



FORM ADV - PART 2A  
FIRM BROCHURE  
March 12, 2024

[www.wizest.com](http://www.wizest.com)

This Brochure provides information about the qualifications and business practices of Wizest Inc. If you have any questions about the contents of this Brochure, please contact us at 248-830-3715 or [wizest@venturissolutions.net](mailto:wizest@venturissolutions.net).

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration does not imply a certain level of skill or training. Additional information about Wizest, Inc. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The site may be searched by a unique identifying number known as a CRD number. Wizest, Inc.'s CRD number is 315156.

## Item 2 - Material Changes

Our last annual update was filed on March 27, 2023. Since the last annual update, the following material changes have occurred with the firm's advisory practices and business.

- "Item 5 - Fees and Compensation" has been updated. The firm now offers three subscription tiers.
- "Item 7 - Types of Clients" has been updated to reflect that only taxable accounts with individual ownership are supported.
- "Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss" has been updated to include additional disclosures pertaining to digital advice and operational risks.

## Contents

|   |    |
|---|----|
| Item 2 - Material Changes.....  | 2  |
| Item 4 - Advisory Business .....  | 5  |
| Firm Description.....   | 5  |
| Types of Advisory Services .....  | 5  |
| Tailored Relationships.....   | 6  |
| Wrap-Fee Program.....   | 6  |
| Assets Under Management .....   | 7  |
| Item 5 - Fees and Compensation .....  | 7  |
| Other Fees.....   | 8  |
| Refund and Termination Policy.....  | 8  |
| Other Compensation.....   | 9  |
| Item 6 - Performance-Based Fees and Side-By-Side Management .....                                     | 9  |
| Item 7 - Types of Clients.....  | 9  |
| Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss.....                             | 10 |
| Methods of Analysis.....  | 10 |
| Investment Strategies .....   | 10 |
| Risk of Loss .....  | 11 |
| Item 9 - Disciplinary Information .....   | 14 |
| Item 10 - Other Financial Industry Activities and Affiliations .....                                  | 14 |
| Other Material Relationships.....   | 14 |
| Other Investment Advisors .....   | 15 |
| Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading ..... | 15 |
| Item 12 - Brokerage Practices .....   | 16 |
| Trade Aggregation.....  | 17 |
| Item 13 - Review of Accounts .....  | 17 |
| Periodic Reviews .....  | 17 |
| Intermittent Review Factors .....   | 17 |
| Reports.....  | 17 |
| Item 14 - Client Referrals and Other Compensation .....   | 18 |
| Economic Benefits from Others .....   | 18 |
| Compensation to Unaffiliated Third Parties .....  | 18 |
| Item 15 - Custody.....  | 18 |

|   |    |
|---|----|
| Custodian of Assets.....                | 18 |
| Account Statements.....                 | 18 |
| Item 16 - Investment Discretion .....   | 19 |
| Item 17 - Voting Client Securities..... | 19 |
| Item 18 - Financial Information .....   | 19 |
| Balance Sheet Requirement.....          | 19 |
| Financial Condition .....               | 19 |
| Bankruptcy Petition .....               | 19 |

## Item 4 - Advisory Business

### Firm Description

Wizest, Inc. (“The Firm” or “Wizest”) is an internet-based SEC-registered investment adviser, formed under the laws of the State of Delaware in 2019. The Firm is owned by Axel Thibon, Rafael Alvarez Vallina, William Littlefield, and Lazaro Gonzalez. Mr. Thibon is the principal owner.

The Firm’s primary focus is to help clients build and preserve their financial wealth through its mobile application (the “Wizest App”). Wizest offers model investment portfolios and investment education to individual investors.

### Types of Advisory Services

All services provided by the Firm will be facilitated exclusively through the Wizest App.

#### Portfolio Investment Services:

Clients, via a monthly or annual subscription, have the ability to invest in the displayed portfolios that Investment Experts contracted with Wizest have constructed. When signing up for the mobile app, clients will complete a profile questionnaire that identifies their investment objectives, risk preferences, and other financial information. This questionnaire allows the Wizest App to recommend to clients a narrowed selection of portfolios that are designed by Investment Experts and that align with the client’s risk profile.

