



**Hunting Hill Global Capital, LLC**

122 East 42nd Street, Suite 5005

New York, New York, 10168

(646) 442-2790

[www.huntinghill.com](http://www.huntinghill.com)

**Part 2A of Form ADV (the “Brochure”)**

March 2021

This brochure provides information about the qualifications and business practices of Hunting Hill Global Capital, LLC. If you have any questions about the contents of this brochure, please contact Adam Hoffman at (646) 442-2790.

Hunting Hill Global Capital, LLC is registered as an investment adviser with the United States Securities and Exchange Commission (the “SEC”) under the Investment Advisers Act of 1940 (the “Advisers Act”). Registration as an investment adviser with the SEC does not imply a certain level of skill or training. In addition, the information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about Hunting Hill Global Capital, LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2. Material Changes**

The last update to the Hunting Hill Global Capital, LLC Brochure was in April 2020. Since its last annual update, Hunting Hill began managing additional strategies and, as a result, made material changes to:

### **Item 4. Advisory Business**

Hunting Hill amended Item 4 to incorporate additional private investment funds for which Hunting Hill serves as investment manager.

### **Item 8. Methods of Analysis, Investment Strategies, and Risk of Loss**

Hunting Hill amended Item 8 to update the descriptions of certain investment strategies and to add descriptions of certain material risks.

Please note that Hunting Hill made other non-material changes to this Brochure, and the Adviser encourages all recipients to carefully read and review this Brochure in its entirety.

### Item 3. Table of Contents

Item 1. Cover Page .....	1
Item 2. Material Changes .....	2
Item 4. Advisory Business .....	4
Item 5. Fees and Compensation .....	6
Item 6. Performance-Based Fees and Side-by-Side Management .....	8
Item 7. Types of Clients.....	9
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss.....	9
Item 9. Disciplinary Information .....	29
Item 10. Other Financial Industry Activities and Affiliations .....	29
Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	29
Item 12. Brokerage Practices .....	30
Item 13. Review of Accounts .....	34
Item 14. Client Referrals and Other Compensation.....	34
Item 15. Custody .....	35
Item 16. Investment Discretion .....	35
Item 17. Voting Client Securities.....	36
Item 18. Financial Information.....	37

#### **Item 4. Advisory Business**

Hunting Hill Global Capital, LLC is an investment advisory firm organized as a Delaware Limited Liability Company, formed in June 2010 (together with its affiliates, “Hunting Hill” or the “Adviser”). Hunting Hill Capital Partners, LLC (the “General Partner”) is an affiliate of the Adviser and serves as the general partner of the Funds (as defined below) that are U.S. or offshore partnerships. Adam Michael Guren is the principal owner of Hunting Hill and the managing member of the General Partner.

Hunting Hill has executed investment management agreements (“IMAs”) with the Funds (as defined below) and with separately managed accounts advised by the Adviser (each a “Managed Account,” and collectively with the Funds, “Clients”). In accordance with the terms and conditions of the IMAs, the Adviser provides discretionary investment advisory services to its Clients, which are intended for institutional and other sophisticated investors. Each Client, and the General Partner, board of directors, or other governing authority of that Client, has delegated to the Adviser specific investment management responsibilities.

Hunting Hill provides portfolio management services to its Clients including, but not limited to, sourcing potential investments, conducting research and due diligence on potential investments, analyzing investment opportunities, structuring investments, executing trades and monitoring investments. The Adviser generates all advisory billings from its investment advisory services.

Hunting Hill does not limit the type of investment advisory services it offers, and there are no material limitations to the types of securities in which the Adviser may invest its Clients’ funds (subject to terms in the IMA, private offering memorandum, or organizational documents of each Client, as applicable).

#### **Private Investment Funds**

Hunting Hill serves as investment manager to the following private investment funds (each a “Fund” and collectively, the “Funds”):

The Hunting Hill Master Fund, SPC (the “Master Fund”), Hunting Hill Series Fund, LP (the “Onshore Fund”), and Hunting Hill Offshore Fund, SPC (the “Offshore Fund”) (collectively, the Master Fund, Onshore Fund, and Offshore Fund are referred to as the “SPC Funds”). Within this structure, the Adviser advises three master portfolios, Flagship Arbitrage SP, Conservative Arbitrage SP, and ETF and Index Opportunities SP on behalf of the Master Fund; feeder portfolios Flagship Arbitrage Series, Conservative Arbitrage Series, and ETF and Index Opportunities Series on behalf of the Onshore Fund; and feeder portfolios Flagship Arbitrage SP, Conservative Arbitrage SP, and ETF and Index Opportunities SP on behalf of the Offshore Fund.

The Hunting Hill Crypto Opportunities Master Fund, Ltd (the “Crypto Master Fund”), Hunting Hill Crypto Opportunities Fund, LP (the “Crypto Onshore Fund”), and Hunting Hill Crypto Opportunities Offshore Fund, Ltd (the “Crypto Offshore Fund”) (collectively, the Crypto Master Fund, Crypto Onshore Fund, and

Crypto Offshore Fund are referred to as the “Crypto Opportunities Fund”).

The Hunting Hill Bitcoin Plus Master Fund, Ltd. (the “Bitcoin Plus Master Fund”), the Hunting Hill Bitcoin Plus Fund, LP (the “Bitcoin Plus Onshore Fund”), and the Hunting Hill Bitcoin Plus Offshore Fund, Ltd. (the “Bitcoin Plus Offshore Fund”) (collectively the Bitcoin Plus Master Fund, Bitcoin Plus Onshore Fund, and Bitcoin Plus Offshore Fund are referred to as the “Bitcoin Plus Fund,” and collectively the Crypto Opportunities Fund and the Bitcoin Plus Fund are referred to as the “Crypto Funds”).

Shares or limited partnership interests in the Funds are not registered under the Securities Act of 1933, as amended, and the Funds are not registered under the Investment Company Act of 1940, as amended. Accordingly, interests or shares in the Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements, either in private transactions within and outside the United States. Any such offer or solicitation of interests will only be made pursuant to the confidential private offering memorandum (“PPM”) for each Fund. The PPM should be carefully read and considered prior to investing as the PPM contains important information, including a description of the merits and risks associated with an investment in the Fund.

### **Managed Accounts**

Hunting Hill offers investment advisory services on a separately managed account basis. Upon the inception of a Managed Account relationship, Hunting Hill and the Managed Account representatives will agree upon an investment objective and strategy, which may be, but is not required to be, similar in investment objective and strategy to a Fund managed by the Adviser. Each Managed Account is required to execute an IMA with the Adviser.

Hunting Hill tailors its advisory services to the individual needs of its Clients. A Client’s IMA, each Fund’s PPM, and other related governing documents are drafted to provide a record of the specific investment objectives, guidelines, policies, and restrictions for each advisory services relationship.

Hunting Hill has entered into arrangements with certain Clients (or underlying investors) that provide for terms of investment that are more favorable than the terms provided to other Clients (or underlying investors). Such terms may include, without limitation, the waiver or reduction of management fees and/or incentive allocations and the provision of additional information or reports.

The Adviser does not participate in a wrap fee program.

As of December 31, 2020, the Adviser had approximately \$1,329,363,287 in Client regulatory assets under management, all of which were managed on a discretionary basis.

## Item 5. Fees and Compensation

### **Private Investment Funds**

Hunting Hill and the General Partner are entitled to receive compensation from the Funds from the following sources: (a) fees based on a percentage of the assets of the relevant Fund, and (b) fees based on a percentage of the performance of the relevant Fund. Hunting Hill may waive or modify fees for certain investors, including members or employees of the Adviser, relatives of such persons, and for strategic partners, advisors, and consultants, as may be determined in Hunting Hill's sole discretion.

The information provided in this Brochure regarding fees and expenses is not intended to be complete or final and is qualified in its entirety by the PPM for the applicable Fund. Investors should carefully read and review the PPM and accompanying offering materials of the Fund in which they are investing to fully understand the types of fees, as well as expenses, paid by each Fund, and indirectly, by investors in the Funds.

**Management Fees.** Depending on a Funds' series and/or class, the Funds pay the Adviser an annual management fee ranging from 1% to 3% (the "Management Fee"). In each case, the Management Fee is payable quarterly in advance based on the net asset value of the relevant Fund and calculated on the first business day of each quarter. The Management Fee will be adjusted for contributions and withdrawals made during the quarter.

**Performance Fees.** At the end of each fiscal year, the Adviser and/or the General Partner is generally entitled to receive a performance fee (a "Performance Fee") ranging from 15% to 30% of the net profits (including realized and unrealized gains) of the Funds, if any. Performance Fees for the Funds are calculated and paid at the end of each fiscal year or at the time of withdrawal, net of expenses for the relevant Fund and applicable Management Fees. Net profits include net unrealized gains and losses, if any.

The Performance Fee is subject to a "loss carryforward" provision. Under the loss carryforward provision, no incentive allocation will be made to Hunting Hill and/or the General Partner until any net loss previously allocated to an investor's capital account or series has been offset by subsequent net profits. Any such loss carryforward will be subject to reduction for withdrawals on a pro rata basis.

**Adviser Expenses.** Hunting Hill pays its own general operating and overhead expenses associated with providing the investment management services required under each IMA. These expenses include all expenses incurred by the Adviser in providing for its normal operating overhead, including, but not limited to, the cost of providing relevant support and administrative services (e.g., employee compensation and benefits, rent, maintenance of books and records, utilities, telephone, and general-purpose office equipment), but not including any Fund operating expenses described below. Hunting Hill also pays for any expenses related to the marketing of the Funds.

