

**DYNAMIC WEALTH GROUP, LLC**

**FORM ADV PART 2A**

**BROCHURE**

**Item 1 – Cover Page**

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This brochure provides information about the qualifications and business practices of Dynamic Wealth Group, LLC. If you have any questions regarding the contents of this brochure, please do not hesitate to contact our Chief Compliance Officer, by telephone at (513) 832-5385 or by email at [andrew.armstrong@dinsmorecomplianceservices.com](mailto:andrew.armstrong@dinsmorecomplianceservices.com). 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.

Dynamic Wealth Group, LLC is a registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training. Additional information about Dynamic Wealth Group, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

March 15, 2024

## **Item 2 – Material Changes**

Form ADV Part 2A requires registered Investment Advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since the initial brochure filing in April 2023, Dynamic Wealth Group, LLC has no material changes to report.

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## **Item 4 - Advisory Business**

### **A. Description of the Advisory Firm**

Dynamic Wealth Group, LLC (“DWG” or the “Firm”) is a limited liability company organized in the State of Delaware. DWG is an investment advisory firm registered with the United States Securities and Exchange Commission (“SEC”). Through the holding company LLAP Group, LLC, the primary owners of DWG are Bradley Barrie and David Johnson.

### **B. Types of Advisory Services**

#### Investment Advisory Services for Registered Funds

DWG provides investment advisory services to mutual fund which is registered under the Investment Company Act of 1940, as amended (the “Fund”). DWG continuously manages the Fund’s assets based on the investment goals and objectives as outlined in the Fund’s prospectus. Interested investors should refer to the Fund’s Prospectus and Statement of Additional Information for important additional information regarding objectives, investments, time horizon, risks, fees and additional disclosures. Prior to making an investment in the Fund, investors and prospective investors should carefully review those documents for a comprehensive understanding of the terms and conditions applicable for investment in the Fund.

#### Outsource Chief Investment Officer Services for Other Investment Advisers

DWG provides outsourced chief investment officer services (“OCIO”) to other investment advisers (“Investment Advisers”). DWG provides the OCIO services under the designated business name Dynamic Alpha Solutions. The OCIO services include: (i) the provision of model allocations, portfolio changes and related updates to Investment Advisers for DWG strategies (the “Strategies”); (ii) research services; and (iii) other related services. In providing the OCIO services DWG does not engage in sub-advisory or any portfolio management/trading activities for the Investment Advisers. Any trading activities and portfolio management activities for clients of the Investment Advisers remains solely the responsibility of the Investment Advisers.

DWG employs a ‘multi-dimensional approach’ to portfolio construction. This approach seeks to provide diversification beyond just asset classes by diversifying the underlying strategies. Besides the traditional strategic allocation, DWG includes tactical, alternative and multi-asset strategies in our Strategies. The goal of this diversification is to provide stronger overall performance in alignment with smaller drawdowns and an overall less volatile experience for the Investment Advisers and their clients.

### **C. Client-Tailored Advisory Services**

In providing OCIO services, DWG tailors the provision of such services to the custodial and related arrangements of the Investment Advisers. DWG maintains core Strategies for use at most custodians, but also provides customization when necessary. Situations where customization may be necessary include but are not limited to smaller custodians and broker dealers with limited investment options utilized by the Investment Advisers, as well as Investment Adviser provided restrictions (religious, philosophical or product related).

**D. Information Received From Investment Advisers**

DWG will not assume any responsibility for the accuracy of the information provided by Investment Advisers. DWG is not obligated to verify any information received from an Investment Adviser, and DWG is expressly authorized by the Investment Advisers to rely on such information provided.

**E. Assets Under Management**

DWG, as of 12/31/2023 has \$74,072,957 assets under management in the Fund.

**Item 5 - Fees and Compensation****A. Management Fee for Investment Management Services to the Fund**

The investment management and other fees applicable to the Fund are set forth in detail in the prospectus for the Fund.

