

**THE BITCOIN FUND**  
Annual Management Report of Fund Performance

For the period from commencement of operations on April 9, 2020 to December 31, 2020

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## **Forward-Looking Statements (“FLS”)**

The annual Management Report of Fund Performance may contain forward-looking statements (“FLS”). FLS means disclosure regarding possible events, conditions or results of operations that is based on assumptions about future economic conditions and courses of action, and includes any future-oriented financial information (“FOFI”) with respect to prospective results of operations, financial position or cash flows that is presented either as a forecast or a projection. FOFI is FLS about prospective results of operations, financial position or cash flows, based on assumptions about future economic conditions and courses of action.

FLS can be identified by the use of forward-looking terminology such as “may”, “will”, “should”, “expect”, “anticipate”, “target”, “project”, “estimate”, “intend”, “continue” or “believe”, or the negatives thereof or other variations thereon or comparable terminology. Due to various risks and uncertainties, actual events or results or the actual performance of the Fund may differ materially from those reflected or contemplated in such forward-looking information and statements. Material risk factors that could affect actual results are identified under the heading “Risk Factors” in the Fund’s Prospectus. Investors are also cautioned that FLS is based on a number of factors and assumptions, including the Fund’s current plans, estimates, opinions and analysis made in light of its experience, current conditions and expectations of future developments, as well as other relevant factors. Before making any investment decisions, we encourage you to consider these and other factors carefully. All opinions contained in forward-looking statements are subject to change without notice and are provided in good faith but without legal responsibility.

## **Disclosure**

This annual management report of fund performance contains highlights but does not contain the annual financial statements of the Fund. You can get a copy of the annual financial statements at your request, at no cost, by calling 1-416-639-2130, by writing to us at 4800-1 King Street West, Box 160, Toronto, Ontario, M5H 1A1 or by visiting our website [www.3iq.ca](http://www.3iq.ca) or SEDAR at [www.sedar.com](http://www.sedar.com).

Securityholders may also contact us using one of these methods to request a copy of the Fund’s proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.

# THE BITCOIN FUND

## MANAGEMENT REPORT OF FUND PERFORMANCE

### Management Discussion of Fund Performance for the period from commencement of operations on April 9, 2020 to December 31, 2020

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This Management Report of Fund Performance represents the portfolio management team's view of the significant factors and developments affecting the Fund's performance and outlook for the period from commencement of operations on April 9, 2020 to December 31, 2020. Every effort has been made to ensure the information contained in this Management Report of Fund Performance is accurate and complete, however, the Fund cannot guarantee the accuracy or the completeness of this material. For more information, please refer to the Fund's Prospectus ("Prospectus"). In this report, "Manager", refers to 3iQ Corp., the Manager of the Fund. The "Fund" refers to The Bitcoin Fund. In addition, "net asset value" or "NAV" refers to the value of the Fund as calculated for transaction purposes, on which the discussion of Fund performance is based. All dollar figures are reported in United States dollars.

#### Investment Objective and Strategies

The investment objectives of the Fund are to seek to provide unitholders of the Fund with exposure to the digital asset bitcoin and the daily price movements of the U.S. dollar price of bitcoin, and the opportunity for long-term capital appreciation. To achieve its investment objectives, the Fund invests 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 does not speculate with regard to short-term changes in bitcoin prices.

#### Risk

The risks associated with investing in the Fund remain as discussed in the Prospectus. The Fund is suitable for investors looking for long-term capital appreciation of bitcoin and those who have the capacity to absorb a loss on their investment. The NAV of the units will vary according to the value of bitcoin included in the Fund's portfolio. The value of the bitcoin will be influenced by factors which are not within the control of the Fund or the Manager. The Fund was created to invest in bitcoin and is not expected to have exposure to any other investments or assets. Other than cash or cash equivalents, the Fund will invest substantially all of its assets in bitcoin. The NAV per unit may be more volatile than the value of a more broadly diversified portfolio and may fluctuate substantially over short periods of time. This may have a negative impact on the NAV of the units.

For the period ended December 31, 2020, there were no changes affecting the overall level of risk associated with an investment in the Fund. Therefore, the overall level of Fund risk and investor risk tolerance remains as stated in the Prospectus.

#### Results of Operations

During the period ended December 31, 2020, Class A units of the Fund returned 251.53%.

The net asset value of the Fund was \$528.1 million as at December 31, 2020. This was composed primarily of net sales of units of \$271.6 million, issuance costs paid of \$10.7 million and net income from operations of \$267.2 million for the period ended December 31, 2020.

The investment performance of the Fund includes income and expenses which vary year over year.

#### Market and Fund Performance Review

This data is sourced from Bloomberg with returns calculated net of fees and expenses by 3iQ Corp.

Over the period of April 9, 2020 to December 31, 2020, bitcoin moved from \$7,306 to \$29,166, a positive gain of 299.21%. The Fund's NAV performance over the same period was a positive gain of 251.53%. The Fund's market price return performance for the period was 276.80%.

# THE BITCOIN FUND

## MANAGEMENT REPORT OF FUND PERFORMANCE

### Management Discussion of Fund Performance for the period from commencement of operations on April 9, 2020 to December 31, 2020

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The Fund opened for trading on April 9<sup>th</sup> about mid-day and immediately moved higher from the subscription price of \$10.00 to close at \$11.00, at a premium to the NAV of the Fund of approximately 19.05%. The premium moved to 39% the next day.

