

**Helium Advisors LLC**

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**Form ADV Part 2A**

**May \_\_, 2021**

This brochure provides information about the qualifications and business practices of Helium Advisors LLC ("Helium" or the "Adviser"). If you have any questions about the contents of this brochure, please contact us at (707) 297-9297 and/or [support@atomicvest.com](mailto:support@atomicvest.com). The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission ("SEC") or by any state securities authority.

The Adviser is an investment adviser registered with the SEC under the Investment Advisers Act of 1940. Registration does not imply any certain skill or training.

Additional information about the Adviser is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2: Material Changes**

Not Applicable

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#### **Item 4: Advisory Business**

Helium Advisors LLC (“Helium” or the “Adviser”) is a limited liability company incorporated under the laws of the state of Delaware on February 9, 2021 and is a registered investment adviser with the U.S. Securities and Exchange Commission effective as of May \_\_, 2021. Registration does not imply any certain skill or training. AtomicVest Inc. and Atomic Group LLC each own 50% of Helium.

##### *Types of Advisory Services and Investments*

Helium uses proprietary algorithmic-based technology to provide discretionary asset management services to its clients utilizing the internet, through an online interface or a mobile phone application. The Adviser utilizes its online platform to collect investment criteria and other information through a questionnaire (the “Questionnaire”), including but not limited to information regarding a client’s financial situation, goals, objectives and risk tolerance, to determine a suitable investment strategy within the Adviser’s investment strategy offerings. The Adviser’s algorithmic-based technology analyzes a client’s responses to the Questionnaire to recommend a portfolio of equities, bonds and/or mutual funds/exchange traded funds (collectively, “Funds”) that are suitable based on the client’s targeted risk profile and other financial objectives. The client has the option to override the Adviser’s recommendation and choose one of the five portfolios offered by the Adviser (all bond, conservative, moderate, aggressive, or all stock). For more information on the types of portfolios offered by Helium, please see Item 8, Investment Strategies.

A client may update his or her risk profile at any time by updating the responses to the Questionnaire. At a minimum, a client will be prompted to review and/or update the responses to the Questionnaire on an annual basis. Client assets are used to purchase the securities to align the client’s account to the corresponding target asset allocation within the recommended portfolio or client selected portfolio. As a client deposits or withdraws funds from his or her account, purchases and/or sales of securities are initiated to rebalance the account in line with its target allocation. The Adviser will seek to execute any such transactions promptly, however the Adviser will utilize its discretion in determining the timing of any purchases, sales or reallocations.

Subject to each client’s agreement with the Adviser (the “Investment Advisory Agreement”), client portfolios will be invested in equities and fixed income securities and unaffiliated Funds, as applicable to the selected target risk portfolio. After the initial client investment, a client may choose to participate in the Autonomous Wealth program. In the Autonomous Wealth program, a client will authorize the Adviser to analyze the client’s bank account for spending patterns and the Adviser will make recommendations to the client for amounts to be invested initially and periodically, subject to the client’s approval. Clients may opt not to participate in this service. Because the Adviser will have access to client accounts and the assets in those accounts as part of this service, the Adviser is deemed to have custody under the Investment Advisers Act of 1940. More information can be found in Item 15.

Clients are also given the opportunity to modify their recommended or individually selected investment target risk portfolio in two different ways. First, they can choose to have the Adviser apply Environmental, Social or Governance (“ESG”) considerations when building their portfolio. The Adviser will implement the ESG overlay while maintaining the client’s risk profile and will substitute or increase allocations to companies that have certain environmental and social characteristics while avoiding

investments in other businesses that don't meet the ESG criteria. The strategies will provide clients with the ability to select certain ESG screens that will be applied in addition to the client's investment strategy. ESG screens may be selected upon account opening or any time thereafter for no additional charge by accessing your account online or through the mobile application and selecting the desired ESG screens. Clients who apply any ESG screens to their portfolio may underperform portfolios within the same risk profile that have not applied the ESG screens. Clients will be limited in the number of ESG screens they can apply to their portfolio at one time.

