

99Rises Inc.

WRAP FEE PROGRAM BROCHURE

6701 Koll Center Parkway, Ste 250
Pleasanton, CA 94566
(925) 519-9545
www.99rises.com

January 2021

This wrap fee program brochure (“**Brochure**”) provides information about the qualifications and business practices of 99Rises Inc. (“**99rises**”), a registered investment adviser. Registration does not imply a certain level of skill or training. If you have any questions about the contents of this Brochure, please contact us at support@99rises.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority.

Additional information about 99rises also is available on the SEC’s website at <https://adviserinfo.sec.gov/>

2. Material Changes

This is the initial Brochure of 99rises, submitted in connection with its application to register with the SEC as an investment adviser.

TABLE OF CONTENTS

<u>2. Material Changes</u>	2
<u>TABLE OF CONTENTS</u>	2
<u>4. Services, Fees and Compensation</u>	4
<u>Firm Description</u>	4
<u>Services</u>	4
<u>Advisory Business – Program Description</u>	4
<u>Investment Discretion</u>	5
<u>Fees</u>	6
<u>Fee Comparison</u>	6
<u>Fee Discretion</u>	6
<u>Other Fees and Expenses</u>	7
<u>Brokerage, Clearing and Service Provider Charges</u>	7
<u>Fund Fees</u>	7
<u>Direct Fee Debit of 99rises' Fee</u>	7
<u>Account Additions and Withdrawals</u>	7
<u>5. Account Requirements and Types of Clients</u>	8
<u>6. Portfolio Manager Selection and Evaluation</u>	8
<u>Investment Strategies and Methods of Analysis</u>	8
<u>Performance Figures</u>	10
<u>"Model" Accounts</u>	11
<u>Rebalancing</u>	11
<u>Ongoing Management</u>	11
<u>Performance Based Fees and Side-By-Side Management</u>	11
<u>Voting of Client Securities</u>	12
<u>Risk of Loss</u>	12
<u>Market Risk</u>	12
<u>Price Volatility</u>	12
<u>Equity Securities</u>	12
<u>Short Selling</u>	12
<u>Concentration of Investments</u>	13

<u>Hedging</u>	13
<u>Exchange Traded Funds</u>	13
<u>Quantitative Investment Strategy Risks.</u>	13
<u>Automated Investing</u>	14
7. <u>Client Information Provided to Portfolio Managers</u>	14
8. <u>Client Contact with Portfolio Managers</u>	14
9. <u>Additional Information</u>	15
<u>Disciplinary Information</u>	15
<u>Other Financial Industry Activities and Affiliations</u>	15
<u>Code of Ethics</u>	15
<u>Account Reviews</u>	15
<u>Brokerage and Custody Practice</u>	15
<u>Duty to Seek Best Execution</u>	16
<u>Trade Aggregation</u>	16
<u>Trade Errors</u>	16
<u>Custody</u>	17
<u>Financial Information</u>	17
<u>Client Referrals and Other Compensation</u>	17

4. Services, Fees and Compensation

Firm Description

99rises is a Securities and Exchange Commission (“**SEC**”) registered investment adviser that provides a digital and mobile-enabled investing experience for everyday individuals. It was formed in May 2019 by Utpal Diwan who had a vision to democratize access to sophisticated investment strategies. Utpal is a seasoned investment management executive who managed long-short equity and commodity and options portfolios, and worked at funds such as Citadel and D.E. Shaw. He was the founder and CEO of Mobius Capital Management, a long-short equity hedge fund. At Mobius, Utpal developed an artificial intelligence (AI) program to predict commodity prices using recurrent neural networks (“**RNN**”), and used it successfully to manage risk in his investment program. (RNNs are artificial neural networks used in technological applications that mimic the dynamics of the human brain.) Utpal received his BS in Engineering from the University of Mumbai, an MS in Engineering from Stanford University and an MBA in Finance and Economics from Columbia University. Utpal was joined in his quest by his cofounder, Ramana Rao. Ramana is an accomplished entrepreneur and technologist who has been involved in ventures that raised over \$120M and that were acquired by SAP/Business Objects, the Washington Post, and Adobe. Ramana received his BS and MS in Computer Science from the Massachusetts Institute of Technology.

