

Item 1. Form ADV Part 2A

Firm Brochure



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This Program Brochure provides information about the qualifications and business practices of Quantbase (hereinafter, “we,” “our,” the “Firm” or “Quantbase”). If you have any questions about the contents of this brochure, please contact us at the email/number above. 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. Quantbase is a registered investment adviser. Registration as an investment adviser does not imply any special degree of skill or training, or any sort of approval by any regulatory authority of an adviser’s investment methods.

Additional information about Quantbase can be found on the Investment Adviser Public Disclosure website at adviserinfo.sec.gov by using our identification number referred to as a CRD number. Quantbase’s CRD No. is 315414. If you have any questions about the content of this brochure, please contact us at the telephone number or email address shown above.

Item 2. Material Changes

Quantbase, LLC has the following material changes to report. Material changes relate to Quantbase, LLC's policies, practices or conflicts of interests.

For future filings, this section of the Disclosure Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this Brochure on the SEC’s public disclosure website (IAPD) at adviserinfo.sec.gov.

We may, at any time, update this Disclosure Brochure and send a copy to you with a summary of material changes, or send you only a summary of material changes that includes an offer to send you a copy of the full brochure either by electronic means (email) or in hard copy form.

If you would like another copy of this Disclosure Brochure, please download it from the SEC website as indicated above, download it from the Quantbase website at www.getquantbase.com.

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Item 4. Advisory Business and Services

A. Advisory Business

Quantbase, LLC (referred to herein as “Quantbase,” “Firm,” “we,” and “our”) is an independent investment advisory firm registered as an internet-only investment adviser with the U.S. Securities and Exchange Commission (“SEC”). An internet-only investment adviser provides investment advice to almost all of its clients exclusively through an interactive website. The company was formed in 2021 as a Limited Liability Company in Virginia and is currently owned by Surmount AI Inc. which is owned and operated by Logan Weaver.

Quantbase operates a website through which users can invest in certain investment strategies created by the firm. Our goal is to give access to ordinary investors to advanced quantitative strategies that target relatively more aggressive returns with a higher risk appetite.

As such, clients will not be able to directly contact us for investment advice. Clients may contact us for technical and customer service issues via email at hello@getquantbase.com but not for investment advice.

A. Services

Portfolio management services are provided on a discretionary basis. This means the client grants the Firm ongoing and continuous discretionary authority to make, and to enter orders with a broker/dealer for the execution of, its investment recommendations in accordance with the client’s investment profile without the client’s prior approval of each specific transaction. All transactions in the clients’ account shall be made in accordance with the directions and preferences provided to the Firm by the client. The client will execute instructions regarding the Firm’s trading authority as required by each account custodian. Clients engaging us will be asked to grant such authority upon signing our Investment Advisory Agreement.

If a client engages us to perform portfolio management services, Quantbase will ask a series of questions designed to determine suitability of different investment options for a particular client. Quantbase determines a suitable proposed investment plan by performing a review of each client’s individual account and suitability parameters. This review may include type of account, investment objectives, overall financial condition, income and tax status, personal and business assets, risk tolerance, and other factors unique to the individual client’s situation. Based on client suitability parameters, Quantbase will design, revise, and reallocate a client’s custom portfolio.

After a suitability analysis is conducted, Quantbase utilizes the information from the questionnaire to create portfolio recommendations customized to Clients’ risk tolerance, financial parameters and investment objectives. For each Client’s portfolio recommendations, Quantbase considers the Client’s employment status, income, investment goals and reasons to invest, time horizon and net assets. Quantbase evaluates each Client’s responses and proposes a portfolio plan from among less aggressive, moderately aggressive and more aggressive growth portfolios. For instance, the more aggressive the portfolio, the more volatile, which has

more potential upside but also more potential risk during downturns. The portfolio recommendations created by Quantbase for each Client are based solely upon the information provided by the Client through the Firm's website. As such, the suitability of the investment plan recommendations is limited by and relies on the accuracy and completeness of the information provided by the Client. Quantbase does not capture any additional information not covered in the questionnaire in making its risk assessment and providing its investment advice. The only type of restrictions a Client may impose is the degree of risk level (less aggressive, aggressive and more aggressive growth) based on the information provided in the questionnaire, which

portfolios to invest in, and the amount of assets invested in each portfolio. Once invested in the portfolio, clients cannot change the portfolio as these strategies are automated. If the client would like to change any elements of their portfolio, clients must contact Quantbase directly.