**B. Management Fee for OCIO Services**Fees for the Provision of Asset Allocation Models and Investment Recommendations

DWG charges an annual fee for the provision of portfolio changes for the Strategies that is agreed upon with each Investment Adviser and set forth in an agreement executed by DWG and the Investment Adviser. If fixed, the fee will be specified on the fee schedule as set forth in the agreement executed by DWG and the Investment Adviser. The annual fixed fee for such services may range up to \$250,000. If based on a percentage of the total value of client assets serviced by the Investment Adviser, the annual percentage based for may range up to 3 basis points of such value. The periodic basis on which the fee is charged and the valuation processes may vary by Investment Adviser and is as set forth in the agreement between DWG and the specific Investment Adviser. Regardless of the above, the fees charged by DWG for the provision of portfolio changes for the Strategies is specific to each Investment Adviser and may vary substantially from the ranges provided above.

Fees for Research and Related Services

The fees charged by DWG for research and related services is determined on a case-by-case basis depending upon the specific services provided to the Investment Adviser. Generally, the fee for such services will be a flat fee, that is charged on a periodic basis that relates to the time period of the delivery of the research or related services.

**C. Other Types of Fees**

As provided above, DWG does not engage in trading activity and portfolio management for Investment Advisers. The Investment Advisers are responsible for the execution of any portfolio changes provided by DWG for the Strategies, and the execution or decision not to execute any portfolio changes provided by DWG is fully within the discretion of the Investment Advisers. If and to the extent that an Investment Adviser determines to execute trades in its clients' accounts the clients will incur fees and/or expenses that may include transaction charges and the fees/expenses charged by any custodian, mutual fund, ETF, transfer

taxes, odd lot differentials, exchange fees, interest charges, ADR processing fees, and any charges, taxes or other fees mandated by any federal, state or other applicable law, retirement plan account fees (where applicable), margin interest, brokerage commissions, mark-ups or mark-downs and other transaction-related costs, electronic fund and wire fees, and any other fees that reasonably may be borne by a brokerage account.

#### **D. Prepayment of Fees**

Upon the termination of an agreement with an Investment Adviser, DWG will issue a refund equal to any unearned fees for the remainder of any relevant period, to the extent applicable.

#### **E. Outside Compensation for the Sale of Securities or Other Investment Products to Clients**

DWG does not buy or sell securities and does not receive any compensation for securities transactions in any account. In the provision of services, DWG only earns those fees detailed above.

#### **The Fund**

As described above, DWG serves as the investment adviser to the Fund. In providing the OCIO services, DWG includes the Fund in the Strategies and otherwise as an investment to be utilized by the Investment Advisers. When Investment Advisers utilize the Fund in the management of their client portfolios the asset value of the Fund increases thereby increasing the investment management fees earned by DWG in providing investment advisory services to the Fund. Investment Advisers should be aware of the conflict of interest that this arrangement presents and that this may affect the judgment of DWG and its personnel when making recommendations.

#### **Global Capital Group, LLC**

David Johnson is the principal of Global Capital Group, LLC (“Global Capital”), an introducing broker (“IB”) registered with the Commodity Futures Trading Commission (“CFTC”). The Fund, pursuant to the advisory services provided by DWG, utilizes Global Capital for execution services. In executing transactions on behalf of the Fund Global Capital, and, therefore, David Johnson, receive normal and customary commissions. Due to this relationship, DWG and DWG personnel have an additional conflict of interest by including the Fund in the Strategies and otherwise as an investment to be utilized by the Investment Advisers. Investment Advisers should be aware of the conflict of interest that this arrangement presents and that this may affect the judgment of DWG and its personnel when making recommendations.

DWG addresses the above listed conflicts of interest by the disclosures made in this Brochure. In addition, DWG has adopted policies and procedures designed to mitigate these conflicts. As part of DWG’s fiduciary duty to its clients, DWG and its personnel endeavor at all times to put the interests of clients first, and recommendations to Investment Advisers will only be made to the extent that they are reasonably believed to be in the best interest of the specific Investment Adviser. In addition, Investment Advisers are under no obligation to accept or otherwise act upon the recommendations provided by DWG, including, but not limited to, the utilization by Investment Advisers of the Fund for their clients.

### **Item 6 - Performance-Based Fees and Side-by-Side Management**

DWG does not charge performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of a capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. DWG's fees are calculated as described in Item 5 above.

