



## Real Estate Liquidation Fund

### Investor Class

(Trading Symbol: RELFX)

**Prospectus January 30, 2024**

**The U.S. Securities and Exchange Commission (“SEC”) has not approved or disapproved of these securities or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

Beginning on January 1, 2021, as permitted by regulations adopted by the U.S. Securities and Exchange Commission, paper copies of the Fund’s annual and semi-annual shareholder reports will no longer be sent by mail, unless you specifically request paper copies of the reports. Instead, the reports will be made available on the Fund administrator’s website ([www.regolith.com](http://www.regolith.com)), and you will be notified by mail or Telegram each time a report is posted and provided with a website address to access the report.

If you already elected to receive shareholder reports electronically, you will not be affected by this change and you need not take any action. You may elect to receive shareholder reports and other communications from the Fund electronically anytime by contacting your financial intermediary (such as a broker-dealer or a bank) or, if you are a direct investor, by sending an e-mail request to [info@regolith.com](mailto:info@regolith.com), or by enrolling at [www.regolith.com](http://www.regolith.com).

You may elect to receive all future reports in paper free of charge. If you invest through a financial intermediary, you can contact your financial intermediary to request that you continue to receive paper copies of your shareholder reports. If you invest directly with the Fund, you can send an email request to [info@regolith.com](mailto:info@regolith.com) to let the Fund know you wish to continue receiving paper copies of your shareholder reports. Your election to receive reports in paper will apply to all funds held in your account if you invest through your financial intermediary or all funds held with the fund complex if you invest directly with the Fund.

# Real Estate Liquidation Fund

A series of Regolith Capital Statutory Trust  
(the “Trust”)

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## Summary Section

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### Investment Objective

The Real Estate Liquidation Fund (the “Fund”) seeks to achieve long-term total return through active trading strategies.

### Fees and Expenses of the Fund

This table describes the fees and expenses that you may pay if you buy and hold shares of the Fund.

<b>Shareholder Fees</b> <i>(fees paid directly from your investment)</i>	<b>Investor Class</b>
Redemption Fee (as a percentage of amount redeemed within 180 days of purchase)	3.00%
<b>Annual Fund Operating Expenses</b> <i>(expenses that you pay each year as a percentage of the value of your investment)</i>	
Management Fees	1.00%
Distribution and Service (Rule 12b-1) Fees	1.00%
Other Expenses	5.00%
Total Annual Fund Operating Expenses	7.00%
Fee Waiver and/or Expense Reimbursement <sup>(2)</sup>	<u>(5.00)%</u>
Performance Success Fee	30.00%
Total Annual Fund Operating Expenses After Fee Waiver and/or Expense Reimbursement <sup>(1)</sup>	<u>2.00%</u>

<sup>(1)</sup> The on-going operating expenses include only the direct operating expenses incurred by the Fund.

<sup>(2)</sup> Performance Success Fee is a calculation of the profits realized and unrealized on a monthly basis.

### Example

This Example is intended to help you compare the cost of investing in the Fund with the cost of investing in other mutual funds. The Example assumes that you invest \$10,000 in the Fund for the time periods indicated and then redeem all of your shares at the end of those periods. The Example also assumes that your investment has a 10% return each year and that the Fund’s operating expenses remain the same (taking into account the Expense Cap). Although your actual costs may be higher or lower, based on these assumptions, your costs would be:

<u>One Year</u>	<u>Three Years</u>	<u>Five Years</u>	<u>Ten Years</u>
\$240	\$1,419	\$2,734	\$6,721

### Portfolio Turnover

The Fund pays transaction costs, such as commissions, when it buys and sells securities, liens, certificates, and other assets (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Fund shares are held in a taxable account. These costs, which are not reflected in the annual fund operating expenses or in the Example, affect the Fund’s performance. During the most recent fiscal period ended December 31, 2023, the Fund’s portfolio turnover rate was 0% of the average value of its portfolio.

## **Principal Investment Strategies**

To achieve its investment objective the Fund invests primarily in a retail portfolio of Real Estate related liens, certificates, notes, foreclosed on real estate and land. The Fund considers retail real estate assets to be those that, at the time of investment, have a market capitalization of less than \$1 million. Under normal circumstances, the Fund holds between zero and 100 different real estate assets.

The Fund invests and trades primarily in U.S. real estate. Hudson Trading Group LLC (the “Adviser”) seeks to identify real estate that offers attractive risk-adjusted returns as determined by the Adviser, using bottom-up quantitative and qualitative, liquidity investment research that considers all types of real estate. The Adviser narrows down its investable universe by primarily focusing on those assets that it believes are more likely to grow consistently, have long operating histories, are profitable and can generate positive free cash flow, and possess strong potential balance sheets. Once the Adviser has identified assets meeting its quantitative and qualitative criteria, it seeks to purchase and/or sell securities of high-quality assets that it believes likely to experience a permanent gain in value. The Adviser uses the discounted cash flow (“DCF”) valuation model as its primary valuation methodology. The Adviser may also consider the value of nearby assets when attempting to value a real estate asset..

The Fund primarily owns cash, land, buildings and liens, but may also invest in equity securities of real estate investment trusts (“REITs”), convertible securities, futures and options contracts and U.S. Government obligations. The Fund may invest up to 30% of its assets in non-U.S. securities, including American Depositary Receipts (“ADRs”), Global Depositary Receipts (“GDRs”), International Depositary Receipts (“IDRs”), U.S. dollar denominated foreign securities, direct foreign securities purchased on a foreign exchange, foreign currency, and securities of companies incorporated outside the United States.

To manage risk, the Adviser uses a flexible and opportunistic approach to the Fund’s cash position. The Fund may hold a significant position in cash or cash equivalents for an extended period of time, based on the Adviser’s determination of the availability of high-quality assets at valuations that meet the Fund’s investment criteria and investment objective. The Adviser will determine the Fund’s cash position using its bottom-up analysis and valuation discipline, without regard to the Adviser’s views on the overall market.

The Fund typically buys and sells an investment when the security exceeds the target value determined by the Adviser; when the Adviser’s target value is below the market price, either due to a change in the company’s financial or operating risk or a shift in the Adviser’s DCF valuation model; or when the Adviser can no longer value the security with a high degree of confidence.

## **Principal Risks**

As with any mutual fund, there are risks to investing. An investment in the Fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency. Remember, in addition to possibly not achieving your investment goals, **you could lose all or a portion of your investment in the Fund over short or even long periods of time.**

The principal risks of investing in the Fund are summarized below. The principal risks are presented in alphabetical order to facilitate finding particular risks and comparing them with other funds. Each risk summarized below is considered a “principal risk” of investing in the Fund, regardless of the order in which it appears.

*Cash Position Risk.* The ability of the Fund to meet its investment objective may be limited to the extent it holds assets in cash (or cash equivalents) or is otherwise not invested.

*Common Stock Risk.* While common stocks have historically generated higher average returns than fixed income securities over the long-term, common stock has also experienced significantly more volatility in those returns, although under certain market conditions, fixed-income investments may have comparable or greater price volatility. An adverse event, such as an unfavorable earnings report, may depress the value of common stock held by the Fund. Also, the price of common stock is sensitive to general movements in the stock market. A drop in the stock market may depress the price of assets held by the Fund.

*Convertible Securities Risk.* If market interest rates rise, the value of a convertible security usually falls. In addition, convertible securities are subject to the risk that the issuer will not be able to pay interest or dividends when due, and their market value may change based on changes in the issuer’s credit rating or the market’s perception of the issuer’s creditworthiness. Since it derives a portion of its value from the common stock into which it may be converted, a convertible security is also subject to the same types of market and issuer risks that apply to the underlying common stock.

*Depository Receipts Risk.* ADRs, GDRs, and IDRs are certificates evidencing ownership of shares of a foreign issuer and are alternatives to directly purchasing the underlying foreign securities in their national markets and currencies. However, they continue to be subject to many of the risks associated with investing directly in foreign securities. These risks include the social, political and economic risks of the underlying issuer’s country, as well as in the case of depository receipts traded on non-U.S. markets, exchange risk.

*Foreign Investments Risk.* Securities of non-U.S. issuers, including those located in foreign and developing countries, may involve special risks caused by foreign political, social and economic factors, including exposure to currency fluctuations, less liquidity, less developed and less efficient trading markets, political instability and less developed legal and auditing standards.

