



## **HACK VC MANAGEMENT, LLC**

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Form ADV Part 2A | Firm Brochure

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This brochure provides information about the qualifications and business practices of Hack VC Management, LLC (the “Adviser”). If you have any questions about the contents of this brochure, please contact the Adviser at [legal@hack.vc](mailto:legal@hack.vc). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Any reference to the Adviser as a registered investment adviser does not imply a certain level of skill or training.

Additional information about the Adviser also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **ITEM 2: MATERIAL CHANGES**

Since its last annual ADV amendment on March 26, 2024, the Adviser updated its principal office and place of business.

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## **ITEM 4: ADVISORY BUSINESS**

Hack VC Management, LLC (the “Adviser”), a Delaware limited liability company, was formed in March 2021. Alexander Pack is the Adviser’s founder and principal owner.

The Adviser provides discretionary investment management services (1) through Sybil Capital Fund I GP LLC, Hack VF 2022 GP LLC, and Hack Seed Fund II GP LLC (each, a “General Partner” and collectively, the “General Partners”) to privately offered pooled investment vehicles and (2) to certain special purpose vehicles (each a “Fund” and collectively, the “Funds”).

The General Partners are subject to the Investment Advisers Act of 1940, as amended (the “Investment Advisers Act”) pursuant to the Adviser’s registration in accordance with SEC guidance. This Brochure also describes the business practices of the General Partners, which operate as a single advisory business together with the Adviser.

The Funds include venture capital funds and other private funds that invest in digital assets and digital asset-related startup operating entities and projects, referred to herein as “Portfolio Companies.” The Adviser’s investment advisory services to the Funds consist of identifying and evaluating potential investment opportunities, negotiating the terms of investments, assisting with product launch and strategy, and seeking and consummating dispositions for such investments.

The Adviser’s advisory services to the Funds, as the Adviser’s clients, are provided pursuant to the terms of the applicable Fund offering documents, term sheets, investment management agreements, limited partnership or other operating agreements or governing documents (collectively, “Governing Documents”). Unless otherwise specifically agreed to with an underlying Fund limited partner (each an “Investor”), an Investor cannot obtain services tailored to their individual specific needs.

As of December 31, 2023, the Adviser managed \$419,661,020 in regulatory assets under management on a discretionary basis.

## **ITEM 5: FEES AND COMPENSATION**

### **Management Fees**

Fees generally are paid as set forth in each Fund’s Governing Documents. The information contained herein in this Item 5 is a summary only and is qualified in its entirety by the relevant Governing Documents. It is important that Investors refer to the relevant Governing Documents for a complete understanding of expenses and fees they may pay through an investment in the Funds.

The Adviser generally receives a management fee (the “Management Fee”) that is generally charged in advance on a quarterly basis. The Management Fee received from a Fund may be up to two and a half percent (2.5%) of the capital commitments of such Fund per annum.

The Management Fees are generally not negotiable; however, the Adviser or General Partners, in their sole discretion, may waive or modify the Management Fee percentages for certain Investors.

### **Other Information**

The Adviser or the General Partners are responsible for ordinary overhead and administrative expenses, including compensation and expenses of the Adviser's employees, fees and expenses for administrative, clerical and related support services, office space and facilities, utilities and telephone, insofar as they relate to the investment activities of the Funds.

Each Fund bears costs and expenses relating to its activities and operations as provided in each Fund's Governing Documents. Generally, each Fund will bear all other expenses, including portfolio investments (including legal and accounting fees and expenses, due diligence, broken deal expenses, and other transaction costs incurred in connection with Portfolio Companies and possible Portfolio Companies), liability insurance, ongoing operating expenses (including administrative, which includes the cost of the Fund's administrator, legal and accounting fees and expenses), the Management Fee, annual meeting expenses, expenses of attending Portfolio Company board meetings and other Portfolio Company meetings. The foregoing list of expenses is not intended to be exhaustive and is qualified in its entirety by the applicable Governing Documents of each Fund.

From time to time, the Adviser or a General Partner will be required to decide whether costs and expenses are to be borne by a Fund, on the one hand, and other vehicles advised or managed by the Adviser, General Partner, or any of their respective affiliates, on the other hand. The Adviser or General Partner will allocate such fees and expenses in its sole discretion, but in a manner it believes in good faith to be fair and equitable, and in the best interest of its clients.

In addition to advising the Adviser's clients, key personnel of the Adviser from time to time provide investment recommendations to certain special purpose vehicles and private funds that are advised by investment advisers other than the Adviser. Such personnel may receive management fees and carried interest from certain of those vehicles.

### **ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

The Adviser or the General Partners may be entitled to discretionary distributions subject to the performance of a Fund. Distributions from each Fund shall initially be apportioned among the Investors in proportion to their sharing percentages with respect to such portfolio investment. The amount apportioned to the Adviser or the General Partners and the amount apportioned to each other Investor shall be determined by the Fund's Governing Documents and the amount apportioned to the Adviser or the General Partners may differ across Funds.

The Adviser recognizes that there could exist certain potential conflicts of interest

associated with performance-based compensation arrangements. The performance-based compensation could motivate the Adviser to make investment decisions that are riskier or more speculative than would be the case if these arrangements were not in effect. In addition, the Adviser could have an incentive to favor one Fund over another in allocating investment opportunities where one Fund has higher potential performance-based compensation. The Adviser seeks to address these conflicts of interest by advising the Funds in accordance with the Adviser's fiduciary duties, as well as the Adviser's allocation policy and the Funds' respective investment strategies, guidelines, and any allocation restrictions as set forth in the Governing Documents.

The Adviser of the General Partners will only charge performance-based compensation in accordance with all applicable laws and regulatory requirements, and, to the extent required by law, only to those Funds who qualify as "Qualified Clients" as defined in Rule 205-3 under the Investment Advisers Act.

The performance-based compensation for carried interest that may be paid to a General Partner of a Fund is generally 20% of a Fund's returns in excess of Investors' capital contributions but may be greater and is subject to the terms of the Governing Documents of such Fund.

## **ITEM 7: TYPES OF CLIENTS**

The Adviser provides investment advice to the Funds. The Funds include investment partnerships or other investment entities formed under domestic or foreign laws and operated as exempt investment pools under the Investment Company Act of 1940, as amended (the "Investment Company Act"). The Investors participating in the Funds may include individuals, banks or thrift institutions, other investment entities, university endowments, sovereign wealth funds, family offices, pension and profit-sharing plans, trusts, estates or charitable organizations or other corporations or business entities and may include, directly or indirectly, principals or other employees of the Adviser and its affiliates and members of their families.

The Funds may include alternative investment vehicles established from time to time in order to permit one or more Investors to participate in one or more particular investment opportunities in a manner desirable for tax, regulatory, accounting or other reasons. Alternative investment vehicle sponsors generally have limited discretion to invest the assets of these vehicles independent of limitations or other procedures set forth in the organizational documents of such vehicles and the related Fund.

Interests of the Funds will generally be offered and sold only to investors that are "qualified purchasers," as that term is defined under the Investment Company Act.

## **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **Methods of Analysis and Investment Strategies General**

The Adviser was founded in 2021. The Adviser's Managing Member is Alexander Pack and the Adviser's Managing Partners are Alexander Pack and Ed Roman, an employee of the Adviser. The Adviser currently manages two seed funds (Sybil Capital Fund I and Hack Seed Fund II) investing in seed-stage crypto and blockchain deals and a venture fund (Hack VF 2022) investing in Series A and later-stage crypto and blockchain deals. The Adviser also manages a number of special purpose vehicles (SPVs).

In addition to its crypto and blockchain-focused Funds, the Adviser oversees hack.labs(), which consists of a team of crypto engineers and quant researchers that are early users of Portfolio Company protocols. This team has built and continues to develop an in-house tech platform for crypto network participation, including with respect to position management, staking, and trading on decentralized finance networks, and other crypto-native tooling.

The Adviser also oversees a virtual developer conference series called hack.summit().

### **Investment Criteria**

The Adviser primarily provides advice to Funds that invest in technology-driven equity, debt, digital asset, token and cryptocurrency opportunities in the blockchain and crypto sector that have the opportunity for venture returns, including blockchain and financial technology companies.

### **Risks of Investment**

**For a full list of risks related to a prospective investment, please review the Funds' Governing Documents. A selection of risks generally applicable to the Funds are included here.**

All securities investments risk the loss of capital. No guarantee or representation is made that the Funds will achieve their investment objectives or that an Investor will receive a return of its capital. Making an investment in a Fund is speculative and such an investment is not intended as a complete investment program. An investment in a Fund is designed for sophisticated persons who are able to bear the economic risk of the loss of their investment in the Fund and who have a limited need for liquidity in their investment. In addition, there will be occasions when the Adviser may encounter potential conflicts of interest in connection with a Fund.

Venture capital investing involves a high degree of business and financial risk that can result in substantial losses. In order for a Fund to succeed, it must be able to accurately identify potentially successful business enterprises, a process which is difficult even for those with extensive experience in the venture capital field.

An investment in a Fund is highly speculative, involves a high degree of risk and could result in the loss of part or all of an Investor's capital contribution. Therefore, Investors should not subscribe for interests in a Fund unless they can bear such a loss. Moreover, there can be no assurance that a Fund's investment objectives will be achieved and investment results may vary materially from one reporting period to the next.

Consequently, obtaining interests in a Fund is suitable only for sophisticated investors with other substantial assets who are capable of making an informed independent decision as to the risks involved.

### ***General Economic and Market Conditions***

The Funds' investment programs are intended to extend over a period of several years, during which the business, economic, political, regulatory and technology environment within which the Funds operate may undergo substantial changes, some of which may be adverse to the Funds. The success of the Funds' investments may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, currency exchange rates and controls and national and international political circumstances (including wars, such as the military conflict between Russia and Ukraine, the military conflict between Israel and Hamas in the Middle East, terrorist acts or security operations). These factors may affect the level and volatility of security prices and the liquidity and the value of the securities and/or blockchain-related venture capital opportunities and decentralized digital assets that utilize cryptography, commonly referred to as "cryptocurrencies" (such as Bitcoin, Ethereum, etc.), as well as decentralized application tokens and protocol tokens and other similar digital assets, including digital assets related to or associated with participation or investment in smart contracts or blockchain networks for the purpose of staking, network participation, liquidity provisioning and on-chain governance (collectively, the "Digital Assets") held by the Funds. Unexpected volatility or illiquidity could impair the Funds' profitability or result in the Funds suffering losses.

The General Partners will have the exclusive right and authority (within limitations set forth in the applicable Governing Documents) to determine the manner in which the applicable Funds will respond to such changes, and limited partners generally will have no right to withdraw from the Funds or to demand specific modifications to the Funds' operations in consequence thereof.

### ***Inflation and Recession Risk***

The U.S. inflation rate remains one of the highest rates of inflation in the U.S. since the twelve-month period ending November 1981. Economists generally believe this has been driven by a number of factors, including (among others) global supply chain issues, the increased cost of oil and other commodities, changes in consumer buying patterns during the COVID-19 pandemic and the massive influx of dollars into the U.S. economy as a result of governmental rescue and stimulus programs implemented since the beginning of the pandemic. The Russian invasion of Ukraine has resulted in increased energy prices and sanctions disrupting the normal patterns of global trade and has also exacerbated inflationary conditions. To address such high inflation rates, the Federal Reserve announced increases to its benchmark interest rates in 2022 and 2023. Following such increases, inflation rates in the U.S. cooled, and the Federal Reserve has indicated that it may cut rates in the future, but it is possible that the Federal Reserve may hold rates steady for a prolonged period, or even approve one or more additional rate increases, which increases could be significant. Prolonged high domestic inflation rates could adversely impact the Funds by increasing competition for investments.



The increase of interest rates to address inflation by the Federal Reserve and other central bank authorities may lead to a slow down and over time lead to a recession in the U.S. and abroad. It is impossible to predict whether a recession will actually occur and, if it does occur, the length and severity of any such recession. If a moderate to severe recession were to occur in the U.S. and in other Western countries for a prolonged period of time, it could adversely affect the markets in which the Funds operate and could materially and adversely affect the performance of the Funds' investments and the prospects and returns of the Funds.

### ***Risks Related to Venture Capital Investments***

The Portfolio Companies in which some of the Funds may invest are likely to face intense competition, including competition from companies with greater financial resources, more extensive development, production, marketing and service capabilities and a larger number of qualified managerial and technical personnel. There can be no assurance that the development or marketing efforts of any particular Portfolio Company will be successful or that its business will be profitable.

Some of the Portfolio Companies may be unseasoned, unprofitable and/or have no established operating history or earnings. Also, the Portfolio Companies may not prepare annual audited or reviewed financial statements, may operate with substantial variations in operating results from period to period, may need substantial additional capital to support expansion or to achieve or maintain a competitive position, have limited internal and financial controls, and/or may rely on a key individual or small group of managers to operate the business. The companies may also lack technical, marketing, financial and other resources or may be dependent upon the success of one product or service, a unique distribution channel, or the effectiveness of a manager or management team. The failure of this one product, service or distribution channel, or the loss or ineffectiveness of a key executive or executives within the management team may have a materially adverse impact on such companies. Furthermore, these companies may be more vulnerable to competition and to overall economic conditions than larger, more established entities.

The Funds may invest in companies at the seed stage and other early and expansion stages, including Series A+, of development. Particularly in early-stage enterprises, a major risk exists that a proposed service or product cannot be developed successfully with the resources available to the Portfolio Company. There is no assurance that the development efforts of any Portfolio Company will be successful or, if successful, will be completed within the budget or time-period originally estimated.

Investments in the Funds are typically long-term investments. The inherent nature of venture capital investing dictates a significant length of time between the initial investment and realization of gains, if any. Venture capital investments, if successful, typically take up to five years or more from the date of investment to reach a state of maturity where disposition is possible, and early and expansion stage investments in privately held companies can take even longer to reach liquidity. Limited partners must be able to bear the economic risks of an investment in the Funds for an indefinite period of time.

