

FIRST TRUST ALPHADDEX™ U.S. DIVIDEND ETF (CAD-HEDGED)

NOTICE OF SPECIAL MEETING OF UNITHOLDERS

AND

MANAGEMENT INFORMATION CIRCULAR

September 15, 2017

**Meeting to be held at 10:00 a.m.
October 25, 2017
1 First Canadian Place
Suite 6300
100 King Street West
Toronto, Ontario
M5X 1B8**

**FT Portfolios Canada Co.
40 King Street West, Suite 5102
Scotia Plaza, Box 312
Toronto, ON
M5H 3Y2**

September 15, 2017

Dear Unitholders:

FT Portfolios Canada Co. (the “**Manager**”), manager of the First Trust AlphaDEX™ U.S. Dividend ETF (the “**Fund**”), invites you to a special meeting (the “**Meeting**”) of holders (“**Unitholders**”) of units (“**Units**”) of the Fund to be held on October 25, 2017 at 10:00 a.m. (Toronto time) at 1 First Canadian Place, Suite 6300, 100 King Street West, Toronto, Ontario.

The purpose of the Meeting of Unitholders is to consider and vote upon a proposal (the “**Proposal**”) to change the investment objectives and investment strategies of the Fund. Currently the Fund seeks to provide Unitholders with exposure to the performance of a portfolio of higher yielding U.S. dividend paying stocks by applying First Trust AlphaDEX® stock selection methodology. Under the Proposal if approved, the Fund would seek to replicate, to the extent possible, the performance of the Value Line Dividend Index on a currency hedged basis, net of expenses. The Value Line® Dividend Index (the “**Index**”) is a modified equal-dollar weighted index comprised of U.S. exchange-listed securities of companies that pay above-average dividends and have the potential for capital appreciation. Securities are selected for inclusion in the Index by using Value Line’s Safety™ Ranking System which ranks a stock’s price stability based on standard deviation and its financial condition based on several measures of financial performance.

The Manager expects that this change to the investment objective will provide better downside protection and produce a more consistent return profile for Unitholders thereby reducing overall portfolio volatility moving forward. Consistent with the management fee charged in respect of First Trust Value Line Dividend Index Fund in the United States, the Manager proposes to change the management fee it charges to 0.70% per annum of the net asset value of the fund (1.70% per annum in respect of the Advisor Class Units).

In connection with the Proposal, the Manager intends to change the name of the fund to “First Trust Value Line® Dividend Index (CAD-Hedged)”.

The Proposal must be approved by a majority of votes cast at the Meeting by the Unitholders holding Common Units and Advisor Class Units voting together as a class. The Proposal is also subject to all securities regulatory and stock exchange approvals.

If approved by Unitholders the Proposal is expected to be implemented by the Manager on or about November 22, 2017.

Attached is a notice of the Meeting and a management information circular (the “**Circular**”), which contain important information relating to the Proposal. You are urged to read the Circular carefully. If you are in doubt as to how to deal with the matters described in the Circular, you should consult with your advisors. **The board of directors of the Manager has determined that the Proposal is in the best interests of the Unitholders. Accordingly, the board of directors of the Manager**

recommends that Unitholders vote in favour of the Proposal and Unitholders vote in favour of the Proposal to be considered at the Meeting.

All Unitholders are encouraged to attend the Meeting. Please read the information in the enclosed Circular carefully and follow the instructions if you wish to vote in person or by proxy at the Meeting.

To vote at the Meeting, please submit a voting instruction form in respect of the Proposal, as soon as possible, and in any event no later than 5:00 p.m. (Toronto time) on October 23, 2017.

If you have any questions relating to the Proposal a representative of the Manager can be contacted toll-free at 1-877-622-5552, or you can write to Investor Relations, FT Portfolios Canada Co., 40 King Street West, 51st Floor Suite 5102, Toronto, Ontario, M5H 3Y2, email: info@firsttrust.ca or visit the Manager's website at www.firsttrust.ca.

Sincerely,



Susan Johnson
Chief Financial Officer

TABLE OF CONTENTS

	Page
NOTICE OF SPECIAL MEETING OF UNITHOLDERS OF FIRST TRUST ALPHADDEX™ U.S. DIVIDEND ETF (CAD-HEDGED)	I
MANAGEMENT INFORMATION CIRCULAR.....	2
THE FUND.....	2
PURPOSE OF THE MEETING	2
DETAILS OF THE PROPOSAL.....	2
RECOMMENDATION OF THE BOARD OF DIRECTORS	7
RECOMMENDATION OF THE INDEPENDENT REVIEW COMMITTEE	8
CONDITIONS TO IMPLEMENTING THE PROPOSAL	8
EXPENSES OF THE PROPOSAL.....	8
TERMINATION OF THE PROPOSAL.....	8
INTERESTS OF MANAGEMENT AND OTHERS IN THE PROPOSAL	8
CANADIAN FEDERAL INCOME TAX CONSIDERATIONS	8
VOTING SECURITIES AND PRINCIPAL UNITHOLDERS	9
GENERAL PROXY INFORMATION	9
FORWARD-LOOKING STATEMENTS	12
DOCUMENTS INCORPORATED BY REFERENCE.....	12
ADDITIONAL INFORMATION.....	13
SCHEDULE A ADDITIONAL INFORMATION REGARDING MANAGEMENT OF THE FUND.....	14
SCHEDULE B ORDINARY RESOLUTION FIRST TRUST ALPHADDEX™ U.S. DIVIDEND ETF (CAD-HEDGED).....	19

**NOTICE OF SPECIAL MEETING OF UNITHOLDERS OF
FIRST TRUST ALPHADDEX™ U.S. DIVIDEND ETF (CAD-HEDGED)**

TAKE NOTICE that a special meeting (the “**Meeting**”) of holders (“**Unitholders**”) of units (“**Units**”) of First Trust AlphaDEX™ U.S. Dividend ETF (CAD-Hedged) (the “**Fund**”) will be held on October 25, 2017 at 10:00 a.m. (Toronto time) at 1 First Canadian Place, Suite 6300, 100 King Street West, Toronto, Ontario to consider and vote upon a proposal (the “**Proposal**”) to:

- change the investment objectives of the Fund to seek to replicate, to the extent possible, the performance of the Value Line® Dividend Index on a currency hedged basis, net of expenses and change the management fee to 0.70% per annum of net asset value (1.70% per annum in respect of the Advisor Class Units).
- transact such other business as may properly come before the Meeting.

