

## Item 1 – Cover Page

**JIR Ventures Group Inc.**

Private Residence

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

Date of Disclosure Brochure: June 2019

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This disclosure brochure provides information about the qualifications and business practices of JIR Ventures Group Inc. (also referred to as the firm and JIR Ventures Group throughout this disclosure brochure). If you have any questions about the contents of this disclosure brochure, please contact Basel Aljiroudy at [b.jiroudy@jirventures.com](mailto:b.jiroudy@jirventures.com). The information in this disclosure brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about JIR Ventures Group is also available on the Internet at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can view the firm's information on this website by searching for JIR Ventures Group Inc. or the firm's CRD number 300708.

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

\*\* JIR Ventures Group provides investment advisory services through its interactive website at [www.jirventures.com/advisory](http://www.jirventures.com/advisory)

## **Item 2 – Material Changes**

JIR Ventures Group is a newly registered investment adviser, and this disclosure brochure dated June 2019 is the first disclosure brochure prepared by the firm. In the future, this item will discuss only specific material changes that are made to the disclosure brochure and provide readers with a summary of such changes. We will also reference the date of the last annual update of this disclosure brochure.

The firm will ensure that you receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after the firm's fiscal year ends. The firm's fiscal year ends on December 31, so you will receive the summary of material changes no later than April 30 each year. At that time, we will also offer or provide a copy of the most current disclosure brochure. We may also provide other ongoing disclosure information about material changes as necessary.

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#### **Item 4 – Advisory Business**

JIR Ventures Group is an investment adviser registered with the United States Securities and Exchange Commission (“SEC”) and is a corporation formed under the laws of the State of Delaware.

- Basel Aljiroudy is the Chief Compliance Officer (CCO) of JIR Ventures Group. Basel Aljiroudy owns 100.00% of JIR Ventures Group.
- JIR Ventures Group filed its initial application to become registered as an investment adviser in June 2019.

#### **Introduction**

The investment advisory services of JIR Ventures Group are provided to you through an appropriately licensed and qualified individual who is an investment adviser representative of JIR Ventures Group (referred to as your investment adviser representative throughout this brochure) via our interactive website.

#### **Description of Advisory Services**

The following are descriptions of the primary advisory services of JIR Ventures Group. Please understand that a written agreement, which details the exact terms of the service, must be signed by you and JIR Ventures Group before the firm can provide you the services described below.

**Asset Management Services** – JIR Ventures Group offers asset management services via its interactive website, which involves JIR Ventures Group providing you with continuous and ongoing supervision over your specified accounts through its online, algorithm-based software.

JIR Ventures Group specializes in providing asset management services to a limited portion of a client’s overall portfolio, for purposes of implementing a hedging strategy and/or other strategies meant to protect the client’s wealth and mitigate certain risks that could be present in the portion of the client’s portfolio **not** managed by JIR Ventures Group. For example, an individual invested mainly in non-US markets can engage JIR Ventures Group to manage the client’s US-based investment account with a goal of using the US-based account to hedge against risks in the client’s overseas portfolio, which is not managed by JIR Ventures Group. JIR Ventures Group refers to this as “political hedging,” i.e. buying gold or oil using market timing analytics, to hedge against regional/political risks which are not tied to the client’s specific portfolio.

Our asset management services are generally intended to protect, rather than increase, a client’s wealth.

To the extent, cash remains in an account managed by JIR Ventures Group but is not currently utilized by the hedge (“idle cash”), we will manage such idle cash using an ETF/Stock-Based enhanced indexing strategies by marketing timing and underweighting/overweighting certain sectors relative to their position in the benchmark index.

You must appoint the firm as your investment adviser of record on specified accounts (collectively, the “Account”). The Account consists only of separate account(s) held by qualified custodian(s) under your JIR Ventures Group Inc.

name. The qualified custodians maintain physical custody of all funds and securities of the Account, and you retain all rights of ownership (e.g., right to withdraw securities or cash, exercise or delegate proxy voting and receive transaction confirmations) of the Account.

The Account is managed based on your financial situation, investment objectives and risk tolerance. Via our algorithm-based interactive website, JIR Ventures Group actively monitors the Account and provides advice regarding buying, selling, reinvesting or holding securities, cash or other investments of the Account.

