Hallador Investment Advisors, Inc.

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This brochure provides information about the qualifications and business practices of Hallador Investment Advisors, Inc. (HIA). If you have any questions about the contents of this brochure, please contact Aileen Hourigan, Chief Compliance Officer at (775) 298-5887 or ahourigan@hallador.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about HIA is also available on the SEC's website at www.adviserinfo.sec.gov.

Registration with the SEC or references to HIA as a registered investment adviser do not imply a certain level of skill or training. This document is not an advertisement for the advisory services of HIA, nor an offer to sell or the solicitation of an offer to purchase interests in any fund managed by HIA.

Item 2 - Material Changes

This brochure, dated March 28, 2024, provides you with a summary of Hallador Investment Advisors, Inc. (HIA) advisory services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things. HIA has updated its brochure as part of the annual amendment process. The following material changes were made to this brochure since our last annual amendment on March 31, 2023:

- Item 4 has been updated to provide information about rollover recommendations provided to our clients.
- Item 12 was updated to provide information about HIA's soft dollar arrangements and when clients direct HIA to use specific broker-dealers for their transactions ("directed brokerage").

Item 3 - Table of Contents

Item 4 - Advisory Business

Description of Business

Hallador Investment Advisors, Inc. ("HIA" or the "Firm") primarily provides investment advisory, administrative and support services to Hallador Management, LLC ("HMGT") an affiliated firm that is the managing member or general partner of certain privately placed pooled investment vehicles. HIA also provides investment advisory services and serves as the general partner and investment adviser to one or more privately placed pooled investment vehicles. Together, these pooled investment vehicles comprise the Hallador Funds. Finally, HIA provides investment advisory services to individually managed accounts, primarily for high net worth individuals and serves as a sub-advisor to an institutional pooled investment vehicle managed by an independent third-party advisor. HIA is 100% owned by David Hardie, its Chairman and HMGT is 100% owned by HIA.

HIA's senior managers are experienced in an array of investment products/services including equities, fixed income, and alternative investments including hedge funds and private equity. HIA was formed in 2004, and Hallador Balanced Fund, which has its roots as a family investment partnership, dates to 1974.

Services Offered

HIA's core service is discretionary investment management, including but not limited to: asset allocation; due diligence on sub-managers and direct investments; monitoring of portfolio investments against the Firm's thesis; and investor communications. HIA also observes macro-economic activity which may inform investment strategy, asset allocation, and investment selection. HIA's primary objective across all of its strategies is to maximize absolute long-term risk-adjusted returns by investing in a diversified mix of asset classes. In pursuit of this objective, HIA allocates capital to external money managers ("sub-managers") in certain Hallador Funds and makes direct investments in public and private securities. HIA's sub-managers generally have full discretion for individual investment transactions in accounts allocated to them.

IRA Rollover Recommendations. For purposes of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02") where applicable, we are providing the following acknowledgement to you. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act ("ERISA") and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

We benefit financially from the rollover of your assets from a retirement account to an account that we manage or provide investment advice, because the assets increase our assets under management and, in turn, our advisory fees. We typically do not provide our clients with recommendations on IRA rollover decisions, but if we do, we will only recommend a rollover when we believe it is in your best interest.

Regulatory Assets Under Management (RAUM)

As of December 31, 2023, HIA managed $306,690,414 in discretionary regulatory assets under management and $0 in non-discretionary regulatory assets under management.

Item 5 - Fees and Compensation

Fees for Hallador Funds

HIA receives a management fee at an annual rate of up to 1.0% from the Hallador Funds. Certain Hallador Funds also compensate HIA or an affiliate with a performance allocation as further defined in Item 6 below. Management fees are paid quarterly or monthly in arrears in accordance with the terms outlined in each Hallador Fund private offering memorandum. The private offering memorandums also provide a description of the fees and expenses applicable to each Hallador Fund. Hallador Fund management fees are typically calculated by a third-party administrator, approved by HIA, and deducted from each investor's capital account. One exception is the Hallador Cash Fund (HCF), for which HIA serves as administrator and therefore calculates the management fee internally.

HIA has discretion to waive or reduce the management fee with respect to the accounts of one or more investors/shareholders, including principals, employees or affiliates of HIA.

Other Fees - The private offering memorandums provide a detailed description of the fees and expenses applicable to each Hallador Fund. These include, but are not limited to, trading and transaction expenses, borrowing costs, regulatory fees, and related items.

