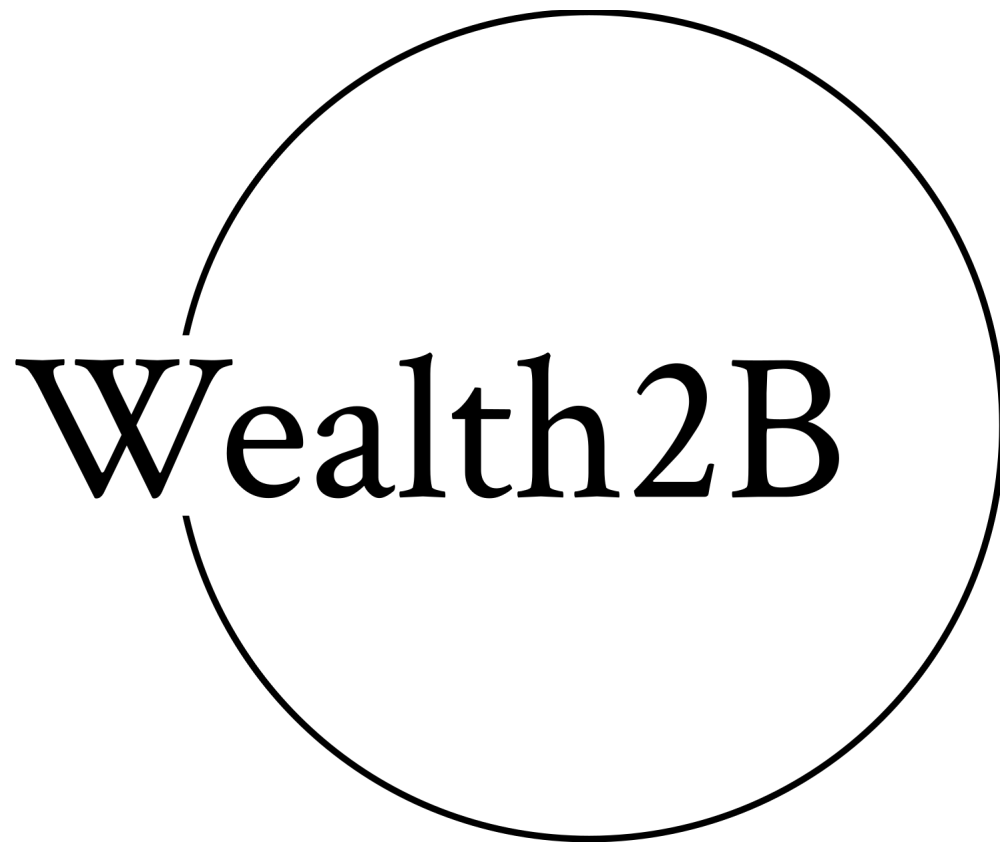


FORM ADV: PART 2A

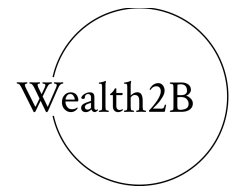
Firm Brochure

April 2024



This document provides information about the qualifications and business practices of W2B, Inc. If you have any questions about the contents of this brochure, please contact us at +1 (205) 953-6526, via email at info@wealthtobe.com, or by sending your correspondence to 1111B S Governors Ave 7636, Dover, DE 19904, USA.

Additional information about W2B is available on the SEC's website at <https://www.adviserinfo.sec.gov/>. Please note that registration as an investment advisory firm does not imply a certain level of skill or training.



ITEM 2. MATERIAL CHANGES

This document represents the first version of W2B's brochure, hence there are no previous versions to compare it with. However, W2B is committed to keeping its clients and stakeholders informed about any material changes that may occur in the future concerning its practices, policies, or the information provided in this document. Any significant changes will be communicated clearly and promptly, ensuring that our clients always have access to the most up-to-date information about our advisory business and the services we offer.

