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FORM ADV PART 2A. BROCHURE

February 26, 2024

This brochure provides information about the qualifications and business practices of Foundation Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at 610-548-7170. 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 Foundation Wealth Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Foundation Wealth Management, LLC is 168270.

Foundation Wealth Management, 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.

ITEM 2: MATERIAL CHANGES

Since the last filing, dated March 20, 2023, Foundation Wealth Management has not made any material changes to this brochure.

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Advisory Business

Form ADV Part 2A, Item 4

Foundation Wealth Management, LLC (“FWM” or “the Firm”) is registered with the United States Securities & Exchange Commission (“SEC”).

Listed below are the firm’s principal owners (i.e. those individuals and or entities controlling 25% or more of this company).

- Paul Andrew LaViola, Wealth Manager & Partner (CRD Number 3068433), Founding Member, Managing Member .
- Stephen Mark McDade, Wealth Manager & Partner (CRD No. 4309796) Founding Member, Chief Compliance Officer

The firm is not publicly owned or traded. There are no indirect owners of the firm or intermediaries, which have any ownership interest in the firm. Client assets are managed on an individualized basis. Clients may impose restrictions on their accounts. The firm does not sponsor any wrap programs. As of December 31, 2023, the firm had \$167,273,412 assets under management, all of which were managed on a discretionary basis.

Investment Management and Wealth Management Services

Foundation Wealth Management manages client investment portfolios on a discretionary and/or non-discretionary basis. In addition, FWM may provide clients with wealth management services which may include a broad range of comprehensive financial planning and consulting services.

FWM will work with the Client to determine the Client’s investment objectives, tax situation, and ability and willingness to assume risk. FWM will evaluate the Client’s existing investments, if requested to do so. FWM will allocate the Client’s account among various asset classes taking into consideration the overall investment allocation agreed to by the Client.

FWM primarily recommends portfolios consisting of mutual funds offered, in addition to exchange traded funds (ETFs), individual fixed income securities, certificates of deposit, and individual equity securities as well as the securities components of variable annuities and variable life insurance contracts, in accordance with the investment objectives of its clients.

Clients may also engage FWM to advise on certain investment products that are not maintained at their primary custodian. In these situations, FWM directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product’s provider.

FWM tailors its advisory services to meet the needs of its individual clients and continuously seeks to ensure that client portfolios are managed in a manner consistent with their specific investment profiles. FWM consults with clients on an initial and ongoing basis to determine their specific risk tolerance, time horizon, liquidity constraints and other qualitative factors relevant to the management of their portfolios. Clients are advised to promptly notify FWM if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if FWM determines, in its sole discretion, the conditions would not materially impact the

performance of a management strategy or prove overly burdensome to the Firm's management efforts.

FWM acts as a fee-only investment advisor for Clients who contract with FWM for investment advisory services. FWM does not receive any commissions or other income in connection with acting as the Client's investment advisor. See summary of services below:

- Discover and help prioritize Client's short and long-term goals.
- Gather and organize Client's data and documents.
- Analyze Client's financial condition, challenges and opportunities as they relate to the goals of the Client.
- Develop an investment strategy that attempts to balance Client's goals and tolerance for volatility.
- Help Client with financial implications of life transitions that Client is and expects to be experiencing.
- Provide written recommendations and alternatives to help Client achieve stated goals.
- Help to implement financial decisions.
- Provide ongoing financial advice and counsel.
- Meet periodically with Client to review goals and progress.
- Asset management services. (see below)
 - Develop investment guidelines and approach.
 - Investment selection and execution of trades.
 - Periodic reporting.
 - Re-balance the portfolio
 - Re-allocate the portfolio due to changes in the economy, of the Client's objectives, or performance of the mutual fund manager selected.
 - Tax loss harvesting (where appropriate).

Fees and Compensation

Form ADV Part 2A, Item 5

Investment Management and Wealth Management Fees

FWM charges a flat advisory fee for all accounts open after January 1, 2015. The maximum fee is \$12,000 per year, which annual fee is deducted quarterly in equal installments of \$3,000 per quarter in advance of the quarter. FWM also charges a minimum fee of \$8,000 per year, which will be billed at \$2,000 per quarter. FWM, in its sole discretion, may negotiate to charge a lesser fee based upon certain criteria (see "Fee Discretion" below). Initial charges will be pro-rated for the current quarter. Client accounts opened prior to January 1, 2015 may be subject to an asset-based fee schedules that was in place at the time that such accounts were opened.