Once an investment strategy is recommended and a portfolio is recommended, a Client will not be able to select specific securities or restrict the purchase of specific securities, but each Client will be able to change his/her risk profile or select (switch to) a portfolio with a different risk profile with the help of Quantbase. The type of restrictions a Client may impose is the degree of risk level (less aggressive, aggressive and more aggressive growth) based on the information provided in the questionnaire, which portfolios to invest in, and the amount of assets invested in each portfolio. Clients are obligated to update their information through the Firm's website promptly if there are changes to their financial situation, goals, objectives, personal circumstances, time horizon or if other relevant information changes or becomes available.

A Client must also open a securities brokerage account and provide discretionary authority over that account to Quantbase. Brokerage accounts, agreements, and order processing will be conducted through Alpaca Securities LLC ("Alpaca"), an SEC registered broker-dealer that provides brokerage related services to Quantbase. Using Alpaca's application program interface ("API"), the Firm's website allows Clients to create an investment account instantly on any web browser. Alpaca will also provide (or facilitate through third parties) execution, clearance, settlement, and custody services for Quantbase. The investments in each Client's account are held in an omnibus account at Alpaca, and not with Quantbase.

Certain transactional costs will still be paid by the client, including wire transfer fees, transaction fees for the purchase or sale of securities, expenses related to the use of margin, the fees (including expense ratios) charged to shareholders of mutual funds or ETFs, short-term redemption fees, mark-ups and mark-downs, spreads, odd-lot differentials, paper statement fees, fees charged by regulatory agencies, exchange fees, American Depositary Receipt fees, Automated Customer Account Transfer Service fees, transfer taxes, fees required by law. These fees may be charged by Client's brokerage account provider, but not charged by LightHouse.

A client's portfolio may be comprised of stocks and ETFs.

We will also monitor the client's accounts to ensure that they are meeting the client's investment objectives and other requirements. If any changes are needed to the client's investments, we will make the changes or recommend the changes to the client. These changes may involve selling a security or group of investments and buying others or keeping the proceeds in cash or some liquid alternative. The client will receive written or electronic confirmations from the client's account custodian after any changes are made to the client's account. The client will also receive statements at least quarterly from the client's account

custodian. Our Investment Advisory Agreement outlines the responsibilities of both the client and Quantbase.

Item 5. Fees and Compensation

Quantbase charges an Advisory Fee to clients based on a percentage of assets under management.

The specific Advisory Fee charged by the Firm for its advisory services will be outlined in each client's Investment Advisory Agreement.

The typical Advisory Fee charged by Quantbase is as follows:

Assets Under Management	Annual Fee
\$0 - \$12,000	\$10/month
\$12,001 and over	1.00%

We charge this fee monthly in arrears and define assets under management for the fee calculation as the average daily balance of assets invested into each strategy over the month for which the fee has accrued.

We deduct fees from the client's advisory account, monthly. Clients pay the fees even if they do not have any transactions. This means that the fee, when charged, will decrease a client's assets under management with us.

Each time a client uses our advisory services, they reaffirm their agreement that we may charge their account for the specified period. In the event that we cannot charge Advisory Fees to the client's account, we reserve the right to terminate their access to our advisory services. Each client may also terminate our services at any time, at which any accrued fees that have not been yet charged shall be charged prior to account termination and withdrawal.

The qualified custodian agrees to deliver an account statement, at least quarterly, directly to the client, showing all disbursements from the account. The client is encouraged to review all account statements for accuracy. We will receive access to a duplicate copy of the statement that was delivered to the client.

For the initial period of portfolio management services, the first period's fees will be calculated on a pro-rata basis at the beginning of the following month, for the payment in arrears. After signing up, a client may terminate the agreement through the app at any time.

Item 6. Performance-Based Fees and Side-By-Side Management

Performance-based fees are based on a share of capital gains on or capital appreciation of the client's assets. Side-by-side management occurs when advisers manage both accounts that are

charged a performance-based fee and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee. We do engage in side-by-side management.

In addition to our Advisory Fee, we charge up to a 20% performance fee to qualified investors on certain portfolios. During our onboarding process, we determine the qualified status of an investor by asking questions about their net worth and liquid net worth, as well as gathering verification. We may also determine an investor's qualified status through their investment amount on our website.