*Large Shareholder Risk.* It is possible that a single shareholder may own or control a significant portion of the Fund’s assets. Redemption by a large shareholder of all or a portion of its Fund shares will adversely affect the Fund’s performance if it is forced to sell portfolio securities to fulfill redemption requests when the Adviser would not otherwise choose to do so and thus make it more difficult for the Fund to achieve its investment objectives. Redemptions of a large number of shares may affect the liquidity of the Fund’s portfolio, increase the Fund’s transaction costs, and accelerate the realization of taxable income and/or gains to shareholders.

*Management Risk.* The Fund is subject to the risk of poor asset selection. In other words, the individual real estate in the Fund may not perform as well as expected, and/or the Fund’s portfolio management practices may not work to achieve their desired result.

*Market Risk.* The net asset value (“NAV”) of the Fund will change with changes in the market value of its portfolio securities. Investors may lose money.

*Newer Fund Risk.* As of the date of this Prospectus, the Fund has a limited operating history and may not attract sufficient assets to achieve or maximize investment and operational efficiencies.

*REITs Risk.* REITs are companies that own or finance income-producing real estate. Investments in REITs are subject to the risks associated with investing in the real estate industry such as adverse developments affecting the real estate industry and real property values, including losses from casualty or condemnation, and changes in local and general economic conditions, supply and demand, interest rates, zoning laws, regulatory limitations on rents, property taxes and operating expenses. The Fund's investments in REITs also subject it to management and tax risks.

*Small-Capitalization Companies Risk.* There may be less trading in a smaller company's stock, which means that buy and sell transactions in that stock could have a larger impact on the stock's price than is the case with larger company stocks. Smaller companies also may have fewer lines of business, so that changes in any one line of business may have a greater impact on a smaller company's stock price than is the case for a larger company. Further, smaller company stocks may perform differently in different cycles than larger company stocks. Accordingly, smaller company stocks can, and at times will, perform differently than large company stocks.

*U.S. Government Obligations Risk.* U.S. Government obligations are debt securities of the U.S. Government. The U.S. Government does not guarantee the value of the Fund's shares. Treasury obligations may differ in their interest rates, maturities, times of issuance and other characteristics.

### **Performance**

Performance information will be available once the Fund has at least one calendar year of performance. The Fund's past performance, before and after taxes, is not necessarily an indication of how the Fund will perform in the future and does not guarantee future results. Updated performance information will be available on the website at [www.regolith.com](http://www.regolith.com).

### **Management**

#### *Investment Adviser*

Hudson Trading Group LLC is the Fund's investment adviser.

### **Purchase and Sale of Fund Shares**

You may purchase or redeem Fund shares on the first business day of any month that the New York Stock Exchange ("NYSE") is open for business. Purchase and redemption orders can be made by email to [info@regolith.com](mailto:info@regolith.com), or through a financial intermediary. Investors who wish to purchase or redeem Fund shares through a financial intermediary should contact the financial intermediary directly. The minimum initial investment is \$100,000 and there is a minimum for subsequent investment amounts.

### **Tax Information**

The Fund's dividends and distributions may be subject to Federal income taxes, and will be taxed as ordinary income or capital gains, unless you are a tax-exempt organization or are investing through a tax-deferred arrangement such as a 401(k) plan or individual retirement account. You may be taxed later upon withdrawal of monies from such tax-deferred arrangements.

**Payments to Broker-Dealers and Other Financial Intermediaries**

If you purchase Fund shares through a broker-dealer or other financial intermediary (such as a bank or financial advisor), the Fund and/or its Adviser may pay the intermediary for the sale of Fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the Fund over another investment. Ask your salesperson or visit your financial intermediary's website for more information.

## **Investment Objective, Strategies, Risks and Disclosure of Portfolio Holdings**

### **Investment Objective**

The Fund's investment objective is long-term total return. The investment objective is not fundamental and may be changed by the Advisor without shareholder approval and without prior written notice to shareholders.

### **Principal Investment Strategies**

The following are the Fund's principal investment strategies. A more detailed description of the Fund's investment policies and restrictions and more detailed information about the Fund's investments are contained in the Fund's Statement of Additional Information ("SAI").

The Fund invests primarily in a portfolio of U.S. real estate that offer attractive risk-adjusted returns. The Fund considers small retail housing and land parcels primarily in the US States of Florida and Texas, that at the time of investment, have a market capitalization of less than \$1 million. Under normal circumstances, the Fund holds fewer than 100 different assets. Additionally, the Fund may engage in active day trading and hold large cash positions overnight.

The Adviser uses the DCF valuation model as its primary valuation methodology. The specific discount rate used in the Adviser's valuation model is dependent on the specific risks of each asset being considered for inclusion in the Fund's portfolio. Typically, the Adviser requires a higher rate of return for assets the Adviser perceives to have higher risks and a lower rate of return for assets the Adviser perceives to have below-average risk. The Adviser analyzes each asset's operating potential and financial risks when selecting securities or assets for the Fund. The Adviser defines operating risk as the degree of uncertainty associated with an asset's cash flow potential and financial risk as the factors that affect a company's balance sheet strength. The Fund may invest in assets with either operating or financial risk, but the Adviser's disciplined approach to risk management seeks to avoid companies that have both a high degree of operating and financial risk.

To manage risk, the Adviser uses a flexible and opportunistic approach to the Fund's cash position. The Fund may hold up to 100% of its assets in cash or cash equivalents for an extended period of time, based on the Adviser's determination of the availability of high-quality assets at valuations that meet the Fund's investment criteria and investment objective. The Adviser will determine the Fund's cash position using its bottom-up analysis and valuation discipline, without regard to the Adviser's views on the overall market.

The Fund typically holds a position until the price of the security exceeds the Adviser's valuation. The Adviser takes a long-term value investing approach in selecting securities for the Fund. The securities selected are those that meet the Adviser's qualitative criteria, and preference is given to stocks that offer the greatest potential for appreciation. The Fund typically buys and sells an investment when the security exceeds the target value determined by the Adviser; when the Adviser's target value is below the market price, either due to a change in the company's financial or operating risk or a shift in the Adviser's DCF valuation model; or when the Adviser can no longer value the assets with a high degree of confidence.

*Temporary Defensive Positions.* The Fund may take a temporary defensive position in an attempt to respond to market conditions where there are limited investment opportunities meeting the Fund's investment criteria. During such times, the Fund may hold up to 100% of its portfolio in cash or cash equivalents.

### **Principal Risks of Investing in the Fund**

Before investing in the Fund, you should carefully consider your own investment goals, the amount of time you are willing to leave your money invested, and the amount of risk you are willing to take. Remember, in addition to possibly not achieving your investment goals, **you could lose all or a portion of your investment in the Fund.** This section provides additional information regarding the principal risks described in the Fund Summary above. Each of the factors below could have a negative impact on the Fund's performance.



*Cash Position Risk.* The ability of the Fund to meet its investment objective may be limited to the extent it holds assets in cash (or cash equivalents) or is otherwise not invested.

*Common Stock Risk.* While common stocks have historically generated higher average returns than fixed income securities over the long-term, common stock has also experienced significantly more volatility in those returns, although under certain market conditions, fixed-income investments may have comparable or greater price volatility. An adverse event, such as an unfavorable earnings report, may depress the value of common stock held by the Fund. Also, the price of common stock is sensitive to general movements in the stock market. A drop in the stock market may depress the price of common stock held by the Fund.

*Convertible Securities Risk.* The value of a convertible security is influenced by both the yield of non-convertible securities of comparable issuers and by the value of the underlying common stock. The value of a convertible security viewed without regard to its conversion feature (i.e., strictly on the basis of its yield) is sometimes referred to as its “investment value.” A convertible security’s investment value tends to decline as prevailing interest rate levels increase. Conversely, a convertible security’s investment value increases as prevailing interest rate levels decline. However, a convertible security’s market value will also be influenced by its “conversion value,” which is the market value of the underlying common stock that would be obtained if the convertible security were converted. A convertible security’s conversion value tends to increase as the price of the underlying common stock increases, and decrease as the price of the underlying common stock decreases. As the market price of the underlying common stock declines such that the conversion value is substantially below the investment value of the convertible security, the price of the convertible security tends to be influenced more by the yield of the convertible security. Thus, it may not decline in price to the same extent as the underlying common stock. If the market price of the underlying common stock increases to a point where the conversion value approximates or exceeds the investment value, the price of the convertible security tends to be influenced more by the market price of the underlying common stock. In the event of a liquidation of the issuing company, holders of convertible securities would be paid before the company’s common stockholders. Consequently, the issuer’s convertible securities entail less risk than its common stock.