Services

99rises offers its clients (“**Clients**”) the 99rises Wrap Fee Program (the “**Program**”) involving discretionary investment advisory services. The Program seeks to deliver personalized, long-term-focused, digital and mobile-enabled access to alternative investment strategies. The Program’s Client portfolios are invested in what 99rises considers highest conviction fundamental stocks while seeking to provide two-sided returns on long and short positions, as well as protection against market downturns. Utilizing guided internet interviews, our proprietary algorithm-based platform customizes investments to each Client’s personal financial goals, including computing a proprietary risk profile and score and allocating Client funds based on a targeted model long-short portfolio. See detailed description under **item 6**, Portfolio Manager Selection and Evaluation—Investment Strategies and Methods of Analysis.

The Program does not provide comprehensive financial or tax planning services or legal advice, and Clients are encouraged to seek the advice and counsel of their own tax, financial, and legal advisers.

Advisory Business – Program Description

99rises' Program interacts with its Clients exclusively through a software application that is available through web or mobile platforms (the “**99rises App**”). The Program maintains an online presence through the firm’s website, www.99rises.com. Clients will provide information about themselves and their investment goals through the 99rises App by answering a questionnaire. This will allow 99rises to create an investment portfolio that is customized to Clients’ goals and risk tolerance. For each Client’s plan, 99rises will consider, among others, the

Client's employment and marital status, income and net assets, investment goals and reasons to invest, time horizon and risk attitudes, and other questions that will allow us to assess their risk profile appropriately. 99rises will evaluate each Client's responses and then propose a portfolio plan from among a range of conservative to aggressive growth portfolios. The portfolio recommendation created by 99rises for each Client is based solely upon the information provided by the Client through the website. As such, the suitability of the investment plan recommendations is limited by and relies on the accuracy and completeness of the information provided by the Client. For instance, the more aggressive the portfolio, the less hedging, which has more potential upside but also more potential risk during downturns. The only type of restrictions a Client may impose on the portfolio is the amount of assets in the Client account. The degree of hedging/risk level will be controlled and monitored solely at the discretion of 99rises, based on the Client's responses. A Client will not be able to select specific securities or restrict the purchase of specific securities, but each Client will be able to change his/her risk profile or select (switch to) a portfolio with a different risk profile, by revising his/her responses to the questionnaire via the 99rises App.

A Client must also open a securities brokerage account and provide discretionary authority over that account to 99rises, in order for 99rises to trade securities in the account. Clients' brokerage accounts and related agreements will be provided, and order processing will be conducted, through Tradier Brokerage Inc. ("**Tradier**"), an SEC registered broker-dealer. Tradier provides brokerage related services to 99rises and Clients within the 99rises Program. Using Tradier's application program interface ("**API**"), the 99rises App allows Clients to create an investment account instantly on any computing device. All account opening functionalities, including identity verification and approval, are handled digitally and instantly by Tradier. While Tradier serves as introducing broker in this arrangement, it has partnered with Apex Clearing Corporation ("**Apex**" or "**Custodian**"), an SEC registered broker-dealer, to provide custody, clearing, and settlement services for 99rises' Clients.

Investment Discretion

99rises has discretionary authority to manage assets on behalf of Clients who enter into the 99rises Program, as described above. Discretionary trading authority permits 99rises to trade the assets in Client accounts on the Clients' behalf, so that 99rises may maintain the Client's portfolio and make ongoing changes as 99rises believes appropriate. Those changes will typically include monthly rebalancing of the portfolio based on 99rises' systematic (algorithmic) portfolio model. We reserve the right to rebalance the portfolio at any time depending on changes in market dynamics or changes in investment thesis for any portfolio position. See how the model functions and the portfolio is constructed under **item 6** Portfolio Manager Selection and Evaluation—Investment Strategies and Methods of Analysis.

The sole investment advisory service 99rises offers is the Program, and 99rises only manages Client accounts that participate in the Program. 99rises receives a portion of the Wrap Program Fee (see below) for its services, and shares the remaining portion with Tradier. 99rises only receives the Wrap Program Fee (see below), and does not receive any performance-based compensation for its services.

Fees

The Wrap Program Fee is a fixed, asset based fee at a rate of 1.00% (or 100 basis points) per year.