### ***Risks Related to Illiquid Investments***

Portfolio Companies in which the Funds invest will generally initially be privately held. As a result, there will be no readily available secondary market for a Fund's interests in such Portfolio Companies, and those interests will be subject to legal restrictions on transfer. Therefore, there is no assurance that a Fund will be able to realize liquidity for such investments in a timely manner, if at all, or upon attractive terms. The ability of a Fund to sell securities and realize investment gains will depend upon favorable market conditions. As history indicates, initial public offering and merger and acquisition opportunities may be limited or non-existent for extended periods of time, whether due to economic, regulatory or other factors. Unless a Portfolio Company subsequently succeeds in obtaining approval from the relevant authorities to list its shares on a recognized exchange, this avenue to liquidity will not be available to the Funds, which must then rely on other means to achieve liquidity. In addition, a Fund may be precluded from selling its shares in a public Portfolio Company for some time after such Portfolio Company's initial public offering. As a result, the price of a Portfolio Company's securities could decline during such period of time, and the values ascribed to a Fund's assets by the Adviser may differ substantially from the values that would be ascribed to such assets by a third party that is in a position to sell such assets immediately. In addition, a General Partner may, in its sole discretion, withhold distribution of securities beyond the relevant lock-up period. It may be difficult for a Fund to value its interests in privately held Portfolio Companies.

### ***No Assurance of Profitability***

No assurance can be given as to the Funds' ability to choose, make and realize any particular investment. There can be no assurance that the Funds will be able to generate returns for its respective investors or that the returns will be commensurate with the risks of investing in the type of investments and transactions described in the Governing Documents. Investments made by the Funds are subject to a wide range of risks, including the impact of terrorist acts or threats thereof, economic trends and other externalities beyond the control of the Funds or the General Partners, which could cause such investments to lose value. There can be no assurance that any limited partner will receive any distribution from an applicable Fund. Accordingly, an investment in the Funds should only be considered by persons that can afford a loss of their entire investment.

### ***Reliance Upon Portfolio Company Management***

Projected operating results of a Portfolio Company in which a Fund invests normally will be based primarily on financial projections prepared by each Portfolio Company's management. In all cases, projections are only estimates of future results that are based upon information received from the Portfolio Company and assumptions made at the time the projections are developed. There can be no assurance that the results set forth in the projections will be attained, and actual results may be significantly different from the projections. Also, general economic factors, which are not predictable, can have a material effect on the reliability of projections.

### ***Lack of Control***

The General Partners expect that the Funds will hold minority interests in most companies and, therefore, may have limited ability to protect their positions and investments. Generally, as a condition to any Fund investment, the applicable General Partner will seek to obtain special rights and protective provisions, which will be negotiated at the time of the investment. There can be no assurance that the Funds will be able to obtain such protective provisions, or that if such provisions are obtained, that they will be effective.

### ***Absence of Regulation***

The Funds will not be registered as investment companies under the Investment Company Act. As a result, certain protections of the Investment Company Act (which, among other matters, requires a portion of an investment company's directors to be disinterested, requires securities be held in custody at a bank or trust company, regulates the relationship between the investment company and its advisor and requires investor approval before fundamental investment policies can be changed) will not be afforded to the Funds or the investors.

The Adviser is not registered with the U.S. Securities and Exchange Commission (the "SEC") as a broker-dealer or with the Commodity Futures Trading Commission as a commodity pool operator. The Adviser believes that none of these registrations is required because exemptions are currently available under applicable law. If a regulatory authority deems that any of these registrations is required, the Adviser and the Funds could be subject to expensive legal action and potential termination. In addition, Investors do not have certain regulatory protection afforded to investors that they would have if these registrations were in place.

### ***Risks Related to International Investments***

The Funds may acquire interests in non-U.S. Portfolio Companies. Investments in certain non-U.S. countries involve risks, including, but not limited to, risks relating to adverse political, social, and economic developments in other countries, as well as risks resulting from the differences between the regulations to which issuers and markets are subject in different countries. These risks may include expropriation of assets, confiscatory taxation, withholding taxes on dividends and interest paid on Fund investments, currency exchange controls, and other limitations on the use or transfer of a Fund's assets and political or social instability. Such investments may also involve currency exchange rate risks. There may be rapid changes in the value of foreign currencies or securities, causing the value of such investments to be volatile. The Adviser may enter into hedging transactions designed to reduce such currency risks. While such transactions may reduce certain risks, they entail certain other risks and such transactions may also result in losses and overall poorer performance than if a Fund had not entered into such hedging transactions. With respect to Investors subscribing for interest in a Fund in any country in which U.S. dollars are not the local currency, changes in the exchange rate between U.S. dollars and such currency may have an adverse effect on the value, price or income of the investment to such Investor. Each prospective Investor should consult with its own counsel and advisors as to all legal, tax, financial and related matters concerning an investment in a Fund.

### ***Epidemics, Health Risks and COVID-19***

Any public health emergency, including any outbreak of a new COVID-19 variant, SARS, H1N1/09 flu, avian flu, other coronavirus, Ebola, monkeypox or other existing or new epidemic diseases, or the threat thereof, could negatively impact the Funds and their Portfolio Companies and could meaningfully affect the Funds' ability to fulfill their investment objectives. To the extent a public health emergency, including COVID-19, is present, or has direct or indirect effects, in jurisdictions in which the Adviser or critical service providers to the Adviser or the Funds have offices or other operations or investments, the ability of the Adviser and/or such service providers to operate effectively, including the ability of personnel to function, communicate and travel to the extent necessary to carry out the Funds' investment strategies and objectives, may be impaired. The Funds and the Portfolio Companies in which the Funds invest (either directly or indirectly) may suffer losses and other adverse impacts if public-health emergency-related disruptions continue for an extended period of time.

The extent of the impact of any public health emergency on the Funds' and their Portfolio Companies' operational and financial performance will depend on many factors, including but not limited to the duration and scope of such public health emergency, the extent of any related travel advisories and voluntary or mandatory government restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, consumer confidence and spending levels, the extent of government support and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. For this reason, valuations during a public health emergency such as the current environment are subject to heightened uncertainty and subject to numerous subjective judgments, any or all of which could turn out to be incorrect with the benefit of hindsight. Furthermore, traditional valuation approaches that have been used historically may need to be modified during a public health emergency in order to effectively capture fair value in the midst of significant volatility or market dislocation. The effects of a public health emergency may negatively impact the value and performance of the Funds' Portfolio Companies, the Funds' ability to source, manage and divest investments (including, but not limited to, circumstances where potential transactions are already signed but not closed) and the Funds' ability to achieve their investment objectives, all of which could result in significant losses to the Funds. Any such disruptions may continue for an extended period of time. In addition, restrictions on immigration and processing of visas and other work permits may affect the work force of the Funds' Portfolio Companies, some of which may rely on foreign talent as an important part of their work force and which could have a material adverse impact on their ability to implement their business plans. The impact to businesses in such circumstances is expected to be substantial.

In connection with the impacts of the current pandemic and any future public health crisis, the Funds are expected to incur heightened legal expenses, which could similarly have an adverse impact to the Funds' returns. For example, the Funds or their Portfolio Companies may be subject to heightened litigation and the resulting costs, which costs may be significant and are expected to be borne by the Funds and/or their Portfolio Companies. There is also a heightened risk of cyber and other security vulnerabilities during the current public health emergency and any future one, which could result in adverse effects to the

Funds or their Portfolio Companies in the form of economic harm, data loss, reputational harm or other negative outcomes.

### ***Risks Related to Digital Assets***

Digital Assets are loosely regulated and there is no central marketplace for currency exchange or other private Digital Assets. Supply is determined by a computer code, not by a central bank, and prices have been and are expected to continue to be extremely volatile. Digital Asset exchanges have been closed due to fraud, failure or security breaches. Any of the Funds' assets that reside on an exchange that shuts down may be lost. Digital Assets, generally, may also be subject to fraud, security breaches or theft.

A potential Investor in the Funds should note that the prices of Digital Assets, and other instruments in which the Funds, directly or indirectly, invest may be unavailable. Market movements are difficult to predict and are influenced by, among other things, government trade, fiscal, monetary and exchange control programs and policies; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and the inherent volatility of the marketplace. In addition, governments from time to time intervene, directly and by regulation, in certain markets, at times with the intent to influence prices directly. The effects of governmental intervention may be particularly significant at certain times in the financial instrument and currency markets, and such intervention (as well as other factors) may cause these markets and related investments to move rapidly.

Several factors may affect the price of Digital Assets, including, but not limited to supply and demand, investors' expectations with respect to the rate of inflation, interest rates, currency exchange rates or future regulatory measures (if any) that restrict the trading of Digital Assets or the use of Digital Assets as a form of payment. There is no assurance that Digital Assets will maintain their long-term value in terms of purchasing power in the future, or that acceptance of Digital Asset payments by mainstream retail merchants and commercial businesses will continue to grow.

Digital Assets are created, issued, transmitted, and stored according to protocols run by computers in the Digital Asset network. It is possible these protocols have undiscovered flaws which could result in the loss of some or all assets held by the Funds. There may also be network scale attacks against these protocols which result in the loss of some or all of assets held by the Funds. Some assets held by the Funds may be created, issued, or transmitted using experimental cryptography which could have underlying flaws. Advancements in computing could break the cryptographic rules of protocols that support the assets held by the Funds. The Funds make no guarantees about the reliability of the cryptography used to create, issue, or transmit assets held by the Funds.

### ***Risks Related to Investments in Digital Assets and Blockchain Technology***

The Funds may provide Investors with exposure to investments in Digital Assets that utilize cryptography to secure, control and verify transactions. Digital Assets are a relatively new phenomenon and carry a number of specific risks that prospective Investors should carefully consider before making an investment in a Fund. Because of the emerging nature

of cryptocurrency trading, there is little precedent to operation of investment vehicles investing in such assets and blockchain technology.

Digital Assets, and the use of Digital Assets to buy and sell goods and services, are relatively new and rapidly evolving concept. Digital Assets, which include digital currencies and digital tokens, are based on computer-generated mathematical and/or cryptographic protocols. Digital Assets are transferred over decentralized networks, where each transaction is recorded in a “blockchain.” A blockchain is a digital ledger that records transactions on multiple computers, which collectively constitute that Digital Asset’s network. This method of recordkeeping alleviates the need for a single, trusted third party intermediary because participants of that particular Digital Asset’s network can each individually act as a steward or record-keeper for the entire blockchain. Once a transaction is recorded in the blockchain, that transaction is theoretically immutable and cannot be reversed due to the cryptographic nature of the recordkeeping and the decentralized nature of the network.

The growth of Digital Assets in general is subject to a high degree of uncertainty. The factors affecting their further development, include (i) their continued worldwide growth, adoption and use; (ii) government and quasi-government regulation of the use, creation and offering of Digital Assets, as well as restrictions on and regulation related to the operation of and access to a Digital Asset’s network; (iii) changes in consumer demographics and public tastes and preferences; (iv) the maintenance and development of the open-source software protocol of a Digital Asset’s network; (v) the availability and popularity of other forms or methods of buying and selling goods and services, including new means of using Digital Assets; and (vi) general economic conditions and the regulatory environment relating to Digital Assets.

Additionally, the Digital Asset economy has experienced severe upturns and downturns and may continue to experience severe upturns and downturns from time to time in the future. As an example of the most recent downturn beginning in the first half of 2022, each of Celsius Network, Voyager Digital Ltd., and Three Arrows Capital declared bankruptcy, resulting in a loss of confidence in participants of the Digital Asset economy and negative publicity surrounding Digital Assets more broadly. In the second half of 2022, digital asset exchange FTX, digital asset lending platform Blockfi, and many of their respective affiliates filed for bankruptcy. In response to these events, the Digital Asset economy has experienced extreme price volatility and several other entities in the Digital Asset industry have been, and may continue to be, negatively affected, further undermining confidence in the Digital Asset economy. These events have also negatively impacted the liquidity of the Digital Asset markets as many now bankrupt entities engaged in significant trading activity. If the liquidity of the Digital Asset markets continues to be negatively impacted by these events, Digital Asset prices may continue to experience significant volatility and confidence in the Digital Asset economy may be further undermined. These events are continuing to develop and it is not possible to predict at this time all of the risks that they may pose to the Funds, their service providers or on the Digital Asset industry as a whole.

The Adviser anticipates making Fund investments in Portfolio Companies that are using or otherwise involved with blockchain technology. Blockchain technology is a relatively new technology which operates as a distributed ledger. Blockchain systems could be vulnerable

to fraud, particularly if a significant minority of participants colluded to defraud the rest. Access to a given blockchain requires an individualized key, which, if compromised, could result in loss due to theft, destruction or inaccessibility. Any future regulatory developments could affect the viability and expansion of the use of blockchain technology. Currently, blockchain technology is primarily used for the recording of transactions in digital currency, which are speculative and volatile. There are currently a number of blockchain platforms, which may have competing intellectual property claims. The uncertainty inherent in these competing technologies could cause companies to use alternatives to blockchain. Companies that are developing blockchain technology applications may not in fact do so or may not be able to capitalize on those blockchain technologies. Finally, because Digital Assets registered in a blockchain do not have a standardized exchange, like a stock market, there is less liquidity for such assets and greater possibility of fraud or manipulation. In the past, Digital Asset markets have been targets of market manipulation, which could adversely affect holders of the underlying assets, and thus the Funds. Digital Asset transaction validators or other syndicates could collude to raise and lower prices artificially. Individuals, entities, or groups could conspire to manipulate prices through “pump and dump” strategies, or other tactics. Other schemes, syndicates, groups, or individuals could play a part in manipulating markets to the detriment of the Funds.

In addition, and more generally, companies in the rapidly changing fields of blockchain technology and the Digital Assets markets face special risks. The Adviser and its affiliates have no control over and limited visibility into future technological developments. The rapid pace of technological development creates the risk that an issuer’s products and services become obsolete, fail to gain meaningful market share, or fall out of favor as more appealing and advanced technologies and products emerge. An issuer’s intellectual property rights may be subject to legal challenge. Many companies in the blockchain technology and Digital Assets space have limited operating histories. Such companies may be unable to engage and retain sufficient skilled engineering, marketing and management personnel to allow it to maintain its technological edge and develop the corporate infrastructure required to sustain and grow its business. Some Digital Asset or blockchain industries may be subject to greater governmental regulation than other sectors, and changes in governmental policies and the need for regulatory approvals may materially and adversely affect the business of companies in those sectors. For these and other reasons specific to particular industries and companies, investments in companies in Digital Asset and blockchain technology industries pose greater risks than those in certain other sectors.

### ***Regulatory Uncertainties of Cryptocurrencies***

As assets, such as the Digital Assets, have grown in popularity and in market size, international, federal, state and local regulatory agencies have begun to take greater interest in them, and the rapidly evolving regulatory landscape applicable to the Digital Assets is subject to significant uncertainty. Various legislative and executive bodies in the United States and other countries may in the future adopt laws, regulations or guidance or take other actions which may severely impact the Digital Assets generally and, in each case, the technology behind them. Failure by the Funds or their Portfolio Companies to comply with any such laws, rules and regulations, some of which may not exist yet or are subject to interpretation and may be subject to change, could result in a variety of adverse

consequences, including preliminary and permanent injunctions, cease and desist orders, civil penalties and fines.

