

## **Annual Report of the Independent Review Committee of the 3iQ Corp. Group of Funds**

February 8, 2024

Dear Securityholder,

In accordance with **National Instrument 81-107 *Independent Review Committee for Investment Funds*** ("NI 81-107" or the "Instrument"), 3iQ Corp. (the "Manager") established an Independent Review Committee (the "Committee" or "IRC") on April 6, 2020 whose mandate has now increased to all the funds listed at the end of this Report (the "Funds"). The IRC has functioned in accordance with the applicable securities laws and is composed of three individuals, each of whom is independent of the Fund, the Manager and each entity related to the Manager (as defined in the Instrument).

The IRC is pleased to publish its annual report to securityholders, covering the period from January 1, 2023 to December 31, 2023 (the "Reporting Period").

### **Mandate of the IRC**

In accordance with the Instrument, the mandate of the IRC is to consider and provide decisions to the Manager on conflicts of interest to which the Manager may be subject when managing the Funds. The Manager is required under the Instrument to identify potential conflicts of interest inherent in its management of the Funds, develop written policies and procedures guiding its management of those conflicts and request input from the IRC on those written policies and procedures, (hereinafter referred to as the "Conflict of Interest Matters manual").

When a conflict matter arises, the Manager must refer its proposed course of action in respect of such conflict to the IRC for its review. While certain matters require the IRC's prior approval, in most cases the IRC will provide a decision to the Manager as to whether, in the opinion of the IRC, the Manager's proposed action provides a fair and reasonable result for the Funds. For recurring conflict of interest matters, the IRC can provide the Manager with a Standing Instruction ("SI"). The SI enables the Manager to proceed with certain matters without having to refer them to the IRC each time for approval, provided the Manager deals with the conflicts in accordance with the SI.

The IRC is empowered to represent the best interest of the Funds in any matter where the Manager has referred a conflict of interest matter to it. In those cases, the IRC has sought to ensure that the Manager's proposed course of action represents a fair and reasonable result for the Funds.

The IRC has engaged Independent Review Inc. to assist it in its duties in accordance with the provisions of the Instrument and the IRC's written charter, to provide certain administrative and record keeping functions, and to act as the IRC's independent secretariat.

## **Composition of the IRC**

The current members of the IRC and their principal occupations are as follows:

<b>Name and Municipality of Residence</b>	<b>Principal Occupation</b>	<b>Term of Office</b>
Eamonn McConnell, Chair, Toronto Ontario	Consultant, Managing Director, Kensington Capital	Appointed on April 6, 2020 to April 5, 2023 Re-appointed from April 6, 2023 for a three year term until April 5, 2026
Greg Koegl, Montreal, Quebec	Real Estate Development and Investment Executive	Appointed on April 6, 2020 Re-appointed from April 6, 2021 for a three year term until April 5, 2024
William Woods, Toronto, Ontario	Independent Director	Appointed on April 6, 2020 to April 5, 2022 Re-appointed from April 6, 2022 for a three year term until April 5, 2025

Eamonn McConnell was re-appointed on March 10, 2023 for a further period of three years with effect from April 6, 2023.

## **Compensation and Indemnification**

### **Review of Compensation**

At least annually, the IRC reviews its compensation considering the following:

- the nature and extent of the workload of each member of the IRC, including the commitment of time and energy expected from each member;
- the number of meetings required by the IRC including special meetings to consider conflict issues brought to the Committee;
- industry best practices, including industry averages and surveys on IRC compensation; and,
- the complexity of the conflict issues brought to the IRC.

### **Members' Fees**

In aggregate, the IRC members were paid \$16,250 plus applicable taxes, during the Reporting Period which was allocated to each public fund managed by 3iQ Corp.

### **Indemnities Granted**

The Funds and the Manager have provided each IRC Member with a contractual indemnity in keeping with NI 81-107. No payments were paid to the IRC Members pursuant to this indemnity by the Funds or the Manager during the Reporting Period.

## **Disclosure of IRC Members' Holdings**

As of December 31, 2023, the IRC Members did not beneficially own, directly or indirectly:

- any units of any of the Funds;
- any interest in the Manager; or,
- any interest in a company or person that provides services to the Manager or the Fund.

## **Decisions and Approvals**

**On April 21, 2023**, the Manager proposed a course of action to enable staking in The Ether Fund and in the 3iQ Ether ETF (the “Ether Funds”). This will generate additional fees for the Manager as well as income for the Funds. The Independent Review Committee of the Ether ETF and Ether Fund reviewed the potential conflict of interest matters related to the Staking Activities. After reasonable inquiry and based on the information provided to the IRC by the Manager prior to and during the meeting, the IRC determined that the Manager's proposed course of action to enable staking in the Ether Funds and split of the revenue between the Manager and the unitholders provides a fair and reasonable result for each of the Ether Funds.

## **Standing Instruction Approved**

The IRC has approved one (1) SI. The Manager can proceed with the specific action(s) set out in an SI without having to refer the conflict of interest matter or its proposed action to the IRC, provided that the Manager complies with the terms and conditions of the SI. The SI required the Manager to comply with its related policy and procedures and to report periodically to the IRC.

## **Standing Instruction No. 1: Omnibus.**

This SI deals with several conflicts of interest matters including:

1. Fees and Expenses
2. Trade Allocations
3. Portfolio Pricing Issues
4. Pricing Errors and other Errors
5. Broker Selection and Soft Dollars
6. Proxy Policy
7. Outsourcing to Third-party Services
8. Personal Trading
9. Client Complaints
10. Capacity Issues

*(Amended February 7, 2024)*

## **Manager's Report on its Standing Instruction**

In accordance with the Instrument, the Manager provided a written report to the IRC describing its reliance on the SI during the Reporting Period. The Manager relied on the SI during the Reporting Period.

**Funds Covered by this Report**

The Bitcoin Fund  
The Ether Fund  
3iQ Bitcoin ETF  
3iQ Ether Staking ETF

This report is available on the Manager's website at <https://3iq.ca/> or you may request a copy, at no cost to you, by contacting the Manager at 1-416-639-2130 or by emailing the Funds at [info@3iq.ca](mailto:info@3iq.ca). This document and other information about the Funds are available on [www.sedar.com](http://www.sedar.com)

Yours truly,

*"Eamonn McConnell"*

Eamonn McConnell  
Chair of the IRC

**Schedule of all Independent Review Committees that IRC Members Sit on**

**Eamonn McConnell served as a member of the Independent Review Committees for the following funds:**

Investment funds that are reporting issuers, managed by 3iQ Corp.;

Investment funds that are reporting issuers managed by EHP LP;

Investment funds that are reporting issuers managed by Genus Asset Management Inc.;

Investment funds that are reporting issuers managed by Next Edge Capital Corp.;

*(resigned effective December 31, 2023)*

Investment funds that are reporting issuers managed by Ninepoint Partners LP; and,

Investment funds that are reporting issuers managed by SmartBe Wealth Inc.

*(ceased to be a member on July 31, 2023)*

**W. William Woods served as a member of the Independent Review Committees for the following funds:**

Investment funds that are reporting issuers, managed by 3iQ Corp

Investment funds that are reporting issuers, managed by Educators Financial Group Inc.

Investment funds that are reporting issuers managed by Ninepoint Partners LP

Investment funds that are reporting issuers managed by NEI L.P

Investment funds that are reporting issuers managed by Russell Investments Canada Limited

*(Resigned effective May 31, 2023)*

Investment funds that are reporting issuers managed by Spartan Asset Management Inc.