



# Financial Statements

## November 30, 2024

### Tidal Trust II

Pinnacle Focused Opportunities ETF

| FCUS | NYSE Arca, Inc.

# Pinnacle Focused Opportunities ETF

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# Schedule of Investments

# Pinnacle Focused Opportunities ETF

November 30, 2024

<b>COMMON STOCKS - 97.1%</b>	<b>Shares</b>	<b>Value</b>
<b>Aerospace &amp; Defense - 2.5%</b>		
Howmet Aerospace, Inc.	9,677	\$ 1,145,563
<b>Airlines - 3.3%</b>		
United Airlines Holdings, Inc. <sup>(a)</sup>	15,635	1,513,937
<b>Auto Parts &amp; Equipment - 3.0%</b>		
Allison Transmission Holdings, Inc.	11,694	1,385,739
<b>Biotechnology - 9.4%</b>		
Alnylam Pharmaceuticals, Inc. <sup>(a)</sup>	5,993	1,516,648
Insmed, Inc. <sup>(a)</sup>	24,086	1,810,304
United Therapeutics Corp. <sup>(a)</sup>	2,588	958,828
		<u>4,285,780</u>
<b>Computers - 4.3%</b>		
Leidos Holdings, Inc.	5,290	874,966
Parsons Corp. <sup>(a)</sup>	11,557	1,108,432
		<u>1,983,398</u>
<b>Diversified Financial Services - 6.9%</b>		
FTAI Aviation Ltd.	11,551	1,950,040
Jefferies Financial Group, Inc.	15,072	1,192,798
		<u>3,142,838</u>
<b>Electric - 3.0%</b>		
Entergy Corp.	8,691	1,357,274
<b>Electronics - 2.3%</b>		
Garmin Ltd.	4,884	1,038,338
<b>Engineering &amp; Construction - 3.1%</b>		
MasTec, Inc. <sup>(a)</sup>	9,680	1,394,501
<b>Food - 4.3%</b>		
Sprouts Farmers Market, Inc. <sup>(a)</sup>	12,638	1,952,318
<b>Internet - 3.3%</b>		
Robinhood Markets, Inc. - Class A <sup>(a)</sup>	40,383	1,515,978
<b>Iron &amp; Steel - 3.4%</b>		
Carpenter Technology Corp.	8,075	1,566,873
<b>Leisure Time - 5.4%</b>		
Carnival Corp. <sup>(a)</sup>	43,993	1,118,742
Norwegian Cruise Line Holdings Ltd. <sup>(a)</sup>	50,578	1,360,042
		<u>2,478,784</u>
<b>Metal Fabricate &amp; Hardware - 2.1%</b>		
Mueller Industries, Inc.	11,883	959,790
<b>Oil &amp; Gas - 4.9%</b>		
Texas Pacific Land Corp.	1,402	2,243,326
<b>Pharmaceuticals - 1.9%</b>		
Vaxcyte, Inc. <sup>(a)</sup>	9,022	851,136
<b>Pipelines - 3.4%</b>		
Targa Resources Corp.	7,614	1,555,540

The accompanying notes are an integral part of these financial statements.

# Schedule of Investments

# Pinnacle Focused Opportunities ETF

November 30, 2024

## Real Estate - 2.3%

CBRE Group, Inc. - Class A <sup>(a)</sup>	7,419	1,038,586
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## Retail - 7.9%

Carvana Co. - Class A <sup>(a)</sup>	7,166	1,866,170
Cava Group, Inc. <sup>(a)</sup>	12,511	1,762,800
		3,628,970

## Software - 20.4%

AppLovin Corp. - Class A <sup>(a)</sup>	10,039	3,380,633
Fair Isaac Corp. <sup>(a)</sup>	633	1,503,394
Guidewire Software, Inc. <sup>(a)</sup>	8,861	1,797,808
Palantir Technologies, Inc. - Class A <sup>(a)</sup>	39,255	2,633,226
		9,315,061

<b>TOTAL COMMON STOCKS</b> (Cost \$33,155,498)		44,353,730
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## REAL ESTATE INVESTMENT TRUSTS - 2.8%

Iron Mountain, Inc.	10,386	1,284,436
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<b>TOTAL REAL ESTATE INVESTMENT TRUSTS</b> (Cost \$1,160,693)		1,284,436
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## SHORT-TERM INVESTMENTS - 0.1%

