

3IQ COINSHARES BITCOIN ETF

Financial Statements

December 31, 2022 and 2021

3IQ COINSHARES BITCOIN ETF

Financial Statements

For the years ended December 31, 2022 and 2021

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Independent Auditor's Report

To the Unitholders of
3iQ CoinShares Bitcoin ETF

Opinion

We have audited the financial statements of 3iQ CoinShares Bitcoin ETF (hereafter "the Fund"), which comprise the statements of financial position as at December 31, 2022 and 2021, and the statements of comprehensive loss, the statements of changes in equity and the statements of cash flow for the year ended December 31, 2022 and for the period from commencement of operations on March, 31, 2021 to December 31, 2021, and notes to financial statements, including a summary of significant accounting policies, and the schedule of investment portfolio as at December 31, 2022.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as at December 31, 2022 and 2021, and its financial performance and its cash flows for the year ended December 31, 2022 and for the period from commencement of operations on March, 31, 2021 to December 31, 2021, in accordance with International Financial Reporting Standards (IFRS).

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the Fund in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the financial statements and the auditor's report thereon

Management is responsible for the other information. The other information comprises the information other than the financial statements and our auditor's report thereon included in Management's Report of Fund Performance.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Report of Fund Performance prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRS), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Fund's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Fund's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Louis Roy.

Raymond Chabot Grant Thornton LLP¹

Montréal
March 20, 2023

¹ CPA auditor, public accountancy permit no. A125741

3iQ CoinShares Bitcoin ETF

Statements of Financial Position As at December 31, 2022 and 2021

(Expressed in United States dollars)

	2022	2021
ASSETS		
Current assets		
Cash	\$ 287,379	\$ 944,199
Digital assets at fair value (Note 5)	191,936,666	929,182,411
Subscriptions receivable	—	384,513
	<u>192,224,045</u>	<u>930,511,123</u>
LIABILITIES		
Current liabilities		
Management fees payable (Note 6)	174,947	888,371
Accounts payable and accrued liabilities	130,866	121,552
Payable on investments purchased	—	319,093
	<u>305,813</u>	<u>1,329,016</u>
UNITHOLDERS' EQUITY		
Units	934,330,261	1,100,122,489
Deficit	(742,412,029)	(170,940,382)
Net assets attributable to holders of redeemable units	<u>191,918,232</u>	<u>929,182,107</u>
	<u>\$ 192,224,045</u>	<u>\$ 930,511,123</u>
Number of redeemable units outstanding	70,387,977	120,825,940
Net assets attributable to holders of redeemable units per unit	\$ 2.73	\$ 7.69

3iQ CoinShares Bitcoin ETF

Statements of Comprehensive Loss

For the years ended December 31, 2022 and 2021

(Expressed in United States dollars)

	2022	2021*
Income		
Net realized losses on sale of digital assets	\$(349,791,379)	\$ (79,669,155)
Net change in unrealized loss in fair value of digital assets	(215,317,849)	(83,294,562)
	<u>(565,109,228)</u>	<u>(162,963,717)</u>
Expenses		
Management fees (Note 6)	5,516,348	7,210,905
Custodian fees	739,200	906,913
Operating costs	522,059	289,407
Administration fees	65,781	47,511
Audit fees	60,248	—
Independent review committee fees and expenses	13,445	9,884
Legal fees	1,898	1,268
Unitholder reporting costs	3,612	495
Expenses before amounts absorbed by Manager	<u>6,922,591</u>	<u>8,466,383</u>
Expenses absorbed by Manager (Note 6)	560,172	489,718
Net Expenses	<u>6,362,419</u>	<u>7,976,665</u>
Net loss and comprehensive loss	<u><u>\$(571,471,647)</u></u>	<u><u>\$(170,940,382)</u></u>
Weighted average of the number of redeemable units outstanding during the period	95,264,573	107,243,700
Basic and diluted loss per unit**	\$ (6.00)	\$ (1.59)

*From the commencement of operations on March 31, 2021 to December 31, 2021.