*Depository Receipts Risk.* ADRs, GDRs, and IDRs are certificates evidencing ownership of shares of a foreign issuer and are alternatives to directly purchasing the underlying foreign securities in their national markets and currencies. However, they continue to be subject to many of the risks associated with investing directly in foreign securities. These risks include the political and economic risks of the underlying issuer’s country, as well as in the case of depository receipts traded on non-U.S. markets, exchange risk. The issuer of a sponsored receipt typically bears certain expenses of maintaining the depository receipt facility. Depository receipts are also subject to the risks of investing in foreign securities.

*Foreign Investments Risk.* The Fund may be subject to the risks of foreign investments. Non-U.S. securities involve certain factors not typically associated with investing in U.S. securities including risks relating to (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar and the various non-U.S. currencies in which the Fund’s portfolio securities will be denominated, and costs associated with conversion of investment principal and income from one currency into another; (ii) differences between the U.S. and non-U.S. securities markets, including potential price volatility in and relative illiquidity of some non-U.S. securities markets, the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less government supervision and regulation; (iii) certain economic and political risks, including potential exchange control regulations and potential restrictions on non-U.S. investment and repatriation of capital; and (iv) with respect to certain countries, the possibility of expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains, other income or gross sale or disposition proceeds, limitations on the removal of funds or other assets of the Funds, political or social instability or diplomatic developments that could affect investments in those countries.

A number of countries have experienced severe economic and financial difficulties. Many non-governmental issuers, and even certain governments, have defaulted on, or been forced to restructure, their debts; many other

Issuers have faced difficulties obtaining credit or refinancing existing obligations; financial institutions have in many cases required government or central bank support, have needed to raise capital, and/or have been impaired in their ability to extend credit; and financial markets have experienced extreme volatility and declines in asset values and liquidity. These difficulties may continue, worsen or spread. Responses to the financial problems by governments, central banks and others, including austerity measures and reforms, may not work, may result in social unrest and may limit future growth and economic recovery or have other unintended consequences. Further defaults or restructurings by governments and others of their debt could have additional adverse effects on economies, financial markets and asset valuations around the world. The impact of these actions, especially if they occur in a disorderly fashion, is not clear but could be significant and far-reaching. These events could negatively affect the value and liquidity of the Funds' investments.

*Large Shareholder Risk.* It is possible that a single shareholder may own or control a significant portion of the Fund's assets. Redemption by a large shareholder of all or a portion of its Fund shares will adversely affect the Fund's performance if it is forced to sell portfolio securities to fulfill redemption requests when the Adviser would not otherwise choose to do so and thus make it more difficult for the Fund to achieve its investment objectives. Redemptions of a large number of shares may affect the liquidity of the Fund's portfolio, increase the Fund's transaction costs, and accelerate the realization of taxable income and/or gains to shareholders.

*Management Risk.* The Fund is subject to the risk of poor stock selection. In other words, the individual stocks in the Fund may not perform as well as expected, and/or the Fund's portfolio management practices may not work to achieve their desired result.

*Market Risk.* The NAV of the Fund will change with changes in the market value of its portfolio securities. Investors may lose money. The value of the Fund's investments may be negatively affected by the occurrence of global events such as war, terrorism, environmental disasters, natural disasters or events, country instability, and infectious disease epidemics.

*Newer Fund Risk.* As of the date of this Prospectus, the Fund has a limited operating history and there can be no assurance that the Fund will grow to or maintain an economically viable size, in which case the Board may determine to liquidate the Fund. Liquidation of a Fund can be initiated without shareholder approval by the Trust's Board of Trustees if it determines it is in the best interest of shareholders. As a result, the timing of any Fund liquidation may not be favorable to certain individual shareholders.

*REITs Risk.* REITs or other real estate-related securities are subject to the risks associated with direct ownership of real estate, including declines in the value of real estate, risks related to general and local economic conditions, increases in property taxes and operating expenses, changes in zoning laws, overbuilding, changes in interest rates, and liabilities resulting from environmental problems. Generally, REITs can be classified as equity REITs, mortgage REITs or hybrid REITs. Equity REITs invest the majority of their assets directly in real property and derive their income primarily from rents and capital gains from appreciation realized through property sales. Equity REITs are further categorized according to the types of real estate they own, e.g., apartment properties, retail shopping centers, office and industrial properties, hotels, health-care facilities, manufactured housing and mixed-property types. Mortgage REITs invest the majority of their assets in real estate mortgages and derive their income primarily from interest payments. Hybrid REITs combine the characteristics of both equity and mortgage REITs. All REITs are dependent on management skills and generally are not diversified. Equity REITs are affected by the changes in the value of the properties owned by the trust. Mortgage REITs are affected by the quality of the credit extended. Both equity and mortgage REITs may not be diversified with regard to the types of tenants, may not be diversified with regard to the geographic locations of the properties, are subject to cash flow dependency and defaults by borrowers, and could fail to qualify for tax-free pass-through of net income and net realized gains under the Internal Revenue Code. REITs typically incur fees that are separate from those incurred by the Fund. Accordingly, the Fund's investment in REITs will result in the layering of expenses such that shareholders will indirectly bear a proportionate share of the REITs' operating expenses, in addition to paying Fund expenses.

*Small-Capitalization Companies Risk.* There may be less trading in a smaller company's stock, which means that buy and sell transactions in that stock could have a larger impact on the stock's price than is the case with larger company stocks. Smaller companies also may have fewer lines of business so that changes in any one line of business may have a greater impact on a smaller company's stock price than is the case for a larger company. Further, smaller company stocks may perform differently in different cycles than larger company stocks.

*U.S. Government Obligations Risk.* U.S. Government obligations are debt securities of, or guaranteed by, the U.S. Government. Payment of principal and interest on U.S. Government obligations is backed by the full faith and credit of the United States. The U.S. Government does not guarantee the net asset value of the Fund's shares. Treasury obligations may differ in their interest rates, maturities, times of issuance and other characteristics. U.S. Government obligations are subject to market and interest rate risk.

### **Portfolio Holdings**

A description of the Fund's policies and procedures with respect to the disclosure of the Fund's portfolio holdings is available in the SAI.

## **Management of the Fund**

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### **Investment Adviser**

The Fund has entered into an investment advisory agreement ("Advisory Agreement") with Hudson Trading Group LLC, located at 30 N Gould St., Sheridan, WY 82801. The Adviser has provided investment management services to its clients since 2021 and follows an absolute-return investment process. The Adviser is currently registered as an investment advisor with the State of Florida. Additional information can be found on the FINRA Broker Check website.

Under the Advisory Agreement, the Adviser manages the Fund's investments subject to the oversight by the Trustee. Subject to the oversight of the Trustee, the Adviser is responsible for the day-to-day management of the Fund in accordance with the Fund's investment objective and policies. The Adviser also furnishes the Fund with office space and certain administrative services and provides the advisory personnel needed to fulfill its obligations under its Advisory Agreement. For its services, the Fund pays the Adviser a monthly management fee that is calculated at the annual rate of 1.00% of the Fund's average daily net assets, as well as a 30% performance success fee. The Investment Advisor may enter into agreements with portfolio managers that may include separate performance success fees up to 20% of the realized trading profits separate for the performance success fee discussed here. These fees fall under the description of commissions and additional trading fees and are not included in the Investment Advisors 30% performance success fee. These additional potential fees will be calculated before the Investment Advisor is entitled to the success fee.

A 30% performance, success or incentive fee is charged at a percentage of the net gains from the investment performance made by the Fund. Equalisation is the accounting methodology used to ensure that not only the investment manager is paid the correct performance or incentive fee, but also that the incentive fees are fairly allocated between each investor in the fund. To learn more about this methodology go to the website found in this link ([aggregate.com](http://aggregate.com)).

If an investor subscribes for Participating Shares of any Class at a time when the Net Asset Value per Participating Share of such Class is other than the Peak Net Asset Value (commonly referred to as the "High Water Mark") per Participating Share of such Class, certain adjustments will be made to reduce any unfairness that could otherwise result to such Shareholder or to the Manager.