The Wrap Program Fee is charged monthly in arrears, based upon the market value of the average daily balance of the securities portfolio in an account over the preceding month. The Wrap Program Fee is prorated monthly: if assets are deposited into or withdrawn from an account after the beginning of a month, the fee payable with respect to such assets is adjusted (up or down) accordingly. For the initial period of an engagement that is a partial month, the fee is calculated on a pro rata basis. In the event the Advisory Agreement is terminated before the end of a month, the fee for the final billing period is prorated through the effective date of the termination and the unpaid portion of the fee is charged to the Client.

Each Client will authorize 99rises through the Client advisory agreement to deduct the fees directly from the Client's custodial account. See "Direct Fee Debit of 99rises' Fee" below.

Fee Comparison

Each Client pays a single Wrap Program Fee, a portion of which covers 99rises' advisory services and a portion of which is used to cover the securities brokerage commissions attributed to the trading of Clients' portfolios. Services provided through the 99rises Program may cost Clients more or less than purchasing investment advisory and execution (brokerage) services separately. That is because 99rises may execute fewer or more trades than investment advisers that separately charge advisory fees on the one hand, and brokerage commissions per transaction on the other hand. 99rises' Wrap Program Fee may also be higher or lower than fees charged by other wrap sponsors of comparable investment advisory programs. Since 99rises pays the brokerage transaction charges in the Client's account, there is a financial incentive for 99rises not to place transactions in the Client's account, or to execute fewer trades or trade less frequently. 99rises' decision to trade or rebalance a portfolio will largely be guided by an automated, systematic investment model. However, Clients should know that model outputs will not be implemented automatically; 99rises monitors and has discretion to override the model's output. See 6. Portfolio Manager Selection and Evaluation—Investment Strategies and Methods of Analysis.

Fee Discretion

99rises in its sole discretion may from time to time offer lower fees through promotions, referrals and other discounts to some accounts that differ from the fees stated above. 99rises currently provides a fee discount to Clients who refer other Clients, on the terms and conditions described on 99rises' website and the "Solicitation Agreement." 99rises may also negotiate fees based on factors such as the type and size of an account, and the account related services to be provided to the client. Some of those fees may be lower than the fees generally charged to Clients.

Other Fees and Expenses

In addition to the 99rises Program Fee, Clients may incur certain other fees imposed by third party financial institutions. For example, ETFs may charge certain fees that are direct costs of a Client Account. Additional fees and charges may also include:

Brokerage, Clearing and Service Provider Charges

99rises' fees do not cover certain charges imposed by Tradier Brokerage Inc. These types of charges include, but are not limited to, wire transfer fees, paper statement fees, and bounced check fees. Clients also pay their own taxes on gains and income in connection with the account and its activities.

Fund Fees

Clients should understand that in addition to stocks, 99rises will likely invest account assets in shares of ETFs. As a shareholder in these ETFs (and in any money market funds), Clients will bear a share of the management and other expenses of the ETFs. These expenses are charged by the ETFs' managers and service providers in the normal course of business and are reflected in the share value of the ETFs. These expenses are additional to the Wrap Program Fee. You will receive a prospectus or prospectus summary when ETFs (or money market funds) are purchased for your account. You agree that it is your responsibility to read the applicable prospectuses in connection with your decision to invest.

A detailed expense schedule is listed on the 99rises website: www.99rises.com

Direct Fee Debit of 99rises' Fee

Clients will authorize 99rises through the Client Account Management Agreement and the Custodian through the custodial agreement to deduct the Wrap Program Fee directly from a Client's custodial account and pay those fees to 99rises. 99rises may instruct the Custodian to sell (liquidate) a sufficient amount of securities in a Client account necessary to cover the fee.

Account Additions and Withdrawals

A Client may add to and withdraw from his/her account at any time, subject to 99rises' right to terminate the Client's account. Additions to an account must be done via bank transfer. 99rises Clients may withdraw account assets on 5 days' notice to 99rises. However, since 99rises designs its portfolios as long term investments, the withdrawal of assets may impair the achievement of a Client's investment objectives. Clients are advised that when cash is withdrawn, they may be subject to transaction fees, and/or tax ramifications.

5. Account Requirements and Types of Clients

The 99rises Program is offered to individuals. To create an account, 99rises requires a minimum account size of \$[10,000]. If funds are withdrawn and the account is reduced below this amount, 99rises reserves the right to close Client's account.

