

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

## PROSPECTUS

*Initial Public Offering and Continuous Offering*

August 29, 2023



For the following index-tracking exchange-traded funds (each, an “iShares Fund” and together, the “iShares Funds”), this prospectus qualifies the distribution of Canadian dollar denominated units (“CAD Units”) and, as indicated below, U.S. dollar denominated units (“USD Units”).

**iShares NASDAQ 100 Index ETF (“XQQU”)<sup>1</sup>**  
**iShares U.S. Aerospace & Defense Index ETF (“XAD”)**  
**iShares S&P U.S. Financials Index ETF (“XUSF”)**  
**iShares Semiconductor Index ETF (“XCHP”)**  
**iShares S&P/TSX Energy Transition Materials Index ETF (“XETM”)**

Collectively, CAD Units and USD Units are referred to as “Units”.

Capitalized terms used but not otherwise defined have the meanings ascribed herein.

The iShares Funds are established as trusts under the laws of the Province of Ontario. Unitholders of the iShares Funds are not shareholders of a corporation.

BlackRock Asset Management Canada Limited (“**BlackRock Canada**”) is the trustee, manager and portfolio adviser of the iShares Funds and is responsible for the day-to-day administration of the iShares Funds. See “**Organization and Management Details of the iShares Funds – Trustee, Manager and Portfolio Adviser of the iShares Funds**”.

### **Investment Objectives**

The investment objective of each iShares Fund is described in the applicable ETF profile under the heading “**ETF Profiles**”.

### **Listing of Units**

Each Unit of an iShares Fund represents an equal, undivided interest in the net assets of the iShares Fund attributable to that class of Units.

The Toronto Stock Exchange (the “**TSX**” or the “**Exchange**”) has conditionally approved the listing of Units of the iShares Funds subject to fulfillment by the iShares Funds of all of the requirements of the TSX, including distribution of a minimum number of Units of the iShares Funds, by August 9, 2024. Once the Units are listed on the TSX, Units of the iShares Funds will be offered on a continuous basis. Investors will be able to buy or sell Units of an iShares Fund on the TSX through a registered broker or dealer in the province or territory where the investor resides.

Investors will incur customary brokerage commissions when buying or selling Units on the Exchange. No fees are paid by a Unitholder to BlackRock Canada or the iShares Funds in connection with the buying or selling of Units on the Exchange.

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<sup>1</sup> This iShares Fund also offers USD Units. For the ticker symbol for the USD Units of the iShares Fund, see “**Overview of the Legal Structure of the iShares Funds**”.

## **Purchase, Redemption and Exchange**

Dealers may purchase and redeem Units directly from the iShares Funds. Unitholders of the iShares Funds may dispose of their Units in two ways: (i) by selling their Units on the Exchange at the full market price less customary brokerage commissions and expenses, or (ii) by redeeming Units for cash at a redemption price of 95% of the closing price for the applicable Units on the Exchange on the effective Trading Day for the redemption. However, a cash redemption request will be subject to a maximum redemption price payable to a Unitholder of the applicable NAV per Unit. Unitholders are advised to consult their brokers or investment advisors before redeeming Units for cash. Each iShares Fund also offers additional redemption or exchange options which are available where a Unitholder redeems or exchanges a Prescribed Number of Units. See “**Purchase of Units**” and “**Exchange and Redemption of Units**”.

## **Additional Considerations**

**No Dealer has been involved in the preparation of the prospectus or has performed any review of the contents of the prospectus.**

**For a discussion of the risks associated with an investment in Units of the iShares Funds, see “Risk Factors” and for the risk factor disclosure applicable to a particular iShares Fund, see the applicable ETF profile under the heading “ETF Profiles”.**

The registration and transfer of Units are effected through the book-entry only system administered by CDS Clearing and Depository Services Inc. (“CDS”). Investors in the iShares Funds do not have the right to receive physical certificates evidencing their ownership of Units.

## **Trademarks**

“iShares®” is a registered trademark of BlackRock, Inc. or its subsidiaries in the U.S. or elsewhere. Used with permission.

## **Documents Incorporated by Reference**

During the period in which an iShares Fund is in continuous distribution, additional information will be available in the most recently filed ETF Facts for each of the iShares Funds, the most recently filed comparative annual financial statements, any interim financial statements filed after its most recent comparative annual financial statements, the most recent annual management report of fund performance (“MRFP”), and any interim MRFP filed after that annual MRFP. These documents are or will be incorporated by reference into, and legally form an integral part of, this prospectus. These documents are or will be publicly available on the iShares Funds’ designated website at [www.blackrock.com/ca](http://www.blackrock.com/ca) and may be obtained upon request, at no cost, by calling 1-866-474-2737 or by contacting a registered dealer. These documents and other information about the iShares Funds are or will be publicly available at [www.sedar.com](http://www.sedar.com). See “**Documents Incorporated by Reference**”.

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## IMPORTANT TERMS

Unless otherwise indicated, all references to dollar amounts in this prospectus are to Canadian dollars, all references to times in this prospectus are to Toronto time, and all references to an Index below are as constituted by the applicable Index Provider from time to time, or any replacement index as applicable.

“**1933 Act**” — U.S. Securities Act of 1933, as amended.

“**ADRs, ADSs, GDRs and IDRs**” — American Depositary Receipts, American Depositary Shares, Global Depositary Receipts and International Depositary Receipts, respectively, each of which is a type of negotiable financial security that is traded on a local stock exchange but represents a security that is issued by a foreign publicly-listed company.

“**ATR Rule**” — has the meaning ascribed thereto under “**Risk Factors – Taxation of the iShares Funds Risk**”.

“**BAL**” — BlackRock Advisors (UK) Limited, an affiliate of BlackRock Canada.

“**Basket**” — a group of iShares ETFs, bonds, shares or other securities as BlackRock Canada may determine in its discretion from time to time for the purpose of subscription orders, exchanges, redemptions or for other purposes.

“**BFA**” — BlackRock Fund Advisors, an affiliate of BlackRock Canada.

“**BlackRock**” — BlackRock, Inc., the ultimate parent company of BlackRock Canada.

“**BlackRock Canada**” — BlackRock Asset Management Canada Limited, the trustee, manager and portfolio adviser of the iShares Funds.

“**BTC**” — BlackRock Institutional Trust Company, N.A., an affiliate of BlackRock Canada.

“**CAD Unit**” — in relation to an iShares Fund, a Canadian dollar denominated unit of beneficial interest of the iShares Fund.

“**Canadian iShares Fund**” — any ETF that is listed on a recognized Canadian stock exchange and managed by BlackRock Canada or an affiliate.

“**Canadian securities legislation**” — the securities legislation in force in each province and territory of Canada, all regulations, rules, orders and policies made thereunder and all multilateral and national instruments adopted by the securities regulatory authorities therein and all exemptions therefrom.

“**Canadian Trading Day**” — each day on which a session of the Exchange is held.

“**Cboe Canada**” — Cboe Canada (formerly, the NEO).

“**CDS**” — CDS Clearing and Depository Services Inc.

“**CDS Participant**” — a participant in CDS, including a securities broker or dealer, bank, trust company or other institution that directly or indirectly maintains a custodial relationship with CDS, which holds Units on behalf of beneficial owners of Units.

“**Constituent Issuers**” — in relation to an Index, the issuers that from time to time are included in the Index as selected by the Index Provider.

“**CRA**” — Canada Revenue Agency.

“**Creation Transaction Fee**” — the fee payable in connection with payments of cash or securities, in whole or in part, for subscriptions of a Prescribed Number of Units of the applicable iShares Fund, representing, as applicable, brokerage expenses, commissions, transaction costs, costs or expenses related to market impact or differences in valuation, and other costs or expenses that the iShares Fund incurs or expects to incur in effecting securities

transactions on the market with such payments of cash or securities or otherwise as a result of accepting such payments of cash or securities.

**“Custody Agreement”** — as described under **“Prospectus Summary – Organization and Management Details of the iShares Funds – Custodian”**.

**“Dealers”** — registered dealers (that may or may not have entered into a Designated Broker Agreement) that enter into agreements with one or more iShares Funds and that subscribe for and purchase Units from such iShares Funds, and **“Dealer”** means any one of them.

**“derivatives”** — instruments that derive their value from the market price, value or level of an underlying security, commodity, economic indicator, index or financial instrument, and may include options, forward contracts, futures contracts, swaps and debt-like securities.

**“Designated Broker Agreement”** — an agreement between BlackRock Canada, on behalf of an iShares Fund, and a registered dealer pursuant to which such registered dealer agrees to perform certain duties in relation to the iShares Fund.

**“distribution record date”** — a date designated by BlackRock Canada as a record date for the determination of Unitholders of an iShares Fund entitled to receive a distribution.

**“DRIP”** — the distribution reinvestment plan of each iShares Fund as described under **“Optional Plan – Distribution Reinvestment Plan”**.

**“Dublin iShares Fund”** — any ETF that is listed on the London Stock Exchange and managed by an affiliate of BlackRock Canada as described under **“Investment Strategies – Investment Strategies that May be Employed by iShares Funds – Investment in iShares ETFs – Dublin iShares Funds”**.

**“ETF”** — an exchange-traded fund.

**“ETF Facts”** — a document in respect of a class of Units of an iShares Fund, summarizing certain features of that class of Units and of that iShares Fund.

**“Exchange”** — in relation to an iShares Fund, the TSX.

**“Exchange Transaction Fee”** — the fee payable in connection with payments of cash or securities, in whole or in part, for exchanges of a Prescribed Number of Units of the applicable iShares Fund, representing, as applicable, brokerage expenses, commissions, transaction costs, costs or expenses related to market impact or differences in valuation, and other costs or expenses that the iShares Fund incurs or expects to incur in effecting securities transactions on the market to obtain the necessary cash or securities for the exchange or otherwise as a result of delivering such payments of cash or securities.

**“FHSA”** — first home savings account.

**“forward contracts”** — agreements between two parties to buy or sell an asset at a specified point in time in the future at a predetermined price and may include physical forward contracts, which are forward contracts that settle by physical delivery of the asset that is bought or sold, and cash-settled forward contracts.

**“HST”** — federal harmonized sales tax.

**“ICE”** — ICE Data Indices, LLC or its affiliates.

**“Indemnified Party”** — as described under **“Organization and Management Details of the iShares Funds – Details of the Management Services to be Provided by BlackRock Canada”**.

**“Index Provider”** — third party providers of Indices, including S&P, ICE and NASDAQ, with which BlackRock Canada has entered into licensing arrangements (either directly or pursuant to a sublicense with an affiliate, as

applicable) to use the relevant Indices and certain trademarks in connection with the operation of the applicable iShares Funds.

**“Index Securities”** — in relation to a particular Index, the securities of the Constituent Issuers included in that Index.

**“Indices”** — benchmarks, provided by Index Providers, or a replacement or alternative benchmark or index, as applicable, which are used by the iShares Funds in relation to the iShares Funds’ investment objectives and strategies, and **“Index”** means any one of them.

**“IRC”** — the independent review committee of the iShares Funds as described under **“Organization and Management Details of the iShares Funds – Independent Review Committee”**.

**“iShares ETFs”** — ETFs managed by BlackRock Canada or an affiliate, including Canadian iShares Funds (including iShares Funds), U.S. iShares Funds and Dublin iShares Funds.

**“iShares Funds”** — collectively, the index-tracking exchange-traded funds on the cover page of this prospectus, and **“iShares Fund”** means any one of them.

**“Management Fee Distribution”** — an amount equal to the difference between the applicable management fee otherwise chargeable and a reduced fee determined by BlackRock Canada from time to time that is distributed monthly in cash by an iShares Fund to Unitholders who hold large investments in the iShares Fund, as described under **“Fees and Expenses – Fees and Expenses Payable by the iShares Funds – Management Fee Distributions”**.

**“MRFP”** — management report of fund performance.

**“NASDAQ”** — Nasdaq, Inc.

**“NAV”** — net asset value, as described under **“Calculation of Net Asset Value”**.

**“NAV per Unit”** — net asset value per Unit, as described under **“Calculation of Net Asset Value”**.

**“NI 81-102”** — National Instrument 81-102 – *Investment Funds*.

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

**“NYSE”** — the New York Stock Exchange.

**“Plan”** — the DRIP.

**“Plan Units”** — as described under **“Optional Plan – Distribution Reinvestment Plan”**.

**“Prescribed Number of Units”** — in relation to a class of Units of an iShares Fund, the number of Units of such class determined by BlackRock Canada from time to time for the purpose of subscription orders, exchanges, redemptions or for such other purposes as BlackRock Canada may determine.

**“RDSP”** — registered disability savings plan.

**“Registered Plans”** — trusts governed by RRSPs, RRIFs, RDSPs, deferred profit sharing plans, RESPs, TFSAs and FHSAs.

**“Replicating Strategy”** — as described under **“Investment Strategies – Investment Strategies Employed by iShares Funds – Replicating Strategy”**.

**“RESP”** — registered education savings plan.

**“RQA”** — BlackRock’s Risk and Quantitative Analytics Group.

**“RRIF”** — registered retirement income fund.

“RRSP” — registered retirement savings plan.

“S&P” — S&P Dow Jones Indices LLC, an indirect subsidiary of S&P Global, Inc.

“**Sampling Strategy**” — as described under “**Investment Strategies – Investment Strategies Employed by iShares Funds – Sampling Strategy**”.

“**securities regulatory authority**” — the securities commission or similar regulatory authority in each province and territory of Canada that is responsible for administering the Canadian securities legislation in force in such province or territory.

“SIFT” — specified investment flow-through.

“**SIFT Rules**” – provisions of the Tax Act applicable to “SIFT trusts” and “SIFT partnerships” (as defined in the Tax Act).

“SSBT” — State Street Bank and Trust Company, an affiliate of SSTCC.

“SSTCC” — State Street Trust Company Canada, the custodian, registrar and transfer agent and Plan Agent of the iShares Funds.

“**swap**” — a forward-type financial derivative contract in which two counterparties agree to exchange cash flows determined with reference to prices of, for example, currencies or interest rates, according to predetermined rules. At inception, this instrument typically has zero market value. As market prices change, the swap may acquire value, which value then fluctuates based on the market.

“**T+3 Securities**” — means securities, the trades in respect of which, customarily settle on the third business day after the date upon which pricing for a trade in the securities is determined.

“**Tax Act**” — the *Income Tax Act* (Canada) and the regulations issued thereunder, as the same may be amended from time to time.

“TFSA” — tax-free savings account.

“**Trading Day**” — for each iShares Fund, a day on which (i) a session of the Exchange is held; (ii) the primary market or exchange for the securities held by the iShares Fund is open for trading (as set forth in the Trust Document); and (iii) the Index Provider of such iShares Fund calculates and publishes data relating to the applicable Index.

“**Trust Document**” — as described under “**Overview of the Legal Structure of the iShares Funds**”.

“TSX” — the Toronto Stock Exchange.

“U.K.” — the United Kingdom.

“U.S.” — the United States of America.

“**U.S. iShares Fund**” — any ETF that is listed on a recognized U.S. stock exchange and managed by an affiliate of BlackRock Canada.

“**U.S. Money Market Fund**” — any U.S. registered money market fund advised by BFA or an affiliate.

“**Underlying Fund**” — an iShares ETF that is a Canadian resident trust in which another iShares Fund invests.

“**Unit**” — a CAD Unit or USD Unit, as applicable.

“**Unitholder**” — in respect of an iShares Fund, a holder of one or more Units of such iShares Fund.

“**USD Unit**” — in relation to XQQU, a U.S. dollar denominated unit of beneficial interest of the iShares Fund.



## PROSPECTUS SUMMARY

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

<b>Issuers:</b>	The iShares Funds
<b>Offerings:</b>	<p>Each iShares Fund is an exchange-traded fund established as a trust under the laws of the Province of Ontario. BlackRock Canada is the trustee, manager and portfolio adviser of the iShares Funds.</p> <p>Each iShares Fund is offering CAD Units and/or USD Units, as applicable, pursuant to this prospectus. For a more detailed description of the units being offered by a particular iShares Fund, see the applicable ETF profile under the heading “<b>ETF Profiles</b>”.</p>
<b>Continuous Distribution:</b>	<p>There is no maximum number of Units that may be issued for each iShares Fund.</p> <p>The TSX has conditionally approved the listing of the Units of the iShares Funds subject to fulfillment by the iShares Fund of all of the requirements of the TSX, including distribution of a minimum number of Units of the iShares Funds, by August 9, 2024. Once the Units are listed on the TSX, Units of the iShares Funds will be offered on a continuous basis.</p> <p>Investors may purchase or sell Units on the TSX through a registered broker or dealer in the province or territory where the investor resides. Accordingly, investors may trade Units in the same way as other securities listed on the TSX, including by using market orders and limit orders. Investors may incur customary brokerage commissions when buying or selling Units on the TSX. Dealers may purchase a Prescribed Number of Units from the iShares Funds at the NAV per Unit. See “<b>Purchase of Units – Issuance of Units</b>”.</p>
<b>Investment Objectives of the iShares Funds:</b>	The investment objectives of an investment fund describe the fundamental attributes of the investment fund that distinguish it from other investment funds. For a description of the investment objectives of a particular iShares Fund, see the applicable ETF profile under the heading “ <b>ETF Profiles</b> ”.
<b>Investment Strategies of the iShares Funds:</b>	The investment strategies of an investment fund describe the strategies that the investment fund may use in pursuing its investment objectives. For a description of the general investment strategies applicable to the iShares Funds, see “ <b>Investment Strategies</b> ”. For a more detailed description of the investment strategies of a particular iShares Fund, see the applicable ETF profile under the heading “ <b>ETF Profiles</b> ”.
<b>Risk Factors:</b>	There are certain risks associated with making an investment in the iShares Funds, which are described under the heading “ <b>Risk Factors – General Risks Relating to an Investment in the iShares Funds</b> ” and “ <b>Risk Factors – Risks Relating to an Investment in the iShares Funds Regarding Index Strategy</b> ”. The risk factors described under the heading “ <b>Risk Factors – Risks Relating to an Investment in Specific iShares Funds</b> ” apply to certain, but not all, iShares Funds. For details as to which of these risk factors apply to a particular iShares Fund, see the applicable ETF profile under the heading “ <b>ETF Profiles</b> ”.
<b>Special Considerations for Unitholders:</b>	The provisions of the “early warning” requirements set out in Canadian securities legislation do not apply in connection with the acquisition of Units of the iShares Funds. In addition, based upon exemptive relief granted by the Canadian securities regulatory authorities, a Unitholder may acquire more than 20% of the Units of a class of any iShares Fund through purchases on the Exchange without regard to the takeover bid requirements of applicable Canadian securities legislation, provided that such Unitholder, as well as any person acting

jointly or in concert with the Unitholder, undertakes to BlackRock Canada not to vote more than 20% of the Units of a class of that iShares Fund.

Market participants are permitted to sell Units of any iShares Fund short and at any price without regard to the restrictions in the Universal Market Integrity Rules applicable to trading on the Exchange that generally prohibit selling securities short unless the price is at or above the last sale price.

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

Units of the iShares Funds may be “mark-to-market property” for purposes of the “mark-to-market” rules in the Tax Act. These rules require taxpayers that are financial institutions within the meaning of the rules to recognize annually, on income account, any accrued gains and losses on securities that are “mark-to-market property”.

Each iShares Fund that invests a portion of its portfolio assets in T+3 Securities has obtained exemptive relief from the securities regulatory authorities to permit such iShares Fund to settle primary market trades in Units of the iShares Fund no later than the third business day after the date upon which pricing for the Units is determined. This settlement cycle differs from the standard settlement cycle for secondary market trades in the Units of the iShares Fund, which customarily occurs no later than the second business day after the date upon which pricing for the Units is determined.

See “**Purchase of Units – Special Considerations for Unitholders**” and “**Exemptions and Approvals**”.

**Exchange:** Unitholders may exchange the Prescribed Number of Units (or an integral multiple thereof) on any Trading Day for Baskets and cash, subject to the requirement that a minimum Prescribed Number of Units be exchanged. See “**Exchange and Redemption of Units – Exchange of Units at NAV per Unit for Baskets and/or Cash**”.

**Redemption:** Unitholders may redeem Units of any iShares Fund for cash at a redemption price per Unit equal to 95% of the closing price for the applicable Units on the Exchange on the effective Trading Day for the redemption. However, a cash redemption request will be subject to a maximum redemption price payable to a Unitholder of the applicable NAV per Unit. Unitholders will generally be able to sell (rather than redeem) Units at the full market price on the Exchange through a registered broker or dealer subject only to customary brokerage commissions. Therefore, Unitholders are advised to consult their brokers, dealers or investment advisors before redeeming their Units for cash. No fees or expenses are paid by a Unitholder to BlackRock Canada or the iShares Funds in connection with selling Units on the Exchange. See “**Exchange and Redemption of Units – Redemption of Units for Cash**”.

**Distribution Policy** For information on the expected frequency of cash distributions of a particular iShares Fund, see the applicable ETF profile under the heading “**ETF Profiles**”.

It is intended that in each taxation year of an iShares Fund, any net income and net realized capital gains of the iShares Fund will be distributed to such an extent that the iShares Fund will not be liable for ordinary income tax thereon. The tax treatment to Unitholders of

distributions is discussed under the heading “**Income Tax Considerations – Taxation of Unitholders**”.

To the extent that a class of any iShares Fund has not otherwise distributed the full amount of the net income or net realized capital gains in any taxation year allocated to that class, the difference between such amount and the amount actually distributed by the iShares Fund will be paid to Unitholders of that class as a “reinvested distribution”. Reinvested distributions (if any) will generally be automatically reinvested in additional Units of the same class of the applicable iShares Fund at a price equal to the NAV per Unit of that class of the applicable iShares Fund and the Units of that class of such iShares Fund will be immediately consolidated such that the number of outstanding Units of that class of such iShares Fund following the distribution will equal the number of Units of the applicable class of the applicable iShares Fund outstanding prior to the distribution. These reinvested distributions may be subject to withholding tax.

Except with respect to Management Fee Distributions which will be paid in Canadian dollars, cash distributions on Units of iShares Funds will be made in the currency in which the Units of the iShares Funds are denominated.

**Distribution  
Reinvestment:**

At any time, a Unitholder may elect to participate in the iShares Funds’ DRIP by contacting the CDS Participant through which the Unitholder holds its Units. Under the DRIP, cash distributions will be used to acquire additional Units (commission free to the Unitholder) of the same iShares Fund and class by purchasing them at market price on an exchange, which Units will be credited to the account of the Unitholder’s broker through CDS. See “**Optional Plan – Distribution Reinvestment Plan**” for additional information relating to the DRIP.

**Termination:**

Each iShares Fund may be terminated by BlackRock Canada on not less than 60 days’ and not more than 90 days’ notice to Unitholders.

See “**Termination of the iShares Funds**”.

**Income Tax  
Considerations:**

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

A Unitholder who is an individual (other than a trust) resident in Canada and who holds Units as capital property (all within the meaning of the Tax Act) will generally be required to include in the Unitholder’s income for tax purposes for any year the amount of net income and net taxable capital gains of the iShares Fund paid or payable to the Unitholder (including any reinvested distribution) in the year and deducted by the iShares Fund in computing its income. Any returns of capital paid or payable to a Unitholder in a taxation year will generally reduce the adjusted cost base of the Unitholder’s Units of that iShares Fund. To the extent that a Unitholder’s adjusted cost base would otherwise be a negative amount, the negative amount will be deemed to be a capital gain realized by the Unitholder and the adjusted cost base of the Unit to the Unitholder will be increased by the amount of such capital gain (*i.e.*, the adjusted cost base will be reset to zero). Any loss of an iShares Fund cannot be allocated to, and cannot be treated as a loss of, the Unitholders of the iShares Fund. Upon the actual or deemed disposition of a Unit, including the exchange or redemption of a Unit, a capital gain (or a capital loss) will generally be realized by the Unitholder to the extent that the proceeds of disposition of the Unit exceed (or are less than) the aggregate of the adjusted cost base to the Unitholder of the Unit and any reasonable costs of disposition.

The Trust Document governing each of the iShares Funds requires that in each taxation year the iShares Fund distributes its net income and net realized capital gains, if any, for the

taxation year to Unitholders to such an extent that the iShares Fund will not be liable in respect of the taxation year for ordinary income tax.

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

**Eligibility for Investment:**

Provided that the Units of an iShares Fund are and continue to be listed on the Exchange or that the iShares Fund qualifies and continues to qualify as a “mutual fund trust” under the Tax Act or as a “registered investment” under the Tax Act, the Units of that iShares Fund will be qualified investments under the Tax Act for Registered Plans. Notwithstanding the foregoing, if Units of an iShares Fund are a “prohibited investment” for a TFSA, RRSP, RESP, RDSP, FHSA or a RRIF that acquires such Units, the holder of the TFSA, FHSA or RDSP, subscriber of the RESP or annuitant of the RRSP or RRIF will be subject to a penalty tax as set out in the Tax Act. See “**Income Tax Considerations – Status of the iShares Funds**”.

**Non-Resident Unitholders:**

In order for an iShares Fund to qualify and/or maintain its status as a “mutual fund trust” for the purposes of the Tax Act, except in certain circumstances, the iShares Fund cannot be established or maintained primarily for the benefit of non-residents of Canada, partnerships that are not “Canadian partnerships” as defined in the Tax Act, or a combination thereof. No iShares Fund will accept any subscription for Units from any person or non-Canadian partnership, issue any Units to any person or non-Canadian partnership, or register or otherwise recognize the transfer of any Units to any person or non-Canadian partnership if prior to such subscription, issuance or transfer, BlackRock Canada determines that, after giving effect thereto, the percentage of Units beneficially owned, directly or indirectly, by persons who are non-residents of Canada, non-Canadian partnerships, or a combination thereof, would be more than 40% of the Units of an iShares Fund, or such other limit determined in the discretion of BlackRock Canada in respect of certain iShares Funds. The Trust Document includes a mechanism to permit BlackRock Canada, on behalf of the iShares Fund, to sell Units held by non-resident persons when their holdings result in contravention of this restriction. Notwithstanding the foregoing, BlackRock Canada may determine not to take any of the actions described above if BlackRock Canada has been advised by legal counsel that the failure to take any of such actions would not adversely impact the status of the iShares Fund as a “mutual fund trust” for purposes of the Tax Act or, alternatively, may take such other action or actions as may be necessary to maintain the status of the iShares Fund as a “mutual fund trust” for purposes of the Tax Act. The Units of the iShares Funds are not designed for, or intended to be held by, non-residents of Canada.

The Units have not been and will not be registered under the 1933 Act or under the securities laws of any State. Subject to certain exceptions, the Units may not be offered or sold in the United States or offered or sold to U.S. persons (as such term is defined in the 1933 Act). The iShares Funds have not been and will not be registered under the U.S. Investment Company Act of 1940, as amended. BlackRock Canada has not been registered under the U.S. Investment Advisers Act of 1940.

**Organization and Management Details of the iShares Funds:**

*Trustee, Manager and Portfolio Adviser*

BlackRock Canada, a registered portfolio manager, exempt market dealer and investment fund manager is the trustee, manager and portfolio adviser of the iShares Funds, and is responsible for the administration of the iShares Funds.

BlackRock Canada is an indirect, wholly-owned subsidiary of BlackRock.

The principal office of BlackRock Canada is 161 Bay Street, Suite 2500, P.O. Box 614, Toronto, Ontario M5J 2S1.

See “**Organization and Management Details of the iShares Funds – Trustee, Manager and Portfolio Adviser of the iShares Funds**”.

*Sub-Adviser*

BlackRock Institutional Trust Company, N.A. (“**BTC**”), a national banking association organized under the laws of the U.S., is the sub-adviser of the iShares Funds and is responsible for their respective investment activities, subject to the policies, control and supervision of BlackRock Canada. BTC’s principal office is located in San Francisco, California and has a branch in the United Kingdom (the “**U.K.**”). BTC is an affiliate of BlackRock Canada. BlackRock Canada may also appoint other affiliates to provide portfolio management or investment sub-advisory services to the iShares Funds. See “**Organization and Management Details of the iShares Funds – Sub-Adviser**”.

*Custodian*

State Street Trust Company Canada (“**SSTCC**”) is the custodian of the iShares Funds pursuant to a service module (the “**Custody Agreement**”) between BlackRock Canada, in its capacity as portfolio adviser and trustee of the iShares Funds, SSTCC and State Street Bank and Trust Company (“**SSBT**”) dated as of April 13, 2018, as amended from time to time. SSTCC’s principal office is located in Toronto, Ontario.

SSTCC appoints sub-custodians from time to time, including BTC, BAL and SSBT, pursuant to sub-custodial agreements entered into by SSTCC. See “**Organization and Management Details of the iShares Funds – Custodian**”.

*Registrar and Transfer Agent*

The registrar and transfer agent for the Units is SSTCC at its principal office in Toronto, Ontario. SSTCC maintains the register of registered Unitholders of each iShares Fund. See “**Organization and Management Details of the iShares Funds – Registrar and Transfer Agent**”.

*Securities Lending Agents*

BTC acts as a securities lending agent for the iShares Funds pursuant to an amended and restated securities lending authorization agreement dated August 29, 2023 (the “**BTC Securities Lending Authorization Agreement**”) between BlackRock Canada and BTC. BTC is a national banking association organized under the laws of the United States of America. BTC’s principal office is located in San Francisco, California. BTC is an affiliate of BlackRock Canada.

BAL acts as a securities lending agent for the iShares Funds pursuant to an amended and restated securities lending authorization agreement dated August 29, 2023 (the “**BAL**

**Securities Lending Authorization Agreement**”) between BlackRock Canada and BAL. BAL is regulated by the Financial Conduct Authority in the United Kingdom. BAL’s principal office is located in London, England. BAL is an affiliate of BlackRock Canada.

The securities lending agents act on behalf of the iShares Funds in administering the securities lending transactions entered into by the iShares Funds. The collateral posted by a securities borrower to a lending iShares Fund in a securities lending transaction is required to have an aggregate value of not less than 102% of the market value of the loaned securities. In addition to the collateral held by the iShares Funds, the iShares Funds also benefit from a borrower default indemnity provided by BlackRock, an affiliate of BlackRock Canada. BlackRock’s indemnity provides for full replacement of securities lent in the event the borrower defaults on its obligation to return the loaned securities and the collateral received is insufficient to reconstitute the portfolio of loaned securities. See “**Organization and Management Details of the iShares Funds – Securities Lending Agents**”.

#### *Auditor*

The auditor of the iShares Funds is PricewaterhouseCoopers LLP, at its principal office in Toronto, Ontario. See “**Organization and Management Details of the iShares Funds – Auditor**”.

#### **Documents Incorporated by Reference:**

During the period in which an iShares Fund is in continuous distribution, additional information will be available in the most recently filed ETF Facts for each of the iShares Funds, the most recently filed comparative annual financial statements, any interim financial statements filed after its most recent comparative annual financial statements, the most recent annual MRFP, and any interim MRFP filed after that annual MRFP. These documents are or will be incorporated by reference into, and legally form an integral part of, this prospectus. These documents are or will be publicly available on the iShares Funds’ designated website at [www.blackrock.com/ca](http://www.blackrock.com/ca) and may be obtained upon request, at no cost, by calling 1-866-474-2737 or by contacting a registered dealer. These documents and other information about the iShares Funds are or will be publicly available at [www.sedar.com](http://www.sedar.com). See “**Documents Incorporated by Reference**”.

### **SUMMARY OF FEES AND EXPENSES**

The table below lists the fees and expenses payable by the iShares Funds and a Unitholder of an iShares Fund. The value of a Unitholder’s investment in an iShares Fund will be reduced by the amount of fees and expenses charged to such iShares Fund. See “**Fees and Expenses**”.

#### **Fees and Expenses Payable by the iShares Funds**

##### **Annual Management Fee:**

Each iShares Fund will pay BlackRock Canada an annual management fee based on an annualized percentage of the daily NAV of the iShares Fund or, in the case of an iShares Fund with more than one class of shares, each class of the iShares Fund, plus any applicable taxes. For the annual management fee payable by a particular iShares Fund, or class thereof, see the applicable ETF profile under the heading “**ETF Profiles**”. The annual management fee will be calculated and accrued daily and is generally paid to BlackRock Canada monthly, but in any case not less than quarterly. The annual management fee is paid by each iShares Fund to BlackRock Canada in consideration for providing, or arranging for the provision of, management, trustee and portfolio advisory services, maintaining portfolio systems used to manage the iShares Fund, maintaining the website of the iShares Fund, marketing and promotional services and the payment of fees for sub-advisory services. See “**Organization and Management Details of the iShares Funds – Details of the Management Services to be Provided by BlackRock Canada**”.



Where an iShares Fund invests in securities of an iShares ETF, there will be: (i) no management fees or incentive fees payable by the iShares Fund that, to a reasonable person, would duplicate a fee payable by an iShares ETF for the same service, and (ii) no sales fees or redemption fees payable by the iShares Fund in relation to its purchases or redemptions of the securities of an iShares ETF; provided, however, that the restriction in (ii) does not apply to brokerage fees incurred on the purchase or sale of securities issued by an investment fund that are listed for trading on a stock exchange. See “**Investment Strategies – Investment Strategies that May be Employed by iShares Funds – Investment in iShares ETFs**”.

For all iShares Funds, BlackRock Canada is generally responsible for each of the iShares Fund’s ordinary fees and expenses, except for the management fees and other fees described above and the expenses payable by the iShares Fund described below under “**Fees and Expenses – Fees and Expenses Payable by the iShares Funds – Operating Expenses**”. Each iShares Fund is also responsible for other fees and expenses in accordance with the terms of the Trust Document, such as extraordinary expenses or expenses incurred in connection with the recovery of amounts due to the iShares Fund. The fees and expenses for which BlackRock Canada is responsible include the fees payable to the sub-adviser, custodian, registrar and transfer agent and other service providers retained by BlackRock Canada as described under “**Organization and Management Details of the iShares Funds – Details of the Management Services to be Provided by BlackRock Canada**”. In addition, BlackRock Canada may, from time to time in its sole discretion, bear certain of the costs and expenses that would otherwise be payable by an iShares Fund.

**Management Fee Distributions:**

BlackRock Canada may agree to charge a reduced fee as compared to the fee it otherwise would be entitled to receive from the iShares Funds with respect to investments in the iShares Funds by Unitholders that, on average during any period specified by BlackRock Canada from time to time, hold a minimum number of Units having a specified aggregate value. An amount equal to the difference between the fee otherwise chargeable and the reduced fee of the iShares Fund will be distributed periodically, as determined by BlackRock Canada, in cash by BlackRock Canada to those Unitholders as “**Management Fee Distributions**”.

BlackRock Canada reserves the right to discontinue or change Management Fee Distributions at any time. The income tax consequences of Management Fee Distributions made by the iShares Funds generally will be borne by the Unitholders receiving these distributions. See “**Fees and Expenses – Fees and Expenses Payable by the iShares Funds – Management Fee Distributions**”.

**Operating Expenses:**

The iShares Funds are responsible for fees and expenses incurred in complying with NI 81-107, including the fees payable and expenses reimbursed to members of the IRC, brokerage expenses and commissions and other portfolio transaction costs, income tax, HST, withholding and other taxes. Each iShares Fund is also responsible for other fees and expenses in accordance with the terms of the Trust Document, such as extraordinary expenses or expenses incurred in connection with the recovery of amounts due to the iShares Fund.

The management fee is exclusive of HST. An iShares Fund is required to pay HST on management fees charged to the iShares Fund. In general, the total HST paid by an iShares Fund will depend on the distribution by provincial residence of the iShares Fund’s Unitholders. Changes in existing HST rates, changes to the group of provinces that have adopted harmonization, and changes in the distribution by provincial residence of an iShares Fund’s Unitholders will have an impact on the management expense ratio of the iShares Fund year over year.

When an iShares Fund invests in securities of an iShares ETF, there are certain expenses payable by the underlying iShares ETF, in addition to the expenses directly payable by the iShares Fund. The iShares Fund indirectly bears its share of such expenses of the underlying iShares ETF.

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

### **Fees and Expenses Payable Directly by You**

**Administrative Fee to Offset Certain Costs of Transactions with Dealers:** In connection with exchanges or redemptions of Units of an iShares Fund by a Dealer, BlackRock Canada may charge the Dealer effecting the exchange or redemption, at its discretion, an administrative fee as a percentage of the exchange or redemption proceeds to offset certain transaction costs incurred in connection with the exchange or redemption, which is payable to the iShares Fund. Currently, BlackRock Canada has set these discretionary administrative fees as follows:

- XQQU, XAD, XUSF, XCHP, and XETM– up to 0.15% of proceeds

The administrative fee will not be charged to a Unitholder in connection with the buying or selling of Units of an iShares Fund on the Exchange. See “**Fees and Expenses – Fees and Expenses Payable Directly by You**”.

