

Mercury Advisory, LLC

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Form ADV, Part 2A

Wrap Fee Brochure

May 7, 2020

This wrap fee program brochure provides information about the qualifications and business practices of Mercury Advisory, LLC (CRD #308960) (“Mercury”). If you have any questions about the contents of this Brochure, please contact us via email at hello@mercury.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Mercury is a registered investment adviser. The registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information that you may use to determine whether to hire or retain them.

Additional information about Mercury is also available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by using a unique identifying number, known as a CRD number. The CRD number for Mercury is 308960. The SEC’s website also provides information about any persons affiliated with Mercury who are registered, or are required to be registered, as investment adviser representatives of Mercury.

Item 2 –Material Changes

This document is the initial Part 2A of Form ADV: Wrap Fee Brochure (the “Brochure”) for Mercury. Pursuant to the SEC’s requirements and rules, you will receive a summary of any material changes to this Brochure within one hundred twenty days of the close of Mercury’s fiscal year-end.

The Brochure may be requested at any time, without charge, by contacting Mercury at hello@mercury.com or by checking our website at <https://mercury.com>.

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Item 4 – Services, Fees and Compensation

Mercury was founded in October 2019. Additional information about Mercury is available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by using a unique identifying number, known as a CRD number. The CRD number for Mercury is 308960. The SEC’s website also provides information about any persons affiliated with Mercury who are registered, or are required to be registered, as investment adviser representatives of Mercury.

Mercury is a registered investment adviser (“RIA”) that offers a wrap fee program to its advisory clients (each a “Client,” and collectively, “Clients”) through an online web-based platform.

Mercury is a privately held company headquartered in San Francisco, California. Information about Mercury’s organizational and ownership structure is provided on Part 1 of Mercury’s Form ADV, which is available online at <http://www.adviserinfo.sec.gov>.

Wrap Fee Program

Mercury provides web-based advisory services through a wrap fee program that bundles or “wraps” services together and charges a single fee based on the value of assets under management (the “Program”). The Program is provided, primarily, through Mercury’s website, <https://mercury.com/> (the “Website”). The services included in the Program are the management of portfolio allocations and certain advisory functions with respect to the portfolios. Additional information about Mercury’s products and services is provided in Mercury’s Form ADV Part 1 available at <http://www.adviserinfo.sec.gov>. Mercury encourages visiting the Website for additional information.

Mercury’s Clients consist solely of small business entities, typically venture-backed start-ups.

Clients utilize the Website, which allows a Client to allocate its financial resources into an investment portfolio designed to meet a Client’s financial goals within their respective investment risk tolerance, financial parameters, and liquidity needs. The investments offered through the Program includes a combination of exchange-traded funds (“ETFs”) and mutual funds (“MFs”). Generally, the underlying assets of the ETFs and MFs available through the Program shall consist of money market funds or Treasury Bills. Mercury provides investment advice only with respect to limited types of investments.

During Client onboarding, each Client provides its investment objectives, risk tolerance, and the monetary amount it wishes to allocate via an interactive questionnaire within the Program. After completion of the interactive questionnaire, the Program will recommend a non-discretionary investment portfolio for the Client. Clients should understand the investment portfolios rely upon the information provided by the Client during the onboarding process and Mercury does not capture any additional information not covered in the onboarding process in providing its investment advice.

Mercury does not allocate assets or directly manage accounts for Clients. The Program provides recommendations to each Client, and each Client is solely responsible for implementing such recommendations. Clients are responsible for directing purchases and sales of specific investments. Clients are not required to implement Mercury’s investment advice and should carefully review all of the information provided by the Website and in the relevant ETF or MF prospectus before investing.

Clients are obligated to update their information through the Website promptly if there are changes to their financial situation, liquidity needs, risk tolerance or if other relevant information changes or becomes available.

