

OSPREY POLKADOT TRUST

A Delaware Trust

Sponsored by

Osprey Funds, LLC
1241 Post Road, 2nd Floor
Fairfield, CT 06824
Telephone: (914) 214-4697
www.ospreyfund.io

Primary Standard Industrial Code: 6221

QUARTERLY REPORT

For the period ending September 30, 2023
(the “Reporting Period”)

Shares Representing Common Shares of Fractional Undivided Beneficial Interest
No Par Value Per Share Unlimited Shares Authorized
510,448 Shares Issued and Outstanding as of September 30, 2023
510,448 Shares Issued and Outstanding as of June 30, 2023

Osprey Funds, LLC (the “Sponsor”), on behalf of Osprey Polkadot Trust (the “Trust”), is responsible for the content of this quarterly report for the quarter ended September 30, 2023 (the “Quarterly Report”), which has been prepared to fulfill the disclosure requirements of the OTCQX U.S. marketplace. The information contained in this Quarterly Report has not been filed with, or approved by, the U.S. Securities and Exchange Commission (the “SEC”) or any state securities commission. Any representation to the contrary is a criminal offense.

All references to “the Trust,” “the Sponsor,” “the Issuer,” “Osprey Polkadot Trust,” “we,” “us” or “our” refers to the Trust or the Sponsor, as the context indicates. The Trust is a passive entity with no operations, and where the context requires, we provide disclosure with respect to the Sponsor, which administers the Trust.

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 (“Securities Act”) and Rule 12b-2 of the Securities Exchange Act of 1934).
Yes No

Indicate by check mark whether the company’s shell status has changed since the previous reporting period. Yes No

Indicate by check mark whether a change in control of the company has occurred over this reporting period. Yes No

This Quarterly Report reflects financial results through September 30, 2023. It was prepared as of November 3, 2023.

Capitalized terms used herein shall have the meanings ascribed to them in the Amended and Restated Declaration of Trust and Trust Agreement of Osprey Polkadot Trust, dated as of May 1, 2022 as amended by the Amendment No.1 dated December 1, 2022, and Amendment No. 2 dated March 15, 2023 (“Trust Agreement”) or the Confidential Private Placement Memorandum Offering Shares in Osprey Polkadot Trust (“PPM”), dated as of June 30, 2022.¹

¹ The Current version of the PPM is available from the Sponsor at www.ospreyfund.io.

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Exhibit 1: Unaudited financial statements as of September 30, 2023 and for the three and nine months ended September 30, 2023.

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report contains “forward-looking statements” with respect to the Trust’s financial conditions, results of operations, plans, objectives, future performance and business. Statements preceded by, followed by or that include words such as “may,” “might,” “will,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential” or “continue,” the negative of these terms and other similar expressions are intended to identify some of the forward-looking statements. All statements (other than statements of historical fact) included in this Quarterly Report that address activities, events or developments that will or may occur in the future, including such matters as changes in market prices and conditions, the Trust’s operations, the Sponsor’s plans and references to the Trust’s future success and other similar matters are forward-looking statements. These statements are only predictions. Actual events or results may differ materially from such statements. These statements are based upon certain assumptions and analyses the Sponsor made based on its perception of historical trends, current conditions and expected future developments, as well as other factors appropriate in the circumstances. You should specifically consider the numerous risks outlined under “Risk Factors” in our Annual Report. Whether or not actual results and developments will conform to the Sponsor’s expectations and predictions, however, is subject to a number of risks and uncertainties, including:

- the risk factors discussed in this Quarterly Report, including the particular risks associated with Polkadot and new technologies such as blockchain technology;
- the inability to redeem Shares;
- the economic conditions in the Polkadot industry and market;
- general economic, market and business conditions;
- the use of technology by us and our vendors, including Coinbase Custody Trust Company, LLC, the Trust’s Custodian, in conducting our business, including disruptions in our computer systems and data centers and our transition to, and quality of, new technology platforms;
- changes in laws or regulations, including those concerning taxes, made by governmental authorities or regulatory bodies;
- the costs and effect of any litigation or regulatory investigations;
- our ability to maintain a positive reputation;
- lack of an organized trading market for the Shares and the risk that any organized trading market that seeks to provide liquidity for the sale of Shares in the future will not provide sufficient liquidity for Shareholders seeking to sell their Shares or otherwise does not operate efficiently; and
- other world economic and political developments.

Consequently, all the forward-looking statements made in this Quarterly Report are qualified by these cautionary statements, and there can be no assurance that the actual results or developments the Sponsor anticipates will be realized or, even if substantially realized, that they will result in the expected consequences to, or have the expected effects on, the Trust's operations or the value of the Shares. Should one or more of the risks discussed under "Risk Factors" in our Annual Report or other uncertainties materialize, or should underlying assumptions prove incorrect, actual outcomes may vary materially from those described in forward-looking statements. Forward-looking statements are made based on the Sponsor's beliefs, estimates and opinions on the date the statements are made and neither the Trust nor the Sponsor is under a duty or undertakes an obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, other than as required by applicable laws. Moreover, neither the Trust, the Sponsor, nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. Investors are therefore cautioned against relying on forward-looking statements.

The risk factors included in our Annual Report continue to apply to us, and describe risks and uncertainties that could cause actual results to differ materially from the results expressed or implied by the forward-looking statements contained in this Quarterly Report. There have not been any material changes from the risk factors previously described in our Annual Report, except for as provided in "Item 7 – Other Information."

Item 1. The exact name of the issuer and the address of its principal executive offices.

The name of the Trust is Osprey Polkadot Trust.