**Based on the weighted average number of units outstanding during the years.

3iQ CoinShares Bitcoin ETF

Statements of Changes in Equity For the years ended December 31, 2022 and 2021

(Expressed in United States dollars)

	Units		Deficit	Total unitholders' equity
	Number	\$	\$	\$
2022				
Balance as at December 31, 2021	120,825,940	1,100,122,489	(170,940,382)	929,182,107
Net loss and comprehensive loss			(571,471,647)	(571,471,647)
Issuance of units	52,562,037	286,354,966		286,354,966
Redemption of units	(103,000,000)	(452,147,194)		(452,147,194)
Balance as at December 31, 2022	<u>70,387,977</u>	<u>934,330,261</u>	<u>(742,412,029)</u>	<u>191,918,232</u>
	Units		Deficit	Total unitholders' equity
	Number	\$	\$	\$
2021*				
Balance as at March 31, 2021	—	—	—	—
Net loss and comprehensive loss		(170,940,382)	(170,940,382)	
Issuance of units	173,260,940	1,457,826,313	1,457,826,313	
Redemption of units	(52,435,000)	(357,703,824)		(357,703,824)
Balance as at December 31, 2022	<u>120,825,940</u>	<u>1,100,122,489</u>	<u>(170,940,382)</u>	<u>929,182,107</u>

*From the commencement of operations on March 31, 2021 to December 31, 2021.

3iQ CoinShares Bitcoin ETF

Statements of Cash Flows

For the years ended December 31, 2022 and 2021

(Expressed in United States dollars)

	2022	2021*
Cash provided by (used in):		
Operating Activities		
Net loss and comprehensive loss	\$ (571,471,647)	\$ (170,940,382)
Adjustments for non-cash items		
Net realized losses on sale of digital assets	349,791,379	79,669,155
Net change in unrealized loss in fair value of digital assets	215,317,849	83,294,562
Change in non-cash balances		
Increase in accounts payable and accrued liabilities	9,314	121,552
(Decrease) Increase in management fees payable	(713,424)	888,371
Proceeds from sale of digital assets	453,066,945	355,890,013
Purchase of digital assets	(157,606,932)	(1,154,916,190)
Cash provided by (used in) operating activities	<u>288,393,484</u>	<u>(805,992,919)</u>
Financing Activities		
Proceeds from redeemable units issued	163,096,890	1,164,640,942
Payments for units redeemed	(452,147,194)	(357,703,824)
Cash (used in) provided by financing activities	<u>(289,050,304)</u>	<u>806,937,118</u>
(Decrease) Increase in cash during the year	(656,820)	944,199
Cash, beginning of year	<u>944,199</u>	<u>—</u>
Cash, end of year	<u>\$ 287,379</u>	<u>\$ 944,199</u>

*From the commencement of operations on March 31, 2021 to December 31, 2021.

3iQ CoinShares Bitcoin ETF

Schedule of Investment Portfolio As at December 31, 2022

(Expressed in United States dollars)

Quantity	Digital Assets owned	Average Cost (\$)	Fair Value (\$)	% of net asset value
11,608	Bitcoin	490,549,076	191,936,666	100.01
	Net investments owned	490,549,076	191,936,666	100.01
	Other liabilities, net		(18,434)	-0.01
	Net Assets Attributable to Holders of Redeemable Units		191,918,232	100.00

3iQ COINSHARES BITCOIN ETF

Notes to the Financial Statements

December 31, 2022 and 2021)

(Expressed In United States dollars)

1. Fund Organization and Nature of Operations:

3iQ CoinShares Bitcoin ETF (the “Fund”) is an exchange traded investment fund established as a trust which was created under the laws of the Province of Ontario pursuant to a Declaration of Trust dated March 31, 2021 as may be amended from time to time (the “Declaration of Trust”). The address of the Fund’s registered office is 2700 – 161 Bay Street, Toronto, ON M5J 2S1. The Fund commenced active operations on March 31, 2021. The units of the Fund are listed on the Toronto Stock Exchange (“TSX”) (equity symbols: BTCQ and BTCQ.U).