The second modification option provided to the client is the ability to restrict equity investments in certain issuers. For example, a client may choose to restrict investments in securities issued by the client's employer. This option can be useful for example, for clients who are restricted in purchasing their employer's stock or if the client desires to limit the economic exposure to a particular company. Once the portfolios of stocks, bonds and/or Funds are determined based on the Questionnaire, client preferences, and modifications, the Adviser will manage each client's portfolio seeking to track their custom target risk portfolio.

Clients who wish to impose restrictions on certain securities, types of securities, or industries, etc., should notify the Adviser. Once agreed upon, it is the client's responsibility to inform Helium in writing when a change is desired and/or the restriction(s) is (are) no longer wanted by the client.

#### Wrap Fee Programs

Helium does not act as a sponsor or portfolio manager for any wrap programs.

#### Assets Under Management

Helium is a newly registered investment adviser, and as such, has no assets under management as of the date provided.

### **Item 5: Fees and Compensation**

Helium's standard investment advisory fee for each strategy is 1.00% per annum based on the aggregate net asset value in the client's account. The investment advisory fee also includes custody fees. Clients will be required to open a custody account with Counsel Trust Company, a Tennessee trust company that will serve as the "qualified custodian" for all client accounts (the "Custodian").

The annual investment advisory fee will be accrued daily and collected monthly or if a client terminates his or her account before a month end the investment advisory fee will be prorated. Investment advisory fees will also be collected when processing withdrawal requests that will result in not enough assets in the account to pay any fees that are due at the time of the withdrawal. Investment advisory fees will be based on the market value of the securities as determined by the Adviser, including any cash in the client's account at the end of each business day, as of the close of trading on the New York Stock Exchange or as of the immediately preceding close of the NYSE for days when the NYSE is closed. The Adviser may reduce or waive its fees without notice to, or fee adjustment for, any client.

The specific methodology used to charge fees for your account is set forth in the Investment Advisory Agreement between the client and the Adviser. As part of the Investment Advisory Agreement, clients

will be asked to provide written authorization for the Adviser to directly invoice its investment advisory fees to the Custodian and the Custodian will remit payment to the Adviser.

For more information on the Custodian, please see Item 15.

#### *Additional Fees and Expenses*

In addition to the investment advisory fees described above, Clients will also pay brokerage commissions on transactions in the client's account, including any mark-up or mark-downs on fixed income trades.

The fees charged by Helium do not include fees charged by any Funds that are purchased by the Adviser for a client. Fees charged by such Funds are disclosed in the respective Fund's prospectus and are paid directly to the Fund through the client's investment in the Fund. If a mutual fund also imposes sales charges, the client may pay an initial or deferred sales charge as further described in the mutual fund's prospectus. A client using Helium may be precluded from using certain mutual funds because they may not be offered by the client's custodian.

Please refer to Brokerage Practices, Item 12, for additional information regarding the firm's brokerage practices.

You should be advised that lower fees for comparable services may be available from other sources.

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

Helium does not charge performance-based fees. Investment advisory fees are only charged as discussed in Item 5 and as otherwise provided in the Investment Advisory Agreement between the client and the Adviser.

#### **Item 7: Types of Clients**

Helium's clients are expected to include individuals, high net worth individuals, retirement plans, trusts, estates, bank trust funds, charitable organizations, non-profit organizations, registered investment advisers, and other business entities.

There is no minimum amount required to open or maintain an account with the Adviser. Helium reserves the right to increase or decrease the minimum account size in its discretion.

Clients who seek the algorithmic investment advisory services provided by Helium should consider the differences in the digital nature of the services and how they are delivered. Accordingly, clients should note the following:

- The Adviser provides its services through an online platform and mobile application. This means that all clients must acknowledge their ability and willingness to conduct their relationship with the Adviser on an electronic basis. Under the terms of the Investment Advisory Agreement each client must agree to receive all account information and account documents (including documents that are required to be delivered for regulatory purposes), and any updates or changes to same, through their access to the Adviser's website and the Adviser's electronic communications. The Adviser's investment advisory service, the signature for the

Investment Advisory Agreement and all documentation related to the advisory services are all managed electronically. The Adviser generally does make individual representatives available to discuss servicing matters with clients.