### **OVERVIEW OF THE LEGAL STRUCTURE OF THE iSHARES FUNDS**

Each of the iShares Funds is an exchange-traded fund established as a trust under the laws of the Province of Ontario pursuant to the master declaration of trust amended and restated as of August 29, 2023, as may be further amended and/or restated from time to time (the “**Trust Document**”).

Unitholders of the iShares Funds are not shareholders of a corporation.

The principal office of the iShares Funds is located at 161 Bay Street, Suite 2500, P.O. Box 614, Toronto, Ontario M5J 2S1.

While each iShares Fund is a mutual fund under Canadian securities legislation, the iShares Funds have been granted exemptive relief from certain provisions of Canadian securities legislation applicable to conventional mutual funds. See “**Exemptions and Approvals**”.

The full legal name of each iShares Fund, as well as its Exchange and the ticker symbols of its classes of Units, are set out below:

Legal Name of iShares Fund	Exchange	Ticker Symbol	
		CAD Units	USD Units
iShares NASDAQ 100 Index ETF	TSX	XQQU	XQQU.U
iShares U.S. Aerospace & Defense Index ETF	TSX	XAD	-
iShares S&P U.S. Financials Index ETF	TSX	XUSF	-
iShares Semiconductor Index ETF	TSX	XCHP	-
iShares S&P/TSX Energy Transition Materials Index ETF	TSX	XETM	-



## INVESTMENT OBJECTIVES

The investment objectives of an investment fund describe the fundamental attributes of the investment fund that distinguish it from other investment funds. For a description of the investment objectives of a particular iShares Fund, see the applicable ETF profile under the heading “**ETF Profiles**”.

The fundamental investment objectives of an iShares Fund may not be changed except with the approval of its Unitholders. See “**Unitholder Matters – Matters Requiring Unitholder Approval**”.

### **Change in Indices**

BlackRock Canada may, in its discretion and subject to obtaining any required Unitholder approval, change the Index for an iShares Fund to another widely-recognized index in order to provide Unitholders with substantially the same exposure to the asset class to which the iShares Fund is currently exposed. If BlackRock Canada changes the Index for an iShares Fund, or any index replacing such Index, without obtaining Unitholder approval, BlackRock Canada will issue a press release identifying the new index, describing its index securities and specifying the reasons for the change.

### **Use of the Indices**

BlackRock Canada and the applicable iShares Fund are permitted to use the Index provided by the applicable Index Provider and to use certain trademarks in connection with the operation of such iShares Fund pursuant to the applicable license agreement or sublicense agreement, as applicable, as described under “**Other Material Facts**”.

The Index Providers calculate, determine and maintain the respective Indices. If an Index Provider ceases to calculate an Index or the license agreement or sublicense agreement in respect of an Index is terminated, BlackRock Canada may: (i) terminate the applicable iShares Fund in accordance with the Trust Document and Canadian securities legislation; (ii) change the name of that iShares Fund, if applicable; (iii) seek to replicate an alternative index (subject, where applicable, to Unitholder approval in accordance with the Trust Document and Canadian securities legislation); or (iv) make such other arrangement as BlackRock Canada considers appropriate and in the best interests of Unitholders in the circumstances.

BlackRock Canada and the iShares Funds do not accept responsibility for, or guarantee the accuracy or completeness of the Indices or any data included in the Indices. See “**Risk Factors – Risks Relating to an Investment in the iShares Funds Regarding Index Strategy**”.

## INVESTMENT STRATEGIES

The investment strategies of an investment fund describe the strategies that the investment fund may use in pursuing its investment objectives. The general investment strategies applicable to iShares Funds are described below. For a more detailed description of the investment strategies of a particular iShares Fund, see the applicable ETF profile under the heading “**ETF Profiles**”.

### **Investment Strategies Employed by iShares Funds**

Each iShares Fund uses an indexing strategy to achieve its investment objective. Under this strategy, an iShares Fund seeks to replicate the performance of an Index, net of expenses, by employing, directly or indirectly, a Replicating Strategy or Sampling Strategy (as described below).

#### ***Replicating Strategy***

A Replicating Strategy is an investment strategy intended to replicate the performance of an Index by investing, directly or indirectly, primarily in a portfolio of Index Securities in substantially the same proportions as they are represented in the Index.

## ***Sampling Strategy***

A Sampling Strategy is an investment strategy intended to replicate the performance of an Index by investing, directly or indirectly, primarily in a representative portfolio of securities that has an aggregate investment profile similar to the Index. The securities selected are expected to have, in the aggregate, investment characteristics (based on factors such as market capitalization and industry weightings), fundamental characteristics (such as return variability, duration, maturity or credit quality and/or yield) and liquidity measures similar to those of the Index.

Under either indexing strategy, an iShares Fund may hold securities that are not Index Securities, including where a portfolio manager believes it will help the iShares Fund to replicate the performance of an Index, as a result of a corporate action, cease trade order, or other event affecting a security or while a portfolio manager effects an orderly liquidation of a security. In addition, an iShares Fund may or may not hold all of the securities that are included in the relevant Index.

The indexing strategy applied by an iShares Fund, and whether to invest directly or indirectly through iShares ETFs as described in “**Investment Strategies – Investment Strategies that May be Employed by iShares Funds – Investment in iShares ETFs**”, may change from time to time at the discretion of the portfolio manager and without further notice to Unitholders.

## **Investment Strategies that May be Employed by iShares Funds**

The following investment strategies may be employed by all iShares Funds, subject to the more detailed description of the investment strategies and investment restrictions of a particular iShares Fund in its applicable ETF profile under the heading “**ETF Profiles**”.

### ***Investment in iShares ETFs***

In accordance with applicable Canadian securities legislation, including NI 81-102, or any exemptive relief obtained therefrom, as applicable, an iShares Fund may invest in one or more iShares ETFs, provided that: (i) no management fees or incentive fees are payable by an iShares Fund that, to a reasonable person, would duplicate a fee payable by an iShares ETF for the same service, and (ii) no sales fees or redemption fees are payable by the iShares Fund in relation to its purchases or redemptions of the securities of an iShares ETF; provided, however, that the restriction in (ii) does not apply to brokerage fees incurred on the purchase or sale of securities issued by an investment fund that are listed for trading on a stock exchange. See “**Fees and Expenses – Fees and Expenses Payable by the iShares Funds – Annual Management Fee**”.

### ***Canadian iShares Funds***

The Canadian iShares Funds, which include the iShares Funds, are exchange-traded funds that are listed on the Exchange or Cboe Canada and managed by BlackRock Canada or an affiliate. The investment objectives of each Canadian iShares Fund are to provide long-term capital growth or income, as applicable, or another specified investment objective, by replicating the performance of its applicable index, net of expenses or by holding a portfolio of investments selected by BlackRock Canada, or the applicable portfolio sub-advisor or model portfolio provider, as applicable. Except where exemptive relief has been obtained, all of the Canadian iShares Funds follow the limits, restrictions, and practices set by Canadian securities regulations.

### ***U.S. iShares Funds***

The U.S. iShares Funds are exchange-traded funds that are listed on one or more recognized U.S. stock exchanges and managed by BFA. Each U.S. iShares Fund seeks to achieve its objective by investing primarily in securities that comprise its index (an “**Underlying Index**”) and through transactions that provide substantially similar exposure to securities in the Underlying Index. The U.S. iShares Funds may also generally invest a percentage of their assets in securities not included in the Underlying Index, but which BFA believes will help track the Underlying Index, and in futures contracts, options and swaps as well as cash and cash equivalents, including shares of U.S. Money Market Funds. The U.S. iShares Funds are permitted to engage in securities lending and derivatives transactions. Shares of the U.S. iShares Funds are denominated in U.S. dollars.

BFA may use a “representative sampling” indexing strategy. Representative sampling is an indexing strategy that involves investing in a representative sample of securities that collectively has an investment profile similar to the Underlying Index. The securities selected are expected to have, in the aggregate, investment characteristics (based on factors such as market capitalization and industry weightings), fundamental characteristics (such as return variability, duration, maturity or credit quality and/or yield) and liquidity measures similar to those of the relevant Underlying Index. A U.S. iShares Fund may or may not hold all of the securities that are included in the relevant Underlying Index.

Pursuant to exemptive relief received from the Canadian securities regulatory authorities, the iShares Funds are permitted to invest in securities of a U.S. iShares Fund that may hold more than 10% of its NAV in securities of one or more U.S. Money Market Funds, provided certain conditions are met. See “**Exemptions and Approvals**”.

#### *Dublin iShares Funds*

The Dublin iShares Funds are exchange-traded funds incorporated with limited liability in Ireland and authorized by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities Regulations 2011, as amended) (“UCITS”). The shares of each Dublin iShares Fund are listed on the London Stock Exchange (and may also be listed on one or more additional stock exchanges). The Dublin iShares Funds are managed by BlackRock Asset Management Ireland Limited. BAL is the investment manager of the Dublin iShares Funds and affiliates of BAL may be retained by BAL to act as sub-advisors in respect of certain Dublin iShares Funds. The investment objective of each Dublin iShares Fund is to seek to track the performance of an index, net of expenses, and to provide investors with a total return, or net total return, taking into account both capital and income returns. To achieve their objectives, the Dublin iShares Funds may hold the component securities of the applicable index or otherwise invest in securities in a manner that will enable the Dublin iShares Fund to track the performance of the applicable index in accordance with the rules on eligible assets prescribed by UCITS. The Dublin iShares Funds may invest in futures contracts and other derivative instruments as an ancillary investment strategy and not as the primary means to replicate the performance of the applicable index. The Dublin iShares Funds are permitted to engage in securities lending transactions. The base denomination of the shares of the Dublin iShares Funds varies depending on the fund. Pursuant to exemptive relief received from the Canadian securities regulatory authorities, the iShares Funds are permitted to invest in securities of the Dublin iShares Funds provided certain conditions are met. See “**Exemptions and Approvals**”.

#### *Securities Lending*

An iShares Fund may engage in securities lending transactions in accordance with NI 81-102 to seek to provide incremental returns to the iShares Fund in a manner that is consistent with the investment objectives of the iShares Fund. Securities lending is also a means of generating income.

An iShares Fund may lend securities that it holds through an agent, to brokers, dealers, other financial institutions or other borrowers wishing to borrow securities provided that such securities lending qualifies as a “securities lending arrangement” for the purposes of the Tax Act.

Each iShares Fund has engaged BTC as a lending agent, subject to the overriding authority of BlackRock Canada. BTC is a national banking association organized under the laws of the United States of America. In addition, each iShares Fund has engaged BAL, a corporation incorporated under the laws of England and Wales, as a lending agent, again subject to the overriding authority of BlackRock Canada. BAL is authorized and regulated by the Financial Conduct Authority in the U.K. The iShares Funds may engage other affiliates of BlackRock Canada as lending agents.

Under Canadian securities legislation, the collateral posted by a securities borrower to a lending iShares Fund in a securities lending transaction is required to have an aggregate value of not less than 102% of the market value of the loaned securities.

The total value of the securities loaned by an iShares Fund in a securities lending transaction and not yet returned to it at any time is not permitted to exceed 50% of the NAV of the iShares Fund. Any cash collateral received by an

iShares Fund may only be invested in securities permitted under NI 81-102 that have a remaining term to maturity of no longer than 90 days.

Securities lending is managed by a dedicated BlackRock team supported by BlackRock's quantitative analysis, proprietary technology and risk management systems. Cash and securities are permitted to be received as collateral under securities lending arrangements for the securities on loan. BlackRock employs an investment style for securities lending collateral that emphasizes quality, liquidity and interest rate risk management. Disciplined risk management, including a credit surveillance process, is an integral part of the investment process. BTC and BAL receive a share of securities lending revenues from the iShares Funds.

There are potential conflicts of interests in managing a securities lending program, including but not limited to: (i) BTC or BAL as lending agent may have an incentive to increase or decrease the amount of securities on loan or to lend particular securities in order to generate additional risk-adjusted revenue for BlackRock and its affiliates; and (ii) BTC and BAL allocate securities lending opportunities among their securities lending clients and seek to provide all of them with equal securities lending opportunities over time in order to approximate pro-rata allocation.

As part of its securities lending program, BlackRock indemnifies certain clients and/or funds, including the iShares Funds, against a shortfall in collateral in the event of borrower default. BlackRock's Risk and Quantitative Analytics Group ("**RQA**") calculates, on a regular basis, BlackRock's potential dollar exposure to the risk of collateral shortfall upon counterparty default ("**shortfall risk**") under the securities lending program for both indemnified and unindemnified clients and/or funds. RQA, in partnership with the securities lending agents and BlackRock Finance, oversees the risk management framework and the liquidity allocation required to support BlackRock's indemnification commitments. RQA determines the maximum amount of counterparty-specific credit exposure ("**credit limits**") BlackRock is willing to assume as well as the program's operational complexity. RQA oversees the risk model that calculates projected shortfall values using loan-level factors such as loan and collateral type and market value as well as specific borrower counterparty credit characteristics. When necessary, RQA may further adjust other securities lending program attributes by restricting eligible collateral or reducing counterparty credit limits. As a result, the management of indemnification exposure may affect the amount of securities lending activity BlackRock may conduct at any given point in time and impact indemnified and non-indemnified clients by reducing the volume of lending opportunities for certain loans (including by asset type, collateral type and/or revenue profile) and increasing the volume of lending opportunities for other loan types.

Securities lending across BlackRock portfolios requires BlackRock to manage the potential conflicts of interest between BlackRock and its clients, and among clients, by allocating loans on an equitable basis over time. BlackRock uses a predetermined systematic and fair process in order to approximate pro-rata allocation. In order to allocate a loan to a portfolio: (i) BlackRock as a whole must have sufficient lending capacity pursuant to the various program limits (i.e. counterparty credit limits); (ii) the lending portfolio must hold the asset at the time a loan opportunity arrives; and (iii) it must also have enough inventory, either as an individual portfolio or when grouped with other portfolios into one single market delivery, to satisfy the loan request. In doing so, BlackRock seeks to provide equal lending opportunities and not equal outcomes for all portfolios, independent of whether BlackRock indemnifies the portfolio. Short and long-term outcomes for individual clients may vary due to asset mix, asset/liability spreads on different securities, and the overall limits imposed by BlackRock.

### *Use of Derivative Instruments*

An iShares Fund may invest in or use derivative instruments, including options, forward contracts, futures contracts, swaps, and debt-like securities, provided that the use of such derivative instruments is in compliance with Canadian securities legislation and is consistent with the investment objectives, strategies and restrictions of the iShares Fund.

Derivatives are financial instruments that derive their value from the market price, value or level of an underlying security, commodity, economic indicator, index or financial instrument. Derivatives enable investors to speculate on, or hedge against, future changes in the price or value of an underlying asset or related assets. The interests underlying a derivatives contract may include a wide variety of financial instruments such as currencies, interest rates and stock and bond indices or other assets, such as base or precious metals (commonly called commodities).

An iShares Fund may use derivatives for hedging and non-hedging purposes. Hedging refers to investments that are intended to offset or reduce a specific risk that is associated with all or a portion of an existing investment or position or group of investments or positions held by the iShares Fund.

For non-hedging purposes, an iShares Fund may, as an alternative to or in conjunction with investing in securities or other assets, use derivative instruments to obtain exposure to the performance of an applicable Index, a particular security, asset or market, or where the use of the derivative instrument is considered more efficient from a portfolio management perspective. If an iShares Fund uses derivatives for non-hedging purposes, NI 81-102 requires that the iShares Fund hold certain assets and/or cash so as to restrict the use of leverage and to ensure the iShares Fund is able to meet its obligations under the derivative contracts. This regulatory requirement seeks to limit the amount of losses that could result from the use of derivatives.

#### *Over-the-Counter Derivatives*

Over-the-counter, or “OTC” derivatives are a class of derivatives entered into between two parties pursuant to terms negotiated by such parties. In general, forward contracts, some swaps and options are OTC derivative contracts. These OTC contracts are entered into primarily by institutional investors. A forward contract is an agreement between the parties to buy or sell an asset at a specified point in time in the future at a predetermined price. In a standard OTC “swap” transaction, two parties agree to exchange, or swap, the returns (or differentials in rates of return) realized on a predetermined asset. The gross returns to be exchanged between the parties are the return on, or increase in the value of, a particular dollar amount, referred to as the “notional amount”. Options give the holder the right to buy an asset from, or sell an asset to, another party for a set price during a predetermined period of time, so long as certain conditions are met. It is referred to as an option because the purchaser of the contract has the option of exercising the right to buy or sell the underlying asset, whereas the seller is obliged to satisfy that right. The option seller usually receives a cash payment, or premium, for agreeing to provide the option.

#### *Exchange-Traded Derivatives*

Futures contracts are traded as standardized contracts on an exchange. An iShares Fund that purchases a futures contract generally does so through a futures commission merchant, which is a member of the relevant exchange. The iShares Fund must comply with the rules of the applicable clearing house, which typically requires the daily delivery of margin payments between the parties depending upon the changes to the quoted price of the futures contract.

#### *Cash and Cash Equivalents*

An iShares Fund may hold a portion of its assets in cash, cash equivalents and/or other money market instruments, including for cash management purposes, in order to meet its current obligations or for rebalancing purposes.

#### *ADRs, ADSs, GDRs and IDRs*

An iShares Fund may invest in and hold ADRs, ADSs, GDRs and IDRs provided that such investment is consistent with its investment objectives.

### **OVERVIEW OF WHAT THE ISHARES FUNDS INVEST IN**

For a description of the specific sectors an iShares Fund invests in, see the applicable ETF profile under the heading “**ETF Profiles**”. For each iShares Fund, the applicable ETF profile also provides details regarding the current Index Provider and the methodology used to construct the Index that the iShares Fund currently seeks to replicate.

### **INVESTMENT RESTRICTIONS**

The iShares Funds are subject to certain investment restrictions and practices contained in Canadian securities legislation, including NI 81-102 and NI 81-107. The iShares Funds are managed in accordance with these restrictions and practices, except as otherwise permitted by exemptions provided by Canadian securities regulatory authorities or as permitted by NI 81-107. See “**Exemptions and Approvals**”.

Each iShares Fund is also restricted from undertaking any activity that would result in such iShares Fund failing to qualify as a “mutual fund trust” within the meaning of the Tax Act.

## FEES AND EXPENSES

### Fees and Expenses Payable by the iShares Funds

#### *Annual Management Fee*

Each iShares Fund will pay BlackRock Canada an annual management fee based on an annualized percentage of the daily NAV of the iShares Fund or, in the case of an iShares Fund with more than one class of shares, each class of the iShares Fund, plus any applicable taxes. For the annual management fee payable by a particular iShares Fund, or class thereof, see the applicable ETF profile under the heading “**ETF Profiles**”. The annual management fee will be calculated and accrued daily and is generally paid to BlackRock Canada monthly, but in any case not less than quarterly. The annual management fee is paid by each iShares Fund to BlackRock Canada in consideration for providing, or arranging for the provision of, management, trustee and portfolio advisory services, maintaining portfolio systems used to manage the iShares Fund, maintaining the designated website of the iShares Fund, marketing and promotional services and the payment of fees for sub-advisory services. See “**Organization and Management Details of the iShares Funds – Details of the Management Services to be Provided by BlackRock Canada**”.

Where an iShares Fund invests in securities of an iShares ETF, there will be: (i) no management fees or incentive fees payable by the iShares Fund that, to a reasonable person, would duplicate a fee payable by an iShares ETF for the same service, and (ii) no sales fees or redemption fees payable by the iShares Fund in relation to its purchases or redemptions of the securities of an iShares ETF; provided, however, that the restriction in (ii) does not apply to brokerage fees incurred on the purchase or sale of securities issued by an investment fund that are listed for trading on a stock exchange. See “**Investment Strategies – Investment Strategies that May be Employed by iShares Funds – Investment in iShares ETFs**”.

For all iShares Funds, BlackRock Canada is generally responsible for each of the iShares Fund’s ordinary fees and expenses, except for the management fees and other fees described above and the expenses payable by the iShares Fund described below under “**Fees and Expenses – Fees and Expenses Payable by the iShares Funds - Operating Expenses**”. Each iShares Fund is also responsible for other fees and expenses in accordance with the terms of the Trust Document, such as extraordinary expenses or expenses incurred in connection with the recovery of amounts due to the iShares Fund. The fees and expenses for which BlackRock Canada is responsible include the fees payable to the sub-adviser, custodian, registrar and transfer agent and other service providers retained by BlackRock Canada as described under “**Organization and Management Details of the iShares Funds – Details of the Management Services to be Provided by BlackRock Canada**”. In addition, BlackRock Canada may, from time to time in its sole discretion, bear certain of the costs and expenses that would otherwise be payable by an iShares Fund.

#### *Management Fee Distributions*

BlackRock Canada may agree to charge a reduced fee as compared to the fee it otherwise would be entitled to receive from the iShares Funds with respect to investments in the iShares Funds by Unitholders that, on average during any period specified by BlackRock Canada from time to time, hold a minimum number of Units having a specified aggregate value. An amount equal to the difference between the fee otherwise chargeable and the reduced fee of the iShares Fund will be distributed periodically, as determined by BlackRock Canada, in cash by BlackRock Canada to those Unitholders as “**Management Fee Distributions**”.

The availability, eligible Unitholders and amount of Management Fee Distributions with respect to Units of an iShares Fund will be determined by BlackRock Canada in its sole discretion. Management Fee Distributions will generally be calculated and applied based on a Unitholder’s average holdings of Units (excluding Units lent under the terms of securities lending agreements) over each applicable period as specified by BlackRock Canada from time to time. Management Fee Distributions will be available only to beneficial owners of Units and not to the holdings of Units by dealers, brokers or other participants in CDS who hold Units in CDS on behalf of beneficial Unitholders.



Management Fee Distributions will be paid first out of income and capital gains of the iShares Funds and then out of capital. See “**Income Tax Considerations – Taxation of Unitholders**” for further details. In order to receive a Management Fee Distribution for any applicable period, a beneficial owner of Units must submit a claim for a Management Fee Distribution that is verified by a CDS Participant on the beneficial owner’s behalf and provide BlackRock Canada with such further information as BlackRock Canada may require in accordance with the terms and procedures established by BlackRock Canada from time to time.

BlackRock Canada reserves the right to discontinue or change Management Fee Distributions at any time. The income tax consequences of Management Fee Distributions made by the iShares Funds generally will be borne by the Unitholders receiving these distributions.

### ***Operating Expenses***

The iShares Funds are responsible for fees and expenses incurred in complying with NI 81-107, including the fees payable and expenses reimbursed to members of the IRC, brokerage expenses and commissions and other portfolio transaction costs, income tax, HST, withholding and other taxes. Each iShares Fund is also responsible for other fees and expenses in accordance with the terms of the Trust Document, such as extraordinary expenses or expenses incurred in connection with the recovery of amounts due to the iShares Fund.

The iShares Funds pay the fees and expenses of their IRC. Expenses of the IRC include premiums for insurance coverage, legal fees, travel expenses and reasonable out-of-pocket expenses. Currently, each member receives \$52,500 (\$73,500 for the Chair) per annum as a general retainer and as compensation for attendance at meetings. IRC members are reimbursed for any costs incurred in attending meetings or otherwise incurred in fulfilling their obligations as IRC members. BlackRock Canada allocates the fees and expenses of the IRC on an equitable and reasonable basis amongst the iShares Funds and other investment funds for which the IRC has been appointed. See “**Organization and Management Details of the iShares Funds – Independent Review Committee**” for disclosure of the compensation paid by the iShares Funds to each member of their IRC for the most recently completed financial year.

The management fee is exclusive of HST. An iShares Fund is required to pay HST on management fees charged to the iShares Fund. In general, the total HST paid by an iShares Fund will depend on the distribution by provincial residence of the iShares Fund’s Unitholders. Changes in existing HST rates, changes to the group of provinces that have adopted harmonization, and changes in the distribution by provincial residence of an iShares Fund’s Unitholders will have an impact on the management expense ratio of the iShares Fund year over year.

When an iShares Fund invests in securities of an iShares ETF, there are certain expenses payable by the underlying iShares ETF, in addition to the expenses directly payable by the iShares Fund. The iShares Fund indirectly bears its share of such expenses of the underlying iShares ETF.

### **Fees and Expenses Payable Directly by You**

#### ***Administrative Fee to Offset Certain Costs of Transactions with Dealers***

In connection with exchanges or redemptions of Units of an iShares Fund by a Dealer, BlackRock Canada may charge the Dealer effecting the exchange or redemption, at its discretion, an administrative fee as a percentage of the exchange or redemption proceeds to offset certain transaction costs incurred in connection with the exchange or redemption, which is payable to the iShares Fund. Currently, BlackRock Canada has set these discretionary administrative fees as follows:

- XQQU, XAD, XUSF, XCHP, and XETM – up to 0.15% of proceeds

The administrative fee will not be charged to a Unitholder in connection with the buying or selling of Units of an iShares Fund on the Exchange.

## RISK FACTORS

There are certain risks associated with making an investment in the iShares Funds. The risk factors described under the sub-heading “**General Risks Relating to an Investment in the iShares Funds**” below apply to each iShares Fund. The risk factors described under the sub-heading “**Risks Relating to an Investment in the iShares Funds Regarding Index Strategy**” below apply to each iShares Fund as each fund uses an indexing strategy to achieve its investment objective. The risk factors described under the sub-heading “**Risks Relating to an Investment in Specific iShares Funds**” below apply to certain, but not all, iShares Funds and are listed in alphabetical order. For details as to which of these risk factors apply to a specific iShares Fund, see the applicable ETF profile under the heading “**ETF Profiles**”.

iShares Funds can be exposed to these risks directly through investments in portfolio securities, or indirectly through investments in underlying iShares ETFs or the use of derivatives that have exposure to these risks. In the case of iShares Funds that invest in underlying iShares ETFs, each such iShares Fund is exposed to the risks to which an underlying iShares ETF is exposed in proportion to its investment in such underlying iShares ETF.

### **General Risks Relating to an Investment in the iShares Funds**

#### *General Risks of Investments*

An iShares Fund’s NAV and the market price of the Units of an iShares Fund will be strongly influenced by the value of the iShares Fund’s portfolio investments. An increase or decrease in the value of an iShares Fund’s portfolio investments is expected to have a positive or negative effect on an iShares Fund’s NAV and the market price of the Units of an iShares Fund.

An investment in an iShares Fund should be made with an understanding that the value of its portfolio investments will fluctuate and may decline for a number of reasons, including in accordance with changes in the financial condition of the issuers in which it invests (including changes related to management performance, loss of credit support, changes in management, changes in strategy, corporate actions and reduced demand for goods or services) or markets in which it invests (particularly those that are more heavily weighted in its portfolio), the condition, market structure and regulation of equity, bond, commodity and currency markets and their participants generally, macroeconomic conditions, government policies (including fiscal and monetary policy), and other factors. Events such as pandemics, armed conflict, natural disasters, civil or political unrest, acts of terrorism, and other real-world events can have a significant effect on financial markets and the value of securities. The portfolio investments of an iShares Fund may change from time to time. The value of an iShares Fund’s portfolio investments may also be affected at any time by many unpredictable international, economic, monetary and political factors.

The risks inherent in investments in equity and/or fixed income securities include the risk that the financial condition of the issuers of the securities may become impaired or that the general condition of the stock or bond market may deteriorate (either of which may cause a decrease in the value of an iShares Fund’s portfolio investments). Equity securities are susceptible to many factors, including general stock market fluctuations, macroeconomic conditions, government policies, and changes in the business prospects, financial condition, and capital management policies of the issuer. Fixed income securities are susceptible to many factors, including general interest rate fluctuations, general bond market fluctuations, inflation expectations, and the creditworthiness or financial condition of the issuer. Investments in foreign equity and debt markets may carry greater risk than local markets.

Portfolio investment prices are generally determined through market mechanisms that are affected by investor behaviour. Investor behaviour can be unpredictable and can be influenced by many factors, including expectations regarding government, economic, monetary and fiscal policies; inflation and interest rates; economic expansion or contraction; and global or regional political, economic, health and banking crises.

Each iShares Fund will generally invest in portfolio investments that are consistent with its investment objective and investment strategies. An iShares Fund may generate returns that are lower (including larger losses) than the returns generated by cash or other securities, funds, or investment opportunities that an investor could have pursued.



### ***Volatility Risk***

The value of an iShares Fund's portfolio investments may fluctuate, sometimes rapidly and unpredictably. The value of a portfolio investment may fluctuate due to factors affecting markets generally or particular industries or a particular issuer. The value of an individual security or investment may also be more volatile than the market as a whole. Events or financial circumstances affecting individual securities or sectors may increase the volatility of an iShares Fund. Volatility in the value of an iShares Fund's portfolio investments will generally affect an iShares Fund's NAV and the market price of the Units of an iShares Fund.

### ***Interest Rate Risk***

Interest rate risk is the risk that fixed income securities and other portfolio investments in which an iShares Fund invests will fluctuate in value because of a change in interest rates. Interest rate changes can be sudden and unpredictable. As nominal interest rates rise, the value of certain fixed income securities an iShares Fund invests in is likely to decrease. A nominal interest rate can be described as the sum of a real interest rate and an expected inflation rate. Fixed income securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. The values of equity and other non-fixed income portfolio investments may also decline due to fluctuations in interest rates, particularly securities expected to make regular income payments. In cases of negative interest rates, fixed income securities and other instruments could have a negative yield.

To the extent an iShares Fund invests in instruments that have very low or negative yields, the iShares Fund's NAV and NAV per Unit may be adversely affected and may fluctuate as a result and the fund's ability to pay cash distributions may be impaired. The recent historically low interest rate environment was created in part by the world's major central banks keeping their overnight policy interest rates at, near or below zero percent and implementing monetary policy facilities, such as asset purchase programs, to anchor longer-term interest rates below historical levels. During periods of very low or negative interest rates, an iShares Fund may be unable to maintain positive returns or pay distributions to Unitholders. Certain countries have previously experienced negative interest rates on certain fixed-income instruments. Very low or negative interest rates may magnify interest rate risk. Changing interest rates, including rates that fall below zero, may have unpredictable effects on markets, result in heightened market volatility and detract from an iShares Fund's performance to the extent the iShares Fund is exposed to such interest rates. Additionally, under certain market conditions in which interest rates are set at low levels and the market prices of portfolio securities have increased, an iShares Fund may have a very low, or even negative yield. A low or negative yield would cause an iShares Fund to lose money in certain conditions and over certain time periods.

Many factors can cause interest rates to rise. Risks associated with rising interest rates are currently heightened as central banks have recently increased their short-term policy rates, thus phasing out, or "tapering," accommodative monetary policy facilities. The Bank of Canada and the U.S. Federal Reserve have signaled a willingness to continue to do so. Rising interest rates can be driven by rates of inflation, real growth, general market conditions and other considerations. An iShares Fund that holds variable or floating rate securities may be particularly affected as issuers become less willing or able to make principal and interest payments as they become due. The timing, coordination, magnitude and effect of such policy changes on various markets is uncertain, and such changes in monetary policy may adversely affect the value of an iShares Fund's investments.

### ***Equity Investments Risk***

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

Equity securities tend to be more volatile than fixed income securities. The market value of equity securities is generally affected by both general factors such as macroeconomic conditions, interest rates, investor sentiment and government policies and regulations, as well as more issuer-specific factors, such as management performance, changes in management, changes in strategic direction, achievement of strategic goals, mergers, acquisitions and

divestitures, financial leverage, changes in demand for the issuer's goods, services or securities, overall industry prospects and competitive conditions, and other factors. Investors in a given equity security, including the iShares Funds, can experience a total loss of invested capital in certain situations, such as in the event of bankruptcy of the issuer.

Certain iShares Funds may invest in medium and/or smaller issuers (by market capitalization), and the overall market capitalization of an issuer tends to be related to the volatility and liquidity of its equity securities. The equity securities issued by mid- and small-capitalization issuers tend to have lower liquidity and higher volatility than equity securities issued by large capitalization issuers. Medium and small issuers tend to be more vulnerable to adverse business or economic developments, and less financially stable, than large issuers. Medium and small issuers may operate businesses that are concentrated in a small number of products or services, making them vulnerable to adverse developments affecting such products or services, and they may also be more dependent on a small number of essential personnel. An iShares Fund may experience difficulty in buying or selling mid- and small-capitalization equity securities that are thinly traded. The Units of an iShares Fund that invests a higher proportion of its assets in mid- and small- capitalization issuers may be more volatile than those of funds that invest a higher proportion of their assets in large-capitalization issuers.

In the case of certain iShares Funds investing in equity securities, distributions on the Units will generally depend upon the declaration of dividends or distributions on the equity securities. Dividends on common shares are not fixed but are declared at the discretion of an issuer's board of directors. The declaration of such dividends or distributions generally depends upon various factors, including the financial condition of the issuers in which the iShares Fund invests and general economic conditions. Therefore, there can be no assurance that such issuers will pay dividends or distributions in the future or if declared, that they will remain at current levels or increase over time.

### ***Foreign Investments Risk***

Certain iShares Funds may invest in or have exposure to foreign investments. Foreign investments may involve unique risks not typically associated with investing in Canada. Foreign exchanges and/or markets may be open on days when the iShares Funds or an iShares ETF in which an iShares Fund invests do not price their securities and, therefore, the value of the securities in the portfolios of the iShares Funds or such iShares ETFs may change on days when investors will not be able to purchase or sell Units. In addition, a foreign market may be closed on days when the Units of an iShares Fund are trading in Canada. This may impact the primary market activity of an iShares Fund. For example, an iShares Fund is only required to offer exchanges and redemptions on Trading Days. Foreign market closures may make it harder for an iShares Fund to determine the fair value of its portfolio investments. Information about foreign issuers may not be complete, may not reflect the extensive accounting, financial reporting or auditing standards or may not have been subject to the same level of government supervision or regulation as would have been the case in Canada. Some foreign securities markets may be volatile or lack liquidity and some foreign markets may have higher transaction and custody costs and delays in attendant settlement procedures and risk of loss. In some countries, there may be difficulties in enforcing contractual obligations and investments could be affected by economic, political and social instability, expropriation, corruption and government interference, inflation or confiscatory taxation.

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

Distributions on the Units of an iShares Fund will also generally be affected by the imposition of withholding taxes on portfolio dividends or interest received from issuers of foreign securities or any gains realized on the disposition of such foreign securities. The income available to be distributed by an iShares Fund will generally be reduced by the existence of such withholding taxes. Distributions paid on the securities of a foreign iShares ETF will also generally

be subject to foreign withholding taxes. As a result, in certain circumstances, the iShares Funds may earn less income from investments in iShares ETFs than could have been otherwise earned from direct investments in securities (see “**Income Tax Considerations - Taxation of the iShares Funds**” for additional information on the impact of withholding taxes on certain iShares Funds).

An iShares Fund may file claims to recover withholding tax on dividend and interest income (if any) received from issuers in certain countries where such withholding tax reclaim is possible. The net amount of the withholding tax recovered may be reduced by the expenses incurred in connection with such claims. Whether or when the iShares Fund will receive a withholding tax refund in the future is within the control of the tax authorities in such countries. Where the iShares Fund expects to recover withholding tax based on a continuous assessment of probability of recovery, the NAV of the iShares Fund generally includes accruals for such tax refunds. The iShares Fund will continue to evaluate tax developments for potential impact to the probability of recovery. If the likelihood of receiving refunds materially decreases, for example due to a change in tax regulation or approach, accruals in the iShares Fund’s NAV for such refunds may need to be written down partially or in full, which will adversely affect that iShares Fund’s NAV. Investors in the iShares Fund at the time an accrual is written down will bear the impact of any resulting reduction in NAV regardless of whether they were investors during the accrual period. Conversely, if an iShares Fund receives a tax refund that has not been previously accrued, investors in the iShares Fund at the time the claim is successful will benefit from any resulting increase in the iShares Fund’s NAV. Investors who sold their Units prior to such time will not benefit from such NAV increase.