Side Letters - Hallador Funds may enter into arrangements or agreements with certain investors ("side letters") which establish different rights or privileges with respect to various items, including but not limited to liquidity, management fees, performance allocation fees, custodial fee reimbursements, portfolio transparency, reporting, capacity, and withdrawal notifications. If HIA enters into such side letters, it will do so without approval from, or notice to, any investor.

Fees for Individually Managed Accounts

Management Fees - Management fees for individually managed accounts are based upon the value of the assets in the account and are typically payable quarterly in arrears according to the following schedule: 0.60% per annum for the first $25 million in assets under management and 0.50% thereafter. In any partial calendar quarter, the management fee will be pro-rated for the number of days that the account was open during the period. HIA reserves the right to negotiate fees when appropriate. The specific management fee rate applicable to each individually managed account client will be stated in the client's investment management agreement.

Direct Fee Debit - Clients generally provide HIA with the authority to directly debit their accounts for payment of the management fees in the investment management agreement. The client's qualified custodian is required to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to HIA from the client's account. HIA encourages clients to review these statements and contact us with any questions.

Other Fees - Clients should understand that the management fees discussed above are specific to what HIA charges and do not include certain charges imposed by third parties such as private fund and mutual fund fees and expenses. Client assets may be subject to transaction fees, brokerage fees and commissions, mutual fund deferred sales charges and 12b-1 fees, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. For investments we make for clients in mutual funds and exchange traded funds ("ETFs"), clients are charged fund management fees, distribution fees and other expenses, which are described in each fund's prospectus.

Clients should understand that brokerage fees, commissions and any other charges incurred in connection with transactions for a client's account are generally paid out of the assets in the account and are in addition to the management fees charged by us. Please refer to **Item 12** of this Brochure for additional important information about HIA's brokerage and transactional practices, including considerations for selecting broker-dealers for client transactions. Clients should review the fees charged to their account(s) to fully understand the total amount of all fees charged. Clients should understand that lower management fees for comparable services may be available from other investment advisory firms.

Item 6 – Performance-Based Fees and Side-by-Side Management

Individually Managed Accounts

HIA does not typically enter into performance-based fee arrangements with individually managed account clients, but from time to time may elect to do so. Any such proposed arrangement is carefully considered by HIA and shall only be accepted in accordance with applicable regulatory requirements.

Hallador Balanced Fund (HBF) and Hallador Alternative Asset Fund (HAAF)

At the end of each calendar year, HIA affiliates, HMGT (General Partner) and Rifle Peak Partners LLC (RPP) are eligible to receive a performance fee (incentive allocation) that is based on the absolute returns earned by each fund, subject to the table below and described in greater detail in each fund's private offering memorandum. The funds' independent administrator calculates whether any incentive allocation is due. If an incentive allocation is due, then the allocation will be deducted pro-rata from investor capital accounts and reflected on the investor statements prepared by the administrator.

	HBF			HAAF	
Return	HMGT	RPP		HMGT	RPP
0% - 1%	50%	0%		50%	0%
1% - 2%	40%	0%		50%	0%
2% - 3%	40%	0%		50%	0%
3% - 4%	30%	0%		40%	0%
>4%	1%	10%		1%	10%

Moka Fund LP (Moka)

At the end of each calendar year, an affiliate of HIA, Sugar Pine Partners LP (SPP), is eligible to receive a performance fee (incentive allocation) that is based on the Net Income allocated to each limited partners' interest, subject to a high water mark, subject to the table below and described in greater detail in the fund's private offering memorandum. The fund's independent administrator calculates whether any incentive allocation is due. The table below indicates the rates of the incentive allocation due to HIA and SPP, based on the share class of the fund owned by the investor.

	Class A	Class B
SPP-Incentive Allocation	10%	13%

HIA and its affiliates have discretion to waive or reduce the incentive allocation with respect to one or more investors/shareholders, including principals, employees, and affiliates, without notifying the other investors/shareholders or without reducing the fee with respect to the capital accounts of the other investors/shareholders. HIA and its affiliates may agree to a different incentive compensation arrangement with respect to any of its clients or underlying investors, including rebating incentive fees, deferring or spreading incentive fee calculations over multiple years, or providing a hurdle for which incentive fees are only earned above a certain amount.

