



**300 South Wacker Drive, Suite 1200
Chicago, Illinois 60606**

**Form ADV Part 2A
March 31, 2022
Item 1 - Cover Page**

This brochure ("Brochure") provides information about the qualifications and business practices of Stacked Finance, LLC ("Stacked" or the "Firm"), an investment adviser registered with the United States Securities and Exchange Commission ("SEC"). Any reference to Stacked as a "registered investment adviser" or as being "registered," does not imply a certain level of skill or training. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

If you have any questions about the contents of this Brochure, please contact us at 872.272.0483 or by email at compliance@stackedinvest.com. Additional information about Stacked is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Summary of Material Changes

We have made significant material updates to our brochure since our initial filing in order to provide clarification and reflect the current state of our firm and services. We encourage Clients and potential Clients to carefully review our entire updated brochure. The updates include the following changes:

1. Item 1 of this Brochure has been updated to reflect a change of our firm's address.
2. We have updated Item 4 regarding the firm's principal owners.
3. We have also updated Item 4, including to provide clarification, as to the following:
 - The nature of our advisory services, including that we do not at present provide personalized investment advice or recommendations to Clients with respect to Crypto assets, Strategies, or Stacks;
 - Transactions are effected independently by Crypto exchanges;
 - The meaning of the term "Crypto" or "digital" asset;
 - The meaning of the term "Strategies", the general types of automated trading Strategies, and in light of the evolving regulatory Crypto landscape these third-party providers are not registered as investment advisers;
 - Clarification of the same regarding Stacks. We have also updated to clarify that Stacks offer portfolio rebalancing services at a frequency selected by the Client, but rebalancing will not occur unless the Client selects the same;
 - Clarification that certain Stacks are provided by third-party institutional account managers such as hedge fund managers, and Clients considering such Stacks should request and carefully review information from the provider;
 - The nature of our review before approving Strategies and Stacks for availability on our Platform, and limitations thereon as we do not have access to the underlying logic, code, of assumptions thereof from providers;
 - Clarification that Clients may through our Platform utilize a third-party service provider, Gem On-Ramp ("GEM"), should they wish to purchase individual tokens for their account through GEM;
 - Identification of the Crypto exchanges that are currently available for Clients to use through our Platform; and
 - Clarification that at present, we have no regulatory assets under management on a discretionary basis, and we do not provide continuous and regular supervisory and management services for non-discretionary accounts.
4. We have updated Item 5, to clarify that:
 - We do not charge clients at present, a management fee as a percentage of assets under management or on the basis of performance fees.
 - We do charge subscription fees for many of the Strategies that are available on our Platform, and we share a portion of the subscription fee with the third-party Author of such Strategies;
 - We receive compensation from Crypto exchanges of a part of the commissions they charge on Client trades for services we provide, this compensation is our primary source of revenue, we retain all such compensation and do not offset it against subscription fees we charge for Strategies.
5. We have updated Item 6 to clarify that we do not receive performance-based fees or engage in side-by-side management of accounts.
6. We have updated Item 7 to clarify that given the digital nature of our Platform, Clients must consent to electronic communications and delivery, and that Clients must have a computer, maintain an active email address, internet connection, an up-to-date browser, and depending upon the Client's Crypto exchange a two-factor authentication device.
7. We have updated Item 8 to provide risk disclosures regarding that:
 - Margin is offered to Clients by Crypto exchanges; while we do not provide recommendations with respect to margin accounts or trading, Crypto exchanges charge fees on margin trades and share a portion of the fees with us, which constitutes a potential conflict of interest; and Clients should carefully review the terms of their margin account agreement and disclosures provided by their exchange;

- The Crypto exchange FTX, which has been approved for our Platform, provides lending and “Staking” services for futures trading. Clients should carefully review their customer agreements and disclosures from the exchange;
- Risks disclosures associated with trading Strategies including Crypto swing trading, scalping, market neutral trading, intermediate trading, and machine learning trading; and
- General clarifications and updates of general risk disclosures associated with investing in digital assets.

8. We have updated Item 10 regarding the nature of our relationships with third-party providers of Strategies and Stack, and that we charge subscription fees for certain Strategies.

9. We have updated Items 10, 12, and 14 regarding the nature of our relationships with Crypto exchanges and that we receive compensation from exchanges with respect to international users in the form of a portion of commissions they charge on Client trades.

10. We have added clarification in Item 11 that the firm’s employees utilize the same Strategies and Stacks for their own Crypto trading as is available on our Platform and that such trading is subject to our Code of ethics.

11. We have updated Item 13 and 15 to clarify that: we do not perform individual account reviews unless otherwise requested by a Client; we do not provide, and Crypto exchanges and custodians do not typically provide, account statements to customers; while we make Client account information from exchanges available for review through our Platform, such information is provided by the exchanges, we do not review or verify such information; and Crypto exchanges and custodians utilize varying methodologies to value Crypto assets and we do not verify valuations.

12. We have updated Item 14 that we pay for Client referrals through a referral marketing service offered by FirstPromoter, and that we also maintain a “Refer a Friend” program by which we pay a \$25 referral fee for referrals who sign up for a Strategy on our Platform.

13. We have updated Item 16 that we do not accept discretionary trading authority to manage Client Crypto account assets.

Item 3 - Table of Contents

Item #	Page #
Item 1 - Cover Page	1
Item 2 - Summary of Material Changes	2
Item 3 - Table of Contents	4
Item 4 - Advisory Business	5
Item 5 - Fees and Compensation	7
Item 6 - Performance-Based Fees and Side-By-Side Management	7
Item 7 - Types of Clients	8
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss	8
Item 9 - Disciplinary Information	18
Item 10 - Other Financial Industry Activities and Affiliations	18
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	19
Item 12 - Brokerage Practices	19
Item 13 - Review of Accounts	20
Item 14 - Client Referrals and Other Compensation	20
Item 15 – Custody	20
Item 16 - Investment Discretion	21
Item 17 - Voting Client Securities	21
Item 18 - Financial Information	21

Item 4 - Advisory Business

Firm Description

Stacked Finance, LLC (“Stacked”) is an SEC registered investment adviser formed in 2020 as a limited liability company in the State of Illinois. Stacked is a wholly-owned subsidiary of Stacked Finance Corporation, a Delaware corporation, and is principally indirectly owned by Stacked Labs LLC and indirectly through Stacked Labs LLC by our founders, Stephen Beavis and Joel Birch, and Mediatech, Ltd. Through our website and app (“Platform”), we provide clients (“Clients”) access to publicly-available Crypto Strategies and Stacks that trade digital assets (“Crypto”) on their behalf, through various Crypto exchanges our Platform supports. On our Platform, we refer to Clients as “Users”.

Types of Advisory Services

We provide investment advisory services with respect to “Crypto” or “digital” assets. The terms “Crypto” or “digital” asset refer to an asset that is issued and/or transferred using distributed ledger or blockchain technology, including but not limited to “virtual currencies”, “coins”, and “tokens”. Digital assets rely on cryptographic protocols. Certain digital assets are considered to be securities for purposes of the federal securities laws. For further information with respect to risks associated with investing in digital assets, see Item 8.

Strategies and Stacks

We offer Clients access to publicly-available Crypto Strategies and Stacks through our Platform. We do not provide personalized investment advice or recommendations to customers with respect to Crypto assets or Crypto Strategies or Stacks. While some Clients will only utilize Strategies, where we provide access to the code that executes as they determine (see Item 4 at Strategies), others may only use portfolio allocation strategies we provide access to on our Platform for their accounts (see Item 4 at Stacks), and other Clients elect to use Strategies and Stacks in tandem to fully automate their Crypto trading. For information with respect to individual Strategies and Stacks available on our Platform, please see <https://app.stackedinvest.com/bots/live> for Strategies and <https://app.stackedinvest.com/strategies/stacks> for Stacks.