- The Adviser's algorithms are designed to tailor investment advice to each client's specific circumstances. To provide suitable investment recommendations, the Adviser collects information from each client through the Questionnaire. It is possible that the Questionnaire may not capture every circumstance that may be material to a client's personal circumstances. When determining the recommended investment portfolio for the client, the Adviser relies on the information it solicits and is otherwise provided by the client. Although the Adviser will prompt clients periodically to review their information either through the online platform or mobile application, a client must promptly notify the Adviser of any change in financial situation, risk tolerance or investment objectives that might require a review or changes to the client's portfolio. Clients may change their responses to the Questionnaire at any time.
- The algorithmic investment advisory service may also include investments in Funds that are unaffiliated with Helium. The Adviser does not allow clients to select the Funds in their respective portfolios because each such fund that is selected by the Adviser is considered part of the overall discretionary investment advisory services provided to clients.

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

##### Method of Analysis

Helium provides investment advice based on proprietary algorithms that analyze clients risk profiles, investment objectives and other information to construct, revise and otherwise recommend portfolios based on target risk levels with asset allocation targets comprised initially of equities, fixed income and/or Funds. As described in more detail below, initially the Adviser will use Funds to represent the fixed income portion of any portfolio with a bond allocation. The Adviser continuously monitors client's portfolios and periodically rebalances them to the extent that the portfolio has drifted outside of acceptable ranges established by the Adviser.

##### Investment Strategies

Adviser maintains five model portfolios (all-bond, conservative, moderate, aggressive, all-stock) that are recommended to clients based on the clients' responses to the Questionnaire. The firm's proprietary algorithmic-based technology reviews the clients' inputs to recommend the suitable model portfolio. In addition, for clients that desire to include an ESG overlay in their portfolios, Helium will build modified versions of these five portfolios that seek to include these considerations in security selection while maintaining a risk profile like their respective non-ESG risk level portfolio. There may be tracking error in the performance of an ESG portfolio as compared to a non-ESG portfolio that is managed to the same risk profile. The Adviser's risk level portfolios will not include leverage or derivatives except where such investments are within a Fund that is included in the portfolio.

The Adviser anticipates each risk level portfolio (described below) will consist of a sub-portfolio of individual equities and one or more Funds. Fixed income allocations will be represented by one or more Funds. The actual allocations to equity and fixed income will vary by risk level, as follows:

<b>Risk Level Portfolio</b>	<b>Allocation to Equities</b>	<b>Allocation to Fixed Income (Represented by a Fund)</b>
All Bond	0%	100%
Conservative	40%	60%
Moderate	60%	40%
Aggressive	80%	20%
All Equity	100%	0%

The equity component of any portfolio will be represented by the U.S. and non-U.S. global equities based on criteria established by the Adviser. The equity component will also be comprised of 60% domestic equities and 40% international equities. The allocations and weights of the a client's equity portfolio will be updated each business day that the New York Stock Exchange is open for trading. The Adviser reserves the ability to remove individual stocks that otherwise would be included in its discretion, such as if the ability to trade a particular stock becomes too burdensome in a particular jurisdiction.

For clients who select an ESG overlay on their portfolio, the Adviser will also maintain applicable ESG versions of each of the five model portfolios above. The equity portion of the portfolios will overweight equities with improved impact characteristics and will also exclude equities with businesses that do not meet the applicable ESG selection criteria. This will result in equity portfolios that will include a smaller number of equities than the non-ESG portfolio and with different weights, but the Adviser will take care to produce ESG portfolios that have similar risk characteristics to their respective non-ESG risk level portfolio. In the case of an ESG portfolio, the fixed income portion of the portfolio will also be replaced by one or more ESG Funds with the same overall weight.

#### Cash and Cash Equivalents

The Adviser will actively manage any cash in client portfolios. Dependent on the client's objectives, excess cash may be invested in a cash equivalent, such as a money market fund.

Clients who invest in any of the strategies offered by the Adviser must understand the following risks:

#### Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. All investment programs have certain risks that are borne by the investor. Helium's investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

Use of Algorithms. The services provided by the Adviser are delivered to clients through electronic means, utilizing an online platform and mobile application. The services are also provided using

proprietary quantitative models. The Adviser has rigorously designed, developed and tested its models prior to offering it to clients. Moreover, the Adviser has implemented a control environment that periodically monitors the behaviors of such models after deployment. Notwithstanding the Adviser's controls, it is possible that the models may not always perform exactly as intended or as disclosed to clients. The Adviser continuously strives to monitor, detect and correct any models that do not perform as expected or as disclosed.