### **Item 7 - Types of Clients**

DWG offers OCIO services to Investment Advisers and investment advisory services to the Fund. DWG does not impose a minimum fee level to provide OCIO Services services to Investment Advisers. However, DWG does reserve the right to accept or decline a potential Investment Adviser as a client for any reason in its sole discretion.

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

#### **A. Methods of Analysis and Risk of Loss**

DWG, utilizing our multi-dimensional approach, builds portfolios around a baseline allocation of 40% strategic, 30% tactical and 30% alternative investments. This is only a baseline and can be adjusted based on the requirements of the Investment Adviser. We review fully built Strategies by reviewing quantitative and qualitative measures. Our focus in this analysis is seeking to ensure the Strategies achieve the dual goals of above benchmark returns with lower drawdown risk.

In selecting investments to fill the asset allocation we also use qualitative and quantitative measures. Investments are filtered quantitatively based on measures of risk and return that focus on consistent above market returns and generally lower drawdown risks (generally because sometimes adding more volatile holdings with low correlations can provide an overall improvement on the Strategy level). After filtering the list, the DWG's Investment Committee reviews investments qualitatively. This final level of holdings analysis consists of (but is not limited to) manager interviews, logical review of the Strategy, manager incentives (do they invest in the fund, how are they compensated) as well as overlap with existing holdings (from a risk/return/correlation/strategy perspective, not from an underlying holdings perspective). Once the proposed Strategy is put together it is reviewed in total to ensure that the end product meets the Investment Adviser's requirements.

Investing in securities involves a risk of loss. A client can lose all or a substantial portion of his/her investment. A client should be willing to bear such a loss. Some investments are intended only for sophisticated investors and can involve a high degree of risk.

#### **B. Material Risks Involved**

The following risk factors do not purport to be a complete list or explanation of the risks involved in an Investment Adviser implementing the Strategies or otherwise the OCIO services provided by DWG. These risk factors include only those risks we believe to be material, significant or unusual and relate to the Strategies, OCIO services, or methods of analysis employed by us.

An investment involves significant risks, and is suitable only for those persons who can bear the economic risk of the loss of their entire investment. There can be no assurances that the Strategies or OCIO services will achieve the investment objectives of the Investment Advisers and their clients. An investment carries with it the inherent risks associated with investments in publicly-traded stocks and bonds, options, and related instruments, including, without limitation, the risks described below.

**General Investment Risks.** Market movements are difficult to predict and are influenced by, among other things, government trade, fiscal, monetary and exchange control programs and policies; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and the inherent volatility of the marketplace. In addition, governments from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. The effects of governmental intervention may be particularly significant at certain times in the financial instrument and currency markets, and such intervention (as well as other factors) may cause these markets and related investments to move rapidly.

**Investment and Trading Risks.** All investments involve the risk of a loss of capital. No guarantee or representation is made that the Strategies will be successful, and investment results may vary substantially over time. The Strategies may utilize such investment techniques as option transactions, margin transactions, short sales and forward contracts, which practices can, in certain circumstances, maximize the adverse impact to which a client of an Investment Adviser may be subject.

**Equity Securities.** The value of equity securities are 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 are more volatile and more risky than some other forms of investment.

**Debt and Other Income Securities.** Fixed income securities are subject to interest rate, market and credit risk. Interest rate risk relates to changes in a security's value as a result of changes in interest rates generally. Even though such instruments are investments that may promise a stable stream of income, the prices of such securities are inversely affected by changes in interest rates and, therefore, are subject to the risk of market price fluctuations. In general, the values of fixed income securities increase when prevailing interest rates fall and decrease when interest rates rise. Because of the resetting of interest rates, adjustable rate securities are less likely than non-adjustable rate securities of comparable quality and maturity to increase or decrease significantly in value when market interest rates fall or rise, respectively. Market risk relates to the changes in the risk or perceived risk of an issuer, industry, country or region. Credit risk relates to the ability of the issuer to make payments of principal and interest. The values of income securities may be affected by changes in the credit rating or financial condition of the issuing entities. Income securities denominated in non-U.S. currencies are also subject to the risk of a decline in the value of the denominating currency relative to the U.S. dollar.

