

PRAETORIAN CAPITAL

November 2022

DISCLAIMER



Before making an investment decision with respect to Praetorian Capital Fund (“PCF”) or Praetorian Capital Offshore Ltd, (collectively the “Fund”) managed by Praetorian Capital Management LLC (the “Manager”), potential investors are advised to carefully read the offering documents (including any relevant underlying agreements) and related subscription documents regarding the Fund and to consult with their tax, legal, ERISA, and financial advisors. This Presentation contains a preliminary summary of the purpose and principal business terms of the Fund and does not purport to be complete; it is qualified in its entirety by the more detailed discussion contained in the Fund’s offering documents. The specific terms of an investment in the Fund, including the investment strategy, are subject to the offering materials and may change without notice between the date of this Presentation and your receipt of the offering documents. This Presentation is furnished on a confidential basis solely to assist you in deciding whether to proceed with a further investigation of the Fund. Accordingly, this Presentation may not be reproduced in whole or in part and may not be delivered to any other person without the explicit prior consent of the Manager.

Nothing set forth herein shall constitute an offer to sell, or a solicitation of an offer to purchase, any securities. Any such offer to sell or solicitation of an offer to purchase can be made only by formal offering documents which include, among others, a confidential offering memorandum, Limited Liability Company agreement, subscription agreement, or other related subscription documents. Such formal offering documents contain additional information (including information regarding certain risks of investing) that is material to any decision to invest in the Fund. Information contained herein is not warranted by the Manager as to completeness or accuracy, express or implied, and is subject to change without notice. Charts, tables, and graphs are not intended to assist the reader in determining which securities to buy or sell or when to buy or sell securities. Risk management practices and methods are for illustrative purposes only and are subject to modification.

Return objectives are provided for comparison purposes and only as a guideline for prospective investors to evaluate a particular investment program’s strategy and accompanying information. Targeted returns reflect subjective determinations by the Manager. Performance may fluctuate and should be evaluated over the time period indicated and not over shorter periods. There is no guarantee that the Manager will be successful in achieving the Fund’s investment objectives. An investment in the Fund contains risks, including the risk of complete loss. Targeted returns are not intended to be actual performance and should not be relied upon as an indication of actual or future performance.

This Presentation contains forward-looking statements as of the original date of this document which may be identified by, among other things, the use of words such as “expects,” “anticipates,” “believes,” or “estimates,” or these terms’ negatives, and similar expressions. Forward-looking statements reflect the Manager’s views as of such date with respect to possible future events. Actual results could differ materially from those in the forward-looking statements. Investors are cautioned not to place undue reliance on such statements. No party has an obligation to update any of the forward-looking statements in this document. These materials should only be considered current as of the date of publication without regard to the date on which you may receive or access the information.

No assurances can be given that any hedge fund’s investment objectives will be achieved, and investment results may vary substantially month to month. Performance information is net of any incentive allocation. As with any hedge fund, **past performance cannot assure any level of future results**. Actual returns for each investor may be different due to timing of investments. The performance information herein has been prepared by Praetorian Capital Management LLC and has not been independently audited or verified except for certain year-end data (as specified). The use of a different methodology for preparing, calculating, or presenting returns may lead to different results and such differences may be material.

FIRM OVERVIEW



Seeking *absolute* returns in a benchmarked world

Praetorian Capital is a hedge fund managed by Harris “Kuppy” Kupperman dedicated to seeking non-correlated, asymmetric returns. The actively-managed strategy seeks absolute returns through highly-concentrated investments exhibiting inflecting secular or cyclical tailwinds, along with allocations to Event-Driven special situations.

PHILOSOPHY



Flexibility

Modern hedge fund “style boxes” restrict Alpha and can lead to underperformance. We seek to shift with the tide and go where the Alpha goes to provide our investments a positive tailwind.



Concentration

We believe concentration leads to absolute outperformance. We seek to hold 6 to 12 of our “best ideas” and are agnostic about their monthly volatility.



Alpha at Inflections

We believe the highest IRR is attained near macro or idiosyncratic inflections.



Actively Managed and Unhedged

We believe hedges cost upside. Instead, we tactically trade Event-Driven situations (long and short) and utilize option strategies for non-correlated, short-term returns to augment our core portfolio holdings.

We are looking to partner with a highly select group of investors who share our beliefs

HOW WE DIFFER

Fund consultants and allocators like to require style boxes such as "long-short," "macro," "international equities."