The address of the Sponsor is: Osprey Funds, LLC
1241 Post Road, 2nd Floor
Fairfield, CT 06824

The Sponsor's telephone number is: (914) 214-4697

The Sponsor's website: The Sponsor maintains a corporate website, www.ospreyfund.io, which contains general information about the Trust and the Sponsor. The reference to our website is an interactive textual reference only, and the information contained on our website shall not be deemed incorporated by reference herein.

Investor relations contact: Osprey Funds, LLC
1241 Post Road, 2nd Floor
Fairfield, CT 06824
Telephone: (914) 214-4697
Email: IR@ospreyfund.io

Item 2. Shares outstanding.

The only class of securities outstanding is common shares of fractional undivided beneficial interest ("Shares"), which represent ownership in the Trust. The Trust's trading symbol on the over-the-counter ("OTC") Market of the OTC Markets Group Inc. is "ODOT" and the CUSIP number for its Shares is 68841K204.

During April 2021, the Trust began a continuous offering of an unlimited number of Shares with no par value, pursuant to Rule 506(c) under the Securities Act of 1933. All of the shares issued pursuant to this offering are restricted securities, subject to a minimum holding period of twelve months, unless the Trust becomes the SEC reporting entity, in which case the minimum holding period could be reduced to six months.

During June 2021, the Trust commenced an offering of Shares with no par value, up to \$10,000,000, each Share representing a fractional undivided beneficial interest in the Trust. All shares were sold to accredited investors in an offering of up to \$10,000,000 of Shares, dated June 1, 2021, registered in Connecticut and qualified in New York, pursuant to Rule 504 of Regulation D under the Securities Act of 1933 ("Rule 504 Offering"). The Rule 504 Offering closed on July 23, 2021.

As of September 30, 2023, there were unlimited Shares authorized, 510,448 Shares issued and outstanding. 13,389 of the Shares are restricted securities that may not be resold absent registration or an exemption from registration under the Securities Act, and 497,059 of the Shares are unrestricted securities. As of September 30, 2023, there were 43 Shareholders owning at least 100 Shares, and 43 Shareholders of record. This includes Cede & Co. as nominee for DTC for the Shares traded on OTC Market. Therefore, this number does not include the individual holders who

have bought Shares on OTC Market or transferred their eligible Shares to their brokerage accounts. Because most of the Trust's Shares are held by brokers and other institutions on behalf of unitholders, we are unable to estimate the total number of unitholders represented by these record holders.

Reverse stock split

On March 24, 2023 the Sponsor effected a 1-for-10 reverse stock split, where Shareholders received one Share of the Trust for every ten Shares held as of the conversion date. Shareholders who would have otherwise been entitled to fractional shares as a result of the reverse stock split received a cash payment in lieu of receiving fractional shares. The Shares in this this Quarterly Report were adjusted retroactively to reflect the reverse split.

Item 3. Interim financial statements.

The Trust's unaudited interim financial statements as of September 30, 2023 and for the three and nine months ended September 30, 2023 are attached as Exhibit 1 to this Quarterly Report. The historical results presented herein and therein are not necessarily indicative of financial results to be achieved in future periods. The Trust's unaudited financial statements attached as Exhibit 1 to this Quarterly Report are incorporated herein by reference and are considered as part of this Quarterly Report.

Item 4. Management's discussion and analysis.

The following discussion and analysis of our financial condition and results of operations should be read together with, and is qualified in its entirety by reference to, our unaudited financial statements and related notes attached as an exhibit to this Quarterly Report, which have been prepared in accordance with GAAP. The following discussion may contain forward-looking statements based on assumptions we believe to be reasonable. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those set forth under "Risk Factors" or in other sections of our Annual Report, and under "Cautionary Note Regarding Forward-Looking Statements."

Trust Overview

The investment objective of the Trust is solely for the Shares to realize long-term capital appreciation by tracking the price of DOT tokens, the native token to the Polkadot Network, as defined below ("DOT") on each business day, less liabilities and expenses of the Trust. The Shares are designed as a convenient and cost-effective method for investors to gain investment exposure to DOT without making a direct investment in DOT.

The Trust will not be actively managed. It will not engage in any activities designed to obtain a profit from, or to ameliorate losses caused by, changes in the market prices of DOT.

Proceeds received by the Trust from the issuance and sale of Shares will be used to acquire DOT. The Trust may accrue staked, forked or airdropped cryptocurrency coins from the Polkadot Network, or their respective U.S. dollar cash equivalents. Such DOT will in all cases be (1) owned by the Trust and held by the Custodian (other than Staked Rewards payable to the Sponsor; see

“Staking Rewards” below), (2) disbursed (after conversion to U.S. dollars, as applicable) to pay the Trust’s expenses, (3) distributed (after conversion to U.S. dollars, as applicable) to holders of the Trust’s Shares (“Shareholders”) in connection with the redemption of Shares, if and when redemptions of Shares are ever permitted, (4) distributed (after conversion to U.S. dollars, as applicable), to Shareholders as dividends, if and when dividends are ever paid and/or (5) liquidated in the event that the Trust is terminated or as otherwise required by law or regulation.

At this time, the Trust is not operating a redemption program for Shares and therefore Shares are not redeemable by the Trust. In addition, the Trust may halt issuances of Shares for extended periods of time. As a result, the value of the Shares of the Trust may not approximate, and when traded on any secondary market, the Shares may trade at a substantial premium over, or discount to, the value of the DOT held by the Trust, less the Trust’s expenses and other liabilities.

Trust Expenses

The Trust’s only ordinary recurring charge is expected to be the remuneration due to the Sponsor (the “Management Fee”). The Management Fee equals 2.50% of the Trust assets per annum. The Sponsor expects that the Trust will pay the Management Fee in monthly installments in arrears.