Clients can search the Wizest App to review all portfolios hosted on the platform by Investment Experts. Wizest provides a description of each portfolio. Each description will include information about the Investment Expert who curated the portfolio, the underlying securities of the portfolio and the risk profile of the portfolio. Each portfolio can consist of stocks, mutual funds, bonds, and Exchange Traded Funds (ETFs) that will include a mix of equity and/or fixed income allocations.

The portfolios created by Investment Experts are offered on a discretionary basis. When investment models are updated or changed by the Investment Expert, discretionary authority allows us to reallocate or rebalance the model portfolio in accordance with those changes. Once our client has selected a particular portfolio, that portfolio may be rebalanced based on the fluctuation of the market or other changes, as implemented by Wizest. Clients are provided notification when the portfolio they elected to replicate and invest in has been changed. The notification will include details about the change and an explanation provided by the Investment Expert.

Prior to engaging the Firm to this service, the Firm requires that Clients execute an Investment Management Agreement (“IMA”) with Wizest. The IMA outlines the services and fees the clients will incur pursuant to the IMA with the Firm. This agreement is available through the virtual platform.

Wizest evaluates each proposed portfolio prior to its addition on the platform and monitors of all portfolios recommended on the site to determine if the model is aligned with the assigned risk profile granted and remains appropriate for use on the platform. Clients should note that a portfolio constructed by an Investment Expert may be substantially similar to portfolios constructed by other Investment Experts on the platform. By investing in portfolios with similar construction, investors may not achieve their desired diversification.

Each Portfolio that is available for discretionary management has either been created by Wizest personnel or by an outside Investment Expert and used on the Wizest platform. Wizest defines an Investment Expert as someone who has experience in professional investment management and may be employed by another registered investment advisor to do so. Investment Experts must apply to be admitted to the platform.

Investment Experts are not considered supervised persons of Wizest. Wizest compensates each Investment Expert for use of their managed portfolios with the platform and their continued engagement on the platform. Wizest requires each Investment Expert to enter into an agreement with the Firm and undergo an initial due diligence process and no less than annually thereafter to maintain access to the platform. As part of the due diligence process, Wizest determines whether each applicant is qualified to provide investment recommendations, has a background in investment management, maintains an active registration with a registered investment advisor, and ascertains whether the individual has any disclosures, complaints, or other adverse regulatory history. Wizest also evaluates each candidate's investment methodology and portfolio management processes. Individuals who do not satisfy the due diligence process will not be admitted to the platform.

As noted, some Investment Experts may be investment adviser representatives of another investment adviser. In that capacity, they may construct the same or substantially similar portfolios for other investment advisers as for Wizest clients.

### Tailored Relationships

Wizest offers the same suite of services to all its clients. Although clients are ultimately in control of which portfolio(s) they choose, due to the nature of our investment advisory services, Clients cannot impose restrictions in their portfolios.

### Wrap-Fee Program

Wrap Fee Programs are arrangements between broker-dealers, investment advisers, banks and other financial institutions and affiliated and unaffiliated investment advisers through which the clients of such firms receive discretionary investment advisory, execution, clearing and custodial services in a "bundled" form. In exchange for these "bundled" services, the clients pay an all-inclusive (or "wrap") fee determined as a percentage of the assets held in the wrap account.

The Firm does not participate in and is not a sponsor of a wrap-fee program.

## Assets Under Management

As of December 31, 2023, Wizest had approximately \$26,000 in discretionary regulatory assets under management and \$0 in non-discretionary regulatory assets under management.

