capital Ltd acting on behalf of the Fund) suffers any amount of withholding tax (including FATCA withholding tax) and/or penalties, neither the Fund nor BetaShares Capital Ltd acting on behalf of the Fund will be required to compensate you for any such tax, except in exceptional circumstances.

6.2.27 Interest on amounts awaiting investment or redemption

Amounts paid to the Fund may accrue interest in the Fund's accounts pending the issue of Units or the return of application monies. Similarly, amounts made available to satisfy a redemption request may also accrue interest pending payment.

Any such interest will be retained by the Responsible Entity as an asset of the Fund.

6.2.28 Other services

The Responsible Entity in its personal capacity, or companies related to the Responsible Entity, may provide services to the Fund. Any such services will be provided on terms that would be reasonable if the parties were dealing at arm's length.

6.2.29 Warning statement for New Zealand investors

The following disclosure is made to enable the Fund's Units to be offered by the Responsible Entity in New Zealand under the mutual recognition scheme between Australia and New Zealand:

- This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 and Regulations. In New Zealand, this is the Securities Act (BetaShares Capital Limited) Exemption Notice 2012.
- This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 and Regulations (Australia) set out how the offer must be made.
- There are differences in how securities are regulated under Australian law. For example, the disclosure of fees for collective investment schemes is different under the Australian regime.
- The rights, remedies, and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies, and compensation arrangements for New Zealand securities.
- Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle your complaint.

- The taxation treatment of Australian securities is not the same as for New Zealand securities.
- If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.
- The offer may involve a currency exchange risk. The currency for the securities is not New Zealand dollars. The value of the securities will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.
- If you expect the securities to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.
- If the securities are able to be traded on a securities market and you wish to trade the securities through that market, you will have to make arrangements for a participant in that market to sell the securities on your behalf. If the securities market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from securities markets that operate in New Zealand.
- The dispute resolution process described in this offer document is only available in Australia and is not available in New Zealand.

It is a term of the offer of Units in New Zealand that the requirements set out in regulations 13(1) to (3) of New Zealand's Securities (Mutual Recognition of Securities Offerings-Australia) Regulations 2008 are complied with by the Responsible Entity (as if they applied), except to the extent modified by paragraph 6(6) of the Securities Act (BetaShares Capital Limited) Exemption Notice 2012.

6.3 MATERIAL CONTRACTS

The Responsible Entity has entered into (or will enter into prior to the date Units are first issued) a number of contracts in relation to the Fund, as set out below

TABLE 6.3: MATERIAL CONTRACTS

CONTRACT AND PARTY	DESCRIPTION
Index licence agreement S&P Dow Jones Indices	This agreement allows the Responsible Entity to use the Index in the operation of the Fund.
Custody agreement RBC Investor Services Trust	This agreement sets out the services provided by the custodian on an ongoing basis together with the service standards.
Fund administration services agreement RBC Investor Services Trust	This agreement sets out the services provided by the administrator (accountancy services, tax services and fund administration services including Unit price calculations), together with the service standards.
Registry agreement Link Market Services Limited	This agreement sets out the services provided by the Registrar on an ongoing basis together with the service standards.
Authorised participant agreement Authorised Participants	<p>An Authorised Participant Agreement deals with execution and settlement procedures in relation to the application for and redemption of Units. The terms of each Authorised Participant Agreement may vary and each may be amended from time to time.</p> <p>Under the Authorised Participant Agreement, the Authorised Participant makes certain representations to the Responsible Entity about its status as an appropriately licensed entity and agrees to comply with the Constitution and with the execution and settlement procedures.</p>
Investment management agreement Horizons ETFs Management (Canada) Inc.	This agreement sets out the investment management services and other terms on which Horizons ETFs provides investment management services to the Responsible Entity in connection with the Fund.
Nominee deed poll RBC Investor Services Trust	Under this document, if applicable, the Applicant Nominee agrees to hold Units the subject of an application by an Authorised Participant as nominee for the Authorised Participant pending settlement.
Nominee terms Authorised participant	By signing the Application Form, if applicable, the Authorised Participant covenants for the benefit of the Applicant Nominee to be bound by the Nominee Terms under which the Applicant Nominee will hold application Units for the Authorised Participant subject to a security interest in favour of the Responsible Entity pending settlement of the application. Under the Nominee Terms, if the Authorised Participant does not comply with its obligations relating to the issue of Units, the Responsible Entity may direct the Applicant Nominee that the Units not be transferred to the Authorised Participant, in which case the Units are to be held solely for the Responsible Entity.