### ***Currency Risk***

Changes in foreign currency rates may affect the NAV of certain iShares Funds since certain iShares Funds will have direct and indirect investments denominated in currencies other than the Canadian dollar. The NAV of such iShares Funds will vary as a result of the value of the Canadian dollar relative to the other currencies. The value of the currency of a given country in which certain iShares Funds have invested (directly or indirectly) could decline relative to the value of the Canadian dollar due to any number of factors, including changes in macroeconomic conditions and high or accelerating rates of inflation in that country. BlackRock Canada and the iShares Funds have no control over such currency fluctuations.

### ***Borrowing Risk***

From time to time, an iShares Fund may borrow cash as permitted by applicable Canadian securities legislation and any applicable exemptive relief, including, as applicable, as a temporary measure to fund the portion of any distributions payable to Unitholders that represents amounts that have not yet been received by an iShares Fund, to accommodate requests for redemptions of Units of an iShares Fund while the iShares Fund effects an orderly liquidation of portfolio assets, or to permit an iShares Fund to settle portfolio transactions. The iShares Fund is limited to borrowing up to the amount of the unpaid distribution in the case of borrowings to fund unpaid distributions and, in any event, not more than 5% of the NAV of the iShares Fund. There is a risk that the iShares Fund will not be able to repay the borrowed amount because it is unable to collect a distribution from the applicable issuer or because a trading counterparty is unable to deliver cash or securities. Under these circumstances, the iShares Fund would be required to repay the borrowed amount by disposing of portfolio assets. Commitment fees and/or interest charges associated with borrowing may reduce the NAV of an iShares Fund.

### ***Derivative Investments Risk***

An iShares Fund may invest in derivatives from time to time for both investment and hedging purposes. There are a number of risks associated with the use of derivatives, some of which depend upon the type of derivative that the iShares Fund purchases or enters into. The use of any derivative by an iShares Fund subjects that iShares Fund to the credit risk that its counterparty (whether a clearing corporation in the case of exchange-traded instruments, or other third party in the case of over-the-counter instruments) may be unable to meet its obligations. In addition, there is the risk of loss by an iShares Fund of any margin deposited with a counterparty, Dealer, clearing house, exchange or futures commission merchant in the event of the bankruptcy of that party. Derivative instruments traded in non-North American markets may offer less liquidity and greater credit risk than comparable instruments traded in North American markets. In the case of forward contracts, there can be no assurance that a market will exist to permit an iShares Fund to realize its profits or limit its losses by closing out its positions. In the case of exchange-traded futures

contracts, there may be a lack of liquidity when an iShares Fund wants to close out its positions. In addition, the ability of an iShares Fund to close out its positions may also be affected by daily trading limits imposed by futures exchanges. If an iShares Fund is unable to close out a position, it will be unable to realize its profits or limit its losses until such time as the contract becomes exercisable, expires or matures, as the case may be. The inability to close out derivative positions also could have an adverse impact on an iShares Fund's ability to effectively implement its investment strategy.

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

### ***Securities Lending Risk***

The iShares Funds may engage in securities lending. Securities lending involves the risk that an iShares Fund may suffer a loss, including because the borrower of the loaned securities fails to return the securities in a timely manner or at all. A borrower may fail to timely return recalled loaned securities which could, among other things, impact the ability of an iShares Fund to participate in a corporate action event. The securities lending agents of an iShares Fund may decide to recall loaned securities or to lend less or not at all, including as a result of market events, which could lead to reduced securities lending revenue. Changes in the status of issuers under applicable laws and regulations (including tax regulations) may impact the regulatory or tax treatment of loaned securities which could, for example, result in a delay in the payment of, or a loss of a portion of, dividend equivalent payments owed to an iShares Fund, as permitted by applicable law. Changes in the status or structure of issuers of loaned securities under applicable laws and regulations may impact the regulatory or tax treatment of a securities lending transaction. If an iShares Fund engages in lending, it will benefit from a borrower default indemnity from BlackRock and will also receive collateral in excess of the value of the securities on loan in connection with all loans of securities and such collateral will be marked to market daily. An iShares Fund would be exposed to the risk of loss should a borrower default on its obligation to return the borrowed securities or go bankrupt, the collateral is insufficient to replace the securities that are not returned and the iShares Fund is unable to realize on BlackRock's indemnity. Further, the iShares Funds would bear the risk of loss of any investment of cash collateral. Securities lending arrangements are limited to 50% of an iShares Fund's NAV.

### ***Concentration Risk***

A large portion of an iShares Fund's portfolio investments may be concentrated in a single asset class, and/or a small number of issuers, iShares ETFs or industries. As permitted under Canadian securities legislation, an iShares Fund may have a more concentrated portfolio than an actively managed mutual fund if such concentration is implemented to satisfy its investment objective to seek to replicate the performance of an Index. A concentrated portfolio may increase the liquidity risk of an iShares Fund which may, in turn, have an effect on the iShares Fund's ability to satisfy redemption and exchange requests. This may also lower the diversification of an iShares Fund and increase the volatility of its NAV and/or market price of its Units.

### ***Liquidity Risk***

Liquidity risk is the risk that an iShares Fund may not be able to dispose of its portfolio investments quickly or at prices that reflect an active two-way market for such investments. Under normal market conditions, most portfolio investments held by an iShares Fund are expected to be easy to sell at a fair price. However, under certain circumstances, such as market holidays, periods of market disruption, heightened uncertainty, rapid changes in government policy, or volatile macroeconomic or financial conditions, this may not be the case. Illiquidity in particular investments may also result from the lack of an active market for an issuer of securities, issuer default, sudden changes in the business prospects or financial condition of an issuer, legal or contractual restrictions on resale or the reduced number and/or capacity of market participants to make a market in particular investments. See "**Risk Factors – General Risks Relating to an Investment in the iShares Funds – Cease Trading of Portfolio Investments Risk**" for additional information on possible scenarios which could result in the illiquidity of an iShares Fund's portfolio investments.

Market prices for less liquid or illiquid portfolio investments may be volatile, and reduced liquidity may have an adverse impact on the market price of such portfolio investments. Additionally, the sale of less liquid or illiquid portfolio

investments may involve substantial delays (including delays in settlement) and additional costs, which may prevent an iShares Fund from being able to limit its losses or realize gains. An iShares Fund may be unable to sell such portfolio investments when necessary to meet its liquidity needs or may be forced to sell at a loss. This may be the case for an iShares Fund that invests in securities of an iShares ETF and needs to dispose of securities of the iShares ETF under certain extraordinary circumstances. As well, in the case of an iShares Fund, the liquidity of the applicable Index Securities will generally affect the tracking error of the iShares Fund; less liquid or illiquid Index Securities may lead to additional tracking error as it may be more costly or difficult to buy or sell such Index Securities or other securities held to track the Index. For further information regarding the circumstances in which BlackRock Canada could suspend exchanges or redemptions of Units, see “**Exchange and Redemption of Units - Suspension of Exchanges and Redemptions**”.

#### ***Risk that Securities of the iShares Funds and iShares ETFs will Trade at Prices Other than NAV per Security***

The securities of the iShares Funds and any iShares ETFs held by the iShares Funds may trade below, at, or above their respective NAV per security. The NAV per security will fluctuate with changes in the market value of the portfolio investments of an iShares Fund or an iShares ETF. The trading prices of the securities of an iShares Fund or an iShares ETF will fluctuate in accordance with changes in the NAV per security of the iShares Fund or the iShares ETF, as well as market supply and demand for the Units of the iShares Fund or the securities of the iShares ETF on the market(s) on which such Units or securities are traded. However, under normal market conditions, given that Dealers may subscribe for, and Unitholders and Dealers may exchange, the Prescribed Number of Units of an iShares Fund for securities and cash of total value equal to the NAV per Unit of an iShares Fund, BlackRock Canada believes that large discounts or premiums to the NAV per Unit of such iShares Fund should not be sustained. However, in periods of market distress, elevated volatility, severe liquidity disruption, or abnormal market conditions generally, larger and more sustained differences between trading prices and NAV per Unit are possible.

If a Unitholder or an iShares Fund purchases securities of an iShares Fund or an iShares ETF at a time when the market price of a security is at a premium to the NAV per security or sells securities of an iShares Fund or an iShares ETF at a time when the market price of a security is at a discount to the NAV per security, the Unitholder or the iShares Fund may sustain a loss.

#### ***Cease Trading of Portfolio Investments Risk***

The individual portfolio investments of an iShares Fund may be cease-traded by order of a securities regulatory authority, other relevant regulator or exchange, or governmental entity. It is also possible for all or a large portion of the portfolio investments of an iShares Fund or iShares ETF to be subject to a market-wide trading halt or “circuit breakers” or other market closures. In certain circumstances, if portfolio investments of an iShares Fund are cease-traded or if normal trading of portfolio investments is suspended, the applicable iShares Fund may suspend the right to redeem or exchange Units or suspend or postpone the payment of exchange or redemption proceeds. In addition, an iShares Fund or iShares ETF could suspend exchanges and/or redemptions and/or payment of exchange or redemption proceeds with prior regulatory approval.

If the right to redeem or exchange Units is suspended, the applicable iShares Fund may return redemption or exchange requests to Unitholders who have submitted them. If portfolio investments of an iShares Fund are cease-traded, they may not be delivered on an exchange of a Prescribed Number of Units for a Basket until such time as the cease-trade order is lifted.

#### ***Halted Trading of Units Risk***

Trading of Units of an iShares Fund may be halted on the relevant exchanges, including due to the activation of individual or market-wide “circuit breakers”. Circuit breakers are measures designed to ease the effect of market shocks by halting trading for a specified period of time when the price of a particular security or overall market prices increase or decrease past a predetermined threshold. Trading of Units may also be halted by order of a securities regulatory authority (or the Exchange) under various circumstances, including if such authority determines that doing so would be in the best interests of investors.



If normal trading of Units is suspended on the relevant exchange, or if for any reason it is likely there will be no closing price for Units, the applicable iShares Fund may suspend the right to redeem or exchange Units, subject to prior regulatory approval as may be required, until such a time as trading of the Units is no longer halted or trading otherwise normalizes. If the right to redeem or exchange Units is suspended, the applicable iShares Fund may return redemption or exchange requests to Unitholders who have submitted them.

### ***Significant Investor Risk***

A significant proportion of the Units of an iShares Fund may be held by a single investor, including by BlackRock Canada or its affiliates, or another iShares ETF or another fund or account managed by BlackRock Canada or its affiliates. As the Units are traded on an exchange or marketplace, an iShares Fund may not know who the beneficial owners of its Units are. If a significant investor were to buy or sell a substantial portion of Units of an iShares Fund, the market value of those Units might temporarily decline or increase, as the case may be, resulting in the Units being bought or sold at a discount or premium to the NAV per Unit of the iShares Fund. However, given that Dealers may subscribe for, and Unitholders and Dealers may exchange, the Prescribed Number of Units of an iShares Fund at the NAV per Unit, BlackRock Canada believes that, under normal market conditions, large premiums or discounts to the NAV per Unit of an iShares Fund should not be sustained. If a Unitholder purchases Units of an iShares Fund at a time when the market price of a Unit is at a premium to the NAV per Unit or sells Units of an iShares Fund at a time when the market price of a Unit is at discount to the NAV per Unit, the Unitholder may sustain a loss.

### ***Legal and Regulatory Risk***

There can be no assurance that securities and other laws in Canada or in foreign jurisdictions where the iShares Funds invest will not be changed or administered in a manner that adversely affects an iShares Fund, an iShares Fund's portfolio investments, Dealers and other market makers or trading counterparties, or Unitholders.

In addition, the investment decisions for the iShares Funds may, at times, be restricted as a result of aggregation limits. For example, with respect to certain industries and markets, corporate and/or regulatory requirements may limit the aggregate amount of investment in certain issuers by iShares Funds and other funds and client accounts managed by BlackRock Canada and its affiliates. Exceeding these limits without reporting or the grant of a license, exemption or other corporate or regulatory consent may result in fines or other adverse consequences to BlackRock Canada, its affiliates and/or the iShares Funds. As a consequence of these limits, the ability of an iShares Fund to achieve its investment objectives may be affected. BlackRock Canada, in order to avoid exceeding these limits may, among other actions, limit purchases, seek to invest through the use of derivatives, sell existing investments and/or transfer, outsource or limit voting rights of securities held by the iShares Funds.

### ***Taxation of the iShares Funds Risk***

There can be no assurance that changes will not be made to the tax rules affecting the taxation of an iShares Fund or an iShares Fund's investments, or in the administration of such tax rules.

There can be no assurance that the CRA or other relevant tax authority will agree with the tax treatment adopted by the iShares Funds in respect of any particular transaction.

If any of the iShares Funds does not qualify as a "mutual fund trust" under the Tax Act or ceases to so qualify, the income tax considerations described under the heading "Income Tax Considerations" would be materially and adversely different in certain respects. For example, an iShares Fund that does not qualify as a mutual fund trust under the Tax Act will be treated as a "financial institution" for purposes of certain special mark-to-market rules in the Tax Act if more than 50% of the fair market value of the iShares Fund are held by one or more Unitholders that are themselves considered to be financial institutions under those rules. In such a case, the iShares Fund will be required to recognize on income account any gains and losses accruing on certain types of debt obligations and equity securities that it holds and also will be subject to special rules with respect to income inclusion on these securities. Any income arising from such treatment will be included in the amounts distributed to Unitholders. Each time an iShares Fund becomes or ceases to be a financial institution in accordance with the mark-to-market rules, the taxation year of the iShares Fund will be deemed to end immediately before that time, and gains or losses accrued on certain securities

before that time will be deemed realized by the iShares Fund and will be distributed to Unitholders. A new taxation year for the iShares Fund will then begin, and for that and subsequent taxation years, for so long as not more than 50% of the Units of the iShares Fund are held by financial institutions, or the iShares Fund is a mutual fund trust for purposes of the Tax Act, the iShares Fund will not be subject to the mark-to-market rules. As the Units are expected to be publicly-traded on an exchange and/or marketplace, an iShares Fund may not know with certainty who the owners of its Units are, or may have difficulty ascertaining the number of Units owned by any particular beneficial Unitholder, at any given point in time. Accordingly, there will be circumstances in which it will not be possible to control or may be difficult to identify whether an iShares Fund has, or has ceased to, become a “financial institution”. In addition, financial institutions such as Dealers and other market makers may hold Units of an iShares Fund for their own account and/or in connection with their market making activities. As a result, there can be no assurance that an iShares Fund that is not a mutual fund trust is not a “financial institution” or will not in the future become, or cease to be, a “financial institution” and no assurance as to when and to whom any distributions arising on the change in “financial institution” status of an iShares Fund will be made, or that the iShares Fund will not be required to pay tax on any undistributed income or taxable capital gains realized by the iShares Fund on such event. This may result in additional or adverse tax consequences to an iShares Fund’s Unitholders.

Under the SIFT Rules, trusts or partnerships (defined as “**SIFT trusts**” or “**SIFT partnerships**”, respectively), the securities of which are listed or traded on a stock exchange or other public market and that hold one or more “non-portfolio properties” (as defined in section 122.1 of the Tax Act), are effectively taxed on income and capital gains in respect of such non-portfolio properties at combined rates comparable to the rates that apply to income earned and distributed by Canadian corporations. Distributions of such income received by unitholders of SIFT trusts (and allocations of such income made to members of SIFT partnerships) are treated as eligible dividends from a taxable Canadian corporation.

The SIFT Rules could affect an iShares Fund and its Unitholders to the extent that an issuer of securities held by such iShares Fund, or to which an iShares Fund has economic exposure, is a SIFT trust or SIFT partnership to which the SIFT Rules apply. In addition, the SIFT Rules could affect an iShares Fund and its Unitholders to the extent that the iShares Fund is itself a SIFT trust to which the SIFT Rules apply, and the iShares Fund earns income from non-portfolio property or taxable capital gains from the disposition of “non-portfolio property”, or holds derivative instruments held in its portfolio or any other property in the course of carrying on a business in Canada. If an iShares Fund is considered to be a SIFT trust, “non portfolio earnings” of such iShares Fund will be subject to the tax under the SIFT Rules when such amounts are distributed by such iShares Fund to Unitholders and such distributions will be treated in the hands of Unitholders as eligible dividends from a taxable Canadian corporation.

If any transactions of the iShares Fund, including currency hedges, are reported on capital account but subsequently determined to be on income account, the net income of the iShares Fund for tax purposes and the taxable component of distributions to Unitholders could increase.

Rules in the Tax Act that apply to “loss restriction events” (as defined in the Tax Act) of certain trusts (the “**LRE Rules**”) may have an impact on an iShares Fund in certain circumstances. Generally, the iShares Fund will have a “loss restriction event” if any person, together with other persons with whom that person is affiliated within the meaning of the Tax Act, or any group of persons acting in concert, acquires Units of the iShares Fund having a fair market value that is greater than 50% of the fair market value of all the Units of the iShares Fund. Upon the occurrence of a “loss restriction event”, the iShares Fund will have a deemed tax year end resulting generally in a short taxation year, any undistributed income and realized capital gains (net of any applicable losses) would be expected to be made payable as a distribution on the Units held by Unitholders of record of the iShares Fund on the record date for such distribution (which generally would be expected to be the last Trading Day in such short taxation year) and the iShares Fund would be restricted in its ability to use tax losses (including any unrealized capital losses) that exist at the time of the “loss restriction event”. Trusts that qualify as “investment funds” as defined in the LRE Rules are exempt from such adverse consequences. An “investment fund” for this purpose includes a trust that meets certain conditions, including satisfying certain of the conditions necessary to qualify as a “mutual fund trust” for purposes of the Tax Act, not using any property in the course of carrying on a business and complying with certain asset diversification requirements. If an iShares ETF were not to qualify as an “investment fund”, it could potentially have a “loss restriction event” and thereby become subject to the related tax consequences described above.

If an iShares Fund realizes capital gains as a result of a transfer or disposition of its property undertaken to permit an exchange or redemption of Units by a Unitholder, allocation of fund-level capital gains may be permitted pursuant to the iShares Fund's Trust Document. Pursuant to recent amendments to the Tax Act (the "ATR Rule"), the maximum amount the iShares Fund will be able to deduct in a taxation year on account of capital gains allocated to Unitholders on an exchange or redemption of Units is an amount determined by a formula (the "Capital Gains Designation Limit") which is based on (i) the amount of capital gains designated to Unitholders on an exchange or redemption of Units in the taxation year, (ii) the total amount paid for exchanges or redemptions of the Units in the taxation year, (iii) the iShares Fund's NAV at the end of the taxation year and the end of the previous taxation year, and (iv) the iShares Fund's net taxable capital gains for the taxation year. The amount of taxable distributions made to Unitholders of an iShares Fund may be greater than they would have been in the absence of these recent amendments.

### ***Security Risk***

Some of the geographic areas in which the iShares Funds invest have experienced acts of terrorism or strained international relations due to territorial disputes, historical animosities or other defense concerns. These situations may cause uncertainty in the markets of such geographic areas and may adversely affect their economies.

### ***Developed Countries Investments Risk***

Investment in a developed country may subject certain iShares Funds to regulatory, political, currency, security, economic and other risks associated with developed countries. Developed countries generally tend to rely on services sectors (e.g., the financial services sector) as the primary means of economic growth. A prolonged slowdown in services sectors is likely to have a negative impact on economies of certain developed countries, although individual developed country economies can be impacted by slowdowns in other sectors. In the past, certain developed countries have been targets of terrorism, and some geographic areas in which the iShares Fund invests have experienced strained international relations due to territorial disputes, historical animosities, defense concerns and other security concerns. These situations may cause uncertainty in the financial markets and adversely affect the performance of the issuers to which certain iShares Funds have exposure. Heavy regulation of certain markets, including labour and product markets, may have an adverse effect on certain issuers. Such regulations may negatively affect economic growth or cause prolonged periods of recession. Many developed countries are heavily indebted and face rising healthcare and retirement expenses. In addition, price fluctuations of certain commodities and regulations impacting the import of commodities may negatively affect developed country economies.

### ***North American Investments Risk***

A decrease in imports or exports, changes in trade regulations or an economic recession in any North American country may have a significant economic effect on the entire North American region and on some or all of the North American countries in which the iShares Fund invests.

The U.S. is Canada's and Mexico's largest trading and investment partner. The Canadian and Mexican economies are significantly affected by developments in the U.S. economy. Since the implementation of the North American Free Trade Agreement ("NAFTA") in 1994 among Canada, the U.S. and Mexico, total merchandise trade among the three countries has increased. However, political developments, including the implementation of tariffs by the U.S., and renegotiation of NAFTA in the form of the U.S.-Mexico-Canada Agreement ("USMCA"), which replaced NAFTA on July 1, 2020, could negatively affect North America's economic outlook and, as a result, the value of securities held by certain iShares Funds. Policy and legislative changes in one country, including tariff changes or import restrictions, may have a significant effect on North American markets generally, as well as on the value of certain securities held by the iShares Fund.

### ***Infectious Illness Risk***

A widespread outbreak of an infectious illness, such as the COVID-19 pandemic, may adversely affect the economies of many nations and the global economy and may impact individual issuers and capital markets in ways that cannot be foreseen.



An infectious illness outbreak may result in travel restrictions, closed international borders, disruption of healthcare services, prolonged quarantines, cancellations, supply chain disruptions, lower consumer demand, temporary and permanent closures of businesses, layoffs, defaults and other significant economic, social and political impacts, as well as general concern and uncertainty.

An infectious illness outbreak may result in extreme volatility, severe losses, credit deterioration of issuers, and disruptions in markets, which could adversely impact an iShares Fund and its investments, including impairing any hedging activity.

Certain local markets may be subject to closures. Any suspension of trading in markets in which an iShares Fund invests will have an impact on the iShares Fund and its investments and will impact the iShares Fund's ability to purchase or sell securities in such markets. Market or economic disruptions could result in elevated tracking error and increased premiums or discounts to an iShares Fund's NAV. Additionally, an outbreak could impair the operations of an iShares Fund's service providers, including BFA, which could adversely impact the iShares Fund.

Governmental and quasi-governmental authorities and regulators throughout the world may respond to an outbreak and any resulting economic disruptions with a variety of fiscal and monetary policy changes, including direct capital infusions into companies and other issuers, new monetary policy tools, and changes in interest rates. A reversal of these policies, or the ineffectiveness of such policies, is likely to increase market volatility, which could adversely affect an iShares Fund's investments.

An outbreak may exacerbate other pre-existing political, social and economic risks in certain countries or globally, which could adversely affect an iShares Fund and its investments and could result in increased premiums or discounts to the iShares Fund's NAV.

Despite the development of vaccines, the duration of the COVID-19 pandemic and its effects cannot be predicted with certainty. Other infectious illness outbreaks that may arise in the future could have similar or other unforeseen effects.

### ***Cyber Security Risk***

A cyber-attack or a failure to implement effective information and cyber security policies, procedures and capabilities could disrupt the operations of BlackRock and its affiliates, the iShares Funds, Dealers, the service providers to the iShares Funds and the trading venues on which the iShares Funds rely. This could cause financial losses to the iShares Funds. These attacks and disruptions may result in the inability of a Unitholder or prospective investor to transact business with an iShares Fund, the inability of an iShares Fund to process transactions, the inability of an iShares Fund to calculate its NAV and violations of applicable privacy and other laws, rules and regulations.

BlackRock and its affiliates, including BlackRock Canada, are dependent on the effectiveness of the information and cyber security policies, procedures and capabilities it maintains to protect its computer and telecommunications systems and the data that reside on or are transmitted through them, including data related to the iShares Funds. An externally caused information security incident, such as a hacker attack, virus, phishing scam or the unauthorized access to and misappropriating of digital systems or data, or an internally caused issue, such as failure to control access to sensitive systems, could materially interrupt business operations of BlackRock Canada, its affiliates and/or the iShares Funds or cause disclosure or modification of sensitive or confidential client or competitive information. While BlackRock Canada and its affiliates have established business continuity plans and risk management systems designed to prevent or reduce the impact of cybersecurity attacks in respect of their operations and the operations of the iShares Funds, there are inherent limitations in such plans and systems due in part to the ever-changing nature of technology and cybersecurity attack tactics, and there is a possibility that certain risks have not been adequately identified or prepared for.

BlackRock has been the target of attempted cyber-attacks, as well as the co-opting of its brand to create fraudulent websites, and must continuously monitor and develop its systems to protect its technology infrastructure and data from misappropriation or corruption, as the failure to do so could disrupt BlackRock's operations and cause financial losses. In addition, due to BlackRock's reliance or interconnectivity with third parties (including, but not limited to, Dealers, sub-advisers, registrar and transfer agents, custodians, administrators, derivative counterparties and other financial intermediaries), central agents, exchanges, clearing houses and other financial institutions in connection with its

operation and the operation of the iShares Funds, BlackRock and its affiliates, including BlackRock Canada, and the iShares Funds may be adversely affected if any of them are subject to a successful cyber-attack or other information security event. Any information security incident or cyber-attack against BlackRock Canada or third parties whom it relies upon or with whom it is connected could result in material financial loss, loss of competitive position, regulatory fines and/or sanctions, breach of client contracts, reputational harm, additional compliance costs related to corrective measures, legal liability or other compensatory costs, which, in turn, may cause financial losses to BlackRock Canada and the iShares Funds.

Cybersecurity risks may also impact issuers of securities in which an iShares Fund invests, which may cause the iShares Fund's investments in such issuers to lose value.

#### ***Risks Related to the Absence of an Active Market for the Units and Lack of Operating History***

The iShares Funds are newly organized ETFs with no previous operating history. Although the iShares Funds will be listed on the TSX there can be no assurance that an active public market for the Units of these iShares Funds will develop or be sustained.

#### ***Operational Risk***

The iShares Funds are exposed to operational risk arising from a number of factors, including, but not limited to, human error, processing and communication errors, errors of the iShares Funds' Dealers, service providers, counterparties or other third-parties, failed or inadequate processes and technology or systems failures. The iShares Funds, BlackRock Canada, and its affiliates seek to reduce these operational risks through controls and procedures. However, these measures do not address every possible risk and may be inadequate to address those risks.

#### ***Reliance on the Manager and/or Sub-Adviser Risk***

Unitholders will be dependent on the ability of BlackRock Canada, BTC and their affiliates, which provide investment sub-advisory services and other services to the iShares Funds, to effectively manage the iShares Funds in a manner consistent with the investment objectives, strategies and restrictions of the iShares Funds. There is no certainty that the individuals who are principally responsible for providing such administration and portfolio management services or investment sub-advisory services to the iShares Funds will continue to be employed by BlackRock.

BTC is resident outside Canada and all or a substantial portion of its assets may be situated outside Canada. As a result, the applicable iShares Fund may find it difficult to enforce legal rights against BTC.

#### ***Voting of Portfolio Investments Risk***

Unitholders of the iShares Funds will not have any right to exercise any voting rights that apply to securities held directly or indirectly by the iShares Fund, while they would have the right to vote if they owned the securities directly.

#### ***Risks Relating to an Investment in the iShares Funds Regarding Index Strategy***

##### ***Calculation of Index and Termination of the Indices Risk***

The Indices are maintained and calculated by the Index Providers. Trading in Units of an iShares Fund may be suspended for a period of time if, for whatever reason, the calculation of an Index is suspended or delayed. In the event an Index ceases to be calculated or is discontinued, BlackRock Canada may terminate the applicable iShares Fund on not less than 60 days' notice to Unitholders (and not more than 90 days' notice to Unitholders), change the investment objectives of that iShares Fund to invest primarily in underlying securities or to seek to replicate an alternative index (subject, where applicable, to Unitholder approval in accordance with the Trust Document and

applicable law), or make such other arrangements as BlackRock Canada considers appropriate and in the best interests of Unitholders in the circumstances.

### ***Index Fund and Index Investment Risk***

The objective of the iShares Funds is to replicate the performance of an applicable Index, net of expenses. The performance of the applicable Index replicated by an iShares Fund may fluctuate in accordance with the financial condition of the Constituent Issuers or Index Securities (particularly those that are more heavily weighted), the value of the securities generally and other factors.

When issuers are introduced for the first time by an index provider into an Index tracked by an iShares Fund, BlackRock Canada and/or its affiliates may conduct an analysis on such issuer's securities to identify and screen for outlier high risk behavior (such as rapid or unusual price growth that does not appear to be supported by publicly available information on the business and assets of the issuer, unusual or significant short interest or lending activity, negative sentiment, suspended trading or incorrect free-float calculations, which could be indicators of possible irregularities, miscalculations or even fraud). If it identifies such behavior, BlackRock Canada and/or its affiliates may, where appropriate, alert the index provider as to the alleged issue. The index provider has sole discretion for the determination as to whether to continue to include the issuer's securities in the rebalancing of its index. If the securities continue to be included in the Index, BlackRock Canada and/or its affiliates may underweight or exclude such securities from the portfolio of an affected iShares Fund and, if it does so, such iShares Fund will be subject to increased tracking error risk due to the divergence in the securities included in its portfolio from its Index. This may also result in a performance impact to the iShares Fund and its Unitholders, including negative performance impact and a decline in the iShares Fund's NAV. The application of the abovementioned analysis and screening to an iShares Fund and its Index is in the sole discretion of BlackRock Canada and/or its affiliates, and BlackRock Canada and/or its affiliates in no way guarantee that application of the program will result in the exclusion of any or all high risk securities from an Index or an iShares Fund's portfolio.

iShares Funds are not actively managed by traditional methods, and neither BlackRock Canada nor an affiliate will attempt to take defensive positions in declining markets. The adverse financial condition of an issuer or security represented in the Index will not necessarily result in the elimination of exposure to the issuer or security by such iShares Fund unless it is removed from the applicable Index. Even if an issuer's securities are removed from the applicable Index, there is no guarantee that an iShares Fund will be able to sell such securities. If an iShares Fund is able to sell such securities, there is no guarantee that such sale will take place at an attractive price.

### ***Index-Related Risks***

The objective of the iShares Funds is to replicate the performance of an applicable Index, net of expenses. As a result, some or all of an iShares Fund's returns and portfolio characteristics correspond generally to the returns (before fees and expenses) and portfolio characteristics, of an index as published by its applicable index provider. There is no assurance that an index provider (including an Index Provider) will determine, compose or calculate an index (including an Index) accurately. While the index provider does provide descriptions of what the index is designed to achieve, the index provider does not provide any warranty or accept any liability in relation to the quality, accuracy or completeness of data in respect of its indices, and does not guarantee that the index will be in line with its described index methodology. The Index Providers did not create the Indices for the purposes of the iShares Funds and may make changes to the Indices without consultation and without regard to the interests or preferences of the iShares Funds. The Constituent Issuers of the Indices, and the degree to which these Constituent Issuers represent certain industries, countries or jurisdictions, may change over time.

An index provider may apply eligibility screens to securities included in an index, including with respect to credit ratings. There is no assurance that an index provider will apply eligibility screens accurately or consistently. Each index provider and/or index will generally apply a different approach to handling securities which are included in an index but no longer meet the applicable eligibility criteria. Such securities may not be removed from an index immediately or at all. An index provider and/or index may apply less stringent criteria to assess the ongoing eligibility of securities that are already included in an index than would be applied to determine the eligibility of securities not already included in the index. To the extent BlackRock Canada or an affiliate of BlackRock Canada is the manager of an iShares Fund or an underlying iShares ETF that replicates the performance of an index, its mandate is to manage

such fund consistently with the index. Consequently, BlackRock Canada does not provide any warranty or guarantee for index provider errors that may directly or indirectly affect an iShares Fund. In addition, BlackRock Canada does not review or verify the application of any eligibility screens by an index provider. Errors in respect of the quality, accuracy and completeness of data may occur from time to time and may not be identified or corrected for a period of time, particularly where the indices are less commonly used. Gains, losses or costs associated with index provider errors will be borne directly by an iShares Fund and its Unitholders or indirectly through exposure to the underlying iShares ETF held by the iShares Fund. For example, during a period where an index contains erroneous Constituent Issuers, an iShares Fund that is tracking such published index may have direct or indirect market exposure to such Constituent Issuers and would have less exposure to the index's other Constituent Issuers. Such index provider errors may have a negative or positive performance impact on the iShares Fund and its Unitholders, either directly or indirectly. Unitholders should understand that any gains from index provider errors will be kept by the iShares Fund and its Unitholders and any losses resulting from index provider errors will be borne by the iShares Fund and its Unitholders.

An index provider may choose to cancel or postpone a scheduled rebalance, including as a result of unusual market conditions, which could cause an index to vary from its normal or expected composition. The cancellation or postponement of a scheduled rebalance, particularly in a volatile market, could mean that Constituent Issuers that would otherwise be removed at rebalance due to downgrades or for other reasons may remain in the index, causing the performance and Constituent Issuers of the index to vary from those expected had the rebalance taken place. Apart from scheduled rebalances, the index provider may carry out additional ad hoc rebalances to an index, for example, due to unusual market conditions or in order to correct an error in the selection of index Constituent Issuers. Where an index is rebalanced and the iShares Fund or underlying iShares ETF in turn rebalances its portfolio to bring it in line with the index, any transaction costs and market exposure arising from such portfolio rebalancing will be borne, directly or indirectly, by the iShares Fund. Unscheduled rebalances to an index may also expose the iShares Fund, directly or indirectly, to tracking error, which is the risk that the iShares Fund's returns may not track those of the Index. Therefore, errors and additional rebalances carried out by the index provider to an index may directly or indirectly increase the costs and market exposure risk of the iShares Fund.

### ***Index Replication Strategies Risk***

The objective of the iShares Funds is to replicate the performance of an applicable Index, net of expenses. Such iShares Funds may not replicate exactly the performance of the applicable Index, net of expenses. The total return generated by an iShares Fund's portfolio investments will be reduced by transaction costs as well as taxes (including withholding taxes), fees and other expenses borne by these iShares Funds, whereas such transaction costs, taxes, fees and expenses are generally not included in the calculation of the returns of the applicable Index.

The difference between the performance of an index fund and its applicable benchmark index is generally called "tracking error". All index replication strategies, including a Replicating Strategy and a Sampling Strategy, involve risk of tracking error. The accuracy with which an iShares Fund replicates (net of expenses) the performance of the applicable Index will depend on several factors, including the investment strategy used, the total assets under management of the iShares Fund, and the characteristics of the applicable Index and Index Securities. Some characteristics of the applicable Index that can affect tracking error include market capitalization, liquidity and volatility of the applicable Index Securities, as well as the overall number of Index Securities and asset classes included in the Index.

The tracking error experienced by an iShares Fund may be affected by timing differences with respect to corporate actions (such as mergers and spin-offs), the temporary unavailability of certain securities or instruments in the market, portfolio adjustment timing variances, securities acquired or actions taken by the portfolio manager in connection with a restructuring transaction involving a Constituent Issuer, and other timing variances. In general, the iShares Funds will not replicate exactly the composition of the applicable Index, which may also lead to tracking error. An iShares Fund may hold investments that are not Index Securities and may not invest in all Index Securities. An iShares Fund may invest in and hold ADRs, ADSs, GDRs and IDRs, derivatives or an iShares ETF to represent an Index Security or group of Index Securities. In such circumstances, an iShares Fund may experience greater tracking error.

Tracking error can also occur as a result of transaction costs and differences in timing of adjustments in portfolio investments versus changes to the applicable Index in connection with replicating or otherwise reflecting index

adjustments made by an Index Provider. As well, securities may be included in, or excluded from, an Index in the sole discretion of the Index Provider. Accordingly, at any given time, an Index may include securities which would otherwise not meet the eligibility criteria, and may likewise exclude securities that appear to meet the eligibility criteria.

An iShares Fund may invest, directly or indirectly, in unrated securities or securities with a credit rating that differs from the credit rating specified in its index methodology in various circumstances, including where an iShares Fund employs a stratified sampling methodology, if an Index Security is downgraded but not yet removed from an Index, following the removal of an Index Security from an Index prior to its sale by the iShares Fund or as a result of a corporate action or restructuring affecting an issuer of a security held by an iShares Fund.

The indexing strategy employed by an iShares Fund, including whether to invest directly or indirectly through iShares ETFs as described in “**Investment Strategies – Investment Strategies that May be Employed by iShares Funds – Investment in iShares ETFs**”, may change from time to time at the discretion of the portfolio manager and without further notice to Unitholders.

### ***Non-Replication Strategies Risk***

An iShares Fund may employ a Sampling Strategy or hold securities of one or more iShares ETFs that employ a Sampling Strategy. The Sampling Strategy employed by certain iShares Funds or underlying iShares ETFs may result in a greater deviation in performance relative to the applicable Index than a Replicating Strategy. In the case of an iShares Fund which invests in securities of one or more iShares Funds, where such iShares Fund employs a Sampling Strategy, any resulting performance differences between the iShares Fund and the relevant underlying index could also affect the performance of the iShares Fund relative to its applicable Index.