## Item 5 - Fees and Compensation

### Description and Billing

#### Platform Subscription Fees

Subscribers to the Wizest App, after a 30-day free trial period, will have one of the following subscription options:

| <u>Subscription Tier</u> | <u>Fee Amount</u> | <u>Fee Frequency</u> | <u>Investing Options</u>                        |
|--------------------------|-------------------|----------------------|---|
| "Save and Learn"         | \$1.99            | Monthly              | Cash reserve only                               |
| "Save and Learn"         | \$19.99           | Yearly               | Cash reserve only                               |
| Wizest One               | \$9.99            | Monthly              | Allows investment into one portfolio            |
| Wizest One               | \$89.99           | Yearly               | Allows investment into one portfolio            |
| Wizest Plus              | \$19.99           | Monthly              | Allows investment into all available portfolios |
| Wizest Plus              | \$169.99          | Yearly               | Allows investment into all available portfolios |

Platform Subscription Fees are non-refundable and billed in advance. The choice of one of the Platform Subscription Fee options delineated above cannot be changed and the Client's choice is irrevocable. Subscribers will have the option to have the fee deducted from their bank or investment account or have the option to pay by credit card.

The Firm reserves the right, in its sole discretion, to negotiate, reduce or waive the subscription fee for certain Clients for any period determined solely by the Firm. In addition, Wizest may reduce or waive its fees for some Clients without notice to, or fee adjustment for, other Clients.

Additionally, we will occasionally offer promotions whereby, for new subscribers, the Platform Subscription Fee will be waived or reduced.

#### Investment Management Fees

In addition to the subscription fee, Clients with balances exceeding \$50,000 will pay an Investment Management Fee of 0.50% per year. The Investment Management Fee is assessed only on the portion of the account balance over \$50,000. This fee is charged and billed monthly and in advance. The fee will be calculated based on the reported market value on the last business day of the previous month. Accounts within the same household are not aggregated.

To illustrate, if a Client has an account balance of \$150,000.00, the Investment Management Fee for that particular month would be \$41.67 ( $\$41.67 = \$100,000.00 \times 0.0042$  [ $0.50\% / 12 = 0.042\%$ ]).

The Investment Management Fee is in addition to the Platform Subscription Fee. Using this example, and assuming that the Client is paying \$20 per month, the client's fee for that month would be \$61.67 ( $\$41.67 + \$20$ ).

### Other Fees

In addition to the Platform Subscription Fee and the Investment Management Fee, Clients may also pay other fees or expenses to third parties. The issuer of some of the securities or products we purchase for Clients, such as ETFs, stocks, bonds, and mutual funds, may charge product fees that affect Clients. Wizest, Inc. does not charge these fees to Clients, nor does it benefit directly or indirectly from any such fees.

Mutual funds and ETFs usually have embedded expenses that may reduce the fund's net asset value, and therefore directly affect the fund's performance and indirectly affect a Client's portfolio performance or an index benchmark comparison. Expenses of these types of operational expenses for mutual funds and ETFs may include management fees, custodian fees, brokerage commissions, and legal and accounting fees. Mutual fund and ETF expenses may change from time to time at the sole discretion of the issuer.

Clients may also incur commissions paid on certain securities trades, as well as transaction fees on certain securities purchases or sales. Transaction fees are often assessed on those funds that do not pay or limit payment of fees, such as administrative service fees and fees associated with certain money market and mutual funds.

Clients may be charged incidental fees for certain services provided by Wizest's clearing firm and qualified custodian (Apex Clearing Corporation) in connection with the administration of client accounts; examples of these types of fees include wire fees, account closing fees, fees for rejected transfers or deposits, or fees for paper statements in lieu of electronically delivered account statements.

### Refund and Termination Policy

As noted above and in the firm's Investment Advisory Agreement, the Platform Subscription Fees are not refundable. This is true for all subscription tiers.

Any prepaid Investment Management Fees, if applicable, will be refunded within 30 business days. Clients who terminate investment management services will receive a prorated refund. To illustrate, if a Client paid \$500.00 for a particular month in advance and terminated on the 20<sup>th</sup> day of the month, the prorated refund would be \$333.33 ( $\$500.00 - \$16.67 \times 20$ ).

Subscriptions can be terminated by the client through the Wizest App. The termination of a client's relationship with the custodian will result in the termination of the Firm's discretionary investment management services to the client's portfolio and will terminate the subscription service with the platform at the end of the month.

Clients who terminate services within the first five (5) business days will be refunded all subscription fees deducted. Clients who are enrolled in a subscription will have their services terminate at the end of the month of notification.

### Other Compensation

Neither the Firm nor any of its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sales of any securities.

