

**AMENDMENT NO. 1 DATED JANUARY 31, 2025
TO THE PROSPECTUS DATED JULY 10, 2024 (the “Prospectus”)**

**of NINEPOINT CRYPTO AND AI LEADERS ETF
(formerly Ninepoint Web3 Innovators Fund) (ETF UNITS)**

(the “Fund”)

This Amendment No. 1 amends the Prospectus relating to the offering of ETF Units of the Fund. All defined terms have the meanings ascribed to them in the Prospectus unless otherwise specifically defined in this Amendment No. 1.

This Amendment No.1 to the Prospectus provides certain additional information relating to the Fund. The Prospectus should be read subject to this additional information.

INTRODUCTION

On January 6, 2025, Ninepoint Partners LP, the trustee and manager (the “**Manager**” or “**Ninepoint**”) of the Fund announced that the name of the Fund will change from “Ninepoint Web3 Innovators Fund” to “Ninepoint Crypto and AI Leaders ETF” effective as of January 6, 2025.

In connection with the change of the name of the Fund, certain minor changes were made to the Fund’s investment objectives to better reflect the Fund’s new name.

The purpose of this Amendment No. 1 is (a) to amend the Prospectus to reflect the change of the name of the Fund, as further described below under the sub-heading “*Details of Amendment – Name Change*”, and (b) to amend the Prospectus to reflect the minor changes to the investment objectives of the Fund, as further described below under the sub-heading “*Details of Amendment – Changes to Investment Objectives*”.

DETAILS OF AMENDMENT

The following technical amendments to the Prospectus are made:

NAME CHANGE

1. Each reference in the Prospectus to “Ninepoint Web3 Innovators Fund” is deleted and replaced with “Ninepoint Crypto and AI Leaders ETF”, with the exception of the reference to “Ninepoint Web3 Innovators Fund” in the following sentence, appearing on the face page, page 4 and page 11 of the Prospectus, respectively:

“In connection with the Investment Objectives Change, Ninepoint Web3 Innovators Fund changed its name from “Ninepoint Bitcoin ETF” to “Ninepoint Web3 Innovators Fund”.”

2. The following text is added to the end of the first paragraph of the face page, the end of the first paragraph on page 4, and the end of the first paragraph on page 11 of the Prospectus, respectively:

“On January 6, 2025, Ninepoint Crypto and AI Leaders ETF changed its name from “Ninepoint Web3 Innovators Fund” to “Ninepoint Crypto and AI Leaders ETF.”

3. Each instance in the Prospectus of the phrase “formerly known as Ninepoint Bitcoin ETF” is deleted and replaced with the text “formerly known as Ninepoint Web3 Innovators Fund and Ninepoint Bitcoin ETF”.

4. Under the heading “Glossary of Terms” on page 1 of the Prospectus, the definition of “Declaration of Trust” is deleted and replaced with the following:

“**Declaration of Trust**” means the master declaration of trust dated May 6, 2021, as amended and restated on January 5, 2022, as further amended and restated on May 31, 2023, as further amended on December 18, 2024, as further amended on January 31, 2025, and as it may be further amended from time to time.

CHANGES TO INVESTMENT OBJECTIVES

1. The text appearing in the box on the face page of the Prospectus that reads “...emerging technologies such as Web3, the blockchain and digital asset-enabled internet” is deleted and replaced with the following:

“...emerging technologies such as Web3, the blockchain, AI-powered solutions, and the digital asset-enabled internet driven by crypto innovations”

2. The text appearing in the fourth paragraph of the face page of the Prospectus that reads “...emerging technologies such as Web3, the blockchain and digital asset-enabled internet (“**Web3**”)” is deleted and replaced with the following:

“...emerging technologies such as Web3, the blockchain, AI-powered solutions, and the digital asset-enabled internet driven by crypto innovations”

3. The text appearing on page 4 of the Prospectus under the heading “Investment Objectives” that reads “...emerging technologies such as Web3, the blockchain and digital asset-enabled internet” is deleted and replaced with the following:

“...emerging technologies such as Web3, the blockchain, AI-powered solutions, and the digital asset-enabled internet driven by crypto innovations”

4. The text appearing on page 11 of the Prospectus under the heading “Investment Objectives” that reads “...emerging technologies such as Web3, the blockchain and digital asset-enabled internet” is deleted and replaced with the following:

“...emerging technologies such as Web3, the blockchain, AI-powered solutions, and the digital asset-enabled internet driven by crypto innovations”

PURCHASER’S STATUTORY RIGHTS

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase ETF securities within 48 hours after the receipt of a confirmation of a purchase of such securities. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation, or for non-delivery of the ETF Facts, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory.

The purchaser should refer to the applicable provisions of the securities legislation of the province or territory for the particulars of these rights or consult with a legal advisor.

CERTIFICATE OF NINEPOINT CRYPTO AND AI LEADERS ETF (formerly Ninepoint Web3 Innovators Fund) AND THE TRUSTEE, MANAGER AND PROMOTER

Dated: January 31, 2025

The prospectus dated July 10, 2024, as amended by this Amendment No.1 dated January 31, 2025, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus dated July 10, 2024, as amended by this Amendment No. 1 dated January 31, 2025 as required by the securities legislation of, British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut.

**Ninepoint Partners LP
(as Trustee and Manager of Ninepoint Crypto and AI Leaders ETF)**

(signed) "*John Wilson*"
JOHN WILSON
CO-CHIEF EXECUTIVE OFFICER

(signed) "*Shirin Kabani*"
SHIRIN KABANI
CHIEF FINANCIAL OFFICER

**On behalf of the Board of Directors of
Ninepoint Partners LP**

(signed) "*John Wilson*"
JOHN WILSON
DIRECTOR

(signed) "*James R. Fox*"
JAMES R. FOX
DIRECTOR

(signed) "*Kirstin H. McTaggart*"
KIRSTIN H. MCTAGGART
DIRECTOR

**Ninepoint Partners LP
(as promoter of Ninepoint Crypto and AI Leaders ETF)**

(signed) "*James R. Fox*"
JAMES R. FOX
CO-CHIEF EXECUTIVE OFFICER