(i) If Participating Shares of any Class are subscribed where the Net Asset Value per Participating Share of such Class is less than the High Water Mark per Participating Share of such Class (a "Contingent Redemption"), the Shareholder will be required to pay a Performance Fee with respect to any subsequent appreciation in the Net

Asset Value of those Participating Shares of such Class. With respect to any appreciation in the Net Asset Value per Participating Share of such Class at the date of subscription up to the High Water Mark per Participating Share of such Class, the Performance Fee will be charged at the end of each Performance Period by redeeming such number of the Shareholder's Participating Shares of such Class as having an aggregate Net Asset Value (after accrual for any Performance Fee) equal to the Relevant Percentage of any such appreciation applicable to such Class (a "Performance Fee Redemption"). The aggregate Net Asset Value of the Participating Shares of such Class so redeemed will be paid to the Manager as a Performance Fee. Performance Fee Redemptions ensure that the Fund maintains a uniform Net Asset Value per Participating Share in the same Class. As regards the Shareholder's remaining Participating Shares of such Class, any appreciation in the Net Asset Value per Participating Share of such Class above the High Water Mark per Participating Share of such Class will be charged a Performance Fee in the normal manner. In the event that a Shareholder redeems Participating Shares of such Class midway through a Performance Period and an adjustment is required to such Participating Shares, such adjustment shall be deducted from the redemption proceeds and shall be paid to the Manager.

(ii) If Participating Shares of any Class are subscribed where the Net Asset Value per Participating Share of such Class is greater than the High Water Mark per Participating Share of such Class, the Shareholder will be required to pay an amount in excess of the current Net Asset Value per Participating Share of such Class which is equal to the Relevant Percentage applicable to such Class, of the difference between the Net Asset Value per Participating Share of such Class (before accrual for the Performance Fee) and the High Water Mark per Participating Share of such Class (an "Equalisation Credit"). As at the date of subscription, the Equalisation Credit will equal the Performance Fee per Participating Share of such Class accrued with respect to the other Participating Shares in the same Class (the "Maximum Equalisation Credit"). The Equalisation Credit accounts for the fact that the Net Asset Value per Participating Share of such Class has been reduced to reflect an accrued Performance Fee to be borne by existing Shareholders and serves as a form of credit against a Performance Fee that might otherwise be payable by the Fund but that should not, in fairness, be charged against the holder of Participating Shares of such Class making the subscription (because, in relation to the new Participating Shares of such Class, no favourable performance has yet occurred). The Equalisation Credit mechanism seeks to ensure that all holders of Participating Shares in the same Class have the same amount of capital at risk per Participating Share of such Class.

At the end of each Performance Period, if the Net Asset Value per Participating Share of any Class (before accrual for the Performance Fee) exceeds the High Water Mark per Participating Share of such Class, that portion of the Equalisation Credit equal to the Relevant Percentage applicable to such Class, of such excess amount, multiplied by the number of Participating Shares of the same Class subscribed for by the Shareholder, will be applied to subscribe for additional Participating Shares of the same Class for such Shareholder. Additional Participating Shares of such Class will continue to be so subscribed for at the end of each Performance Period until the Equalisation Credit, as it may have appreciated or depreciated in the Fund after the original subscription for Participating Shares of such Class was made, has been fully applied. If the holder of such Class of Participating Shares redeems its Participating Shares of such Class before the Equalisation Credit has been fully applied, the holder of such Class of Participating Shares will receive additional redemption proceeds being equal to the Equalisation Credit then remaining multiplied by a fraction, the numerator of which is the number of Participating Shares of such Class being redeemed and the denominator of which is the number of Participating Shares of such Class held by the holder of such Class of Participating Shares immediately prior to the redemption (in respect of which an Equalisation Credit was paid on subscription).

For the fiscal period ended December 31, 2023, the Adviser received management fees of 0.00% (net of fee waivers) of the Fund's average daily net assets.

A discussion regarding the basis for the Trustee's initial approval of the Advisory Agreement between the Adviser and the Trust will be available in the Fund's annual report to shareholders for the fiscal period ended December 31, 2024.

The Fund, as a series of the Trust, does not hold itself out as related to any other series of the Trust for purposes of investment and investor services. It may share the same investment adviser with other series of the Trust.

## **Portfolio Managers**

The Investment Advisor is responsible for appointing the portfolio managers responsible for the day-to-day management of the Fund. The Investment Advisor has managed the Fund since January 1, 2024.

The SAI provides additional information about the portfolio managers' compensation, other accounts managed by the portfolio managers and the portfolio managers' ownership of Fund shares.

## **Payments to Financial Intermediaries**

The Fund may pay service fees to financial intermediaries, such as banks, broker-dealers, financial advisors or other financial institutions, including affiliates of the Adviser, for sub-administration, sub-transfer agency and other shareholder services associated with shareholders whose shares are held of record in omnibus accounts, other group accounts or accounts traded through registered securities clearing agents.

The Adviser, out of its own resources and without additional cost to the Fund or its shareholders, may provide additional cash payments to financial intermediaries who sell shares of the Fund. These payments and compensation are in addition to service fees paid by the Fund, if any. Payments are generally made to financial intermediaries that provide shareholder servicing, marketing support or access to sales meetings, sales representatives and management representatives of the financial intermediary. Payments may also be paid to financial intermediaries for inclusion of the Fund on a sales list, including a preferred or select sales list or in other sales programs. Compensation may be paid as an expense reimbursement in cases in which the financial intermediary provides shareholder services to the Fund. The Adviser may also pay cash compensation in the form of finder's fees that vary depending on the dollar amount of the shares sold.

## **Shareholder Information**

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### **Pricing of Fund Shares**

Shares of the Fund are sold at its NAV. The NAV is determined by dividing the value of the Fund's securities, cash and other assets, minus all liabilities, by the number of shares outstanding ( $\text{assets} - \text{liabilities} / \text{number of shares} = \text{NAV}$ ). The NAV takes into account the expenses and fees of the Fund, including management, administration and other fees, which are accrued daily. The Fund's share price is ordinarily calculated as of the scheduled close of regular trading (generally, 4:00 p.m. Eastern Time) on each day that the New York Stock Exchange ("NYSE") is open for business. While the Fund NAV is generally made available daily, the Fund may choose to update the NAV Weekly and/or monthly.

All shareholder transaction orders received in good order (as described below under "Good Order Purchase Requests") by Info Air (the "Transfer Agent"), or an authorized financial intermediary by the close of the NYSE, generally 4:00 p.m. Eastern Time on the last business day of each month, will be processed at the applicable price on that day. Transaction orders received after the close of the NYSE on the last business day of the month, will receive the applicable price on the last business day of the following month. The Fund's NAV, however, may be calculated earlier if trading on the NYSE is restricted or as permitted by the SEC. The Fund does not determine the NAV of its shares on any day when the NYSE is not open for trading, such as weekends and certain national holidays as disclosed in the SAI (even if there is sufficient trading in its portfolio securities on such days to materially affect the NAV). In certain cases, fair value determinations may be made as described below under procedures as adopted by the Trustee.

### **Fair Value Pricing**

Occasionally, market quotations are not readily available, are unreliable, or there may be events affecting the value of foreign securities or other securities held by the Fund that occur when regular trading on foreign exchanges is closed, but before trading on the NYSE is closed. Fair value determinations are then made in good faith in accordance with procedures adopted by the Trustee. Generally, the fair value of a portfolio security or other asset shall be the amount that the owner of the security or asset might reasonably expect to receive upon

its current sale. The Trustee approves all fair valuations and regularly reviews and evaluates the accuracy of its fair valuation procedures.

Attempts to determine the fair value of securities introduce an element of subjectivity to the pricing of securities. As a result, the price of a security determined through fair valuation techniques may differ from the price quoted or published by other sources and may not accurately reflect the market value of the security when trading resumes. If a reliable market quotation becomes available for a security formerly valued through fair valuation techniques, the Fund would compare the new market quotation to the fair value price to evaluate the effectiveness of its fair valuation procedures. If any significant discrepancies are found, the Fund may adjust its fair valuation procedures.

