

King River Capital Management Pty Limited

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This Brochure provides information about the qualifications and business practices of King River Capital Management Pty Limited ("KRC"). If you have any questions about the contents of this Brochure, please contact us at +61417637684 or by email at dom@kingriver.co

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Registration of an investment adviser does not imply that KRC or any of its principals or employees possesses a particular level of skill or training in the investment advisory business or any other business.

Additional information about KRC is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This is King River Capital Management Pty Limited's initial brochure filing. Therefore, there are no material changes applicable at this time. Material changes relating to the information contained in this Brochure will be included in subsequent filings.

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Item 4: Advisory Business

Advisory Business and Ownership

King River Capital Management Pty Limited (“**KRC**” or the “**Firm**”) is a company limited by shares incorporated in Australia on September 29, 2018, and acts as the investment manager to a number of private investment vehicles (collectively the “**Vehicles**”). The Vehicles are incorporated in the Cayman Islands as exempted segregated portfolio companies, in Australia as early stage venture capital limited partnerships or unit trusts and in Delaware as limited partnerships.

The Firm is owned by King River Capital Investments Pty Limited which is beneficially owned by the Barter 2013 Trust and Zebediah Rice. Papailoa Holdings Pty Limited serves as the trustee for the Barter 2013 Trust and is wholly owned by Christopher Barter. The Firm is currently controlled by King River Capital Investments Pty Limited, Christopher Barter, Zebediah Rice and Dominic Tayco.

Services Offered

The principal activity of KRC is to provide discretionary investment management services including investment advisory services, specializing in venture capital investments in high-growth technology businesses, web3 companies, blockchain companies, and digital assets or tokens in the United States and Australia.

KRC provides investment advisory services based on specific investment objectives and strategies. The Firm provides investment advisory services to each Vehicle in accordance with the private placement memorandum, management agreement, information memorandum, and other governing documents applicable to each Vehicle (the “**Governing Documents**”). Each Vehicle’s individual Governing Documents (as amended and supplemented from time to time) set forth the investment guidelines and/or the types of investments in which the assets may be invested.

Ability to Tailor Services and Impose Restrictions

The investment objectives and strategies for each Vehicle is described in the relevant Governing Documents. KRC provides investment management services based on the specific investment objectives and strategies and not individually to investors. Since the Firm does not provide tailored advice to Investors, such investors should consider whether the investment strategies are in line with their risk tolerance. Each Vehicle may from time to time enter into side letter agreements or other similar agreements (“**Side Letters**”) providing investors with additional and/or different rights and benefits. Directors may also reduce the minimum subscription amounts in consultations with the Firm, subject to requirements by applicable laws.

Client Assets

As of November 1st, 2023, KRC had approximately USD \$338,453,581 of regulatory assets under management on a discretionary basis.

The performance of each Vehicle will be reported, fees will be calculated, and all subscriptions and redemptions will be transacted, in US dollars (US\$).

Item 5: Fees and Compensation

General

The Governing Documents of each Vehicle set forth the fee structure relevant to such Vehicle. KRC typically receives compensation from fees based on a percentage of assets under management, capital commitments, and payment of certain other fees or expenses as disclosed in the Governing Documents. A description of the performance fee is included in Item 6 below. As the fees and expenses incurred by each Vehicle vary, prospective and current Investors should review the fees and expenses listed below, as well as refer to the applicable Governing Documents for a description of all relevant fees and expenses to be paid by a Vehicle.

Management Fee

KRC charges each Vehicle a fee for its investment management services based on assets under management or capital commitments (the “**Management Fee**”), which is set forth in the Governing Documents. With respect to individual share classes of each separate Vehicle, the Firm receives an annual Management Fee ranging up to 2.5% per annum in respect of the assets under management or capital commitments. The Management Fee is payable semi-annually in advance.

Brokerage Fees

Each Vehicle is responsible for paying any and all brokerage fees including, without limitation, commissions, annual fees, brokerage charges, bank charges, registration fees, clearing and settlement charges, taxes and/or duties.