Strategies

We offer Clients access on our Platform to Crypto investment trading tools or “bots” (“Strategies”) from third-party providers or “Authors”. Strategies are a collection of trading algorithms which trade long and/or short leveraged positions, on an automated basis, in digital assets based on user input. Strategies are generally appropriate for Clients who wish to engage in automated Crypto trading for their accounts. Clients select Strategies for their accounts on a non-discretionary basis based on their investment strategy preferences. If a Client selects a Strategy, trading in the Client’s account is conducted automatically by the Strategy. Strategies focus on Crypto derivatives and leveraged trading. Strategies also enable Clients to engage in more high-frequency trading of their accounts, including such Strategies as Crypto “swing trading” (sometimes referred to as “Fast” or “Hyper-Fast” trading), “scalping” (sometimes referred to as “Trend” or “Momentum” trading), “Machine Learning” Strategies which can vary and typically involve a combination of both swing and scalp trading depending on the market, as well as Long-Only Strategies, Market Neutral Strategies, and Intermediate Strategies. Once a Client selects a Strategy for the Client’s account, the Author of the Strategy sends buy, sell, and close signals which are implemented in the Client’s account at the Client’s exchange through our Platform. Strategies do not provide account portfolio rebalancing services. For further information with respect to Crypto Strategy styles, see Item 8.

Clients should understand that given the evolving regulatory environment for Crypto, third-party Strategy providers are not registered as investment advisers.

Clients should also understand that given the proprietary nature of Strategies to third-party Authors, we do not have access to a Strategy’s internal logic, code or assumptions, and therefore do not have the ability to conduct due diligence on them or to confirm that they are error-free. Prior to making a third-party Strategy available on our Platform, we generally perform certain back and forward testing based on information provided by the Author, where available, for a limited period or number of trades and monitor trading signals to assess performance. Not all Authors make trade logs available. If a Strategy never makes a profit based on such tests, we will not allow access to the Strategy on our Platform.

Stacks

We also offer Clients access to Crypto portfolio allocation strategies for their accounts, known as “Stacks”, from third-party providers. Stacks are pre-built portfolios comprised of Crypto selected based on certain pre-defined parameters and are designed to provide Clients instant access to pre-built portfolios modeled after some of the most popular Crypto indexes. Clients select Stacks for their accounts on a non-discretionary basis based on their investment strategy preferences. If a Client selects a Stack, trading in the Client’s account is conducted automatically by the Stack and individual tokens are purchased or sold on the spot market consistent with the Stack. Clients can also select to exclude particular tokens from a Stack, and the Stack portfolio will be re-allocated among the remaining tokens in the Stack. Clients can also select that their account is to be periodically rebalanced by the Stack, generally on a weekly, monthly, or quarterly basis. The Client’s account portfolio will also be rebalanced by the Stack in the event a particular Crypto token is added to or removed from a Stack. A Client’s account will not be rebalanced by a Stack unless the rebalancing feature is selected by the Client.

Clients should understand that given the evolving regulatory environment for Crypto, third-party providers of Stacks are not registered as investment advisers. Clients should also understand that given the proprietary nature of third-party Stacks to third-party providers, we do not have access from the third-party providers to conduct analysis on a Stack’s internal algorithm logic, code, or assumptions, and therefore do not have the ability to conduct due diligence on them or to confirm that they are error-free. In addition, because Stacks do not trade like Strategies, but rather enable the Client to build portfolios based on a particular distribution of Crypto tokens at a given point in time, we do not back-test performance of the Stack. We do not actively monitor the Stacks or a Client’s account performance on an on-going basis.

We also provide access to Stacks on our Platform from third-party institutional managers. Typically, these providers also manage hedge funds or other investor portfolios that are available only to institutional investors. Clients considering such Stacks should understand that the third-party providers of such Stacks may utilize the same or similar investment strategies in managing other funds or accounts that they advise as is encompassed by the Stack, and that such model portfolios were originally developed by the provider for use by institutional or Accredited Investors as opposed to retail investors. We encourage Clients considering such Stacks to request and carefully review information from the third-party provider.

Individual Tokens

As our Platform provides Strategies or Stacks as an overlay for Clients’ Crypto accounts, which Clients maintain with third-party custodians, Clients can also purchase individual digital tokens for their accounts through Gem On-Ramp (“GEM”), a third-party service provider, for which we only provide access to Clients through our Platform. We maintain a Market Watch of the most popular Crypto tokens in the market on our Platform, and Customers may connect with GEM on their own accord to purchase individual tokens for their accounts. Customers may purchase individual tokens through GEM via credit card or ACH wire transfer, and GEM utilizes its own back-end service providers to purchase tokens for a Client’s account. We do not provide investment advice or recommendations with respect to individual purchases of digital tokens. Customers may use tokens they own to swap for other tokens, but they may not sell tokens for fiat currency. For further information regarding GEM’s services and service fees, Clients should carefully review the terms and conditions of their customer agreements with GEM. Clients should also understand that this service is provided as an accommodation, and Clients have the option to purchase tokens directly from their respective Crypto exchanges, and the fees charged by exchanges for such purchases are typically less than is charged by GEM.

Our Platform

Our Platform is a software-based account overlay that is compatible with select exchanges. At present, our Platform currently supports access to the following Crypto exchanges: Kucoin; Phemex; Bitfinex; Bybit; FTX; FTX US, Deribit; AAX; Coinbase; Binance; Binance Futures; and BitMex.

Stacked is not an exchange. We do not provide custody or custodial services for Clients’ Crypto assets. While clients can purchase individual tokens for their accounts (see Item 4 at Individual Tokens), Clients are not able to place individual trades on a self-directed basis or their timing through our services. As an internet-only adviser, we typically only communicate with Clients through our Platform.

As of the date of filing this brochure, we have no regulatory assets under management on a discretionary basis, and we do not provide continuous and regular supervisory or management services with respect to non-discretionary Client accounts.

Item 5 - Fees and Compensation

Stacked does not currently charge a management or performance fee. Clients are subject to subscription fees to access most Strategies available on our Platform. Generally, monthly subscription fees range from \$49.99 - \$99, quarterly subscription fees range from \$130 - \$277, and annual subscription fees range from \$480 - \$800. For Strategies that charge subscription fees, we generally split the fees with the third-party provider of the Strategy, and typically pay the provider 30-50% of the subscription fee. When we charge subscription fees for a Strategy, such subscription fees are not negotiable. Subscription fees are assessed in arrears at end of the prior month, and Clients receive an invoice for our fees and are billed monthly. If a Client terminates their accounts or transfers assets out of their accounts prior to the end of a month, they remain subject on a pro rated basis to any unbilled fees incurred up to and including the time of account termination or transfer.

Depending upon the third party-provider of a Strategy, subscription fees are not charged for certain other Strategies available on our Platform. While we do not recommend Strategies, including on a personalized or discretionary basis, the fact that certain of our Strategies charge subscription fees and others do not, could potentially cause us to favor the presentation on our Platform of Strategies that charge subscription fees. We address this conflict by providing disclosure of the varying subscription fees that are charged.

We do not charge subscription or advisory fees for Stacks.

At present, we do not charge other advisory fees to Client accounts, including based on a percentage of account assets. With respect to international users, we do receive compensation from exchanges approved for participation on our Platform. Exchanges must be approved for participation on and connected to our Platform before Clients can use them in conjunction with their accounts. We also provide marketing services for exchanges, such as by offering promotions of Strategies offered by exchanges for a free 30-day trial basis. Exchanges compensate us for these services by paying us a percentage of the commissions they charge for matching trades for Client accounts. Exchanges charge commissions on each trade, and we receive fees from the exchanges every time a Client's account executes a trade. These payments provide our primary source of revenue. This practice presents a conflict of interest, and it gives us and our supervised persons an incentive to recommend investment products and exchanges based on this compensation received, rather than on a Client's needs. We mitigate this conflict by disclosing this practice to our Clients here. We retain all such compensation from the exchanges, and we do not offset such compensation against our subscription fees.

