

Advisory Alpha, LLC

Part 2A of Form ADV: Firm Brochure

This brochure provides information about the qualifications and business practices of Advisory Alpha, LLC (Advisory Alpha). If you have any questions about the contents of this brochure, please contact us at (866) 530-1400 or by email at: email@advisoryalpha.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.

We are a registered investment advisor. Registration does not imply a certain level of skill or training.

Additional information about Advisory Alpha is also available on the SEC's website at www.advisorinfo.sec.gov. Advisory Alpha's CRD number is: 158282.

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Item 2: Material Changes

This Item identifies and summarizes only those material changes that have occurred since the last annual update of our firm brochure. Since that time, we have made the following material changes:

Item 4: Advisory Business – Introduction and Overview

Janine Osterink now serves as the Chief Compliance Officer for Advisory Alpha.

Item 8: Methods of Analysis, Investment Strategies, and Risk of Investment Loss - Risks of Specific Securities Utilized in Our Strategies

The descriptions of the various risks associated with our strategies have been expanded.

Item 12: Brokerage Practices

We expanded the custodians that are made available to clients.

Item 18: Financial Information

We applied for and received a loan under the Paycheck Protection Program (PPP) authorized pursuant to the Coronavirus Aid, Relief, and Economic Security (CARES) Act. Consistent with the CARES Act and related rules, we applied the PPP loan proceeds to our qualifying expenses and we have received confirmation that the entire amount of our PPP loan has been forgiven in accordance with its terms, and we have no further obligations under that loan.

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Item 4: Advisory Business

Introduction and Overview

This brochure contains important information. We encourage you to read it carefully and ask questions if there is any information that you do not understand.

In this brochure, references to “we,” “us,” “our,” or “our firm” refer to Advisory Alpha. Individuals who serve as our managers, officers, employees, and investment advisor representatives may also be referred to as our “advisors.” Our firm’s clients and prospective clients are referred to as “you,” “your,” or “our clients.”

Advisory Alpha is a Michigan based investment advisor registered with the SEC since 2011. Our principal owner is Steve Osterink, Jr., CFA®, CFP®, AIF® and the control person is Steve Osterink, Sr. Janine Osterink serves as our Chief Compliance Officer.

Advisory Alpha also does business as Conger Wealth Management in the state of Arkansas and has a registered DBA name as such in both the state of Michigan and the state of Arkansas.

We have an Investment Team that provides oversight of the investment management process, including portfolio allocation, security analysis, and investment selection. The Investment Team is led by Steve Osterink, Jr., CFA®, CFP®, AIF® and Steve Osterink Sr. Other members include Jon Lohr CFA®, CFP®, Nick Heinrich, CFP®, Michael Baker, and Janine Osterink.

Types of Advisory Services

We offer a diverse selection of services which are outlined below.

Model Portfolios

We’ve designed model portfolios grouped by series that invest in various diversified allocations structured towards a wide range of investment goals.

Core Allocation Series

Institutional-quality, diversified allocations structured toward a diverse range of investment goals.

Tax Managed Series

Portfolios designed to provide varying degrees of tax benefits through sophisticated trading and rebalancing processes or tax-advantaged investments.

Focused Objectives Series

A diverse range of strategies managed according to specific investment objectives and guidelines, each delivering targeted investment exposures.

Defined Horizon Series

A collection of innovative, bond-ladder strategies seeking high income and predictable cash flow.

Multi-Manager Series

A range of multi-disciplinary portfolios utilizing independent investment managers that undergo extensive due diligence and ongoing scrutiny.

Hedged Portfolio Series

Specialty portfolios that include structured products in an attempt to deliver varying levels of return and tangible downside protection.

Buffer Portfolio Series

Portfolios that include defined outcome strategies seeking equity market appreciation up to a cap with defined levels of risk management.

Classic Portfolios Series

Diversified allocations covering a range of risk and return levels while including traditional investment exposures familiar to most investors.

Variable Annuity Services

We manage a series of portfolios on fee-based variable annuity platforms. Versions of our portfolios are offered and constructed using the subaccounts made available by the variable annuity platforms. This allows for larger tax-deferrals and it allows you to consolidate variable annuity gains under a single contract. With access to the various subaccounts through the variable annuity platforms, all portfolio models are appropriately managed and diversified according to the stated investment objective. The platforms have varying fees, the selected subaccounts are subject to various internal expenses, and we charge a management fee.

Directly-Held Mutual Fund Services

We manage a series of portfolios on directly-held mutual fund platforms. Versions of our portfolios are offered and constructed using the mutual funds made available by the platforms. This can provide efficient diversification for specific account types, ease of making account contributions, and simple access to certain mutual fund managers. The platforms have varying fees, the selected mutual funds are subject to various internal expenses, and we charge a management fee.

Retirement Plan Services

Our turnkey retirement plan platform provides qualified retirement plan sponsors with a flexible, yet easy solution that includes significant fiduciary protection and powerful investment selections. We generally serve as a 3(38) Investment Fiduciary but may serve in a 3(21) capacity

depending on your needs. The key difference between these two types of fiduciaries is whether you engage us as a discretionary manager. As a 3(38) manager, you give us discretionary authority to manage your plan's assets. This means you shift your fiduciary responsibility to us for the selection of your investments. If you hire us as a 3(21) advisor, we will make recommendations, but it is ultimately up to you, as the plan sponsor, to decide whether and how to act. As a 3(21) advisor, we will not have discretion to invest and reinvest your assets without your prior consent. Thus, as a 3(21) advisor, we will share responsibility for the selection of investments.

We offer five professionally-managed portfolio models for plan participants. All five portfolio models are fully diversified and actively managed to maximize potential returns at each risk level. Plan participants are also given the option of constructing their own investment portfolios using a selection of investment choices. Our professionally managed portfolios are available at no additional expense.

Subadvisory Relationships

We have agreements in place to act as a subadvisor and/or provide subadvisory services for our various investment solutions available through appropriately registered entities. Under these services, your investment advisor recommends to you an investment in one or more of our portfolios and we will have no direct client relationship with you. You will sign an agreement with your investment advisor where you agree to pay a fee based on a percentage of the assets under management. The investment advisor is responsible for providing you a copy of our ADV 2A Disclosure Brochure and establishing the fee which you pay. We receive a portion of the fee for our advisory services, as agreed upon in the subadvisory agreement. Your investment advisor will ask you to provide investor objective information which provides your investment advisor with detail about your time horizon, risk tolerance, and long-term goals. Your investment advisor will help you choose the portfolio that meets your investment objectives. We use the investor objective information you provide to confirm the portfolio selected by you and your investment advisor.