Conflicts Surrounding Performance-Based Fees

HIA recognizes that performance-based fee arrangements create an incentive to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such arrangements create an incentive to favor higher fee-paying accounts over other accounts in the allocation of investment opportunities. In addition, there is an incentive to favor accounts for which the principals have a personal capital investment. To address these potential conflicts, HIA has investment and trade allocation policies and procedures, a comprehensive Code of Ethics, and investment management oversight processes in place. HIA has implemented policies and procedures that govern the allocation of portfolio transactions and investment opportunities across the Hallador Funds and individually managed accounts.

Item 7 - Types of Clients

As described in Item 4, HIA provides advisory services to the Hallador Funds. Additionally, HIA provides advisory services to a limited number of individually managed client accounts, primarily for high net worth individuals that are a family member or personal friend of HIA's Chairman, David Hardie, as well as a limited number of institutional investors.

Minimum Account Value

With respect to individually managed accounts, HIA typically does not establish a minimum account value. The investment minimums associated with the Hallador Funds are stated in each fund's private offering memorandum.

Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss

Sub-manager and Fund Manager Selection for Hallador Funds

For certain Hallador Funds, HIA engages sub-managers or in the case of Hallador Funds that are "funds-of-funds," HIA also invests in other hedge and private equity funds that are managed by other unaffiliated managers. In such cases, HIA evaluates a variety of information about sub-managers and hedge and private equity fund managers, which typically includes the manager's public disclosure documents and materials supplied by the managers themselves. To the extent possible, the Firm seeks to assess their investment strategies, past performance, and risk results. HIA also takes into consideration each manager's management style, returns, reputation, financial strength, reporting, pricing, and research capabilities, among other factors.

Equities – HIA advises certain Hallador Funds in identifying and hiring sub-managers that employ equity investment strategies and individual security selection. Further, HIA advises with respect to allocations of capital to equity managers, seeking the best mix of strategies and market exposures at any given time.

Fixed Income – HIA advises certain Hallador Funds on investing in a variety of fixed income-oriented bond fund and hedge fund managers that employ various fixed income-like strategies with both long-term and short-term horizons. Fixed income and fixed-income surrogate investments are intended to provide stable ballast to other more volatile investment strategies within the investment universe.

Hedge Funds – HIA advises certain Hallador Funds on investing in hedge fund strategies seeking primarily to source hedge fund managers who pursue attractive returns with downside protection during periods of market weakness.

Private Equity Funds – HIA advises certain Hallador Funds on investing in private equity funds. These are investments in unlisted securities that carry an ongoing management fee in addition to incentive fees related to performance as described in greater detail in Item 6 of this brochure. These are long-term commitments, often up to 10 years or more and are also illiquid in nature and thus not suitable to funds other than those geared to sophisticated, long-term investors who can absorb a total loss and very low liquidity. In addition to "primary" private equity, there are available "secondary" private equity investments. Since primary private equity investments are very long term in nature, sometimes investors want to sell positions due to a shift in allocation strategy, a need for current liquidity, etc. In this instance, "secondary" buyers come in and often acquire such interests at a deep discount and hold them through the duration of the partnership.

Direct Investments – Hallador Funds and Individually Managed Accounts

HIA also advises its clients on investing in direct equity and fixed income investments without the services of a sub-manager. These include investments in common and preferred shares of publicly traded securities as well as equity and debt investments in privately held firms.

Individual Accounts – For the small number of individual accounts managed by HIA, the investment objectives of each individually managed account client are discussed personally between the client and HIA. These accounts typically include a small number of individual securities and may also include index funds, exchange traded funds ("ETFs") and/or mutual fund holdings. HIA is also engaged by institutional clients to provide individually managed account services. The investment objectives and strategies to be used in the management of such an institutional account will, again, be determined through discussions with each client.

Risk of Loss

General - Past performance is no guarantee of future performance. HIA's investment activities involve risk. The performance of any investment is subject to numerous factors that are neither within the control of nor predictable by HIA. The securities markets may be volatile, and market conditions may move unpredictably or behave outside the range of expectations, adversely affecting a client's ability to realize profits or resulting in material loss. HIA investment decisions may not always be profitable.

Hallador Funds, Hedge Funds, and Private Equity Funds - Investments in the Hallador Funds and other Hedge Funds or Private Equity Funds have considerable risk and are not suitable for unsophisticated investors and/or those who cannot bear a potential total loss of their investment. In addition, investors should be aware that they may be required to bear the financial risks of their investment for an indefinite period of time. Investment in these funds involve significant risks due to, among other things, the nature of investments in the Hallador Funds and the fact that there will be no public market for the limited liability company interests. Investors should have the financial ability and willingness to accept the risks and lack of liquidity which are characteristic of the investments likely to be subscribed to in the Hallador Funds. Investors are advised to consult legal, financial and tax advisors to determine the merits and risks of such an investment. Complete risk disclosures for each fund are contained in the corresponding private offering memorandum.