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

We do not have any performance-based fee arrangements, or any fees based on a share of capital gains or on capital appreciation.

Side-by-side management refers to the practice of managing accounts that are charged a performance-based fee as well as charged another type of fee, such as a flat fee, hourly fee, or an asset-based fee. Neither the Firm nor any of its supervised persons participate in side-by-side management.

## Item 7 - Types of Clients

Our Firm provides services to individuals who are U.S citizens or lawful residents located in the United States. Our clients are individuals and families from all walks of life and all levels of investment expertise. Our goal is to help individuals attain financial independence by creating an environment in which they can thrive.

Wizest has not imposed a minimum account size. Our custodian may impose a minimum account size or a minimum deposit for certain types of accounts.

As of the date of this brochure, only taxable accounts with an individual owner are supported by the Wizest App. We do not support or offer accounts with more than one owner or individual retirement accounts (IRAs).

Although Wizest has the ability to purchase or sell fractional shares, our custodial broker-dealer, Apex Clearing Corporation, has imposed a \$5.00 minimum for a securities transaction. This “suggested portfolio minimum” represents the minimum dollar amount that Wizest believes is best suited for this particular portfolio when considering this requirement, the portfolio’s composition, allocation, and frequency of rebalancing. The \$5.00 minimum is not a mandated account or portfolio minimum.

## Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss

### Methods of Analysis

The Firm may utilize one or more of the following methods of analysis when providing investment advice to its clients:

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. It involves analyzing its financial statements and health, its management and competitive advantages and its competitors and markets. Fundamental analysis is performed on historical and present data but with the goal of making financial forecasts. There are several possible objectives: to conduct a company stock valuation and predict its probable price evolution; to make a projection on its business performance; to evaluate its management and make internal business decisions and to calculate its credit risk. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis is a method of evaluating securities by relying on the assumption that market data, such as charts of price, volume and open interest can help predict future (usually short-term) market trends. It attempts to predict a future stock price or direction based on market trends. Technical analysis assumes that market psychology influences trading in a way that enables predicting when a stock will rise or fall. Technical analysis methods employ software and other financial data management tools to assess various aspects of the marketplace. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Cyclical analysis assumes that markets react in cyclical patterns which, once identified, can be leveraged to provide performance. Cyclical analysis of economic cycles is used to determine how these cycles affect the returns of an investment, an asset class, or an individual company's profits. Cyclical analysis is a time-based assessment which incorporates past and present performance to determine future value. Cyclical risks exist because the broad economy has been shown to move in cycles, from periods of peak performance followed by a downturn, then a trough of low activity. The risks of this strategy are two-fold: (1) the markets do not always repeat cyclical patterns; and (2) if too many investors begin to implement this strategy, it changes the very cycles of which they are trying to take advantage.

### Investment Strategies

The Firm will provide a description of the portfolios on the Wizest online platform. Portfolios can be created by Wizest or formulated by an Investment Expert.

Within each portfolio description, the Firm will include the investment strategy or approach most appropriate for the portfolio to yield the best results. The portfolios are structured based on strategy, risk tolerance and time horizon. For example, a portfolio with a longer time horizon, with a more traditionally moderate to aggressive strategy is an option that will be available to the end-user. A portfolio with a shorter time horizon and a traditionally conservative investment strategy will also be available to the end-user. It is then the

responsibility of the end-user to choose a portfolio most appropriate for their needs and aligns best with their risk tolerance and time horizon.

### Risk of Loss

Clients need to be aware that investing in securities involves the risk of loss of the principal. Every method of analysis has its own inherent risks. To perform an accurate market analysis, the Firm must have access to current/new market information. The Firm has no control over the dissemination rate of market information; therefore, certain analyses may be compiled with outdated market information, severely limiting the value of the Firm's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by the Firm) will be profitable or equal any specific performance level(s). The Firm does not represent, warrant, or imply that its services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. Notwithstanding the Firm's method of analysis or investment strategy, the assets within the client's portfolio are subject to the risk of devaluation or loss. The client should be aware that many different events can affect the value of the client's assets or portfolio including, but not limited to, changes in the financial status of companies, market fluctuations, changes in exchange rates, trading suspensions and delays, economic reports, and natural disasters.

