

**APOLLON WEALTH MANAGEMENT, LLC
FORM ADV PART 2A – DISCLOSURE BROCHURE**

Item 1 – Cover Page

835 Coleman Blvd, Suite 102
Mount Pleasant, SC 29464
(843) 579-0018
www.apollonwealthmanagement.com

This Form ADV 2A (“Disclosure Brochure”) provides information about the qualifications and business practices of Apollon Wealth Management, LLC (“Apollon Wealth” or the “Advisor”). If you have any questions regarding the contents of this brochure, please do not hesitate to contact the Advisor’s Chief Compliance Officer, Steven Mills by telephone at (843) 277-3287 or by email at steven.mills@apollonwealth.com. The information in this Disclosure Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Apollon Wealth is a registered investment advisor. Registration with the SEC or any state securities authority does not imply a certain level of skill or training. Additional information about Apollon Wealth is available on the SEC’s website at www.adviserinfo.sec.gov by searching with the Advisor’s firm name or CRD# 291902.

March 10, 2020

Item 2 – Material Changes

Form ADV Part 2 requires registered investment advisors to amend their Disclosure Brochure when information becomes materially inaccurate. If there are any material changes to an advisor's Disclosure Brochure, the advisor is required to notify you and provide you with a description of the material changes.

The following material changes have been made to this Disclosure Brochure since the last filing and distribution to Clients:

- The Advisor has appointed Steven Mills as Chief Compliance Officer of Apollon Wealth Management, LLC.
- The Advisor has amended its fees for Investment Management Services. Please see Item 5 for additional information.
- The Advisor as amended its fees for Financial Planning Services. Please see Item 5 for additional information.

Future Changes

From time to time, the Advisor may amend this Disclosure Brochure to reflect changes in business practices, changes in regulations or routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to you annually and if a material change occurs.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with the Advisor's firm name or CRD# 291902. You may also request a copy of this Disclosure Brochure at any time, by contacting the Advisor at (843) 579-0018 or by email at info@apollonwealth.com.

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Item 4 - Advisory Business

A. Description of the Advisory Firm

Apollon Wealth Management, LLC (“Apollon Wealth” or the “Advisor”) is a limited liability company organized in the State of Delaware. Apollon Wealth is an investment advisory Advisor registered with the United States Securities and Exchange Commission (“SEC”). Apollon Wealth is wholly owned by Apollon Wealth Holdings, LLC. The indirect majority owners of Apollon Wealth Holdings, LLC are Michael Dolberg, Robert Gorman, and Jeffrey Carlson.

All statements in this brochure, including those made in the present tense, describe the prospective business of Apollon Wealth. If you have any questions regarding the contents of this Disclosure Brochure, please do not hesitate to contact our Chief Compliance Officer, Steven Mills by telephone at (843) 277-3287 or by email at steven.mills@apollonwealth.com.

B. Types of Advisory Services

Apollon Wealth offers investment advisory services to individuals, high net worth individuals, families, family offices, trusts, estates, businesses, charitable organizations, and retirement plans.

The Advisor serves as a fiduciary to Clients, as defined under the applicable laws and regulations. As a fiduciary, the Advisor upholds a duty of loyalty, fairness and good faith towards each Client and seeks to mitigate potential conflicts of interest. Apollon Wealth’s fiduciary commitment is further described in the Advisor’s Code of Ethics. For more information regarding the Code of Ethics, please see Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

Financial Planning and Consulting Services

Apollon Wealth may provide a variety of comprehensive financial planning and consulting services to Clients. Such engagements may be part of the investment advisory engagement or pursuant to a separate engagement. Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation based on the Client’s financial goals and objectives. This planning or consulting may encompass one or more areas of need, including, but not limited to cash flow analysis, investment planning, retirement planning, estate planning, personal savings, educational savings, and other areas of a Client’s financial situation. For certain clients, Apollon Wealth offers specialized planning for businesses of Clients that focuses on exit strategies and succession plans.

A financial plan developed for or financial consultation rendered to the Client will typically include general recommendations for a course of activity or specific actions to be taken by the Client. For example, recommendations may be made that the Client start or revise their investment programs, commence or alter retirement savings, establish education savings and/or charitable giving programs. Apollon Wealth may recommend the services of itself and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if Apollon Wealth recommends its own services, as such a recommendation may increase the advisory fees paid to Apollon Wealth. The Client is under no obligation to act upon any of the recommendations made by Apollon Wealth or its Advisory Persons under a financial planning or consulting engagement to engage the services of any such recommended professional, including Apollon Wealth itself.

Investment Management Services

In designing and implementing customized models and portfolio strategies, Apollon Wealth can manage, on a discretionary or nondiscretionary basis, a broad range of investment strategies and vehicles. Apollon Wealth primarily allocates Client assets among various mutual funds, exchange-traded funds (“ETFs”), and individual debt and equity securities in accordance with Clients’ stated investment objectives. For certain Clients, Apollon Wealth may also recommend investments in privately-placed real estate Delaware Statutory Trusts (“DST”).

Apollon Wealth may further recommend to Clients that all or a portion of their investment portfolio be managed on a discretionary basis by one or more unaffiliated money managers or investment platforms (“External Managers”). The Client may be required to enter into a separate agreement with the External Manager[s], which will set forth the terms and conditions of the Client’s engagement of the External Manager, or will receive a Statement of Investment Selection in a single contract relationship. Apollon Wealth generally renders services to the Client relative to the discretionary selection of External Managers. Apollon Wealth also assists in establishing the Client’s investment objectives for the assets managed by External Managers, monitors and reviews the account performance and defines any restrictions on the account. The investment management fees charged by the designated External Manager[s], together with the fees charged by the corresponding designated broker-dealer/custodian of the Client’s assets, may be exclusive of, and in addition to, the annual advisory fee charged by Apollon Wealth.

At no time will Apollon Wealth accept or maintain custody of a Client’s funds or securities, except for the limited authority as outlined in Item 15 – Custody. All Client assets will be managed within the designated account[s] at the Custodian, pursuant to the terms of the advisory agreement. Please see Item 12 – Brokerage Practices.

Retirement Plan Advisory Services

Apollon Wealth provides retirement plan advisory services on behalf of the retirement plans (each a “Plan”) and the company (the “Plan Sponsor”). The Advisor’s retirement plan advisory services are designed to assist the Plan Sponsor in meeting its fiduciary obligations to the Plan and its Plan Participants. Each engagement is customized to the needs of the Plan and Plan Sponsor. Services generally include:

- Vendor Analysis
- Plan Participant Enrollment and Education Tracking
- Investment Policy Statement (“IPS”) Design and Monitoring
- Investment Oversight Services (ERISA 3(21))
- Performance Reporting
- Ongoing Investment Recommendation and Assistance
- ERISA 404(c) Assistance
- Benchmarking Services

These services are provided by Apollon Wealth serving in the capacity as a fiduciary under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). In accordance with ERISA Section 408(b)(2), the Plan Sponsor is provided with a written description of Apollon Wealth’s fiduciary status, the specific services to be rendered and all direct and indirect compensation the Advisor reasonably expects under the engagement.