6.4 ASIC RELIEF

Equal Treatment Relief

ASIC has granted relief under section 601QA(1)(a) of the *Corporations Act* from the equal treatment requirement in section 601FC(1)(d), to the extent necessary to allow the Responsible Entity to restrict eligibility to submit redemption requests in relation to Units to Authorised Participants who are Australian residents for tax purposes, subject to a condition that all Unitholders will have a right to a cash redemption if Units are suspended from quotation on the ASX for more than five consecutive trading days, unless:

- The Fund is being wound up; or

- The Fund is not "liquid" as defined in the *Corporations Act*; or
- The Responsible Entity has suspended redemptions in accordance with the Constitution.

Ongoing Disclosure Relief

ASIC has granted relief under section 1020F(1)(a) of the *Corporations Act* from ongoing disclosure requirements in section 1017B on the condition that the Responsible Entity complies with the provisions of the *Corporations Act* that apply to unlisted disclosing entities as if the Fund were an unlisted disclosing entity. The Responsible Entity will comply with these provisions as if the Fund were an unlisted disclosing entity.

Periodic Statements Relief

Under ASIC class order 13/1200, if the Responsible Entity is not aware of the transaction price at which a Unitholder bought or sold units on the ASX, periodic statements are not required to include (i) details of the transaction price at which units were transferred, and (ii) information about the return on investment during the reporting period if the Responsible Entity is not able to calculate this and the periodic statement explains why the information was not included and how it can be obtained.

6.5 DOCUMENTS LODGED WITH ASIC

The Responsible Entity is subject to certain regular reporting and disclosure obligations in relation to the Fund under the *Corporations Act*. Copies of documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, an ASIC office.

As an investor in the Fund, a Unitholder may obtain the following documents from the Responsible Entity (as at the date of this PDS, no such documents have been lodged with ASIC):

- the annual report most recently lodged with ASIC in respect of the Fund;
- any half-year financial report lodged with ASIC in respect of the Fund after the lodgement of the abovementioned annual report and before the date of this Product Disclosure Statement; and
- any continuous disclosure notices given in respect of the Fund after the lodgement of the abovementioned annual report and before the date of this PDS.

The Responsible Entity will send a requesting Unitholder a printed or electronic copy of any of the above documents free of charge within 5 business days of the request.

6.6 COOLING OFF

There is no cooling off period in relation to the subscription for Units in the Fund. This means that once an application form is submitted, an applicant cannot decide to withdraw the application.

6.7 INDIRECT INVESTORS

When an investor invests through a master trust or wrap platform or an IDPS, the operator of the trust, platform or IDPS is investing on the investor's behalf. Consequently the operator (or the custodian of the platform), and not the investor as an indirect investor, holds the Units and therefore has the rights of a Unitholder in the Fund. For example, if an investor is an indirect investor they will not have rights to attend and vote at Unitholder meetings, to withdraw Units or receive distributions. Instead the platform operator will exercise those rights in accordance with their arrangements with the investor. For information about their investment, an investor should contact their platform operator.

6.8 INFORMATION AVAILABLE FROM BETASHARES

The Responsible Entity is subject to regular reporting and disclosure obligations, in its capacity as responsible entity of the Fund and issuer of the Units. The following information can be obtained from the Responsible Entity by visiting the BetaShares website at www.betashares.com.au or by contacting BetaShares on 1300 487 577 (within Australia) or +61 2 9290 6888 (outside Australia):

- The daily Net Asset Value (NAV) for the Fund;
- The daily NAV per Unit for the Fund;
- The Responsible Entity's Unit pricing policy;
- The latest PDS for the Fund;
- Copies of announcements made to the ASX via the ASX Market Announcements Platform (including continuous disclosure notices and distribution information);
- Information about distributions as soon as possible after they are declared;
- Information about redemptions from the Fund;
- Annual and any half-year reports and financial statements for the Fund;
- Details of the Distribution Reinvestment Plan; and
- Information in relation to the Fund to enable Authorised Participants and market makers to estimate the Net Asset Value per Unit of the Fund during the course of a trading day.