Other Fees and Expenses

Each Vehicle may pay various ongoing operational expenses, including but not limited to, accounting, auditing, tax preparation, compliance and risk, legal, administration, research, and trading costs. Each Vehicle may incur brokerage and other transaction related costs.

Fees and compensation are generally deducted from the assets of each Vehicle on a semi-annual basis.

The Firm may, in its sole discretion, waive, rebate or decrease the Management Fee that is payable in whole or in part, in respect of each share class of each Vehicle at any time.

Each Vehicle may from time to time enter into Side Letters providing for changes in the Management Fee and performance fee.

Item 6: Profit Allocation Percentage / Performance-based Fee

The Firm will generally receive a performance-based fee ("**Performance Fee**") from each Vehicle that it provides investment advisory or investment management services. The calculation of the Performance Fee is described in each Vehicle's Governing Documents.

In general, the Performance Fee is equal to an amount of up to 20% of the realised appreciation in the net asset value per share of the relevant series of shares issued by the relevant Vehicle.

KRC may, in its sole discretion, waive, rebate, or otherwise vary (but not increase) the Performance Fee payable in whole or in part, in respect of any Vehicle, or may rebate or waive the Performance Fee payable in whole or in part for certain investors, including in particular during any wind down of the relevant Vehicle's business.

Item 7: Types of Clients/ Eligible Investors

KRC provides investment advisory and investment management services to the Vehicles. Investors in the Vehicles primarily consist of professional, wholesale, accredited, qualified or other institutional investors and will be required to meet certain eligibility and suitability qualifications and make certain representations prior to investing in a Vehicle. Details concerning applicable investor suitability criteria and minimum investment commitments are set forth in the respective Governing Documents. KRC maintains the discretion to accept less than the minimum investment commitment.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

Investment Strategy and Objective**Digital Assets:**

The investment objective is to make investments primarily in digital assets and derivatives.

The investment strategy is to seek web3 companies or projects across all stages and geographies that utilize or build blockchain technology globally. The portfolio will consist of both liquid and illiquid investments including liquid large cap circulating tokens, liquid alternative circulating tokens, and illiquid (equity and locked tokens). The target sectors will consist of infrastructure, decentralized finance and metaverse and marketplaces.

Venture:

The investment objective is to generate substantial capital appreciation through investments in innovative, well-managed, high growth companies in the technology sector. This includes early to growth stage software companies primarily based in North America and Australia.

The investment strategy is to seek companies that show clear evidence of product traction and/or revenue. The portfolio will consist of 10 to 15 individual deals predominately structured as preferred equity, but with the option to structure as either convertible loan notes or common equity. The strategy is sector agnostic, but will focus primarily on software, artificial intelligence, and similar capital-light businesses.

Risk Factors

An investment in the Vehicles carries a high degree of risk including, but not limited to, the risks referred to below. There can be no assurance that the investment objective will be achieved. The following risks should be carefully evaluated before making an investment. All the risks discussed below apply equally to the Vehicles. Prospective and current investors should carefully evaluate the merits and risks of an investment in the context of their overall financial circumstances. These are speculative securities. The Firm attempts to assess the following risk factors, and others, in determining the extent of the position the Vehicles will take in the relevant securities and the price it is willing to pay for such securities. However, such risks cannot be eliminated.

Past Performance

The performance of previous vehicles in which the Firm or its principals have been involved cannot be relied upon in assessing the merits of the Vehicles.

Reliance on the Firm and its Investment Team

Investors will have no opportunity to control the day-to-day operations, including investment and exit decisions, of the Vehicles. They must rely on the ability of the Firm in identifying, structuring, developing and realizing potential investments consistent with the Vehicle's investment objectives and policies. Whilst it is the intention for the Firm to create and maintain a stable investment team, certain members could leave or become incapacitated which may result in a loss of capital for investors.

Reliance on the Management Team of Investees

In respect of any equity or convertible note investments, although the Firm will monitor the performance of each Vehicle investment, the Firm will not control the day-to-day operations of investee companies or issuers. The Firm will invest in and rely on the ability of the management team of investee companies to operate the business and execute on business strategy. While it is the intention for the Firm to focus on investments with a strong management team, or where a strong management team can be developed and maintained, certain members of the investee company's management team could leave or become incapacitated which may adversely affect the performance of the investee company.