C. Client-Tailored Advisory Services

Client portfolios are managed on the basis of individual Clients' financial situation and investment objectives. Apollon Wealth consults with Clients on an initial and ongoing basis to assess their specific risk tolerances, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. If Clients' financial situations change, or if their investment objectives or risk tolerances change, Clients are advised to promptly notify Apollon Wealth of such changes. Clients may impose reasonable restrictions on the management of their accounts if Apollon Wealth determines, in its sole discretion, that the conditions would not materially impact the performance of a management strategy or prove overly burdensome for Apollon Wealth's management efforts.

D. Assets Under Management

As of the December 31, 2019 Apollon Wealth manages \$343,876,050 in Client assets, \$291,387,956 of which are managed on a discretionary basis and \$52,488,094 on a non-discretionary basis.

Item 5 – Fees and Compensation

A. Fee Schedule for Advisory Service

Investment Management Services

Apollon Wealth charges an annual advisory fee based upon the assets under management that is agreed upon with each Client and set forth in an agreement executed by Apollon Wealth and the Client. Investment advisory fees range from 0.50% to 1.50% annually. The advisory fee for the initial quarter (or part thereof) is payable on a pro rata basis based on the initial value of assets deposited into Apollon Wealth and the number of calendar days in the partial quarter and is paid in the month following the establishment of the Client account. For subsequent quarters, the advisory fee generally is payable in advance (except for services to participant-directed 401k plans, which generally are payable in arrears), based upon the market value of the assets being managed by Apollon Wealth Management on the last day of the previous billing period. In addition, the advisory fee on assets deposited by the Client into Apollon Wealth after quarter end will be payable on a pro rata basis for the quarter in which such assets are deposited, in arrears, based on the initial value of the assets deposited into Apollon Wealth during the quarter.

Notwithstanding the foregoing, Apollon Wealth and the Client may choose to negotiate an annual advisory fee that varies from the schedule set forth above. Factors upon which a different annual advisory fee may be based include, but are not limited to, the size and nature of the relationship, the services rendered, the nature and complexity of the products and investments involved, time commitments, and travel requirements. The advisory fee charged by the Advisor will apply to all of the Client's assets under management, unless specifically excluded in the Client agreement. The advisory fee may include the financial planning services described above.

Clients have five (5) business days from the date of execution of the Client agreement to terminate Apollon Wealth's services. The investment advisory agreement between Apollon Wealth and the Client may be terminated at will by either Apollon Wealth or the Client upon written notice. Apollon Wealth does not impose termination fees when the Client terminates the investment advisory relationship, except when agreed upon in advance.

Apollon Wealth's fee generally does not cover mark-ups or mark-downs for fixed income transactions.

Fixed income transactions usually are cleared net, without any commissions. However, the broker-dealers executing fixed income transactions typically assess mark-ups or other trading related costs that are embedded into the price of the security allocated to Client accounts. Apollon Wealth's fee also does not cover transaction fees or "trade away" fees imposed for trades placed away from Charles Schwab & Co, Inc. or Fidelity Clearing and Custody Solutions, the program brokers. External Managers of fixed income securities, in particular, may trade through other broker-dealers in order to obtain best execution.

Delaware Statutory Trusts Advisory Services

Advisory fees for investments in DSTs are based on the following schedule:

DST ADVISORY FEE SCHEDULE	
<u>Market Value Investment (\$)</u>	<u>Annual Fee (%)</u>
Up to \$1,000,000	0.80%
Over \$1,000,001	0.75%

The advisory fee is payable monthly, at the end of each calendar month, based upon the market value of the initial investment. Advisory fees will be paid to Apollon Wealth by the DST sponsor, as authorized in the letter of direction between the DST sponsor and the Client. The Client will be required to enter into a separate agreement with the DST sponsor. Notwithstanding the foregoing, Apollon Wealth and the Client may choose to negotiate an annual advisory fee that varies from the schedule set forth above.

Financial Planning Services

Apollon Wealth offers its Clients financial planning services. Such services, for some Clients, may be included as part of the annual advisory fee. Clients may also enter into a separate agreement with Apollon Wealth for financial planning services either for a project-based consultation or for an ongoing review. Such fee is negotiable, and is based on either an hourly rate that varies, depending on the experience, knowledge, and skill of those performing the services on behalf of Apollon Wealth, or a flat fee agreed upon in writing by Apollon Wealth and the Client.

The hourly rate for financial planning consultations for Clients varies depending on the services provided and the experience, knowledge, and skill of those performing the services on behalf of Apollon Wealth. Hourly rates may generally range from \$250 to \$500 per hour or an agreed-upon flat fee, generally up to \$25,000, but may vary depending on the scope and complexity of the engagement. The scope and charges of all work must be agreed-upon in writing by Apollon Wealth and the Client before any billing begins.

Retirement Plan Advisory Services

Fees for retirement plan advisory services are charged an annual asset-based fee of up to 1.00%, and may be billed either monthly or quarterly (the "Billing Period") and may be billed in advance or arrears, pursuant to the terms of the retirement plan advisory agreement. Retirement plan fees are based on the market value of assets under management at the end of the respective Billing Period. Fees may be negotiable depending on the size and complexity of the Plan.

B. Payment of Fees

Investment Management Services

Apollon Wealth generally deducts its advisory fee from a Client's investment account(s) held at his/her custodian. Upon engaging Apollon Wealth to manage such account[s], a Client grants Apollon Wealth this limited authority through a written instruction to the custodian of his/her account[s]. The Client is responsible to verify the accuracy of the calculation of the advisory fee; the custodian will not determine whether the fee is accurate or properly calculated. See Item 5.A. herewith for further information on fee billing. A Client may utilize the same procedure for financial planning or consulting fees if the Client has investment account[s] held at a custodian.

Although Clients generally are required to have their investment advisory fees deducted from their accounts, in some cases, Apollon Wealth will directly bill a Client for investment advisory fees if it determines that such billing arrangement is appropriate given the circumstances.

The custodian of the Client's accounts provides each Client with a statement, at least quarterly, indicating separate line items for all amounts disbursed from the Client's account[s], including any fees paid directly to Apollon Wealth.

Clients may make additions to and withdrawals from their account[s] at any time, subject to Apollon Wealth's right to terminate an account. Additions may be in cash or securities provided that the Advisor reserves the right to liquidate transferred securities or decline to accept particular securities into a Client's account[s]. Clients may withdraw account assets at any time on notice to Apollon Wealth, subject to the usual and customary securities settlement procedures. However, the Advisor generally designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a Client's investment objectives. Apollon Wealth 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, short-term redemption fees, fees assessed at the mutual fund level (e.g. contingent deferred sales charges) and/or tax ramifications.

Delaware Statutory Trusts Advisory Services

The advisory fee is payable monthly, at the end of each calendar month, based upon the market value of the initial investment. Advisory fees will be paid from the monthly cash flow generated by the investment. Fees will be paid to Apollon Wealth by the DST sponsor, as authorized in the letter of direction between the DST sponsor and the Client.