In the case of foreign securities, the occurrence of certain events after the close of foreign markets, but prior to the time the Fund's NAV is calculated (such as a significant surge or decline in the U.S. or other markets) often will result in an adjustment to the trading prices of foreign securities when foreign markets open on the following business day. If such events occur, the Fund will value foreign securities at fair value, taking into account such events, in calculating the NAV. In such cases, use of fair valuation can reduce an investor's ability to seek to profit by estimating the Fund's NAV in advance of the time the NAV is calculated. The Fund's investments in smaller or medium capitalization companies are more likely to require a fair value determination because they may be more thinly traded and less liquid than securities of larger companies. It is anticipated that the Fund's portfolio holdings will be fair valued only if market quotations for those holdings are unavailable or considered unreliable.

## **How to Purchase Fund Shares**

The minimum initial investment requirement is \$100,000. There is also a minimum investment requirement for subsequent investments of \$10,000..

Minimum initial and subsequent purchase amounts may be reduced or waived by the Adviser for specific investors or types of investors, including, without limitation, employee benefit plan investors, retirement plan investors, investors who invest in the Fund through an asset-based fee program made available through a financial intermediary, customers of investment advisers, brokers, consultants and other intermediaries that recommend the Fund, employees of the Adviser and its affiliates and their family members, investment advisory clients of the Adviser, and current or former Trustees of the Trust and their family members. Certain financial intermediaries also may have investment minimums, which may differ from the Fund's minimums, and may be waived at the intermediaries' discretion. If your investment is aggregated into an omnibus account established by an investment adviser, broker, consultant or other financial intermediary, the account minimums apply to the omnibus account, not to your individual investment.

## **Purchasing Fund Shares**

The Fund's shares are available for purchase at the NAV per share next determined after your order is received by either the Transfer Agent or a financial intermediary. Each share of the Fund represents an interest in the Fund's portfolio of investments. There is no investment minimum on reinvested distributions and the Fund may change investment minimums at any time.

The Fund's shares are subject to an annual Rule 12b-1 distribution fee of 1.00% (discussed below in the section entitled "Rule 12b-1 Distribution Fees").

## **Good Order Purchase Requests**

When making a purchase request, make sure your request is in good order. "Good order" means funds have been received by the Fund or Transfer Agent and your purchase request includes:

- the *name* of the Fund;
- the *dollar* amount of shares to be purchased;
- your account *application* or investment stub; and

- a payment confirmation from Regolith or a wire transfer received by the Fund.

All purchases must be in U.S. dollars. The Fund will not accept payment in cash. Also, to prevent fraud, the Fund will not accept third party transfers, Treasury checks, credit card checks, traveler’s checks or starter checks for the purchase of shares. The Fund is unable to accept any conditional order or payment. If your payment is returned for any reason, the Transfer Agent will assess a \$25 fee against your account. You will also be responsible for any losses suffered by the Fund as a result.

An account application to purchase Fund shares is subject to acceptance by the Fund and is not binding until so accepted. The Fund reserves the right to reject any account application or to reject any purchase order if, in its discretion, it is in the Fund’s best interest to do so. For example, a purchase order may be refused if it appears so large that it would disrupt the management of the Fund. Purchases may also be rejected from persons believed to be “market-timers,” as described under “Tools to Combat Frequent Transactions,” below. Accounts opened by entities, such as credit unions, corporations, limited liability companies, partnerships or trusts, will require additional documentation. Please note that if any information listed above is missing, your account application will be returned and your account will not be opened.

Upon acceptance by the Fund, all purchase requests received in good order before the close of the NYSE (generally 4:00 p.m., Eastern Time) on the last business day of the month will be processed at the applicable price next calculated after receipt. Applicable price is calculated at the close of trading on the NYSE on the last business day of each month. Purchase requests received after the close of the NYSE (generally 4:00 p.m., Eastern Time) on the last business day of the month will be priced on the NAV determined on the last business day of the next month.

Shares of the Fund have not been registered for sale inside of the United States, but may be amended to meet the requirements for distribution to US residents. The Fund generally does not sell shares to investors residing inside the United States.

*Purchase by on-line registration.* For direct investments through the Transfer Agent, you should:

- Complete and signup through the Regolith Marketplace at [regolith.com](http://regolith.com);
- To open an account, top up your account on the Regolith Marketplace;
- Find the Fund transaction page on the Regolith Marketplace and complete the purchase on-line;
- For subsequent investments, repeat the top up steps on the Regolith Marketplace.

*Purchase by Wire.* If you are making your first investment in the Fund, before you wire funds, please contact the Transfer Agent by email or register on-line at [regolithservices.com](http://regolithservices.com) to make arrangements with a representative to submit your completed account application. Upon receipt of your completed account application, an account will be established for you and a service representative can assist you to provide your new account number and wiring instructions. Once your account has been established, you may instruct your bank to initiate the wire.

For either initial or subsequent investments, prior to sending the wire, please contact the Transfer Agent to advise of your wire to ensure proper credit upon receipt. Your bank must include the name of the Fund, and your name and account number so that your wire can be correctly applied.

Instruct your bank to send the wire to:

Bank Name:	Wells Fargo Bank
Account Name:	Regolith Services LLC
Address:	1001 S Main St. Ste 500 Kalispell, MT 59901
Account #:	Contact the Fund for current account details
Notes:	(Participant Name, Participant Account #)

Your bank may impose a fee for investments by wire. You will receive the NAV on the last business day of the month in which your funds have been received by the Transfer Agent. Wired funds must be received prior to the close of the NYSE (generally 4:00 p.m., Eastern Time) on the last business day of the month to be eligible for pricing. Wires received after the close of the NYSE on the last business day of the month will be considered received by the next business day. The Fund and the Transfer Agent are not responsible for the consequences of delays resulting from the banking or Federal Reserve wire system, or from incomplete wiring instructions.

*Automatic Investment Plan.* Once your account has been opened with an initial investment minimum of \$5,000, you may purchase additional shares of the Fund through the [regolithservices.com](http://regolithservices.com) without minimum limits. If you choose this option, funds may be automatically transferred from your bank account on a monthly, quarterly, semi-annual or annual basis. To be eligible for this plan, your bank must be a domestic institution that is an ACH member. The Fund may modify or terminate the AIP at any time. The first AIP purchase will take place no earlier than 7 business days after the transfer agent has received your request. If your bank rejects your payment, the transfer agent will charge a \$25 fee to your account. To begin participating in the AIP, please complete the Automatic Investment Plan section on the account application. Any request to change or terminate your AIP should be submitted to the transfer agent five days prior to effective date.

*Purchases Placed with Financial Intermediaries.* You may buy and sell shares of the Fund through certain financial intermediaries. Such financial intermediaries are authorized to designate other intermediaries to receive purchase and redemption orders on the Fund's behalf. Your order will be priced at the Fund's NAV next computed after it is received by a financial intermediary. A financial intermediary may hold your shares in an omnibus account in the financial intermediary's name and the financial intermediary may maintain your individual ownership records. If your investment is aggregated into an omnibus account established by an investment adviser, broker or other intermediary, the account minimums apply to the omnibus account, not to your individual investment. Your financial intermediary may impose investment minimum requirements that are different from those set forth in this Prospectus. The Fund may pay the financial intermediary for maintaining individual ownership records as well as providing other shareholder services. Financial intermediaries may charge fees for the services they provide to you in connection with processing your transaction order or maintaining your account with them. Financial intermediaries are responsible for placing your order correctly and promptly with the Fund, forwarding payment promptly, as well as ensuring that you receive copies of the Fund's Prospectus. The Fund will be deemed to have received a purchase order when a financial intermediary, or its authorized designee, receives the order. If you transmit your order with these financial intermediaries before the close of regular trading (generally, 4:00 p.m., Eastern Time) on a day that the NYSE is open for business, your order will be priced at the Fund's NAV next computed after it is received by the financial intermediary or its authorized designee (the last business day of the month). Investors should check with their financial intermediary to determine if it is subject to these arrangements.

*Cancellations or Modifications.* The Fund will not accept a request to cancel or modify a transaction once processing has begun. Please exercise care when placing a transaction request.

## **How to Redeem Fund Shares**

Redemption orders will be executed on the last business day of each month. Redemption order can be made anytime until the last business day of the month before 4:00 pm EST or the close of normal trading hours of the NYSE on the last business day of the month, whichever is earlier. Any orders submitted after the close of trading on the NYSE on the last business day of the month will be executed on the last business day of the next month.