The Sponsor will bear the routine operational, administrative and other ordinary fees and expenses of the Trust (the “Assumed Expenses”); provided, however, that the Trust shall be responsible for any non-routine and ordinary expenses, including in addition to the Management Fee (and Staking Rewards), fees and expenses such as, but not limited to, taxes and governmental charges, expenses and costs, expenses and indemnities related to any extraordinary services performed by the Sponsor (or any other Service Provider, including the Trustee) on behalf of the Trust to protect the Trust or the interests of Shareholders, indemnification expenses, fees, and expenses related to public trading on OTC Markets, as defined below (“Extraordinary Expenses”).

Staking Rewards

The Sponsor is committed to supporting the Polkadot community and ecosystem. To this end, the Sponsor will ensure that a portion of DOT held by the Trust will be bonded by the Custodian to the Polkadot Network (“staked”) for purposes of running a node or multiple nodes on the network. DOT staked to the Polkadot Network receives network inflation and transaction fees in the form of DOT. Such rewards (“Staking Rewards”) are variable and will accrue to the benefit of the Sponsor only (i.e., paid entirely, promptly by the Trust to the Sponsor as received), and will be used, in part, to cover expenses related to operating the Trust. Any staking activity will have no material impact on the investment objective of the Trust which is to track the price of DOT.

Review of Financial Results

Unaudited financial statements as of September 30, 2023 and for the three and nine months ended September 30, 2023 are attached.

Item 5. Legal proceedings.

There are no current, past, pending or, to the Trust’s knowledge, threatened legal proceedings or administrative actions either by or against the Trust or the Sponsor that could have a material effect

on the Trust's or the Sponsor's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator.

Item 6. Defaults upon senior securities.

None.

Item 7. Other information.

The risk factors included in our Annual Report continue to apply to us and describe risks and uncertainties that could cause actual results to differ materially from the results expressed or implied by the forward-looking statements contained in this Quarterly Report. In addition to such risk factors, investors should consider carefully the risks described below before making an investment decision.

Item 8. Exhibits.

Exhibit 1: Unaudited financial statements as of September 30, 2023 and for the three and nine months ended September 30, 2023.

Item 9. Issuer's certifications.

Certification

I, Gregory D. King, certify that:

1. I have reviewed this quarterly disclosure statement, exhibits, and all notes thereto of Osprey Polkadot Trust;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: November 3, 2023

/s/ Gregory D. King

By: Gregory D. King

Title: Chief Executive Officer of
Osprey Funds, LLC

Certification

I, Robert J. Rokose, certify that:

1. I have reviewed this quarterly disclosure statement, exhibits, and all notes thereto of Osprey Polkadot Trust;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: November 3, 2023

/s/ Robert J. Rokose

By: Robert J. Rokose

Title: Chief Financial Officer of
Osprey Funds, LLC

Exhibit 1

Unaudited financial statements as of September 30, 2023 and for the three and nine months ended September 30, 2023.



Osprey Polkadot Trust
Financial Statements

September 30, 2023

Osprey Polkadot Trust

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Osprey Polkadot Trust
Statements of Assets and Liabilities
September 30, 2023 (unaudited) and December 31, 2022

(Amounts in U.S. dollars, except shares issued and outstanding)

	September 30, 2023 (Unaudited)	December 31, 2022
Assets		
Investment in DOT, at fair value (cost \$16,807,001 and \$17,862,894, respectively), including \$2,849,277 and \$3,149,740 staked DOT, respectively	\$ 2,966,828	\$ 3,281,910
Cash	177	250
Other assets	19,399	-
Total assets	<u>2,986,404</u>	<u>3,282,160</u>
Liabilities		
Staking rewards payable to Sponsor	42,614	45,033
Due to Sponsor	180	18,841
Management Fee payable	6,044	-
Other payable	-	2,373
Total liabilities	<u>48,838</u>	<u>66,247</u>
Net assets	<u>\$ 2,937,566</u>	<u>\$ 3,215,913</u>
Net assets		
Paid-in capital	\$ 17,811,246	\$ 17,811,246
Redemptions	(244)	-
Accumulated net investment loss	(158,889)	(20,756)
Accumulated net realized loss on investment in DOT	(874,794)	-
Accumulated net change in unrealized depreciation on investment in DOT	(13,839,753)	(14,574,577)
	<u>\$ 2,937,566</u>	<u>\$ 3,215,913</u>
Shares issued and outstanding, no par value (unlimited shares authorized)	<u>510,448</u>	<u>510,475</u> ⁽¹⁾
Net asset value per share	<u>\$ 5.75</u>	<u>\$ 6.30</u> ⁽¹⁾

⁽¹⁾ Shares and net asset value per share have been adjusted retroactively to reflect the 1:10 reverse stock split effective March 24, 2023. See Note 2.

The accompanying notes are an integral part of these financial statements.

Osprey Polkadot Trust
Schedules of Investment
September 30, 2023 (unaudited) and December 31, 2022

(Amounts in U.S. dollars, except units)

September 30, 2023 (Unaudited)

	Units	Fair Value	Percentage of Net Assets
Investment in DOT* (cost \$16,807,001)	727,877.33	\$ 2,966,828	101 %
Liabilities, less other assets		(29,262)	(1) %
Net assets		\$ 2,937,566	100 %

* amount includes \$2,849,277 of staked DOT as discussed in Notes 2 and 3.

December 31, 2022

	Units	Fair Value	Percentage of Net Assets
Investment in DOT* (cost \$17,862,894)	758,647.78	\$ 3,281,910	102 %
Liabilities, less cash		(65,997)	(2) %
Net assets		\$ 3,215,913	100 %

* amount includes \$3,149,740 of staked DOT as discussed in Notes 2 and 3.

