

Verus Capital Ventures, Inc. DBA Verus Financial Group Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Verus Capital Ventures, Inc.. If you have any questions about the contents of this brochure, please contact us at (713) 909-3188 or by email at: minhvo@verusfinancial.us. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Verus Capital Ventures, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. Verus Capital Ventures, Inc.'s CRD number is: 315153.

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Registration as an investment adviser does not imply a certain level of skill or training.

Version Date: March 11, 2024

Item 2: Material Changes

This is an Other Than Annual Amendment, we filed our last Annual Amendment February 05, 2024. This form is filed to disclose material, or non-material changes related to Verus Capital Ventures, Inc.'s policies, practices, or conflicts of interests only. We will provide prospective and current clients our Brochure at any time without charge, upon request and annually.

Material changes:

- Verus has disclosed that the firm bills either in advance or arrears. (Item 5).
- Verus has added ERISA 3(21) services. (Item 4).
- Verus has added a conflict of interest for Elizabeth Soto-Delgadillo, a licensed insurance agent. (Item 10).

Other than annual amendments made in 2023:

- Verus has added a new Advisory Service offering Private Alternative Investments to qualified investors only. (Items 4, 5, 8 and 10).
- Verus has added a conflict of interest for Anthony R. Duangkaew, a licensed insurance agent. (Item 10).
- Verus has added the outsourced brokerage services of Envestnet/Tamarac to assist in back-office functions. (Items 12 and 13).
- Verus has added a new service for clients that offers securities-based loans, non-securities-based loans, non-purpose loans, mortgages and/or home equity lines of credit to use Advisor Credit Exchange, LLC., and the proprietary platform of ACx. Verus will receive a referral fee for referring client's to ACx. (Items 4, 8 and 14).
- Verus has entered into a Promoter Agreement with Absolute Capital. (Item 14).

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

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Item 4: Advisory Business

A. Description of the Advisory Firm

Verus Capital Ventures, Inc. DBA Verus Financial Group (hereinafter "VCV") is a corporation organized in the State of Texas. The group was formed in July 2019 and became a registered investment adviser in October of 2021. The principal owner is Minh Duc Vo.

B. Types of Advisory Services

Portfolio Management Services

VCV offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. VCV creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, and risk tolerance levels). Portfolio management services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

VCV evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. VCV will require discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

VCV seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of VCV's economic, investment or other financial interests. To meet its fiduciary obligations, VCV attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, VCV's policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is VCV's policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent, including initial public offerings ("IPOs") and other investment opportunities that might have a limited supply, among its clients on a fair and equitable basis over time.

VCV may also retain sub-advisors or third-party managers to assist with managing portfolios. Although VCV generally has full discretionary authority to manage client portfolios, services are tailored to the individual needs of each client, and clients may impose restrictions related to the management of their account.

Additionally, VCV may direct clients to third party investment managers to manage all or a portion of the client's assets. Before selecting other advisers for clients, VCV will always ensure those other advisers are properly licensed or registered as an investment adviser. VCV conducts due diligence on any third-party investment adviser, which may involve one or more of the following: phone calls, meetings and review of the third-party adviser's performance and investment strategy. VCV then makes investments with a third-party investment adviser by referring the client to the third-party adviser.

Private Equity Investments

VCV may also allocate among one or more private equity funds or private equity fund advisers. VCV will review the ongoing performance of the third-party adviser as a portion of the client's portfolio. All investors must meet the Qualified Purchaser threshold by having a \$5 million net worth outside of primary residence.

Robo-Advisory Services

We provide portfolio management services through Institutional Intelligent Portfolios™, an automated, online investment management platform for use by independent investment advisors and sponsored by Schwab Wealth Investment Advisory, Inc. (the “Program” and “SWIA,” respectively). Through the Program, we offer clients a range of investment strategies we have constructed and manage, each consisting of a portfolio of exchange traded funds (“ETFs”) and a cash allocation. The client may instruct us to exclude up to three ETFs from their portfolio. The client’s portfolio is held in a brokerage account opened by the client at SWIA’s affiliate, Charles Schwab & Co., Inc. (“CS&Co”). We are independent of and not owned by, affiliated with, or sponsored or supervised by SWIA, CS&Co or their affiliates (together, “Schwab”). The Program is described in the Schwab Wealth Investment Advisory, Inc. Institutional Intelligent Portfolios™ Disclosure Brochure (the “Program Disclosure Brochure”), which is delivered to clients by SWIA during the online enrollment process. We, and not Schwab, are the client’s investment advisor and primary point of contact with respect to the Program. We are solely responsible, and Schwab is not responsible, for determining the appropriateness of the Program for the client, choosing a suitable investment strategy and portfolio for the client’s investment needs and goals, and managing that portfolio on an ongoing basis. SWIA’s role is limited to delivering the Program Disclosure Brochure to clients and administering the Program so that it operates as described in the Program Disclosure Brochure. We have contracted with SWIA to provide us with the technology platform and related trading and account management services for the Program. This platform enables us to make the Program available to clients online and includes a system that automates certain key parts of our investment process (the “System”). The System includes an online questionnaire that helps us determine the client’s investment objectives and risk tolerance and select an appropriate investment strategy and portfolio. Clients should note that we will recommend a portfolio via the System in response to the client’s answers to the online questionnaire. The client may then indicate an interest in a portfolio that is one level less or more conservative or aggressive than the recommended portfolio, but we then make the final decision and select a portfolio based on all the information we have about the client. The System also includes an automated investment engine through which we manage the client’s portfolio on an ongoing basis through automatic rebalancing and tax-loss harvesting (if the client is eligible and elects). We do not receive a portion of the wrap fee for our services to clients through the Program. Clients do not pay fees to SWIA in connection with the Program, [but we charge clients a fee for our services as described below under Item 5 Fees and Compensation. Our fees are not set or supervised by Schwab.] Clients do not pay brokerage commissions or any other fees to CS&Co as part of the Program. Schwab does receive other revenues in connection with the Program, as described in the Program Disclosure Brochure. We do not pay SWIA fees for its services in the Program so long as we maintain \$100 million in client assets in accounts at CS&Co that are not enrolled in the Program. If we do not meet this condition, then we pay SWIA an annual fee of 0.10% (10 basis points) on the value of our clients’ assets in the Program. This fee arrangement gives us an incentive to recommend or require that our clients with accounts not enrolled in the Program be maintained with CS&Co.