Inability to Source Investment Opportunities

The success of the Vehicles will depend on the identification and availability of suitable investment opportunities.

There is a risk that there may be a lack of suitable investment opportunities for the Vehicles to invest in, given the Vehicle's investment philosophy and strategy. This risk is affected by a number of factors including the requirements of the legislation governing early stage venture capital limited partnerships, the size of the Vehicle and the availability of opportunities for investment within the Vehicle's intended investment markets.

There have been a number of new crypto funds entering the market. There is a risk that valuations will increase with this new competition. If the valuations are not warranted, investors' capital may not be called.

Economic and Political Risk

In the course of investing, the Vehicles will be exposed to the direct and indirect consequences of political, economic or social changes in the investment region, including those stemming from the COVID-19 pandemic, which could affect adversely its investments. The investments could be affected adversely by changes in the general economic climate or the economic factors affecting a particular industry, changes in tax law or interest rate movements. While the Firm intends to manage or delegate management of the Vehicle's assets in a manner that will minimize its exposure to such risks, there can be no assurance that adverse political or economic changes will not cause the Vehicles to suffer losses.

The impact of geopolitical or economic events on the supply and demand for digital currencies, in particular bitcoins, is uncertain, but could motivate large-scale sales of digital currencies, which could result in a reduction in the price and adversely affect an investment.

Legal, Tax, and Regulatory Risk

The regulatory approach to digital assets and software technology is developing, and changes are likely. Legal, tax and regulatory changes in the investment environment may occur during the term of the Vehicles which could have an adverse effect on the Vehicles. The Vehicles In particular, may not be in a position to take legal or management control of its investments. The Vehicles may have limited legal recourse in the event of a dispute, and remedies may have to be pursued in the courts. Additionally, regulatory changes or actions may alter the nature of an investment or restrict the use of digital currencies in a manner that adversely affects an investment. The effect of any future regulatory change on digital currency or an entity dealing or holding digital currency is impossible to predict, but such change could be substantial and adverse. It may be illegal now, or in the future, to acquire, own, hold, sell or use bitcoins in one or more countries. Regulatory changes or interpretations could cause

the Vehicles and the Firm to register and comply with new regulations, resulting in potentially extraordinary, nonrecurring expenses to those holding digital currencies. Future developments in the tax treatment of bitcoins could adversely affect an investment in the Vehicles.

Country and Currency Risk

Certain investments of the Vehicles may be in countries outside of Australia. Foreign investments are subject to additional risks not involved in domestic investments. The value of foreign investments made by the Vehicles could be materially affected by inflation, currency devaluation, interest rate changes, exchange rate fluctuations, changes in government policies, more volatile and less liquid capital markets, different business environments, natural disasters, armed conflicts, global pandemics (such as COVID-19), political or social instability and other developments affecting such countries. Final returns calculated in United States Dollars will be impacted by currency fluctuations where the Vehicles invest in businesses with company revenues and costs denominated in currencies other than United States Dollars.

Liability Risk

The Governing Documents contain provisions that are designed expressly to limit the liability of investors, in their capacity as shareholders in the Vehicles, to the amounts from time to time unpaid on such shareholders' shares. Each investor must satisfy itself as to the risks of the limitation and to its liability as an investor in the Vehicles.

Indemnity Risk

The Vehicles will provide an indemnity to the indemnified persons in respect of any claims, losses, liabilities, costs or expenses incurred in connection with the Vehicles (to the extent that it is not the result of negligence, willful misconduct or fraud by the indemnified person), which may result in a loss of capital for investors.

Risks Arising from Provision of Managerial Assistance

In the case of equity or convertible note investments, the Vehicles may have the right to designate directors to serve on the boards of directors or portfolio companies. The designation of directors and other measures contemplated could expose the assets of the Vehicles to claims by a portfolio company, its security-holders and its creditors. While the Firm intends to manage the Vehicles in a way that will minimize exposure to these risks, the possibility of successful claims cannot be precluded.