The accompanying notes are an integral part of these financial statements.

Osprey Polkadot Trust
Statements of Operations (unaudited)
For the three and nine months ended September 30, 2023 and 2022

(Amounts in U.S. dollars)

	Three months ended September 30, 2023 (Unaudited)	Three months ended September 30, 2022 (Unaudited)	Nine months ended September 30, 2023 (Unaudited)	Nine months ended September 30, 2022 (Unaudited)
Investment income				
Income				
Staking rewards revenue	\$ 152,732	\$ 178,656	\$ 544,533	\$ 967,822
Total income	<u>152,732</u>	<u>178,656</u>	<u>544,533</u>	<u>967,822</u>
Expenses				
Staking rewards owed to the Sponsor	152,732	178,656	544,533	967,822
Management fee	21,451	33,929	74,372	185,342
Professional fees and other	12,822	-	63,761	-
Total expenses	<u>187,005</u>	<u>212,585</u>	<u>682,666</u>	<u>1,153,164</u>
Management fee waived by the Sponsor	-	(33,929)	-	(185,342)
Net expenses	<u>187,005</u>	<u>178,656</u>	<u>682,666</u>	<u>967,822</u>
Net investment loss	<u>(34,273)</u>	<u>-</u>	<u>(138,133)</u>	<u>-</u>
Net realized loss and net change in unrealized appreciation (depreciation) on investment in DOT				
Net realized loss on investment in DOT	(204,623)	-	(874,794)	-
Net change in unrealized (depreciation) appreciation on investment in DOT	<u>(545,769)</u>	<u>(425,748)</u>	<u>734,824</u>	<u>(15,035,093)</u>
Total net realized loss and net change in unrealized (depreciation) appreciation on investment in DOT	<u>(750,392)</u>	<u>(425,748)</u>	<u>(139,970)</u>	<u>(15,035,093)</u>
Net decrease in net assets resulting from operations	<u>\$ (784,665)</u>	<u>\$ (425,748)</u>	<u>\$ (278,103)</u>	<u>\$ (15,035,093)</u>

The accompanying notes are an integral part of these financial statements.

Osprey Polkadot Trust

Statements of Changes in Net Assets (unaudited)

For the three and nine months ended September 30, 2023 and 2022

(Amounts in U.S. dollars, except shares issued and outstanding)

	Three months ended September 30, 2023 (Unaudited)	Three months ended September 30, 2022 (Unaudited)	Nine months ended September 30, 2023 (Unaudited)	Nine months ended September 30, 2022 (Unaudited)
Decrease in net assets from operations				
Net investment loss	\$ (34,273)	\$ -	\$ (138,133)	\$ -
Net realized loss on investment in DOT	(204,623)	-	(874,794)	-
Net change in unrealized appreciation (depreciation) on investment in DOT	<u>(545,769)</u>	<u>(425,748)</u>	<u>734,824</u>	<u>(15,035,093)</u>
Net decrease increase in net assets resulting from operations	<u>(784,665)</u>	<u>(425,748)</u>	<u>(278,103)</u>	<u>(15,035,093)</u>
Decrease in net assets from capital transactions				
Redemptions	<u>-</u>	<u>-</u>	<u>(244)</u>	<u>-</u>
Net decrease in net assets	<u>(784,665)</u>	<u>(425,748)</u>	<u>(278,347)</u>	<u>(15,035,093)</u>
Net assets at the beginning of the period	<u>3,722,231</u>	<u>5,091,760</u>	<u>3,215,913</u>	<u>19,701,105</u>
Net assets at the end of the period	<u>\$ 2,937,566</u>	<u>\$ 4,666,012</u>	<u>\$ 2,937,566</u>	<u>\$ 4,666,012</u>
Change in shares issued and outstanding				
Shares issued and outstanding at the beginning of the period	510,448	510,475 ⁽¹⁾	510,475 ⁽¹⁾	510,475 ⁽¹⁾
Redemptions	-	-	(27) ⁽²⁾	-
Shares issued and outstanding at the end of the period	<u>510,448</u>	<u>510,475 ⁽¹⁾</u>	<u>510,448</u>	<u>510,475 ⁽¹⁾</u>

⁽¹⁾ Shares have been adjusted retroactively to reflect the 1:10 reverse stock split effective March 24, 2023. See Note 2.

⁽²⁾ Partial shares redemptions in connection with reverse split. See Note 2.

The accompanying notes are an integral part of these financial statements.

Osprey Polkadot Trust

Notes to the Financial Statements (unaudited)

As of September 30, 2023

1. Organization

Osprey Polkadot Trust (the “Trust” or “Fund”) is a Delaware Statutory Trust that was formed on March 25, 2021 and commenced operations on April 27, 2021 and is governed by the Amended and Restated Declaration of Trust and Trust Agreement dated May 1, 2022, as amended by the Amendment No.1 dated December 1, 2022, and Amendment No. 2 dated March 15, 2023 (the “Trust Agreement”). In general, the Trust holds DOT and, from time to time, issues common shares of fractional undivided beneficial interest (“Shares”) in exchange for DOT. The investment objective of the Trust is solely for the Shares to realize long-term capital appreciation by tracking the price of DOT tokens, the native token to the Polkadot Network, less liabilities and expenses of the Trust. The Shares are designed as a method for investors to gain investment exposure to DOT, similar to a direct investment in DOT.

