

**Part 2A of Form ADV: Firm Brochure**

**Item 1 - Cover Page**

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The date of this brochure is **March 28, 2023**.

**This brochure provides information about the qualifications and business practices of Equinox Partners Investment Management LLC (“Equinox Partners”). If you have any questions about the contents of this brochure, please contact us at 203-516-2270. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.**

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

**Equinox Partners is a registered investment adviser. Any reference to Equinox Partners Investment Management LLC as a “registered investment adviser” or as being “registered,” does not imply a certain level of skill or training.**

**Item 2 - Material Changes**

There have been no material changes to this brochure since the last annual update on March 30, 2022.

**Item 3 - Table of Contents**

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**Item 4 - Advisory Business**

A. Equinox Partners Investment Management LLC (“Equinox Partners,” and together with the general partners of certain funds it manages, the “Advisor,” “we” or “us”), (formerly known as Mason Hill Advisors LLC) is a Delaware limited liability company that was originally formed on December 24, 2004 and is principally owned by Sean Fieler.

B. We provide discretionary investment advice to the following private investment funds (collectively, the “Funds”): (i) Equinox Partners, L.P. (“Equinox Partners”); (ii) Equinox Fund International Ltd. (“Equinox International”); (iii) Kuroto Fund LP (“Kuroto Fund”); (iv) Kuroto Fund International Ltd. (“Kuroto International”); (v) Mason Hill Partners, LP (“Mason Hill Partners”), (vi) Equinox Partners Precious Metals Master Fund, L.P. (“Precious Metals Master Fund”), (vii) Equinox Partners Precious Metals Fund, L.P. (“Precious Metals Fund”), and (viii) Equinox Partners Precious Metals Offshore Fund, Ltd. (“Precious Metals Offshore Fund”). We also provide discretionary investment advice to separately managed accounts (the “Accounts”) intended for institutional investors and other sophisticated investors. Collectively, the Funds and Accounts advised by Equinox Partners are hereinafter referred to as “Clients.” Equinox Partners may in the future organize other investment funds or manage separately managed accounts that may either co-invest with the Funds or follow an investment program similar or different from the Funds’ program.

We invest and trade on behalf of our Clients in a manner described in each Fund’s offering documents and relevant Account advisory agreements.

C. Equinox Partners tailors its advisory services to the specific investment objectives and restrictions of each Client pursuant to the investment guidelines and restrictions set forth in each Fund’s confidential private placement memorandum, limited partnership agreement and other governing documents as well as Account advisory agreements and related documentation (collectively, the “Governing Documents”). Investors and prospective investors should refer to the Governing Documents for complete information on the investment objectives and investment restrictions.

D. We do not participate in wrap fee programs.

E. As of January 1, 2023, we managed \$777,734,019 in discretionary assets under management. We do not manage any assets on a non-discretionary basis.

**Item 5 - Fees and Compensation**

A. Our fees and compensation are described in the advisory contracts we enter into with our Clients.

**Equinox Partners:** We receive a management fee in advance on the first day of each fiscal quarter in an amount equal to the sum of (i) one-half of one percent (0.50%) of the first \$5,000,000 of net assets of Equinox Partners per calendar quarter, (ii) three-eighths of one percent (0.38%) of the next \$5,000,000 of net assets of Equinox Partners per calendar quarter, and (iii) one-quarter of one percent (0.25%) of the net assets of Equinox Partners in excess of \$10,000,000 per calendar quarter. Equinox Asset Management, LLC (“EAM”)

and Equinox Principals LLC ("Equinox Principals"), our affiliates, receive performance-based allocations generally as of the end of each fiscal year in an aggregate amount equal to 20% of the appreciation credited to the capital account of each limited partner for such fiscal year, subject to a high-water mark.

**Equinox International:** We receive a management fee in advance on the first day of each fiscal quarter in an amount equal to 0.375% (approximately 1.5% per annum) of the beginning capital account balance of each limited partner's capital account for such fiscal quarter. We waive the management fee at the Equinox Partners level with respect to Equinox International's investment therein. Equinox International is subject to the 20% performance-based allocation at the Equinox Partners level and is not subject to a performance-based allocation at the Equinox International level.

**Kuroto Fund:** We receive a management fee in advance on the first day of each fiscal quarter in an amount equal to 0.375% (approximately 1.5% per annum) of the beginning capital account balance of each limited partner's capital account for such fiscal quarter. EAM and Equinox Principals receive performance-based allocations generally as of the end of each fiscal year in an aggregate amount equal to 15 - 20% (based upon share class) of the appreciation credited to the capital account of each limited partner for such fiscal year, subject to a high-water mark.

**Kuroto International:** We receive a management fee in advance on the first day of each fiscal quarter in an amount equal to 0.375% (approximately 1.5% per annum) of the net asset value of the shares of Kuroto International on the first day of each calendar quarter. We waive the management fee at the Kuroto Fund level with respect to Kuroto International's investment therein. Kuroto International is subject to a 15% - 20% (based on share class) performance-based allocation at the Kuroto Fund level and is not subject to a performance-based allocation at the Kuroto International level.

**Mason Hill Partners:** We receive a management fee in advance on the first day of each fiscal quarter in an amount equal to 0.35% (approximately 1.4% per annum) of the beginning capital account balance of each limited partner's capital account for such fiscal quarter.

**Precious Metals Master Fund, Precious Metals Fund, Precious Metals Offshore Fund:** The Precious Metals Master Fund will pay us, from the applicable capital accounts of the Precious Metals Master Fund attributable to each series of shares of the Precious Metals Offshore Fund, and each limited partner of the Precious Metals Fund, a management fee quarterly in advance on the first day of each calendar quarter in an amount equal to 0.20% (approximately .80% on an annualized basis) as of such date. Precious Metals Fund and the Precious Metals Offshore Fund are subject to a 10% incentive fee for Class A shares/interests.

As permitted by the governing documents of the Funds, we may elect to waive all or part of the management fee and/or performance-based allocation with respect to the Advisor, its affiliates, their respective principals/employees, and any immediate family member, former spouse or next of kin thereof.

B. We deduct our management fees from the Funds quarterly in advance. Generally, Equinox Partners or an affiliate receives performance-based allocations or performance fee income from Client accounts on an annual basis in arrears and upon redemptions by investors in the Funds.