Market Risks - Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of HIA's recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds, and other asset classes. There can be no assurance that HIA will be able to predict those price movements accurately or capitalize on any such assumptions.

Mutual & Exchange Traded Funds - Mutual funds and exchange-traded funds ("ETFs") are professionally managed collective investment funds that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The mutual fund or ETF will have a manager that trades the fund's investments following the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small-cap or speculative companies, uses leverage - borrows money to a significant degree, or concentrates in a particular type of security rather than balancing the fund with different security types. ETFs differ from mutual funds since they can be bought and sold throughout the day like stock, and their price can fluctuate throughout the day.

The returns on mutual funds and ETFs can be reduced by the costs of managing the funds. Further, while some mutual funds are "no-load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees, which can also reduce returns. Mutual funds can also be "closed-end" or "open-end." So-called "open-end" mutual funds continue to allow in new investors indefinitely, whereas "closed-end" funds have a fixed number of shares to sell, limiting their availability to new investors. ETFs may have tracking error risks. For example, the ETF investment adviser may not be able to cause the ETF's performance to match that of its Underlying Index or another benchmark, which may negatively affect the ETF's performance.

Equity Securities - The value of the equity securities held may increase or decrease due to earnings of the company, general market and economic conditions, perceptions regarding the industries in which the issuers of securities held participate or factors relating to specific companies in which HIA invests. The value of a company’s share price may decline as a result of poor decisions made by management, lower demand for the company’s services or products or if the company’s revenues fall short of expectations.

Large-Capitalization Company Securities - Larger, more established companies may be unable to attain the high growth rates of successful, smaller companies during periods of economic expansion.

Small-Capitalization and Mid-Capitalization Company Risk - The securities of small-cap and mid-cap companies may be subject to more abrupt or erratic market movements and may have lower trading volumes or more erratic trading than securities of larger, more established companies or market averages in general. In addition, such companies typically are more likely to be adversely affected than large cap companies by changes in earning results, business prospects, investor expectations or poor economic or market conditions.

Fixed Income Securities - The prices of fixed income securities respond to economic developments, particularly interest rate changes, as well as to changes in an issuer’s credit rating or market perceptions about the creditworthiness of an issuer. Generally fixed income securities decrease in value if interest rates rise and increase in value if interest rates fall, and a bond with a longer maturity will entail greater interest rate risk but have a higher yield. Conversely, a bond with a shorter maturity will entail less interest rate risk but have a lower yield. A bond’s value may also be affected by changes in its credit quality rating or the issuer’s financial condition.

Allocation Risks - Investment performance will depend largely on the Adviser’s decisions as to strategic asset allocation and tactical adjustments made to the asset allocation. At times, the Adviser’s judgments as to the asset classes in which clients should invest may prove to be wrong, as some asset classes may perform worse than others or the equity markets generally from time to time or for extended periods of time.

Use of Sub-Managers - As stated above, HIA selects or recommends certain sub-managers to manage a portion of its clients’ assets. In these situations, HIA continues to conduct ongoing due diligence of such sub-managers, but such selections or recommendations rely to a great extent on the sub-managers’ ability to successfully implement their investment strategies. In addition, HIA generally may not have the ability to supervise the sub-managers on a day-to-day basis. As a result, there can be no assurance that every sub-manager will invest on the basis expected by the firm. Furthermore, because HIA will have no control over any sub-manager’s day-to-day operations, clients may experience losses due to the fraud, poor risk management, or recklessness of the sub-managers.

Cybersecurity and Disaster Recovery Risk - Cyber incidents affecting HIA and its various service providers have the ability to disrupt and impact business operations, potentially resulting in financial losses, interference with an advisor’s ability to value its client’s securities or other investments, impediments to trading, the inability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting issuers of invested securities, counterparties to transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies, and other financial institutions and other parties. In addition, substantial costs may be incurred to prevent cyber incidents in the future. While business continuity plans and risk management systems are designed to prevent and mitigate cyber incidents and other disasters, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified.

Catastrophic Event Risk - The value of securities may decline as a result of various catastrophic events, such as pandemics, natural disasters, and terrorism. Losses resulting from these catastrophic events can be substantial and could have a material adverse effect on HIA business and client accounts.