Item 7. Account Requirements and Types of Clients

Clients participating in advisory services include individuals and high net worth individuals. There is no account minimum.

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

The program offered by Quantbase is sponsored by the Firm. Quantbase is the only portfolio manager.

Our advice and services are based on the individual needs of our clients as determined after analyzing and thoroughly evaluating the client's goals, objectives, investment horizon, and risk tolerance. Clients may impose reasonable restrictions on investing in portfolios with certain risk profiles by advising Quantbase of the degree of their risk level (less aggressive, aggressive and more aggressive growth) based on the information provided in the questionnaire. However, once clients are invested in the portfolio, clients cannot modify the composition or allocation of the portfolio as these strategies are automated. Please see Item 4.A. for more information about these restrictions.

Quantbase has developed a fundamental research process, which includes both qualitative and quantitative factors, that it employs to construct portfolios, that are recommended based on a Client's employment status, income, investment goals and reasons to invest, time horizon and net assets. The research process aims to construct portfolios that meet certain characteristics such as the following: robust academic support, durable backtests, and high risk-adjusted and absolute returns.

Quantbase does not engage in holistic financial planning. Quantbase's primary approach is to provide its clients with a collection of aggressive portfolios. As part of the analysis and review process, Quantbase may add, remove, re-categorize or replace investments offered by the Program. In the event an investment is removed and replaced with another substantially similar investment, Quantbase will liquidate Client positions to cash and directly initiate a reinvestment in the replacement investment. In the event an investment is re-categorized from a suitability standpoint, the investment may be liquidated to cash if the investment is no longer suitable for the Client and a new re-investment recommendation will be made to the Client based on the Client's new suitability profile. In events such as this where an investment is re-categorized for suitability purposes, the Client will be notified at least two weeks in advance of any investment being liquidated to cash.

A. Risk of Loss

There are always risks to investing. All clients should be aware that all investments are subject to the potential loss of principal that clients should be prepared to bear. Clients should discuss specific investment decisions with their investment professional.

When evaluating risk, financial loss may be viewed differently by each client and may depend on many different risks, each of which may affect the probability and magnitude of any potential losses. The following risks may not be all-inclusive, but should be considered carefully by a prospective client before retaining our services.

1. General Risks

It is impossible to describe all possible types of risks which may affect investments. Some general risks associated with investing include the following:

- Concentration Risk. To the extent a portfolio is concentrated in assets related to a particular industry or geographic region, the portfolio will be subject to additional volatility risks associated with such industry or region. In addition, concentrating in a single industry or group of industries may be more susceptible to any single economic, market, political or regulatory occurrence affecting that industry or group of industries.
- Market Risk. Markets can, as a whole, go up or down on various news releases or for no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason and may take some time to recover any lost value. Adding additional securities does not help to minimize this risk since all securities may be affected by market fluctuations.
- Currency Risk. Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Interest Rate Risk. Movements in interest rates may directly cause prices of fixed income securities fluctuate. For example, rising interest rates can cause "high quality, relatively safe" fixed income investments to lose principal value.
- Credit Risk. Credit risk typically applies to debt investments such as corporate, municipal, and sovereign fixed income or bonds. A bond issuing entity can experience a credit event that could impair or erase the value of an issuer's securities held by a client. For example, if debt obligations held by an account are downgraded by ratings agencies or go into default, or if management action, legislation or other government action reduces the ability of issuers to pay principal and interest when due, the value of those obligations may decline, and an account's value may be reduced. Because the ability of an issuer of a lower-rated or unrated obligation (including particularly

"junk" or "high yield" bonds) to pay principal and interest when due is typically less certain than for an issuer of a higher-rated obligation, lower rated and unrated obligations are generally more vulnerable than higher-rated obligations to default, to ratings downgrades, and to liquidity risk.