6. Portfolio Manager Selection and Evaluation

99rises does not sub-contract third-party portfolio managers; it is both the sponsor and the sole portfolio manager for the 99rises Program. The Program is designed and implemented by 99rises' principal, Utpal Diwan, alongside the 99rises team. Together they oversee the Program. They are responsible for portfolio construction and monitoring; continuous updates to 99rises' proprietary model and algorithms; any informational content provided to Clients; and related functions. For a detailed description of 99rises' advisory business and services, see **item 4** "Services, Fees and Compensation—Services;" and "Advisory Business - Program Description."

Investment Strategies and Methods of Analysis

99rises' primary approach is to provide its Clients with a long-term oriented portfolio of high-conviction long and short stocks, with personalized hedging, exactly how "classic" long/short equity managers invest.

The Program's investment strategy is based on a proprietary quantitative model that continuously analyzes fundamental and technical parameters for exchange-traded US public equities. These so-called systematic investment models are comprised of algorithms (a set of rules or instructions to be followed in a particular order to solve a problem) – complex mathematical and statistical analyses of large amounts of financial and other data. The data are synthesized into "signals," designed to identify pricing discrepancies and generate excess returns. The strategy strives to exploit a diversified set of market inefficiencies, and maintains controlled exposures to common risk factors including sector, size, and volatility. The model is aimed at identifying undervalued equity securities in fundamentally attractive sectors to buy, and overvalued equities in undesirable sectors to short. The Program's overall objective is to generate two-sided returns for its clients on the "long" and the "short" sides by buying equities that will potentially appreciate in value and shorting those that will potentially diminish in value. Having a "long" position in a security means that you own the security. Investors buy and hold "long" security positions with the expectation that the stock will rise in value in the future. The opposite of a "long" position is a "short" position. A "short" position is a stock you do not own but borrow, in order to sell it. The expectation is that the value of the stock will fall in the future. In a successful short sale, the price of the stock was higher when the investor borrowed and sold it. When the investor later buys the same stock in order to return it to the lender, the price of the same stock is expected to be lower. The investor can keep the difference between the sold price and the buy price.

For the 99rises Program, the Firm provides US equities investment portfolios with hedging that are personalized to a Client's employment status, income, investment goals and reasons to invest, time horizon and net assets. To accomplish this, 99rises has developed a model

comprise of a set of algorithms which selects a concentrated basket of US equities, updated on a monthly basis (unless necessary to update more frequently due to market conditions), while providing personalized hedging. The model generates its basket of US equities by analyzing fundamental and technical characteristics of the companies. Fundamental parameters include but are not limited to Price to Earnings (PE), Enterprise Value (EV) to Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA), Debt to EBITDA, Free Cash Flow (FCF) Yield, Street price targets, Earnings per Share (EPS) estimates, etc. Technical parameters include but are not limited to Short Interest (SI), Relative Strength Index (RSI), 50-day, 100-day and 200-day Moving Averages (MA), and a host of multi factor exposures like momentum, leverage, volatility, growth, yield and size or market capitalization. These parameters are algorithmically analyzed within the proprietary 99rises framework, resulting in the following core characteristics: long-term orientation, strong assets and balance sheets, low volatility, high cash generation potential, favorable stock price risk-reward for longs and shorts, and other key indicators. Algorithms are also used to monitor, rebalance and manage each Client's portfolio.

Each Client's portfolio is expected to have a concentrated basket of approximately 20 to 30 equities, balanced across long and short positions. In addition to the shorts providing a natural hedge against the longs, each portfolio will contain personalized degrees of "hedging" based on the client's individualized investment goals and risk profile. A "hedge" is an investment that seeks to reduce the risk of the overall portfolio. The Program may also use various tools in addition to appropriate sizing of its short portfolio, for example, inverse ETFs and cash equivalents as hedge instruments for clients. Inverse ETFs (a type of exchange traded fund, which is a 'basket' of securities) profit from the decline of an underlying benchmark. For example, an inverse S&P 500 ETF makes money when the market (S&P 500) goes down. As such, these types of securities are similar to short positions and can be used as a portfolio hedge in case of market downturns. The Program's proprietary quantitative model will employ the hedges during periods of market downturns automatically on behalf of clients.