When appropriate for your situation, we may also select a third-party manager to act as a subadvisor for your account. When we do so, we will select a manager whose style and talent best fits your individual needs and objectives. Your agreement with us gives us the authority to hire or fire these managers on your behalf. Once a subadvisor is selected, we will continue to monitor their performance. In these arrangements, you will typically sign an agreement with them in addition to the advisory agreement you will sign with us.

Co-Advisor Relationships

We provide services as a co-advisor by providing investment management services to clients of non-affiliated third-party investment advisors. Clients will enter into an agreement directly with us and the third-party investment advisor that will specify the fee you agree to pay based

on a percentage of the assets under management. The third-party investment advisor is responsible for providing you a copy of our ADV 2A Disclosure Brochure and establishing the fee which you pay. We receive a portion of the fee for our advisory services, as agreed upon in the co-advisory agreement we have with the non-affiliated third-party investment advisor. An investment advisor representative affiliated with the third-party investment advisory firm will assist you in the selection of portfolio models that align with your investment objectives, risk tolerance, and time horizon. This investment advisor representative will also provide you with initial and ongoing information and education concerning the investment selected. As co-advisor, we will have discretionary authority to determine the securities to buy and sell within the portfolio models and we will periodically change the relative allocations among securities in them. Your investment advisor representative should meet with you periodically to discuss these allocation changes.

For fees assessed by the third-party investment advisor, you can refer to their disclosure materials and agreement that you have executed. You can also request these documents from your investment advisor representative.

Financial Planning

We offer a broad range of comprehensive financial planning services which may include tax-related and other non-investment related matters. These engagements may be for one-time, initial planning and/or ongoing planning services. Financial plans and financial planning may include but are not limited to: investment planning; tax concerns; retirement planning; college planning, private placements, real estate transactions; and, for 401(k) plans, investment due diligence. These services are based on fixed or hourly fees and the final fee structure is documented in the advisory agreement with our clients.

Tax Preparation

We offer tax preparation for personal, trust, and business clients. All tax preparation and planning services are provided by properly qualified and licensed individuals and may be outsourced to independent accounting firms.

Services Limited to Specific Types of Investments

We generally limit investment advice and/or money management to exchange traded funds (ETFs), mutual funds, and structured products. However, we may use other securities (e.g., closed-end mutual funds, variable annuities and individual securities) to help diversify a portfolio when applicable.

Client Tailored Services and Client Imposed Restrictions

We offer the same suite of services to all of our clients. However, your specific financial goals and their implementation depend on your Investment Policy Statement that outlines your current situation (income, tax levels, and risk tolerance levels). This is used in conjunction with

gathered investment objective information to construct your plan and help select a portfolio that matches your restrictions, needs, and targets.

You may impose restrictions on investing in certain securities or types of securities in accordance with your values or beliefs. If you choose to impose restrictions on our portfolio management, you should be aware that it could cause your account to underperform compared to similar portfolios that do not apply such restrictions. Accordingly, you may forego opportunities for us to buy certain securities when it might otherwise be advantageous to do so, or you may request us to sell securities when it might otherwise be disadvantageous to do so.

Additionally, if your restrictions prevent us from properly servicing your account or require us to deviate significantly from our standard suite of services, we reserve the right to end our relationship with you.

Assets under Management (AUM)

On March 18, 2021, Advisory Alpha's total assets under management ("AUM") are \$1,245,457,642. Discretionary assets under management are \$1,242,407,718 for 9,959 accounts and non-discretionary assets under management are \$3,049,923 for 1 account.

Assets under Advisement (AUA)

On March 18, 2021, Advisory Alpha's total assets under advisement ("AUA") are \$263,878,102. These are assets in which Advisory Alpha provides consulting, performance reporting, and billing services, but not ongoing management and trading authority.

The combined total of Assets under Management and Assets under Advisement are \$1,509,335,744.

Item 5: Fees and Compensation

Ongoing Fee Arrangements

Advisory fees are typically based on a percentage of your advisory assets under management and range from .10% to 2.00%. Generally, these asset-based fees are charged for our discretionary investment management services. However, some investment advisor representatives may elect to charge a fixed fee for a combination of investment management, financial planning, and tax preparation services. The applicable fee arrangement applies to individual, institutional, and retirement plan clients as well as subadvisory relationships. You are never charged additional fees to cover the fee sharing agreements associated with our subadvisory relationships. The fees shared will not exceed any limit imposed by any regulatory agency.

Our fees are negotiable depending on your needs and the complexity of your situation. In all cases, the final fee schedule is outlined in the agreement that you sign. When we serve as a subadvisor, you will sign the primary advisor's advisory agreement and you are therefore subject to the provisions set forth in that advisory agreement. Generally, our fees are paid quarterly in arrears. However, in some cases fees may be paid quarterly in advance or monthly in arrears. If you are billed in advance and you terminate your agreement before the end of the billing period, any unearned fees will be returned to you based upon the provisions set forth in the advisory agreement you signed. If you are billed in arrears, no refund applies. Fees associated with new accounts are pro-rated based on the time invested. When accounts are billed in arrears, fees associated with cash-flows (contributions and withdrawals) are pro-rated based on the timing of the cash flow. You may terminate your agreement with thirty (30) days' written notice. You may also terminate your accounts without penalty within five (5) business days of signing the advisory agreement.

Project-Based Fee Arrangements

Depending on the complexity of your situation and needs, we may enter into a project-based advisory arrangement whereby fees will be assessed on a fixed or hourly basis. Hourly fees are between \$50 and \$400 per hour while fixed fees are determined on a case by case basis, but generally range from \$1,000 to \$10,000. The fees are negotiable and the final fee schedule will be outlined in the agreement you sign. Fees are typically paid in arrears upon completion. However, some investment advisor representatives may choose to require up to one-half of the fee (estimated hourly or fixed) payable upon engagement with the balance generally being due upon delivery of the financial plan or completion of the agreed upon services. You may terminate your agreement without penalty within five (5) business days of signing the advisory agreement.

Generally speaking, if a client engages the firm to provide a financial plan for a fixed fee, once the plan is delivered, the firm will provide ongoing wealth management for an inclusive fee based on the amount of assets being managed and the complexity of planning issues.

Payment of Advisory Fees

Advisory fees are generally withdrawn directly from your account with your written authorization, including accounts established through a subadvisory arrangement. You may remove this authorization for direct billing of fees at any time by notifying us or your custodian in writing. Advisory fees may also be invoiced (billed directly to you) and paid via check. You may use the billing payment method (direct withdrawal or invoice) of your choice.