For example, in the case of virtual currencies, certain state regulators like the New York Department of Financial Services have created Digital Asset specific regulatory frameworks. Others, such as in Texas, have published guidance on how their existing money transmission and other regulatory regimes apply to virtual currencies. Some states, like New Hampshire, North Carolina and Washington, have amended their state's statutes to include virtual currencies into existing money transmission licensing regimes. The treatment of virtual currencies continues to evolve under federal law as well. The Department of the Treasury, the SEC and the U.S. Commodity Futures Trading Commission (the "CFTC"), for example, have published guidance on the treatment of virtual currencies. Recently, President Biden signed an Executive Order titled "Ensuring Responsible Development of Digital Assets" regarding the U.S. government's approach to addressing the risks and harnessing the potential benefits of Digital Assets and their underlying technology. Despite the guidance provided to date, however, in general, the regulation of Digital Assets under the current regulatory framework remains in its early stages, is evolving and is subject to uncertainty.

The imposition of regulatory restrictions on assets such as the Digital Assets, or certain types of Digital Assets, could affect the value, liquidity and market price of those Digital Assets subject to heightened regulation, by limiting access to marketplaces or exchanges on which to trade such assets, or imposing restrictions on the structure, rights and transferability of such assets.

The regulation of Digital Assets at the federal level is uncertain and subject to change. The CFTC has publicly taken the position in both interpretive guidance and enforcement actions, and certain federal district courts have confirmed, that some Digital Assets constitute commodities under the U.S. Commodities Exchange Act (the "CEA"). In general, the CFTC does not possess plenary regulatory authority with respect to spot or cash market transactions in commodities (including Digital Assets that constitute commodities) but possesses (and actively exercises) enforcement jurisdiction to police against fraud and manipulation in spot commodity markets. In addition, the CFTC has plenary regulatory authority with respect to "commodity interest" transactions (i.e., derivatives such as futures, options, and swaps referencing a commodity underlying) and certain participants in the market for such transactions. The SEC has issued a public report stating federal securities laws require treating some Digital Assets as securities and has also initiated investigations and taken enforcement actions with respect to certain sales of and investment offerings involving Digital Assets, as well as with respect to certain other related activities, including against several Digital Asset exchanges and other Digital Asset companies and protocols. To the extent that a domestic government or quasi-governmental agency exerts regulatory authority over a Digital Asset (or a specific form of transaction in respect thereof), the value of interests in the Funds may be materially and adversely affected. In addition, the Adviser, the Funds and the General Partners are likely to be subject to regulatory and compliance requirements under U.S. federal securities laws, including the Investment Company Act and, with respect to the Adviser, the Investment Advisers Act, with respect to Digital Assets that are deemed securities, as well as additional regulatory and compliance requirements under the CEA and CFTC regulations if any



Digital Assets or transactions in respect thereof were to be deemed to constitute or involve a commodity interest transaction.

Legal or regulatory changes or interpretations of the Funds' existing and planned activities (including those of the Funds' subsidiaries or their Portfolio Companies), including the mere buying and selling of Digital Assets, could require the registration or licensing of the Funds and/or the Funds' subsidiaries in additional, costly and constraining capacities, such as a money services business under the regulations promulgated by FinCEN under the authority of the U.S. Bank Secrecy Act or the BitLicense scheme adopted by NYDFS, or pursuant to applicable laws of other jurisdictions, and would therefore require the Funds and/or the Funds' subsidiaries to comply with applicable regulatory, licensing, examination and supervision requirements.

Under NYDFS regulations, businesses involved in Digital Asset business activity for third parties in or involving New York, excluding merchants and consumers, must apply for a license, commonly known as a BitLicense, from the NYDFS and must comply with anti-money laundering, cyber security, consumer protection, and financial and reporting requirements, among others. As an alternative to the BitLicense, a firm can apply for a charter to become limited purpose trust companies under New York law qualified to engage in Digital Asset business activity. Other states have considered or approved Digital Asset business activity statutes or rules, passing, for example, regulations or guidance indicating that certain Digital Asset business activities constitute money transmission requiring licensure. The inconsistency in applying money transmitting licensure requirements to certain businesses may make it more difficult for these businesses to provide services, which may affect consumer adoption of Digital Assets and their price.

Digital Assets currently face an uncertain regulatory landscape in not only the United States but also in many foreign jurisdictions, such as in Asia and in the European Union. Various foreign jurisdictions may, in the near future, adopt laws, regulations or directives that affect the Digital Asset network and its users, particularly Digital Asset exchanges and service providers that fall within such jurisdictions' regulatory scope. Such laws, regulations or directives may conflict with those of the United States and may negatively impact the acceptance of Digital Assets by users, merchants and service providers outside of the United States and may therefore impede the growth of the Digital Asset economy. The effect of any future regulatory change on the Funds' investments is impossible to predict, but such change could be substantial and adverse.

Any future regulatory actions applicable to any Digital Assets and the Funds' related activities could severely impact the Funds' investments and the value of their Portfolio Companies. The Funds or their Portfolio Companies may need to cease certain activities, restructure their respective operations significantly or take other adverse actions to comply with any new regulation or guidance. These efforts could be costly and could involve fundamentally changing the nature of the Funds' investments or require the Funds to restate their financial statements, which in turn could negatively affect the value of an investment in the Funds. On the other hand, a failure to restructure for compliance adequately or quickly enough could result in regulatory action (such as investigations by a government or self-regulatory organization or government or private litigation or administrative actions) that would require the Funds or their Portfolio Companies to spend significant

time and resources. It could also result in negative publicity. Regulatory change could even potentially result in the Digital Assets being viewed as violating applicable law, which could result in a need for the Funds or any of their Portfolio Companies to dramatically alter or cease activities.

### ***Volatility of Cryptocurrencies and Cryptocurrency Derivatives***

Digital Asset prices are extremely volatile. The price of cryptocurrencies and Digital Assets is affected by many factors, including, but not limited to, global supply and demand, the expected future prices, inflation expectations, interest rates, currency exchange rates, fiat currency withdrawal and deposit policies at cryptocurrency exchanges, interruptions in service or failures of major cryptocurrency exchanges, investment and trading activities of large investors, monetary policies of governments, regulatory measures that restrict the use of cryptocurrencies, global political, economic, or financial events. Drastic or even gradual changes in price of cryptocurrencies and cryptocurrency derivatives could materially affect the Funds. Moreover, the price of cryptocurrencies may vary between exchanges, and the value of Digital Assets as represented by one or more exchanges utilized by the Funds may be significantly higher or lower than other exchanges. There are many reasons for variation in price between exchanges, including supply and demand imbalances, regulatory restrictions based on the domicile of the exchange, or exchanges' policies on withdrawal or deposits. This variation between exchanges may be either temporary or permanent, and could have a material impact on the Funds.

### ***Digital Asset Derivative Regulatory Risk***

A General Partner on behalf of a Fund may invest and trade in perpetual futures and a variety of other derivative instruments related to or based on Digital Assets ("Digital Asset Derivatives"). Pursuant to the Commodity Exchange Act, many, if not all, of such Digital Asset Derivatives must either be traded on, or subject to the rules of a board of trade, of an exchange that has been designated or registered with the CFTC for the specific Digital Asset Derivative, such as a futures commission merchant or swap execution facility, or else fall under an applicable exemption. To the extent a General Partner invests or trades in Digital Asset Derivatives on exchanges or platforms not registered with the CFTC, including without limitation non-U.S. or decentralized exchanges ("Non-Registered Exchanges"), or otherwise enters into Digital Asset Derivatives transactions that are not subject to an exemption, the Adviser may be in violation of the Commodity Exchange Act. The CFTC may, now or in the future, assert jurisdiction over such activity and take enforcement actions against the General Partner and/or the Adviser. Any such enforcement actions may result in fines, sanctions, and other penalties that could materially and adversely affect the General Partner and/or the Adviser.

In addition to the foregoing, Non-Registered Exchanges have been, and may continue in the future to be, subject to CFTC enforcement actions, fines, sanctions, and other penalties for failing to register as futures commission merchants or otherwise being in violation of the Commodity Exchange Act. In the event of any CFTC investigation, inquiry, enforcement action, or other review of or action against a Non-Registered Exchange, such Non-Registered Exchange may elect or be required to close the Adviser's positions or otherwise freeze the Adviser's assets. See also "Exchanges Operating Outside of the U.S."

below.

### ***Risks Related to Investments in New Digital Assets***

The Funds may invest in new Digital Assets, even before they are launched, based on information available to Adviser or its affiliates on web pages or online communities or forums and in discussions with certain founding teams, as applicable. When such an investment is made, there is a risk that such Digital Asset might not be launched as expected due to technical or other unforeseen issues. The failure of a Digital Asset to launch may result in a loss of the Funds' investment in that project. Likewise, given the competition among various Digital Assets, the Digital Assets in which the Funds invest may not gain favor among investors or end-users and may become worthless, which could result in losses to the Funds, including total loss.

### ***Liquidity of the Cryptocurrency Market***

The market for some Digital Assets is smaller and less liquid than other assets. The Funds may materially move the market for cryptocurrencies when trading and may not be able to enter or exit positions profitably due to liquidity restrictions. The liquidity of cryptocurrency markets may affect the Funds. For all assets listed on an exchange, the exchange generally has the right to suspend or limit trading under certain circumstances. Such suspensions or limits could render certain strategies difficult to complete or continue and subject the Funds to losses. Also, such a suspension could render it impossible for the Funds to sell their positions and, by extension, provide liquidity to Investors.

### ***Risk Related to Digital Asset Custody and the Control of Private Keys***

The Adviser or its affiliates must adapt to technological change in order to secure and safeguard the Funds' Digital Assets. While the Adviser believes that it has developed an appropriate custody policy reasonably designed to safeguard the Funds' Digital Assets from theft, loss, destruction or other issues relating to hackers, breaches, and technological attack, such assessment is based upon current and known technology and threats. Certain of the Adviser's and its affiliates activities will be dependent upon systems, protocols or networks operated by third party service providers, and the Adviser may not be in a position to verify the risks or reliability of such third-party systems. As technological change occurs, the security threats to the Funds' Digital Assets will likely also change and previously unknown threats may emerge. Furthermore, the Funds' Digital Assets may become a more appealing target of security threats as the size of those assets grows. To the extent that the Adviser or its affiliates are unable to identify and mitigate or stop new security threats, the Funds' Digital Assets may be subject to theft, loss, destruction or other attack, which could have a negative impact on the performance of the Funds or result in loss, including total loss, of the Funds' assets.

Neither the Adviser nor its affiliates is liable to any Fund or to Investors for the loss of any of the Funds' Digital Assets for any reason, including theft, hack, breach, or any failure of the Adviser or its affiliates to safekeep the assets, or for any other reason, absent gross negligence, fraud, or criminal behavior on the part of the Adviser. Please request a copy of the Adviser's custody policy for a full explanation of its custody policies and procedures.

### ***Digital Asset Exchange and Custody Risk***

There are risks involved in dealing with the exchanges (including over-the-counter trading firms) with whom the Funds may conduct business. The online and offline exchanges on which Digital Assets trade are relatively new and largely unregulated and may therefore be more exposed to fraud and failure than established, regulated exchanges for other products. To the extent that any exchanges are involved in fraud or experience security failures or other operational issues, such exchanges' failures may result in a reduction in the value of Digital Assets and can adversely affect an investment in the Funds. In addition, errors in pricing, communication, recording transactions, or other errors may occur frequently. Some Digital Asset exchanges have been closed due to fraud, failure (lack of sufficient capitalization or low profit margins), security breaches or operational difficulties. In many of these instances, the customers of such exchanges were not compensated or made whole for the partial or complete losses of their account balances in such exchanges. While smaller exchanges are less likely to have the infrastructure and capitalization that make larger exchanges more stable, larger exchanges are more likely to be appealing targets for hackers and "malware" (i.e., software used or programmed by attackers to disrupt computer operation, gather sensitive information or gain access to private computer systems).

A lack of stability in the Digital Asset exchanges and the closure or temporary shutdown of exchanges due to fraud, business failure, or hackers or malware may reduce confidence in Digital Assets and result in greater volatility in the value of Digital Assets. These potential consequences of an exchange's failure could adversely affect an investment in the Funds.

Under certain circumstances, including certain transactions where a Fund's assets are held at non-U.S. Digital Asset exchanges, the Digital Assets deposited with the exchange may not be clearly identified as being assets of the Fund, and hence the Fund could be exposed to a credit risk with regard to such parties. Additionally, such non-U.S. Digital Asset exchanges may be unregulated or more lightly regulated than their U.S. counterparts. Additionally, there may be practical or timing issues associated with enforcing a Fund's rights to its assets in the case of an insolvency of any such party.

The Funds may maintain accounts with Digital Asset exchanges. Unlike other traditional asset classes, Digital Assets are stored and traded on Digital Asset exchanges without traditional third parties such as prime brokers acting as intermediaries and sources of margin financing. Although the Adviser monitors the Digital Asset exchanges where it maintains account(s) and believes they or their affiliates are appropriate depositories, there is no guarantee that the Digital Asset exchanges, or any other depositories that a Fund may use from time to time, will not become insolvent or otherwise lose assets. There is no certainty that, in the event of a failure of a Digital Asset exchange that has custody of a Fund's assets, the Fund would not incur losses due to its assets being unavailable for a period of time, ultimately less than full recovery of its assets, or both.

The Funds and/or the Digital Asset exchanges may appoint sub-custodians in certain jurisdictions to hold the assets of a Fund. The Digital Asset exchanges may not be responsible for cash or assets which are held by sub-custodians in certain jurisdictions, nor

for any losses suffered by the Funds as a result of the bankruptcy or insolvency of any such sub-custodian. The Funds may therefore have a potential exposure on the default of any sub-custodian and, as a result, many of the protections which would normally be provided to a partnership by a custodian will not be available to a Fund. Custody services in certain jurisdictions remain undeveloped and, accordingly, there is transaction and custody risk of dealing in certain jurisdictions. Given the undeveloped state of regulations on custodial activities and bankruptcy in certain jurisdictions, the ability of the Funds to recover assets held by a sub-custodian in the event of the sub-custodian's bankruptcy would be in doubt.