The full text of the resolutions relating to the Proposal is set out in Schedule B to the accompanying management information circular dated September 15, 2017.

The board of directors of FT Portfolios Canada Co. (the “**Manager**”), as manager of the Fund, has determined that the Proposal is in the best interests of Unitholders. Accordingly, the board of directors of the Manager recommends that Unitholders vote in favour of the Proposal to be considered at the Meeting.

DATED at Toronto, Ontario as of the 15th day of September, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in blue ink, appearing to read 'S. Johnson', is written over a light blue circular stamp.

Susan Johnson, Chief Financial Officer

Note: Reference should be made to the accompanying management information circular for details of the above matters. If you are unable to be present in person at the Meeting, you are requested to complete and sign the enclosed form of proxy or voting instruction form and to return it in the enclosed prepaid envelope provided for that purpose. Voting instruction forms may be completed by telephone or through the internet at www.proxyvote.com.

MANAGEMENT INFORMATION CIRCULAR

FIRST TRUST ALPHADDEX™ U.S. DIVIDEND ETF (CAD-HEDGED)

The information contained in this management information circular (the “**Circular**”) is provided by FT Portfolios Canada Co. (the “**Manager**” or “**FT Canada**”), the manager of First Trust AlphaDEX™ U.S. Dividend ETF (CAD-Hedged) (the “**Fund**”), in connection with the solicitation of proxies on behalf of the Manager to be used at the special meeting of the holders of units (“**Units**”) of the Fund (the “**Unitholders**”) for the purposes described below.

The Meeting (as defined below) is to be held on October 25, 2017 at 10:00 a.m. (Toronto time) at Suite 6300, 1 First Canadian Place, 100 King Street West, Toronto, Ontario, M5X 1B8 (including any adjournment or postponement thereof, as the case may be).

Except as otherwise stated, the information contained in this Circular is given as of August 31, 2017 and all dollar amounts herein are expressed in Canadian dollars.

THE FUND

The Fund is an exchange-traded fund or “ETF” established under the laws of the Province of Ontario pursuant to a declaration of trust dated May 1, 2013, as amended from time to time (the “**Declaration of Trust**”). FT Canada acts as the manager and trustee of the Fund. Further information relating to the management of the Fund is set forth in Schedule A hereto.

The principal office of the Fund and FT Canada is located at 40 King Street West, Suite 5102, Scotia Plaza, Box 312, Toronto, ON M5H 3Y2.

PURPOSE OF THE MEETING

The purpose of the meeting of Unitholders is to consider and vote upon a proposal (the “**Proposal**”) to change the investment objective of the Fund to seek to replicate, to the extent possible, the performance of the Value Line® Dividend Index (the “**Index**”) on a currency hedged basis, net of expenses and to change the management fee payable by the Fund.

The Proposal must be approved by a majority of the votes cast at the Meeting by the Unitholders holding Common Units and Advisor Class Units voting together as a class. The full text of the resolutions relating to the Proposal is set out in Schedule B.

DETAILS OF THE PROPOSAL

Holders of Units are being asked to pass an ordinary resolution in the form attached hereto as Schedule B to approve a change to the investment objective of the Fund and the management fee payable by the Fund. The Fund currently seeks to provide Unitholders with exposure on a currency hedged basis to the performance of a portfolio of higher yielding U.S. dividend paying stocks. The Fund currently applies the AlphaDEX® stock selection methodology and selects securities from a universe of U.S. companies whose dividend yield is greater than or equal to the median dividend yield of all members of the S&P 500 Index. If the Proposal is approved, the Fund will continue to provide exposure to U.S. listed equities on a currency hedged basis, however, it will instead seek to replicate, to the extent possible, the performance of an index, initially, the Index.

The Manager expects that this change to the investment objective will provide better downside protection and produce a more consistent return profile for unitholders thereby reducing overall portfolio volatility moving forward. Consistent with the management fee charged in respect of First Trust Value Line Dividend Index Fund in the United States, the Manager proposes to change the management fee it charges to 0.70% per annum of the net asset value of the fund (1.70% per annum in respect of the Advisor Class Units).

Additionally, if the Proposal is approved, the Fund will change its name to First Trust Value Line® Dividend Index ETF (CAD-Hedged). If approved, the Proposal is expected to be implemented on or about November 22, 2017.

The new investment objective, management fee and investment strategies and additional risk factors applicable to an investment in Units of the Fund are as described below. No other attributes of an investment in Units of the Fund are expected to change.

Investment Objective:

The Fund will seek to replicate, to the extent possible, the performance of an index, initially the Index on a currency hedged basis, net of expenses.

Investment Strategies:

The investment strategy of the Fund will be to invest in and hold a proportionate share of the constituent securities of the Index, or other securities, to seek to replicate the performance of such Index. The Fund may also hold cash and cash equivalents or other money market instruments to fund current liabilities.

The Manager may use a sampling methodology in selecting investments for the Fund. As an alternative or in conjunction with investing in and holding constituent securities, the Fund may also invest in other securities to obtain exposure to the constituent securities of the Index in a manner that is consistent with the investment objective and investment strategy of the Fund.

The Fund may also obtain exposure to the Index by holding securities of a US-listed index ETF of an affiliate of the Manager, First Trust Value Line® Dividend Index Fund, which replicate or substantially replicates the performance of the Index.

The Index is a modified equal-dollar weighted index comprised of U.S. exchange-listed securities of companies that pay above-average dividends and have potential for capital appreciation. The Index begins with the universe of U.S. stocks, excluding all registered investment companies, limited partnerships and foreign securities not listed in the U.S., that Value Line® gives a Safety™ Ranking of #1 or #2 using the Value Line® Safety™ Ranking System. The Safety™ ranking measures the total risk of a stock relative to the other stocks in the Value Line universe. From those stocks, Value Line® selects those companies with a higher than average dividend yield, as compared to the indicated dividend yield of the Standard & Poor's 500 Composite Stock Price Index. Value Line® then eliminates those companies with an equity market capitalization of less than US \$1 billion. The Index is equally weighted and rebalanced on a monthly basis.

The Index is developed and provided by Value Line Inc. (the “**Index Provider**”). The inception date of the Index was July 3, 2006. On August 31, 2017, there were 201 securities that comprised the Index. The Index includes the securities of small and mid-cap companies. The calculation agent for the Index is NYSE Arca, Inc. (“**NYSE**”) which will be responsible for the management of the day-to-day

operation of the Index. The Index is also currently tracked by a successful and established investment fund managed by First Trust in the US, named First Trust Value Line® Dividend Index Fund.