Minimum Fee

Some investment advisor representatives of Advisory Alpha may choose to include a minimum annual fee as a condition for starting and maintaining a relationship. This fee may be implemented or waived at the discretion of the investment advisor representative and will be

fully disclosed as part of the advisory agreement presented when establishing the client/advisor relationship.

Clients Are Responsible For Third-Party Fees

You are responsible for the payment of all third-party fees (i.e. custodian fees, mutual fund fees, transaction fees, etc.). Insurance products, such as annuities, may also have associated fees and expenses. All third-party fees are separate and distinct from the fees and expenses that we charge. Please see Item 12 of this brochure regarding brokerage practices. If you are working with another investment advisor who is using us as a subadvisor, your primary investment advisor will charge additional fees and expenses. The total fee may be higher than the fees that we charge to our clients not working with a separate investment advisor.

ETFs and mutual funds typically charge their shareholders various transactions and operating expense costs associated with the establishment and operation of the funds. These fees will generally include a management fee, shareholder servicing, other fund expenses, and sometimes a distribution fee.

Because of differences in distribution and often lower transaction costs, total operating expense ratios for ETFs have been historically less than those for corresponding mutual funds. These separate fees and expenses are disclosed in each fund's prospectus, which is available from the fund or we can provide it to you upon your request.

Consequently, for any type of fund investment, it is important for you to understand that you are directly and indirectly paying two levels of advisory fees and expenses: you pay one layer of fees to the fund and one layer of advisory fees and expenses to us. Generally speaking, most funds may be purchased directly, without using our services or incurring our advisory fees.

Subadvisory fees

When we use a third-party manager as a subadvisor, the fee we charge will include our advisory fee and the advisory fee charged by the subadvisor. We do not retain any portion of the subadvisory fee but pass it on to the subadvisor. Details of the subadvisor's fee, which is in addition to our fee, will be disclosed to you in the subadvisor's disclosure brochure and related investment advisory agreement. You should read both carefully and retain for your records.

Termination of Services

If you terminate your agreement with us, you must notify us in writing or transfer your assets from the custodian. Similarly, if you work with a separate investment advisor and you terminate that relationship, it will terminate our services as well. If you are charged in arrears, we will bill your account for the portion of time that we managed your account and no refund of fee will be necessary. If your investment advisor representative or other advisor bills you in advance and you terminate before the end of a billing period, any unearned fees will be

returned to you by us or the other advisor in accordance with the terms of your advisory agreement.

Outside Compensation for the Sale of Securities to Clients

Our advisors may accept compensation for the sale of securities or other investment products, including asset-based sales charges, service fees from the sale of mutual funds, and commissions and other payments associated with insurance-based products. This outside compensation is independent of the products and services offered through our firm. You can purchase these products from third-party providers (e.g., a broker dealer, a life insurance company, or an insurance marketing organization) that are not affiliated with us and we encourage you to ask about the compensation paid in connection with the sale of these products.

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

We do not charge performance-based fees or other fees based on a share of capital gains or capital appreciation of your assets.

Item 7: Types of Clients

We generally provide investment advice and/or management supervisory services to the following types of clients:

- Individuals
- High-Net-Worth Individuals
- Other registered investment advisors
- Defined Contribution & Defined Benefit Retirement Plans
- Corporate and Institutional Investors

Minimum Account Size

There is no account minimum.

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

Methods of Analysis and Investment Strategies:

We provide a variety of investment strategies designed for a wide range of investors with diverse wealth management objectives. The typical structure of our portfolio offerings is a “fund of funds” approach where we research and manage ETFs and mutual fund holdings, but our strategies may also include individual securities. On an ongoing basis, our Investment Team undertakes an extensive research process that re-evaluates the asset class selection, asset allocation, holding selection, and portfolio rebalancing needs for each investment strategy.

Asset Class Selection – Properly defining and selecting the individual asset classes that are consistent with the objectives of each strategy.

Asset Allocation – Implementing and adapting the asset class weightings as a result of each strategy's investment research and forecasting processes.

Holding Selection – Selecting, monitoring, and replacing the specific holdings based on a disciplined process directed by the objective of each strategy.

Portfolio Rebalancing – Crafting and deploying an appropriate rebalancing approach based on the intent of each strategy.

Risks Involved with Our Investment Strategies or Financial Planning Services:

Active Management Risk - This process concentrates on factors that are believed to lead to the quality and future success of particular money managers. The risk assumed is that the manager will fail to perform as expected.

Asset Allocation Risk - The success of asset allocation depends upon the manager's ability to make decisions that will achieve an account's objectives. Asset categories may not perform as expected due to economic and market influences both foreign and domestic and anticipated returns may not be realized.

Commodities-Related Risks – Commodities may provide protection against inflation and/or the inability of fiat currencies to maintain their store of real value as well as increased diversification through reduced correlations relative to other asset classes. However, it is also important to understand that commodity-related investments are often highly volatile and can be significantly affected by commodity prices, world events, import controls, worldwide competition, government regulations, and economic conditions.

Credit Risk - The value of a portfolio may change in response to changes in the credit ratings of the portfolio's securities. Generally, investment risk and price volatility increase as a security's credit rating declines.

Default Risk - High Yield bonds are considered speculative and are susceptible to default or decline in value due to adverse economic and business developments.

Dilution Risks - Issuers of private placements may be required to raise additional capital. Future issuance of additional securities could dilute the ownership stakes of issuer's then-existing owners, and there can be no assurance that the effects of such dilution will not be substantial.

Additionally, any new class units that might be issued in the future may negatively impact the issuer's then-existing owners.

Emerging Markets Risk - Investments in emerging markets may be subject to a greater risk of loss than investments in more developed markets. Emerging markets may be more likely to experience inflation risk, political turmoil and rapid changes in economic conditions than more developed markets. Emerging markets often have less consistency in accounting and reporting requirements, unreliable securities valuation and greater risk associated with custody of securities.

Equity Market Risk - Stocks have risk in that their returns and the principal invested in them is not guaranteed and they are subject to changing market conditions. Small stocks are more volatile than large stocks and are subject to significant price fluctuations.

Foreign Risk - Foreign investments are subject to the same risks as domestic investments and additional risks, including international trade, currency, political, regulatory and diplomatic risks, which may affect their value. Also, foreign securities are subject to the risk that their market price may not reflect the issuer's condition because there is not sufficient publicly available information about the issuer.

Income Risk - An ETF or mutual fund's income may decline when interest rates fall. This decline can occur because: (1) the ETF or mutual fund must invest in lower-yielding bonds as bonds in its portfolio mature, (2) bonds in the underlying index are substituted, or (3) the ETF or mutual fund otherwise needs to purchase additional bonds.

Inflation Risk - The value of assets or income from investments may be worth less in the future as inflation decreases the value of money.