3iQ Corp. is the trustee, manager, portfolio manager and promotor of the Fund (the “Trustee” and “Manager”). The Manager is responsible for the management and administration of the Fund, including managing and directing the investments of the Fund. The Fund uses Tetra Trust Company as the custodian and Coinbase Custody Trust Company, LLC as the sub-custodian to oversee the retention, security and transfer of digital assets for the Fund (the “Custodian” and “Sub-Custodian”). The Custodian and Sub-Custodian are independent of the Manager. The Manager’s authorized staff are responsible for coordinating and executing transfers of digital assets between the source of the digital assets, primarily OTC brokers and trading platforms, and the custodial platform in use for the Fund. CIBC Mellon Global Securities Services Company is the administrator (“Administrator”) of the Fund.

The investment objective of the Fund is to seek to provide unitholders of the Fund with exposure to the digital asset bitcoin (“bitcoin”) and the daily price movements of the United States dollar price of bitcoin and the opportunity for long-term capital appreciation. To achieve its investment objectives, the Fund will invest in long-term holdings of bitcoin, purchased from reputable bitcoin trading platforms and OTC counterparties, in order to provide investors with a convenient, safer alternative to a direct investment in bitcoin. The Fund will not speculate with regard to short-term changes in bitcoin prices.

The success of the Fund depends on the continued services of the Manager and will be influenced by a number of risk factors associated with investments in bitcoin, including market liquidity and foreign currency exposure.

2. Basis of Presentation:

Basis of accounting

These financial statements have been prepared in compliance with International Financial Reporting Standards (“IFRS”) as well as the standards governed by the regulation National Instrument 81-106 – Investment Fund Continuous Disclosure.

The financial statements were approved and authorized for issuance by the board of directors of the Manager on March 20, 2023.

Functional and presentation currency

These financial statements are presented in United States dollars, which is the Fund’s functional currency.

3. Significant Accounting Policies:

The accounting policies set out below have been applied consistently to the periods presented in these financial statements.

3iQ COINSHARES BITCOIN ETF

Notes to the Financial Statements

December 31, 2022 and 2021)

(Expressed In United States dollars)

3. Significant Accounting Policies (Continued):

(a) Digital assets

Digital assets are an open-source software-based online payment system where payments are recorded in a public ledger using its own unit of account. The Fund holds digital assets generating profit based on the long-term appreciation in the price of bitcoin. The cost basis of the investments in the digital assets recorded by the Fund is the fair value of the digital assets at the time of purchase. The Fund measures digital assets inventory at its fair value less costs to sell, with any change in fair value less costs to sell being recognized in profit or loss in the period of the change on an average cost basis under the caption Net change in unrealized appreciation (depreciation) in fair value of digital assets. Costs to sell digital assets inventory are immaterial and no allowance is made for such costs.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

Digital assets inventory is derecognized when the Fund disposes of the inventory. Net realized gains or losses on sale are determined on an average cost basis and are recognized in profit or loss. Inventory shrinkage arising from denial of access to the economic benefits associated with ownership of digital assets inventory is recognized as an expense in profit or loss on identification.

Refer to Note 4 for further discussion of the Fund's accounting policy in respect of digital assets inventory valuation and the judgment made in determining that such inventory is carried as a commodity.

(b) Financial instruments

Recognition

Financial assets and financial liabilities are recognized on the Statements of Financial Position when the Fund becomes a party to the contractual provisions of the instrument. The Fund recognizes financial instruments at fair value upon initial recognition, plus transaction costs (where applicable).

Classification

The Fund classifies its financial assets, cash and subscriptions receivable based on the business model for managing the financial assets and the contractual terms of the cash flows. Financial assets are measured at amortized cost where the business model is to hold the financial asset to collect its contractual cash flows. The Fund classifies financial liabilities, accounts payable and accrued liabilities, management fees payable and payable on investments purchased at amortized cost using the effective interest method. The Fund reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Impairment of financial assets

Financial assets measured at amortized cost must be depreciated by the amount of expected credit losses. Given the very short maturity of these financial assets and the financial strength of the counterparties involved, the Manager believes that the risk of loss is very low. For this reason, no impairment was recorded for financial assets measured at amortized cost.