**High-Yield Securities.** High-yield securities are generally not exchange traded and, as a result, these instruments trade in a smaller secondary market than exchange-traded bonds. In addition, in providing the trade signals for the Strategies and/or OCIO services, we may provide advice to the Investment Advisers to invest in bonds of issuers that do not have publicly traded equity securities, making it more difficult to



hedge the risks associated with such investments. High-yield securities that are below investment grade or unrated face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer's inability to meet timely interest and principal payments. The market values of certain of these lower rated and unrated debt securities tend to reflect individual corporate developments to a greater extent than do higher-rated securities, which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher-rated securities. Companies that issue such securities are often highly leveraged and may not have available to them more traditional methods of financing. It is possible that a major economic recession could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, it is possible that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default of such securities.

**New Issues.** New issue investments offer the opportunity for significant appreciation; however, they are speculative and involve a high degree of risk. It is characteristic of the initial public offerings market that certain companies may be extremely successful, while a much higher percentage of new public companies fail. Thus, the risk of investing in initial public offerings is substantially greater than investing in the stock market as a whole.

**Investment Companies (Mutual Funds).** When an investor invests in mutual funds, the investor will bear additional expenses based on his/her pro rata share of the mutual fund's operating expenses, including the management fees. The risk of owning a mutual fund generally reflects the risks of owning the underlying investments the mutual fund holds.

**Exchange Traded Funds.** Exchange-traded funds ("**ETF**") are a type of investment security representing 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 and closed-end investment companies 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 ETF and closed-end fund shares 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 ETFs 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 ETF and closed-end fund shares also entails payment of brokerage commissions and other transaction costs.

**Convertible Securities.** Convertible securities ("**Convertibles**") are generally debt securities or preferred stocks that may be converted into common stock. Convertibles typically pay current income as either interest (debt security convertibles) or dividends (preferred stocks). A Convertible's value usually reflects both the stream of current income payments and the value of the underlying common stock. The market value of a Convertible performs like that of a regular debt security; that is, if market interest rates rise, the value of a Convertible usually falls. Since it is convertible into common stock, the Convertible generally has the same types of market and issuer risk as the underlying common stock. Convertibles that are debt

securities are also subject to the normal risks associated with debt securities, such as interest rate risks, credit spread expansion and ultimately default risk, as discussed below. Convertibles are also prone to liquidity risk as demand can dry up periodically and bid/ask spreads on bonds can widen significantly.

An issuer may be more likely to fail to make regular payments on a Convertible than on its other debt because other debt securities may have a prior claim on the issuer's assets, particularly if the Convertible is preferred stock. However, Convertibles usually have a claim prior to the issuer's common stock. In addition, for some Convertibles, the issuer can choose when to convert to common stock or can "call" (redeem) the Convertible. An issuer may convert or call a Convertible when it is disadvantageous for a client, causing the client to lose an opportunity for gain. For other Convertibles, an investor can choose when to convert the security to common stock or to put (sell) the Convertible back to the issuer. Because Convertible arbitrage also involves the short sale of underlying common stock, this strategy is also subject to stock-borrow risk, which is the risk that a client will be unable to sustain the short position in the underlying common shares.

**Derivative Investments.** Derivatives are financial contracts whose value depends on, or is derived from, an underlying product, such as the value of a securities index. The risks generally associated with derivatives include the risks that: (1) the value of the derivative will change in a manner detrimental to a client; (2) before purchasing the derivative, a purchaser will not have the opportunity to observe its performance under all market conditions; (3) another party to the derivative may fail to comply with the terms of the derivative contract; (4) the derivative may be difficult to purchase or sell; and (5) the derivative may involve indebtedness or economic leverage, such that adverse changes in the value of the underlying asset could result in a loss substantially greater than the amount invested in the derivative itself or in heightened price sensitivity to market fluctuations.

**Option Transactions.** The purchase or sale of an option involves the payment or receipt of a premium payment and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying investment for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying investment does not change in price in the manner expected, so that the option expires worthless and the investor loses its premium plus any fees associated with the transaction. Selling options, on the other hand, involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying investment in excess of the premium payment received. There is an unlimited risk of loss when selling options.