Foreign Currency Hedging

The Fund will generally seek to hedge substantially all of its U.S. dollar currency exposure associated with its portfolio investments back to the Canadian dollar.

Change in the Index of a First Trust ETF

If the Proposal is approved and implemented, the Manager may, subject to any required Unitholder approval, change the Index of the Fund to another index that provides investors with substantially the same exposure to the asset class to which the Fund is currently exposed. If the Manager changes the Index, or any index replacing such Index, the Manager will issue a press release identifying the new index, describing its constituent securities and specifying the reasons for the change in the Index.

The Index Provider calculates, determines and maintains the Index. In the event that the Index Provider ceases to calculate the Index or the License Agreement (as defined below) is terminated, the Manager may terminate the Fund on 60 days' notice, change the investment objective of the Fund, base the Fund on an alternative index or make such other arrangements as the Manager considers appropriate and in the best interests of Unitholders in the circumstances, subject to unitholder approval if required.

Use of the Index

The Manager intends to enter into a license agreement (the “**License Agreement**”) with Value Line, Inc. for use of the Index in connection with the Fund. The Manager and the Fund do not accept responsibility for, or guarantee the accuracy and/or completeness of the Index or any data included in the Index.

Additional Risk Factors:

If the Proposal is approved the Fund will change its investment objectives to track an index. As a result the following additional risk factors should be considered in respect of an investment in the fund:

Risk of Error in Replicating or Tracking the Index

The Fund will not replicate exactly the performance of the Index because the total return generated by the Units will be reduced by the management fee payable to the Manager and transaction costs incurred in adjusting the portfolio of securities held by the Fund and other expenses of the Fund, whereas such transaction costs and expenses are not included in the calculation of the Index. Additionally, the foreign currency exposure of the Fund will differ from that of the Index, as the Fund will generally seek to hedge substantially all of its U.S. dollar exposure associated with its portfolio investments back to the Canadian dollar.

Also, deviations in the tracking of the Index could occur for a variety of reasons, including as a result of certain other securities being included in the portfolio of securities held by the Fund. It is also possible that, for a period of time, the Fund may not fully replicate the performance of the applicable Index due to extraordinary circumstances, including but not limited to market dislocation and illiquidity of underlying securities.

Adjustments to the basket of securities necessitated by the rebalancing of or adjustment to the Index could affect the underlying market for constituent securities of an Index, which in turn would be reflected in the value of that Index. Similarly, subscriptions for Units by designated brokers and dealers may impact the market for constituent securities of the Index, as the designated broker or dealer seeks to buy or borrow such securities to constitute baskets of securities to deliver to the Fund as payment for the Units to be issued.

Index Investment Strategy Risk

The Fund will seek to replicate, to the extent possible, the performance of the Index. The Manager will “passively manage” the Fund by employing an investment strategy of buying and holding, in respect of the Fund, a proportionate share of the constituent securities of the Index in the same proportion as they are reflected in the Index or securities intended to replicate the performance of the Index including by a sampling methodology that is consistent with the investment objective of the Fund. In general, if the Fund uses a sampling methodology, or certain other securities, to construct its portfolio holdings, then the Fund will tend to have greater tracking error to the Index versus if the Fund fully replicates the Index. **In selecting securities for the Fund, the Manager and First Trust Advisors L.P. (the “Portfolio Advisor”) will not “actively manage” the Fund by undertaking any fundamental analysis of the securities it invests in for the Fund nor will the Manager and Portfolio Advisor buy or sell securities for the Fund based on Manager and Portfolio Advisor’s market, financial or economic analysis. Because the Manager and Portfolio Advisor will not attempt to take defensive positions in declining markets, the adverse financial condition of an issuer represented in the Index will not necessarily result in the Fund ceasing to hold the issuer’s securities, unless such securities are removed from the Index.**

Rebalancing and Adjustment Risk

Adjustments to baskets of securities held by the Fund to reflect rebalancing of and adjustments to the Index may depend on the ability of the Manager and the designated brokers to perform their respective obligations under the designated broker agreement. If a designated broker fails to perform, the Fund may be required to sell or purchase, as the case may be, constituent securities of the Index in the market. If this happens, the Fund would incur additional transaction costs and security mis-weights that would cause the performance of the Fund to deviate more significantly from the performance of the Index than would otherwise be expected.

Calculation and Termination of the Index

If the computer or other facilities of the Index Provider or a relevant stock exchange malfunction for any reason, calculation of value of the Index and the determination by the Manager of the prescribed number of units and baskets of securities may be delayed and trading in Units may be suspended for a period of time.

In the event that the Index Provider ceases to calculate the Index or the License Agreement is terminated, the Manager may terminate the Fund on 60 days’ notice, change the investment objective of the Fund, seek to replicate an alternative index or make such other arrangements as the Manager considers appropriate and in the best interests of Unitholders of the Fund in the circumstances.

Data Risk of Index

The model used to determine the constituent securities of the Index relies on the accuracy of the underlying data (such as stock market prices) that are the inputs used to generate the data upon which

rebalancing decisions are made. If such underlying data is inaccurate then the conclusions drawn from the model will similarly be less reliable predictors from which to make index constituent determinations.

Smaller Company Risk

The Fund may invest in securities of small and mid-capitalization companies. Such companies may be more vulnerable to adverse general market or economic developments, and their securities may be less liquid and may experience greater price volatility than larger, more established companies as a result of several factors, including limited trading volumes, products or financial resources, management inexperience and less publicly available information. Accordingly, such companies are generally subject to greater market risk than larger, more established companies.

Comparison of Performance

Value Line® Dividend Index has outperformed the current investment strategy of the Fund over a one-year and three-year period. On a three-year average annual basis over the period ending August 31, 2017, the Index strategy produced annual returns of 11.72% in US dollars, versus the current investment strategy of the Fund, which produced 3 year average annual returns of 2.57% net of fees and expenses in Canadian dollars. Similarly, on a three-year average annual basis over the same period, the Index strategy had a standard deviation, which is a measure of price variability, of 8.25% in US dollars, versus the current investment strategy of the Fund, which produced a standard deviation of 9.58% in Canadian dollars. The Fund, which generally invests in US equity securities, seeks to remove the impact of changes in the value of US dollar against the Canadian dollar by applying a hedge in order to reduce the effect of fluctuation in currency exchange rates on performance. The Fund proposes to track the Value Line® Dividend Index also on a currency hedged basis. Accordingly, the performance of the Value Line® Dividend Index in US dollars is a better benchmark by which to compare to the Fund's current performance than that performance of the Value Line® Dividend Index converted into Canadian dollars, since the fund will continue to seek to remove the impact of changes in the value of US dollar against the Canadian dollar when tracking the Value Line® Dividend Index. Past performance of the Index is not an indication of future performance and is not the same as actual fund performance for a fund as it does not include fees and expenses and taxes that would reduce returns to unitholders (that is, Index performance cannot be achieved and actual fund performance would be lower). Please see below a more detailed historical performance comparison chart.