3iQ COINSHARES BITCOIN ETF

Notes to the Financial Statements

December 31, 2022 and 2021)

(Expressed In United States dollars)

3. Significant Accounting Policies (Continued):

(b) Financial instruments (Continued):

Derecognition

A financial asset is derecognized when the rights to receive cash flows from the asset have expired or the Fund has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either the Fund has transferred substantially all the risks and rewards of the asset, or the Fund has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expired.

(c) Fair value

The Fund primarily applies the market approach for recurring fair value measurements. Three levels of inputs may be used to measure fair value:

Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities

Level 2 – inputs other than quoted prices included in Level 1 that are observable or can be corroborated by observable market data

Level 3 – unobservable inputs that are supported by no market activity

(d) Net assets attributable to holders of redeemable units, per unit

The net assets attributable to holders of redeemable units, per unit is calculated by dividing the net assets attributable to holders of redeemable units by the total number of units outstanding at the end of the year.

(e) Basic and diluted loss per unit

The basic and diluted loss per unit is based on the net loss divided by the weighted average number of units outstanding during the years.

(f) Foreign currency translation

The Fund’s digital assets may be traded in foreign markets. The proceeds of the sale of those digital assets will be realized in the respective currency. Foreign currency positions are subject to gains and losses due to fluctuations in the respective exchange rates. Foreign currency and purchases of digital assets as well as sales of digital assets are translated into the reporting currency at the rate of exchange prevailing at the date of the transaction. Foreign exchange gains and losses on sales of digital assets are included in the Statements of Comprehensive Loss. Unrealized foreign exchange gains and losses on digital assets are included in Net change in unrealized loss in fair value of digital assets in the Statements of Comprehensive Loss.

3iQ COINSHARES BITCOIN ETF

Notes to the Financial Statements

December 31, 2022 and 2021)

(Expressed In United States dollars)

3. Significant Accounting Policies (Continued):

(g) Unitholder's equity

Units are classified as equity. Incremental costs directly attributable to the issue of new units are shown in equity as a deduction from the proceeds, net of tax, if applicable.

(h) Income tax

Under the Income Tax Act (Canada), the Fund is defined as a mutual fund trust. All of the Fund's net taxable income for tax purposes (including a sufficient portion of the net realized capital gains) in any period must be distributed to holders of redeemable units to ensure no income tax is payable by the Fund.

The Fund does not record income taxes. Hence, the tax benefit of capital and non-capital losses has not been reflected in the Statements of Financial Position as a deferred income tax asset.

4. Critical Accounting Estimates and Significant Judgments:

The preparation of financial statements in accordance with IFRS requires management to use accounting estimates. It also requires management to exercise its judgment in the process of applying the Fund's accounting policies. Estimates are continually evaluated and based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

The following are significant management judgments on applying policies of the Fund that have the most significant effects on the financial statements.

Functional currency

The Manager considers the United States dollar to be the functional currency in which the Fund operates, because it is the currency in which, in its opinion, most faithfully represents the economic effects of the underlying transactions, events and conditions of the Fund. Moreover, the United States dollar is the currency in which the Fund assesses its performance. The Fund issues and redeems its units in United States dollars.

Units classification

IAS 32 – Financial Instruments: Presentation (“IAS 32”) requires that redeemable units or shares of an entity that are equally subordinated but are not identical be classified as a financial liability. The Fund's redeemable units meet the criteria in IAS 32 for classification as equity, as a result of having only one class of units outstanding.

Investment entity

The Manager of the Fund evaluated the facts and circumstances to determine whether the Fund meets the definition of an investment entity under IFRS 10 Consolidated Financial Statements.

The Manager concluded that the Fund has more than one investor, the other investors are not related and evaluates their digital assets holdings at their fair value each reporting period. The Manager determined that the Fund does meet the definition of an investment entity, but notes that the Fund does not hold investments that would result in consolidation.