*Fund Expenses.* Each Fund bears its own expenses, in addition to the relevant Management Fees. Such fund expenses include formation, ongoing offering, and operating costs of the Fund such as tax preparation fees, governmental fees and taxes, insurance (including liability insurance and other coverages for the benefit of the Fund, the Adviser, the General Partner, and their personnel), administrator fees, Director fees and expenses, communications with shareholders (including the costs of documentation of performance, preparation and distribution of reports, financial statements, and notices to shareholders), and ongoing legal, accounting (including the cost of accounting software systems), auditing, bookkeeping, and other professional fees and expenses; all fees to protect or preserve any investment held by the Fund, as determined in good faith by the Adviser, including all fees and expenses in connection with the enforcement of the Fund's rights and remedies with respect to any asset; all direct and indirect Fund investment and trading costs and expenses (including, without limitation, brokerage commissions, margin interest, expenses related to short sales, prime brokerage and custodial fees, clearing and settlement charges, bank service fees, and any other expenses reasonably related to the purchase, sale, or transmittal of Fund assets); research and research related expenses, including, without limitation, travel, news and quotation equipment and services (e.g., market data services, communications systems, and Bloomberg terminals), risk management software, and investment and trading-related computer hardware and software; fees and expenses incurred in connection with governmental and regulatory filings, including, without limitation, Form PF, Schedules 13D and 13G, and other governmental or regulatory filings (regardless of whether such filings are required to be made by the Adviser), if and to the extent the Adviser reasonably determines that such filings relate primarily to Fund portfolio information or Fund related information or data, but excluding any costs of registration as an investment adviser with the SEC (or as a commodity pool operator with the United States Commodity Futures Trading Commission); fees and other expenses incurred by or on behalf of a Fund in connection with any amendment to or restructuring of the Fund's organizational documents; and all fees and other expenses incurred in connection with the investigation, prosecution, or defense of any claims by or against a Fund, as well as all fees and other expenses incurred in connection with any litigation involving a Fund and the amount of any judgments or settlements paid in connection therewith. To the extent that expenses to be borne by a Fund are paid by the Adviser, the Fund will reimburse the Adviser for such expenses.

In respect to certain Funds, there is a cap on Fund expenses such that the total annual expenses the Fund shall bear is limited to 0.50% of the Net Asset Value of such Fund, and the Adviser shall bear the costs of expenses above such cap. For the avoidance of doubt, Fund expense caps do not include Management Fees or Performance Fees.

Expenses for research-related products and services may be paid through "soft dollars" generated by the relevant Fund. For a description of the factors that the Adviser considers in selecting or recommending broker-dealers for Client transactions and determining the reasonableness of commissions and compensation for such broker-dealers, please see Item 12, "Brokerage Practices – Broker Selection and Best Execution," below.

### **Managed Accounts**

Management Fees payable to the Adviser for services provided or Performance Fees charged to a Managed Account will be determined, in the Adviser's discretion, on an account-by-account basis. Such fees or allocations may be, but are not required to be, substantially similar to those payable to Hunting Hill or the General Partner by the Funds (as described above).

In addition, the Adviser may charge Managed Accounts for expenses related to the formation and operations of the Managed Account. Details of such expenses, which may be, but are not required to be, substantially similar to those described as Fund Expenses above, will be specified in the IMA for the Managed Account.

The Adviser's Clients may pay fees and/or expenses in advance. If a Client (or underlying investor) pre-pays a fee and then terminates its advisory contract before the end of the billing period, the Client may obtain a refund by contacting Hunting Hill, or the refund will automatically be credited to the Client (or underlying investor), as specified in the relevant IMA or Fund documents. The amount of the refund will be prorated for the partial period.

Hunting Hill does not receive a brokerage commission or any other compensation attributable to the sale of securities or investment products, and its personnel do not receive such compensation.

### **Item 6. Performance-Based Fees and Side-by-Side Management**

As described in Item 5 above, Hunting Hill and/or the General Partner of the Clients may be entitled to be paid performance-based compensation, in the form of Performance Fees, if the Adviser generates net capital appreciation for investors. Investors should note that (i) the fact that Performance Fees are allocated with respect to net capital appreciation may create an incentive for the Adviser to make investments that are riskier or more speculative than would be the case if compensation was solely based on a flat percentage of assets under management and (ii) the Adviser and/or the General Partner may receive increased compensation because Performance Fees are calculated on a basis that includes unrealized appreciation as well as realized gains. Further, if the Adviser and/or the General Partner receive Performance Fees in any year and Clients subsequently suffer a net loss, the Adviser and/or General Partner will be entitled to retain any and all Performance Fees previously paid to them notwithstanding such net loss.

The Funds managed by Hunting Hill have, and in the future may issue, interests in different classes or series subject to different terms and conditions of investment. Different classes or series may be subject to different Performance Fee rates and other terms. Such classes and series, and the corresponding Performance Fee rates, are described in the relevant governing documents.

Hunting Hill advises Managed Accounts that may be subject to different fees than the Funds. Performance fees on separately managed accounts may be negotiated on a case-by-case basis. Such Performance Fees



will be described in the relevant documents for such separately managed accounts. The Adviser may also advise Funds and Managed Accounts that do not pay performance-based compensation to Hunting Hill and instead pay only an asset-based fee. In such event, Hunting Hill will have an incentive to favor Clients that pay performance-based fees over Clients that do not pay performance-based fees. The Adviser's policies and procedures, including trade allocation policies, are designed to ensure that all Clients are treated fairly and equitably and to prevent performance-based conflicts from influencing the allocation of investment opportunities among its Clients.

## **Item 7. Types of Clients**

The Adviser serves as investment manager to funds and separately managed accounts. The funds operate as pooled investment vehicles. Investors in the Hunting Hill Funds are financially sophisticated individuals and institutional investors. Although the Adviser has the authority to accept subscriptions for a lesser amount, the minimum investment size in a Fund is generally \$1,000,000.

Depending on the Fund, Investors must be "qualified purchasers" within the meaning of the Investment Company Act of 1940 and/or "accredited investors" within the meaning of Regulation D under the Securities Act of 1933. In addition, each U.S. Investor in any of the Funds that is charged the Performance Fee, described in the Performance Based Fees and Side-by-Side Management section above, must also satisfy the eligibility requirements of a "qualified client," as set forth in Rule 205-3 under the Advisers Act.

Minimum investments for Managed Accounts will be negotiated on a case-by-case basis.

## **Item 8. Methods of Analysis, Investment Strategies, and Risk of Loss**

### **SPC Funds Methods of Analysis and Investment Strategy**

The investment objective of the SPC Funds is to provide attractive risk-adjusted absolute returns over the course of a full business cycle. The SPC Funds' investment strategy seeks to capitalize on trading opportunities in a range of situations where idiosyncratic events—macroeconomic shocks, monetary/fiscal policy decisions, regulatory activity, corporate actions, or other sources of volatility—have disrupted intrinsic relationships between security prices. The performance of the strategy is designed to be uncorrelated with the broader market, traditional asset classes, and conventional categories of alternative investments, and the mix of opportunities is typically most attractive during periods of sustained, elevated volatility and significant shifts in global fund flows.

To implement its opportunistic strategy, which seeks to profit from distortion of the expected pricing relationship, or "spread," between two or more securities, the Adviser will invest, both long and short, in a wide variety of instruments and securities of all kinds and descriptions, whether privately placed or publicly traded, including but not limited to all types of equity and debt instruments, exchange-traded products, loans and loan participations, limited partnership and limited liability company interests, repurchase agreements with respect to any securities, mutual fund shares, closed-end investment funds,

options, warrants, commodities, and monetary instruments, which, for the avoidance of doubt, also includes virtual currencies and other digital assets. While Hunting Hill utilizes quantitative research to inform its investment decisions, the strategy is not primarily a quantitative or systematic strategy. All investment decisions are ultimately at the sole discretion of the Adviser.

The investment strategies of the SPC Funds are generally comprised of six major trading categories, (1) Cross-Border ETFs, (2) Dislocated ETFs, (3) Index Rebalancing, (4) Corporate Actions, (5) Share Class Arbitrage, and (6) Volatility Premium Capture.

- Cross-Border ETF trades seek to take advantage of the tracking difference between ETFs and their underlying baskets of securities, which trade in different markets, typically in different time zones. The drivers of these differences are generally attributable to a combination of the time lag in pricing introduced by differences in market trading hours and by misalignment in sentiment between participants in the different markets, with the latter presenting what the Firm believes to be more persistent and attractive opportunities for Clients.
- Dislocated ETF trades are also designed to capitalize on differences between ETF prices and the net asset value of their underlying securities. In this category, the tracking differences are generally driven by insufficient market-making capacity or other market structure challenges experienced by these products.
- Index Rebalancing trades seek to capitalize on price dislocations caused by abnormal fund flows into or out of securities driven by changes to the membership or weighting of those securities as constituents in one or more market indices. Changes to the indices are the result of the periodic rebalancing process, changes in the criteria for constituent inclusion, or corporate actions (e.g., acquisitions and bankruptcies).
- Corporate Action trades generally involve transitory disruption of pricing relationships between securities as a result of strategic and financial decisions of the issuers of those securities. Within this category, the Adviser looks for merger and acquisition arbitrage opportunities where it believes, based on milestones achieved, that most of the initial risk associated with the transaction is no longer applicable. In addition, the Adviser may invest in situations including spin-offs and split-offs, Dutch auctions, in-kind dividends, and other special events.
- Share Class Arbitrage trades seek to capitalize on inconsistencies in the pricing relationship between securities representing ownership in the same corporate entity (e.g., voting vs. non-voting shares and common vs. preferred shares).
- Volatility Premium Capture (“VPC”) trades are designed to profit from dislocations between implied volatility and expectations for realized volatility based on historical realized volatility behavior, upcoming catalysts, term structure, skew, smile, unusual fund flows, and implied

volatility for similar securities. Trades in this category can focus on volatility dislocations with respect to both index products and single name securities and can utilize options, futures, other derivatives products, as well as cash or synthetic positions in the underlying securities. While VPC as a category is designed to run neutral to the direction of broad market indices, it will generally carry a short view of implied volatility relative to expectations for realized volatility.

Hunting Hill may employ the foregoing trading categories in various combinations and concentrations in Client portfolios. In addition, the Adviser may employ trades outside the foregoing categories if consistent with the overall investment strategy and deemed by the Firm to be attractive in helping achieve Client investment objectives. For the avoidance of doubt, the term ETF, as used with respect to the Adviser's trading categories, comprises trading activity in exchange traded products more broadly, including, but not limited to, exchange traded funds, exchange traded notes, unit investment trusts, closed-end funds, open-end funds and other vehicles designed to facilitate investors' ability to trade and hold exposure to other assets.