Please note that Clients will incur brokerage and other transaction costs and expenses, related service fees, and taxes when executing trade orders pursuant to Strategies and Stacks, including direct or indirect trade execution fees and expenses such as commissions, markups or markdowns. Such taxes, brokerage and other transaction costs and expenses are the responsibility of the Client, are owed directly to the applicable service provider, and are not covered by subscription fees as may be applicable to a particular Strategy. For further information, Clients should carefully review the terms of their brokerage and custody agreements with their respective brokers, custodians, wallet providers, and exchanges, and other service providers, as applicable. For further information with respect to our brokerage practices, please see Item 12.

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

Neither Stacked nor any of our supervised persons accept performance-based fees, that is fees based on a share of capital gains or on capital appreciation of the assets of a client, or engage in side-by-side management of accounts that are charged a performance-based fee and accounts that are charged another type of fee.

Item 7 - Types of Clients

Our Platform allows retail investors, financial institutions, investment advisers, trusts, and other types of Clients to access Stacked's services online.

Given the digital nature of our Platform, we only accept Clients who use exchanges, wallets, brokers, or custodians supported by our Platform.

In addition, as our Platform is an online, web-based digital platform for our Clients, all communications and document delivery must be electronic. Clients must consent to electronic delivery of communications and documents and the use of electronic signatures. Clients must at all times have a computer, an active email address, a connection to the internet, an up-to-date version of a browser supported by our online website and their Crypto exchanges, and depending upon the Crypto exchange a two-factor authentication device such as a mobile phone and email.

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

Users connect to various exchanges of their choice, using Stacked's technology platform-through the Strategies and Stacks that we offer.

Methods of Analysis and Investment Strategies

The varying Strategies and Stacks we offer focus on different themes, categories, capitalizations, characteristics, and include various Crypto differentiated by metrics, such as liquidity, risk, asset class, and other attributes.

Margin Offered by Crypto Exchanges

Stacked does not provide, or make recommendations to, Clients with respect to margin financing. Crypto exchanges supported by our Platform, however, do offer Clients the opportunity to use margin financing for their accounts. Clients approved for margin accounts by a Crypto exchange may obtain margin financing directly from the exchange. Margin accounts can be very risky and are not appropriate for everyone. The use of short-term margin borrowings and leverage will increase a portfolio's exposure to the risks described in this section and may result in certain additional risks to Client portfolios. While use of margin may amplify gains from trading, use of margin can also amplify losses. For example, should the securities pledged to a broker to secure a margin account decline in value, a "margin call" may be issued pursuant to which additional assets would be required to be deposited with the broker or the broker would trigger a mandatory liquidation of the pledged securities to compensate for the decline in value. It might not be able to liquidate assets quickly enough to pay off the margin debt and Client portfolios may therefore also suffer additional significant losses as a result of such default. Although borrowing money increases returns if returns on the incremental investments purchased with the borrowed accounts exceed the borrowing costs for such accounts, the use of leverage decreases returns if returns earned on such incremental investments are less than the costs of such borrowings. In addition, if a Strategy's judgment about the performance of certain investments proves incorrect while an account's exposure to the underperforming investments is increased through the use of leverage, a relatively small market movement could lead to significant losses to the account. Before opening a margin account, you should understand that:

- You can lose more money than you have invested;
- A decline in the value of securities that are purchased on margin may require you to provide additional cash or securities in your account on short notice to cover market losses;
- You may be forced to sell some or all of your securities when falling stock prices reduce the value of your securities;
- Your brokerage firm may sell some or all of your securities without consulting you to pay off your margin loan. You will also be responsible for any short fall after such a sale;

- You are not entitled to choose which securities your brokerage firm sells in your accounts to cover your margin loan;
- Your brokerage firm can increase its margin requirements at any time and is not required to provide you with advance notice. Such changes often take effect immediately and may result in the issuance of a maintenance margin call. Your failure to satisfy the call will cause your account to be liquidated or securities in your account to be sold. This can lead to both losses on your assets and adverse tax consequences; and
- You are not entitled to an extension of time on a margin call.

Margin loans also charge interest, and directly reduce your return on investments, increasing the amount that your investment needs to earn to break even. When you purchase or sell assets on margin, your account will increase its level of trading activity and experience associated brokerage commission costs, a percentage of which we receive from the exchanges for our services. Crypto exchanges providing margin also charge a fee per transaction and share a portion of the fees with us. While we do not make recommendations with respect to margin accounts or trading, this practice represents a potential conflict of interest in that we allow Crypto exchanges that provide margin to participate on our Platform. We mitigate this conflict of interest by providing disclosure here. For further information, Clients should also carefully review the terms of their margin account agreement and risk disclosures provided by their Crypto exchanges.

Lending and Staking

“Lending” and “Staking” is a form of margin lending. Crypto “Lending” and “Staking” services and financing are currently provided to Clients directly by the Crypto exchange FTX for futures trading, not by Stacked.

Crypto “Staking” involves the leasing by a Client of token(s) in its account to a Crypto blockchain network, for interest, which is generally paid in the form of the same Crypto token(s) that were “Staked.” The Client must lock the token(s) for a specific period of time and may not trade the token(s) during that period. “Staking” is generally more appropriate for longer-term Crypto holders who do not intend to trade the Crypto during the lockup period. “Staked” token(s) can also be used as margin maintenance for the Client’s account.

Crypto “Lending” is similar to “Staking”, but involves a Client pledging its Crypto token(s) to a Crypto platform, and the platform re-lending the token(s) to other borrowers. The platform then shares the interest earnings with the Client. Crypto loans are secured using the Client’s Crypto as collateral.

In addition to general risks associated with Crypto (see Item 8 at Risks Associated with Investing in Digital Assets) and margin, risks include illiquidity and default risk by the Crypto platform and borrowers. For further information, Clients should carefully review their customer agreement with, and risk disclosures provided by FTX, with respect to FTX’s services.

Risks Associated with Crypto Swing Trading

Certain Strategies enable Clients to engage in automated Crypto “swing trading” strategies for their accounts. Crypto swing trading entails a high level of risk, including risk of loss of an investor’s entire investment. Crypto swing trading is a strategy whereby traders aim to profit from price movements across a short to medium time frame, in order to catch swings in the market which can occur over days, weeks, or months. An investor “swings high” when the market peaks before pulling back, providing an opportunity for a short trade, and “swings low” when the market dips and bounces providing an opportunity for a long trade. Swing trading strategies generally work best in actively traded markets or assets with large capitalization and price volatility. Swing trade investors typically use technical analysis to observe short to medium time frame charts to catch daily and weekly trends, and fundamental analysis to assess economic events that can often occur over days or weeks. Automated tools such as crypto bot Strategies scan the market and automatically buy and sell assets once defined criteria have been established by the investor, such as volume, orders, time and price preferences, or by automatically monitoring signals of other traders in the market. Crypto swing trading involves high levels of risk, including based on such factors as, but not limited to: volatility of individual Crypto markets and tokens; varying levels of market

volume and liquidity for various Crypto tokens; evolving regulatory and industry environments that could potentially change the fundamentals of the Crypto market or particular tokens or service providers in the market; risk of loss associated with market movements in unanticipated directions; overnight risk of loss based on positions being held for longer than a day, price gaps that may occur when positions are held overnight, and the potential for adverse reports or developments occurring in the after-hours market; and risk associated with attempting to time the market; and competition from other automated trading bots. Due to the high frequency of trading, swing trading can generate substantial fees, costs, and taxes to the investor, including at much higher levels relative to more passive investment strategies, and can negatively impact investment performance as a result. Investors will also incur swap fees which are daily interest rate charges levied on overnight positions.