The firm will need to obtain certain information from you to determine your financial situation and investment objectives. You will input this information into our interactive website. You will be responsible for notifying the firm via the interactive website of any updates regarding your financial situation, risk tolerance or investment objective and whether you wish to impose or modify existing investment restrictions; however, the firm will contact you at least annually to discuss any changes or updates regarding your financial situation, risk tolerance or investment objectives. The firm is always reasonably available to consult with you relative to the status of your Account via the interactive website, but due to the nature of our internet-based advisory services the firm is not available for in person meetings or consultations. You have the ability to impose reasonable restrictions on the management of your accounts, including the ability to instruct the firm not to purchase certain securities.

It is important that you understand that we manage investments for other clients and may give them advice or take actions for them or for our personal accounts that is different from the advice we provide to you or actions taken for you. The firm is not obligated to buy, sell or recommend to you any security or other investment that it may buy, sell or recommend for any other clients or for its own accounts.

Conflicts may arise in the allocation of investment opportunities among accounts that the firm manages. We strive to allocate investment opportunities believed to be appropriate for your account(s) and other accounts advised by our firm among such accounts equitably and consistent with the best interests of all accounts involved. However, there can be no assurance that a particular investment opportunity that comes to our attention will be allocated in any particular manner. If the firm obtains material, non-public information about a security or its issuer that it may not lawfully use or disclose, the firm has absolutely no obligation to disclose the information to any client or use it for any client's benefit.

### **Specialization**

JIR Ventures Group specializes in providing limited scope advisory services to Retail Investors (Individuals), Qualified Investors and Businesses via its interactive website. JIR Ventures Group's asset management services are not intended to manage a client's entire external portfolio (which is not managed by JIR Ventures Group), but rather to utilize hedging and other investment strategies within the portfolio managed by JIR Ventures Group to protect and mitigate risks within such external portfolio.

### **Limits Advice to Certain Types of Investments**

JIR Ventures Group provides investment advice on the following types of investments:

- Exchange Traded Funds (ETFs)
- Exchange-listed Securities
- Foreign Issues

- Options Contracts on Securities
- Options Contracts on Commodities
- Futures Contracts on Tangibles
- Futures Contracts on Intangibles
- Interests in Partnerships Investing in Real Estate
- Securities Properly Exempted from Registration
- Hedge Funds

Although we generally provide advice only on the products previously listed, the firm reserves the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals and objectives.

The firm's typical investment strategy is to use correlation analysis and market timing strategies to create a hedging strategy for asset protection. In the event there is any cash remaining after the hedging strategy is implemented ("idle cash"), it will be managed using an ETF/Stock-Based enhanced indexing strategies by marketing timing and underweighting/overweighting certain sectors relative to their position in the benchmark index. We may modify our investment strategy to accommodate special situations such as low basis stock, stock options, legacy holdings, inheritances, closely held businesses, collectibles, or special tax situations.

*(Please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for more information.)*

#### **Tailor Advisory Services to Individual Needs of Clients**

JIR Ventures Group's advisory services are always provided based on your individual needs. This means, for example, that when we provide asset management services, you are given the ability to impose restrictions on the accounts we manage for you, including specific investment selections and sectors. We work with you on a one-on-one basis via the interactive website to determine your investment objectives and suitability information.

We will not enter into an investment adviser relationship with a prospective client whose investment objectives may be considered incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

#### **Client Assets Managed by JIR Ventures Group**

As a newly registered investment adviser, JIR Ventures Group has no assets under management to report as of the date of this Brochure.

### **Item 5 – Fees and Compensation**

In addition to the information provided in *Item 4 – Advisory Business*, this section provides additional details regarding the firm's services along with descriptions of each service's fees and compensation arrangements. It should be noted that lower fees for comparable service may be available from other sources. The exact fees and other terms will be outlined in the agreement between you and JIR Ventures Group.

### **Asset Management Services**

Fees charged for our asset management services are charged based on a percentage of assets under management, billed in arrears (at the end of the billing period) on a quarterly calendar basis and calculated based on the fair market value of your account as of the last business day of the current billing period. Fees are prorated (based on the number of days service is provided during the initial billing period) for your account opened at any time other than the beginning of the billing period. If asset management services are commenced in the middle of a billing period, the prorated fee for the initial billing period is billed in arrears at the same time as the next full billing period's fee is billed.