Interest Rate Risk - Portfolios may change in response to the movement of interest rates. The price of a fixed income security will generally fall when interest rates rise.

Liquidity Risk - Markets can also experience a decline in liquidity which can negatively impact ETF, mutual fund or market linked certificate of deposit prices and increase the difficulty to sell a position. The ability to purchase or sell large positions of these securities, due to possible low trade volume, may take time.

Market Index Risk - Many of the investments we utilize are largely influenced by the value of the indices they track or the asset class they represent. As the index value or asset class changes in response to news and general economic conditions of domestic, international and commodity/natural resource markets in general, so will the value of the ETF or mutual fund. This can result in a loss of your initial investment.

Municipal Bond Risks – Income from municipal bonds may be subject to the Alternative Minimum Tax (AMT), and capital appreciation from discounted bonds may be subject to state or local taxes. Capital gains are not exempt from federal income tax.

Political Risk - Government decisions may damage the value of your investments. Changes to social security, benefits law, and tax law may impact your financial decisions. Any foreign investments may be impacted by the decisions of their local governments.

Portfolio Rebalancing Risk - Depending on the rebalancing strategy implemented, long-term or short-term trading may be involved. Trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes. Short-term trading generally holds greater risk and you should be aware that there is a material risk of loss using short-term strategies.

Privately Held (Non-publicly Traded) Investment Risks – Privately held companies typically hold more risk to the investor than publicly traded companies since they do not fall under the same regulatory requirements. As they are not publicly traded, an active market may not readily exist, which means they lack liquidity. They also typically have substantial fees relative to other types of investments. Additionally, investments in privately held companies or products have differing tax ramifications which can be complex in nature.

Real Estate Risks - Investments in real estate are subject to varying degrees of risk, including, among other things, local conditions such as an oversupply of space or reduced demand for properties, an inability to collect rent, vacancies, inflation and other increases in operating costs, adverse changes in laws and regulations applicable to owners of real estate and changing market demographics.

Sector Risk - When a substantial portion of assets are devoted to a particular market sector or industry, there is potentially greater volatility compared to broadly diversified strategies. A market sector or industry may underperform the market as a whole for a variety of reasons.

Tax Risks - Some of the products offered are subject to tax law that is complex and subject to varying interpretations. Moreover, the effect of existing income tax laws and possible changes in such laws will vary with the particular circumstances of each investor. You should consult with and rely on your own tax professional with respect to the possible tax consequences, including risks and advantages, of an investment.

Timing Risk - While it is likely that stocks will gain over the next two decades, this may not be the case over the short-term. If you need to protect your principal investment over the short-term, timing is an important risk to consider.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Risks of Specific Securities Utilized in Our Strategies

Investing in securities involves risk. Seeking to obtain higher rates of return on investments typically entails accepting higher levels of risk. We or your investment advisor will work with you to identify the balance of risks and rewards that is appropriate and comfortable for you. However, it is still your responsibility to ask questions if you do not fully understand the risks associated with any investment or investment strategy. Also, while we strive to render our best judgment on your behalf, many economic and market variables beyond our control can affect the performance of your investments and we cannot assure that your investments will be profitable or that no losses will occur in your investment portfolio.

Past performance is one consideration with respect to any investment or investment advisor, but it is not a predictor of future performance.

We or your advisor will discuss with you the investment risks of the recommended securities to determine the investment objectives that will guide your portfolio selection. We will explain and answer any questions you have about these kinds of investments, which present special considerations.

Exchange Traded Fund (ETF) - ETFs are registered investment companies that derive their value from a basket of securities such as stocks, bonds, commodities or indices, and are traded on market exchanges. ETFs are usually traded on a secondary market at a market price that may be higher or lower than its net asset value and may not have liquidity under severe market conditions. There may be brokerage commissions associated with buying and selling ETF shares. ETFs are generally passively managed vehicles which are designed to seek the investment results that correspond to the price and yield of an index. Sometimes referred to as “tracking error,” expenses and other factors may affect the performance of an ETF so that the ETF’s performance does not exactly match the performance of their respective underlying indexes. However, certain ETFs are actively managed and do not just seek to passively track an index; instead, they seek to achieve a specified investment objective using an active investment strategy. The value of an ETF will fluctuate with the value of its underlying securities. Equity-based ETFs have a similar risk profile to that of equities, while fixed income-based ETFs have a risk profile that is similar to bonds.

Exchange-Traded Note (ETN) - ETNs are issued as senior, unsecured, unsubordinated debt obligations of an underlying bank or other financial institution. They are linked to the performance of an index, underlying security, or commodity. Similar to ETFs, ETNs trade on a market exchange. However, unlike ETFs, ETNs carry credit risk related to the issuer’s ability to pay back the note. This means that the market value of ETNs can be adversely affected by

downgrades in the creditworthiness of the underlying issuing financial institution. In the extreme case that the issuer of the ETN goes bankrupt, you may lose your entire investment. In contrast, if an ETF were to suffer bankruptcy or close, you would usually receive cash for the market value of the basket of securities or, in the case of larger positions, you may request to take distribution of the underlying securities. While the performance of ETNs is linked to the performance of an underlying index, security, or commodity, you do not own any underlying assets.

Open-End Mutual Fund - An open-end fund is a registered investment company that does not have restrictions on the number of shares the fund can issue. Generally, open-end funds are actively managed, meaning that the portfolio manager buys and sells securities with the goal of outperforming the fund's stated benchmark. These funds may have significant tracking error or active risk, which is the risk of fund returns deviating from the benchmark returns. Open-end fund shares are bought and sold on demand at their net asset value (NAV), which is based on the value of the fund's underlying securities and is calculated at the end of the trading day. When a large number of shares are redeemed, the fund may sell some of its investments to pay the investor. This may lead to liquidity risk which is caused by a lack of ready cash to properly handle shareholder transactions.

Closed-End Mutual Fund - A closed-end fund is a registered investment company that typically makes one public offering of a fixed number of shares. Thereafter, shares are traded on a secondary market. As a result, the secondary market price may be higher or lower than the closed-end fund's net asset value (NAV). If these shares trade at a price above their NAV, they are said to be trading at a premium. Conversely, if they are trading at a price below their NAV, they are said to be trading at a discount. These securities frequently trade at a discount from net asset value, which can create a risk of loss for those purchasing shares in, or shortly after, an initial public offering. Further, the portfolio managers may use leverage which can magnify losses.