C. The Funds generally bear (i) all expenses associated with the ongoing administration of the Funds, including legal and accounting fees, (ii) all expenses incurred in connection with communications with investors and the ongoing offer and sale of interests in the Funds, (iii) all third party administration, accounting, tax preparation, audit, bookkeeping, governmental fees and taxes and legal and compliance fees and expenses of, or relating to, the Funds, and (vi) all trading and investment related costs and expenses (e.g., brokerage commissions, margin interest, expenses related to short sales, custodial fees and clearing and settlement charges). (See Item 12 "Brokerage Practices" below.)

We may also allocate a portion of certain Clients' capital to money market funds or exchange traded funds or private investment funds and accounts that are managed by other investment managers. In addition to the fees and expenses discussed above, investors will indirectly incur similar fees and expenses if we invest Clients' capital in such money market funds, exchange traded funds or private investment funds, as these funds in turn pay similar fees to their investment managers and other service providers.

Accounts that are separately managed generally bear fees, commissions and other expenses of brokers, dealers, Prime Brokers, Custodians, any third-party proxy voting service retained by Equinox Partners in respect of the Account, corporate action service, administrators or other similar service providers retained on behalf of the Account. Accounts shall pay all: (i) Prime Broker, brokerage and custodial fees, commissions and handling charges, transfer fees, registration costs, and other similar costs, fees of third party proxy voting or corporate action service providers (as applicable), and other expenses and fees arising out of Securities transactions to which the Client is a party, including any portion of such commissions attributable to research and brokerage services; (ii) taxes payable in relation to all transactions, assets, income and profits with respect to the Account; (iii) any expenses related to the purchase, monitoring, sale, settlement, custody or transfer of Account assets, if any; and (iv) interest and fees (including, without limitation, commitment, structuring, and underwriting fees) on margin loans, committed loan facilities, total return swaps and other indebtedness. In addition, the Client shall pay such non-recurring special out-of-pocket costs and expenses as may be authorized in advance by the Client.

D. Management fees are paid quarterly in advance. Investor capital account withdrawals for the Funds occur on the last day of any calendar quarter with appropriate written notice and therefore would not necessitate refund of any pre-paid fee.

E. Equinox Partners and our supervised persons do not accept compensation for the sale of securities or other investment products.

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

Equinox Partners' affiliates may be re-allocated annual performance-based allocations from the Funds and may receive performance-based fee income paid directly from separately managed account Clients which are based on a percentage of capital appreciation of Client assets (together "Performance-based compensation").

The terms of the performance-based compensation differ among the various Client accounts we manage, and Equinox Partners' affiliates may also have different interest in the Funds. This creates a potential conflict of interest in that Equinox Partners may have an incentive to favor Client accounts in which Equinox Partners or its affiliates have greater potential for financial gain. To avoid such a conflict of interest we generally follow documented procedures in allocating opportunities among Client accounts, which do not take into account the performance-based compensation or affiliate interests in the Funds (See Item 12, Section A.4, "Allocation of Investment Opportunities" below).

As the management fees and performance-based compensation are based directly on the net asset value of the Client accounts, we have a conflict of interest in valuing the assets held in the accounts. The net asset value of the Funds will generally be determined by the third-party administrator, subject to information and values provided by outside third parties (including the Advisor and its affiliates). The net asset value of separately managed account Clients will be determined by the valuation policies set forth in the relevant Account agreements.

**Item 7 - Types of Clients**

We provide investment advice to clients that are private investment funds and separately managed accounts. Fund investors are generally high net worth individuals and institutional investors that qualify as "accredited investors" (as defined in Rule 501 under the Securities Act of 1933, as amended) and, for certain funds, "qualified purchasers" (as defined under the 1940 Act).

The minimum investment in Equinox Partners, Equinox International, Kuroto Fund, Kuroto International, the Precious Metals Fund, and Precious Metals Offshore Fund is \$2 million and the minimum investment in Mason Hill Partners is \$1 million. We and our affiliates have the discretion to accept lesser amounts.

**Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss***A. Methods of Analysis and Investment Strategies Generally***General Investment Philosophy and Process**

The investment objective of the Funds is to achieve long-term appreciation of capital investing in a broad range of domestic, foreign, and emerging market securities.

**There can be no assurances that the Funds or Accounts will achieve their objectives or that they will not incur losses.**

The discipline of value investing incorporates an appreciation for superior and well-managed businesses.

Based on research into the investment fundamentals of individual securities, we seek to identify investment opportunities resulting from significant discrepancies between market valuation (price) and intrinsic worth (value) of superior businesses. Our research and analysis not only focuses on company specific data, but also takes into account broader market and economic factors. We make investment decisions based on a thorough study of candidate companies' public materials, often supplemented by interviews with management, suppliers, competitors and customers and visits to candidate companies' facilities. We may also seek additional information from interviews with other securities analysts and from conversations with other investors and/or experts. These investigations may require the retention of industry experts or others in gathering supplemental information.

The intrinsic worth of securities gleaned from the process described above is compared to the stock market valuation of the security. Only when securities appear substantially underpriced do we intend to purchase them for the appropriate Fund(s) and/or Account(s). When shorting (not applicable to Mason Hill Partners), we search for overvalued securities with an attractive risk/reward. Risk control is emphasized when shorting. Responsible amounts of leverage (not applicable to Mason Hill Partners) are employed to seek to increase returns.

A more detailed discussion of the investment strategies in which each Fund or Account may engage is contained in the applicable Fund's offering documents or Account agreements, which potential investors should review prior to investing.

*B. Certain Risks Associated with Methods of Analysis and Investment Strategies*

General Investment Risk. An investor should be aware that it may lose all or part of its investment in a Fund. We believe that each Fund's investment program and research techniques moderate this risk through careful selection of investments. However, no guarantee or representation is made that the investment program of any of the Funds will be successful.

Emerging Market Securities. To the extent a Fund invests in emerging market securities, it may be subject to specific risks associated with such securities. Stock markets in emerging market countries may have substantially less volume of trading and securities of companies in emerging market countries are generally less liquid and more volatile than securities of comparable U.S. companies. In certain periods, there may be little liquidity in such markets. There is less government regulation of stock exchanges, brokers and listed companies in emerging market countries than in the United States. Commissions for trading on emerging country stock exchanges are generally higher than commissions for trading on U.S. exchanges. In addition, settlement of trades in some non-U.S. markets is much slower and more subject to failure than in U.S. markets. Certain non-U.S. markets may also be subject to "daily limits" with respect to their securities trades. Furthermore, investments of a Fund may not be listed on any stock market or may be offered solely through foreign stock markets.

Exchange Rate Fluctuations; Currency Considerations. A Fund may invest a portion of its assets in the securities of non-U.S. issuers and other instruments denominated in non-U.S. currencies, the prices of which are determined with reference to currencies other than the U.S. dollar. The Funds, however, value their securities and other assets in U.S. dollars.