At Praetorian, our only style box is "alpha."

Typical hedge funds:

- Have underperformed the market or are highly correlated to the market, aka "closet" indexers
- Put themselves into a style box in an effort to raise capital creating a drag on performance when the style falls out of favor
- Are focused on raising capital rather than creating Alpha
- Have little regard for macro forces, catalysts or trend inflections which can create headwinds and perpetuate value traps

Praetorian Capital:

- Modeled after "old school" hedge funds; we are concentrated and volatile, believing absolute performance trumps beta-adjusted, benchmarked returns
- We eschew style boxes. Alpha is not static; active management and our global mandate provides the flexibility to capture Alpha in any market environment
- Our bottom-up analysis provides downside protection while remaining laser focused on the top-down inflection that creates a tailwind

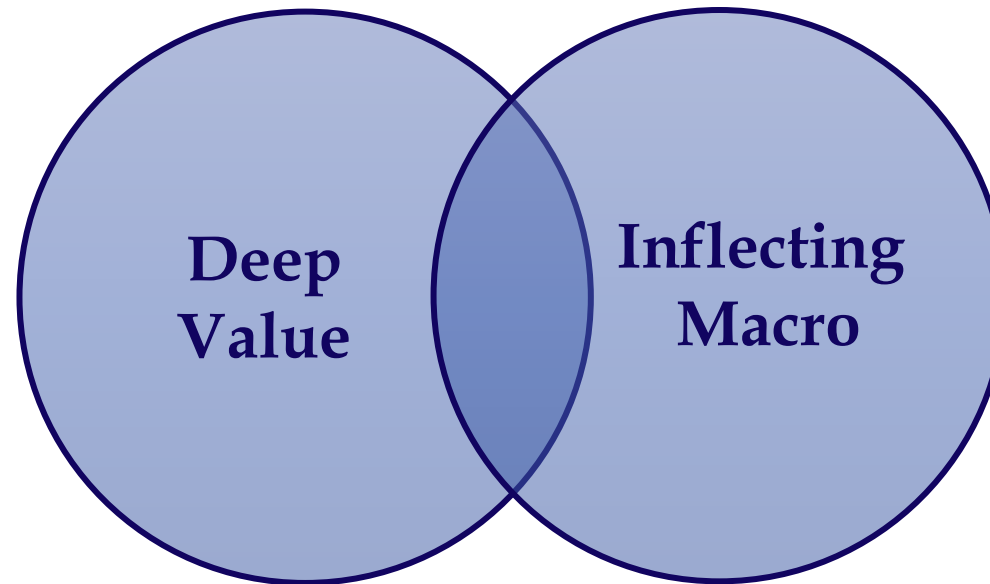
CORE STRATEGY

Praetorian seeks to build a book of 6 to 12 asymmetric opportunities with multi-bagger potential and minimal downside through *inflection investing*

- Focus on smaller capitalization, publicly traded securities, with the ability to use a moderate amount of leverage
- Focus on undervalued, misperceived and misunderstood equities that have the potential for high returns on investment; yet downside is limited.
- Emphasis on ‘inflecting’ fallen angels, turnarounds, or rehabilitation stories with strong underlying assets
- Emphasis on cheap securities with ‘inflecting’ tailwinds

INFLECTION INVESTING

The intersection of value and inflecting trends accelerates price realization




Cycle
Inflections


Special Situations


Company
Transformations


Market
Misidentifications


Thematic Tailwind

OUR EDGE

Quants have arbed away the informational edge; but computers think linearly creating opportunities at inflection points

Small Capitalization

- Small and mid-cap companies statistically outperform the broad market giving us a built-in edge.

Technical Factors

- Institutional constraints and indexing can cause forced-selling when sectors and assets fall out of favor causing securities to trade below intrinsic values.

Unknown & Unfollowed

- Popularity of passive indexing creates opportunity below the market cap threshold of indexes and institutions leaving “orphaned” equities that are unknown, underfollowed or misunderstood.

Inflection Investing

- Top-down and bottom-up research identifies catalysts or transformational changes to drive near-term Alpha and avoid value-traps.

Active Management

- Non-correlated opportunistic trading and special situations drive near-term Alpha as our long-term positions realize their full potential.