It is possible that clients or the Adviser itself may experience computer equipment failure, loss of internet access, viruses, or other events that may impair access to the Adviser's algorithmic-based investment advisory service. The Adviser and its representatives are not responsible to any client for losses unless caused by the Adviser's breach of its fiduciary duty.

Environmental, Social, and Governance Investing Risk. An account that employs an ESG investing strategy, which typically selects or excludes securities of certain issuers for reasons other than performance, carries the risk that the account's performance will differ from accounts that do not utilize an ESG investing strategy. For example, the application of this strategy could affect the account's exposure to certain sectors or types of investments, which could negatively impact the Account's performance. Socially responsible norms differ by region, and an issuer's ESG practices or the Adviser's assessment of an issuer's ESG practices may change over time.

Interest-Rate Risk. The risk that interest rates will rise to a higher level than the security holder is currently paid. Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds typically become less attractive, causing their market values to decline.

Market Risk. The risk that the price of a security, bond, or mutual fund may change in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors, independent of a security's particular underlying circumstances. For example, political, economic, and social conditions may trigger market events.

Potentially High Levels of Trading Risk. Certain situations, such as the simultaneous receipt of a high volume of client deposits or withdrawal requests, can lead the Adviser to engage in high levels of trading. High levels of trading could result in (a) bid-ask spread expense; (b) trade executions that may occur at prices beyond the bid-ask spread (if quantity demanded exceeds quantity available at the bid or ask); (c) trading that may adversely move prices, such that subsequent transactions occur at worse prices; (d) trading that may disqualify some dividends from qualified dividend treatment; unfulfilled orders or portfolio drift, in the event that markets are disorderly or trading halts altogether; and (f) unforeseen trading errors.

Security Selection Risk. The risk that individual securities may decline in value due to negative news or fundamental developments specific to the issuer. The rationale for selecting the security either may not be correct or the market may not recognize the value.

Stock Investments. Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Different parts of the market can react differently to these developments. In addition, stock investments are subject to risk related to market capitalization as well as company-specific risk.



ETF Risks. 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 securities 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, foreign securities, American Depositary Receipts, 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 securities they will pay two levels of advisory compensation – the advisory fees charged by the Adviser plus any management and other fees charged by the ETF, which is described in the ETF’s offering documents. This will cause a higher investment advisory cost (and lower investment returns) than if a client purchased the ETF directly.

Inflation Risk. The risk that the value of a dollar will not be worth as much as anticipated. That is, inflation will be higher than expected.

Liquidity Risk. The risk that an investor will be unable to buy or sell a security at a reasonable price at a certain point in time. This may occur if there is a limited quantity available or only a few market makers willing to trade. For example, U.S. Treasuries are quite liquid, while a micro-cap company with only a few hundred thousand shares outstanding is not.

Credit Risk. The risk that a bond will default or be significantly downgraded by one of the recognized credit agencies. Although Treasury instruments are backed by the U.S. government, there have been occasions in the past when a specific U.S. bond has been downgraded. Although the Adviser typically invests in investment grade debt, there is no guarantee that a bond will not be downgraded or default on the loan. Credit risk is generally a higher risk for corporate debt than government or municipal bonds.

Call Risk. The risk that an issuer will repay (call) a bond prior to maturity. The issuer will return the investor’s principal early. The investor will generally accept a lower interest payment when reinvesting that principal.

Prepayment Risk. The risk that mortgage-backed bonds are usually subject to prepayment risk and the issuer will pay back the principal prior to maturity. This generally occurs when mortgage rates decline, and property owners refinance the debt at lower rates.

Cybersecurity Risks. With the increased use of technology to conduct business, the Adviser and its affiliates are susceptible to operational, information security, and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events that can arise from external or internal sources. Cyberattacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive information; corrupting data, equipment, or systems; or causing operational disruption. Cyberattacks can also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make

network services unavailable to intended users). Cyber incidents affecting the Adviser, its affiliates, or any other service providers (including but not limited to custodians and financial intermediaries) have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with the ability to calculate asset prices, impediments to trading, the inability to transact business, destruction to equipment and systems, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting issuers of securities in which an account invests, counterparties with which an account engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions (including financial intermediaries and service providers) and other parties.