The Adviser's custody policy does not permit the Funds to store assets at any Digital Asset exchanges (or with their sub-custodians). In addition, the Adviser and General Partners periodically monitor their third-party vendors, including Digital Asset exchanges, and the Adviser maintains policies and procedures that provide transaction limits for transactions by the Funds on decentralized Digital Asset exchanges.

### ***Third-Party Wallet Providers***

The Adviser may use third party wallet providers to hold a portion of the Funds' Digital Assets. The Funds may have a high concentration of its Digital Assets in one location or with one third party wallet provider, which may be prone to losses arising out of hacking, loss of passwords, compromised access credentials, malware, or cyber-attacks. The Adviser is not required to maintain a minimum number of wallet providers to hold the Funds' Digital Assets. Certain third-party wallet providers may not indemnify the Adviser or the Funds against any losses of Digital Assets. Digital Assets held by third parties could be transferred into "cold storage" or "deep storage," in which case there could be a delay in retrieving such Digital Assets. The Funds may also incur costs related to third-party storage. Any security breach, incurred cost, or loss of Digital Assets associated with the use of a third-party wallet provider may adversely affect an investment by the Funds.

### ***Bankruptcy of Third-Party Wallet Providers and Custodians***

The Adviser may maintain the Funds' Digital Assets with one or more third party wallet providers and custodians (each, a "Third-Party Service Providers"). There is a risk that a bankruptcy court would deem Digital Assets held with a Third-Party Service Provider to be the property of the bankruptcy estate in the event of a Third-Party Service Provider's bankruptcy. In that case, the Funds could be treated as a general unsecured creditor of the Third-Party Service Provider, which means the Funds would not have a claim to its specific Digital Assets held with the Third-Party Service Provider and could only recover the value of its Digital Assets to the extent there are funds remaining after more senior and secured creditors' claims have been satisfied. Moreover, the value of such Digital Assets may fluctuate (up or down) after the filing of the bankruptcy petition and the Funds' claim may not receive the benefit of such higher valuation or could be reduced in the case of a lower valuation. In such an event, the Funds may be unable to recover the full value of their Digital Assets held at the Third-Party Service Provider, which could result in significant losses.

### ***Additional Risks Related to Custody of Digital Assets***

The Adviser may maintain custody of the Funds' Digital Assets with third-party custodians selected by the Adviser, including the use of multiparty computation custodians, on or within "cold wallets," either through paper or hardware cold storage, and/or on "air-gapped" computers utilized by the Adviser. To the extent the Adviser or any affiliate maintains custody of any of the Funds' Digital Assets, the Adviser shall select or generate the private keys that control movement of the Digital Assets. The Adviser may also utilize proprietary storage methods developed by the Adviser. A single type of Digital Asset held by the Adviser may be custodied or secured in different ways (e.g., with respect to a particular Digital Asset, a portion of the Funds' holdings may be custodied by one third-party custodian while another portion is custodied by another third-party custodian or other method), and different types of Digital Assets may have different custody or security arrangements. The Adviser also intends to incorporate multi-signature storage solutions if the Adviser deems appropriate. The foregoing, however, shall not limit the Adviser in any way from utilizing Digital Asset custody standards and practices that may exist in the future. The Adviser retains the right to use any third-party custodian in the future as firms and Digital Asset custody standards further develop.

### ***DeFi Lending of Digital Assets***

DeFi lending involves participation in a blockchain-based Digital Asset network, protocol or platform ("DeFi Lending Platform") wherein the Funds contribute Digital Assets and receives interest on such Digital Assets. The Funds may participate in DeFi lending. Where DeFi lending is on an uncollateralized basis, the Funds would be exposed to the credit risk of the underlying borrowers but typically would not be able to conduct due diligence or credit checks on such underlying borrowers and would have to rely on any such due diligence or credit checks conducted or other threshold conditions imposed by the DeFi Lending Platform. Where DeFi lending is on a collateralized basis, there is a risk that, notwithstanding any margin calls or other collateral protection and maintenance mechanisms as may be built into the DeFi Lending Platform the value of such collateral may not be sufficient to satisfy the principal (or interest) owed on any Digital Assets lent. As DeFi lending may not be ring-fenced on a geographic basis, it is also possible for lending to occur across different jurisdictions, which could cause the Advisor, the Funds and/or the DeFi Lending Platform to potentially be in breach of laws or subject to regulatory oversight in such jurisdictions, including as a result of laws or regulations governing the dealing in Digital Assets, usury laws, money lending laws and may also give rise to the risk of the Adviser or the Funds being deemed to have a business or tax presence in such jurisdictions. There are also greater risks in terms of the profile of borrowers on DeFi Lending Platforms as compared to borrowers on the commercial paper or bond markets. There is no established equivalent to the system of credit ratings for debt issuers or credit scores for individuals for DeFi Lending Platforms. Furthermore, DeFi Lending Platforms will typically incorporate into their operations smart contracts and both the blockchain and the smart contracts may be subject to slow transaction speeds, denial of service attacks, and other vulnerabilities, flaws, bugs or loopholes which could be the subject of malicious hacks or result in accidental or unintended outcomes which can result in losses for some or all participants on such DeFi Lending Platforms, including as a result of a rug pull scam whereby a liquidity provider lists a token on a DEX for the sole purpose of gaining investment for such token and then pulls

all of its liquidity from the project, resulting in a rapid price crash that prevents other investors from retrieving their funds in time. Recovery from such outcomes may not be possible, and in decentralized DeFi Lending Platforms, may require the agreement or all or the majority of participants on such DeFi Lending Platforms to amend or otherwise vary on the operations of the DeFi Lending Platform. On DeFi Lending Platforms where a trusted central or third-party authority plays a role, while such trusted authority may have certain powers within the DeFi Lending Platform (such as emergency controls to halt certain transactions) significant power may be vested in such trusted authorities, introducing a potential key point of failure. Furthermore, DeFi lending is a new and relatively untested technology, subject to further developments in the area. While it is intended that potential risks will be identified and resolved or otherwise mitigated, there may be risks or categories of risks for which it is not possible to identify or have prior knowledge of, given their novel nature and the failure to adapt to and resolve such novel risks may have an adverse effect on the Funds.

### ***Additional Risks Related to Digital Asset Exchanges***

The Digital Asset exchanges generally require cash to be deposited in advance in order to purchase Digital Assets, and no assurance can be given that those deposit funds can be recovered. Additionally, upon sale of Digital Assets, cash proceeds may not be received from the exchange for several business days. Participation in exchanges requires users to take on credit risk by transferring Digital Assets from a user's account to a third-party's account. The Funds will take credit risk of an exchange every time it transacts.

Digital Asset exchanges may impose daily, weekly, monthly, or customer-specific transaction or distribution limits or suspend withdrawals entirely, rendering the exchange of Digital Assets for fiat currency difficult or impossible. Additionally, Digital Asset prices and valuations on Digital Asset exchanges have been volatile and subject to influence by many factors including the levels of liquidity on exchanges and operational interruptions and disruptions. The prices and valuation of Digital Assets remain subject to any volatility experienced by Digital Asset exchanges, and any such volatility can adversely affect an investment by the Funds.

Digital Asset exchanges are appealing targets for cybercrime, hackers, and malware. It is possible that while engaging in transactions with various Digital Asset exchanges located throughout the world, any such exchange may cease operations due to theft, fraud, security breach, liquidity issues, or government investigation. In addition, banks may refuse to process wire transfers to or from exchanges. Over the past several years, many exchanges have, indeed, closed due to fraud, theft (*e.g.*, fx voluntarily shutting down because it was unable to account for over eight hundred and fifty thousand (850,000) Bitcoin), government or regulatory involvement, failure or security breaches (*e.g.*, the voluntary temporary suspensions by Mt. Gox of cash withdrawals due to distributed denial of service attacks by malware and/or hackers), or banking issues (*e.g.*, the loss of Tradehill's banking privileges at Internet Archive Federal Credit Union).

Any financial, security or operational difficulties experienced by such exchanges may result in an inability of the Adviser to recover money or Digital Assets being held by the exchange,

or to pay investors upon withdrawal. Further, the Adviser may be unable to recover Digital Assets awaiting transmission into or out of the Funds, all of which could adversely affect an investment by the Funds.

### ***Exchanges Operating Outside of the U.S.***

Certain of the Funds' Digital Asset exchanges may operate outside of the United States. The Funds may have difficulty in successfully pursuing claims in the courts of such countries or enforcing in the courts of such countries a judgment obtained by the Funds in another country. Further, should an exchange cease operation due to criminal actions or for financial or regulatory reasons, the Funds may suffer losses and will likely be subject to the laws of the exchange's home country when pursuing remedies. In general, certain less developed countries lack fully developed legal systems and bodies of commercial law and practices normally found in countries with more developed market economies. Exchanges operating outside the U.S. typically limit or prohibit, or may in the future without notice limit or prohibit, investment by entities with U.S. beneficial owners in order to avoid U.S. regulations. Should an exchange on which the Funds trade prohibit U.S. beneficial owners or limit the Funds' trading, the Adviser may be forced to liquidate the Funds' positions at an inopportune time and be further limited or prevented from making investments in accordance with its investment strategy. It is possible in such an event that the exchange could "freeze" the Funds' account thereby preventing the Funds from accessing its account completely, and the Funds would be unable to trade or withdraw funds from the exchange. Furthermore, any trading profits that the Funds would have made as a result of early liquidation will not be available to the Funds and the Funds, in certain cases, may be obligated to indemnify the exchange for losses incurred due to the liquidation and to participate in an investigation conducted by the exchange and/or relevant authorities. If the Funds, either directly or through a master partnership, hold assets on an exchange where it is technically not an eligible counterparty, the exchange may have a claim for breach of contract against the Adviser, the Funds or such master partnership. These legal and regulatory risks may adversely affect the Adviser, the Funds and their operations and investments.

### ***Risks Related to Trading on Digital Asset Networks***

The Funds will from time to time convert U.S. dollar contributions made by Investors into Digital Assets over specific networks, as applicable. The Funds may also use certain Digital Assets to purchase other Digital Assets. Many Digital Asset networks are online end-user-to-end-user networks that host a public transaction ledger, known as the blockchain, and the source code that comprises the basis for the cryptographic and algorithmic protocols governing such networks. In many Digital Asset transactions, the recipient of the Digital Asset must provide its public key, which serves as an address for a digital wallet, to the party initiating the transfer. In the data packets distributed from Digital Asset software programs to confirm transaction activity, each Digital Asset user must "sign" transactions with a data code derived from entering the private key into a "hashing algorithm," which signature serves as validation that the transaction has been authorized by the owner of such Digital Asset. This process is vulnerable to hacking and malware, and could lead to theft of the Funds' digital wallets and the loss of the Funds' Digital Assets, including total loss. Many Digital Asset exchanges have been closed due to fraud, failure or security breaches.



In many of these instances, the customers of such Digital Asset exchanges were not compensated or made whole for the partial or complete losses of their account balances in such Digital Asset exchange.

### ***Risks Related to Liquidity Provisioning/Yield Farming***

Certain Funds may from time to time engage in decentralized finance (“DeFi”) liquidity provisioning/yield farming strategies with certain Digital Assets. Liquidity provisioning/yield farming involves liquidity providers and liquidity pools, typically in the form of smart contracts, wherein participating Funds act as liquidity providers by depositing Digital Assets in liquidity pools (or taking other similar and at times more complex actions) in exchange for a return yield of additional Digital Assets. These strategies in Digital Assets are a relatively recent development and have significant risks, including, among others, smart contract risk, liquidation risk (when collateral is no longer enough to cover the amount of a loan, causing a liquidation penalty to the collateral), impermanent loss risk (when a particular Digital Asset market experiences sharp volatility, liquidity providers may lose value with respect to their Digital Assets), and composability risk (when a particular Digital Asset on one platform is invested into another platform, thus exposing the Digital Asset to smart contract and other risks on both platforms), among several others.

### ***Impermanent Loss***

Automated market maker protocols and other yield-bearing capital pools are a new and novel technology which allow the Adviser to earn trading fees by providing liquidity to such pools. These systems may have risks that are not yet fully understood when there is volatility in the underlying Digital Assets which comprise the capital pool. Volatility within such yield-bearing capital pools could lead to an Impermanent Loss of committed Digital Assets (such loss, “Impermanent Loss”) or other unexpected adverse behaviors, thereby lowering the value of the Funds’ returns of Digital Assets from such yield-bearing capital pools. Additionally, such capital pools are open market systems that may be subject to a variety of economic/volatility attacks by other market participants. Such adverse action by other market participants may further increase the volatility of the underlying Digital Assets in the capital pools thereby compounding any Impermanent Loss.

### ***Risks Associated with Investing through Decentralized Exchanges (“DEXs”)***

- *Dependence on a Few DEXs.* The Funds may invest through DEXs. There are currently very few decentralized, non-custodial protocols with platforms through which the Funds may invest. If platforms representing any significant portion of the decentralized Digital Asset markets were to dissolve, liquidate, become bankrupt or otherwise cease operations, change their business, and cease facilitating trade or originating loans, the Funds would be unable to fulfill its investment objective.
- *Regulatory Risks Due to Novelty of Decentralized Credit Models.* DEXs are fairly new, and their compliance with various aspects of regulatory regimes is untested. A federal or state regulator could take a position that a DEX’s

activities (and perhaps the activities of the users/traders/lenders/borrowers/members of those platforms, such as the Adviser) do not comply with applicable law. Further, there is a risk that DEXs are mandated to comply with Anti-Money Laundering (AML) and Know Your Customer (KYC) regulations applicable to traditional exchanges as well as jurisdiction-specific lending laws. Any such regulatory action could adversely affect the Funds and the Limited Partners.

- *Lack of Transparency.* The Adviser selects investments for the Funds and may execute their investment strategy based in part on information and data that DEXs make available to their users, including interest rates set by these platforms. The Adviser is not in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information is not readily available.
- *Scalability Risk.* Although the Adviser may believe that the decentralized finance ecosystem presents an opportunity for attractive returns as compared to other markets, there is a possibility that as additional capital enters the potential for returns will diminish which will negatively affect the Funds' returns.
- *Technology Risk.* The software and technology of DEXs is experimental and new and may now or in the future contain undetected bugs or security vulnerabilities. In addition, like digital exchanges, DEXs are appealing targets for cybercrime, hackers, and malware. All of these risks could result in the loss of some or all assets held by the Funds.
- *Smart Contracts.* DEXs may rely on the use of smart contracts. Smart contracts are computer codes that can be created and run by the users of the network on which such smart contract is based. A smart contract can take information as an input, process that information through the rules defined in the computer code and execute certain actions, such as digital currency or Digital Asset transactions, that have been programmed into the smart contract. The use of smart contracts creates risk exposure because smart contracts use experimental cryptography. The occurrence of software bugs or other flaws cannot be ruled out and could potentially result in the theft or destruction of funds.
- *Digital Asset Network Risk.* Most smart contracts are stored on a limited number of networks and the Funds will be subject to certain risks related to such networks. The development of the networks could be impacted by one or more regulatory inquiries or regulatory actions. Additionally, networks have various levels of centralized control, (e.g., the Ethereum Foundation exerts a strong influence on the Ethereum platform), and the centralization of such power could make such networks less secure. Furthermore, networks may become destabilized due to the increased cost of running distributed applications. Destabilization of a network could dampen interest in the

network and its native Digital Asset(s), making it more difficult for businesses utilizing the network to operate, which could negatively impact the Adviser, the Funds and other users of such businesses.