The investments in each Client's account are held in a separate account in the name of the Client at an independent custodian, and not with Mercury. All accounts managed through the Website are required to use Apex Clearing Corporation ("Apex") as the independent custodian. Mercury does not have the authority to manage Client accounts on a discretionary basis and does not trade in any Client's account except at the Client's direction.

Mercury does not allow the purchase of fractional shares.

Clients will receive Mercury's Advisory Agreement, which further details the services Clients will receive, fees charged to Clients, and the conditions of the Mercury-Client relationship. Importantly, Mercury does not provide overall financial planning services, nor does it provide tax advice.

Fees and Compensation

The Program charges a "wrap" fee, which allows Clients to pay a single fee for investment advisory services (the "Fee"). The Fee is not based upon transactions in a Client account, but rather is a bundled fee, which includes the costs for advisory services, execution, clearance, custody and account reporting. Investment advisory fees are not prorated for partial months.

The Fee will, generally, consist of 25 basis points (0.25%), as adjusted from time to time at the discretion of Mercury, of the Client's assets under management charged monthly. On an annual basis, this percentage represents a fee of 3% of a Client's assets under management ($0.025\% \times 12$). The Fee is charged monthly, in arrears, based on the value of the Client's account on the last day of the previous month.

Mercury will take the monthly advisory Fee from the Client's account. This Fee will be paid from funds in the account or from funds resulting from the sale of investments from the Client's account. Each time a Client uses Mercury's advisory services, they reaffirm their agreement that Mercury may charge the accounts, as applicable. In the event Mercury cannot charge the applicable accounts, it reserves the right to terminate a Client's access to its advisory services. Termination of accounts will be undertaken at Mercury's sole discretion. Each Client may also terminate its account at any time. Upon termination of a Client's account, assets are liquidated as soon as practicable, and money is returned to the Client, if applicable. Once the account termination process is initiated, Mercury will no longer receive any fees from the Client with respect to the Client's account.

The Fee is negotiable, and Mercury reserves the right to waive the Fee or any part thereof for any period for any Client in Mercury's sole discretion. To this end, Mercury may, from time to time, elect to launch programs or initiatives whereby the Fee may be waived, in whole or in part, for certain categories of Clients. Any such program or initiative (i) is entirely discretionary to Mercury and may be expanded, narrowed, suspended, canceled or modified at any time by Mercury, and (ii) will be subject to any rules, guidelines and/or terms and conditions created by Mercury in connection therewith (which rules, guidelines and/or terms may be included on the Website and/or elsewhere). To the extent any such program or initiative is canceled or terminated, Clients will once again be charged the then-current Fee on a going-forward basis. Mercury shall have sole discretion in determining whether or not any existing Client or potential Client meets the requirements to participate in and/or benefit from any such program or initiative, and Mercury shall

not be liable to the Client or any other party in connection with any such decision and/or in connection with the administration of any such program or initiative generally.

Mercury believes its wrap fee is reasonable considering the quality and scope of the services it provides and the fees charged by other investment advisers offering similar services/programs. However, by participating in a wrap fee program, Clients may end up paying more or less than they would through a non-wrap fee program where a lower advisory fee is charged, but trade execution costs are passed directly through to the Client by the executing broker. In that scenario, Clients would be responsible for any other fees charged by other parties, including the custodian, Apex. Clients could also invest in ETFs and MFs and other assets directly without Mercury's services. In that case, Clients would not receive the services provided by Mercury, which are designed, among other things, to assist in determining which investments are appropriate for the Client's account.

Other Account Fees

The Program includes all trade charges applicable to an account. However, Mercury's fees do not include other related costs and expenses. A Client may incur certain charges imposed by custodians and other third parties. These include transfer fees, administrative fees and other fees and taxes on brokerage accounts and securities/asset transactions. The issuer of some of the securities or products purchased for Clients, such as ETFs and MFs or other similar financial products, may charge product fees that affect Clients. Mercury does not charge these fees to Clients and does not benefit directly or indirectly from any such fees. An ETF and MF typically include embedded expenses that may reduce the fund's net asset value, and therefore directly affect the fund's performance and indirectly affect a Client's portfolio performance or an index benchmark comparison. These fees are in addition to the Fee Clients pay to Mercury. Clients should review all fees charged to fully understand the total amount of fees they will pay.