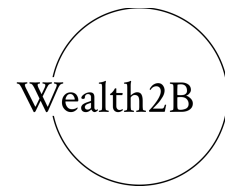
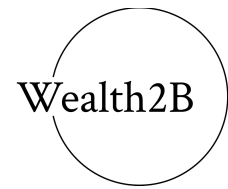
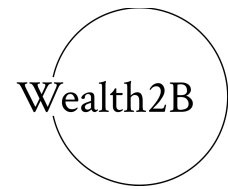


TABLE OF CONTENTS

Item 2. Material Changes.....	2
Item 4: Advisory Business.....	5
Firm Overview	5
Investment Services Offered	5
Discretionary and Non-Discretionary Management.....	5
Participation in Wrap Fee Programs.....	5
Client Overview	5
Financial Planning Services.....	6
Item 5: Fees and Expenses.....	7
Types of Fees and Compensation.....	7
Fee Structure	7
Billing Method	7
Alternative Model with Partners.....	7
Minimum Fees.....	7
Commissions for Selling Products or Referrals.....	7
Other Fees and Costs.....	8
Participation in Wrap Fee Programs.....	8
Changes in Fee Structure.....	8
Item 6: Performance-Based Fees and Side-by-Side Management	9
Performance-Based Fees.....	9
Item 7: Types of Clients	10
Types of Clients	10
No Specific Account Requirements or Investment Minimums.....	10
Adaptation of Services.....	10
Communication with Clients	10
Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss.....	11
Introduction and Investment Objectives.....	11
Methods of Analysis	11
Detailed Investment Strategies	11
Risk of Loss	12
Item 9: Disciplinary Information.....	13
Item 10: Other Financial Industry Activities and Affiliations	14
Item 11: Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading	15
W2B Code of Ethics and Commitment	15
Monitoring of Personal Investment Activities.....	15



Participation in Client Transactions and Personal Trading	15
Compliance Measures and Training	15
Item 12: Brokerage Practices	16
Best Execution and Due Diligence	16
Custodian Recommendation	16
Aggregated Transactions	16
Item 13: Review of Accounts	17
Review Frequency and Responsibility	17
Review Criteria	17
Communication of Results	17
Procedures for Significant Deviations	17
Item 14: Client Referrals and Other Compensation	18
Client Referrals and Compensations	18
Compensation Agreements with Partners	18
Policies to Ensure Impartiality	18
Item 15: Custody	19
No Direct Custody by W2B	19
Transparent Communication with Clients	19
External Audits and Review of Custody Practices	19
Item 16: Investment Discretion	20
Item 17: Voting Client Securities.....	21
Item 18: Financial Information	22
Commitment to Service Continuity	22



ITEM 4: ADVISORY BUSINESS

FIRM OVERVIEW

W2B, Inc., established in 2024, operates under the trade names Wealth2B, Wealth To Be, and W2B. It specializes in providing investment advisory services through advanced technological platforms, targeted at individual clients without the need for face-to-face interactions. Its model focuses on collaborating with Partners to integrate and offer its services, thereby expanding access to professional and secure investment solutions.

INVESTMENT SERVICES OFFERED

W2B offers a variety of investment services, including:

- **FDIC Bank Sweep:** For very short-term investments with FDIC protection.
- **Automatic U.S. Treasuries:** Automatic investment in U.S. Treasury bonds for short to medium-term horizons.
- **Trading:** Real-time buying and selling of U.S. stocks and bonds, recommended for medium to long-term investments.
- **Global Portfolio:** Diversified global investments managed passively and automatically, ideal for long-term investment horizons.
- **Thematic Investment:** Investment strategies focused on specific sectors, managed either actively or passively.

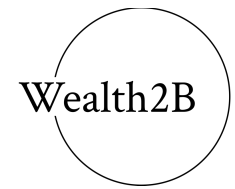
DISCRETIONARY AND NON-DISCRETIONARY MANAGEMENT

W2B exercises discretionary management over client accounts in the services of FDIC Bank Sweep, Automatic U.S. Treasuries, Global Portfolio, and Thematic Investment, meaning it makes investment decisions on behalf of the client based on established objectives and risk profiles. The Trading service allows clients to make their own investment decisions, operating under a non-discretionary mode.

