

**FORM ADV PART 2A
DISCLOSURE BROCHURE**

Vermillion Wealth Management Inc.

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This brochure provides information about the qualifications and business practices of Vermillion Wealth Management Inc. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 651-480-4601 or jimpoepl@vermwealth.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Vermillion Wealth Management Inc. (IARD#281978) is available on the SEC's website at www.adviserinfo.sec.gov

MAY 11, 2020

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

Since the last filing of this brochure on January 7, 2020 the following material changes have been made:

- Removal of ERISA 3(21) Services
 - Removal of Non-Discretionary management
 - Removal of Financial Planning Service
 - Change of Chief Compliance Officer
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Full Brochure Available

This Firm Brochure being delivered is the complete brochure for the Firm.

Item 3: Table of Contents

Form ADV – Part 2A – Firm Brochure

Item 1: Cover Page

Item 2: Material Changes ii

Annual Update ii

Material Changes since the Last Update..... ii

Full Brochure Available..... ii

Item 4: Advisory Business 1

Firm Description 1

Types of Advisory Services 1

Client Tailored Services and Client Imposed Restrictions..... 1

Wrap Fee Programs 1

Client Assets under Management 1

Item 5: Fees and Compensation 1

Method of Compensation and Fee Schedule..... 1

Client Payment of Fees 1

Additional Client Fees Charged..... 1

Prepayment of Client Fees 1

External Compensation for the Sale of Securities to Clients..... 2

Item 6: Performance-Based Fees and Side-by-Side Management..... 2

Sharing of Capital Gains 2

Item 7: Types of Clients..... 2

Description 2

Account Minimums 2

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss 2

Methods of Analysis..... 2

Investment Strategy 2

Security Specific Material Risks..... 2

Item 9: Disciplinary Information..... 3

Criminal or Civil Actions 3

Administrative Enforcement Proceedings 3

Self- Regulatory Organization Enforcement Proceedings 3

Item 10: Other Financial Industry Activities and Affiliations 3

Broker-Dealer or Representative Registration 3

Futures or Commodity Registration 4

Material Relationships Maintained by this Advisory Business and Conflicts of Interest 4

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest 4

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	4
Code of Ethics Description.....	4
Investment Recommendations Involving a Material Financial Interest and Conflict of Interest....	5
Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest ...	5
Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest.....	5
Item 12: Brokerage Practices	5
Factors Used to Select Broker-Dealers for Client Transactions	5
Aggregating Securities Transactions for Client Accounts.....	7
Item 13: Review of Accounts	7
Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved	7
Review of Client Accounts on Non-Periodic Basis	7
Content of Client Provided Reports and Frequency.....	7
Item 14: Client Referrals and Other Compensation.....	7
Economic benefits provided to the Advisory Firm from External Sources and Conflicts of Interest.....	7
Advisory Firm Payments for Client Referrals.....	7
Item 15: Custody.....	7
Account Statements.....	7
Item 16: Investment Discretion	7
Discretionary Authority for Trading.....	7
Item 17: Voting Client Securities	9
Proxy Votes	9
Item 18: Financial Information	9
Balance Sheet	9
Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients.....	9
Bankruptcy Petitions during the Past Ten Years.....	9
Brochure Supplement (Part 2B of Form ADV)	11
Principal Executive Officer - James Francis Poepl	11
Item 2 Educational Background and Business Experience.....	11
Item 3 Disciplinary Information.....	11
Item 4 Other Business Activities	11
Item 5 Additional Compensation	11
Item 6 Supervision	11

Item 4: Advisory Business

Firm Description

Vermillion Wealth Management Inc. ("VWM"), was founded in 2015. VWM is owned equally by James Poepl, Jake Poepl, and Matt Poepl.

VWM is a fee based investment management firm. The firm also sells insurance products for a commission.

Types of Advisory Services

ASSET MANAGEMENT

VWM offers discretionary and non-discretionary direct asset management services to advisory clients as a wrap program. Please see Form ADV Part 2A, Appendix 1 for details.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objective. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without written client consent.

Wrap Fee Programs

VWM sponsors a wrap fee program. Please see Form ADV Part 2A, Appendix 1 for details.

Client Assets under Management

As of December 31, 2019, VWM had approximately \$171,204,968 in discretionary assets under management.

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

ASSET MANAGEMENT

VWM charges an annual investment advisory fee based on the total assets under management as a wrap fee program. Please see Form ADV Part 2A, Appendix 1 for details.

Client Payment of Fees

Investment management fees are billed monthly in arrears, meaning we bill you after the one-month period has started.

Additional Client Fees Charged

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities, and exchange-traded funds. These charges may include Mutual Fund transactions fees, postage and handling and miscellaneous fees (fee levied to recover costs associated with fees assessed by self-regulatory organizations).

VWM, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.). For more details on the brokerage practices, see Item 12 of this brochure.