FWM advisory fees will be withdrawn directly from the Client's account held by an independent custodian

(e.g., Charles Schwab & Co., Inc.). However, the following criteria must be met when the custodian makes payment:

- The Client must provide written authorization permitting the fees to be paid directly from the clients account held by independent custodian.
- The custodian agrees to send the client a statement directly, at least quarterly, indicating all the amounts disbursed from the account including the amount of advisory fees paid directly to FWM. The custodian of the account is advised in writing of the limitation on FWM's access to the account. FWM does not and will not have custody of clients funds and securities
- FWM or the custodian will send to the Client an invoice or account statement showing the amount of the fee. FWM advises the client that it is the clients responsibility to verify the accuracy of the fee calculation and that the custodian will not determine whether the fee is properly calculated.
- FWM shall only utilize the custodial services of the "Qualified Custodian".

All fees paid to Foundation Wealth Management, LLC for financial planning and advisory services are completely separate and distinct from the fees and expenses charged by the mutual fund or ETF. These fees and expenses are described in each fund's prospectus.

Termination of Investment Advisory Services

Client may terminate FWM advisory services without penalty within (5) business days of signing the investment advisory agreement. In all other situations, the investment advisory agreement is effective for one year and shall be automatically renewed for successive one year terms unless terminated by either the Client or FWM within thirty (30) days written notice. Upon proper notice, any unearned fees Client has paid to FWM will be refunded pro-rata based upon the number of days remaining in the current quarter.

If Client transfers all assets to another custodian or removes FWM as the designated investment advisor with the current custodian, the advisory agreement in force will be deemed terminated without proper notice and no refund of fees will be required. FWM in its sole discretion may choose to refund fees as if proper notice was given.

Fee Discretion

FWM, in its sole discretion, may negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention and pro bono activities. In no event will the fees charged to a customer's account exceed the limitations imposed by applicable laws and regulations prohibiting "excessive fees."

Additional Fees and Expenses

In addition to the advisory fees paid to FWM, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "Financial Institutions"). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the

fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees and other fees and taxes on brokerage accounts and securities transactions. These charges are the responsibility of the clients, and are not included in or deducted from the fees charged by FWM. The Firm's brokerage practices are described at length in Item 12, below.

Account Additions and Withdrawals

Clients may make additions to and withdrawals from their account at any time. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to FWM, subject to the usual and customary securities settlement procedures. However, FWM designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. FWM may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e., contingent deferred sales charge) and/or tax ramifications.

Performance-Based Fees and Side-By-Side Management

Form ADV Part 2A, Item 6

Foundation Wealth Management, LLC does not base fees on any capital gains or upon any appreciation of capital assets. In other words, no performance fees will be charged by the firm to the client.

Types of Clients

Form ADV Part 2A, Item 7

FWM offers investment and wealth management services and financial planning consulting services to Individuals and high net worth individuals. In general, the minimum initial capital investment for separately managed accounts \$2,000,000. FWM also works with certain types of pre-retirement aged customers with initial capital investment accounts below \$2,000,000, if such customers satisfy FWM's criteria. FWM reserves the right to reduce the minimum initial capital investment for customers on a case by case basis, subject to negotiation of fees and conditions.

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

Fundamental Analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Asset Allocation. Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Mutual Fund and/or ETF Analysis. We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Investment Strategies

Typically, FWM allocates client investment assets among various no-load mutual funds, ETFs and fixed income securities, on a non-discretionary and discretionary basis in accordance with the client's designated investment objective(s).