- *Ethereum Risk.* Most smart contracts are stored on the Ethereum network, and the Funds will be subject to certain risks related to Ethereum. The development of the Ethereum platform could be impacted by one or more regulatory inquiries or regulatory actions. Additionally, the Ethereum Foundation exerts a strong influence on the Ethereum platform, and the centralization of such power could make the Ethereum platform less secure. A destabilization of the Ethereum platform could dampen interest in the Ethereum platform and ETH, making it more difficult for Ethereum-based businesses to operate, which could negatively impact the Adviser, the Funds and other users of such businesses.
- *Systemic Economic Risk.* Given the nascent state of the decentralized finance ecosystem, as well as interconnectivity of various protocols, there are unknown degrees of systemic risk, which could negatively impact the Adviser, the Funds and other users of such businesses.
- *Dependence on Service Providers.* DEXs rely on various parties to execute their business models. For example, DEX administrators may rely on hardware security modules (HSMs), cloud-based solutions for key management, and other critical operating infrastructure, which could be the subject of failure, loss, or theft. In such cases, administrative governance and control of the DEXs could be materially affected and, in some scenarios, lead to complete loss of funds. The platforms could be adversely affected if any such party ceases to provide those services, which would, in turn, adversely affect the Funds and the Limited Partners.
- *Operational Risk.* The Funds' investment strategy may rely on DEXs and DEXs' computer programs and systems to initiate positions, borrow or make loans, settle transactions and monitor its portfolio. The Adviser may not be in a position to verify the risks or reliability of such systems. If there is a failure in the price mechanism, or the occurrence of data manipulation or other failure to retrieve correct market data owing to price source issues, the Funds may not be able to execute their investment strategy and the value of collateral provided by a buyer for any loans invested in by the Funds may be determined incorrectly, which could adversely impact the Funds.
- *Potential for Frontrunning.* The structure of DEXs permits independent network participants ("Searchers") to seek out and execute trades to obtain the maximal extractable value ("MEV") that can be extracted from block production in excess of the standard block reward and gas fees. Searchers can also utilize the bots or algorithms used to identify MEV opportunities to copy potentially profitable trades identified by other network participants and submit them with a higher gas price, enabling the Searcher to "front-run"

the other network participants' trading activity. Such activities by Searchers may adversely affect the Funds by reducing or eliminating the profits available to the Funds in connection with its trading activity.

### ***Forks and Airdrops***

The blockchain code for a Digital Asset may be split, resulting in two different Digital Assets: one that is unaltered and a second, new Digital Asset whose code is based on but differs from the original Digital Asset's code (a "Hard Fork"). Further, new Digital Assets may be distributed via "airdrops" to holders of certain existing Digital Assets (an "Airdrop"). New Digital Assets provided via a Hard Fork or Airdrop are provided involuntarily and without consideration. A Hard Fork or Airdrop may affect the value of the original Digital Asset. On behalf of the Funds, the Adviser may elect to claim the new Digital Asset created as a result of a Hard Fork or Airdrop. Further, various exchanges, custodians, wallets, or other storage solutions may not accommodate such Hard Forks or Airdrops or may only accommodate such Hard Forks or Airdrops after a significant period of time. Additionally, the Adviser may not have any systems in place to monitor or participate in Hard Forks or Airdrops. Therefore, the Funds may not receive any new Digital Assets created as a result of a Hard Fork or Airdrop, thus losing any potential value from such Digital Assets.

### ***Rebasing of Digital Assets***

Unlike Bitcoin and other Digital Assets where the supplies of such Digital Assets are readily and predictably known, certain other Digital Assets are engineered through smart contracts where the supplies of such Digital Assets are not fixed and adjust routinely. Such Digital Assets have a dynamic or elastic supply (and may be referred to as elastic supply tokens), and the mechanism used to adjust the supply is referred to as a rebase. The rebasing mechanism adjusts an elastic supply token's circulating supply periodically when a related parameter of any such token, such as price, changes. Elastic supply tokens aim for a target price with a time-varying supply of such tokens. For example, if the target price for an elastic supply token is \$1 USD and such price falls below \$1 USD, the current supply of such elastic supply token will decrease and the value of each such token will increase. Conversely, if the price increases above \$1 USD, the rebase will increase the supply of such elastic supply tokens and the value of each such token will decrease. Because investments in any elastic supply tokens may be subject to periodic rebasings, the Funds' investments in any elastic supply tokens may fluctuate greatly with respect to the number and value of such tokens held. While a rebase may potentially result in a profitable event, investments in elastic supply tokens may be extremely volatile, even more volatile than the Digital Asset space, generally. An investment in elastic supply tokens may result in a loss of value or amount of an investor's total holdings as each rebase occurs, and in a downtrend, this may cause a spiral of negative rebases. In the worst-case scenario, the supply changes are unable to increase demand and re-stabilize the price and market cap of such elastic supply token, resulting in further losses.

### ***Risk of Rug Pull Scam***

In recent years, “rug pull” scams have become a predominant exit scam in the Digital Asset and DeFi space. A “rug pull” scam (also known as “rugging”) occurs when a hacker or a fraudulent issuer injects liquidity into an underlying asset that is thinly traded and, in some cases, encourages other investors to do the same, causing a significant increase in the underlying price (such increase otherwise known as the “pump” in a “pump-and-dump scheme”). In a rug pull, the hacker or issuer subsequently sells its underlying assets, receiving generally a large profit (otherwise known as the “dump”). Such a large sell-off of the assets may cause a chain reaction in the marketplace that crashes the value of the asset. While it may be difficult to detect a rug pull before it has been completed, the Adviser conducts extensive research before investing in any digital assets whether an asset is susceptible to becoming victim to a rug pull to minimize the likelihood of a rug pull affecting the Funds’ investments. A rug pull may adversely affect a Funds’ investment and could result in a total loss of capital.

### ***Limited Liquidity of Digital Assets***

Markets for Digital Assets may have limited liquidity or may experience significant falloffs in liquidity for a number of reasons including technological developments, political events and trends, currency exchange rates, regulatory policy, consumer demand, and innumerable other factors. The Funds may invest into “young” Digital Assets that may operate with limited liquidity for extended periods of time, before a liquid market develops, with no guarantees that one will develop. Future adverse developments could result in the complete inability of the Funds to dispose of their investments. In addition, the Funds may hold a significant number of Digital Assets for which no market exists and they may be able to dispose of these Digital Assets only at substantial discounts or losses, if at all. Liquidity limitations may cause the Funds to be unable to sell assets and/or investments in their portfolios or may only allow them to do so at unfavorable prices, and may prevent the Funds from realizing investment gains or limiting investment losses in a timely manner. Such “liquidity risk” could adversely impact the value of the Funds’ investments, and may be difficult or impossible to hedge against. Because of the nature of the Funds’ investment strategies, certain investments may have to be held for a substantial period of time before they can be liquidated and some investments may be impossible to liquidate. Fund investments may experience sudden and irreversible declines in value. The Funds may also make certain speculative purchases of Digital Assets, which the Adviser or its affiliates believes to be undervalued. There can be no assurance that Digital Assets which the Adviser believes to be undervalued are, in fact, undervalued, nor can there be any assurances that undervalued Digital Assets will ever increase in value.

### ***Stolen or Incorrectly Transferred Digital Assets May be Irretrievable***

Digital Asset transactions are generally irrevocable, and stolen or incorrectly transferred Digital Assets are likely irretrievable. As a result, any incorrectly executed Digital Assets transactions could adversely affect an investment in the Funds. Digital Asset transactions are not normally, from an administrative perspective, reversible. Once a transaction has been verified and recorded, an incorrect transfer of Digital Assets or a theft of Digital Assets generally will not be reversible and the Funds will normally not be capable of

seeking compensation for any such transfer or theft. Although the Funds' transfers of Digital Assets may be regularly made to or from the Funds' accounts, it is possible that, through computer or human error, or through theft or criminal action, the Funds' Digital Assets could be transferred from the Funds' accounts in incorrect quantities or to unauthorized third parties. To the extent that the Funds are unable to seek a corrective transaction with such third party or is incapable of identifying the third party which has received the Funds' Digital Assets through error or theft, the Funds will be unable to revert or otherwise recover incorrectly transferred Fund Digital Assets. It is more likely than not that the Funds will be unable to seek redress for such error or theft, and such loss could adversely affect an investment in the Funds, and could result in a loss, including total loss, of capital.

### ***Stablecoin Specific Risks***

Stablecoins are distinct from other Digital Assets in that their value is intended to be pegged to fiat currency like USD (e.g., 1 stablecoin is intended to represent \$1 USD) and backed by an underlying asset, such as fiat currency like USD, commodities, or other Digital Assets. Stablecoins are subject to the same risks as other Digital Assets described in these risk factors, but are also subject to unique risks. While stablecoins are intended to be less volatile than other Digital Assets, they are inherently subject to the volatility of the underlying assets to which they are pegged. Stablecoins come in various forms, each with their own unique set of risks.

- Fiat-based stablecoins are centralized, which exposes the holder of such stablecoins to counterparty risk, including but not limited to, a centralized entity that issues the applicable stablecoin and manages the fiat conversion. Specifically, fiat-based stablecoins require the holder of such stablecoins to rely on the issuer to have sufficient reserve to back up all of the issued stablecoins. For example, USDT issued by Tether is subject to controversy due to the lack of transparency and claims that Tether does not hold sufficient USD reserves to back all of the issued USDT tokens, which resulted in a significant drop in value of USDT October 2018. The financial institution in which a stablecoin issuer holds its USD reserves may become insolvent, which may result in a significant drop in the value of the stablecoin. Further, fiat-based stablecoins are subject to greater oversight and regulation, and will be further dependent on the banking industry and other geopolitical factors, all of which could affect the value of such stablecoins.
- Algorithmic stablecoins rely on another Digital Asset to support the aforementioned stablecoin with an algorithm or smart contract governing the relationship between the two assets. Such stablecoins utilize the smart contract to maintain their peg, typically to USD. Destabilization of the Digital Asset on which an algorithmic stablecoin relies can lead to a complete collapse in the value of the stablecoin. For example, in May of 2022, TerraUSD (or UST, for short), an algorithmic stablecoin created and administered by Terraform Labs, collapsed after attacker(s) flooded the Digital Asset market with UST putting downward pressure on the price of UST and investors, sensing negative sentiment, further withdrew UST compounding the loss of UST's peg to USD.

- Digital Asset backed stablecoins rely on various forms of collateralized Digital Assets, to allow for such stablecoin to maintain their value. Digital currency backed stablecoins are inherently more volatile than stablecoins backed by fiat or commodities given the volatility of the underlying Digital Assets. Even though overcollateralization (sometimes to the extent of 170% or greater) of Digital Assets is generally required, there is no guarantee such collateral will be sufficient for a stablecoin to maintain its value. The collateral backing Digital Asset based stablecoins is held in smart contracts and the underlying Digital Asset can be immediately liquidated if the value of such Digital Asset falls below a certain threshold. For example, DAI, a stablecoin launched on the Ethereum blockchain was overcollateralized at a ratio of 141% as of August 2022 via its “vault” smart contract. The greater the value of the collateral, the more such Digital Assets would need to fall in value before such stablecoins lose their peg. If the underlying digital currency loses too much value, the system may become under-collateralized and there is potential the stablecoin will quickly lose its peg and all value. In addition, there is a risk that the underlying Digital Asset held as collateral is not adopted or no longer accepted on other platforms, implicitly lowering the value of such collateral, and increasing the risk such Digital Asset backed stablecoin loses its value.
- Stablecoins promoted or supported by entities other than the central bank of a particular country may face competition from stablecoins issued as legal tender by the central banks of various countries. Central bank digital currencies (“CBDCs”) may or may not incorporate blockchain or similar technologies, but may have advantages as a medium of exchange or store of value depending on the level of confidence in the issuing central bank. Financial institutions may also be incentivized to support CBDCs over other kinds of stablecoins depending on the regulatory environment in the countries having jurisdiction over such financial institutions. If one or more CBDCs gains significant market share among stablecoins in use at any given time, the value of non-CBDC stablecoins may be materially and adversely affected.
- Yield-bearing stablecoins are stablecoins that pay certain yield to holders of the stablecoins (and in some cases as well to intermediaries who hold the stablecoins). Along with the risks mentioned above for stablecoins generally, these stablecoins could carry certain regulatory risks, whether centralized or decentralized, as a result of the yield passed on to holders of the stablecoins, which could materially and adversely affect their value.

### ***Proof of Stake Risk***

The Funds may invest some of their assets through protocols that verify transactions through a concept known as Proof of Stake (“PoS”). PoS generally allows holders of a Digital Asset to verify future transactions in a protocol based on various factors, depending on the rules of the protocol. Some protocols allow holders with a larger amount of the Digital Asset (i.e., stakes) deposited in the protocol to be awarded with additional Digital Assets through the verification of future transactions. Those with stakes in some protocols may also have the ability to govern and vote on how the protocol is controlled in the future. As PoS typically requires storing a large amount of the relevant Digital Asset for a potentially long period of time in order to verify future transactions on the protocol, such investments may be illiquid for an extended period of time before there is any return on investment. Such illiquidity could have an adverse effect on the Adviser. To the extent the Adviser invests any of the Funds’ assets through PoS-based protocols, there is a risk that a protocol assesses a penalty against the Funds in connection with the Adviser’s activities in verifying transactions in such protocol, which could result in a loss of some or all of the Funds’ Digital Assets that have been deposited in the protocol. Further, PoS is subject to the same risks associated with Digital Assets in general including, but not limited to, equipment failure, regulatory control, and a failure of the network which the stake is deposited on.

