

AMENDMENT NO. 1 DATED OCTOBER 3, 2025

**TO THE AMENDED AND RESTATED SIMPLIFIED PROSPECTUS DATED AUGUST 27, 2025,
AMENDING AND RESTATING THE SIMPLIFIED PROSPECTUS DATED MAY 16, 2025, AS
AMENDED BY AMENDMENT NO. 1 DATED JUNE 18, 2025 AND AMENDMENT NO. 2
DATED JUNE 27, 2025**

(the Simplified Prospectus)

in respect of:

**NINEPOINT CRYPTO AND AI LEADERS ETF, an alternative mutual fund (formerly, Ninepoint
Web3 Innovators Fund)
*(only Series A, Series F, Series S, Series SF and ETF Series Securities)***

(the Fund)

Unless otherwise specifically defined, the terms used in this amendment have the meanings given to those terms in the Simplified Prospectus.

1. Introduction

Effective on or about October 3, 2025, John Wilson, Jeff Sayer and Colin Watson are assuming the portfolio management duties of Alex Tapscott in respect of the Fund. The Simplified Prospectus is hereby correspondingly amended to change the individuals making investment decisions for the Fund. The technical amendments to the Simplified Prospectus reflecting these changes are set out below.

2. Change of Individuals Making Investment Decisions for the Fund

The last row of the chart under the heading “*Ninepoint Partners LP*” on page 9 of the Simplified Prospectus is deleted and replaced with the following:

Ninepoint Crypto and AI Leaders ETF	John Wilson	Chief Investment Officer, Senior Portfolio Manager, Managing Partner and Ultimate Designated Person	Chief Investment Officer for the Portfolio Manager, leader of the portfolio management team, and Ultimate Designated Person, responsible for promoting compliance and supervising activities of the firm that are directed towards ensuring compliance with securities legislation
	Jeff Sayer	Vice President, Portfolio Manager	Member of the portfolio management team making investment decisions subject to the oversight of the Chief Investment Officer, Ultimate Designated Person and the

			compliance department to ensure compliance with securities legislation
	Colin Watson	Vice President, Portfolio Manager	Member of the portfolio management team making investment decisions subject to the oversight of the Chief Investment Officer, Ultimate Designated Person and the compliance department to ensure compliance with securities legislation

3. What Are Your Legal Rights?

Under securities law in some provinces and territories, you have the right to withdraw from an agreement to buy mutual funds within two business days after you receive a simplified prospectus or Fund Facts document, or cancel your purchase within 48 hours after you receive confirmation of the purchase.

In some provinces and territories, you also have the right to cancel a purchase, or in some jurisdictions, claim damages, if the simplified prospectus, Fund Facts document or financial statements contain a misrepresentation. You must act within the time limits set by law in the applicable province or territory.

For more information, see the securities law of your province or territory or ask a lawyer.

**CERTIFICATE OF NINEPOINT CRYPTO AND AI LEADERS ETF, THE MANAGER, THE
TRUSTEE AND THE PROMOTER**

(the Fund)

This Amendment No. 1 dated October 3, 2025, together with the amended and restated simplified prospectus dated August 27, 2025, amending and restating the simplified prospectus dated May 16, 2025, as amended by Amendment No. 1 dated June 18, 2025 and Amendment No. 2 dated June 27, 2025, and the documents incorporated by reference into the amended and restated simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the amended and restated simplified prospectus, as amended, as required by the securities legislation of each province and territory of Canada and do not contain any misrepresentations.

DATED: October 3, 2025

**NINEPOINT PARTNERS LP, ACTING THROUGH ITS GENERAL PARTNER, NINEPOINT
PARTNERS GP INC., AS TRUSTEE, MANAGER AND PROMOTER 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 GP INC., THE
GENERAL PARTNER OF NINEPOINT PARTNERS LP**

(signed) "James Fox"

James Fox
Director

(signed) "Kirstin McTaggart"

Kirstin McTaggart
Director