Pension Consulting Services

VCV offers consulting services to pension or other employee benefit plans (including but not limited to 401(k) plans). Pension consulting may include, but is not limited to:

- identifying investment objectives and restrictions.
- providing guidance on various assets classes and investment options.
- recommending money managers to manage plan assets in ways designed to achieve objectives.
- monitoring performance of money managers and investment options and making recommendations for changes.
- recommending other service providers, such as custodians, administrators, and broker-dealers
- creating a written pension consulting plan.

- may accept responsibility as a (3)21 co-fiduciary to ERISA retirement plans through Accredited Investment Fiduciary® (AIF®) Designees. These services are based on the goals, objectives, demographics, time horizon, and/or risk tolerance of the plan and its participants.

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Financial Planning

Financial plans and financial planning may include but are not limited to: investment planning; life insurance; tax concerns; retirement planning; college planning; and debt/credit planning. Clients will also be given the election to pay fees through a third-party vendor, AdvicePay. Payment using AdvicePay is not required in order to provide financial planning services. The client, if they elect, will be invoiced through and payment made directly within the vendor's secure site. The client will authorize and direct the fee to be paid to Verus. Verus and AdvicePay are separate entities and there is no material conflict of interest for the use of this service. This service will be offered to current and new Financial Planning clients. AdvicePay does charge a fee for the services, but the client will not bear these costs. Verus will pay all fees associated with the client's use of this payment vendor.

Services Limited to Specific Types of Investments

VCV generally limits its investment advice to mutual funds, fixed income securities, real estate funds (including REITs), insurance products including annuities, equities, ETFs (including ETFs in the gold and precious metal sectors), treasury inflation protected/inflation linked bonds, commodities, non-U.S. securities, venture capital funds, private equity funds and private placements. VCV may use other securities as well to help diversify a portfolio when applicable.

Estate Planning

VCV will offer Estate Planning services to clients to assist with general information as it applies to review of existing plans, gathering information needed to provide outside firms in the creation of documents, and updating existing plans for client. Depending on the client's needs and desires for estate planning document review, preparation, or updates we will engage with a third-party service or estate planning attorneys. Clients are not required to utilize a third-party service that we may recommend, and they may receive similar services from other professionals at a similar or lower cost.

Fees associated with the service will be in addition to the fees that clients may already pay and are disclosed in Item 5, and within the Estate Planning Disclosure that clients receive before engaging in this service. Clients will also be given the election to pay fees through a third-party vendor, AdvicePay. Payment using AdvicePay is not required in order to provide estate planning services. The client, if they elect, will be invoiced through and payment made directly within the vendor's secure site. The client will authorize and direct the fee to be paid to Verus. Verus and AdvicePay are separate entities and there is no material conflict of interest for the use of this service. This service will be offered to current and new Estate Planning clients. AdvicePay does charge a fee for the services, but the client will not bear these costs. Verus will pay all fees associated with the client's use of this payment vendor.

Other Services

VCV offers clients the services of Advisor Credit Exchange, LLC. (See Items 8 and 14).

VCV also provides periodic educational seminars and workshops to clients. Some seminars and workshops will require a fee to attend.

C. Client Tailored Services and Client Imposed Restrictions

VCV offers the same suite of services to all of its clients. However, specific client investment strategies and their implementation are dependent upon the client Investment Policy Statement which outlines each client's current

situation (income, tax levels, and risk tolerance levels). Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent VCV from properly servicing the client account, or if the restrictions would require VCV to deviate from its standard suite of services, VCV reserves the right to end the relationship.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and other administrative fees. VCV does not participate in any wrap fee programs.

E. Assets Under Management

VCV has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$ 96,002,852	\$ 4,662,173	February 27, 2024

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Item 5: Fees and Compensation

A. Fee Schedule

Portfolio Management Fees

VCV will not charge clients in excess of 1.50% fee based upon the assets under management for all services listed within Item 4. VCV uses the value of the account as of the last business day of the billing period, after considering deposits and withdrawals, for the purpose of determining the market value of the assets upon which the advisory fee is based.

These fees are generally negotiable, and the final fee schedule will be memorialized in the client's advisory agreement. Clients may terminate the agreement without penalty for a full refund of VCV's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract immediately upon written notice.

Pension Consulting Services Fees

Asset-Based Fees for Pension Consulting

VCV will not charge clients in excess of 1.50% fee based upon the assets under management. VCV uses the value of the account as of the last business day of the billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

These fees are generally negotiable, and the final fee schedule will be memorialized in the client's advisory agreement.

Clients may terminate the agreement without penalty for a full refund of VCV's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the pension consulting agreement immediately upon written notice.

Charles Schwab Institutional

Total Assets Under Management	Annual Fee
All assets held within this Account	.80%

Private Alternative Investment Fees

The fee for VCV's advisory services for private alternative investments is a separate fee from the fees contracted between the client and the third-party manager (see Additional Client Fees Charged below). The advisory fee will not exceed 2.00% and is calculated using the value of the underlying assets of the Private Alternative Investment Contract (executed between the client and third-party manager) on the last business day of the prior billing period. The VCV advisory fee for private alternative investments is generally negotiable, and the final fee schedule will be memorialized in the client's VCV advisory agreement. Clients may terminate the agreement without penalty for a full refund of VCV's fees within five business days of signing the Investment Advisory Agreement. Thereafter, clients may terminate the Investment Advisory Agreement generally with 30 days' written notice.