Osprey Funds, LLC (the “Sponsor”) acts as the sponsor of the Trust. Other funds under the Osprey name are also managed by the Sponsor. The Sponsor is responsible for the day-to-day administration of the Trust pursuant to the provisions of the Trust Agreement. The Sponsor is responsible for preparing and providing annual reports on behalf of the Trust to investors and is also responsible for selecting and monitoring the Trust’s service providers. As partial consideration for the Sponsor’s services, the Trust assigns staking rewards to the Sponsor and expects to pay the Sponsor a management fee (collectively, “Sponsor’s Fee”) as discussed in Notes 2 and 5.

Coinbase Custody Trust Company, LLC, the custodian of the Trust (the “Custodian”) is responsible for safeguarding the DOT held by the Trust. The Custodian (directly, or through an affiliate) is also responsible for administering the coordination, execution, and reward management associated with Staking services to the Trust. Delaware Trust Company serves as the trustee (the “Trustee”) of the Trust.

The transfer agent for the Trust (the “Transfer Agent”) is Continental Stock Transfer & Trust Company.

2. Summary of Significant Accounting Policies

Basis of Presentation

The financial statements are expressed in U.S. dollars and have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”). The Trust qualifies as an investment company for accounting purposes pursuant to the accounting and reporting guidance under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) *Topic 946, Financial Services – Investment Companies*. The Trust is not registered with the U.S. Securities and Exchange Commission (“SEC”) under the Investment Company Act of 1940.

Use of Estimates

GAAP requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. The most significant estimate in the financial statements is the fair value of investments. Actual results could differ from those estimates and these differences could be material.

Osprey Polkadot Trust

Notes to the Financial Statements (unaudited)

As of September 30, 2023

Cash

Cash is received by the Trust and held for investment in DOT. At times, bank deposits may be in excess of federally insured limits. Pursuant to the Statement of Cash Flows Topic of the Codification, the Trust qualifies for an exemption from the requirement to provide a statement of cash flows and has elected not to provide a statement of cash flows.

Subscriptions and Redemptions of Shares

Proceeds received by the Trust from the issuance and sale of Shares consist of DOT deposits, or their respective U.S. dollar cash equivalents. Such DOT (or cash equivalent) will only be (1) owned by the Trust and held by the Custodian (or, if cash, used by the Sponsor to purchase DOT to be held by the Custodian), (2) disbursed (or converted to U.S. dollars, if necessary) to pay the Trust's expenses, (3) distributed to Shareholders, or (4) liquidated in the event that the Trust terminates or as otherwise required by law or regulation.

During April 2021, the Trust began a continuous offering of an unlimited number of Shares with no par value, pursuant to Rule 506(c) under the Securities Act of 1933 (the "Rule 506 Offering"). All of the Shares issued pursuant to this offering are "restricted securities", subject to a minimum holding period of twelve months, unless the Trust becomes an SEC reporting entity, in which case the minimum holding period could be reduced to six months. 230,248 Shares were sold pursuant to this offering.

During June 2021, the Trust commenced an offering of Shares with no par value, up to \$10,000,000, each Share representing a fractional undivided beneficial interest in the Trust. 280,227 Shares were sold to accredited investors in an offering of up to \$10,000,000 of Shares, dated June 1, 2021, registered in Connecticut and qualified in New York, pursuant to Rule 504 of Regulation D under the Securities Act of 1933 ("Rule 504 Offering"). The Rule 504 Offering closed on July 23, 2021.

On May 4, 2022, the Trust's Shares began trading on the OTC Market, operated by OTC Markets Group, Inc., under the ticker symbol "ODOT".

On March 24, 2023 the Sponsor effected a 1-for-10 reverse stock split, where Shareholders received one Share of the Trust for every ten Shares held as of the conversion date. Shareholders who would have otherwise been entitled to fractional shares as a result of the reverse stock split received a cash payment in lieu of receiving fractional shares. Fractional shares redemptions amounted to 27 Shares with a value of \$244. The Shares that were issued in the Rule 506 Offering and the Rule 504 Offering were adjusted retroactively to reflect the reverse split.

As of September 30, 2023, there were 510,448 Shares issued and outstanding. 13,389 of the Shares are restricted securities that may not be resold, and 497,059 of the Shares are unrestricted securities.

The Trust conducts its transactions in DOT, including receiving DOT for the creation of Shares, delivering DOT in connection with the redemption of Shares (if a redemption program were to be established), and for the payment of the Sponsor's Fee. The Trust does not buy or sell DOT for the purpose of seeking trading profits. The Trust is currently not redeeming Shares.

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Any references to Units or Unitholders refer to Shares or Shareholders, respectively, the former were used in the period prior to the issuance of the revised private placement memorandum of May 5, 2022.

Investment Transactions and Revenue Recognition

The Trust identifies DOT as an “other investment” in accordance with ASC 946. The Trust records investment transactions on a trade date basis and changes in fair value are reflected as the net change in unrealized appreciation or depreciation on investment. Realized gains and losses are calculated using a specific identification method. Realized gains and losses are recognized in connection with transactions, including settling obligations for the Sponsor’s Fee in DOT.

Management Fees

In consideration for the management services provided to the Trust, the Sponsor receives from the Trust a management fee (the “Management Fee”) payable monthly in arrears in an amount equal to 1/12th of 2.5% (2.5% per annum) of the Trust assets.

Staked DOT and Staking Rewards

The Sponsor is committed to supporting the Polkadot community and ecosystem. To this end, the Sponsor will ensure that substantially all of DOT held by the Trust will be bonded by the Custodian to the Polkadot Network (“staked”) for purposes of running a node or multiple nodes on the network. DOT staked to the Polkadot Network receives network inflation and transaction fees in the form of DOT (“Staking Rewards”). Staking Rewards are variable and will accrue to the benefit of the Sponsor only (i.e., paid entirely, promptly by the Trust to the Sponsor as received) and will be used, in part, to cover expenses related to operating the Trust.