Risks Associated with Crypto Scalping

Certain Strategies enable Clients to engage in Crypto “scalping” strategies for their accounts. Crypto scalping entails a high level of risk, including risk of loss of an investor’s entire investment. Crypto scalping is a short-term intra-day trading strategy which aims to profit from small price movements by accumulating small but frequent profits with the objective of generating a substantial return by the end of the trading day. Short trading timeframes, frequent trading, and quick execution are important for scalping Strategies. Scalping tends to focus more on technical analysis than fundamental analysis, and investors will typically rely heavily on candlestick chart patterns, support and resistance levels and other technical indicators. Scalping strategies generally work best in actively traded markets or assets with constant price volatility. Typical scalping strategies include, but are not limited to: range trading, which involves monitoring the price movement between the high and low levels of an asset within a certain time period with the bottom and top of the range as support and resistance markers until the range is broken such that traders will aim to buy at support and sell at resistance over short intervals including in a minute or minutes; and bid-ask spreads where the investor aims to exploit the difference in wide spreads between bid and ask prices by attempting to sell when the asking price is higher and bid price is lower than usual, and sell in narrow bid-ask spreads when the asking price is lower and the bid price is higher than usual. Automated tools such as crypto bot Strategies manage the high-frequency nature of scalping, and typically consider momentum indicators, support and resistance, and moving averages when scanning the market, or look for signals based on trading by other Crypto traders. Crypto scalping involves high levels of risk, including based on such factors as, but not limited to: volatility of individual Crypto markets and tokens; varying levels of market volume and liquidity for various Crypto tokens; evolving regulatory and industry environments that could potentially change the fundamentals of the Crypto market or particular tokens or service providers in the market; risk of loss associated with market movements in unanticipated directions; risk associated with attempting to time the market; competition from other automated trading bots; necessity for active trading requiring fast reactions and quick execution; use of margin for trading. Investors engaged in scalping strategies will also incur commissions and other account related charges based on the volume of trading in which their account engages, and will also incur swap fees which are daily interest rate charges levied on overnight positions. Due to the high frequency of trading, scalping can generate substantial fees, costs, and taxes to the investor, including at much higher levels relative to more passive investment strategies, and can negatively impact investment performance as a result.

Risks Associated with Market Neutral Crypto Trading

Market neutral Crypto trading involves opening long and short positions simultaneously to take advantage of inefficient pricing between Crypto assets. Market neutral trading entails a high degree of risk. Profit is determined from the relative pricing change between two assets instead of the direction each moves. Risks associated with market neutral Crypto trading include, but are not limited to: execution risk, including in volatile market periods; correlation and cointegration failure risk, including as changes in fundamental factors may impact individual price movements of Crypto assets, and a pair trade can experience negative performance if assets move in unexpected directions; and price filling risk, including as pair trade or arbitrage margins tend to be small and there is significant risk that orders will not be filled at the desired price, particularly when liquidity is low.

Risks Associated with Intermediate Crypto Trading

Intermediate Crypto trading involves moderately fast trend trading that trades directionally both long and short, with the aim of achieving risk-adjusted neutral returns, including with mean reversion. Trading positions are designed for intermediate trading periods, sometimes ranging from approximately a week or weeks. Intermediate Crypto entails a high degree of risk.

Risks Associated with Machine Learning Crypto Trading

Machine learning Crypto trading involves trading strategy bots with machine learning algorithms. This includes strategy bots that utilize such methods as direct reinforcement learning whereby programs are used to develop an optimized strategy based on performance from prior trading or simulations. While such trading strategies may involve swing trading, scalping, other Crypto trading strategies or a combination, such trading bots attempt, for example, to create a system that adapts based on specified time intervals for trading and to current market conditions for predictive trading purposes. Machine learning Crypto trading involves a high degree of risk. Given the proprietary nature of these Strategies to their Authors, the specific trading strategy is not always publicly known, and we do not have access to the algorithm logic, code, or assumptions, and therefore do not have the ability to conduct due diligence on them or to confirm that they are error-free.

Risks Associated with Investing in Digital Assets

Investing in Crypto securities involves a high risk of loss that Clients should be prepared to bear and should consider in determining whether to invest. Investing in Crypto is suitable only for investors for whom such investment does not constitute a complete investment program, who are willing to assume, and have the financial resources necessary to withstand, the risks involved in investing in Crypto, and who can bear the potential loss of their entire investment on the Platform. Trading in digital assets is highly volatile. There is no assurance as to whether the investments will be profitable. We do not guarantee any level of investment performance. Any investment may result in a total loss of the investment—the assets of each Client are subject to risk of substantial if not complete devaluation or loss.

Clients should additionally note that a number of factors and events can also affect the value of digital asset portfolios, including, but not limited to, market volatility and fluctuations, socio-political and economic factors, terrorism, war or military confrontation, and natural disasters, as well as an evolving legal and regulatory environment with respect to digital assets and trading.

Limited Investment History

Digital assets have only emerged as an investment opportunity in the past several years and are thus a relatively untested source of returns. It is unclear what their long-term profitability will be, and their short history thus far is particularly unreliable for predicting future success.

Availability of Crypto

Not all Crypto investments are represented on our Platform. Clients may not have exposure through the Platform to many other Crypto investments. Additionally, if regulators find that the Crypto on the Platform are not freely tradable it could negatively impact their value and decrease the number of Crypto available for investment on the Platform.

Third Party Information

Stacked will provide Clients information from third-party sources related to Crypto listed on the Platform. Stacked relies on these representations and does not independently verify this information. This includes Crypto news wire services and API that we make available on our Platform, which provide general news, articles and opinion pieces on the Crypto market and tokens. As a result, Stacked can make no assurances as to the completeness or accuracy of any such information. We provide such news wire services as an accommodation for Client education purposes, free of charge, and we do not author information on such services.

Platform Information

Although Stacked endeavors to provide information on the Platform from third-party sources of information, information from such sources may not always be accurate, complete or current. We do not verify information from

third-party sources of information. Accordingly, Clients should verify all information before relying on it, and all decisions based on information contained on the Platform are solely the Client's responsibility.

Service Providers

The institutions with which Stacked (directly or indirectly) and our Clients do business, such as Crypto exchanges, and other financial institutions, may encounter financial difficulties that impair their operational capabilities, or the operational capabilities or our ability to provide our investment advisory services to our Clients. Stacked relies heavily on various service providers to perform many of the functions required to fulfill its investment objective. Should any of these service providers experience financial, regulatory, or other difficulties that affect their operations, Stacked's operational capabilities and financial position would be adversely affected. This is particularly acute in light of the changing regulatory landscape for Crypto, which could affect the regulatory standing of service providers, and may cause them to change their business models or cease providing services Stacked depends on altogether.

Portfolio Allocation and Rebalancing

Stacks available on our Platform offer Clients the ability at their selection to have their portfolios automatically rebalanced. Rebalancing may not successfully achieve an investors goals for a variety of reasons, including unexpected market events or trends that the algorithm does not anticipate, as well as inaccurate, incomplete, or otherwise faulty data used by the algorithm and/or provided by the investor. In addition, Crypto exchanges may and have experienced internet disruptions, which could impact their ability to execute trades for rebalancing purposes, including in a timely or efficient manner. Stacked does not guarantee it will result in positive returns on investment.

Software & Technology Risk

Account rebalances are also executed programmatically using Stacks available on our Platform.. Clients should note the following risks:

- The software can only base its output on the input from the Client. As such, the software's output is only as accurate as the data the Client inputs and it is incumbent on Clients to provide full and accurate information.
- The output that the software generates may not assess all of the Client's particular situation. Special circumstances, qualitative characteristics, and other intangible components of a Client's personal background that are not captured by the software may cause the software's assumptions to be incorrect.