Private Alternative Additional Client fees Charged.

Expenses related to the ordinary servicing of the Private Alternative Investment Contract (executed between the client and third-party manager), including but not limited to, fund fees, security transaction fees, and/or platform fees shall be paid by the Client to the Manager under the Contract. Other non-ordinary fees or fees

incurred at the direction of the Client shall be paid by the Client. The fees will not exceed any limit imposed by any regulatory agency. Specifically, VCV may direct clients to Private Fund Managers for engagement with them for private alternative investment opportunities.

Financial Planning Fees

Fixed Fees

Clients may terminate the agreement without penalty, for a full refund of VCV's fees, within five business days of signing the Financial Planning Agreement. Thereafter, clients may terminate the Financial Planning Agreement generally upon written notice. The negotiated fixed rate for creating client financial plans is between \$600 and \$25,000. Fees for this service are agreed upon within the Advisory Agreement that the client and VCV implement and are paid in advance of the services.

Hourly Fees

The hourly fee for these services is between \$200 and \$400.

Clients may terminate the agreement without penalty, for a full refund of VCV's fees, within five business days of signing the Financial Planning Agreement. Thereafter, clients may terminate the Financial Planning Agreement generally upon written notice. Fees for this service are agreed upon within the Advisory Agreement that the client and VCV implement and are paid in arrears.

Estate Planning Fees

The fees associated with estate planning are separate and vary depending on the services requested by the client. These fees may be in addition to your ongoing financial planning or advisory fees or offered as a one-time service to a non-financial planning or non-advisory client. The flat fee will be disclosed within the Investment Advisory Agreement and the Estate Planning Disclosure agreed upon and signed by VCV and the Client. Fees are paid in advance.

Seminar and Workshop Fees and Cost

Although VCV offers seminars and workshops at no cost, the firm is also offering Educational Seminars and Workshops that will be fee-based depending upon the subject matter. The Fee Based Seminars and Workshops will be held in person. An agenda for the event and the cost will be disclosed and paid by the attendees. The fee will not be more than \$100.00 for a 2-hour session but may include a total of 4 hours of educational material not to exceed \$200.00 for the entire workshop. The cost is nominal but will enable the attendees to be held accountable for their enrollment and VCV to use these fees for the cost of holding the Seminar.

B. Payment of Fees

Verus will assess fees for services as follows:

Payment of Portfolio Management Fees

Asset-based portfolio management fees are withdrawn directly from the client's accounts with client's written authorization on a monthly, quarterly, semi-annually, or annual basis. These fees are paid in arrears or advance in accordance with the Advisory Agreement.

Payment of Pension Consulting Fees

Asset-based pension consulting fees are withdrawn directly from the client's accounts with client's written authorization on a monthly, quarterly, semi-annually, or annual basis. These fees are paid in arrears or advance in accordance with the Advisory Agreement.

Payment of Financial Planning Fees

Financial planning fees are paid via AdvicePay.

Fixed financial planning fees are paid 50% in advance, but never more than six months in advance, with the remainder due upon presentation of the plan.

Hourly financial planning fees are paid in arrears upon completion.

Payment of Estate Planning Fees

Fees for Estate Planning will be paid by VCV in accordance with the Third-Party Services Agreement entered into between VCV and the client. The Agreement will provide proper disclosure of the services and fees owed for these services. The fees for these services will be paid by using AdvicePay in advance.

Payment of Private Alternative Investment Fees

The value of the assets under the private alternative investment agreement will not be aggregated or combined with any other assets under other agreements with the VCV for fee calculation purposes. Clients may select the method in which they are billed. Fees are paid in advance.

Payment of Third-Party Sub Advisory Fees Other Costs Involved

In addition to our advisory fees, you will be responsible for paying fees associated with investment in your account. These fees may include:

- Mutual fund loads (if applicable). These charges are paid to brokers as a form of commission.
- Management fees for ETF's and mutual funds. These are fees charged by the managers of the ETF or mutual fund and are a portion of the expenses for the ETF or mutual fund.
- Brokerage costs and transaction fees for any securities or fixed income trades. These are generally charged by your custodian and or executing broker.
- Pontera Inc. services charge VCV for Assets held away. This fee may require payment via an ACH, credit card, or invoiced separately if the client does not have other assets under management with VCV if client has assets held with VCV, the Pontera linked advisory account fee can be charged to one of the client's existing accounts based upon the advisory fee within in the Client's Advisory Agreement.

Fees payable to third-party sub advisors will be in accordance with the Sub-Advisory Agreement signed by VCV and the sub-advisor. The fees will be disclosed to clients within the Advisory Agreement signed by the client with VCV prior to investments being made. VCV does not charge over 1.50% of assets under management for all services.

- Fees for selected Private Fund Managers as third-party advisers may be invoiced and billed directly to the Client. Fees are paid quarterly in advance.

Payment for Fee Based Seminars and Workshops

These fees can be paid by check, cash, or credit.

C. Client Responsibility for Third Party Fees

Client accounts may incur other fees and expenses in addition to the fees described above. Clients are responsible for the payment of all third-party fees (i.e., custodian fees, brokerage fees, mutual fund fees, transaction fees, Pontera fees, etc. Those fees are separate and distinct from the fees and expenses charged by VCV. Please see Item 12 of this brochure regarding broker-dealer/custodian.

D. Prepayment of Fees

VCV collects certain fees in advance and certain fees in arrears, as indicated above. Refunds for fees paid in advance but not yet earned will be refunded on a prorated basis and returned within fourteen days to the client via check or return deposit back into the client's account.

Fixed fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination.