Item 5 – Account Requirements and Types of Clients

Mercury's Program is intended for use by Clients to gain access to a customized portfolio consisting of ETFs and MFs.

While there is no minimum or maximum account size requirements, prospective clients must evidence at least \$250,000 in total assets. Mercury reserves the right to impose a minimum or maximum account size or value in the future at its discretion. Fees are negotiable.

Item 6 – Portfolio Manager Selection and Evaluation

Portfolio Managers and Advisory Business

Mercury's business is the investment advisory services provided through the Website. Please refer to Item 4 for information pertaining to our advisory business.

Clients are ultimately responsible for all investment decisions and trades. Mercury provides Clients with access to the Program for trade execution through Apex.

The Program will utilize a robo-adviser program to maintain a selected portfolio of investments based on the Client's investment objectives, risk tolerance, and liquidity needs. Accordingly, Clients should be aware that:

- an algorithm is used to manage Client accounts;
- the portfolios are invested and rebalanced by the algorithm;
- the algorithm is based on a number of assumptions:
 - the trading price is the daily close price for any ETF or MF;
 - transactions will cause no tax obligations; and
 - no slippage costs occur during rebalancing.

Limitations of the algorithm include, without limitation:

- the algorithm used to manage Client accounts might rebalance Client accounts without regard to market conditions or on a more frequent basis than the Client might expect and the algorithm may not address prolonged changes in market conditions;
- Mercury owns and manages the algorithm;
- absent technical issues, there is no human involvement in the oversight and management of Client accounts; and
- if and when a Client has a material change to its financial standing or risk tolerance, the Client should promptly update the information he or she has provided to Mercury.

Mercury's "Investment Committee" determines the suitable assets for the Program, which are selected via Mercury's internal selection criteria. Clients may select their portfolio based on the recommendation from the algorithm or select a different portfolio from the curated list of suitable asset portfolios presented by Mercury through the Program. The assets included in each Client portfolio have been researched and approved by Mercury's Investment Committee. Mercury's internal selection criteria includes, but is not limited to, assessing an ETF's or MF's historical performance, how well the ETF or MF tracks its benchmark, the ETF's or MF's management fee and expense ratios, the liquidity prospect of the ETF or MF vis-à-vis Client needs and the management of the ETF and MF. ETFs and MFs are managed by their relevant fund manager/sponsor. Mercury does not manage, control or receive compensation from ETF or MF managers.

Rebalancing and initial investments are only performed during specific hours each day. There are inherent risks to the use of algorithms to drive portfolio recommendations, which may result in loss of capital. Mercury also relies on certain vendors, such as Amazon Web Services, in order to provide portfolio rebalancing. In the event that one of these vendors is unavailable, Mercury will not have the capability to rebalance the portfolio.

The Program's performance will be calculated through a time-weighted return.

Performance-Based Fees and Side-by-Side Management

Mercury does not charge any performance-based fees. These are fees based on a share of capital gains on or capital appreciation of the assets of a Client.

Methods of Analysis, Investment Strategies and Risk of Loss

Through qualitative and quantitative due diligence, Mercury selects investments to make available through the Program. Mercury selects ETFs and MFs as the investment available through the Program. Mercury chooses ETFs and MFs based on their transparency, liquidity, fee models, risk profile and diversification.

The ETFs and MFs selected are designed to meet a conservative investment strategy with relatively low risk and high liquidity.

In Mercury's due diligence and analysis process, Mercury utilizes a form of quantitative analysis in which it analyzes the funds' fees and performance using historical market data, risk metrics and other benchmarks.