### Money Market Funds - 0.1%

First American Government Obligations Fund - Class X, 4.56% <sup>(b)</sup>	39,477	39,477
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<b>TOTAL SHORT-TERM INVESTMENTS</b> (Cost \$39,477)		39,477
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<b>TOTAL INVESTMENTS - 100.0%</b> (Cost \$34,355,668)		45,677,643
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Liabilities in Excess of Other Assets - (0.0)% <sup>(c)</sup>		(15,190)
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<b>TOTAL NET ASSETS - 100.0%</b>		\$ 45,662,453
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Percentages are stated as a percent of net assets.

(a) Non-income producing security.

(b) The rate shown represents the 7-day annualized effective yield as of November 30, 2024.

(c) Represents less than 0.05% of net assets.

# Statement of Assets and Liabilities

# Pinnacle Focused Opportunities ETF

November 30, 2024

## ASSETS:

Investments, at value (Note 2)	\$ 45,677,643
Dividends receivable	12,426
Interest receivable	98
Total assets	<u>45,690,167</u>

## LIABILITIES:

Payable to adviser (Note 4)	<u>27,714</u>
Total liabilities	<u>27,714</u>

**NET ASSETS** \$ 45,662,453

## NET ASSETS CONSISTS OF:

Paid-in capital	\$ 30,723,666
Total distributable earnings	14,938,787
Total net assets	<u>\$ 45,662,453</u>

Net assets	\$ 45,662,453
Shares issued and outstanding <sup>(a)</sup>	1,300,000
Net asset value per share	\$ 35.12

## COST:

Investments, at cost	\$ 34,355,668
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<sup>(a)</sup> Unlimited shares authorized without par value.

# Statement of Operations

# Pinnacle Focused Opportunities ETF

For the Year Ended November 30, 2024

## INVESTMENT INCOME:

Dividend income	\$	171,960
Interest income		3,056
Total investment income		<u>175,016</u>

## EXPENSES:

Investment advisory fee (Note 4)		240,323
Income tax expense		5
Total expenses		<u>240,328</u>
<b>NET INVESTMENT LOSS</b>		<u>(65,312)</u>

## REALIZED AND UNREALIZED GAIN

Net realized gain from:

Investments		5,217,480
Net realized gain		<u>5,217,480</u>

Net change in unrealized appreciation on:

Investments		9,175,410
Net change in unrealized appreciation		<u>9,175,410</u>
Net realized and unrealized gain		<u>14,392,890</u>

## NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS

	\$	<u>14,327,578</u>
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## Statements of Changes in Net Assets

## Pinnacle Focused Opportunities ETF

	Year ended November 30, 2024	Period ended November 30, 2023 <sup>(a)</sup>
<b>OPERATIONS:</b>		
Net investment loss	\$ (65,312)	\$ (9,907)
Net realized gain/(loss)	5,217,480	(1,160,576)
Net change in unrealized appreciation	9,175,410	2,146,565
Net increase in net assets from operations	<u>14,327,578</u>	<u>976,082</u>
<b>CAPITAL TRANSACTIONS:</b>		
Subscriptions	15,211,290	18,173,070
Redemptions	(1,910,237)	(1,115,330)
Net increase in net assets from capital transactions	<u>13,301,053</u>	<u>17,057,740</u>
<b>NET INCREASE IN NET ASSETS</b>	<u>27,628,631</u>	<u>18,033,822</u>
<b>NET ASSETS:</b>		
Beginning of the period	18,033,822	–
End of the period	<u>\$ 45,662,453</u>	<u>\$ 18,033,822</u>
<b>SHARES TRANSACTIONS</b>		
Subscriptions	575,000	850,000
Redemptions	(75,000)	(50,000)
Total increase in shares outstanding	<u>500,000</u>	<u>800,000</u>

<sup>(a)</sup> Inception date of the Fund was December 29, 2022.

