

Harbourfront Wealth America Inc. Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Harbourfront Wealth America Inc. If you have any questions about the contents of this brochure, please contact us at 877-588-6822 or by email at: admin@harbourfrontamerica.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Harbourfront Wealth America Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. Harbourfront Wealth America Inc.'s CRD number is: 306941.

Royal Centre 1800-1055 West Georgia Street
PO BOX 11118
Vancouver B.C. V6E3P3
877-588-6822
admin@harbourfrontamerica.com

Registration as an investment adviser does not imply a certain level of skill or training.

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Item 2: Material Changes

Harbourfront Wealth America Inc. has the following material changes to report. Material changes relate to Harbourfront Wealth America Inc.'s policies, practices or conflicts of interests.

Harbourfront Wealth America Inc. has updated Item 4.B to state "may request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction."

Harbourfront Wealth America Inc. has updated Item 5.B to remove "or may be invoiced and billed directly to client on quarterly basis."

Harbourfront Wealth America Inc. has updated Item 7 to add Private Corporations.

Harbourfront Wealth America Inc. has updated Item 13.C to remove "HWAI will also provide at least quarterly a separate written statement to the client."

Harbourfront Wealth America Inc. has updated their main office phone number (cover page).

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Item 4: Advisory Business

A. Description of the Advisory Firm

Harbourfront Wealth America Inc. (hereinafter "HWAI") is a Corporation organized in Canada. The firm was formed in November 2019, and the principal owner is Harbourfront Wealth Holdings Inc.

B. Types of Advisory Services

Portfolio Management Services

HWAI offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. HWAI creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, and risk tolerance levels). Portfolio management services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

HWAI evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. HWAI may request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

HWAI seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of HWAI's economic, investment or other financial interests. To meet its fiduciary obligations, HWAI attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, HWAI's policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is HWAI's policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent, including initial public offerings ("IPOs") and other investment opportunities that might have a limited supply, among its clients on a fair and equitable basis over time.

Services Limited to Specific Types of Investments

HWAI generally limits its investment advice to mutual funds and equities. HWAI may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

HWAI offers the same suite of services to all of its clients. However, specific client investment strategies and their implementation are dependent upon the client Investment Policy Statement which outlines each client's current situation (income, tax levels, and risk tolerance levels). Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent HWAI from properly servicing the client account, or if the restrictions would require HWAI to deviate from its standard suite of services, HWAI reserves the right to end the relationship.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, and certain other administrative fees. HWAI does not participate in wrap fee programs.

E. Assets Under Management

HWAI has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$3,926,785	\$635,889	December 2020

Item 5: Fees and Compensation

A. Fee Schedule

Portfolio Management Fees

Total Assets Under Management	Annual Fees
All Assets	Up to 2.50%

Similar services may be available at a lower price.

HWAI uses an average of the daily balance in the client's account throughout the billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

These fees are generally negotiable, and the final fee schedule will be memorialized in the client's advisory agreement. Clients may terminate the agreement without penalty for a

full refund of HWAI's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract immediately upon written notice.

B. Payment of Fees

Payment of Portfolio Management Fees

Asset-based portfolio management fees are withdrawn directly from the client's accounts with client's written authorization on a monthly basis. Fees are paid in arrears.

C. Client Responsibility For Third Party Fees

Clients are responsible for the payment of all third party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by HWAI. Please see Item 12 of this brochure regarding broker-dealer/custodian.

D. Prepayment of Fees

HWAI collects its fees in arrears. It does not collect fees in advance.

E. Outside Compensation For the Sale of Securities to Clients

Kathleen Anne Black, Daniel Razvan Popescu, and Lynn Patricia Stibbard are management persons of Harbourfront Wealth Management Inc. They do not accept compensation for the sale of securities.

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

HWAI does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

HWAI generally provides advisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Private Corporations

There is no account minimum for any of HWAI's services.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

HWAI's methods of analysis include Fundamental analysis and Technical analysis.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Investment Strategies

HWAI uses long term trading, short term trading and margin transactions.