E. Outside Compensation for the Sale of Securities to Clients

Insurance products are offered through registered insurance agents at Verus, these agents accept compensation for the sale of insurance products to VCV clients.

1. This is a Conflict of Interest

Certain supervised persons may accept compensation for the sale of insurance products to VCV's clients. This presents a conflict of interest and gives the supervised person an incentive to recommend products based on the compensation received rather than on the client's needs. When recommending the sale of insurance products for which the supervised persons receive compensation, VCV will document the conflict of interest in the client file and inform the client of the conflict of interest.

2. Clients Have the Option to Purchase Recommended Products From Other Brokers

Clients always have the option to purchase VCV recommended products through other brokers or agents that are not affiliated with VCV.

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

VCV does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

VCV generally provides advisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals and Qualified Clients
- ❖ Pension and Profit-Sharing Plans

❖ Corporations or Business Entities

There is no account minimum for the Advisory services of VCV. The Private Alternative Investment may have an account minimum, which will be disclosed to the clients by the Fund Manager.

Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss

A. Methods of Analysis and Investment Strategies

Methods of Analysis

VCV's methods of analysis include Modern portfolio theory. **Modern portfolio theory** is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various asset.

Qualitative Analysis (Digital Asset Strategies)

VCV uses a qualitative analysis which is the use of non-quantifiable methods to evaluate investment or business opportunities and makes decisions. This is different from quantitative analysis, which relies on a company's income statement, balance sheet and other quantifiable metrics. In addition, the analysis for digital assets also focuses on the following:

- On Chain analysis which includes, transaction volume, wallet address statistics, exchange flows and ownership deals - concentration of time held.
- Protocol and product adoption including:
 - User, wallet, and transaction growth rates, hash rates and staking percentage and,
 - Community and developer strength.

Investment Strategies

VCV uses long term trading, short term trading, margin transactions and options trading (including covered options, uncovered options, or spreading strategies).

VCV may recommend unusually risky investments to clients. For example, VCV offers access to Private Alternative Investments via a third-party manager to qualified investors who may be able to benefit from and are interested in private alternative investment opportunities.

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B. Material Risks Involved

Methods of Analysis

Modern portfolio theory assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Investment Strategies

VCV's use of margin transactions and options trading generally holds greater risk, and clients should be aware that there is a material risk of loss using any of those strategies.

Long-term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Margin transactions use leverage that is borrowed from a brokerage firm as collateral. When losses occur, the value of the margin account may fall below the brokerage firm's threshold thereby triggering a margin call. This may force the account holder to either allocate more funds to the account or sell assets on a shorter time frame than desired.

Options transactions involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market. This strategy includes the risk that an option may expire out of the money resulting in minimal or no value, as well as the possibility of leveraged loss of trading capital due to the leveraged nature of stock options.

Short term trading risks include liquidity, economic stability, and inflation, in addition to the long-term trading risks listed above. Frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Digital Asset Strategies

The strategies for digital assets focus on diversification of assets within an exchange platform. Generally, digital asset portfolios will consist of specific weightings that are selected based on their core tenants:

Store of Value: Bitcoin started as the first digital asset whose early ambition and use case as a decentralized peer-to-peer version of electronic cash has expanded and matured. Within our portfolio Bitcoin acts as scarce digital gold & store of value, an inflation hedge, and an uncorrelated asset.

Platforms and Protocols: Ethereum serves as the first digital smart contract platform. Ethereum aims to be technology that is home to digital money, global payments, and applications. As competitors come to market our portfolio will look to capitalize.

Decentralized Finance: Digital assets specific to protocols looking to create a global, open alternative to the current financial system, opening financial services and products to anyone with an internet connection. Services include insurance, borrowing and lending, asset management, savings, and derivatives; and is expanding as use-cases continue to evolve.

Utility: Digital assets with hybrid value accrual mechanism - Economic and Loyalty/Rewards. Owning these digital assets allows investors to participate in the protocol's economic growth as well as its loyalty and discount programs attached to its products and services.

C. Risks of Specific Securities Utilized

Margin Transactions and Options: VCV's use of margin transactions and options trading generally holds a greater risk of capital loss. Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature.

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best-known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Risks in investing in ETFs include trading risks, liquidity and shutdown risks, risks associated with a change in authorized participants and non-participation of authorized participants, risks that trading price differs from indicative net asset value (iNAV), or price fluctuation and disassociation from the index being tracked. With regard to trading risks, regular trading adds cost to your portfolio thus counteracting the low fees that are one of the typical benefits of ETFs. Additionally, regular trading to beneficially “time the market” is difficult to achieve. Even paid fund managers struggle to do this every year, with the majority failing to beat the relevant indexes. With regard to liquidity and shutdown risks, not all ETFs have the same level of liquidity. Since ETFs are at least as liquid as their underlying assets, trading conditions are more accurately reflected in implied liquidity rather than the average daily volume of the ETF itself. Implied liquidity is a measure of what can potentially be traded in ETFs based on its underlying assets. ETFs are subject to market volatility and the risks of their underlying securities, which may include the risks associated with investing in smaller companies, foreign securities, commodities, and fixed income investments (as applicable). Foreign securities in particular are subject to interest rate, currency exchange rate, economic, and political risks, all of which are magnified in emerging markets. ETFs that target a small universe of securities, such as a specific region or market sector, are generally subject to greater market volatility, as well as to the specific risks associated with that sector, region, or other focus. ETFs that use derivatives, leverage, or complex investment strategies are subject to additional risks. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors. The return of an index ETF is usually different from that of the index it tracks because of fees, expenses, and tracking error. An ETF may trade at a premium or discount to its net asset value (NAV) (or indicative value in the case of exchange-traded notes). The degree of liquidity can vary significantly from one ETF to another and losses may be magnified if no liquid market exists for the ETF’s shares when attempting to sell them. Each ETF has a unique risk profile, detailed in its prospectus, offering circular, or similar material, which should be considered carefully when making investment decisions.