## Financial Highlights

## Pinnacle Focused Opportunities ETF

For a share outstanding throughout the periods presented

	Year ended November 30, 2024	Period ended November 30, 2023 <sup>(a)</sup>
<b>PER SHARE DATA:</b>		
Net asset value, beginning of period	\$22.54	\$20.00
<b>INVESTMENT OPERATIONS:</b>		
Net investment loss <sup>(b)</sup>	(0.06)	(0.03)
Net realized and unrealized gain on investments <sup>(c)</sup>	12.64	2.57
Total from investment operations	12.58	2.54
Net asset value, end of period	\$35.12	\$22.54
<b>TOTAL RETURN</b>	55.82%	12.71% <sup>(d)</sup>
<b>SUPPLEMENTAL DATA AND RATIOS:</b>		
Net assets, end of period (in thousands)	\$45,662	\$18,034
Ratio of expenses to average net assets	0.79%	0.79% <sup>(e)</sup>
Ratio of tax expense to average net assets <sup>(f)</sup>	0.00%	0.00%
Ratio of operational expenses to average net assets excluding tax expense	0.79%	0.79% <sup>(e)</sup>
Ratio of net investment loss to average net assets	(0.21)%	(0.13)% <sup>(e)</sup>
Portfolio turnover rate <sup>(g)</sup>	493%	441% <sup>(d)</sup>

(a) Inception date of the Fund was December 29, 2022.

(b) Net investment income per share has been calculated based on average shares outstanding during the periods.

(c) Realized and unrealized gains and losses per share in the caption are balancing amounts necessary to reconcile the change in net asset value per share for the periods, and may not reconcile with the aggregate gains and losses in the Statement of Operations due to share transactions for the periods.

(d) Not annualized for periods less than one year.

(e) Annualized for periods less than one year.

(f) Amount represents less than 0.005%

(g) Portfolio turnover rate excludes in-kind transactions.



November 30, 2024

**NOTE 1 – ORGANIZATION**

The Pinnacle Focused Opportunities ETF (the “Fund”) is a non-diversified series of Tidal Trust II (the “Trust”). The Trust was organized as a Delaware statutory trust on January 13, 2022 and is registered with the Securities and Exchange Commission (the “SEC”) under the Investment Company Act of 1940, as amended (the “1940 Act”), as an open-end management investment company and the offering of the Fund’s shares (“Shares”) is registered under the Securities Act of 1933, as amended. The Trust is governed by its Board of Trustees (the “Board”). Tidal Investments LLC (“Tidal Investments” or the “Adviser”), a Tidal Financial Group company, serves as investment adviser to the Fund and Pinnacle Family Advisors, LLC (the “Sub-Adviser”), serves as sub-adviser to the Fund. The Fund is an investment company and accordingly follows the investment company accounting and reporting guidance of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification Topic 946 “Financial Services—Investment Companies.” The Fund commenced operations on December 29, 2022.

The investment objective of the Fund is to seek long-term capital appreciation.

**NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES**

The following is a summary of significant accounting policies consistently followed by the Fund. These policies are in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

- A. *Security Valuation.* Equity securities listed on a securities exchange, market or automated quotation system for which quotations are readily available (except for securities traded on the NASDAQ Stock Market, LLC (“NASDAQ”), including securities traded over-the-counter, are valued at the last quoted sale price on the primary exchange or market (foreign or domestic) on which they are traded on the valuation date (or at approximately 4:00 p.m. EST if a security’s primary exchange is normally open at that time), or, if there is no such reported sale on the valuation date, at the most recent quoted bid price or mean between the most recent quoted bid and ask prices for long and short positions. For a security that trades on multiple exchanges, the primary exchange will generally be considered the exchange on which the security is generally most actively traded. For securities traded on NASDAQ, the NASDAQ Official Closing Price will be used. Prices of securities traded on the securities exchange will be obtained from recognized independent pricing agents each day that the Fund is open for business.

Under Rule 2a-5 of the 1940 Act, a fair value will be determined for securities for which quotations are not readily available by the Valuation Designee (as defined in Rule 2a-5) in accordance with the Pricing and Valuation Policy and Fair Value Procedures, as applicable, of the Adviser, subject to oversight by the Board. When a security is “fair valued,” consideration is given to the facts and circumstances relevant to the particular situation, including a review of various factors set forth in the Adviser’s Pricing and Valuation Policy and Fair Value Procedures, as applicable. Fair value pricing is an inherently subjective process, and no single standard exists for determining fair value. Different funds could reasonably arrive at different values for the same security. The use of fair value pricing by a fund may cause the net asset value (“NAV”) of its shares to differ significantly from the NAV that would be calculated without regard to such considerations.

