

TITAN GLOBAL CAPITAL MANAGEMENT USA LLC / TITAN GLOBAL TECHNOLOGIES LLC
Form ADV, Part 3 - Form Customer Relationship Summary
January 5, 2024

Item 1. Introduction

Titan Global Capital Management USA LLC (“Titan”) and Titan Global Technologies LLC (“TGT” and collectively with Titan, “our” or “we”) are affiliates and direct subsidiaries of Titan Global Capital Management, Inc. (“Titan Global”). Titan is an investment adviser registered with the Securities and Exchange Commission (the “SEC”), and TGT is a broker-dealer registered with the SEC and a member of the Financial Industry Regulatory Authority Inc. (“FINRA”) and Securities Investor Protection Corporation (“SIPC”). Brokerage and investment advisory services and fees differ, and it is important that you understand the differences. The SEC provides free educational materials about investment advisers, brokerage services, and investing and offers simple tools to help you research firms and financial professionals at www.investor.gov/CRS.

Item 2. Relationships and Services

What investment services and advice can you provide me?

Titan offers discretionary investment advisory services (the “Services”) and TGT offers brokerage services to Titan’s retail investors (hereinafter “clients”) through individual taxable accounts and individual retirement accounts (“IRA(s)”), specifically Roth and traditional IRA accounts. TGT serves as the introducing broker for Titan’s client accounts and does not offer recommendations to clients. TGT does not execute trades and is not the custodian of client assets. As described in more detail below, Apex Clearing Corporation (“Apex”) provides custody, execution, clearing, and settlement services.

Titan uses information provided by clients to tailor its investment recommendations in accordance with each client’s investment risk and financial parameters and objectives. As described in more detail in Titan’s [Brochure](#), Titan’s Programs (defined below) seek to provide personalized, long-term oriented investment portfolios composed of some combination of the following offerings based on individual client suitability: Titan’s proprietary equity, equity exchange traded funds (“ETFs”), bond ETFs, cryptocurrency, and U.S. Treasury money market fund strategies, as well as strategies consisting of registered investment companies (“RICs”) managed by unaffiliated third-parties (including closed end-funds such as interval funds). The positions in each strategy, other than the RIC strategies, are determined via Titan’s proprietary research process. From time to time, Titan intends to introduce additional products or services to continue to enhance our personalized, long-term oriented investment portfolio offerings. Future offerings will contain additional terms and conditions applicable to each such offering and additional disclosures describing associated risks.

Titan has discretionary authority over client accounts, which means that Titan is allowed to buy and sell investments in client accounts, without asking clients in advance, subject to our fiduciary duties to you. This authority is ongoing. In some cases, clients exercise their own discretion rather than have Titan execute on Titan’s recommendations.

Titan requires that its clients use Apex as their independent custodian, and for execution, clearing and settlement services. Titan also requires that its clients use TGT as their introducing broker. When a client order is placed through Titan, TGT will send the order to Apex for execution, clearance and settlement. Apex holds all client securities and cash (but not cryptocurrency assets (“crypto assets”), records all client transactions, and facilitates standard account activities such as transferring securities and/or cash out of client brokerage accounts. If clients elect to invest in crypto assets, then Titan also requires that its clients use Bakkt Crypto Solutions, LLC (“Bakkt Crypto”) for the purchase and sale of supported crypto assets as well as recordkeeping and reporting services. Bakkt Crypto does not provide custody, but instead relies on unaffiliated third parties to provide custody of crypto assets.

TGT separately offers self-directed brokerage services to clients. TGT offers clients the ability to buy and sell certain RICs offered by unaffiliated third-parties. TGT will send all client orders to Apex for execution, clearing and settlement. TGT does not provide recommendations and does not monitor client accounts.

TGT also makes available to clients the ability to participate in a cash sweep program (the “Cash Sweep Program”) facilitated by Apex, whereby cash held in eligible client accounts is deposited at Apex’s discretion

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into an insured account at one or more [program banks](#). Through the Cash Sweep Program, clients receive interest from program banks on cash while on deposit at the program banks. Separately, TGT pays clients an additional cash payment for participation in the Cash Sweep Program.

Titan periodically contacts or reminds clients to review and make any needed updates to their suitability questionnaires.

As part of its best execution responsibilities, Titan reviews and monitors data and/or reports regarding execution costs of transactions executed by material third parties for client accounts.

For more information about our services, please see Titan's Form ADV, Part 2A ("Brochure"), which is available on Titan's [website](#) and on the SEC's IAPD database at www.adviserinfo.sec.gov.

