

COINFUND MANAGEMENT LLC

**5 Bryant Park, Suite 1003
New York, New York 10018**

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This “**Brochure**” provides information about the qualifications and business practices of CoinFund Management LLC (hereinafter “**CoinFund**”, “**we**”, “**us**”, “**our**” or the “**Firm**”). If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer (“**CCO**”), Stewart Eichner, by email at stewart@coinfund.io. Information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (the “**SEC**”) or by any state securities authority.

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

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

Item 2: Material Changes

This Brochure is CoinFund's initial Form ADV Part 2A which has been submitted with our application for registration with the SEC; therefore, there are no material changes to report. In the future, if the Brochure contains material changes from our last update, we will identify and discuss those changes in this section.

Item 3: Table of Contents

Item 2: Material Changes.....	2
Item 3: Table of Contents.....	3
Item 4: Advisory Business	4
Item 5: Fees and Compensation	5
Item 6: Performance-Based Fees and Side-By-Side Management	6
Item 7: Types of Clients.....	7
Item 8: Method of Analysis, Investment Strategies, and Risk of Loss	7
Item 9: Disciplinary Information	32
Item 10: Other Financial Industry Activities and Affiliations.....	32
Item 11: Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading	32
Item 12: Brokerage Practices	33
Item 13: Review of Accounts	34
Item 14: Client Referrals and Other Compensation	34
Item 15: Custody.....	34
Item 16: Investment Discretion	35
Item 17: Voting Client Securities.....	35
Item 18: Financial Information.....	35

Item 4: Advisory Business

CoinFund Management LLC (hereinafter “**CoinFund**”, the “**Investment Manager**”, or the “**Firm**” and depending on the context, combined with the relevant general partner or managing member of one or more of our Funds, “**we**”, “**us**”, or “**our**”) is organized as a Delaware limited liability company with a principal place of business New York, New York.

CoinFund will provide discretionary investment management services to qualified investors through its private funds:

- CoinFund LP, a Cayman Islands exempted limited partnership (the “**CoinFund Master Fund**”);
- CoinFund Offshore LP, a Cayman Islands exempted company (the “**Offshore Fund**”);
- CoinFund Onshore LP, a Delaware limited partnership (the “**Onshore Fund**”);
- CoinFund Liquid Opportunities LP, a Cayman Islands exempted limited partnership (the “**Liquid Opportunities Master Fund**”);
- CoinFund Liquid Opportunities Offshore LTD, a Cayman Islands exempted company (the “**Liquid Opportunities Offshore Fund**”);
- CoinFund Liquid Opportunities Onshore LP, a Delaware limited partnership (the “**Liquid Opportunities Onshore Fund**”);
- CoinFund Ventures LP-QP Portfolio, a Cayman Islands exempted limited partnership (the “**Ventures Portfolio Master Fund**”);
- CoinFund Ventures Onshore QP LP, a Delaware limited partnership (the “**Ventures Onshore QP LP**”);
- Coin Fund Ventures LP-3(C)(1) Onshore Portfolio, a Cayman Islands exempted limited partnership (the “**Ventures Master Onshore Portfolio**”);
- CoinFund Ventures Onshore LP, a Delaware limited partnership (the “**Ventures Onshore**”);
- Coin Fund Ventures LP-3(C)(1) Offshore Portfolio, a Cayman Islands exempted limited partnership (the “**Ventures Master Offshore Portfolio**”);
- CoinFund Ventures Offshore LP; a Cayman Islands exempted limited partnership (the “**Venture Offshore**”);
- CoinFund LLC, a Delaware limited liability company (“**CoinFund LLC**”);
- CFP20, a Series of CF Growth Investments LLC, a Delaware limited liability company (“**CFP20**”);
- CF Metaversal Holdings, a Series of CF Growth Investments LLC, a Delaware limited liability company (“**CF Metaversal**”); and
- CF TRD, a Series of CF Growth Investments LLC, a Delaware limited liability company (“**CF TRD**”).

The above-mentioned funds are herein each referred to as a “**Fund**” or “**Client**”, and collectively referred to as the “**Funds**” or the “**Clients**”. The **CoinFund Master Fund**, **Ventures Portfolio Master Fund**, **Ventures Master Onshore Portfolio**, **Ventures Master Offshore Portfolio** and **Liquid Opportunities Master Fund** are each a “**Master Fund**” and are collectively referred to as the “**Master Funds**”.

The limited partners in our Funds structured as limited partnerships are herein referred to as “**Limited Partners**”; the members of our Funds structured as limited liability companies are herein referred to as “**Members**”; and the and our shareholders in our Funds structured as exempted limited companies are herein referred to as “**Shareholders**”; and collectively are hereafter collectively referred to as the “**Investors**” where appropriate.

We serve as the investment adviser, with discretionary trading authority, to private, pooled investment vehicles. We do not tailor our advisory services to the individual needs of any particular Investor.

Our investment decisions and advice with respect to the Funds are subject to each Fund's investment objectives and guidelines, as set forth in its respective offering documents which may include (depending on the specific Fund) the Fund's organizational documents, subscription agreements, and a private placement memorandum (the "**Offering Documents**").

As of December 31, 2021, CoinFund manages approximately \$ 1,258,268,006 in regulatory assets under management on a fully discretionary basis. CoinFund does not manage any of its clients' assets on a non-discretionary basis nor does it participate in a wrap fee program.

Item 5: Fees and Compensation

The fees applicable to each of the Funds are set forth in detail in the corresponding Offering Documents. A brief summary of such fees is provided below.

Management Fee

Our Funds pay us a management fee calculated at the annual rate of up to 3.0% of such Investor's Capital Account (the "**Management Fee**"). Depending on the specific Fund, the Management Fee shall be payable monthly or quarterly and in advance or arrears, based on the value of each Investor's Capital Account as of such period. The Management Fee will be prorated for any period that is less than a full period and will be adjusted for contributions made during the period, where applicable.

In our sole discretion, we may waive or modify the Management Fee for Investors that are members, employees or affiliates of the specific General Partner or the Advisor, relatives of such persons and for certain large or strategic investors.

Other Types of Fees or Expenses

We are authorized to incur and pay in the name and on behalf of our Clients all expenses which we deem necessary or advisable.

We are responsible for and shall pay, or cause to be paid, all of our own ordinary administrative and overhead expenses, including, without limitation, all costs and expenses related to rent, furniture, fixtures, equipment, office supplies, clerical expenses and all salaries, bonuses and benefits paid to, or on behalf of, our personnel.

The Funds bear and shall be responsible for its own expenses, including, but not limited to: (i) Management Fees; (ii) all general investment expenses (i.e., exchange commissions and expenses, brokerage commissions, research expenses, data processing costs and expenses, bank service fees, interest expenses, borrowing charges, custodial expenses, outsourced risk management advisory and software, investment-related consultants and travel costs that are research-related and other investment expenses); (iii) all administrative, legal, accounting, auditing, record-keeping, tax form preparation, compliance, and consulting costs and expenses; (iv) all fees, costs and expenses related to middle office operations which may

include daily reconciliation of cash, cost, positions, and valuations; (v) fees, costs, and expenses of third-party service providers that provide such services; (vi) costs and expenses associated with preparing investor communications, printing, and mailing costs; (vii) insurance costs and expenses (e.g., for the assets of the Fund, D&O, E&O); (viii) marketing and syndication expenses; (ix) taxes and other governmental charges; (x) governmental licensing, filing, and exemption fees (including Blue Sky filing fees); (xi) indemnification obligations; (xii) all expenses (including reasonable attorneys' fees) incurred in connection with any threatened, pending, or anticipated litigation, IRS examination or audit, or similar audit or examination by any state or local taxing authority, or other legal proceeding; (xiii) organizational expenses of the Fund as well as the applicable General Partner; and (xiv) any extraordinary expenses.

A feeder fund also bears its pro rata portion of any Master Funds' similar ordinary operating fees, organizational expenses, and expenses and the Master Funds' extraordinary fees and expenses. In certain instances, we may determine, in our sole and absolute discretion, to bear (without reimbursements by our Clients) any of the foregoing expenses, in whole or in any part.

In general, each Investor will bear its proportionate share of the Fund expenses on a pro rata basis with respect to the size of such Investor's capital account(s) or with respect to the relative net asset value of the shares held by such Investor, as applicable.

Notwithstanding the foregoing, we may specially allocate the expenses described herein in any other manner, including by allocating certain expenses to certain (but not all) Investors, if we reasonably determine, in our sole discretion, that it is more equitable to do so.

At times, CoinFund will cause the Funds to transact with service providers that are wholly owned by CoinFund. Any compensation received by CoinFund in connection therewith will not be rebated or paid to the applicable Fund. In these instances, CoinFund will receive an indirect benefit from the applicable Fund, and CoinFund has a financial incentive to transact with such service provider over another similar service provider in which CoinFund does not own interests.

To the extent that expenses to be borne by the Funds are paid by us, the Funds will reimburse us for such expenses. We may waive any such reimbursement with respect to any Fund expenses. Any waiver by us for reimbursement of any Fund expenses shall not serve as a waiver of reimbursement for any future Fund expenses to be paid by us or our affiliates.

Neither we nor our managing partners nor our employees accept compensation, including sales charges or service fees, from any person for the sale of securities or other investment products.

Item 6: Performance-Based Fees and Side-By-Side Management

We and our affiliates are entitled to a performance-based compensation. As a result, we and our affiliates do not face certain conflicts of interest that may arise when an investment adviser accepts performance-based fees from some clients, but not from other clients.