Non-US Investment Risk - Investment in non-U.S. issuers or securities principally traded outside the United States may involve certain unique risks due to economic, political, and legal developments, including but not limited to favorable or unfavorable changes in currency exchange rates, exchange control regulations, expropriation of assets or nationalization, risks relating to political, social and economic developments abroad, as well as risks resulting from the differences between the regulations to which U.S. and foreign issuers and markets are subject and the imposition of withholding taxes on dividend or interest payments.

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us, or the integrity of our management. HIA does not have any legal, regulatory, or disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

HIA is not registered, nor does it have an application to register, as a broker-dealer. Neither HIA nor any of its employees are registered, or have an application to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities. HIA is not registered with any foreign financial regulatory authority.

HIA serves as an advisor to the Hallador Funds, and as general partner to Moka Fund, LP. Hallador Management LLC is the manager of Hallador Alternative Assets Fund, LLC and Hallador Balanced Fund, LLC, and the general partner of Hallador Cash Fund, LP. Hallador Management LLC is 100% owned by HIA. Rifle Peak Partners LLC and Sugar Pine LLC are affiliated entitles of HIA and are majority owned by current HIA employees. These affiliated entities are entitled to receive certain performance allocations from specified Hallador Funds as described in greater detail in Item 6 of this Form ADV and in the relevant Hallador Fund private offering memorandum. HIA recognizes the potential conflict of interest that this affiliation presents. To address any potential conflicts, HIA has developed and implemented various policies and procedures with respect to employee personal trading and fund trading and brokerage practices, as well as a comprehensive compliance program administered by HIA’s Chief Compliance Officer, to ensure that all clients, including the Hallador Funds are treated fairly and equally.

Service on Boards of Directors - HIA employees serve as outside directors for various organizations. These organizations include public corporations, private corporations, charitable foundations, and other not-for-profit institutions. HIA employees also serve as a director on the boards of public and private portfolio companies in which certain Hallador Funds invest. These activities and affiliations facilitate HIA’s investment strategy and portfolio management. From time to time, HIA employees receive compensation for their service as directors to certain companies. The compensation received by such persons will typically be retained by them in their personal capacities. As a result of such appointments, HIA may receive material non-public information with respect to an issuer. In such circumstances, the Funds may be prohibited, by law, policy, or contract, for a period of time from: (i) unwinding a position in an issuer; (ii) establishing an initial position or taking any greater position in an issuer; and/or (iii) pursuing other investment opportunities related to an issuer.

In conjunction with his investment activities on behalf of the Hallador Funds, Kevin Leary, President and CEO of HIA, serves as a director to companies in which certain Hallador Funds invest. For his services as a director, Mr. Leary received compensation from Tahoe Forest Products, a private company, in the form of a founder's interest. Mr. Leary serves as a non-compensated director for Empower Semiconductor, EarLens Corporation, and Talage Insurance (all private companies).

David Hardie, Chairman of HIA, is separately compensated as a director and member of the board of directors of Hallador Energy Co., a NASDAQ-listed energy company (ticker "HNRG"). HNRG is a portfolio investment in a Hallador Fund, which is solely comprised of internal and Hardie family member investors. In conjunction with his investment activities on behalf of the Hallador Funds, Mr. Hardie also serves as a non-compensated director of EarLens Corporation, a private company.

Item 11 - Code of Ethics, Participation or Interest in Client Transaction and Personal Trading

Code of Ethics & Participation or Interest in Client Transaction and Personal Trading – HIA has adopted a code of ethics in compliance with applicable securities laws ("Advisory Code") that sets forth the standards of conduct expected of its employees. HIA's Advisory Code contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its employees and the trading by employees in the same securities ahead of clients in order to take advantage of pending orders. The Advisory Code requires employees to promptly report any violations of the Advisory Code to HIA's CCO. All supervised persons of HIA must acknowledge the terms of the Code annually, or as amended. A copy of HIA's Advisory Code is available to prospective and current clients upon request by contacting HIA's compliance department at (775) 298-5887 or ahourigan@hallador.com.

The Advisory Code requires all HIA employees to adhere to the principle that all employees owe a fiduciary duty to HIA clients. The Advisory Code also requires certain employees to report their personal securities holdings and transactions in Reportable Securities and to obtain pre-clearance by the Chief Compliance Officer ("CCO") or their designee before purchasing or selling certain Reportable Securities. Personal securities transactions are monitored periodically in order to reasonably prevent conflicts of interest between HIA and its clients. Employees may also engage in outside business activities in accordance with HIA's policies and procedures. HIA reviews employee certifications, questionnaires, and pre-approval requests to identify such conflicts of interest.