6.9 DISCLAIMER

RBC Investor Services Trust ("RBC Investor Services") has been appointed as the custodian and administrator. RBC Investor Services' role as custodian is limited to holding assets of the Fund. As administrator, RBC Investor Services is responsible for the day to day administration of the Fund. RBC Investor Services has no supervisory role in relation to the operation of the Fund and has no liability or responsibility to Unitholders for any act done or omission made in accordance with the custody and investment administration agreements.

RBC Investor Services was not involved in preparing, nor takes any responsibility for this PDS and RBC Investor Services makes no guarantee of the success of the Fund nor the repayment of capital or any particular rate of capital or income return.

6.10 INDEX DISCLAIMER

The Fund is not sponsored, endorsed, sold or promoted by Standard & Poor's and its affiliates ("S&P"). S&P makes no representation, condition or warranty, express or implied, to the owners of the Fund or any member of the public regarding the advisability of investing in securities generally or in the Fund particularly or the ability of the S&P 500 Index to track the performance of certain financial markets and/or sections thereof and/or of groups of assets or asset classes. S&P's only relationship to BetaShares is the licensing of certain trademarks and trade names and of the S&P 500 Index which is determined, composed and calculated by S&P without regard to BetaShares or the Fund. S&P has no obligation to take the needs of BetaShares or the owners of the Fund into consideration in determining, composing or calculating the S&P 500 Index. S&P is not responsible for and has not participated in the determination of the prices and amount of the Fund or the timing of the issuance or sale of the Fund or in the determination or calculation of the equation by which the Fund units are to be converted into cash. S&P has no obligation or liability in connection with the administration, marketing, or trading of the Fund.

S&P does not guarantee the accuracy and/or the completeness of the S&P 500 Index or any data included therein and S&P shall have no liability for any errors, omissions, or interruptions therein. S&P makes no warranty, condition or representation, express or implied, as to results to be obtained by BetaShares, owners of the Fund, or any other person or entity from the use of the S&P 500

Index or any data included therein. S&P makes no express or implied warranties, representations or conditions, and expressly disclaim all warranties or conditions of merchantability or fitness for a particular purpose or use and any other express or implied warranty or condition with respect to the S&P 500 Index or any data included therein. Without limiting any of the foregoing, in no event shall S&P have any liability for any special, punitive, indirect, or consequential damages (including lost profits) resulting from the use of the S&P 500 Index or any data included therein, even if notified of the possibility of such damages.

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7 TAXATION OF UNITS

The taxation information in this PDS is provided for general information only. It is a broad overview of some of the Australian tax consequences associated with investing in the Fund for a potential Australian resident investor.

It does not take into account the specific circumstances of each person who may invest in the Fund. It should not be used as the basis upon which potential investors make a decision to invest.

As the circumstances of each investor are different, the Responsible Entity strongly recommends that investors obtain professional independent tax advice relating to the tax implications of investing in and dealing in Units.

The taxation information in this PDS has been prepared based on tax laws and administrative interpretations of such laws available at the date of this PDS. These laws and interpretations may change.

7.1.1 Distributions from the Fund

Under existing taxation legislation, the Fund should not have to pay Australian income tax, provided Unitholders are presently entitled to all of the income of the Fund in each year of income, which is intended to be the case.

The taxable income of the Fund, to which a Unitholder becomes entitled during a financial year, forms part of the Unitholder's assessable income for that year, even if payment of the entitlement does not occur until after the end of the financial year.

A Unitholder receives an entitlement to the income of the Fund for a financial year if the Unitholder holds Units at the end of a distribution period, or if the Unitholder redeems any Unit during the financial year.

The tax impact for a Unitholder of receiving an entitlement to the income of the Fund depends upon the components of the distribution.

The components of the distribution (if any) may be comprised of a combination of income and capital amounts, or may be comprised solely of amounts of the same character. This is because the gains and losses of buying and selling securities should generally be on capital account, whilst the dividends received on those securities should generally be on revenue account. Similarly, gains and losses on options contracts may be on revenue account (where the Taxation of Financial Arrangements ("TOFA") rules apply to them), or on capital account in certain other circumstances.