## **Risks Relating to an Investment in Specific iShares Funds**

### ***European and U.K. Investments Risk***

Investing in European countries may expose certain iShares Funds to the economic and political risks associated with Europe in general and the specific European countries in which they may invest. The economies and markets of European countries are often closely connected and interdependent, and events in one European country can have an adverse impact on other European countries. Certain iShares Funds may make investments in securities of issuers that are domiciled in, have significant operations in, or that are listed on at least one securities exchange within member states of the European Union (the “EU”). A number of countries within the EU are also members of the Economic and Monetary Union (the “Eurozone”) and have adopted the euro as their currency. Eurozone membership requires member states to comply with restrictions on inflation rates, deficits, interest rates, debt levels, and fiscal and monetary controls, each of which may significantly affect every country in Europe. Changes in import or export tariffs, changes in governmental or EU regulations on trade, changes in the exchange rate of the euro and other currencies of certain EU countries which are not in the Eurozone, the default or threat of default by an EU member state on its sovereign debt, and/or an economic recession in an EU member state may have a significant adverse effect on the economies of other EU member states and their trading partners. Although certain European countries are not in the Eurozone, many of these countries are obliged to meet the criteria for joining the Eurozone. Consequently, these countries must comply with many of the restrictions noted above.

The European financial markets have experienced volatility and adverse trends due to concerns about economic downturns, rising government debt levels and the possible default of government debt in several European countries, including but not limited to, Austria, Belgium, Cyprus, France, Greece, Ireland, Italy, Portugal, Spain and Ukraine. In order to prevent further economic deterioration, certain countries, without prior warning, can institute “capital controls”. Countries may use these controls to restrict volatile movements of capital entering and exiting their country. Such controls may negatively affect an iShares Fund’s investments. A default or debt restructuring by any European country would adversely impact holders of that country’s debt and sellers of credit default swaps linked to that country’s creditworthiness, which may be located in countries other than those listed above. In addition, the credit ratings of certain European countries were downgraded in the past. These events have adversely affected the value and exchange rate of the euro and may continue to significantly affect the economies of every country in Europe, including countries that do not use the euro and non-EU member states. Responses to the financial problems by



European governments, central banks and others, including austerity measures and reforms, may not produce the desired results, may result in social unrest and may limit future growth and economic recovery or have other unintended consequences. Further defaults or restructurings by governments and other entities of their debt could have additional adverse effects on economies, financial markets and asset valuations around the world. In addition, one or more countries may abandon the euro and/or withdraw from the EU. The impact of these actions, especially if they occur in a disorderly fashion, is not clear but could be significant and far-reaching, and could adversely impact the value of an iShares Fund's investments in the region.

Certain European countries have also developed increasingly strained relationships with the U.S., and if these relations were to worsen, they could adversely affect European issuers that rely on the U.S. for trade. Secessionist movements, such as the Catalan movement in Spain as well as governmental or other responses to such movements, may also create instability and uncertainty in the region. In addition, the national politics of countries in the EU have been unpredictable and subject to influence by disruptive political groups and ideologies. The governments of EU countries may be subject to change and such countries may experience social and political unrest. Unanticipated or sudden political or social developments may result in sudden and significant investment losses. The occurrence of terrorist incidents throughout Europe could also impact financial markets. The impact of these events is not clear but could be significant and far-reaching and could adversely affect the value and liquidity of an iShares Fund's investments.

Certain iShares Funds invest in U.K. investments. Investments in U.K. instruments or issuers may subject certain iShares Funds to regulatory, political, currency, security, and economic risks specific to the U.K. The U.K. left the EU ("Brexit") on January 31, 2020, subject to a transition period that ended December 31, 2020. The U.K. and EU have reached an agreement on the terms of their future trading relationship effective January 1, 2021, which principally relates to the trading of goods rather than services, including financial services. Further discussions are to be held between the U.K. and the EU in relation to matters not covered by the trade agreement, such as financial services. Certain iShares Funds will face risks associated with the uncertainty and potential consequences that may follow Brexit, including with respect to volatility in exchange rates and interest rates. The U.K. and the EU may be less stable than they have been in recent years, and investments in the U.K. and the EU may be difficult to value, or subject to greater or more frequent volatility. Brexit could adversely affect European or worldwide political, regulatory, economic or market conditions and could contribute to instability in global political institutions, regulatory agencies and financial markets. Brexit has also led to legal uncertainty and could lead to politically divergent national laws and regulations as a new relationship between the U.K. and EU is defined and the U.K. determines which EU laws to replace or replicate. The political, economic and legal consequences of Brexit are not yet known. In addition, the U.K. must negotiate the terms of their future trading relationships with non-EU trading partners. The terms of such trading relationships remains uncertain. The outcome of such negotiations may give rise to significant uncertainties and instability in the financial markets of the U.K. Any of these effects of Brexit could adversely affect any of the companies to which an iShares Fund has exposure and any other assets in which an iShares Fund invests. The U.K.'s economy relies heavily on the export of financial services to the U.S. and other European countries. A prolonged slowdown in the financial services sector may have a negative impact on the U.K.'s economy. In the past, the U.K. has been a target of terrorism. Acts of terrorism in the U.K. or against the U.K.'s interests may cause uncertainty in the U.K.'s financial markets and adversely affect the performance of the issuers to which certain iShares Funds have exposure. Secessionist movements, such as the independence movement in Scotland, may have an adverse effect on the U.K. economy.

### ***Micro-Capitalization Companies Risk***

Certain iShares Funds may invest a proportion of their portfolios in equity securities issued by micro-capitalization companies. Stock prices of micro-capitalization companies may be more volatile than those of larger companies and, therefore, the Unit price of an iShares Fund may be more volatile than those of funds that invest a larger percentage of their assets in stocks issued by small-, mid- or large-capitalization companies. Micro-capitalization companies are subject to substantially greater risks of loss and price fluctuations because their earnings and revenues tend to be less predictable (and some companies may be experiencing significant losses). Securities of micro-capitalization companies may be thinly traded, making it difficult for the iShares Fund to buy and sell them. In addition, micro-capitalization companies are typically less financially stable than larger, more established companies and may depend on a small number of essential personnel, making them more vulnerable to experiencing adverse effects due to the loss of personnel. Micro-capitalization companies may be newly formed or in the early stages of development, with limited markets or financial resources and may lack management depth. Micro-capitalization companies also normally

have less diverse product lines than small-, mid- or large-capitalization companies and are more susceptible to adverse developments concerning their products.

### ***Mid-Capitalization Companies Risk***

Certain iShares Funds may invest a substantial proportion of their portfolio in equity securities issued by mid-capitalization companies. Stock prices of mid-capitalization companies may be more volatile than those of large-capitalization companies and, therefore, the Unit prices of certain iShares Funds may be more volatile than those of funds that invest a larger percentage of their assets in stocks issued by large-capitalization companies. Stock prices of mid-capitalization companies are also more vulnerable than those of large-capitalization companies to adverse business or economic developments, and the stocks of mid-capitalization companies may be less liquid, making it difficult for the iShares Fund to buy and sell them. In addition, mid-capitalization companies generally have less diverse product lines than large-capitalization companies have and are more susceptible to adverse developments related to their products.

### ***Non-Capitalization Weighted Strategy Risk***

Certain Indices use a weighting methodology that is based on metrics or factors other than market capitalization. These weighting methodologies, such as a dividend-per-share weighting methodology, do not automatically reflect changes in the market price of Constituent Issuers, and may lead to higher turnover in relation to the weight of the Constituent Issuers than capitalization weighted methodologies. Higher turnover may result in increased transaction costs and capital gains being realized sooner.

### ***Sector Risk***

Certain iShares Funds invest in a specific sector or industry of the economy and are not diversified among different industry sectors. As a result, the NAV per Unit and the trading price of the Units of each of these iShares Funds is expected to be more volatile than that of a fund with a more broadly diversified portfolio and the iShares Fund will be more susceptible to the risks or market downturns affecting the specific sector or industry. In addition, certain industries and sectors are concentrated among a small number of issuers.

### ***Small-Capitalization Companies Risk***

Certain iShares Funds may invest a substantial proportion of their portfolios in equity securities issued by small-capitalization companies. Stock prices of small-capitalization companies may be more volatile than those of larger companies and, therefore, the Unit price of an iShares Fund may be more volatile than those of funds that invest a larger percentage of their assets in stocks issued by mid- or large-capitalization companies. Stock prices of small-capitalization companies are generally more vulnerable than those of mid- or large-capitalization companies to adverse business and economic developments. Securities of small-capitalization companies may be thinly traded, making it difficult for the iShares Fund to buy and sell them. In addition, small-capitalization companies are typically less financially stable than larger, more established companies and may depend on a small number of essential personnel, making them more vulnerable to experiencing adverse effects due to the loss of personnel. Small-capitalization companies also normally have less diverse product lines than mid- or large-capitalization companies and are more susceptible to adverse developments concerning their products.

### ***Thematic Investment Risk***

Certain iShares Funds rely on the Index Provider for the identification of securities for inclusion in the Index that reflect themes and sub-themes and their performance may suffer if such securities are not correctly identified or if a theme or sub-theme develops in an unexpected manner. Performance may also suffer if the stocks included in the Index do not benefit from the development of such themes or sub-themes. Performance may also be impacted by the inclusion of non-theme-relevant exposures in the Index. There is no guarantee that the Index will reflect the theme and sub-theme exposures intended.

### ***U.S. Investments Risk***

Certain iShares Funds may have significant exposure to U.S. issuers. Decreasing imports or exports, changes in trade regulations and/or an economic recession in the U.S. may have a material adverse effect on the U.S. economy and U.S. securities. Policy and legislative changes in the U.S. are changing many aspects of financial and other regulation and may have a significant effect on the U.S. markets generally, as well as the value of certain securities. In addition, a continued rise in the U.S. public debt level or U.S. austerity measures may adversely affect U.S. economic growth and the securities to which an iShares Fund may have exposure.

The U.S. has developed increasingly strained relations with a number of foreign countries, including traditional allies, such as certain European countries, and historical adversaries, such as North Korea, Iran, China and Russia. If these relations were to worsen, it could adversely affect U.S. issuers as well as non-U.S. issuers that rely on the U.S. for trade. The U.S. has also experienced increased internal unrest and discord. If this trend were to continue, it may have an adverse impact on the U.S. economy.

### ***USD Units Risk***

Certain iShares Funds offer USD Units. Except with respect to Management Fee Distributions which will be paid in Canadian dollars, a Unitholder of USD Units will generally receive any cash amount to which the Unitholder is entitled in connection with distributions, exchanges or redemptions in U.S. dollars, and such cash amounts may cause the Unitholder to be exposed to fluctuations in the exchange rate between the U.S. dollar and any other currency in which the Unitholder generally operates. For a given iShares Fund, the performance of the USD Units (measured in U.S. dollars), will generally be different from the performance of CAD Units (measured in Canadian dollars). In addition, because any cash distributions, exchange proceeds or redemption proceeds will be delivered in U.S. dollars, the Unitholder may be required to open or maintain an account that can accept transactions denominated in U.S. dollars. Financial institutions, including banks and brokerage firms, may apply foreign currency conversion charges to handle transactions denominated in U.S. dollars. The ability to purchase USD Units is offered only as a convenience for investors and does not act as a currency hedge between the Canadian dollar and U.S. dollar. Although the USD Units are expected to be listed on the TSX, there can be no assurance that an active public market for the USD Units of these iShares Funds will develop or be sustained.

## **INVESTMENT RISK CLASSIFICATION METHODOLOGY**

BlackRock Canada assigns an investment risk level to each iShares Fund as an additional guide to help investors decide whether an iShares Fund is right for them. The investment risk level of each iShares Fund, as disclosed in its ETF Facts, is required to be determined in accordance with a standardized risk classification methodology that is based on the iShares Fund's historical volatility as measured by the 10-year standard deviation of the returns of the iShares Fund.

The investment risk level assigned to an iShares Fund is based on the standard deviation ranges set out in NI 81-102 and reproduced below:

<b>Standard Deviation Range</b>	<b>Investment Risk Level</b>
0 to less than 6	Low
6 to less than 11	Low to Medium
11 to less than 16	Medium
16 to less than 20	Medium to High
20 or greater	High

As the iShares Funds have less than 10 years of performance history, each iShares Fund's risk classification is based on the return of a reference index. The reference index and a description of the reference index for each iShares Fund is set out below. Where an iShares Fund's reference index for risk rating purposes is the same as its Index for investment purposes, the reference index is not described in the chart below and a cross-reference is included to the Index description in the applicable ETF Profile. iShares Funds with 10 or more years of performance history do not use a reference index and as such are not listed below:



<b>iShares Fund</b>	<b>Reference Index</b>	<b>Reference Index Description</b>
XQQQ	NASDAQ 100 Index	The NASDAQ-100 Index measures the performance of 100 of the largest domestic and international non-financial securities listed on The NASDAQ Stock Market based on market capitalization.
XAD	Dow Jones U.S. Select Aerospace & Defense Index	The Dow Jones U.S. Select Aerospace & Defense Index measures the performance of the aerospace and defense sector of the U.S. equity market, as defined by S&P Dow Jones Indices LLC and according to the GICS sector classification schema.
XUSF	S&P Financial Select Sector Index	The S&P Financial Select Sector Index measures the performance of the financials sector of the U.S. equity market, as defined by S&P Dow Jones Indices LLC and according to the GICS sector classification schema.
XCHP	ICE Semiconductor Index	The ICE Semiconductor Index measures the performance of the equity securities of the 30 largest U.S.-listed companies that are classified according to the ICE Uniform Sector Classification schema within the semiconductors industry.
XETM	S&P/TSX Global Base Metals Index	The S&P/TSX Global Base Metals Index measures the performance of securities issued by Canadian and non-Canadian constituent issuers involved in the production or extraction of base metals.

An iShares Fund’s investment risk level is subject to change. There may be times when BlackRock Canada believes that the investment risk level of an iShares Fund, as disclosed in the applicable ETF Facts, is no longer reasonable in the circumstances. As a result, BlackRock Canada may increase the investment risk level of an iShares Fund, as appropriate.

A copy of the standardized risk methodology used by BlackRock Canada to identify the investment risk levels of the iShares Funds is available on request, at no cost, by calling 1-866-474-2737 or by emailing [iSharesCanada\\_inquiries@blackrock.com](mailto:iSharesCanada_inquiries@blackrock.com).

#### **DISTRIBUTION POLICY**

The current expected frequency of cash distributions of each iShares Fund is described in the applicable ETF profile under the heading “**ETF Profiles**”. BlackRock Canada may, in its complete discretion, change the frequency or timing of these cash distributions. Cash distributions paid by the iShares Funds may potentially be composed of ordinary income (including interest income), dividends, other income, capital gains and return of capital. Certain sources of non-cash income, such as inflation adjustments earned on real-return bonds, may be distributed as reinvested distributions.

It is intended that in each taxation year of an iShares Fund, any net income and net realized capital gains of the iShares Fund will be distributed to such an extent that the iShares Fund will not be liable for ordinary income tax thereon. See “**Income Tax Considerations**”.

## **Capital Gains**

While capital gains distributions will generally be paid in the form of reinvested distributions, they may also be paid in cash. Capital gains distributions, if any, are expected to be made on an annual basis.

## **Return of Capital**

Cash distributions paid by any iShares Fund may also consist of return of capital. See “**Income Tax Considerations – Taxation of Unitholders – Distributions**”.

## **Reinvested Distributions**

To the extent that a class of any iShares Fund has not otherwise distributed the full amount of the net income or net realized capital gains in any taxation year allocated to that class, the difference between such amount and the amount actually distributed by the iShares Fund will be paid to Unitholders of that class as a “reinvested distribution”. Reinvested distributions (if any) will generally be automatically reinvested in additional Units of the same class of the applicable iShares Fund at a price equal to the NAV per Unit of that class of the applicable iShares Fund and the Units of that class of such iShares Fund will be immediately consolidated such that the number of outstanding Units of that class of such iShares Fund following the distribution will equal the number of Units of the applicable class of the applicable iShares Fund outstanding prior to the distribution. These reinvested distributions may be subject to withholding tax.

Except with respect to Management Fee Distributions which will be paid in Canadian dollars, cash distributions on Units of iShares Funds will be made in the currency in which the Units of the iShares Funds are denominated.

## **OPTIONAL PLAN**

BlackRock Canada offers the optional plan described below in connection with the iShares Funds.

### **Distribution Reinvestment Plan**

At any time, a Unitholder may elect to participate in the iShares Funds’ distribution reinvestment plan (the “**DRIP**”) by contacting the CDS Participant through which the Unitholder holds its Units. Under the DRIP, cash distributions will be used to acquire additional Units (commission free to the Unitholder) of the same iShares Fund and class (“**Plan Units**”) by purchasing them at market price on an exchange, which Units will be credited to the account of the Unitholder’s broker through CDS.

### **Fractional Units under the Plan**

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

### **Amendments, Suspensions or Termination of the Plan**

A Unitholder may withdraw from a Plan by providing notice to the CDS Participant through which the Unitholder holds Units. The Unitholder must provide such notice to the CDS Participant sufficiently in advance of the applicable distribution record date in respect of the next expected distribution in which the Unitholder does not wish to participate. The form of termination notice will be available from CDS Participants and any expenses associated with the preparation and delivery of such termination notice will be for the account of the Unitholder exercising its rights to terminate participation in the Plan.

BlackRock Canada is permitted to terminate the Plan, in its sole discretion, upon not less than 30 days’ notice to Unitholders participating in the Plan and to the Plan Agent, subject to any required regulatory approval. BlackRock

Canada is also permitted to amend, modify or suspend the Plan at any time in its sole discretion, provided that it complies with certain requirements, gives notice of that amendment, modification or suspension to Unitholders participating in the Plan and to the Plan Agent, subject to any required regulatory approval, which notice may be given by issuing a press release containing a summary description of the amendment or in any other manner BlackRock Canada determines to be appropriate.

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

### **Other Provisions of the Plan**

Participation in the Plan is restricted to Unitholders who are residents of Canada for the purposes of the Tax Act. Partnerships (other than “Canadian partnerships” as defined in the Tax Act) are not eligible to participate in the Plan. Upon becoming a non-resident of Canada or a partnership (other than a Canadian partnership), a Unitholder shall notify its CDS Participant and terminate participation in the Plan immediately.

Each participant in the Plan will be provided annually with the information necessary to enable such participant to complete an income tax return with respect to amounts paid or payable by an iShares Fund to the participant in the preceding taxation year. The automatic reinvestment of distributions under a DRIP will not relieve Unitholders from any income tax applicable to such distributions. See “**Income Tax Considerations**”.

## **PURCHASE OF UNITS**

### **Initial Investment in the iShares Funds**

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

BlackRock Canada or its affiliates may, in their discretion, (a) purchase in the secondary market from one or more Dealer(s), all or substantially all of the “seed capital” Units of an iShares Funds subscribed for by such Dealer(s) in connection with the launch of such iShares Funds; and (b) dispose of any such Units at such times and in such amounts as they may determine from time to time. See “**Risk Factors - General Risks Relating to an Investment in the iShares Funds - Significant Investor Risk**”.

### **Continuous Distribution**

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

### **Designated Broker Agreements**

BlackRock Canada, on behalf of each of the iShares Funds, has entered into a Designated Broker Agreement with one or more Dealers pursuant to which the Dealer agrees to perform certain duties relating to the iShares Funds which may include (i) subscribing for a sufficient number of Units to satisfy the Exchange’s original listing requirements; (ii) subscribing for Units on an ongoing basis in connection with portfolio transactions and when cash redemptions of Units occur as described under “**Exchange and Redemption of Units**”; and (iii) posting a liquid two-way market for the trading of Units on the Exchange. BlackRock Canada, on behalf of each of the iShares Funds, may enter into Designated Broker Agreements with additional Dealers in the future.

### **Issuance of Units**

All orders to purchase Units directly from the iShares Funds must be placed by Dealers. The iShares Funds reserve the absolute right to reject any subscription order placed by a Dealer, in whole or in part, so long as the rejection of

the subscription order is made no later than one business day after receipt by the iShares Fund of the order and that, upon rejection of the order, all cash received with the order is refunded immediately.

No fees will be payable by an iShares Fund to a Dealer in connection with the issuance of Units. On the issuance of Units, BlackRock Canada may, at its discretion, charge an administrative fee to a Dealer to offset any expenses incurred in issuing the Units, which is payable to the iShares Fund.

On any Trading Day, a Dealer may place a subscription order in the form and at the location prescribed by BlackRock Canada from time to time for the Prescribed Number of Units or for an integral multiple of the Prescribed Number of Units of the iShares Funds. The Prescribed Number of Units will be made available by BlackRock Canada to Dealers, and BlackRock Canada may, at its discretion, increase or decrease the Prescribed Number of Units.

For a subscription order to be considered to be received and effective on a Trading Day, the subscription order must be received by the applicable iShares Fund at or before the cut-off time set out in the table below or such other time as BlackRock Canada may determine from time to time.

iShares Fund	Subscription Order Cut-off Time
XQQU, XAD, XUSF, XCHP, and XETM	4:00 p.m. on a Trading Day

If the subscription order is received by the applicable cut-off time and is accepted by the applicable iShares Fund, the iShares Fund generally will issue to the Dealer the Prescribed Number of Units (or an integral multiple thereof) within two Trading Days after the effective Trading Day for the subscription, provided that payment for such Units has been received. The iShares Funds must receive payment for the Units subscribed for within two Trading Days following the effective Trading Day for the subscription. Notwithstanding the foregoing, each iShares Fund that invests a portion of its portfolio assets in T+3 Securities has obtained exemptive relief from the securities regulatory authorities to permit such iShares Fund to settle subscription orders by no later than the third business day after the date upon which pricing for the Units is determined, provided that payment for such Units has been received. See “**Purchase of Units – Special Considerations for Unitholders**” and “**Exemptions and Approvals**”.

Unless BlackRock Canada shall otherwise agree or the Trust Document shall otherwise provide, as payment for a Prescribed Number of Units of any iShares Fund, a Dealer must deliver subscription proceeds consisting of one Basket and cash in an amount sufficient so that the value of the Basket and cash delivered is equal to the NAV per Unit multiplied by the Prescribed Number of Units of the applicable iShares Fund next determined on the effective Trading Day for the subscription order. BlackRock Canada may, at its discretion, adjust the Basket in accordance with the investment objective or strategies of the iShares Fund.

BlackRock Canada may, in its complete discretion, instead accept subscription proceeds consisting of: (i) cash in an amount equal to the NAV of the Prescribed Number of Units of the applicable iShares Fund next determined on the effective Trading Day for the subscription order, plus, if applicable, the Creation Transaction Fee; or (ii) a combination of securities and cash, as determined by BlackRock Canada, in an amount sufficient so that the value of the securities and cash received is equal to the NAV per Unit multiplied by the Prescribed Number of Units of the applicable iShares Fund next determined on the effective Trading Day for the subscription order, plus, if applicable, the Creation Transaction Fee in respect of the component of the payment that is comprised of cash or certain securities.

The applicable Creation Transaction Fee for each iShares Fund will be specified from time to time at the discretion of BlackRock Canada and will be made available upon request on each Trading Day to Dealers.

In addition to the issuance of Units as described above, Units may also be issued by the iShares Fund to Unitholders on the automatic reinvestment of distributions as described under “**Distribution Policy**”, and “**Income Tax Considerations – Taxation of Unitholders – Distributions**”. If necessary, Units of the applicable iShares Fund may also be issued in the case of an adjustment to an Index.

## **Buying and Selling Units**

The TSX has conditionally approved the listing of Units of the iShares Funds subject to fulfillment by the iShares Funds of all of the requirements of the TSX, including distribution of a minimum number of Units of the iShares Funds by August 9, 2024. Once the Units are listed on the TSX, Units of the iShares Funds will be offered on a continuous basis.

Investors may purchase or sell Units of the iShares Funds on the Exchange through a registered broker or dealer in the province or territory where the investor resides. Accordingly, investors may trade Units in the same way as other securities listed on the Exchange, including by using market orders and limit orders. Investors may incur customary brokerage commissions when buying or selling Units on the Exchange.

## **Registration and Transfer through CDS**

Units of the iShares Funds may only be held through the book-entry only system administered by CDS. Unitholders in the iShares Funds will not have the right to receive certificates for Units. CDS is the owner of record for all Units of each iShares Fund. Unitholders owning Units are beneficial owners as shown on the records of CDS or CDS Participants. The iShares Funds allow Unitholders to exchange or redeem Units but in order to exercise this right, a Unitholder must rely on the procedures of CDS and CDS Participants. See “**Exchange and Redemption of Units**” for important details.

In addition, all other rights of an owner of Units must be exercised through, and all payments or other property to which such owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds such Units. Upon purchase of any Units, the owner will receive only the customary confirmation.

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

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

The iShares Funds have the option to terminate registration of the Units through the systems administered by CDS in which case certificates for Units in fully registered form will be issued to beneficial owners of such Units or to their nominees.

## **Non-Resident Unitholders**

In order for an iShares Fund to qualify and/or maintain its status as a “mutual fund trust” for the purposes of the Tax Act, except in certain circumstances, the iShares Fund cannot be established or maintained primarily for the benefit of non-residents of Canada, partnerships that are not “Canadian partnerships” as defined in the Tax Act, or a combination thereof. No iShares Fund will accept any subscription for Units from any person or non-Canadian partnership, issue any Units to any person or non-Canadian partnership, or register or otherwise recognize the transfer of any Units to any person or non-Canadian partnership if prior to such subscription, issuance or transfer, BlackRock Canada determines that, after giving effect thereto, the percentage of Units beneficially owned, directly or indirectly, by persons who are non-residents of Canada, non-Canadian partnerships, or a combination thereof, would be more than 40% of the Units of an iShares Fund, or such other limit determined in the discretion of BlackRock Canada in respect of certain iShares Funds.

The Trust Document includes a mechanism to permit BlackRock Canada, on behalf of the iShares Fund, to sell Units held by non-resident persons when their holdings result in contravention of this restriction.

Notwithstanding the foregoing, BlackRock Canada may determine not to take any of the actions described above if BlackRock Canada has been advised by legal counsel that the failure to take any of such actions would not adversely impact the status of the iShares Fund as a “mutual fund trust” for purposes of the Tax Act or, alternatively, may take such other action or actions as may be necessary to maintain the status of the iShares Fund as a “mutual fund trust” for purposes of the Tax Act. The Units of the iShares Funds are not designed for, or intended to be held by, non-residents of Canada.

The Units have not been and will not be registered under the 1933 Act or under the securities laws of any State. Subject to certain exceptions, the Units may not be offered or sold in the United States or offered or sold to U.S. persons (as such term is defined in the 1933 Act). The iShares Funds have not been and will not be registered under the U.S. Investment Company Act of 1940, as amended. BlackRock Canada has not been registered under the U.S. Investment Advisers Act of 1940.

### **Special Considerations for Unitholders**

The provisions of the “early warning” requirements set out in Canadian securities legislation do not apply in connection with the acquisition of Units of the iShares Funds. In addition, based upon exemptive relief granted by Canadian securities regulatory authorities, a Unitholder may acquire more than 20% of the Units of a class of any iShares Fund through purchases on the Exchange without regard to the takeover bid requirements of applicable Canadian securities legislation, provided that the Unitholder, as well as any person acting jointly or in concert with the Unitholder, undertakes to BlackRock Canada not to vote more than 20% of the Units of a class of that iShares Fund.

Market participants are permitted to sell Units of any iShares Fund short and at any price without regard to the restrictions in the Universal Market Integrity Rules applicable to trading on the Exchange that generally prohibit selling securities short unless the price is at or above the last sale price.

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

Units of the iShares Funds may be “mark-to-market property” for purposes of the “mark-to-market” rules in the Tax Act. These rules require taxpayers that are financial institutions within the meaning of the rules to recognize annually on income account any accrued gains and losses on securities that are “mark-to-market property”.

Each iShares Fund that invests a portion of its portfolio assets in T+3 Securities has obtained exemptive relief from the securities regulatory authorities to permit such iShares Fund to settle primary market trades in Units of the iShares Fund no later than the third business day after the date upon which pricing for the Units is determined. This settlement cycle differs from the standard settlement cycle for secondary market trades in the Units of the iShares Fund, which customarily occurs no later than the second business day after the date upon which pricing for the Units is determined.

## **EXCHANGE AND REDEMPTION OF UNITS**

### **Exchange of Units at NAV per Unit for Baskets and/or Cash**

Unitholders of the iShares Funds may exchange the Prescribed Number of Units (or an integral multiple thereof) of any iShares Fund on any Trading Day for Baskets and cash, subject to the requirement that a minimum Prescribed Number of Units be exchanged. For an exchange request to be considered to be received and effective on a Trading Day, an exchange request must be submitted in the form and at the location prescribed by BlackRock Canada from time to time at or before the cut-off time set out in the table below or such other time as BlackRock Canada may determine from time to time.



iShares Fund	Exchange Request Cut-off Time
XQQU, XAD, XUSF, XCHP, and XETM	4:00 p.m. on a Trading Day

The exchange price will be equal to the NAV per Unit multiplied by the Prescribed Number of Units tendered for redemption next determined on the effective Trading Day for the exchange request, payable by delivery of Baskets and/or cash. The Units will be redeemed in the exchange. BlackRock Canada will make available to Dealers (and to others on request) the Prescribed Number of Units and Basket for each iShares Fund. BlackRock Canada may, at its discretion, increase or decrease the Prescribed Number of Units from time to time and adjust the Basket in accordance with the investment objectives and strategies of the iShares Fund. In the event of an exchange of Units of an iShares Fund that uses a Sampling Strategy implemented in excess of the amount of the integral multiple of Prescribed Number of Units specified by BlackRock Canada at the time of such exchange, BlackRock Canada, in its discretion, may elect to make payment of the amount *in specie* by delivery of a *pro rata* portion of the aggregate amount of each of the securities held by the iShares Fund (or the amount referable to the relevant class of the iShares Fund, as applicable), or such other amounts of such securities in such principal amounts as BlackRock shall determine, in an amount sufficient so that the value of the securities and cash delivered is equal to the NAV per Unit multiplied by the Prescribed Number of Units of the applicable iShares Fund next determined on the effective Trading Day for the exchange request.

Upon the request of a Unitholder and subject to the consent of BlackRock Canada, BlackRock Canada may satisfy an exchange request by the delivery of: (i) cash only in an amount equal to the NAV of the Prescribed Number of Units of the applicable iShares Fund next determined on the effective Trading Day for the exchange request; or (ii) a combination of securities and cash, as determined by BlackRock Canada, in an amount sufficient so that the value of the securities and cash delivered is equal to the NAV per Unit multiplied by the Prescribed Number of Units of the applicable iShares Fund next determined on the effective Trading Day for the exchange request, provided in either case that the Unitholder agrees to pay, if applicable, the Exchange Transaction Fee in respect of the component of the exchange price that is comprised of cash or certain securities.

The applicable Exchange Transaction Fee for each iShares Fund will be specified from time to time at the discretion of BlackRock Canada and will be made available upon request on each Trading Day to Dealers and Unitholders.

If an exchange request is not received by an iShares Fund at or before the applicable cut-off time set out above (or otherwise set by BlackRock Canada in its discretion) for an exchange request to be considered received and effective on a Trading Day, the exchange request will be considered to be received and effective only on the next Trading Day. Settlement of exchanges for Baskets and cash generally will be made by the second Trading Day following the effective Trading Day for the exchange request, provided that Units to be redeemed have been received. Notwithstanding the foregoing, each iShares Fund that invests a portion of its portfolio assets in T+3 Securities has obtained exemptive relief from the securities regulatory authorities to permit such iShares Fund to settle exchange requests by no later than the third business day after the date upon which pricing for the Units is determined. See “**Purchase of Units – Special Considerations for Unitholders**” and “**Exemptions and Approvals**”.

If securities of any iShares ETFs or other issuers in which an iShares Fund has invested are cease-traded at any time by order of a securities regulatory authority or other relevant regulator or Exchange, the delivery of the Baskets to a Unitholder on an exchange in the Prescribed Number of Units may be postponed until such time as the transfer of the Baskets is permitted by law.

### **Redemption of Units for Cash**

On any Trading Day, Unitholders may redeem Units of an iShares Fund for cash at a redemption price per Unit equal to 95% of the closing price for the applicable Units on the Exchange on the effective Trading Day for the redemption. However, a cash redemption request will be subject to a maximum redemption price payable to a Unitholder of the NAV per Unit of the applicable iShares Fund. Unitholders will generally be able to sell (rather than redeem) Units at the full market price on the Exchange through a registered broker or dealer subject only to customary brokerage commissions. Therefore, Unitholders are advised to consult their brokers, dealers or investment advisors before

redeeming their Units for cash. No fees or expenses are paid by a Unitholder to BlackRock Canada or the iShares Funds in connection with selling Units on the Exchange.

In order for a cash redemption to be effective on a Trading Day, a cash redemption request in the form and to the location prescribed by BlackRock Canada from time to time must be received by the iShares Fund by 9:00 a.m. on that Trading Day or such other time as BlackRock Canada may determine from time to time. If a cash redemption request is not received by such time, the cash redemption request will be effective on the next Trading Day. Payment of the redemption price will generally be made on the second Trading Day following the effective Trading Day for the redemption. Notwithstanding the foregoing, each iShares Fund that invests a portion of its portfolio assets in T+3 Securities has obtained exemptive relief from the securities regulatory authorities to permit such iShares Fund to settle cash redemption requests by no later than the third business day after the date upon which pricing for the Units is determined. See “**Purchase of Units – Special Considerations for Unitholders**” and “**Exemptions and Approvals**”. The cash redemption request forms may be obtained from any registered broker or dealer.

Unitholders that have delivered a cash redemption request prior to the distribution record date for any distribution will not be entitled to receive that distribution.

In connection with the cash redemption of Units, an iShares Fund may dispose of securities or other portfolio assets.

### **Suspension of Exchanges and Redemptions**

An iShares Fund is only required to offer exchanges and redemptions on a Trading Day. In addition, the exchange or redemption of Units and/or the payment of exchange or redemption proceeds may be suspended or postponed by any iShares Fund provided that such suspension or postponement complies with Canadian securities legislation and the Trust Document.

Generally, NI 81-102 provides that an iShares Fund may suspend the right of Unitholders to exchange or redeem securities, and/or the payment of the exchange or redemption proceeds, for the whole or any part of a period during which normal trading is suspended on a stock exchange, options exchange or futures exchange within or outside Canada on which securities are listed and posted for trading (or on which specified derivatives are traded), if those securities (or specified derivatives) represent more than 50% by value, or underlying market exposure, of the total assets of the iShares Fund without allowance for liabilities and if those securities (or specified derivatives) are not traded on any other exchange that represents a reasonably practical alternative for the iShares Fund. An iShares Fund may also request permission of the securities regulatory authorities to suspend exchanges or redemptions or payment of exchange or redemption proceeds.

To the extent not inconsistent with Canadian securities legislation and any applicable approval of the securities regulatory authorities, any declaration of suspension made by BlackRock Canada shall be conclusive.

### **Administrative Fee to Offset Certain Costs of Transactions with Dealers**

In connection with exchanges or redemptions of Units of an iShares Fund by a Dealer, BlackRock Canada may charge the Dealer effecting the exchange or redemption, at its discretion, an administrative fee as a percentage of the exchange or redemption proceeds to offset certain transaction costs incurred in connection with the exchange or redemption, which is payable to the iShares Fund.

The administrative fee that may be charged in respect of an iShares Fund is disclosed under the heading “**Fees and Expenses – Fees and Expenses Payable Directly by You**”. The administrative fee will not be charged to a Unitholder in connection with the buying or selling of Units of an iShares Fund on the Exchange.

### **Exchange and Redemption of Units through CDS Participants**

The exchange and redemption rights described above must be exercised through the CDS Participant through which the owner holds Units of those iShares Funds. Beneficial owners of Units should ensure that they provide instructions

to the CDS Participants through which they hold Units sufficiently in advance of the applicable cut-off times to allow such CDS Participants to notify BlackRock Canada prior to the relevant cut-off time.

### **Short-Term Trading**

BlackRock Canada does not believe that it is necessary to impose any short-term trading restrictions on the iShares Funds at this time as the iShares Funds are exchange-traded funds that are primarily traded in the secondary market.