Prepayment of Client Fees

VWM does not charge fees in advance.

External Compensation for the Sale of Securities to Clients

Neither VWM nor any of its investment advisor representatives receive any external compensation for the sale of securities to clients

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

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

VWM does not use a performance-based fee structure because of the conflict of interest. Performance based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Item 7: Types of Clients

Description

VWM generally provides investment advice to individuals, high net worth individuals, trusts, estates, or charitable organizations, pension plans, corporations or business entities. Client relationships vary in scope and length of service.

Account Minimums

VWM does not require a minimum of to open an account.

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

Methods of Analysis

Security analysis methods may include fundamental analysis, technical analysis, and cyclical analysis. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance is not a guarantee of future returns.

Fundamental analysis involves evaluating a stock using real data such as company revenues, earnings, return on equity, and profit margins to determine underlying value and potential growth. Technical analysis involves evaluating securities based on past prices and volume. Cyclical analysis involves analyzing the cycles of the market.

The main sources of information include financial newspapers and magazines, annual reports, prospectuses, eMoney and filings with the Securities and Exchange Commission.

Investment Strategy

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement or Risk Tolerance that documents their objectives and their desired investment strategy.

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Fundamental analysis may involve interest rate risk, market risk, business risk, and financial risk. Risks involved in technical analysis are inflation risk, reinvestment risk, and market risk. Cyclical analysis involves inflation risk, market risk, and currency risk.

Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with VWM:

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

- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Item 9: Disciplinary Information

Criminal or Civil Actions

The firm and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

The firm and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

The firm and its management have not been involved in legal or disciplinary events related to past or present investment clients.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

Representatives of VWM are currently registered representatives of Securities America, Inc.; a registered broker-dealer.

Futures or Commodity Registration

Neither VWM nor its employees are registered or has an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

James Poepl is co-owner of Vermillion Insurance Agency, co-owner and vice president of Vermillion State Bank and an insurance agent and registered representative of a broker/dealer, Securities America. Approximately 60% of his time is spent in these activities. From time to time, he will offer clients products and/or services in this capacity.

This represents a conflict of interest because it gives an incentive to recommend products and services based on the commission and/or fee amount received. This conflict is mitigated by disclosures, procedures, and the firm's Fiduciary obligation to place the best interest of the client first and will act accordingly. Clients are not required to purchase any products or services. Clients have the option to purchase these products or services through another insurance agent, bank or registered representative of their choosing.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

VWM does not utilize the services of Third Party Money Managers to manage client accounts.

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

Code of Ethics Description

The employees of VWM have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of VWM employees and addresses conflicts that may arise. The Code defines acceptable behavior for employees of VWM. The Code reflects VWM and its supervised persons' responsibility to act in the best interest of their client.

One area which the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

VWM's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of VWM may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

VWM's Code is based on the guiding principle that the interests of the client are the top priority. VWM's officers, directors, advisors, and other employees have a fiduciary duty to the clients and must diligently perform that duty to maintain the trust and confidence of the clients. When a conflict arises, it is VWM's obligation to put the client's interests over the interests of either employees or the company.

The Code applies to "access" persons. "Access" persons are employees who have access to non-public information regarding any clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

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

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

VWM and its employees do not recommend to clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

VWM and its employees may buy or sell securities that are also held by clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide VWM with copies of their brokerage statements.

The Chief Compliance Officer of VWM is James Poepl. He reviews all employee trades at least quarterly. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

VWM does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, employees may buy or sell securities at the same time they buy or sell securities for clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide VWM with copies of their brokerage statements.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

VWM requires that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the sole and exclusive broker/dealer and custodian with respect to processing securities transactions for the Program account. VWM is independently owned and operated and not affiliated with Schwab. Schwab provides VWM with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Advisor Services. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For VWM client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

- *Directed Brokerage*
VWM does not allow clients to direct brokerage.
- *Best Execution*

Investment advisors who manage or supervise client portfolios have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The firm does not receive any portion of the trading fees.

- *Soft Dollar Arrangements*

The Securities and Exchange Commission defines soft dollar practices as arrangement under which products or services other than execution services are obtained by VWM from or through a broker-dealer in exchange for directing client transactions to the broker-dealer. As permitted by Section 28(e) of the Securities Exchange Act of 1934, VWM receives economic benefits as a result of commissions generated from securities transactions by the broker-dealer from the accounts of VWM.

- *Other Benefits*

Schwab also makes available to VWM other products and services that benefit VWM but may not benefit its clients' accounts. These benefits may include national, regional or VWM specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of VWM by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist VWM in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of VWM's fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of VWM's accounts, including accounts not maintained at Schwab Advisor Services. Schwab Advisor Services also makes available to VWM other services intended to help VWM manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to VWM by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to VWM. While, as a fiduciary, VWM endeavors to act in its clients' best interests, VWM's recommendation/requirement that clients maintain their assets in accounts at Schwab may be based in part on the benefit to VWM of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest. This conflict is mitigated by disclosures, procedures, and the firm's

Fiduciary obligation to act in the best interest of its clients and the services received are beneficial to all clients.