The asset management services continue in effect until terminated by either party (i.e., JIR Ventures Group or you) by providing written notice of termination to the other party. Any prepaid, unearned fees will be promptly refunded by JIR Ventures Group to you. Fee refunds will be determined on a pro rata basis using the number of days services are actually provided during the final period.

Fees charged for our asset management services are negotiable based on the type of client, the complexity of the client's situation, the composition of the client's account (i.e., equities versus mutual funds), the potential for additional account deposits, the relationship of the client with the investment adviser representative, and the total amount of assets under management for the client.

The annual fee for asset management services will be 2.00%.

JIR Ventures Group believes that its annual fee is reasonable in relation to: (1) services provided and (2) the fees charged by other investment advisers offering similar services/programs. However, our annual investment advisory fee may be higher than that charged by other investment advisers offering similar services/programs. In addition to our compensation, you may also incur charges imposed at the mutual fund level (e.g., advisory fees and other fund expenses).

The investment advisory fees will be deducted from your account and paid directly to the firm by the qualified custodian(s) of your account. You will authorize the qualified custodian(s) of your account to deduct fees from your account and pay such fees directly to the firm.

You should review your account statements received from the qualified custodian(s) and verify that appropriate investment advisory fees are being deducted. The qualified custodian(s) will not verify the accuracy of the investment advisory fees deducted.

Brokerage commissions and/or transaction ticket fees charged by the qualified custodian are billed directly to you by the qualified custodian. JIR Ventures Group does not receive any portion of such commissions or fees from you or the qualified custodian. In addition, you may incur certain charges imposed by third parties other than JIR Ventures Group in connection with investments made through your account including, but not limited to, mutual fund sales loads, 12(b)-1 fees and surrender charges, variable annuity fees and surrender charges, IRA and qualified retirement plan fees, and charges imposed by the qualified custodian(s) of your account. Management fees charged by JIR Ventures Group are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to you. A description of these fees and expenses are available in each investment company security's prospectus.

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

JIR Ventures Group does not charge performance-based fees. Clients are charged an annual advisory fee based on a percentage of the client's assets under management, as disclosed in Item 5 above – Fees and Compensation.

## **Item 7 – Types of Clients**

JIR Ventures Group generally provides investment advice to the following types of clients:

- Retail Investors (Individuals)
- Qualified Investors
- Businesses

You are required to execute a written agreement with JIR Ventures Group specifying the particular advisory services in order to establish a client arrangement with JIR Ventures Group.

### **Minimum Investment Amounts Required**

There are no minimum investment amounts or conditions required for establishing an account managed by JIR Ventures Group. However, all clients are required to execute an agreement for services in order to establish a client arrangement with JIR Ventures Group and/or the third-party money manager or the sponsor of third-party money manager platforms.

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

### **Methods of Analysis**

JIR Ventures Group uses the following methods of analysis in formulating investment advice:

Correlation Analysis – This is a statistical measure that determines how assets move in relation to other assets. It is used to measure client's asset and market index movement in relation to other assets to help reduce risk. A positive correlation between two assets has a reading between 0 and 1. A negative correlation has a reading between 0 and -1. Perfect correlations are rare, and it changes over time.

Modern Portfolio Theory "MPT" – This MPT attempts to minimize the risk for a given level of client's market index return, or equivalently enhance the return for the same level or risk. It is employed at first by determining individual's objective and subjective tolerance for risk then based on that level of risk, we seek to allocate an asset class using efficient and inexpensive ETFs. We regularly review the population of ETFs to identify the most appropriate ETFs to represent asset classes and related risk. We look for ETFs with minimum cost and tracking error but with enough liquidity to allow client withdrawals easily. This MPT may result in sub optimal allocation as assets return and volatility change over time leading to changes in allocation and we review these to obtain best combination of risk return for our clients.