Decisions by 99rises to trade or rebalance a portfolio will largely be guided by its investment model; however model outputs will not be implemented automatically. 99rises will monitor and has discretion to override the model's "decisions." If, for example, if 99rises determines that the model's investment recommendation is not the optimal response to a particular market condition or believes that it is otherwise in an account's best interest, our portfolio managers may not trade based on model output or may trade differently than suggested by the model. Portfolio construction is risk-managed using a sophisticated proprietary multi-factor risk model based on the Capital Asset Pricing Model. (See <https://www.investopedia.com/terms/c/capm.asp>.) This risk model manages equity position sizing and overall portfolio exposures including volatility, momentum and leverage for the client depending upon their risk profile. In other words, the risk model monitors the amounts invested in listed public securities across various sectors, the rise and fall in the value of a particular security or market index, the speed of price changes and trends, among other things, and recommends adjustments. Such a portfolio based on multi-factor risk modeling provides additional protection against losses due to factor dislocations.

This is intended as a hedge against potential loss of value in the long securities and is personalized under the Program for each client's investment goals, time horizon and risk profile. Short positions or other hedging techniques including those that a multi-factor risk model offers are not a guarantee or 'insurance' that the portfolio will not experience losses. As such, any investment program, including ours, comes with a risk of substantial losses, up to the entire amount invested. **The Program is not a complete investment program and clients should not use it as the sole component of their investment plan.**

99rises does not engage in financial planning, asset allocation, general market-timing, or specific timing of economic cycles.

There is no guarantee that any Client portfolio will meet a Client's investment objectives or provide a given level of income or return. Investment losses are possible.

Performance Figures

The performance returns 99rises displays on its website illustrate how 99rises' proprietary algorithm would work in a Client account. However, **these results are NOT the performance of an actual Client account or any actual portfolio.**

"Back-tested" or hypothetical performance data are based upon the retroactive application of the 99rises strategy model over the selected market period and is clearly marked as such. The back-tested results show investment decisions that theoretically would have been made had the strategy been employed during the particular past period of time, but without any actual trading. Back-testing does not involve market risk. As back-tested results are estimates, they are imprecise and hypothetical in nature, do not reflect actual investment results, and are not guarantees of future results. Additionally, they are subject to change over time with updates to our model or underlying assumptions, and may be materially impacted by a Client's failure to update their personal and financial information. There is no guarantee that any account managed by 99rises will produce similar or comparable returns. The simulated returns are based on the current 99rises investment model and use historical data where available, and assumptions where historical data are not available. The actual investment model and other assumptions 99rises will use in managing Client accounts may vary from the investment model and other assumptions used in producing the simulated results. The simulated results do not consider all possible or any specific future market conditions. For these reasons and those mentioned above, 99rises may not be able to replicate back-tested results.

There is no guarantee that a Client's investment goals will be achieved or that 99rises' investment strategies will be successful. Investment losses are possible.

Past performance is no guarantee of future results. The simulated results are reported net of the 1% annual Wrap Program Fee and no other deductions. The performance figures shown have been calculated by 99rises and have not been audited.

“Model” Accounts

Even though 99rises customizes Clients’ investment portfolios based on each Client’s goals and risk tolerance as indicated in a Client’s responses to the investment questionnaire, there will be groups of Clients whose portfolios will be similar or substantially the same because they fall into the same risk profile. That is because 99rises manages Client accounts through the use of similarly managed “model” portfolios, whereby 99rises allocates all or a portion of its Clients’ assets among equity securities, short positions, ETFs, and cash equivalents on a discretionary basis using its proprietary investment model. To implement its investment strategies and to manage Client accounts, 99rises has developed a set of algorithms which will determine security selection and allocation, rebalancing, as well as hedging. For each Client, 99rises invests in a selected number of US equity securities, typically about 25, which may change on a monthly basis. Through the automated program, Clients may change their investment goals, which will likely result in a different hedging technique. In general, choosing a shorter time horizon, lower risk tolerance, and more conservative investment goals will result in a more conservative portfolio, and choosing a longer time horizon, higher risk tolerance, and more aggressive investment goals will result in a more aggressive portfolio. 99rises allows only limited adjustment because it believes its automated program creates a portfolio that is best suited for the Client, based on their personal information and goals.

99rises has developed proprietary algorithms to automatically monitor and manage the accounts including rebalancing, hedging and/or other investment considerations. Management may require manual action by 99rises personnel, who may decide to override model output.