At times, HIA or its employees request or are requested to sit on a company's board of directors. Currently, Mr. Leary and Mr. Hardie serve on the board of directors of certain public and private companies whose securities are held in Hallador Funds, and they receive compensation from the portfolio companies in the form of cash or equity awards. In general, traditional board member compensation, if any, such as directors' fees or options, received by a HIA employee for serving as a director of a company is retained by the employee. The compensation retained by Mr. Leary and Mr. Hardie creates an incentive for HIA to enter into trades and transactions on behalf of the Hallador Funds where such opportunities for additional compensation exist.

Principal and Cross Transactions - It is HIA's policy that it will not affect any principal or agency cross securities transactions for client accounts.

Item 12 - Brokerage Practices

HIA advises the Hallador Funds in setting overall investment policy, asset allocations and on the selection of sub-managers. When a sub-manager is engaged by a Hallador Fund to manage all or a portion of the fund, the sub-manager is granted investment discretion to trade their assigned portion of the fund's portfolio. As a result, the brokerage practices of the sub-manager apply to those mandates. HIA monitors the sub-advisors' trading activities and performance as part of its ongoing due diligence.

HIA also advises Hallador Funds and individually managed account clients on a discretionary basis including making investment decisions in individual securities. Where HIA provides this type of investment management service, HIA has the authority to decide which broker-dealer to be used and the amount of commissions to be paid when directing security transactions. As part of its fiduciary responsibilities, HIA seeks best execution given the circumstances of each transaction. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a financial institution's services, including among others, the value of research provided, execution capability, commission rates and responsiveness. HIA seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

HIA generally recommends that clients utilize the custody, brokerage and clearing services of Fidelity Family Office Services ("FFOS"), which HIA believes provides efficient and cost-effective execution. When HIA has the authority, it may also select a broker-dealer to execute one or more trades that differs from the client's custodian. Factors which HIA considers in recommending FFOS or selecting any other broker-dealer for clients include the broker-dealer's financial strength, reputation, execution, pricing, research, and service. FFOS, for example, may enable the Firm to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by FFOS or other selected broker-dealer may be higher or lower than those charged by other financial institutions.

The commissions paid by HIA's clients to FFOS or other broker-dealer comply with the Firm's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified financial institution might charge to effect the same transaction where HIA determines that the commissions are reasonable in relation to the value of the brokerage and research services received. The term "brokerage and research services" includes advice as to the value of the securities; the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities; furnishing analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy and the performance of accounts, and effecting securities transactions and performing incidental functions such as clearance and settlement.

Consistent with obtaining best execution and as permitted by Section 28(e)9€ of the Securities and Exchange Act of 1934, HIA may direct brokerage transactions to certain broker/dealers in return for investment research products and/or services which assist HIA in its investment decision-making process. The broker may directly provide brokerage and research services to HIA or may purchase them from a third party for HIA's benefit.

HIA has entered into a third party soft dollar arrangement with a broker-dealer that is involved from time to time in executing, clearing, or settling securities transaction on behalf of clients which provide for these brokers to pay a portion of the commissions paid by HIA's clients to independent providers of research services. Because these research service providers may play no role in executing client securities transactions, any research prepared by the research provider may constitute third party research. Under such arrangements, HIA uses brokerage commissions from client portfolio transactions to acquire brokerage and research services, subject to HIA's obligation to seek best execution for client accounts. The products and services acquired by HIA include but are not limited to OffWallStreet, Tegus, and independent research consultants. These arrangements are intended to comply with Section 28(e) of the Securities and Exchange Act of 1934 and the SEC's related interpretive guidance. HIA will not cause clients to use trade commissions for purposes other than for eligible brokerage and research services.

In determining whether a service or product qualifies as brokerage and research services under Section 28(e), HIA evaluates whether the service or product provides lawful and appropriate assistance in carrying out its investment decision making responsibilities for the benefit of all client accounts. In the event HIA determines that a product or service has a "mixed use" (meaning a portion of the product or service is eligible brokerage or research and a portion is not eligible), then HIA will allocate a percentage ratio of soft and hard dollars to the product or service acquired. This allocation is based on a good faith determination of the portion of the product or service that is considered to be used in the investment decision-making process versus the portion that is used for non-investment decision-making purposes. The portion that is determined to be used for investment decision-making is permitted to be paid using soft dollars, while the non-investment decision-making portion is paid with hard dollars. In a "mixed use" soft dollar arrangement HIA has an incentive to allocate a higher soft dollar portion based on its interest in receiving those products or services. HIA has established policies and procedures to address its use of soft dollars, including a periodic review its mixed-use allocation process and resulting allocations (if any).