Market Risk

The value of the investments held in Clients' accounts is subject to changes in economic conditions, growth rates, profits, and the market's perception of these investments. The price of any instrument can decline for a variety of reasons outside of Stacked's control, including, but not limited to, changes in the macroeconomic environment, unpredictable market sentiment, forecasted or unforeseen economic developments, regulatory changes, and domestic or foreign political, demographic, or social events.

Effect of General Economic Conditions

General economic conditions may affect our investment activities. Changing economic, political, and regulatory or market conditions, general levels of economic activity, the price of Crypto, and participation by other investors in the financial markets may affect the value and number of investments made by Stacked or considered for prospective investment. Different parts of the market and different types of investments can react differently to these developments. Every investment has some level of market volatility risk. Economic slowdowns or downturns could lead to financial losses in the Firm's investments. In addition, many investments may be similarly subject to the same economic conditions, which could adversely impact investment returns.

Cybersecurity Risk

As the use of technologies, such as the internet, has become more common in conducting business, Client accounts have become potentially more susceptible to operational, information security and related risks through breaches in cybersecurity. Generally, a cyber incident may result from either intentional attacks or unintentional events and

include, but are not limited to, gaining unauthorized access to private keys or to digital systems, misappropriating assets or sensitive information, causing a Client account to lose proprietary information, corrupting data, or causing operational disruption, including denial-of-service attacks on websites. Additionally, Crypto pose their own cybersecurity risks. Blockchain miners or validators maintain the record of ownership of digital assets, and if these entities suffer from cyberattacks or other security incidents, or for financial or other reasons cease to perform these functions, the functioning of the blockchains on which the ownership of Crypto is recorded and the valuation based may be jeopardized. The types of incidents that might affect blockchain security include 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; the inadvertent transmission of computer viruses or other malware; or malfeasance or negligent acts of personnel, such as phishing attacks and other forms of social engineering. Any such interruption could result in impermissible transfers of digital assets and/or loss of Crypto and/or their value. A cybersecurity breach in Stacked's Platform or to the entities involved in the recording and transfer of digital assets in turn could in turn could cause a Client account and/or Stacked to incur regulatory penalties, reputational damage, and additional compliance costs associated with corrective measures, and/or financial loss. Cybersecurity failures or breaches of a third-party service provider that provides services to a Client account may also subject a Client account and/or Stacked to these cybersecurity risks.

Geopolitical Risk

The impact of geopolitical events on the supply and demand for digital assets is uncertain. Crypto is a relatively new asset class and is subject to supply and demand forces based in part upon the desirability of an alternative, decentralized means of buying and selling goods and services. It is unclear how such supply and demand will be impacted by geopolitical events, including regulatory changes. Nevertheless, political or economic crises may motivate large-scale acquisitions or sales of Crypto globally and/or locally. Large-scale sales of Crypto are likely to result in a reduction in the value of Crypto contained on the Platform and may adversely affect a Client's investment in Crypto also held in their account.

Risks Associated with Digital Currencies, Digital Assets and Digital Asset Networks

Stacked recommends investments in Crypto assets. Currently, Crypto assets are either unregulated or in the early stages of regulation by U.S. federal and state governments and self-regulatory organizations. As Crypto has grown in popularity, certain U.S. agencies, such as the SEC, the Financial Crimes Enforcement Network, the Commodity Futures Trading Commission ("CFTC"), the Federal Reserve and other banking regulators, and State regulators, have begun to examine Crypto and the operations of Crypto in depth. The SEC views a significant portion of Crypto as securities and has been involved in multiple enforcement actions, settlements, and federal court cases regarding the regulatory status of Crypto, their issuers, and intermediaries involved in the industry. The CFTC has declared that certain other Crypto are commodities and regulates those assets and in particular derivatives related to them. To the extent that any type of Crypto is determined to be a security, commodity, future, or other regulated asset where Stacked has not anticipated that treatment, or to the extent that a U.S. or foreign government or quasi-governmental agency exerts additional regulatory authority over Crypto, Client accounts may be adversely affected. The effect of any future regulatory change on Clients is impossible to predict, but such change could be substantial and adverse.

Concentration Risk

Concentrating investments in the digital assets sector increases the risk of loss, because developments that adversely affect the sector as a whole may cause most if not all of investments in this asset class to decline in value.

Digital Currencies and Crypto

Crypto represents a speculative investment and involves a high degree of risk. Supply is determined by a computer code, not by a central bank, and prices can be extremely volatile. Crypto exchanges have been closed due to fraud, failure, security breaches, and legal noncompliance. Client assets held on an exchange that shuts down may be lost. Several factors may affect the price of Crypto, 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 Crypto or the use of Crypto as a form of payment. There is no assurance that Crypto assets will

maintain their long-term value in terms of purchasing power in the future, or that acceptance of Crypto payments by mainstream retail merchants and commercial businesses will grow. The prior performance of Crypto is not necessarily indicative of future results. Many Crypto assets have experienced high levels of performance and rapid increases in price, followed by significant downturns in performance and similarly rapid decreases in price. Crypto assets are created, issued, transmitted, and stored according to protocols run by computers in the Crypto network. It is possible these protocols have undiscovered flaws which could result in the loss of some or all Client assets. There may also be network scale attacks against these protocols that result in the loss of some or all Client assets. Some assets may be created, issued, or transmitted using experimental cryptography that could have underlying flaws. Advancements in quantum computing could break the cryptographic rules of protocols that may be negatively affected by technological advances that undermine the cryptographic consensus mechanism underpinning blockchain and distributed ledger protocols. Stacked makes no guarantees about the reliability of the cryptography used to create, issue, or transmit assets. Certain Crypto may rely on or are built on a public or third-party blockchain, and the success of such blockchain may have a direct impact on the success of Crypto listed on the Platform and recommended by Stacked. These Crypto are partly dependent on the effectiveness and success of such blockchains, as well as the success of other blockchain and decentralized data storage systems that are being used by the issuer of the Crypto. There is no guarantee that any of these systems or their sponsors will continue to exist or be successful. This could lead to disruptions of the operations of the issuer of Crypto assets listed on the Platform and could negatively affect any Crypto assets held by a Client from such issuer. The Crypto market presents significant risks that could negatively impact Stacked's ability to purchase and sell Crypto on a Client's behalf. For example, the Crypto market frequently involves shallow trade volume, extreme hoarding, low liquidity, and high bankruptcy risk. Blocks of digital assets are often hoarded by a few owners and/or are kept out of circulation. Ownership concentration is high, which increases liquidity risk because large blocks of digital assets are difficult to sell in a timely and efficient manner.

Risk of Loss of Private Key

Crypto assets are controllable only by the possessor of unique private keys relating to the addresses in which the digital currencies are held. The theft, loss or destructions of a private key required to access a digital currency is irreversible, and such private keys would not be capable of being restored by Stacked. Any loss of private keys relating to digital wallets used to store the Client's digital currencies could result in the loss of the digital currencies controlled by such private key.

In addition, it is possible that a custodian or exchange might lose information required to access the Client's Crypto assets. For example, in 2019, a Canadian cryptocurrency exchange reported that it was unable to access \$145 million of digital assets following the death of its CEO. In this case, the unavailable assets had been stored offline in "cold wallets" that provided protection from hacking but were only accessible to the deceased CEO. Similar events at a custodian or exchange used by the Client could have a substantial negative impact on the Client.

No FDIC or SIPC Protection

Crypto assets are not subject to Federal Deposit Insurance Corporation ("FDIC") or Securities Investor Protection Corporation ("SIPC") protections. Since Stacked is not a member of the FDIC or SIPC, Client assets are not subject to the protections enjoyed by depositors with FDIC or SIPC member institutions. While private insurance may be available at times, Client assets are not insured by Stacked.