Real estate funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

Annuities are a retirement product for those who may have the ability to pay a premium now and want to guarantee they receive certain monthly payments or a return on investment later in the future. Annuities are contracts issued by a life insurance company designed to meet requirement or other long-term goals. An annuity is not a life insurance policy. Variable annuities are designed to be long-term investments, to meet retirement and other long-range goals. Variable annuities are not suitable for meeting short-term goals because substantial taxes and insurance company charges may apply if you withdraw your money early. Variable annuities also involve investment risks, just as mutual funds do.

Private equity funds carry certain risks. Capital calls will be made on short notice, and the failure to meet capital calls can result in significant adverse consequences, including but not limited to a total loss of investment.

Private placements carry a substantial risk as they are subject to less regulation than are publicly offered securities, the market to resell these assets under applicable securities laws may be illiquid, due to restrictions, and the liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such assets.

Venture capital funds invest in start-up companies at an early stage of development in the interest of generating a return through an eventual realization event; the risk is high as a result of the uncertainty involved at that stage of development.

Commodities are tangible assets used to manufacture and produce goods or services. Commodity prices are affected by different risk factors, such as disease, storage capacity, supply, demand, delivery constraints and weather. Because of those risk factors, even a well-diversified investment in commodities can be uncertain.

Options are contracts to purchase a security at a given price, risking that an option may expire out of the money resulting in minimal or no value. An uncovered option is a type of options contract that is not backed by an offsetting position that would help mitigate risk. The risk for a “naked” or uncovered put is not unlimited, whereas the potential loss for an uncovered call option is limitless. Spread option positions entail buying and selling multiple options on the same underlying security, but with different strike prices or expiration dates, which helps limit the risk of other option trading strategies. Option transactions also involve risks including but not limited to economic risk, market risk, sector risk, idiosyncratic risk, political/regulatory risk, inflation (purchasing power) risk and interest rate risk.

Non-U.S. securities present certain risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting and the lesser degree of accurate public information available.

Use of Third-Party Money Managers. As stated above, VCV selects certain third-party managers to manage a portion of its clients’ assets. In these situations, VCV continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers’ ability to successfully implement their investment strategies. In addition, VCV does not have the ability to supervise the Independent Managers on a day-to-day basis.

Risks Associated with Cryptocurrencies, Tokens, and Other Digital Assets Generally

As appropriate and suitable, we may recommend cryptocurrencies, tokens, or other digital assets (“Tokens”). As a new technological development, investing in digital assets is subject to different risks in addition to those traditionally associated with the trading of assets as indicated above. These Tokens are highly speculative and can lose some, or all of their value, are not covered by FDIC or SIPC insurance.

Protocol and Governance Risk. Tokens are a relatively recent technological innovation. Bitcoin is widely considered to be the first popular Token and was invented in 2009. Other Tokens in which we may invest were created after Bitcoin. There can be no assurance that the Token industry will continue in its current form. Tokens are generally created and supported by an underlying blockchain or protocol, such as the Bitcoin Protocol or the Ethereum Protocol. Any malfunction, malicious attack, breakdown, or abandonment of the network may have an adverse effect on the Token’s protocol or network which could lead to loss of value of the Token. Moreover,

advances in cryptography, or technical advances such as the development of quantum computing, could present risks to the Tokens by rendering ineffective the cryptographic consensus mechanism that underpins a Token's protocol. There can be no assurance that changes or developments in Token protocols will not adversely impact your Account. The protocols on which Tokens are based are generally open source (permissionless) software. Any user can download the software, modify it and then propose that users and miners of a specific Token adopt the modification. When a modification is introduced and a substantial majority of users and miners' consent to the 13 modifications, the change is implemented, and the Token's protocol and network remains uninterrupted. However, if less than a substantial majority of users and miners' consent to the proposed modification, and the modification is not compatible with the software prior to its modification, the consequence would be what is known as a "fork" (i.e., "split") of the Token's network (and the Blockchain), with one prong running the pre-modified software and the other running the modified software. The effect of such a fork would be the existence of two versions of the Token's network running in parallel, but with each version's Token lacking interchangeability.

Custodial and Exchange Risk. The trading of Tokens is fragmented across several different exchanges. These exchanges are targets for distributed denial of services attacks (referred to as "DDoS Attacks") and other hacking attempts. Certain Token exchanges have experienced trading disruptions due to fraud, failure, security breaches and DDoS Attacks. In 2014, Mt. Gox, based in Japan and the then-largest Bitcoin exchange, was hacked and over \$450 million worth of Bitcoin was stolen, causing Mt. Gox to file for bankruptcy protection. In 2016, Bitfinex, an exchange based in Hong Kong, reported that approximately \$65 million worth of Bitcoin had been stolen during a security breach. In 2018, Coincheck, an exchange based in Japan, reported that approximately \$400 million worth of NEM tokens were stolen during a security breach. There can be no assurance that your Account Tokens will not be adversely affected by an attack on a Token exchange. Client accounts will hold Tokens in one or more digital "wallet" held at a qualified custodian. Storage of a Token in the digital wallet generally represents the public address associated with the underlying Blockchain, which is known as the "public key." In order to transfer a Token to or from the digital wallet, the controller of the wallet must also have the unique, private numerical code, often referred to as the "private key." To the extent a private key in respect of any Token is lost, destroyed, accessed by a third party, or otherwise compromised and no backup of the private key is accessible, the Account or its custodian will be unable to transfer the Token held in the public wallet address associated with that private key. Consequently, such Tokens will effectively be lost, which could adversely affect the value of your portfolio. The custodian may periodically store Tokens in "hot wallets" which are connected to the internet to facilitate transactions in Tokens. Tokens stored in "hot wallets" may be more susceptible to theft or compromise than Tokens stored in other digital wallets. There can be no assurance the Token storage process will not be compromised.