As described above, the Fund utilizes various methods to measure the fair value of its investments on a recurring basis. U.S. GAAP establishes a hierarchy that prioritizes inputs to valuation methods. The three levels of inputs are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access.
- Level 2 – Observable inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These inputs may include quoted prices for the identical instrument on an inactive market, prices for similar instruments, interest rates, prepayment speeds, credit risk, yield curves, default rates and similar data.
- Level 3 – Unobservable inputs for the asset or liability, to the extent relevant observable inputs are not available; representing the Fund’s own assumptions about the assumptions a market participant would use in valuing the asset or liability and would be based on the best information available.

The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, whether the security is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the security. To the extent that valuation is based on models or inputs that are less

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observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3.

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety, is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

The following is a summary of the inputs used to value the Fund's investments as of November 30, 2024:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>Investments:</u>				
Common Stocks	\$ 44,353,730	\$ –	\$ –	\$ 44,353,730
Real Estate Investment Trusts	1,284,436	–	–	1,284,436
Money Market Funds	39,477	–	–	39,477
Total Investments	<u>\$ 45,677,643</u>	<u>\$ –</u>	<u>\$ –</u>	<u>\$ 45,677,643</u>

Refer to the Schedule of Investments for industry classifications.

- B. *Federal Income Taxes.* The Fund has elected to be taxed as a “regulated investment company” and intends to distribute substantially all taxable income to its shareholders and otherwise comply with the provisions of the Internal Revenue Code applicable to regulated investment companies. Therefore, no provision for federal income taxes or excise taxes has been made.

In order to avoid imposition of the excise tax applicable to regulated investment companies, the Fund intends to declare as dividends in each calendar year at least 98.0% of its net investment income (earned during the calendar year) and at least 98.2% of its net realized capital gains (earned during the twelve months ended October 31) plus undistributed amounts, if any, from prior years. As a registered investment company, the Fund is subject to a 4% excise tax that is imposed if the Fund does not distribute by the end of any calendar year at least the sum of (i) 98% of its ordinary income (not taking into account any capital gain or loss) for the calendar year and (ii) 98.2% of its capital gain in excess of its capital loss (adjusted for certain ordinary losses) for a one year period generally ending on October 31 of the calendar year (unless an election is made to use the fund's fiscal year). The Fund generally intends to distribute income and capital gains in the manner necessary to minimize (but not necessarily eliminate) the imposition of such excise tax. The Fund may retain income or capital gains and pay excise tax when it is determined that doing so is in the best interest of shareholders. Management, in consultation with the Board of Trustees, evaluates the costs of the excise tax relative to the benefits of retaining income and capital gains, including that such undistributed amounts (net of the excise tax paid) remain available for investment by the Fund and are available to supplement future distributions. Tax expense is disclosed in the Statement of Operations, if applicable.

As of November 30, 2024, the Fund did not have any tax positions that did not meet the threshold of being sustained by the applicable tax authority. Generally, tax authorities can examine all the tax returns filed for the last three years. The Fund identifies its major tax jurisdiction as U.S. Federal and the Commonwealth of Delaware; however, the Fund is not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially. The Fund recognizes interest and penalties, if any, related to unrecognized tax benefits on uncertain tax positions as income tax expense in the Statement of Operations.

- C. *Securities Transactions and Investment Income.* Investment securities transactions are accounted for on the trade date. Gains and losses realized on sales of securities are determined on a specific identification basis. Discounts/premiums on debt securities purchased are accreted/amortized over the life of the respective securities using the effective interest method. Dividend income is recorded on the ex-dividend date. Dividends received from Real Estate Investment Trusts (“REITs”) generally are comprised of ordinary income, capital gains, and may include return of capital. Interest income is recorded on an accrual basis. Other non-cash dividends are recognized as investment income at the fair value of the property received. Withholding taxes on foreign dividends have been provided for in accordance with the Fund's understanding of the applicable country's tax rules and rates.
- D. *Distributions to Shareholders.* Distributions to shareholders from net investment income, if any, for the Fund are declared and paid at least annually. Distributions to shareholders from net realized gains on securities, if any, for the Fund normally are

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declared and paid on an annual basis. Distributions are recorded on the ex-dividend date.