OUR CROWDSOURCED EDGE

The Adventures in Capitalism community provides unparalleled access to experts and management teams

- Over 15,000+ active and engaged subscribers. Widely quoted and re-posted which further increases the audience reach
- Used as a proprietary expert network to source industry intelligence and insider scuttlebutt
- Offers ability to stress-test ideas as industry insiders frequently email comments and criticisms
- Inbound inquiries provide constant idea flow and idea generation from like-minded readers
- Engaged readership assists in attracting investor interest to our portfolio names thereby accelerating price realization and quickly re-rating investments which further increases IRR
- Strong relationships with a large network of investors provides clout to influence company decisions and strategy



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REPEATABLE PROCESS

1 Idea Generation

- 20 years of experience provide immediate pattern recognition and ingrained research in recurring cycles
- Inbound ideas from our custom built, proprietary network of 15,000+ engaged connections
- Event-Driven trades via our proprietary KEDM monitors
- Active traveling and trade conferences creates a map of our investing universe
- Proprietary screens, financial news, newsletters, trade journals, SEC filings
- Timely ideas move to an in-depth review stage

2 Research and Analysis

- Top-down research of trends including trade journals, conferences, industry data, momentum indicators and historical data sets
- Bottom-up fundamental analysis of securities including proprietary screen of company executives, comp, insider buying, traditional value metrics and balance sheet stress-testing
- Expert opinions via our in-house proprietary network (Adventures In Capitalism)
- Identification and analysis of the key catalyst or inflection of trend; refrain from “value traps”
- Utilize outsourced labor to collect basic data that cannot be automated
- CIO only spends time on critical thinking and stress testing investments and trades

3 Portfolio Management

- Identification of 6 to 12 “asymmetric opportunities” targeting a high reward to risk ratio
- Continuous top-down and bottom-up stress test of investment. If the thesis is disconfirmed, exit the position
- Active management augments core portfolio volatility. Shorts expressed via options are opportunistic by nature
- Utilize option strategies to lower our cost basis and reduce risk
- CIO has sole discretion over the book

Focus on the downside and the upside will take care of itself*

- Asymmetric risk to reward ratio with emphasis on minimizing risk provides significant protection to portfolio returns when we are wrong
- Bottom-up balance sheet analysis limits risk of permanent loss of capital
- Shorts will generally be expressed via options with predefined risk
- Continuous stress-testing and real-time monitoring of incoming data to try to disprove the thesis. If disconfirmed, exit immediately

PORTFOLIO METRICS

	Longs	Shorts
Targeted exposure	60% to 120% gross	0 to 40% gross
Portfolio hard cap	150% gross	150% gross
Sector hard cap	35% at cost	N/A
Individual company hard cap	20% at cost	N/A
Targeted market cap	< \$5B	> \$1B
Targeted holding period - core	3-36 months	<18 months
Targeted holding period - active	< 3 months	< 3 months

TEAM BIOS



Harris Kupperman
Founder & Chief Investment Officer

Harris Kupperman is the founder of Praetorian Capital Management LLC, an investment manager focused on using inflecting trends to guide stock selection and Event-Driven strategies.

Mr. Kupperman is also the chief adventurer at AdventuresInCapitalism.com, a website that details his investments and travels, and is a contributor to www.KEDM.com, an Event-Driven newsletter.

Additionally, Mr. Kupperman is the Chairman and CEO of publicly traded Mongolia Growth Group (YAK: Canada and MNGGF: USA), a role which gives him unique perspective into companies as both an operator and financier.