Risks Relating to Digital Assets

The Vehicles invest in digital assets which are a new asset class, are very volatile and carry a higher degree of risk than some other asset classes. Digital assets also have risks that are quite specific and unique to them. Some of these include, without limitation, the following:

- i. The loss or destruction of a private key required to access a digital currency may be irreversible.
- ii. The slowing or stopping of the development or acceptance of the digital currency network may impact on an investment.
- iii. Currently, there is relatively small use of bitcoins and other digital currencies in the retail and commercial marketplace in comparison to relatively large use by speculators, thus contributing to price volatility that could adversely affect an investment.

- iv. The core developers or other programmers could propose amendments to the any digital currency network's protocols and software that, if accepted and authorized by the network community, could adversely affect an investment.
- v. If a malicious actor or botnet obtains control of more than 50% of the processing power on a network, such actor or botnet could manipulate the blockchain to adversely affect an investment.
- vi. If the award for solving blocks and transaction fees for recording transactions are not sufficiently high to incentivize miners, miners may cease expending processing power to solve blocks and confirmations of transactions on the blockchain could be slowed temporarily. A reduction in the processing power expended by miners on the network could increase the likelihood of a malicious actor or botnet obtaining control.
- vii. If fees increase for recording transactions in the blockchain, demand for coins may be reduced and prevent the expansion of the network to retail merchants and commercial businesses, resulting in a reduction in the price of coins that could adversely affect an investment.
- viii. To the extent that the profit margins of mining operations are not high, miners are more likely to immediately sell their earned coins by mining, resulting in a reduction in the price of the coins that could adversely affect an investment.
- ix. The network effect of reduced profit margins resulting in greater sales of newly mined coins could result in a reduction in the price of coins that could adversely affect an investment.
- x. As this is a new sector, there is very little meaningful history in operating an investment vehicle which invests in digital currencies. As a result, there may be some aspects on an investment which are not fully understood that could impact on an investment.
- xi. There could be unforeseen difficulties in operating and maintaining key elements of its technical infrastructure.
- xii. Digital currency transactions are irrevocable and stolen or incorrectly transferred coins may be irretrievable. As a result, any incorrectly executed digital currency transactions could adversely affect an investment.

Market Risk

Generally, the investment return on a particular asset is correlated to the return on other assets from the same market, region, or asset class. Market risk is impacted by broad factors such as interest rates, availability of credit, economic uncertainty, changes in laws and regulations (including government responses to financial crises and laws relating to taxation of the Vehicle's investment), trade barriers, currency exchange controls, political environment, investor sentiment and significant external events (e.g. natural disasters). These factors may affect the level and volatility of the prices of securities or other financial instruments and the liquidity of the Vehicle's investments. Volatility or illiquidity could impair the Vehicle's profitability or result in losses. The Vehicles may maintain substantial trading positions that can be adversely affected by the level of volatility in the financial markets; the larger the positions, the greater the potential for loss. While the value of the top 20 digital assets by market capitalization has increased substantially to date, the volatility of the digital asset class is extreme and may not perform as well going forward.

Volatility Risk

The Vehicle's investment program involves the purchase and sale of highly volatile products. Fluctuations or prolonged changes in the volatility of such instruments can adversely affect the value of investments held by the Vehicles.

Digital assets carry a very high degree of volatility.

Lack of Liquidity

Investing in the Vehicles requires a long-term commitment from investors, with no certainty of return. Some of the Vehicle's investments will be highly illiquid. Consequently, realization of those investments may require a lengthy time period. There is a risk that market conditions might change before realization of those investments can take place. There are also restrictions on transfer of interests in the Vehicles, which makes an investment in the Vehicles illiquid. There is a risk that investors will not be able to exit the Vehicles at the time of their choosing. There is no right to withdraw from the Vehicles or redeem interests in the Vehicles. In certain circumstances we may be required to suspend redemptions (refer to redemption risk below) to allow sufficient time for a more orderly liquidation of assets to meet the redemptions.