- E. *Use of Estimates.* The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of increases and decreases in net assets from operations during the reporting period. Actual results could differ from those estimates.
- F. *Share Valuation.* The NAV per share of the Fund is calculated by dividing the sum of the value of the securities held by the Fund, plus cash or other assets, minus all liabilities by the total number of shares outstanding for the Fund, rounded to the nearest cent. The Fund's shares will not be priced on the days on which the NYSE Arca, Inc is closed for trading.
- G. *Guarantees and Indemnifications.* In the normal course of business, the Fund enters into contracts with service providers that contain general indemnification clauses. The Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred. However, based on experience, the Fund expects the risk of loss to be remote.
- H. *Illiquid Securities.* Pursuant to Rule 22e-4 under the 1940 Act, the Fund has adopted a Board-approved Liquidity Risk Management Program (the "Program") that requires, among other things, that the Fund limit its illiquid investments that are assets to no more than 15% of the value of the Fund's net assets. An illiquid investment is any security that the Fund reasonably expects cannot be sold or disposed of in current market conditions in seven calendar days or less without the sale or disposition significantly changing the market value of the investment. If the Fund should be in a position where the value of illiquid investments held by the Fund exceeds 15% of the Fund's net assets, the Fund will take such steps as set forth in the Program.
- I. *Reclassification of Capital Accounts.* U.S. GAAP requires that certain components of net assets relating to permanent differences be reclassified between financial and tax reporting. These reclassifications have no effect on net assets or NAV per share. These differences are primarily due to the tax treatment of redemptions in-kind and non-deductible excise tax paid. For the year ended November 30, 2024, the following adjustments were made:

Paid-In Capital	Total Distributable Earnings
\$211,989	\$(211,989)

During the year ended November 30, 2024, the Fund realized \$211,994 in net capital gains resulting from in-kind redemptions, in which Account Participants exchanged Fund shares for securities held by the Fund rather than for cash. Because such gains are not taxable to the Fund, and are not distributed to shareholders, they have been reclassified from distributable earnings to paid-in capital.

### NOTE 3 – PRINCIPAL INVESTMENT RISKS

- A. *Models and Data Risk.* The Fund's portfolio is heavily dependent on proprietary investment models as well as information and data supplied by third parties ("Models and Data"). When Models and Data prove to be incorrect or incomplete, any decisions made in reliance thereon may lead to the inclusion or exclusion of securities from the Fund's portfolio that would have been excluded or included had the Models and Data been correct and complete.
- B. *Sector Risk.* At times, based on the Sub-Adviser's model, the Fund may increase the relative emphasis of its investments in a particular sector or group of industries. The prices of securities of issuers in a particular sector may be more susceptible to fluctuations due to changes in economic or business conditions, government regulations, availability of basic resources or supplies, or other events that affect that industry or sector more than securities of issuers in other industries and sectors. To the extent that the Fund increases the relative emphasis of its investments in a particular industry or sector, the value of Shares may fluctuate in response to events affecting that industry or sector.

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- C. *Equity Market Risk.* By virtue of the Fund's investments in equity securities, equity ETFs, and equity index futures agreements, the Fund is exposed to equity securities both directly and indirectly which subjects the Fund to equity market risk. Common stocks are generally exposed to greater risk than other types of securities, such as preferred stocks and debt obligations, because common stockholders generally have inferior rights to receive payment from specific issuers. The equity securities held in the Fund's portfolio may experience sudden, unpredictable drops in value or long periods of decline in value. This may occur because of factors that affect securities markets generally or factors affecting specific issuers, industries, or sectors in which the Fund invests.

As with any investment, there is a risk that you could lose all or a portion of your principal investment in the Fund. The Fund is subject to the above principal risks, as well as other principal risks which may adversely affect the Fund's NAV, trading price, yield, total return and/or ability to meet its objective. For more information about the risks of investing in the Fund, see the section in the Fund's Prospectus titled "Additional Information About the Fund — Principal Investment Risks."