### ***Slashing of Digital Assets***

A “slashing” is an event where the validator in a PoS Digital Asset network or blockchain is penalized for violating a rule of the protocol, typically by forcing such validator to forfeit a defined proportion of staked tokens, which are then typically burned or redistributed to other stakeholders. Tokens pledged by delegators to validators are typically not subject to slashing, but once pledged by the validator to the protocol are subject to slashing. Downtime and double-signing are examples of behaviors that may be deemed harmful to the protocol and that may result in slashing penalties. Most PoS networks have defined slashing parameters with corresponding penalties and varying degrees of severity, although some networks do not penalize such activities and, instead, rely on opportunity costs and validator reputation to create an efficient delegation market. Certain networks therefore will pose more risks due to parameters around slashing. Additionally, while the Adviser would seek to only delegate Digital Assets to reputable validators, any validator may engage in dishonest validations or other malicious behavior for which the Adviser has no control, and which may result in the “slashing” of the Digital Assets staked by the validator (including Digital Assets delegated by the Adviser to the validator). To the extent the Adviser delegates Digital Assets to a validator on a PoS Digital Asset network or blockchain that is subject to slashing, such assets are also subject to slashing which may result in a partial or complete loss of such assets.

### ***Risks of Cybersecurity Attacks***

The Funds, the General Partners, the Adviser and their service providers, including Digital Asset exchanges, custodians and their affiliates, may be subject to operational and information security risks resulting from cyber-attacks. Cyber-attacks include, among



other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information, unauthorized asset transfers and various other forms of cybersecurity breaches. Cyber-attacks affecting the Funds, the General Partners, the Adviser, their service providers and Digital Asset exchanges may adversely impact the Funds. For instance, cyber-attacks may interfere with the processing or execution of Fund transactions, cause the release of confidential information, including private information about limited partners, subject the Funds, the General Partners, the Adviser or their affiliates to regulatory fines or financial losses, or cause reputational damage. Additionally, cyber-attacks or security breaches (e.g., hacking or the unlawful withdrawal or transfer of funds) affecting any of the Funds' key service providers, such as the General Partners, the Adviser, Digital Asset exchanges, custodians or other counterparties holding assets of the Funds, may cause significant harm to the Funds, including the loss of capital. Similar types of cybersecurity risks are also present for the development teams that create Digital Assets in which the Funds may invest (e.g., the hacking attack associated with the initial coin offering of the DAO token). These risks could result in material adverse consequences for such development teams or their Digital Assets and may cause the Funds' investments in such Digital Assets to lose value.

### ***Risk to Digital Asset Networks from Malicious Actors***

If a malicious actor or botnet (a volunteer or hacked collection of computers controlled by networked software coordinating the actions of the computers) obtains a majority of the processing power dedicated to mining on certain Digital Asset networks, it may be able to alter the blockchain on which the Digital Asset transaction relies, including by constructing alternate blocks if it is able to solve for such blocks faster than the remainder of the miners on the Digital Asset network can add valid block. In such alternate blocks, the malicious actor or botnet could control, exclude or modify the ordering of transactions. Using alternate blocks, the malicious actor could double spend its own Digital Assets and prevent the confirmation of other users' transactions for so long as it maintains control. To the extent that such malicious actor or botnet does not yield its majority control of the processing power on various Digital Asset networks, or the Digital Asset community does not reject the fraudulent blocks as malicious, reversing any changes made to the blockchain may not be possible. Such changes could adversely affect an investment in the Funds or the ability of the Funds to transact and could result in a loss, including total loss, of capital.

### ***Global Supply and Demand For Digital Assets***

If the global supply of the Digital Assets owned by the Funds increases, either suddenly or over a longer time period, the price of those Digital Assets could decrease, causing an adverse effect on the Funds. The Adviser or its affiliates cannot know or predict the reasons for changes in global supply of Digital Assets. Reasons could include, but are not limited to: (i) the inherent properties of some Digital Assets possibly allowing for a large or even unlimited supply, and more Digital Assets may enter the market via transaction validation activities, Digital Assets founders or others increasing the number of Digital Assets in existence, or other reasons, (ii) transaction validators dumping a large volume of Digital Assets on the market, either because transaction validation incentives are not high enough and validators need funds, or for another reason, (iii) other large holders dumping a large volume of Digital Assets on the market, such holders possibly including the Digital Asset's

creators, investors, transaction validators, banks, institutional investors, private and public funds, and others, and (iv) the number of Digital Assets increasing, as new Digital Assets are created and additional launch events occur.

There is no guarantee that there will be continued demand for Digital Assets. The Adviser or its affiliates cannot know or predict the reasons for changes in global demand of Digital Assets. Some reasons could include, but are not limited to: (i) other technologies or stores of value may prove better choices for consumers and investors, (ii) global economic, political, and other situations and events may halt or reduce demand, either temporarily or permanently, (iii) the ability to obtain, buy, deposit, hold, store, withdraw, transfer, sell, exchange or otherwise use Digital Assets may become limited, and (iv) the cost to obtain, buy, deposit, hold, store, withdraw, transfer, sell, exchange or otherwise use Digital Assets may increase.

#### ***Effect of Inability to Effectively Monitor, Maintain or Update Digital Assets Protocols, Software or Other Technology***

The software, protocols, or other technology associated with a Digital Asset can sometimes prove insufficient to handle the volume, speed, or type of transactions demanded by users of that Digital Asset. In these cases, a change or upgrade in the network's protocol, software or technology may be required. If there is no centralized authority to determine the required changes, the peers in the network (transaction validators or governance token holders, as applicable), or other actors, must determine what change is to occur and how that change will be handled. If one group of transaction validators or governance token holders does not agree with another on the type of protocol/software change/upgrade that should occur, a fork or other change in the network can occur. If a disagreement occurs, this can negatively affect the value of one or more Digital Assets. There may also be a lack of incentive for transaction validators or governance token holders to work on solutions for network protocol, software, or other issues. For example, if transaction validators or governance token holders are not compensated sufficiently for their work on such solutions, they may not attempt to create a solution. It is also possible that groups of transaction validators or governance token holders could collude to create a solution that would negatively affect the value of one or more Digital Assets. It is also possible that a new update is successfully launched, but the new update turns out to negatively affect the value of one or more Digital Assets. It is also possible that protocol or software upgrades fail due to limitation inherent in a specific Digital Asset's underlying technology or structure. Regardless of whether a Digital Asset's governance and/or ledgering is centralized or decentralized, it may encounter similar or different difficulties in monitoring, maintaining or updating their protocols, software or other technology.

#### ***Irrevocable Cryptocurrency Transactions***

Just as blockchain (or similar technologies) creates a permanent, public record of Digital Asset transactions, it also creates an irrevocable one. Transactions that have been verified, and thus recorded as a block on the blockchain (or similar technologies), generally cannot be undone. Even if the transaction turns out to have been in error, or due to theft of a user's Digital Assets, the transaction is not reversible. The Funds may be unable to replace missing Digital Assets or seek reimbursement for any erroneous transfer or theft of Digital

Assets. To the extent that the Funds are unable to seek redress for such action, error or theft, such loss could adversely affect an investment in the Funds.

### ***Counterparty Risk***

Some of the markets in which the Funds may effect transactions are “over-the-counter” or “interdealer” markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of “exchange-based” markets. This exposes the Funds to counterparty risk either because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem with the counterparty. Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where a Fund has concentrated its transactions with a single or small group of counterparties. The Funds are not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Funds have no internal credit function that evaluates the creditworthiness of their counterparties. The ability of a Fund to transact business with any one or number of counterparties, the lack of any meaningful and independent evaluation of such counterparties’ financial capabilities, and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Funds.

### ***Intellectual Property Rights Claims May Adversely Affect the Operation of a Digital Asset Network***

Third parties may assert intellectual property claims relating to the operation of digital currencies and their source code relating to the holding and transfer of such assets. Regardless of the merit of any intellectual property or other legal action, any threatened action that reduces confidence in a Digital Asset’s network’s long-term viability or the ability of end-users to hold and transfer tokens or coins may adversely affect an investment in the Funds. Additionally, a meritorious intellectual property claim could prevent the Funds and other end-users from accessing the relevant Digital Asset network or holding or transferring tokens or coins, which could force the Funds to terminate and liquidate their Digital Assets (if such liquidation of Digital Assets is possible). As a result, an intellectual property claim against the Funds could adversely affect an investment in the Funds.

### ***Illiquidity of SAFT Investments and Certain Securities***

The Funds may acquire interests in future digital tokens through instruments known as Simple Agreements for Future Tokens (“SAFTs”) or warrants, through mining, staking or delegation contracts, as well as securities in cryptocurrency-related companies, which will be subject to significant restrictions on sale and transfer. Such interests and securities will likely not be publicly registered and consequently cannot be freely sold or transferred except in compliance with applicable federal and state securities laws and regulations. Additionally, certain equity securities may be subject to rights of first refusal, lockups, and other significant restrictions on transfer imposed by the charters, bylaws, stock or option plans, or warrants pursuant to which they were issued by the applicable private company issuer. SAFTs will allow private company issuers to issue the Funds options or warrants to acquire interests in future token offerings from the private company issuers upon or following the occurrence of the ultimate development, sale and distribution of a digital

token. Similarly, the Funds could enter into service contracts (such as mining, staking or delegation contracts) whereby in exchange for certain services by the Funds, the Funds receive certain tokens. The timing of receipt of the tokens by the Funds, including any vesting schedule, will be determined in the sole discretion of the private company issuer offering the SAFT or the contract. Such significant restrictions on and impediments to transfer could significantly reduce the value of the underlying interest or securities and could materially and adversely affect the Funds' ability to monetize or foreclose upon such interests or securities, significantly reducing the amount that the Funds could realize from any such actions. Such restrictions on the sale or transfer of these interests or securities could have a material adverse effect on their value, which could materially and adversely affect the value of the Funds' investments and the Fund interests of the limited partners.

### ***Service Providers***

Several companies and financial institutions provide services related to the buying, selling, payment processing and storing of virtual currency (i.e., banks, accountants, exchanges, digital wallet providers and payment processors). The Funds expect the number of service providers to increase as the Digital Asset networks continue to grow. However, there is no assurance that the virtual currency market, or the service providers necessary to accommodate it, will continue to support Digital Assets or other types of virtual currency, continue in existence or grow. Further, there is no assurance that the availability of and access to virtual currency service providers will not be negatively affected by government regulation or supply and demand of Digital Assets. Accordingly, companies or financial institutions that currently support Digital Assets may not do so in the future.

### ***Reliance on Virtual Currency Service Providers***

Due to audit and operational needs, there will be individuals who have information regarding the Funds' security measures. Any of those individuals may purposely or inadvertently leak such information. Further, several companies and financial institutions (including banks) provide support to the Funds related to the buying, selling and storing of virtual currency. To the extent service providers no longer support the Funds or cannot be replaced, an investment in the Funds may be adversely affected.

### ***Interconnectedness of the Funds, Markets and Industry Participants***

The political environments in many countries, including in the United States, those constituting the European Union and otherwise located in Europe and in others around the world (jurisdictions in which the Funds have invested and plan to continue investing), continue to evolve and over the last couple of years seem to be experiencing more and faster change than has been experienced since World War II. The Funds, the General Partners, the Adviser, existing and potential borrowers and other industry participants all operate within a broader national and international economic and human ecosystem. Consequently, geopolitical, economic, financial, health, environmental and other macro and micro issues can directly and indirectly impact the Funds' prospects and performance by affecting one or more of the aspects of the market and/or market participants relevant to the Funds and their investments. With the advance of globalization, technology, speed at which information flows, aggregation and analysis of data, and the general inter-

relatedness of the world, markets are likely to become more volatile and the Funds and their investments are likely to become more vulnerable to external factors, including ones which historically may not have impacted vehicles or strategies like that of the Funds.

### ***Potential Banking Crisis***

Following an extended period of low inflation and low interest rates in the U.S. (and certain other jurisdictions globally), beginning in 2022, both inflation and interest rates began to increase, at some points rapidly. This led to a decline in the trading values of previously issued government securities with interest rates below current market interest rates. Certain financial institutions holding significant positions in these government securities have accumulated substantial unrealized losses, which has impaired or could impair the ability of such institutions to meet customer and other liquidity needs. One such financial institution was Silicon Valley Bank (“SVB”), which faced the prospect of a possible “run on the bank” as depositors became concerned about the solvency of the bank and the ability of depositors to access their funds. SVB’s position became increasingly untenable and, on March 10, 2023, regulators shut down SVB and placed it in receivership under the Federal Deposit Insurance Corporation (“FDIC”). Shortly thereafter, Signature Bank was also placed in FDIC receivership. Market concern about the SVB and Signature Bank situations, as well as the risks posed to other similar-profile banks, created the potential for a domino effect across the U.S. banking sector, which was confronting its most significant set of challenges since the 2008 financial crisis.

In an effort to stabilize this deteriorating situation, the FDIC, in conjunction with the U.S. Department of Treasury and the Federal Reserve Board, announced: (i) a program to provide financial institutions up to \$25 billion of loans secured by certain government securities held by SVB and similarly situated banks to mitigate the risk of potential losses on the sale of such government securities; and (ii) that SVB deposit accounts would be fully insured, with FDIC insurance extended beyond the existing \$250,000 FDIC insured limit.

Although the government’s intervention in addressing the SVB and Signature Bank situations averted a full-blown banking crisis and stabilized markets, concerns about the overall financial health and stability of the U.S. banking sector, particularly smaller and regional banks, remained high despite the government’s actions. In May 2023, First Republic Bank was closed by the California Department of Financial Protection and Innovation and FDIC was appointed receiver. First Republic was the second-largest bank to fail in U.S. history. First Republic’s assets were subsequently sold to JPMorgan Chase.

Further governmental intervention may be required to stabilize the U.S. banking sector if additional U.S. banks, particularly larger banks, appear to be at a risk of failure; it is unclear, however, whether the government would intervene in such circumstances and, if it did, whether such governmental intervention would be sufficient to forestall a full-blown banking crisis. It is also possible that further government intervention could result in other unforeseen adverse impacts on the economy over the short or long term.

Even if, ultimately, market concerns about the financial health and stability of U.S. and global banking sectors are successfully addressed, many observers believe that the risk of

a recession occurring in the U.S., and perhaps in other major global economies, has increased because of the events in the banking sector.