Legality of Digital Currencies

Owning, holding, selling, or using digital assets may be illegal now or in the future in one or more countries, including the United States. Countries may take regulatory actions in the future that severely restricts the right to acquire, own, hold, sell, or use digital currencies. Such an action may restrict Stacked's ability to hold or trade digital currencies and could result in termination and liquidation of Client accounts at a time that is disadvantageous to Clients.

Qualified Custodians

Entities that provide custody for Crypto assets are subject to evolving guidelines from regulatory authorities. Although Stacked takes the view that the exchanges our Platform supports provide similar levels of protection of customer keys,

which provide secure access and control of an investor's digital assets, and is similar to the function that "qualified custodians" serve for purposes of Rule 206(4)-2 under the Advisers Act (the "Custody Rule") with respect to more traditional asset classes, most Crypto exchanges and wallet providers are not technically "qualified custodians" as that term is defined in the Custody Rule because they are not banks, registered broker-dealers, futures commissions merchants, or foreign financial institutions that hold financial assets for their customers or which hold advisory client assets in customer accounts segregated from its proprietary assets. As the regulatory framework with respect to custody of digital assets is evolving, there is a risk that the SEC or a state regulator would disagree and may not deem such Crypto service providers to qualify to be "qualified custodians" for purposes of the Custody Rule. If such a regulatory event were to occur, it is uncertain what impact that would have on the Crypto industry's ability to provide custody through such service providers or the ability to transfer custody of Client assets to more established financial institutions that may technically meet the definition of a "qualified custodian" as many Crypto exchanges are not currently registered as broker-dealers, including exchanges we support on our Platform.

Digital Currency and Digital Asset Exchanges

The exchanges on which Crypto assets are traded and which are supported on Stacked's Platform are relatively new and are not registered as brokers, exchanges, alternative trading systems, designated contract markets, swap execution facilities, or in any capacity. Given the evolving regulatory landscape with respect to Crypto, it is possible that unregistered Crypto exchanges may therefore be out of compliance with federal or state law and potentially subject to regulatory scrutiny or enforcement action. In addition, these exchanges may be more exposed to theft, fraud and failure than established, registered exchanges for other products. In general, Crypto exchanges are currently start-up businesses with no institutional backing, limited operating history and no publicly available financial information. Exchanges generally require cash to be deposited in advance in order to purchase Crypto, and no assurance can be given that those deposit funds can be recovered. Additionally, upon sale of Crypto, cash proceeds may not be received from the exchange for several business days. The participation in exchanges requires participants to take on credit risk by transferring Crypto from a participant's account to a third-party's account.

Stacked takes on the credit risk of an exchange every time it makes a transaction. There are currently no U.S. exchanges registered with the SEC where Crypto that are securities can be legally listed and/or traded. While Stacked anticipates that such exchanges will exist in the United States in the future, Stacked cannot and does not guarantee that such exchanges will ever legally operate in the United States. In addition, even if other types of Crypto are able to successfully be listed on a registered exchange in the United States, there is no guarantee that such exchange will allow Crypto traded within the portfolios to be listed on such a registered exchange. Thus, exchanges used by Stacked are not be registered with the SEC and any regulatory action relating to the unregistered status or non-compliance of the exchanges used by Stacked could adversely affect Client accounts and our ability to provide our advisory services to Client accounts.

Digital currency and digital asset exchanges generally impose daily, weekly, monthly or customer specific transaction or distribution limits or suspend withdrawals entirely, rendering the exchange of Crypto for fiat currency difficult or impossible. Additionally, Crypto prices and valuations on Crypto exchanges have been volatile and subject to influence by many factors including the levels of liquidity on exchanges and operational interruptions and disruptions. The prices and valuation of Crypto remain subject to any volatility experienced by Crypto exchanges, and any such volatility can adversely affect Stacked's investments. Crypto exchanges are appealing targets for cybercrime, hackers and malware. Even the largest exchanges have ceased operations due to theft, fraud, security breach, liquidity issues, or government investigation. In addition, banks may refuse to process wire transfers to or from exchanges. Over the past several years, many exchanges have closed due to fraud, theft, government or regulatory involvement, failure or security breaches, or banking issues.

Any financial, security or operational difficulties experienced by such exchanges would likely result in Stacked's inability to recover money or Crypto being held by the exchange, or to pay Clients upon withdrawal. The daily trade volume of Crypto on any given exchange may only be a small fraction of total Crypto. The lack of a regulated market for Crypto and related assets means that market participants do not have as many mechanisms to hedge or create the liquidity

in the Crypto market that is typical of traditional capital markets. The Crypto market also currently lacks many institutional participants, which could help to stabilize the market. For these reasons, among others, Stacked may be unable to purchase or sell a digital asset as desired for an extended period of time.

In addition, given the unregulated market for Crypto exchanges and trading, it is possible that trading in Crypto assets can be subject to a variety of trading risks associated with exchanges, including, but not limited to: lack of circuit breakers by Crypto exchanges; market manipulation, including by persons who on an undisclosed basis own or accumulate a large position in particular tokens and as a result have the ability to affect market prices; unlawful wash trading; fraudulent trading, including by persons who write underlying Crypto code allowing them to bypass security protocols on tokens; and Crypto exchanges or platforms denying peg status for coin offerings pegged, for example, to a reserve currency.

Trade Errors

Given the nature of digital assets and relatively new and unregulated nature of the Crypto market and exchanges, in the event a Crypto exchange were to make a trade error in executing an order for a Client's account, it the exchange may not be able to reverse the trade in whole or in part. If a trade error were to occur we do not guarantee the ability to reverse the trade, and its resolution. This includes, but is not limited, to errors in an Author's trade signals, or failure by a Crypto exchange to send or receive trade signals. The Client will bear any financial gain or loss associated with trade errors in their accounts.

Stolen or Incorrectly Transferred Digital Currencies and 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 or theft of Crypto generally will not be reversible, and Stacked may not be able to seek compensation for any such transfer or theft. It is possible that, through computer or human error, or through theft or criminal action, a Clients' Crypto assets could be transferred in incorrect amounts or to unauthorized third parties. To the extent that Stacked is unable to seek a corrective transaction with such third party or is incapable of identifying the third party that has received a Client's Crypto assets through error or theft, Stacked will be unable to revert or otherwise recover incorrectly transferred Crypto. To the extent that Stacked is unable to seek redress for such error or theft, such loss could adversely affect Clients' investments.

Amendments to a Digital Assets Network's Protocols and Software Could Adversely Affect the Funds' Investment and Trading Activities

Crypto networks (collectively, "Networks") are typically based on protocols that govern peer-to-peer interactions between computers connected to a digital currency's or digital asset's Network. Crypto networks are not regulated, and persons participating in the creation and maintenance of Crypto networks and digital protocols are not required to be licensed or subject to qualification standards. Generally, the code that sets forth a digital currency's or digital asset's protocol is informally managed by a development team known as the core developers. A Crypto's core developers, miners, and/or users (each such core group in respect of a particular digital currency or digital asset, the "Community") can propose amendments to a Network's source code through one or more software upgrades that alter such Crypto's protocols, the software that govern its Network and the properties of the digital currency or digital asset itself, including, but not limited to, the irreversibility of transactions and limitations on the mining/creation of new Crypto units. To the extent that a majority of a Community installs such software upgrade(s), such Crypto's Network could be subject to new protocols and software that may adversely affect a Client's investment and trading activities. If less than a majority of a Community installs such software upgrade(s), such digital Crypto's Network could "fork."

