

# TITAN GLOBAL CAPITAL MANAGEMENT USA LLC

## WRAP FEE PROGRAM BROCHURE

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November 22, 2021

This wrap fee program brochure (the “Brochure”) provides information about the qualifications and business practices of Titan Global Capital Management USA LLC (CRD # 290111) (“Titan” or “Firm”), 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@titan.com](mailto:support@titan.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

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

## 2. Material Changes

This Item 2 only discusses material changes to the Brochure since the last annual updating amendment in March 2021.

Since the last annual updating amendment in March 2021, the following material changes have been made to Titan's Program (as defined below):

- Titan began offering certain crypto assets, as defined below, to its Clients via Apex Crypto in August 2021.
- Titan has reduced its minimum account size requirement for IRAs from \$500 to \$100.
- In November 2021, Titan moved its principal place of business from 110 Greene Street, New York, NY 10012 to 508 LaGuardia Place, New York, NY 10012.
- Titan Global Technologies LLC ("TGT"), an affiliate of Titan, expects to serve as the introducing broker for Client accounts beginning in the first quarter of 2022. TGT expects to introduce all securities trades from Titan to Apex for clearance, settlement, and custody.

This Brochure has been updated to reflect these developments under Items 4, 5, 6, and 9.

This Brochure may be requested at any time, without charge, by contacting Titan at [support@titan.com](mailto:support@titan.com) or by checking our website at [www.titan.com](http://www.titan.com).

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#### 4. Services, Fees and Compensation

##### Firm Description

Titan is a SEC registered investment adviser that was formed in December 2020, and succeeded to the business of Titan Global in January 2021, as a result of an internal reorganization in which Titan acquired substantially all of the assets and liabilities of Titan Global and will continue its business as a wholly owned subsidiary of Titan Global. This reorganization, which includes the assignment of all investment advisory agreements from Titan Global to its new wholly owned subsidiary, Titan, otherwise did not result in a practical change in control or management. Titan is a privately held company headquartered in New York, New York. Information about Titan's organizational and ownership structure is provided on Part 1 of Titan's Form ADV, which is available online at <http://www.adviserinfo.sec.gov>.

##### Services

Titan provides web-based discretionary investment advisory services to separately managed accounts of individuals (each a "Client," and collectively, "Clients") in a program that bundles or "wraps" services together and charges a single fee based on the value of assets under management (the "Program"). The services included in the wrap are advisory, trade execution, clearance, settlement, and custody and reporting. Titan offers these services to individual taxable accounts and individual retirement accounts ("IRA"), specifically Roth and Traditional accounts. The Program seeks to provide personalized, long-term oriented investment portfolios that are primarily invested in what Titan considers high-quality stocks while seeking to provide personalized protection against market downturns, enabled via a mobile application.

**The Program does not provide comprehensive financial or tax planning or legal advice, and Clients are advised and afforded the opportunity to seek the advice and counsel of the Client's own tax, financial, and legal advisers.** Neither Titan nor any of its affiliates is responsible for establishing or maintaining any Client's compliance with the requirements of the Internal Revenue Code for a Traditional IRA or Roth IRA, or any other type of account that may be offered through the Program or determining any Client's individual tax treatment regarding such account. Furthermore, neither Titan nor any of its affiliates is responsible for withholding any

tax penalties that may apply to Clients' Titan accounts or for any state or federal income tax withholding, except as may otherwise be required by applicable law.

The Program seeks to provide personalized, long-term oriented investment portfolios that are invested in our proprietary equity and cryptocurrency strategies. Each equity strategy is comprised primarily of a concentrated basket of stocks (long) along with possible hedging to protect against market downturns (short). The cryptocurrency strategy is comprised of large-cap cryptocurrency assets ("crypto assets"). The constituents of each strategy are determined via our proprietary and fully discretionary research process and are actively managed. The philosophy of the Program's investment process is largely to identify "high-quality" investments that meet a set of characteristics such as good growth prospects and a reasonable valuation. Any portfolio rebalancing and tactical trading during periods of excess volatility aim to enhance risk-adjusted returns. By following this philosophy, Titan aims to grow Clients' capital over a multi-year time horizon. Clients are invested in a personalized blend of these strategies based on personal information, including investment risk and financial parameters. An algorithm is used to then monitor portfolios and the respective mix in each strategy.