Investment Strategies

Mercury uses a proprietary formula to help select the assets it recommends and/or makes available through the Program to each Client. Based on the application of Mercury's proprietary formula, which analyzes Client-supplied data on risk appetite, financial situation and liquidity needs, Mercury suggests an investment portfolio suitable for that particular Client. All dividends from investments are automatically reinvested unless a Client elects otherwise. Mercury's recommendations are designed to promote, relatively, low-risk returns within the Client-specific suitability limits and liquidity needs.

Risk of Loss

Mercury does not guarantee the future performance of any Client's account. Clients must understand that investments made via the Program involve substantial risk and are subject to various market, currency, economic, political and business risks, and that those investment decisions and actions will not always be profitable. Clients may not get back the amount invested. Subject to the Investment Advisers Act of 1940, Mercury shall have no liability for any losses in a Client's account. The price of any security or the value of an entire asset class can decline for a variety of reasons outside of Mercury's control, including, but not limited to, changes in the macroeconomic environment, unpredictable market sentiment, forecasted or unforeseen economic developments, interest rates, regulatory changes, and domestic or foreign political, demographic, or social events. There is no guarantee that Mercury's judgment or investment decisions about particular securities or asset classes will necessarily produce the intended results. Mercury's judgment may prove to be incorrect, and a Client might not achieve its investment objectives. High volatility and/or the lack of deep and active liquid markets for an asset may prevent a Client from selling its assets at all, or at an advantageous time or price because Mercury and the Client's broker may have difficulty finding a buyer and may be forced to sell at a significant discount to market value. The Program, by its automated nature, limits excessive trading risk, although human programming error may result in excessive trading. Mercury cannot guarantee any level of performance or that any Client will avoid a loss of account assets. Any investment in securities or assets involves the possibility of financial loss that Clients should be prepared to bear.

When evaluating risk, financial loss may be viewed differently by each Client and may depend on many different risk items, each of which may affect the probability of adverse consequences and the magnitude of any potential losses. The following risks may not be all-inclusive but should be considered carefully by a prospective Client before entering the Program. These risks should be considered as possibilities, with additional regard to their actual probability of occurring and the effect on a Client if there is, in fact, an occurrence.

Market Risk - The price of any security or the value of an entire asset class can decline for a variety of reasons outside of Mercury's control, including, but not limited to, changes in the macroeconomic environment, unpredictable market sentiment, forecasted or unforeseen economic developments, interest rates, regulatory changes, and domestic or foreign political, demographic, or social events. If a Client has a high allocation in a particular asset class, it may negatively affect overall performance to the extent that the

asset class underperforms relative to other market assets. Conversely, a low allocation to a particular asset class that outperforms other asset classes in a particular period will cause that Client account to underperform relative to the overall market.

Investment Risk - There is no guarantee that Mercury's judgment, models or investment decisions about particular securities or asset classes will necessarily produce the intended results. Mercury's judgment may prove to be incorrect, and a Client might not achieve its investment objectives. Mercury may also make future changes to the investing algorithms and services that it provides. In addition, it is possible that Clients or Mercury itself may experience computer equipment failure, loss of internet access, viruses, or other events that may impair access to Mercury's software-based financial service.

Volatility and Correlation Risk - Clients should be aware that Mercury's asset selection process is based in part on a careful evaluation of past price performance and volatility in order to evaluate future probabilities. However, it is possible that different or unrelated asset classes may exhibit similar price changes in similar directions, which may adversely affect a Client, and may become more acute in times of market upheaval or high volatility. Past performance is no guarantee of future results, and any historical returns, expected returns, or probability projections may not reflect actual future performance.