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Below is a description of several of the principal risks that your investment portfolio faces.

Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

Market Risk: The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic, and social conditions may trigger market events.

Inflation Risk: When any type of inflation is present, a dollar will be worth more today than a dollar next year, because purchasing power is eroding at the rate of inflation.

Prepayment Risk: The returns on the collateral for the deal can change dramatically at times if the debtors prepay the loans earlier than scheduled.

Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.

Business Risk: This risk is associated with a particular industry or a particular company within an industry.

Liquidity Risk: Liquidity is the ability to convert an investment into cash readily. Assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

Risk Factors relevant to specific securities utilized include:

Equity Securities: The value of equity securities is subject to market risk, including changes in economic conditions, growth rates, profits, interest rates and the market's perception of these securities. While offering greater potential for long-term growth, equity securities can be more volatile and riskier than other types of securities.

Exchange Traded Funds ("ETF"): ETFs represent an interest in a passively managed portfolio of securities selected to replicate a securities index, such as the S&P 500 Index or the Dow Jones Industrial Average, or to represent exposure to a particular industry or sector. Unlike open-end mutual funds, the shares of ETFs are not purchased and redeemed by investors directly with the fund, but instead, are purchased and sold through broker-dealers in transactions on a stock exchange. Because ETFs are traded on an exchange, they may trade at a discount from or a premium to the net asset value per share of the underlying portfolio of securities. In addition to bearing the risks related to investments in equity securities, investors in ETFs intended to replicate a securities index bear the risk that the ETF's performance may not correctly replicate the performance of the index. Investors in ETFs, closed-end funds and other investment companies bear a proportionate share of the expenses of those funds, including management fees, custodial and accounting costs, and other expenses. Trading in ETFs also entails payment of brokerage commissions and other transaction costs.

Mutual Fund Shares: Some of the risks of investing in mutual fund shares include: (i) the price to invest in mutual fund shares is the fund's per share net asset value (NAV) plus any shareholder fees that the fund imposes at the time of purchase (such as sales loads), (ii) investors must pay sales charges, annual fees, and other expenses regardless of how the fund performs, and (iii) investors typically cannot ascertain the exact make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades.

Fixed Income Securities: Prices of fixed income securities tend to move inversely with changes in interest rates. Typically, a rise in rates will adversely affect fixed-income security prices. The longer the effective maturity and duration of the client's portfolio, the more the portfolio's value is likely to react to interest rates. For example, securities with longer maturities sometimes offer higher yields but are subject to greater price shifts as a result of interest rate changes than debt securities with shorter maturities. Some fixed income securities give the issuer the option to call, or redeem, the securities before their maturity dates. If an issuer calls its security during a time

of declining interest rates, we might have to reinvest the proceeds in an investment offering a lower yield, and therefore might not benefit from any increase in value because of declining interest rates. During periods of market illiquidity or rising interest rates, prices of callable issues are subject to increased price fluctuation.

While this information provides a synopsis of the events that may affect a client's investments, this listing is not exhaustive. Although the Firm's methods of analysis and investment strategies do not present any significant or unusual risks, all investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Clients should understand that there are inherent risks associated with investing.

Securities in Client accounts are not guaranteed by the Federal Deposit Insurance Corporation ("FDIC"), any bank, or any government, except that uninvested cash held through the Custodian's bank sweep program is insured by the FDIC, subject to the FDIC coverage limit of \$250,000 per depositor in each insurable capacity (e.g., individual, or joint) at the relevant bank. If you have other deposits at the relevant bank, such deposits may be aggregated with the cash held in the bank sweep program for purposes of determining FDIC deposit insurance coverage. You should review the terms and conditions for more information on the sweep program, including FDIC deposit insurance coverage. When you open your account, you will automatically be enrolled into the bank sweep program.

#### Digital Advice, Use of Algorithms, and Cybersecurity Risk

Wizest's advice is limited based on the information Clients provide through the Wizest App. The Wizest App relies on information provided by Clients through the App and does not verify the completeness or accuracy of any input data. The Wizest App does not consider assets, investment concentration, debt, or other accounts a Client may have outside of those managed by Wizest.