Fundamental – This is a method of evaluating a security by attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and individually specific factors (like the financial condition and management of a company). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

The risk associated with fundamental analysis is that it is somewhat subjective. While a quantitative approach is possible, fundamental analysis usually entails a qualitative assessment of how market forces interact with one another in their impact on the investment in question. It is possible for those market forces to point in different directions, thus necessitating an interpretation of which forces will be dominant. This interpretation may be wrong, and could therefore lead to an unfavorable investment decision.

Technical – This is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. Technical analysts believe that the historical performance of stocks and markets are indications of future performance.

Technical analysis is even more subjective than fundamental analysis in that it relies on proper interpretation of a given security's price and trading volume data. A decision might be made based on a historical move in a certain direction that was accompanied by heavy volume; however, that heavy volume may only be heavy relative to past volume for the security in question, but not compared to the future trading volume. Therefore, there is the risk of a trading decision being made incorrectly, since future trading volume is an unknown. Technical analysis is also done through observation of various market sentiment readings, many of which are quantitative. Market sentiment gauges the relative degree of bullishness and bearishness in a given security, and a contrarian investor utilizes such sentiment advantageously. When most traders are bullish, then there are very few traders left in a position to buy the security in question, so it becomes advantageous to sell it ahead of the crowd. When most traders are bearish, then there are very few traders left in a position to sell the security in question, so it becomes advantageous to buy it ahead of the crowd. The risk in utilization of such sentiment technical measures is that a very bullish reading can always become more bullish, resulting in lost opportunity if the money manager chooses to act upon the bullish signal by selling out of a position. The reverse is also true in that a bearish reading of sentiment can always become more bearish, which may result in a premature purchase of a security.

There are risks involved in using any analysis method.

To conduct analysis, JIR Ventures Group gathers information from financial newspapers and magazines, inspection of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses and filings with the SEC, and company press releases.

## **Investment Strategies**

JIR Ventures Group uses the following investment strategies when managing client assets and/or providing investment advice:

Long term purchases. Investments held at least a year. We utilize long term “buy-and-hold” investment philosophy in general while this may need to change if it is in the best interests of the client.

Short term purchases. Investments sold within a year.

Frequent trading. This strategy refers to the practice of selling investments within 30 days of purchase.

Short sales. A short sale is generally the sale of a stock not owned by the investor. Investors who sell short believe the price of the stock will fall. If the price drops, the investor can buy the stock at the lower price and make a profit. If the price of the stock rises and the investor buys it back later at the higher price, the investor will incur a loss. Short sales require a margin account.

Margin transactions. When an investor buys a stock on margin, the investor pays for part of the purchase and borrows the rest of the purchase price from a brokerage firm. For example, an investor may buy \$5,000 worth of stock in a margin account by paying for \$2,500 and borrowing \$2,500 from a brokerage firm. Clients cannot borrow stock from JIR Ventures Group.

Tactical asset allocation. Allows for a range of percentages in each asset class (such as Stocks = 40-50%). The ranges establish minimum and maximum acceptable percentages that permit the investor to take advantage of market conditions within these parameters. Thus, a minor form of market timing is possible, since the investor can move to the higher end of the range when stocks are expected to do better and to the lower end when the economic outlook is bleak.

Strategic asset allocation. Calls for setting target allocations and then periodically rebalancing the portfolio back to those targets as investment returns skew the original asset allocation percentages. The concept is akin to a “buy and hold” strategy, rather than an active trading approach. Of course, the strategic asset allocation targets may change over time as the client’s goals and needs change and as the time horizon for major events such as retirement and college funding grow shorter.

Enhanced Indexing. Is a semi-active strategy of buying or selling an ETF/Stock-Based index by using marketing timing and underweighting/overweighting certain sectors relative to their position in the benchmark index with the goal of amplifying or outperforming the underlying index or benchmark.

## **Hedging/Enhanced Indexing**

We offer two primary strategies when managing client assets and/or providing investment advice: hedging and enhanced indexing.

A hedge is an investment to reduce the risk of adverse price movements in an asset. Normally, a hedge consists of taking an offsetting position in a related security. Hedging is not a guarantee of future success and does not ensure that any losses will be mitigated. Hedging is not intended to build wealth, but rather to protect against losses. The primary risk of a hedge is that hedging instrument (Stock, ETF, Futures, FX or Options) will lose value or expire worthless if the market performs opposite of the adviser's expectations.