Rebalancing

To participate in the Program, Clients must consent to having their accounts automatically rebalanced periodically at 99rises’ discretion to the model strategy. While 99rises seeks to ensure that Client assets are managed in a manner consistent with their individual investment objectives and risk tolerance, securities transactions effected pursuant to a model investment strategy are usually done without regard to a Client’s individual tax ramifications or market conditions. As a consequence of rebalancing, Clients may incur potentially adverse tax consequences or unforeseen transactional expenses. 99rises does not render tax advice to Clients, who should consult their own tax advisors for specific guidance.

Ongoing Management

As the value of a Client’s investments fluctuate, the portfolio can diverge from a Client’s desired risk preferences. Rebalancing—the practice of adjusting a Client’s portfolio back to its original desired risk preference—typically occurs monthly, without regard to market conditions, as determined by 99rises’ algorithmic model.

Performance Based Fees and Side-By-Side Management

99rises does not charge performance-based fees (i.e., a fee based on a share of capital gains or capital appreciation of a Client’s assets) to any Client.

Voting of Client Securities

99rises does not vote proxies on behalf of Clients or advise clients regarding voting proxies for securities held in the Program. Clients will receive proxies directly from the Custodian. It is each Client's responsibility to vote their proxies.

Risk of Loss

All security investments involve a risk of loss, including the potential loss of the entire principal. This is a risk borne by the Client. 99rises constructs portfolios with a small number of equities and ETFs. Client portfolios are not fully diversified and will be subject to general movements in the stock market and the value fluctuations of each particular issuer's stock. Equity security prices fluctuate for several reasons, including changes in the financial condition of a particular company, investors' perceptions of the issuer's industry, the general condition of the relevant stock market, changes in interest rates, or when political or economic events affecting the issuers occur. **There can be no assurance that a Client will achieve his/her goals or positive investment performance over any period of time.**

While it is not possible to enumerate all possible risks, below are some of the common factors that can produce a loss in a Client's account and/or in a specific investment product, or one related to a specific strategy.

Market Risk

The price of a security, mutual fund and/or exchange-traded fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

Price Volatility

The price of an investment product's shares may fluctuate, even significantly, in a short period of time.

Equity Securities

Investing in individual companies involves investments in common stocks and is subject to the volatility and individual risks associated with those stocks.

Short Selling

99rises will sell securities short for Client accounts as a regular part of its investing activities. In a short sale, an account sells securities it does not own, in the hope that the market price will decline and that the account will be able to buy replacement securities later at a lower price. To accomplish this, 99rises borrows the securities on behalf of the account from a broker or other third party. It "closes" the position by "returning" the security (buying a replacement security on behalf of the lender). The obligation to replace the borrowed securities does not typically have a specified "maturity" date and the lender generally may require replacement of the securities whenever it chooses. A short sale theoretically involves the risk of unlimited loss: the price at

which the account must buy “replacement” securities could increase without limit. As collateral for its replacement obligation, the account is generally required to leave the proceeds of its short sales with the broker that effected the transactions, and deliver an additional amount of cash or other collateral upon the lender’s request if the amount of the account’s liability increases due to increases in a security’s price or decreases in the value of the existing collateral. If the value of an account were to become inadequate to secure its obligations under its short positions, the broker would likely cause the account to “buy in” or “close” some or all of its short positions, likely at a time and on terms that are adverse to the account. There can be no assurance that a Client account will not experience losses on short positions or that it will have long positions that appreciate in value enough to offset any such losses.

Concentration of Investments

The portfolios will typically hold a relatively small number of security positions, which will expose the portfolio to the particular industry or market sector the security represents and the value of the specific company. Losses in one or more positions, or a downturn in an industry or market sector in which the company participates, could adversely affect the portfolio’s performance in a particular period.

Hedging

Although hedging strategies in general are usually intended to limit or reduce investment risk, they may not achieve the anticipated effect. In fact, they may result in poorer overall performance for the portfolio than it could have achieved had it not engaged in such hedging transactions. Furthermore, the portfolio will always be exposed to risks that cannot be hedged.

Exchange Traded Funds

ETFs are designed to track the performance of a benchmark index. Shareholders are subject to the risks stemming from the individual issuers of the fund’s underlying portfolio securities. Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent net asset value (“NAV”), which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares. Also, shareholders are liable for taxes on any fund-level capital gains, as ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Quantitative Investment Strategy Risks.