Under current Polkadot network protocols, staked DOT is subject to a 28-day lock-up period, known as “unbonding”, and, therefore, cannot be immediately withdrawn.

Staking rewards are earned by the Trust in DOT when the validator with whom the Trust has staked its DOT validates transactions on the Polkadot Network. The Trust has concluded that the validator is the principal to the validation activities giving rise to the staking rewards and, therefore, the Trust recognizes only the net amount (i.e., net of the staking rewards retained by the validator) of DOT to which it is entitled for staking its DOT. Staking rewards earned in DOT are converted to U.S. dollars using the fair value of DOT as of the date the DOT earned. The DOT is concurrently recognized as an expense equal to the amount of revenue recorded and a payable to the Sponsor. The liability is paid to the Sponsor on a date determined by the Sponsor at its discretion.

Trust Expenses

In accordance with its Trust Agreement, the Sponsor will bear the routine operational, administrative and other ordinary fees and expenses of the Trust (the “Assumed Expenses”) provided, however, that the Trust shall be responsible for any non-routine and extraordinary expenses, including, in addition to the Sponsor’s Fee, fees and expenses such as, but not limited to, taxes and governmental charges, expenses, and indemnities related to any extraordinary services performed by the Sponsor (or any other Service Provider, including the Trustee) on behalf of the Trust to protect the Trust or the interests

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of Shareholders, indemnification expenses, fees, and expenses related to public trading on OTC Markets (“Extraordinary Expenses”).

Fair Value Measurements

The Trust's investment in DOT is stated at fair value in accordance with ASC 820-10 “*Fair Value Measurements*”, which outlines the application of fair value accounting. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date. ASC 820-10 requires the Trust to assume that DOT is sold in its principal market to market participants or, in the absence of a principal market, the most advantageous market. A principal market is the market with the greatest volume and level of activity for DOT, and the most advantageous market is defined as the market that maximizes the amount that would be received to sell the asset or minimizes the amount that would be paid to transfer the liability, after taking into account transaction costs. The principal market is generally selected based on the most liquid and reliable exchange (including consideration of the ability for the Trust to access the specific market, either directly or through an intermediary, at the end of each period).

GAAP utilizes a fair value hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Trust. Unobservable inputs reflect the Trust's assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

The fair value hierarchy is categorized into three levels based on the inputs as follows:

- Level 1 – Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities the Trust has the ability to access. Since valuations are based on quoted prices that are readily and regularly available in an active market, these valuations do not entail a significant degree of judgment.
- Level 2 – Valuations based on quoted prices in markets that are not active or for which significant inputs are observable, either directly or indirectly.
- Level 3 – Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of valuation techniques and observable inputs can vary by investment. To the extent valuations are based on sources that are less observable or unobservable in the market, the determination of fair value requires more judgment. Fair value estimates do not necessarily represent the amounts that may be ultimately realized by the Trust.

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Definition of Net Asset Value

The net asset value (“NAV”) of the Trust is used by the Trust in its day-to-day operations to measure the net value of the Trust’s assets. NAV is calculated on each business day and is equal to the aggregate value of the Trust’s assets less its liabilities (which include accrued but unpaid fees and expenses, both estimated and finally determined), based on the DOT market price. In calculating the value of the DOT held by the Trust on any business day, the Trust will use the market price as of 4:00 P.M. New York time. The Trust will also calculate the NAV per Share of the Trust daily, which equals the NAV of the Trust divided by the number of outstanding Shares (the “NAV per Share”).

3. Fair Value of DOT

The investment measured at fair value on a recurring basis and categorized using the three levels of fair value hierarchy consisted of the following as of September 30, 2023 and December 31, 2022:

<u>September 30, 2023</u>	<u>Number of DOT</u>	<u>Per DOT Fair Value</u>	<u>Amount at Fair Value</u>	<u>Fair Value Measurement Category</u>		
				<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Investment in DOT	727,877.33	\$ 4.08	\$ 2,966,828	\$ -	\$ 2,966,828	\$ -
<u>December 31, 2022</u>	<u>Number of DOT</u>	<u>Per DOT Fair Value</u>	<u>Amount at Fair Value</u>	<u>Fair Value Measurement Category</u>		
				<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Investment in DOT	758,647.78	\$ 4.33	\$ 3,281,910	\$ -	\$ 3,281,910	\$ -

The Trust determined the fair value per DOT using the price provided at 4:00 p.m., New York time, by the principal market.

As of September 30, 2023, approximately 699,038 of DOT was staked and valued at \$2,849,277. As of December 31, 2022, approximately 728,095 of DOT was staked and valued at \$3,149,740.

Staking rewards and Management fee payable are recorded in DOT and converted into U.S. dollars using the fair value of DOT as of the reporting date. The fluctuations arising from the effect of changes in liability denominated in DOT are included with the net realized or unrealized appreciation or depreciation on investment in DOT in the statements of operations.

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The following represents the changes in quantity and the respective fair value of DOT for the period from January 1, 2023 to September 30, 2023:

	<u>DOT</u>	<u>Fair Value</u>
Balance at January 1, 2023	758,647.78	\$ 3,281,910
DOT received for Staking Rewards	99,960.84	544,533
DOT distributed for Staking Rewards, related party	(99,915.67)	(546,244)
DOT distributed for Management fee, related party	(12,193.13)	(67,743)
DOT distributed for other fees	(18,584.57)	(104,121)
Redemptions	(37.92)	(244)
Net realized loss on investment in DOT	-	(882,074)
Net change in unrealized appreciation on investment in DOT	-	740,811
Balance at September 30, 2023	<u>727,877.33</u>	<u>\$ 2,966,828</u>

Net realized loss on the transfer of DOT to pay expenses for the nine months ended September 30, 2023, was \$874,794, which includes \$882,074 net realized loss on investment in DOT, and \$7,280 net realized gain resulted from the changes in liabilities denominated in DOT. Net change in unrealized appreciation on investment in DOT for the nine months ended September 30, 2023, was \$734,824, which includes net change in unrealized appreciation on investment in DOT of \$740,811, and \$5,987 net unrealized depreciation due to changes in value of liabilities denominated in DOT.