#### **NOTE 4 – COMMITMENTS AND OTHER RELATED PARTY TRANSACTIONS**

The Adviser serves as investment adviser to the Fund pursuant to an investment advisory agreement between the Adviser and the Trust, on behalf of the Fund (the "Advisory Agreement"), and, pursuant to the Advisory Agreement, provides investment advice to the Fund and oversees the day-to-day operations of the Fund, subject to the direction and oversight of the Board. The Adviser is also responsible for trading portfolio securities for the Fund, including selecting broker-dealers to execute purchase and sale transactions, subject to the supervision of the Board. The Adviser provides oversight of the Sub-Adviser, the investment Sub-Adviser to the Fund, and review of the Sub-Adviser's performance.

Pursuant to the Advisory Agreement, the Fund pays the Adviser a unitary management fee (the "Investment Advisory Fee") based on the average daily net assets of the Fund at the annualized rate of 0.79%. Out of the Investment Advisory Fee, the Adviser is obligated to pay or arrange for the payment of substantially all expenses of the Fund, including the cost of sub-advisory, transfer agency, custody, fund administration, and all other related services necessary for the Fund to operate. Under the Advisory Agreement, the Adviser has agreed to pay, or require the Sub-Adviser to pay, all expenses incurred by the Fund except for interest charges on any borrowings, dividends and other expenses on securities sold short, taxes, brokerage commissions and other expenses incurred in placing orders for the purchase and sale of securities and other investment instruments, acquired fund fees and expenses, accrued deferred tax liability, extraordinary expenses, distribution fees and expenses paid by the Fund under any distribution plan adopted pursuant to Rule 12b-1 under the 1940 Act (collectively, "Excluded Expenses"), and the Investment Advisory Fee payable to the Adviser. The Investment Advisory Fees incurred are paid monthly to the Adviser. Investment Advisory Fees for the year ended November 30, 2024 are disclosed in the Statement of Operations.

The Sub-Adviser serves as investment sub-adviser to the Fund, pursuant to a sub-advisory agreement between the Adviser and the Sub-Adviser with respect to the Fund (the "Sub-Advisory Agreement"). Pursuant to the Sub-Advisory Agreement, the Sub-Adviser is responsible for the day-to-day management of the Fund's portfolio, including determining the securities purchased and sold by the Fund, subject to the supervision of the Adviser and the Board. The Sub-Adviser is paid a fee by the Adviser, which is calculated and paid monthly, at an annual rate of 0.04% of the Fund's average daily net assets (the "Sub-Advisory Fee"). The Sub-Adviser has agreed to assume a portion of the Adviser's obligation to pay all expenses incurred by the Fund, except for the Sub-Advisory Fee payable to the Sub-Adviser and Excluded Expenses. For assuming the payment obligations for a portion of the Fund's expenses, the Adviser has agreed to pay the Sub-Adviser a corresponding share of profits, if any, generated by the Fund's Investment Advisory Fees, less a contractual fee retained by the Adviser. Expenses incurred by the Fund and paid by the Sub-Adviser include fees charged by Tidal (defined below), which is an affiliate of the Adviser.

Tidal ETF Services LLC ("Tidal"), a Tidal Financial Group company and an affiliate of the Adviser, serves as the Fund's administrator and, in that capacity, performs various administrative and management services for the Fund. Tidal coordinates the payment of Fund-related expenses and manages the Trust's relationships with its various service providers. As compensation for the services it provides, Tidal receives a fee based on the Fund's average daily net assets, subject to a minimum annual fee. Tidal also is entitled to certain out-of-pocket expenses for the services mentioned above.

U.S. Bancorp Fund Services, LLC, doing business as U.S. Bank Global Fund Services ("Fund Services"), serves as the Fund's sub-administrator, fund accountant and transfer agent. In those capacities, Fund Services performs various administrative and accounting services for the Fund. Fund Services prepares various federal and state regulatory filings, reports and returns for the Fund, including regulatory compliance monitoring and financial reporting; prepares reports and materials to be supplied to the Board; and monitors the

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activities of the Fund's custodian. U.S. Bank N.A. (the "Custodian"), an affiliate of Fund Services, serves as the Fund's custodian.

Foreside Fund Services, LLC (the "Distributor") acts as the Fund's principal underwriter in a continuous public offering of the Fund's shares.

Certain officers and a trustee of the Trust are affiliated with the Adviser. Neither the affiliated trustee nor the Trust's officers receive compensation from the Fund.