Since its initial public offering, the Fund has completed the following further rounds of unit issuances:

- A new issue of Units on May 8, 2020, resulting in the listing of 4,084,829 Class A Units on the Toronto Stock Exchange (the "TSX"). In connection with this Offering, the Fund issued 2,655,633 Class A Units at a price of US\$11.87 per Class A Unit and 1,429,196 Class F Units at a price of US\$11.63 per Class F Unit. Immediately upon closing of this Offering, the Class F Units were reclassified as Class A Units on a one-for-one basis.
- A new issue of Units on June 26, 2020 resulting in the listing of 867,528 Class A Units on the TSX. In connection with this Offering, the Fund issued 443,500 Class A Units at a price of US\$11.71 per Class A Unit and 424,028 Class F Units at a price of US\$11.47 per Class F Unit. Immediately upon closing of this Offering, the Class F Units were reclassified as Class A Units on a one-for-one basis.
- A new issue of Units on November 10, 2020 resulting in the listing of 1,050,000 Class A Units on the TSX; the Units were offered at a price of \$24 per Class A Unit.
- A new issue of Units on November 20, 2020 resulting in the listing of 2,850,000 Class A Units on the TSX. In connection with this Offering, the Fund issued 2,000,000 Class A Units at a price of US\$20.25 per Class A Unit and 850,000 Class A Units at a price of \$26.50 per Class A Unit.
- A new issue of Units on November 30, 2020 resulting in the listing of 2,222,300 Class A Units on the TSX; the Units were offered at a price of US\$22.50 per Class A Unit.

From time to time, a discount to NAV has been observed for the Fund in the period of April 9 to December 31. The lowest discount was -5.15%. The largest premium observed was 39.17%. This is a function of investors buying and selling a limited number of shares on the Toronto Stock Exchange.

#### Recent Developments

The Fund established an at-the-market equity program pursuant to a prospectus supplement dated December 29, 2020, pursuant to which it was authorized to issue Class A Units having an aggregate sale price of up to \$150,000,000. No Class A Units were issued in 2020.

#### Related Party Transactions

As at December 31, 2020, the directors and officers of the Manager held 56,843 units of the Fund with a total market value of \$2,141,844.24.

#### Management fees:

The Manager 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 1.95% of the Fund's net asset value calculated daily and payable monthly, plus applicable taxes, in respect of each of the Class A Units and the Class F Units of the Fund. However, there are no Class F Units outstanding since they have been reclassified as Class A Units.

During the period ended December 31, 2020, \$1,844,595 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.

# THE BITCOIN FUND

## MANAGEMENT REPORT OF FUND PERFORMANCE

### Financial Highlights – December 31, 2020

The following table shows selected key financial information about the Class A Units of the Fund and is intended to help you understand the Fund's financial performance for the period since the inception date.

	December 31, 2020
<b>The Fund's Net Asset Value (NAV) per Class A Unit (1)(2)</b>	
<b>Net assets per share, beginning of period</b>	<b>\$ 10.00</b>
<b>Increase (decrease) from operations</b>	
Total revenues	0.00
Total expenses	(0.38)
Unrealized gains (losses)	36.61
<b>Total increase from operations (2)</b>	<b>36.23</b>
<b>Total annual distributions</b>	<b>-</b>
<b>Net asset value, end of period (3)</b>	<b>\$ 32.48</b>
<b>Ratios and Supplemental Data</b>	
Total net asset value (3)	\$ 528,067,814
Number of shares outstanding (3)	16,258,196
Management expense ratio (4)	3.29%
Trading expense ratio (5)	0.00%
Portfolio turnover rate (6)	0.15%
<b>Net asset value per unit</b>	<b>\$ 32.48</b>
Closing market price (3)	\$ 37.68

#### Notes:

- (1) This information is derived from the Fund's annual financial statements for December 31, 2020 and is not a reconciliation of beginning and ending net assets per unit.
- (2) Net assets and distributions are based on the actual number of units outstanding at the relevant time. The increase from operations is based on the weighted average number of units outstanding over the financial period.
- (3) This information is provided as at December 31, 2020
- (4) Management expense ratio is based on total expenses (excluding distributions, commissions, and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of daily average NAV during the period.
- (5) The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average NAV during the period.
- (6) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio manager manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the units in its portfolio once in the course of the period. The higher a fund's portfolio turnover rate in the period, the greater the trading costs payable by the fund in the period, and the greater the chance of an investor receiving taxable capital gains in the period. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

#### Annual Compound Returns

Annual compound returns are not presented as the Fund has been in operation for less than 12 months as at December 31, 2020.

# THE BITCOIN FUND

## MANAGEMENT REPORT OF FUND PERFORMANCE

### Summary of Investment Portfolio as at December 31, 2020

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The following table shows selected key financial information about the Fund.

<b>Portfolio Composition</b>		<b>All Holdings</b>	
<b>Sector Allocation</b>	<b>% of Net Assets Value</b>	<b>Issuer</b>	<b>% of Net Assets Value</b>
Digital assets	101.61	Bitcoin	101.61
		Cash	0.44
		Other assets and liabilities, net	(2.05)
<b>Total Portfolio Allocations</b>	101.61	<b>Total Percentage of Net Assets Value Represented by Holdings</b>	<b>100%</b>
<b>Total Net Assets Value (in millions)</b>	<b>\$ 528.068</b>		

The Investment Portfolio may change due to ongoing portfolio transactions of the Fund. Quarterly updates of the Investment Portfolio are available within 60 days of each quarter end.