Financial Planning Services

Financial planning fees may be invoiced up to fifty percent (50%) of the expected total fee upon execution of the financial planning agreement. The balance shall be invoiced upon completion of the agreed upon deliverables. Financial planning fees for ongoing planning are invoiced pursuant to the terms of the financial planning agreement. Apollon Wealth will not collect an advance fee of \$1,200 or more for services that will take six (6) months or more to complete.

Retirement Plan Advisory Services

Retirement plan advisory fees may be directly invoiced to the Plan Sponsor or deducted from the assets of the Plan, depending on the terms of the retirement plan advisory agreement

C. Clients Responsible for Fees Charged by Financial Institutions and External Money Managers

In addition to Apollon Wealth's advisory fee, Clients will be responsible for the fees and expenses of the custodian[s], underlying mutual funds, External Managers and their platform manager (if any), 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), electronic fund and wire fees. The Advisor's recommended Custodians do not charge securities transaction fees for ETF and equity trades in Client accounts, but typically charges for mutual funds and other types of investments. Clients should review the applicable prospectuses for additional information about fund fees and expenses. For External Managers, Clients should review each manager's Form ADV Part 2A disclosure brochure and either the contract they sign with the External Manager (in a dual contract relationship) or their Statement of Investment Selection (in a single contract relationship) for additional information about fees and expenses charged.

D. Prepayment of Fees

Investment Management Services

As noted in Item 5(A) above, Apollon Wealth's advisory fees generally are paid in advance. Either party may terminate the investment advisory agreement, at any time, by providing advance written notice to the other party. The Client may also terminate the investment advisory agreement within five (5) business days of signing the Advisor's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. Upon the termination of a Client's advisory relationship, Apollon Wealth will issue a refund equal to any unearned management fee for the remainder of the quarter. The Client may specify how he/she would like such refund issued (i.e., a check sent directly to the Client or a check sent to the Client's custodian for deposit into his/her account). The Client's investment advisory agreement with the Advisor is non-transferable without the Client's prior consent.

Financial Planning Services

Apollon Wealth requires an advance deposit as described above. Either party may terminate the financial planning agreement by providing advance written notice to the other party. The Client may also terminate the financial planning agreement within five (5) business days of signing the Advisor's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. Upon termination, the Client shall be billed for actual hours logged on the planning project times the contractual hourly rate or in the case of a fixed fee engagement, the percentage of the engagement scope completed by the Advisor. The Advisor will refund any unearned, prepaid planning fees from the effective date of termination. The Client's financial planning agreement with the Advisor is non-transferable without the Client's prior consent.

Retirement Plan Advisory Services

Apollon Wealth may be compensated for its services in advance of the Billing Period in which advisory services are rendered. Either party may request to terminate the retirement plan advisory agreement, at any time, by providing advance written notice to the other party. The Client shall be responsible for investment advisory fees up to and including the effective date of termination. Upon termination, the Advisor will refund any unearned, prepaid investment advisory fees from the effective date of termination to the end of the quarter. The Client's retirement plan services agreement with the Advisor is non-transferable without the Client's prior consent.

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

Apollon Wealth does not buy or sell securities and does not receive any compensation for securities transactions in any Client account, other than the investment advisory fees noted above.

Certain representatives ("Advisory Persons") who provide investment advice to Clients may also be licensed as insurance professionals. Such persons earn commission-based compensation for selling insurance products to Clients. Insurance commissions earned by Advisory Persons who are insurance professionals are separate from and in addition to Apollon Wealth's advisory fee. This practice presents a conflict of interest as an Advisory Person who is an insurance professional may have an incentive to recommend insurance products for the purpose of generating commissions rather than solely based on Client needs. Clients are under no obligation to purchase insurance products through any person affiliated with Apollon Wealth.

Certain Advisory Persons are registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS") a FINRA-registered broker-dealer and member of SIPC. Advisory Persons of the Advisor implement securities transactions, acting in their capacity as registered representatives, on a commission basis through PKS. In such instances, the Advisory Persons will receive commission-based compensation in connection with the purchase and sale of securities, as well as a share of any ongoing distribution or service (trail) fees, including 12b-1 fees for the sale of investment company products. Compensation earned by the Advisory Person in his or her capacity as a registered representative is separate from and in addition to the Advisor's advisory fee charged on Client assets held in advisory accounts. The receipt of such compensation by an Advisory Person presents a conflict of interest, as an Advisory Person who is a registered representative has an incentive to effect securities transactions for the purpose of generating commissions and 12b-1 fees rather than solely based on Client needs. Moreover, Clients may be able to obtain these products less expensively through sources other than PKS that do not generate compensation for the Advisory Person. The Advisor addresses this conflict through disclosure and additionally notes that the Advisor does not charge advisory fees on assets where the Advisory Persons, acting in their capacity as registered representatives, receive brokerage compensation. The Advisor additionally notes that Clients are under no obligation to implement any recommendation provided by the Advisor or the Advisory Persons. See Item 10 – Other Financial Industry Activities and Affiliations herein.

Item 6 – Performance-Based Fees and Side-by-Side Management

Apollon Wealth 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[s]. 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. Apollon Wealth's fees are calculated as described in Item 5 above.

Item 7 – Types of Clients

Apollon Wealth offers investment advisory services to individuals, high net worth individuals, families, family offices, trusts, estates, businesses, charitable organizations, and retirement plans. The amount of each type of Client is available on Apollon Wealth's Form ADV Part 1A. These amounts may change over time and are updated at least annually by the Advisor. Apollon Wealth generally does not impose a minimum relationship size.

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

A. Methods of Analysis and Risk of Loss

A primary step in Apollon Wealth's investment strategy is getting to know the Clients – to understand the Client's financial condition, risk profile, investment goals, tax situation, liquidity constraints – and assemble a complete picture of their financial situation. To aid in this understanding, Apollon Wealth offers financial planning services to its Clients that is highly customized and tailored. This comprehensive approach is integral to the way that Apollon Wealth does business. Once Apollon Wealth has a true understanding of its Clients' needs and goals, the investment process can begin, and the Advisor can recommend strategies and investments that it believes are aligned with the Client's goals and risk profile.

Apollon Wealth primarily employs fundamental analysis methods in developing investment strategies for its Clients. Research and analysis from Apollon Wealth is based on numerous sources, including third-party research materials and publicly-available materials, such as company annual reports, prospectuses, and press releases.

Apollon Wealth generally employs a long-term investment strategy for its Clients, as consistent with their financial goals. Apollon Wealth will typically hold all or a portion of a securities position for more than a year, but may hold for shorter periods for the purpose of rebalancing a portfolio or meeting the cash needs of Clients. At times, the Advisor may also buy and sell positions that are more short-term in nature, depending on the goals of the Client and/or the fundamentals of the security, sector or asset class. Overall investment strategies recommended to each Client emphasize long-term ownership of a diversified portfolio of marketable and non-marketable investments intended to provide superior after-tax, inflation- adjusted, economic returns.

Client portfolios with similar investment objectives and asset allocation goals may own different securities and investments. The Client's portfolio size, tax sensitivity, desire for simplicity, income needs, long-term wealth transfer objectives, time horizon and choice of custodian are all factors that influence Apollon Wealth investment recommendations.