Many Crypto are open-source projects and, although there may be an influential group of leaders in a specific Community, there may be no official developers or group of developers that formally control the applicable Network. For many Crypto, any individual can download the applicable Network software and make any desired modifications, which are proposed to the relevant Community through software downloads and upgrades. However, the Community must usually consent to those software modifications by downloading the altered software or upgrade that implements the changes; otherwise, the changes do not become a part of that Network. A developer or group of

developers could potentially propose a modification to a Network that is not accepted by the applicable Community, but that is nonetheless accepted by a substantial portion of such Community. In such a case, a “fork” in the blockchain could develop and two separate Networks could result, one running the pre-modification software program and the other running the modified version (i.e., a second such Network in respect of the same Crypto). Such a fork in the blockchain typically would be addressed by Community-led efforts to merge the forked blockchains. This kind of split in a Network could materially and adversely affect the value of a Client’s investments and, in the worst-case scenario, harm the sustainability of the applicable Crypto’s economy.

Risk to Digital Currency and Digital Assets 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 currency and digital assets networks, it may be able to alter the blockchain on which the digital currency and/or digital assets transaction relies on by constructing alternate blocks if it is able to solve for such blocks faster than the remainder of the miners on the digital currency and/or digital assets 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 currency and digital assets or transactions using such control. Using alternate blocks, the malicious actor could double spend its own digital currency and/or 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 currency and digital assets networks or the digital currency and digital assets 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 a Client’s investments or the ability of Stacked to complete transactions.

Forks and Airdrops

A “fork” as described above or an airdrop (i.e., a free, unsolicited distribution of an asset to a recipient’s Crypto wallet) may affect the value of the original Crypto. The applicable exchange may (i) not accommodate the new Crypto; (ii) only accommodate the new Crypto after a significant period; or (iii) have a contractual right to claim the new Crypto for its own account. We do not monitor for forks or airdrops which are outside of our control and may occur for a variety of reasons, seek airdrops on behalf of Clients, and Crypto exchanges and token issuers typically do not notify us if a fork or airdrop were to occur. As a result of the foregoing, Clients may not benefit from Crypto provided through airdrops, and digital assets subject to forks may be rendered useless or of no or little value.

Digital Currency and Digital Assets Miners May Cease to Solve Blocks

If the award of new Crypto, as applicable, for solving blocks declines and transaction fees are not sufficiently high, miners may not have an adequate incentive to continue mining and may cease their mining operations. Miners ceasing operations would reduce the collective processing power on such Crypto network, which would adversely affect the confirmation process for transactions (i.e., decreasing the speed at which blocks are added to the blockchain until the next scheduled adjustment in difficulty for block solutions) and make such network more vulnerable to a malicious actor or botnet obtaining control in excess of fifty percent (50%) of the processing power on such network. Any reduction in confidence in the confirmation process or processing power of such network may adversely impact an investment in Crypto.

Broker-Dealer Registration

Stacked is registered as an investment adviser. If Stacked were deemed to be a broker-dealer, it would be subject to significant additional regulation. This could lead to changes with respect to the Platform, how Crypto are listed on the Platform, how Crypto listed on the Platform are purchased and sold and other issues, and would greatly increase Stacked’s costs in creating and facilitating transactions in Crypto listed on the Platform. It could lead to the suspension and/or termination of the Platform. In addition, a regulator could take action against Stacked if it views the Crypto

listed on the Platform and the Platform itself as a violation of existing law. Any of these outcomes would negatively affect the value of the Crypto listed on the Platform and/or could cause Stacked to suspend and/or cease operations.

State Regulations

Regulation of Crypto in the United States varies by state, and the regulations of certain States may limit the ability of Stacked to operate within those States. Certain States require persons to obtain a license to conduct a Crypto business. Accordingly, Stacked does not intend to operate in States that require such licensing. If an individual is a resident of a State that requires such licensing, that individual will not be permitted to be a Client of Stacked. If Stacked were deemed to be conducting an unlicensed Crypto business, it would be subject to significant additional regulation and/or regulatory consequences. This could lead to significant changes with respect to Stacked and the Platform and could greatly increase the operating costs of Stacked and the Platform.

Different State regulations could affect the transferability of Crypto. To the extent that State regulations differ, certain Crypto may only be tradable in specific states. This could decrease the demand for and market for Crypto.

Tax

Stacked does not provide tax advice nor is it responsible for tax matters for any of its Clients. The tax characterization of Crypto is uncertain. The purchase of Crypto may result in adverse tax consequences to a Client, including withholding taxes, income taxes, and tax reporting requirements. Trading of digital assets may generate taxable events, even if Clients do not realize gains or make withdrawals of assets from their accounts. Clients are encouraged consult with their tax advisor, and to review IRS Notice 2014-21 (the "Notice") that sets forth published guidance from the U.S. Internal Revenue Service released in 2014 concerning the consequences of transacting in Crypto. If a Crypto is characterized as a "virtual currency" for income purposes, then, under the Notice, the general rules applicable to property transactions would apply.

Intellectual Property Rights Claims May Adversely Affect the Operation of the Digital Currency and Digital Assets Network

Third parties may assert intellectual property claims relating to the operation of Crypto and their source code relating to the holding and transfer of such assets. Regardless of the merit of any intellectual property or other legal action, any threatened action that reduces confidence in the Crypto's long-term viability or the ability of end-users to hold and transfer Crypto may adversely affect Client investments. Additionally, a meritorious intellectual property claim could prevent Stacked and other end-users from accessing the Crypto network or holding or transferring their Crypto, which could force Stacked to terminate and liquidate account holdings.

The foregoing list of risks does not purport to be a complete enumeration or explanation of the risks involved in investing in digital assets given the evolving nature, legal and regulatory environment with respect to digital assets and the Crypto industry. Prospective Clients should read the entire Brochure that may be provided by us from time-to-time and consult with their own independent, legal, tax, and accounting advisers prior to engaging our services. Past performance is not a guarantee of future returns. Investing in Crypto involves a risk of loss that each Client should understand and be willing to bear.

Item 9 - Disciplinary Information

We have no reportable material legal or disciplinary events.

Item 10 - Other Financial Industry Activities and Affiliations

Stacked maintains arrangements with other third parties who author, engineer, or otherwise manage, certain Stacks and Strategies that we make available on our Platform. These third parties are not registered investment advisers. Where we charge subscription fees for Strategies, we share a portion of the management fee with the Authors of these Strategies. While we do not recommend Strategies, including on a personalized or discretionary basis, the fact that certain of our Strategies charge subscription fees and others do not, could potentially cause us to favor the presentation on our Platform of Strategies that charge subscription fees. We address this conflict by providing disclosure of the varying subscription fees

that are charged. Clients are not obligated to choose one Strategy, or Stack, over another, and Clients hold final authority in determining which Stack they would like to utilize for their accounts.

We also maintain arrangements with Crypto exchanges approved for participation on our Platform. See Item 4 at Our Platform for a listing of Crypto exchanges approved for participation on our Platform. With respect to international users, we receive compensation from exchanges. Exchanges must be approved for participation on and connected to our Platform before Clients can use them in conjunction with their accounts. We also provide marketing services for exchanges, such as by offering promotions of Strategies offered by exchanges for a free 30-day trial basis. Exchanges compensate us for these services by paying us a percentage of the commissions they charge for matching trades for Client accounts. Exchanges charge commissions on each trade, and we receive fees from the exchanges every time a Client's account executes a trade. These payments provide our primary source of revenue. This practice presents a conflict of interest, and it gives us and our supervised persons an incentive to recommend investment products and exchanges based on this compensation received, rather than on a Client's needs. We mitigate this conflict by disclosing this practice to our Clients here. We retain all such compensation from the exchanges, and we do not offset such compensation against our subscription fees.