3IQ COINSHARES BITCOIN ETF

Notes to the Financial Statements

December 31, 2022 and 2021)

(Expressed In United States dollars)

4. Critical Accounting Estimates and Significant Judgments (Continued):

Digital assets inventory

The Manager considers that the Fund's digital assets are a commodity. As IFRS do not define the term "commodity", the Manager has considered the guidance in IAS -8 Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8") that allows an entity to consider the most recent pronouncements of other standards-setting literature bodies that use a similar conceptual framework to develop accounting standards, other accounting literature and accepted industry practice to the extent that these do not conflict with the requirements of IFRS and the International Accounting Standards Board Conceptual Framework. Under United States generally accepted accounting principles (US GAAP) as set out in the Master Glossary of Accounting Standards Codification, a "commodity" has been defined as "products whose units are interchangeable, are traded in an active market where customers are not readily identifiable and are immediately marketable at quoted prices". Based on this definition and the guidance in IAS 8, the Manager has therefore determined that digital assets are a commodity notwithstanding that digital assets lack physical substance.

The Fund's activities include buying and selling digital assets and, therefore, subsequent to initial recognition, digital assets inventory is held at fair value less costs to sell, reflecting the Fund's purpose of holding such digital assets inventory as a commodity in accordance with IAS 2 Inventories. As a result of the digital assets protocol, costs to sell digital assets inventory are immaterial and no allowance is made for such costs. Changes in the amount of digital assets inventory based on fair value are included in profit or loss for the year.

Estimation uncertainties

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

Fair value of digital assets

Digital assets consist of bitcoin (see Note 5 for fair value measurement) and are included in current assets.

5. Fair Value Measurement:

The following tables summarize the levels within the fair value hierarchy in which the fair value measurements of the Fund's investments fall as of December 31, 2022 and December 31, 2021:

December 31, 2022

	Level 1	Level 2	Level 3	Total
Assets				
Bitcoin	\$ —	\$ 191,936,666	\$ —	\$ 191,936,666

December 31, 2021

	Level 1	Level 2	Level 3	Total
Assets				
Bitcoin	\$ —	\$ 929,182,411	\$ —	\$ 929,182,411

3IQ COINSHARES BITCOIN ETF

Notes to the Financial Statements

December 31, 2022 and 2021)

(Expressed In United States dollars)

5. Fair Value Measurement (Continued):

Fair value

The digital assets that are held by the Fund are carried at fair value using Level 2 fair value measurements. The fair value of the digital assets as at December 31, 2022 is \$191,936,666 (December 31, 2021 – \$929,182,411). Due to fluctuations in the trading value of the digital assets, an unrealized loss of \$215,317,849 was recognized for the year ended December 31, 2022 (December 31, 2021 – \$83,294,562).

The value of bitcoin in the Fund's portfolio is based on the MVIS Crypto Compare Bitcoin Benchmark Rate Index ("BBR") maintained by MV Index Solutions GmbH ("MVIS"). The BBR measures the performance of a digital assets portfolio which invests in bitcoin, utilizing prices from selected exchanges. The closing value is calculated at 4:00 pm eastern standard time.

The estimated fair values of cash, subscriptions receivable, accounts payable and accrued liabilities, management fees payable and payable on investments purchased approximate their respective carrying values due to the short period to maturity.

6. Related Party Transactions:

Management fees

The Manager of the Fund is responsible for managing and directing the undertaking, operations and affairs of the Fund, including managing and directing the investments. The Fund pays an annual management fee to the Manager amounting to 1% of the Fund's net asset value calculated daily and payable monthly, plus applicable taxes, in respect of each of the units of the Fund.

During the year ended December 31, 2022, \$5,516,348 (December 31, 2021 – \$7,210,905) in management fees were charged by the Manager. These transactions occurred in the normal course of operations and the fees are measured at exchange value, which is the amount established and agreed to by the related parties.

As at December 31, 2022 and December 31, 2021 amounts of \$174,947 and \$888,371 were payable to the Manager and disclosed under the caption Management fees payable in the Statements of Financial Position.

Expenses absorbed by the Manager

In its discretion, the Manager may pay certain of the expenses of the Fund out of its own monies but any such payments shall not oblige the Manager to make similar payments in the future, and the Manager's payment of such expenses may be discontinued at any time, without notice to unitholders.