Fund Performance						
	YTD (as at August 31, 2017)	1 Year	3 Year	5 Year	10 Year	Since Inception
<i>Annual Total Return</i>						
Fund (Common Units) – Net Asset Value ⁽¹⁾	6.14%	12.18%	2.57%	N/A	N/A	8.31%
Value Line® Dividend Index – US Dollars	6.44%	11.13%	11.72%	14.99%	9.67%	N/A
<i>Standard Deviation</i>						
Fund (Common Units) – Net Asset Value ⁽¹⁾	4.90%	7.16%	9.58%	N/A	N/A	10.06%
Value Line® Dividend Index – US Dollars	4.80%	5.69%	8.25%	8.59%	13.16%	N/A

⁽¹⁾The indicated rates of return are the historical annual compounded total returns net of fees and expenses including changes in unit value and reinvestment of all dividends and do not take into account sales or distributions charges or income taxes payable by any security holder that would have reduced returns. Returns are average annualized total returns, except those for periods of less than one year, which are cumulative.

Management Fee Change

Currently the Fund pays the Manager a management fee of 0.60% per annum of the net asset value of the Fund and, in respect of the Advisor Class Units, an additional amount of 1.00% per annum of the net asset value of the Advisor Class Units (total 1.60% in respect of the Advisor Class Units) plus applicable taxes, which accrues daily and is payable monthly in arrears. See Schedule A – Additional Information Regarding Management of the Fund for further details on the management fee.

Under the Proposal, the management fee charged to the Fund will be increased to 0.70% per annum of the net asset value of the fund (1.70% per annum in respect of the Advisor Class Units). This is the same management fee charged by an affiliate of the Manager in respect of the First Trust Value Line Dividend Index Fund which is offered in the United States and is based on the same Index. The increase in the management fee also reflects that the Value Line Dividend Index is rebalanced monthly instead of semi-annually requiring an increased level of portfolio monitoring and management work (rebalancing 12 times per year versus twice a year now) and that the Manager will pay a license fee for use of Index and trademark which the Fund currently does not pay. When the performance of the Index compared to the performance of the Fund's current investment strategy is also considered (see "Comparison of Performance" above), the Manager is of the view that the proposed management fee level is reasonable.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The board of directors of the Manager has determined that the Proposal is in the best interests of the Fund and Unitholders and unanimously recommends that Unitholders vote in favour of the Proposal. In making its recommendation, the board of directors of the Manager considered a number of factors.

In particular, the Manager believes that the change in investment objective of the Fund will provide Unitholders with several benefits, including the following and that the change to the management fee is reasonable in the circumstances:

- Improved downside protection – the Value Line® Dividend Index should provide a better downside protection and produce a more consistent return profile for unitholders thereby reducing overall portfolio volatility moving forward.
- Broader investment universe – the Value Line® Dividend Index universe currently includes approximately 1,700 stocks. The Value Line® Dividend Index tracks those that are Safety™ 1 or 2 rated, have a yield higher than the indicated yield of the S&P 500 and market capitalization greater than US\$1 billion as of the last rebalance. The Value Line® Dividend Index includes 201 stocks as of August 31, 2017.
- The change in investment objective will not result in a disposition of Units of the Fund to unitholders for Canadian income tax purposes.

In addition, the Manager believes that the change to the management fee payable by the fund is reasonable in that it is same as the management fee charged to First Trust Value Line Dividend Index Fund (a US ETF which tracks the same index), it reflects additional portfolio management work associated with monthly versus semi-annual rebalancing and that the Manager will pay a license fee to use the Index and trademark which the Fund currently does not pay.

RECOMMENDATION OF THE INDEPENDENT REVIEW COMMITTEE

As required by National Instrument 81-107 – *Independent Review Committee for Investment Funds* (“**NI 81-107**”), the Manager has presented the Proposal to the Independent Review Committee for a recommendation. The Independent Review Committee has reviewed the Proposal and has recommended that the Proposal be put to Unitholders for their consideration on the basis that the Proposal would achieve a fair and reasonable result for the Fund.

CONDITIONS TO IMPLEMENTING THE PROPOSAL

The Proposal is subject to Unitholder and TSX approvals. In addition, the Proposal is also subject to securities regulatory approval.

In accordance with the Declaration of Trust, the Proposal must be approved by a majority of votes cast at the Meeting by Unitholders holding Common Units and Advisor Class Units voting together as a class.

There can be no assurance that the conditions precedent to implementing the Proposal will be satisfied on a timely basis, if at all. If the requisite Unitholder approval for the Proposal is not obtained, or if any other required approval is not obtained, then the Proposal may not be implemented.

If the Proposal is approved, Unitholders will continue to be able to trade their Units over the Toronto Stock Exchange and have the same right to redeem their units for cash as described in the Prospectus. As a result, Unitholders may sell or redeem their Units prior to the implementation of the Proposal.

EXPENSES OF THE PROPOSAL

Whether or not the Proposal is approved, all costs associated with the change in the investment objective of the Fund will be borne by the Manager.

TERMINATION OF THE PROPOSAL

The Proposal may, at any time before or after the holding of the Meeting, be terminated by the Board of Directors of the Manager, without further notice to, or action on the part of, Unitholders if the Board of Directors of the Manager determines in its sole judgement that it would be inadvisable for the Fund to proceed with the Proposal.

INTERESTS OF MANAGEMENT AND OTHERS IN THE PROPOSAL

FT Canada is the manager of the Fund. The Manager receives and will receive a management fee from the Fund as described in “Schedule A – Additional Information Regarding Management of the Fund”. If the Proposal is approved and implemented, the management fee payable by the Fund will increase as described under “The Proposal - Management Fee Change” above.

CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Osler, Hoskin & Harcourt LLP, counsel to the Fund, the following is a summary of the principal Canadian federal income tax considerations relating to the resolutions that are generally applicable to Unitholders who, at all relevant times, for purposes of the *Income Tax Act* (Canada) and the regulations thereunder (the “**Tax Act**”), are resident or are deemed to be resident in Canada, hold their Units as capital property, have not with respect to their Units entered into a derivative forward agreement

as defined in the Tax Act and deal at arm's length with and are not affiliated with the Fund. Certain holders whose securities might not otherwise qualify as capital property may be entitled to make the irrevocable election in the circumstances permitted by subsection 39(4) of the Tax Act to deem such securities (and all other Canadian securities owned by the holder) to be capital property. Holders considering making such an election should consult their own tax advisors.

This summary is based on the current provisions of the Tax Act, all specific proposal to amend the Tax Act and regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof and counsel's understanding of the current administrative policies and assessing practices of Canada Revenue Agency ("CRA") published in writing prior to the date hereof. This summary is not exhaustive of all possible Canadian federal income tax considerations and, except as mentioned above, does not anticipate any changes in the relevant laws, whether by judicial, governmental or legislative action or decision, nor any changes in the administrative policies or assessing practices of CRA, nor does it take into account provincial, territorial or foreign tax considerations, which may differ significantly from those discussed herein. This summary also relies on advice from the Fund relating to certain factual matters.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Unitholder, and no representations with respect to the income tax consequences to any particular Unitholder are made. Accordingly, Unitholders should consult their own tax advisors for advice with respect to the tax consequences to them of the Proposal.

Tax Consequences of the Proposal

The changes set forth in the resolution, as described in Schedule B of the Circular, will not constitute a disposition of units of the Fund if such resolution is approved and implemented.

VOTING SECURITIES AND PRINCIPAL UNITHOLDERS

As of August 31, 2017, the number of outstanding Units were as follows:

Class of Units	Number Outstanding
Common Units	250,663
Advisor Class Units	49,335

To the knowledge of the directors and officers of the Manager, no person beneficially owned more than 10% of the outstanding Units of any class of the Fund at such time. CDS Clearing and Depository Services Inc. is the registered holder of all of the outstanding Units.

GENERAL PROXY INFORMATION

Management Information Circular

This Circular is furnished in connection with the solicitation of proxies by management of the Fund to be used at the Meeting for the purposes set out in the notice accompanying this Circular or at any adjournment thereof. The Meeting will be held on October 25, 2017 at 10:00 a.m. (Toronto time) at 1 First Canadian Place, Suite 6300, 100 King Street West, Toronto, Ontario. Solicitation of proxies will be by mail, and may be supplemented by telephone or other personal contact by representatives or agents of the Fund.

Proxy Information, Record Date, Voting Rights and Quorum

To be used at the Meeting, a proxy must be deposited with the registrar and transfer agent, which for the Units is TSX Trust Company, at the address on the envelope provided at any time up to 5:00 p.m. (Toronto time) on October 23, 2017 or with the Chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting or the day of any adjournment of the Meeting.

Only Unitholders of record at the close of business on September 20, 2017 will be entitled to receive notice of the Meeting and to vote in respect of the matters to be voted at the Meeting or any adjournment thereof, including the respective resolutions with respect to the Proposal.

With respect to each matter properly before the Meeting, a Unitholder shall be entitled to one vote for each Unit registered in the name of such Unitholder. In order to become effective, the Proposal must be approved by a simple majority of holders of Common Units and Advisor Class Units of the Fund voting together as a class and represented in person or by proxy at the Meeting.

Pursuant to the constating documents of the Fund, a quorum at the Meeting will consist of two (2) Unitholders of the Fund permitted to vote at the Meeting present in person or represented by proxy holding not less than five percent of the Units then outstanding of the Fund. If the quorum requirement is not satisfied within one-half hour of the scheduled time for the Meeting, then the Meeting will be adjourned by the Chair of the Meeting. If adjourned, the Meeting will be rescheduled to 10:00 a.m. (Toronto time) on November 6, 2017. At the adjourned Meeting, the business of the Meeting will be transacted by those Unitholders present in person or represented by proxy.

Appointment of Proxy Holders

Unitholders who are unable to be present at the Meeting may still vote through the use of proxies. If you are a Unitholder, you should complete, execute and return the enclosed proxy form. By completing and returning the enclosed proxy form, you can participate in the Meeting through the person or persons named on the form. Please indicate the way you wish to vote and your vote will be cast accordingly. **If you do not indicate a preference, the Units represented by the enclosed proxy form, if the same is executed in favour of the management appointees named in the proxy form and deposited as provided in the notice to this Circular (the “Notice”), will be voted in favour of all matters identified in the Notice.**

Discretionary Authority of Proxies

The proxy forms confer discretionary authority upon the management appointees named therein with respect to such matters, including, without limitation, amendment or variation to the Proposal, as, though not specifically set forth in the Notice, may properly come before the Meeting. Management does not know of any such matter which may be presented for consideration at the Meeting. However, if such a matter is presented, the proxies will be voted on the matter in accordance with the best judgment of the management appointees named in the proxy forms.

On any ballot that may be called for at the Meeting, all Units in respect of which the management appointees named in the accompanying proxy form have been appointed to act will be voted in accordance with the specification of the Unitholder signing the proxy form. If no such specification is made, the Units will be voted in favour of all matters identified in the Notice.

Alternate Proxy

A Unitholder has the right to appoint a person to represent them at the Meeting other than the management appointees designated on the accompanying proxy form by crossing out the printed names and inserting the name of the person he or she wishes to act as proxy in the blank space provided or by completing another proxy form. Proxy forms that appoint persons other than the management appointees whose names are printed on the form should be submitted to the Fund and the person so appointed should be notified. A person acting as proxy need not be a Unitholder.

On any ballot that may be called for at the Meeting, all Units in respect of which the management appointees named in the accompanying proxy form have been appointed to act will be voted in accordance with the specification of the Unitholder signing the proxy form. If the Unitholder specifies a choice with respect to any matter to be acted upon, the Units will be voted accordingly. If no such specification is made, the Units may be voted in accordance with the best judgment of the person named in the proxy form. Furthermore, the person named in the proxy form will have discretionary authority with respect to any amendments to the matters set forth in the Notice and with respect to any other matters that may properly come before the Meeting, and will vote on such amendments and other matters in accordance with the best judgment of the person named in the proxy form.