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

B. Material Risks Involved

Methods of Analysis

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

Investment Strategies

HWAI's use of margin transactions generally holds greater risk, and clients should be aware that there is a material risk of loss using any of those strategies.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Margin transactions use leverage that is borrowed from a brokerage firm as collateral. When losses occur, the value of the margin account may fall below the brokerage firm's threshold thereby triggering a margin call. This may force the account holder to either allocate more funds to the account or sell assets on a shorter time frame than desired.

Short term trading risks include liquidity, economic stability, and inflation, in addition to the long term trading risks listed above. Frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

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

C. Risks of Specific Securities Utilized

HWAI's use of margin transactions generally holds greater risk of capital loss. Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature.

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Kathleen Anne Black, Daniel Razvan Popescu, and Lynn Patricia Stibbard are management persons of Harbourfront Wealth Management Inc. They do not accept compensation for the sale of securities.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither HWAI nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Danny is the President and CEO of Harbourfront Wealth Management Inc. (Investment Dealer in Canada) and CEO and President of Willoughby Asset Management Inc. (Investment Fund Manager in Canada).

Kathleen Black is the Chief Compliance Officer of Harbourfront Wealth Management Inc. (Investment Dealer in Canada) and CCO of Willoughby Asset Management Inc.

Lynn Stibbard is the CFO of Harbourfront Wealth Management Inc. (Investment Dealer in CDA) and CFO of Willoughby Asset Management Inc. (Investment Fund Manager in Canada).

The three management persons do not earn commissions or provide advice or act as Investment advisors for HWAI or the other firms in Canada. They are all considered management personnel.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

HWAI does not utilize nor select third-party investment advisers.

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

A. Code of Ethics

HWAI has 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, 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. HWAI's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

HWAI does not recommend that clients buy or sell any security in which a related person to HWAI or HWAI has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of HWAI may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of HWAI to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. HWAI will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of HWAI may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of HWAI to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients.

Such transactions may create a conflict of interest; however, HWAI will never engage in trading that operates to the client's disadvantage if representatives of HWAI buy or sell securities at or around the same time as clients.

Item 12: Brokerage Practices

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

Custodians/broker-dealers will be recommended based on HWAI's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and HWAI may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in HWAI's research efforts. HWAI will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

HWAI will require clients to use Interactive Brokers LLC.

1. Research and Other Soft-Dollar Benefits

HWAI receives no research, product, or services other than execution from broker-dealers or custodians in connection with client securities transactions ("soft dollar benefits").

2. Brokerage for Client Referrals

HWAI receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

HWAI will require clients to use a specific broker-dealer to execute transactions. Not all advisers require clients to use a particular broker-dealer.

B. Aggregating (Block) Trading for Multiple Client Accounts

HWAI does not aggregate or bunch the securities to be purchased or sold for multiple clients. This may result in less favorable prices, particularly for illiquid securities or during volatile market conditions.

Item 13: Review of Accounts

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

All client accounts for HWAI's advisory services provided on an ongoing basis are reviewed at least Quarterly by Kathleen Black, CCO, with regard to clients' respective investment policies and risk tolerance levels. All accounts at HWAI are assigned to this reviewer.

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

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

C. Content and Frequency of Regular Reports Provided to Clients

Each client of HWAI's advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian.

Item 14: Client Referrals and Other Compensation

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

HWAI does not receive any economic benefit, directly or indirectly from any third party for advice rendered to HWAI's clients.

B. Compensation to Non - Advisory Personnel for Client Referrals

HWAI does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

When advisory fees are deducted directly from client accounts at client's custodian, HWAI will be deemed to have limited custody of client's assets and must have written authorization from

the client to do so. Clients will receive all account statements and they should carefully review those statements for accuracy.

Item 16: Investment Discretion

HWAI provides discretionary and non-discretionary investment advisory services to clients. The advisory contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, HWAI generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share.

Item 17: Voting Client Securities (Proxy Voting)

HWAI will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

HWAI neither requires nor solicits prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

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

Neither HWAI nor its management has any financial condition that is likely to reasonably impair HWAI's ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

HWAI has not been the subject of a bankruptcy petition in the last ten years.