The Fund may also distribute "tax deferred amounts", relating to distributions of capital by the Fund, which are non-assessable for tax purposes. Tax deferred amounts reduce the capital gains tax ("CGT") cost base of a Unitholder's Units, and may increase the capital gain or reduce the capital loss subsequently realised on disposal of the Units. Where the total tax deferred amounts received by a Unitholder have exceeded the cost base of their Units, the excess is treated as a capital gain to the Unitholder.

Unitholders will be provided with distribution statements after the end of each financial year detailing the components, for tax purposes, of any distributions received from the Fund during the financial year, including on the redemption of Units.

7.1.2 Foreign income and foreign income tax offsets

The foreign income components that investors in the Fund receive in respect of income distributions from the Fund may be referable to the income distributions that the Fund receives from its investment in offshore investments such as U.S. listed stocks and/or U.S. Index ETFs.

Dividends from U.S. listed securities or income distributions from U.S. Index ETFs received by the Fund may be subject to U.S. withholding tax. The assessable distributions that investors receive from the Fund may give rise to an entitlement to foreign income tax offsets. These may be referable to the U.S. withholding tax that has been deducted from the distributions or other income that the Fund receives from the Fund's offshore investments.

A Unitholder will not receive the amount of any foreign income tax offset component of a distribution it receives from the Fund in cash. Unitholders should still include such components in their assessable income for the relevant year. Australian tax resident investors may also be entitled to claim an offset or credit against their Australian tax payable for any such foreign income tax offsets. BetaShares recommends that investors obtain independent professional tax advice to determine whether any foreign income tax offsets for U.S. or foreign tax withheld from distributions are available.

7.1.3 Capital gains

A trust that qualifies as a managed investment trust ("MIT") can elect to treat its gains and losses on disposal of certain investments (including shares and units in other trusts, but excluding certain financial arrangements under TOFA) as capital gains and losses. It is expected that the Fund will make this election, where eligible.

If the Fund disposes of any of its investments (e.g. on the sale of any assets when Units are redeemed), the Fund may realise assessable capital gains. A capital gain derived by the Fund may be eligible for the 50% CGT discount where the investment has been held for at least 12 months (excluding the acquisition and disposal dates). Any assessable capital gains derived by the Fund to which a Unitholder becomes entitled forms part of the Unitholder's assessable income.

Where a Unitholder becomes entitled to a discounted capital gain from the Fund, the Unitholder will be required to gross-up the capital gain for the discount at the time that they are required to include that gain in their assessable income. A Unitholder may also be eligible for the 50% CGT discount (where the Unitholder is an individual or trust) or a 33 1/3% CGT discount (where the Unitholder is a complying superannuation fund) in respect of the gain that forms part of that Unitholder's assessable income.

7.1.4 Selling or transferring Units

If a Unitholder disposes of Units by selling or transferring the Units to another person (e.g. selling on-market), the Unitholder may be liable for tax on any gains realised on that disposal of Units.

If a Unitholder is assessed otherwise than under the CGT provisions on a disposal of Units (e.g. if the Unitholder is in the business of dealing in securities like Units), any profits made on the disposal of the Units should be assessable as ordinary

income. Such Unitholders may be able to deduct any losses made on the disposal of Units.

If a Unitholder is assessed under the CGT provisions on disposal of Units, the Unitholder may make a capital gain or loss on the disposal of those Units, in the year in which the contract for the disposal is entered into. Some Unitholders may be eligible for the CGT discount upon disposal of Units if the Units have been held for at least 12 months (excluding the acquisition and disposal dates) and the relevant requirements are satisfied. Unitholders should obtain professional independent tax advice about the availability of the CGT discount.

Any capital loss arising on a disposal of Units may be able to be offset against capital gains made in that year or in subsequent years.

7.1.5 Goods and Services Tax (GST)

The issue and redemption of Units should not be subject to GST. However, fees and expenses, such as management costs, incurred by the Fund would likely attract GST (at the rate of 10%).

Given the nature of the activities of the Fund, the Fund may not be entitled to claim input-tax credits for the full amount of the GST incurred. However, for the majority of the expenses, a Reduced Input-Tax Credit (RITC) may be able to be claimed.

The GST and expected RITC relating to fees and expenses is incorporated in the management cost for the Fund.

7.1.6 Applications and redemptions

A person will generally only be eligible to apply for and redeem Units if they are an Authorised Participant.