**Commodities.** Generally commodity prices fluctuate for many reasons, including changes in market and economic conditions or political circumstances (especially of key energy-producing and consuming countries), the impact of weather on demand, levels of domestic production and imported commodities, energy conservation, domestic and foreign governmental regulation (agricultural, trade, fiscal, monetary and exchange control), international politics, policies of OPEC, taxation and the availability of local, intrastate and interstate transportation systems and the emotions of the marketplace. The risk of loss in trading commodities can be substantial.

**Distressed Securities.** Distressed securities are the securities and other obligations of companies that are experiencing significant financial or business distress, including companies involved in bankruptcy or other

reorganization and liquidation proceedings. Although purchases of such securities may result in significant returns, they involve a substantial degree of risk and may not show any return for a considerable period of time. In fact, many of these securities and investments ordinarily remain unpaid unless and until the company reorganizes and/or emerges from bankruptcy proceedings, and as a result may have to be held for an extended period of time. A wide variety of considerations, including, for example, the possibility of litigation between participants in a reorganization or liquidation proceeding or a requirement to obtain mandatory or discretionary consents from various governmental authorities or others, may affect the value of these securities and investments. The uncertainties inherent in evaluating such investments may be increased by legal and practical considerations that limit the access to reliable and timely information concerning material developments affecting a company, or that cause lengthy delays in the completion of the liquidation or reorganization proceedings. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial distress is unusually high. In providing services to the Investment Advisers, there is no assurance that DWG will correctly evaluate the nature and magnitude of the various factors that could affect the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to the company in which an Investment Adviser invests for clients, the clients may lose their entire investment or may be required to accept cash or securities with a value less than the original investment.

**Interest Rate, Credit Default and Total Return Swaps.** Swap agreements are types of derivatives. Interest rate swaps involve the exchange by a party with another party of their respective commitments to pay or receive interest (for example, an exchange of floating rate payments for fixed-rate payments). In interest rate swap transactions, there is a risk that yields will move in the direction opposite of the direction anticipated by a party, which would cause the party to make payments to its counterparty in the transaction that could adversely affect that party's investment performance. In a credit default swap transaction, the buyer of the swap receives credit protection, whereas the seller of the swap guarantees the credit worthiness of an entity. In addition to the risks applicable to swaps generally, credit default swap transactions involve special risks because they are difficult to value, are highly susceptible to liquidity and credit risk, and generally pay a return to the party that has paid the premium only in the event of an actual default by the issuer of the underlying obligation (as opposed to a credit downgrade or other indication of financial difficulty). Total return swap transactions involve the exchange by a party with another party to pay or receive the total return of a defined asset in return for receiving or paying a stream of cash flows. In total return swap transactions, there are the risks that the counterparty will default on its payment obligation to the other party in the transaction and that the party will not be able to meet its obligations to the counterparty in the transaction.

**Depository Receipts Risks.** Depository Receipts are generally subject to the same sort of risks as direct investments in a foreign country, such as currency risk, political and economic risk, because their values depend on the performance of a foreign security denominated in its home currency.

**Non-U.S. Exchanges and Markets.** Trading on non-U.S. exchanges and markets may involve certain risks not applicable to trading on U.S. exchanges and is frequently less regulated. For example, certain of those exchanges may not provide the same assurances of the integrity (financial and otherwise) of the marketplace and its participants, as do U.S. exchanges. There also may be less regulatory oversight and supervision by the exchanges themselves over transactions and participants in such transactions on those exchanges. Some

non-U.S. exchanges, in contrast to U.S. exchanges, are “principals’ markets” in which performance is the responsibility only of the individual member with whom the trader has dealt and is not the responsibility of an exchange or clearing association. Furthermore, trading on certain non-U.S. exchanges may be conducted in such a manner that all participants are not afforded an equal opportunity to execute certain trades and may also be subject to a variety of political influences and the possibility of direct government intervention. Investment in non-U.S. markets would also be subject to the risk of fluctuations in the exchange rate between the local currency and the dollar and to the possibility of exchange controls. Foreign brokerage commissions and other fees are also generally higher than in the United States.

**Currency Risk.** The value of an account may be affected favorably or unfavorably by the changes in currency rates and exchange control regulations. Some currency exchange costs may be incurred when changing investments from one country to another. Currency exchange rates may fluctuate significantly over short periods of time. They generally are determined by the forces of supply and demand in the respective markets and the relative merits of investments in different countries, actual or perceived changes in interest rates and other complex factors, as seen from an international perspective. Currency exchange rates can also be affected unpredictably by intervention by governments or central banks (or the failure to intervene) or by currency controls or political developments.