Wizest's use of algorithms to provide investment advisory services carries the risk that changes to an algorithm's code may not have the desired effect with respect to Client accounts, and there is no assurance that an algorithm will always work as intended or produce the optimal results. The algorithms used by Wizest are based on a number of assumptions about data. There is a risk that the algorithms and data input into the algorithms could have imperfections or malfunctions, which are often extremely difficult to detect. Some algorithm issues may go undetected for extended periods of time, and some may never be detected. Also, while algorithms use inputs based on historical observations, past performance does not guarantee future results.

The algorithms are reliant on data from third-party and other external sources. Wizest will use its discretion to determine what data to gather with respect to any strategy or method, which could have an impact on trading decisions. In addition, due to the automated nature of such data gathering and the fact that much of this data is externally sourced, not all desired or relevant data will be available to, or processed by, Wizest at all times.

Wizest's investment activities, strategies, algorithms, and technology could be severely compromised by system or component failure, telecommunications failure, power loss, a

software-related “system crash,” unauthorized system access, computer viruses and similar programs, fire or water damage, human errors in using or accessing relevant systems, or various other events or circumstances. It is not possible to provide comprehensive and foolproof protection against all such events, and no assurance can be given about the ability of applicable third parties to continue providing their services. Any event that interrupts such computer and/or telecommunications systems or operations could have a material adverse effect on Clients, including by preventing Wizest from trading, modifying, liquidating, and/or monitoring its Clients’ investments. In addition, Clients should be aware of the risk of attempted cyber-attacks and harm to technology infrastructure and data from misappropriation or corruption. Clients could be adversely impacted if Wizest, or the third parties on which it relies, is subject to a cyber-attack or other information security event. Although Wizest takes protective measures and modifies those measures as appropriate, our technology infrastructure could be vulnerable to unauthorized access, issues, computer viruses or other malicious code. In the case of events that interrupt Wizest’s technology infrastructure or operations, Wizest hopes to resume trading, modifying, liquidating, and/or monitoring its Clients’ investments as soon as possible, subject to any circumstances that are outside of Wizest’s control. In the case of severe business disruptions (e.g., regional power outage or loss of personnel), Wizest may not resume such activities for one or more business days because (among other things) such resumption is dependent on other critical business constituents and on the disruption’s nature or cause. Although the foregoing reflects Wizest’s objectives, no assurance can be given that these objectives will be met.

## Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. We have no disciplinary events to report.

## Item 10 - Other Financial Industry Activities and Affiliations

The Firm is not a registered broker-dealer and does not have an application pending to register as a broker-dealer. Furthermore, none of the Firm’s management or supervised persons is a registered representative of, nor has an application pending to register as a representative of, a broker-dealer.

The Firm is not a registered Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor and does not have an application pending to register as such. Furthermore, the Firm’s management and supervised persons are not registered as and do not have an application pending to register as an associated person of the foregoing entities.

### Other Material Relationships

The Firm does not have any arrangements that are material to its advisory business or its clients with a related person who is a broker-dealer, investment company, other investment advisor, financial planning firm, commodity pool operator, commodity trading adviser or futures

commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships other than those already disclosed herein.

### Other Investment Advisors

As mentioned previously in Item 4, the Firm's platform provides portfolios formulated by Investment Experts. The compensation the Firm provides Investment Experts is based upon a combination of factors, including the number of followers and the number of portfolios that the Investment Expert has provided.

The Firm evaluates all portfolios prior to accepting them onto the platform and reviews all portfolio changes prior to publishing on the change or communication to the platform. Clients subscribed to the platform can view background information on the suggested portfolio including information about the Investment Expert who created the portfolio.

Investment Experts may be registered with another investment adviser, but there is no affiliation between Wizest and other firms with which Investment Experts may be registered.