If you redeem through a financial intermediary, the financial intermediary may charge you a transaction fee. If you purchased your shares by electronic funds transfer through the ACH network, you may not receive your



redemption proceeds until your payment for the purchase has cleared, which may take up to 15 calendar days. Shareholders can avoid this delay by utilizing the wire purchase option. Redemptions will be processed only on a day during which the NYSE is open for business. You may receive the proceeds of redemption by wire or via electronic funds transfer through the ACH network. The Fund typically expects that it will take one to three days following the receipt of your redemption request in good order and prior to market close to pay out redemption proceeds. However, while not expected, payment of redemption proceeds may take up to seven days.

The Fund typically expects that it will hold cash or cash equivalents to meet redemption requests. The Fund may also use the proceeds from the sale of portfolio securities to meet redemption requests if consistent with the management of the Fund. These redemption methods will be used regularly and may also be used in stressed market conditions. The Fund reserves the right to redeem in-kind as described below in “Redemption In-Kind.” Redemptions in-kind are typically used to meet redemption requests that represent a large percentage of the Fund’s net assets in order to minimize the effect of large redemptions on the Fund and its remaining shareholders. Redemptions in-kind may be used regularly in circumstances as described above, and may also be used in stressed market conditions. Please note that certain fees may apply depending on the timing or manner in which you redeem shares (see the section entitled “Tools to Combat Frequent Transactions” in this Prospectus for more information). Requests to redeem shares are processed at the NAV next calculated after the Transfer Agent or your financial intermediary receives your request in good order. Any redemption requests made after market close will receive the Fund’s next calculated NAV price.

Shareholders who have an IRA or other retirement plan must indicate on their written redemption request whether or not to withhold federal income tax. Redemption requests failing to indicate an election not to have tax withheld will generally be subject to a 10% withholding tax.

*Redeem on-line.* For direct redemptions through the Transfer Agent on-line you should:

- Log into your account at [regolithservices.com](http://regolithservices.com)
- On the holdings page, click on your Fund holding and select “sell” then proceed using the online process.
- Specify the number of shares or dollar amount to be redeemed and the Fund name or number;
- You will be required to confirm your order to sell through your email.

Before executing an instruction received, the Transfer Agent will use reasonable procedures to confirm that the instructions are genuine. The seller may be asked to verify certain personal identification information. If the Fund or its agents follow these procedures, they cannot be held liable for any loss, expense or cost arising out of any redemption request that is reasonably believed to be genuine. This includes fraudulent or unauthorized requests. The Fund may change, modify or terminate these privileges at any time upon at least 30 days’ written notice to shareholders. Once a transaction has been placed, it cannot be canceled or modified after the close of regular trading on the NYSE on the last business day of the month. If an account has more than one owner or authorized person, the Fund will accept telephone instructions from any one owner or authorized person. During periods of high market activity, you may encounter higher than usual wait times. Please allow sufficient time to ensure that you will be able to complete your telephone transaction prior to market close. Neither the Fund nor its Transfer Agent will be held liable if you are unable to place your trade due to high call volume.

*Redemptions Through a Financial Intermediary.* If you hold your Fund shares through an account with a financial intermediary, you may redeem Fund shares through your financial intermediary or its authorized designee. Redemptions made through a financial intermediary may be subject to procedures established by that institution. Your financial intermediary or its authorized designee is responsible for sending your redemption order to the Fund and for crediting your account with the proceeds. For redemption through financial intermediaries, orders will be processed at the NAV next computed after receipt of the order by the financial intermediary or its authorized designee. Please keep in mind that your financial intermediary may charge additional fees for its services. Investors should check with their financial intermediaries to determine if they are subject to these arrangements.

*Cancellations and Modifications.* The Fund will not accept a request to cancel or modify a confirmed transaction once processing has begun. Please exercise care when placing a transaction request.

## **Account and Transaction Policies**

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### **Tools to Combat Frequent Transactions**

The Fund is intended for long-term investors. Short-term “market-timers” who engage in frequent purchases and redemptions may disrupt the Fund’s investment program and create additional transaction costs that are borne by all of the Fund’s shareholders. The Board has adopted policies and procedures reasonably designed to detect and prevent market timing and excessive, short-term trading and other abusive trading practices that may disrupt portfolio management strategies and harm performance. The Fund takes steps to reduce the frequency and effect of these activities in the Fund. These steps may include, among other things, monitoring trading activity, imposing redemption fees, or using fair value pricing when appropriate, under procedures as adopted by the Trustee, when the Adviser determines current market prices are not readily available or are unreliable. As approved by the Trustee, these techniques may change from time to time as determined by the Fund in its sole discretion.

In an effort to discourage abusive trading practices and minimize harm to the Fund and its shareholders, the Fund reserves the right, in its sole discretion, to reject any purchase order (including exchanges), in whole or in part, for any reason (including, without limitation, purchases by persons whose trading activity in the Fund’s shares is believed by the Adviser to be harmful to the Fund) and without prior notice. The Fund may decide to restrict purchase and sale activity in its shares based on various factors, including whether frequent purchase and sale activity will disrupt portfolio management strategies and adversely affect the Fund’s performance. Although these efforts are designed to discourage abusive trading practices, these tools cannot eliminate the possibility that such activity will occur. The Fund seeks to exercise its judgment in implementing these tools to the best of its ability in a manner that it believes is consistent with shareholder interests. Except as noted in this Prospectus, the Fund applies all restrictions uniformly in all applicable cases.

Due to the complexity and subjectivity involved in identifying abusive trading activity and the volume of shareholder transactions the Fund handles, there can be no assurance that the Fund’s efforts will identify all trades or trading practices that may be considered abusive. In particular, since the Fund receives purchase and sale orders through financial intermediaries that use group or omnibus accounts, the Fund cannot always detect frequent trading. However, the Fund will work with financial intermediaries as necessary to discourage shareholders from engaging in abusive trading practices and to impose restrictions on excessive trades. In this regard, the Fund has entered into information sharing agreements with financial intermediaries pursuant to which these intermediaries are required to provide to the Fund, at the Fund’s request, certain information relating to their customers investing in the Fund through non-disclosed or omnibus accounts. The Fund will use this information to attempt to identify abusive trading practices. Financial intermediaries are contractually required to follow any instructions from the Fund to restrict or prohibit future purchases from shareholders that are found to have engaged in abusive trading in violation of the Fund’s policies. However, the Fund cannot guarantee the accuracy of the information provided to it from financial intermediaries and cannot ensure that they will always be able to detect abusive trading practices that occur through non-disclosed and omnibus accounts. As a consequence, the Fund’s ability to monitor and discourage abusive trading practices in non-disclosed and omnibus accounts may be limited.

## **Redemption Fees**

The Fund charges a 3.00% redemption fee on the redemption of Fund shares held for 180 days or less. This fee (which is paid into the Fund) is imposed in order to help offset the transaction costs and administrative expenses associated with the activities of short-term “market timers” that engage in the frequent purchase and sale of Fund shares. The “first in, first out” (“FIFO”) method is used to determine the holding period; this means that if you bought shares on different days, the shares purchased first will be redeemed first for the purpose of determining whether the redemption fee applies. The redemption fee is deducted from your proceeds and is retained by the Fund for the benefit of its long-term shareholders. Redemption fees will not apply to shares acquired through reinvested distributions or omnibus accounts. Although the Fund has the goal of applying the redemption fee to most redemptions, the redemption fee may not be assessed in certain circumstances where it is not currently practicable for the Fund to impose the fee.

## **Proceeds**

Proceeds will generally be sent no later than seven calendar days after the Fund receives your redemption request. If elected on your account application, you may have the proceeds of the redemption request sent by wire to a pre-determined bank, or by electronic funds transfer via the ACH network to the bank account designated by you on your account application. There is a \$15 fee for each wire transfer. When proceeds are sent via the ACH network, the funds are usually available in your bank account in two to three business days.

## **Check and Electronic Funds Transfer Clearance**

The proceeds from a redemption request may be delayed up to 15 calendar days from the date of the receipt of a purchase made by wire or electronic funds transfer through the ACH network until the payment for the purchase clears. If the purchase amount does not clear, you may be responsible for any losses suffered by the Fund as well as a \$25 service charge imposed by the Transfer Agent.

## **Suspension of Redemptions**

The Fund may temporarily suspend the right of redemption or postpone payments under certain emergency circumstances or when any Government Regulatory body orders a suspension.