This section seeks to provide a summary of the tax consequences for Authorised Participants who are assessed on the disposal of Units otherwise than under the CGT provisions (e.g. because they are in the business of dealing in securities like Units).

If an Authorised Participant is assessed on the disposal of Units under the CGT provisions, the entitlement to the income of the Fund which the Authorised Participant receives in connection with the redemption of Units (see below in the context of streaming certain assessable capital gains on the redemption) may exceed the capital gain made on the redemption of the Units. The Authorised Participant may not make a capital loss or be entitled to any other deduction in respect of the excess.

Authorised Participants should obtain professional independent tax advice regarding the tax consequences of applying for and the redemption of their Units, particularly if they are assessed on the disposal of Units under the capital gains provisions.

Applications

An Authorised Participant applies for Units by way of an in-kind transfer of a basket of securities together with a balancing cash payment (or, if agreed by the Responsible Entity, by way a cash payment only). In the event of an in-kind application, an Authorised Participant applying for Units may be assessed on any profits arising from the transfer of those securities as ordinary income, and may be entitled to deduct any losses arising from the transfer of those securities.

The Units which an Authorised Participant acquires on an in-kind application should be taken to have been acquired at a cost equal to the purchase price of those Units.

Redemptions

An Authorised Participant who redeems Units will become entitled to receive the Withdrawal Amount on the redemption (this may be reduced by the redemption fee). The Withdrawal Amount is satisfied by way of an in-kind transfer of a basket of securities together with any balancing cash payment (or, where the Responsible Entity agrees, by way of a cash payment).

The Constitution of the Fund contains provisions which, in broad terms, stream capital gains and other taxable gains realised by the Fund when redeeming Units to redeeming Unitholders. It does this, in the context of capital gains, by making the redeeming Unitholders specifically entitled to the capital gains realised by the Fund on the redemption of their Units (discussed further below).

The Withdrawal Amount may therefore comprise a distribution of the income of the Fund as well as the payment of the redemption price for the Units which are to be redeemed.

The distribution of the income of the Fund received on the redemption of Units may include an entitlement to income realised by the Fund arising out of the redemption of the Units to the redeeming Authorised Participant. This may include a specific entitlement to a capital gain, or certain other income realised by the Fund arising as a result of the redemption of the Units.

An Authorised Participant whose Units are redeemed, and who is assessed on the disposal of Units otherwise than under the CGT provisions, should be assessed on any profit arising on the redemption of the Units. An Authorised Participant who redeems Units may be entitled to a deduction for any loss arising on the redemption of Units.

The split between the components of the Withdrawal Amount (that is, how much of it represents a specific entitlement to a capital gain or a distribution of other distributable income of the Fund, and how much represents the price paid on redemption of the Units), and the composition of any income entitlement included in the Withdrawal Amount, will not be known until after the financial year end.

The Responsible Entity will notify persons who have redeemed Units during a financial year of the composition of the Withdrawal Amount, including the capital gains to which they were specifically entitled in connection with the redemption of Units and the composition of any other income entitlement they received in connection with the redemption of Units during that year, following the end of the financial year, once that information becomes available.

7.1.7 Streaming of capital gains

The Fund has been structured with the intention of ensuring that a Unitholder's level of distributions from the Fund is not affected by capital gains realised by the Fund in meeting redemptions by other Unitholders. This is done by streaming those capital gains to the redeeming Unitholders (as discussed above).

For these purposes, the *Tax Laws Amendment (2011 Measures No.5) Act 2011* has been enacted which amended the tax law to enable the streaming of capital gains (and franked distributions).

The amendments were considered necessary to address a number of uncertainties and longstanding problems with the taxation of trusts, some of which were highlighted by recent court decisions, including the High Court decision in *Commissioner of Taxation v Bamford* [2010] HCA 10 ("**Bamford**").

A trust that qualifies as a MIT is able to elect to apply these streaming rules. It is expected that the Fund will make this election, where eligible. For these purposes, the Australian Government is expected to extend the streaming rules for MITs until 1 July 2015 in order to coincide with the deferred start date of the proposed new MIT regime (discussed below). The streaming rules should automatically apply to the Fund in circumstances where the Fund does not qualify as a MIT but holds its eligible assets on capital account under general law.