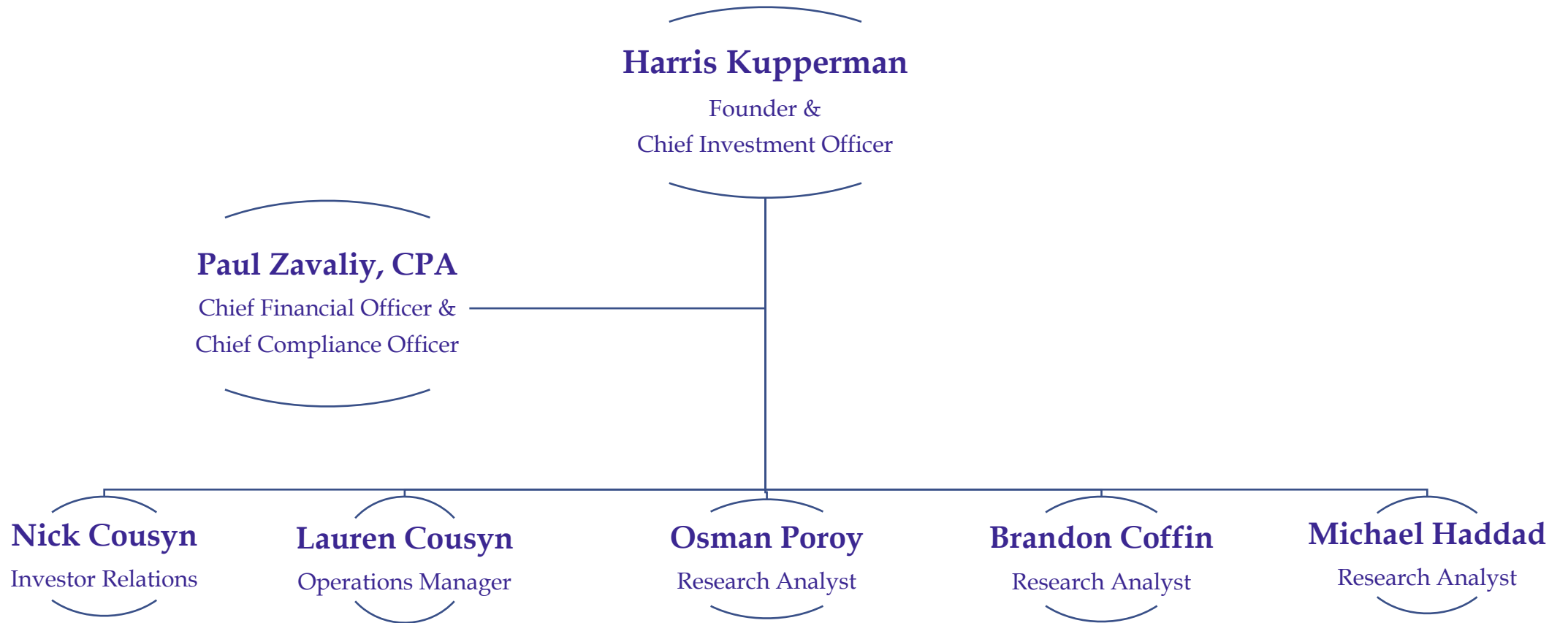
Paul Zavaliy, CPA
Chief Financial Officer & Chief Compliance Officer

Paul's professional expertise as a CPA is backed by almost 20 years of public accounting experience, obtained from working at major CPA firms both in New York and Miami. Paul had spent the last 17 years focusing almost entirely on hedge fund and private equity industry providing such services as audits, reviews, and compilations among others.

Prior to joining the Praetorian team, Paul was an Associate Principal at Kaufman Rossin & Co., which has been the auditor for Praetorian funds since inception.

Paul has been a CPA since 2005 and is a member of an AICPA.

ORGANIZATIONAL STRUCTURE



We eat our own cooking

The Principal and several employees have a substantial portion of their liquid net worth invested in the fund. As such, we are looking for long-term partners, not simply investors. We believe the right partners are an important ingredient to sustaining our edge and absolute performance. In an effort to discourage incompatible partners, do not invest if:

- You measure risk in terms of volatility
- You want smooth returns
- You cannot take a 3-5 year view of performance
- You need the capital in the short-term
- You allocate more than 5% of your net worth to meet our minimum investment

INVESTMENT TERMS

Firm-wide AUM (as of November 2022)	\$192,176,000
Minimum Investment - Onshore	\$5,000,000
Minimum Investment - Offshore	\$500,000
Minimum Incremental Investment	\$25,000
Subscriptions	Monthly
Redemptions	Monthly with 30 days notice
Terms	1.25% Management Fee 20% Incentive Allocation
High Water Mark	Yes