Due Diligence

Investments may be made in early stage companies which have limited information available for due diligence. As such, some investments may be made based on limited due diligence and on publicly available information. This may increase the risks to the Vehicles associated with those investments.

Business Risks

The Vehicle's investment portfolio will include securities issued by privately held companies, and operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses. Individual digital assets are exposed to corporate influences such as changes in a company's business environment and profitability or the use of the product with which the digital asset has developed which may cause the value of the digital asset to increase or decrease. This in turn may impact the value of the Vehicles.

The Vehicles may invest in early stage investments. The rate of failure of early stage investments is high, meaning investments in early stage companies entail a higher degree of risk than other private companies. One or several investees in the Vehicles could suffer financial hardship and/or fail. This may lead to a loss of some, or all of the capital related to such investees for investors. There is also a risk that an issuer of a digital asset in which the Vehicles has invested will default on its obligations due to insolvency or financial distress, resulting in an adverse effect on the value of the Vehicle's investments and hence the net asset value per unit.

Minority Interests

The Vehicles will hold minority positions in the target companies and may be subject to events where the majority of shareholders have voted differently to the Vehicle's position.

Investment Values Rise and Fall of Digital Currencies

The value of the investment relates directly to the value of the digital currencies held by the Vehicles and fluctuations in the price could materially and adversely affect an investment. The value of digital currencies as represented by the index price may be subject to momentum pricing due to speculation regarding future appreciation in value, leading to greater volatility which could adversely affect an investment. Demand for digital currencies is driven, in part, by its status as the most prominent and secure digital asset. It is possible that

a digital asset other than those digital currencies currently in existence, could have features that make it more desirable to a material portion of the digital asset user base, resulting in a reduction in demand for existing digital currencies, which could have a negative impact on the investment. The value of these assets will rise and fall over time. Ultimately though an investor's return from the Vehicles will be determined by distributions received upon the Vehicles actually realizing its investments upon a trade sale or IPO or other exit of the underlying investments. For investors, the return on investment will depend on the success of the Vehicle's investments, and there can be no assurances that they will generate target returns. Neither the Firm nor any other entity guarantees any particular rate of return being earned by the Vehicles or the return of capital.

Variable Distributions

Distributions will vary from time to time depending on whether exits can be achieved. If exits are unsuccessful no distributions may be made and capital may be lost.

Carried Interest

The existence of carried interest may create an incentive for the Firm to make riskier investments than might otherwise be the case.

Investor Change of Status

The Firm has certain rights to compulsorily redeem shares if continuing participation by the investor in the Vehicles becomes unlawful.

Cybersecurity Risk

While blockchain technology is secure, digital asset exchanges where digital asset trades have seen high profile hacking incidents. The Vehicles take precautions to ensure assets are kept off exchanges where possible and does not employ arbitrage or day trading strategies that have higher risk of exchange default.

Dividends and Distributions

An investment in the Vehicles may not be suitable for investors seeking current returns for financial or tax planning purposes.

Lack of Transferability of Vehicle Shares

The shares offered have not been registered under securities laws and are subject to restrictions on transfer contained in such laws. There will not be any market for the shares.

Preference Payments

Under certain circumstances, liquidators may seek return of redemption payments where they constitute preference payments in contravention of section 145 of the Companies Act (as revised). Section 145(1) provides that: "Every conveyance or transfer of property...made...by the company in favor of any creditor at a time when the company is unable to pay its debts...with a view to giving such a creditor a preference over the other creditors shall be invalid if made...within six months immediately preceding the commencement of the liquidation". If a shareholder acts as nominee or otherwise does not retain the redemption proceeds received from the Vehicles, then the shareholder may be compelled to repay by order of the Court, even if the shareholder has distributed

redemption proceeds to beneficiaries. The risk arising under section 145 of the Companies Act is applicable to any company formed and registered under the Act, such as the Vehicles.