Enhanced indexing is the strategy of semi-actively buying or selling an ETF/Stock-Based index by underweighting/overweighting certain sectors relative to their position in the benchmark index and timing the transaction related to index previous movement.

This is done by attempting to follow the index performance and also enhance the return by changing the sector weight and timing the transaction. The prediction is based on an outlook of market or economic conditions resulting from technical or fundamental analysis. JIR Ventures Groups has developed an algorithm that automatically generates market timing signals based on market conditions. Specific risks associated with attempting to time the market include increased transaction costs, underperformance relative to an index or benchmark, and taxation costs. Furthermore, JIR Ventures Group's algorithm is programmed to use certain economic assumptions that may not be updated in a timely manner due to shifts in the market. There is a risk that JIR Ventures Group will make recommendations that result in buying low and selling high (which reduces performance) because JIR Ventures Group cannot accurately predict the market and its trend lines may be inaccurate along with the sector weight due to continuous changes in sector weight within the index.

### **Primarily Recommend One Type of Security**

We do not primarily recommend one type of security to clients. Instead, we recommend any product that may be suitable for each client relative to that client's specific circumstances and needs.

### **Risk of Loss**

Past performance is not indicative of future results. Therefore, you should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, and bonds, etc.) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. You should be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, our firm is unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. There are certain additional risks associated with investing in securities through our investment management program, as described below:

- **Market Risk** – Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.

- Equity (stock) market risk – Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.
- Company Risk. When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.
- Fixed Income Risk. When investing in bonds, there is the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- Options Risk. Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.
- ETF and Mutual Fund Risk – When investing in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. You will also incur brokerage costs when purchasing ETFs.
- Management Risk – Your investment with our firm varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.
- Margin Risk - When you purchase securities, you may pay for the securities in full or borrow part of the purchase price from your account custodian or clearing firm. If you intended to borrow funds in connection with your Account, you will be required to open a margin account, which will be carried by the clearing firm. The securities purchased in such an account are the clearing firm's collateral for its loan to you.

If those securities in a margin account decline in value, the value of the collateral supporting this loan also declines, and as a result, the brokerage firm is required to take action in order to maintain the necessary level of equity in your account. The brokerage firm may issue a margin call and/or sell other assets in your account.

It is important that you fully understand the risks involved in trading securities on margin, which are applicable to any margin account that you may maintain, including any margin account that may be established as part of the Asset Management Agreement established between you and JIR Ventures Group and held by the account custodian or clearing firm.

These risks include the following:

- You can lose more funds than you deposit in your margin account.
- The account custodian or clearing firm can force the sale of securities or other assets in your account.
- The account custodian or clearing firm can sell your securities or other assets without contacting you.
- You are not entitled to choose which securities or other assets in your margin account may be liquidated or sold to meet a margin call.
- The account custodian or clearing firm may move securities held in your cash account to your margin account and pledge the transferred securities.
- The account custodian or clearing firm can increase its "house" maintenance margin requirements at any time and they are not required to provide you advance written notice.
- You are not entitled to an extension of time on a margin call.

### **Item 9 – Disciplinary Information**

*Item 9* is not applicable to this Disclosure Brochure because there are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or integrity.

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

JIR Ventures Group is **not** and does **not** have a related person that is a broker/dealer, municipal securities dealer, government securities dealer or broker, an investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), another investment adviser or financial planner, a futures commission merchant, commodity pool operator, or commodity trading advisor, a banking or thrift institution, an accountant or accounting firm, a lawyer or law firm, an insurance company or agency, a pension consultant, a real estate broker or dealer, and a sponsor or syndicator of limited partnerships.

JIR Ventures Group is an independent registered investment adviser and only provides investment advisory services. The firm is not engaged in any other business activities and offers no other services except those described in this Disclosure Brochure. However, while we do not sell products or services other than investment advice, our representatives may sell other products or provide services outside of their role as investment adviser representatives with us.