The following represents the changes in quantity and the respective fair value of DOT for the year ended December 31, 2022:

	<u>DOT</u>	<u>Fair Value</u>
Balance at January 1, 2022	757,744.40	19,951,410
DOT received for Staking Rewards	100,199.76	1,129,249
DOT distributed for Staking Rewards, related party	(99,296.38)	(1,163,238)
Net realized loss on investment in DOT	-	(187,270)
Net change in unrealized depreciation on investment in DOT	-	(16,448,241)
Balance at December 31, 2022	<u>758,647.78</u>	<u>\$ 3,281,910</u>

Net realized loss on the transfer of DOT to pay expenses for the year ended December 31, 2022, was \$0, which includes \$187,270 net realized loss on investment in DOT, and \$187,270 net realized gain resulted from the changes in liabilities denominated in DOT. Net change in unrealized depreciation on investment in DOT for the year ended December 31, 2022, was \$16,464,228, which includes net change in unrealized depreciation on investment in DOT of \$16,448,241, and \$15,987 net unrealized depreciation due to changes in value of liabilities denominated in DOT.

4. Income Taxes

The Trust is a grantor trust for U.S. federal income tax purposes. Accordingly, the Trust will not be subject to U.S. federal income tax. Rather, each beneficial owner of Shares will be treated as directly owning its pro rata share of the Trust's assets and a pro rata portion of the Trust's income, gain, losses, and deductions will "flow through" to each beneficial owner of Shares.

In accordance with GAAP, the Trust has defined the threshold for recognizing the benefits of tax return

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positions in the financial statements as “more-likely-than-not” to be sustained by the applicable taxing authority and requires measurement of a tax position meeting the “more-likely-than-not” threshold, based on the largest benefit that is more than 50% likely to be realized. As of September 30, 2023 and December 31, 2022 the Trust did not have a liability for any unrecognized tax amounts for uncertain tax positions related to federal, state, and local income taxes.

However, the conclusions concerning the determination of “more-likely-than-not” tax positions may be subject to review and adjustment at a later date based on factors including, but not limited to, further implementation guidance, and on-going analyses of and changes to tax laws, regulations, and interpretations thereof.

The Sponsor of the Trust has evaluated whether or not there are uncertain tax positions that require financial statement recognition and has determined that no reserves for uncertain tax positions related to federal, state, and local income taxes existed as of September 30, 2023 or December 31, 2022. The tax years 2022 and 2021 are subject to examination by taxing authorities.

5. Related Parties

The Sponsor pays certain expenses on behalf of, and is reimbursed by, the Trust. For the three months ended September 30, 2023, and 2022 the Trust reimbursed the Sponsor the expenses in the amount of \$11,499 and \$0 respectively. For the nine months ended September 30, 2023, and 2022 the Trust reimbursed the Sponsor the expenses in the amount of \$104,121 and \$0 respectively. As of September 30, 2023 and December 31, 2022, \$180 and \$18,841 of expenses remain payable to the Sponsor, respectively, which are recorded as due to the Sponsor in the accompanying statements of assets and liabilities.

For the three months ended September 30, 2023, and 2022, the Trust incurred Management Fees of \$21,451 and \$33,929, respectively, of which \$0 and \$33,929 was waived by the Sponsor, respectively. For the nine months ended September 30, 2023, and 2022, the Trust incurred Management Fees of \$74,372 and \$185,342, respectively, of which \$0 and \$185,342 was waived by the Sponsor, respectively. As of September 30, 2023 and December 31, 2022, there were unpaid Management Fees of \$6,044 and \$0, respectively, which are recorded as management fee payable in the accompanying statements of assets and liabilities.

For the three months ended September 30, 2023, and 2022 the Trust received Staking Rewards in the amount of 32,430 DOT, and 23,928 DOT, respectively; and distributed 33,916 DOT and 24,221 DOT to the Sponsor, respectively. For the nine months ended September 30, 2023, and 2022 the Trust received Staking Rewards in the amount of 99,961 DOT, and 71,573 DOT, respectively; and distributed 99,916 DOT and 72,890 DOT to the Sponsor, respectively. As of September 30, 2023 and December 31, 2022, 10,455 DOT and 10,410 DOT remains payable, respectively, and is valued at \$42,614 and \$45,033 in the statement of assets and liabilities, respectively.

Certain shareholders are related parties of the Trust. The aggregate number of Shares owned by related parties is 300, valued at \$1,726, and 300, valued at \$1,890 at September 30, 2023 and December 31, 2022, respectively.

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6. Risks and Uncertainties

Investment in DOT

The Trust is subject to various risks including market risk, liquidity risk, and other risks related to its concentration in a single asset, DOT. Investing in DOT is currently unregulated, highly speculative, and volatile.

The net asset value of the Trust relates primarily to the value of DOT held by the Trust and fluctuations in the price of DOT could materially and adversely affect an investment in the Shares of the Trust. The price of DOT has a limited history. During such history, DOT prices have been volatile and subject to influence by many factors including the levels of liquidity.

If DOT exchanges continue to experience significant price fluctuations, the Trust may experience losses. Several factors may affect the price of DOT, including, but not limited to, global DOT supply and demand, theft of DOT from global exchanges or vaults, and competition from other forms of digital currency or payment services.