Performance-based allocation arrangements may create an incentive for us to recommend investments which may be riskier or more speculative than those which we would recommend under a different arrangement.

Item 7: Types of Clients

Our clients are the Funds, as described in Item 4 above, and their Investors are generally, among others, financial institutions, funds of funds, pension plans, endowments, high net-worth individuals, financially sophisticated individuals, and other sophisticated investors.

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

The descriptions set forth in this Brochure of specific advisory services that we offer to Clients, and investment strategies pursued and investments made by us on behalf of our Clients, should not be understood to limit in any way our investment activities. We may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that we consider appropriate, subject to each Client's investment objectives and guidelines as set forth in its Offering Documents. The investment strategies we pursue are speculative and entail substantial risks. Investors should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any Client will be achieved.

Investment Objectives

CoinFund LP

This Fund has been organized to invest primarily in cryptographic tokens ("**Tokens**") and equity of companies in the blockchain technology space. These investments may include capital investments, such as market investments in transferrable Tokens and initial token sales, presale or direct investment transactions, in exchange for future Tokens, potentially alongside other co-investors, as well as traditional equity agreements. These early-stage investments will be primarily focused on the acquisition of Tokens but may include equity investments in related companies.

CoinFund Liquid Opportunities Fund LP

This Fund's investment objective is to achieve attractive absolute returns by investing in various digital assets, including but not limited to, digital currencies, cryptocurrencies, decentralized application tokens and protocol tokens, blockchain-based assets, cryptoassets, other cryptofinance and network-based digital assets that currently exist, or may exist in the future, and related securities (collectively, "**Digital Assets**") and Digital Asset related public and private companies. This Fund intends to maintain a portfolio of Digital Assets and equities. Its investment thesis is primarily a long term thematic and fundamental research driven approach. We believe there is a broad range of industry applications that will benefit from adoption and integration with blockchain technology, in categories such as smart contract platforms, network infrastructure, marketplaces, finance, media and social media, gaming and many more. This Fund will seek to enter positions in tokens in primary or secondary markets. The investment strategy is both network and company stage agnostic.

We intend to use liquid asset management strategies including position and liquidity management and event driven trading to actively manage risk in the portfolio, potentially utilizing derivative hedging. This Fund may hold core positions in a variety of tokens and equities supporting blockchain protocols and applications. In addition, the Fund may stake, lend, and otherwise deploy certain of its assets through various protocols.

CoinFund LLC

This Fund was formed to build a diversified portfolio of digital assets beyond Bitcoin.

CoinFund Ventures LP

This Fund seeks to invest in early stage opportunities for crypto networks, technical and financial services infrastructure, and crypto-enabled businesses. We invest utilizing a venture capital framework and leveraging our deep technical and business understanding of trends within the ecosystem. We approach the market opportunistically, work closely with potential or existing portfolio companies, identify verticals of interest, and perform rigorous in-depth research on portfolio targets. We closely monitor the developing landscape and adjust our focus verticals as is appropriate. At the company or network level we focus on degree of innovation, product, team, company strategy, technical roadmap, business model or token design, traction, competitor analysis, KPI/valuation framework and regulatory assessment. Our broad-based research process and positioning as a multi strategy manager creates important synergies for Fund III as we seek to underwrite compelling early stage investments in areas of the market where we have seen demand or expect it to develop.

CFP20, a Series of CF Growth Investments LLC

This Fund is a special purpose vehicle that was organized to permit two of our other Clients, certain of our managing partners and employees, as well as certain unaffiliated Investors to acquire pre-direct listing shares of a company that operates a cryptocurrency exchange platform .

CF Metaversal, a Series of CF Growth Investments LLC,

CF Metaversal, a Series of CF Growth Investments LLC, is a special purpose vehicle that was organized to permit certain CoinFund managing partners and employees to invest a company which supports the NFT ecosystem through investments, partnerships and co-creation and co-production relationships.

CF TRD, a Series of CF Growth Investments LLC,

CF TRD, a Series of CF Growth Investments LLC, is a special purpose vehicle that was organized to permit certain CoinFund managing partners and employees to invest in a company that supports and creates DAO communities through open-source frameworks built on Ethereum.

Risk of Loss Factors

The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the clients advised by us. These risk factors include only those risks we believe to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis employed by us.

An investment involves significant risks, and is suitable only for those persons who can bear the economic risk of the loss of their entire investment, who have limited need for liquidity in their investment, and who have met the conditions set forth in the Offering Documents. There can be no assurances that we will achieve our investment objectives. An investment carries

with it the inherent risks associated with investments in Digital Assets, equity in private seed-stage and venture capital companies, publicly-traded stocks, options, and related instruments, including, without limitation, the risks described below. Each prospective investor should carefully review the Offering Documents and the documents referred to herein before deciding to invest with CoinFund.

Limited Operating History

Our Funds have limited operating histories and therefore may not be able to operate their businesses, implement their investment strategies, or generate sufficient revenue to make or sustain distributions to investors. Failure to procure adequate funding and capital could adversely affect our Funds' ability to grow and/or expand their business, which can negatively impact their performance. In addition, the past investment performance of a Fund or other entities or accounts managed by us or our affiliates may not be indicative of the future performance of any Fund.

Start-Up Periods

A Fund may encounter start-up periods during which it will incur certain risks relating to the initial investment of newly contributed assets. Moreover, the start-up periods also represent a special risk in that the level of diversification of such Fund's portfolio may be lower than in a fully invested portfolio.

Reliance on the General Partner and Investment Manager and no Authority by Limited Partners

The success of a Fund depends on our ability to develop and implement investment strategies to achieve the Fund's investment objectives. Although we may impose limits on the types of positions a Fund may take, or the concentration of its investments, a specific Partnership Agreements may generally impose no such limits. Limited Partners will have no right or power to take part in the management of any Fund. A Fund's investment performance could be materially adversely affected if any members of the investment team were to die, become ill or disabled, or otherwise cease to be involved in the active management of the business of such Fund's portfolio.

Dependence on Key Personnel

We are dependent on the services of our principals and key personnel, including Jake Brukman, Alex Felix, Oleg Golubov, David Pakman, and Seth Ginns. The success of our Clients may depend to a great extent on the investment skills of our principals and key personnel. There can be no assurance that Jake Brukman, Alex Felix, Oleg Golubov, David Pakman, and Seth Ginns, or any other principals or key personnel will continue to be associated with us or our affiliates. Our Clients may be adversely affected if, because of illness, resignation, or other factors, the services of the relevant people were not available for any significant period of time.

Undisclosed Investing Strategy

Our investment strategy and the techniques we will employ to attempt to reach our Clients' goals are proprietary and are not required to be disclosed to potential investors (or to

Investors). As a result, a potential investor's decision to invest in a Fund must be made without the benefit of being able to review and analyze our strategy and techniques.

Undisclosed Positions

In an effort to protect the confidentiality of its positions and its strategies, we generally will not disclose our Funds' positions to Investors on an ongoing basis. We, in our sole discretion, may from time to time permit such disclosure to certain Investors.

Changes in Investment Strategies

We have broad discretion to expand, revise or contract a Client's business without the consent of its Investors. A Fund's investment strategies may be altered (via prudent additional restrictions, but not expansion beyond what has been disclosed in the Offering Documents), without prior approval by, or notice to, its Investors, if we determine that such change is in the best interest of the Fund.

Operating Deficits

The expenses of operating a Fund (including Management Fees payable to us) could exceed its income. This would require that the difference be paid out of the Fund's capital, reducing the amount of capital available to the Fund for investment and the Fund's potential for profitability.

Business and Regulatory Risks of Private Investment Funds

Legal, tax and regulatory changes could occur during the term of a Fund that may adversely affect such Fund. The regulatory environment for private investment funds is evolving, and changes in the regulation of private investment funds may adversely affect the value of investments held by a Fund and the ability of such Fund to obtain the leverage it might otherwise obtain or to pursue its trading strategies (although many of our Clients do not currently anticipate using a material amount of leverage as part of their investment or trading strategies). In addition, securities and futures markets are subject to comprehensive statutes, regulations and margin requirements. The SEC, other regulators and self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. The regulation of derivative transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial actions. The effect of any future regulatory change on a Fund could be substantial and adverse.

Enhanced Scrutiny and Potential Regulation of Private Investment Funds

There has been enhanced governmental scrutiny and/or increased regulation of the private investment fund and financial services industries in general. Future legislation may have an adverse effect on the private investment fund industry generally and/or on our Funds, specifically. In addition, regulatory agencies in the U.S., Europe, or elsewhere may adopt burdensome laws (including tax laws) or regulations, or changes in law or regulation, or in the interpretation or enforcement thereof, which are specifically targeted at the private investment fund industry, or other changes that could adversely affect private investment firms and the funds they sponsor, including our Funds. Additional governmental scrutiny may reduce the availability of our Funds' investment opportunities and may increase such Funds' (and our) exposure to potential liabilities and to legal, compliance and other related costs. Such increased regulation and scrutiny could have a material and adverse effect on the Fund.

There are additional potential regulatory changes that may be applicable to us or our Clients that are discussed infra.