#### **Crypto Funds Methods of Analysis and Investment Strategy**

The general investment objective of the Crypto Funds is to achieve attractive returns through investments in a diversified portfolio of trading opportunities in the emerging global market for Digital Assets. The investment strategies of the Crypto Funds are designed to capitalize on idiosyncratic events—economic shocks, monetary/fiscal policy decisions, regulatory activity, timing distortions, financial product innovation, cryptocurrency forks, demand and inventory imbalances or other sources of volatility—that disrupt intrinsic relationships between prices of Digital Assets, exchange-traded and over-the-counter products that hold Digital Assets, and/or other financial instruments that reference Digital Assets. As a result, the returns of the strategy are generally uncorrelated with broader markets, and the mix of opportunities is constructed to be most attractive during periods of sustained, elevated volatility and significant shifts in Digital Asset fund flows.

Within this opportunistic framework, Hunting Hill expects to be active in a variety of cryptocurrency trades and structures, including, but not limited to, basis trades that seek to take advantage of the difference between the spot price of a given cryptocurrency and the price of a related security, carry trades that capture the spread between a low-interest rate vehicle and one that provides a higher rate of return, and liquidity provision trades that are designed to capitalize on short term price dislocations. Other trades may include share class trades that seek to capitalize on the difference between the same or similar classes of shares or portfolios of assets, volatility trades that generally attempt to profit from the difference between the forecasted future price-volatility of an asset and the implied volatility of options based on that asset, and special situations that take advantage of certain tail market environments. In order to best achieve the investment objective, Hunting Hill may employ the foregoing trading strategies in various concentrations in Client portfolios. In addition, the Adviser may employ trades outside the foregoing categories if consistent with the overall investment strategy and deemed by the Firm to be attractive in helping achieve Client investment objectives.

Digital Assets comprise a wide-range of investment assets, based on blockchain or similar technology, including cryptocurrencies (e.g., Bitcoin, Ethereum, Litecoin, Stellar Lumens, Monero, Bitcoin Cash, and Ethereum Classic), initial coin offering (“ICO”) tokens, decentralized finance projects (DeFi), and various related instruments, such as Simple Agreements for Future Equity (SAFEs) and Simple Agreements for Future Tokens (SAFTs).

### **Risk Factors**

Hunting Hill’s investment strategies are speculative and may entail substantial risks. Since market risks are inherent in all securities investments to varying degrees, there can be no assurance that the Adviser’s investment objectives will be achieved. In fact, certain investment practices can, in some circumstances, potentially increase the adverse impact on Client portfolios.

The following list identifies material risks related to the Adviser’s principal investment strategies and activity and should be carefully evaluated before making an investment in the Funds or a Managed Account. This list of risk factors does not purport to be a complete enumeration or explanation of the risks of investing in the Funds or Managed Accounts. Please refer to the offering documents of each Fund or the IMA of a Managed Account for additional and specific risk disclosures applicable to such Client.

### **Risks Relating to the Adviser’s Investment Strategies**

General Market Risk. As with any investment, there is a risk that the price of a security held by Clients will fall or rise. There could be many reasons for a decline or increase in the price of a security. These include changing economic, political, or market conditions, and changes in interest rates. The profitability of the investment strategies substantially depends upon Hunting Hill correctly assessing the future price movements of stocks, bonds, commodities, options on stocks or commodities, and other instruments, and the movements of interest rates. The Adviser cannot guarantee that it will be successful in accurately predicting price and interest rate movements.

Competition. The securities industry, and the varied strategies and techniques to be employed by the Adviser, are extremely competitive. Hunting Hill competes with firms, including many of the larger securities and investment banking firms, which have substantially greater financial resources and research staffs. Consequently, these larger firms may be better positioned to capitalize on time-sensitive investment opportunities.

Client Investment Activities. The Clients’ investment activities involve a high degree of risk. The performance of any investment is subject to numerous factors that are neither within the control of, nor predictable by, the Adviser. These factors include a wide range of economic, political, competitive, and other conditions (including acts of war or terrorism), which may affect investments. In recent years, the securities markets have become increasingly volatile, which may adversely affect the ability of a Client to realize profits. As a result of the nature of Hunting Hill’s investing activities, it is possible that Client financial performance may fluctuate substantially from period to period.

*Risks of Investing in Securities.* Prices of securities react to the business and financial condition of the company that issued them. Prices of a security may rise and fall based on changes in the business or financial condition of the issuing company, changes in management, and the potential for mergers and acquisitions, as well as other factors and conditions affecting the issuer's industry and/or related industries, including, for example, those of suppliers and customers and other conditions that may or may not be known or knowable.

*Risks of Trading Futures.* Trading futures is a highly risky strategy for the Adviser. Whenever Hunting Hill purchases or sells a particular future, there is a substantial possibility that a Client may sustain a significant loss. The prices of futures may be more volatile than prices of other securities, such as stocks and bonds. As a result, the risk of loss in trading futures may be greater than in trading other securities. Prices of futures react strongly to the prices of the underlying commodities. The prices of these underlying products, in turn, rise and fall based on changes in interest rates, international balances of trade, changes in governments, wars, weather, and a host of other factors that are entirely beyond the Adviser's control and that are very difficult (and perhaps impossible) to predict.

In addition, futures exchanges may establish daily price limits for futures contracts. If the futures price moves up or down in a single day by an amount equal to the daily price limit (a "limit move"), Hunting Hill might not be able to enter or exit a position as desired. This may prevent the Adviser from exiting an unprofitable position and lead to losses in a Client account. The applicable exchange or CFTC also may halt trading in a particular market or otherwise impose restrictions that affect trade execution.

*Foreign Investments.* Hunting Hill may invest a portion of its assets under management in non-U.S. securities, which may give rise to risks relating to political, social, and economic developments abroad, as well as risks resulting from the differences between the regulations to which U.S. and foreign issuers and markets are subject:

- These risks may include political or social instability, withholding taxes on dividends and interest, high or confiscatory tax levels, and limitations on the use or transfer of portfolio assets.
- Enforcing legal rights in some foreign countries is difficult, costly, and slow, and there are sometimes special problems enforcing claims against foreign governments.
- Foreign securities often trade in currencies other than the U.S. dollar, and a Client may directly hold foreign currencies and purchase and sell foreign currencies through forward exchange contracts or futures. Changes in currency exchange rates may affect a Client's Net Asset Value, the value of interest earned, and gains and losses realized on the purchase or sale of securities. An increase in the strength of the U.S. dollar relative to these other currencies may cause the value of Client investments to decline. Some foreign currencies are particularly volatile. Foreign governments may intervene in the currency markets, causing a decline in value or liquidity in

Client foreign currency holdings. If the Adviser enters into forward foreign currency exchange contracts for hedging purposes, a Client may lose the benefits of advantageous changes in exchange rates. On the other hand, if the Adviser enters forward contracts for the purpose of increasing return, the Client may sustain losses.

- Non-U.S. securities markets may be less liquid, more volatile, and less closely supervised by the government than in the United States. Foreign countries often lack uniform accounting, auditing, and financial reporting standards, and there may be less public information about their operations.

**Leverage.** Hunting Hill intends to use leverage in its investment and trading program, including the use of borrowed funds and investments in certain types of options, such as puts, calls, and warrants, which may be purchased for a fraction of the price of the underlying securities while giving the purchaser the full exposure to movement in the market of those underlying securities. The Adviser may also employ leverage through the use of total return swaps, credit default swaps or loans. While such strategies and techniques increase the opportunity to achieve higher returns on the amounts invested, they also increase the risk of loss. To the extent that Hunting Hill purchases securities with borrowed funds, a Client's net assets will tend to increase or decrease at a greater rate than if borrowed funds are not used. Thus, Client gains and losses are likely to be magnified as compared with investment vehicles that use no or less leverage. The level of interest rates generally, and the rates at which such funds may be borrowed in particular, could affect the operating results of a Client. If the interest expense on borrowings were to exceed the net return on the portfolio securities purchased with borrowed funds, the Client's use of leverage would result in a lower rate of return than if the Client were not leveraged.

If the amount of borrowings that a Client may have outstanding at any one time is large in relation to its capital, fluctuations in market value will have disproportionately large effects in relation to the Client's capital, and the possibilities for profit and the risk of loss will therefore be increased. Any investment gains made with the additional monies borrowed will generally cause the Net Asset Value to rise more rapidly than would otherwise be the case. If the investment performance of the additional funds borrowed fails to cover their cost, then the Net Asset Value of a Client will generally decline faster than would otherwise be the case.

Overall, the use of leverage, while providing the opportunity for a higher return on investments, also increases the volatility of such investments and the risk of loss. Investors should be aware that an investment program that utilizes leverage is inherently more speculative with a greater potential for losses than a program that does not utilize leverage.

**Options and Other Derivative Instruments.** The Adviser may use derivative instruments, including total return swaps, credit default swaps and other custom structures to establish investment positions. The prices of many derivative instruments, including many options and swaps, can be highly volatile. Price movements of options contracts and payments pursuant to swap agreements are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary, and

exchange control programs and policies of governments, and national and international political and economic events and policies. The value of options and swap agreements also depends upon the price of the securities or currencies underlying them. A Client is also subject to the risk of the failure of any of the exchanges on which its positions trade or of their clearinghouses or of counterparties. The cost of options is related, in part, to the degree of volatility of the underlying securities. Accordingly, options on highly volatile securities may be more expensive than options on less volatile securities.

The Dodd-Frank Act enables the CFTC and the SEC to enact new regulations on certain over-the-counter derivatives. Under the Dodd-Frank Act, certain over-the-counter derivatives contracts are now cleared through regulated clearinghouses and subject to regulation by the SEC and the CFTC. Such contracts are now traded more like futures and options contracts, and parties to such transactions trade standardized contracts and face clearing corporations as contractual counterparties, rather than facing the credit risk of counterparties under individually negotiated over-the-counter agreements.

Put options and call options typically have similar structural characteristics and operational mechanics, regardless of the underlying instrument on which they are purchased or sold. A put option gives the purchaser of the option, upon payment of a premium, the right to sell, and the writer the obligation to buy, the underlying security, commodity, index, currency, or other instrument at the exercise price. A call option, upon payment of a premium, gives the purchaser of the option the right to buy, and the seller the obligation to sell, the underlying instrument at the exercise price.