At any given time, substantially all of the DOT held by the Trust will be staked. Staking supports the operation and governance of the Polkadot Network. Staking has a low but inherent risk of permanent loss of DOT held by the Trust which would have a negative impact on the value of the Shares. Loss, known as “slashing”, can occur due to a failure by the Custodian (or Trust’s designated validator) to properly manage the staked DOT. Both the Custodian and the designated validator have agreed to fully compensate the Trust for the amount of slashing of the Trust’s DOT bonded to the Polkadot Network by providing, at their discretion, the Trust with the equivalent number of slashed digital assets or the fair market value of such slashed assets.

The DOT held by the Trust are commingled and the Trust’s Shareholders have no specific rights to any specific DOT. In the event of the insolvency of the Trust, its assets may be inadequate to satisfy a claim by its Shareholders.

There is currently no clearing house for DOT, nor is there a central or major depository for the custody of DOT. There is a risk that some or all of the Trust’s DOT could be lost or stolen. The Trust does not have insurance protection on its DOT which exposes the Trust and its Shareholders to the risk of loss of the Trust’s DOT. Further, DOT transactions are irrevocable.

Stolen or incorrectly transferred DOT may be irretrievable. As a result, any incorrectly executed DOT transactions could adversely affect an investment in the Trust.

To the extent private keys for DOT addresses are lost, destroyed, or otherwise compromised and no backup of the private keys are accessible, the Trust may be unable to access the DOT held in the associated addresses and the private keys will not be capable of being restored. The processes by which DOT transactions are settled are dependent on the DOT peer-to-peer network, and as such, the Trust is subject to operational risk. A risk also exists with respect to previously unknown technical vulnerabilities, which may adversely affect the value of DOT.

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As digital assets like DOT have grown in popularity and market size, various countries and jurisdictions have begun to develop regulations governing the digital assets industry. Regulators are concerned such a large unregulated person-to-person global economy could potentially enable individuals to evade taxes or launder money. To the extent future regulatory actions or policies limit the ability to exchange DOT or utilize DOT for payments, the demand for DOT could be reduced. Furthermore, regulatory actions may limit the ability of end-users to convert DOT into fiat currency or use DOT to pay for goods and services. Such regulatory actions or policies would result in a reduction of demand, and in turn, a decline in the underlying unit price of DOT. The effect of any future regulatory change on the Trust or DOT in general is not possible to predict, but such change could be substantial and adverse to the Trust and the value of the Trust's investments in DOT.

The Custodian

The digital assets owned by the Trust are controlled by the Custodian and secured in a segregated custody account. The segregated custody account allows for the transfer of ownership or control of the Trust's Digital assets, on the Trust's behalf, including the withdrawal of digital assets to pay the Trust's expenses. All digital asset private keys are stored in offline storage, or "cold" storage. "Cold" storage is a safeguarding method by which the private keys corresponding to digital assets are disconnected and/or deleted entirely from the internet. As a result of digital assets being stored in "cold" storage, any withdrawal and subsequent transaction request to the Custodian by the Trust requires up to twenty-four (24) hour notice to process. Such time delay between the withdrawal request and processing of the withdrawal may negatively impact the price of the digital asset upon sale. The Custodian provides the Trust with monthly account statements. The Custodian is independent from the Sponsor.

7. Indemnifications

In the normal course of business, the Trust enters into contracts with service providers that contain a variety of representations and warranties and which provide general indemnifications. It is not possible to determine the maximum potential exposure or amount under these agreements due to the Trust having no prior claims. Based on experience, the Trust would expect the risk of loss to be remote.

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8. Financial Highlights

	Three months ended September 30, 2023	Three months ended September 30, 2022	Nine months ended September 30, 2023	Nine months ended September 30, 2022
Per Share Performance				
(for a share outstanding throughout the period) ⁽¹⁾				
Net asset value per share at beginning of period	\$ 7.29	\$ 9.97	\$ 6.30	\$ 38.59
<i>Net decrease in net assets resulting from operations</i>				
Net investment loss	(0.07)	-	(0.28)	-
Net change in unrealized depreciation on investment	(1.47)	(0.83)	(0.27)	(29.45)
Net decrease in net assets resulting from operations	(1.54)	(0.83)	(0.55)	(29.45)
Net asset value per share at end of period	\$ 5.75	\$ 9.14	\$ 5.75	\$ 9.14
Total return ⁽²⁾	<u>(21.12) %</u>	<u>(9.00) %</u>	<u>(8.73) %</u>	<u>(76.42) %</u>
Ratios to average net asset value				
Expenses ⁽³⁾	<u>22.25 %</u>	<u>13.47 %</u> ⁽⁴⁾	<u>23.39 %</u>	<u>12.32 %</u> ⁽⁴⁾
Net investment loss ⁽³⁾	<u>(4.08) %</u>	<u>- %</u>	<u>(4.73) %</u>	<u>- %</u>

⁽¹⁾ Net asset value per share have been adjusted to reflect the 1:10 reverse stock split effective March 24, 2023. See Note 2.

⁽²⁾ Not annualized.

⁽³⁾ Annualized.

⁽⁴⁾ Such percentage is after management fee waiver.

An individual Shareholder's return, ratios, and per Share performance may vary from those presented above based on the timing of Share transactions.

Total return is calculated assuming an initial investment made at the net asset value at the beginning of the period and assuming redemption on the last day of the period.

9. Subsequent Events

There are no other events that have occurred through November 3, 2023, the date the financial statements were available to be issued, that require disclosure other than that which has already been disclosed in these notes to the financial statements.