- Purchasing Power Risk. Purchasing power risk is the risk that an investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply.
- Maturity Risk. The value of bonds or notes may change from the time of issuance to the time of maturity. Generally speaking, maturity risk increases as the length of time until maturity increases.
- Liquidity Risk. Liquidity is the ability to readily convert an investment into cash. For example, Treasury Bills are highly liquid, while real estate properties are not. Some securities are highly liquid while others are highly illiquid. Illiquid investments carry more risk because it can be difficult to sell them.
- Political Risk. Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- Regulatory Risk. Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.
- Risks Related to Investment Term. If the client requires a liquidation of their portfolio during a period in which the price of the security is low, the client will not realize as much value as they would have had the investment had the opportunity to regain its value, as investments frequently do, or had it been able to be reinvested in another security.
- Horizon and Longevity Risks. The risk that your investment horizon is shortened because of an unforeseen event, for example, the loss of your job. This may force you to sell investments that you were expecting to hold for the long term. If you must sell at a time that the markets are down, you may lose money. Longevity Risk is the risk of outliving your savings. This risk is particularly relevant for people who are retired, or are nearing retirement.
- Business Risk. Many investments contain interests in operating businesses. Business risks are risks associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- Financial Risk. Many investments contain interests in operating businesses. Excessive borrowing to finance a business' operations decreases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

- Default Risk. This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk.
- Cybersecurity Risk. There is cybersecurity risk with the increased use of technologies such as the Internet to conduct business. Quantbase and its service providers are susceptible to operational, information security, and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber-attacks include, but are not limited to, gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber incidents affecting us or our service providers have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, impediments to trading, the inability of clients to transact business, violations of applicable privacy and other law. While both we and our service providers have established business continuity plans in the event of such cyber incidents, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Furthermore, we are unable to control the cyber security plans and systems put in place by our service providers or any other third parties whose operations may affect us and or its clients. As a result, Quantbase and its clients could be negatively impacted.
- Robo-adviser Risk. The inherent risk with automated investment advice (or a “robo-adviser”) is that it lacks human judgment and oversight. A robo-adviser might rely on broad assumptions that may not reflect current economic conditions or a client’s particular situation. Algorithms may not provide personalized recommendations based on a client’s overall tax situation, other investments a client may own, and the client’s ability or desire to withstand losses. The algorithm might rebalance client accounts without regard to market conditions at an inopportune time. The algorithm may not address prolonged changes in market conditions. It is possible that Clients or Quantbase itself may experience computer equipment failure, loss of internet access, viruses, or other events that may impair access to Quantbase’s software-based investment advisory service.

2. Specific Risks

There are also risks related to recommendation of specific types of securities. A portfolio may be comprised of stocks and ETFs, as well as cash or cash equivalents. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with the investment. A description of the types of securities we may recommend to you and some of their inherent risks are provided below.

- Large-Cap Stock Risk. Investment strategies focusing on large-cap companies may underperform other equity investment strategies as large cap companies may not experience sustained periods of growth in the mature product markets in which they operate.

- Small/Mid-Cap Stock Risk. Investment strategies focusing on small- and mid-cap stocks involve more risk than strategies focused on larger more established companies because small- and mid-cap companies may have smaller revenue, narrower product lines, less management depth, small market share, fewer financial resources and less competitive strength.
- Mutual Fund and Exchange Traded Fund ("ETF") Risk. Mutual funds and exchange traded funds ("ETF") are professionally managed collective investment systems 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 fund will have a manager that trades the fund's investments in accordance with 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 (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. 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 to manage the funds. Also, 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 which can limit their availability to new investors.

When investing in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. You will also incur brokerage costs when purchasing ETFs. The returns from the types of securities in which an ETF invests may underperform returns from the various general securities markets or different asset classes. The securities in the underlying indexes may underperform fixed-income investments and stock market investments that track other markets, segments and sectors. Different types of securities tend to go through cycles of out-performance and underperformance in comparison to the general securities markets.

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 other benchmark, which may negatively affect the ETF's performance. In addition, for leveraged and inverse ETFs that seek to track the performance of their Underlying Indices or benchmarks on a daily basis, mathematical compounding may prevent the ETF from correlating with performance of its benchmark. In addition, an ETF may not have investment exposure to all of the securities included in its Underlying Index, or its weighting of investment exposure to such securities may vary from that of the Underlying Index. Some ETFs may invest in securities or financial instruments that are not included in the Underlying Index, but which are expected to yield similar performance.