During the year ended December 31, 2022, the Manager absorbed \$560,172 (December 31, 2021 – \$489,718) of the Fund's expenses.

CoinShares agreement

On March 31, 2021 the Fund entered into an investment agreement with CoinShares Capital Markets (Jersey) Limited ("CoinShares"). The Manager agreed to rebate CoinShares' proportionate share of management fees and expenses incurred by the Fund in exchange for CoinShares' investment in the Fund.

Once the net asset value of the Fund exceeds \$2 billion (the "Threshold Amount"), the Manager shall pay to CoinShares an amount equal to 25% of the annual management fee due on any assets under management in excess of the Threshold Amount.

3iQ COINSHARES BITCOIN ETF

Notes to the Financial Statements

December 31, 2022 and 2021)

(Expressed In United States dollars)

6. Related Party Transactions (Continued):

For the year ended December 31, 2022, the Manager paid CoinShares \$5,418,895 (December 31, 2021 – \$7,097,326).

As at December 31, 2022, CoinShares owns 56,623,841 (December 31, 2021 – 107,537,844) units of the Fund valued at \$154,396,227 (December 31, 2021 – \$826,998,282).

7. Redeemable Units:

The Fund is authorized to issue an unlimited number of redeemable units of an unlimited number of classes, each of which represents an equal and undivided beneficial interest in the net assets and net income of the Fund attributable to such class. Each unit of each class entitles the holder to vote, with one vote for each unit, and to participate equally with respect to any and all distributions made by the Fund. Units of a class may be consolidated and/or reclassified by the Manager.

The units of the Fund are available to all investors.

Redemption of units

Unitholders may redeem units of the Fund for cash at a redemption price per unit equal to the lesser of 95% of: (i) the closing market price for the units on the TSX on the effective day of the redemption and (ii) the net asset value per unit.

A trading day for the Fund is each day on which: (i) a regular session of the TSX is held; and (ii) the primary market or exchange for the majority of the assets of the Fund is open for trading (“Trading Day”).

In order for a cash redemption to be effective on a Trading Day, a cash redemption request in the form prescribed by the Manager from time to time must be delivered to the Fund at its registered office by 9:00 a.m. (eastern standard time) on the Trading Day (or such later time on such Trading Day as the Manager may permit).

If a cash redemption request is not received by the delivery deadlines noted immediately above on a Trading Day, the cash redemption request will be effective only on the next Trading Day. Payment of the redemption price will be made by no later than the second Trading Day after the effective day of the redemption. The cash redemption request forms may be obtained from any registered broker or dealer.

Exchange of units

On any Trading Day, unitholders may exchange the Prescribed Number of Units (“PNU) for cash, or if agreed to by the Manager, for cash and/or portfolio assets held by the Fund.

To effect an exchange of the PNU, a unitholder must submit an exchange request in the form prescribed by the Manager from time to time to the Fund at its registered office by 9:00 a.m. (eastern standard time) on a Trading Day (or such later time on such Trading Day as the Manager may permit). The exchange price will be equal to the net asset value of the units on the effective day of the exchange request, payable by delivery of cash or, if applicable, assets. The units will be redeemed in the exchange.

If an exchange request is not received by the submission deadline noted immediately above on a Trading Day, the exchange order will be effective only on the next Trading Day. Settlement of exchanges will be made by no later than the second Trading Day after the effective day of the exchange request.

3iQ COINSHARES BITCOIN ETF

Notes to the Financial Statements

December 31, 2022 and 2021)

(Expressed In United States dollars)

7. Redeemable Units (Continued):

The exchange and redemption rights described above must be exercised through the Clearing and Depository Services Inc. (“CDS”) Participant through which the owner holds units. Beneficial owners of units should ensure that they provide exchange and/or redemption instructions to the CDS Participants through which they hold units sufficiently in advance of the cut-off times described above to allow such CDS Participants to notify CDS and for CDS to notify the Manager prior to the relevant cut-off time.