The Board has adopted a Distribution (Rule 12b-1) Plan (the "Plan") pursuant to Rule 12b-1 under the 1940 Act. In accordance with the Plan, the Fund is authorized to pay an amount up to 0.25% of its average daily net assets each year to pay distribution fees for the sale and distribution of its Shares. No Rule 12b-1 fees are currently paid by the Fund, and there are no plans to impose these fees. However, in the event Rule 12b-1 fees are charged in the future, because the fees are paid out of the Fund's assets on an ongoing basis, over time these fees will increase the cost of your investment and may cost you more than certain other types of sales charges.

#### NOTE 5 – PURCHASES AND SALES OF SECURITIES

For the year ended November 30, 2024, the cost of purchases and proceeds from the sales or maturities of securities, excluding short-term investments, U.S. government securities, and in-kind transactions were \$149,066,353 and \$149,040,955, respectively.

For the year ended November 30, 2024, there were no purchases or sales of long-term U.S. government securities.

For the year ended November 30, 2024, in-kind transactions associated with creations and redemptions for the Fund were \$15,101,502 and \$1,898,764, respectively.

#### NOTE 6 – INCOME TAXES AND DISTRIBUTIONS TO SHAREHOLDERS

As of the year ended November 30, 2024 and the period ended November 30, 2023, there were no distributions.

As of November 30, 2024, the components of distributable earnings on a tax basis were as follows:

Investments, at cost <sup>(a)</sup>	<u>\$34,362,066</u>
Gross tax unrealized appreciation	11,761,487
Gross tax unrealized depreciation	<u>(445,910)</u>
Net tax unrealized appreciation (depreciation)	<u>11,315,577</u>
Undistributed ordinary income (loss)	3,379,242
Undistributed long-term capital gain (loss)	<u>243,968</u>
Total distributable earnings	<u>3,623,210</u>
Other accumulated gain (loss)	<u>—</u>
Total distributable earnings	<u><u>\$14,938,787</u></u>

<sup>(a)</sup> The difference between book and tax-basis unrealized appreciation was attributable primarily to the treatment of wash sales.

Net capital losses incurred after October 31 (post-October losses) and net investment losses incurred after December 31 (late year losses), and within the taxable year, may be elected to be deferred to the first business day of the Fund's next taxable year.

As of the year ended November 30, 2024, the Fund did not elect to defer any post-October losses or late year losses.

As of the year ended November 30, 2024, the Fund did not have long-term capital loss carryovers and used \$1,106,926 of short-term capital loss carryovers.

November 30, 2024

**NOTE 7 – SHARE TRANSACTIONS**

Shares of the Fund are listed and traded on the NYSE Arca, Inc. Market prices for the shares may be different from their NAV. The Fund issues and redeems shares on a continuous basis at NAV generally in large blocks of shares, called (“Creation Units”). Creation Units are issued and redeemed principally in-kind for securities included in a specified universe. Once created, shares generally trade in the secondary market at market prices that change throughout the day. Except when aggregated in Creation Units, shares are not redeemable securities of the Fund. Creation Units may only be purchased or redeemed by Authorized Participants. An Authorized Participant is either (i) a broker-dealer or other participant in the clearing process through the Continuous Net Settlement System of the National Securities Clearing Corporation or (ii) a Depository Trust Company participant and, in each case, must have executed a Participant Agreement with the Distributor. Most retail investors do not qualify as Authorized Participants nor have the resources to buy and sell whole Creation Units. Therefore, they are unable to purchase or redeem the shares directly from the Fund. Rather, most retail investors may purchase shares in the secondary market with the assistance of a broker and are subject to customary brokerage commissions or fees.

The Fund currently offers one class of shares, which has no front-end sales load, no deferred sales charge, and no redemption fee. A fixed transaction fee is imposed for the transfer and other transaction costs associated with the purchase or sale of Creation Units. The standard fixed transaction fee for the Fund is \$300, payable to the Custodian. The fixed transaction fee may be waived on certain orders if the Fund’s Custodian has determined to waive some or all of the costs associated with the order or another party, such as the Adviser, has agreed to pay such fee. In addition, a variable fee may be charged on all cash transactions or substitutes for Creation Units and Redemption Units of up to a maximum of 2% of the value of the Creation Units and Redemption Units subject to the transaction. Variable fees are imposed to compensate the Fund for transaction costs associated with the cash transactions. Variable fees received by the Fund, if any, are disclosed in the capital shares transactions section of the Statements of Changes in Net Assets. The Fund may issue an unlimited number of shares of beneficial interest, with no par value. All shares of the Fund have equal rights and privileges.