PARTICIPATION IN WRAP FEE PROGRAMS

W2B clarifies that it does not participate in "Wrap Fee Programs," maintaining a transparent and direct cost structure for its clients.

CLIENT OVERVIEW



Once launched W2B aims to serve tens of thousands of individual and high-net-worth individuals looking to invest in the U.S. markets with safety.

FINANCIAL PLANNING SERVICES

It's important to note that W2B does not offer financial planning services. Its focus is exclusively on investment management and advice in this area.

ITEM 5: FEES AND EXPENSES

TYPES OF FEES AND COMPENSATION

W2B structures its fees primarily based on a percentage of assets under management, applied directly to clients' investment accounts. This standard approach ensures a direct and transparent correlation between the managed value and the costs attributed to the client.

FEE STRUCTURE

Fees are determined as a percentage of the account's Net Liquidation Value, reflecting the total value in the event of a complete liquidation at the current market price. The applied rate varies between 0.4% and 2% annually, depending on the specific investment service chosen by the client.

BILLING METHOD

The billing of these fees is carried out monthly, applying a daily proportional calculation to the Net Liquidation Value at market close, accumulating the total at the end of the month for collection.

ALTERNATIVE MODEL WITH PARTNERS

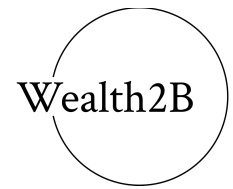
There are special agreements with Partners where they may decide to cover all or part of the management costs on behalf of their clients, allowing the latter to pay a reduced fee or no fee. In these cases, a monthly invoice is issued to the Partner for the agreed costs, and only any applicable remainder is charged to the client.

MINIMUM FEES

W2B does not establish a minimum fee for clients directly, although minimum monthly fees can be defined directly to Partners who make W2B's services available to their clients during the integration process.

COMMISSIONS FOR SELLING PRODUCTS OR REFERRALS

The firm does not receive commissions or compensations for the sale of specific products or for referring clients to third parties.



OTHER FEES AND COSTS

In addition to management fees, clients may incur costs associated with the Broker/Dealer, which are directly passed on to the investment account. If a Partner assumes these costs, the applicable costs will be included in the monthly invoice.

PARTICIPATION IN WRAP FEE PROGRAMS

W2B clarifies that it does not participate in "Wrap Fee Programs".

CHANGES IN FEE STRUCTURE

Any adjustments to the fee structure are communicated timely and transparently through the established digital channels with the client, ensuring their right to be fully informed or to terminate the agreement and move assets well in advance of the new pricing policy's application.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

PERFORMANCE-BASED FEES

W2B explicitly states that it does not charge performance-based fees on client accounts.

Regulatory guidelines limit an advisor's ability to charge performance-based fees to certain types of clients due to the inherent conflict of interest that such fees could introduce. Specifically, an advisor might be incentivized to assume greater risks than necessary or appropriate for the client's profile, with the prospect that higher investment performance could result in increased fees for the advisor. Conversely, should such risky investments result in losses, the advisor would not face a cost. This regulatory stance is designed to ensure that investment decisions are made with the client's best interests and risk tolerance as the paramount considerations, safeguarding clients against undue risk and aligning the advisor's actions with the clients' objectives and needs.

ITEM 7: TYPES OF CLIENTS

W2B serves individuals and high net worth individuals without investment minimums, specializing in digital advisory services for investors interested in the U.S. market, promoting effective management and constant communication through technological platforms.

TYPES OF CLIENTS

- **Individuals:** Our services are designed to cater to natural persons interested in accessing investment markets of the U.S., regardless of their level of experience or net worth. We do not discriminate based on the size of assets, allowing us to serve both individuals with modest investments and those of high net worth.
- **High Net Worth Individuals:** Our investment solutions allow us to serve the needs and investment objectives of clients with significantly high net worth, providing strategies aimed at optimizing risk-adjusted returns.