The events described above present several potential risks including to: (i) investment advisers, general partners and their related entities, (ii) the funds which they manage, (iii) fund limited partners; (iv) the portfolio companies in which funds make and hold investments; and (v) founders and senior management teams of portfolio companies. Certain of these risks are described in more detail herein but other risks may arise in the future as events unfold. In evaluating such risks, one should assume that circumstances may change in ways that are not necessarily predictable, and that conditions may deteriorate. Any of the risks described below, or other risks not described, if realized, could have a material adverse effect on the liquidity, current and/or projected business operations, financial condition and/or performance results, as applicable, for any of the Adviser or its related parties, the Funds and/or the Portfolio Companies.

### ***Banking Sector Risks on Fund Operations and Performance***

It is likely that a deterioration in the U.S. banking sector would adversely affect the U.S. and/or other global economies, including the possibility of recession, the duration and severity of which are difficult to predict. Among other things, a weakening in the macroeconomic situation could make it more difficult for the Funds to identify and source investments; finance and consummate new investments or refinance existing investments; and dispose or otherwise monetize investments at attractive valuations. In addition, it is possible that the incidence of Fund investor capital call defaults may increase. The cumulative effect of the foregoing could adversely impact the value of Fund holdings and overall performance of the Funds.

### ***Custody Risk***

If a bank has custody of any Fund assets and the bank goes into receivership, the receivership could adversely impact the safekeeping of those assets and the ability to retrieve and secure such assets, and the applicable Funds may experience delayed access to deposits or other financial assets or the uninsured loss of deposits or other financial assets. To mitigate this risk, the General Partners will monitor the financial condition of their banking relationships and, to the extent possible, mitigate custodian risk by safekeeping cash assets in accounts and/or products that ensure as broad FDIC insurance coverage of such assets as possible and diversify custodian risk by creating accounts at multiple custodians to reduce the impact of a single custodian's failure.

### ***Adviser/General Partner Risk***

If the Adviser, the General Partners or a related party has a banking relationship with the bank (for example, a payroll account), the General Partners' ability to manage or operate a Fund consistent with its past business practices could be negatively impacted, potentially resulting in a disruption in operations. The General Partners plan on mitigating this risk by monitoring the financial condition of their banking relationships and, where appropriate and practicable, maintaining more than one banking relationship.

In addition, service providers with whom the General Partners or the Funds do business may have relationships with banks that go into receivership, which could negatively impact such service providers and, therefore, the services the General Partners or the Funds receive from such service providers. The General Partners will seek to mitigate this risk by periodically evaluating the risk profile of its service providers, and where appropriate, identifying in advance service providers which could be brought in quickly if an existing service provider is unable to provide critical services.

### ***Portfolio Company Risks***

Portfolio Companies typically have their own banking or other relationships with banks and other financial institutions that present many of the same risks described above. In addition, a Portfolio Company that is unable to access a credit line because its bank is in receivership may require bridge or other temporary financing from a Fund to meet its payroll or other obligations. Such transactions may reduce the capital availability of the Fund to make other investments and may result in overall reduced returns to the Fund. Moreover, if a letter of credit or other form of credit support was being provided to a Portfolio Company by a bank that goes into receivership, such Portfolio Company may be in default of other obligations it may have requiring such letter of credit or credit support to be maintained.

The General Partners intend to mitigate such risk by trying to influence their Portfolio Companies, wherever they have such influence, to select lending relationships with banks and other financial institutions with strong balance sheets; to monitor the financial health of its lenders on a regular basis; and to have more than one banking relationship where appropriate or practicable. In this regard it is important to note that, in certain situations (such as in non-control investments in Portfolio Companies or investments where there are several significant size investors in the Portfolio Company in addition to a Fund), the General Partners may have limited or no influence on Portfolio Company banking decisions and, even where they have influence, Portfolio Company management teams may make decisions regarding banking relationships which are different than the decisions the General Partners would make in the same circumstances.

### ***Founder/Other Portfolio Management Risk***

Risks can arise when founders or senior management of Portfolio Companies have economic or personal relationships with banks in danger of failing. In such cases, their attention and focus may be diverted from their primary responsibilities towards these relationships, potentially affecting their ability to effectively manage the Portfolio Company and create value for a Fund as investor.

For instance, if the founder or senior management of a Portfolio Company has invested a significant portion of their personal wealth in a troubled bank, they may become preoccupied with monitoring the bank's financial health and taking steps to protect their investments, potentially at the expense of their duties towards the portfolio company. Similarly, if a founder or senior management has outstanding loans with a troubled bank, the founder or senior management may focus more on maintaining a good relationship with the bank to ensure that the loans are not called in, instead of prioritizing the Portfolio

Company's operations and growth.

To mitigate this risk, the General Partners will seek to diligence the relationships between founders and senior management of Portfolio Companies and any banks that may pose a conflict of interest or distraction risk and influence Portfolio Company management to develop policies and guidelines to manage any potential conflicts or distractions where applicable. This could include reviewing personal financial disclosures and examining the terms of any loans or investments made by the senior management or founder in the troubled bank.

The General Partners will also regularly communicate with founders and Portfolio Companies' management to monitor any potential distractions or conflicts of interest that may arise and take appropriate actions to mitigate any risks. By being proactive and vigilant, the General Partners will try to minimize the impact of any distractions or conflicts of interest on the Portfolio Company's operations and financial performance, and ultimately protect the Funds' investments.

### ***Geopolitical, Economic and Social Risks***

The political environments in many countries, including in the United States, those constituting the European Union and otherwise located in Europe and in others around the world (jurisdictions in which the Funds have invested and plan to continue investing), continue to evolve and over the last couple of years seem to be experiencing more and faster change than has been experienced since World War II. Investment themes, economic analysis and assumptions, asset valuation and underwriting for many institutional investors and asset classes tend to be premised on, and include data and assumptions which are, largely historical and backward looking. In addition, any political instability with heightened tension and potential social unrest in Europe and the United States, fundamental changes in international relations, treaties and alliances, trade, tariffs, taxes, governmental reviews and discretion (e.g., by the U.S. Committee on Foreign Investment in the United States (CFIUS)) individually or in the aggregate can have a material effect on the opportunities, asset values, ability to finance assets, ability to dispose of assets and overall performance and financial condition of the Funds and individual limited partners' investment performance.

Geopolitical concerns and other global events, including, without limitation, trade conflict, national and international political circumstances (including wars, terrorist acts or security operations) and pandemics or other severe public health events, have contributed and may continue to contribute to volatility in global equity and debt markets. The impact of geopolitical tension, such as a deterioration in the bilateral relationship between the U.S. and China, further escalation in the conflict between Russia and Ukraine, the political and military instability in the Middle East, including any resulting sanctions, export controls or other restrictive actions that may be imposed by the U.S. and/or other countries against governmental or other entities in, for example, Russia, also could lead to disruption, instability and volatility in the global markets, which may have an impact on the Funds' investments across negatively impacted sectors or geographies. The conflict in the Middle East has caused, and is currently expected to continue to cause, significant disruptions to the global financial system and international trade, among other disruptions, all of which



could adversely affect the Funds' ability to fulfil their investment objectives. An escalation of hostilities could lead to a rapid or significant erosion of confidence that may result in a deterioration of credit markets and/or lead to or extend a global economic downturn. These and similar concerns have contributed, and similar and unforeseeable concerns, may continue to contribute to volatility in global markets.

One or more of these factors could impact the Funds' ability to deploy capital and could materially and adversely affect the operations of the Funds as well as the results of their operations. These factors are outside the control of the Funds and may cause the Funds' strategies to be adjusted in order to try to successfully compete as markets continually evolve. Depending upon the scope, any such adjustments may necessitate LPAC waivers or amendments at the recommendation of the applicable General Partner, and if required such waivers or amendments may or may not be obtained.

### ***Service on the Board of Directors***

The Adviser's principal or other persons affiliated with the General Partners or the Adviser may serve as directors of certain of the Funds' Portfolio Companies. Such service, especially in light of statutes and regulations relating to corporate governance and increased scrutiny of corporate boards, could expose the Funds or the General Partners and their members and affiliates to regulatory action and/or claims by a Portfolio Company, its security holders and its creditors. While the General Partners intend to manage the Funds in a way that will minimize exposure to these risks, the possibility of successful claims or adverse regulatory actions cannot be eliminated, and such events may have a significant adverse effect on the Funds.

In their capacity as directors of Portfolio Companies, such persons will be subject to fiduciary and other duties to the Portfolio Company on whose board they serve, which duties may on occasion conflict with the best interests of the Funds. For example, the Funds' ability to sell the publicly traded securities of a Portfolio Company may be limited if any of them are in possession of material nonpublic information relating to such Portfolio Company.

### ***Risks Related to the Use of Leverage for Certain Investments***

The Funds may employ varying degrees of leverage. As a result, economic downturns, operating problems and other general business and economic risk may have a more pronounced effect on the profitability and survival of such companies. Moreover, rising interest rates may significantly increase a Fund's interest expense, causing losses and/or the inability to service debt levels. If a Fund cannot generate adequate cash flow to meet debt obligations, the Fund may suffer a partial loss or total loss of capital invested in the Portfolio Company. Additionally, the securities acquired by a Fund may be the most junior of a Portfolio Company, and thus subject to greatest risk of loss.

### ***Business Continuity and Disaster Recovery Risks***

The Adviser's and the Funds' business operations may be vulnerable to disruption in the case of catastrophic events such as fires, natural disasters, terrorist attacks, or other

circumstances resulting in property damage, network interruption, and/or prolonged power outages. Although the Adviser has implemented measures to manage risks relating to these types of events, there can be no assurances that all contingencies can be planned for. These risks of loss can be substantial and could have a material adverse effect on the Funds' investments.

### ***Electronic Communication***

The Adviser may provide statements, reports and other communications relating to a Fund and/or the Investors' interests in a Fund in electronic form, such as email or via a password protected website ("Electronic Communications"). Electronic Communications may be modified, corrupted or contain viruses or malicious code, and may not be compatible with an Investor's electronic system. In addition, reliance on Electronic Communications involves the risk of inaccessibility, power outages or slowdowns for a variety of reasons. These periods of inaccessibility may delay or prevent receipt of reports or other information by the Investors.

### ***Cybersecurity Risk***

External cybersecurity breaches, including unauthorized access to systems, networks, or devices (such as through "hacking" activity); infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes or website access or functionality, may occur. In addition, internal incidents can occur, such as the inadvertent release of confidential information (possibly resulting in the violation of applicable privacy laws). A cybersecurity breach could result in the loss or theft of customer data or funds, the inability to access electronic systems ("denial of services"), loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause a Fund, a General Partner, the Adviser, or other service providers to incur regulatory penalties, reputational damage, additional compliance costs or financial loss. In addition, such incidents could affect a Fund's Portfolio Companies, and thereby adversely affect a Fund's returns.

### ***Dependence on the Principal***

The activities of the Funds will depend significantly upon the services of the Adviser's principal. The loss of his services for any reason would have a significant adverse impact upon the business and results of each Fund's operations. In the event that the Adviser's principal is no longer engaged in the active day-to-day management of the Funds and/or the General Partners, there is no assurance that the Funds will be able to make further investments or successfully realize upon any existing investments. The loss of the Adviser's principal is likely to have a material adverse effect on the performance of the Funds.

### ***Limited Access to Information***

The rights of limited partners to information regarding the Funds and their Portfolio Companies and investments will be specified, and strictly limited, in the applicable

Governing Documents. In particular, it is possible that the General Partners will obtain certain types of material information that will not be disclosed to limited partners. For example, the General Partners may obtain information regarding Portfolio Companies (e.g., via owners, officers or employees of the General Partners or the Adviser serving as advisors to, or officers/directors of, Portfolio Companies) that is material to determining the value of securities issued by such Portfolio Companies. Such information may be withheld from limited partners in order to comply with duties to such Portfolio Companies or otherwise to protect the interests of such Portfolio Companies or the Funds.

Decisions by the General Partners to withhold information may have adverse consequences for limited partners in a variety of circumstances. For example: (i) a limited partner that seeks to sell an interest in a Fund may have difficulty in determining an appropriate price for such Fund interests; (ii) decisions by the General Partners to withhold information may make it difficult for limited partners to subject the General Partners to rigorous oversight; and (iii) each communication from the General Partners to one or more limited partners must be interpreted in light of the realistic possibility that the General Partners are in possession of undisclosed information relating to the applicable Funds or their Portfolio Companies that could be material to a comprehensive assessment of such communication. Overall, prospective investors should not expect the Funds to be operated with the same degree of “transparency” as a publicly traded corporation.

### ***U.S. Dollar Denomination of Fund Interests***

Fund interests are denominated in U.S. dollars. Limited partners subscribing for Fund interests in any country in which U.S. dollars are not the local currency should note that changes in the value of exchange between U.S. dollars and such currency may have an adverse effect on the value, price or income of the investment to such limited partner. There may be non-U.S. exchange regulations applicable to investment in non-U.S. currencies in certain jurisdictions.

### ***Conflicts of Interest***

The General Partners and the Adviser are subject to various conflicts of interest arising out of their relationship with each other and with the Funds. These conflicts include, but are not limited to, the conflicts listed in the sections below. The Adviser has put in place, among other things, conflict of interest policies, an allocation policy, and for certain of its Funds, a limited partner Advisory Committee (each, an “LPAC”), as described below, which ensures that the Adviser and / or its affiliates, as appropriate, effectively identify, mitigate, and address potential conflicts of interests.

### ***Limitation of Liability of the General Partners and Adviser***

Under applicable law, the General Partners are accountable to their limited partners and, consequently, are required to exercise good faith and integrity in handling the Funds’ affairs. However, the cost of litigation against a General Partner for enforcement of its fiduciary obligations may be prohibitively high and any judgment obtained may not be collectible because the judgment may exceed the net worth of the General Partner. To the extent permitted under the Investment Advisers Act and other applicable law, the General

Partner and the Adviser (and their respective affiliates) will not be liable to the Funds or the limited partners for conduct not constituting fraud, gross negligence or willful misconduct, material breach of the respective Governing Document or a knowing violation of law, because provision has been made in the Governing Document for their exculpation under such circumstances. Additionally, the Governing Documents provide for indemnification of the General Partners and the Adviser (and their respective affiliates) by the Funds for certain liabilities they may incur in dealings with third parties on behalf of the Funds; provided that their conduct did not constitute fraud, gross negligence, willful misconduct, material breach of the respective Governing Document or a knowing violation of law. As a result of the above, the Investors may have a more limited right of action than they would otherwise have.