If a put or call option purchased by the Adviser were permitted to expire without being sold or exercised, the Client would lose the entire premium it paid for the option. The risk involved in writing a put option is that there could be a decrease in the market value of the underlying security caused by rising interest rates or other factors. If this occurred, the holder of the option could exercise the option and thereby compel the Client to purchase the underlying security at a higher price than its current market value. The risk involved in writing a call option is that there could be an increase in the market value of the underlying security caused by declining interest rates or other factors. If this occurred, the holder of the option could exercise the option and thereby compel the Client to sell the underlying security at a lower price than its current market value.

Purchasing and writing put and call options and, in particular, writing “uncovered” options are highly specialized activities and entail greater than ordinary investment risks. In particular, the writer of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security or currency above the exercise price of the option. This risk is enhanced if the underlying security is highly volatile and there is significant outstanding short interest. These conditions exist in the stocks of many companies. The securities necessary to satisfy the exercise of the call option may be unavailable for purchase except at much higher prices. Purchasing securities to satisfy the exercise of the call option can itself cause the price of the securities to rise further, sometimes by a significant amount, thereby exacerbating the loss. Accordingly, the sale of an uncovered call option could result in a loss by a Client of all or a substantial portion of its assets.

Certain swaps, options, and other custom instruments and positions not traded through a clearinghouse are subject to the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty.

*Fixed Income Securities.* Hunting Hill may invest (long or short) in bonds or other fixed-income securities of U.S. and non-U.S. issuers, including, without limitation: bonds, notes, and debentures issued by corporations; debt securities issued or guaranteed by the U.S. Government or one of its agencies or instrumentalities; and commercial paper. Fixed-income securities pay fixed, variable, or floating rates of interest. The value of fixed-income securities in which the Adviser invests will change in response to fluctuations in interest rates. In addition, the value of certain fixed-income securities can fluctuate in response to perceptions of political stability or soundness of economic policies. Fixed-income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (i.e., credit risk), and are also subject to price volatility due to factors such as interest rate sensitivity, market perception of the creditworthiness of the issuer, and general market liquidity (i.e., market risk).

*Structured Finance Securities.* Hunting Hill may invest its assets in structured finance securities, such as, for example, collateralized mortgage obligations, collateralized bond obligations, credit default swaps, collateralized loan obligations, equipment trust certificates, trust-preferred securities, or similar instruments and investment positions. Structured finance securities may present risks similar to those of the other types of investments in which the Adviser may invest, and, in fact, such risks may be of greater significance in the case of structured finance securities and investment positions. Moreover, investing in structured finance securities or similar instruments may entail unique risks, including, but not limited to, the risk that the performance of a structured finance security will be affected by factors, including its priority in the capital structure of the issuer thereof, the availability of any credit enhancement, the level and timing of payments and recoveries on, and the characteristics of, the underlying receivables, loans, or other assets that are being securitized, remoteness of those assets from the originator or transferor, the adequacy of and ability to realize upon any related collateral, and the capability of the servicer of the securitized assets.

*Short Selling.* The Adviser may sell securities short as part of its investment program. Short selling involves the sale of a security that a Client does not own and must borrow in order to make delivery in the hope of purchasing the same security at a later date at a lower price. Selling securities short risks losing an amount greater than the proceeds received. Theoretically, securities sold short suffer from an unlimited risk of loss because there is no limit on how high the price of security may rise before the short position is closed. In addition, the supply of securities that can be borrowed fluctuates from time to time. The Adviser's Clients may have losses if a security lender demands return of the lent securities and an alternative lending source cannot be found.

*Exchange Traded Products.* Hunting Hill's strategies include investments in Exchange Traded Products ("ETPs") including, but not limited to, exchange traded funds, exchange traded notes, publicly traded unit investment trusts, closed-end and open-end funds, and depository receipts. ETPs generally seek to track the performance of specific indexes, companies, commodities, and other financial instruments, such as



crypto-currencies and unsubordinated debt. ETPs may be broad-based or may focus on specific sectors or international markets. ETP shareholders are generally subject to the same risk as holders of the underlying securities they are designed to track. In addition, ETPs are subject to risks, including, without limitation, the risk that their prices may not correlate perfectly with changes in the prices of the underlying securities they are designed to track as well as the risk of a trading halt in the ETP due to market conditions or other reasons, based on the policies of the exchange upon which the ETP trades. In addition, certain ETPs are structured as unsecured debt obligations issued by a financial institution. In such cases, the ETP does not buy and hold assets, and the ETP represents the issuer's promise to pay, subjecting the holder of the ETP to the creditworthiness of the issuer. Generally, each shareholder of an ETP bears a pro rata portion of the ETP's expenses, including management fees. Accordingly, in addition to bearing their proportionate share of Client expenses (e.g., Management Fees and operating expenses), investors will also indirectly bear similar expenses of an ETP.

*Limited Liquidity.* Although the Adviser intends that most Client investments will be publicly traded, at times a substantial portion of certain Clients' investments are likely to be restricted or otherwise illiquid securities. Clients may be unable to liquidate certain investments or only be able to liquidate such investments at a value determined by the Adviser to be a discount to their true value. There may be no market for unlisted securities held by a Client. If an investment is thinly traded or is not traded at all, Hunting Hill could have difficulty unwinding the investment at a desirable price. Clients might suffer significant losses if the Adviser is forced to unwind an illiquid investment as a result of changing market conditions or as a result of margin calls or other factors. As a consequence, the Adviser may elect to (i) refuse to make withdrawal payments to investors until such time as such investment may be liquidated at a value which is not, in the determination of the Adviser, a discounted value, or (ii) distribute such investment in-kind to the withdrawing investor.

Such illiquid investments will include securities and other obligations of privately held and public companies where the sale or other disposition is restricted by law or contract. Such positions may require a significant amount of time from the date of initial investment before a permitted disposition. Further, the sale of any such positions may be possible only at substantial discounts and such positions may be extremely difficult to value. If a substantial number of investors were to withdraw their capital and a Client did not have a sufficient number of liquid securities, the Client might have to satisfy such withdrawals through distributions of illiquid securities.

*Risk of Default or Bankruptcy of Third Parties.* Clients will engage in transactions in securities and financial instruments that involve counterparties. Under certain conditions, a Client could suffer losses if a counterparty to a transaction were to default or if the market for certain securities and/or financial instruments were to become illiquid. In addition, a Client could suffer losses if there were a default or bankruptcy by certain other third parties, including brokerage firms, banks and other lenders with which the Client does business or to which securities have been entrusted for custodial purposes.

*Concentration of Investments.* The allocation of a large portion of a Client's capital to one or a small number of investments could increase the risk of investing for the Client because of the lack of

diversification in its portfolio. The concentration of a Client in any one issuer, industry, or strategy would subject the Client to a greater degree of risk with respect to the failure of one or a few issuers or with respect to economic downturns in relation to such industry. Clients may face similar risks with respect to concentration of investments in a particular country.

*Trading Costs.* Certain Client strategies may at times involve frequent trading of securities and derivatives. If this occurs, the Clients' expenses borne by investors for brokerage commissions will be higher than for Clients that do not make frequent trades. The Client will bear these costs regardless of its profitability. For the Client to realize a net profit, its gross profits must exceed its costs, including brokerage commissions, fees, expenses and other costs.

*Broad Discretionary Power to Choose Investments and Strategies.* The Adviser has broad discretionary power to decide what investments will be made for Clients and what strategies will be used. While Hunting Hill currently intends to use the strategies described above, it is not obligated to do so, and it may choose any other investments and strategies that it believes are advisable.

*Hedging Transactions.* The Adviser may utilize financial instruments including, but not limited to, futures and options to seek to hedge against fluctuations in the relative values of its portfolio positions and to hedge against other portfolio investments. Hedging against a decline in the value of portfolio positions does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but rather establishes other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Such hedging transactions also limit the opportunity for gain if the value of the portfolio positions should increase. Moreover, it may not be possible for the Adviser to hedge against a fluctuation at a price sufficient to protect Client assets from the decline in value of the portfolio positions as a result of such fluctuations. For example, the cost of options is related, in part, to the degree of volatility of the underlying securities. Accordingly, options on highly volatile securities may be more expensive than options on other securities and of limited utility in hedging against fluctuations in those securities.

The Adviser is not obligated to establish hedges for portfolio positions and may choose not to do so. To the extent that hedging transactions are utilized, their success is dependent on Hunting Hill's ability to correctly predict movements in the direction of currency and interest rates and the credit markets, which the Adviser may predict incorrectly.

*Investments in Undervalued Securities.* Hunting Hill may invest Client assets in what it believes to be undervalued securities. The identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from such investments may not adequately compensate for the business and financial risks assumed. In addition, Clients may be required to hold such securities for a substantial period before realizing their anticipated value. During this period, a portion of Client funds would be committed to the

securities purchased, thus possibly preventing the Client from investing in other opportunities.

*Currency Fluctuations.* A portion of Client assets may be invested in securities denominated in various foreign currencies, whereas the Clients' Net Asset Value may be determined in U.S. dollars and withdrawal payments to investors may be expected to be made in U.S. dollars. Certain investment currencies have been, and continue to be, subject to severe devaluations relative to the U.S. dollar. The Net Asset Value of the Clients' portfolio and distributions in U.S. dollar terms may be adversely affected by depreciations in the value of investment currencies relative to the U.S. dollar, to the extent that the Client is unable to hedge, or has not otherwise hedged, its exposure to this devaluation risk at favorable exchange rates, or the providers of such hedges fail to perform their obligations to the Client. In addition, Clients will incur transaction costs in connection with conversions between foreign currencies and U.S. dollars. Certain foreign currencies have been, and are expected to continue to be subject to abrupt changes in restrictions on repatriation and/or exchange controls limiting or prohibiting the ability to convert investments made in foreign currencies into U.S. dollars.