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

We have adopted a Code of Ethics ("Code") consistent with Rule 204A-1 of the Advisers Act that reflects our commitment to conducting our business in accordance with all applicable laws and regulations and in an ethical and professional manner. In addition, we recognize that we have a fiduciary duty to the Clients whose accounts we manage, and that our employees must conduct their business on our behalf in a manner that enables us to fulfill this fiduciary duty. In this regard, our Code is premised on fundamental principles of openness, integrity, honesty and trust. In addition, among other things, our Code governs personal transactions by our employees, compliance with applicable federal securities laws, and the identification and reporting of violations of our Code.

From time to time, Stacked's employees will utilize the same Strategies and Stacks that are available on our Platform for their own Crypto accounts, and invest in the same digital assets that are recommend to Clients. This presents a conflict of interest in that we and our related person would have a personal interest in the market for the particular digital assets recommended, and thus have an incentive to recommend the same in which we or a related person has invested, is contemplating investing, or has taken a contrary view of the market. We mitigate such conflicts through our Code which requires that all such transactions must at all times comply with our Code, which places restrictions and/or prohibition on certain transactions, requires pre-clearance for certain transactions, and mandates periodic reporting of all personal trading and accounts to ensure compliance with our standards.

Clients and prospective Clients may receive a copy of our Code of Ethics upon request by contacting us at compliance@stackedinvest.com.

Item 12 - Brokerage Practices

We do not select or recommend brokers or dealers for Client transactions. As stated above, due to the digital nature of our Platform, for a Client to open an account with Stacked a Client must use a supported Crypto exchange on our Platform. For a list of Crypto exchanges currently supported on, our Platform, please see Item 4 at Our Platform. Clients hold the ultimate authority to select their preferred exchange that is supported on our Platform. We may consider supporting additional exchanges as Client needs arise.

Not all advisers require their Clients to direct brokerage or permit their Clients to direct brokerage. While we do not select exchanges for our Clients, we receive compensation for services we provide as described above. Because we accept compensation from exchanges with respect to international users, we have a conflict of interest in approving such exchanges for participation on our Platform, and in requiring Clients to use only exchanges that have been approved for our Platform. In addition, such relationships and arrangements could result in us being unable to achieve most favorable execution for Client transactions, and this practice could cost Clients more money. For further information regarding compensation we receive from exchanges with respect to international users, please see Item 5 and Item 10.

Given the nature of our services, we do not aggregate Client orders and instead place each Client's orders separately from one another. To the extent that we do not aggregate orders when we have the opportunity to do so, Clients can incur higher or differing transactional costs or prices than if we had aggregated their orders.

Item 13 - Review of Accounts

Stacked does not perform individual account reviews unless otherwise requested by a Client in conjunction with a specific Client inquiry or complaint. Stacked provides Clients with continuous access to their current account balances and positions through our Platform. Clients can utilize various tools to review their accounts and better understand their holdings and performance information. Clients should understand that while they may review their account information, trade statements, and holdings at any time through our Platform, the Client's exchange or custodian provides the information for the Client's account, trade statements, and stated value of account holdings, not Stacked. Clients should also understand that account holdings are valued by the Client's exchange or custodian, and exchanges and custodians use varying methodologies for valuing Crypto assets. Stacked does not review or verify information provided with respect to a Client's account by a Client's exchange or custodian, or otherwise verify valuations provided by exchanges or custodians. For further information, Clients should review carefully their customer agreements with their exchanges and custodians.

Clients utilizing Stacks and selecting for their accounts to be rebalanced consistent with the selected Stack, may select to have their account automatically rebalanced by the Stack on a weekly, monthly or quarterly basis depending upon the Client's account rebalancing preferences.

Item 14 - Client Referrals and Other Compensation

Stacked receives compensation from the exchanges our Platform supports for various services we provide them, including, but not limited to, marketing services, and ensuring that our Platform is and continues to be compatible with their services, and compensate us based on a portion of commission costs they receive from Clients. Receipt of compensation from third party exchanges in connection with the services we provide our Clients creates an incentive for Stacked to make such exchanges available on our Platform for Client use over others exchanges that do not provide compensation to us. For further information with respect to compensation arrangements with exchanges and associated conflicts of interest and how we mitigate such conflicts, please see Items 5 and 10.

Stacked also uses a third party, FirstPromoter, for Client referral marketing campaigns. FirstPromoter is a platform that allows SaaS companies utilizing the platform to track, manage, and optimize referral-based marketing programs. We typically pay a referral fee of 10-20% of revenue generated by Client referrals.

In addition, we also have a "Refer a Friend" program, whereby we pay a \$25 referral fee to a Client if they refer a friend who signs up for a Strategy on our Platform.

Item 15 – Custody

Stacked does not maintain custody of Client funds or securities. Custody of Client assets will be maintained by several non-affiliated exchanges that our Platform supports. Clients maintain custodial accounts and agreements directly with a custodian of their choice that is supported by our Platform. All Client assets will be custodied at the Client's respective custodian(s). Stacked does not have access to a Clients' private keys, does not hold Client funds, securities, or assets, and will have no liability with respect to custodial arrangements between a Client and its custodian or with respect to the acts, conduct or omissions of or by any custodian. Stacked will not have possession of Client funds or securities, or assets, or authority to obtain possession of the same. Clients should review their custodian agreements carefully, and contact their custodian with any questions regarding the custodial agreement and services.

Stacked does not send account statements to Clients. Crypto exchanges and custodians do not generally send account statements to Clients. Stacked does provide Clients with continuous online access to their accounts through our Platform, where Clients can access their current account balances and positions in writing. Clients can utilize various tools to review their accounts and better understand their holdings and performance information. Clients should understand that while they may review their account information, trade statements, and holdings at any time through our Platform, the Client's

exchange or custodian provides the information for the Client's account, trade statements, and stated value of account holdings, not Stacked. Clients should also understand that account holdings are valued by the Client's exchange or custodian, and exchanges and custodians use varying methodologies for valuing Crypto assets. Stacked does not review or verify information provided with respect to a Client's account by a Client's exchange or custodian, or otherwise verify valuations provided by exchanges or custodians. For further information, Clients should review carefully their customer agreements with their exchanges and custodians.

We also urge Clients to carefully compare the information provided on any reports, which are generally incident based, or other account information they receive through our Platform, with any account statements or information they may receive from their exchange or custodian to ensure that all account transactions, holdings and values are correct and current.

Item 16 - Investment Discretion

Stacked does not accept discretionary authority to manage securities, including Crypto account assets, on behalf of Clients.

As detailed above in Item 4, we provide Clients access to automated Strategies and Stacks for their accounts, which are selected by each Client for the Client's account on non-discretionary basis. Clients are encouraged to consult their own financial advisors and legal and tax professionals on an initial and continuous basis in connection with selecting and engaging the services of any investment adviser in any particular strategy, including Stacked, and Strategies or Stacks available on our Platform.

Item 17 - Voting Client Securities

As a general matter, given the nature of our advisory services, we do not receive or vote any proxy proposal, consents, or resolutions (collectively, "Proxies") on behalf of our Clients. Some digital asset features, including participation in governance activities, may be considered similar to participating in shareholder votes. Though some digital asset holders may vote on topics that directly or indirectly affect return on investment through on-chain governance, our infrastructure does not support this capability and makes no promise of doing so in the future.

In the event that we receive a Proxy, Stacked or the Client will direct the Client's custodian to forward any shareholder related materials directly to the Client's address on record. In addition, Stacked does not advise or act for Clients with respect to any legal matters, including bankruptcies and class actions, for the assets held in a Client's account.

Item 18 - Financial Information

Stacked does not require or solicit the prepayment of any advisory fees; it does not have any adverse financial condition that is reasonably likely to impair our ability to continuously meet our contractual commitments to our Clients, nor has Stacked been the subject of a bankruptcy petition at any time during the past ten years.