FWM's investment approach is firmly rooted in the belief that markets are efficient and that investor returns are determined principally by asset allocation decisions, not by market timing or stock picking. FWM focuses on developing diversified portfolios, principally through the use of actively and passively managed, asset class mutual funds and ETFs (e.g., iShares, index funds, commodities, bonds, and domestic and international equity). With respect to fixed income securities, FWM may purchase corporate bonds or municipal bonds. Corporate bonds are debt securities that generally pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity, in the case of zero-coupon bonds, do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. Municipal Bonds are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds, however, because of a municipal bond's tax-favored status, the relative after-tax return is comparable and sometimes favorable to the after-tax return on other fixed income investments, depending on the investor's tax bracket. Investing in corporate and municipal bonds carries risks that are discussed more fully below.

FWM may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year);
- Short Term Purchases (securities sold within a year); and
- Options (contract for the purchase or sale of a security at a predetermined price during a specific period of time).

Material Risks Involved

All investing strategies we offer involve risk and may result in a loss of your original investment which you should be prepared to bear. Many of these risks apply equally to stocks, bonds, commodities and any other investment or security. Material risks associated with our investment strategies are listed below.

Market Risk: Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

Strategy Risk: The Adviser's investment strategies and/or investment techniques may not work as intended.

Small and Medium Cap Company Risk: Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the client's portfolio.

Limited markets: Certain securities may be less liquid (harder to sell or buy) and their prices may at times be more volatile than at other times. Under certain market conditions we may be unable to sell or liquidate investments at prices we consider reasonable or favorable, or find buyers at any price.

Concentration Risk: Certain investment strategies focus on particular asset-classes, industries, sectors or types of investment. From time to time these strategies may be subject to greater risks of adverse developments in such areas of focus than a strategy that is more broadly diversified across a wider variety of investments.

Interest Rate Risk: Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

Legal or Legislative Risk: Legislative changes or Court rulings may impact the value of investments, or the securities' claim on the issuer's assets and finances.

Inflation: Inflation may erode the buying-power of your investment portfolio, even if the dollar value of your investments remains the same.

Risks Associated with Securities

Apart from the general risks outlined above which apply to all types of investments, specific securities may have other risks.

Common stocks may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

Mutual Funds and ETFs. An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss. Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary

market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Real Estate Investment Trusts. FWM may recommend an investment in, or allocate assets among, various REITs, the shares of which exist in the form of either publicly traded or privately placed securities. REITs are collective investment vehicles with portfolios comprised primarily of real estate and mortgage related holdings. Many REITs hold heavy concentrations of investments tied to commercial and/or residential developments, which inherently subject REIT investors to the risks associated with a downturn in the real estate market. Investments linked to certain regions that experience greater volatility in the local real estate market may give rise to large fluctuations in the value of the vehicle's shares. Mortgage related holdings may give rise to additional concerns pertaining to interest rates, inflation, liquidity and counterparty risk.

Bank Obligations including bonds and certificates of deposit may be vulnerable to setbacks or panics in the banking industry. Banks and other financial institutions are greatly affected by interest rates and may be adversely affected by downturns in the U.S. and foreign economies or changes in banking regulations.

Options and other derivatives carry many unique risks, including time-sensitivity, and can result in the complete loss of principal.

Corporate Bonds are debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero-coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on such factors as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater their interest rates risk.

Municipal Bonds are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investors should compare the relative after-tax return to the after-tax return on other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, reinvestment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk.

Disciplinary Information

Form ADV Part 2A, Item 9

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Foundation Wealth Management or the integrity of our management. We have no information applicable to this Item.

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

We do not have other financial industry activities or affiliations.

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

Form ADV Part 2A, Item 11

The firm has adopted a written Code of Ethics in compliance with SEC rule 204A-1. The code sets forth standards of conduct and required compliance with federal securities laws. Our code also addresses personal trading and requires our personnel to report their personal securities holdings and transactions to the Chief Compliance Officer of the firm. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

Firm or a related person thereof may buy or sell for itself, himself or herself securities that are also recommended to clients. Full disclosure would be made of any conflict of interest situation.

Brokerage Practices

Form ADV Part 2A, Item 12

For the selection of custodians and/or Broker/Dealers, our general guiding principle is to obtain the best overall execution for each client in each trade, which is a combination of price and execution. With respect to execution, we consider a number of judgmental factors, including, without limitation, the actual handling of the order, the ability of the broker to settle the trade promptly and accurately, the financial standing of the broker, the ability of the broker to position stock to facilitate execution, our past experience with similar trades and other factors that may be unique to a particular order.