NO SPECIFIC ACCOUNT REQUIREMENTS OR INVESTMENT MINIMUMS

W2B does not establish minimum account requirements to start investing. However, it's important to note that specific criteria for their clients, including investment minimums, may be defined in the integration with a new Partner, always communicated clearly and transparently to the client before they start investing with W2B.

ADAPTATION OF SERVICES

Through the use of advanced technology and digital platforms, W2B personalizes investment services to meet the needs and risk profiles of each client. The investor profile assessment, whether directly or through integration and collaboration with a Partner, allows us to determine the most suitable range of services for each client, thus ensuring a personalized investment experience aligned with their financial expectations and objectives.

COMMUNICATION WITH CLIENTS

All interaction with our clients is conducted through Internet-accessible technological platforms, allowing us to maintain efficient, transparent, and secure communication. This digital approach ensures we are aligned with the expectations of an increasingly connected world, offering our clients facilities to manage their investments autonomously and with the necessary support to make informed decisions.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

INTRODUCTION AND INVESTMENT OBJECTIVES

At W2B, our investment approach is founded on the premise that proper diversification and a deep understanding of each client's risk profile are essential for long-term success. We strive to design investment strategies that not only seek to optimize risk-adjusted returns but also to minimize implicit costs for our clients.

METHODS OF ANALYSIS

- **Quantitative Analysis:** We employ quantitative techniques to evaluate and manage investment risk, based on mathematical and statistical models that take into account historical volatility and correlations data.
- **Diversification and Risk Parity:** Our diversification strategy goes beyond merely spreading investments across various assets. At W2B, we implement a risk parity strategy, allocating capital in a way that aims to ensure that each asset contributes equally to the total portfolio risk.

DETAILED INVESTMENT STRATEGIES

W2B recognizes that there is no one-size-fits-all investment strategy suitable for all clients. Therefore, we have developed a variety of investment services, each with its specific methodology and focus:

- **FDIC Bank Sweep:** Designed for clients seeking liquidity and security for their very short-term investments. We carefully evaluate interest generating compensation programs among brokers/dealers, selecting those that offer a better risk/reward ratio, insured by institutions like FDIC or SIPC.
- **Automatic U.S. Treasuries:** For clients interested in a safe investment for short to medium terms, we automate the investment process in U.S. Treasury bonds. This service allows clients to invest by deciding only the amount, term, and reinvestment instructions, while W2B makes discretionary purchases based on those guidelines.
- **Trading:** Aimed at clients wishing to actively participate in the U.S. stock and bond market, offering the ability to buy and sell in real time. An analysis of the investor's profile ensures that the securities available align with their needs and risk tolerance. This service is ideal for those looking for medium to long-term investments and wanting direct control over their investment decisions.
- **Global Portfolio:** For clients with a long-term investment horizon, this service proposes a globally diversified portfolio using low-cost ETFs. The client's risk tolerance and investment term are

assessed through an online questionnaire, allowing W2B to periodically rebalance the portfolio to maintain the risk level in line with client preferences.

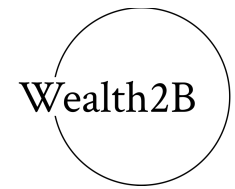
- **Thematic Investment:** This service allows clients to invest in portfolios focused on specific sectors, with the possibility of active or passive management. The management is automated, and strategies are timely communicated, adapting to market changes and client preferences, recommended for medium to long-term investments.