The Data Protection Act

Under the Cayman Islands Data Protection Act, 2017 (“**DPA**”), data controllers are subject to additional obligations including, amongst others, processing personal data in accordance with lawful purposes, bearing responsibility for data processors who process personal data on their behalf, and providing data subjects with more detailed information regarding the processing of their personal data. Other obligations imposed on data controllers include personal data retention limitations and the obligation to report any personal data breach to affected data subjects and the Cayman Islands Ombudsman without undue delay. Under the DPA, data subjects are afforded additional rights, including the right to access personal data, the right to have inaccurate personal information rectified, the right to have personal data held by a data controller erased in certain circumstances, and the right to restrict or object to processing in a number of circumstances. The implementation of the DPA may result in increased operational and compliance costs being borne directly or indirectly by the Vehicles. Further, there is a risk that the measures will not be implemented correctly by the Vehicles or their service providers. If there are breaches of these measures by the Vehicles or any of their service providers, the Vehicles or the respective service providers could face significant administrative fines, imprisonment, and/or be required to compensate any data subject who has suffered damage as a result as well as the Vehicles suffering reputational damage which may have a material adverse effect on its operations and financial conditions.

Risk of Investing in Segregated Portfolio Assets in Vehicles that are Segregated Portfolios of Cayman Islands Segregated Portfolio Companies

Segregated portfolio assets could be the subject of lawsuits or legal proceedings, and the expenses or liabilities which arise from any such suits or proceedings, will be borne by the segregated portfolio asset, and indirectly by the Vehicles as an investor in the segregated portfolio asset.

Multiple Levels of Expense

The Vehicles may impose investment management fees. The existence of a performance fee may create an incentive for the Firm to make riskier and more speculative investments than would otherwise be the case in the absence of such performance-based compensation.

Legal Risk from segregation of accounts in Cayman Islands

The concept of legal segregation of accounts is now recognized by legislation in the Cayman Islands under the Cayman Islands Companies Act. However, the legislation is untested in the courts of the Cayman Islands and similar legislation in respect of segregated accounts has also not been tested in courts of other jurisdictions. It is not entirely clear whether such legislation or the related concepts would be recognized by the courts if issues relating to legal segregation of accounts are litigated in the court.

Risks Relating to FATCA

Sections 1471-1474 of the United States Internal Revenue Code of 1986, as amended (commonly known as the Foreign Account Tax Compliance Act or “**FATCA**”) provides that a 30% withholding tax will be imposed on certain payments to foreign financial institutions, such as the Vehicles, including interests and dividends from securities of U.S. issuers and gross proceeds from the sale of such securities, unless the Vehicles comply with

FATCA. Although the Vehicles will attempt to satisfy any obligations imposed on them and to avoid the imposition of any FATCA withholding, no assurance can be given that the Vehicles will be able to achieve this and/or satisfy such FATCA obligations. If the Vehicles become subject to a 30% FATCA penalty withholding on most types of income from U.S. investments as a result of the FATCA regime, the value of the participating shares held by shareholders in the Vehicles may suffer material losses. The Vehicle's ability to comply with FATCA will depend on each shareholder providing the Vehicles with information that the Vehicles request concerning the shareholder or its direct and indirect owners. If a shareholder fails to provide the Vehicles with any information the Vehicles request, and, in the opinion of the directors, holding of participating shares by such person (whether directly or beneficially) will result in the Vehicles incurring any liability to taxation or suffering a pecuniary disadvantage which the Vehicles might not otherwise have incurred or suffered, or the Vehicles being exposed to any liability, penalty or regulatory action, then the directors, may exercise their right to request a transfer of participating shares to another person or to compulsorily redeem the participating shares held by such shareholder. Any such transfer or compulsory redemption will be done in accordance with applicable laws and regulations, and the discretion to do so will be exercised by the Vehicles acting in good faith and on reasonable grounds.

No Separate Counsel and No Independent Verification

Campbells LLP acts as legal counsel to the Vehicles as to matters of Cayman Islands laws. Campbells LLP does not represent investors in the Vehicles, and no independent counsel has been retained to act on behalf of the shareholders or any directors. Campbells is not responsible for any acts or omissions of the Vehicles or the Firm (including their compliance with any guidelines, policies, restrictions or applicable law, or the selection, suitability or advisability of their investment activities) or any administrator, accountant, custodian/prime broker or other service provider to the segregated portfolios.