Conversation Starters:

- Given my financial situation, should I choose an investment advisory service? Should I choose a brokerage service? Should I choose both types of services? Why or why not?
- How will you choose investments to recommend to me?
- What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?

Item 3. Fees, Costs, Conflicts, and Standard of Conduct

What fees will I pay?

Titan offers the Services through a wrap program (the "Wrap Program") and a crypto program (the "Crypto Program"). The Wrap Program fee is not based upon transactions in a client's account, but rather is a bundled fee, which includes the costs for advisory services, execution, clearance, custody and account reporting (the "Advisory Fee").

The Crypto Program is not part of the Wrap Program. Clients who elect to invest in cryptocurrency assets are charged a single Advisory Fee by Titan (as detailed below) as well as a volume-based spread by Bakkt Crypto on each transaction that is built into the price (the Crypto Program and the Wrap Program collectively referred to as the "Programs").

Except as noted below Titan employs a tiered pricing model to calculate your Advisory Fee. In order to calculate the tier or percentage you are charged for the Programs, Titan includes all of your total deposits with Titan (net of withdrawals and liquidations but not taking into account market fluctuations) ("Net Deposits") as follows:

Net Deposits	Advisory Fee based on Eligible Assets Under Management ("Eligible AUM")
Up to \$24,999	.90% of Eligible AUM
\$25,000 to \$99,999	.80% of Eligible AUM
\$100,000 or more	.70% of Eligible AUM

Net Deposits are calculated from the date of inception of your account through the last day of the applicable billing cycle. Eligible AUM value is calculated based on the average daily market value of Eligible AUM in your portfolio over the applicable month. The Programs are prorated and charged monthly, in arrears. Titan may from time to time, in its sole discretion, offer lower fees through promotions, referrals and other discounts to some accounts, including accounts of employees of Titan or its affiliates, that differ from the fees stated above.

In calculating your Eligible AUM value to which the above Net Deposit amount is applied to determine your monthly advisory fee tier and amount due, certain of your assets are not counted because we do not charge an

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Advisory Fee on these assets, including assets held in Titan Automated Bonds, Automated Equities, and ARK strategies. Not including these assets in your Eligible AUM means you do not pay an Advisory Fee on these assets.

Effective January 2, 2024, clients invested in Titan Treasury and/or Smart Cash are charged a fixed .25% Advisory Fee on total AUM in Smart Cash and/or Titan Treasury in lieu of a tiered pricing model.

In order to participate in the Programs, clients with individual taxable accounts and clients with IRAs must meet a \$500 minimum initial investment requirement. TGT does not have a separate account minimum, provided that clients with accounts at Titan will be subject to a \$500 minimum initial investment requirement and each RIC may have additional investment minimum amounts.

Titan imposes a cash reserve of a portion of certain investment strategies. The cash reserve is a minimum allocation of cash in a client's account used to pay your Advisory Fees and other expenses, as set forth herein. Titan will sell assets in a client's account from time to time to facilitate a withdrawal request, replenish a client's Cash Reserve, and/or to pay the Advisory Fee and any other fees and expenses as applicable. If a client is invested completely in an illiquid strategy, the client will not be able to immediately withdraw the liquid portion, except in the process of a full liquidation and account termination.

Titan engages in agency cross transactions pursuant to which it effects transactions between its clients' accounts and the accounts of other individuals and/or entities, including other clients of Titan. TGT, will receive compensation in connection with agency cross transactions effected for Titan clients' accounts.

ARK Investment Management LLC ("ARK") is the holder of a warrant in Titan Global which entitles ARK to purchase shares of Titan Global at an agreed-upon price based on the fulfillment of certain conditions, including a threshold number of clients investing in the ARK Venture Fund as of March 31, 2024. This warrant creates a conflict of interest for Titan because Titan may have an indirect economic incentive to recommend or not recommend Ark Venture Fund.

Under the Wrap Program, Titan's Advisory Fee includes all trade costs and fees paid to Apex, which holds your assets (other than crypto assets) (called "custody"), and as a result wrap fees are typically higher than non-wrap advisory fees. Titan's Wrap Program fee includes all trade charges applicable to client accounts. It does not include other related transaction costs and expenses such as those charged by third parties (e.g., transfer fees, administrative fees, and other fees). In addition, issuers of exchange traded funds and American depository receipts purchased for clients charge fees and expenses that affect clients. RICs also typically charge management fees and other expenses, such as sales loads and/or other charges and short-term redemption fees, as disclosed in the applicable prospectus. TGT does not expect to charge separate fees for its brokerage services provided to Titan clients.