B. Material Risks Involved

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.

The mutual funds, ETFs, equities and fixed income securities, and External Managers that the Advisor frequently invests Client assets with or recommends to Clients generally own securities and therefore also involve the risk of loss that is inherent in investing in securities. The extent of the risk of ownership of fund shares generally depends on the type and number of securities held by the fund. Mutual funds invested in fixed income securities are subject to the same interest rate, inflation, and credit risks associated with the fund's underlying bond holdings. Fixed income securities may decrease in value as a result of many factors, for example, increases in interest rates or adverse developments with respect to the creditworthiness of the issuer. Risks also may be significantly increased if a mutual fund pursues an alternative investment strategy. An investment in an alternative mutual fund involves special risks such as risk associated with short sales, leveraging the investment, potential adverse market forces, regulatory changes, and potential illiquidity. Investing in alternative strategies presents the opportunity for significant losses. Returns on mutual fund investments are reduced by management costs and expenses.

An ETF's risks include declining value of the securities held by the ETF, adverse developments in the specific industry or sector that the ETF tracks, capital loss in geographically focused funds because of unfavorable fluctuation in currency exchange rates, differences in generally accepted accounting principles, or economic or political instability, tracking error, which is the difference between the return of the ETF and the return of its benchmark and trading at a premium or discount, meaning the difference between the ETF's market price and NAV. ETFs also are subject to the individual risks described in their prospectus. Although many mutual funds and ETFs may provide diversification, risks can be significantly increased if a mutual fund or ETF is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage to a significant degree, or concentrates in a particular type of security. One of the main advantages of mutual funds and ETFs is that they give individual investors access to professionally managed, diversified portfolios of equities, bonds and other securities.

Although the goal of diversification is to combine investments with different characteristics so that the risks inherent in any one investment can be balanced by assets that move in different cycles or respond to different market factors, diversification does not eliminate the risk of loss. In some circumstances, price movements may be highly correlated across securities and funds. A specific fund may not be diversified and a Client portfolio may not be diversified. Additionally, when diversification is a Client objective, there is risk that the strategies that the Advisor uses may not be successful in achieving the desired level of diversification. There is also risk that the strategies, resources, and analytical methods that the Advisor uses to identify mutual funds and ETFs will not be successful in identifying investment opportunities.

The following events also could cause mutual funds, ETFs, equities and fixed income securities and other investments managed for Clients, as well as those managed by External Managers, to decrease in value:

- Market Risk: The price of an equity security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, changes in political, economic and social conditions may trigger adverse market events.
- Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Event Risk: An adverse event affecting a particular company or that company's industry could depress the price of a Client's investments in that company's stocks or bonds. The company, government or other entity that issued bonds in a Client's portfolio could become less able to, or fail to, repay, service or refinance its debts, or the issuer's credit rating could be downgraded by a rating agency. Adverse events affecting a particular country, including political and economic

instability, could depress the value of investments in issuers headquartered or doing business in that country.

- Liquidity Risk: Securities that are normally liquid may become difficult or impossible to sell at an acceptable price during periods of economic instability or other emergency conditions. Some securities may be infrequently or thinly traded even under normal market conditions.
- Leverage Risk: The use of leverage may lead to increased volatility of a fund's or ETF's NAV and market price relative to its common shares. Leverage is likely to magnify any losses in the fund's portfolio, which may lead to increased market price declines. Fluctuations in interest rates on borrowings or the dividend rates on preferred shares that take place from changes in short-term interest rates may reduce the return to common shareholders or result in fluctuations in the dividends paid on common shares. There is no assurance that a leveraging strategy will be successful.
- Domestic and/or Foreign Political Risk: The events that occur in the U.S. relating to politics, government, and elections can affect the U.S. markets. Political events occurring in the home country of a foreign company such as revolutions, nationalization, and currency collapse can have an impact on the security.
- Inflation Risk: Countries around the globe may be more, or less, prone to inflation than the U.S. economy at any given time. Companies operating in countries with higher inflation rates may find it more difficult to post profits reflecting its underlying health.
- Currency Risk: Overseas investments are subject to fluctuations in the value of the U.S. dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Reinvestment Risk: This risk is that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
- Operational Risk: Mutual fund advisors and other ETF service providers may experience disruptions or operating errors such as processing errors or human errors, inadequate or failed internal or external processes, or systems or technology failures, that could negatively impact the ETF or mutual fund.
- Regulatory/Legislative Developments Risk: Regulators and/or legislators may promulgate rules or pass legislation that places restrictions on, adds procedural hurdles to, affects the liquidity of, and/or alters the risks associated with certain investment transactions or the securities underlying such investment transactions. Such rules/legislation could affect the value associated with such investment transactions or underlying securities.
- Illiquid Securities: Investments in hedge funds and other private investment funds may underperform publicly offered and traded securities because such investments:
 - typically require investors to lock-up their assets for a period and may be unable to meet redemption requests during adverse economic conditions;

- have limited or no liquidity because of restrictions on the transfer of, and the absence of a market for, interests in these funds;
- are more difficult for to monitor and value due to a lack of transparency and publicly available information about these funds;
- may have higher expense ratios and involve more inherent conflicts of interest than publicly traded investments; and
- involve different risks than investing in registered funds and other publicly offered and traded securities. These risks may include those associated with more concentrated, less diversified investment portfolios, investment leverage and investments in less liquid and non-traditional asset classes.

Past performance of a security or a fund is not necessarily indicative of future performance or risk of loss.

Use of External Managers

Apollon Wealth may select certain External Managers to manage a portion of its Clients' assets. In these situations, Apollon Wealth conducts due diligence of such managers, but the success of such recommendations relies to a great extent on the External Managers' ability to successfully implement their investment strategies. In addition, Apollon Wealth generally may not have the ability to supervise the External Managers on a day-to-day basis.

Unusual Risks of Specific Securities

Risks Associated with Delaware Statutory Trusts ("DSTs")

DSTs are structured to take advantage of the tax deferral opportunity permitted by Section 1031 of the United States Internal Revenue Code. Investments in DSTs are available only to accredited investors. Each DST has features that may create other tax consequences for the investor, such as state tax obligations or generation of passive income. Limitations on withdrawal rights creates a higher liquidity risk and as such, investments in DSTs should be viewed as a long-term investment. The duration of such investments is more sensitive to interest rates and include the possibility of more volatility than other investments. Clients should review the DST Private Placement Memorandum as provided by the Advisor.

Risk Associated with Initial Public Offerings

Investments in initial public offerings (or shortly thereafter) may involve higher risks than investments issued in secondary public offerings or purchases on a secondary market due to a variety of factors, including, without limitation, the limited number of shares available for trading, unseasoned trading, lack of investor knowledge of the issuer and limited operating history of the issuer. In addition, some companies in initial public offerings are involved in relatively new industries or lines of business, which may not be widely understood by investors. Some of these companies may be undercapitalized or regarded as developmental stage companies, without revenues or operating income, or the near-term prospects of achieving them. These factors may contribute to substantial price volatility for such securities and, thus, for the value of the company's shares.