### **Risks Relating to Digital Assets**

*Custody of Digital Assets.* The Adviser may maintain custody of some or all of Clients' Digital Assets, by generating the private keys that control movement of the various Digital Assets. In addition to maintaining custody of Digital Assets in a "cold wallet," the Adviser may store certain Digital Assets on various Digital Asset exchanges. Digital Asset exchanges may also require Hunting Hill to provide control of the private keys when the exchange is utilized by the Adviser. The Adviser is responsible for taking such steps as it determines, in its sole judgment, to be required to maintain access to these keys and prevent their exposure to hacking, malware, and general security threats. Neither Hunting Hill, nor its affiliates, are liable to Clients for the failure or penetration of the Adviser's security system, absent gross negligence, fraud, or criminal behavior on the part of Hunting Hill.

*Digital Asset Trading is Volatile and Speculative.* Digital Assets represent a speculative investment and involve a high degree of risk. Digital Assets have not been widely adopted as a means of payment for goods and services by major retail and commercial outlets. In fact, a significant portion of the demand for Digital Assets is generated by speculators and investors seeking to profit from the short or long-term appreciation of value of those Digital Assets. The relative lack of acceptance of Digital Assets in the retail and commercial marketplace limits the utility of those Digital Assets. A lack of further adoption of Digital Assets by mainstream retail and commercial markets, or a contraction of such use, may result in increased volatility and/or degradation in value.

*Risk of Loss of Private Key.* Various Digital Assets are controllable only by the possessor of unique private keys relating to the addresses in which the Digital Assets are held. The theft, loss, or destructions of a private key required to access a Digital Asset is irreversible, and the Advisor would not be able to restore such private keys. Any loss of private keys used to access Clients' Digital Assets could result in the loss of the Digital Assets, and incur a substantial, or even total, loss of investor capital.

*Technology and Security.* Hunting Hill must adapt to technological change in order to secure and safeguard Client accounts. While the Adviser believes it has an appropriate security system reasonably designed to safeguard Clients' Digital Assets from theft, loss, destruction, or other issues relating to hackers and technological attack, such assessment is based upon known technology and threats. Certain of the Advisers' and Clients' activities will be dependent upon systems operated by third party service providers, and Hunting Hill may not be able to verify the risks or reliability of such third-party systems. As technological change occurs, the security threats to Clients' Digital Assets will likely adapt, and previously unknown threats may emerge. Furthermore, the Adviser believes that the Clients may become a more appealing target of security threats as the size of the Clients' assets grows. To the extent that Hunting Hill is unable to identify and mitigate or stop new security threats, Clients' Digital Assets may be subject to theft, loss, destruction, or other attack, which could have a negative impact on performance or result in loss of Client assets.

*Trading on Digital Asset Networks.* The Adviser will convert U.S. dollar contributions made by investors to Digital Assets over specific networks, as applicable. The Adviser may 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 may be vulnerable to hacking and malware, which could lead to theft of the Clients' Digital Assets. 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.

*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. Hunting Hill may invest in "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 Adviser to dispose of Client investments. In addition, Clients may hold a significant number of Digital Assets for which no market exists, and Hunting Hill may be able to dispose of these Digital Assets only at substantial discounts or losses, or not at all. Liquidity limitations may render the Adviser unable to sell Client assets and/or investments or may allow it to do so only at unfavorable prices and may prevent Clients from realizing investment gains or limiting investment losses in a timely manner. Such "liquidity risk" could adversely impact the value of Clients' investments and may be difficult or impossible to hedge against. Because of the nature of the Adviser's investment strategies, certain investments may have to be held for a substantial period of time before they can be liquidated, and other investments may be impossible to

liquidate. Client investments may experience sudden and irreversible declines in value. Hunting Hill may also make certain speculative purchases of Digital Assets it believes to be undervalued. There can be no assurance that Digital Assets that 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.

*Bitcoin and Similar Digital Asset Protocols and Networks Could Change.* The administrators of the Bitcoin network's source code could propose amendments to the Bitcoin network's protocols and software that, if accepted and authorized by the Bitcoin network's community, could adversely affect the value of Bitcoin holdings. The Bitcoin network is based on a cryptographic, algorithmic protocol that governs the end-user-to-end-user interactions between computers connected to the Bitcoin network. The code that sets forth the protocol is managed by a development team that is independent, and any association with the Bitcoin network's purported creator, Satoshi Nakamoto, is unknown. The development team can propose amendments to the Bitcoin network's source code through one or more software upgrades that alter the protocols and software that govern the Bitcoin network and the properties of Bitcoin, including the irreversibility of transactions and limitations on the mining of new Bitcoin. To the extent that a significant majority of the users and miners on the Bitcoin network install such software upgrade(s), the Bitcoin network would be subject to new protocols and software that may adversely affect the value of Bitcoin holdings. If less than a significant majority of the users and miners on the Bitcoin network install such software upgrades, the Bitcoin network could "fork," causing divergent paths in the Bitcoin network (as described further below under "Network Patches and Updates May not be Universally Adopted"). Digital Assets with a design similar to that of Bitcoin may be subject to the same risk.

*Network Patches and Updates May Not Be Universally Adopted.* The acceptance of Bitcoin network software patches or upgrades by a significant, but not overwhelming, percentage of the users and miners in the Bitcoin network could result in a "fork" in the blockchain, resulting in the operation of two separate networks until such time as the forked blockchains are merged, if ever. The temporary or permanent existence of forked blockchains could adversely impact an investment. Bitcoin is an open source project and, although there is an influential group of leaders in the Bitcoin network community, including developers, there is no official developer or group of developers that formally controls the Bitcoin network. Any individual can download the Bitcoin network software and make any desired modifications, which are proposed to users and miners on the Bitcoin network through software downloads and upgrades. However, miners and users must consent to those software modifications by downloading the altered software or upgrades implementing the changes; otherwise, the changes do not become a part of the Bitcoin network. Since the Bitcoin network's inception, changes to the Bitcoin network have been accepted by the vast majority of users and miners, ensuring that the Bitcoin network remains a coherent economic system. However, a developer or group of developers could potentially propose a modification to the Bitcoin network that is not accepted by a sufficiently large majority of miners and users, but that is nonetheless accepted by a substantial population of participants in the Bitcoin network, such as what happened with Bitcoin Cash during 2017. In such a case, a fork in the blockchain could develop, and two separate Bitcoin networks could result, with one running the pre-modification software program and the other running the modified version (i.e., a second "Bitcoin" network). Such a fork in the blockchain might be addressed by community-led efforts to merge the forked blockchains, but there is no guarantee that

any given forked blockchain will be merged back together into a single blockchain. This kind of split in the Bitcoin network could materially and adversely affect the value of Bitcoin (and thus, the value of holdings of Bitcoin) and, in the worst-case scenario, harm the sustainability of the Bitcoin economy. Digital Assets with a design similar to that of Bitcoin may be subject to the same risk.

*Stolen or Incorrectly Transferred Digital Assets May be Irretrievable.* Once a transaction has been verified and recorded in a block that is added to the blockchain, an incorrect transfer of Digital Assets or a theft of Digital Assets generally will not be reversible, and Clients may not be capable of seeking compensation for any such transfer or theft. It is possible that, through computer or human error, or through theft or criminal action, Digital Assets could be transferred in incorrect amounts or to unauthorized third parties. To the extent that the Adviser is unable to seek a corrective transaction with such third party, or is incapable of identifying the third party that has received the Clients' Digital Assets through error or theft, Clients will be unable to revert or otherwise recover incorrectly transferred Digital Assets. To the extent that Hunting Hill is unable to seek redress for such error or theft, such loss could adversely affect Client investments.

*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 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 blocks. In such alternate blocks, the malicious actor or botnet could control, exclude, or modify the ordering of transactions, though it could not generate new Digital Assets or transactions using such control. 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 Client investments or the ability of Clients to transact.

*Market Manipulation.* The Digital Asset markets are new and unregulated. In the past, such markets have been targets of market manipulation, which could adversely affect Client investments. 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 Clients.

*Exchange Issues.* 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 the exchanges representing a substantial portion of the volume in Digital Asset trading 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 Client investments. 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, 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 Client investments.

*Errors in Execution of Transactions.* Digital Asset transactions are generally irrevocable, and stolen or incorrectly transferred Digital Assets are likely irretrievable. In addition, any incorrectly executed Digital Assets transactions could adversely affect Client investments. Hunting Hill will normally not be able to seek compensation for any such transfer or theft. Although transfers of Digital Assets may be regularly made to or from Client accounts, it is possible that, through computer or human error, or through theft or criminal action, Digital Assets could be transferred from the Client accounts in incorrect quantities or to unauthorized third parties. To the extent that the Adviser is unable to seek a corrective transaction with such third party or is incapable of identifying the third party that has received Clients’ Digital Assets through error or theft, Clients will be unable recover incorrectly transferred Digital Assets. It is more likely than not that Hunting Hill will be unable to seek redress for such error or theft, and such loss could adversely affect Client investments.

*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 other actors, must determine what change is to occur and how that change will be handled. If one group of transaction validators does not agree with another on the type of protocol/software change/upgrade that should occur, a fork 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 to work on solutions for network protocol, software, or other issues. If transaction validators 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 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 limitations 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.

### **Risks Relating to the Operations and Activities of the Adviser and the Funds**

*Systems and Operational Risk.* Clients depend on Hunting Hill to develop and implement appropriate systems for the Clients' activities. Clients rely on the Adviser's financial, accounting, and other data processing systems to execute, clear, and settle transactions across numerous and diverse markets to evaluate and value certain securities, to monitor its portfolio and capital, and to generate reports that are critical to the oversight of the Clients' activities. In addition, Clients rely on information systems to store sensitive information. Certain of the Clients' and the Adviser's activities will be dependent upon systems operated by third parties, including prime brokers, fund administrators, execution counterparties, exchanges, and other service providers, and the Adviser may not be able to verify the risks or reliability of such third-party systems. Failures in the systems employed by Hunting Hill, prime brokers, fund administrators, counterparties, exchanges, and similar clearance and settlement facilities and other parties could result in mistakes made in the confirmation or settlement of transactions or in improper booking, evaluation, or accounting for such transactions. Disruptions in Hunting Hill's operations may cause the Client to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention, or reputational damage. Any of the foregoing failures or disruptions could have a material adverse effect on a Client.