Leverage

While the primary investment strategy of the Vehicles will not be to enter into any leverage, it is envisaged that the Vehicles will enter into leverage that is:

- i. incidental to, as a consequence of or is opportunistically entered into to enhance the value of digital assets; or
- ii. required to provide liquidity to bridge financing for the acquisition of equity or convertible note investments, which will be repaid by contributions from shareholders.

Leverage involves a degree of financial risk and may increase the exposure of the Vehicles or to factors such as rising interest rates, downturns in the economy or deterioration in the conditions of the assets underlying its investments. The assets of the Vehicles, including undrawn capital commitments, may be, in whole or in part, offered as security for such leverage. To the extent that the Vehicles are unable to meet obligations under the leverage facility, there is therefore a risk that undrawn capital commitments will be used to repay leverage.

Item 9: Disciplinary Information

KRC has not been subject to any disciplinary action, whether criminal, civil, or administrative (including regulatory) in any jurisdiction. Likewise, no persons involved in the management of KRC has been subject to such action.

Item 10: Other Financial or Industry Affiliations

KRC is licensed by the Australian Securities & Investments Commission ("**ASIC**"), holding an Australian Financial Services Licence Number 526280 , authorising it to carry on a financial services business. KRC is also licensed with the Australian Transaction Reports and Analysis Center ("**AUSTRAC**").

Other Material Relationships

KRC does not have other relationships or arrangements that are material to the Firm's advisory business or to its clients that the Firm or any of its management persons have with any of the following related persons: (i) a broker-dealer, municipal securities dealer, or government securities dealer or broker; (ii) an investment company or other pooled investment vehicle; (iii) a futures commission merchant, commodity pool operator, or commodity trading advisor; (iv) a banking or thrift institution; (v) an accountant or accounting firm; (vi) a lawyer or law firm; (vii) an insurance company or agency; (viii) a pension consultant; and (ix) a real estate broker or dealer sponsor or syndicator of limited partnerships.

Item 11: Code of Ethics, Client Transactions and Personal Trading

Participation or Interest in Client Transactions

The Firm serves as the investment manager to the Vehicles. Employees may make investments in the Vehicles. The Firm may or may not receive any compensation from such investments from employees.

KRC may have a financial interest in the Vehicles through an incentive allocation or a direct investment interest in the Vehicles. As such, the Firm could be considered to have recommended to investors that they buy or sell securities or investments in which the Firm or a related person has some financial interest.

Code of Ethics and Personal Account Dealing

Pursuant to Rule 204A-1 of the Advisers Act, KRC has adopted a Compliance Manual and a Personal Account Dealing Policy that establishes various procedures with respect to investment transactions in accounts in which employees of KRC or related persons have a beneficial interest or accounts over which an employee has investment discretion.

The Compliance Manual was adopted to avoid possible conflicts of interest, avoid the inappropriate use of material, non-public information and ensure the propriety of its employees' and partners' (or similar) trading activities.

The policy extends to the trading of employees and certain other persons who have a relationship with the Firm or its personnel ("**Covered Persons**"). Covered Persons must obtain written authorization from the Chief Compliance Officer prior to purchasing, selling or transferring certain types of securities, or exercising any option which is traded on exchanges in certain markets. The spirit of the Compliance Manual and the Personal Account Dealing Policy is to discourage frequent trading in personal employee accounts. Employees may not engage in any outside business activities or invest in private companies before obtaining authorisation from the Chief Compliance Officer.

The personal account dealing policy stipulates that:

- an employee, consultant or affiliate of either may not hold an interest in a portfolio company, where the Chief Compliance Officer has dispatched an embargo on its dealing;
- an employee, consultant or affiliate of either may not commence on any dealing when the Chief Compliance Officer has released employees, consultants or affiliates of either have been released from any embargo;
- an employee, consultant or affiliate of either must make a declaration of compliance upon request by the Chief Compliance Officer or at least for an annual declaration to Chief Compliance Officer.