HIA's receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services is a benefit because HIA does not have to produce or pay for the products or services. As a result, HIA has an incentive to select or recommend a broker-dealer based on its interest in receiving these products or services rather than on its clients' interest in receiving most favorable execution. HIA will only choose such broker-dealers when the execution complies with the principles of best execution.

HIA does not select brokers based upon client referrals.

HIA periodically and systematically reviews its policies and procedures regarding its recommendation of financial institutions in light of its duty to obtain best execution.

Software and Support Provided by FFOS - We receive certain back-office support sponsored by Fidelity Family Office Services (FFOS). This program and the services provided, including trading platforms, are essential to our service arrangements and capabilities. As part of our participation in these programs, we receive benefits that we would not receive if we did not offer investment advice.

Trade Aggregation - Transactions for each client generally are typically effected independently unless HIA decides to purchase or sell the same securities for multiple clients at approximately the same time. HIA may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among clients differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that HIA determines to aggregate client orders for the purchase or sale of securities, including securities in which HIA's employees may invest, the Firm does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission.

Directed Brokerage – HIA permits clients to select their own broker-dealer, which we refer to as a directed brokerage. In such arrangements, a client instructs HIA to direct all or a portion of their brokerage transactions to a particular broker-dealer of their choosing. As a result, HIA's ability to obtain best execution may be limited or eliminated as we will be unable to negotiate commissions or obtain volume discounts. Clients with directed brokerage forgo any benefits from aggregated "batch" orders and, as a result, may pay materially disparate commissions, greater spreads, or other transaction costs, or receive less favorable net prices on transactions than would otherwise be the case with a batched order. In short, directed brokerage may cost clients more money. The decision to direct brokerage is solely the responsibility of the client.

Item 13 - Review of Accounts

Investment Committee Meetings
HIA has regularly scheduled investment committee meetings, approximately every two weeks.

Review of Individually Managed Accounts - During these meetings, client accounts are reviewed for performance and suitability given the current investment climate and fundamental asset valuations.

Review of Sub-Managers - Where applicable, Sub-manager performance is analyzed ongoing versus HIA's investment thesis, and on a comparative basis with peers and indices. Prospective managers are brought to the Investment Committees' attention and discussed. Significant attention is paid to sub-managers who are underperforming versus HIA's investment thesis or their benchmarks over an extended period. Key issues are focused on, and further diligence is assigned with the resultant decision to maintain, cull, fully redeem or even add to a position depending on the analysis. Sub-managers who are performing below expectations and benchmarks, or who are not proceeding in line with stated investment objectives and criteria, are monitored closely.

Client and Investor Reports
Investors in the Hallador Funds (excepting the Hallador Cash Fund) typically receive statements of account value from the third-party fund administrator at least quarterly. Investors in the Hallador Cash Fund receive periodic reports from HIA, as the fund's administrator. On an annual basis, all investors in the Hallador Funds receive a copy of the corresponding Fund's audited financial statements prepared by the independent auditors and tax reporting information. HIA may also provide reports/information to

investors upon request.

HIA does not provide a periodic statement to its individually managed account clients but will provide account reporting upon reasonable request. Additionally, clients should receive account statements from their custodian at least quarterly. HIA encourages any client that does not receive such an account statement from their custodian to contact HIA for assistance at the number on the cover page of this Brochure. It is each client's responsibility to notify HIA of any change to their investment objectives and/or financial situation.

Item 14 - Client Referrals and Other Compensation

Neither HIA nor any of its employees are compensated by an independent third party in any way for providing investment advice or other advisory services to HIA clients. HIA and its employees are not party to any sales awards or other prize programs. HIA's only compensation for providing advisory services to its clients are the management fee and incentive allocations described in Item 5 Fees and Compensation and Item 6 Performance Fees and Side by Side Management above.

HIA does not presently compensate any third-party referral source but may do so in compliance with regulatory requirements, which among other things, require certain client disclosures.