99riser’s portfolio management and trading decisions are based on quantitative models and algorithms designed by its professionals. The models are complex computer programs incorporating various signals and factors aimed at exploiting market trends, anomalies and pricing discrepancies with a view to selecting investments in pursuit of the portfolio’s investment objectives. The process of designing and perfecting the model and its components, and the

model's various versions used from time to time, are highly complex. 99rises cannot guarantee that the model will indeed function as intended or that it will produce profits on investments as implemented. The quantitative strategies utilized by 99rises have inherent limitations, including the possibility of human error in the design, data input or implementation process; imperfections of a model to keep up with changes in the markets and the behavior of market participants over time. The risk of errors, malfunctions and anomalies is inherent in each component of the programming process, how those components function together, and how the program absorbs market data interpreted by 99rises. In addition, any portfolio manager judgment during the approval or override of model results is based on human skills and abilities similar to non-quantitative investing, with all the risks, potential errors or miscalculations that any asset or portfolio manager faces.

Automated Investing

99rises relies on static questionnaires consisting of a limited number of questions that form the sole basis for its investment recommendations. Such questionnaires are very limited in nature. The questions may not, or may not accurately, capture an individual Client's needs. Although Clients may change and update their responses, 99rises does not, at this time, make investment advisory personnel available to Clients to highlight and explain important concepts or clarify the details of a specific Client's financial goals and needs. Online and electronic interactions are limited compared to face-to-face individual advice.

7. Client Information Provided to Portfolio Managers

99rises acts as the sole portfolio manager under the Program and, as such, it does not share Client information with any other portfolio managers. Clients have the ability to place limited restrictions to 99rises' portfolio management through how they elaborate on their investment goals. However, since 99rises' portfolio management for 99rises' Program is executed through a model program, Client restrictions on the portfolio are limited.

8. Client Contact with Portfolio Managers

The Program and 99rises' advisory service are provided exclusively through the 99rises App. Through the 99rises App, 99rises collects information about the Client's financial circumstances, goals, and objectives through its automated interactive platform to offer an appropriate portfolio for the Client's needs. Since no investment advice is provided directly from portfolio managers, Clients should update their information on 99rises' automated platform if their conditions change so that they may review alternative investment advice via the platform. 99rises relies upon the accuracy of the information entered by the Client when proposing a portfolio. The recommended portfolio may not be suitable if the Client has provided incorrect information or the information is out-of-date.

Information regarding a Client's portfolio holdings and performance will be available to Clients through the 99rises App. Clients may communicate with 99rises exclusively through the 99rises App and 99rises' support email communication (support@99rises.com), which has its inherent

limitations. Communications will be limited to non-investment related topics and 99rises will not elaborate or expand upon the portfolio recommendation provided by the 99rises App.

9. Additional Information

Disciplinary Information

99rises has not been involved in any legal or disciplinary events that are material to a Client's evaluation of its advisory business or the integrity of its management.

Other Financial Industry Activities and Affiliations

Ramana Balusu Rao is a co-founder of a non-investment-related startup that does not take significant hours during securities trading hours.

All material conflicts of interest under Section 260.238 (k) of the California Corporations Code are disclosed regarding the investment adviser, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

Code of Ethics

99rises has adopted a Code of Ethics ("Code") as required by the applicable securities laws. The Code establishes and reinforces a standard of business conduct expected of its supervised persons and provides specific guidance related to managing conflicts of interests. This includes procedures to: (1) prevent access to material nonpublic information about 99rises' securities recommendations and Client securities holdings and transactions by individuals who do not need the information to perform their duties; (2) review and approval of certain securities transactions and holdings by supervised persons with access to Client information; and (3) report of any internal violations of the code. 99rises will provide a copy of its Code to Clients and prospective Clients upon request. To request a copy of the Code, please contact 99rises at support@99rises.com.

Account Reviews

99rises' investment advisory personnel will oversee our investment algorithms and model portfolios, but will not monitor each client's account individually. Individual client accounts will be monitored programmatically through algorithms and overseen by non-investment advisory personnel for maintenance purposes. Inactivity and unusual funding behavior may trigger additional in-depth review of an account. Additionally, 99rises will contact or remind Clients on a quarterly and annual basis to ask if there have been any changes to their financial situation and investment objectives, and to update their information.

Brokerage and Custody Practice

We seek to use a custodian/broker who will hold Client assets and execute transactions on terms that are overall most advantageous when compared with other available providers and their services. We consider a wide range of factors, including the capability to execute, clear,

and settle trades (buy and sell securities for Client accounts), 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.