Aggregating Securities Transactions for Client Accounts

VWM is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of VWM. All clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Account reviews are performed quarterly by James Poepl. Account reviews are performed more frequently when market conditions dictate.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of clients' accounts are changes in the tax laws, new investment information, and changes in a client's own situation.

Content of Client Provided Reports and Frequency

Clients receive written account statements no less than quarterly for managed accounts. Account statements are issued by VWM's custodian. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs. VWM provides performance reports to clients quarterly.

Item 14: Client Referrals and Other Compensation

Economic benefits provided to the Advisory Firm from External Sources and Conflicts of Interest

VWM receives an economic benefits from Schwab. See Item 12 of this brochure.

Advisory Firm Payments for Client Referrals

VWM does not compensate for client referrals.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly. Clients are urged to compare the account statements received directly from their custodians to the performance report statements prepared by VWM.

VWM is deemed to have constructive custody solely because advisory fees are directly deducted from client's account by the custodian on behalf of VWM.

Item 16: Investment Discretion

Discretionary Authority for Trading

VWM accepts discretionary authority to manage securities accounts on behalf of clients. VWM has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. However, VWM consults with the client prior to each trade to obtain concurrence if a blanket trading authorization has not been given. A client may impose restrictions on a minimum level of cash they want in their account, as well as from which account they want

their withdrawals to come. Also, a client may issue restrictions on what specific securities or security types they do not want VWM to buy or sell in their account.

The client approves the custodian to be used and the commission rates paid to the custodian. VWM does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Item 17: Voting Client Securities

Proxy Votes

VWM does not vote proxies on securities. Clients are expected to vote their own proxies. The client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, VWM will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because VWM does not serve as a custodian for client funds or securities and VWM does not require prepayment of fees of more than \$1200 per client and six (6) months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

VWM has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

Bankruptcy Petitions during the Past Ten Years

Neither VWM nor its management has had any bankruptcy petitions in the last ten years.

Item 1 Cover Page

SUPERVISED PERSON BROCHURE
FORM ADV PART 2B

James Francis Poepl

Vermillion Wealth Management Inc.

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This brochure supplement provides information about James Francis Poepl and supplements the Vermillion Wealth Management Inc.'s brochure. You should have received a copy of that brochure. Please contact James Francis Poepl if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about James Francis Poepl (CRD#4789770) is available on the SEC's website at www.adviserinfo.sec.gov.

MAY 11, 2020

Brochure Supplement (Part 2B of Form ADV)
Supervised Person Brochure

Principal Executive Officer - James Francis Poepl

- Year of birth: 1977
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Item 2 Educational Background and Business Experience

Educational Background:

- Hamline University School of Law; JD, 2003
- University of St. Thomas; BA, 2000

Business Experience:

- Vermillion Wealth Management Inc.; President/Investment Advisor Representative; 01/2016 – Present
 - Securities America, Inc.; Registered Representative; 09/2017 - Present
 - Vermillion State Bank; Co-Owner/Vice President; 08/2003 – Present
 - Vermillion Insurance Agency; Co-Owner; 01/2017 - Present
 - Cetera Investment Advisers LLC; Investment Advisor Representative/Registered Representative; 01/2014 – 12/2015
 - Cetera Investment Services LLC; Investment Advisor Representative/Registered Representative; 04/2004 – 01/2014
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Item 3 Disciplinary Information

Criminal or Civil Action: None to report.

Administrative Proceeding: None to report.

Self-Regulatory Proceeding: None to report.

Item 4 Other Business Activities

James Poepl is also co-owner of Vermillion Insurance Agency, co-owner and vice president of Vermillion State Bank and an insurance agent and registered representative of a broker/dealer, Securities America. Approximately 60% of his time is spent in these activities. From time to time, he will offer clients products and/or services in this capacity.

This represents a conflict of interest because it gives an incentive to recommend products and services based on the commission received. This conflict is mitigated by disclosures, procedures, and the firm's Fiduciary obligation to place the best interest of the client first and the clients are not required to purchase any products or services. Clients have the option to purchase these products or services through another insurance agent, bank or registered representative of their choosing.

Item 5 Additional Compensation

Mr. Poepl receives additional compensation in his capacity as an insurance agent and vice president of a bank, but he does not receive any performance based fees.

Item 6 Supervision

Since Mr. Poepl is the President of Vermillion Wealth Management Inc., he is responsible for all supervision and formulation and monitoring of investment advice offered to clients. He will adhere to the policies and procedures as described in the firm's Compliance Manual.