Regulatory Uncertainty. Regulation of Tokens and Token trading continues to evolve in the United States and foreign jurisdictions. Regulatory actions could negatively impact Tokens in various ways, including, for purposes of illustration only, through a determination that one or more Tokens are regulated financial instruments or securities that require registration or licensing. Regulators, including state, federal, or foreign regulators, as well as state and federal agencies, may also determine that trading or transacting in Tokens is an activity requiring licensing or is otherwise subject to regulation under existing law. State and federal regulators may also assert that a Token or Token trading is being conducted unlawfully under interpretations of existing law and may take action at any time to freeze or stop Tokens from being released or traded, and regulators may assert criminal or civil claims against Token companies or Token trading participants, without notice. The basis for regulatory claims can include anti-money laundering or anti-terrorist financing regimes. There can be no assurance that Tokens in which we invest will not be adversely affected by increases in regulatory activity concerning particular Tokens or Token exchanges or trading platforms.

Unanticipated Risks. Cryptographic tokens and digital assets are new and still largely untested. In addition to the risks outlined in this Brochure, there are other risks associated with the purchase of Tokens that VCV is unable to anticipate. Such risks may further materialize as unanticipated variations or combinations of the risks discussed in this Brochure.

Risks Associated with Securities backed and Non purpose Loans.

Non-Purpose Loans. Also known as **Securities Based Lending.** A non-purpose loan is an alternative type of loan that often uses investment securities as collateral and relies on complex structuring. These loans allow a borrower to use an investment portfolio as loan collateral, though the proceeds cannot be used for purchasing, carrying, or trading securities. When borrowing against investments there is a risk of market fluctuations may cause the value of the pledged assets to decline, which could result in a maintenance call that requires you to sell your pledged securities and adverse tax consequences may occur when selling securities due to a maintenance call.

Non-Purpose Securities-based Loan is issues by a brokerage, including those owned by banks, that is collateralized by all of part of a client's investment portfolio and used to purchase or fund anything but the acquisition or holding of additional securities. The borrower is required to hold a certain amount of equity in the investment account for the life of the loan. A market downturn is a big risk of engaging in this type of loan arrangement, if the collateral account holdings go below the required amount, the lender/brokerage will either demand the client immediately infuse additional capital into the account or liquidate all of part of the investment portfolio, and often without notice to the client.

Non-Purpose Loans are generally a loan platform that offers borrowers personal loans with no specified purpose. These loans may have a higher than usual interest rate and a certain payment plan. The risks are that the loan will not be paid off within the stated terms, and this would effectively damage the borrowers ability to apply for future loans at a lower interest rate.

A Mortgage is a legal agreement by which a bank or other creditor lends money at interest in exchange for taking title of the debtor's property, with the condition that the conveyance of title becomes void upon the payment of the debt. Risks associated are the fluctuation of interest rates when the load is established. There are many types of mortgages available from 30-year fixed, first-time home buyers, Veteran's loans, and FHA.

Lines of Credit are preset borrowing limits that are revolving; an account the borrower can use as needed to cover short-term cash-flow problems. Interest is charged when the credit is used. Types of credit lines can include personal, business and home equity. These are very akin to a credit card.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

Minh Duc Vo entered into a Letter of Acceptance, Waiver, and Consent (AWC) for the purpose of settling the allegations brought against him by FINRA on November 22, 2021. Without admitting or denying the findings, Vo consented to the sanctions and to the entry of findings that he engaged in an outside business activity (OBA) and retention of non-public information.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither VCV nor its investment adviser representatives are registered with or as a broker dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither VCV nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Minh Duc Vo is the owner of MKVSA LLC, a commercial rental property. Mr. Vo is also the owner of F45 Cumins LLC., which is used to manage Cashevo Fitness LLC, a fitness gym.

Mr. Vo is a trustee of Verus Capital Ventures Profit Sharing Plan, a 401K company.

Mr. Vo has a referral arrangement with Elite Resource Team. Elite Resource team is a team of professionals helping to deliver more value through outsource cost segregation and tax reduction strategies. Mr. Vo is compensated monthly for referrals by Elite Resource team. Clients should be aware that these services pay a monthly referral and involve a conflict of interest, as additional compensation may conflict with the fiduciary duties of an investment adviser. VCV always acts in the best interest of the client. Clients are in no way required to utilize recommendations of any representative of VCV in such individual's capacity.

Juan Antonio Lopez works as a consultant with The Responsible Leader. Mr. Lopez consults with individuals and business owners, supporting the development of their leadership team, sales growth, marketing strategy and property ownership interests. This business is unrelated to his investment advisory work and is not investment related. Mr. Lopez is compensated for his consulting and spends 5 hours a week, outside of trading hours.

Mr. Lopez is a real estate agent, the president at Fractional Sales Inc., and a member of Elite Resource Team.

Brett Anthony Cristiano is a licensed insurance agent. This activity creates a conflict of interest since there is an incentive to recommend insurance products based on commissions or other benefits received from the insurance company, rather than on the client's needs. Additionally, the offer and sale of insurance products by supervised persons of VCV are not made in their capacity as a fiduciary, and products are limited to only those offered by certain insurance providers. VCV addresses this conflict of interest by requiring its supervised persons to act in the best interest of the client at all times, including when acting as an insurance agent. VCV periodically reviews recommendations by its supervised persons to assess whether they are based on an objective evaluation of each client's risk profile and investment objectives rather than on the receipt of any commissions or other benefits. VCV will disclose in advance how it or its supervised persons are compensated and will disclose conflicts of interest involving any advice or service provided. At no time will there be tying between business practices and/or services (a condition where a client or prospective client would be required to accept one product or service conditioned upon the selection of a second, distinctive tied product or service). No client is ever under any obligation to purchase any insurance product. Insurance products recommended by VCV's supervised persons may also be available from other providers on more favorable terms, and clients can purchase insurance products recommended through other unaffiliated insurance agencies.