As a result, a Fund may seek, but is not required to protect the value of some portion or all of its portfolio holdings against currency exposure by engaging in hedging transactions, but there can be no assurance that such hedging transactions will be effective. A Fund may enter into forward contracts on currencies, as well as purchase put or call options on currencies, in various markets. In order to hedge against adverse market shifts, a Fund may purchase put and call options on stocks and write covered call options on stocks. There can be no guarantee that instruments suitable for hedging currency or market shifts will be available at the time when a Fund wishes to use them or will be able to be liquidated when a Fund wishes to do so. Moreover, in most emerging countries the markets for certain of these hedging instruments are not highly developed and in many emerging countries no such markets currently exist. Many emerging markets have hyper-inflationary economies where the risks associated with holding currency are significantly greater than in other, less inflationary markets.

It may not always be practicable or economical to hedge against currency exposure. To the extent unhedged, the value of a Fund's positions in non-U.S. investments will fluctuate with U.S. dollar exchange rates as well as the price changes of the investments in the various local markets and currencies. In such cases, an increase in the value of the U.S. dollar compared to the other currencies in which a Fund makes its investments will reduce the effect of any increases and magnify the effect of any decreases in the prices of such Fund's securities in their local markets and may result in a loss to such Fund. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect on a Fund's non-U.S. dollar investments.

Furthermore, a Fund may incur costs in connection with conversions between various currencies. Non-U.S. currency exchange dealers realize a profit based on the difference between the prices at which they are buying and selling various currencies. Thus, a dealer normally will offer to sell currency to a Fund at one rate, while offering a lesser rate of exchange should such Fund desire immediately to resell that currency to the dealer.

Investments in Emerging Country Unlisted Securities. To the extent that a Fund invests in unlisted emerging country securities, including investments in new and early stage companies, such investing may involve a high degree of business and financial risk that can result in substantial losses. Because of the absence of any trading market for these investments, it may take longer to liquidate, or it may not be possible to liquidate, these positions than would be the case for publicly traded securities. Although these securities may be resold in privately negotiated transactions, the prices realized on these sales could be less than those originally paid by a Fund. Further, companies whose securities are not publicly traded will generally not be subject to public disclosure and other investor protection requirements applicable to publicly traded securities. In the event there is no trading market for these investments, such investments will be valued based either on consistently applied objective standards, such as indications from unaffiliated brokers, an independent appraisal, or in accordance with other procedures deemed reasonable.

Debt Securities. To the extent a Fund invests in debt securities, such Fund may be subject to specific risks associated with such securities. Such Fund may invest in unrated or low-grade debt securities which are subject to greater risk of loss of principal and interest than higher-rated debt securities. Such Fund may invest in debt securities which rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer's assets. Such Fund may invest in debt securities which are not protected by financial covenants or limitations on additional

indebtedness. In addition, evaluating credit risk for foreign debt securities involves greater uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult.

Hedging Transactions. A Fund may utilize a variety of securities and other financial instruments, such as derivatives, options, interest rate swaps, caps and floors, futures and forward contracts, both for investment purposes and for risk management purposes. A Fund is not obligated and will not attempt to hedge all market or other risks inherent in its positions. While a Fund may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for such Fund than if it had not engaged in any such hedging transaction. Moreover, the Funds will always be exposed to certain risks that cannot be hedged, such as credit risk (relating both to particular securities and counterparties).

Counterparty Risk. Some of the markets in which a Fund may effect its 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. To the extent a Fund invests in swaps, derivative or synthetic instruments, or other over-the-counter transactions, on these markets, it may take a credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions which generally are backed by clearing organization guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered into directly between two counterparties generally do not benefit from such protections. This will expose a 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 such Fund to suffer a loss. Such "counterparty risk" will be accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where a Fund has concentrated its transactions with a single or small group of counterparties. The Funds will not be restricted from dealing with any particular counterparty or from concentrating any or all of their transactions with one counterparty. The ability of a Fund to transact business with any one or number of counterparties, the lack of any independent evaluation of such counterparties' financial capabilities and the absence of a regulated market to facilitate settlement may increase the potential for losses by such Fund.

In addition, disruption in the markets and negative perceptions about the short-term and long-term financial stability of a number of the third parties with which any of the Funds may do business, including brokerage firms and banks, could have a substantial negative effect on the performance of any of the Funds. Despite the recent willingness of market regulators, including the Federal Reserve, to take extraordinary actions in the face of market emergencies, a default or bankruptcy by any one of these third parties could result in substantial losses for any of the Funds.

Concentration of Holdings. Except as set forth in the organizational and offering documents of a Fund, there are no restrictions on the amount of a Fund's assets that may be invested in a particular security, geographic region, industry or sector. Thus, at any given time, it is possible that a Fund's investments may be concentrated in a particular geographic region, industry or sector, or a limited number or type of securities. This limited diversity could expose such Fund to losses disproportionate to market movements in

general if there are disproportionately greater adverse price movements in those investments.

Private Company Securities. To the extent a Fund invests in securities that are neither listed on a stock exchange nor traded over-the-counter, including privately placed securities, there may be a higher degree of business and financial risk than investing in listed securities, and such investing can result in substantial losses. As a result of the absence of a public trading market for these securities, they may be less liquid than publicly traded securities.

Equity Securities. To the extent that a Fund invests in equity securities, including, without limitation, common stocks, preferred stocks and convertible securities of U.S. issuers and non-U.S. issuers, it could be exposed to fluctuating values of such securities. Such fluctuations can occur in response to many factors, including, without limitation, the activities and financial condition of individual companies, the business market in which individual companies compete, industry market conditions and general economic environments.

Value Investing Risk. To the extent a Fund pursues a value-oriented investment approach by attempting to identify companies that are undervalued, such an investing style may perform better or worse than equity portfolios that focus on growth stocks or that have a broader investment style. Value stocks typically have prices that are low relative to factors such as the company's earnings, cash flow or dividends. A value stock may decrease in price or may not increase in price as anticipated if it continues to be undervalued by the market or if the factors believed to cause the stock price to increase do not occur.

Smaller Companies. While smaller companies may have potential for rapid growth, they often involve higher risks because they lack the management experience, financial resources, product diversification and competitive strength of larger corporations. These companies may have limited product lines, markets or financial resources or they may depend on a few key employees. In addition, their securities are often less widely held and trade less frequently and in lesser quantities, and their market prices often fluctuate more, than the securities of companies with larger market capitalizations.