The Manager may suspend the redemption of units or payment of redemption proceeds of the Fund (i) under certain trading conditions and (ii) with the prior permission of the securities regulatory authorities, for any period not exceeding 30 days during which the Manager determines that conditions exist that render impractical the sale of assets of the Fund or that impair the ability of the Fund Administrator to determine the value of the assets of the Fund. The suspension may apply to all requests for redemption received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. All unitholders making such requests shall be advised by the Manager of the suspension and that the redemption will be effected at a price determined on the first Valuation Date following the termination of the suspension.

Distributions

The Fund does not intend to pay distributions to unitholders, other than the distribution of net income at year end, as described below.

On an annual basis, the Fund will ensure that its income and net realized capital gains, if any, have been distributed to unitholders to such an extent that the Fund will not be liable for ordinary income tax thereon. To the extent that the Fund has not distributed the full amount of its net income or capital gains in any year, the difference between such amount and the amount actually distributed by the Fund will be paid as a “reinvested distribution”. Reinvested distributions by the Fund, net of any required withholding taxes, will be reinvested automatically in additional units at a price equal to the net asset value per unit and the units will be immediately consolidated such that the number of outstanding units following the distribution will equal the number of units outstanding prior to the distribution.

In addition to the distributions described above, the Fund may from time to time pay additional distributions on its units, including without restriction in connection with a special distribution or in connection with returns of capital.

8. Capital Disclosure:

The capital of the Fund is represented by issued and redeemable units. The redeemable units are entitled to distributions, if any, and to the payment of a proportionate share based on the Fund’s net asset value per unit upon redemption. The Fund has no restrictions or specific capital requirements on the subscriptions and redemptions of units. The relevant movements are shown in the Statements of Changes in Equity. In accordance with its investment objectives and strategies, and the risk management practices outlined in Note 9, the Fund endeavors to invest the subscriptions received in bitcoin while maintaining sufficient liquidity to meet redemptions, such liquidity being augmented by short-term borrowings or disposal of investments where necessary.

Conversion of units

On May 14, 2021, The Bitcoin Fund announced that unitholders would have the voluntary option to convert all or part of their units into units of the Fund as an additional option in connection with The Bitcoin Fund’s annual redemption.

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8. Capital Disclosure (Continued):

On May 31, 2021, 7,098,564 units of The Bitcoin Fund (the "Conversion Units") were surrendered for conversion to units of the Fund. The Conversion Units were converted to 47,325,940 units of the Fund on June 1, 2021, valued at \$292,800,858.

On May 31, 2022, 3,591,213 units of The Bitcoin Fund (the "Conversion Units") were surrendered for conversion to units of the Fund. The Conversion Units were converted to 23,462,037 units of the Fund on June 1, 2022, valued at \$123,642,590.

9. Digital Asset Risk:

Management of digital asset risks

The Fund is subject to various risks including market risk, liquidity risk, and other risks related to its concentration in a single asset, namely bitcoin. Investing in bitcoin is highly speculative and volatile. The investment objective of the Fund is to track the market price of bitcoin, less the Fund's liabilities and expenses, by investing the assets of the Fund in bitcoin. As bitcoin prices rise or fall, the Fund should achieve those gains or suffer those losses. However, there can be no assurance that the Fund matches the gains in bitcoin. The Fund does not employ leverage as part of its investment strategy.

To the extent that private keys for bitcoin addresses are lost, destroyed or otherwise compromised and no backup of the private keys are accessible, the Fund may be unable to access the bitcoin held in the associated address and the bitcoin network will not be capable of restoring the private keys. The risk of losing private keys is mitigated by the services provided by the Sub-Custodian to maintain the safety of the private keys.

The processes by which bitcoin transactions are settled are dependent on the bitcoin peer-to-peer network and, as such, the Fund is subject to operational risk. A risk also exists with respect to previously unknown technical vulnerabilities, which may adversely affect the value of bitcoin.

Concentration risk

Concentration risk arises as a result of the concentration of exposures within the same category, whether it is geographical location, product type, industry sector or counterparty type. Currently, the Fund has its investment highly concentrated in a single asset, bitcoin, which is the mandate of the Fund. The Fund tracks the market price of bitcoin, less the Fund's liabilities and expenses, by investing the assets of the Fund in bitcoin.