Where the streaming rules apply to the assets held by the Fund on capital account, the Constitution of the Fund should operate to stream the capital gains realised by the Fund when redeeming Units to the relevant redeeming Unitholders. This treatment should arise on the basis that the relevant redeeming Unitholders should be made specifically entitled to the capital gains realised by the Fund on the redemption of their Units in accordance with the above streaming rules.

A number of uncertainties still exist with respect to the streaming of income that does not comprise capital gains (and franked distributions). For example, recent cases have cast some doubt on the ability of a trust (such as the Fund) to allocate a particular component of income (other than capital gains and franked distributions) to particular unitholders. However, the Responsible Entity does not currently expect the streaming of other income to redeeming Unitholders on redemption to be significant.

The Responsible Entity will continue to monitor developments in this area.

Unitholders should obtain professional independent tax advice regarding the tax consequences of redeeming their Units, particularly if they are assessed on the disposal of Units under the CGT provisions.

7.1.8 Foreign accruals rules

The Fund will invest in foreign entities which means the Fund could become subject to Australia's foreign accruals tax rules such as the Controlled Foreign Company ("CFC") rules in limited circumstances.

On the basis that the Fund will invest in very large US listed entities, it is not expected that the requisite CFC control tests would be satisfied such that the CFC rules should not apply.

However, whether or not the relevant foreign accruals tax rules ultimately apply to the Fund will depend on, amongst other things, the level of interest held by the Fund (and its associates) in the foreign entities, and any future legislative developments in respect of these rules.

7.1.9 Tax Reform

The Australian Government has announced that it intends to implement a proposed new tax system for MITs from 1 July 2015.

The former Federal Government announced a possible broader reform/rewrite of the trust taxation rules. However, the status of these reforms under the current Federal Government is unclear.

Unitholders should seek their own advice on the potential impact of any of the above announcements and proposed legislative changes. Investors should monitor the progress of all relevant legislation, including any further legislation introduced as a result of the announced reforms or in respect of any future reforms, together with any legislative or judicial developments with respect to the streaming of income by a trust.

7.1.10 Tax File Number ("TFN") or Australian Business Number ("ABN")

Unitholders will be requested by the Fund to provide their TFN or ABN (if applicable) or claim an exemption in relation to their investment in the Fund. It should be noted that there is no obligation to provide a TFN, however, Unitholders who do not provide their TFN or ABN or claim an exemption may have tax deducted from distributions at the highest marginal rate.

7.1.11 Other comments

In cases where Units are to be redeemed by a Unitholder that is an Australian resident for tax purposes, the Fund should generally not be required to withhold any amounts from the Withdrawal Amount paid on redemption of Units.

Distributions to non-resident Unitholders (including on redemption) may have tax withheld by the Responsible Entity.

8 GLOSSARY

These definitions are provided to assist investors in understanding some of the expressions used in this PDS:

Applicant Nominee	An entity which holds Units pending settlement on behalf of Authorised Participants applying for Units. As at the date of this PDS the Applicant Nominee is RBC Investor Services Trust. The Responsible Entity may determine that the Applicant Nominee is no longer to be appointed to hold Units pending settlement on behalf of Authorised Participants applying for Units.
AQUA Product	A product admitted under the ASX Operating Rules to the AQUA market of the ASX.
AQUA Rules	Schedule 10A of the ASX Operating Rules and related rules and procedures, as amended, varied or waived from time to time.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited or the Australian Securities Exchange, as the case requires.
ASX Business Day	A "Business Day" as defined in the ASX Operating Rules, unless determined otherwise by the Responsible Entity.
ASX Listing Rules	The listing rules of the ASX as amended, varied or waived from time to time.
ASX Operating Rules	The operating rules of the ASX as amended, varied or waived from time to time.
Australian Resident	An Australian resident for tax purposes, as defined in the Constitution.
Authorised Participant	Trading participants under the ASX Operating Rules who have entered into an Authorised Participant Agreement with the Responsible Entity.
Authorised Participant Agreement	An agreement between the Responsible Entity and an Authorised Participant in relation to Unit applications and redemptions.
CHESS	The Clearing House Electronic Sub-register System.
Constitution	The constitution governing the Fund, as amended or replaced from time to time.
Corporations Act	Corporations Act 2001 (Cth)
Creation Unit	A particular number of units of the Fund, as set out in section 5.1 or as otherwise determined by the Responsible Entity from time to time.
Dealing Day	A day that is both (a) an ASX Business Day and (b) a day on which all relevant exchanges, on which the Fund's portfolio of securities and options are traded, are open for trading, unless the Responsible Entity determines otherwise.
Dealing Deadline	4:00 pm Sydney time on each Dealing Day (or such other time advised by the Responsible Entity), being the time by which an Application/Redemption form must be received by the Responsible Entity to be processed for that Dealing Day.
Fund	The fund offered under this PDS, specifically BetaShares S&P 500 Yield Maximiser Fund (managed fund).
Index	S&P 500 Index.
Issue Price	The Net Asset Value divided by the number of Units on issue in the Fund.
Net Asset Value	The net asset value for the Fund calculated in accordance with section 5.8.
Nominee Terms	In relation to an application for Units, the nominee terms made available by the Responsible Entity to the applicant, as described in section 6.3.