Risks Associated with Closed-End Funds

Closed-end funds typically use a high degree of leverage. They may be diversified or non-diversified. Risks associated with closed-end fund investments include liquidity risk, credit risk, volatility and the risk of magnified losses resulting from the use of leverage. Additionally, closed-end funds may trade below their net asset value.

Risks Associated with Structured Notes

Complexity. Structured notes are complex financial instruments. Clients should understand the reference asset[s] or index[es] and determine how the note's payoff structure incorporates such reference asset[s] or index[es] in calculating the note's performance. This payoff calculation may include leverage multiplied on the performance of the reference asset or index, protection from losses should the reference asset or index produce negative returns, and fees. Structured notes may have complicated payoff structures that can make it difficult for Clients to accurately assess their value, risk and potential for growth through the term of the structured note. Determining the performance of each note can be complex and this calculation can vary significantly from note to note depending on the structure. Notes can be structured in a wide variety of ways. Payoff structures can be leveraged, inverse, or inverse-leveraged, which may result in larger returns or losses. Clients should carefully read the prospectus for a structured note to fully understand how the payoff on a note will be calculated and discuss these issues with us.

Market risk: Some structured notes provide for the repayment of principal at maturity, which is often referred to as "principal protection." This principal protection is subject to the credit risk of the issuing financial institution. Many structured notes do not offer this feature. For structured notes that do not offer principal protection, the performance of the linked asset or index may cause Clients to lose some, or all, of their principal. Depending on the nature of the linked asset or index, the market risk of the structured note may include changes in equity or commodity prices, changes in interest rates or foreign exchange rates, or market volatility.

Issuance price and note value: The price of a structured note at issuance will likely be higher than the fair value of the structured note on the date of issuance. Issuers now disclose an estimated value of the structured note on the cover page of the offering prospectus, allowing investors to gauge the difference between the issuer's estimated value of the note and the issuance price. The estimated value of the notes is likely lower than the issuance price of the note to investors because issuers include the costs for selling, structuring or hedging the exposure on the note in the initial price of their notes. After issuance, structured notes may not be re-sold on a daily basis and thus may be difficult to value given their complexity.

Liquidity: The ability to trade or sell structured notes in a secondary market is often very limited as structured notes (other than exchange-traded notes known as ETNs) are not listed for trading on security exchanges. As a result, the only potential buyer for a structured note may be the issuing financial institution's broker-dealer affiliate or the broker-dealer distributor of the structured note. In addition, issuers often specifically disclaim their intention to repurchase or make markets in the notes they issue. Clients should, therefore, be prepared to hold a structured note to its maturity date, or risk selling the note at a discount to its value at the time of sale.

Credit risk: Structured notes are unsecured debt obligations of the issuer, meaning that the issuer is obligated to make payments on the notes as promised. These promises, including any principal protection, are only as good as the financial health of the structured note issuer. If the structured note issuer defaults on these obligations, investors may lose some, or all, of the principal amount they invested in the structured notes as well as any other payments that may be due on the structured notes.

Options risk: Various option strategies give the holder the right to acquire or sell underlying securities at the contract strike price up until expiration of the option. Selling (“writing” or “granting”) an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will be liable for additional margin to maintain the position if the market moves unfavorably. The seller will also be exposed to the risk of the purchaser exercising the option and the seller being obligated to either settle the option in cash or to acquire or deliver the underlying interest. If the option is on a future, the seller will acquire a position in a future with associated liabilities for margin. If the option is "covered" by the seller holding a corresponding position in the underlying interest or a future or another option, the risk may be reduced. If the option is not covered, the risk of loss can be unlimited.

Cybersecurity Risk: The computer systems, networks and devices used by Apollon Wealth 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 may cause disruptions and impact business operations, potentially resulting in financial losses to a Client; impediments to trading; the inability by us and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information.

Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which a Client invests; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, and other financial institutions; and other parties. In addition, substantial costs may be incurred by these entities in order to prevent any cybersecurity breaches in the future.

Item 9 – Disciplinary Information

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to a Client’s evaluation of Apollon Wealth and the integrity of Apollon Wealth’s management. Apollon Wealth has no information applicable to this Item.

The Advisor encourages Clients to perform the requisite due diligence on any advisor or service provider that the Client engages. The backgrounds of the Advisor and its Advisory Persons are available on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with the Advisor’s firm name or CRD# 291902.

Item 10 – Other Financial Industry Activities and Affiliations

Recommendation of External Managers

Apollon Wealth may recommend that Clients use External Managers based on the Client’s needs and suitability. Apollon Wealth does not receive separate compensation, directly or indirectly, from such

external managers for recommending that Clients use their services. Apollon Wealth does not have any other business relationships with the recommended External Managers.

Licensed Insurance Agents

As detailed in Item 5.E., certain Advisory Persons may be licensed insurance agents affiliated with an entity owned by Apollon Wealth Holdings, LLC, Apollon Insurance Group LLC, and may offer certain insurance products on a fully-disclosed commissionable basis. A conflict of interest exists to the extent that Apollon Wealth recommends the purchase of insurance products where its Advisory Persons may be entitled to insurance commissions or other additional compensation. Clients are under no obligation to purchase insurance products through any person affiliated with Apollon Wealth. The Advisor has procedures in place whereby it seeks to ensure that all recommendations are made in its Clients' best interest regardless of any such affiliations.

Purshe Kaplan Sterling Investments, Inc.

Advisory Persons of the Advisor implement securities transactions, acting in their capacity as registered representatives, on a commission basis through PKS. In such instances, the Advisory Persons will receive commission-based compensation in connection with the purchase and sale of securities, as well as a share of any ongoing distribution or service (trail) fees, including 12b-1 fees for the sale of investment company products. Compensation earned by the Advisory Persons in his or her capacity as a registered representative is separate from and in addition to the Advisor's advisory fee charged on Client assets held in advisory accounts. The receipt of such compensation by an Advisory Person presents a conflict of interest, as an Advisory Person who is a registered representative has an incentive to effect securities transactions for the purpose of generating commissions and 12b-1 fees rather than solely based on Client needs. Moreover, Clients may be able to obtain these products less expensively through sources other than PKS that do not generate compensation for the Advisory Person. The Advisor addresses this conflict through disclosure and additionally notes that the Advisor does not charge advisory fees on assets where Advisory Persons, acting in their capacity as registered representatives, receive brokerage compensation. The Advisor additionally notes that Clients are under no obligation to purchase securities products through PKS or the Advisory Persons, may choose brokers or agents not affiliated with the Advisor or PKS, and in some cases could purchase products directly from fund companies without paying brokerage compensation. The Advisor and its Advisory Persons endeavor to provide Clients with the benefit of holistic advice on all assets for which the Advisor and its personnel are compensated, including compensation through brokerage commissions and 12b-1 trails.