*Cybersecurity Risk.* As part of its business, Hunting Hill processes, stores, and transmits large amounts of electronic information, including information relating to the transactions of Clients and personally identifiable information of the investors in the Funds. Similarly, service providers of the Adviser or the Funds, especially the administrator for the Funds, may process, store, and transmit such information. Hunting Hill has procedures and systems in place that it believes are reasonably designed to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Network connected services provided by third parties to the Adviser may be susceptible to compromise, leading to a breach of the Adviser's network. Hunting Hill's systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. Online services provided by the Adviser may also be susceptible to compromise.

The service providers of the Adviser and the Clients are subject to the same electronic information security threats as the Adviser. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of Clients and personally identifiable information of investors in the Funds may be lost or improperly accessed, used, or disclosed.



Loss or improper access, use, or disclosure of the Adviser's or Clients' proprietary information may cause the Adviser or Clients to suffer, among other things, financial loss, the disruption of business, liability to third parties, regulatory intervention, or reputational damage. Any of the foregoing events could have a material adverse effect on the relevant Client and its investors.

*Epidemics and Pandemics.* Since 2003, the world has seen multiple widespread outbreaks of new infectious illnesses of varying severity. The responses to these outbreaks have varied, as has their impact on human health, local economies, and the global economy, and it is impossible at the outset of any such outbreak to estimate accurately the ultimate impact. Protective measures taken by governments and the private sector to mitigate the spread of such illnesses, including travel and meeting restrictions and outright bans, quarantines, and work-at-home arrangements, and the spread of any such illness within Hunting Hill or Hunting Hill's service providers, could seriously impair the Adviser's or the service providers' operational capabilities, which could adversely affect Client investments or the ability of Clients to transact. In addition, such health crises could exacerbate market-based and specific investment, political, social, and economic risks previously mentioned and result in significant breakdowns, delays, and other disruptions to important global, local, and regional markets and functions, with the potential for negative impact to the performance of portfolio investments.

*Counterparty Risk.* The Adviser has established relationships to obtain financing, derivative intermediation, and prime brokerage services that permit Clients to trade in a wide variety of markets and asset classes over time; however, there can be no assurance that Hunting Hill will be able to maintain such relationships or the ability to establish such relationships. An inability to maintain or establish such relationships would limit Client trading activities and could create losses, preclude Clients from engaging in certain transactions, financing, derivative intermediation, and prime brokerage activities and prevent Clients from trading at optimal rates and terms. Moreover, a disruption in the financing, derivative intermediation, and prime brokerage services provided by any such relationships could have a significant impact on Client business due to reliance on such counterparties.

Some of the markets in which the Adviser may execute Client transactions are not "exchanged-based," including "over-the-counter" or "interdealer" markets. Participants in such markets are typically not subject to the same credit evaluation and regulatory oversight to which members of "exchange-based" markets are subject. Less robust evaluation and oversight standards of such over-the-counter markets exposes Clients to greater risk that a counterparty will not settle a transaction in accordance with its terms and conditions, either as a result of a dispute over the terms of the contract (bona fide or not) or a credit or liquidity problem, thus causing Clients to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where intervening events may prevent settlement, or in situations where a Client has concentrated transactions with a single or small group of counterparties. Generally, Clients are not restricted from dealing with any particular counterparties, and the Adviser's evaluation of the creditworthiness of counterparties may not prove sufficient. The lack of a complete and "foolproof" evaluation of the financial capabilities of Client counterparties, and the absence of a regulated market to facilitate settlement, may increase the potential for losses.

*Dependence on Key Individuals.* The Adviser's ability to successfully manage Client affairs depends in part on the efforts of Adam Guren, the Chief Investment Officer of Hunting Hill. If Mr. Guren should cease to participate in the business of Hunting Hill, the Adviser's ability to select attractive investments and manage its portfolio could be severely impaired.

*No Participation in Management.* The management of Fund operations is vested solely in the Adviser. Investors generally have no right to take part in the conduct or control of the business of a Fund. In connection with the management of each Funds' business, Hunting Hill and its principals will devote only such time to Fund matters as they deem appropriate.

*Advisory Services to Others.* Hunting Hill, and its principals and affiliates, manage multiple Funds and Managed Accounts, now and in the future, for which they are compensated. In connection with such investment management activities, the Adviser may decide to invest the assets of one or more, though not all Clients, in a particular security or strategy. In addition, Hunting Hill will determine the allocation of Client funds to investment strategies and techniques on whatever basis it determines is appropriate. In some cases, one or more Clients may hold positions that are opposite to positions held by one or more other Clients. The Adviser may allocate investment opportunities based on a variety of factors, including, but not limited to, allocations based on relative account sizes, funds available for investment, diversification limitations, the degree of risk involved in the securities acquired, and the extent to which a position in such securities is consistent with the investment policies, mandate, and strategies of the various Clients.

*Diverse Investors.* Fund investors are expected to include persons or entities resident of or organized in various jurisdictions and may include both taxable and tax-exempt entities. As a result, conflicts of interest may arise in connection with decisions made by the Adviser that may be more beneficial for one type of investor. In making such decisions, the Adviser intends to consider the investment objectives of each Fund as a whole, not the investment objectives of any investor individually.

*Lack of Separate Representation.* No independent counsel has been retained to represent the interests of investors, and neither the organizational documents nor the IMAs have been reviewed by any attorney on their behalf. Investors are therefore urged to consult their own counsel as to the terms and provisions of the organizational documents, the IMAs, and all other related materials.

*Valuation of Assets.* In general, an administrator will calculate the Net Asset Value of Client portfolios (based on portfolio valuations provided by the Adviser) and value the investments held by Clients in accordance with GAAP and the applicable agreements. Securities and instruments held by a Client for which there is no clear valuation (i.e., no quoted prices) may be assigned a value determined by the Adviser. The Adviser has a conflict of interest in that it may receive higher Performance and Management Fees if the securities are given a favorable valuation, which may also create an incentive for the Adviser to cause a Client to make investments that are riskier or more speculative than those that Clients might make in the absence of such an arrangement. Moreover, since Performance Fees are calculated on a basis that includes unrealized appreciation, Performance Fees might be greater than if it were based solely on

realized gains. The Adviser's policies and procedures, including valuation policies, are designed to ensure that all Clients are treated fairly and equitably and to prevent valuation-based conflicts from influencing investment opportunities among its Clients.

Some of the Clients' assets may not be traded on securities exchanges or over-the-counter markets. In such case, Client assets may be valued based upon dealer quotes or pricing models and, therefore, may be more subjective and less verifiable than other private investment vehicles that trade primarily in securities traded on recognized securities exchanges.

*Master Feeder Structure.* Certain Clients invest through a "master-feeder" structure. The "master-feeder" fund structure, in particular, the existence of multiple feeder funds investing in the same master fund, presents certain unique risks to investors. A smaller feeder fund investing in a master fund may be materially affected by the actions of larger feeder funds investing in the same master fund. For example, if a larger feeder fund withdraws from the master fund, the remaining feeder funds may experience higher pro rata operating expenses, thereby producing lower returns. The master fund may become less diverse due to a withdrawal by a larger feeder fund, resulting in increased portfolio risk.

While the Investment Manager generally will not consider tax issues applicable to any particular investor, it generally may take into account the tax positions relating to a feeder fund and any other investors in a master fund. The use of a "master-feeder" structure may create a conflict of interest in that different tax considerations for one Client may cause or result in the Adviser structuring or disposing of an investment in a manner or at a time that is more advantageous (or disadvantageous) for tax purposes to one Client or its investors.

*Segregated Portfolio Structure.* Certain Funds are structured as a single legal entity. Under applicable legislation, investors may only be able to enforce claims against the Fund to which their interests are attributable, and creditors of a particular Fund will not be able to claim against assets of another Fund. However, the legislation which provides for segregation of the assets and liabilities between Funds is untested in the courts of the Cayman Islands and elsewhere. In the Cayman Islands, the applicable legislation will have the force of law and should be upheld in any court proceedings. However, in the event that the segregation of assets and liabilities between Funds is not recognized in any court proceedings outside the Cayman Islands, there is a risk that a creditor may have recourse against the assets of all Funds.

*Side Letter Agreements.* The Adviser is authorized to enter into one or more side agreements with any investor (without notice to or consent of any other investors). Such side agreements may result in certain investors receiving more favorable fees, liquidity, reporting of, or access to, information, notices of certain events, or other investment terms than other investors.

*Accuracy of Public Information.* Hunting Hill selects investments for Clients, in part, on the basis of information and data made available to the Adviser by the issuers or through sources other than the issuers. Although the Adviser evaluates all such information and data and ordinarily seeks independent

corroboration when the Adviser considers it appropriate, 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 available.

*Short-Term Capital Gains.* Frequent profitable short-term trading by a Client may result in substantial taxable short-term capital gains to investors. For many investors, short-term capital gains are taxed at a higher rate than long-term capital gains.

*Restrictions on Transfer of Interests.* In general, investors are prohibited from transferring their respective Fund interests unless the Adviser consents. There is no public market for Fund interests. Moreover, Fund interests have not been registered under the Securities Act or any state securities laws, and, for that reason, some additional transfer restrictions are imposed by law.

*Withdrawal of Capital.* An investor's right to withdraw funds from a Fund is subject to significant limitations, including, in some cases, lock-up periods and quarterly withdrawal limits ("gates"). The Adviser has the right to make distributions in cash or in-kind, or both. Substantial redemptions by investors within a short period of time could require a Fund to liquidate securities positions more rapidly than would otherwise be desirable, possibly reducing the value of the applicable Funds' investment portfolios. Reduction in the size of a Fund could make it more difficult to generate a positive return or to recoup losses due to, among other things, reductions in the Fund's ability to take advantage of particular investment opportunities or decreases in the ratio of its income to its expenses.