Illiquid Investments. To the extent that a Fund invests in securities that are subject to legal or other restrictions on transfer or for which no liquid market exists, it may be subject to specific risks associated with such securities. The market prices, if any, for such securities tend to be volatile and a Fund may not be able to sell them when it desires to do so or to realize what it perceives to be a fair value in the event of a sale. The sale of restricted and illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Investment positions in illiquid securities could prevent a Fund from liquidating unfavorable positions promptly and subject such Fund to substantial losses. This could also impair such Fund's ability to make distributions to a withdrawing investor in a timely manner. All withdrawals will be subject to reserves for liabilities and contingencies in the sole discretion of the general partner or directors, as applicable, of each Fund.

In-Kind Distributions. To the extent a Fund invests its assets in illiquid securities, it may not be able to readily dispose of such illiquid securities and, in some cases, may be contractually prohibited from disposing of such securities for a specified period of time.

Withdrawal distributions may be made in securities, in cash or partly in securities and partly in cash. Investors receiving an in-kind distribution of Fund assets in satisfaction of a withdrawal request bear the risk that the value of such assets will fluctuate between the effective withdrawal date and the date of distribution. Assets distributed in-kind to an investor may be illiquid, difficult to value and/or subject to restrictions on distribution or transfer.

Investments in New Issues. To the extent a Fund purchases securities of companies in initial public offerings or shortly thereafter, it may be subject to specific risks associated with such securities. Such risk may include a limited number of shares available for trading, unseasoned trading, lack of investor knowledge of the company and limited operating history. These factors may contribute to substantial price volatility for the shares of these companies. The limited number of shares available for trading in some initial public offerings may make it more difficult for a Fund to buy or sell significant amounts of shares without an unfavorable impact on prevailing market prices. In addition, some companies in initial public offerings are involved in relatively new industries or lines of business, which may not be widely understood by investors. Some of these companies may be undercapitalized or regarded as developmental stage companies, without revenues or operating income, or the near-term prospects of achieving them.

In addition, investors that are “restricted,” as defined by FINRA, or are certain persons who are executive officers or directors of certain public companies or covered non-public companies (and persons who receive material support from them), may not participate, or may participate only to a limited extent, in the sole discretion of the Advisor and subject to the limitations of FINRA rules, in the receipt of “new issues.” To the extent that an investor is not allocated “new issues” or their participation in “new issues” is restricted, an investment in a Fund may not yield the same performance results as may be achieved by investors who are entitled to receive “new issues.”

Fixed Income Securities. Fixed income securities, including, without limitation, bonds, notes and debentures issued by corporations, debt securities issued or guaranteed by a government or one of its agencies or instrumentalities, and commercial paper, pay fixed, variable or floating rates of interest. To the extent a Fund invests in fixed income securities, the value of such securities will change in response to fluctuations in interest rates. In addition, the value of certain fixed-income securities can fluctuate in response to perceptions of credit worthiness, political stability or soundness of economic policies. Fixed income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (i.e., market risk).

High Yield Securities. High-yield securities are generally not exchange traded and, as a result, these instruments trade in a smaller secondary market than exchange-traded bonds. To the extent a Fund invests in high yield debt securities, investing in such securities involves risks which are greater than the risks of investing in higher quality debt securities. These risks include: (i) changes in credit status, including weaker overall credit conditions of issuers and risks of default; (ii) industry, market and economic risk; (iii) interest rate fluctuations; and (iv) greater price variability and credit risks of certain high yield securities such as zero coupon and payment-in-kind securities. While these risks provide the opportunity for maximizing return over time, they may result in greater upward and downward movement of the value of a Fund's portfolio. Furthermore, the value of high

yield securities may be more susceptible to real or perceived adverse economic, company or industry conditions than is the case for higher quality securities. The market values of certain of these lower-rated and unrated debt securities tend to reflect individual corporate developments to a greater extent than do higher-rated securities which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher-rated securities. Adverse market, credit or economic conditions could make it difficult at certain times to sell certain high yield securities held by a Fund. In addition, if a Fund invests in bonds of issuers that do not have publicly traded equity securities, it could be more difficult for such Fund to hedge the risks associated with such investments.

Global Investments. To the extent a Fund invests in securities of companies (and, from time to time, governments) of global jurisdictions, it may be required to account for certain considerations, including, without limitation, possible adverse political and economic developments, possible seizure or nationalization of deposits and possible adoption of governmental restrictions that might adversely affect the payment of principal and interest to investors located outside the country of the issuer, whether from currency blockage or otherwise. In addition, there may be less publicly available information about issuers which are generally not subject to uniform accounting, auditing and financial reporting standards and other disclosure requirements. Furthermore, some of the securities may be subject to brokerage taxes levied by governments, which has the effect of increasing the cost of such investment and reducing the realized gain or increasing the realized loss on such securities at the time of sale. Income received by a Fund from sources within some countries may be reduced by confiscatory taxation, withholding or other taxes on interest, dividends, capital gains or other income imposed by such countries. Any such taxes paid by a Fund will reduce its net income or return from such investments.

Additional costs could be incurred in connection with a Fund's global investment activities, including, but not limited to higher brokerage commissions. Expenses also may be incurred on currency exchanges when a Fund changes investments from one country to another. Increased custodian costs as well as administrative difficulties (such as the applicability of foreign laws to custodians in various circumstances, including bankruptcy, ability to recover lost assets, expropriation, nationalization and record access) may be associated with the maintenance of assets in global jurisdictions.

The laws of some foreign countries may limit a Fund's ability to invest in securities of certain issuers located in those countries. Investors from other countries are required to maintain a license to invest directly in many foreign markets, and there are risks associated with any license that a Fund seeks to maintain, including limitations on investments, possible license termination, revocation or suspension.

Investments in Distressed Securities. To the extent that a Fund invests in securities and private claims and obligations of domestic and foreign entities which are experiencing significant financial or business difficulties, such as loans, loan participations, claims held by trade or other creditors, non-performing and sub-performing mortgage loans, partnership interests and similar financial instruments, most of which are not publicly traded, it may be subject to a substantial degree of risk. A Fund may lose a substantial portion or all of its investment in a troubled loan or equity interest or may be required to accept cash or securities with a value less than its share of the investment. Among the risks inherent in investments in troubled entities is the fact that it frequently may be difficult to obtain information as to the true condition of such entities.

Highly Volatile Markets. The prices of derivative instruments, including futures and options, can be highly volatile. To the extent a Fund is invested in forward, future and other derivative contracts, it will be subject to the price movements of such contracts. Such movements will be influenced by, among other things, interest rates, changing supply and demand relationships, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies, futures and options. Such intervention is often intended to directly influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. A Fund also will be subject to the risk of the failure of any exchanges on which its positions trade or of their clearinghouses.