Revocation of Proxies

If the accompanying form of proxy is executed and returned, the proxy may nevertheless be revoked by an instrument in writing executed by the Unitholder or his or her attorney authorized in writing, as well as in any other manner permitted by law. Any such instrument revoking a proxy must either be deposited (a) with the Fund's transfer agent no later than 5:00 p.m. (Toronto time) on the day before the day of the Meeting or (b) with the Chair of the Meeting on the day of the Meeting or any adjournment thereof. If the instrument of revocation is deposited with the Chair on the day of the Meeting or any adjournment thereof, the instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to that proxy.

Solicitation of Proxies

In addition to solicitation by mail, officers and directors of the Manager, as the case may be, may, without additional compensation, solicit proxies personally or by telephone.

Advice to Beneficial Holders of Securities

The information set forth in this section is of significant importance to beneficial holders of Units of the Fund ("**Beneficial Holders**"). Beneficial Holders should note that only proxies deposited by Unitholders whose names appear on the records of the Fund as the registered holders of Units can be recognized and acted upon at the Meeting. Units held by brokers, dealers or their nominees can only be voted upon the instructions of the Beneficial Holder. Without specific instructions, brokers, dealers and their nominees are prohibited from voting Units for their clients. The Fund do not know for whose benefit the Units of the Fund registered in the name of such intermediaries are held. Therefore, Beneficial Holders cannot be recognized at the Meeting for purposes of voting their Units in person or by way of proxy unless they comply with the procedures described below.

Applicable regulatory policy requires brokers, dealers and other intermediaries to seek voting instructions from Beneficial Holders in advance of the Meeting. Every intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Holders in order to ensure that their Units are voted at the Meeting. Often, the form of proxy supplied to a

Beneficial Holder by its intermediary is identical to that provided to registered unitholders. However, its purpose is limited to instructing the registered unitholders how to vote on behalf of the Beneficial Holders. The majority of intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Communications Solutions (“**Broadridge**”). Broadridge typically prepares a voting instruction form that it mails to the Beneficial Holders and asks Beneficial Holders to complete and return directly to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Units to be represented at the Meeting. **A Beneficial Holder receiving a voting instruction form cannot use that form to vote Units directly at the Meeting. Rather, the voting instruction form must be returned to Broadridge well in advance of the Meeting to have the Units voted.**

If you are a Beneficial Holder and wish to vote in person at the Meeting, please contact your broker, dealer or other intermediary well in advance of the Meeting to determine how you can do so.

FORWARD-LOOKING STATEMENTS

Certain statements in this Circular are forward-looking statements, including those identified by the expressions “anticipate”, “believe”, “plan”, “estimate”, “expect”, “intend” and similar expressions to the extent they relate to the Fund or the Manager. Forward-looking statements are not historical facts but reflect the current expectations of the Fund or the Manager regarding future results or events. Such forward-looking statements reflect the Fund’s or the Manager’s current beliefs and are based on information currently available to them. Forward-looking statements involve significant risks and uncertainties. A number of factors could cause actual results or events to differ materially from current expectations. Some of these risks, uncertainties and other factors are described under the heading “Risk Factors” in the Prospectus. Although the forward-looking statements contained in this Circular are based upon assumptions that the Fund or the Manager believe to be reasonable, neither the Fund nor the Manager can assure investors that actual results will be consistent with these forward-looking statements. The forward-looking statements contained herein were prepared for the purpose of providing Unitholders with information about the Fund and may not be appropriate for other purposes. Neither the Fund nor the Manager assumes any obligation to update or revise them to reflect new events or circumstances, except as required by law.

DOCUMENTS INCORPORATED BY REFERENCE

Additional information relating to the Units, the Fund and the risks associated with an investment therein are described in the Prospectus, which is specifically incorporated by reference into, and forms an integral part of, this Circular. Any statement contained herein or in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Circular to the extent that a statement contained herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Circular. Information on any website maintained by the Fund or the Manager does not constitute a part of this Circular. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

A copy of the documents incorporated by reference are available on SEDAR at www.sedar.com. Copies of these documents will be provided by the Manager free of charge upon request. See “Additional Information”.

ADDITIONAL INFORMATION

Financial information about the Fund is available in the Fund’s comparative financial statements and management report of fund performance for its most recently completed financial year. These documents and other information about the Fund are available on SEDAR at www.sedar.com. Copies of these documents will be provided by the Manager free of charge upon request. To make such a request, call toll-free at 1-877-622-5552, write to Investor Relations, FT Portfolios Canada Co., 40 King Street West, 51st Floor Suite 5102, Toronto, Ontario, M5H 3Y2, email: info@firsttrust.ca or visit the Fund’s website at www.firsttrust.ca.

Approval by the Board of Directors

The Board of Directors of the Manager has approved the contents and the sending of this Circular to Unitholders.

DATED as of the 15th day of September, 2017.



Susan Johnson, Chief Financial Officer

SCHEDULE A

ADDITIONAL INFORMATION REGARDING MANAGEMENT OF THE FUND

Capitalized terms used but not defined in this Appendix shall have the meanings attributed to them in the management information circular of First Trust AlphaDEX™ U.S. Dividend ETF (CAD-Hedged) (the “Fund”) dated September 15, 2017.

The Trustee, Manager and Promoter

FT Portfolios Canada Co. is the trustee, manager and promoter of the Fund and is responsible for the administration of the Fund. It is a privately owned company and an affiliate of First Trust Portfolios L.P., a U.S. registered broker-dealer, and First Trust Advisors L.P., a U.S. registered investment advisor. The First Trust companies are a global enterprise with a history in the U.S. market since 1991 and in Canada since 1996.

FT Portfolios Canada Co. is registered with the Ontario Securities Commission as a mutual fund dealer and investment fund manager. Its head office and principal place of business is at 40 King Street West, 51st Floor Suite 5102, Toronto, Ontario, M5H 3Y2.

FT Portfolios Canada Co. may resign as trustee and/or manager of the Fund upon 60 days’ notice to the Unitholders. If the Manager resigns it may appoint its successor but, unless its successor is an affiliate of the Manager, its successor must be approved by the Unitholders. If the Manager is in material default of its obligations under the Declaration of Trust and such default has not been cured within 30 days after notice of the same has been given to the Manager, the Unitholders may remove the Manager and appoint a successor trustee and/or manager.

FT Portfolios Canada Co. is entitled to fees for its services as manager under the Declaration of Trust as described below. In addition, FT Portfolios Canada Co. and its affiliates and each of their directors, officers, employees and agents will be indemnified by the Fund for all liabilities, costs and expenses incurred in connection with any action, suit or proceeding that is proposed or commenced or other claim that is made against any of them in the exercise of FT Portfolios Canada Co.’s duties under the Declaration of Trust, if they do not result from FT Portfolios Canada Co.’s wilful misconduct, bad faith, gross negligence or material breach of its obligations thereunder.