Liquidity and Valuation Risk - High volatility and/or the lack of deep and active liquid markets for a security may prevent a Client from selling its securities at all, or at an advantageous time or price because Mercury and the Client's broker may have difficulty finding a buyer and may be forced to sell at a significant discount to market value. Some securities (including ETFs) that hold or trade financial instruments may be adversely affected by liquidity issues as they manage their portfolios. While Mercury values the securities held in Client's accounts based on reasonably available exchange-traded security data, Mercury may, from time to time, receive or use inaccurate data, which could adversely affect security valuations, transaction size for purchases or sales, and/or the resulting fees paid to Mercury.

Credit Risk - Mercury cannot control and Clients are exposed to the risk that financial intermediaries or security issuers may experience adverse economic consequences that may include impaired credit ratings, default, bankruptcy or insolvency, any of which may affect portfolio values or management. This risk applies to assets on deposit with any broker utilized by a Client, notwithstanding asset segregation and insurance requirements that are beneficial to Clients generally. In addition, exchange trading venues or trade settlement and clearing intermediaries could experience adverse events that may temporarily or permanently limit trading or adversely affect the value of securities held by Clients. Finally, any issuer of securities may experience a credit event that could impair or erase the value of the issuer's securities held by a Client. Mercury seeks to limit credit risk through ETFs, which are subject to regulatory limits on asset segregation and leverage such that fund shareholders are given liquidation priority versus the fund issuer; however, certain funds and products may involve higher issuer credit risk because they are not structured as a registered fund.

Legislative and Tax Risk - Performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment adviser or securities trading regulation; change in the U.S. government's guarantee of ultimate payment of principal and interest on certain government securities and changes in the tax code that could affect interest income, income characterization, and/or tax reporting obligations.

ETF and MF Risks, including Net Asset Valuations and Tracking Error - ETF performance may not exactly match the performance of the index or market benchmark that the ETF is designed to track because

1) the ETF will incur expenses and transaction costs not incurred by any applicable index or market benchmark; 2) certain securities comprising the index or market benchmark tracked by the ETF may, from time to time, temporarily be unavailable; and 3) supply and demand in the market for either the ETF and/or for the assets held by the ETF may cause the ETF shares to trade at a premium or discount to the actual net asset value of the securities owned by the ETF. Certain ETF strategies may, from time to time, include the purchase of fixed income, commodities, or other securities for which expenses and commission rates could be higher than normally charged for exchange-traded equity securities, and for which market quotations or valuation may be limited or inaccurate.

Clients should be aware that to the extent they invest in ETF/MF securities, they will pay two levels of compensation - fees charged by Mercury plus any management fees charged by the issuer of the ETF/MF. This scenario may cause a higher cost (and potentially lower investment returns) than if a Client purchased the ETF/MF directly.

An ETF/MF typically includes embedded expenses that may reduce the fund's net asset value, and therefore directly affect the fund's performance and indirectly affect a Client's portfolio performance or an index benchmark comparison. Expenses of the fund may include investment adviser management fees, custodian fees, brokerage commissions, and legal and accounting fees. ETF/MF expenses may change from time to time at the sole discretion of the ETF/MF issuer. ETF/MF tracking error and expenses may vary.

Inflation, Currency, and Interest Rate Risks - Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of an investor's future interest payments and principal. Inflation also generally leads to higher interest rates, which in turn may cause the value of many types of fixed income investments to decline. The liquidity and trading value of currencies could be affected by global economic factors, such as inflation, interest rate levels, and trade balances among countries, as well as the actions of sovereign governments and central banks. In addition, the relative value of the U.S. dollar-denominated assets primarily managed by Mercury may be affected by the risk that currency devaluations affect Client purchasing power.

Algorithmic Trading - Clients are advised that the Program relies on computer models, data inputs and assumptions in generating trade orders or recommendations (as applicable). Statistical investing models, such as those used by Mercury, rely on back-tested information, and, thus, may not operate as expected or intended when events having few or no historical antecedents occur, and, accordingly, may generate losses another manager could have been able to avoid.