PDS	Product Disclosure Statement.
Registrar	Link Market Services Limited (ABN 54 083 214 537), or any other registry that the Responsible Entity appoints to maintain the register.
Share Portfolio	The Fund's portfolio of equity securities that provides exposure to the S&P 500 Index.
Tax Act	The Income Tax Assessment Act 1936, the Income Tax Assessment Act 1997 or both, as appropriate.
Unit	A unit in the Fund.
Unitholder	A holder of a Unit.
Withdrawal Amount	The Net Asset Value divided by the number of Units on issue in the Fund.

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FORMS

APPLICATION FORM

**BetaShares S&P 500 Yield Maximiser Fund (managed fund)
Product Disclosure Statement dated 3 September 2014 issued
by BetaShares Capital Ltd, ABN 78 139 566 868, AFSL
341181 as Responsible Entity.**

Please note: This form is for use by Authorised Participants. Other investors can buy Units on the ASX through a stockbroker or via a financial adviser.

It is important to read the BetaShares S&P 500 Yield Maximiser Fund (managed fund) Product Disclosure Statement (PDS) carefully. If this PDS was obtained electronically, a paper copy of this PDS (including any supplementary PDS) and the Application Form will be provided free of charge upon request. If you give another person access to the Application Form you must at the same time and by the same means give the other person access to this PDS and any supplementary PDS. Capitalised terms have the same meaning as in the PDS.

Please fax the completed Application Form to (02) 9262 4950.

APPLICANT DETAILS

Name _____

ACN/ABN _____

Postal address _____

Suburb _____

State _____ Postcode _____

Telephone (____) _____

Fax (____) _____

NUMBER OF UNITS APPLIED FOR

This Applicant hereby applies to the Responsible Entity for Units as specified below.

***Please note:** The minimum application is the number of Units that constitute one Creation Unit (as set out in the PDS). Applications must be made in whole multiples of Creation Units unless the Responsible Entity agrees otherwise.*

Fund: BetaShares S&P 500 Yield Maximiser Fund (managed fund)

ASX code: UMAX

Number of Units: _____

ACKNOWLEDGEMENTS

By signing this Application Form:

- I/We confirm that the representations and warranties made and given in the Authorised Participant Agreement continue to be true and correct.

- I/We confirm that all of the information in this Application Form is true and correct.
- I/We represent and warrant that I/we have received the PDS (electronic or hard copy) in Australia.
- I/We declare I/we have read the PDS and agree to be bound by the terms and conditions of the PDS and the Constitution of the Fund (as amended or replaced from time to time).
- I/We agree to the Applicant Nominee holding Units on the applicant's behalf pending settlement of this application in accordance with the Nominee Terms, if required, as determined by the Responsible Entity.
- I/We covenant, for the benefit of the Applicant Nominee, to be bound by the Nominee Terms, if applicable.
- I/We understand that none of BetaShares Holdings Pty Ltd, BetaShares Capital Ltd, Horizons ETFs Management (Canada) Inc. or their related entities, directors or officers guarantees the performance of, the repayment of capital invested in, or the payment of income from the Fund.
- I/We acknowledge that an investment in Units is subject to risk which may include possible delays in repayment and loss of income and capital invested.
- I/We declare that the applicant has the capacity and power to make an investment in accordance with the application.
- I/We declare that in making a decision to invest the only information and representations provided by the Responsible Entity are those contained in this PDS to which this application relates.
- I/We understand the risks of the investment and have obtained all professional financial and taxation advice independently of the Responsible Entity as we consider necessary prior to deciding to invest in the Fund.
- I/We acknowledge that I/we have read and understood the privacy disclosure statement in the PDS and agree to information about the applicant being collected, used and disclosed in accordance with that statement.
- If signed under power of attorney, the/each attorney verifies that no notice or revocation of that power has been received.
- I/We intend this Application Form to take effect as a deed poll.