Mr. Cristiano is a member of Elite Resource Team.

Anthony R Duangkaew is a licensed insurance agent. This activity creates a conflict of interest since there is an incentive to recommend insurance products based on commissions or other benefits received from the insurance company, rather than on the client's needs. Additionally, the offer and sale of insurance products by supervised persons of VCV are not made in their capacity as a fiduciary, and products are limited to only those offered by certain insurance providers. VCV addresses this conflict of interest by requiring its supervised persons to act in the best interest of the client at all times, including when acting as an insurance agent. VCV periodically reviews recommendations by its supervised persons to assess whether they are based on an objective evaluation of each client's risk profile and investment objectives rather than on the receipt of any commissions or other benefits. VCV will disclose in advance how it or its supervised persons are compensated and will disclose conflicts of interest involving any advice or service provided. At no time will there be tying between business practices and/or services (a condition where a client or prospective client would be required to accept one product or service conditioned upon the selection of a second, distinctive tied product or service). No client is ever under any obligation to purchase any insurance product. Insurance products recommended by VCV's supervised persons may also be available from other providers on more favorable terms, and clients can purchase insurance products recommended through other unaffiliated insurance agencies.

Anthony R. Duangkaew is the owner of Bench Press and Invest.

Elizabeth V. Soto-Delgadillo is a licensed insurance agent. This activity creates a conflict of interest since there is an incentive to recommend insurance products based on commissions or other benefits received from the insurance company, rather than on the client's needs. Additionally, the offer and sale of insurance products by supervised persons of VCV are not made in their capacity as a fiduciary, and products are limited to only those offered by certain insurance providers. VCV addresses this conflict of interest by requiring its supervised persons to act in the best interest of the client at all times, including when acting as an insurance agent. VCV periodically reviews recommendations by its supervised persons to assess whether they are based on an objective evaluation of each client's risk profile and investment objectives rather than on the receipt of any commissions or other benefits. VCV will disclose in advance how it or its supervised persons are compensated and will disclose conflicts of interest involving any advice or service provided. At no time will there be tying between business practices and/or services (a condition where a client or prospective client would be required to accept one product or service conditioned upon the selection of a second, distinctive tied product or service). No client is ever under any obligation to purchase any insurance product. Insurance products recommended by VCV's supervised persons may also be available from other providers on more favorable terms, and clients can purchase insurance products recommended through other unaffiliated insurance agencies.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

VCV may utilize selected third-party investment advisers, and VCV does utilize Charles Schwab and other managers. We are compensated by a fee based upon assets under management. All fees paid to VCV by the client will be specified in our Advisory Agreement.

VCV has engaged with a Fund Manager to offer private alternative investment opportunities to qualified accredited investors who may be able to benefit from and are interested in investing in private alternative investment opportunities. Clients will pay VCV its standard fee under a separate agreement with VCV. This fee and governing agreement are separate from the fees and agreement the client executes directly with the Fund Managers. Client will be responsible for paying the Fund Managers directly and in the manner in accordance with the agreement between the Client and Fund Managers. VCV does not receive any portion of the fees the Client pays to the Fund Managers and does not receive any compensation in any form from the Fund Managers directly or indirectly.

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

A. Code of Ethics

VCV has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. VCV's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

VCV does not recommend that clients buy or sell any security in which a related person to VCV or VCV has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of VCV may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of VCV to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting from the recommendations they provide to clients. Such transactions may create a conflict of interest. VCV will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of VCV may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of VCV to buy or sell securities before or after recommending securities to clients resulting in representatives profiting from the recommendations they provide to clients. Such transactions may create a conflict of interest; however, VCV will never engage in trading that operates to the client's disadvantage if representatives of VCV buy or sell securities at or around the same time as clients.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

Custodians/broker-dealers will be recommended based on VCV's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and VCV may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in VCV's research efforts. VCV will never charge a premium or commission on transactions beyond the actual cost imposed by the broker-dealer/custodian.

VCV recommends Schwab Institutional, a division of Charles Schwab & Co., Inc..

VCV will place trades for your account subject to our duty to seek best execution and other fiduciary duties. We may use broker-dealers other than your custodian to execute trades for your account, but this practice may result

in additional costs to you so that we are more likely to place trades through your custodian rather than other broker-dealers. Your custodian's execution quality may be different than other broker-dealers. Additionally, we have outsourced our back-office tasks to Envestnet|Tamarac Reporting. Envestnet|Tamarac Reporting will handle the task of daily database reconciliation, statement generation and delivery, and advisory fee billing. Envestnet|Tamarac Reporting's system will provide us with customized reporting, trade upload creation and pending trade follow-up.

1. Research and Other Soft-Dollar Benefits

VCV has a formal soft dollar program arrangement in which soft dollars are used to pay for third party services, VCV may receive research, products, or other services from custodians and broker-dealers in connection with client securities transactions ("soft dollar benefits"). VCV may enter into soft-dollar arrangements consistent with (and not outside of) the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. There can be no assurance that any particular client will benefit from soft dollar research, whether or not the client's transactions paid for it, and VCV does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts. VCV benefits by not having to produce or pay for the research, products or services, and VCV will have an incentive to recommend a broker-dealer based on receiving research or services. Clients should be aware that VCV's acceptance of soft dollar benefits may result in higher commissions charged to the client.