Defined Outcome or Buffer Exchange Traded Fund (ETF) - Defined Outcome or Buffer ETFs are designed to provide you with exposure to a specified index, up to a return cap, as well as a defined level of downside buffer. The Outcome Period is the number of months remaining until the ETF's buffer and cap level reset. Outcome Periods are generally 1-year and, after the conclusion of an Outcome Period, another will begin. Purchases made after an outcome period has begun may result in very different outcomes relative to the ETF's stated investment objective. The ETFs are subject to an upside return Cap that represents the maximum percentage return you can achieve from an investment in the ETFs for the Outcome Period. If the Outcome Period has begun and the ETF has increased in value to a level near to the Cap, you may have little or no ability to achieve gains but remain vulnerable to downside risks. Additionally, the Cap may rise or fall from one Outcome Period to the next. The Cap, and the ETF's position relative to it, should be considered before investing. The ETFs only seek to

provide those holding shares for the entire Outcome Period with the stated buffer level against index losses during the Outcome Period. You bear all losses exceeding the stated buffer level. Depending upon market conditions at the time of purchase, if you purchase shares after the Outcome Period has begun, you may lose your entire investment. These ETFs are comprised of FLEX Options which are guaranteed for settlement by the Options Clearing Corporation (OCC). In the unlikely event that the OCC becomes insolvent or is otherwise unable to meet its settlement obligations, the ETF could suffer significant losses. FLEX Options may be less liquid than standard options. In a less liquid market for the FLEX Options, the ETFs may have difficulty closing out certain FLEX Options positions at desired times and prices. The values of FLEX Options do not increase or decrease at the same rate as the reference asset and may vary due to factors other than the price of reference asset.

Structured Product - Structured products are unsecured debt securities of an issuer that are linked to the performance of an underlying asset, such as a basket of securities or market index. As unsecured debt securities, structured products are not backed by collateral and they are subject to the creditworthiness of the issuer to make interest payments and repay principal. Structured products are typically the combination of a note (or other corporate bond) and a derivative (such as an option). Structured products are complex and may use advanced trading techniques such as leverage, options, futures, swaps, and other derivatives which lead to additional risks. Investing in a structured product should not be compared to investing in the underlying asset, as the features and risks may differ significantly. The structured product may not provide a return, may lose all principal invested, and/or may provide a return significantly less than what you could have received by investing directly in the underlying asset or other security. Structured products may not be appropriate for those seeking current income, as they may not pay interest or the interest they pay may vary in amount or timing. You should carefully read the offering documents and make sure you fully understand the specific terms and conditions for that product. Structured products may not be listed on a national securities exchange and a guaranteed secondary market does not exist for structured products. Issuing banks and other parties may be willing to repurchase them prior to maturity. This value appears in an account, represents an estimate of the current repurchase value and may be at a substantial discount from your original investment. Therefore, you may not be able to sell the structured product prior to maturity. Structured products are long-term investments designed to be held to maturity, at which point the issuing bank is obligated to provide a value consistent with the terms of the investment. Structured products have an uncertain tax treatment due to limited guidance. You should consult with a tax advisor prior to investing in a structured product. Market-Linked CDs (MLCDs) and Principal Protected Notes (PPNs) are two types of structured products. PPNs are not FDIC insured, whereas MLCDs are FDIC insured. FDIC coverage generally applies to the amount of invested principal only. If you hold more than the FDIC-insured limitations in deposits with the issuing bank, you will not receive the benefit of FDIC insurance for any balance in excess of FDIC limits. For more information please visit www.fdic.gov.

Variable Annuity - Variable annuities are tax-deferred investments structured to convert a sum of money into a series of payments over time. Variable annuity policies have limitations and are not viewed as short-term liquid investments. An insurance company's fulfillment of a commitment to pay a minimum death benefit, a schedule of payments, a fixed investment account, or another form of guarantee depends on the claims-paying ability of the issuing insurance company. The financial ratings quoted for an insurance company do not apply to the separate account and its subaccount. The insurance company offering a variable annuity will charge several fees, including annual contract charges that compensate the insurance company for the cost of maintaining and administering the contract, mortality and expense risk (M&E Risk) charges based on a percentage of a subaccount's assets to cover costs associated with mortality and expense risk, and administration fees that are based on a percentage of a subaccount's assets to cover the costs involved in offering and administering the subaccount. You will also be charged ongoing fees related to the management of the fund and possibly be subject to surrender charges if you make a withdrawal prior to a specified time. If the variable annuity subaccount is invested in a money-market fund, the money market fund is not FDIC-insured, may lose money, and is not guaranteed by a bank or other financial institution.

529 Program - A 529 program is a tax-advantaged savings plan designed to help pay for education. 529 programs are intended to be used only to save for Qualified Education Expenses. These programs are not intended to be used, nor should they be used, for the purpose of evading federal or state taxes or tax penalties. You should seek tax advice from an independent tax advisor based on your particular circumstances. Most 529 plans are invested in exchange-traded funds or open-end mutual funds; however, other investment types are possible such as stable value funds, certificates of deposit, and separate accounts. Before investing, you should consider whether you or your designated beneficiary's home state offers any state tax or other state benefits such as financial aid, scholarship funds, and protection from creditors that are only available for investments in such state's 529 qualified tuition program.

1031 Exchange - 1031 Exchanges are governed by the IRS tax code associated with the deferral of capital gains on the sale of an investment property when subsequently purchasing a "like kind" property that is the same in nature and character. Substantial fees and expenses could be incurred and there are strict timing limitations imposed on these transactions. For example, if the transaction is not properly constructed and executed in a timely manner, all tax benefits associated with the transaction may be lost while potentially incurring additional tax liability. As 1031 exchanges are based on real estate investments for which there may be no readily available market, there is liquidity risk. Additionally, the following real estate investment risks are possible: no guarantee of cash distributions; operational risks associated with property management and ownership; risk of the property being overleveraged; tax risks; interest rate risks; economic risks; risks of terrorism; environmental risks; liability risks; zoning, city ordinance, and or legal compliance risks; title and escrow risks; credit risks; and risks of obsolescence.

Real Estate Investment Trust (REIT) - A Real Estate Investment Trust (REIT) is a company or investment trust that retains diverse portfolios of real estate assets. Typically, these portfolios are sector-specific and include real estate investments related to residential, commercial, healthcare, office, and industrial property options. The risks involved with investing in REITs include the potential for excessive fees, lack of liquidity, lack of share value transparency, distributions that may come from the principal investment, and conflicts of interest related to REITs not having employees and paying external managers high transaction fees/bonuses. It is important for you to review all offering materials and discuss these products in order to have a strong understanding of exactly what you are agreeing to in order to avoid these risks.