*Suspension and/or Limitations on Withdrawals.* Hunting Hill, in its discretion, may suspend or postpone any withdrawals and/or the payment of any withdrawals from capital accounts (i) during the existence of any state of affairs which, in the opinion of the Adviser, makes the disposition of Fund investments impractical or prejudicial to the investors, or where such state of affairs, in the opinion of the Adviser, makes the determination of the price or value of the Funds' investments impractical or prejudicial to the investors; or (ii) where any withdrawals or distributions, in the opinion of the Adviser, would result in the violation of any applicable law or regulation. In addition, the Adviser may suspend or defer any withdrawal and/or withdrawal payment to the extent that a Fund is unable to sell its investments other than at a discounted value or if it is not practicable for the Fund to make a distribution-in-kind with respect to such investments.

*Limitation of Liability and Indemnification of the Adviser.* Hunting Hill is accountable to its Clients as a fiduciary and, consequently, is required to exercise good faith and integrity in handling Client affairs. The Adviser shall be indemnified against and shall not be liable for any loss or liability incurred in connection with the affairs of the Clients unless such loss or liability arose from an action or inaction that constitutes gross negligence or willful misconduct. Therefore, an investor may have a more limited right of action against the Adviser than an investor would have absent these provisions in the applicable investment management agreements. Investors should note, however, that certain claims against such parties may not be indemnifiable or subject to waiver, including, without limitation, certain fraud and fiduciary duty claims, and claims arising under the Investment Advisers Act of 1940, as amended.

*Risks and Limited Liability of Clearing Broker.* The use of a clearing broker involves the clearing broker holding certain assets of the Funds (other than subscription and withdrawal monies), and these assets may be subject to a security interest in favor of the clearing broker. There is a risk that, in order to reduce any indebtedness of the Funds to the clearing broker, the clearing broker may enforce the security and take all steps it considers necessary to protect itself against loss.

#### **Item 9. Disciplinary Information**

Registered investment advisers are required to disclose facts regarding any legal or disciplinary events that would be material to an evaluation of the adviser or the integrity of the registered investment adviser's management.

Neither Hunting Hill, nor any of its officers, directors, employees, or other management persons, have had such legal or disciplinary events. Accordingly, the Adviser has no information applicable to this Item.

#### **Item 10. Other Financial Industry Activities and Affiliations**

Neither Hunting Hill Adviser nor its management persons are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

Neither the Adviser nor its management persons are registered as, or have pending applications to become, a Futures Commission Merchant, Commodity Pool Operator, Commodity Trading Advisor, or an associated person of the foregoing entities.

Hunting Hill Capital Partners, LLC (the "Relying Adviser") serves as General Partner to certain Funds managed by the Adviser. The Relying Adviser is filing a single Form ADV together with the Adviser in reliance on the position expressed in the SEC No-Action letter to the American Bar Association Business Law Section, dated January 18, 2012.

The Adviser does not utilize nor select third party investment advisers. All assets are managed by the Adviser's management persons.

#### **Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

Hunting Hill has adopted a Code of Ethics (the "Code") that obligates the Adviser and its related persons to put the interests of the Clients before their own interests and to act honestly and fairly in all respects in their dealings with the Clients. Hunting Hill recognizes and believes that high ethical standards are essential for its success and to maintain the confidence of its investors. For additional information about the Code, or to receive a copy, please contact the Adviser at the address or telephone number listed on the first page of this Brochure.

Employees of the Adviser are not permitted to purchase securities in personal brokerage accounts, subject to limited exceptions for US government obligations, bankers' acceptances, certificates of deposit, money market funds, and mutual funds. Exceptions to the policy can only be made with prior written approval from the Chief Compliance Officer. Employees are required to disclose any pre-existing holdings in personal brokerage accounts upon joining the Adviser and on a periodic basis thereafter.

Hunting Hill, its employees, or a related entity each may have an investment in the Funds. As such, the Adviser, its employees, or a related entity may participate in transactions of the Funds.

Hunting Hill, in the course of its investment management and other activities, may come into possession of confidential or material nonpublic information about issuers of securities, including issuers in which the Adviser or its related persons have invested or seek to invest on behalf of a Client, that, if disclosed, might be material to a decision to buy, sell, or hold a security. The Adviser and its employees are prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, including the Clients. The Adviser maintains written policies and procedures designed to prohibit the communication of such information to persons who do not have a legitimate need to know such information and to otherwise ensure that the Adviser is acting in compliance with applicable law.

## **Item 12. Brokerage Practices**

### **Broker Selection and Best Execution**

Hunting Hill is authorized to determine the broker-dealer to be used for each securities transaction for its Clients. In selecting broker-dealers to execute transactions, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not the Adviser's practice to negotiate "execution only" commission rates. Thus, Clients may be deemed to be paying for research, brokerage, or other services provided by the broker that are included in the commission rate. In determining the broker or dealer to be used for each securities transaction, the Adviser will conform to, and be in accordance with, the provisions of the IMA and PPMs.

Securities transactions will be executed through broker-dealers selected by the Adviser in its sole discretion and without the consent of investors. In placing portfolio transactions, the Adviser will seek to obtain the best execution for Clients, taking into account the following factors: the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; the financial strength, integrity, and stability of the broker; the broker's risk in positioning a block of securities; the quality, comprehensiveness, and frequency of available research services considered to be of value; and the competitiveness of commission rates in comparison with other brokers satisfying the Adviser's other selection criteria. The Adviser may place transactions with a broker-dealer that (i) provide the Adviser, or an affiliate, with the opportunity to participate in capital introduction events sponsored by the broker-dealer or (ii) refer investors to the Funds or other products advised by the Adviser if otherwise consistent with seeking best execution; provided the Adviser is not

selecting the broker-dealer in recognition of the opportunity to participate in such capital introduction events or the referral of investors. The Adviser is authorized to pay higher commissions to such firms if the Adviser determines such prices or commissions are reasonable in relation to the overall services provided. The Adviser is not required to weigh any of the above factors equally. Although the Adviser will make a good faith determination that the amount of commissions paid is reasonable in light of the products or services provided by a broker, commission rates are generally negotiable, and thus, selecting broker-dealers on the basis of considerations that are not limited to the applicable commission rates may result in higher transaction costs than would otherwise be obtainable.

### **Soft Dollars**

Hunting Hill executes Client transactions and generates “soft dollar credits” through certain brokers to pay for both research and brokerage products/services.

The Adviser will limit the use of “soft dollars” to obtain services which constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934, including, for example, research reports on particular industries and companies, market reports, certain financial newsletters and trade journals, software providing analysis of securities portfolios, corporate governance research and rating services, attendance at certain seminars and conferences, discussions with research analysts, meetings with corporate executives, consultants’ advice on portfolio strategy, data services, including services providing market data, company financial data, and economic data, and advice from brokers on order execution. Brokerage services may include services related to the execution, clearing, and settlement of securities transactions and functions incidental thereto (i.e., connectivity services), trading software operated by a broker-dealer to route orders, software that provides trade analytics, security screening and trading strategies, software used to transmit orders, clearance and settlement in connection with a trade, routing settlement instructions, post trade matching of trade information, and services required by the SEC or a self-regulatory organization, such as comparison services, electronic confirms, or trade affirmations.

Many brokers or dealers provide the Adviser with access to proprietary research reports (such as standard investment research), which are used to help manage Client portfolios. To the best of the Adviser’s knowledge, these reports are generally made available to all institutional investors doing business with such broker-dealers and without regard to the rates of commissions charged or paid by the Adviser or the volume of business the Adviser directs to such broker-dealers. Because the reports are merely made available by broker-dealers as part of a bundled business package, the Adviser understands that such broker-dealers do not set discrete prices for the reports. In the event the Adviser was to receive some services that may be used for both research and other, non-research purposes (i.e., mixed-use products or services), the Adviser will assume that the non-research portion of the mixed-use products or services are for its own benefit rather than the benefit of Clients, and therefore, will make a good faith effort to determine the relative proportion of such mixed-use products or services related to both research and non-research purposes, and will pay the cost of the non-research purpose with its own funds.

Soft dollar credits are assets of its Clients that must be treated with appropriate care. All new soft dollar products and services must be reviewed and approved by the Chief Compliance Officer. The Chief Compliance Officer reviews soft dollar accrual and expenditure reports on a regular basis. If the Adviser develops large credit balances, the Chief Compliance Officer will consider whether its Clients are paying unnecessarily high commissions. Conversely, if the Adviser develops large deficits, the Chief Compliance Officer will evaluate whether the Adviser should curtail its soft dollar spending or take other actions in order to avoid the appearance that the Adviser must trade excessively in order to reduce its soft dollar deficits. The Adviser will evaluate soft dollar arrangements as part of periodic best execution reviews.

Investment and trading personnel are responsible for identifying those broker-dealers who have provided research and execution services that the Adviser considers useful to its investment decision-making process on a periodic basis.

#### **Allocation and Aggregation of Orders**

When Hunting Hill deems the purchase and sale of securities to be in the best interest of a Client and any other accounts or entities (including, without limitation, the Funds), the Adviser may aggregate the securities to be purchased or sold in order to obtain superior execution and/or lower brokerage expenses. In particular, execution prices for identical securities purchased or sold on behalf of multiple accounts in any one business day may be averaged. In such events, allocation of the securities purchased or sold, as well as expenses incurred in the transaction, will be made among the Clients participating in the transaction by applying such considerations as the Adviser deems appropriate, including relative size of such accounts and entities, amount of available capital, size of existing positions in the same or similar securities, impact of leverage, tax considerations, and other factors. Clients are not entitled to investment priority over other accounts or entities managed by the Adviser and may not participate in every investment opportunity. The Adviser will endeavor to make all investment allocations in a manner that it considers to be the most equitable to all Clients.

Allocations will be made among the Clients eligible to participate in initial public offerings (IPOs) and secondary offerings on a pro rata basis, except when the Adviser determines in its discretion that a pro rata allocation is not appropriate. Such investments may not be appropriate because, among other reasons, a Client's investment guidelines explicitly prohibit participation in IPOs or secondary offerings or the status of the investors in a Client as "restricted persons" or "covered investors" under applicable regulations.

#### **Cross Trades and Principal Transactions**

Hunting Hill may determine that it would be in the best interests of one Client and one or more other Clients to transfer a security from one account to another (each such transfer, a "Cross Trade") for a variety of reasons, including, without limitation, tax purposes, liquidity purposes, to rebalance the portfolios of the accounts, or to reduce transaction costs that may arise in an open market transaction. If the Adviser decides to engage in a Cross Trade, the Adviser will determine that the trade is in the best



interests of both of the Clients involved in it and take steps to ensure that the transaction is consistent with the duty to obtain best execution for each of those Clients.