#### **Item 9: Disciplinary Information**

Neither Helium nor its management personnel have been involved in any material legal or disciplinary events.

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

Helium and its management persons are not engaged in other financial industry activities and have no other industry affiliations.

AtomicVest Inc., an affiliate of Helium, has been contracted by the Custodian to perform certain recordkeeping and account servicing activities relating to Helium's clients. Clients are not charged a separate fee for the services provided by AtomicVest, Inc.

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

Helium maintains a Code of Ethics that requires employees to conduct themselves in a highly ethical manner. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect the interests of our clients and demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing. All employees are expected to adhere strictly to the Code of Ethics and report any violations. Additionally, our employees are strictly prohibited from using material, non-public information relating to our clients, their account holdings, or any recommendation or pending transaction for a client.

Helium and its employees are permitted to purchase or sell securities for themselves that may also be recommended to clients in their personal accounts. In addition, Helium and its employees may have an interest in securities that may also be purchased in client accounts. The potential conflicts of interest is that Helium or its employees could have an incentive to recommend a security to clients for their own gain. We believe this conflict is mitigated through Helium's strong compliance culture, its rigorous compliance policies and procedures and its surveillance activities. Moreover, the Code of Ethics and other Helium policies are designed to ensure that our employees never place their personal interests ahead of Helium's clients in an attempt to benefit themselves or another party. The Code of Ethics and other Helium policies impose sanctions if these requirements are violated.

Where permissible by applicable law, and after complying with applicable regulatory requirements, certain orders can be executed on a principal basis. Fractional shares, for example, can be created as a

result of smaller sized purchases that don't equate to round lots, the division of an account or a transfer into the client's account from an outside firm. As an accommodation to a client, fractional shares can be sold on a principal basis to the Adviser at the same price as whole shares of the same issuer are sold to a third party.

You may request to receive a copy of the Adviser's Code of Ethics by emailing [support@atomicvest.com](mailto:support@atomicvest.com).

## **Item 12: Brokerage Practices**

### Broker Selection

The Adviser intends to execute all client securities transactions through Bank of New York ("BNY"), an SEC registered broker-dealer and FINRA member. BNY will provide trade execution and omnibus clearing services for clients as per the authority the Client has provided under the Investment Advisory Agreement. The Adviser shall seek to execute transactions on terms that are overall most advantageous when compared with other available providers and their services. In selecting BNY to effect portfolio transactions, the Adviser considers a wide range of factors, including the capability to execute, clear, and settle trades (buy and sell securities for your account), capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.), availability of investment research and tools that assist us in making investment decisions, quality of services, competitiveness of the price of those services, reputation, financial strength, and stability of the provider.

Clients will pay applicable trading costs for each transaction executed in their portfolio. In seeking best execution, the determinative factor is not just cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of the broker's services described above. Clients should understand that the appointment of BNY as the sole broker for their accounts may result in disadvantages to the Client as a possible result of less favorable executions than may be available through the use of a different or a wider range of broker-dealers. Not all advisers require their clients to direct brokerage.

### Research and Other Soft Dollar Benefits

The Adviser does not receive research or other products or services from a broker-dealer or third-party (also known as "soft dollar benefits") in connection with client securities transactions.

### Brokerage for Client Referrals

The Adviser does not consider, in selecting or recommending broker-dealers, client referrals from a broker-dealer. The Adviser does not receive client referrals from BNY.

### Directed Brokerage

The Adviser does not accept requests for directed brokerage arrangements from clients.

### Aggregating Trading for Multiple Client Accounts

Adviser places aggregated orders involving multiple client accounts trading in the same securities at approximately the same time where it is in the best interest for all clients involved in the transaction and

it is operationally feasible to do so. Each client that participates in an aggregated transaction will participate at the average share price for transactions in the aggregated order.

#### Cross Trades

Cross trading is defined as arranging for one Adviser client account to purchase a security directly from another Adviser client account. Helium intends to enter into cross trades between client accounts, where such transaction is in the best interests of each client.