Leverage and Short Sales. To the extent a Fund seeks to maximize its investment position by purchasing securities on margin and through the use of derivatives, its possibilities of profit and loss will be increased. Borrowing money to purchase securities will provide a Fund with advantages of leverage but will expose it to capital risk and higher current expenses. Any gain in the value of securities purchased with borrowed money or income earned from these securities that exceeds interest paid on the amount borrowed would cause a Fund's investment profit to increase faster than would otherwise be the case. Conversely, any decline in the value of the securities purchased would cause a Fund's investment loss to increase faster than would otherwise be the case.

A short sale results in a gain if the price of the securities sold declines sufficiently between the time of the short sale and the time at which securities are purchased to replace those borrowed. A short sale results in a loss if the price of securities sold short increases or does not decline sufficiently to cover transaction costs. If a Fund engages in short selling, any gain would be decreased and any loss would be increased by the amount of any premium or interest which such Fund may be required to pay with respect to the borrowed securities. Purchasing securities or currencies to close out a short position can itself cause the price of the securities or currencies to rise further, thereby exacerbating a loss. Short sales on equities may expose a Fund to theoretically unlimited losses.

Market Disruption and Geopolitical Risk. A Fund is subject to the risk that geopolitical events will disrupt securities markets and adversely affect global economies and markets. War, terrorism and related geopolitical events have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on U.S. and world economies and markets generally. Likewise, systemic market dislocations of the kind surrounding the insolvency of Lehman Brothers in 2008 may be highly disruptive to economies and markets. Those events as well as other changes in U.S. and foreign economic and political conditions also could adversely affect individual issuers or related groups of issuers, securities markets, interest rates, credit ratings, inflation, investor sentiment, and other factors affecting the value of a Fund's investments. At such times, a Fund's exposure to the risks described in this Item will likely increase.

Market disruptions can prevent a Fund from implementing its investment program for a period of time and achieving its investment objective. For example, a disruption may cause a Fund's derivatives counterparties to discontinue offering derivatives on some underlying commodities, securities, reference rates, or indices or to offer such products on a more limited basis, or the current economic crisis may strain the U.S. Treasury's ability to satisfy its obligations.

Use of Derivatives (Including Futures, Options and Swaps) and Hybrid Securities. The Advisor has broad discretion to use derivative instruments and hybrid securities (which feature characteristics of multiple security types, often accomplished via a derivative component). A derivative is a financial contract the value of which depends upon, or is derived from, the value of underlying assets, reference rates or indices. Derivatives may relate to securities, interest rates, currencies or currency exchange rates, inflation rates, commodities and related indices, and include foreign currency contracts, swap contracts, futures contracts, options, forward contracts, repurchase or reverse repurchase agreements or other over-the-counter contracts. A Fund may use derivatives for many purposes, including as a substitute for direct investment, as a way to adjust its exposure to various securities, markets and currencies without actually having to sell existing investments and/or make new investments, and as a means to hedge other investments and to manage liquidity and excess cash.

All derivative instruments involve risks different from, and potentially greater than the risks associated with investing directly in securities and other more traditional assets, including, among other risks, management risk, counterparty risk, documentation risk, liquidity risk, and leverage risks. Derivative products are specialized instruments that require investment techniques and risk analyses different from those associated with stocks and bonds. The use of a derivative requires an understanding not only of the underlying instrument but also of the derivative itself. In particular, the use and complexity of derivatives require the maintenance of adequate controls to monitor the transactions entered into and the ability to assess the risk that a derivative adds to a Fund's portfolio. Uses of derivatives are subject to counterparty risk, illiquidity risk, and leverage risk, as described elsewhere herein. Other risks in using derivatives include the risk of mispricing or improper valuation of derivatives. This valuation risk is more pronounced when a Fund enters into over-the-counter derivatives with specialized terms because the value of those derivatives in some cases is determined in part by reference to similar derivatives with more standardized terms. Furthermore, derivatives also involve the risk that changes in their value may not correlate perfectly with the assets, rates or indices they are designed to track. Suitable derivatives are not available in all circumstances. Certain regulatory requirements may also limit a Fund's ability to engage in futures, options and swap transactions.

Commodity Risk. Direct or indirect investments in commodities such as oil, natural gas and metals may subject a Fund to greater volatility than investments in traditional securities and may cause a Fund to incur additional tax liability. The value of commodities and commodity-linked derivative instruments may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or factors affecting a particular industry or commodity, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments.

Operating Risks. The operation of oil and gas properties is subject to numerous risks inherent in the oil and gas industry, such as blowouts, cratering, explosions, uncontrollable flows of oil, natural gas or well fluids, fires, pollution, earthquakes and environmental risks. These risks could result in substantial losses due to injury and loss of life, severe damage to and destruction of property and equipment, pollution and other environmental damage and suspension of operations. Any offshore operations of investments will be subject to a variety of operating risks peculiar to the marine environment, such as hurricanes or other adverse weather conditions; to more extensive governmental

regulation, including regulations that may, in certain circumstances, impose strict liability for pollution damage; and to interruption or termination of operations by governmental authorities based on environmental or other considerations.

Exploration and Mining in General. Companies that mine precious and non-precious metals, and other similar materials will need to adequately explore and identify ore reserves and other deposits to extract the requisite amount of precious metals necessary for each company's business demands. The process of locating and securing mineable deposits can incur significant costs. If a company is unable to explore and/or locate a sufficient number of ores or deposits, or cannot implement a management structure or otherwise organize a successful apparatus to explore and/or locate such ores or deposits, such companies can be adversely affected.

Obtaining Necessary Grants and Permits. Each company that seeks to mine precious metals and other related materials will likely be required to obtain certain grants, permits or other similar legal or regulatory permission that would enable the company to lawfully conduct mining operations in a given area or zone. Applications for such permits, or renewals thereof, may be difficult to obtain based on the particular governmental or municipal body from which such applications are being sought, and failure to secure the necessary permits may prevent companies from successfully conducting their business. The granting of such permits is subject to ministerial discretion and there is no certainty that the permits applied for will be granted. There are also additional risks of material adverse changes in the government policies or legislation relevant to particular locations or ores and deposits that may affect the level and practicality of mining and exploration activities. Any issues involved with respect to a company's obtaining governmental permission may adversely affect the investment.