Assignment of Advisory Contracts

Federal and state laws applicable to investment advisers (including, without limitation, the Investment Advisers Act and rules promulgated thereunder) may impose limitations on our ability to assign certain of its rights and obligations under the applicable Partnership Agreement. Normally, such limitations would permit us to engage in transactions that do not involve a change of control of a Fund's General Partner or Managing Member without consent of the applicable Investors. However, to the extent that an assignment does involve a change of control, we will be required to seek consent of those Investors before the transaction will be consummated. To the extent that the consent of Investors is required for a particular assignment, such consent may be withheld to a transaction that would, in our view benefit the particular Fund and/or the Investors. Generally, these laws do not require a minimum length of time for notices or deadlines to provide or withhold consent. We may establish reasonable notice periods and deadlines in its sole discretion. We may seek Investor consent via electronic means and/or negative consent.

Cybersecurity Risk

As part of our business, we process, store, and transmit large amounts of electronic information, including information relating to the transactions of our Clients and personally identifiable information of the Investors. Similarly, service providers, especially the Funds' Administrator, may process, store and transmit such information. We have procedures and systems in place 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 us may be susceptible to compromise, leading to a breach of our network. Our systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. Breach of our information systems may cause information relating to the transactions of one or more Clients and personally identifiable information of our Investors to be lost or improperly accessed, used, or disclosed.

Our service providers are subject to the same electronic information security threats as we are. 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 one or more Clients and personally identifiable information of our Investors may be lost or improperly accessed, used, or disclosed.

The loss or improper access, use, or disclosure of our or our Clients' proprietary information may cause us or our Clients 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 events could have a material adverse effect on our Clients.

Force Majeure

Our Clients' investments may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, acts

of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism, labor strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design and construction, accidents, demographic changes, government macroeconomic policies, social instability, etc.). Some force majeure events may adversely affect the ability of a party (including a Fund or a counterparty to a Fund) to perform its obligations until it is able to remedy the force majeure event and/or prompt precautionary government-imposed closures of certain travel and business. In addition, forced events, such as the cessation of the operation of machinery for repair or upgrade, could similarly lead to the unavailability of essential machinery and technologies. These risks could, among other effects, adversely impact a Fund's returns, cause personal injury or loss of life, disrupt global markets, damage property, or instigate disruptions of service. In addition, the cost to a Fund of repairing or replacing damaged assets resulting from such force majeure event could be considerable. Force majeure events that are incapable of or are too costly to cure may have a permanent adverse effect on the affected Fund's expected returns. Certain force majeure events (such as war, terrorism, or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries in which our Funds may invest and the markets our Funds may trade specifically. Military action or governmental sanctions prompted by certain force majeure events may further impact general economic conditions and market liquidity internationally or in the specific markets our Funds' invest. Additionally, a major governmental intervention into industry, including the nationalization of an industry or the assertion of control over industry assets, could result in losses to our Clients, including if its investments are canceled, unwound or acquired (which could be without adequate compensation). Any of the foregoing may therefore adversely affect the performance of our Funds and their investments.

General Investment and Trading Risks

An investment in our Funds involves a high degree of risk, including the risk that the entire amount invested may be lost. Our Funds invest primarily in Digital Assets and Digital Asset companies using strategies and investment techniques with significant risk characteristics. No guarantee or representation is made that any of our Funds' programs will be successful. Our Funds' investment programs may utilize investment techniques, the use of which can, in certain circumstances, maximize the adverse impact to which such Fund may be subject.

Digital Assets

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

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

continue to grow. Further, many Digital Assets have been hacked or may become vulnerable due to flaws in fundamental core code.

“Stablecoin” Risk.

The term “Stablecoin” refers to a Digital Asset with a value that is pegged to a reference asset, such as the U.S. Dollar. In some cases, the value of the Stablecoin is determined by reference to assets backing the Stablecoin and, in other cases, the value is determined by a pricing methodology that is used to maintain the price of the Stablecoin. The regulatory status of certain Stablecoins as “securities” or regulated derivatives products is unclear. There is a risk that these products will be recharacterized by the CFTC as regulated derivative instruments or the SEC as securities. If such a recharacterization occurs, we may need to sell a Client’s Stablecoin holdings. Moreover, there is no guarantee that the value of a given Stablecoin will not fluctuate and become unpegged to its reference asset. There is a risk that a Client will suffer significant losses in the event that a Stablecoin held by the Client decreases in value relative to its reference asset.

Legal Risk

The legal status of certain Digital Assets may be uncertain. This can mean that the legality of holding or trading Digital Assets is not always clear. Whether and how one or more Digital Assets constitute property, or assets, or rights of any kind is also unclear.

Equity Securities

The value of the equity securities held by our Clients are subject to market risk, including changes in economic conditions, growth rates, profits, interest rates and the market’s perception of these securities. While offering greater potential for long-term growth, equity securities are more volatile and riskier than some other forms of investment.

Investment in Private Companies

Investment in private companies carries certain risks including: (i) highly competitive market; (ii) development risk; (iii) limited voting rights; (iv) lack of management control; and (v) liquidity.

- Highly Competitive Market – The activity of identifying, completing, and realizing attractive private company investments is highly competitive, and involves a high degree of uncertainty. The availability of investment opportunities generally will be subject to market conditions.
- Development Risk – Investment in private companies typically exhibit a value development pattern commonly known as “J curve,” in which the net asset value

typically declines during the early years of a Fund's life as fees and expenses are incurred before investment gains, if any, have been realized.

- Limited Voting Rights – Our Clients may have no voting rights or limited voting rights in a private company whose securities it has purchased.
- Lack of Management Control – We may not have the right to participate in the management, control or operation of a private company whose securities it has purchased for one or more Clients.
- Liquidity – Private company securities may be subject to legal or other restrictions on transfer or may have no liquid market, and it may be impossible to sell such investments when desired or to realize their fair value in the event of a sale. Moreover, as a result of the absence of a public trading market for these securities, there is likely to be substantially less liquidity than publicly traded securities and, therefore, substantial delays in attempting to realize such non-publicly traded securities.

Investment in Digital Asset Companies

We may make investments in companies involved in the Digital Asset industry, and expect to do so for many of our Clients. Concentration in this industry may involve risks greater than those generally associated with more diversified funds and may experience significant fluctuations in returns. The Digital Asset sector is challenged by various factors, including rapidly changing market conditions and participants, new competing products and services and improvements in existing products and services. Some of the Digital Asset companies in which we invest in may compete in this volatile environment. There is no assurance that products or services created or sold by such companies will not be rendered obsolete or adversely affected by competing products and services, new technology, or other challenges, or that such company or our Clients will be able to adequately enforce intellectual property rights. Instability, fluctuation, or an overall decline within the Digital Asset industry may not be balanced by investments in other industries not so affected. In the event that the Digital Asset sector declines or that our Clients are unable to adequately enforce intellectual property rights, returns to the applicable Fund may decrease.

Derivatives

Derivatives are financial contracts whose value depends on, or is derived from, an underlying product, such as the value of a futures or commodities contract. We may make use of derivatives in our trading for Clients who include such activities in their investment strategy. Derivatives often carry a high degree of embedded leverage and consequently, are highly price sensitive to changes in interest rates, government policies, economic forecasts and other factors which generally have a much less direct impact on the price levels of the underlying instruments. Specifically, the risks generally associated with derivatives include the risks that: (1) the value of the derivative will change in a manner detrimental to the applicable Fund; (2) before purchasing the derivative, the applicable Fund will not have the opportunity to observe its performance under all market conditions; (3) another party to the derivative may fail to comply with the terms of the derivative contract; (4) the derivative may be difficult to purchase or sell; and (5) the derivative may involve indebtedness or economic leverage, such that adverse changes in the value of the underlying asset could result in a loss substantially

greater than the amount invested in the derivative itself or in heightened price sensitivity to market fluctuations.

Options

Our Clients may buy or sell (write) both call options and put options on various underlying investments including options on specific securities, Digital Assets, options on securities indices, and options on security futures contracts. When a Fund writes options, it may do so on a “covered” or an “uncovered” basis. A call option is “covered” when the writer owns investments of the same class and amount as those to which the call option applies. A put option is covered when the writer has an open short position in investments of the relevant class and amount. Our option transactions may be part of a hedging strategy (i.e., offsetting the risk involved in another investment position) or a form of leverage, in which the Fund has the right to benefit from price movements in a large number of investments with a small commitment of capital. These activities involve risks that can be substantial, depending on the circumstances.

In general, without taking into account other positions or transactions a Fund may enter into, the principal risks involved in options trading can be described as follows: When a Fund buys an option, a decrease (or inadequate increase) in the price of the underlying asset in the case of a call, or an increase (or inadequate decrease) in the price of the underlying asset in the case of a put, could result in a total loss of their investment in the option (including commissions). A Fund could mitigate those losses by selling short, or buying puts on, the investments for which it holds call options, or by taking a long position (e.g., by buying the investments or buying calls on them) in investments underlying put options.

When a Fund sells (writes) an option, the risk can be substantially greater than when it buys an option. The seller of an uncovered call option bears the risk of an increase in the market price of the underlying asset above the exercise price. The risk is theoretically unlimited unless the option is “covered”. If it is covered, the Fund would forego the opportunity for profit on the underlying asset should the market price of the security rise above the exercise price. If the price of the underlying asset were to drop below the exercise price, the premium received on the option (after transaction costs) would provide profit that would reduce or offset any loss the Fund might suffer as a result of owning the asset. Swaps and certain options and other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty, market risk, liquidity risk and operations risk.

Net Cash

Our Clients may hold a significant portion of its portfolio in cash and cash equivalents. This may result in its investment results underperforming market indices, or a portfolio which is 100% invested without any net cash holdings.