Duty to Seek Best Execution

99rises' use of Tradier Brokerage Inc. ("TBI") will comply with its duty to obtain "best execution." 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. To participate in the Program, Clients must direct all brokerage transactions for their accounts to TBI. Clients cannot designate or select a different broker for trade execution. 99rises may use other brokers to execute trades for Client accounts other than TBI.

Trade Aggregation

When 99rises considers it to be in your best interest, we may, but are not required to, aggregate your order for the sale or purchase of securities for your account with orders for other Clients of the Program. Under this approach, the transactions may be averaged as to the price and will be allocated among our Clients in proportion to the purchase and sale orders placed for each Client account.

Trade Errors

Consistent with its fiduciary duties, 99rises' policy is to exercise care in making and implementing investment decisions for Client accounts. 99rises typically employs operational quality control procedures. However, 99rises relies on a significant amount of data from multiple sources and cannot guarantee that all relevant data are free from error.

Under 99rises' policy, a trade error will be researched to determine whether Clients were economically harmed as a result of the error. Where it is determined that 99rises caused the error, as defined above, the Client will be reimbursed by 99rises for losses directly attributable to 99rises' error. If an investment gain is realized in the Client's account, the Client may retain such gain.

99rises does not consider programming or coding errors "trading errors." 99rises trades based on an algorithmic, automated investment model. The risk of errors, malfunctions and anomalies is inherent in each component of the programming process, how those components function together, and how the program absorbs market data interpreted by 99rises. Such "programming" or "coding" errors may be difficult to detect and correct. Model maintenance involves continuous monitoring and perfecting of the algorithms. Nevertheless, the risk of future errors may not entirely be eliminated from the design, writing, testing, monitoring, and/or implementation of the calculations and the code that comprise the model. For this reason, 99rises does not consider programming or coding errors a trade error neither does it expect to

disclose discovered “programming” or “coding” errors to Clients. 99rises cannot guarantee that it will successfully identify the source of “programming” or “coding” errors, or any fault in the code components, on time or at all, or that it will successfully correct them. As a result, a significant number of trades may be adversely impacted, which could have a material adverse effect on a Client account’s performance.

Custody

99rises does not maintain custody of Client assets that we manage. Client assets are maintained in an account at a “qualified custodian,” Apex. Under 99rises' Advisory Agreement, Clients authorize us to instruct the Custodian to deduct 99rises' advisory fees directly from Client account, which is considered a form of “custody.” For this reason, we are deemed to have “custody” of Client assets for this limited purpose. While 99rises instructs the Custodian to withdraw its fees, the Custodian maintains actual custody of Client assets.

Clients will receive account statements from the Custodian at least quarterly, which will reflect the withdrawal of any fees. All Clients are advised to review their account statements promptly to confirm the accuracy of the information contained. Should discrepancies or errors be found, Clients should contact 99rises or the Custodian directly.

Financial Information

In certain circumstances, registered investment advisers are required to provide you with financial information and disclosures about their financial condition. 99rises does not have any financial condition that is reasonably likely to impair it from meeting its contractual commitments to Clients and has never been subject to a bankruptcy proceeding.

Client Referrals and Other Compensation

99rises offers compensation to current clients and solicitors for referring new clients. 99rises has certain arrangements in which it pays third parties (e.g., bloggers and others) who post advertisements for 99rises a flat fee per each referred client. In addition, 99rises' “refer a friend” or similar program offers more favorable fee arrangements and/or reduced or waived advisory fees for both the referring client and the referred client for each referral.

New clients are advised of the compensation before opening the account. Referring clients and solicitors must adhere to terms and conditions established by 99rises and set forth in an agreement with 99rises in accordance with Securities and Exchange Commission Rule 206(4)-3 under the Investment Advisers Act of 1940. Referrals can only be made within the 99rises application or website. Clients are not charged any fee or other costs for being referred to 99rises by a current client, marketer or solicitor.

These arrangements may create an incentive for a third party or other existing Client to refer prospective clients to 99rises, even if the third party would otherwise not make the referral. These arrangements may also create a conflict of interest for a client to maintain a certain level

of assets managed through 99 rises if doing so would result in eligibility to receive an incentive, discount or other additional compensation.