2. Brokerage for Client Referrals

VCV receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

VCV may permit clients to direct it to execute transactions through a specified broker-dealer. If a client directs brokerage, then the client will be required to acknowledge in writing that the client's direction with respect to the use of brokers supersedes any authority granted to VCV to select brokers; this direction may result in higher commissions, which may result in a disparity between free and directed accounts; the client may be unable to participate in block trades (unless VCV is able to engage in "step outs"); and trades for the client and other directed accounts may be executed after trades for free accounts, which may result in less favorable prices, particularly for illiquid securities or during volatile market conditions. Not all investment advisers allow their clients to direct brokerage.

B. Aggregating (Block) Trading for Multiple Client Accounts

If VCV buys or sells the same securities on behalf of more than one client, then it may (but would be under no obligation to) aggregate or bunch such securities in a single transaction for multiple clients in order to seek more favorable prices, lower brokerage commissions, or more efficient execution. In such case, VCV would place an aggregate order with the broker on behalf of all such clients in order to ensure fairness for all clients; provided, however, that trades would be reviewed periodically to ensure that accounts are not systematically disadvantaged by this policy. VCV would determine the appropriate number of shares and select the appropriate brokers consistent with its duty to seek best execution, except for those accounts with specific brokerage direction (if any).

Item 13: Review of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

All client accounts for VCV's advisory services provided on an ongoing basis are reviewed at least Annually by Minh Duc Vo, Managing Member & Chief Compliance Officer, with regard to clients' respective investment policies and risk tolerance levels. All accounts at VCV are assigned to this reviewer.

Clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer/custodian and/or program sponsor for your account. In addition to the quarterly statements and confirmation of transactions that you receive from the custodian, VCV, through the outside vendor, Envestnet | Tamarac Reporting, will be provided detailed quarterly account statements.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Minh Duc Vo, Principal. Financial planning clients are provided with a one-time financial plan concerning their financial situation. After the presentation of the plan, there are no further reports. Clients may request additional plans or reports for a fee.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in a client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

With respect to financial plans, VCV's services will generally conclude upon delivery of the financial plan.

C. Content and Frequency of Regular Reports Provided to Clients

Each client of VCV's advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian.

Each financial planning client will receive the financial plan upon completion.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

Charles Schwab:

VCV receives access to Schwab's institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Advisor Services. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. For VCV client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab also makes available to VCV other products and services that benefit VCV but may not benefit its clients' accounts. These benefits may include national, regional or VCV specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of VCV by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist VCV in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts, if applicable), provide research, pricing information and other market data, facilitate payment of VCV's fees from its clients' accounts (if applicable), and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of VCV's accounts. Schwab Advisor Services also makes available to VCV other services intended to help VCV manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to VCV by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to VCV. VCV is independently owned and operated and not affiliated with Schwab.

B. Compensation to Non - Advisory Personnel for Client Referrals

Advisor Credit Exchange

VCV may introduce certain Clients to the services of Advisor Credit Exchange, LLC ("ACE"). ACE provides VCV access to a proprietary platform ("ACx") which enables matching and pre-qualification of Clients with participating lenders based on credit criteria. ACE offers access to various loans, including non-purpose, revolving line of credits (herein "Lending Program"). In such instances, Client assets held in their account[s] at the Custodian will be used as collateral for the loan. The Advisor will receive compensation from the lender or ACE should clients establish a loan with one of the lenders through the ACx platform. In addition, the Advisor will continue to have investment management responsibility for the collateralized holdings and will receive an investment advisory fee for managing those collateralized assets in the Client's account[s]. Clients are not obligated to participate in the ACE Lending Program. For additional information related to the risks involved in non-purpose loans and lines of credit, please see Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss.

VCV may introduce certain clients to the services of ACE in need of a securities-based loan, non-securities-based loan, mortgage and/or home equity line of credit to use Advisor Credit Exchange (ACE) and their list of approved lenders for such a borrowing relationship. VCV will receive a referral fee for each loan that we refer to ACX, ranging from 0 to .25% of the loan amount; therefore, VCV has a financial incentive to recommend ACX to our clients. However, a client will be charged the same interest rate whether the VCV receives a referral fee or not and no client is required to use ACX for their borrowing needs and may select other lenders of their choosing.

Absolute Capital

VCV has entered into a Promoter Agreement with Absolute Capital ("Promoter"), whereby the Promoter will refer potential clients to VCV. VCV will in turn pay a referral fee to the Promoter for each Client solicited and referred to VCV who becomes an advisory client of VCV, including but not limited to the establishment of an advisory agreement with VCV. The Promoter may use various communications to potential clients and is required to deliver to all potential clients an Acknowledgement of Receipt Form that will disclose the

relationship between the parties and the fee that will be paid by VCV to the Promoter. These referral services will not be utilized by Minh Vo.

Item 15: Custody

When advisory fees are deducted directly from client accounts at client's custodian, VCV will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Item 16: Investment Discretion

VCV provides discretionary investment advisory services to clients. The advisory contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, VCV generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

Item 17: Voting Client Securities (Proxy Voting)

VCV will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

VCV neither requires nor solicits prepayment of more than \$500 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither VCV nor its management has any financial condition that is likely to reasonably impair VCV's ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

VCV has not been the subject of a bankruptcy petition in the last ten years.

Item 19: Requirements for State Registered Advisers

A. Principal Executive Officers and Management Persons; Their Formal Education and Business Background

VCV currently has only one management person: Minh Duc Vo. Education and business background can be found on the individual's Form ADV Part 2B brochure supplement.

B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)

Other business activities for each relevant individual can be found on the Form ADV Part 2B brochure supplement for each such individual.

C. Calculation of Performance-Based Fees and Degree of Risk to Clients

VCV does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

D. Material Disciplinary Disclosures for Management Persons of this Firm

See Item 9.B.

E. Material Relationships That Management Persons Have With Issuers of Securities (If Any)

See Item 10.C and 11.B.

End of Verus Venture Capital's ADV Part 2A