Highly Volatile Markets

The prices of financial instruments and Digital Assets, including Tokens, in which a Fund may invest can be highly volatile. Price movements of forward and other derivative contracts in which a Fund’s assets may be invested 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. Our Clients who engage in such activities are subject to the risk of failure

of any of the exchanges on which their positions trade, of its clearinghouses, or of the counterparty in uncleared derivatives transactions.

High Risk Investments

While investments in companies in certain industries offer the opportunity for significant capital gains, such investments involve a high degree of business, financial, technological and regulatory risk, which can result in substantial losses. Moreover, a Fund's portfolio may include investments particularly subject to increased risk because they are in companies at an early stage of development, which have been or may go into bankruptcy, acquired as leverage buyouts subject to interest rate fluctuations, or engaged in highly competitive industries dominated by companies with substantially greater resources, the failure of adoption of a protocol or Token in which a Fund has a direct investment or by virtue of an investment in the developer of such Digital Asset. As a result, a Fund may experience substantial volatility and potential for loss. We believe that our investment program and research techniques moderate this risk through a careful selection of securities, Digital Assets and other financial instruments. However, no guarantee or representation is made that the program will be successful.

Volatility of Digital Asset Values

In their short history, Digital Asset values have experienced extreme price volatility that may continue in the future. The value of Digital Assets held by a Client could decline rapidly. Digital Assets have not been in existence long enough to assess the volatility of market cycles with any precision. Historical price increases in Digital Assets provide no assurance of future results. The value of Digital Assets also will be affected by the worldwide acceptance or rejection of Digital Assets. In particular, problems with the supply of Digital Assets, security flaws (or perceived security flaws), difficulties with converting Digital Assets to fiat currencies, and concerns that Digital Assets may disproportionately facilitate criminal activities may negatively affect the acceptance, growth and development of Digital Assets. For example, the exchange rate of Bitcoin into U.S. dollars has been very volatile, including dropping by more than 50 percent in a single day. To the extent a Client holds specific investments in Digital Assets, the value of those investments also may be volatile and subject to impairment, and such investments may lose their entire value.

Unidentified Investments; Competitive Market for Investments

We may be very selective when seeking investments. The business of identifying and structuring certain transactions is competitive (and may become more competitive in the future), and involves a high degree of uncertainty. There can be no assurance that we will be able to locate and complete attractive investments or that it will be able to adhere to the investment strategy outlined herein. Furthermore, there can be no assurance that we will be able to invest the entire amount of a Fund's assets or that suitable investment opportunities will otherwise be identified. If we are unable to identify adequate investments at any given time, a significant portion of the specific Fund's assets may be held in cash or equivalents, which produce low rates of return.

Use of Leverage

Our Clients who include the use of leverage as part of its investment strategy may leverage its capital because we believe that the use of leverage may enable such Fund to achieve a higher rate of return. Accordingly, such a Fund may pledge its investments in order to borrow

additional funds for investment purposes. A Fund may also leverage its investment return with options, short sales, swaps, forwards, and other derivative instruments. The amount of borrowings which a Fund may have outstanding at any time may be substantial in relation to its capital. While leverage presents opportunities for increasing a Fund's total return, it has the effect of potentially increasing losses as well. Accordingly, any event which adversely affects the value of an investment by a Fund would be magnified to the extent the Fund is leveraged. The cumulative effect of the use of leverage by a Fund in a market that moves adversely to the Fund's investments could result in a substantial loss to the Fund which would be greater than if the Fund were not leveraged. The use of short-term margin borrowings results in certain additional risks to such a Fund. For example, should the securities pledged to brokers to secure a Fund's margin accounts decline in value, the Fund could be subject to a "margin call", pursuant to which the Fund must either deposit additional funds or securities with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden drop in the value of a Fund's assets, the Fund might not be able to liquidate assets quickly enough to satisfy its margin requirements.

Securities and Digital Asset Lending and Borrowing

A Fund may lend securities or Digital Assets to securities brokers and other institutions to earn additional income or borrow securities or Digital Assets from securities brokers or other institutions to enable short sales. If the other party becomes insolvent or bankrupt, a Fund could experience delays and costs in recovering payment or the securities. If, in the meantime, the value of the securities changes, the Fund could experience further losses. Security and Digital Asset loans may be fully collateralized and we may misjudge the creditworthiness of the other party to the transaction. If the lending or borrowing occurs through a blockchain-based platform, additional risks related to such platform may impair a Fund's loans or collateral.

Transaction Costs

During some periods, a Fund's activities may involve a high level of trading, and the turnover of its portfolio may generate substantial transaction costs. These costs will be borne by the Fund regardless of its profitability.

Hedging Transactions

We, on behalf of a Fund, will not, in general, attempt to hedge all or any market or other risks inherent in the Fund's portfolio positions, and may hedge certain risks, if at all, only partially. A Fund may choose not, or may determine that it is economically unattractive, to hedge all or certain risks – either in respect of particular positions or in respect of its overall portfolio. A Fund's portfolio composition will commonly result in various directional market risks remaining unhedged. Even if we are successful in reducing or controlling risk through hedging, the cost of hedging may have the effect of reducing returns. Furthermore, it is possible that our hedging strategies will not be effective in controlling risk, due to unexpected non-correlation (or even positive correlation) between the hedging instrument and the position being hedged, increasing rather than reducing both risk and losses.

Limited Diversification

Some of our Clients' Partnership Agreements do not limit the amount of the Fund's capital that may be committed to any single investment, industry, or sector. At any given time, it is therefore possible that we may select investments that are concentrated in a limited number

or types of investments. This limited diversity could expose such a Fund to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in those investments.

Emerging Company and Venture Capital Investing Risk

Many of our Clients will make investments in early stage and even in later stage companies, which carry material risk of loss, and commonly result in complete loss of investment if an issuer fails in its proposed endeavors. Such issuers are not highly capitalized, are not always operated by experienced business persons, and may make commercial mistakes that seasoned entrepreneurs could avoid. Such issuers also operate in novel sectors, which increases both potential reward and potential risk. Even in a novel sector, new competition could replace even strong ideas and execution, which could adversely affect a Client's holdings. Blockchain and Digital Assets, in particular, are new technologies, companies in the space tend not to be seasoned, and even potentially revolutionary technology could find itself outperformed by less (or more) advanced technologies that have better marketing or other aspects that result in poor results for a Client's holdings.

Reliance on Portfolio Company Management Team

Each portfolio company's day-to-day operations will be the responsibility of such company's management team. In addition, a Client will typically not have a representative on a portfolio company's board of directors. Although we will be responsible for monitoring the performance of each investment and such Client that seeks to invest in companies operated by strong management, there can be no assurance that the existing management team, or any successor, will be able to operate the portfolio company in accordance with the Client's plans. The success of each portfolio company depends in substantial part upon the skill and expertise of each portfolio company's management team. Additionally, portfolio companies will need to attract, retain and develop executives and members of their management teams. The market for executive talent is, notwithstanding general unemployment levels or developments within a particular industry, extremely competitive. There can be no assurance that portfolio companies will be able to attract, develop, integrate and retain suitable members of its management team and, as a result, the applicable Client may be adversely affected thereby. Instances of fraud and other deceptive practices committed by the management team of portfolio companies in which the Client has an investment may undermine our due diligence efforts with respect to such companies. If such fraud is discovered, it could adversely affect the valuation of the Client's investments and may contribute to overall market volatility that can negatively impact the Client's investment portfolio.

Managing Rapid Growth

To achieve their projected revenues and other targeted operating results, the companies the Client invests in may be required to rapidly implement and improve operational, financial and management control systems on a timely basis, together with maintaining effective cost controls, and any failure to do so would have a material adverse effect on their business, financial condition and results of operations. The success of their growth plans will depend in part upon their ability to continue to attract, retain and motivate key personnel. Failure to make the required expansions and upgrades could have a material adverse effect on their business, financial condition, results of operations and relationships with their corporate partners. The results of operations for the companies will also be adversely affected if revenues do not increase sufficiently to compensate for the increase in operating expenses

resulting from any expansion and there can be no assurance that any expansion will be profitable or will not adversely affect their results of operations.

Investment in Digital Asset Companies

Some of our Clients will make investments in companies involved in the Digital Asset industry. Concentration in this industry may involve risks greater than those generally associated with more diversified funds and may experience significant fluctuations in returns. The Digital Asset sector is challenged by various factors, including rapidly changing market conditions and participants, new competing products and services and improvements in existing products and services. Some of the Digital Asset companies our Clients invest in may compete in this volatile environment. There is no assurance that products or services created or sold by such companies will not be rendered obsolete or adversely affected by competing products and services, new technology, or other challenges, or that such company or our Clients will be able to adequately enforce intellectual property rights. Instability, fluctuation, or an overall decline within the Digital Asset industry may not be balanced by investments in other industries not so affected. In the event that the Digital Asset sector declines or that a Client is unable to adequately enforce intellectual property rights, returns to such Client may decrease.