Private Placement - A Private Placement is an offering of unregistered securities to a limited pool of investors. Private placements are regulated by a series of U.S. Securities and Exchange Commission rules under Regulation D and can issue varying amounts of securities based on the type of investor they are selling them to (either accredited or non-accredited investors) without registering those securities with the SEC. When non-accredited investors are involved, issuers of private placements must disclose key information, such as financial statements, in addition to the offering documents provided. You should review these documents carefully to understand the risks, which could include but are not limited to a lack of liquidity, high transaction costs, and potential tax ramifications. Private placements are generally considered riskier investments and could expose you to the potential of full loss of principal.

Item 9: Disciplinary Information

In this section of our brochure, we must inform you of all material facts regarding any legal or disciplinary events that are material to your evaluation of our firm or the integrity of our management. We have no legal or disciplinary events to disclose.

Item 10: Other Financial Industry Activities and Affiliations

Registered Representatives of Broker-Dealers

Steven Osterink, Sr. is a registered representative of Triad Advisors, Inc. ("Triad"). Several of our advisors are also registered representatives of various Broker-Dealer firms, such as Triad. You should be aware that these services pay a commission and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment advisor. This compensation is typically disclosed in transaction confirmations and/or periodic account statements. Despite these conflicts, we strive to follow the highest ethical standards in performing our investment advisory services. You are not required to implement the plan or products offered through any of our advisors in their capacity as a registered representative of a broker-dealer firm. We do not offer commissionable products and will always seek to act in

your best interest. You are in no way required to act on investment recommendations through any of our advisors in their capacity as a registered representative.

Dually Registered as an Investment Advisor Representative

Some of the investment advisor representatives of Advisory Alpha are licensed as investment advisor representatives with Simplicity Wealth, LLC, ('Simplicity Wealth'). Simplicity Wealth and Advisory Alpha are affiliated firms under common ownership. This creates a conflict in that some investment advisor representatives will receive payment for advisory services at varying levels from multiple firms. While this conflict does exist, investment advisor representatives are required to serve their clients in a fiduciary capacity across all registered investment advisory firms with whom they are affiliated and in that regard act in their clients' best interest in this capacity.

Licensed Insurance Agents

Various investment advisor representatives of our firm are also licensed insurance agents. From time to time, they will offer clients advice or products from those activities. You should be aware that these services pay a commission and involve a conflict of interest, as commissionable products can conflict with the fiduciary duties of a registered investment advisor.

Tax Preparation

Some investment advisor representatives of our firm are also tax consultants or certified public accountants. From time to time, they will offer clients services and advice relative to those roles. You should be aware that these services can incur a fee separate and distinct from those related to the services provided through Advisory Alpha. As such, a conflict of interest could arise should a client utilize these outside services alongside the investment advisory services offered through Advisory Alpha. We seek to lessen this potential conflict of interest by disclosing any fees in advance.

Selection of Other Advisors or Managers and How We are Compensated for Those Selections

Occasionally, we select additional advisors or managers to serve as subadvisors for specific clients. Please see Item 4, "Advisory Business" and Item 5, "Fees and Compensation" for additional information on our use of third-party money managers.

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

Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Outside Business Activities, Compliance Procedures, Compliance with Laws and

Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Our Code of Ethics is available to you free upon request.

Participation or Interest in Client Transactions

We do not recommend that you buy or sell any security in which our company or one of our related persons has a material financial interest.

Investing Personal Money in the Same Securities as Clients

From time to time, our advisors may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for our advisors to buy or sell the same securities before or after recommending the same securities to you resulting in our advisors profiting from the recommendations they provide to you. These transactions create a conflict of interest. We will always document any transactions that could be construed as conflicts of interest, and our advisors will always transact your business before their own when similar securities are being bought or sold. We often group all similar trade orders together into block orders prior to execution. This may offer pricing advantages relative to trading each account individually. In these situations, trade orders for our advisors' personal accounts may be included and executed at the same share prices given to clients.

Item 12: Brokerage Practices

When we act as a subadvisor for another registered investment advisor, the custodian and broker selection is determined by the other registered investment advisor. Generally, in subadvised accounts that we manage, the other investment advisor will use the custody and brokerage services of TD Ameritrade Institutional, National Financial Services LLC/Fidelity Brokerage Services LLC, or Charles Schwab. Our subadvisory services are available on all their platforms and we generally receive benefits that we would not receive if we were not on their platforms. As an example, we participate in the back office and support programs sponsored by these custodians. However, none of them pay us any compensation, nor do we have any affiliation with these firms. The services include, among others, brokerage, custodial, and administrative support, recordkeeping, and related services that are intended to support us in conducting business for your account and in serving your best interests. These programs and services are essential to our service arrangements and capabilities. The availability of the services from these custodians benefits us because we do not have to produce or purchase them separately. While this is a potential conflict of interest, we believe that this is mitigated by the fact that the other investment advisor is solely responsible to choose the custodian or platform to engage our services on your behalf as a subadvisor and we are not required to generate any specific level of commissions to be on their platform. In all cases, the other investment advisor will provide you with their disclosure brochure describing their brokerage practices.

However, when you engage us directly for our portfolio management services, we generally require that you establish an account at TD Ameritrade Institutional, National Financial Services LLC/Fidelity Brokerage Services LLC, or Charles Schwab to use their custody, brokerage, and clearing services. These custodians are qualified to hold your assets and offer services to independent investment advisors, which include custody of securities, trade execution, and clearance and settlement of transactions. We receive some additional benefits from TD Ameritrade Institutional through our participation in the program (Please see the disclosures under Item 14 below). We ask that you give us a written direction in our agreement to use one of our custodial partners as the custodian for your account(s). Additionally, while we may recommend a custodian to you, you will make the final selection and open your account with them by entering into a separate account agreement directly with them. We do not open the account for you, although we may assist you with the paperwork in doing so. Even though your account is maintained with them, we will have discretion to use them or other brokers to execute trades for your account as described below.

Factors Used to Select Custodians

We seek to use a custodian who will hold your assets and execute transactions on terms that, overall, are most beneficial when compared to other available service providers. We consider a wide range of factors, including, but not limited to:

- Combination of transaction execution and asset custody services (generally without a separate fee for custody).
- Capability to execute, clear, and settle trades (buy and sell securities for your account).
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.).
- Breadth of available investment products (stocks, bonds, mutual funds, ETFs, etc.).
- Availability of investment research and tools that assist us in making investment decisions. These include recent news, graphs, charts, historical earnings data, balance sheet data, estimates of future earnings, and other information.
- Quality of services, including additional reports that include gains and losses (both realized and unrealized).
- Competitiveness of the price of services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices. We believe the brokerage services from our custodial partners are competitive with comparable firms for comparable services.
- Reputation, financial strength, and stability.
- Prior service to us and our other clients.
- Availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us”).