### **Item 13: Review of Accounts**

#### Reviews

The Adviser provides its clients with access to their investment account information via its online platform and its mobile phone application.

The Adviser's algorithms continuously review client accounts to confirm their portfolios are in line with the model risk level portfolio allocations, which is established by the Adviser. If a client's portfolio deviates from this range (within certain tolerance thresholds), the Adviser will rebalance such portfolio back to its target allocation. While accounts are monitored by the Adviser's algorithms, clients should be aware that their individual accounts are generally not actively monitored directly by investment advisory personnel.

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

The Adviser does not receive any economic benefit, directly or indirectly from any third-party for advice rendered to clients.

The Adviser earns revenue from companies that issue proxies, for facilitating the processing and delivery of the proxies to Helium's clients. For more information, see Item 17.

Helium may enter into arrangements with various third-party companies for the purpose of those companies introducing their users to new services and offerings of the Adviser that may be of potential benefit to them. These Third Parties will receive revenue sharing from Helium for such referrals. The decision of whether to accept or implement the Adviser's services is at the complete discretion of the client.

### **Item 15: Custody**

As discussed in Item 4, Helium offers certain services that allow Helium access to client accounts and the assets within those accounts. Helium is therefore deemed to have custody of client assets and will obtain an annual surprise examination by a third party as required by applicable regulations. Clients opt in to these services, which are subject to an agreement between the Adviser and the client, which provides the terms of these services.

Client assets are maintained in an account at the Custodian (Counsel Trust Company). Clients receive at least quarterly account statements directly from the Custodian, listing account balance(s), transaction history and any fees deducted from the account. Clients are required to open their account directly with the Custodian, however, if the Adviser opens the client's custody account on the client's behalf, the

Adviser will promptly notify the client in writing of the Custodian's contact information. We encourage all clients to review their custodial account statements promptly to confirm the accuracy of the information provided.

#### **Item 16: Investment Discretion**

Through the Investment Advisory Agreement, Helium is provided discretionary authority from each client to select the identity and amount of securities to be bought or sold without obtaining client consent before each trade. The Adviser will accept any reasonable limitation or restriction to such authority on the account placed by the client. All limitations and restrictions placed on accounts must be provided to the Advisor in writing, through the internet platform or the mobile application.

#### **Item 17: Voting Client Securities**

Clients delegate proxy voting authority to Helium, who has adopted Proxy Voting Policies and Procedures ("Proxy Policies") that require the Adviser to vote proxies received in a manner consistent with the best interest of its clients. The Adviser's Proxy Policies are reasonably designed to mitigate conflicts of interest. Helium will only vote on proxies relating to securities held in client accounts. The Adviser will vote proxies according to Helium's Proxy Policies. Helium will abstain from voting any proxies if it determines that abstaining is in the best interest of its clients.

Clients may request information regarding how the Adviser voted a client's proxies, and clients may request a copy of Helium's Proxy Policies, which may be updated from time to time, by emailing [support@atomicvest.com](mailto:support@atomicvest.com).

The Adviser earns revenue from companies that issue proxies, for facilitating the processing and delivery of the proxies to Helium's clients. The revenue earned by the Adviser is not contingent on whether or how proxies are voted by the Adviser or its clients, and the identity of funds and other securities that the Adviser includes in client accounts is not influenced by these payments.

#### **Item 18: Financial Information**

Helium has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients.

Helium is not required to provide a balance sheet as the Adviser does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.

## **Privacy Policy**

Helium is committed to protecting each client's private information and has instituted policies and procedures to reasonably ensure that customer information is kept private and secure. Helium does not disclose any non-public personal information about its customers or former customers to any non-affiliated third parties except as required by or permitted by law or agreed to by the client or as otherwise disclosed in the Adviser's Privacy Policy. In the course of servicing a client account, the Adviser may share some information with its service providers, such as transfer agents, custodians, broker-dealers, accountants, and attorneys. Helium restricts internal access to non-public personal information to those employees who need access to such information to provide products or services to a particular client. The Adviser also maintains physical, electronic, and procedural safeguards to protect client information.

A copy of Helium's Privacy Policy is available on our website at: [www.atomicvest.com](http://www.atomicvest.com).