Custody of Fund's Assets

We may manage our Clients' custody of some or all of its Digital Assets, by generating the private keys that control movement of the various Digital Assets. Our Clients, under our management and supervision, may store such Fund's Digital Assets on various Digital Asset exchanges. In addition to maintaining custody of a Fund's Digital Assets on various Digital Asset exchanges, such a Fund, under our management and supervision, may store the Fund's Digital Assets in a "cold wallet" through hardware or software storage. Digital Asset exchanges may also require us to provide control of the private keys when the exchange is utilized by the Fund. The foregoing, however, shall not limit us in any way from utilizing Digital Asset custody standards and practices that may exist in the future. We retain the right, but not the obligation, to use any third party Digital Asset custodian in the future as firms and Digital Asset custody standards begin to develop. We are responsible for taking such steps as we determine, in our sole judgment, to be required to maintain access to these keys, and prevent their exposure from hacking, malware and general security threats. We are not liable to our Clients or to their Investors for the failure or penetration of the security system absent gross negligence, fraud or criminal behavior on our part. Maintaining Digital Assets on deposit or with any third party in a custodial relationship has attendant risks. These risks include security breaches, risk of contractual breach, and risk of loss. Investors should be aware that the Funds may allow third parties to hold its property and this may result in the occurrence of any of the risks abovementioned.

All other investments and other financial assets of the Funds that are required to be custodied by third parties, if any, will be maintained at all times in the custody of one or more banks, trust companies, brokerage firms, futures commission merchants, or other institutions as are approved for that purpose by us.

Digital Asset Trading is Volatile and Speculative

Digital Assets represent a speculative investment and involve a high degree of risk. As relatively new products and technologies, Digital Assets have not been widely adopted as a means of payment for goods and services by major retail and commercial outlets or other designed purposes (e.g., use of blockchain based smart contracts). Conversely, a significant

portion of the demand for Digital Assets is generated by speculators and investors seeking to profit from the short or long-term holding of Digital Assets. The relative lack of acceptance of Digital Assets in the retail and commercial marketplace limits the ability of end-users to pay for goods and services with Digital Assets. A lack of expansion by Digital Assets into retail and commercial markets, or a contraction of such use, may result in increased volatility.

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 such private keys would not be capable of being restored by our Funds. Any loss of private keys relating to digital wallets used to store a Fund's Digital Assets could result in the loss of or delay in retrieving the Digital Assets and an Investor could incur substantial, or even total, loss of capital.

Stolen or Incorrectly Transferred Digital Assets May Be Irretrievable

An incorrect transfer of Digital Assets or a theft of Digital Assets generally will not be reversible and a Client 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, a Client's Digital Assets could be transferred in incorrect amounts or to unauthorized third parties. To the extent that a Client is unable to seek a corrective transaction with such third party or is incapable of identifying the third party which has received a Client's Digital Assets through error, mismanagement, theft or other criminal action, a Client will be unable to revert or otherwise recover incorrectly transferred Digital Assets. To the extent that a Client is unable to seek redress for such actions, such loss could adversely affect an investment in the Client.

Risks Associated with the Digital Asset Protocol

Digital Assets are generally based on blockchain protocols, such as the Bitcoin Protocol or the Ethereum Protocol, or decentralized application protocols, such as the Compound Protocol or the Uniswap Protocol. Any malfunction, breakdown, or abandonment of the Digital Asset's protocol may have a material adverse effect on the value of the Digital Asset. Moreover, advances in cryptography, or technical advances such as the development of quantum computing, could present risks to the Digital Assets by rendering ineffective the cryptographic consensus mechanism that underpins a Digital Asset's protocol.

Security of Digital Assets and Networks

Hackers or other malicious groups or organizations may attempt to interfere with the Digital Assets and/or Digital Asset networks in a variety of ways, including, but not limited to, malware attacks, denial of service attacks, consensus-based attacks, Sybil attacks, smurfing, and spoofing. Furthermore, because a Digital Asset's network is based on open source software, there is a risk that a third party or a member of the development team of a particular Digital Asset may intentionally or unintentionally introduce weaknesses into the core infrastructure of the Digital Asset's network, which could negatively affect the network and the Digital Asset.

Dissolution of Network or Digital Asset Sponsor

It is possible that, due to any number of reasons, including, but not limited to, an unfavorable fluctuation in the value of a Digital Asset (or other cryptographic and fiat currencies), decrease in a Digital Asset's utility, the failure of commercial relationships, the failure of the Digital Asset

Sponsor or intellectual property ownership challenges, the Digital Asset's network may no longer be viable to operate. The dissolution of a Digital Asset's network or a Digital Asset Sponsor (if applicable) may adversely impact such Digital Asset's value.

Risk of Loss Due to Incapacitation of Key Personnel

Generally speaking, certain of our Managing Partners and operations team members are the sole individuals in possession of the unique private keys, or passwords and two-factor authentication for Digital Asset exchange accounts, required to access the Digital Assets held by our Clients. Although we may implement certain security and compliance provisions with respect to custody and the private keys, the incapacitation of these team members may result in the loss of or delay in accessing the private keys and, consequently, may result in the loss of the Digital Assets held by our Funds. In such an event, an Investor could incur substantial, or even total, loss of capital.

Technology and Security

We strive to adapt to technological change in order to secure and safeguard our Funds' assets. While we believe we have developed an appropriate security system reasonably designed to safeguard our Funds' Digital Assets from theft, loss, destruction or other issues relating to hackers and technological attack, such assessment is based upon known technology and threats. As technological change occurs, the security threats to a Fund's Digital Assets will likely adapt and previously unknown threats may emerge. Furthermore, we believe that the Funds may become more appealing targets of security threats as the size of our Funds' assets grow. To the extent that we are unable to identify and mitigate or stop new security threats, that Fund's Digital Assets may be subject to theft, loss, destruction or other attack, which could have a negative impact on the performance of the Fund or result in loss of the Fund's assets.

Security Breaches

Any security breach caused by hacking, which involves efforts to gain unauthorized access to information or systems, or to cause intentional malfunctions or loss or corruption of data, software, hardware or other computer equipment, and the inadvertent transmission of computer viruses, could result in the halting of a Fund's operations, the suspension of redemptions or a loss of Fund assets. While we generally intend to use and rely on third party security systems maintained by the exchanges on which some of our Funds' trades are effected, such security systems are not impenetrable and may not be free from defect, and any loss due to a security breach or software defect may be borne by the applicable Fund.

Systems and Operational Risk

Our Clients' investment strategies rely in part on computer programs and systems to trade, clear and settle securities transactions, to evaluate certain securities based on real-time trading information, to monitor its portfolio and net capital, and to generate risk management and other reports that are critical to oversight of account activities. In addition, certain of our operations interface with or depend on systems operated by third parties, including its prime brokers and market counterparties and their sub-custodians and other service providers, and we may not be in a position to verify the risks or reliability of such third-party systems. These programs or systems may be subject to certain defects, failures or interruptions, including,

but not limited to, those caused by worms, viruses and power failures. Any such defect or failure could have a material adverse effect on the applicable Fund's portfolio.

Illiquid Investments

The Fund may invest in securities, agreements for the future delivery of securities, and other assets (such as Tokens, as well as agreements for the future delivery of Tokens), which are subject to legal or other restrictions on transfer or for which no liquid market exists. The market prices, if any, for such investments tend to be volatile and may not be readily ascertainable, and the Funds may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. The sale of restricted and illiquid securities and other assets often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities and other assets eligible for trading on national securities exchanges, Digital Asset exchanges or in the over-the-counter markets. A Fund may not be able to readily dispose of such illiquid investments, and in some cases, may be contractually prohibited from disposing of such investments for a specified period of time. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale. An investment in a Fund is suitable only for certain sophisticated investors who do not require immediate liquidity for their investments.

Trading on Digital Asset Networks

Some of our Funds will convert U.S. dollar contributions made by Investors to Digital Assets over specific networks, as applicable. These Funds 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 is vulnerable to hacking and malware, and could lead to theft of a Fund's digital wallets and the loss of such Fund's 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.

Intellectual Property Rights Claims May Adversely Affect the Operation of Digital Asset Networks

Third parties may assert intellectual property claims relating to the operation of various Digital Assets and their source codes relating to the holding and transfer of such assets. Regardless of the merit of any intellectual property or other legal action, any threatened action that reduces confidence in a Digital Asset's long-term viability or the ability of end-users to hold and Digital Assets may adversely affect an investment in a Fund. Additionally, a meritorious intellectual property claim could prevent a Fund and other end-users from accessing a Digital Asset network or holding or transferring their Digital Assets, which could force such Fund to terminate and liquidate its Digital Assets (if such liquidation of the Fund's Digital Assets is

possible). As a result, an intellectual property claim against a Fund could adversely affect an investment in such Fund.

Network Participation and Proof of Stake Risk

Our Funds may directly or indirectly deploy some of its assets through protocols that allow participants to perform various services, including but not limited to facilitation and verification of transactions through a concept known as Proof of Stake, curation, governance, and dispute resolution (“Active Network Participation”). Some protocols allow holders with a larger amount of the Digital Asset (i.e., stakes) deposited in the protocol to be awarded with additional Digital Assets through Active Network Participation. Those with stakes in some protocols may also have the ability to govern and vote on how the protocol is controlled in the future. As protocols may require storing a large amount of the relevant Digital Asset for a potentially long period of time in order to engage in Active Network Participation, such investments may be illiquid for an extended period of time before there is any return on investment. Such illiquidity could have an adverse effect on our affected Funds. Further, Active Network Participation is subject to the same risks associated with Digital Assets in general including, but not limited to, equipment failure, regulatory action, and a failure of the network which the stake is deposited on.