Merchant Wealth Management Holdings, LLC

Merchant Wealth Management Holdings, LLC ("Merchant Wealth"), a subsidiary of Merchant Investment Management, LLC ("Merchant Investment"), owns a minority, non-controlling interest in the Advisor. Merchant Investment, through subsidiaries other than Merchant Wealth, has ownership interests in various companies that provide investment and other consulting services to financial firms, including investment advisors ("Investment Solutions"). The Advisor is provided access to use these Investment Solutions, where the Advisor may utilize the Investment Solutions pursuant to an engagement that the Advisor enters into directly with the third party providing the investment solution. These Investment Solutions may include, but are not limited to, third party money managers, private investments, pooled investment vehicles, or other investment products for which a commission is earned. Engagement of and with these Investment Solutions poses a potential conflict of interest due to the minority ownership interest that Merchant Investment's various subsidiaries own in the third parties providing these Investment Solutions. Through Merchant Investment's minority ownership interests in the third parties that provide these Investment Solutions, Merchant Investment will benefit from additional revenue that is

generated when the Advisor engages any of these third party service providers. Accordingly, the Advisor may have an incentive to engage one or more of these Investment Solutions. In an effort to ensure these conflicts of interest are addressed, the Advisor has implemented a risk control and disclosure framework, the objective of which is for the Advisor to select Investment Solutions that are in the best interest of the Client. The Advisor is not controlled by Merchant Wealth or Merchant Investment, and is operated independently where Merchant Investment and all other related subsidiaries are not involved with the services offered by the Advisor and maintains its own office space.

Sextant Securities, LLC

The Advisor, in which Merchant Investment has an [indirect] minority, non-controlling ownership interest [through Merchant Wealth], may engage Sextant Securities, LLC ("Sextant"), an affiliated Broker-Dealer owned by Merchant Investment, to access certain investment products, which may include, but not be limited to, private equity funds, open-ended and close-ended mutual funds, and other products for which Sextant earns a commission if they are sold (herein "Security Offering"). As a result of Merchant Investment's ownership of Sextant, Merchant Investment may benefit from revenue and/or placement fees received by Sextant if the Advisor invests any Client funds into a Security Offering. Accordingly, the Advisor may have an incentive to invest Client funds into a Security Offering. Neither the Advisor nor its Supervised Persons will receive any additional compensation for investing Client funds into a Security Offering or Sextant. In addition, there is no requirement for the Advisor to recommend to a Client a Security Offering offered through Sextant.

Prior to recommending a Security Offering, the Advisor will conduct appropriate due diligence to ensure that any recommendation to invest Clients funds into a Security Offering aligns with the Client's investment needs and objectives. In addition, the Advisor will provide additional disclosure information to each Client, which will include relevant details regarding material financial interests and compensation surrounding the Security Offering.

Maxim Income Opportunity Fund II, L.P.

The Advisor may recommend that Clients invest into the Maxim Income Opportunity Fund II, L.P. (herein "Maxim"), a Security Offering of Sextant. Individual owners of Merchant Wealth, in their separate capacity, have material ownership interests in Maxim. As a result, these individuals stand to benefit financially from additional investments made into Maxim and from returns generated by Maxim. These individual owners of Maxim, who also have an indirect ownership interest in the Advisor, would benefit financially in their individual capacity if the Advisor invests Client funds into Maxim. As a result, the Advisor may have an incentive to invest Client funds into Maxim.

Maxim invests in non-traded REITs that may be in speculative areas of the real estate market or incorporate debt, which is generally excluded from the investment recommendations made directly by the Advisor, as disclosed in Item 8 above. Prior to the recommendation of Maxim, the Advisor conducts appropriate due diligence to ensure any recommendation to a Client to invest into Maxim aligns with the Client's investment needs and objectives.

The Advisor will conduct appropriate due diligence to ensure any recommendation to a Client to invest into Maxim aligns with the Client's investment needs and objectives. In addition, the Advisor will provide additional disclosure information to each Client, which will include relevant details regarding material financial interests and compensation surrounding Maxim. In addition, neither the Advisor nor its Supervised Persons will receive any additional compensation for investing Client funds into Maxim. Lastly, there is no requirement for the Advisor to recommend Maxim to Clients, nor are Clients obligated to invest into Maxim.

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

A. Description of Code of Ethics

Apollon Wealth has a Code of Ethics (the “Code”) which requires Apollon Wealth’s employees (“Supervised Persons”) to comply with their legal obligations and fulfill the fiduciary duties owed to the Advisor’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 conflicts of interest with the price obtained in Client securities transactions or the investment opportunity available to Clients. The Code addresses these 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 Apollon Wealth for review by the Advisor’s Chief Compliance Officer. The Code also requires Supervised Persons to obtain pre-approval of certain investments, including initial public offerings and limited offerings.

Apollon Wealth will provide a copy of the Code of Ethics to any Client or prospective Client upon request.

Item 12 – Brokerage Practices

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

Apollon Wealth generally recommends that its investment management Clients utilize the custody and brokerage services of an unaffiliated broker/dealer custodian as its broker-dealer/custodian (herein the Custodian) with which Apollon Wealth has an institutional relationship. Currently, this includes Schwab Advisor Services, a division of Charles Schwab & Co., Inc. (“Schwab”), which is a FINRA-registered broker-dealer and member of SIPC and a “Qualified Custodian” as that term is described in Rule 206(4)-2 of the Investment Advisers Act of 1940. This also includes Fidelity Clearing and Custody Solutions, a division of Fidelity Brokerage Services LLC (together with all affiliates, “Fidelity”), which is a “Qualified Custodian” as that term is described in Rule 206(4)-2 of the Investment Advisers Act of 1940 (“Advisers Act”). Each Custodian provides custody of securities, trade execution, and clearance and settlement of transactions placed in Client accounts by Apollon Wealth. If your accounts are held at Schwab or Fidelity, Schwab or Fidelity will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While Apollon Wealth recommends that Clients use Schwab or Fidelity as Custodian[s], Clients decide whether to do so and open accounts with Schwab or Fidelity by entering into an account agreement directly with Schwab or Fidelity. Apollon Wealth does not open an account with Schwab or Fidelity for Clients.

In deciding to recommend Schwab, some of the factors that Apollon Wealth considers include:

- combination of transaction execution services along with asset custody service;
- order execution and the ability to provide accurate and timely execution, clearing and settlement of trades;
- capabilities to facilitate transfers and payments to and from accounts;

- the reasonableness and competitiveness of services, including commission rates and other fees and transaction costs;
- access to a broad range of investment products, including stocks, bonds, mutual funds, and exchange-traded funds;
- availability of investment research and tools that assist the Advisor in making investment decisions;
- quality of services;
- access to trading desks;
- technology that integrates within Apollon Wealth's environment, including interfacing with Apollon Wealth's portfolio management system;
- a dedicated service or back office team and its ability to process requests from Apollon Wealth on behalf of its Clients;
- ability to provide Apollon Wealth with access to Client account information through an institutional website;
- ability to provide Clients with electronic access to account information and investment and research tools; and
- reputation, financial strength, and stability.

Apollon Wealth may place portfolio transactions through the Custodian where the Clients' accounts are held. In exchange for using the services of the Custodian, Apollon Wealth may receive, without cost, computer software and related systems support that allows Apollon Wealth to monitor and service its Clients' accounts maintained with such Custodian.