- Leveraged ETFs Risk. Leverage is the investment strategy of using borrowed money: specifically, the use of various financial instruments or borrowed capital to increase the potential return of an investment. Leverage can also refer to the amount of debt used to finance assets. When one refers to something (a company, a property or an investment) as "highly leveraged," it means that item has more debt than equity. Like other ETFs, leveraged ETFs are individual securities that trade on an exchange and can be bought and sold in intraday trading. But leveraged ETFs differ from their traditional cousins in that they typically invest in one or more derivatives, which will cause their prices to rise or fall exponentially farther than the underlying benchmark against which they trade. For example, an ETF that is double leveraged against the S&P 500 Index would rise and fall twice as much in price as the index itself. If the index rises 2% in a day, then this fund would rise by 4% in value. These funds can be leveraged at different rates, with some moving twice as much as the underlying market or index and others rising or falling three, four or more times as much as the benchmark. There are also leveraged ETFs that move inversely to their benchmarks, where the fund will fall in price by a given exponential rate when the benchmark rises and vice-versa. Due to the effect of compounding, their performance over longer periods of time can differ significantly from the performance (or inverse of the performance) of their underlying index or benchmark during the same period of time. These investment vehicles may be extremely volatile and can potentially expose a portfolio to significant losses.
 - o **Leveraged ETF Leveraged Risk:** The leveraged ETF obtains investment exposure in excess of its assets in seeking to achieve its investment objective — a form of leverage — and will lose more money in market environments adverse to its daily objective than a similar fund that does not employ such leverage. The use of such leverage could result in the total loss of an investor's investment.
 - o **Leveraged ETF Compounding Risk:** Compounding affects all investments, but has a more significant impact on a leveraged fund. Particularly during periods of higher Index volatility, compounding will cause results for periods longer than a single day to vary from the stated multiplier of the return of the Index. This effect becomes more pronounced as volatility increases.
 - o **Leveraged ETF Use of Derivatives:** The leveraged ETF obtains investment exposure through derivatives. Investing in derivatives may be considered aggressive and may expose the leveraged ETF to greater risks than investing directly in the reference asset(s) underlying those derivatives. These risks include counterparty risk, liquidity risk and increased correlation risk (each as discussed below). When the leveraged ETF uses derivatives, there may be imperfect correlation between the value of the reference asset(s) and the derivative, which may prevent the leveraged ETF from achieving its investment objective. Because derivatives often require only a limited initial investment, the use of derivatives also may expose the leveraged ETF to losses in excess of those amounts initially invested. The leveraged ETF may use a combination of swaps on the Index and swaps on an ETF that is designed to track the performance of the Index. The performance of an ETF may not track the performance of the Index due to embedded costs and other factors. Thus, to the extent the leveraged ETF invests in swaps that use an ETF as the reference asset, the leveraged ETF may be subject to greater correlation risk and may not achieve as high a degree of correlation with the Index as it would if the leveraged ETF only used swaps on the Index. Moreover, with respect to the use of swap agreements, if the Index

has a dramatic intraday move that causes a material decline in the leveraged ETF's net assets, the terms of a swap agreement between the leveraged ETF and its counterparty may permit the counterparty to immediately close out the transaction with the leveraged ETF. In that event, the leveraged ETF may be unable to enter into another swap agreement or invest in other derivatives to achieve the desired exposure consistent with the leveraged ETF's investment objective. This, in turn, may prevent the leveraged ETF from achieving its investment objective, even if the Index reverses all or a portion of its intraday move by the end of the day. Any costs associated with using derivatives will also have the effect of lowering the leveraged ETF's return.

Item 9. Disciplinary Information

Quantbase is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. We do not have any required disclosures to report in response to this Item.

Item 10. Other Financial Industry Activities and Affiliations

Quantbase does not have a related person that is:

- A broker/dealer, municipal securities dealer or government securities dealer or broker
- An investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
- An investment adviser or financial planner
- A futures commission merchant, commodity pool operator or commodity trading advisor
- A banking or thrift institution
- An Accountant or accounting firm
- A lawyer or law firm
- An insurance company or agency
- A pension consultant
- A real estate broker or dealer
- A sponsor or syndicator of limited partnerships.

Item 11. Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading

Quantbase, its management and supervised persons (collectively “personnel”), subscribe to a strict Code of Ethics. The Code of Ethics is designed to comply with the investment advisory laws and regulations that require firms to act as fiduciaries in transactions with their clients. The Firm’s inherent fiduciary duty requires that the Firm act solely in its clients’ best interest and adhere to standards of utmost integrity in its communications and transactions. These standards ensure that clients’ interests are preeminent.