In the future we may lend or delegate a Fund’s Digital Assets to be deployed through Active Network Participation by a third party or an affiliate of ours (the “NAP Service Provider”) and such Fund will be subject to all risks associated with the NAP Service Provider including its continuing operation. Such a Fund may purchase assets from the NAP Service Provider pursuant to valuation and exchange mechanics set forth in a separate agreement between the parties. Entities such as the NAP Service Provider may also be subject to regular security threats. Further, the IP address for the NAP Service Provider may be public which increases its potential exposure to security breaches including hacking, malware and general security threats. A security breach, technical, or operational failure of the NAP Service Provider may result in loss of a Fund’s assets and may have a negative impact on the performance of the Fund.

Risk of Slashing

Many protocols that support Active Network Participation include “slashing”, which is a penalty for taking certain actions or failing to meet certain standards, such as staking validators that incorrectly validate a transaction. Such penalties may include, but are not limited to, foregoing of rewards from Active Network Participation, loss of staked Digital Assets, or a ban from participating on a particular network. If a Fund or the NAP Service Provider, as applicable, meets the slashing conditions for a particular protocol it may result in loss of the Fund’s assets and may have a negative impact on the performance of the Fund.

Proprietary Storage and Other Digital Asset Technology

We may create, operate, and/or maintain proprietary mining software and hardware, cold storage, security protocols, and other technology with respect to Digital Assets due to the absence of alternatives or for other reasons. Such technology created by us is subject to risks including, but not limited to, unexpected difficulties or failures in creating, maintaining, and/or operating such technology, significant capital requirements, rapid technological development that makes the technology obsolete, intellectual property infringement claims, dependence on us and our personnel for continued operation and access, and scarcity of and/or difficulty retaining sufficiently skilled personnel. For these and other reasons, use of technology

created, operated, and/or maintained by us may pose greater risks than if a Fund were to use third party or otherwise established technology.

Initial Coin Offerings Risk

Our Funds may invest some of its Digital Assets in ICOs. ICOs allow for investors to purchase certain Digital Assets offered or created by blockchain based companies on various platforms in exchange for dollars or already established Digital Assets which can then be converted to dollars on a Digital Asset exchange. Prior to an ICO, many blockchain based companies offer presale tokens or Digital Assets. Presale tokens or currencies may be sold or used to buy additional tokens or currencies at a later point in time for a potentially higher value than originally purchased for. Our Funds, collectively, may invest in all stages, including presale rounds of ICOs. ICOs and various token presales are currently unregulated and are subject to fraud, security breaches, regulatory developments, enforcement actions, and technological developments. There is no guarantee that the token or currency purchased will have any value or worth. ICOs can at any point become subject to federal and state securities laws, federal commodity laws, and various international regulations, among other restrictions. The SEC has issued a release stating that, depending on the specific facts and circumstances of the Digital Asset in question, some ICOs may fall under securities regulation. Such future restrictions may have an adverse impact on a Fund's assets or on a Fund's ability to sell its assets. As investors can purchase new tokens with already existing Digital Assets, investments in ICOs and presales subject a Fund to all risks associated with Digital Assets in general.

Forks and Airdrops

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

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 a Fund 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, a Fund's Digital Assets could be transferred in incorrect amounts or to unauthorized third parties. To the extent that a Fund is unable to seek a corrective transaction with such third party or is incapable of identifying the third party which has received a Fund's Digital Assets through error or theft, the impacted Fund will be unable to revert or otherwise recover incorrectly

transferred Digital Assets. To the extent that a Fund is unable to seek redress for such error or theft, such loss could adversely affect an investment in such Fund.

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 an investment in our Funds or the ability of our Funds to transact.

Counterparty Risk

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

No Control Over Portfolio Companies

Some of our Funds may acquire substantial positions in the securities of particular companies. Nevertheless, our Funds are unlikely to be represented on the board of directors or share any control over the management of any such company. The success of each investment depends on the ability and success of the management of that company, in addition to economic and market factors.

Illiquidity of Interests; In-Kind Distributions

An investment in our Funds is relatively illiquid and is not suitable for an investor who needs liquidity. There is no public market for Interests (nor is any public market expected to develop for such Interests) and the applicable organizational documents of a Fund imposes significant limitations on Investors' abilities to transfer Interests and/or seek redemptions of such

Interests. Interests may not be transferred or pledged except in compliance with significant restrictions on transfer as required by Federal and state securities and commodities laws and as provided in our Funds' organizational documents. Our Funds' organizational documents do not permit an Investor to transfer or pledge all or any part of its Interest to any person without the prior written consent of the applicable General Partner (or Board of Directors, where applicable), the granting of which is in the General Partner's (or Board of Directors') sole discretion. In addition, rights to withdraw funds from our Funds are subject to several limitations. The applicable General Partner or Board of Directors may consent (or, in its sole discretion, decline to consent) to deviations from one or more of the procedures or limitations regarding withdrawals and/or distributions. We have the discretion to cause our Funds to deliver amounts withdrawn or distributed in-kind rather than cash. The assets so delivered may be relatively illiquid and the Investor would bear the risk of a decline in their value after the effective time of its withdrawal. Further, such investments so distributed may not be readily marketable or saleable and may have to be held by such Investor for an indefinite period of time. Any such in-kind distributions is not expected to materially prejudice the interests of the remaining Investors. These facts, taken together, will significantly affect the liquidity of an Investor's investment in a Fund.

Effect of Substantial Withdrawals

For our open-ended Funds, substantial withdrawals by Investors within a short period of time could require or result in the liquidation of investment positions more rapidly than would otherwise be desirable, possibly reducing the value of the Fund's assets and/or disrupting our investment strategy. Reduction in the size of the 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. Additionally, excessive withdrawals would damage the integrity of staking pools because most staking protocols are subject to minimum capital requirements necessary to maintain staking validations and the status and reputation of staking entities. We may permit some Investors to have access to more information about the Fund's investments, or to obtain information more rapidly, than Investors generally. In addition, withdrawals or redemptions by investors in other investment vehicles or accounts managed by us, some of which may have more advantageous information and/or liquidity rights than those provided to Investors, could adversely affect the value of portfolio positions held by the Fund. Further, a significant withdrawal of Capital Accounts from the Fund may cause a temporary imbalance in the Fund's portfolio, which may adversely affect the remaining non-withdrawing Investors. The Fund may distribute cash and/or assets to withdrawing Investors who have no need for liquidity in the investment, other than to pay annual tax liabilities associated with the Fund.

Potential Mandatory Withdrawal

We may, in our sole discretion at any time, require an Investor to withdraw all or a portion of its Capital Account. Such a mandatory withdrawal could result in adverse tax and/or economic consequences to such Investor.

Risk of Asset Growth

If the assets managed by us grow significantly, it may adversely affect a Fund's investment performance. It becomes more difficult to find attractive investment opportunities as the amount of assets that we must invest increases. In this event, we may find it necessary to invest in a greater number of positions than it currently intends, which could dilute our focus on individual positions, impair our ability to monitor existing and potential investments, and

result in investments in positions that we otherwise would not select. In addition, with greater assets to invest, it will be increasingly difficult for a Fund to make investments large enough to be meaningful to its overall portfolios.

Contingency Reserves

We, at any time in our sole discretion, may on behalf of the Funds establish reserves for contingencies (including general reserves for unspecified contingencies). The establishment of such reserves will not insulate any portion of a Fund's assets from being at risk, and such assets may still be traded by the Fund. A pro rata portion of any reserve may be withheld from distribution to a withdrawing Investor, to the extent withdrawals are permitted by its Offering Documents.

Tax Liability Without Distributions

Investors must recognize for income tax purposes their pro rata shares of the taxable net income of a Fund, regardless of whether the Investor requested, or can request, a partial withdrawal from the Fund to cover their income tax liabilities. Taxable income can be expected to differ from Net Income, primarily because generally only realized gains and losses are considered for income tax purposes but Net Income and Net Loss will include unrealized gains and losses. A Fund may generate taxable income for an Investor even though the value of the Investor's interest in the Fund has declined. It will generally be necessary for Investors to pay such tax liabilities out of separate funds or withdrawals from a Fund. There are significant limitations on an Investor's right to withdraw funds from a Fund, even if such right exists at all. Where such withdrawals are permitted, sufficient information may not be available in time for the Investor to determine accurately an amount to withdraw to pay taxes for a given fiscal year.

Information Rights

Subject to our sole discretion, certain Investors may invest on terms that provide access to information that is not generally available to other Investors, and as a result, may be able to act on such additional information (i.e., withdraw their Capital Accounts, to the extent a Fund permits such withdrawals) that other Investors do not receive.

Performance Allocation to the General Partner

We are entitled to receive a Performance Allocation, based upon the net capital appreciation, if any, allocated to the Investor's Capital Account. The Performance Allocation may create an incentive for us to make investments that are riskier or more speculative than would be the case if such arrangement were not in effect. In addition, because the Performance Allocation is calculated on a basis which includes unrealized appreciation of a Fund's assets, it may be greater than if such compensation were based solely on realized gains.

Side Letter Agreements

In accordance with common industry practice, we may enter into one or more Side Letters or similar agreements with certain Investors pursuant to which they may agree to vary certain of the terms applicable to any such Investor or grant to any such Investor specific rights, benefits, or privileges that are not made available to Investors generally. We may also agree to provide a greater level of disclosure regarding the investments and activities of a Fund to certain Investors than other Investors. Such agreements will be disclosed only to those actual or

potential Investors that have separately negotiated with us for the right to review such agreements.