Environmental and Other Regulatory Regimes. There may be several environmental, as well as substantive legislative and regulatory, regimes with which a company may be required to comply from time to time in connection with its mining activities. Certain environmental-related laws and regulations may outright prohibit or significantly curtail certain land use, which may pose significant lost opportunities for a company. Additionally, the compliance apparatus necessary for a company to implement in order to comply with such regimes may be onerous and costly and may negatively affect a company's ability to achieve its business strategy. Such regulatory requirements may affect a company's ability to access and explore land and may lead to significant delays or a complete inability to achieve a particular business objective. Any adverse effect on a company could adversely affect the investment.

Risks of Owning Bullion. Investments in companies that directly own, or direct ownership of, gold or other types of bullion may result in additional risks, including the risk that part or all of the bullion could be lost, damaged, stolen or subject to government confiscation. Access to the bullion could also be restricted by natural events (such as an earthquake) or human actions (such as a terrorist attack). Any of these events may adversely affect an investment. Also, the Firm and the Fund's custodian will not independently verify the fineness or weight of the bullion, and if the bullion does not meet applicable standards, the bullion may not be permitted to be used to settle certain bullion trades. Since investments in bullion may not generate any investment income (unless the owners decide to lease the bullion), the sole source of return from such investments will be from gains realized on sales of bullion, and a negative return would be realized to the extent that bullion is sold at a



loss. Bullion may incur storage costs which are higher than similar custody fees paid on financial assets.

Options and other Financial Instruments. Market prices for bullion and bullion related assets and financial instruments may fluctuate sharply over short periods of time due to such factors as changes in inflation or deflation or expectations regarding inflation or deflation; the availability of bullion supplies; bullion sales by governments and central banks; investment speculation; cyclical economic conditions; political events; and economic and monetary policies of various countries. Production may be affected by actions of and changes in governments, and some of the sources of certain bullion are countries that have the potential for instability. For example, the majority of gold producers are domiciled in a relatively few number of countries including Australia, Canada, Russia, South Africa and the United States, and thus, instability in a gold producing country can have a greater effect on the price of gold than if the gold producing countries were more diversified.

\* \* \*

The description of the risks above, is only a summary. A more detailed discussion of the risks associated with the investment strategies in which each Fund or Account may engage is contained in the applicable Fund's offering documents or Account agreements, which potential investors should review prior to investing.

C. Equinox Partners does not primarily recommend a particular type of security.

#### **Item 9 - Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Equinox Partners or the integrity of Equinox Partners' management. Equinox Partners has no information applicable to this Item.

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

A. Equinox Partners and our management persons are not registered, and do not have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

B. Equinox Partners and our management persons are not registered, and do not have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

C. Below we describe any relationship or arrangement that is material to our advisory business or to our Clients that we or any of our management persons have with any related *person* listed below:

**1. Broker-dealer, municipal securities dealer, or government securities dealer or broker**

*Not applicable.*

**2. Investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)**

We and our related persons manage a number of pooled investment vehicles which are deemed to be our related persons. These vehicles include the Funds.

The management of multiple pooled investment vehicles may result in conflicts of interests when we and our related persons allocate our time and investment opportunities among the Funds and other Clients. In addition, the compensation earned by us and our related persons from each of the Funds may differ from one another and other Clients. We and our related persons will generally follow documented procedures in allocating trades among such Funds and other Clients (*see Item 12 below*).

Subject to applicable law, we may effect transactions (generally for rebalancing purposes and to correct misallocations of trades) among Client accounts (including the Funds) in which one Client account will purchase securities from or sell securities to another Client account (including Funds in which we or our related persons may have a significant interest). This may result in a conflict of interest because a potential transaction may result in benefits to one transacting party that may be greater than the benefits to the other transacting party. In order to mitigate such conflicts, we effect such transactions only when we believe that such transactions are in the best interests of the applicable Clients and take steps to ensure that the transaction is consistent with the duty to seek best execution. Such transactions shall be effected for cash consideration, generally at the closing price of the particular security, and no brokerage commission or transfer fee shall be paid to us or our related persons in connection with any such transaction.

Our principal owner (and/or other related persons) may have a greater portion of their personal assets invested in certain of the Funds than in others. As a result, we may have a conflict of interest in allocating investment opportunities among the Funds. We will generally follow documented procedures in allocating trades among the Funds. (*See Item 12 below*).

**3. other investment adviser or financial planner**

EAM serves as general partner of Equinox Partners, the Kuroto Fund and Mason Hill Partners. Equinox Partners Precious Metals Fund GP LLC serves as general partner for the Precious Metals Master Fund and the Precious Metals Fund.

The respective principals of the general partners of the Funds and Equinox Partners may and do invest in, have investment responsibilities for, render investment advice to or perform other services, including investment advisory services, for personal and family accounts, house accounts, managed accounts, including, without limitation, other investment vehicles which may or may not have

investment programs similar to the Funds, and neither the Funds nor their limited partners or shareholders will have any rights with respect of investments for, and profits or other income earned from, such accounts. In addition, each of the general partners and/or Equinox Partners may determine, in its discretion, to participate in investments with persons not affiliated with the Funds.

Clients of the Advisor could be disadvantaged because of activities conducted by the Advisor or its affiliates for the other Funds or Clients as a result of, among other things: legal restrictions on the combined size of positions which may be taken for all accounts managed by the Advisor or its affiliates, thereby limiting the size of a Client's position; the difficulty of liquidating an investment for more than one account where the market cannot absorb the sale of the combined positions; and receiving confidential or material non-public information that will prevent a Client from engaging in certain transactions.

**4. Futures commission merchant, commodity pool operator, or commodity trading advisor**

*Not applicable.*

**5. Banking or thrift institution**

*Not applicable.*

**6. Accountant or accounting firm**

*Not applicable.*

**7. Lawyer or law firm**

*Not applicable.*

**8. Insurance company or agency**

*Not applicable.*

**9. Pension consultant**

*Not applicable.*

**10. Real estate broker or dealer**

*Not applicable.*

**11. Sponsor or syndicator of limited partnerships.**

See Item 10 C(3) above regarding related person general partners.