We use discount brokers for mutual fund trades. For bonds and stocks we seek out low commission rates and good execution of trades resulting in reasonable net cost or proceeds from sale.

Foundation Wealth Management ("FWM") generally recommends that clients utilize the brokerage and clearing services of Charles Schwab & Co., Inc. ("Schwab"). Schwab, a member of SIPC, is an unaffiliated SEC-registered broker-dealer and member of the Financial Industry Regulatory Authority ("FINRA"). Schwab offers services to independent investment advisers which include custody of securities, trade execution, clearance and settlement of transactions. FWM receives some benefits from Schwab through its participation in the program.

FWM participates in Schwab's customer program and we may recommend Schwab to our clients for custody and brokerage services. There is no affiliation between FWM and Schwab and our firm's participation in the program does not influence the investment advice we give to our clients, although we receive economic benefits through our participation in the program that are typically not available to Schwab retail investors.

These financial benefits include the following products and services (provided without cost or at a discount); duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain Institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to FWM by third party vendors.

Some of the products and services made available by Schwab through the program may benefit FWM but may not benefit our client accounts. These products or services may assist us in managing and administering client accounts, including accounts not maintained at Schwab. Other services made available by Schwab are intended to help FWM manage and further develop its business enterprise. The benefits received by FWM or our personnel through participation in the program do not depend on the amount of brokerage transactions directed to Schwab.

As part of its fiduciary duties to clients, FWM endeavors at all times to put the interests of its clients first. FWM believes that Schwab provides favorable execution, pricing, and other benefits for clients. Clients should be aware, however, that the receipt of economic benefits by FWM or our related persons in and of itself creates a potential conflict of interest and may indirectly influence our choice or recommendation of Schwab for custody and brokerage services.

Review of Accounts

Form ADV Part 2A, Item 13

Foundation Wealth Management Agreement (Underlying investments or review of accounts)

Reviews: While the underlying securities within Foundation Wealth Management Clients' accounts are continually monitored, these accounts are reviewed at least quarterly. The review process includes: comparing the current asset allocation to the recommended asset allocation and evaluating the need for rebalancing or tax management activities. Additional account reviews may be triggered by a specific client request, deposit or withdrawal of client funds, or a change in the client's stated goals or objectives. These accounts are reviewed by: Paul LaViola and Stephen McDade.

Reports: Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time-to-time or as otherwise requested, clients may also access FWM's proprietary electronic client portal, which contains client's account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with the information provided by Foundation Wealth Management's portal.

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

We do not receive any economic benefit, directly or indirectly from any third party for advice rendered to our clients. Nor do we directly or indirectly compensate any person who is not advisory personnel for client referrals.

Custody

Form ADV Part 2A, Item 15

FWM does not exercise custody over any client's assets. Clients must open an account(s) with a "Qualified Custodian," as that term is defined by Rule 206(4)-2 of the Securities & Exchange Commission rules. A client should receive at least quarterly statements from the client's Qualified Custodian (e.g., broker-dealer, bank, etc.) that holds and maintains client's investment assets. We urge you to carefully review such statements and compare such official custody records to the account information that we may provide to you through the client portal. Our client account information may vary from the custodian's statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Investment Discretion

Form ADV Part 2A, Item 16

Foundation Wealth Management manages client portfolios on a discretionary or non-discretionary basis, depending upon the Client. For discretionary accounts, FWM exercises discretion over the assets in the Client's account, and may engage in transactions in the account for the Client's benefit without the Client's prior consent. For non-discretionary accounts, the Client must consent to all transactions in the account, which consent will be documented by the investment advisor before securities are purchased or sold.

Voting Client Securities

Form ADV Part 2A, Item 17

The firm does not vote proxy statement on behalf of advisory clients. Proxy voting materials are forwarded directly to the client by the custodian.

Financial Information

Form ADV Part 2A, Item 18

No financial reporting is required due to the fact that:

- The firm does not require prepayment of fees more than six months in advance
- The firm has not filed a Petition in bankruptcy
- The firm is not in a precarious financial position