**Emerging Markets.** The securities markets of emerging countries are generally smaller, less developed, less liquid, and more volatile than the securities markets of the U.S. and developed foreign markets. Disclosure and regulatory standards in many respects are less stringent than in the United States and developed foreign markets. Accounting and auditing standards in many markets are different, and sometimes significantly differ from those applicable in the United States or Europe. There is substantially less publicly available information about companies located in emerging markets than there is about companies in other more developed jurisdictions. There also may be a lower level of monitoring and regulation of securities markets in emerging market countries and the activities of investors in such markets and enforcement of existing regulations has been extremely limited.

Many emerging countries have experienced substantial, and in some periods extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates have had and may continue to have very negative effects on the economies and securities markets of certain emerging countries. Economies in emerging markets generally are heavily dependent upon international trade and, accordingly, have been and may continue to be affected adversely by trade barriers, exchange controls, managed adjustments in relative currency values, and other protectionist measures imposed or negotiated by the countries with which they trade. The economies of these countries also have been and may continue to be adversely affected by economic conditions in the countries with which they trade. The economies of countries with emerging markets may also be predominantly based on only a few industries or dependent on revenues from particular commodities. In addition, custodial services and other costs relating to investment in foreign markets may be more expensive in emerging markets than in many developed foreign markets, which could reduce the income from such securities.

In many cases, governments of emerging countries continue to exercise significant control over their economies, and government actions relative to the economy, as well as economic developments generally, may affect the capacity of issuers of emerging country debt instruments to make payments on their debt

obligations, regardless of their financial condition. In addition, there is a heightened possibility of expropriation or confiscatory taxation, imposition of withholding taxes on interest payments, or other similar developments that could affect investments in those countries. There can be no assurance that adverse political changes will not cause an investor to suffer a loss of any or all of its investments and, in the case of fixed-income securities, interest thereon. Many of these countries lack the legal, structural and cultural basis for the establishment of a dynamic, orderly, market-oriented economy.

**Short Selling.** Short selling involves selling securities that are not owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows an investor to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. However, because the borrowed securities must be replaced by purchases at market prices in order to close out the short position, any appreciation in the price of the borrowed securities would result in a loss upon such repurchase. Shortselling exposes investors to unlimited risk with respect to that security due to the lack of an upper limit on the price to which an instrument can rise.

**OTC Transactions.** For securities traded “over the counter” (“*OTC*”), in general there is less governmental regulation and supervision in the OTC markets than of transactions entered into on an organized exchange. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, will not be available in connection with OTC transactions. This exposes an investor to the risks that a counterparty will not settle a transaction because of a credit or liquidity problem or because of disputes over the terms of the contract. Therefore, to the extent that an investor engages in trading on OTC markets, the investor could be exposed to greater risk of loss through default than if it confined its trading to regulated exchanges.

**Cybersecurity Risk.** Cybersecurity risk entails unauthorized access to the systems and networks of DWG and its service providers. The computer systems, networks and devices used by DWG and service providers to us and our clients to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks or devices potentially can be breached. A client could be negatively impacted as a result of a cybersecurity breach. Cybersecurity breaches can include unauthorized access to systems, networks or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow or otherwise disrupt operations, business processes or website access or functionality. Cybersecurity breaches cause disruptions and impact business operations and our ability to provide the OCIO services.

**Alternative Investments Risk.** Investing in alternative investments is speculative, not suitable for all clients, and intended for experienced and sophisticated investors who are willing to bear the high economic risks of the investment, which can include:

- loss of all or a substantial portion of the investment due to leveraging, short-selling or other speculative investment practices;
- lack of liquidity in that there may be no secondary market for the investment and none expected to develop;

- volatility of returns;
- restrictions on transferring interests in the investment;
- potential lack of diversification and resulting higher risk due to concentration of trading authority when a single adviser is utilized;
- absence of information regarding valuations and pricing;
- delays in tax reporting;
- less regulation and higher fees than mutual funds;
- risks associated with the operations, personnel, and processes of the manager of the funds investing in alternative investments.