The management and trustee services of FT Portfolios Canada Co. are not exclusive and nothing in the Declaration of Trust or any agreement prevents FT Portfolios Canada Co. from providing similar services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the Fund) or from engaging in other business activities.

FT Portfolios Canada Co. has taken the initiative in founding and organizing the Fund and is, accordingly, the promoter of the Fund within the meaning of securities legislation of certain provinces and territories of Canada.

Management Fees

The Fund will pay the Manager a management fee and, in respect of the Advisor Class Units, an additional amount, as set forth in the table below based on the average daily net asset value (“NAV”) of the Fund. The management fee, plus applicable taxes including HST, will be accrued daily and paid

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

Fund	Maximum Annual Management Fee (%)	Additional amount applicable to Advisor Class Units
First Trust AlphaDEX™ U.S. Dividend ETF (CAD-Hedged)	0.60% of NAV of the Fund	1.00% of NAV of Advisor Class Units (total: 1.60%)

In the event that the Fund invests portfolio assets in another investment fund to obtain exposure to constituent securities the Fund will pay the other fund's management fee on the portion of the Fund's portfolio assets invested in the other fund, regardless of whether the other fund is managed by the Manager or an affiliate of the Manager. The management fee payable to the Manager will not be payable in respect of the portion of the Fund portfolio assets invested in the other fund to the extent that such fee would be duplicative.

Advisor Class Unit Service Fee

The Manager pays registered dealers a service fee equal to 1.00% per annum of the NAV of the Advisor Class Units in respect of the Fund for the Advisor Class Units held by clients of the registered dealer, plus any applicable taxes. The service fee will be calculated and accrued daily and paid quarterly at the end of each calendar quarter.

Officers and Directors of the Trustee, Manager and Promoter

The name and municipality of residence of each of the directors and executive officers of FT Portfolios Canada Co., the trustee, manager, and promoter of the Fund, and their principal occupations are as follows:

Name and Municipality of Residence	Position with Manager	Principal Occupation
ANDREW ROGGENSACK Western Springs, Illinois	Chair and Director	President, First Portfolios L.P., First Trust Advisors L.P. and First Trust Global Enterprises L.P.
DAVID G. MCGAREL Western Springs, Illinois	Director	Managing Director, Chief Investment Officer and Chief Operating Officer of First Trust Portfolios L.P., and First Trust Advisors L.P., and Chief Operating Officer of First Trust Global Enterprises L.P.
ERIC ANDERSON West Chicago, Illinois	Director	Senior Vice President, First Trust Portfolios L.P. and First Trust Advisors L.P.
SUSAN JOHNSON Oakville, Ontario	Chief Financial Officer	Chief Financial Officer of FT Portfolios Canada Co.
KARL CHEONG Toronto, Ontario	Director	Head of ETFs, Canada of FT Portfolios Canada Co.

Name and Municipality of Residence	Position with Manager	Principal Occupation
STEVEN KIM Toronto, Ontario	Senior Vice President and Chief Compliance Officer	Senior Vice President of FT Portfolios Canada Co.

Each of the foregoing individuals has held his or her current office or a senior position with the Manager or an affiliate thereof during the past five years other than Andrew Roggensack who was appointed Chair and a director on July 18, 2017, Eric Anderson who was appointed a director on July 18, 2017, Karl Cheong who was appointed a director on July 18, 2017 and Susan Johnson who was appointed Chief Financial Officer on September 1, 2017.

As the table illustrates, Mr. Roggensack is President of First Trust Portfolios L.P., First Trust Advisors L.P. and First Trust Global Enterprises L.P. Mr. McGarel is Managing Director, Chief Investment Officer and the Chief Operating Officer of First Trust Portfolios L.P., First Trust Advisors L.P. and Chief Operating Officer of First Trust Global Enterprises L.P. Mr. Anderson is a Senior Vice President of First Trust Portfolio L.P. and First Trust Advisors L.P. First Trust Global Enterprises L.P., is a holding company that indirectly holds all of the shares of the Manager through FDPM Trust and First Trust Portfolios L.P. is a privately owned investment manager, affiliated with the Manager and located in Wheaton, Illinois.

The Portfolio Advisor

First Trust Advisors L.P. is the portfolio advisor (the “**Portfolio Advisor**”) of the Fund and is responsible for providing investment advisory services to the Fund. First Trust Advisors L.P. is registered with the Ontario Securities Commission as a portfolio manager. The Portfolio Advisor is a well-respected global enterprise with a history in the US market since 1991 and together with its affiliate, First Trust Portfolios L.P., has approximately 800 employees in North America. The Portfolio Advisor has approximately US\$45.6 billion in exchange-traded fund assets under management and more than US\$107.6 billion total assets under supervision or management as of June 30, 2017. The principal office of First Trust Advisors L.P. is located at 120 E Liberty Drive, #400, Wheaton, Illinois, 60187, United States.

Duties and Services to be Provided by the Portfolio Advisor

The Portfolio Advisor Agreement sets out the duties of the Portfolio Advisor. Under the Portfolio Advisor Agreement, the Portfolio Advisor is responsible for the implementation of the overall investment strategy of the Fund which includes the acquisition of the securities in the portfolio.

Under the portfolio advisor agreement (the “**Portfolio Advisor Agreement**”) between the Portfolio Advisor and the Manager, the Portfolio Advisor is required to act at all times on a basis which is fair and reasonable to the Fund, to act honestly and in good faith with a view to the best interests of the Unitholders of the Fund, and, in connection therewith, to exercise the degree of care, diligence and skill that a reasonably prudent portfolio advisor would exercise in comparable circumstances. The Portfolio Advisor Agreement provides that the Portfolio Advisor shall not be liable to the Manager, the Fund, a Unitholder thereof or any other person for any loss in respect of an investment decision if such decision shall have been made with due care and in good faith, provided the Portfolio Advisor has satisfied the duties and standard of care, diligence and skill set forth above and further provided the Portfolio Advisor has not acted with wilful misconduct, bad faith, reckless disregard or gross negligence in the performance of its obligations and duties under the Portfolio Advisor Agreement or materially breached the terms of such agreement. The Fund shall indemnify the Portfolio Advisor and its directors, officers, employees and

agents and save them harmless in respect of all losses, liabilities, damages, expenses and costs incurred in connection with any action, suit or proceeding or other claim that is made against the Portfolio Advisor or any of its directors, officers, employees or agents in the exercise of their duties under the Portfolio Advisor Agreement, except those resulting from the Portfolio Advisor's wilful misconduct, bad faith, reckless disregard, gross negligence or material breach of its obligations and duties under such agreement.