In selecting TD Ameritrade Institutional as the broker and custodian for certain of its current and future client accounts, we take into consideration our arrangement with TD Ameritrade Institutional as to obtaining price discounts for TD Ameritrade Institutional’s automatic

portfolio rebalancing services for advisors known as “iRebal”. The standard iRebal annual license fee applicable to us is \$26,000. That fee is subject to specified reductions (and even complete waiver) if specified amounts of client taxable assets are either already on the TD Ameritrade Institutional platform or are committed to be placed on it. Specified taxable client assets either maintained on or committed to the TD Ameritrade Institutional platform will bring a full reduction of fee with the commitment of \$25 million in taxable net new assets being placed on the TD Ameritrade Institutional platform each year for as many as three years or more. The non-taxable assets excluded from the maintenance and commitment levels described above are those that constitute “plan assets” of plans subject to Title 1 of the Employee Retirement Income Security Act of 1974, amended, or of plans as defined in Section 4975 of the Internal Revenue Code (which includes IRAs). If we do not maintain the relevant level of taxable assets on the TD Ameritrade Institutional platform, we may be required to make a penalty fee payment to TD Ameritrade Institutional calculated on the basis of the shortfall. Although we believe that the products and services offered by TD Ameritrade Institutional are competitive in the market place for similar services offered by other brokers or custodians, the arrangement with TD Ameritrade Institutional as to the iRebal service may affect our independent judgment in selecting or maintaining TD Ameritrade Institutional as the broker or custodian for client accounts.

Relationships with Prime Brokers

Under a Prime Broker Agreement, we may "trade away" for certain transactions. Fixed income transactions may be traded away for liquidity or best execution purposes. Fixed Income securities that are traded away are subject to Prime Broker fees, which is a different brokerage costs (may be better or worse depending on the complexity of the order) than if the trades were done at the client's custodian. These bonds will be custodied in the client's account at their custodian. Equity transactions may be traded away in certain circumstances for best execution purposes. Equities that are traded away receive a net price (price of the security inclusive of the Prime Broker's commission, which is a different brokerage cost and may be better or worse, depending on the complexity of the order, than if the trades were done at the client's custodian). These equities will be custodied in the client's account at their custodian. Brokerage fees incurred from trading through one of our Prime Brokers is shown on client's trade confirmations and statements.

Your Brokerage and Custody Costs

For our direct clients who have accounts at one of our custodians, they do not charge you separately for custody services, but are paid by charging you commissions or other fees on trades that they execute or that settle in your account. We negotiated our commission rates with them on behalf of all our clients and not with respect to any specific client. While these commission rates may be higher than available from other discount and online brokers, we believe that the additional services and investment reports provided are of more value to us and our clients than with the lower priced alternatives that provide fewer services. Therefore, we have our custodians execute most individual securities trades for your account to minimize

your trading costs. We also use these custodians for most ETF and mutual fund transactions because they provide a wide array of no-load or institutional class mutual fund shares with no transaction costs to our clients. While it is our objective to obtain the lowest transaction costs possible for our clients, due to some account or asset transfer processes it is possible for clients to be charged transaction costs that exceed the amount of the transaction itself. In an effort to prevent these egregious fees to our clients, we maintain a policy that enforces a procedure by which transactions such as these are flagged for review in order to properly reverse or reduce these costs. Generally, we have determined that having our custodians execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above in the section titled, “Factors Used to Select Custodians.”

In certain situations, the use of margin access through your respective custodian may be approved by us. In these cases, additional fees and interest on margin account balances may apply. These fees and interest costs are separate and independent from any fees charged by or paid to Advisory Alpha. We receive no additional direct compensation as a result of any client’s use of margin access at their custodian. There are risks involved with utilizing margin access including a potential drop in the underlying security value which will force the client to deposit additional cash or securities to cover the maintenance margin call issued by the custodian. A custodian has the right to increase the minimum amount required in a margin account, sell your securities without notice or sue you if a margin call is not fulfilled. The use of margin is most suitable for sophisticated investors with a thorough understanding of the risks and requirements involved.

Clients Directing Which Broker/Custodian to Use

Directing us to use a specific broker could, in some transactions, result in higher commissions and charges where we might otherwise go directly to a market maker in the security. However, limiting the number of brokers we regularly work with leads to efficiencies that help us keep our advisory fees lower.

Products and Services Available to Us

We generally receive benefits of investment research and related services because our clients use our custodians for their brokerage transactions and custodial services. All of these services are research and client account-related and provided by our custodians on an unsolicited basis. The research services made available may be used to benefit all clients’ accounts, as well as our personal and proprietary accounts, which are not tied to a specific account’s brokerage activity or commission level achieved. We also do not receive referrals from brokers in exchange for recommending their services to our clients.

We have not and do not intend to enter into any contractual third-party soft-dollar arrangements; for example, where we commit to place a specific level of brokerage commissions

with a specific firm and in return the broker pays for various research-related products or services for us that are generally available for cash purchase.

Aggregating (Block) Trading for Multiple Client Accounts

We may aggregate orders for securities transactions for more than one client based on our trade aggregation and allocation policy. In doing so, we strive to treat you fairly and will not favor one client or proprietary account over another. When executed, we will allocate the aggregated order in accordance with policies and procedures intended to achieve fair treatment. The purpose of aggregating orders is to obtain the same price for each client in any given security, obtain better execution for the aggregated order than might be achieved by processing each of the transactions separately, expedite the placement and processing of trade orders, as well as for our administrative convenience.

We will not aggregate orders for a client having a directed brokerage relationship with a client who does not have a directed brokerage relationship (even within the same broker). A consequence of not aggregating a client's order with other orders for the same securities is that the client may not obtain as good a price or as low a cost in a separate transaction as clients whose orders have been aggregated.

Each account that participates in an aggregated order will receive the average share price for all transactions in that security in that business day. If permitted by the broker effecting the transaction, transaction costs will be shared on a pro rata basis. Some brokers charge brokerage commissions to each participating client in accordance with the size of that client's part of the aggregated order, regardless of the total size of the aggregated order. If an aggregated order is not filled in its entirety, it will be allocated among participating accounts on a pro rata basis.

Additionally, to help ensure equal opportunity of best execution for all client accounts, Advisory Alpha has implemented a regular rotation on the order by which trades are placed at each broker on both a daily and weekly basis. Each day/week trades placed at each broker are rotated based on the previous day/week's trades.