RISK OF LOSS

Investing in securities involves risks, including the risk of loss of principal. It's crucial for clients to understand that investment strategies and analysis methods cannot guarantee future performance or protect against loss due to market fluctuations or declines in investment values. Below are some specific risks associated with our investment strategies:

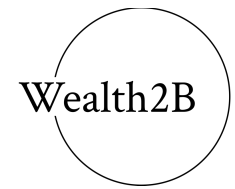
- **Market Risk:** All investments are subject to market fluctuation risks and potential losses. This risk means that the value of investments can decrease due to economic, political, or market factors, affecting both the market as a whole and individual investments.
- **Diversification and Risk Parity Risk:** Although our strategy seeks to minimize risks through mathematically balanced diversification, there is no guarantee that this approach will fully protect against loss. Quantitative models and assumptions about asset correlation may not predict future events or unexpected market changes.
- **Specific Strategy Risks:** Each of our investment strategies, from FDIC Bank Sweep to Thematic Investment, carries its own risks. For example, investments in ETFs and mutual funds may incur additional costs and reflect the risks of the underlying assets. Bond investments are subject to credit risk and interest rate changes, which can affect their value.
- **Discretionary Management Risk:** In accounts where W2B has the discretion to make investment decisions, there is a risk that the decisions made may not achieve the expected results. The firm implements policies to mitigate this risk but cannot guarantee the performance of investments.
- **Liquidity Risk and Concentration Risk:** Investing in certain products may offer less liquidity, making it difficult to sell without affecting the market price. Concentration in a limited number of investments or sectors can also increase the risk of losses.

It's fundamental for clients to understand that all investments carry some degree of risk and that past performance is not indicative of future results. W2B commits to providing expert advice and working diligently to manage risks, but it cannot guarantee that its investment strategies will be successful at all times. Clients should be prepared to accept the risk of loss as part of the investment process.



ITEM 9: DISCIPLINARY INFORMATION

Over the past 10 years, neither W2B nor any of its employees or executives have been subject to any disciplinary events.



ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

W2B is exclusively focused on providing high-quality investment advice to our clients, without engaging in other financial industry activities or maintaining affiliations with other financial entities.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, AND PERSONAL TRADING

W2B CODE OF ETHICS AND COMMITMENT

At W2B, we adhere to a strict code of ethics that underscores our dedication to integrity, transparency, and the duty of loyalty to our clients. This code not only guides our employees in their ethical duties but also sets clear rules for their personal securities transactions, ensuring alignment with our clients' best interests. We commit to adhering not just to the code's specific provisions but also to the general principles that guide it.

MONITORING OF PERSONAL INVESTMENT ACTIVITIES

In line with our code of ethics, W2B requires employees, and certain contractors and suppliers to report their personal investments in securities traded on U.S. markets. This reporting process allows the firm to monitor and analyze these activities to prevent conflicts of interest and ensure that the decisions made by employees do not adversely impact the interests of clients.

PARTICIPATION IN CLIENT TRANSACTIONS AND PERSONAL TRADING

W2B's policies regarding the firm's or its associates' participation in transactions in which a client is involved are designed to ensure transparency and minimize conflicts of interest.

These policies specify that investment decisions are based on strategies approved by the company's board and configured into W2B's software and systems, eliminating individual discretion over which products are included in client portfolios. This approach ensures that no W2B employee can make discretionary investment recommendations without prior approval from the company's board, confirming alignment with the interests of clients and mitigating potential conflicts of interest.

COMPLIANCE MEASURES AND TRAINING

W2B implements rigorous internal control measures and conducts an annual compliance training program for all employees, and some contractors and suppliers. This training and compliance approach ensures that all team members not only understand and adhere to the firm's code of ethics but also implement corrective measures if necessary.

ITEM 12: BROKERAGE PRACTICES

W2B adopts a meticulous and principled approach to selecting brokers that execute our clients' transactions. We understand the importance of transaction execution not just in terms of cost, but also quality, reliability, and security. Therefore, our selection of brokers is based on a comprehensive evaluation that includes:

- **Execution Capabilities:** We value the broker's market experience, the efficiency, reliability, and timeliness of order execution, as well as their integration with our existing systems and the ability to monitor investments.
- **Products and Services Offered:** We consider the range of investment programs, back-office services, technology, regulatory compliance assistance, and analytical and research services the broker may offer.
- **Financial Strength, Stability, and Accountability:** It is crucial that the broker demonstrates financial strength, thereby offering security and protection to our clients' accounts, preferably backed by SIPC or FDIC.
- **Reputation and Integrity:** The broker's market reputation and integrity are fundamental to our selection, ensuring that our clients receive the best possible service.
- **Confidentiality:** The broker's ability to maintain the confidentiality of transactions and client information is imperative.