Products and Services Available to the Advisor from Schwab. Schwab Advisor Services is Schwab's business serving independent investment advisory Advisors like Apollon Wealth. Schwab Advisor Services provide the Advisor's Clients and the Advisor with access to its institutional brokerage trading, custody and reporting and related services – many of which are not available typically to Schwab retail customers. Schwab also makes available to the Advisor various support services, some of which help the Advisor manage or administer Client accounts while others help the Advisor manage and grow the business.

Clients benefit from Schwab's institutional brokerage services, which include access to a broad range of investment products, execution of securities transactions, and custody of Client assets. The investment products available through Schwab include some to which the Advisor might not otherwise have access or that would require a significantly higher minimum investment by Clients.

Schwab also makes available to the Advisor products and services that benefit the Advisor but may not directly benefit the Client or the Client's account. These products and services assist the Advisor in managing and administering Client accounts. They include investment research, both Schwab's own and that of third parties. Apollon Wealth may use this research to service all or some substantial number of Client accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- provide access to Client account data (such as duplicate trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple Client accounts;
- provide pricing and other market data;
- facilitate payment of our fees from our Clients' accounts; and
- assist with back-office functions, recordkeeping, and Client reporting.

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events;
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants, and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to the Advisor. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide the Advisor with other benefits such as occasional business entertainment of Advisor personnel.

Transition-related expenses: In connection with the launch of Apollon Wealth and the Advisor's intention to recommend that Clients custody their assets with Schwab, Schwab has agreed to provide Apollon Wealth with reimbursement of Transfer or Account Exit Fees for a value not to exceed \$170,000 for accounts transferred within 12 months. These funds will be used toward fees Client accounts will bear if the accounts are transferred to Schwab. Schwab has also agreed to pay for eligible third party vendor services and services provided by Schwab affiliates not to exceed \$105,000 for marketing, technology, consulting, or research expenses. These payments shall be distributed as follows: (1) \$35,000 in initial support once there are \$75million in non-negotiable assets transferred to the Schwab platform; and (2) \$35,000 once there are \$150 million in non-negotiable assets transferred to the Schwab platform; and (3) \$35,000 once there are \$225 million in non-negotiable assets transferred to the Schwab platform. Apollon Wealth will also receive benefits related to marketing services and the use of Client relationship management ("CRM") systems.

These products and services from Schwab benefit Apollon Wealth in that Apollon Wealth does not have to purchase them. The benefits may incentivize Apollon Wealth to routinely recommend Schwab as custodian over custodians who do not offer such products and services.

In deciding to recommend Fidelity, some of the factors that Apollon Wealth considers include:

- Trade order execution and the ability to provide accurate and timely execution of trades;
- The reasonableness and competitiveness of commissions and other transaction costs;
- Access to a broad range of investment products;
- Access to trading desks;
- Technology that integrates within Apollon Wealth's environment, including interfacing with Apollon Wealth's portfolio management system;
- A dedicated service or back office team and its ability to process requests from Apollon Wealth on behalf of its Clients;
- Ability to provide Apollon Wealth with access to Client account information through an institutional website; and
- Ability to provide Clients with electronic access to account information and investment and research tools.

Apollon Wealth generally places portfolio transactions through the Custodian where the Clients' accounts are custodied. In exchange for using the services of the Custodian, Apollon Wealth may receive, without cost, computer software and related systems support that allows Apollon Wealth to monitor and service its Clients' accounts maintained with such Custodian.

Fidelity also makes available to the Advisor products and services that benefit the Advisor but may not directly benefit the Client or the Client's account. These products and services assist us in managing and administering Client accounts. They include investment research, both Fidelity's own and that of third parties. Apollon Wealth may use this research to service all or some substantial number of Client accounts, including accounts not maintained at Fidelity. In addition to investment research, Fidelity also makes available software and other technology that:

- provides access to Client account data (such as duplicate trade confirmations and account statements);
- facilitates trade execution and allocates aggregated trade orders for multiple Client accounts;
- provides pricing and other market data;
- facilitates payment of our fees from our Clients' accounts; and
- assists with back-office functions, recordkeeping, and Client reporting.

Fidelity also offers other services intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events;
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants, and insurance providers.

Fidelity may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to the Advisor. Fidelity may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Fidelity may also provide the Advisor with other benefits such as occasional business entertainment of Advisor persons.

Apollon Wealth will periodically review its arrangements with the Custodians and other broker-dealers against other possible arrangements in the marketplace as it strives to achieve best execution on behalf of its Clients. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including, but not limited to, the following:

- a broker-dealer's trading expertise, including its ability to complete trades, execute and settle difficult trades, obtain liquidity to minimize market impact and accommodate unusual market conditions, maintain anonymity, and account for its trade errors and correct them in a satisfactory manner;
- a broker-dealer's infrastructure, including order-entry systems, adequate lines of communication, timely order execution reports, an efficient and accurate clearance and settlement process, and capacity to accommodate unusual trading volume;
- a broker-dealer's ability to minimize total trading costs while maintaining its financial health, such as whether a broker-dealer can maintain and commit adequate capital when necessary to complete trades, respond during volatile market periods, and minimize the number of incomplete trades;
- a broker-dealer's ability to provide research and execution services, including advice as to the value or advisability of investing in or selling securities, analyses and reports concerning such

matters as companies, industries, economic trends and political factors, or services incidental to executing securities trades, including clearance, settlement and custody; and

- a broker-dealer's ability to provide services to accommodate special transaction needs, such as the broker-dealer's ability to execute and account for Client-directed arrangements and soft dollar arrangements, participate in underwriting syndicates, and obtain initial public offering shares.

As described above, Schwab and Fidelity provide to Apollon Wealth, without cost, research and trade execution services. Schwab and Fidelity make these services available to similarly situated investment advisers whose Clients custody their assets with Schwab or Fidelity. Access to research and trade execution services is not predicated on the execution of Client securities transactions (e.g., not "soft dollars.") Apollon Wealth has not entered into any formal "soft dollar" arrangements with broker-dealers.

Apollon Wealth's Clients may utilize qualified custodians other than Schwab or Fidelity for certain accounts and assets, particularly where Clients have a previous relationship with such qualified custodians.

Brokerage for Client Referrals

Apollon Wealth does not select or recommend broker-dealers based solely on whether or not it may receive Client referrals from a broker-dealer or third party.

Client-Directed Brokerage

Generally, in the absence of specific instructions to the contrary, for brokerage accounts that Clients engage Apollon Wealth to manage on a discretionary basis, Apollon Wealth has full discretion with respect to securities transactions placed in the accounts. This discretion includes the authority, without prior notice to the Client, to buy and sell securities for the Client's account and establish and affect securities transactions through the Custodian of the Client's account or other broker-dealers selected by Apollon Wealth. In selecting a broker-dealer to execute a Client's securities transactions, Apollon Wealth seeks prompt execution of orders at favorable prices.