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

### Description of Code of Ethics

All employees of the Firm must act in an ethical and professional manner. In view of the foregoing and applicable provisions of relevant law, the Firm has adopted a Code of Ethics to specify and prohibit certain types of transactions deemed to create conflicts of interest (or the potential for or the appearance of such conflicts), and to establish reporting requirements and enforcement procedures relating to personal trading by the Firm's personnel. The Firm's Code of Ethics specifically deals with professional standards, insider trading, personal trading, gifts and entertainment, and fiduciary duties, establishes ideals for ethical conduct based upon fundamental principles of openness, integrity, honesty, and trust. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

### Participation or Interest in Client Transactions

The Firm does not recommend securities in which any related person may have a material financial interest.

### Proprietary and Simultaneous Trading

The Firm's affiliated persons may buy or sell securities in their own accounts that it has also recommended to clients. However, any purchase or sale of a security by an affiliated person will be subject to the Firm's fiduciary duty to client accounts. Firm personnel may buy or sell securities for themselves at or around the same time as the Firm's client accounts. In any instance where the same securities are bought or sold, the Firm will uphold its fiduciary duty by always transacting on behalf of the client before transacting for their own benefit. The Firm will always document any transactions that could be construed as conflicts of interest. To

mitigate or remedy any conflicts of interest or perceived conflicts of interest, the Firm will monitor personal trading reports for adherence to its Code of Ethics.

## Item 12 - Brokerage Practices

### Selection and Recommendation

As part of obtaining services from Wizest, clients must open and maintain an account with a broker-dealer who is also a qualified custodian. The Firm seeks to recommend a custodian/broker who will hold client assets and execute transactions on terms that, overall, are most advantageous when compared to other available providers and their services.

We consider a wide range of factors in selecting a custodian/broker-dealer including, among others the following:

- Timeliness of execution
- Clearance and settlement capabilities
- Ability to place trades in difficult market environments.
- Quality of account statements
- Research, execution facilitation, record keeping, custody and other “value-added” services provided.
- Frequency and correction of trading errors
- Financial condition and willingness to commit capital.
- Business reputation and integrity.

To this end, Wizest has established a custodial relationship with Apex Clearing Corporation. Apex Clearing Corporation will hold client assets in accounts established under the Client’s name and ownership. Wizest is independently owned and operated and is not affiliated with Apex Clearing Corporation. Wizest has determined that having Apex Clearing Corporation execute trades is consistent with its duty to seek “best execution” of client trades.

### Research and Other Soft-Dollar Benefits

The Firm does not receive “soft dollars.” Under “soft dollar” arrangements, one or more brokerage firms would provide or pay the costs of certain services, equipment, or other items. These soft dollar benefits are attributed to the investment advisor by reducing its expenses; however, the amount of the fee paid to the investment advisor by the client would not be reduced. Making allocations to brokerage businesses with soft dollar arrangements could enhance the ability to obtain research, optimal execution, and other benefits on behalf of clients.

### Brokerage for Client Referrals

We do not receive client referrals from Apex Clearing Corporation or any third-party in exchange for the consideration of broker-dealers or custodians for client securities transactions or accounts.

### Directed Brokerage

Clients are required to utilize our custodian Apex Clearing Corporation, a registered broker-dealer, and a member of FINRA and the SIPC, for brokerage, custody, and clearing. Not all investment adviser firms require the use of a particular broker-dealer or custodian. However, for operational, compliance, and efficiency purposes we have made the decision to provide all asset management services through one custodian. By requiring clients to use the specific custodian in which the Firm has approved, the Firm seeks to achieve “best execution” of client transactions. The Firm does not permit clients to direct the use of a particular brokerage firm.

### Trade Aggregation

Investment advisers may elect to purchase or sell the same securities for several clients at approximately the same time when they believe such action may prove advantageous to clients. This process is referred to as aggregating orders, batch trading or block trading. When instructing the broker-dealer/custodian to purchase or sell securities for your accounts, we do not aggregate, or block trade, orders. This may result in a higher or lower price for individual securities. Based on how we manage our portfolios, we do not believe that clients are disadvantaged and receive the best execution under the circumstances.