### **Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading**

#### **Code of Ethics Summary**

According to the *Investment Advisers Act of 1940*, an investment adviser is considered a fiduciary and has a fiduciary duty to all clients. JIR Ventures Group has established a Code of Ethics to comply with the requirements of Section 204(A)-1 of the *Investment Advisers Act of 1940* that reflects its fiduciary

obligations and those of its supervised persons. The Code of Ethics also requires compliance with federal securities laws. The Code of Ethics covers all individuals that are classified as “supervised persons”. All employees, officers, directors and investment adviser representatives are classified as supervised persons. JIR Ventures Group requires its supervised persons to consistently act in your best interest in all advisory activities. JIR Ventures Group imposes certain requirements on its affiliates and supervised persons to ensure that they meet the firm’s fiduciary responsibilities to you. The standard of conduct required is higher than ordinarily required and encountered in commercial business.

This section is intended to provide a summary description of the Code of Ethics of JIR Ventures Group. If you wish to review the Code of Ethics in its entirety, you should send us a written request and upon receipt of your request, we will promptly provide a copy of the Code of Ethics to you.

#### **Affiliate and Employee Personal Securities Transactions Disclosure**

JIR Ventures Group or associated persons of the firm may buy or sell for their personal accounts, investment products identical to those recommended to clients. This creates a conflict of interest. It is the express policy of JIR Ventures Group that all persons associated in any manner with our firm must place clients’ interests ahead of their own when implementing personal investments. JIR Ventures Group and its associated persons will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of employment or association with our firm unless the information is also available to the investing public upon reasonable inquiry.

We are now and will continue to be in compliance with applicable state and federal rules and regulations. To prevent conflicts of interest, we have developed written supervisory procedures that include personal investment and trading policies for our representatives, employees and their immediate family members (collectively, associated persons):

- Associated persons cannot prefer their own interests to that of the client.
- Associated persons cannot purchase or sell any security for their personal accounts prior to implementing transactions for client accounts.
- Associated persons cannot buy or sell securities for their personal accounts when those decisions are based on information obtained as a result of their employment, unless that information is also available to the investing public upon reasonable inquiry.
- Associated persons are prohibited from purchasing or selling securities of companies in which any client is deemed an “insider”.
- Associated persons are discouraged from conducting frequent personal trading.
- Associated persons are generally prohibited from serving as board members of publicly traded companies unless an exception has been granted to the Chief Compliance Officer of JIR Ventures Group.

Any associated person not observing our policies is subject to sanctions up to and including termination.

#### **Item 12 – Brokerage Practices**

Clients are under no obligation to act on the financial planning recommendations of JIR Ventures Group. If the firm assists in the implementation of any recommendations, we are responsible to ensure that the client receives the best execution possible. Best execution does not necessarily mean that clients

receive the lowest possible commission costs but that the qualitative execution is best. In other words, all conditions considered, the transaction execution is in your best interest. When considering best execution, we look at a number of factors besides prices and rates including, but not limited to:

- Execution capabilities (e.g., market expertise, ease/reliability/timeliness of execution, responsiveness, integration with our existing systems, ease of monitoring investments)
- Products and services offered (e.g., investment programs, back office services, technology, regulatory compliance assistance, research and analytic services)
- Financial strength, stability and responsibility
- Reputation and integrity
- Ability to maintain confidentiality

We exercise reasonable due diligence to make certain that best execution is obtained for all clients when implementing any transaction by considering the back-office services, technology and pricing of services offered.

### **Directed Brokerage**

Clients should understand that not all investment advisors require the use of a particular broker/dealer or custodian. Some investment advisors allow their clients to select whichever broker/dealer the client decides. By requiring clients to use a particular broker/dealer, JIR Ventures Group may not achieve the most favorable execution of client transactions and the practice requiring the use of specific broker/dealers may cost clients more money than if the client used a different broker/dealer or custodian. However, for compliance and operational efficiencies, JIR Ventures Group has decided to require our clients to use broker/dealers and other qualified custodians determined by JIR Ventures Group.

### **Soft Dollar Benefits**

An investment adviser receives soft dollar benefits from a broker-dealer when the investment adviser receives research or other products and services in exchange for client securities transactions or maintaining an account balance with the broker-dealer.

JIR Ventures Group does not have a soft dollar agreement with a broker-dealer or a third-party.