## **Signature Guarantees**

The Transfer Agent may require a signature guarantee for certain requests. A signature guarantee assures that your signature is genuine and protects you from unauthorized account redemptions. A signature guarantee of each owner is required in the following situations:

- For all redemption requests in excess of \$1 million;
- When a redemption request is received by the Transfer Agent and the account address has changed within the last 30 calendar days;
- When requesting a change in ownership on your account; and
- When redemption proceeds are payable or sent to any person, address or bank account not on record.

Non-financial transactions including establishing or modifying certain services on an account may require a signature guarantee, signature verification from a Signature Validation Program member, or other acceptable form of authentication from a financial institution source.

In addition to the situations described above, the Fund and/or the Transfer Agent may require a signature guarantee in other instances based on the circumstances relative to the particular situation. Signature guarantees will generally be accepted from domestic banks, brokers, dealers, credit unions, national securities exchanges, registered securities associations, clearing agencies and savings associations, as well as from participants in the New York Stock Exchange Medallion Signature Program and the Securities Transfer Agents Medallion Program (“STAMP”). *A notary public is not an acceptable signature guarantor.*

## **Customer Identification Program**

Please note that, in compliance with the USA PATRIOT Act of 2001, the Transfer Agent will verify certain information on your account application as part of the Fund’s Anti-Money Laundering Program. As requested on the account application, you must supply your full name, date of birth, social security number and/or tax ID number and permanent street address. If you are opening the account in the name of a legal entity (*e.g.*, partnership, limited liability company, business trust, corporation, etc.), you must also supply the identity of the beneficial owners. Mailing addresses containing only a P.O. Box will not be accepted. If you do not supply the necessary information, the Transfer Agent may not be able to open your account. Please contact the Transfer Agent at [regolithservices.com](http://regolithservices.com) if you need additional assistance when completing your account application. If the Transfer Agent is unable to verify your identity or that of another person authorized to act on your behalf, or if it believes it has identified potentially criminal activity, the Fund reserves the right to temporarily limit additional share purchases, close your account or take any other action it deems reasonable or required by law. The Fund also reserves the right to close the account within five business days if clarifying information/documentation is not received.

## **No Certificates**

The Fund does not issue share certificates.

## **Right to Reject Purchases**

The Fund reserves the right to reject any purchase in whole or in part. The Fund may cease taking purchase orders at any time when the Investment Adviser believes it is in the best interest of the current shareholders. The purpose of such action is to limit increased Fund expenses incurred when certain investors buy and sell shares of the Fund for the short-term when the markets are highly volatile.

## **Redemption In-Kind**

The Fund generally pays redemption proceeds in cash. However, the Fund reserves the right to pay all or part of a shareholder's redemption proceeds in portfolio securities with a market value equal to the redemption price (redemption-in-kind). It is not expected that the Fund would do so except during unusual market conditions. If the Fund pays your redemption proceeds by a distribution of securities, you could incur brokerage or other charges in converting the securities to cash and will bear any market risks associated with such securities until they are converted into cash. A redemption in-kind is treated as a taxable transaction and a sale of the redeemed shares, generally resulting in capital gain or loss to you, subject to certain loss limitation rules.

## **Small Accounts**

To reduce expenses, the Fund may redeem an account if the total value of the account falls below \$1,000 due to redemptions. An investor will be given 30 days' prior written notice of this redemption. During that period, an investor may purchase additional shares to avoid the redemption. Automatic redemption of your account may result in tax consequences. Please see "Dividends, Distributions and Their Taxation" below.

## **Lost Shareholders, Inactive Accounts and Unclaimed Property**

It is important that the Fund maintains a correct address for each investor. An incorrect address may cause an investor's account statements and other mailings to be returned to the Fund. Based upon statutory requirements for returned mail, the Fund will attempt to locate the investor or rightful owner of the account. If the Fund is unable to locate the investor, then it will determine whether the investor's account can legally be considered abandoned. Fund accounts may be transferred to the state government of an investor's state of residence if no activity occurs within the account during the "inactivity period" specified in the applicable state's abandoned property laws, which varies by state. The Fund is legally obligated to escheat (or transfer) abandoned property to the appropriate state's unclaimed property administrator in accordance with statutory requirements. The investor's last known address of record determines which state has jurisdiction. To help protect their accounts, shareholders should keep their accounts up-to-date and active, which may include contacting the Fund at [regolithservices.com](http://regolithservices.com) to generate shareholder initiated activity such as completing an account transaction. Investors who are residents of the state of Texas may designate a representative to receive legislatively required unclaimed property due diligence notifications.

## **Distribution of Fund Shares**

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### **Rule 12b-1 Distribution Fees**

The Trust has adopted a Rule 12b-1 distribution plan (the "Rule 12b-1 Plan") under which the Fund is authorized to pay to Regolith Investment Services, LLC (the "Distributor") or such other entities as approved by the Trustee, as compensation for the distribution-related services provided by such entities, an aggregate fee equal to 1.00% of the average daily net assets of the Fund. The Distributor may pay any or all amounts received under the Rule 12b-1 Plan to other persons, including the Adviser, for any distribution service or activity designed to retain Fund shareholders. Because the Fund pays distribution fees on an ongoing basis, your investment cost over time may be higher than paying other types of sales charges.

## **Dividends, Distributions and their Taxation**

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If you redeem your Fund shares, part of your redemption proceeds may represent your allocable share of the distributions made by the Fund relating to that tax year. You will be informed annually of the amount and nature of the Fund's distributions. If you sell your Fund shares, it is a taxable event for you. An exchange of shares is treated as a taxable sale. Depending on the purchase price and the sale price of the shares you sell, you may have a gain or loss on the transaction. You are responsible for any tax liabilities generated by your transaction. The Code limits the deductibility of capital losses in certain circumstances.

For federal income tax purposes, all dividends and distributions of net realized short-term capital gains you receive from the Fund are taxable as ordinary income or as qualified dividend income, whether reinvested in additional shares or received in cash, unless you are exempt from taxation or entitled to a tax deferral. Distributions of net realized long-term capital gains you receive from the Fund, whether reinvested in additional shares or received in cash, are taxable as a capital gain. The capital gain holding period is determined by the length of time the Fund has held the security and not the length of time you have held shares in the Fund. The Fund expects that, because of its investment objective, its distributions will consist primarily of long- and short-term capital gains (rather than dividend income). You will be informed annually as to the amount and nature of all dividends and capital gains paid during the prior year. Such capital gains and dividends may also be subject to state or local taxes. If you are not required to pay taxes on your income, you are generally not required to pay federal income taxes on the amounts distributed to you.

Interest and other income received by the Fund with respect to foreign securities may give rise to withholding and other taxes imposed by foreign countries. Tax conventions between certain countries and the United States may reduce or eliminate such taxes. If as of the close of a taxable year more than 50% of the total assets of the Fund consist of stock or securities of foreign corporations, the Fund intends to “pass through” to investors the amount of foreign income and similar taxes (including withholding taxes) paid by the Fund during that taxable year. This means that investors will be considered to have received as additional income their respective shares of such foreign taxes, but may be entitled to either a corresponding tax deduction in calculating taxable income, or, subject to certain limitations, a credit in calculating federal income tax.

The Fund does not intend to pay dividends from net investment income annually and to not distribute all net realized capital gains annually. The Fund may make distributions if necessary to avoid imposition of a 4% excise tax or other tax on undistributed income and gains. However, no assurances can be given that distributions will be sufficient to eliminate all taxes. Please note, however, that the objective of the Fund is growth of capital, not the production of distributions. You should measure the success of your investment by the value of your investment at any given time and not by the distributions you receive.

When a dividend or capital gain is distributed, the Fund’s NAV decreases by the amount of the payment. If you purchase shares shortly before a distribution, you will be subject to income taxes on the distribution, even though the value of your investment (plus cash received, if any) remains the same. All dividends and capital gains distributions will automatically be reinvested in additional Fund shares at the then prevailing NAV unless you specifically request that either dividends or capital gains or both be paid in cash. If you elect to receive distributions and dividends by wire and the transfer agent cannot deliver the wire, or if the unpaid balance remains uncashed for six months, the Fund reserves the right to reinvest the distribution monies in your Fund account at the then current NAV per share and to reinvest all subsequent distributions in shares of the Fund.

All distributions will be reinvested in Fund shares unless you choose one of the following options: (1) receive dividends in cash while reinvesting capital gain distributions in additional Fund shares; (2) receive capital gain distributions in cash while reinvesting dividends in additional Fund shares; or (3) receive all distributions in cash. Distributions are taxable whether received in cash or additional Fund shares.