A Client, however, may instruct Apollon Wealth to custody his/her account at a specific broker-dealer and/or direct some or all of his/her brokerage transactions to a specific broker-dealer. In directing brokerage transactions, a Client should consider whether the commission expenses, execution, clearance, settlement capabilities, and custodian fees, if any, are comparable to those that would result if Apollon Wealth exercised its discretion in selecting the broker-dealer to execute the transactions. Directing brokerage to a particular broker-dealer may involve the following disadvantages to a directed brokerage Client:

- Apollon Wealth's ability to negotiate commission rates and other terms on behalf of such Clients could be impaired;
- such Clients could be denied the benefit of Apollon Wealth's experience in selecting broker-dealers that are able to efficiently execute difficult trades;
- opportunities to obtain lower transaction costs and better prices by aggregating (batching) the Client's orders with orders for other Clients could be limited; and
- the Client could receive less favorable prices on securities transactions because Apollon Wealth may place transaction orders for directed brokerage Clients after placing batched transaction orders for other Clients.

In addition to accounts managed by Apollon Wealth on a discretionary basis where the Client has directed the brokerage of his/her account(s), certain institutional accounts may be managed by Apollon Wealth on a non-discretionary basis and are held at custodians selected by the institutional Client. The decision to use a particular custodian and/or broker-dealer generally resides with the institutional Client. Apollon Wealth endeavors to understand the trading and execution capabilities of any such custodian and/or broker-dealer, as well as its costs and fees. Apollon Wealth may assist the institutional Client in facilitating trading and other instructions to the custodian and/or broker-dealer in carrying out Apollon Wealth's investment recommendations.

Trade Errors

Apollon Wealth's goal is to execute trades seamlessly and in the best interests of the Client. In the event a trade error occurs, Apollon Wealth endeavors to identify the error in a timely manner, correct the error so that the Client's account is in the position it would have been had the error not occurred, and, after evaluating the error, assess what action(s) might be necessary to prevent a recurrence of similar errors in the future.

Trade errors generally are corrected through the use of a "trade error" account or similar account at Schwab, or another Custodian, as the case may be. In the event an error is made in a Client account held elsewhere, Apollon Wealth works directly with the broker in question to take corrective action. In all cases, Apollon Wealth will take the appropriate measures to return the Client's account to its intended position.

B. Trade Aggregation

To the extent that the Advisor determines to aggregate Client orders for the purchase or sale of securities, including securities in which the Advisor's supervised persons may invest, the Advisor will generally do so in a fair equitable manner in accordance with applicable rules promulgated under the Advisers Act and guidance provided by the staff of the SEC and consistent with policies and procedures established by the Advisor.

Item 13 – Review of Accounts

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

Apollon Wealth monitors investment advisory portfolios as part of a continuous and ongoing process. Apollon Wealth advisors have at least one annual meeting with each Client to conduct a formal review the Clients' accounts. These reviews may include the following:

- compare the account's allocation with stated goals and Client cash-flows at time of review;
- review holdings and consider alternatives;
- monitor the size of individual securities relevant to their sectors, asset classes, and overall account size;
- analyze an account's composition and performance, income, appreciation, gains/losses, and asset allocation; and
- assess its performance.

Factors that may trigger an additional review, other than a periodic review, include: material market, economic or political events, known significant changes in a Client's financial situation and/or objectives, and large deposits or withdrawals from the accounts. Clients are encouraged to notify Apollon Wealth if

changes occur in the Client's personal financial situation that might adversely affect the Client's investment plan.

B. Other Reviews

Apollon Wealth may perform compliance and/or supervisory reviews of a sampling of Client accounts. These reviews may include comparing an account's strategy and/or allocation to the account's stated objectives, reviewing commission and transaction costs borne by the account, and reviewing the billing rate and charges.

C. Content and Frequency of Regular Reports Provided to Clients

Clients will receive brokerage statements no less than quarterly from the qualified custodian. These brokerage statements are sent directly from the custodian to the Client. The Client may also establish electronic access to the custodian's website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to the Client's account[s]. The Client advisor may also provide Clients with periodic reports regarding their holdings, allocations, and performance.

Item 14 – Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients

Apollon Wealth does not receive benefits from third parties for providing investment advice to Clients.

B. Compensation to non-Supervised Persons for Client Referrals

Apollon Wealth does not currently have referral arrangements with solicitors, but may in the future enter into referral arrangements with unaffiliated individuals who may from time-to-time refer potential investors to Apollon Wealth for investment management services and be compensated for successful referrals by receiving a percentage of the advisory fee Apollon Wealth receives from such Clients. Any such arrangements must be in compliance with Rule 206(4)-3 of the Investment Advisers Act.

Referrals to Other Investment Advisors

Apollon Wealth may refer Clients to other investment advisors. In such arrangements, Apollon Wealth has a conflict of interest in that Apollon Wealth will receive a portion of the other investment advisor's fee collected from the Client for the referral of the Client by Apollon Wealth. Apollon Wealth will provide each solicited Client with a solicitor disclosure and the other investment advisor's Form ADV Part 2A Disclosure Brochure. Clients are under no obligation to engage the services of other investment advisors.

Item 15 – Custody

All Clients must utilize a "qualified custodian" as detailed in item 12. Clients are required to engage the custodian to retain their funds and securities and direct Apollon Wealth to utilize the custodian for the Client's securities transactions. Apollon Wealth's agreement with Clients and/or the Clients' separate agreement with the Custodian may authorize Apollon Wealth through such Custodian to debit the Client's

account for the amount of Apollon Wealth's fee and to directly remit that fee to Apollon Wealth in accordance with applicable custody rules.

If the Client gives the Advisor authority to move money from one account to another account, the Advisor may have custody of those assets. In order to avoid additional regulatory requirements, the Custodian and the Advisor have adopted safeguards to ensure that the money movements are completed in accordance with the Client's instructions.

The Custodian recommended by Apollon Wealth has agreed to send a statement to the Client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Apollon Wealth. Apollon Wealth encourages Clients to review the official statements provided by the custodian, and to compare such statements with investment reports received from Apollon Wealth. For more information about Custodians and brokerage practices, see Item 12 – Brokerage Practices.

Item 16 – Investment Discretion

Clients have the option of providing Apollon Wealth with investment discretion on their behalf, pursuant to a grant of a limited power of attorney contained in Apollon Wealth's Client agreement. By granting Apollon Wealth investment discretion, a Client authorizes Apollon Wealth to direct securities transactions and determine which securities are bought and sold, the total amount to be bought and sold, and the costs at which the transactions will be effected. Clients may impose reasonable limitations in the form of specific constraints on any of these areas of discretion with the consent and written acknowledgement of Apollon Wealth. See also Item 4(C), Client-Tailored Advisory Services.

Item 17 – Voting Client Securities

Apollon Wealth does not accept the authority to and does not vote proxies on behalf of Clients. Clients retain the responsibility for receiving and voting proxies for all and any securities maintained in Client portfolios.

Item 18 – Financial Information

A. Balance Sheet

Apollon Wealth does not require prepayment of more than \$1,200 in fees per Client, six months or more in advance, and therefore does not need to include a balance sheet with this Brochure.

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

Neither Apollon Wealth nor its management has any financial conditions that are reasonably likely to impair its ability to meet contractual commitments to Clients.

C. Bankruptcy Petitions in Previous Years

Apollon Wealth has not been the subject of a bankruptcy petition.