### ***Other Fees Paid to the Adviser and its Affiliates***

The General Partners, the Adviser, or their affiliates may from time to time receive certain additional compensation, which may be kept by and benefit the recipients. It is anticipated that the Adviser may negotiate monitoring fees to be paid to it by the Funds' Portfolio Companies. In such circumstance, the Adviser, among other things, may be incentivized to concentrate on Funds that include such Portfolio Companies over other Funds that do not include such Portfolio Companies. None of the General Partners, the Adviser, or their affiliates will receive transaction consulting fees in connection with an investment in a Portfolio Company by the Funds.

### ***Co-Investment and Special Purpose Vehicles***

When presented with an investment opportunity, the Adviser will determine whether that particular investment opportunity would be appropriate for, and in the best interest of, a Fund. If the Adviser determines that an investment opportunity is larger than appropriate for, and in the best interest of, a Fund, the Adviser may, in its sole discretion, offer investors the opportunity to co-invest with the Fund through a co-investment vehicle or invest without the Fund either directly or through a special purpose vehicle.

### ***Side Letters***

The General Partners may, from time to time in their sole and absolute discretion, enter into side letters concerning certain Investors' investments in the Funds. The General Partners may, but are not required to, disclose the existence or terms of any such side letters to any other Investor or to offer the terms of any such side letters to any other Investor. If a General Partner enters into a side letter concerning an Investor's investment in a Fund, that Investor may have rights that are more or less favorable in some respect to other Investors. Any such side letter will only be entered into by a General Partner to the extent it is consistent with the powers granted to the General Partner.

### ***Opportunities Not In the Best Interest of / Appropriate for the Funds***

If the Adviser determines that an investment opportunity is not in the best interest of / appropriate for the Funds, the applicable General Partner may, in its sole discretion, nevertheless offer Investors in the Funds the opportunity to invest in such investment

directly or through a separate pooled investment vehicle. The structure and terms of any such separate investment vehicle will be at the sole discretion of the General Partner or applicable affiliate.

### ***Lack of Separate Representation***

Counsel to the Funds, the General Partners, and the Adviser are the same, and it is anticipated that this multiple representation will continue in the future. However, should a dispute arise between or among any of them or their respective affiliates, the respective General Partner will cause the respective Fund to retain separate counsel for such matters. Such counsel has not been engaged to act and has not acted on behalf of the prospective Investors or conducted a review or investigation on their behalf.

### ***Conflicts with Portfolio Companies***

Officers and employees of the Adviser may serve as directors and officers of certain Portfolio Companies and, in that capacity, will be required to make decisions that they consider in the best interests of such Portfolio Companies and their respective shareholders. In certain circumstances, for example in situations involving bankruptcy or near-insolvency of a Portfolio Company, actions that may be in the best interests of the Portfolio Company may not be in the best interests of a Fund, and vice versa. Accordingly, in these situations, there will be conflicts of interest between such individual's duties as an officer or employee of the Adviser and such individual's duties as a director or officer of such Portfolio Company.

### ***Resolution of Conflicts of Interest***

Each General Partner, as applicable, intends to consult with the relevant LPAC on conflict of interest matters from time to time as the General Partner deems appropriate. The LPAC, consistent with the Adviser's conflicts of interest policies and the Governing Documents, will be available to advise the General Partner on issues involving conflicts of interest (including transactions with affiliates). Because members of the LPAC may be Investors or their representatives, or owners of service providers to a General Partner, its affiliates or investments, they may have a conflict of interest as they will not be independent advisors.

Prior to the formation of an LPAC, if conflicts could materially and adversely affect the Investors, the respective General Partner, in its sole judgment and discretion, will attempt to mitigate such potential adverse effects by the exercise of reasonable business judgment. The General Partner may also seek a waiver of a conflict or consent to a conflict transaction from, and such waiver or consent may be given by, vote of a majority in interest of the Investors.

### ***Transactions with Affiliates***

Where a General Partner determines it is in the best interests of a Fund to do so, the Fund may sell investments to, or purchase investments from, other clients of the Adviser. Any sale by a Fund to, or purchase by a Fund from, a General Partner or an affiliate would represent a conflict of interest in which the General Partner would have an incentive to

agree on behalf of the Fund to pricing or terms that would benefit the General Partner or affiliate to the detriment of the Fund. A sale by a Fund to, or purchase by a Fund from, a client of the Adviser would also give rise to conflicts of interest between the Fund and the client and, potentially, between the Fund and its General Partner. Such a sale could also be deemed a principal and / or a cross transaction. The Adviser has put in place, among other things, a principal / cross transaction policy that ensures that the Adviser does not place its own interest above any of its clients, and that no client's interest is placed above another client's interest. A Fund will not enter into a purchase or sale with a client of the Adviser thereof unless the terms of the transaction are consistent with the Adviser's principal / cross transaction policy, the transaction is permitted by the Governing Documents and, to the extent applicable, the transaction is approved by the Fund's LPAC. Where a purchase from or sale to a client of the Adviser that requires LPAC approval pursuant to a Fund's Governing Documents is approved by the LPAC, the applicable General Partner will be authorized to give consent to such transaction on behalf of the Fund for purposes of requirements under the affiliate transaction provisions of the Investment Advisers Act.

### ***Personal Investments/Trading***

The Adviser and/or its employees may have substantial direct investments in blockchain-related companies, digital currencies, tokens or other digital assets and may acquire more. The Adviser has put in place a code of ethics (as described in more detail below) that, among other things, governs such investments. Subject to such code of ethics, they are permitted to manage such investments taking into account their own interests, as long as such interests are not placed above the interests of the Funds. Certain of the companies in which the Adviser or its affiliates are invested may do business with the Funds and/or the Portfolio Companies which could give rise to a conflict of interest.

## **ITEM 9: DISCIPLINARY INFORMATION**

The Adviser and its supervised persons have no reportable disciplinary events to disclose.

## **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

The Adviser is affiliated with the General Partners, which are subject to the Investment Advisers Act pursuant to the Adviser's registration in accordance with SEC guidance. These affiliated entities operate as a single advisory business together with the Adviser and generally share common owners, officers, partners, employees, consultants or persons occupying similar positions.

Ed Roman, an employee and Managing Partner of the Adviser, operates a separate business as the sole member of Hack VC Management Company, LLC, an investment adviser providing advisory services to a single private fund, Hack VC 2020, LP, and Hack VC Advisor Series, a series of Hack VC Advisors, LLC ("Hack VC Advisors" and, collectively with Hack VC Management Company, LLC, the "Roman Advisers"), an investment adviser providing advisory services to special purpose vehicles and private funds. Despite the similarity in names, the Adviser and the Roman Advisers operate as separate businesses and Mr. Roman is the only affiliation between the Adviser and the Roman Advisers, both of which are considered related persons of the Adviser and disclosed on the Adviser's Form

## ADV Part 1A.

The current operations of the Roman Advisers are limited. Specifically, Hack VC 2020, LP is nearing the conclusion of its investment period and Mr. Roman does not anticipate raising any new funds or vehicles under Hack VC Management Company, LLC and is forming new special purpose vehicles under Hack VC Advisors only with respect to follow-on investment opportunities in portfolio companies in which Hack VC Advisors-advised special purpose vehicles or funds have previously invested. The Funds have no future expectations to engage in transactions with the Roman Advisers.

The Adviser has in place written policies and procedures designed to address certain conflicts of interest that may arise with the Roman Advisers. Mr. Roman is subject to the Adviser's Code of Ethics (referred to herein as the "Code"). Due to Mr. Roman's affiliation, transactions of the Roman Advisers are subject to the Code's quarterly reporting of personal securities transactions. In addition, the clients of the Roman Advisers will not be permitted to invest in any investment opportunity within the investment strategies of the Funds, unless the Adviser determines that it is not appropriate or otherwise in the best interests of the Funds to make the investment. Select employees of the Adviser may have access to certain material non-public information ("MNPI") obtained by the Roman Advisers. The Adviser has policies in place preventing these select employees and the Adviser from acting on such MNPI.

### **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

The Adviser's principal, partners, officers, and employees are subject to the Adviser's Code. The Code outlines the Adviser's policies and procedures regarding standards of conduct and personal investment transactions. The Code contains several restrictions and procedures designed to eliminate conflicts of interest surrounding personal investment transactions of the Adviser's personnel, and their related persons, including: (1) quarterly reporting of non-exempt personal securities and Digital Assets transactions that were transacted during the quarter; (2) initial and annual holdings reports; (3) a prohibition against personally acquiring securities in an initial public offering or a new issue offering without prior approval; (4) a prohibition against purchasing securities of a private placement without prior approval; and (5) a prohibition against purchasing certain Digital Assets valued at more than \$25,000 (individually or in a series of transactions) without prior approval, subject to certain exceptions; and (6) a prohibition against acquiring any security or Digital Asset that is subject to firm-wide restriction without prior approval.

Unless specifically permitted in the Code, the Adviser's principals, partners, officers, and employees may not effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the employee) any transactions in a security or Digital Asset that is being actively purchased or sold, or is being considered for purchase or sale on behalf of any of the Funds, until the conclusion of trading for client accounts or decision has been made not to purchase or sell such security or Digital Asset.

The Adviser also has adopted an insider trading policy. Among other requirements and restrictions, the insider trading policy prohibits the Adviser's principals, partners, officers,

directors and employees from buying or selling securities or Digital Assets either for themselves or on behalf of others, including the Funds, while in possession of material, non-public information about the company that violate applicable securities laws. The insider trading policy also prohibits the communication of material, non-public information about a company to others who have no official need to know. Depending on the circumstances surrounding the information received, the Adviser may conclude to place a company on the Adviser's "Restricted Securities List," which would bar any purchases or sales of the issuer's securities by any of the Adviser's personnel (including any related person).

A copy of the Code will be provided to any Investor or prospective Investor upon request to the Chief Compliance Officer at the contact information provided on the cover page of this Brochure.

The General Partners typically maintain investments directly in the Funds. The fact that the General Partners have direct or indirect financial interests in the Funds could create a potential conflict in that it could cause the Adviser to make different investment decisions than if such parties did not have such financial ownership interests. However, the Adviser believes that these financial interests align the Adviser's incentives with those of the Investors.

In addition, certain conflicts that may be encountered in the course of the Adviser's activities for or on behalf of the Funds are described in Item 8 above and reference is made thereto. In addition, the Funds' Governing Documents address certain other reasonably anticipated potential conflicts.

## **ITEM 12: BROKERAGE PRACTICES**

The Adviser generally does not engage in trading transactions on behalf of the Funds or utilize the services of broker-dealers for transaction related services. In the event it requires the services of a broker-dealer (e.g., when selling the shares of a private portfolio company that has gone public), the Adviser will seek to obtain best execution for all transactions. To the extent broker-dealers aggregate orders for purchase and sale, the Adviser will aggregate such orders as it deems appropriate and in accordance with the applicable Fund's Organizational Documents and in the best interests of such Funds.

The Adviser may face actual or potential conflicts of interest when allocating investment opportunities among the Funds. The general policy of the Adviser is to allocate investment opportunities among the applicable Funds in a fair and equitable manner that does not place a Fund's interest above another, and in accordance with the terms of its policies and the applicable Governing Documents for such Funds.

## **ITEM 13: REVIEW OF ACCOUNTS**

The Funds' portfolio investments are reviewed by a team of investment professionals, consisting of the Adviser's principals and other investment professionals of the Adviser no less than bi-annually. The Adviser actively monitors the Portfolio Companies of the Funds and generally maintains an ongoing oversight position in such Portfolio Companies, and



the Chief Compliance Officer periodically checks to confirm that each Fund is maintained in accordance with its stated objectives.

The limited partners will typically receive, among other things, a copy of audited financial statements of the relevant Fund in accordance with generally accepted account principles within 120 days after the fiscal year end of such Fund. In addition, the Investors will typically receive capital account statements reflecting their investment in the Fund on a quarterly basis.

#### **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

The Adviser is authorized to provide certain business or consulting services to Portfolio Companies and may receive compensation from these companies in connection with such services. As described in the relevant Governing Documents, this compensation, if any, is expected to offset a portion of the Management Fees paid by such Fund.

#### **ITEM 15: CUSTODY**

In accordance with Rule 206(4)-2 under the Investment Advisers Act (“Custody Rule”), each Fund will be subject to an annual audit by an independent public accountant registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board and audited financial statements of each Fund will be prepared in accordance with generally accepted accounting principles (US GAAP) and distributed to investors within 120 days of the end of each Fund’s fiscal year. Investors should carefully review the audited financial statements of the Funds upon receipt and should compare these statements to any account information provided by the Adviser.

#### **ITEM 16: INVESTMENT DISCRETION**

The Adviser has discretionary authority to manage securities and Digital Asset accounts on behalf of the Funds and is authorized to make transaction recommendations for the Funds. As explained in Item 4, above, each Fund’s investment strategy is set forth in detail in such Fund’s Governing Documents. Investors do not have the ability to impose limitations on this discretionary authority. Investors must execute a subscription agreement in which they make various representations, including representations regarding their suitability to invest in the applicable Fund.

#### **ITEM 17: VOTING CLIENT SECURITIES**

The Adviser focuses on investments in private companies and it is anticipated that it will be rare that the Adviser will receive proxies with respect to securities held on behalf of the Funds. However, there are situations where private companies could have proxy issues (e.g., a private company may need the approval of investors to make changes to its board of directors, auditors, etc.) and the Funds may hold securities of public companies that will have proxies. In such situations, the Adviser would have authority to vote proxies on behalf of the Funds (assuming that the Adviser does not otherwise have control over the Portfolio Company and exercise such authority through control of the Portfolio Company’s board).

The Adviser has adopted proxy voting policies and procedures that are designed to ensure that when the Adviser votes a proxy with respect to securities held on behalf of a Fund, such proxies are voted in the Fund's best interests, in the judgment of the Adviser to the extent reasonably practicable. The procedures also require that the Adviser identify and address conflicts of interest. If a material conflict of interest is identified, the Adviser will determine whether voting in accordance with the guidelines set forth in the procedures is in the best interests of the Funds or whether taking some other action may be more appropriate. Investors generally do not have the ability to direct proxy votes.

Investors may obtain information regarding how the Adviser voted proxies for a Fund and may obtain a copy of the Adviser's proxy voting policies and procedures by contacting the Chief Compliance Officer at the contact information provided on the cover page of this Brochure.

#### **ITEM 18: FINANCIAL INFORMATION**

The Adviser does not require nor solicit pre-payment of more than \$1,200 in fees per client, six months or more in advance.

The Adviser is not aware of any financial condition that is reasonably likely to impact its ability to meet its contractual commitments to clients and has not been the subject of a bankruptcy petition at any time during the past ten years.