Asset Valuation

We have substantial discretion in determining the value of our Funds' assets and liabilities, whether or not a public market exists for assets of the same class or type. While some marketable assets are valued based on prices reported in the public markets, other investments may be more thinly-traded or subject to irregular trading activity. Determinations on the value of certain investments, and how to value assets and liabilities as to which limited prices or quotations are available, are based on our recommendations or instructions to the Administrator. We may face a conflict of interest in making any of these valuation decisions or recommendations. If our valuation of any such asset is inaccurate, we might receive a Performance Allocation and Management Fee, as applicable, that is greater than the fee to which a Fund's investment portfolio, diversification, and other internal guidelines and risks if such Fund's portfolio is inaccurately valued. Any such inaccuracy could adversely affect the Investors. Additionally, any reduction in the value of any assets or increase in the value of any liabilities held by a Fund would reduce the amount of fees to which we may be entitled.

Cross-Class Liability

Although each Fund maintains each Class of Interests separately, with separate accounting records and with the capital contributions (and investments made therewith), each Fund as a whole, including all of the separate Classes, is one legal entity. Thus, all of the assets of a Fund are available to meet all of the liabilities of such Fund, regardless of the Class to which such assets or liabilities are attributable. In practice, cross-class liability will usually only arise where a Class becomes insolvent and is unable to meet all of its liabilities. In this case, all of the assets of the Fund attributable to other Classes of Interests may be applied to cover the liabilities of the insolvent Class. A liquidator of a Fund may not always comply with or enforce the segregation of assets attributable to each Class.

Future Regulatory Change is Impossible to Predict

The securities and derivatives markets are subject to comprehensive statutes, regulations and margin requirements. In addition, the SEC, the CFTC, and the exchanges are authorized to take extraordinary actions in the event of a market emergency, including, for example, the retroactive implementation of speculative position limits or higher margin requirements, the establishment of daily price limits and the suspension of trading. The regulation of securities and derivatives both inside and outside the United States is a rapidly changing area of law and is subject to modification by government and judicial action.

Our Funds invest primarily in Digital Assets, some of which are currently either not regulated, or are in the early stages of regulation by U.S. federal and state governments, or self-regulatory organizations. Current and future legislation, CFTC and SEC rulemaking and other regulatory developments may impact the manner in which Digital Assets are treated for classification and clearing purposes. In particular, various Digital Assets may not be excluded from the definition of a "commodity future" or "security" by such future CFTC and SEC rulemaking, respectively. As Digital Assets have grown in popularity, certain U.S. agencies, such as FinCEN, the SEC, and the CFTC, have begun to examine Digital Assets and the operations of Digital Assets in depth. Currently, the SEC has not formally asserted regulatory authority over Digital Assets. However, an SEC release has stated that certain Digital Assets

may be securities, depending on the specific facts and circumstances of the Digital Asset in question. The CFTC has declared that some Digital Assets are commodities, but currently, only certain kinds of Digital Assets may be subject to CFTC jurisdiction.

To the extent that Digital Assets are deemed to fall further within the definition of a security pursuant to subsequent rulemaking by the SEC, we and the Funds may be required to register and comply with additional regulation under the Investment Advisers Act or similar state investment advisory statutes. Such additional registrations may result in extraordinary, non-recurring expenses of each of our Funds. If we determine not to comply with such additional regulatory and registration requirements, the Funds may need to be terminated and liquidated at a time that may be disadvantageous to investors.

To the extent that Digital Assets are deemed to fall further within the definition of a commodity future or further within the scope of CFTC jurisdiction pursuant to subsequent rulemaking by the CFTC, we and the Funds may be required to register and comply with additional regulation under the U.S. Commodity Exchange Act, as amended (“CEA”). Moreover, we may be subject to further requirements with the CFTC through the National Futures Association. Such additional registrations or disclosures may result in extraordinary, non-recurring expenses of each of our Funds. If we determine not to comply with such additional regulatory and registration requirements, the Fund may need to be terminated and liquidated at a time that may be disadvantageous to investors.

Digital Assets currently face an uncertain regulatory landscape in not only the United States but also in many foreign jurisdictions such as the European Union, UK, as well as African and Asian countries. Various foreign jurisdictions may, in the near future, adopt laws, regulations or directives that affect the Digital Asset network and its users, particularly Digital Asset exchanges and service providers that fall within such jurisdictions’ regulatory scope. Such laws, regulations or directives may conflict with those of the United States and may negatively impact the acceptance of Digital Assets by users, merchants and service providers outside of the United States and may therefore impede the growth of the Digital Asset economy.

The effect of any future domestic or foreign regulatory change on the Funds is impossible to predict, but such change could be substantial and adverse.

No FDIC or SIPC Protection

Digital Assets held by the Fund are not subject to FDIC or SIPC protections. The Fund is not a banking institution or otherwise a member of the Federal Deposit Insurance Corporation (“FDIC”) or Securities Investor Protection Corporation (“SIPC”) and, therefore, deposits held with or assets held by the Fund are not subject to the protections enjoyed by depositors with FDIC or SIPC member institutions. The undivided interest in the Fund’s Digital Assets represented by Interests in the Fund are not insured.

Legality of Digital Assets

It may be illegal, now or in the future, to own, hold, sell or use Digital Assets in one or more countries, including the United States. Although currently most Digital Assets are not regulated or are lightly regulated in most countries, including the United States, one or more countries may take regulatory actions in the future that severely restricts the right to acquire, own, hold, sell or use Digital Assets or to exchange Digital Assets for fiat currency. Such an action may restrict the Fund’s ability to hold or trade Digital Assets, and could result in

termination and liquidation of the Fund at a time that is disadvantageous to Limited Partners, or may adversely affect an investment in the Fund.

Tax Considerations

The Fund will be permitted to utilize leverage, borrow and engage in staking activities. Thus, tax-exempt Limited Partners may incur an income tax liability with respect to their share of any unrelated business taxable income ("UBTI") the Fund may generate, if applicable. Each investor should consult with and rely on its own independent tax counsel as to the U.S. Federal income tax consequences of an investment in the Fund based on its particular circumstances, as well as to applicable state, local or non-United States tax laws. For a more detailed discussion of the income tax considerations associated with an investment in the Fund, see the discussion below under "Tax Considerations".

Tax Risk of Digital Asset Investments

There is substantial uncertainty regarding the tax treatment of Digital Assets. As such, we may take certain tax positions that may ultimately be treated differently in the course of an audit by the U.S. Internal Revenue Service ("IRS"), or the regulations promulgated by the IRS may change over time. As a result, Investors may be subject to adverse tax consequences associated with their investment in a Fund.

Possible Tax Implications of Network Participation and Proof of Stake Risk

Our Clients may directly or indirectly deploy some of its assets through protocols that allow participants to perform various services, including but not limited to facilitation and verification of transactions through a concept known as Proof of Stake, curation, governance, and dispute resolution ("Active Network Participation"). Some protocols allow holders with a larger amount of the Digital Asset (i.e., stakes) deposited in the protocol to be awarded with additional Digital Assets through Active Network Participation. Those with stakes in some protocols may also have the ability to govern and vote on how the protocol is controlled in the future. As protocols may require storing a large amount of the relevant Digital Asset for a potentially long period of time in order to engage in Active Network Participation, such investments may be illiquid for an extended period of time before there is any return on investment. Such illiquidity could have an adverse effect on the applicable Fund. Further, Active Network Participation is subject to the same risks associated with Digital Assets in general including, but not limited to, equipment failure, regulatory action, and a failure of the network or decentralized protocol which the stake is deposited on. We may in the future lend or delegate the Fund's Digital Assets to be deployed through Active Network Participation by a third party or an affiliate of ours (the "NAP Service Provider") and the Fund is subject to all risks associated with the NAP Service Provider including its continuing operation. The Fund may purchase assets from the NAP Service Provider pursuant to valuation and exchange mechanics set forth in a separate agreement between the parties. Entities such as the NAP Service Provider may also be subject to regular security threats. Further, the IP address for the NAP Service Provider may be public which increases its potential exposure to security breaches including hacking, malware and general security threats. A security breach, technical, or operational failure of the NAP Service Provider may result in loss of the Fund's assets and may have a negative impact on the performance of the Fund.

A Client's involvement in Active Network Participation may be found, for U.S. federal income tax purposes, to result in income that is deemed to be effectively connected with the conduct of a trade or business in the United States. Tax exempt Investors may incur an income tax

liability with respect to their share of any unrelated business taxable income ("UBTI"), and non-U.S. Investors may incur an income tax liability with respect to their share of any effectively connected income ("ECI"), that the Fund may generate resulting from the Active Network Participation. Each Investor should consult with and rely on its own independent tax counsel as to the U.S. federal income tax consequences of an investment in the Fund based on its particular circumstances, well as to applicable state, local or non-United States tax laws.

Fiduciary Duty of Investing Plans

In considering an investment in a Client, plan fiduciaries should consider their basic fiduciary duties under ERISA Section 404, which requires them to discharge their investment duties prudently, solely in the interest of the plan participants and beneficiaries and for the exclusive purpose of providing benefits to the plan participants and beneficiaries and defraying reasonable administrative expenses of the relevant plan. Plan fiduciaries must give appropriate consideration to the role that an investment in the Fund would play in the plan's investment portfolio. In analyzing the prudence of an investment in a Fund, the DOL's regulation on investment duties should be considered (29 C.F.R. § 2550.404a-1).