**NOTE 8 – RECENT MARKET EVENTS**

U.S. and international markets have experienced and may continue to experience significant periods of volatility in recent years and months due to a number of economic, political and global macro factors including rising inflation, uncertainty regarding central banks’ interest rates, the possibility of a national or global recession, trade tensions, political events, the war between Russia and Ukraine, and significant conflict between Israel and Hamas in the Middle East. As a result of continuing political tensions and armed conflicts, including the war between Ukraine and Russia, the U.S. and the European Union imposed sanctions on certain Russian individuals and companies, including certain financial institutions, and have limited certain exports and imports to and from Russia. The war has contributed to recent market volatility and may continue to do so. The Middle East conflict has led to significant loss of life, damaged infrastructure and escalated tensions both in the region and globally. These developments, as well as other events, could result in further market volatility and negatively affect financial asset prices, the liquidity of certain securities and the normal operations of securities exchanges and other markets, despite government efforts to address market disruptions. As a result, the risk environment remains elevated. The Adviser and Sub-Adviser will monitor developments and seek to manage the Fund in a manner consistent with achieving the Fund’s investment objective, but there can be no assurance that they will be successful in doing so.

**NOTE 9 – SUBSEQUENT EVENTS**

In preparing these financial statements, management has evaluated events and transactions for potential recognition or disclosure through the date the financial statements were issued. Management has determined that there are no subsequent events that would need to be recognized or disclosed in the Fund’s financial statements.

To the Shareholders of Pinnacle Focused Opportunities ETF and

Board of Trustees of Tidal Trust II

Opinion on the Financial Statements

We have audited the accompanying statement of assets and liabilities, including the schedule of investments, of Pinnacle Focused Opportunities ETF (the “Fund”), a series of Tidal Trust II, as of November 30, 2024, the related statement of operations for the year then ended, the statements of changes in net assets and the financial highlights for the year then ended and for the period from December 29, 2022 (commencement of operations) through November 30, 2023, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund as of November 30, 2024, the results of its operations, the changes in net assets, and the financial highlights for the periods indicated above, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Fund’s management. Our responsibility is to express an opinion on the Fund’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Fund in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of November 30, 2024, by correspondence with the custodian. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

We have served as the auditor of one or more Tidal Investments LLC investment companies since 2020.

*Cohen & Company, Ltd.*

COHEN & COMPANY, LTD.

Philadelphia, Pennsylvania

January 28, 2025

November 30, 2024

**QUALIFIED DIVIDEND INCOME/DIVIDENDS RECEIVED DEDUCTION**

For the year ended November 30, 2024, certain dividends paid by the Fund may be subject to a maximum tax rate of 23.8%, as provided for by the Jobs and Growth Tax Relief Reconciliation Act of 2003 and the Tax Cuts and Jobs Act of 2017. The percentage of dividends declared from ordinary income designated as qualified dividend income was as follows:

Pinnacle Focused Opportunities ETF	0.00%
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For corporate shareholders, the percent of ordinary income distributions qualifying for the corporate dividends received deduction for the year ended November 30, 2024, was as follows:

Pinnacle Focused Opportunities ETF	0.00%
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The percentage of taxable ordinary income distributions that are designated as short-term capital gain distributions under Internal Revenue Section 871(k)(2)(c) for the year ended November 30, 2024, was as follows:

Pinnacle Focused Opportunities ETF	0.00%
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## Form N-CSR Items 8-11

### **Item 8. Changes in and Disagreements with Accountants for Open-End Investment Companies.**

There have been no changes in or disagreements with the Funds' accountants.

### **Item 9. Proxy Disclosure for Open-End Investment Companies.**

There were no matters submitted to a vote of shareholders during the period covered by the report.

### **Item 10. Remuneration Paid to Directors, Officers, and Others of Open-End Investment Companies.**

See Item 7(a). Under the Investment Advisory Agreement, in exchange for a single unitary management fee from each Fund, the Adviser has agreed to pay all expenses incurred by the Fund, including Trustee compensation, except for certain excluded expenses.

### **Item 11. Statement Regarding Basis for Approval of Investment Advisory Contract.**

Not Applicable.