Cybersecurity Risks - Mercury and its service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from cyber-attacks and hacking by other computer users, and to avoid the resulting damage and disruption of hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. In general, cyber-attacks are deliberate, but unintentional events may have similar effects. Cyber-attacks may cause losses to Mercury's Clients by interfering with the processing of transactions, affecting Mercury's ability to calculate net asset value or impeding or sabotaging trading. Clients may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, and the dissemination of confidential and proprietary information. Any such breach could expose Mercury to civil liability as well as regulatory inquiry and/or action. In addition, Clients could be exposed to

additional losses as a result of unauthorized use of their personal information. While we have established business continuity plans, incident response plans and systems designed to prevent cyber-attacks, there are inherent limitations in such plans and systems, including the possibility that certain risks have not been identified. Similar types of cyber-security risks also are present for issuers of securities in which we invest, which could result in material adverse consequences for such issuers, and may cause a Client's investment in such securities to lose value.

Investment Strategy Risks - There are risks associated with the long-term core strategic holdings. The more aggressive the investment strategy, the more likely the portfolio will contain larger weights in riskier asset classes, such as equities.

Fixed Income - Bond markets rise and fall daily, and fixed income investments, which generally also include instruments with variable or floating rates, are subject to various risks. When interest rates rise, bond prices usually fall. The longer the duration of a bond, the more sensitive to interest rate movements its value is likely to be. A decline in the credit quality of a fixed income investment could cause the value of a fixed income product to fall. High-yield securities and unrated securities of similar credit quality (sometimes called junk bonds) are subject to greater levels of credit and liquidity risks. High-yield securities may be considered speculative.

Government Securities Risks - Many U.S. government securities are not backed by the full faith and credit of the United States government, which means they are neither issued nor guaranteed by the U.S. Treasury. Certain issuers of securities, such as the Federal Home Loan Banks, maintain limited lines of credit with the U.S. Treasury. Securities issued by other issuers, such as the Federal Farm Credit Banks Funding Corporation, are supported solely by the credit of the issuer. There can be no assurance that the U.S. government will provide financial support to securities of its agencies and instrumentalities if it is not obligated to do so under law.

Reliance on Management and Other Third Parties – ETF and MF investments will rely on third-party management and advisers. Mercury is not expected to have an active role in the day-to-day management of fund investments. Carried interest and other incentive distributions to fund management may create an incentive towards more speculative investments than would otherwise have been made.

Market Volatility - General fluctuations in the economy may affect the value of one or more investments. In the event of economic volatility, the ability to achieve a favorable return on investments may be severely impeded.

Novel Coronavirus Pandemic, Public Health Emergency and Global Economic Impacts - As of the date of this Form ADV Part 2A, there is an ongoing outbreak of a novel and highly contagious form of coronavirus ("COVID-19"), which the World Health Organization declared a pandemic on March 11, 2020. The outbreak of COVID-19 has caused a worldwide public health emergency with a substantial number of hospitalizations and deaths, and has significantly adversely impacted global commercial activity and contributed to both volatility and material declines in equity and debt markets. The global impact of the outbreak is rapidly evolving, and many country, state and local governments have reacted by instituting mandatory or voluntary quarantines, travel prohibitions and restrictions, closure or reduction of offices, businesses, schools, retail stores and other public venues and/or cancellation, suspension or postponement of certain events and activities, including certain non-essential government and regulatory activity. Businesses are also implementing their own precautionary measures, such as voluntary closures,

temporary or permanent reductions in workforce, remote working arrangements and emergency contingency plans. Such measures, as well as the general uncertainty surrounding the dangers, duration and impact of COVID-19, are creating significant disruption in supply chains and economic activity, impacting consumer confidence and contributing to significant market losses, including having particularly adverse impacts on transportation, hospitality, tourism, sports, entertainment and other industries dependent upon physical presence. As COVID-19 continues to spread, potential additional adverse impacts, including a global, regional or other economic recession of indeterminate duration, are increasingly likely and difficult to assess.