BEST EXECUTION AND DUE DILIGENCE

We exercise due diligence to ensure that all transactions are executed in a manner that achieves the best possible execution for our clients, considering the back-office services, technology, and the cost of services offered by the broker.

CUSTODIAN RECOMMENDATION

Given that W2B's services are exclusively provided through digital platforms, it is necessary for W2B's systems to be integrated with those of custodians. Therefore, clients only have the option to choose among custodians that W2B has selected and with which it has integrated.

AGGREGATED TRANSACTIONS

W2B may bundle buy or sell orders for two or more clients into a single large order and execute it through a single broker or dealer for execution (block trading). This practice seeks fairness and the overall best interest of all accounts involved, providing average prices and proportionally sharing transaction costs.

ITEM 13: REVIEW OF ACCOUNTS

At W2B, monitoring and reviewing our clients' accounts is a continuous and essential process to ensure alignment with their investment objectives and the changing market environment. Here's how we conduct these crucial reviews:

REVIEW FREQUENCY AND RESPONSIBILITY

Clients' accounts are consistently reviewed through our portfolio management system. This automated system is designed to monitor accounts and detect any deviations from the set parameters for each investment service offered. The W2B investment team is responsible for this continuous review, manually analyzing any detected deviations to take the necessary corrective actions.

REVIEW CRITERIA

Our review approach is based on a variety of criteria specific to each type of investment service:

- **FDIC Bank Sweep and Automatic U.S. Treasuries:** We focus on tracking interest payments and the proper execution of reinvestment instructions.
- **Trading:** Comparison of account performance with an internal benchmark to identify significant deviations and provide risk management advice.
- **Global Portfolio and Thematic Investment:** Monitoring of portfolio alignment with the client's risk profile and executing rebalances as needed.

COMMUNICATION OF RESULTS

The results of our reviews are proactively communicated to clients. In the case of discretionary management, clients receive direct notifications of any actions taken on their account by the end of the day in which they occurred. For services where the client maintains control, we provide recommendations, observations, and educational material via email or other digital channels established during the onboarding process.

PROCEDURES FOR SIGNIFICANT DEVIATIONS

Upon identification of significant deviations from established investment objectives or performance thresholds, our investment team takes immediate action to analyze the situation and develop specific recommendations for clients, or if a decision needs to be made, to management, ensuring a rapid and analysis-based response to protect our clients' interests.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

At W2B, our primary focus is on the well-being and satisfaction of our clients, ensuring that our recommendations and investments are always aligned with their best interests. Within this framework, it's essential to highlight our practices regarding client referrals and other forms of compensation.

CLIENT REFERRALS AND COMPENSATIONS

W2B does not receive compensation, such as commissions, fees, or non-monetary benefits, for referring clients to third parties or for receiving referrals from third parties. This policy ensures that our priority is to provide investment advice and management based exclusively on the needs and objectives of our clients, without external influences due to potential incentives.

COMPENSATION AGREEMENTS WITH PARTNERS

W2B establishes compensation agreements with specific Partners who facilitate the integration of our investment services into their client base. In these cases, Partners may receive compensation for referring clients to W2B. These agreements are managed with the utmost transparency and with a focus on integrity, ensuring they do not compromise the impartiality of our advice.

POLICIES TO ENSURE IMPARTIALITY

To ensure that these agreements do not affect the quality and impartiality of our services, W2B implements rigorous due diligence policies for each new Partner. This process includes a comprehensive assessment of potential conflicts of interest and the implementation of control measures to minimize them.

The decision-making regarding these agreements is carefully documented and subject to periodic review, always maintaining our commitment to our fiduciary duties to our clients. This process ensures that, regardless of any compensation agreement, the needs and objectives of our clients remain our absolute priority.