The Custodian and Sub-Custodian

The bitcoins owned by the Fund are held by a highly reputable company in the industry that specializes in providing secure bitcoin storage platforms. The Custodian, and the Sub-Custodian, oversee the retention, security and transfer of bitcoins for the Fund. The Custodian and Sub-Custodian are independent of the Manager. The Custodian and Sub-Custodian are responsible for (i) establishing and maintaining one or more digital wallets and one or more cold storage vault accounts, which are specialized digital wallets for which private keys are maintained on computers or other devices that are not connected to the Internet or any other computer network, (ii) keeping the private keys that provide access to the digital wallets and vault accounts secure, and (iii) facilitating the transfer of bitcoins in accordance with the Manager's instructions.

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9. Digital Asset Risk (Continued):

Security risk

Bitcoins are controllable only by the possessor of both the unique public key and private key relating to the digital wallet in which the bitcoins are held. While the Bitcoin Network requires a public key relating to a digital wallet to be published when used in a spending transaction, if keys are lost or destroyed, this could prevent trading of the bitcoins.

Security breaches, computer malware and computer hacking attacks and bankruptcies have been a prevalent concern in the bitcoin exchange market since the launch of the Bitcoin Network. Any security breach caused by hacking could cause loss of bitcoin investments.

Bitcoin network risk

The open-source structure of the Bitcoin Network protocol means that the core developers of the Bitcoin Network and other contributors are generally not directly compensated for their contributions in maintaining and developing the Bitcoin Network protocol. A failure to properly monitor and upgrade the Bitcoin Network protocol could damage the Bitcoin Network.

10. Expenses:

In addition to the management fees, the Fund will pay all of its own expenses and all administration expenses incurred by the Manager for its duties as the manager to the Fund. Such fees and expenses to be borne by the Fund may include, without limitation: fees and expenses payable to the independent review committee of the Fund; brokerage and trading commissions and other fees and expenses associated with the execution of transactions in respect of the Fund's investment in bitcoin; fees payable to the registrar and transfer agent; fees payable to any custodians and/or sub-custodians for the assets of the Fund as well as the fees of the Fund Administrator and other service providers; licensing fee payable to MVIS to license the BBR; expenses relating to the monitoring of the relationships with the Custodian and Sub-Custodian and other organizations serving the Fund; legal, audit, and valuation fees and expenses; fees payable for listings, the maintenance of listings and filings or other requirements of stock exchanges on which any of the units of the Fund may become listed or quoted; securities regulatory authorities' participation fees; the preparation and supervision costs relating to the calculation and publication of the net asset value; costs and expenses of preparing, printing, and mailing financial and other reports to unitholders, material for unitholders' meetings and securities regulatory filings; costs and expenses of communication with unitholders; costs and expenses arising as a result of complying with all applicable securities legislation and other applicable laws, regulations and policies; all taxes (including income, capital, federal GST or HST, and provincial/territorial sales taxes); and costs associated with the provision of such other managerial and administrative services as may be reasonably required for the ongoing business and administration of the Fund. The Manager may, from time to time, in its sole discretion, pay a portion of any ongoing expenses of the Fund which would otherwise be payable by the Fund.

11. Indemnification of the Manager:

Under the terms of the Declaration of Trust, the Manager shall exercise its powers and discharge its duties thereunder honestly and in good faith and in the best interest of the unitholders of the Fund and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent investment fund manager would exercise in comparable circumstances. The Manager shall not be liable to the Fund or to any unitholder for any loss or damage relating to any matter regarding the Fund, including any loss or diminution

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11. Indemnification of the Manager (Continued):

in the value of the Fund property, except to the extent that the Manager has failed to meet the standard of care set forth above or otherwise failed to comply with its obligations under the Declaration of Trust.

The Manager, its director, officers, employees and agents shall be indemnified and saved harmless by the Fund from all claims in relation to the execution of the duties of the Manager other than any such claims and costs resulting from willful misconduct, bad faith, negligence on the part of the Manager or the failure to meet its standard of care.