## Item 13 - Review of Accounts

### Periodic Reviews

Wizest reviews portfolios that undergo a change to ensure the portfolio composition remains consistent with the identified risk profile assigned to it and remains suitable for retail investors. These reviews are conducted when a change is made, or, if no changes have been made, at least annually. The platform generates recommendations or notices for clients that are invested in a manner that is inconsistent with their stated risk profile. The client, as the end user of the platform, will be making their own determinations of which portfolio is most suitable for them.

### Intermittent Review Factors

Intermittent reviews may be triggered by substantial market fluctuation or material changes in the market, economic or political environments. The Firm will review the portfolios and determine if the composition of the portfolios requires modification. Clients are notified of any modifications to the portfolios they have elected to replicate.

### Reports

Clients receive confirmations of purchases and sales in their accounts and will receive, at least quarterly, statements containing account information such as account value, transactions, and other relevant information. Confirmations and statements are prepared and delivered by the custodian. Clients should carefully review these account statements.

## Item 14 - Client Referrals and Other Compensation

### Economic Benefits from Others

The Firm does not receive an economic benefit (such as sales awards or other prizes) from any third party for providing investment advice or other advisory services to its clients. The Firm's advisers may attend events hosted by third parties with whom the Firm may or may not do business with, including fund managers, portfolio managers and others. These third parties may cover the cost of travel, lodging and meals for the advisers who travel to these events. The Firm does not accept any other economic benefits from these third parties.

### Compensation to Unaffiliated Third Parties

The Firm may compensate clients, Investment Experts, corporations, and other organizations for client referrals. The compensation paid to clients and other parties would be in the form of discounts, periodic fee-waiving, or credits that can be used to offset the cost of the Platform Subscription Fee. These referral arrangements, if entered into, will not result in higher costs for the referred clients.

Wizest has entered into marketing agreements whereby we have agreed to pay the counterparty a fixed fee for access to an organization's marketing channels.

## Item 15 - Custody

### Custodian of Assets

The Firm will not maintain physical possession of client funds and securities. Instead, the client's funds and securities are held by the Firm's qualified custodian Apex Clearing Corporation. While the Firm does not have physical custody of client funds or securities, payment of the Investment Management Fees may be paid from the custodial brokerage account that holds client funds pursuant to the client's account application and investment management agreement. Prior to permitting direct debit of fees, each client provides written authorization permitting fees to be paid directly from the custodian.

### Account Statements

We do not provide any account statements. Account statements will be provided, no less than quarterly, by Apex Clearing Corporation. When the client receives these statements, they should be reviewed carefully.

Users of the Wizest App who have opened one or more accounts are able to view the approximate value of their accounts as well as a summary of performance. Any data or displayed information does not purport to be any type of official account statement and should not be used or considered to be an account statement.

## Item 16 - Investment Discretion

The Firm manages client's accounts on a discretionary basis. Clients grant this authority upon execution of the Firm's Investment Advisory Agreement. Discretionary authority is for the purpose of rebalancing and updating the portfolio without the client's prior consultation. Additionally, we may use discretionary authority to align account holdings and portfolios more closely in your account with your stated risk tolerance or investment objectives.

The Firm's discretionary authority does not give authority to take or have possession of any assets in the client's account or to direct delivery of any securities or payment of any funds held in the account to the Firm. Furthermore, the Firm's discretionary authority by agreement does not allow it to direct the disposition of such securities or funds to anyone except the account owner(s).

## Item 17 - Voting Client Securities

As a matter of policy and practice, Wizest does not have any authority to and does not vote proxies on behalf of clients. Clients will receive proxies or other solicitations from the custodian and will retain the responsibility for voting proxies for all securities maintained in client portfolios. Furthermore, we will not take any action or render any advice with respect to any securities held in any client's accounts that are named in or subject to class action lawsuits. We will, however, forward to you (to the email address that we have on file) any information received by Wizest regarding class action legal matters or proxy solicitations.

## Item 18 - Financial Information

### Balance Sheet Requirement

We do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance; therefore, we are not required to include a balance sheet.

### Financial Condition

The Firm does not have any financial impairment or condition that would preclude the Firm from meeting contractual commitments to clients.

### Bankruptcy Petition

The Firm has not been the subject of a bankruptcy petition at any time during the last ten years.