D. *Not applicable*

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

A. We have adopted a Code of Ethics (the “Code of Ethics”) which provides that we are committed to conducting our business in accordance with all applicable federal securities laws and in an ethical and professional manner. We seek to establish and maintain an environment of the highest ethical standard, and all of our employees are expected to uphold this standard. In addition, we recognize that we have a fiduciary duty to the investors in the private investment funds and other Client accounts we manage, and that all of our employees must conduct their business on our behalf in a manner that enables us to fulfill this fiduciary duty. In this regard, we have developed policies and procedures in our Code of Ethics that are premised on fundamental principles of openness, integrity, honesty and trust. It is generally improper for Equinox Partners or persons covered by the Code of Ethics to (i) use for their own benefit (or the benefit of anyone other than a Client) information about Equinox Partners' trading or investment recommendations for a Client or (ii) take advantage of investment opportunities that would otherwise be available for a Client. Equinox Partners encourages all members, officers and employees to establish sound investment practices. Although Equinox Partners does not specifically prohibit personal trading, Equinox Partners requires pre-clearance of all personal securities transactions and does discourage the practice of short-term momentum trading so as to avoid any appearance of impropriety. In addition, among other things, our Code of Ethics governs all personal investment transactions by our employees and requires employees to comply with applicable federal securities laws. We will provide a copy of our Code of Ethics to any Client or prospective Client upon request. We have also adopted policies with respect to gifts and entertainment and certain other outside activities of our employees.

B. Our principal owner and other management persons have significant personal investments in the Funds we manage. In addition our affiliates may be re-allocated performance-based allocations from these Funds and Equinox Partners may receive performance fee income paid directly from separately managed account Clients.

Subject to applicable law, we may effect transactions between Client accounts (generally for rebalancing purposes and to correct misallocations of trades) whereby one Client account will purchase securities from or sell securities to another Client account (*see Item 10, Section C.2 above*).

In the event that we effect a cross trade between an account in which we or our controlling persons own more than twenty five percent (25%) and another client account, such transaction may be deemed to be a principal transaction under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Such transactions may create a conflict of interest for us because we may put our or our control persons' interests in such accounts before the interests of our Clients in the other account. In order to mitigate this conflict of interest, we monitor the interests of our principals, their immediate family members and their affiliates in our Client accounts, and we will not effect any cross trades between accounts if we believe that such trade would result in a principal transaction unless:

- 1) We believe that such transaction is in the best interest of the Clients participating in the transaction; and
- 2) We obtain the consent of the applicable Clients as required by the Advisers Act.

C. Equinox Partners and its Supervised Persons are not prohibited from buying or selling securities or commodity interests for their own accounts. Pursuant to our personal securities trading policy, our members, officers and personnel, including members of their immediate families, must obtain preclearance from the Chief Compliance Officer or designee before purchasing or selling equity securities of any publicly traded company. This requirement extends to any right, warrant or option to purchase or sell such securities, whether the transaction is for an officer's, member's or associate's own account, one over which he or she exercises control or one in which he or she has a beneficial interest. Finally, copies of all personal account statements must be sent to our Chief Compliance Officer on a periodic basis. Our Chief Compliance Officer reviews compliance efforts with respect to this policy on a quarterly basis.

D. We may buy or sell securities for one Client at the same time that we or our related persons buy or sell the same security for one or more other Clients (including the Funds which are our related persons). This will typically happen when more than one Client is capable of purchasing or selling a particular security based on investment objectives, available cash and other factors. This may create a conflict of interest if one account may benefit from making the trade before or after the other account. We will aggregate trades, subject to our seeking best execution to avoid any such conflict of interest (*see Item 12*).

Our Supervised Persons may also trade securities for their own accounts that are the same securities that we are trading on behalf of our Clients (*see Item 11, Section C*).

## **Item 12 - Brokerage Practices**

### *A. Selection of Brokers*

Brokerage transactions are executed by various foreign and domestic securities broker-dealers (collectively, "brokers"), generally selected on the basis of obtaining the best overall terms available, which we evaluate based on a variety of factors, including the following: the ability to achieve prompt and reliable executions at favorable prices; the operational efficiency with which transactions are effected; the financial strength, integrity and stability of the broker; the quality, comprehensiveness and frequency of available research and related services; and the competitiveness of commission rates in comparison with other brokers satisfying our selection criteria. We may pay a broker a commission in excess of that which another broker might have charged for effecting the same transaction in recognition of the value of the brokerage, research and related services provided by the broker. Fewer brokerage firms exist in emerging markets than in U.S. markets. Accordingly, it is possible that trades in emerging markets will be executed through a broker or dealer due to the lack of options in an emerging market, regardless of commission rates or transaction costs. We need not solicit competitive bids and do not have an obligation to seek the lowest available commissions or other transaction costs.

We periodically evaluate the execution performance of the broker-dealers we use to execute Client transactions. We also evaluate, and seek to resolve, any conflicts of interest that we may have in selecting brokers to execute Client transactions.

1. Research and Other Soft Dollar Benefits

Equinox Partners uses a third-party soft dollar service provider. We trade almost exclusively through an outsourced trading solution that is a full-service broker-dealer. The range of services provided by the outsourced solution, such as execution management, custody and remittance of our commission sharing agreement (CSA) must fall within the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934, as amended ("Section 28(e)"). The range of services in addition to execution that are provided by our other full-service broker-dealers may or may not fall within the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934, as amended ("Section 28(e)"). Accordingly, we provide the following soft-dollar disclosure:

Soft dollar arrangements generally arise when an investment adviser obtains products and services, other than securities execution, from a broker-dealer in return for directing client securities transactions to the broker-dealer. Brokerage and research services may either be obtained from brokerage firms or paid for by brokerage firms and may include, but are not limited to, written information and analyses concerning specific securities, companies or sectors; news, quotation, statistics and pricing services, as well as discussions with research personnel and consultants; and software, data bases and other technical and telecommunications services and equipment utilized in the investment management process and consulting fees in connection with investigating and monitoring potential and existing investments.

In order to balance the need for quality research, we may have an incentive to select a broker based on our interest in receiving the research or other products or services offered by such broker, rather than in receiving the lowest commission cost. Since commission rates are generally negotiable, selecting brokers on the basis of considerations which are not limited to applicable commission rates may at times result in higher transaction costs than would otherwise be obtainable.

We also enter into securities transactions on behalf of Clients with broker-dealers that, as part of their bundled services, provide us with access to research, research-related services, and other services. Such services may be used to service all of the Clients and not exclusively in connection with the management of a specific account that has the relationship with the applicable broker-dealer. In addition, the Funds' prime brokers provide us with front and middle office services, including, without limitation, trading, clearing, reporting, and settlement for equities, fixed income, futures, options on futures, foreign currency and options on equities, among others. We may also execute trades on behalf of the Funds through such prime brokers, subject to best execution guidelines. Subject to applicable law, our prime brokers may also provide us with capital introduction services.