The extent of the impact of COVID-19 on Mercury will depend on many factors, including the duration and scope of the resulting public health emergency, the extent of any related restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity, and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. The effects of the COVID-19 pandemic may materially and adversely impact Mercury's ability to source, manage and divest investments and Mercury's ability to achieve its investment objectives on behalf of its Clients, all of which could result in significant losses to a Client.

In addition, COVID-19 and the resulting changes to global businesses and economies will, likely, adversely impact the business and operations of Mercury, and its respective affiliates. Certain businesses and activities may be temporarily or permanently halted as a result of government or other quarantine measures, voluntary and precautionary restrictions on travel or meetings and other factors, including the potential adverse impact of COVID-19 on the health of key personnel.

Other Catastrophic Risks - In addition to the potential risks associated with COVID-19 as outlined above, Mercury may be subject to the risk of loss arising from direct or indirect exposure to a number of types of other catastrophic events, including without limitation (i) other public health crises, including any outbreak of SARS, H1N1/09 influenza, avian influenza, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof; or (ii) other major events or disruptions, such as hurricanes, earthquakes, tornadoes, fires, flooding and other natural disasters; acts of war or terrorism, including cyberterrorism; or major or prolonged power outages or network interruptions. The extent of the impact of any such catastrophe or other emergency on Mercury's operational and financial performance will depend on many factors, including the duration and scope of such emergency, the extent of any related travel advisories and restrictions, the impact on overall supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity, and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. In particular, to the extent that any such event occurs and has a material effect on global financial markets or specific markets in which Mercury participates (or has a material effect on any locations in which Mercury operates or on any of their respective personnel) the risks of loss could be substantial and could have a material adverse effect the ability of Mercury to fulfill its investment objectives.

Limitations of Disclosure - The foregoing list of risks does not purport to be a complete enumeration or explanation of the risks involved in investing in investments. As investment strategies develop and change over time, Clients and may be subject to additional and different risk factors. No assurance can be made that profits will be achieved or that substantial losses will not be incurred.

Voting Client Securities

As a matter of firm policy and practice, Mercury does not have any authority to and does not vote proxies on behalf of Clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in such Client's portfolio. Clients will receive proxies and other solicitations directly from the designated custodian.

Mercury will neither advise nor act on behalf of the Client in legal proceedings involving companies whose securities are held or previously were held in the Client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements.

Item 7 – Client Information Provided to Portfolio Managers

Mercury has access to all Client information with respect to the particular Client accounts managed through the Website. The Website relies on the information provided by the Client through the interactive questionnaire in order to provide investment advice and recommendations.

Mercury gathers information on the Client's cash flow, assets allocated to the Program and other factors to create a Client profile.

Item 8 – Client Contact with Portfolio Managers

Clients may contact Mercury via email at hello@mercury.com with respect to technical questions regarding the web-based application.

Item 9 – Additional Information

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an evaluation of such adviser or the integrity of such adviser's management. Mercury does not have any legal, financial, regulatory, or other "disciplinary" item to report to any Client. This statement applies to Mercury and to every employee of Mercury.

Other Financial Industry Activities and Affiliations

Mercury is a subsidiary of Mercury Technologies, Inc. ("Mercury Technologies"), which, through partnerships with certain banking institutions, provides various banking services to its clients. Existing clients of Mercury Technologies can elect to use the services of Mercury as an additional service along with the other services provided by Mercury Technologies. Mercury and Mercury Technologies have overlapping officers, personnel, share office space, and share certain expenses.

There exists the potential for a conflict of interest for Mercury and Mercury Technologies to recommend to Client the service or account that produces the most revenue for Mercury and Mercury Technologies and not the service or account that is the most suitable for a Client. However, Client participation in the services provided by Mercury and Mercury Technology is strictly voluntary, and fees and related expenses are fully disclosed to a Client; therefore, this conflict is minimized.