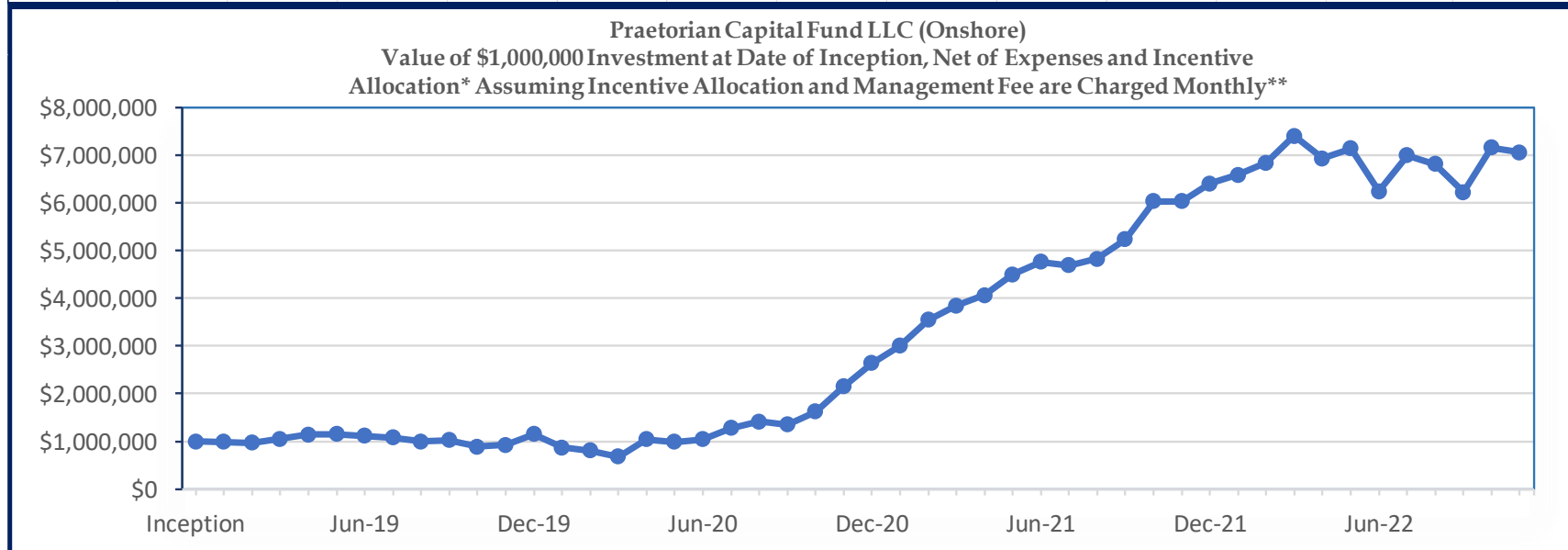
STRUCTURE & SERVICE PROVIDERS

Inception Date (Onshore)	January 2019
Inception Date (Offshore)	October 2021
Offshore Domicile	Cayman Islands
Structure	Mini-Master Feeder
Prime Broker	Interactive Brokers
Legal	Tannenbaum Helpert Syracuse & Hirschtritt LLP
Audit	Kaufman Rossin, P.A.
Administrator	Opus Fund Services
Bank	CIBC Bank USA

HISTORICAL PERFORMANCE



Praetorian Capital Fund LLC (Onshore)--Net Return Since Inception*													
Year	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Full Year
2022	2.76%	3.92%	8.21%	-6.36%	2.97%	-12.57%	11.97%	-2.51%	-8.67%	14.96%	-1.37%		10.13%
2021	13.76%	18.12%	8.40%	5.82%	10.54%	5.98%	-1.58%	3.00%	8.36%	15.19%	-0.01%	6.30%	142.87%
2020	-24.62%	-7.18%	-15.98%	53.65%	-4.55%	5.23%	22.71%	10.22%	-4.38%	20.03%	32.50%	23.01%	129.49%
2019	-1.31%	-1.33%	7.71%	8.82%	0.63%	-2.81%	-3.18%	-8.08%	2.93%	-13.10%	4.26%	24.09%	14.97%



* Unaudited net return data for Praetorian Capital Fund LLC ("PCF LLC") is estimated, net of all fees and expenses and 20% incentive allocation (using the expense structure in place at the time, which was: a maximum of 2% expenses from inception on January 1, 2019 through December 2020, and 1.25% management fee since January 2021). Praetorian Capital Offshore Ltd. ("PCO Ltd."), an affiliated feeder fund to the PCF LLC, has been subject to the 1.25% management fee and 20% incentive fee since its inception date of October 1, 2021. PCO Ltd.'s monthly performance results may have slight discrepancies, as compared to the results of PCF LLC, due to differences in fund-level expenses, and inception-to-date results will differ due to different inception dates.

** No investor has achieved these precise results. Chart is for illustrative purposes and is intended to provide a basis for further discussion.

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