Under the Crypto Program, Bakkt Crypto charges clients a volume-based spread on each transaction that is built into the price and charges certain other transaction fees, as applicable.

Due to the nature of the fees assessed under the Programs, in general the more assets there are in a client's account, the more a client will pay in total fees (although a client's fees on a percentage basis may be lower). Titan therefore has an incentive to grow client assets as well as encourage clients to increase deposits in their accounts.

Titan and TGT do not charge clients any fees to participate in the Cash Sweep Program. However, TGT receives income from Apex in connection with clients' participation in the Cash Sweep Program that is based in part on the amount of cash clients have in the Cash Sweep Program. TGT and Titan therefore have an incentive to encourage clients to participate in the Cash Sweep Program.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

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For more information regarding our fees, see Titan's [Brochure](#) as well as Titan's [fee schedule](#).

Conversation Starter: Help me understand how these fees and costs might affect my investments. If I give you \$25,000 to invest, how much will go to fees and costs, and how much will be invested for me?

What are your legal obligations to me when providing recommendations as my broker-dealer or when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

TGT will not provide recommendations as your broker-dealer. When Titan acts as your investment adviser, Titan has to act in your best interest and not put its interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the services and investment advice we provide you. Here are some examples to help you understand what this means:

- The use of TGT as an introducing broker-dealer will create certain conflicts of interest for Titan. TGT shares in revenue earned on payment for order flow and other ancillary fees generated by Apex.
- Titan charges an advisory management fee calculated as a percentage of eligible Assets Under Management. You will pay fees and costs whether you make or lose money on your investments; and the fees and costs will reduce any amount of money you make on your investments over time. Make sure you understand what fees and costs you are paying.
- The potential partnerships with and offerings of certain RICs offered on a self-directed basis may result in fees or ancillary remuneration received by TGT from RIC providers which creates an incentive for TGT to sell RICs. This conflict is mitigated by the fact that all client purchases of RICs through TGT are on a self-directed basis and TGT does not make recommendations to clients nor receive advisory fees for investments by clients in RICs.

Conversation Starter: How might your conflicts of interest affect me, and how will you address them?

For more information regarding our conflicts of interest, see Titan's [Brochure](#).

How do your financial professionals make money?

Our financial professionals receive total compensation consisting of annual base compensation and equity in Titan Global ("Total Compensation"). Total Compensation is determined based upon market rate for the role and expertise, overall Titan Global revenue, new assets, retained assets, contributions to our culture, and business strength. In addition to Total Compensation, members of the investment management team are eligible for variable compensation in the form of a bonus based on their successful management of Titan's proprietary strategies as measured by market performance of such proprietary strategies.

Item 4. Disciplinary History

Do you or your financial professionals have legal or disciplinary history?

Yes. Titan and certain financial professionals of TGT have disciplinary histories. Visit www.investor.gov/CRS for a free and simple search tool to research us further.

Conversation Starter: As a financial professional, do you have any disciplinary history? For what type of conduct?

Item 5. Additional Information

For more information about our investment advisory and brokerage services, please see www.titan.com and Titan's [Brochure](#). You can also request additional, up-to-date information or a copy of this Relationship Summary by visiting www.titan.com or calling us at (973) 490-4042.

Conversation Starter: Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?

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Exhibit A - Summary of Material Changes

This Exhibit discusses material changes to our Client Relationship Summary since our last annual update dated March 31, 2023.

The following material changes were included in the update filed on July 28, 2023:

- **Titan Treasury**. We included Titan Treasury, our U.S. treasury money market fund offering, among our offerings.
- We also made changes that are not material but are intended to clarify certain concepts.

The following material changes were included in the update filed on September 14, 2023:

- We amended Item 4 to reflect Titan's August 21, 2023 announcement of a settlement with the SEC.

The following material changes were included in the update filed on November 17, 2023:

- The description of the Cash Sweep Program includes additional details about the relationship between TGT and Apex.
- The description of services in Item 2 was modified to clarify Titan's discretionary authority over client accounts.
- A description of the warrant that ARK holds in Titan Global and the related conflict of interest was added.
- Other non-material changes were made to clarify certain concepts.

The following material changes were included in the update filed on December 21, 2023.

- Effective January 2, 2024, clients invested in Titan Treasury and/or Smart Cash are charged a fixed .25% Advisory Fee on total AUM in Smart Cash and/or Titan Treasury. Account balances in all Titan assets including Titan Treasury and Smart Cash continue to count toward a client's Eligible AUM for determination of the tiered advisory fee for other assets actively managed by Titan.

The following material changes were included in the update filed on January 5, 2024.

- We updated our description of the cash reserve requirement.