ITEM 15: CUSTODY

At W2B, the security and protection of our clients' assets are of paramount importance. Aligning with the highest industry standards and complying with applicable regulations, we adopt meticulous practices in the custody management of assets.

NO DIRECT CUSTODY BY W2B

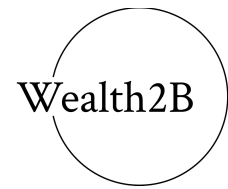
It is essential to clarify that W2B does not maintain custody of client funds or securities. Instead, we structure our services so that all client accounts are under the custody of third parties, specifically regulated and recognized financial institutions. This separation ensures an additional layer of security, as these institutions offer protection through SIPC for securities and FDIC for cash deposits, depending on the type of account selected by the client.

TRANSPARENT COMMUNICATION WITH CLIENTS

Transparency is a fundamental pillar of our operation. We proactively inform our clients about the custody details of their assets, including the selected custodial institution, the protections available, and the procedures implemented to secure their assets. This information is provided in detail at the account opening and through regular communications.

EXTERNAL AUDITS AND REVIEW OF CUSTODY PRACTICES

Although W2B does not have direct custody and is therefore not directly subject to audits of its custody practices, we partner exclusively with custodial institutions that are subject to the highest regulatory standards and audits by competent entities. This collaboration ensures that our clients' assets are adequately protected.



ITEM 16: INVESTMENT DISCRETION

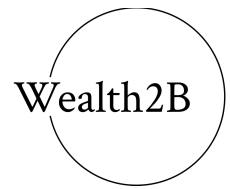
W2B offers asset management services on a discretionary basis, meaning we are granted the authority to make investment decisions—buy, sell, or hold securities and other assets—in managed accounts without the need for prior confirmation from the client. To exercise this discretionary authority, clients must provide us with digitally signed authorization during the account opening.

Investment discretion is applied to specific services such as the FDIC Bank Sweep, Automatic U.S. Treasuries, Global Portfolio, and Thematic Investment. For these services, clients agree to give W2B full discretionary power to make investment decisions based on the internal policies established and approved by the company's board.

Discretion is strictly limited to the selection of investments and does not allow W2B to take control of the funds for purposes other than the deduction of previously authorized fees.

Clients cannot impose restrictions on the management of their accounts or request the purchase or sale of specific securities outside the investment management policies of W2B. It is important to note that any authorization for the deduction of fees is carried out under the explicit consent of the client and in accordance with the written authorizations provided to the account custodian.

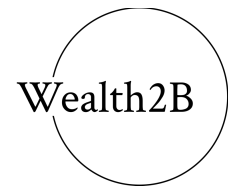
At the end of the day when an order is executed under discretionary authority, the client receives a detailed notification through the agreed digital means, maintaining a high level of transparency about the actions carried out in their account.



ITEM 17: VOTING CLIENT SECURITIES

W2B does not participate in the voting of securities on behalf of our clients.

The responsibility to vote lies directly with the clients, who receive the necessary information to exercise this right through W2B's system notifications. It is important to us that clients are informed and exercise their voting rights in accordance with their own convictions and interests.



ITEM 18: FINANCIAL INFORMATION

W2B is committed to maintaining financial transparency and ensuring our clients' confidence in our ability to manage their investments securely and efficiently. In this section, we detail key aspects related to our financial situation and the policies implemented to ensure stability and protection of our clients' assets.

We do not request or require the prepayment of fees exceeding \$1200 per client for periods of six months or more, and therefore, we are not obligated to present an audited balance sheet for our last fiscal year.

COMMITMENT TO SERVICE CONTINUITY

At no point has our firm been subject to insolvency or bankruptcy proceedings, nor have we encountered financial conditions that could jeopardize our ability to fulfill our contractual commitments to our clients. Characterized by prudence and strength, our financial management consistently focuses on stability and the long-term protection of our clients' interests.