### **Handling Trade Errors**

JIR Ventures Group has implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with its fiduciary duty, it is the policy of JIR Ventures Group to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client is responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client is made whole and any loss resulting from the trade error is absorbed by JIR Ventures Group if the error is caused by JIR Ventures Group. If the error is caused by the broker-dealer, the broker-dealer is responsible for handling the trade error. If an investment gain results from the correcting trade, the gain remains in the client's account unless the same error involved other client account(s) that should also receive the gains. It is not permissible for all clients to retain the gain. JIR Ventures Group may also confer with a client to determine if the client should forego the gain (e.g., due to tax reasons).

JIR Ventures Group will never benefit or profit from trade errors.

### **Block Trading Policy**

Investment advisors 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. JIR Ventures Group does not engage in block trading.

It should be noted that implementing trades on a block or aggregate basis may be less expensive for client accounts; however, it is our trading policy is to implement all client orders on an individual basis. Therefore, we do not aggregate or “block” client transactions. Considering the types of investments we hold in advisory client accounts, we do not believe clients are hindered in any way because we trade accounts individually. This is because we develop individualized investment strategies for clients and holdings will vary. Our strategies are primarily developed for the long-term and minor differences in price execution are not material to our overall investment strategy.

### **Agency Cross Transactions**

Our associated persons are prohibited from engaging in agency cross transactions, meaning we cannot act as brokers for both the sale and purchase of a single security between two different clients and cannot receive compensation in the form of an agency cross commission or principal mark-up for the trades.

## **Item 13 – Review of Accounts**

### **Account Reviews and Reviewers**

Managed accounts are reviewed at least quarterly. While the calendar is the main triggering factor, reviews can also be conducted at your request. Account reviews will include investment strategy and objectives review and making a change if strategy and objectives have changed. Reviews are conducted by Basel Aljiroudy, with reviews performed in accordance with your investment goals and objectives.

### **Statements and Reports**

For our asset management services, you are provided with transaction confirmation notices and regular quarterly account statements in writing directly from the qualified custodian.

When you have questions about your account statement, you should contact our firm and the qualified custodian preparing the statement.

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

JIR Ventures Group will enter into agreements with various parties (“referring party”) to refer clients to JIR Ventures Group. If a referred client enters into an investment advisory agreement with JIR Ventures Group, a cash referral fee is paid to the referring party, which is based upon a percentage of the client



advisory fees that are generated. The referral agreements between any referring party and JIR Ventures Group will not result in any charges to clients in addition to the normal level of advisory fees charged.

When a client is referred to us by a referring party, the referring party provides the client with a copy of our Disclosure Brochure as required by the *Investment Advisers Act of 1940*. The client also will complete a Solicitor's Disclosure Statement document. If the referring party is an unaffiliated registered investment adviser firm, then the client will also receive a copy of the referring party's Form ADV Part 2 Disclosure Brochure. If a referred client enters into an investment advisory agreement with JIR Ventures Group, a referral fee is paid to the referring party. The referral relationship will not result in clients being charged any fees over and above the normal advisory fees charged for the advisory services provided.

The referral agreements between JIR Ventures Group and referring parties are in compliance with state and federal securities rules regarding paid solicitor arrangements.

*Please see Item 5, Fees and Compensation, Item 10, Other Financial Industry Activities and Affiliations and Item 12, Brokerage Practices, for additional discussion concerning other compensation.*

### **Item 15 – Custody**

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment adviser has the ability to access or control client funds or securities, the investment adviser is deemed to have custody and must ensure proper procedures are implemented.

JIR Ventures Group is deemed to have custody of client funds and securities whenever JIR Ventures Group is given the authority to have fees deducted directly from client accounts. However, this is the only form of custody JIR Ventures Group will ever maintain. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

For accounts in which JIR Ventures Group is deemed to have custody, we have established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from JIR Ventures Group. When clients have questions about their account statements, they should contact JIR Ventures Group or the qualified custodian preparing the statement.

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

When providing asset management services, JIR Ventures Group maintains trading authorization over your Account and can provide management services on a **discretionary** basis. When discretionary authority is granted, we will have the authority to determine the type of securities and the amount of securities that can be bought or sold for your portfolio without obtaining your consent for each transaction.

You will have the ability to place reasonable restrictions on the types of investments that may be purchased in your Account. You may also place reasonable limitations on the discretionary power

granted to JIR Ventures Group so long as the limitations are specifically set forth or included as an attachment to the client agreement.