## **INCOME TAX CONSIDERATIONS**

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

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

This summary is also based on the assumptions that (i) no iShares Fund will be a SIFT trust at any time; (ii) none of the securities held by an iShares Fund will be issued by a corporation that is a "foreign affiliate" (as defined in the Tax Act) of the iShares Fund or any Unitholder, (iii) none of the securities held by an iShares Fund will be a "tax shelter investment" within the meaning of section 143.2 of the Tax Act, (iv) none of the securities held by an iShares Fund will be an interest in a non-resident trust other than an "exempt foreign trust" as defined in the Tax Act, (v) no iShares Fund will enter into any arrangement where the result is a "dividend rental arrangement" for the purposes of the Tax Act, and (vi) no Unitholder has entered or will enter into a "derivative forward agreement" (as defined in the Tax Act) with respect to the Units of an iShares Fund.

### **Status of the iShares Funds**

Each of the iShares Funds intends to qualify as a "mutual fund trust" for tax purposes by the time it files its first tax return in which it will make an election to be deemed to be a mutual fund trust from the date it was created. If an iShares Fund fails to or ceases to qualify as a mutual fund trust, the iShares Fund may become subject to alternative minimum tax, Part X.2 and Part XII.2 tax, and would not be entitled to capital gains refunds.

If at any time in a year an iShares Fund that does not qualify as a mutual fund trust has an investor that is a "designated beneficiary" within the meaning of the Tax Act, the iShares Fund may be subject to a special tax at a rate of 40% under Part XII.2 of the Tax Act on its "designated income" within the meaning of the Tax Act. A "designated beneficiary" includes a non-resident person. "Designated income" includes income from carrying on business in Canada (which may include gains on certain derivatives) and capital gains from dispositions of "taxable Canadian property" within the meaning of the Tax Act. If possible, where an iShares Fund is subject to tax under Part XII.2, the iShares Fund may make designations which will result in Unitholders that are not designated beneficiaries receiving a tax credit with respect to their share of the Part XII.2 tax paid by the iShares Fund. The iShares Funds are not expected to have any material amount of "designated income" and so any Part XII.2 tax should not be significant.

In addition, if one or more "financial institutions", as defined in the Tax Act, owns more than 50% of the fair market value of the Units of an iShares Fund which does not qualify as a mutual fund trust under the Tax Act, then that iShares Fund will be a "financial institution" for purposes of the Tax Act and as such subject to certain "mark-to-market" tax rules. In such a case, the iShares Fund will be required to recognize on income account any gains and losses accruing

on certain types of debt obligations and equity securities that it holds and also will be subject to special rules with respect to income inclusion on these securities. Any income arising from such treatment will be included in the amounts distributed to Unitholders. Each time an iShares Fund becomes or ceases to be a financial institution in accordance with the mark-to-market rules, the tax year of the iShares Fund will be deemed to end immediately before that time, and gains or losses accrued on certain securities before that time will be deemed realized by the iShares Fund and will be distributed to Unitholders. A new taxation year for the iShares Fund will then begin, and for that and subsequent taxation years, for so long as not more than 50% of the Units of the iShares Fund are held by financial institutions, or the iShares Fund is a mutual fund trust for purposes of the Tax Act, the iShares Fund will not be subject to the mark-to-market rules. See “**Risk Factors – General Risks Relating to an Investment in the iShares Funds – Taxation of the iShares Funds Risk**”.

Provided that the Units of an iShares Fund are and continue to be listed on a “designated stock exchange” within the meaning of the Tax Act, which includes the TSX, or that the iShares Fund qualifies and continues to qualify as a mutual fund trust under the Tax Act or as a registered investment under the Tax Act, the Units of that iShares Fund will be qualified investments under the Tax Act for Registered Plans. In the opinion of counsel, the Units will qualify as “marketable securities” as that term is used in the Tax Act provided that the Units are and continue to be listed on the TSX.

Notwithstanding the foregoing, if the holder of a TFSA, RDSP, or FHSA, the subscriber of an RESP or the annuitant of an RRSP or RRIF (a “controlling individual”) holds a “significant interest” in an iShares Fund, or if such controlling individual does not deal at arm’s length with an iShares Fund for purposes of the Tax Act, the Units of such iShares Fund will be a “prohibited investment” for such TFSA, RRSP, FHSA, RESP, RDSP, or RRIF. If Units of an iShares Fund are a “prohibited investment” for a TFSA, RRSP, FHSA, RESP, RDSP or RRIF that acquires such Units, the controlling individual will be subject to a penalty tax as set out in the Tax Act. Generally, a controlling individual will not be considered to have a “significant interest” in an iShares Fund unless the controlling individual owns 10% or more of the value of the outstanding Units of such iShares Fund, either alone or together with persons and partnerships with which the controlling individual does not deal at arm’s length. In addition, the Units of the iShares Fund will not be a “prohibited investment” at any time during the first 24 months of existence of the iShares Fund provided that the iShares Fund qualifies as a mutual fund trust or as a registered investment under the Tax Act and remains in substantial compliance with NI 81-102 during that period or if such Units are otherwise “excluded property” as defined in the Tax Act for trusts governed by a TFSA, RRSP, FHSA, RESP, RDSP or RRIF.

In the case of an exchange of Units of any iShares Fund for a Basket of the iShares Fund, a Unitholder will receive securities. The securities received by a Unitholder as a result of an exchange of Units may or may not be qualified investments or prohibited investments for Registered Plans. Unitholders should consult their own tax counsel for advice on whether or not such securities would be qualified investments or prohibited investments for Registered Plans.

At the date hereof, the assets of a pension plan may be invested in Units provided that the assets of such pension plan are invested in accordance with the applicable regulations, investment criteria and statement of investment policies and procedures established for such pension plan. However, no purchase of Units should be made solely in reliance on the above general statement. A pension plan wishing to invest in Units should make its own assessment, including by consulting its advisers, of its ability to make such an investment in its particular circumstances.

### **Taxation of the iShares Funds**

In computing its income an iShares Fund will include taxable distributions received and considered to be received on securities held by it and the taxable portion of capital gains realized by the iShares Fund on the disposition of securities held by it, including securities of iShares ETFs, where applicable. The Trust Document governing the iShares Funds requires that in each taxation year each iShares Fund distributes its net income and net realized capital gains, if any, for the taxation year of the iShares Fund to Unitholders to such an extent that the iShares Fund will not be liable in respect of the taxation year for ordinary income tax (after taking into account any applicable losses of each iShares Fund and the capital gains refunds to which the iShares Fund is entitled). If in a taxation year the income for tax purposes of an iShares Fund exceeds the cash available for distribution by the iShares Fund, such as in the case of receipt by the iShares Fund of special dividends, the iShares Fund will distribute all or a portion of its income through a payment of reinvested distributions.

In determining the income of an iShares Fund, gains or losses realized upon dispositions of securities in which the iShares Fund has invested will constitute capital gains or capital losses of the iShares Fund in the year realized unless the iShares Fund is considered to be trading or dealing in securities or otherwise carrying on a business of buying and selling securities or the iShares Fund has acquired the securities in a transaction or transactions considered to be an adventure or concern in the nature of trade. Each iShares Fund will purchase securities (other than derivative instruments) with the objective of earning income thereon and takes the position that gains and losses realized on the disposition of these securities are capital gains and capital losses.

In the event an iShares Fund that is a “mutual fund trust” would otherwise be liable for tax on its net realized taxable capital gains for a taxation year, it will be entitled for such taxation year to reduce (or receive a refund in respect of) its liability for such tax by an amount determined under the Tax Act based on the redemption or exchange of Units during the year (the “capital gains tax refund”). The capital gains tax refund in a particular taxation year may not completely offset such iShares Fund’s tax liability for the taxation year arising in connection with the redemption or exchange of Units.

An iShares Fund will include in computing its income any interest accruing to it on bonds held in its portfolio. Where an iShares Fund invests in units of an Underlying Fund, provided that the Underlying Fund makes appropriate designations with respect to amounts distributed by it to the iShares Fund out of the Underlying Fund’s dividends from taxable Canadian corporations, capital gains and foreign source income, where those items are applicable, such amounts will be treated as such dividends, capital gains and foreign source income in the hands of the iShares Fund. If such Underlying Fund distributes amounts as return of capital to an iShares Fund, generally, such amounts will not be included in the iShares Fund’s income but will reduce the adjusted cost base of the iShares Fund’s investment in such Underlying Fund. In the case of any iShares Fund holding real return or inflation adjusted bonds, any amounts in respect of inflation-related adjustments to the principal amount of the bonds will be deemed to be interest for this purpose. Any such amounts of accrued interest and deemed interest will be reflected in distributions to Unitholders.

Pursuant to the Trust Document, all or a portion of the amount paid or considered to be paid to a Unitholder on an exchange or redemption of Units of an iShares Fund may be treated, at BlackRock Canada’s discretion, as a payment to the Unitholder out of capital gain realized by the iShares Fund in connection with the redemption or exchange rather than as proceeds of disposition. BlackRock Canada does not intend to allocate capital gains to exchanging or redeeming Unitholders in a manner that would result in the allocated amounts being non-deductible under the Tax Act.

The iShares Funds are subject to the suspended loss rules contained in the Tax Act. A loss realized on a disposition of capital property is considered to be a suspended loss when an iShares Fund acquires a property (a “**substituted property**”) that is the same as or identical to the property sold, within 30 days before and 30 days after the disposition and the iShares Fund owns the substituted property 30 days after the original disposition. If a loss is suspended, the applicable iShares Fund cannot deduct the loss from the iShares Fund’s capital gains until the substituted property is sold and is not reacquired within 30 days before and after the sale, which may increase the amount of net realized capital gains of the iShares Fund to be made payable to its Unitholders.

The LRE rules could potentially apply to an iShares Fund. In general, an iShares Fund is subject to a “loss restriction event” if a person (or group of persons) acquires more than 50% of the fair market value of the Units of the iShares Fund. If a “loss restriction event” occurs, then (i) the iShares Fund will be deemed to have a year-end for tax purposes immediately before the “loss restriction event” occurs, (ii) any net income and net realized capital gains of the iShares Fund at such year-end will be distributed to the Unitholders of the iShares Fund to the extent required for the iShares Fund not to be liable for income tax, and (iii) the iShares Fund will be restricted in its ability to use tax losses (including any unrealized capital losses) that exist at the time of the “loss restriction event”. However, the LRE rules will not apply if the iShares Fund is an “investment fund” which requires the fund to meet certain conditions, including satisfying certain of the conditions necessary to qualify as a mutual fund trust for purposes of the Tax Act, not using any property in the course of carrying on a business and complying with certain asset diversification requirements. See “**Risk Factors – General Risks Relating to an Investment in the iShares Funds – Taxation of the iShares Funds Risk**”.

Each iShares Fund is required to compute its income and gains for tax purposes in Canadian dollars and may therefore realize foreign exchange gains or losses in respect of investments that are not Canadian dollar denominated. Such



foreign exchange gains and losses may be taken into account in computing its income for tax purposes, although in some cases such gains or losses may be offset by hedging transactions.

An iShares Fund may derive income or gains from investments in the U.S. and other foreign countries and, as a result, may be liable to pay tax to such countries. Such an iShares Fund may designate a portion of its foreign source income in respect of a Unitholder so that such income and a portion of the foreign tax paid by the iShares Fund may be regarded as foreign source income of, and foreign tax paid by, the Unitholder for the purposes of the foreign tax credit provisions of the Tax Act.

To the extent that an investment by an iShares Fund is an “offshore investment fund property” (within the meaning of the Tax Act), the iShares Fund may be required to include in its income the amount determined in accordance with section 94.1 of the Tax Act (the “**OIFP Rules**”). In general terms, the OIFP Rules will apply to an iShares Fund if it is reasonable to conclude, having regard to all the circumstances, that one of the main reasons for an iShares Fund acquiring or holding an investment in a non-resident entity (including potentially debt or equity of a non-resident person) is to derive a benefit from “portfolio investments” of the non-resident entity in such a manner that taxes under the Tax Act on income, profits and gains for any year are significantly less than they would have been if such income, profits and gains had been earned directly by such iShares Fund. If section 94.1 of the Tax Act were to apply to an investment by an iShares Fund, the iShares Fund would generally include an amount in income in respect of each month equal to the “designated cost” of the investment at the end of the month multiplied by one-twelfth of the sum of a prescribed rate of interest and 2%. The amount to be included in income under section 94.1 of the Tax Act in respect of an investment will be reduced by any income (other than a capital gain) from the investment for the taxation year. The adjusted cost base of an iShares Fund’s investment will be correspondingly increased by any such amount included in income. The prescribed rate of interest is linked to the yield on 90-day Government of Canada Treasury Bills and is adjusted quarterly.

If an iShares Fund invests in another fund that for Canadian federal income tax purposes is a trust that is not resident in Canada (an “**Underlying Foreign Trust**”) that is an “exempt foreign trust” for purposes of the Tax Act and the total fair market value at any time of all fixed interests of a particular class in the Underlying Foreign Trust held by the iShares Fund, persons or partnerships not dealing at arm’s length with the iShares Fund, and/or persons or partnerships that acquired their interests in the Underlying Foreign Trust in exchange for consideration given to the Underlying Foreign Trust by the iShares Fund is at least 10% of the total fair market value at that time of all fixed interests of the particular class of the Underlying Foreign Trust, the Underlying Foreign Trust will be deemed by section 94.2 of the Tax Act to be at that time a controlled foreign affiliate (“**CFA**”) of the iShares Fund.

If the Underlying Foreign Trust is deemed to be a CFA of the iShares Fund at the end of a particular taxation year of the Underlying Foreign Trust and earns income that is characterized as “foreign accrual property income” as defined in the Tax Act (“**FAPI**”) in that taxation year of the Underlying Foreign Trust, the iShares Fund’s proportionate share of the FAPI of the Underlying Foreign Trust (computed under Canadian federal income tax principles and reducible by certain deductions) must be included in computing the income of the iShares Fund for Canadian federal income tax purposes for the taxation year of the iShares Fund in which that taxation year of the Underlying Foreign Trust ends, whether or not the iShares Fund actually receives a distribution of that FAPI. Under section 94.2 of the Tax Act, in computing the amount of FAPI of an Underlying Foreign Trust that is required to be included in income by the iShares Fund, there may be deducted the portion of such FAPI that has been distributed or otherwise made payable to the iShares Fund in the applicable taxation year.

### ***Investments in iShares ETFs and in Publicly-Traded Trust Securities***

To the extent that an iShares Fund invests in securities of an Underlying Fund, the Underlying Fund may designate a portion of amounts that it distributes to the iShares Fund as may reasonably be considered to consist of: (i) taxable dividends (including eligible dividends) received by the Underlying Fund on shares of taxable Canadian corporations; and (ii) net taxable capital gains realized by the Underlying Fund. Any such designated amounts will be deemed for tax purposes to be received or realized by the iShares Fund as such a taxable dividend or taxable capital gain, respectively. An Underlying Fund that pays foreign withholding tax may make designations such that the iShares Fund may be treated as having paid its share of such foreign tax. As described above, the iShares Fund will make the appropriate designations in respect of amounts which form part of the net income of the iShares Fund that is distributed to its Unitholders so that such amounts will effectively retain their character in the hands of its Unitholders. If an



Underlying Fund distributes amounts as return of capital to the iShares Fund, generally, such amounts will not be included in the iShares Fund's income but will reduce the adjusted cost base of the iShares Fund's investment in the Underlying Fund.

To the extent that an Underlying Fund holds REIT or income trust securities, the Underlying Fund will be required to include in computing its income for tax purposes for any year the amount (computed in Canadian dollars) of net income and net taxable capital gains, if any, of each REIT or Canadian income trust ("**Publicly-Traded Trust**") included in its portfolio that are paid or payable to it in the year. Provided that the appropriate designations are made on a timely basis by each such Publicly-Traded Trust, taxable dividends including eligible dividends received by each Publicly-Traded Trust from taxable Canadian corporations, net taxable capital gains of each Publicly-Traded Trust and income received by each Publicly-Traded Trust from foreign sources will effectively retain their character in the hands of the Underlying Fund (and will effectively retain their character in the hands of the applicable iShares Fund when distributed to it provided that the appropriate designations are made on a timely basis by the Underlying Fund). Publicly-Traded Trusts in which the Underlying Fund may invest generally claim capital cost allowance and other tax deductions such that their cash distributions may exceed the amount required to be included in the income of their security holders. Any such excess amount received by the Underlying Fund from a Publicly-Traded Trust will generally not be included in the Underlying Fund's income for the year; however, it will reduce the adjusted cost base of the Underlying Fund's investment in the securities of the Publicly-Traded Trust by that amount. To the extent that the adjusted cost base of the Underlying Fund's securities of a Publicly-Traded Trust would otherwise be a negative amount, the negative amount will be deemed to be a capital gain realized by the Underlying Fund and the adjusted cost base of the applicable securities to the Underlying Fund will then be nil immediately thereafter.

Where a Publicly-Traded Trust is subject to the SIFT rules, distributions of the Publicly-Traded Trust's "non-portfolio earnings" will not be deductible in computing the Publicly-Traded Trust's net income. Non-portfolio earnings are generally defined as income (other than certain dividends) from, and capital gains from the disposition of, "non-portfolio properties", as defined in the Tax Act. Such non-deductible distributions paid to a holder of units of the Publicly-Traded Trust will generally be treated as eligible dividends received by the holder on shares of a taxable Canadian corporation.

### ***iShares Funds Holding Derivative Securities***

Generally, to the extent that an iShares Fund holds derivatives as a substitute for direct investment, it will include gains and deduct losses on income account in connection with its derivative activities and will recognize such gains or losses for tax purposes at the time they are realized by the iShares Fund. Where an iShares Fund uses derivatives to hedge exposure with respect to securities held on capital account, the derivatives are sufficiently linked to such securities and the derivatives are not subject to the derivative forward agreement rules (the "**DFA Rules**") discussed below, gains or losses realized on such derivatives will be treated as capital gains or losses.

The DFA Rules in the Tax Act deem gains on the settlement of certain forward agreements (described as "**derivative forward agreements**") to be included in ordinary income rather than treated as capital gains. Under the DFA Rules, the return on any derivative entered into by an iShares Fund or a Canadian iShares Fund that is a "derivative forward agreement" within the meaning of the Tax Act will be taxed as ordinary income rather than capital gains. The Tax Act exempts from the application of the DFA Rules currency forward contracts or certain other derivatives that are entered into in order to hedge foreign exchange risk in respect of an investment held as capital property.

## **Taxation of Unitholders**

### ***Distributions***

A Unitholder will be required to include in the Unitholder's income for tax purposes for any year the amount (computed in Canadian dollars) of net income and net taxable capital gains of the iShares Fund, if any, paid or payable to the Unitholder in the year and deducted by the iShares Fund in computing its income, whether or not such amounts are reinvested in additional Units, including in the case of Unitholders who receive Management Fee Distributions to the extent they are paid out of net income and net taxable capital gains of the iShares Funds.

The non-taxable portion of any net realized capital gains of an iShares Fund that is paid or payable to a Unitholder in a taxation year will not be included in computing the Unitholder's income for the year and, provided appropriate designations are made by the iShares Fund, will not reduce the adjusted cost base of the Unitholder's Units of that iShares Fund. Any returns of capital will generally reduce the Unitholder's adjusted cost base. To the extent that a Unitholder's adjusted cost base would otherwise be a negative amount, the negative amount will be deemed to be a capital gain realized by the Unitholder and the Unitholder's adjusted cost base will be nil immediately thereafter.

Each iShares Fund will designate to the extent permitted by the Tax Act the portion of the net income distributed to Unitholders as may reasonably be considered to consist of, respectively, (i) taxable dividends (including eligible dividends) received or considered to be received by the iShares Fund on shares of taxable Canadian corporations and (ii) net taxable capital gains realized or considered to be realized by the iShares Fund. Any such designated amount will be deemed for tax purposes to be received or realized by Unitholders in the year as a taxable dividend (including an eligible dividend) and as a taxable capital gain, respectively. The dividend gross-up and tax credit treatment normally applicable to taxable dividends paid to an individual by a taxable Canadian corporation (including the enhanced gross-up and dividend tax credit applicable to dividends designated by the paying corporation as eligible dividends in accordance with the provisions of the Tax Act) will apply to amounts designated by the applicable iShares Fund as such taxable dividends (or as such eligible dividends). Capital gains so designated will be subject to the general rules relating to the taxation of capital gains described below. In addition, each iShares Fund will similarly make designations in respect of its income from foreign sources, if any, so that, for the purpose of computing any foreign tax credit that may be available to a Unitholder, the Unitholder will generally be deemed to have paid as tax to the government of a foreign country that portion of the taxes paid by the iShares Fund to that country that is equal to the Unitholder's share of the iShares Fund's income from sources in that country. Any loss of an iShares Fund for purposes of the Tax Act cannot be allocated to, and cannot be treated as a loss of, the Unitholders of such iShares Fund.

### ***Composition of Distributions***

Unitholders will be informed each year of the composition of the amounts distributed to them, including amounts in respect of both cash and reinvested distributions. This information will indicate whether distributions are to be treated as ordinary income, taxable dividends (eligible dividends or dividends other than eligible dividends), taxable capital gains, returns of capital and foreign source income, and whether foreign tax has been paid for which the Unitholder might be able to claim a foreign tax credit, where those items are applicable.

### ***Tax Consequences of the iShares Funds' Distribution Policy***

When a Unitholder acquires Units in an iShares Fund, a portion of the price paid may reflect income and gains that have accrued and/or have been realized but have not been made payable at the time the units are acquired. This may particularly be the case near year-end before year-end distributions have been made. The income and the taxable portion of capital gains that are paid or payable to a Unitholder must be included in the calculation of the Unitholder's income in the manner described above, even if it relates to a period before the Unitholder owned the Units and may have been reflected in the price paid by the Unitholder. If the amounts of such distributions are reinvested in additional Units of the iShares Fund, the amounts will be added to the Unitholder's adjusted cost base of its Units.

### ***Disposition of Units***

Upon the actual or deemed disposition of a Unit, including the exchange or redemption of a Unit, a capital gain (or a capital loss) will generally be realized by the Unitholder to the extent that the proceeds of disposition of the Unit exceed (or are exceeded by) the aggregate of the adjusted cost base to the Unitholder of the Unit and any reasonable costs of disposition. The adjusted cost base of Units held by Unitholders must be calculated separately for Units of each iShares Fund held by the Unitholder. In general, the adjusted cost base of all Units of a particular iShares Fund held by the Unitholder is the total amount paid for Units of that iShares Fund (including brokerage commissions paid and the amount of reinvested distributions), regardless of when the investor bought them, less any returns of capital and less the adjusted cost base of any Units of that iShares Fund previously redeemed/exchanged by the Unitholder. For the purpose of determining the adjusted cost base of Units of an iShares Fund to a Unitholder, when Units of the iShares Fund are acquired, the cost of the newly acquired Units will be averaged with the adjusted cost base of all Units of that iShares Fund owned by the Unitholder as capital property immediately before that time. For USD Units,

proceeds of disposition and each component of adjusted cost base are calculated in Canadian dollars based on the currency exchange rate at the time of the particular transaction.

Subject to the limits imposed by the ATR Rule, when a Unitholder redeems Units of an iShares Fund for cash or exchanges Units of the iShares Fund for a Basket of Securities and cash, the iShares Fund may allocate and designate capital gains to the Unitholders as partial payment of the redemption or exchange price, as applicable. Any capital gains so allocated and designated, must be included in the calculation of the Unitholder's income in the manner described above and will reduce the Unitholder's proceeds of disposition.

Where Units of an iShares Fund are exchanged by the redeeming Unitholder for Baskets of Securities, the proceeds of disposition to the Unitholder of the Units will be equal to the fair market value of the Baskets of Securities so received, plus the amount of any cash received on the exchange, and less any capital gains realized by the iShares Fund as a result of the transfer of those Baskets of Securities which has been designated by the iShares Fund to the Unitholder. The cost for tax purposes of securities acquired by a redeeming Unitholder on the exchange or redemption of Units will generally be the fair market value of such securities at that time. Where, on an exchange of Units for Baskets of Securities, a Unitholder receives a bond on which interest has accrued but is not payable at the time of the exchange, the Unitholder will generally include such interest in income in accordance with the Tax Act, but will be entitled to offset such amount by a deduction for such accrued interest. The Unitholder's adjusted cost base for tax purposes of the bond will be reduced by such amount of accrued interest.

#### ***Where Securities are Accepted as Payment for Units of an iShares Fund***

Where securities are accepted as payment for Units acquired by a Unitholder, such Unitholder will generally realize a capital gain (or capital loss) in the taxation year of the Unitholder in which the disposition of such securities takes place to the extent that the proceeds of disposition for such securities, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of such securities to the Unitholder. For this purpose, the proceeds of disposition to the Unitholder will equal the aggregate of the fair market value of the Units received and the amount of any cash received in lieu of fractional Units. The cost to a Unitholder of Units so acquired will be equal to the fair market value of the securities disposed of in exchange for such Units at the time of disposition less any cash received in lieu of fractional Units, which sum would generally be equal to or would approximate the fair market value of the Units received as consideration for the securities. In computing the adjusted cost base of a Unit so acquired by a Unitholder, the cost of such Unit must be averaged with the adjusted cost base of any other Units of the particular iShares Fund then held by that Unitholder as capital property.

#### ***Taxation of Capital Gains and Capital Losses***

One half of any capital gain realized by a Unitholder and the amount of any net taxable capital gains realized or considered to be realized by an iShares Fund and designated by the iShares Fund in respect of a Unitholder will be included in the Unitholder's income as a taxable capital gain. One half of a capital loss realized by a Unitholder will be an allowable capital loss that will be deducted from taxable capital gains subject to and in accordance with detailed rules in the Tax Act.

Any additional Units acquired by a Unitholder on the reinvestment of distributions will generally have a cost equal to the amount reinvested. It is the administrative position of the CRA that if, pursuant to a distribution reinvestment plan of a trust (for example, the Plan of an iShares Fund), a unitholder acquires a unit from the trust at a price that is less than the then fair market value of the unit, the unitholder must include the difference in income and the cost of the unit will be correspondingly increased.

#### **Taxation of Registered Plans**

In general, the amount of a distribution paid or payable to a Registered Plan from an iShares Fund and gains realized by a Registered Plan on a disposition of a Unit will not be taxable under the Tax Act. As is the case for all investments held in Registered Plans, amounts withdrawn from a Registered Plan (other than from a TFSA or a return of contributions from an RESP or certain withdrawals from a RDSP or a FHSA) will generally be subject to tax.

## INTERNATIONAL INFORMATION REPORTING

Pursuant to the Foreign Account Tax Compliance Act (as implemented in Canada by the Canada-United States Enhanced Tax Information Exchange Agreement and Part XVIII of the Tax Act, collectively referred to as “**FATCA**”) and the OECD’s Common Reporting Standard (as implemented in Canada by Part XIX of the Tax Act and referred to as “**CRS**”), Unitholders (or in the case of certain Unitholders that are entities, the “controlling persons” thereof) will be required to provide their dealer with information related to their citizenship and tax residence and, if applicable, a foreign taxpayer identification number. If a Unitholder (or, if applicable, any of its controlling persons) (i) is identified as a “U.S. Specified Person” (including a U.S. resident or U.S. citizen); (ii) is identified as a tax resident of a country other than Canada or the U.S.; or (iii) does not provide the required information and evidence of certain U.S. or non-Canadian status (or indicia) is present, details about the Unitholder (or, if applicable, its controlling persons) and their investment in the iShares Fund will be required to be reported by their dealer to the CRA unless the investment is held within a Registered Plan other than a FHSA. The CRA will provide that information to the U.S. Internal Revenue Service (in the case of U.S. Specified Persons) or the relevant tax authority of any country that is a signatory of the Multilateral Competent Authority Agreement on Automatic Exchange of Financial Account Information or that has otherwise agreed to a bilateral information exchange with Canada under the CRS (in the case of non-Canadian tax residents other than U.S. tax residents).

The CRA and the Department of Finance have engaged with the IRS in relation to the possibility of exempting FHSAs from the due diligence and reporting obligations imposed under Part XVIII of the Tax Act. It is too early to confirm that bilateral agreement has been reached on this matter. The Department of Finance has also issued a comfort letter indicating that they are prepared to recommend that Part XIX of the Tax Act be amended to exempt FHSAs from the due diligence and reporting obligations imposed under those rules.

### ORGANIZATION AND MANAGEMENT DETAILS OF THE iSHARES FUNDS

#### Trustee, Manager and Portfolio Adviser of the iShares Funds

BlackRock Canada is the trustee, manager and portfolio adviser of the iShares Funds and is responsible for the operations of the iShares Funds, including the management of the iShares Funds’ investment portfolios and the valuation of each of the iShares Funds’ assets. BlackRock Canada is entitled to a management fee for acting as trustee, manager and portfolio adviser of the iShares Funds as described under “**Fees and Expenses – Fees and Expenses Payable by the iShares Funds – Annual Management Fee**”.

The principal office of BlackRock Canada is 161 Bay Street, Suite 2500, P.O. Box 614, Toronto, Ontario M5J 2S1.

BlackRock Canada is an indirect, wholly-owned subsidiary of BlackRock.

#### Details of the Management Services to be Provided by BlackRock Canada

Pursuant to the Trust Document, BlackRock Canada is the trustee and manager of the iShares Funds and, as such, is responsible for providing managerial, administrative and compliance services to the iShares Funds, including purchasing and selling portfolio securities on behalf of the iShares Funds, and for providing or arranging for required administrative services to the iShares Funds including, without limitation:

- (a) authorizing the payment of fees, expenses or disbursements incurred on behalf of the iShares Funds that are the responsibility of the iShares Funds;
- (b) preparing reports to Unitholders and the securities regulatory authorities, including interim and annual MRFPs and financial statements;
- (c) determining the amount of distributions to be made by the iShares Funds;
- (d) adopting optional plans for the iShares Funds and administering such plans or engaging a plan agent to administer such plans; and

- (e) negotiating contractual agreements with Dealers and service providers, including sub-advisers, custodians, registrars and transfer agents, securities lending agents and auditors.

BlackRock Canada is required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of the iShares Funds and, in connection therewith, must exercise the degree of care, diligence, and skill that a reasonably prudent trustee and manager would exercise in comparable circumstances.

BlackRock Canada and its agents, and each of their respective directors, officers and employees (each an “**Indemnified Party**”) will at all times be indemnified and saved harmless out of the assets of the iShares Funds from and against all claims whatsoever, including costs, charges and expenses in connection therewith, brought, commenced or prosecuted against it or them for or in respect of any act, deed, matter or thing whatsoever made, done, acquiesced in or omitted in or about or in relation to the execution of its or their duties hereunder and also from and against all other costs, charges, and expenses which it or they sustain or incur in or about or in relation to the affairs of these iShares Funds, including legal fees and an amount paid to settle an action or satisfy a judgment reasonably incurred by the Indemnified Party in connection with services provided by it to the iShares Funds in respect of any civil, criminal or administrative action or proceeding to which the Indemnified Party is a party. Neither BlackRock Canada nor any other Indemnified Party will be liable to the iShares Funds or to any Unitholder for any loss or damage relating to any matter regarding the iShares Funds, including any loss or diminution in the value of the iShares Funds or their assets.

The foregoing paragraph does not apply in any circumstance where there has been negligence, gross negligence, wilful default, dishonesty or bad faith on the part of BlackRock Canada or its agents, or where BlackRock Canada or its agents have otherwise failed to act in compliance with the standard of care set forth in the Trust Document and, in the case of legal fees, judgments and amounts paid in settlement of any civil, criminal or administrative proceeding as contemplated by the Trust Document and the limitation of liability relating to any loss or damage relating to any matter regarding the iShares Funds, including any loss or diminution in the value of the iShares Funds or their assets, does not apply unless such fees, judgments and amounts were not incurred as a result of a breach of the standard of care described in the Trust Document and the iShares Funds have reasonable grounds to believe that the action or inaction that caused the payment of such fees, judgments and amounts paid in settlement was in the best interests of the iShares Funds.

The management and trustee services of BlackRock Canada under the Trust Document are not exclusive and nothing in the Trust Document prevents BlackRock Canada from providing similar services to other investment funds and clients (whether or not their investment objectives and policies are similar to those of the iShares Funds) or from engaging in other activities.

Pursuant to the Trust Document, BlackRock Canada may resign as trustee and manager of the iShares Funds by giving not less than 60 days’ and not more than 90 days’ prior written notice to Unitholders of the iShares Funds. BlackRock Canada may appoint a successor trustee, but if no such successor trustee is appointed within 30 days of BlackRock Canada’s resignation, the iShares Funds will be terminated and their net assets distributed to Unitholders.

## **Governance**

BlackRock Canada, as trustee, is responsible for governance of the iShares Funds. BlackRock Canada has established appropriate policies designed to recognize BlackRock Canada’s obligation to act in the best interest of the iShares Funds and to place the interests of the iShares Funds ahead of the personal interests of the officers and employees of BlackRock Canada.

## **Ownership of BlackRock Canada**

BlackRock owns, directly or indirectly, 100% of the outstanding common shares of BlackRock Canada.

## Executive Officers and Directors of BlackRock Canada

The following are the names, municipalities of residence, offices and principal occupations of the executive officers and directors of BlackRock Canada:

Name and Municipality of Residence	Office	Principal Occupation
MARCIA MOFFAT Toronto, Ontario	Chief Executive Officer, Ultimate Designated Person and Director	Managing Director (Country Head - Canada), BlackRock Canada
WARREN COLLIER Toronto, Ontario	Chief Operating Officer and Director	Managing Director, BlackRock Canada
TRACEY GRANT Toronto, Ontario	Managing Director and Director	Managing Director (Head of Canadian Institutional Client Business), BlackRock Canada
HELEN HAYES Toronto, Ontario	Managing Director and Director	Managing Director (Head of iShares Canada), BlackRock Canada
STEPHANIE GENOIS Montreal, Québec	Managing Director and Director	Managing Director, BlackRock Canada
LAUREN BRADLEY New York, New York	Chief Financial Officer	Director, BlackRock
MARGARET GUNAWAN Toronto, Ontario	Chief Compliance Officer and Secretary	Managing Director, General Counsel, Americas (ex-US) and Canada CCO

All executive officers and directors listed above held their current position or other positions with BlackRock Canada during the past five years except as follows:

**Warren Collier**, Managing Director and Director, is the Chief Operating Officer of BlackRock Canada. Mr. Collier's service began in 1999, including his years with Barclays Global Investors ("BGI"). At BGI, he was the Chief Operating Officer for Canada and Latin America. He was also a member of BGI's Global Legal Leadership team with responsibility for the legal teams outside the U.S. and U.K. Previously, Mr. Collier was the Chief Operating Officer for BlackRock's U.S. iShares business and, before that, for the firm's Latin America and Iberia business. Most recently, Mr. Collier was the Global Head of ETF and Index Investments. Mr. Collier became the Chief Operating Officer of BlackRock Canada in September 2021 and has been a member of BlackRock Canada's board of directors since January 2022. Before his time with BlackRock, he was in private legal practice focusing on the investment management industry at a leading Canadian business law firm. Mr. Collier earned a Bachelor of Arts degree in political science from York University in 1991 and his law degree from Osgoode Hall in 1994.

**Tracey Grant**, Managing Director and Director, is a Managing Director (Head of Canadian Institutional Client Business) of BlackRock Canada. In this role, she is responsible for developing and executing the institutional client business strategy and delivering the firm's investment capabilities to institutional clients. She began her role with BlackRock Canada in December 2021. Prior to joining BlackRock Canada, Ms. Grant spent most of her career in the global asset management industry including roles as an international economist, global fixed income portfolio manager, equity investment specialist and institutional business development leader. Ms. Grant earned a Bachelor of Arts degree in history and economics with honours from Western University. She also holds a Master of Science degree in Economic History from the London School of Economics and a Masters of Business Administration from INSEAD. Ms. Grant is also a Chartered Financial Analyst® charterholder.

**Helen Hayes**, Managing Director and Director, is a Managing Director (Head of iShares Canada) of BlackRock Canada. She is responsible for the distribution and management of iShares ETF products across institutional, wealth and direct channels. She began her role with BlackRock Canada in November 2021. Prior to her role with BlackRock Canada, Ms. Hayes spent most of her career in Canadian and Global investment banks and built leading high-performance sales and trading teams. Ms. Hayes earned a Bachelor of Arts Honours & Bachelor of Education from Queens University and a Master of Business Administration from IVEY Business School at Western University.