Plan Assets

ERISA and the regulation issued by the DOL at 29 C.F.R. § 2510.3-101, as modified or deemed to be modified by ERISA (the "Plan Asset Regulation"), define the term "Plan Assets" as applied to entities in which a plan invests, directly or indirectly, such as a Fund. The Plan Asset Regulation provides that when an ERISA Plan acquires an equity interest in an entity, and that equity interest is neither a publicly offered security nor a security issued by an investment company registered under the Investment Company Act, the assets of the ERISA Plan include not only the equity interest, but also include an undivided interest in the underlying assets of the entity, unless an exception to this general rule applies.

Investment Company Regulation

The Fund relies on Section 3(c)(7) of the Investment Company Act to avoid requirements that the Fund register as an "investment company" under, and comply with the substantive provisions of, the Investment Company Act. If the Fund were required to be registered as an investment company, the Investment Company Act would require, among other things, that the Fund have a board of directors, some of whom were unrelated to the General Partner, compel certain custodial arrangements and regulate the relationship and transactions between the Fund and the General Partner. Compliance with some of those provisions could possibly reduce certain risks of loss, although such compliance could significantly increase the Fund's operating expenses and limit the Fund's investment and trading activities. Interpretations of Section 3(c)(7) are complex and uncertain in several respects, and as a result, there can be no assurance that the Fund will remain entitled to rely on that Section. If the Fund were found not to have been entitled to such reliance, the Fund and the General Partner could be subject to legal actions by the SEC and others and the Fund could be forced to terminate its business under adverse circumstances.

Registration Exemption

The Fund offers Interests on a continuing basis without registration under the Securities Act in reliance on an exemption for "transactions by an issuer not involving any public offering", and without registration or qualification of the Interests under state laws in reliance on related exemptions. While the General Partner believes reliance on such exemptions is justified,

there can be no assurance that factors such as the manner in which offers and sales are made, concurrent offerings by other funds, the scope of disclosure provided, failures to file notices or renewals of claims for exemption, or changes in applicable laws, regulations, or interpretations will not cause the Fund to fail to qualify for such exemptions under Federal or one or more states' laws. Failure to so qualify could result in the rescission of sales of Interests at prices higher than the current value of those Interests, potentially materially and adversely affecting the Fund's performance and business. Further, even non-meritorious claims that offers and sales of Interests were not made in compliance with applicable securities laws could materially and adversely affect the General Partner's ability to conduct the Fund's business.

Other Laws and Regulations

The Fund and the General Partner are subject to various other securities and similar laws and regulations that could limit some aspects of the Fund's operations or subject the Fund or the General Partner to the risk of sanctions for noncompliance.

Item 9: Disciplinary Information

To the best of our knowledge, there are no legal or disciplinary events that are material to an Investor's or prospective investor's evaluation of our advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

Neither we nor our management persons are registered as broker-dealers, and neither of us has any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer, respectively.

Item 11: Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading

Code of Ethics

CoinFund has adopted a "**Code of Ethics**" that sets forth the standards of conduct expected of all employees providing services to clients and requires compliance with applicable securities laws.

The Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information CoinFund or any of its employees. Prospective clients and clients may contact CoinFund at the telephone number or email listed on the cover of this Brochure to request a copy of its Code of Ethics. CoinFund appointed an individual to serve as Chief Compliance Officer who, together with senior management, will be responsible for monitoring and enforcing the Code of Ethics.

The Code of Ethics establishes the high standard of conduct that we expect of our employees and procedures regarding our employees' personal trading of securities. The foundation of our Code of Ethics is based upon the following underlying fiduciary principles:

- Employees must at all times place the interests of the Fund and Investors first;
- Employees must ensure that all personal securities transactions are conducted consistent with the Code of Ethics' Employee Personal Investment Policy; and
- Employees should not take inappropriate advantage of their position at the Firm.

Further, the policies provide that all employees must act within the spirit and the letter of all federal, state, and local laws and regulations pertaining to the securities business, and at all times, the interest of each client has precedence over any personal interest. CoinFund's Code of Ethics requires employees to report their personal securities transactions and prohibits employees from directly or indirectly engaging in certain securities transactions without first obtaining approval. In addition, the Code of Ethics requires employees to comply with procedures designed to prevent the misuse of, or trading upon, material non-public information.

We will provide a copy of our Code of Ethics to our Investors, or any prospective investor, upon request, to be viewed on the premises.

Item 12: Brokerage Practices

CoinFund is authorized to determine the broker-dealer to be used for executing securities transaction for the Funds. In selecting broker-dealers to execute transactions, we do not need to solicit competitive bids and do not have an obligation to seek the lowest available commission cost. It is not our practice to negotiate "execution only" commission rates; therefore, the Funds may be deemed to be paying for research, brokerage or other services provided by the broker which are included in the commission rate.

We shall also have the authority to select and appoint custodians of the assets of the Funds. The Firm's authority is limited by its own internal policies and procedures and each Fund's investment guidelines.

Best Execution

In selecting an appropriate broker-dealer to effect a client trade, we seek to obtain "**Best Execution**," meaning generally the execution of a securities transaction for a client in such a manner that a client's total costs or proceeds in the transaction are most favorable under the circumstances.

While the question of whether cryptocurrencies are "securities" has not been established by applicable law, rule, regulation or policy, CoinFund seeks to satisfy best execution considerations when transacting in cryptocurrencies on behalf of its Clients. Accordingly, when considering quantitative factors as part of its Best Execution process the Adviser will consider the impact any "gas fees" that might be incurred on one trading platform would have on the total acquisition cost of such digital assets against the total acquisition cost for the same asset on other available platforms. Data regarding transaction costs, like "gas fees" are not always available on decentralized cryptocurrency exchanges (a "**DEX**"), accordingly, the Adviser generally seeks to avoid transacting on a DEX for its Clients where transaction cost data is unavailable.

Soft Dollars

At this time CoinFund does not participate in the use of Soft Dollars, however if CoinFund decides to participate in a Soft Dollar program in the future, the Adviser will implement the appropriate policies and procedures.

Item 13: Review of Accounts

Our Portfolio Manager and investment professionals continuously monitor and analyze the transactions, positions, and investment levels of the Fund to ensure that they conform with the investment objectives and guidelines that are stated in the Fund's Offering Documents. In these reviews, the Firm pays particular attention to any changes in the investment's fundamentals, overall risk management and changes in the markets that may affect price levels.

Account Reporting

We perform various periodic reviews of each client's portfolio. Such reviews are conducted by our officers.

We will distribute an audited financial report with respect to the previous fiscal year to all Investors within 120 days of fiscal year end. We may also distribute quarterly unaudited net asset value statements, quarter-end performance reports, and a quarterly investor letter to all Investors.

Item 14: Client Referrals and Other Compensation

We do not receive economic benefits from non-clients for providing investment advice and other advisory services. Neither we nor any of our related persons, directly or indirectly, compensate any person who is not a supervised person for client referrals.

Item 15: Custody

We will be deemed to have custody of Client funds and securities because we have the authority to obtain Client funds or securities, for example, by deducting advisory fees from a Client's account or otherwise withdrawing funds from a Client's account. Account statements related to the Clients are sent by qualified custodians to CoinFund.

We will comply with Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended (the "**Advisers Act**") (i.e., the "custody rule") by meeting the conditions of the pooled vehicle annual audit approach. Upon completion of the relevant Fund's annual audit by an independent auditor that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board (PCAOB), we will distribute the Fund's audited financials to Investors within 120 days of such Fund's fiscal year end.

Some Digital Assets held by Clients are not "funds" or "securities" and, therefore, will not necessarily be held in the same manner as "funds and securities." However, we, as a fiduciary, take appropriate steps to safeguard these Digital Asset holdings in a manner that we believe is reasonably designed to protect our Clients against loss or misappropriation of the Digital Asset interests.

As noted in Item 8, we may manage our Clients' custody of some or all of its Digital Assets, by generating the private keys that control movement of the various Digital Assets. Our Clients, under our management and supervision, may store such Fund's Digital Assets on various Digital Asset exchanges. Such exchanges take various measures to provide safekeeping for the assets held by those exchanges. CoinFund conducts due diligence on such exchanges and security protocols prior to utilizing such services.

In addition to maintaining custody of a Fund's Digital Assets on various Digital Asset exchanges, such a Fund, under our management and supervision, may store the Fund's Digital Assets in a "cold wallet" through hardware or software storage. Digital Asset exchanges may also require us to provide control of the private keys when the exchange is utilized by the Fund.

Item 16: Investment Discretion

We will have full discretionary investment authority with respect to the Funds, including authority to make decisions with respect to which securities to be bought and sold, as well as the amount and price of those securities.

Item 17: Voting Client Securities

In compliance with Rule 206(4)-6 of the Advisers Act (i.e., the "proxy voting rule"), we have adopted proxy voting policies and procedures. The general policy is to vote all proxy proposals, amendments, consents or resolutions (collectively, "**Proxies**") in a prudent and diligent manner that will serve the applicable Client's best interests and is in line with the Client's investment objectives.

We may take into account all relevant factors, as determined by us in our discretion, including, without limitation:

- the impact on the value of the securities or instruments owned by the relevant client and the returns on those securities;
- the anticipated associated costs and benefits;
- the continued or increased availability of portfolio information; and
- industry and business practices.

Generally, clients may not direct our vote in a particular solicitation.

Clients may obtain a copy of our Proxy voting policies and our Proxy voting record upon request.

Item 18: Financial Information

We are not required to include a balance sheet for our most recent fiscal year, are not aware of any financial condition reasonably likely to impair our ability to meet contractual commitments to Clients, and have not been the subject of a bankruptcy petition at any time during the past ten years.