Trade Error Policy

We have the responsibility to process orders correctly, promptly, and in your best interest. We have established an error correction policy to identify and correct any errors as promptly as possible without disadvantaging you or benefiting us in any way. We have defined a "trade error" as when we have purchased or sold a financial instrument for a client account and that action is determined to have been a mistake and the error results in a financial gain or loss for the client. Examples of errors may include:

- Purchases or sales of an incorrect or unintended security or number of securities for your account
- Purchases or sales of a security for the incorrect or unintended account

- Purchases or sales of a security that you did not authorize or that are inconsistent with applicable law or regulations (e.g. prohibited transaction under ERISA)
- Purchase or sale transpositions (where an intended purchase is entered as a sale, or vice versa)
- Trade misallocations

If the error is our responsibility, the transaction will be corrected and we will reimburse you for any loss resulting from an inaccurate or erroneous order. In most cases, we can correct all trade errors through an Error Account with the applicable custodian. When we act as a subadvisor for another registered investment advisor, the trade error policy of your investment advisor will apply if a trade error occurs. However, if it is our error, we will correct the trade error through our Error Account at your custodian. If there is a loss due to a trade error that we make, we will correct the mistake at our cost and the error will not be reflected as a loss to your account. If a trade error results in a gain, the gain will be retained by the custodian and given to charitable causes.

Item 13: Review of Accounts

Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Our Investment Team reviews and may rebalance each account to ensure that the allocation does not drift substantially from the model allocation. Our representatives (or your primary investment advisor who uses us as a subadvisor) review your accounts at least annually. These individuals are the chief advisors and are instructed to review your investments based on your investment policies and risk tolerance levels. All our clients are assigned to these reviewers. All financial planning accounts are reviewed upon financial plan creation and plan delivery by the investment advisor representatives of the firm. For ongoing financial planning engagements, accounts will generally be reviewed annually.

Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic, or political events, or when requested by you due to changes in your financial situation (such as retirement, termination of employment, physical move, or inheritance).

Content and Frequency of Regular Reports Provided to Clients

Clients receiving our discretionary investment management services will be delivered reports from the custodian on a monthly or quarterly basis. This is a written report that details your account including transactions, fees and commissions, assets held and asset value.

Clients that enter into financial planning engagements with us may be provided with a financial plan or written report based on the scope of the financial planning relationship and services.

Generally, after the delivery of the financial planning services, there are no further reports provided to you. You may request additional plans or reports for an additional planning fee.

Item 14: Client Referrals and Other Compensation

Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

Advisory Alpha, an affiliated registered investment advisor of Simplicity Wealth, has entered into an agreement with Simplicity Wealth, a registered investment advisor, where Advisory Alpha has agreed to pay Simplicity Wealth a fee in exchange for introducing potential advisory clients to Advisory Alpha. Advisory Alpha has agreed to pay Simplicity Wealth a fee for these solicitation services. The fee is 50% of the investment management fee paid to Advisory Alpha. Advisory Alpha pays this fee to Simplicity Wealth out of its investment management fee. This means that clients do not pay any additional fees as a result of Simplicity Wealth's solicitation services.

Compensation to Non - Advisory Personnel for Client Referrals

We do not have arrangements to compensate other non-advisory persons to make solicitations on our behalf.

Economic Benefits Provided by Third Parties for Custodial or Brokerage Program Participation

As disclosed under Item 12 above, we participate in TD Ameritrade's Institutional customer program and we may recommend TD Ameritrade Institutional to clients for custody and brokerage services. There is no direct link between our participation in the program and the investment advice we give to our clients, although we receive economic benefits through our participation in the program that are not typically available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving our participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transactions fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third party vendors. TD Ameritrade Institutional may also have paid for business consulting and professional services received by our related persons and may also pay or reimburse expenses (including travel, lodging, meals, and entertainment expenses for our personnel to attend conferences). Some of the products and services made available by TD Ameritrade Institutional through the program may benefit us but may not benefit our client accounts. These products or services may assist us

in managing and administering client accounts, including accounts not maintained at TD Ameritrade Institutional. Other services made available by TD Ameritrade Institutional are intended to help us manage and further develop our business enterprise. These benefits received by us or our personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade Institutional. As part of our fiduciary duties to clients, we endeavor at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by us creates a conflict of interest and may indirectly influence our recommendation of TD Ameritrade Institutional for custody and brokerage services.

Item 15: Custody

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

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

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

Item 16: Investment Discretion

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

You may also grant us discretionary authority to establish and/or terminate a relationship with a subadvisor for purposes of managing the account or a portion of the account. In this situation, you will grant the subadvisor selected by us with the discretionary authority (at the sole discretion of the subadvisor without first consulting with you) to make all decisions to buy, sell or hold securities, cash or other investments for such portion of the account managed by the subadvisor.

If your account is managed on a discretionary basis, discretionary authority is granted in writing from you at the beginning of our advisory relationship in the agreement you sign. Also, you will sign an agreement with your custodian which generally includes a limited power of attorney granting the necessary authority to direct and implement the investment and reinvestment of the assets in your account but restricts our ability or the subadvisor's ability (if applicable) to direct the assets outside of your account. When we provide subadvisory services, we receive discretionary authority in our subadvisory agreement with the other investment advisor, and in the paperwork you sign with your investment advisor.

We generally do not have discretionary authority to determine the broker, custodian, or the commission rates paid for your transactions. You will have the ability to place reasonable restrictions on the types of investments that may be purchased in your account. You may also place reasonable limitations on the discretionary power granted to us so long as the limitations are specifically set forth or included as an attachment to the advisory agreement.

If you decide to grant trading authorization on a **non-discretionary** basis, we will be required to contact you prior to implementing changes in your account. Therefore, you will be contacted and required to accept or reject our investment recommendations including:

- The security being recommended
- The number of shares or units
- Whether to buy or sell

Once the above factors are agreed upon, we will be responsible for making decisions regarding the timing of buying or selling an investment, and the price at which the investment is bought or sold. If your accounts are managed on a non-discretionary basis, you need to know that if we are not able to reach you, or you are slow to respond to our request, it can have an adverse impact on the timing of trade implementations and we may not achieve the optimal trading price.

Item 17: Voting Client Securities

We do not vote proxies. Your custodian will forward the proxy voting materials directly to you. We recommend that you direct all questions on these materials to the issuer of the security.

Item 18: Financial Information

We are required to provide you with certain financial information or disclosures about our financial condition if we have financial commitments that impair our ability to meet contractual and fiduciary commitments to our clients. We have not been the subject of a bankruptcy proceeding and do not have any financial commitments that would impair our ability to meet any contractual or fiduciary commitments to you. We applied for and received a loan under the Paycheck Protection Program (PPP) authorized pursuant to the Coronavirus Aid, Relief, and Economic Security (CARES) Act. The PPP was a forgivable loan available to businesses who, because of the current and continuing economic uncertainty, desire to retain and continue paying employees and so use the loan to support ongoing operations.