**Stephanie Genois**, Managing Director and Director, is a Managing Director of BlackRock Canada. Ms. Genois joined BlackRock Canada in 1999, including her years at BGI, and has been a Managing Director since December 2012. She is responsible for the BlackRock Montreal office, developing and maintaining relationships with Canadian



institutional investors, including public and private pension plans, foundations and insurances companies. Stephanie is a member of the BlackRock Canada Executive Committee, and a member of BlackRock Canada's board of directors since January 2022. Ms. Genoie earned a Bachelor degree in Business Administration from Université Laval and an Executive MBA from ESG UQAM (Université du Québec à Montréal).

**Lauren Bradley**, Chief Financial Officer, joined BlackRock in 2017 and was appointed Chief Financial Officer of BlackRock Canada in April 2021. Ms. Bradley is a Director in BlackRock's Finance Department and is responsible for the controllership function of various entities in the U.S. and Canada. Prior to joining BlackRock, Ms. Bradley worked at Deloitte as a manager in the advisory practice. Ms. Bradley earned a Bachelor of Science in Business Administration and a Master of Science in Accounting from the University at Albany. She is also a Certified Public Accountant and a Chartered Financial Analyst® charterholder.

**Margaret Gunawan**, Chief Compliance Officer and Secretary, is a member of BlackRock's Legal and Compliance Group. As General Counsel, Americas (ex-US), Margaret is responsible for the Canada L&C and Latin America Legal teams and is Chief Compliance Officer for BlackRock's Canadian business. Margaret leads her team of legal and compliance professionals in providing day-to-day advice and support on a wide variety of legal and regulatory issues and projects. She is a member of Canada Executive Committee, the Latin America Strategy Committee and the Latin America Regional Operating Committee. Ms. Gunawan earned a BA degree from the University of Western Ontario and a graduate degree from Osgoode Hall Law School.

### **Sub-Adviser**

BlackRock Canada has appointed BTC, a national banking association organized under the laws of the United States of America that operates as a limited purpose trust company, as the sub-adviser of the iShares Funds. As sub-adviser, BTC is responsible for the investment management activities of the iShares Funds, subject to the policies, control and supervision of BlackRock Canada. BTC is an indirect, wholly-owned subsidiary of BlackRock and an affiliate of BlackRock Canada. BlackRock Canada or BTC may also appoint other affiliates to provide portfolio management or investment sub-advisory services to the iShares Funds.

BlackRock Canada remains responsible for the management of each of the iShares Funds, including the management of their investment portfolios and the investment advice provided by BTC. In particular, BlackRock Canada is responsible for any loss that arises out of the failure of BTC to exercise the powers and discharge the duties of its office honestly, in good faith and in the best interests of BlackRock Canada and the iShares Funds or to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances. There may be difficulty in enforcing any legal rights against BTC (or its individual representatives) because it is resident outside of Canada and all or substantially all of its assets are situated outside of Canada.

BTC's principal office is located in San Francisco, California and has a branch in the U.K. Its primary regulator is the Office of the Comptroller of the Currency, the agency of the U.S. Treasury Department that regulates U.S. national banks. Activities conducted in its U.K. branch are also subject to regulation under the laws of the U.K.

Portfolio management at BTC is conducted by integrated teams of highly qualified investment professionals. Moreover, BTC uses a combination of technologically advanced investment systems, along with rigorous investment procedures and safeguards. Management of the investment portfolios is reviewed on a regular basis.

### **Portfolio Managers of the Sub-Adviser**

Biographical information relating to the principal portfolio managers of BTC who oversee the services provided to the iShares Funds is set forth below:

Name	iShares Fund(s)	Years of Service	Title	Notes
Paul Whitehead	All iShares Funds	27	Managing Director, Co-Head of Index Equity with responsibility for Global Portfolio Management, Index Asset Allocation, Investment Process & Platform, and Transition Management (TRIM) within BlackRock's ETF and Index Investments Group	Mr. Whitehead's service with the firm dates back to 1996, including his years with Barclays Global Investors (BGI), which merged with BlackRock in 2009. Prior to assuming his current role, Mr. Whitehead was Global Head of Equity Trading, Global Head of Transition Management and Head of Americas Equity Trading. Previously, he managed the trading team responsible for all Institutional Index funds, Exchange Traded funds, and Transition Management mandates. Mr. Whitehead earned a BS degree in economics at the University of Colorado in 1993.

### Details of the Investment Sub-Advisory Agreement

An agreement has been entered into among BlackRock Canada, BTC and the iShares Funds, as amended and restated from time to time, (the “**Investment Sub-Advisory Agreement**”), under which BTC provides certain investment advisory and administrative services to the iShares Funds.

The Investment Sub-Advisory Agreement will remain in effect until terminated by any party upon not less than 30 days' prior written notice, provided that the Investment Sub-Advisory Agreement may be terminated by any party upon 24 hours' written notice to the other parties, if, among other things, any party fails to perform its material duties and discharge its material obligations under the Investment Sub-Advisory Agreement.

The Investment Sub-Advisory Agreement also provides that BTC shall hold harmless and indemnify BlackRock Canada and the iShares Funds from and against any and all liability or loss which such indemnified party may incur or suffer to the extent such liability or loss was caused by the failure of BTC to meet its obligations and/or comply with its standard of care in the Investment Sub-Advisory Agreement.

### Conflicts of Interest

BlackRock Canada and its principals and affiliates do not devote their time exclusively to the management of the iShares Funds. In addition, such persons perform similar or different services for others and may sponsor or establish other investment funds during the same period that they act on behalf of the iShares Funds. Such persons therefore will have conflicts of interest in allocating management time, services and functions to the iShares Funds and the other persons for which they provide similar services.

The directors and officers of BlackRock Canada or its affiliates may be directors, officers, shareholders or unitholders of one or more issuers in which an iShares Fund may acquire securities. BlackRock Canada and its affiliates, including BlackRock, may be engaged as managers or portfolio managers for one or more issuers in which an iShares Fund may acquire securities and may be managers or portfolio managers of funds or accounts that invest in the same securities as the iShares Funds. The iShares Funds are permitted to purchase, sell and hold securities of certain issuers that are directly or indirectly related to BlackRock Canada (currently including, but not limited to, BlackRock). Such transactions will only be undertaken where permitted by applicable securities laws and upon obtaining any required regulatory approvals.

BlackRock and Chubb Limited (“**Chubb**”), a public company whose securities are held by BlackRock-advised funds and other accounts, partially funded the creation of a re-insurance company (“**Re Co**”) pursuant to which BlackRock

has approximately a 13.8% ownership interest and Chubb has approximately a 17.2% ownership interest and each has representation on its board of directors. Certain employees and executives of BlackRock have a less than ½ of 1% ownership interest in Re Co. BlackRock manages the investment portfolio of Re Co, which is held in a wholly-owned subsidiary. Re Co participates as a reinsurer with reinsurance contracts underwritten by subsidiaries of Chubb.

BlackRock or its affiliates own or have an ownership interest in certain trading, portfolio management, operations and/or information systems used by service providers of the iShares Funds. These systems are, or will be, used by a service provider of the iShares Funds in connection with the provision of services to accounts managed by BlackRock and funds managed and sponsored by BlackRock, including the iShares Funds, that engage the service provider (typically the custodian). A service provider of the iShares Funds remunerates BlackRock or its affiliates for the use of the systems. Payments by a service provider of the iShares Funds to BlackRock or its affiliates for the use of these systems may enhance the profitability of BlackRock and its affiliates. BlackRock's or its affiliates' receipt of fees from a service provider in connection with the use of systems provided by BlackRock or its affiliates may create an incentive for BlackRock to recommend that an iShares Fund enter into or renew an arrangement with the service provider.

### **Independent Review Committee**

As required by NI 81-107, an IRC has been established to review all conflict of interest matters identified and referred to the IRC by BlackRock Canada and to give its approval or recommendation, depending on the nature of the conflict of interest matter. A conflict of interest matter is a situation where a reasonable person would consider BlackRock Canada or an entity related to BlackRock Canada to have an interest that may conflict with the ability of BlackRock Canada to act in good faith and in the best interests of the iShares Funds.

The current members of the IRC, who constitute the IRC for the iShares Funds are as follows:

<b>Name</b>	<b>Municipality of Residence</b>
Paul Batho	Markham, Ontario
Kevin Coldiron	Oakland, California
Geoffrey Creighton <sup>(1)</sup>	Oakville, Ontario
Cathy Welling <sup>(2)</sup>	Thornbury, Ontario

(1) Chair of the IRC effective May 31, 2022.

(2) Appointed on December 1, 2022.

Currently, each member receives \$52,500 (\$73,500 for the Chair) per annum as a general retainer, including for attendance at meetings. IRC members are reimbursed for any costs incurred in attending meetings or otherwise incurred in fulfilling their obligations as IRC members.

The IRC has a written charter describing its powers, duties and responsibilities.

Pursuant to NI 81-107, the IRC assesses, at least annually, the adequacy and effectiveness of the following:

- (i) BlackRock Canada's policies and procedures regarding conflict of interest matters;
- (ii) any standing instructions the IRC has given to BlackRock Canada for the conflict of interest matters related to the iShares Funds; and
- (iii) BlackRock Canada's and each iShares Fund's compliance with any conditions imposed by the IRC in a recommendation or approval it has provided to BlackRock Canada.

In addition, the IRC reviews and assesses, at least annually, the independence and compensation of its members, its effectiveness as a committee, and the contribution and effectiveness of each member.

The IRC prepares a report annually of its activities for Unitholders which is available on the iShares Funds' designated website at [www.blackrock.com/ca](http://www.blackrock.com/ca), or at a Unitholder's request at no cost, by contacting the iShares Fund at [iSharesCanada\\_inquiries@blackrock.com](mailto:iSharesCanada_inquiries@blackrock.com).

### **Liquidity Risk Management**

The Liquidity Risk Management (“**LRM**”) program for the iShares Funds is governed by an internal Investment Risk Policy, which includes guidance for investment risk management, including liquidity risk management, for funds, including the iShares Funds. BlackRock Canada's independent risk management team performs liquidity risk management activities for the iShares Funds, including evaluating fund liquidity risk and liquidity risk exceptions relative to thresholds. In addition, the Liquidity Risk Advisory Group (“**LRAG**”) oversees BlackRock's liquidity risk management program and liquidity risk assessment activities. LTAG is independent of the portfolio management teams and is comprised of representatives from RQA, the Regulatory Risk team, and the Financial Modelling Group. LTAG reviews and approves changes to the liquidity methodologies and models, reviews liquidity exceptions, and escalates material liquidity exceptions to the Portfolio Risk Oversight Committee. BlackRock's Portfolio Risk Oversight Committee (“**PROC**”) is chaired by BlackRock's Chief Risk Officer and acts as the primary oversight committee for all investment risks including liquidity risk.

### **Strategic Alliance with RBC GAM**

BlackRock Canada and RBC Global Asset Management Inc. (“**RBC GAM**”) have entered into a strategic alliance with regard to their ETF businesses in Canada whereby the ETF families offered by BlackRock Canada and RBC GAM are brought together under one brand – RBC iShares (the “**Strategic Alliance**”). The Strategic Alliance is a long-term contractual strategic alliance without the establishment of a joint venture entity. Under the Strategic Alliance, each of BlackRock Canada and RBC GAM provide the other party with support and certain services in relation to administration, distribution support, marketing and management of the ETFs managed by each of BlackRock Canada and RBC GAM (collectively, the “**Strategic Alliance ETFs**”). In connection with the provision of these mutual services, BlackRock Canada and RBC GAM provide each other with certain limited information, review and consent rights in relation to the Strategic Alliance ETFs. In addition, as consideration for these mutual services provided as part of the Strategic Alliance, BlackRock Canada and RBC GAM agree to share management fee revenue earned from the Strategic Alliance ETFs. Although BlackRock Canada and RBC GAM provide services to each other, the two firms continue to maintain separate fund management and portfolio advisory responsibilities for the Strategic Alliance ETFs for which they serve as investment fund manager or portfolio adviser. The Strategic Alliance agreement contemplates that BlackRock Canada and RBC GAM will work together on new product development and ongoing review and rationalization of the product lineup.

### **Custodian**

SSTCC is the custodian of the iShares Funds pursuant to a Custody Agreement between BlackRock Canada, in its capacity as portfolio adviser and trustee of the iShares Funds, SSTCC and SSBT dated as of April 13, 2018 (as amended and/or restated from time to time). The Custody Agreement incorporates the terms and conditions of the Master Services Agreement (as amended and/or restated from time to time, the “**MSA**”) between BlackRock Canada and BTC and certain U.S.-based funds named therein and SSBT. The term of the Custody Agreement will continue until the later of April 2025 or the termination or expiration of the service modules entered into by certain U.S.-based funds and SSBT. The Custody Agreement may be terminated earlier in accordance with the terms and conditions therein or in the MSA, including in the event of a breach of SSTCC's standard of care or where BlackRock Canada believes in its sole judgment acting in its capacity as a fiduciary that the continued provision of services by SSTCC would, in the circumstances, constitute a breach by BlackRock Canada of its duties as a fiduciary. Pursuant to the Custody Agreement, SSTCC or SSBT, as the case may be, also performs certain fund administration, fund accounting and other services for the iShares Funds. SSTCC's principal office is located in Toronto, Ontario.

SSTCC appoints sub-custodians from time to time, including BTC, BAL and SSBT, pursuant to sub-custodial agreements entered into by SSTCC.

## **Auditor**

The auditor of the iShares Funds is PricewaterhouseCoopers LLP, at its principal office located at PwC Tower, 18 York Street, Suite 2500, Toronto, Ontario M5J 0B2.

## **Registrar and Transfer Agent**

The registrar and transfer agent for the Units is SSTCC, at its principal office in Toronto, Ontario. SSTCC maintains the register of registered Unitholders of each iShares Fund.

## **Securities Lending Agents**

BTC acts as a securities lending agent for the iShares Funds, pursuant to an amended and restated securities lending authorization agreement dated August 29, 2023 (the “**BTC Securities Lending Authorization Agreement**”) between BlackRock Canada and BTC. BTC is a national banking association organized under the laws of the United States of America. BTC’s principal office is located in San Francisco, California. BTC is an affiliate of BlackRock Canada. The BTC Securities Lending Authorization Agreement may be terminated by either party by giving the other party 30 days’ prior written notice.

BAL acts as a securities lending agent for the iShares Funds, pursuant to an amended and restated securities lending authorization agreement dated August 29, 2023 (the “**BAL Securities Lending Authorization Agreement**”) between BlackRock Canada and BAL. BAL is regulated by the Financial Conduct Authority in the U.K. BAL’s principal office is located in London, England. BAL is an affiliate of BlackRock Canada. The BAL Securities Lending Authorization Agreement may be terminated by either party by giving the other party 30 days’ prior written notice.

The securities lending agents act on behalf of the iShares Funds in administering the securities lending transactions entered into by the iShares Funds. The collateral posted by a securities borrower to a lending iShares Fund in a securities lending transaction is required to have an aggregate value of not less than 102% of the market value of the loaned securities. In addition to the collateral held by the iShares Funds, the iShares Funds also benefit from a borrower default indemnity provided by BlackRock. BlackRock’s indemnity provides for full replacement of securities lent in the event the borrower defaults on its obligation to return the loaned securities and the collateral received is insufficient to reconstitute the portfolio of loaned securities.

## **Designated Website**

An iShares Fund is required to post certain regulatory disclosure documents on a designated website. The designated websites of the iShares Funds this document pertains to can be found at [www.blackrock.com/ca](http://www.blackrock.com/ca).

## **CALCULATION OF NET ASSET VALUE**

### **NAV and NAV per Unit**

The net asset value (“NAV”) of an iShares Fund, or of a class of Units of an iShares Fund, will be equal to the market value of the total assets of the iShares Fund, or the market value of the assets of that iShares Fund allocated to that class, as applicable, less the value of the total liabilities of the iShares Fund, or the total liabilities of that iShares Fund allocated to that class, as applicable. Each portfolio transaction will be reflected in the computation of NAV no later than the computation of NAV next made after the date on which the transaction becomes binding.

The NAV per Unit of an iShares Fund, or of a class of an iShares Fund, on any day will be obtained by dividing the NAV of that iShares Fund, or class, as applicable, on such day by the number of Units of that iShares Fund, or class, then outstanding. The issue, exchange or redemption of Units of an iShares Fund or class, as applicable, will be reflected in the computation of NAV per Unit of the iShares Fund or class next made after the date of such issue, exchange or redemption.

The NAV and NAV per Unit of an iShares Fund or of a class, as applicable, will be determined in Canadian currency and may also be determined in any other currency in the discretion of BlackRock Canada from time to time. In the case of an iShares Fund that offers USD Units, the NAV per USD Unit will be calculated in Canadian dollars and translated to U.S. dollars based on the prevailing exchange rate determined by BlackRock Canada from time to time.

Generally, each iShares Fund will calculate the NAV of the iShares Fund and the NAV per Unit of the iShares Fund or class of the iShares Fund after the close of the market on each day on which a session of the Exchange of the iShares Fund is held (a “**Canadian Trading Day**”), or on such other days as BlackRock Canada may determine in its sole discretion.

### **Valuation Policies and Procedures**

The determination of the NAV of each of the iShares Funds will be subject to the following valuation principles for the purpose of any issue, exchange or redemption of Units by an iShares Fund:

- (a) the value of any security which is listed or dealt with on a stock exchange or traded on an over-the-counter market will be (i) in the case of a security which was traded on a Canadian Trading Day, the closing sale price, or (ii) in the case of a security which was not traded on a Canadian Trading Day, the price last determined for such security or a systematic fair value received from an independent third party vendor; provided, however, in either case, if the security is an underlying iShares ETF, the value of that underlying iShares ETF may be its reported net asset value if BlackRock Canada, in its discretion, reasonably determines that such net asset value is fair, reasonable and reliable in the relevant circumstances;
- (b) dividend income will be recognized on the ex-dividend date (or estimated ex-dividend date in certain circumstances) and interest income will be accrued daily;
- (c) the value of any bond will be priced using the mid-price provided by a third party;
- (d) the value of a futures contract will be (i) if daily limits imposed by the futures exchange through which the futures contract was issued are not in effect, the gain or loss on the futures contract that would be realized if, on a Canadian Trading Day, the position in the contract were to be closed out; or (ii) if daily limits imposed by the futures exchange through which the futures contract was issued are in effect, based on the current market value of the underlying interest of the futures contract;
- (e) margin paid or deposited on futures contracts will be reflected as an account receivable and, if not in the form of cash, will be noted as held for margin;
- (f) the value of a forward contract or swap will be the gain or loss on the contract that would be realized if, on the date that valuation is made, the position in the forward contract or swap were to be closed out;
- (g) the value of any security or other property (other than property contemplated above) for which a market quotation is not readily available will be its market value as determined by BlackRock Canada in such manner as BlackRock Canada will from time to time provide;
- (h) any market price reported in foreign currency will be translated into Canadian currency at the prevailing rate of exchange, as determined by BlackRock Canada, on the Canadian Trading Day the NAV of the iShares Fund or class of the applicable iShares Fund is being determined; and
- (i) notwithstanding the foregoing, the value of all fund property shall be the value that BlackRock Canada determines, in its reasonable discretion, most accurately reflects its value in an open and unrestricted market between informed and prudent parties, acting at arm’s length and under no compulsion to act, expressed in terms of money or money’s worth.



## **Reporting of Net Asset Value**

BlackRock Canada will make the NAV and NAV per Unit for each iShares Fund available at no cost on the designated website for the iShares Funds, [www.blackrock.com/ca](http://www.blackrock.com/ca), on every Canadian Trading Day.

## **ATTRIBUTES OF THE SECURITIES**

### **Description of the Securities Distributed**

Each Unit of an iShares Fund represents an equal beneficial interest in the net assets of the iShares Fund attributable to that class of Units. The iShares Funds are organized as trusts and Unitholders of the iShares Funds are not shareholders of a corporation. Each iShares Fund is entitled to issue an unlimited number of CAD Units. XQQU is also entitled to issue an unlimited number of USD Units. Unitholders of an iShares Fund that offers multiple classes of Units are Unitholders of a single trust and classes of Units are not referable to separate portfolios of assets.

The primary difference between CAD Units and USD Units is that the CAD Units are denominated in Canadian dollars and the USD Units are denominated in U.S. dollars. USD Units are offered as a convenience for investors who wish to purchase with U.S. dollars and receive distributions and the proceeds of sale or redemption in U.S. dollars. The USD Units are not hedged against changes in the exchange rate between the Canadian dollar and the U.S. dollar.

### **Subscriptions**

All orders to purchase Units directly from the iShares Funds must be placed by Dealers. See “**Purchase of Units – Issuance of Units**”.

### **Certain Provisions of the Units**

Each Unit of each class of an iShares Fund has identical rights and privileges. Each whole Unit of a class is entitled to one vote at all meetings of Unitholders, unless a Unitholder who, subject to compliance with applicable exemptive relief (see “**Exemptions and Approvals**”), holds (either alone or jointly) 20% or more of the issued and outstanding Units of a class of an iShares Fund. Such Unitholder may only vote up to 20% of the Units of such class on any matter to be voted on by Unitholders. Each whole Unit of a class is entitled to participate equally with respect to any and all distributions made by an iShares Fund to Unitholders of that class, other than Management Fee Distributions, including distributions of net income and net realized capital gains and distributions upon the termination of the iShares Fund or termination of a class of Units of an iShares Fund. Units are issued only as fully paid and are non-assessable.

### ***Exchange of Units for Baskets***

Unitholders of the iShares Funds may exchange the Prescribed Number of Units (or an integral multiple thereof) of any iShares Fund on any Trading Day for Baskets and cash, subject to the requirement that a minimum Prescribed Number of Units be exchanged. See “**Exchange and Redemption of Units – Exchange of Units at NAV per Unit for Baskets and/or Cash**”.

### ***Redemptions of Units for Cash***

On any Trading Day, Unitholders may redeem Units of any iShares Fund for cash at a redemption price per Unit equal to 95% of the closing price for the applicable Units on the Exchange on the effective Trading Day for the redemption. However, a cash redemption request will be subject to a maximum redemption price payable to a Unitholder of the NAV per Unit of the applicable iShares Fund. Unitholders will generally be able to sell (rather than redeem) Units at the full market price on the Exchange through a registered broker or dealer subject only to customary brokerage commissions. Therefore, Unitholders are advised to consult their brokers, dealers or investment advisors before redeeming their Units for cash. No fees or expenses are paid by a Unitholder to BlackRock Canada or the iShares Funds in connection with selling Units on the Exchange. See “**Exchange and Redemption of Units – Redemption of Units for Cash**”.

### ***Exercise of Voting Rights over iShares ETFs***

An iShares Fund may hold securities of one or more iShares ETFs. It is not permitted under NI 81-102 to exercise voting rights that attach to the securities of such iShares ETFs. BlackRock Canada may in its sole discretion in relation to certain voting matters make arrangements to enable Unitholders of the iShares Funds to exercise voting rights attaching to securities of an iShares ETF or for such voting rights to be otherwise exercised in accordance with Canadian securities legislation and any applicable exemptive relief.

### ***Exercise of Voting Rights over Baskets***

Unitholders will not have any right to vote securities held by the iShares Fund.

### **Modification of Terms**

Except for changes to the Trust Document which require the approval of Unitholders as described under “**Unitholder Matters – Matters Requiring Unitholder Approval**” and the changes to the Trust Document described under “**Unitholder Matters – Amendments to the Trust Document**”, the Trust Document may be amended from time to time by BlackRock Canada in writing. BlackRock Canada must notify Unitholders of an iShares Fund at least 60 days prior to the effective date of certain amendments made to the Trust Document.

## **UNITHOLDER MATTERS**

### **Meetings of Unitholders**

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

Except as otherwise provided in the Trust Document, the Unitholders of an iShares Fund are entitled to one vote per whole Unit of such iShares Fund held by them on the record date established for voting at any meeting of such Unitholders.

### **Matters Requiring Unitholder Approval**

Generally, matters may be required to be submitted to an iShares Fund’s Unitholders for approval pursuant to Canadian securities legislation and/or by the terms of an iShares Fund’s Trust Document.

Subject to applicable Canadian securities legislation and the terms of an iShares Fund’s Trust Document, a meeting of Unitholders of an iShares Fund is required to be called to approve certain changes as follows:

- (i) the basis of the calculation of a fee or expense that is charged to the iShares Fund or directly to its Unitholders by the iShares Fund or BlackRock Canada in connection with the holding of Units of the iShares Fund is changed in a way that could result in an increase in charges to the iShares Fund or its Unitholders, except where:
  - (a) the iShares Fund is at arm’s length to the person or company charging the fee or expense;
  - (b) the Unitholders have received written notice at least 60 days before the effective date of the change that is to be made that could result in an increase in charges to the iShares Fund; and
  - (c) the right to notice described in (b) is disclosed in the prospectus of the iShares Fund;

- (ii) a fee or expense, to be charged to the iShares Fund or directly to its Unitholders by the iShares Fund or BlackRock Canada in connection with the holding of Units of the iShares Fund that could result in an increase in charges to the iShares Fund or its Unitholders, is introduced, except where:
  - (a) the iShares Fund is at arm's length to the person or company charging the fee or expense;
  - (b) the Unitholders have received written notice at least 60 days before the effective date of the change that is to be made that could result in an increase in charges to the iShares Fund; and
  - (c) the right to notice described in (b) is disclosed in the prospectus of the iShares Fund;
- (iii) the manager of the iShares Fund is changed, unless the new manager of the iShares Fund is an affiliate of BlackRock Canada;
- (iv) the fundamental investment objectives of the iShares Fund are changed;
- (v) the iShares Fund reduces the frequency of the calculation of its NAV per Unit;
- (vi) subject to any further restriction in the Trust Document, the iShares Fund undertakes a reorganization with, or transfers its assets to, another issuer, if the iShares Fund ceases to continue after the reorganization or transfer of assets, and the transaction results in the Unitholders of the iShares Fund becoming securityholders in the other issuer, unless:
  - (a) the IRC of the iShares Fund has approved the change in accordance with NI 81-107;
  - (b) the iShares Fund is being reorganized with, or its assets are being transferred to, another investment fund that is subject to NI 81-102 and NI 81-107 and managed by BlackRock Canada, or an affiliate of BlackRock Canada;
  - (c) the Unitholders have received written notice of the change at least 60 days before the effective date of the change;
  - (d) the right to notice described in (c) is disclosed in the prospectus of the iShares Fund; and
  - (e) the reorganization or transfer of assets of the iShares Fund complies with certain other requirements of applicable Canadian securities legislation;
- (vii) subject to any further restriction in the Trust Document, the iShares Fund undertakes a reorganization with, or acquires assets from, another issuer, if the iShares Fund continues after the reorganization or acquisition of assets, the transaction results in the securityholders of the other issuer becoming Unitholders of the iShares Fund, and the transaction would be a material change to the iShares Fund;
- (viii) the iShares Fund implements either of the following:
  - (a) a restructuring into a non-redeemable investment fund; or
  - (b) a restructuring into an issuer that is not an investment fund; and

- (ix) any other matter which is required by the Trust Document of the iShares Fund or by Canadian securities legislation or by any agreement to be submitted to a vote of the Unitholders of the iShares Fund.

Approval of the Unitholders of the iShares Fund will be deemed to have been given if expressed by resolution passed at a meeting of Unitholders of the iShares Fund duly called and held for the purpose of considering the same, by at least a majority of the votes cast.

Notwithstanding the foregoing, if the nature of the business to be transacted at a meeting affects Unitholders of one class in a manner materially different from its effect on Unitholders of another class, the Units of such affected class will be voted separately as a class.

### **Change of Auditor**

The auditor of an iShares Fund may be changed without Unitholder approval if:

- (i) the IRC of the iShares Fund has approved the change in accordance with NI 81-107;
- (ii) the Unitholders have received written notice at least 60 days before the effective date of the change; and
- (iii) the right to notice described in (ii) is disclosed in the prospectus of the iShares Funds.

### **Amendments to the Trust Document**

BlackRock Canada may amend the Trust Document from time to time in writing. BlackRock Canada must notify Unitholders of such funds at least 60 days prior to the effective date of certain amendments made to the Trust Document. None of the following shall occur in respect of such an iShares Fund unless duly approved by at least a majority of the Unitholders present in person or by proxy at a meeting of Unitholders which has been duly called and held for that purpose:

- (a) any modification, amendment, alteration or deletion of the rights, privileges or restrictions attaching to Units set out in the Trust Document that relate to certain voting and approval matters;
- (b) any change in the fundamental investment objectives of the iShares Fund set out in the Trust Document;
- (c) any increase in the amount of fees payable by an iShares Fund to BlackRock Canada in its capacity as trustee of the iShares Fund; and
- (d) any other matter in respect of which applicable Canadian securities legislation would require a Unitholder vote to be held.

Pursuant to the Trust Document of such iShares Funds, BlackRock Canada is not required to provide notice with respect to any amendment to such Trust Document that is (i) made to ensure continuing compliance with Canadian securities legislation and other applicable laws in effect from time to time; (ii) intended to provide additional protection for Unitholders; or (iii) intended to deal with minor or clerical matters or to correct typographical mistakes, ambiguities or manifest omissions or errors or any amendment which, in the opinion of BlackRock Canada, is not prejudicial to Unitholders and is necessary or desirable.

### **Permitted Mergers**

An iShares Fund may, without Unitholder approval, enter into a merger or other similar transaction with any Canadian investment fund which has a similar investment objective, valuation procedure and fee structure (a “**Permitted Merger**”), subject to:

- (a) approval of the merger by the IRC;
- (b) compliance with certain merger pre-approval conditions set out in Section 5.6 of NI 81-102; and
- (c) written notice being provided to Unitholders at least 60 days' before the effective date of the merger.

In connection with a Permitted Merger, the merging funds will be valued at their respective NAVs for the purpose of such transaction.

### Reporting to Unitholders

BlackRock Canada will generally make available on its designated website at [www.blackrock.com/ca](http://www.blackrock.com/ca), the following information for each iShares Fund:

- NAV; and
- NAV per Unit.

The fiscal year end of the iShares Funds is December 31. The iShares Funds will deliver or make available to Unitholders: (i) audited comparative annual financial statements; (ii) unaudited interim financial statements; and (iii) annual and interim MRFPs. Such documents are incorporated by reference into, and form an integral part of, this prospectus. See “**Documents Incorporated by Reference**”.

Each Unitholder will also receive annually, from his or her broker, no later than March 31, information necessary to enable such Unitholder to complete an income tax return with respect to amounts paid or payable by one or more iShares Funds in respect of the preceding taxation year of such iShares Fund(s).

### TERMINATION OF THE iSHARES FUNDS

The rights of Unitholders to exchange and redeem Units of an iShares Fund described under “**Exchange and Redemption of Units**” will cease as and from the date of termination of that iShares Fund.

Each iShares Fund may be terminated by BlackRock Canada on not less than 60 days' notice and not more than 90 days' notice to Unitholders.

Upon termination of an iShares Fund or class of Units of an iShares Fund, the portfolio securities, cash and other assets remaining after paying or providing for all liabilities referable and obligations referable to the iShares Fund or class of Units of the iShares Fund, as applicable, will be distributed *pro rata* among the Unitholders of the iShares Fund or the class of Units of the iShares Fund, as applicable. Unitholders of the iShares Fund or class of Units of the iShares Fund, as applicable, may receive as a final distribution cash and/or portfolio assets as BlackRock Canada in its sole discretion may determine.

BlackRock Canada may also terminate an iShares Fund in the event that the Index Provider ceases to calculate the relevant Index or the applicable licence or sublicense agreement is terminated, as described above under “**Investment Objectives – Use of the Indices**”.

### PLAN OF DISTRIBUTION

#### Conditional Listing Approval

The TSX has conditionally approved the listing of Units of the iShares Funds subject to fulfillment by the iShares Funds of all of the requirements of the TSX, including distribution of a minimum number of Units of the iShares Funds, by August 9, 2024. Once the Units are listed on the TSX, Units of the iShares Funds will be offered on a continuous basis.

Investors may be able to buy or sell Units of an iShares Fund on the TSX through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions when

buying or selling Units on the TSX. No fees are paid by a Unitholder to BlackRock Canada or the iShares Funds in connection with the buying or selling of Units on the TSX. Dealers may purchase a Prescribed Number of Units from an iShares Fund at the Net Asset Value per Unit. See “**Purchase of Units – Issuance of Units**”.

### **Constraints**

In order for an iShares Fund to qualify and/or maintain its status as a mutual fund trust (for the purposes of the Tax Act), except in certain circumstances, the iShares Fund cannot be established or maintained primarily for the benefit of non-residents of Canada, partnerships that are not “Canadian partnerships” as defined in the Tax Act, or a combination thereof. No iShares Fund will accept any subscription for Units from any person or non-Canadian partnership, issue any Units to any person or non-Canadian partnership, or register or otherwise recognize the transfer of any Units to any person or non-Canadian partnership if prior to such subscription, issuance or transfer, BlackRock Canada determines that, after giving effect thereto, the percentage of Units beneficially owned, directly or indirectly, by persons who are non-residents of Canada, non-Canadian partnerships, or a combination thereof, would be more than 40% of the Units of an iShares Fund, or such other limit determined in the discretion of BlackRock Canada in respect of certain iShares Funds. The Trust Document includes a mechanism to permit BlackRock Canada, on behalf of the iShares Fund, to sell Units held by non-resident persons when their holdings result in contravention of this restriction. Notwithstanding the foregoing, BlackRock Canada may determine not to take any of the actions described above if BlackRock Canada has been advised by legal counsel that the failure to take any of such actions would not adversely impact the status of the iShares Fund as a “mutual fund trust” for purposes of the Tax Act or, alternatively, may take such other action or actions as may be necessary to maintain the status of the iShares Fund as a “mutual fund trust” for purposes of the Tax Act. The Units of the iShares Funds are not designed for, or intended to be held by, non-residents of Canada.

### **PRINCIPAL HOLDERS OF SECURITIES OF THE iSHARES FUNDS**

CDS & Co., the nominee of CDS, will be the registered owner of the Units of all classes of the iShares Funds, which it will hold for various brokers and other persons on behalf of their clients and others. From time to time, a Dealer, an iShares ETF, BlackRock Canada or its affiliates, or another investment fund or account managed by BlackRock Canada or an affiliate thereof, may beneficially own, directly or indirectly, more than 10% of the Units of an iShares Fund.

### **PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD**

BlackRock Canada will comply with the procedures described below with respect to the voting of proxies received from issuers of securities held by the iShares Funds. If an iShares Fund receives a proxy (i) from an iShares ETF, BlackRock Canada will not vote the securities; or (ii) from another issuer, BlackRock Canada will vote the proxy in accordance with the BlackRock Global Corporate Governance & Engagement Principles (the “**Proxy Voting Guidelines**”) together with the regional or market-specific proxy voting guidelines adopted by BlackRock Canada and/or its affiliates.

The Proxy Voting Guidelines provide that BlackRock and its subsidiaries, including BlackRock Canada, seek to make proxy voting decisions in the manner most likely to protect and promote the economic value of the companies in which it invests on behalf of clients. When exercising voting rights, BlackRock Canada will normally vote on specific proxy issues in accordance with its proxy voting guidelines for the relevant market. BlackRock Canada may, however, in the exercise of its business judgment, conclude that the Proxy Voting Guidelines do not cover the specific matter upon which a proxy vote is requested or that an exception to the Proxy Voting Guidelines would be in the best long-term economic interests of BlackRock’s clients.

The Proxy Voting Guidelines are divided into key themes which group together the issues that frequently appear on the agenda of annual and special meetings of shareholders. The key themes are summarized below.

- (a) **Boards and Directors** – BlackRock Canada believes that directors should stand for re-election on a regular basis. There should be detailed disclosure of the relevant credentials of the individual directors in order that shareholders can assess the background and qualifications of an individual



nominee. BlackRock Canada expects there to be a sufficient number of diverse and independent directors on the board to ensure the protection of the interests of all shareholders.