The Adviser will generally execute Cross Trades with the assistance of a broker-dealer who executes and books the transaction at the close of the market on the day of the transaction. A Cross Trade between two fund Clients may also occur as an “internal cross,” where the Adviser instructs the custodian for the funds to book the transaction at the price determined in accordance with the Adviser’s valuation policy. If the Adviser effects an internal cross, the Adviser will not receive any fee in connection with the completion of the transaction.

To the extent that Cross Trades may be viewed as principal transactions due to the ownership interest in a Client by Hunting Hill or its personnel, Hunting Hill will comply with the requirements of Section 206(3) of the Advisers Act.

### **Capital Introduction**

From time to time, brokers (including prime brokers) may assist a Fund in raising additional funds from investors. Additionally, brokers may provide capital introduction and marketing assistance services, and representatives of the Adviser may speak at conferences and programs sponsored by the brokers, for investors interested in investing in private investment funds. Through such events, prospective investors in a Fund may encounter representatives of the Adviser. Brokers may also provide other services, including, without limitation, consulting services relating to personnel and technology. Although neither Hunting Hill nor any Fund compensates brokers for such assistance, events, or services, or for any investments ultimately made by prospective investors attending such events, such activities may influence the Adviser in deciding whether to use such broker in connection with brokerage, financing, and other activities of its clients. Subject to its obligation to seek best execution, the Adviser may consider referrals of investors to the Funds in determining its selection of brokers. However, Hunting Hill will not commit to an investor or a broker to allocate a particular amount of brokerage in any such situation.

### **Trade Errors**

Consistent with its fiduciary duties, Hunting Hill’s policy is to take the utmost care in making and implementing investment decisions for its Client accounts. Trade errors may result in losses or gains, and to the extent trading errors occur, the Adviser seeks to ensure that its Clients’ best interests are served.

Hunting Hill generally will endeavor to detect trade errors prior to settlement and correct and/or mitigate them in an expeditious manner. To the extent an error is caused by a counterparty, such as a broker-dealer, the Adviser will strive to recover any losses associated with such error from the counterparty. In accordance with the terms and conditions of each Client’s IMA and constituent documents, as applicable, the Adviser will generally not be liable to Clients for any act or omission, absent bad faith, gross negligence, willful misconduct, or fraud. As a result, Clients (and not the Adviser) will benefit from any gains resulting from trade errors and will be responsible for any losses (including additional trading costs) resulting from

trade errors and similar human errors, absent bad faith.

### **Item 13. Review of Accounts**

Hunting Hill conducts daily, weekly, monthly, quarterly, and periodic reviews of its Clients' portfolios. Client portfolios are reviewed by the Portfolio Manager and other investment personnel, portfolio traders, back-office personnel, and compliance. All investment personnel regularly hold informal meetings to discuss investment ideas, economic developments, current events, and other issues related to current portfolio holdings and potential investment opportunities. Adviser reviews also cover, but are not limited to, risk exposure, valuation, allocation between Clients, best execution, and operational reviews to ensure proper booking, settlement, and reconciliation of cash and positions.

#### **Private Investment Funds**

To each Fund investor, the Administrators will seek to distribute net asset value statements, targeting no more than 15 business days following month end, a quarterly administrator transparency report within 45 days of quarter end, and annual audited financial statements within 120 days of the fiscal year end. In addition, the Adviser will generally provide to each Fund investor mid-month and month-end performance estimates and distribute a quarterly investor letter containing a qualitative discussion of the investment holdings, portfolio positions, performance, and outlook.

On request, and due to regulatory requirements or the specific needs of certain Fund investors, the Adviser may provide more frequent reports, and other information, in addition to the above noted materials.

#### **Managed Accounts**

Regular reporting for Managed Accounts is expected to be similar to the foregoing. However, the Adviser may provide a Managed Account customized reporting in accordance with its respective IMA.

### **Item 14. Client Referrals and Other Compensation**

Hunting Hill has engaged placement agents to assist with the distribution of certain of the Fund's interests. The compensation typically paid to these agents includes a portion, generally in the range of 10% to 20%, of the management fee and/or performance fee earned by the Adviser with respect to investors introduced and overseen by such agents. The compensation is paid by the Adviser, and further, investors generally are not subject to any incremental fees in connection with the placement unless incremental fees are payable by the investor directly to the placement agent under the terms of a separate arrangement (of which the Adviser is not a party). The placement arrangements described above involve potential conflicts of interest because the placement agent may have an incentive to favor sales of interests in a Fund over sales of other investment products for which the agent will receive lower or no fees. Prospective and existing investors should consider this potential conflict of interest when evaluating

any recommendation or introduction by an agent regarding an investment in a Fund.

## **Item 15. Custody**

Under Rule 206(4)-2 of the Advisers Act (the “Custody Rule”), Hunting Hill is deemed to have custody of the securities and other assets of the Funds even though all Fund securities and other assets will be held in custody by unaffiliated broker-dealers or banks acting in the capacity as “qualified custodians,” and even though such securities are not held or registered in the Adviser’s name.

Notwithstanding the foregoing, the Adviser’s role enables Hunting Hill personnel to access Fund assets, and the Adviser has developed procedures that ensure the safeguarding and protection of the assets. Such procedures include, among other things, the separation of functions and dual signatory approvals for the movement of the Funds’ capital.

The Custody Rule imposes certain requirements on registered investment advisers who have actual or deemed custody of client assets. However, the Adviser is exempt from many of the provisions of the Custody Rule because the Funds are subject to an annual audit, the audited financial statements are distributed to each investor, the audited financial statements are prepared by an independent accounting firm that is registered, with and subject to review by, the Public Company Accounting Oversight Board, in accordance with U.S. Generally Accepted Accounting Principles, and the audited financial statements are distributed within 120 days of the Funds’ fiscal year end.

Digital Assets are held with third-party wallet providers and are also held at exchanges, each of which takes various measures to provide safekeeping for the assets held on behalf of Clients. The Adviser conducts due diligence on Digital Asset custodians prior to utilizing their services.

With respect to Managed Accounts, the Adviser does not have actual or deemed custody, as the Managed Accounts’ qualified custodians hold the securities and other assets, and the Adviser has no ability to access such assets.

## **Item 16. Investment Discretion**

### **Private Investment Funds**

Each Fund’s governing document provides that Hunting Hill, and/or the General Partner, has exclusive and absolute discretion and authority in managing and controlling the business and affairs of such Fund, subject only to specific and express limitations provided therein. The Adviser has discretionary authority to determine, without obtaining specific consent from investors, the securities and the amounts to be bought or sold on behalf of the Funds.

The Adviser’s investment decisions and advice with respect to each Fund are subject to each Fund’s investment objectives and guidelines, as set forth in the PPM and/or other governing documents. The

Adviser has executed an IMA, or similar agreement, with each Fund, pursuant to which the Adviser is granted discretionary trading authority. Each of the Adviser and the Funds may terminate the IMA upon ninety (90) days' prior written notice.

The Adviser has discretion to agree with certain investors to waive or modify the application of certain terms applicable to such investor in a "side letter," or in any other manner, without obtaining the consent of any other investor in such Funds. For example, the Adviser may agree to, among other things, more frequent liquidity, special rights to make future investments in the Funds, waiver of the applicable minimum investment amounts, reduction or waiver of fees, and rights to receive reports from the Funds on a more frequent basis or that include information not provided to other investors (e.g., more detailed information regarding portfolio positions).

### **Managed Accounts**

Each Managed Account is required to enter into an IMA with the Adviser, which, unless otherwise agreed to between the Managed Account and the Adviser, will continue in effect until either party terminates the agreement pursuant to the terms of that IMA. The actual terms of a Managed Account relationship may differ and will be reflected in the IMA.

### **Item 17. Voting Client Securities**

In accordance with its fiduciary duty to Clients and Rule 206(4)-6 of the Advisers Act, Hunting Hill has implemented policies and procedures governing the voting of Client securities. The general policy of the Adviser is to exercise voting rights on behalf of its Clients in a manner that serves the best interest of Clients and in the interest of maximizing the value of its Clients' assets. To that end, the Adviser will vote in a way that it believes, consistent with its fiduciary duty, will, over time, cause the value of the investment to increase the most or decline the least. In general, the Adviser will vote in accordance with the recommendation of an issuer's management on routine and administrative matters, unless the Adviser has a particular reason to vote to the contrary. This general practice should not be interpreted as a pre-determination, however, to vote in favor of the issuer's management, as the Adviser will review all Client proxies in accordance with the general fiduciary principles noted above. With respect to non-recurring or extraordinary matters, the Adviser will vote on a case-by-case basis in accordance with the goals of achieving a Client's stated objectives. Consideration will be given to both the short and long-term implications of the proposal to be voted on when considering the optimal vote.

Hunting Hill may also elect to abstain from voting if it deems such abstinence in the Clients' best interests, such as when the Adviser's analysis of a particular proxy reveals that the cost of voting the proxy may exceed the expected benefit to the Clients.

Conflicts may arise between the interests of Clients on the one hand and the Adviser on the other hand. To the extent such a conflict is identified, the Adviser's Chief Compliance Officer will review the vote under consideration and seek to resolve the conflict in a way the Chief Compliance Officer believes to be in the

Clients' best interests. If the Chief Compliance Officer is unable to resolve the conflict, the Adviser will, at its own expense, engage the services of an outside proxy voting service or outside counsel to make an independent recommendation and will vote the proxies in accordance with that recommendation.

A copy of Hunting Hill's proxy voting policies and/or information regarding how the Adviser voted for specific proxies is available, upon request, by contacting the Adviser at the telephone number or address found on the initial page of this Brochure.

#### **Item 18. Financial Information**

A balance sheet is not required to be provided, as Hunting Hill (i) does not require or solicit the payment of fees six months or more in advance; (ii) does not have a financial condition that is likely to impair its ability to meet contractual and fiduciary commitments to Clients; and (iii) has not been subject to any bankruptcy proceeding during the past 10 years.