Any request for an exception under this policy must be submitted in writing to the Chief Compliance Officer with sufficient information for consideration. A copy of the Compliance Manual will be provided upon request.

Item 12: Brokerage Practices

Best Execution

In effecting securities or digital assets transactions, the Firm will seek to obtain best execution of orders. In determining the broker or dealer to be used and the commission rates to be paid, the Firm will consider the utility and reliability of brokerage services, including execution capability and performance, financial responsibility, investment information, market insights, other research provided by such brokers, and access to analysts, management and idea generation. Accordingly, the commissions charged by any such broker may be greater than the amount another firm might charge if the Firm determines in good faith that the amount of such commissions is reasonable in relation to the value of the brokerage services and research information provided by such brokers.

Trade Aggregation

The aggregation of client transactions allows an adviser to execute transactions in a more timely, equitable, and efficient manner and seeks to reduce overall commission charges to clients. The Firm's policy is to aggregate client transactions where possible and when advantageous to clients. In these instances, clients participating in any aggregated transactions will receive an average share price and transaction costs will be shared equally and on a pro-rata basis.

Trade Allocation

The Firm's policy prohibits any allocation of trades in a manner that that would allow proprietary accounts or clients to receive more favourable treatment than other clients.

Principal Transactions/Cross Trades

In a "principal transaction," an investment adviser, acting for its own account, buys a security from, or sells a security to, a client's account. The Firm does not engage in principal transactions. The Firm may engage in cross trades only if the transaction acts in the best interests of the Client involved, and when the transaction is expressly permitted by the Client.

Soft Dollars

The Firm has not entered into formal soft dollar arrangements with brokerage firms. The Firm will ensure any future arrangements comply with the safe harbour requirements of Section 28(e) of the Exchange Act.

Item 13: Review of Accounts

Review of Accounts

The Vehicles are reviewed and reconciled on a quarterly basis by the investment team to ensure that the structure and individual securities held are suitable and consistent with the objectives and strategies. In addition, the Firm monitors the Vehicles to help ensure conformity with investment objectives and guidelines. The Firm engages in relatively low to moderate management activity and transactions and, accordingly, performs at least weekly trade and cash reconciliation.

KRC has also engaged an independent administrator to prepare monthly unaudited investor statements reviewing the Vehicle's performance for the month.

Reporting

The Vehicles will prepare their annual financial statements in accordance with International Financial Reporting Standards ("**IFRS**") and United States Generally Accepted Accounting Principles ("**US GAAP**"). Copies of the audited financial statements will be issued to all US investors at least 120 days of the fiscal year-end. The Firm will prepare and issue an investor newsletter on a monthly basis. The administrator will issue monthly account statements to investors.

Item 14: Client Referrals and Other Compensation

Currently, KRC does not receive any economic benefit from anyone, other than its Clients, for providing investment advice and other advisory services to Clients.

Item 15: Custody

KRC does not maintain direct custody over client funds or securities. All assets are held at qualified custodians. The Vehicles have their own administrator, prime broker and custodian who are independent of the Firm. Investors will receive monthly account statements from the administrator. KRC urges investors to carefully review such statements and compare such official records to the reports that KRC may provide to such investors.

Item 16: Investment Discretion

KRC possesses discretionary portfolio management authority over the Vehicles with respect to asset allocations and direct investments as per the advisory agreements and offering documents in place.

KRC has the authority to determine (i) the securities or digital assets to be purchased and sold for the client account and (ii) the amount of securities or digital assets to be purchased or sold for the client account.

Item 17: Voting Client Securities

Where KRC has the responsibility for voting proxies, the Firm will take measures reasonably designed to ensure that they are voted in the best interest of its Clients, which generally means voting with a view to enhancing the value of client securities. Financial interest of Clients is the primary consideration in determining how their proxies should be voted. KRC may refrain from voting in certain circumstances.

Item 18: Financial Information

KRC is not aware of any financial condition that is likely to impair its ability to meet contractual and fiduciary commitments to Clients. The Firm has not been the subject of a bankruptcy proceeding.