Applicant signatures

Signature of Authorised Person

Name of Authorised Person (block letters)

Position (block letters)

Signature of Authorised Person

Name of Authorised Person (block letters)

Position (block letters)

Date:

FORMS

REDEMPTION FORM

BetaShares S&P 500 Yield Maximiser Fund (managed fund)
Product Disclosure Statement dated 3 September 2014 issued
by BetaShares Capital Ltd, ABN 78 139 566 868, AFSL 341181
as Responsible Entity.

Please note: This form is for use by Authorised Participants (and other Unitholders where they have a right to redeem Units as described in the PDS). Unitholders can also sell Units on the ASX through a stockbroker or via a financial adviser.

It is important to read the BetaShares S&P 500 Yield Maximiser Fund (managed fund) Product Disclosure Statement (PDS) carefully. If this PDS was obtained electronically, a paper copy of this PDS (including any supplementary PDS) and the Redemption Form will be provided free of charge upon request. Capitalised terms have the same meaning as in the PDS.

Please fax the completed Redemption Form to (02) 9262 4950.

UNITHOLDER DETAILS

Name _____

ACN/ABN _____

Postal address _____

Suburb _____

State _____ Postcode _____

Telephone (____) _____

Fax (____) _____

NUMBER OF UNITS TO BE REDEEMED

We hereby request the Responsible Entity to redeem Units as specified below.

Please note: *The minimum redemption is the number of Units that constitute one Creation Unit, unless the PDS provides otherwise. Redemptions must be made in whole multiples of Creation Units unless the Responsible Entity agrees otherwise. Redemptions shall be satisfied "in kind", unless the Responsible Entity agrees otherwise or the PDS provides otherwise.*

Fund: BetaShares S&P 500 Yield Maximiser Fund (managed fund)

ASX code: UMAX

Number of Units: _____

SIGNATURE BY REDEEMING UNITHOLDER

By signing this Redemption Form:

- If an Authorised Participant, I/we confirm that the representations and warranties made and given in the Authorised Participant Agreement in relation to redemption requests continue to be true and correct.
- I/We confirm that I/we am/are entitled to deliver or arrange delivery of the Units the subject of the redemption request to the Responsible Entity or its custodian.
- I/We agree to reimburse and indemnify the Responsible Entity for all taxes, duties and charges imposed against the Responsible Entity or its agents that may be assessed against the Responsible Entity as a result of my/our entitlement to the capital or distributable income of the Fund (Taxation Amount).
- I/We authorise the Responsible Entity to deduct from my/our income distributions payable from the Fund, on account of the Taxation Amount which the Responsible Entity is or may become liable to pay in respect of my/our entitlement to the capital or distributable income of the Fund.
- I/We confirm that I/we have read and understood the PDS as it relates to redemptions.
- If signed under power of attorney, the/each attorney verifies that no notice or revocation of that power has been received.

Applicant signatures

Signature of Authorised Person

Name of Authorised Person (block letters)

Position (block letters)

Signature of Authorised Person

Name of Authorised Person (block letters)

Position (block letters)

Date: _____

DIRECTORY

Responsible Entity

BetaShares Capital Ltd

Level 9

50 Margaret Street

Sydney NSW 2000

Telephone: 1300 487 577 (within Australia) or +61 2 9290 6888 (outside Australia)

Custodian

RBC Investor Services

Level 47

2 Park Street

Sydney NSW 2000

Registrar

Link Market Services

Level 12

680 George Street

Sydney NSW 2000

Solicitors to BetaShares

Minter Ellison

Aurora Place

88 Phillip Street

Sydney NSW 2000

Auditor

KPMG

10 Shelley Street

Sydney NSW 2000