The Portfolio Advisor Agreement, unless terminated in accordance with its terms, will continue in effect until the termination of the Manager as manager of the Fund. The Manager can terminate the Portfolio Advisor Agreement at any time for breach thereof by the Portfolio Advisor in the event such breach has not been cured by the Portfolio Advisor within 10 business days of notification of the breach by the Manager. The Portfolio Advisor's appointment under the Portfolio Advisor Agreement may be immediately terminated by the Manager if (i) the Portfolio Advisor shall cease to carry on business, become bankrupt or insolvent, resolve to wind up, dissolve or liquidate, if a receiver of any of the assets of the Portfolio Advisor is appointed or if the Portfolio Advisor makes a general assignment for the benefit of its creditors, (ii) the Manager establishes that the Portfolio Advisor has committed any fraud or material wrongdoing in conducting its business, generally or under the Portfolio Advisor Agreement or (iii) the Portfolio Advisor has lost any registration, license or other authorization required of it to perform its services under the Portfolio Advisor Agreement. The Portfolio Advisor Agreement may be terminated by either party on 60 days' notice to the other party. The Portfolio Advisor Agreement may be assigned by the Portfolio Advisor to an affiliate thereof. In addition, pursuant to the terms of the Portfolio Advisor Agreement, the Portfolio Advisor may retain a sub-advisor to provide investment advisory and portfolio management services.

The Portfolio Advisor is entitled to fees for providing investment management services. All such fees will be paid to the Portfolio Advisor by the Manager.

The services of the Portfolio Advisor and its officers and directors are not exclusive to the Manager. The Portfolio Advisor or any of its affiliates and associates may, at any time, engage in the promotion, management or investment management of any other entity which invests primarily in the same securities as those held by the Fund and provide similar services to other investment funds and other clients and engage in other activities. Investment decisions for the Fund will be made independently of those made for other clients and independently of investments of the Portfolio Advisor. On occasion, however, the Portfolio Advisor may identify the same investment for the Fund and for one or more of its other clients. If the Fund and one or more of the other clients of the Portfolio Advisor are engaged in the purchase or sale of the same security, the transactions will be effected on an equitable basis.

There is no one individual primarily responsible for investment management decisions made by the Portfolio Advisor for the Fund. Rather, investment decisions are made under the direction of an investment committee. The investment committee consists of Roger F. Testin, Jon C. Erickson, David G. McGarel, Daniel J. Lindquist and John H. Sherren. In addition to these investment committee members, if the Proposal is approved, then Stan Ueland and Chris Peterson will also be on the investment committee for First Trust Value Line[®] Dividend Index ETF (CAD-Hedged). The below table sets forth information about these individuals:

Name	Title with the Portfolio Advisor	Length of Service
ROGER. F. TESTIN	Senior Vice President	Since 2001
JON C. ERICKSON	Senior Vice President	Since 1994
DAVID G. MCGAREL	Managing Director and Chief Investment Officer	Since 1997
DANIEL J. LINDQUIST	Managing Director	Since 2004

Name	Title with the Portfolio Advisor	Length of Service
JOHN H. SHERREN	Vice President	Since 1998
STAN UELAND	Senior Vice President	Since 2005
CHRIS PETERSON	Senior Vice President	Since 2000

Each of the foregoing individuals has held his or her current office or a senior position with the Portfolio Advisor or an affiliate thereof during the past five years, except as stated above and further explained below.

Roger F. Testin is a senior vice president of the Portfolio Advisor and chairman of the investment committee in respect of Canadian funds advised by the Portfolio Advisor and presides over its meetings. As the head of the portfolio management group for the Portfolio Advisor, Mr. Testin is responsible for executing instructions from the Portfolio Advisor's strategy research group and equity research group.

Jon C. Erickson is a senior vice president of the Portfolio Advisor. As head of the Portfolio Advisor's equity research group, Mr. Erickson is responsible for determining the securities to be purchased and sold by funds that do not utilize quantitative investment strategies.

David G. McGarel is a managing director and chief investment officer of the Portfolio Advisor. As chief investment officer, Mr. McGarel consults with the investment committee on market conditions and the Portfolio Advisor's general investment philosophy.

Daniel J. Lindquist is a managing director of the Portfolio Advisor. He acts as the chairman of the investment committee and presides over investment committee meetings. Mr. Lindquist is also responsible for overseeing the implementation of investment strategies for investment funds being advised by the Portfolio Advisor.

John H. Sherren is a vice president of the Portfolio Advisor. In June 2012 Mr. Sherren became a member of the investment committee in respect of Canadian funds advised by the Portfolio Advisor. As vice president of the Portfolio Advisor's research department, Mr. Sherren is responsible for assisting in the selection, supervision, and management of securities for the equity portion of the Portfolio Advisor's product line. Mr. Sherren has acted in this capacity since 2007. From 1998 to 2007, Mr. Sherren held the position of equity analyst in the research department.

Stan Ueland is a senior vice president of the Portfolio Advisor. He plays an important role in executing the investment strategies of each portfolio of exchange-traded funds advised by the Portfolio Advisor.

Chris Peterson is a senior vice president of the Portfolio Advisor and head of the strategy research group. Mr. Peterson is responsible for developing and implementing quantitative equity investment strategies.

SCHEDULE B

**ORDINARY RESOLUTION
FIRST TRUST ALPHADDEX™ U.S. DIVIDEND ETF (CAD-HEDGED)**

(the “Fund”)

BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. The changes to the Fund’s investment objectives and the management fee payable by the Fund described in the Fund’s management information circular dated September 15, 2017, are hereby authorized and approved.
2. The name of the Fund is hereby changed to First Trust Value Line® Dividend Index ETF (CAD-Hedged).
3. The directors and officers of FT Portfolios Canada Co. (“**FT Canada**”), the manager of the Fund, are hereby authorized and directed to take such action and to execute and deliver such documentation as may be necessary or desirable for the implementation of this resolution.
4. Notwithstanding the provisions hereof, the directors of FT Canada may revoke this resolution at any time without further approval of the unitholders of the Fund.