**Whipsaw Risk.** Tactical strategies can be subject to whipsaw risk. Whipsaw risk occurs when markets recover quickly while a strategy still remains invested in defensive assets such as cash, cash equivalents, fixed income instruments and bond funds, thereby not participating in the market's recovery.

**Strategy Risk.** The principal risk of Investment Advisers utilizing the Strategies is that the Strategies will not be successful. There is no assurance that the Strategies will enable the the Investment Advisers to achieve the investment objectives of their clients.

### **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 a client's evaluation of the adviser and the integrity of the adviser's management. DWG has no information applicable to this Item.

### **Item 10 – Other Financial Industry Activities and Affiliations**

DWG is not registered as a broker-dealer, and DWG does not have any application pending to register with the SEC as a broker-dealer. See Item 5 above for a description of David Johnson's principal status with Global Capital and the execution activities of Global Capital for the Fund.

### **Item 11 – Code of Ethics, Participation or Interest in Client Transactions**

#### **A. Description of Code of Ethics**

DWG has a Code of Ethics (the "Code") which requires DWG's employees ("supervised persons") to comply with their legal obligations and fulfill the fiduciary duties owed to the Firm's clients. Among other things, the Code of Ethics sets forth policies and procedures related to conflicts of interest, outside business activities, gifts and entertainment, compliance with insider trading laws and policies and procedures governing personal securities trading by supervised persons.

Personal securities transactions of supervised persons present potential conflicts of interest with the price obtained in client securities transactions or the investment opportunity available to clients. The Code addresses these potential conflicts by prohibiting securities trades that would breach a fiduciary duty to a client and requiring, with certain exceptions, supervised persons to report their personal securities holdings and transactions to DWG for review by the Firm's Chief Compliance Officer. The Code also requires

supervised persons to obtain pre-approval of certain investments, including initial public offerings and limited offerings.

DWG will provide a copy of the Code of Ethics to any client or prospective client upon request.

### **Item 12 – Brokerage Practices**

In providing OCIO services DWG does not engage in trading activities and, therefore, does not engage in the selection of custodians and/or broker-dealers. The selection of custodians and/or broker-dealers for the execution of transactions and the maintenance of the accounts for the clients of the Investment Advisers is the responsibility of the Investment Advisers.

### **Item 13 – Review of Accounts**

As described in Item 4, above, DWG provides OCIO services to Investment Advisers, and those services are customized to the custodial and related arrangements of each Investment Adviser. DWG engages in ongoing reviews of the OCIO services provided to each Investment Adviser so as to ensure the services are delivered in accordance with the agreement between the Investment Adviser and DWG, as well as the custodial and related arrangements of the Investment Adviser.

### **Item 14 – Client Referrals and Other Compensation**

DWG does not receive economic benefits from non-clients for providing investment advice and other advisory services. Neither DWG nor any of our related persons, directly or indirectly, compensate any person who is not a supervised person for Investment Adviser referrals.

### **Item 15 – Custody**

As described above in Item 4 and Item 12, DWG does not engage in trading activities for Investment Advisers or the clients of Investment Advisers and, therefore, does not engage in the selection of custodians and/or broker-dealers. The selection of custodians and/or broker-dealers for the execution of transactions and the maintenance of the accounts for the clients of the Investment Advisers is the responsibility of the Investment Advisers and their clients.

### **Item 16 – Investment Discretion**

In providing the OCIO services to Investment Advisers DWG does not have discretionary authority or any accounts of Investment Advisers or their clients. All advisory services provided by DWG to Investment Advisers is provided on a non-discretionary basis.

### **Item 17 – Voting Client Securities**

DWG does not accept the authority to and does not vote proxies on behalf of the Investment Advisers and/or the clients of the Investment Advisers. The Investment Advisers and/or the clients of the Investment

Advisers retain the responsibility for receiving and voting proxies for all and any securities maintained in Investment Adviser client portfolios.

### **Item 18 – Financial Information**

DWG is not required to disclose any financial information pursuant to this item due to the following:

- a) DWG does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of rendering services;
- b) DWG is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts; and
- c) DWG has never been the subject of a bankruptcy petition.

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