Mercury Technologies is responsible for the management and deployment of the algorithm used by Mercury. The use of the algorithm by Mercury is governed by an agreement between Mercury and Mercury Technologies.

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

Mercury has adopted a code of ethics (the “Code of Ethics”) for all supervised persons of Mercury describing its high standard of business conduct and fiduciary duty to its Clients. The Code of Ethics includes provisions relating to the confidentiality of Client information, a prohibition on insider trading, a prohibition of rumor-mongering, limitations on giving or receiving of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Mercury must acknowledge the terms of the Code of Ethics annually, or as amended.

Mercury anticipates that, in appropriate circumstances, consistent with Clients’ investment objectives, it will recommend to accounts advised by Mercury to effect the purchase or sale of securities in which Mercury, its management persons and/or Clients, directly or indirectly, have a position or interest. Mercury’s employees and persons associated with Mercury are required to follow Mercury’s Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Mercury and its employees may trade for their own accounts in securities, which are recommended to and/or purchased for Mercury’s Clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Mercury will not interfere with (i) making decisions in the best interest of Clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code of Ethics, certain classes of securities have been designated as exempt transactions, based upon a determination that personal employee transactions in these types of securities would not materially interfere with the best interest of Mercury’s Clients. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Mercury and its Clients.

Employee accounts managed by Mercury may trade in the same securities with Client accounts on an aggregated basis when consistent with Mercury’s obligation of best execution. In such circumstances, employee and Client accounts will share commission costs equally and receive securities at a total average price. Mercury will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

Review of Accounts

Mercury provides all Clients with continuous access to the Website regarding information about account status, portfolio allocations, securities, and balances. Mercury will utilize proprietary, as well as commercially available software, to review the curated portfolios quarterly to ensure that they are in line with investment objectives. The portfolios will be reviewed quarterly to ensure the portfolio allocation is suitable for the Client. Additional reviews of the portfolios may be triggered by material changes in variables such as a change in a Client’s circumstances, or the market, political or economic environment.

Clients have access to current account balances and positions through the Website. Apex prepares account statements showing all transactions and account balances during the prior quarter. All information relating to

Client accounts are provided on the Website. On a quarterly basis, Mercury may review each Client account and remind them to review and update the profile information previously provided. Through an automated message via the website, Mercury requests that Clients reconfirm their current profile information as needed and on an annual basis. Mercury, as applicable, conducts reviews when material changes may have occurred to a Client's portfolio or investment objectives. Mercury will retain the Client account review documentation in its database. Mercury considers liquidity implications and the volatility associated with each of its chosen asset classes when deciding when and how to rebalance. Mercury will generally rebalance Client accounts whenever the portfolio deviates by more than 2% from the target allocation. Client accounts will be rebalanced upon the occurrence of any funding of the account, or every three months the account receives no additional funds.

Client Referrals and Other Compensation

Mercury and its related persons do not receive an economic benefit (such as sales awards or other prizes) from any third party for providing investment advice or other advisory services to Clients. However, Mercury may receive from a broker-dealer or a fund company, without cost and/or at a discount, certain services and/or products, to assist in monitoring and servicing Client accounts. These may include investment-related research, pricing information and market data, software and other technology that provide access to Client account data, compliance and/or practice management-related publications, discounted or free consulting services, discounted or free attendance at conferences, meetings, and other educational or social events, marketing support, computer hardware or software, and other products used by Mercury to assist Mercury in its investment advisory business operations.

Mercury may offer cash payments for Client solicitations in accordance with CFR 275.206(4)-3.

Financial Information

Mercury does not require or solicit the prepayment of any fees six or more months in advance and does not have any adverse financial condition that is reasonably likely to impair Mercury's ability to continuously meet its contractual commitments to its Clients. Mercury has not been the subject of a bankruptcy proceeding.