The election to receive dividends or reinvest them may be changed by notifying to the Fund at:

[www.regolith.com](http://www.regolith.com)

In order to allow sufficient processing time for a change in distribution elections, any change must be received at least five days prior to the record date for the distribution.

By law, the Fund must withhold a percentage of your taxable distribution and redemption proceeds if you do not provide your correct social security or taxpayer identification number and certify that you are not subject to backup withholding, or if the IRS instructs the Fund to do so.

Federal law requires that mutual fund companies report their shareholders' cost basis, gain/loss and holding period to the IRS on the shareholders' Consolidated Form 1099s when "covered" shares of the mutual funds are sold. Covered shares are any fund and/or dividend reinvestment plan shares acquired on or after January 1, 2012.

The Fund has chosen average cost as its standing (default) tax lot identification method for all shareholders, which means this is the method the Fund will use to determine which specific shares are deemed to be sold when there are multiple purchases on different dates at differing NAVs, and the entire position is not sold at one time. You may choose a method other than the Fund's standing method at the time of your purchase or upon sale of covered shares. The cost basis method a shareholder elects may not be changed with respect to a redemption of shares after the settlement date of the redemption. Fund shareholders should consult with their tax advisers to determine the best IRS-accepted cost basis method for their tax situation and to obtain more information about how the new cost basis reporting rules may apply to them.

The foregoing discussion summarizes some of the possible consequences under current federal tax law of an investment in the Fund. It is not a substitute for personal tax advice. You also may be subject to state and local tax on Fund distributions and sales of Fund shares. Consult your personal tax adviser about the potential tax consequences of an investment in Fund shares under all applicable tax laws. For more information, please see the section entitled "Federal Income Taxes" in the SAI.

## **Other Information**

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The Trust enters into contractual arrangements with various parties, including, among others, the Fund's investment adviser, administrator and distributor, who provide services to the Fund. Shareholders of the Fund are not parties to, or intended (or "third-party") beneficiaries of, any of those contractual arrangements, and those contractual arrangements are not intended to create in any individual shareholder or group of shareholders any right to enforce such contractual arrangements against the service providers or to seek any remedy under such contractual arrangements against the service providers, either directly or on behalf of the Trust.

This prospectus provides information concerning the Trust and the Fund that you should consider in determining whether to purchase shares of the Fund. None of this prospectus, the SAI or any document filed as an exhibit to the Trust's registration statement, is intended to, nor does it, give rise to an agreement or contract between the Trust or the Fund and any investor, or give rise to any contract or other rights in any individual shareholder, group of shareholders or other person other than any rights conferred explicitly by federal or state securities laws that may not be waived.

*Closing the Fund.* The Trustee retains the right to close the Fund (or partially close the Fund) to new purchases if it is determined to be in the best interest of shareholders. Based on market and Fund conditions, and in consultation with the Adviser, the Trustee may decide to close the Fund to new investors, all investors or certain classes of investors (such as fund supermarkets) at any time. If the Fund is closed to new purchases it will continue to honor redemption requests, unless the right to redeem shares has been temporarily suspended as permitted by federal law.



## Financial Highlights

The financial highlights table is intended to help you understand the Fund's financial performance since inception. Certain information reflects financial results for a single Fund share. The total return in the table represents the rate that an investor would have earned or lost on an investment in the Fund (assuming reinvestment of all dividends and distributions). This information has been derived from the unaudited financial statements included in the Fund's December 31, 2023 Report, which is available to all existing investors.

Investor Class	Period Ended Dec 31, 2023 <sup>(1)</sup>
<b>PER SHARE DATA<sup>(2)</sup>:</b>	
Net asset value, beginning of period	\$ 1000.00
<b>INVESTMENT OPERATIONS:</b>	
Net investment income <sup>(3)</sup>	0.01
Net realized and unrealized gain on investments	0.06
Total from investment operations	0.07
<b>LESS DISTRIBUTIONS:</b>	
From net investment income	(0.04)
From net realized gains	(0.03)
Total distributions	(0.07)
Net asset value, end of period	\$ 10.00
<b>TOTAL RETURN<sup>(4)</sup></b>	<b>0.00%</b>
<b>SUPPLEMENTAL DATA AND RATIOS:</b>	
Net assets, end of period (in thousands)	\$ 1
Ratio of gross expenses to average net assets:	
Before expense reimbursement <sup>(5)</sup>	7.25%
After expense reimbursement <sup>(5)</sup>	1.25%
Ratio of net investment income to average net assets	0.79%
Portfolio turnover rate <sup>(4)(6)</sup>	128%

<sup>(1)</sup> Inception date of the Fund was December 31, 2023.

<sup>(2)</sup> For an Investor Class share outstanding for the period.

<sup>(3)</sup> Calculated based on average shares outstanding during the period.

<sup>(4)</sup> Not annualized for periods less than one year.

<sup>(5)</sup> Annualized for periods less than one year.

<sup>(6)</sup> The numerator for the portfolio turnover rate includes the lessor of purchases or sales (excluding short-term investments). The denominator includes the average fair value of long positions throughout the period.

**INVESTMENT ADVISER:**

Hudson Trading Group LLC  
30 N Gould St  
Sheridan, WY 82801

**DISTRIBUTOR:**

REGOLITH LLC  
Euro House Richmond Hill Road  
Kingstown, Saint Vincent and The Grenadines  
VC0100

**CUSTODIAN:**

TBA

**ADMINISTRATOR**

Info Air, LLC  
Euro House Richmond Hill Road  
Kingstown, Saint Vincent and The Grenadines  
VC0100

**TRANSFER AGENT AND DIVIDEND**

**PAYING AGENT:**

Regolith Services LLC  
1001 S. Main St. Ste 500  
Kalispell, MT 59901

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM:**

TBA

**LEGAL COUNSEL:**

TBA

## **PRIVACY NOTICE**

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The Fund collects non-public information about you that the law allows or requires it to have in order to conduct its business and properly service you. The Fund collects financial and personal information about you (“Personal Information”) directly (e.g., information on account applications and other forms, such as your name, address, and social security number, and information provided to access account information or conduct account transactions online, such as password, account number, e-mail address, and alternate telephone number), and indirectly (e.g., information about your transactions with us, such as transaction amounts, account balance and account holdings).

The Fund does not disclose any non-public personal information about its shareholders or former shareholders other than for everyday business purposes such as to process a transaction, service an account, respond to court orders and legal investigations or as otherwise permitted by law. Third parties that may receive this information include companies that provide transfer agency, technology and administrative services to the Fund, as well as the Fund’s investment adviser who is an affiliate of the Fund. If you maintain a retirement/educational custodial account directly with the Fund, we may also disclose your Personal Information to the custodian for that account for shareholder servicing purposes. The Fund limits access to your Personal Information provided to unaffiliated third parties to information necessary to carry out their assigned responsibilities to the Fund. All shareholder records will be disposed of in accordance with applicable law. The Fund maintains physical, electronic and procedural safeguards to protect your Personal Information and requires its third-party service providers with access to such information to treat your Personal Information with the same high degree of confidentiality.

In the event that you hold shares of the Fund through a financial intermediary, including, but not limited to, a broker-dealer, bank, or trust company, the privacy policy of your financial intermediary would govern how your non-public personal information would be shared with unaffiliated third parties.

# **Regolith Real Estate Liquidation Fund**

A series of Regolith Capital Statutory Trust

## **FOR MORE INFORMATION**

You can find more information about the Fund in the following documents:

### **Statement of Additional Information**

The SAI provides additional details about the investments and techniques of the Fund and certain other additional information. A current SAI will be on file with the SEC and is incorporated into this Prospectus by reference. This means that the SAI is legally considered a part of this Prospectus even though it is not physically within this Prospectus.

### **Annual and Semi-Annual Reports**

The Fund's annual and semi-annual reports (collectively, the "Shareholder Reports") provide additional information about the Fund's investments. The annual report contains a discussion of the market conditions and investment strategies that affected the Fund's performance during the Fund's prior fiscal period.

The SAI and the Shareholder Reports are available free of charge on the transfer agent's website [www.regolith.com](http://www.regolith.com). You can also obtain a free copy of these documents, request other information, or make general inquiries about the Fund by writing to:

**Regolith Real Estate Liquidation Fund**  
info@regolith.com