Accordingly, Quantbase has implemented extensive policies, guidelines, and procedures that promote ethical practices and conduct by all of the Firm’s personnel. The Firm’s Code of Ethics specifies and prohibits certain types of transactions deemed to create conflicts of interest (or perceived conflicts of interest), as well as to establish reporting requirements and enforcement procedures relating to personal transactions by its personnel. The Code of Ethics, which specifically deals with professional standards, insider trading, personal trading, gifts and entertainment, and fiduciary duties, establishes the Firm’s ideals for ethical conduct based upon fundamental principles of openness, integrity, honesty, and trust. The Firm will provide a copy of the complete Code of Ethics to any client or prospective client upon request.

1. Proprietary Trading

Quantbase and its representatives are permitted to buy or sell securities for their own accounts that the Firm also recommends to clients, consistent with the Firm’s policies and procedures. This presents a conflict of interest because it may be possible for Us or our representatives to receive more favorable prices than our clients. We will always document any transactions that could be construed as a conflict of interest. To mitigate this conflict of interest, we will monitor trading reports for adherence to our Code of Ethics.

2. Participation or Interest in Client Transactions

The Firm does not recommend that clients buy or sell securities in which it or a related person may have a material financial interest.

Item 12. Brokerage Practices

Quantbase currently requires that clients utilize the brokerage and clearing services of Alpaca Securities LLC (“Alpaca”). Factors which Quantbase considers in recommending Alpaca or any

other broker-dealer to clients include their respective financial strength, breadth of service, existing relationships, execution, pricing, research and resources available. Not all investment advisers recommend that a client use a particular broker-dealer.

We do not receive research or other products or services (i.e., soft dollar benefits) from Alpaca or other broker-dealers in exchange for placing trades or processing securities related transactions for clients.

We do not receive client referrals or compensation of any kind from Alpaca or other broker-dealers or other third parties in exchange for using any particular broker-dealer.

We do not block trade.

Item 13. Review of Accounts

Quantbase is continuously accessible by clients through its website.

We periodically review client accounts using an automated algorithm to determine quarterly whether clients have made any investments that their suitability questionnaire answers would deem unsuitable.

Outside of this, we do not review client accounts.

Item 14. Client Referrals and Other Compensation

Quantbase does currently compensate others for referrals.

Item 15. Custody

Other than as described below, Quantbase does not maintain physical custody of client funds or securities. We require that a qualified custodian hold client assets. Information about the custodian we recommend is fully described above until the title Brokerage Practices. We have implemented the safeguard requirements of SEC regulations by requiring safekeeping of clients' funds and securities by a qualified custodian.

Quantbase shall have the ability to have its advisory fee for each client debited by the custodian on a monthly basis. Client account statements are mailed or sent electronically by the account custodian. At least quarterly, clients are provided written transaction confirmation notices and regular written summary statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. This statement shall disclose to the client the amount of the fee and the client's assets upon which the fee was based. The account custodian does not verify the accuracy of Quantbase's advisory fee calculation. Clients are advised to review these statements carefully, comparing asset values, holdings, and advisory fees on account statements to that in previously received statements, confirmations, and fee invoices.

Item 16. Investment Discretion

Quantbase has discretionary authority, pursuant to its written investment management agreements with client(s), to determine, without obtaining specific client consent, the securities to be bought or sold, the amount of the securities to be bought or sold, and the time when securities may be purchased or sold.

Item 17. Voting Client Securities

Quantbase does not participate in proxy voting on behalf of clients. Our clients are responsible for directing their own proxies solicited by issuers of securities. Clients are responsible for making elections relative to mergers, acquisitions, tender offers, bankruptcy proceedings and other type events pertaining to the securities in your account. Proxy and other solicitation information will be emailed to clients from the brokerage they connect to Quantbase. Clients may not contact us with questions about a particular solicitation. Please follow the instructions for proxy voting included in the mailing.

Item 18. Financial Information

Quantbase does not require or solicit the prepayment of more than \$1200 in fees six months or more in advance of services rendered. We do not have a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients and we have not been the subject of a bankruptcy petition at any time during the past ten years.