- (b) **Accounting and Audit-Related Issues** – BlackRock Canada seeks to hold the audit committee of the board responsible for overseeing the management of the audit function at a company and the independence of the auditor.
- (c) **Capital Structure, Mergers, Asset Sales and Other Special Transactions** – BlackRock Canada will review merger and asset sales or other special transactions to determine the degree to which the proposed transaction enhances long term shareholder value. In its view, corporate mechanisms designed to limit shareholders’ ability to sell their shares are contrary to basic property rights. BlackRock Canada expects any so-called “shareholder rights plans” being proposed by a board to be subject to shareholder approval on introduction and periodically thereafter for continuation.
- (d) **Compensation and Benefits** – BlackRock Canada expects a company’s board of directors to put in place a compensation structure that encourages and rewards executives appropriately and is aligned with shareholder interests. BlackRock Canada expects the compensation committee to take into account the specific circumstances of the company and the key individuals the board is trying to incentivize and to encourage companies to ensure that their compensation packages incorporate appropriate and challenging performance conditions consistent with corporate strategy and market practice.
- (e) **Material Sustainability-Related Risks and Opportunities** - It is BlackRock Canada’s view that well-managed companies will effectively evaluate and manage material sustainability-related risks and opportunities relevant to their businesses. Appropriate oversight of sustainability considerations is a core component of having an effective governance framework, which supports durable, long-term value creation. Robust disclosure is essential for investors to effectively evaluate companies’ strategy and business practices related to material sustainability-related risks and opportunities. Given the increased understanding of material sustainability-related risks and opportunities and the need for better information to assess them, BlackRock Canada advocates for continued improvement in companies’ reporting, where necessary, and will express any concerns through our voting where a company’s actions or disclosures are inadequate.
- (f) **General Corporate Governance Matters and Shareholder Protections** – BlackRock Canada believes that shareholders have a right to timely and detailed information on the financial performance and situation of the companies in which they invest. In addition, companies should also publish information on the governance structures in place and the rights of shareholders to voice their opinions on these matters. BlackRock Canada considers, as fundamental, shareholders’ rights to vote, including on changes to governance mechanisms. Shareholders should also have the ability to submit proposals at annual and special meetings and to call a special meeting of shareholders where certain minimum thresholds are met.

At a minimum BlackRock Canada expects companies to observe the accepted corporate governance standard in their domestic market or to explain why doing so is not in the interests of shareholders.

BlackRock Canada carefully considers proxies submitted to the iShares Funds and other fiduciary accounts for which it has voting authority. BlackRock Canada votes (or refrains from voting) proxies for each iShares Fund for which it has voting authority based on BlackRock Canada’s evaluation of the best long-term economic interests of shareholders, in the exercise of its independent business judgment, and without regard to the relationship of the issuer of the proxy (or any dissident shareholder) to the iShares Fund, the iShares Fund’s affiliates (if any), BlackRock or BlackRock’s affiliates. A random sample of votes cast by the iShares Funds is periodically reviewed by an independent entity that did not cast the vote in order to compare against the Proxy Voting Guidelines. This review is provided to the Investment Stewardship Global Oversight Committee (the “Committee”), which oversees BlackRock’s proxy voting in the U.S. and Canada. Any exceptions to the Proxy Voting Guidelines would be reported to the Committee via this mechanism, and any material exceptions deemed relevant to the iShares Funds would be reported to the iShares Funds by the BlackRock Investment Stewardship team after being approved by the Committee.

Since an iShares Fund may hold securities of one or more iShares ETFs, it is not permitted under NI 81-102 to exercise voting rights that attach to the securities of such iShares ETFs. BlackRock Canada may in its sole discretion in relation to certain voting matters make arrangements to enable Unitholders of the iShares Funds to exercise voting rights attaching to securities of an iShares ETF or for such voting rights to be otherwise exercised in accordance with applicable law and any applicable exemptive relief.

BlackRock Canada will maintain records of, and provide reports on, votes cast by the iShares Funds. These records are prepared annually for the most recent period ended June 30th and are available upon request any time after August 31st of each year. Such records are also posted on the iShares Funds' website at [www.blackrock.com/ca](http://www.blackrock.com/ca), in accordance with Canadian securities legislation.

## MATERIAL CONTRACTS

The following table summarizes the material contracts for the iShares Funds.

Contract	Purpose	Dated
Master declaration of trust with respect to all iShares Funds	The creation, issue, trading, exchange and redemption of Units of the iShares Funds are provided for in the master declaration of trust made by BlackRock Canada.	Amended and restated as of August 29, 2023
Investment Sub-Advisory Agreement	BTC has been appointed to provide investment management and/or investment advisory services to the iShares Funds.	Amended and restated as of August 29, 2023
Custody Agreement	SSTCC is custodian of the iShares Funds and provides certain services, including fund accounting and other services.	April 13, 2018, as amended
License Agreements and Sublicense Agreements	BlackRock Canada operates XAD, XUSF and XETM pursuant to the S&P Sublicense Agreement between BFA and BlackRock Canada.	Amended and restated as of August 29, 2023
	BlackRock Canada operates XCHP pursuant to the ICE Sublicense Agreement between BlackRock and BlackRock Canada.	Amended and restated as of August 29, 2023
	BlackRock Canada operates XQQU pursuant to the NASDAQ Sublicense Agreement between BTC and BlackRock Canada.	Amended and restated as of August 29, 2023
BTC Securities Lending Authorization Agreement	Each iShares Fund may engage in securities lending pursuant to a securities lending authorization agreement between BlackRock Canada and BTC.	Amended and restated as of August 29, 2023
BAL Securities Lending Authorization Agreement	Each iShares Fund may engage in securities lending pursuant to a securities lending authorization agreement between BlackRock Canada and BAL.	Amended and restated as of August 29, 2023

### License Agreements

For a description of the license agreements pertaining to the iShares Funds, see “**Other Material Facts – Licensing and Trademark Matters**”.

## EXPERTS

Osler, Hoskin & Harcourt LLP, legal counsel to the iShares Funds and BlackRock Canada, has provided certain legal opinions on the principal Canadian federal income tax considerations that apply to an investment in the Units by an individual resident in Canada. See “**Income Tax Considerations**”.

PricewaterhouseCoopers LLP, Chartered Professional Accountants, the auditor of the iShares Funds, has consented to use of their report on the iShares Funds dated August 29, 2023.

PricewaterhouseCoopers LLP, Chartered Professional Accountants, has confirmed that it is independent with respect to the iShares Funds within the meaning of the Chartered Professional Accountants of Ontario CPA Code of Professional Conduct.

### EXEMPTIONS AND APPROVALS

Each iShares Fund has received exemptive relief from the securities regulatory authorities for the following practices:

- (a) to permit the use of the word “shares” in the name of each iShares Fund;
- (b) to relieve the iShares Funds from the requirement that a prospectus contain a certificate of the underwriters;
- (c) to relieve BlackRock Canada from the dealer registration requirement provided that BlackRock Canada complies with Part 15 of NI 81-102;
- (d) to enable the purchase by a Unitholder of more than 20% of the Units of any iShares Fund through purchases on the Exchange without regard to the takeover bid requirements of applicable Canadian securities legislation provided that any such Unitholder, and any person acting jointly or in concert with the Unitholder, undertakes to BlackRock Canada not to vote more than 20% of the Units of that iShares Fund at any meeting of Unitholders;
- (e) to permit an iShares Fund to borrow cash for a period not longer than 45 days and, if required by the lender, provide a security interest over any of its portfolio assets as a temporary measure to fund the portion of any distributions payable to Unitholders that represents amounts that have not yet been received by that iShares Fund and, in any event, does not exceed 5% of the net assets of such iShares Fund;
- (f) to permit an iShares Fund to purchase certain non-exchange-traded debt securities of related issuers in the secondary market, provided that certain conditions are met, including that the purchase and holding are consistent with the investment objectives of the iShares Fund, BlackRock Canada and the IRC comply with certain provisions of NI 81-107, the price payable for the security is not more than its ask price determined in accordance with the relief, the transaction complies with applicable market integrity requirements in NI 81-107 and certain filings are made with securities regulatory authorities;
- (g) to permit an iShares Fund to purchase certain exchange-traded securities of related issuers in the secondary market, provided that certain conditions are met, including that the purchase and holding are consistent with the investment objectives of the iShares Fund, the IRC has approved the transaction in accordance with Section 5.2(2) of NI 81-107, the purchase is made on an exchange on which the securities are listed and traded and certain filings are made with securities regulatory authorities;
- (h) to permit an iShares Fund to purchase debt securities from or sell debt securities to another mutual fund to which NI 81-102 does not apply and of which BlackRock Canada is the investment fund manager, provided that certain conditions are met, including that the IRC and the independent review committee of the other mutual fund have approved the transaction in accordance with Section 5.2(2) of NI 81-107 and that the transaction complies with paragraphs (c) to (g) of Section 6.1(2) of NI 81-107;

- (i) to permit an iShares Fund to purchase securities from, or sell securities to, certain accounts managed by BlackRock Canada or certain of its affiliates and to engage in certain *in specie* transactions with such managed accounts, provided that certain conditions are met;
- (j) to permit the iShares Funds to purchase securities of the Dublin iShares Funds and to purchase securities of other funds that hold more than 10% of their NAV in securities of one or more Dublin iShares Funds, provided that certain conditions are met, including that (i) the investment of such iShares Fund in securities of the Dublin iShares Fund is made in accordance with the fundamental investment objectives of each of the iShares Funds; (ii) securities of the Dublin iShares Funds qualify as index participation units within the meaning of NI 81-102 but for the fact that they are traded on a stock exchange in the United Kingdom; (iii) none of the Dublin iShares Funds are synthetic ETFs (meaning that they will not principally rely on an investment strategy that makes use of swaps or other derivatives to gain an indirect financial exposure to the return of an index); (iv) direct or indirect investments by such iShares Fund in the securities of one or more Dublin iShares Funds comply with NI 81-102 as if such securities were index participation units within the meaning of NI 81-102; and (v) such iShares Funds will not acquire any additional securities and will dispose of any securities of the Dublin iShares Funds in an orderly and prudent manner if there is a significant change to the regulatory regime applicable to the Dublin iShares Funds that results in a less restrictive regulatory regime compared to the current regime and has a material impact on the management or operation of such Dublin iShares Funds;
- (k) to relieve BlackRock Canada from the requirement to include in this prospectus a statement regarding purchasers' statutory rights of withdrawal and remedies of rescission or damages in the form prescribed by Form 41-101F2 – Information Required in an Investment Fund Prospectus;
- (l) to permit the iShares Funds, as applicable, to reference in their sales communications Lipper, Inc. (“**Lipper**”) leader ratings and Lipper awards (where such an iShares Fund has been awarded a Lipper award), provided that certain conditions are met;
- (m) to permit the iShares Funds to rely on relief from the requirement contained in paragraph 12.2(2)(a) of National Instrument 81-106 - *Investment Fund Continuous Disclosure* for a person or company that solicits proxies, by or on behalf of management of an iShares Fund, to send an information circular to each registered holder of Units of an iShares Fund whose proxy is solicited, and instead the iShares Funds may send a Notice-and-Access Document (as defined in the exemptive relief decision) using the Notice-and-Access Procedure (as defined in the exemptive relief decision);
- (n) to permit an iShares Fund that invests a portion of its portfolio assets in T+3 Securities to settle primary market trades in Units of such iShares Fund no later than the third business day after the date upon which pricing for the Units is determined; and
- (o) to permit an iShares Fund to invest in securities of a U.S. iShares Fund that may hold more than 10% of its NAV in securities of one or more U.S. Money Market Funds, provided that certain conditions are met, including that (i) the investment by an iShares Fund in securities of a U.S. iShares Fund is in accordance with the fundamental investment objectives of the iShares Fund; (ii) the U.S. iShares Fund is an exchange-traded fund subject to the U.S. Investment Company Act of 1940, as amended, in good standing with the U.S. Securities and Exchange Commission; and (iii) the U.S. iShares Fund will not, at the time securities of the U.S. iShares Fund are acquired by an iShares Fund, hold more than 10% of its NAV in securities of any other investment funds other than securities of one or more U.S. Money Market Funds or investment funds that issue index participation units.

#### **OTHER MATERIAL FACTS**

In this section, the following terms have the meanings specified below. All references to an Index below are constituted by the applicable Index Provider from time to time, or any replacement index as applicable.

## Licensing and Trademark Matters

“iShares®” is a registered trademark of BlackRock, Inc. or its subsidiaries in the U.S. or elsewhere. Used with permission.

“ICE Index ” —means the ICE Semiconductor Index.

“NASDAQ Index ” —means the NASDAQ-100® Index™.

“S&P Indices” — collectively, the Dow Jones U.S. Select Aerospace & Defense Index, S&P Financial Select Sector Index and S&P/TSX Energy Transition Materials Index, and “S&P Index” means any one of them.

## ICE

### *XCHP*

With respect to XCHP, BlackRock has entered into an agreement dated January 28, 2016, as amended (the “**ICE License Agreement**”) with ICE under which it has the right, on and subject to the terms of the ICE License Agreement, to use the ICE Index as a basis for the operation of XCHP, and to use certain trademarks of ICE in connection with XCHP. These rights under the ICE License Agreement have been licensed to BlackRock Canada pursuant to a sublicense agreement dated as of August 29, 2023 (the “**ICE Sublicense Agreement**”). The ICE License Agreement will terminate on the tenth anniversary of its commencement unless and until terminated earlier by either party pursuant to the terms of the ICE License Agreement. Following the expiration of the initial term of the ICE License Agreement, the ICE License Agreement will automatically renew for additional three-year periods unless it is terminated pursuant to the ICE License Agreement. If the ICE License Agreement is terminated for any reason, BlackRock Canada will no longer be able to operate XCHP based on the ICE Index.

ICE is a trademark of ICE, its affiliates or its third party licensors and have been licensed, along with the underlying index for use by BlackRock and its affiliates in connection with XCHP. Neither BlackRock, BlackRock Canada, XCHP is sponsored, endorsed, sold or promoted by ICE, its affiliates or its third party suppliers (“**ICE and its Suppliers**”). ICE and its Suppliers make no representations or warranties regarding the advisability of investing in securities generally, in XCHP, particularly or the ability of the underlying index to track general stock market performance. ICE’s only relationship to BlackRock is the licensing of certain trademarks and trade names and the underlying index or components thereof. The underlying index is determined, composed and calculated by ICE without regard to BlackRock, BlackRock Canada, XCHP or its holders. ICE has no obligation to take the needs of BlackRock, BlackRock Canada or the holders of XCHP into consideration in determining, composing or calculating the underlying index. ICE is not responsible for and has not participated in the determination of the timing of, prices of, or quantities of the XCHP to be issued or in the determination or calculation of the equation by which XCHP is to be priced, sold, purchased, or redeemed. Except for certain custom index calculation services, all information provided by ICE is general in nature and not tailored to the needs of BlackRock, BlackRock Canada or any other person, entity or group of persons. ICE has no obligation or liability in connection with the administration, marketing, or trading of the Fund. ICE is not an investment adviser. Inclusion of a security within an index is not a recommendation by ICE to buy, sell, or hold such security, nor is it considered to be investment advice.

ICE AND ITS SUPPLIERS DISCLAIM ANY AND ALL WARRANTIES AND REPRESENTATIONS, EXPRESS AND/OR IMPLIED, INCLUDING ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE, INCLUDING THE UNDERLYING INDEX, INDEX DATA AND ANY INFORMATION INCLUDED IN, RELATED TO, OR DERIVED THEREFROM (“INDEX DATA”). ICE AND ITS SUPPLIERS SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY WITH RESPECT TO THE ADEQUACY, ACCURACY, TIMELINESS OR COMPLETENESS OF THE UNDERLYING INDEX AND THE INDEX DATA, WHICH ARE PROVIDED ON AN “AS IS” BASIS AND YOUR USE IS AT YOUR OWN RISK.

## NASDAQ

### *XQQU*

With respect to XQQU, BTC has entered in to a license agreement dated April 27, 2000, as amended (the “**NASDAQ License Agreement**”) with NASDAQ under which it has the right, on and subject to the terms of the NASDAQ License Agreement, to use the NASDAQ Index as a basis for the operation of XQQU and to use certain trademarks in connection with XQQU. These rights under the NASDAQ License Agreement have been licensed to BlackRock Canada pursuant to a sublicense agreement dated as of August 29, 2023 (the “**NASDAQ Sublicense Agreement**”). The NASDAQ License Agreement is automatically renewed on an annual basis unless terminated in accordance with its terms. If the NASDAQ License Agreement is terminated for any reason, BlackRock Canada will no longer be able to operate XQQU based on the NASDAQ Index.

Under the terms of the NASDAQ License Agreement and the NASDAQ Sublicense Agreement, BlackRock Canada has agreed to include the following language in the prospectus:

XQQU is not sponsored, endorsed, sold or promoted by Nasdaq, Inc. or its affiliates (Nasdaq, with its affiliates, are referred to as the “Corporations”). The Corporations have not passed on the legality or suitability of, or the accuracy or adequacy of descriptions and disclosures relating to, XQQU. The Corporations make no representation or warranty, express or implied to the owners of XQQU or any member of the public regarding the advisability of investing in securities generally or in XQQU particularly, or the ability of the NASDAQ-100 Index to track general stock market performance. The Corporations’ only relationship to BTC (“Licensee”) is in the licensing of the Nasdaq<sup>®</sup>, Nasdaq-100<sup>®</sup>, NASDAQ-100<sup>®</sup> Index<sup>™</sup>, and certain trade names of the Corporations and the use of the NASDAQ-100 Index which is determined, composed and calculated by Nasdaq without regard to Licensee or XQQU. Nasdaq has no obligation to take the needs of the Licensee or the owners of XQQU into consideration in determining, composing or calculating the NASDAQ-100 Index. The Corporations are not responsible for and have not participated in the determination of the timing of, prices at, or quantities of XQQU to be issued or in the determination or calculation of the equation by which XQQU is to be converted into cash. The Corporations have no liability in connection with the administration, marketing or trading of XQQU.

**The Corporations do not guarantee the accuracy and/or uninterrupted calculation of NASDAQ-100 Index or any data included therein. The Corporations make no warranty, express or implied, as to results to be obtained by Licensee, owners of XQQU, or any other person or entity from the use of the NASDAQ-100 Index data included therein. The Corporations make no express or implied warranties, and expressly disclaim all warranties of merchantability or fitness for a particular purpose or use with respect to the NASDAQ-100 Index or any data included therein. Without limiting any of the foregoing, in no event shall the Corporations have any liability for any lost profits or special, incidental, punitive, indirect, or consequential damages, even if notified of the possibility of such damages.**

## S&P

### *XAD, XUSF and XETM*

BFA has entered into an agreement dated April 27, 1999, as amended (the “**S&P License Agreement**”), with S&P under which BFA has the right, on and subject to the terms of the S&P License Agreement to use the Dow Jones U.S. Select Aerospace & Defense Index, S&P Financial Select Sector Index and S&P/TSX Energy Transition Materials Index as a basis for determining the composition of the XAD, XUSF and XETM and to use certain trademarks of S&P in connection with the XAD, XUSF and XETM. The S&P License Agreement will expire on April 27, 2024 but may be terminated prior to that date in certain limited circumstances. The applicable rights under the S&P License Agreement have been sublicensed by BFA to BlackRock Canada pursuant to the S&P Sublicense Agreement dated as of August 29, 2023. The terms of the S&P License Agreement provide that it may be amended or terminated without the consent of the Unitholders of the XAD, XUSF and XETM. If the S&P License Agreement is terminated for any reason, BlackRock Canada will no longer be able to operate the XAD, XUSF and XETM based on the Dow Jones U.S. Select Aerospace & Defense Index, S&P Financial Select Sector Index and S&P/TSX Energy Transition Materials Index.



Under the terms of the S&P License Agreement and the S&P Sublicense Agreement, BlackRock Canada has agreed to include the following language in this prospectus:

The Dow Jones U.S. Select Aerospace & Defense Index, S&P Financial Select Sector Index and S&P/TSX Energy Transition Materials Index are products of S&P Dow Jones Indices LLC or its affiliates (“SPDJI”), and have been licensed for use by BlackRock Canada. Standard & Poor’s® and S&P® are registered trademarks of Standard & Poor’s Financial Services LLC (“S&P”); Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC (“Dow Jones”); TSX is a trademark of TSX Inc.; and these trademarks have been licensed for use by SPDJI and sublicensed for certain purposes by BlackRock Canada. It is not possible to invest directly in an index. XAD, XUSF and XETM are not sponsored, endorsed, sold or promoted by SPDJI, Dow Jones, S&P, any of their respective affiliates (collectively, “S&P Dow Jones Indices”). S&P Dow Jones Indices make no representation or warranty, express or implied, to the owners of Units of XAD, XUSF or XETM or any member of the public regarding the advisability of investing in securities generally or in Units of the XAD, XUSF and XETM particularly or the ability of the Dow Jones U.S. Select Aerospace & Defense Index, S&P Financial Select Sector Index or S&P/TSX Energy Transition Materials Index to track general market performance. Past performance of an index is not an indication or guarantee of future results. S&P Dow Jones Indices only relationship to BlackRock Canada with respect to the Dow Jones U.S. Select Aerospace & Defense Index, S&P Financial Select Sector Index and S&P/TSX Energy Transition Materials Index is the licensing of such Indices and certain trademarks, service marks and/or trade names of the S&P Dow Jones Indices and/or their licensors. The Dow Jones U.S. Select Aerospace & Defense Index, S&P Financial Select Sector Index and S&P/TSX Energy Transition Materials Index are determined, composed and calculated by the S&P Dow Jones Indices without regard to BlackRock Canada or the XAD, XUSF and XETM. S&P Dow Jones Indices have no obligation to take the needs of BlackRock Canada or the owners of Units of the XAD, XUSF and XETM into consideration in determining, composing or calculating the Dow Jones U.S. Select Aerospace & Defense Index, S&P Financial Select Sector Index or S&P/TSX Energy Transition Materials Index. S&P Dow Jones Indices are not responsible for and have not participated in the determination of the prices, or amount of the XAD, XUSF and XETM or the timing of the issuance or sale of Units of the XAD, XUSF and XETM or in the determination or calculation of the equation by which Units of the XAD, XUSF and XETM are to be converted into cash, surrendered or redeemed, as the case may be. S&P Dow Jones Indices have no obligation or liability in connection with the administration, marketing or trading of Units of the XAD, XUSF and XETM. There is no assurance that investment products based on the Dow Jones U.S. Select Aerospace & Defense Index, S&P Financial Select Sector Index or S&P/TSX Energy Transition Materials Index will accurately track index performance or provide positive investment returns. S&P Dow Jones Indices LLC is not an investment advisor. A tax advisor should be consulted to evaluate the impact of any tax-exempt securities on portfolios and the tax consequences of making any particular investment decision. Inclusion of a security within an index is not a recommendation by S&P to buy, sell, or hold such security, nor is it considered to be investment advice.

THE S&P PARTIES DO NOT GUARANTEE THE ADEQUACY, ACCURACY, TIMELINESS AND/OR THE COMPLETENESS OF THE INDICES OR ANY DATA RELATED THERETO OR ANY COMMUNICATION, INCLUDING BUT NOT LIMITED TO, ORAL OR WRITTEN COMMUNICATION (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. THE S&P PARTIES SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS, OR DELAYS THEREIN. THE S&P PARTIES MAKE NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIM ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OR AS TO RESULTS TO BE OBTAINED BY BLACKROCK CANADA, OWNERS OF THE iSHARES FUNDS, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE DOW JONES U.S. SELECT AEROSPACE & DEFENSE INDEX, S&P FINANCIAL SELECT SECTOR INDEX AND S&P/TSX ENERGY TRANSITION MATERIALS INDEX OR WITH RESPECT TO ANY DATA RELATED THERETO. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL THE S&P PARTIES BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY, OR OTHERWISE. THERE ARE NO THIRD PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN THE S&P PARTIES AND BLACKROCK CANADA, OTHER THAN THE LICENSORS OF THE S&P PARTIES.

## PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

However, BlackRock Canada has obtained exemptive relief from the requirement in Canadian securities legislation to include an underwriter's certificate in this prospectus under a decision pursuant to National Policy 11-203 - *Process for Exemptive Relief Applications in Multiple Jurisdictions*. See "**Exemptions and Approvals**". As such, purchasers of Units will not be able to rely on the inclusion of an underwriter's certificate in this prospectus or any amendment for the statutory rights and remedies that would otherwise have been available against an underwriter that signed an underwriter's certificate.

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

## DOCUMENTS INCORPORATED BY REFERENCE

During the period in which an iShares Fund is in continuous distribution, additional information will be available in:

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

These documents are incorporated by reference into this prospectus, which means that they legally form part of this document just as if they were printed as part of this document. Copies of the foregoing documents are or will be publicly available on the iShares Funds' designated website at [www.blackrock.com/ca](http://www.blackrock.com/ca) and may be obtained upon request, at no cost, by calling 1-866-474-2737 or by contacting a registered dealer. These documents and other information about the iShares Funds are or will be publicly available at [www.sedar.com](http://www.sedar.com).

The documents listed above (which are incorporated by reference in this prospectus) may, as of the date of the filing of this prospectus, contain statements that are modified by this prospectus or by a subsequently filed document listed above, and this modification may not be explicitly highlighted. The subsequent modification of a statement incorporated by reference in this prospectus should not be deemed an admission that the previous, unmodified statement, when first made, constituted a misrepresentation or was an untrue statement or omission of a material fact. Where a statement made in a document listed above is modified as described, this prospectus should be read as only incorporating by reference the latest version of that statement.

## **ETF PROFILES**

This section of the prospectus contains descriptions of each iShares Fund in the form of individual ETF profiles.

## iShares NASDAQ 100 Index ETF (“XQQU”)

### ETF Details

<i>Primary Listing Exchange</i>	TSX
<i>Ticker Symbol(s):</i>	XQQU (CAD Units); XQQU.U (USD Units)
<i>Annual Management Fee:</i>	0.35% of NAV
<i>Available Optional Plan:</i>	DRIP

### Investment Objectives

XQQU seeks to provide long-term capital growth by replicating, to the extent possible, the performance of the NASDAQ-100 Index, net of expenses.

Under normal market conditions, XQQU will primarily invest in U.S equity securities.

### Investment Strategies

XQQU’s current principal investment strategy is to employ a Replicating Strategy.

In addition to or as an alternative to this strategy, XQQU may also invest by employing a Sampling Strategy, by investing in one or more iShares ETFs and/or through the use of derivatives.

More information on these investment strategies and additional investment strategies that may be used by BlackRock Canada and/or BTC in managing this iShares Fund can be found under the heading “**Investment Strategies**”.

See “**Overview of What the ETF Invests In**” below for a description of the Index.

### Overview of What the ETF Invests In

The NASDAQ-100 Index (the “**Index**”) is provided by the Nasdaq, Inc. (the “**Index Provider**”) and includes 100 of the largest domestic and international non-financial securities listed on The NASDAQ Stock Market based on market capitalization. The Index reflects companies across major industry groups including computer hardware and software, telecommunications, retail/wholesale trade and biotechnology. It does not contain securities of financial companies including investment companies. The Index is calculated using a modified capitalization-weighted methodology. The methodology is expected to retain, in general, the economic attributes of capitalization-weighting while providing enhanced diversification. The composition of the Index is generally updated annually and constituent weights are generally updated quarterly.

Further details regarding the Index are available on the Index Provider’s website at <https://indexes.nasdaqomx.com>.

### Investment Restrictions Specific to the ETF

XQQU is subject to the general restrictions applicable to each iShares Fund as described under the heading “**Investment Restrictions**”.

### Risk Factors

In addition to the risk factors described under the headings “**Risk Factors – General Risks Relating to an Investment in the iShares Funds**” and “**Risk Factors – Risks Relating to an Investment in the iShares Funds Regarding Index Strategy**”, the following risk factors described more fully under the heading “**Risk Factors – Risks Relating to an Investment in Specific iShares Funds**” are applicable to XQQU:

- Sector Risk\*
- U.S. Investments Risk
- USD Units Risk (applicable to USD Units only)

\*XQQU invests a significant portion of its assets in the technology sector. The Index has a heavy concentration in issuers from the technology industry. The technology industry is very competitive. Technology firms can experience rapid growth or rapid decline in a short time period and may also have short operating histories and short product life cycles. They may have limited product lines, markets, financial resources or personnel. Technology firms are also heavily dependent on intellectual property rights, and may be adversely affected by the loss or impairment of those rights. The market value of issuers in this sector may be affected by these and other factors.

**Distribution Policy**

XQQU expects to pay cash distributions on a semi-annual basis. Additional information on the distribution policy applicable to each iShares Fund is available under the heading “**Distribution Policy**”.

## iShares U.S. Aerospace & Defense Index ETF (“XAD”)

### ETF Details

<i>Primary Listing Exchange</i>	TSX
<i>Ticker Symbol(s)</i> :	XAD (CAD Units)
<i>Annual Management Fee</i> :	0.39% of NAV
<i>Available Optional Plan</i> :	DRIP

### Investment Objectives

XAD seeks to provide long-term capital growth by replicating, to the extent possible, the performance, net of expenses, of an Index selected at the discretion of BlackRock Canada that is designed to measure the performance of U.S. companies in the aerospace & defense sector, as determined by the Index Provider. XAD currently seeks to replicate the performance of the Dow Jones U.S. Select Aerospace & Defense Index.

Under normal market conditions, XAD will primarily invest in U.S. equity securities and/or securities of one or more iShares ETFs.

### Investment Strategies

XAD’s current principal investment strategy is to employ a Replicating Strategy.

In addition to or as an alternative to this strategy, XAD may also invest by employing a Sampling Strategy, by investing in one or more iShares ETFs and/or through the use of derivatives.

More information on these investment strategies and additional investment strategies that may be used by BlackRock Canada and/or BTC in managing this iShares Fund can be found under the heading “**Investment Strategies**”.

See “**Overview of What the ETF Invests In**” below for a description of the Index.

### Overview of What the ETF Invests In

The Dow Jones U.S. Select Aerospace & Defense Index (the “**Index**”) is provided by S&P Dow Jones Indices LLC (the “**Index Provider**”) and measures the performance of the aerospace and defense sector of the U.S. equity market, as defined by Index Provider. The Index is comprised of equity securities of issuers in the Dow Jones U.S. Broad Stock Market Index that are categorized into the GICS sub-sectors of Aerospace (2713) and Defense (2717) as determined by the Index Provider. Aerospace companies in the Index can include manufacturers, assemblers and distributors of aircraft and aircraft parts. Defense companies in the Index can include producers of components and equipment for the defense industry, such as military aircraft, radar equipment and weapons. The Index includes large-, mid- or small-capitalization companies. The weight of the securities of any single Constituent Issuer to a maximum of 22.5% of the Index, and the aggregate weight of all Constituent Issuers that individually exceed 4.5% of the index weight to maximum of 45%. The Index is generally rebalanced quarterly.

Further details regarding the Index are available on the Index Provider’s website at [www.spindices.com](http://www.spindices.com).

### Investment Restrictions Specific to the ETF

XAD is subject to the general restrictions applicable to each iShares Fund as described under the heading “**Investment Restrictions**”.

### Risk Factors

In addition to the risk factors described under the headings “**Risk Factors – General Risks Relating to an Investment in the iShares Funds**” and “**Risk Factors – Risks Relating to an Investment in the iShares Funds Regarding**



**Index Strategy**”, the following risk factors described more fully under the heading “**Risk Factors – Risks Relating to an Investment in Specific iShares Funds**” are applicable to XAD:

- Mid-Capitalization Companies Risk
- Non-Capitalization Weighted Strategy Risk
- Sector Risk
- Small-Capitalization Companies Risk
- Thematic Investment Risk
- U.S. Investments Risk

XAD is also subject to the following specific risk factor:

***Aerospace and Defense Industry Risk***

The aerospace and defense industry can be significantly affected by government regulation and spending policies because companies involved in this industry rely, to a significant extent, on government demand for their products and services. The financial condition of these companies is heavily influenced by government defense spending, which may be reduced in efforts to control government budgets. The aerospace industry in particular has recently been affected by adverse economic conditions and consolidation within the industry.

**Distribution Policy**

XAD expects to pay cash distributions on an semi-annual basis. Additional information on the distribution policy applicable to each iShares Fund is available under the heading “**Distribution Policy**”.

## iShares S&P U.S. Financials Index ETF (“XUSF”)

### ETF Details

<i>Primary Listing Exchange</i>	TSX
<i>Ticker Symbol(s):</i>	XUSF (CAD Units)
<i>Annual Management Fee:</i>	0.25% of NAV
<i>Available Optional Plan:</i>	DRIP

### Investment Objectives

XUSF seeks to provide long-term capital growth by replicating, to the extent possible, the performance, net of expenses, of an Index selected at the discretion of BlackRock Canada that is designed to measure the performance of U.S. companies in the financials sector, as determined by the Index Provider. XUSF currently seeks to replicate the performance of the S&P Financial Select Sector Index.

Under normal market conditions, XUSF will primarily invest in U.S. equity securities and/or securities of one or more iShares ETFs.

### Investment Strategies

XUSF’s current principal investment strategy is to employ a Replicating Strategy.

In addition to or as an alternative to this strategy, XUSF may also invest by employing a Sampling Strategy, by investing in one or more iShares ETFs and/or through the use of derivatives.

More information on these investment strategies and additional investment strategies that may be used by BlackRock Canada and/or BTC in managing this iShares Fund can be found under the heading “**Investment Strategies**”.

See “**Overview of What the ETF Invests In**” below for a description of the Index.

### Overview of What the ETF Invests In

S&P Financial Select Sector Index (the “**Index**”) is provided by S&P Dow Jones Indices LLC (the “**Index Provider**”) and measures the performance of the financials sector of the U.S. equity market, as defined by the Index Provider. The Index is comprised of equity securities of issuers in the S&P 500 Index that are categorized into the GICS sector of Financials (40) as determined by the Index Provider. Financial companies in the Index can include companies involved in activities such as banking, mortgage finance, consumer finance, specialized finance, investment banking and brokerage, asset management and custody, corporate lending, insurance and financial investment and transaction and payment processing services. The weight of the securities of any single Constituent Issuer to a maximum of 25% of the Index, and the aggregate weight of all Constituent Issuers that individually exceed 4.8% of the index weight to maximum of 50%. The Index is generally rebalanced quarterly.

Further details regarding the Index are available on the Index Provider’s website at [www.spindices.com](http://www.spindices.com).

### Investment Restrictions Specific to the ETF

XUSF is subject to the general restrictions applicable to each iShares Fund as described under the heading “**Investment Restrictions**”.

### Risk Factors

In addition to the risk factors described under the headings “**Risk Factors – General Risks Relating to an Investment in the iShares Funds**” and “**Risk Factors – Risks Relating to an Investment in the iShares Funds Regarding Index Strategy**”, the following risk factors described more fully under the heading “**Risk Factors – Risks Relating to an Investment in Specific iShares Funds**” are applicable to XUSF:

- Non-Capitalization Weighted Strategy Risk
- Sector Risk
- Thematic Investment Risk
- U.S. Investments Risk

XUSF is also subject to the following specific risk factor:

***Financials Sector Risk***

Companies in the financials sector of an economy are subject to extensive governmental regulation and intervention, which may adversely affect the scope of their activities, the prices they can charge, the amount of capital they must maintain and, potentially, their size. The extent to which the iShares Fund may invest in a company that engages in securities-related activities or banking is limited by applicable law. Governmental regulation may change frequently and may have significant adverse consequences for companies in the financials sector, including effects not intended by such regulation. Recently enacted legislation in the U.S. has relaxed capital requirements and other regulatory burdens on certain U.S. banks. While the effect of the legislation may benefit certain companies in the financials sector, increased risk taking by affected banks may also result in greater overall risk in the U.S. and global financials sector. The impact of changes in capital requirements, or recent or future regulation in various countries, on any individual financial company or on the financials sector as a whole cannot be predicted.

Certain risks may impact the value of investments in the financials sector more severely than those of investments outside this sector, including the risks associated with companies that operate with substantial financial leverage. Companies in the financials sector are exposed directly to the credit risk of their borrowers and counterparties, who may be leveraged to an unknown degree, including through swaps and other derivatives products. Financial services companies may have significant exposure to the same borrowers and counterparties, with the result that a borrower’s or counterparty’s inability to meet its obligations to one company may affect other companies with exposure to the same borrower or counterparty. This interconnectedness of risk may result in significant negative impacts to companies with direct exposure to the defaulting counterparty as well as adverse cascading effects in the markets and the financials sector generally. Companies in the financials sector may also be adversely affected by increases in interest rates and loan losses, decreases in the availability of money or asset valuations, credit rating downgrades and adverse conditions in other related markets. Insurance companies, in particular, may be subject to severe price competition and/or rate regulation, which may have an adverse impact on their profitability. The financials sector is particularly sensitive to fluctuations in interest rates. The financials sector is also a target for cyberattacks, and may experience technology malfunctions and disruptions. In recent years, cyberattacks and technology malfunctions and failures have become increasingly frequent in this sector and have reportedly caused losses to companies in this sector, which may negatively impact the iShares Fund.