Item 15 - Custody

HIA does not typically maintain physical possession of individually managed account clients' cash and/or securities. However, pursuant to Rule 206(4)-2 of the Advisers Act, HIA (or its affiliates) is deemed to have custody of client funds where it has the authority and ability to debit its fees from certain clients' accounts. To mitigate any potential conflict of interest due to this arrangement, all such client account assets are maintained with an independent non-affiliated qualified custodian. Clients should receive at least quarterly statements from the qualified custodian that holds and maintains investment assets. We urge clients to carefully compare the account statements received from custodians with the reports we provide.

HIA (or an affiliate) is also deemed to have custody of the Hallador Fund assets for which it (or an affiliate) serves as general partner or managing member because HIA has access to cash and securities in the Hallador Funds as well as the authority to perform various acts that result in custody as defined under Rule 206(4)-2 of the Advisers Act.

Consistent with applicable requirements under the Advisers Act, client assets are held in accounts maintained with custodians that qualify as "Qualified Custodians". The Hallador Funds are audited annually in accordance with GAAP by an independent public accounting firm that is registered with, and subject to regular inspection by the Public Company Accounting Oversight Board (the PCAOB). Copies of the audited financial statements are independently distributed to each Hallador Fund investor within 120 days of the fund's fiscal year end. Copies of the audited financial statements for Hallador Funds that are considered to be "funds of funds" are independently distributed to each investor within 180 days of each such fund's fiscal year end.

Assets not Held – Assets in certain Hallador Funds (specifically, the Hallador Alternative Assets Fund LLC and hedge fund positions in Hallador Balanced Fund) are classified as Assets Not Held (ANH) by Fidelity

Family Office Services, and Fidelity does not serve as the Qualified Custodian of such assets. Hedge funds and private equity funds that represent investments by the Hallador Funds are held in custody by other qualified banks and financial institutions. HIA receives annual audited financial statements for each ANH along with opinions from their Certified Public Accounting firms. Additionally, HIA requests annually that ANH assets provide a current summary of their custody arrangements and that HIA is notified any time there is a change.

Item 16 - Investment Discretion

HIA has discretionary authority over the Hallador Funds and is generally granted discretionary authority over individually managed client accounts. HIA's mandates with the Hallador Funds include external and internal investment management. For external investment management, HIA has total discretion to choose, monitor and dismiss sub-managers, but does not participate in the investment decisions made by them. For internal investment management, HIA undertakes a rigorous process to select, trade and monitor individual investments in public and private securities. See Item 8 for additional details regarding the investment process employed by HIA on behalf of its clients. Discretion is exercised in a manner consistent with the investment objectives and strategies described in the Hallador Funds' respective private offering memorandums and, with respect to individually managed client accounts, pursuant to the investment management agreement with each client.

Item 17 - Voting Client Securities

Proxy Voting – Where HIA has engaged a sub-manager to manage a portion of a Hallador Fund, HIA typically delegates proxy voting responsibility to the assigned sub-manager. HIA, as part of its ongoing due diligence of sub-managers, will periodically request and review sub-manager proxy voting procedures and records to ensure they are consistent with the fund's requirements, regulatory requirements and sub-managers' proxy voting policies and procedures. Upon request, HIA will provide investors with information on proxy voting by one or more sub-manager.

Where HIA provides the Hallador Funds with direct investment management services, HIA does have proxy voting authority, and in such cases HIA votes proxies in the best economic interest of the Fund in accordance with its policies and procedures and the fund's private offering memorandum.

With respect to individually managed accounts, and when granted the authority to do so, HIA will vote proxies in the best economic interest of clients in accordance with its policies and procedures and the terms of each client's investment management agreement with HIA. For those clients who have opted to retain the right to vote their own proxies, the clients receive their proxies directly from their custodian or transfer agent and not from HIA. Clients may request guidance from HIA concerning proxies, particularly with respect to corporate restructurings or changes of control.

HIA is not responsible for voting proxies not received in a timely manner or in circumstances where there is a lack of information provided in the proxy statement by the issuer or other resolution sponsor. In addition, should we feel that the costs of voting a particular proxy exceed the expected benefits to our clients, we may choose not to vote in that particular circumstance. However, it is generally our intent to vote all proxies where we have the authority to do so.

A copy of HIA's proxy policies, procedures, and voting records is available upon request by contacting HIA compliance department at (775) 298-5887 or ahourigan@hallador.com.

Item 18 - Financial Information

HIA does not have any financial condition that would impair its ability to meet its contractual commitments to clients. HIA has never been the subject of a bankruptcy petition. HIA does not require or solicit prepayment of more than $1,200 in fees per client, six months or more in advance.