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

### **Proxy Voting**

JIR Ventures Group does not vote proxies on behalf of Clients. We have determined that taking on the responsibilities for voting client securities does not add enough value to the services provided to you to justify the additional compliance and regulatory costs associated with voting client securities. Therefore, it is your responsibility to vote all proxies for securities held in Account.

You will receive proxies directly from the qualified custodian or transfer agent; we will not provide you with the proxies. You are encouraged to read through the information provided with the proxy-voting documents and make a determination based on the information provided.

## **Item 18 – Financial Information**

This *Item 18* is not applicable to this brochure. JIR Ventures Group does not require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for the most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, JIR Ventures Group has not been the subject of a bankruptcy petition at any time.

### **No Arrangement with Issuer of Securities**

JIR Ventures Group and its management do not have any relationship or arrangement with any issuer of securities.

## **Customer Privacy Policy Notice**

The information contained in this section will also be disclosed in JIR Ventures Group's Privacy Policy Statement. This statement will be provided to all clients in accordance with the rules and regulations of the *Gramm-Leach-Bliley Act of 1999*.

As a registered investment advisor, JIR Ventures Group Inc. and its investment adviser representatives will gather and develop personal information regarding our clients. This information will be gathered and developed by us for the following purposes:

1. To determine the client's financial goals and objectives
2. To determine the level of advisory services needed and desired by the client
3. To provide the client with specific recommendations regarding advisory services

4. To provide the client with specific recommendations regarding financial products
5. To provide ongoing support and recommendations regarding financial products held in the client's account

Client information that JIR Ventures Group Inc. will collect may include, but not be limited to the following:

- Information received from clients on financial inventories through consultations with its representatives. This information may include personal and household information such as income, spending habits, investment objectives, financial goals, statements of account and other records concerning the clients' financial conditions and assets, together with information concerning employee benefits and retirement plan interests, wills, trusts, mortgages and tax returns.
- Information developed as part of financial plans, analyses or investment advisory services.
- Information concerning investment advisory account transactions, such as wrap account transactions.
- Information about clients' financial products and services transactions with JIR Ventures Group Inc.

When a client account is closed, JIR Ventures Group Inc. will continue to keep all client information confidential in accordance with the principles stated in its privacy policy.

A copy of the Privacy Policy Notice will be delivered to all clients in writing by at least one of the following methods:

- By hand delivering a copy to the client
- Mailing a copy to the client's address on record
- If business is conducted electronically, a notice may be posted on an electronic site as long as the client acknowledges receipt of the Privacy Policy Notice prior to the client obtaining any services or products from JIR Ventures Group Inc.

A copy of the Privacy Policy Notice will be provided to the client no later than the time a client establishes a relationship with JIR Ventures Group Inc., unless this situation would cause a delay in the client obtaining services and the client agrees to accept the notice at a later date. When this situation applies, a copy of the Privacy Policy Statement will be delivered to the client within a reasonable time period following the transaction.

Any time a change is made to the Privacy Policy, the statement to clients will be revised. The revised statement will be given to all affected clients prior to any disclosure of information. In addition, JIR Ventures Group Inc. will provide a copy of its Privacy Policy Statement to all current and existing clients at least annually.

### **Business Continuity Plan**

JIR Ventures Group has a business continuity and contingency plan in place designed to respond to significant business disruptions. These disruptions can be both internal and external. Internal disruptions will impact our ability to communicate and do business, such as a fire in the office building. External disruptions will prevent the operation of the securities markets or the operations of a number of firms, such as earthquakes, wildfires, hurricanes, terrorist attack or other wide-scale, regional disruptions.

Our continuity and contingency plan has been developed to safeguard employees' lives and firm property, to allow a method of making financial and operational assessments, to quickly recover and resume business operations, to protect books and records, and to allow clients to continue transacting business.

The plan includes the following:

- Alternate locations to conduct business;
- Hard and electronic back-ups of records;
- Alternative means of communications with employees, clients, critical business constituents and regulators; and
- Details on the firms' employee succession plan

Our business continuity and contingency plan is reviewed and updated on a regular basis to ensure that the policies in place are sufficient and operational.