**Distribution Policy**

XUSF expects to pay cash distributions on a quarterly basis. Additional information on the distribution policy applicable to each iShares Fund is available under the heading “**Distribution Policy**”.

## iShares Semiconductor Index ETF (“XCHP”)

### ETF Details

<i>Primary Listing Exchange</i>	TSX
<i>Ticker Symbol(s):</i>	XCHP (CAD Units)
<i>Annual Management Fee:</i>	0.35% of NAV
<i>Available Optional Plan:</i>	DRIP

### Investment Objectives

XCHP seeks to provide long-term capital growth by replicating, to the extent possible, the performance, net of expenses, of an Index selected at the discretion of BlackRock Canada that is composed of U.S.-listed securities of issuers classified as being within the semiconductors industry, as determined by the Index Provider. XCHP currently seeks to replicate the performance of the ICE Semiconductor Index.

Under normal market conditions, XCHP will primarily invest in U.S. equity securities and/or securities of one or more iShares ETFs.

### Investment Strategies

XCHP’s current principal investment strategy is to employ a Replicating Strategy.

In addition to or as an alternative to this strategy, XCHP may also invest by employing a Sampling Strategy, by investing in one or more iShares ETFs and/or through the use of derivatives.

More information on these investment strategies and additional investment strategies that may be used by BlackRock Canada and/or BTC in managing this iShares Fund can be found under the heading “**Investment Strategies**”.

See “**Overview of What the ETF Invests In**” below for a description of the Index.

### Overview of What the ETF Invests In

The ICE Semiconductor Index (the “**Index**”) measures the performance of the equity securities of the 30 largest U.S.-listed companies that are classified according to the ICE Uniform Sector Classification schema within the semiconductors industry (as determined by ICE Data Indices, LLC or its affiliates (collectively “**Index Provider**”)). The Index includes common stocks, ordinary shares, American Depository Receipts (ADRs), shares of beneficial interest and limited partnership interests that are listed on one of the following U.S. exchanges: New York Stock Exchange (NYSE), NYSE American, Cboe BZX, NASDAQ Global Select Market, NASDAQ Global Market, NASDAQ Capital Market. Constituents must also meet other eligibility criteria determined by the Index Provider, including minimum market capitalization and liquidity requirements. Companies classified within the semiconductors industry include companies that either manufacture materials that have electrical conductivity (semiconductors) to be used in electronic applications or utilize LED and OLED technology. The semiconductors industry also includes companies that provide services or equipment associated with semiconductors such as packaging and testing. The weight of any single constituent is capped at 8%, additionally the weights of constituents outside the initial five largest are capped at 4% of the Index, and the cumulative weight of all ADRs are capped at 10%. The Index is generally rebalanced quarterly.

Further details regarding the Index are available on the Index Provider’s website at [indices.theice.com](http://indices.theice.com).

### Investment Restrictions Specific to the ETF

XCHP is subject to the general restrictions applicable to each iShares Fund as described under the heading “**Investment Restrictions**”.

## Risk Factors

In addition to the risk factors described under the headings “**Risk Factors – General Risks Relating to an Investment in the iShares Funds**” and “**Risk Factors – Risks Relating to an Investment in the iShares Funds Regarding Index Strategy**”, the following risk factors described more fully under the heading “**Risk Factors – Risks Relating to an Investment in Specific iShares Funds**” are applicable to XCHP:

- Mid-Capitalization Companies Risk
- Non-Capitalization Weighted Strategy Risk
- Sector Risk
- Thematic Investment Risk
- U.S. Investments Risk

XCHP is also subject to the following specific risk factor:

### *Semiconductor Industry Risk*

Semiconductor companies face intense competition, both domestically and internationally, and such competition may have an adverse effect on profit margins. Semiconductor companies may have limited product lines, markets, financial resources or personnel.

Semiconductor companies’ supply chain and operations are dependent on the availability of materials that meet exacting standards and the use of third parties to provide components and services. Semiconductor companies may rely on a limited number of suppliers, or upon suppliers in a single location, for certain materials, equipment or tools. Finding and qualifying alternate or additional suppliers can be a lengthy process that can cause production delays or impose unforeseen costs, and such alternatives may not be available at all. Production can be disrupted by the unavailability of resources, such as water, silicon, electricity, gases and other materials. Suppliers may also increase prices or encounter cybersecurity or other issues that can disrupt production or increase production costs.

The products of semiconductor companies may face obsolescence due to rapid technological developments and frequent new product introduction, unpredictable changes in growth rates and competition for the services of qualified personnel. Capital equipment expenditures could be substantial, and equipment generally suffers from rapid obsolescence. Companies in the semiconductors industry are heavily dependent on patent and intellectual property rights. The loss or impairment of these rights, would adversely affect the profitability of these companies.

### **Distribution Policy**

XCHP expects to pay cash distributions on a semi-annual basis. Additional information on the distribution policy applicable to each iShares Fund is available under the heading “**Distribution Policy**”.

# iShares S&P/TSX Energy Transition Materials Index ETF (“XETM”)

## ETF Details

<i>Primary Listing Exchange</i>	TSX
<i>Ticker Symbol(s):</i>	XETM (CAD Units)
<i>Annual Management Fee:</i>	0.55% of NAV
<i>Available Optional Plan:</i>	DRIP

## Investment Objectives

XETM seeks to provide long-term capital growth by replicating, to the extent possible, the performance, net of expenses, of an Index selected at the discretion of BlackRock Canada that is designed to measure the performance of the equity securities of Canadian and global companies engaged in the production or exploration of materials used to enable the global energy transition. XETM currently seeks to replicate the performance of the S&P/TSX Energy Transition Materials Index.

Under normal market conditions, XETM will primarily invest in Canadian and international equity securities and/or securities of one or more iShares ETFs.

## Investment Strategies

XETM’s current principal investment strategy is to employ a Replicating Strategy.

In addition to or as an alternative to this strategy, XETM may also invest by employing a Sampling Strategy, by investing in one or more iShares ETFs and/or through the use of derivatives.

More information on these investment strategies and additional investment strategies that may be used by BlackRock Canada and/or BTC in managing this iShares Fund can be found under the heading “**Investment Strategies**”.

See “**Overview of What the ETF Invests In**” below for a description of the Index.

## Overview of What the ETF Invests In

The S&P/TSX Energy Transition Materials Index (the “**Index**”) measures the performance of North American listed securities engaged in the mining, exploration, or manufacturing of products using alumina, aluminum, bauxite, cobalt, copper, lithium, manganese, molybdenum, nickel, palladium, platinum, rare earth metals, silver, uranium, and zinc (as determined by S&P Dow Jones Indices LLC (the “**Index Provider**”). The Index includes securities that are listed in Canada or the U.S. and meet the eligibility criteria, as determined by the Index Provider, using FactSet Revere Business Industry Classification System (“**RBICS**”) and S&P Commodity Insights (“**CI**”) data to define an issuer’s involvement relating to the mining, exploration, or manufacturing of transition materials. The preliminary universe of issuers are identified based on any of the following screens:

- Companies that derive at least 25% in aggregate revenue from transition material related businesses as defined by RBICS data.
- Companies in the Index at the previous rebalancing that derive at least 20% in aggregate revenue from transition material related businesses as defined by RBICS data.
- Companies engaged in the exploration of transition materials.

Each issuer is assigned an exposure score (“**Exposure Score**”), between 0.5 and 1, based on aggregate revenue as determined using RBICS and CI data.



## iShares S&P/TSX Energy Transition Materials Index ETF (“XETM”)

Index constituents are weighted based on the product of each constituent’s free market capitalization and Exposure Score. Weights are then capped to enhance basket liquidity (“BL”). Final weights are subject to the following constraints:

- A BL maximum weight is determined for each issuer by dividing the CAD six-month median daily traded value (“MDTV”) by the basket liquidity amount (CA\$150 million).
- Constituents with an Exposure Score of 1 are capped at the lower of 8% or it’s BL maximum weight.
- Constituents with an Exposure Score of 0.75 are capped at the lower of 6% or it’s BL maximum weight.
- Constituents with an Exposure Score of 0.5 are capped at the lower of 4% or it’s BL maximum weight.
- The cumulative weight of all constituents within the Index listed in Canada should be 60%.
- Final weights should minimize the squared difference between capped weights and uncapped weights, divided by uncapped weights.

The Index is generally rebalanced quarterly. Further details regarding the Index are available on the Index Provider’s website at [www.spindices.com](http://www.spindices.com).

### Investment Restrictions Specific to the ETF

XETM is subject to the general restrictions applicable to each iShares Fund as described under the heading “Investment Restrictions”.

### Risk Factors

In addition to the risk factors described under the headings “Risk Factors – General Risks Relating to an Investment in the iShares Funds” and “Risk Factors – Risks Relating to an Investment in the iShares Funds Regarding Index Strategy”, the following risk factors described more fully under the heading “Risk Factors – Risks Relating to an Investment in Specific iShares Funds” are applicable to XETM:

- European and U.K. Investments Risk
- Micro-Capitalization Companies Risk
- Mid-Capitalization Companies Risk
- Non-Capitalization Weighted Strategy Risk
- Sector Risk\*
- Small-Capitalization Companies Risk
- Thematic Investment Risk
- U.S. Investments Risk

\* XETM invests a significant portion of its assets in the industrial metals sector. The market value of the issuers held by XETM may vary with changes in the prices of industrial metals produced by issuers operating in this sector. Prices for industrial metals can change quickly and are sensitive to changes in the world economy. Since the world economy is cyclical, the demand for industrial metals and their prices also move in cycles which will affect the market value of issuers in this sector. The market value of issuers may also be affected by changes in the production costs of industrial metals as well as the costs associated with regulatory compliance, including environmental regulations.

XETM is also subject to the following specific risk factor:

### *TSX Venture-Listed Securities Risk*

XETM invests in Constituent Issuers listed on the TSX Venture Exchange. The TSX Venture Exchange is a small- and micro-capitalization, junior listings market. Securities of Constituent Issuers listed there are subject to substantially greater risks of loss and highly volatile price fluctuations because their earnings and revenues tend to be less predictable and their markets less liquid than companies with larger market capitalizations. These companies may also be highly speculative in nature and may not have established businesses. Companies listed on the TSX Venture Exchange are subject to less stringent oversight and listing requirements than apply to companies listed on the TSX.

## iShares S&P/TSX Energy Transition Materials Index ETF (“XETM”)

### **Distribution Policy**

XETM expects to pay cash distributions on a semi-annual basis. Additional information on the distribution policy applicable to each iShares Fund is available under the heading “**Distribution Policy**”.



## Independent auditor's report

To the Unitholder and Trustee of

iShares NASDAQ 100 Index ETF  
iShares U.S. Aerospace & Defense Index ETF  
iShares S&P U.S. Financials Index ETF  
iShares Semiconductor Index ETF  
iShares S&P/TSX Energy Transition Materials Index ETF  
(individually, a Fund)

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### Our opinion

In our opinion, the accompanying financial statement of each Fund presents fairly, in all material respects, the financial position of each Fund as at August 29, 2023 in accordance with those requirements of International Financial Reporting Standards (IFRS) relevant to preparing a statement of financial position.

#### What we have audited

The financial statement of each Fund comprises the statement of financial position as at August 29, 2023 and the notes to the financial statement, which include significant accounting policies and other explanatory information.

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### Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statement* section of our report.

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

#### Independence

We are independent of each Fund in accordance with the ethical requirements that are relevant to our audit of the financial statement in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

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### Emphasis of matter – basis of accounting

We draw to users' attention the fact that the financial statement of each Fund does not comprise a full set of financial statements prepared in accordance with IFRS. Our opinion is not modified in respect of this matter.

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PricewaterhouseCoopers LLP  
PwC Tower, 18 York Street, Suite 2500, Toronto, Ontario, Canada M5J 0B2  
T: +1 416 863 1133, F: +1 416 365 8215, ca\_toronto\_18\_york\_fax@pwc.com

"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.



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## **Responsibilities of management and those charged with governance for the financial statement**

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

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

Those charged with governance are responsible for overseeing the financial reporting process of each Fund.

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## **Auditor's responsibilities for the audit of the financial statement**

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

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

- Identify and assess the risks of material misstatement of the financial statement of each Fund, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of each Fund.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events



or conditions that may cast significant doubt on the ability of each Fund to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statement of each Fund or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause any Fund to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statement of each Fund, including the disclosures, and whether the financial statement represents the underlying transactions and events in a manner that achieves fair presentation.

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

/s/PricewaterhouseCoopers LLP

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario  
August 29, 2023

**iShares NASDAQ 100 Index ETF  
STATEMENT OF FINANCIAL POSITION**

**As at August 29, 2023**

	<b>iShares NASDAQ 100 Index ETF</b>
Assets	
Current Assets	
Cash .....	\$50
Total Assets .....	\$50
	\$50
Net assets attributable to holders of redeemable Canadian dollar denominated units .....	

**Notes:**

(1) iShares NASDAQ 100 Index ETF (the “Fund”) was established under the laws of the Province of Ontario by a Master Declaration of Trust amended and restated as of August 29, 2023. The address of the Fund’s registered office is 161 Bay Street, Suite 2500, P.O. Box 614, Toronto, Ontario, M5J 2S1.

The Fund seeks to provide long-term capital growth by replicating, to the extent possible, the performance of the NASDAQ-100 Index, net of expenses. Under normal market conditions, the Fund will primarily invest in U.S equity securities.

This statement of financial position as at August 29, 2023 was authorized for issue by BlackRock Canada, the trustee, manager and portfolio adviser of the Fund, on August 29, 2023.

(2) BlackRock Canada subscribed for one redeemable Canadian dollar denominated unit of the Fund at \$50 per unit on August 29, 2023.

(3) The statement of financial position of the Fund has been prepared in accordance with International Financial Reporting Standards (“IFRS”) relevant to preparing such statement of financial position. IFRS requires management to exercise its judgement in the process of applying the Fund’s accounting policies. The following is a summary of significant accounting policies used by the Fund:

Functional Currency and Presentation Currency

The statement of financial position is presented in Canadian dollars, which is the Fund’s functional and presentation currency.

Cash

Cash comprises demand deposits with a financial institution. It is measured at amortized cost subsequent to initial recognition.

Valuation of Fund Units for Transaction Purposes

Net asset value per unit of the Fund is calculated at the end of each day on which BlackRock Canada is open for business by dividing the net asset value of the Fund by the outstanding units.



### Classification of Redeemable Units

On any trading day, the Fund's outstanding redeemable units are redeemable by unitholders for cash at a redemption price per redeemable unit equal to 95% of the closing price for the applicable redeemable units on the TSX on the effective day of the redemption. However, a cash redemption request will be subject to a maximum redemption price payable to a unitholder of the net asset value per unit of the Fund. Such reduced redemption price causes cash flows on redemption not to be substantially based on net asset value and thus the units are classified as financial liabilities in accordance with the requirements of International Accounting Standards 32 *Financial Instruments: Presentation*.

- (4) BlackRock Canada is entitled to receive a fee for acting as trustee, manager and portfolio adviser of the Fund. The management fee is based on a percentage of the net asset value of the Fund and is 0.35%. The management fee for the Fund is calculated and accrued daily and generally paid monthly, but in any case not less than quarterly. The management fee is exclusive of HST.
- (5) Risks associated with financial instruments

As at the date of the statement of financial position, the Fund held its small asset base in cash. As such, it did not have exposure to significant financial instrument risks. The financial instrument risks, when the Fund is fully invested, may not reflect those at the date of the statement of financial position. When invested, the Fund may be exposed to liquidity and market risks, among others.

### Credit risk

The Fund is exposed to credit risk, which is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at August 29, 2023, the credit risk is considered limited as the cash balance represents a deposit with State Street Trust Company Canada.

### Capital risk management

Units issued and outstanding represent the capital of the Fund.

A trading day for the Fund is each day on which (i) a session of the Toronto Stock Exchange is held; (ii) the primary market or exchange for the securities held by the Fund is open for trading; and (iii) the index provider of the Fund calculates and publishes data relating to the index of the Fund ("**Trading Day**"). On any Trading Day, the dealer may place a subscription order or an exchange request for a minimum of a prescribed number of units or for an integral multiple of the prescribed number of units of the Fund.

If the subscription order or exchange request is accepted and, in the case of a subscription order, the purchase price has been received, the Fund will either deliver the issued units or pay the proceeds to the dealer by no later than the second Trading Day after the date on which the subscription order or exchange request is effective. For each prescribed number of units issued or exchanged, the dealer must deliver or receive payment consisting of a basket of applicable securities and cash in an amount sufficient so that the value of the securities and the cash received is equal to the net asset value of the units, or cash in the amount equal to the net asset value of the units.

Approved on behalf of the Board of Directors of the Trustee,  
**BLACKROCK ASSET MANAGEMENT CANADA LIMITED**

(SIGNED) WARREN COLLIER  
Director

(SIGNED) HELEN HAYES  
Director

**iShares U.S. Aerospace & Defense Index ETF  
STATEMENT OF FINANCIAL POSITION**

**As at August 29, 2023**

	<b>iShares U.S. Aerospace &amp; Defense Index ETF</b>
Assets	
Current Assets	
Cash .....	\$50
Total Assets .....	\$50
Net assets attributable to holders of redeemable Canadian dollar denominated units .....	\$50

**Notes:**

- (1) iShares U.S. Aerospace & Defense Index ETF (the “Fund”) was established under the laws of the Province of Ontario by a Master Declaration of Trust amended and restated as of August 29, 2023. The address of the Fund’s registered office is 161 Bay Street, Suite 2500, P.O. Box 614, Toronto, Ontario, M5J 2S1.

The Fund seeks to provide long-term capital growth by replicating, to the extent possible, the performance, net of expenses, of an Index selected at the discretion of BlackRock Asset Management Canada Limited (“BlackRock Canada”) that is designed to measure the performance of U.S. companies in the aerospace & defense sector, as determined by the Index Provider. The Fund currently seeks to replicate the performance of the Dow Jones U.S. Select Aerospace & Defense Index.. Under normal market conditions, the Fund will primarily invest in U.S. equity securities and/or securities of one or more exchange-traded funds managed by BlackRock Canada or an affiliate.

This statement of financial position as at August 29, 2023 was authorized for issue by BlackRock Canada, the trustee, manager and portfolio adviser of the Fund, on August 29, 2023.

- (2) BlackRock Canada subscribed for one redeemable Canadian dollar denominated unit of the Fund at \$50 per unit on August 29, 2023.
- (3) The statement of financial position of the Fund has been prepared in accordance with International Financial Reporting Standards (“IFRS”) relevant to preparing such statement of financial position. IFRS requires management to exercise its judgement in the process of applying the Fund’s accounting policies. The following is a summary of significant accounting policies used by the Fund:

Functional Currency and Presentation Currency

The statement of financial position is presented in Canadian dollars, which is the Fund’s functional and presentation currency.

Cash

Cash comprises demand deposits with a financial institution. It is measured at amortized cost subsequent to initial recognition.

Valuation of Fund Units for Transaction Purposes

Net asset value per unit of the Fund is calculated at the end of each day on which BlackRock Canada is open for business by dividing the net asset value of the Fund by the outstanding units.

### Classification of Redeemable Units

On any trading day, the Fund's outstanding redeemable units are redeemable by unitholders for cash at a redemption price per redeemable unit equal to 95% of the closing price for the applicable redeemable units on the TSX on the effective day of the redemption. However, a cash redemption request will be subject to a maximum redemption price payable to a unitholder of the net asset value per unit of the Fund. Such reduced redemption price causes cash flows on redemption not to be substantially based on net asset value and thus the units are classified as financial liabilities in accordance with the requirements of International Accounting Standards 32 *Financial Instruments: Presentation*.

- (4) BlackRock Canada is entitled to receive a fee for acting as trustee, manager and portfolio adviser of the Fund. The management fee is based on a percentage of the net asset value of the Fund and is 0.39%. The management fee for the Fund is calculated and accrued daily and generally paid monthly, but in any case not less than quarterly. The management fee is exclusive of HST.
- (5) Risks associated with financial instruments

As at the date of the statement of financial position, the Fund held its small asset base in cash. As such, it did not have exposure to significant financial instrument risks. The financial instrument risks, when the Fund is fully invested, may not reflect those at the date of the statement of financial position. When invested, the Fund may be exposed to liquidity and market risks, among others.

### Credit risk

The Fund is exposed to credit risk, which is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at August 29, 2023, the credit risk is considered limited as the cash balance represents a deposit with State Street Trust Company Canada.

### Capital risk management

Units issued and outstanding represent the capital of the Fund.

A trading day for the Fund is each day on which (i) a session of the Toronto Stock Exchange is held; (ii) the primary market or exchange for the securities held by the Fund is open for trading; and (iii) the index provider of the Fund calculates and publishes data relating to the index of the Fund ("**Trading Day**"). On any Trading Day, the dealer may place a subscription order or an exchange request for a minimum of a prescribed number of units or for an integral multiple of the prescribed number of units of the Fund.

If the subscription order or exchange request is accepted and, in the case of a subscription order, the purchase price has been received, the Fund will either deliver the issued units or pay the proceeds to the dealer by no later than the second Trading Day after the date on which the subscription order or exchange request is effective. For each prescribed number of units issued or exchanged, the dealer must deliver or receive payment consisting of a basket of applicable securities and cash in an amount sufficient so that the value of the securities and the cash received is equal to the net asset value of the units, or cash in the amount equal to the net asset value of the units.

Approved on behalf of the Board of Directors of the Trustee,  
**BLACKROCK ASSET MANAGEMENT CANADA LIMITED**

(SIGNED) WARREN COLLIER  
Director

(SIGNED) HELEN HAYES  
Director

**iShares S&P U.S. Financials Index ETF**  
**STATEMENT OF FINANCIAL POSITION**

**As at August 29, 2023**

	<b>iShares S&amp;P U.S. Financials Index ETF</b>
Assets	
Current Assets	
Cash .....	\$50
Total Assets .....	\$50
Net assets attributable to holders of redeemable Canadian dollar denominated units .....	\$50

**Notes:**

- (1) iShares S&P U.S. Financials Index ETF (the “**Fund**”) was established under the laws of the Province of Ontario by a Master Declaration of Trust amended and restated as of August 29, 2023. The address of the Fund’s registered office is 161 Bay Street, Suite 2500, P.O. Box 614, Toronto, Ontario, M5J 2S1.

The Fund seeks to provide long-term capital growth by replicating, to the extent possible, the performance, net of expenses, of an Index selected at the discretion of BlackRock Asset Management Canada Limited (“**BlackRock Canada**”) that is designed to measure the performance of U.S. companies in the financials sector, as determined by the Index Provider. The Fund currently seeks to replicate the performance of the S&P Financial Select Sector Index. Under normal market conditions, the Fund will primarily invest in U.S. equity securities and/or securities of one or more exchange-traded funds managed by BlackRock Canada or an affiliate.

This statement of financial position as at August 29, 2023 was authorized for issue by BlackRock Canada, the trustee, manager and portfolio adviser of the Fund, on August 29, 2023.

- (2) BlackRock Canada subscribed for one redeemable Canadian dollar denominated unit of the Fund at \$50 per unit on August 29, 2023.
- (3) The statement of financial position of the Fund has been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) relevant to preparing such statement of financial position. IFRS requires management to exercise its judgement in the process of applying the Fund’s accounting policies. The following is a summary of significant accounting policies used by the Fund:

Functional Currency and Presentation Currency

The statement of financial position is presented in Canadian dollars, which is the Fund’s functional and presentation currency.

Cash

Cash comprises demand deposits with a financial institution. It is measured at amortized cost subsequent to initial recognition.

Valuation of Fund Units for Transaction Purposes

Net asset value per unit of the Fund is calculated at the end of each day on which BlackRock Canada is open for business by dividing the net asset value of the Fund by the outstanding units.



### Classification of Redeemable Units

On any trading day, the Fund's outstanding redeemable units are redeemable by unitholders for cash at a redemption price per redeemable unit equal to 95% of the closing price for the applicable redeemable units on the TSX on the effective day of the redemption. However, a cash redemption request will be subject to a maximum redemption price payable to a unitholder of the net asset value per unit of the Fund. Such reduced redemption price causes cash flows on redemption not to be substantially based on net asset value and thus the units are classified as financial liabilities in accordance with the requirements of International Accounting Standards 32 *Financial Instruments: Presentation*.

- (4) BlackRock Canada is entitled to receive a fee for acting as trustee, manager and portfolio adviser of the Fund. The management fee is based on a percentage of the net asset value of the Fund and is 0.25%. The management fee for the Fund is calculated and accrued daily and generally paid monthly, but in any case not less than quarterly. The management fee is exclusive of HST.
- (5) Risks associated with financial instruments

As at the date of the statement of financial position, the Fund held its small asset base in cash. As such, it did not have exposure to significant financial instrument risks. The financial instrument risks, when the Fund is fully invested, may not reflect those at the date of the statement of financial position. When invested, the Fund may be exposed to liquidity and market risks, among others.

### Credit risk

The Fund is exposed to credit risk, which is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at August 29, 2023, the credit risk is considered limited as the cash balance represents a deposit with State Street Trust Company Canada.

### Capital risk management

Units issued and outstanding represent the capital of the Fund.

A trading day for the Fund is each day on which (i) a session of the Toronto Stock Exchange is held; (ii) the primary market or exchange for the securities held by the Fund is open for trading; and (iii) the index provider of the Fund calculates and publishes data relating to the index of the Fund ("**Trading Day**"). On any Trading Day, the dealer may place a subscription order or an exchange request for a minimum of a prescribed number of units or for an integral multiple of the prescribed number of units of the Fund.

If the subscription order or exchange request is accepted and, in the case of a subscription order, the purchase price has been received, the Fund will either deliver the issued units or pay the proceeds to the dealer by no later than the second Trading Day after the date on which the subscription order or exchange request is effective. For each prescribed number of units issued or exchanged, the dealer must deliver or receive payment consisting of a basket of applicable securities and cash in an amount sufficient so that the value of the securities and the cash received is equal to the net asset value of the units, or cash in the amount equal to the net asset value of the units.

Approved on behalf of the Board of Directors of the Trustee,  
**BLACKROCK ASSET MANAGEMENT CANADA LIMITED**

(SIGNED) WARREN COLLIER  
Director

(SIGNED) HELEN HAYES  
Director

**iShares Semiconductor Index ETF  
STATEMENT OF FINANCIAL POSITION**

**As at August 29, 2023**

	<b>iShares Semiconductor Index ETF</b>
Assets	
Current Assets	
Cash .....	\$40
Total Assets .....	\$40
Net assets attributable to holders of redeemable Canadian dollar denominated units .....	\$40

**Notes:**

- (1) iShares Semiconductor Index ETF (the “Fund”) was established under the laws of the Province of Ontario by a Master Declaration of Trust amended and restated as of August 29, 2023. The address of the Fund’s registered office is 161 Bay Street, Suite 2500, P.O. Box 614, Toronto, Ontario, M5J 2S1.

The Fund seeks to provide long-term capital growth by replicating, to the extent possible, the performance, net of expenses, of an Index selected at the discretion of BlackRock Asset Management Canada Limited (“BlackRock Canada”) that is composed of U.S.-listed securities of issuers classified as being within the semiconductors industry, as determined by the Index Provider. The Fund currently seeks to replicate the performance of the ICE Semiconductor Index. Under normal market conditions, the Fund will primarily invest in U.S. equity securities and/or securities of one or more exchange-traded funds managed by BlackRock Canada or an affiliate.

This statement of financial position as at August 29, 2023 was authorized for issue by BlackRock Canada, the trustee, manager and portfolio adviser of the Fund, on August 29, 2023.

- (2) BlackRock Canada subscribed for one redeemable Canadian dollar denominated unit of the Fund at \$40 per unit on August 29, 2023.
- (3) The statement of financial position of the Fund has been prepared in accordance with International Financial Reporting Standards (“IFRS”) relevant to preparing such statement of financial position. IFRS requires management to exercise its judgement in the process of applying the Fund’s accounting policies. The following is a summary of significant accounting policies used by the Fund:

Functional Currency and Presentation Currency

The statement of financial position is presented in Canadian dollars, which is the Fund’s functional and presentation currency.

Cash

Cash comprises demand deposits with a financial institution. It is measured at amortized cost subsequent to initial recognition.

Valuation of Fund Units for Transaction Purposes

Net asset value per unit of the Fund is calculated at the end of each day on which BlackRock Canada is open for business by dividing the net asset value of the Fund by the outstanding units.

### Classification of Redeemable Units

On any trading day, the Fund's outstanding redeemable units are redeemable by unitholders for cash at a redemption price per redeemable unit equal to 95% of the closing price for the applicable redeemable units on the TSX on the effective day of the redemption. However, a cash redemption request will be subject to a maximum redemption price payable to a unitholder of the net asset value per unit of the Fund. Such reduced redemption price causes cash flows on redemption not to be substantially based on net asset value and thus the units are classified as financial liabilities in accordance with the requirements of International Accounting Standards 32 *Financial Instruments: Presentation*.

- (4) BlackRock Canada is entitled to receive a fee for acting as trustee, manager and portfolio adviser of the Fund. The management fee is based on a percentage of the net asset value of the Fund and is 0.35%. The management fee for the Fund is calculated and accrued daily and generally paid monthly, but in any case not less than quarterly. The management fee is exclusive of HST.
- (5) Risks associated with financial instruments

As at the date of the statement of financial position, the Fund held its small asset base in cash. As such, it did not have exposure to significant financial instrument risks. The financial instrument risks, when the Fund is fully invested, may not reflect those at the date of the statement of financial position. When invested, the Fund may be exposed to liquidity and market risks, among others.

### Credit risk

The Fund is exposed to credit risk, which is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at August 29, 2023, the credit risk is considered limited as the cash balance represents a deposit with State Street Trust Company Canada.

### Capital risk management

Units issued and outstanding represent the capital of the Fund.

A trading day for the Fund is each day on which (i) a session of the Toronto Stock Exchange is held; (ii) the primary market or exchange for the securities held by the Fund is open for trading; and (iii) the index provider of the Fund calculates and publishes data relating to the index of the Fund ("**Trading Day**"). On any Trading Day, the dealer may place a subscription order or an exchange request for a minimum of a prescribed number of units or for an integral multiple of the prescribed number of units of the Fund.

If the subscription order or exchange request is accepted and, in the case of a subscription order, the purchase price has been received, the Fund will either deliver the issued units or pay the proceeds to the dealer by no later than the second Trading Day after the date on which the subscription order or exchange request is effective. For each prescribed number of units issued or exchanged, the dealer must deliver or receive payment consisting of a basket of applicable securities and cash in an amount sufficient so that the value of the securities and the cash received is equal to the net asset value of the units, or cash in the amount equal to the net asset value of the units.

Approved on behalf of the Board of Directors of the Trustee,  
**BLACKROCK ASSET MANAGEMENT CANADA LIMITED**

(SIGNED) WARREN COLLIER  
Director

(SIGNED) HELEN HAYES  
Director

**iShares S&P/TSX Energy Transition Materials Index ETF**  
**STATEMENT OF FINANCIAL POSITION**

**As at August 29, 2023**

	<b>iShares S&amp;P/TSX Energy Transition Materials Index ETF</b>
Assets	
Current Assets	
Cash .....	\$40
Total Assets .....	\$40
Net assets attributable to holders of redeemable Canadian dollar denominated units .....	\$40

**Notes:**

- (1) iShares S&P/TSX Energy Transition Materials Index ETF (the “**Fund**”) was established under the laws of the Province of Ontario by a Master Declaration of Trust amended and restated as of August 29, 2023. The address of the Fund’s registered office is 161 Bay Street, Suite 2500, P.O. Box 614, Toronto, Ontario, M5J 2S1.

The Fund seeks to provide long-term capital growth by replicating, to the extent possible, the performance, net of expenses, of an Index selected at the discretion of BlackRock Asset Management Canada Limited (“**BlackRock Canada**”) that is designed to measure the performance of the equity securities of Canadian and global companies engaged in the production or exploration of materials used to enable the global energy transition. The Fund currently seeks to replicate the performance of the S&P/TSX Energy Transition Materials Index. Under normal market conditions, the Fund will primarily invest in Canadian and international equity securities and/or securities of one or more exchange-traded funds managed by BlackRock Canada or an affiliate.

This statement of financial position as at August 29, 2023 was authorized for issue by BlackRock Canada, the trustee, manager and portfolio adviser of the Fund, on August 29, 2023.

- (2) BlackRock Canada subscribed for one redeemable Canadian dollar denominated unit of the Fund at \$40 per unit on August 29, 2023.
- (3) The statement of financial position of the Fund has been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) relevant to preparing such statement of financial position. IFRS requires management to exercise its judgement in the process of applying the Fund’s accounting policies. The following is a summary of significant accounting policies used by the Fund:

Functional Currency and Presentation Currency

The statement of financial position is presented in Canadian dollars, which is the Fund’s functional and presentation currency.

Cash

Cash comprises demand deposits with a financial institution. It is measured at amortized cost subsequent to initial recognition.



### Valuation of Fund Units for Transaction Purposes

Net asset value per unit of the Fund is calculated at the end of each day on which BlackRock Canada is open for business by dividing the net asset value of the Fund by the outstanding units.

### Classification of Redeemable Units

On any trading day, the Fund's outstanding redeemable units are redeemable by unitholders for cash at a redemption price per redeemable unit equal to 95% of the closing price for the applicable redeemable units on the TSX on the effective day of the redemption. However, a cash redemption request will be subject to a maximum redemption price payable to a unitholder of the net asset value per unit of the Fund. Such reduced redemption price causes cash flows on redemption not to be substantially based on net asset value and thus the units are classified as financial liabilities in accordance with the requirements of International Accounting Standards 32 *Financial Instruments: Presentation*.

- (4) BlackRock Canada is entitled to receive a fee for acting as trustee, manager and portfolio adviser of the Fund. The management fee is based on a percentage of the net asset value of the Fund and is 0.55%. The management fee for the Fund is calculated and accrued daily and generally paid monthly, but in any case not less than quarterly. The management fee is exclusive of HST.

- (5) Risks associated with financial instruments

As at the date of the statement of financial position, the Fund held its small asset base in cash. As such, it did not have exposure to significant financial instrument risks. The financial instrument risks, when the Fund is fully invested, may not reflect those at the date of the statement of financial position. When invested, the Fund may be exposed to liquidity and market risks, among others.

### Credit risk

The Fund is exposed to credit risk, which is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at August 29, 2023, the credit risk is considered limited as the cash balance represents a deposit with State Street Trust Company Canada.

### Capital risk management

Units issued and outstanding represent the capital of the Fund.

A trading day for the Fund is each day on which (i) a session of the Toronto Stock Exchange is held; (ii) the primary market or exchange for the securities held by the Fund is open for trading; and (iii) the index provider of the Fund calculates and publishes data relating to the index of the Fund ("**Trading Day**"). On any Trading Day, the dealer may place a subscription order or an exchange request for a minimum of a prescribed number of units or for an integral multiple of the prescribed number of units of the Fund.

If the subscription order or exchange request is accepted and, in the case of a subscription order, the purchase price has been received, the Fund will either deliver the issued units or pay the proceeds to the dealer by no later than the second Trading Day after the date on which the subscription order or exchange request is effective. For each prescribed number of units issued or exchanged, the dealer must deliver or receive payment consisting of a basket of applicable securities and cash in an amount sufficient so that the value of the securities and the cash received is equal to the net asset value of the units, or cash in the amount equal to the net asset value of the units.

Approved on behalf of the Board of Directors of the Trustee,  
**BLACKROCK ASSET MANAGEMENT CANADA LIMITED**

(SIGNED) WARREN COLLIER  
Director

(SIGNED) HELEN HAYES  
Director

**CERTIFICATE OF THE iSHARES FUNDS, TRUSTEE AND THE MANAGER**

This prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland and Labrador, Yukon Territory, Northwest Territories and Nunavut.

Dated the 29<sup>th</sup> day of August, 2023.

**BLACKROCK ASSET MANAGEMENT CANADA LIMITED**  
**as Trustee and Manager of the iShares Funds**

(SIGNED) MARCIA MOFFAT  
Chief Executive Officer

(SIGNED) LAUREN BRADLEY  
Chief Financial Officer

**On behalf of the Board of Directors of**  
**BlackRock Asset Management Canada Limited**

(SIGNED) WARREN COLLIER  
Director

(SIGNED) HELEN HAYES  
Director