Soft dollar arrangements could pose a conflict of interest for us when such arrangements allow us to pay with Client commissions expenses that would otherwise be borne by us. To the extent that broker-dealers provide non-research products or services, including products or services that do not fall within Section 28(e), the Funds generally pay for such products or services that are Fund expenses in hard dollars to brokers.

During our last fiscal year, broker-dealers provided us with the following as part of their bundled services: (i) research, such as proprietary research from brokers, which may be written or oral; (ii) research products, such as databases and quotation services; and (iii)

services, such as research concerning market, economic and financial data; a particular aspect of economics or on the economy in general; statistical information; pricing data and availability of securities; financial publications; electronic market quotations; performance measurement services; analyses concerning specific securities, companies, industries or sectors; market, economic and financial studies and forecasts; appraisal services; and invitations to attend conferences or meetings with management or industry consultants, as well as local transportation costs and occasional meals and entertainment expenses.

During our last fiscal year, we have taken into account the quality, comprehensiveness and frequency of available research services and products considered to be of value provided by brokers when directing Client transactions to a particular broker. Brokers sometimes suggest a level of business they would like to receive in return for the research services and products they provide, however we have not committed to provide any level of brokerage business to any broker. We also periodically evaluate the execution performance of broker-dealers we use to execute Client transactions.

2. Brokerage for Client Referrals

*Not applicable.*

3. Directed Brokerage

*Not applicable.*

4. Allocation of Investment Opportunities

Subject to the requirements of a Fund's organizational and offering documents and relevant Account advisory agreements, to the extent a particular investment is suitable for multiple Clients of the Advisor, such investments will be allocated between Clients in a manner that is fair and equitable under the circumstances to all Clients taking into account factors including, but not limited to, the relative amounts of capital available for new investments, relative exposure to short-term market trends, the tax situation and the respective investment programs and portfolio positions of the applicable Funds and such other Clients. Such considerations may result in allocations of certain investments among a Fund and such other Clients on other than a *pari passu* basis, and investment performance of a Client account would be different (and potentially lower) than if there had been a *pari passu* allocation.

5. Trade Error Policy

Subject to applicable law, we will reimburse the applicable Client account(s) for net losses that occur as a result of trade errors resulting from our bad faith, willful misconduct or gross negligence.

We may correct misallocations of trades among Client accounts by re-allocating the applicable trade using the intended allocation methodology prior to the trade's settlement date. If an erroneous allocation cannot be corrected prior to or after settlement, we may, if appropriate and subject to applicable law, correct such erroneous allocation by effecting a cross trade between Client accounts at the price at which the initial trade was effected.

**B. Aggregation of Orders**

We will aggregate Client trades, subject to seeking best execution. Aggregation, or “bunching,” describes a procedure whereby an investment adviser combines the orders of two or more clients into a single order for the purpose of obtaining better prices and lower execution costs. Aggregation opportunities for us generally arise when more than one Client is capable of purchasing or selling a particular security based on investment objectives, available cash and other factors. In such event, securities purchased or sold will generally be allocated among Client accounts on an average price basis. In the event of a partial fill, allocations generally will be made pro rata based on the initial order, but may be modified on a basis that the Advisor deems to be appropriate, including, for example, in order to avoid odd lots or de minimis allocations.

We may also aggregate subsequent orders for the same security entered during the same day with any previously filled orders. This determination may take into consideration changes in the market price of the security and differences in allocations among accounts.

**Item 13 - Review of Accounts**

A. Client portfolios are reviewed daily, and their performance analyzed, by our investment professionals, including, but not limited to, Sean Fieler. Client portfolios are also reviewed by members of our operations team to monitor compliance with applicable trading mandates and any applicable risks and/or operating guidelines. The Chief Compliance Officer is also involved in the review of trading activity and account allocations. Client investments are evaluated based on company fundamentals, valuations and such other considerations as we deem appropriate.

B. See Item 13A above.

C. On an annual basis, investors receive a copy of the relevant Fund’s annual audited financial statements and, where applicable, a statement of taxable income (form K-1). We may furnish Clients with periodic written unaudited performance reports on a monthly or quarterly basis at our discretion or pursuant to written agreement as applicable.

**Item 14 - Client Referrals and Other Compensation**

A. We execute securities transactions on behalf of Client accounts with broker-dealers that provide us with access to research and research-related services (*see Item 12*).

B. Equinox Partners does not currently compensate any third-party for Client referrals.

**Item 15 - Custody**

It is Equinox Partners’ policy to cause each Fund with assets over which Equinox Partners or a related person is deemed to have “custody” to be audited annually by an independent public accountant that is registered with and subject to regular inspection by the Public



Company Accounting Oversight Board (PCAOB), distribute audited financial statements, prepared in accordance with U.S. generally accepted accounting principles (“GAAP”), to investors no later than 120 days after the end of each fiscal year (180 days for funds of funds). In addition, upon the final liquidation of any such Fund, Equinox Partners will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP with respect to such Fund to all investors promptly after completion of the audit.

#### **Item 16 - Investment Discretion**

We have discretionary authority to manage securities accounts on behalf of our Clients which are subject to limitations set forth in each Fund’s offering and governing documents and relevant Account advisory agreements. See Item 4 C above.

#### **Item 17 - Voting Client Securities**

Equinox Partners has voting discretion over securities held in Clients’ accounts and commits significant time and resources to reviewing voting decisions. We take our obligations to both our Clients and the companies in which we are invested very seriously. Procedurally, we have adopted a proxy voting policy as part of our written compliance procedures which is summarized below.

- Our Chief Compliance Officer or designee works to obtain proxy material from brokers on behalf of Clients. Due to the nature of several countries where investments are held, some proxies may be more difficult to obtain than others while some may be unattainable. Certain other foreign companies may not accept proxy votes from foreign institutional investors. In such cases, depending on the significance of the vote, we may choose not to vote these shares.
- Upon the receipt of any proxy material, the analyst who covers the company will conduct an initial review of the material presented. That review may entail discussions with company management. Depending upon the nature of the questions raised by the review of the proxy material, the analyst may then present all relevant material for internal discussion. Any conflicts of interest are always brought to the attention of the CCO before any vote is decided upon.
- The CCO or his designee shall maintain a log that includes the following: (i) how the proxy was voted; (ii) the date the proxy was voted; and (iii) any additional information deemed necessary if it was in the best interest of clients to not vote the proxy.

Clients may obtain information on how the Advisor voted their proxies by contacting the Advisor through the contact information provided on the cover page of this brochure. Clients may obtain a copy of our proxy voting policy and procedures upon request.

#### **Item 18 - Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Equinox Partners’ financial condition. Equinox Partners has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients and has not been the subject of a bankruptcy proceeding.