The Client is invested directly in equities under the expectation that the share values will increase. Each equity portfolio will contain personalized degrees of "hedging" based on the Client's investment goals and the Program's hedging strategy as described below. A hedge is an investment that seeks to reduce the risk of the overall portfolio. For example, the Program will use various tools, including, without limitation, inverse exchange traded funds ("ETFs") and cash equivalents as hedge instruments for Clients. Inverse ETFs (a type of ETF, 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, this type of security can be used as a portfolio hedge to reduce risk of the overall portfolio. The Program will employ its hedging strategy automatically on behalf of Clients as follows, unless overridden by the Chief Investment Officer, if in the best interests of Clients, based on the principal's previous experience:

*When the market is NOT in a downturn*

- Aggressive: 0% of portfolio value is hedged
- Moderate: 5% of portfolio value is hedged

- Conservative: 10% of portfolio value is hedged

*During periods of market downturns:*

- Aggressive: 5% of portfolio value is hedged
- Moderate: 10% of portfolio value is hedged
- Conservative: 20% of portfolio value is hedged

This is the “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. An inverse ETF or other hedging techniques are not a guarantee or ‘insurance’ that the portfolio will not experience losses. **The Program is not a complete investment program and Clients should not use it as the sole component of their investment plan.**

If Clients elect to invest in crypto assets, then Clients are also invested in crypto assets based on their investment risk and financial parameters. Titan offers crypto assets to its Clients via Apex Crypto LLC (“Apex Crypto”), a U.S. Department of Treasury Financial Crimes Enforcement Network (“FinCEN”) registered money services business, and which is licensed as a money transmitter in nearly every state. Consequently, when purchasing crypto assets on behalf of Clients, Titan is limited to crypto assets supported by Apex Crypto.

#### **Advisory Business – Program Description**

Titan’s Program interacts with its Clients predominantly through a software application that is available through mobile platforms (the “Titan App”). The advisory services are delivered solely through the Titan App. Titan does not provide investment advice in person or over the phone or in any manner other than through the Titan App. Titan’s Program maintains an online presence through the Firm’s website, [www.titan.com](http://www.titan.com), primarily for informational purposes. Each Client provides personal information about themselves, including financial resources, investment goals and objectives through the Titan App by answering a questionnaire. Titan utilizes the information from the questionnaire to create an investment portfolio that is customized to Clients’ risk tolerance, financial parameters and investment objectives. For each Client’s portfolio plan, Titan considers the Client’s employment status, income, investment goals and reasons to invest, time horizon and net assets. Titan evaluates each Client’s responses and proposes a portfolio plan from among conservative, moderate and aggressive growth portfolios. For instance, the more

aggressive the portfolio, the less hedging, which has more potential upside but also more potential risk during downturns. The portfolio recommendation created by Titan for each Client is based solely upon the information provided by the Client through the Titan App. 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. Titan does not capture any additional information not covered in the questionnaire in making its risk assessment and providing its investment advice. The only type of restrictions a Client may impose on the portfolio is the degree of hedging/risk level (conservative, moderate and aggressive growth), the amount of assets in the Client account, and the percentage of assets in the Client account invested in crypto assets. A Client will not be able to select specific securities or crypto assets or restrict the purchase of specific securities or crypto assets, but each Client will be able to change his/her risk profile or select (switch to) a portfolio with a different risk profile. Clients are obligated to update their information through the Titan App promptly if there are changes to their financial situation, goals, objectives, personal circumstances, time horizon or if other relevant information changes or becomes available.

A Client is required to enter into an investment advisory agreement with Titan ("Managed Account Agreement"), which discusses the services the Client will receive, the fees charged to the Client, and the conditions of the Client's relationship with Titan. Our advisory relationship begins upon the effective date of the Managed Account Agreement with a Client. Any preliminary information provided to a Client before we accept the Managed Account Agreement does not constitute investment advice under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), and should not be relied on as such.

A Client must also open a securities brokerage account and provide discretionary authority over that account to Titan. Brokerage accounts, agreements, and order processing will be conducted through Apex Clearing Corporation ("Apex"), an unaffiliated SEC-registered broker-dealer and Financial Industry Regulatory Authority ("FINRA") member, which provides brokerage related services to Titan and Clients within the Titan Program. Apex will also provide custody, clearing, and settlement services for Titan's Clients. Beginning in the first quarter of 2022, Clients will be

expected to enter into an agreement whereby Apex will act as the clearing broker and qualified custodian for Client accounts and Titan Global Technologies LLC (“TGT”), Titan’s affiliated SEC-registered broker-dealer and FINRA member, will act as an introducing broker (such agreement, the “Customer Agreement”). Under the terms of the Customer Agreement, the Client will authorize (i) TGT to introduce all securities trades and transactions from Titan to Apex and (ii) Apex to establish and carry the Client’s account that holds the Client’s securities and cash and records the Client’s transactions in the Program. Using Apex’s application program interface (“API”), the Titan App allows Clients to create an investment account instantly on any mobile device. All account opening functionalities, including identity verification and approval, are expected to be handled digitally and instantly by TGT in coordination with Apex. The investments in each Client’s account are held in a separate account in the name of the Client at Apex, and not with Titan or TGT.

If Clients elect to invest in crypto assets, then Clients must also open a cryptocurrency account (“crypto account”) with Apex Crypto and provide discretionary authority over that account to Titan. Crypto accounts, agreements, and transaction processing will be conducted through Apex Crypto. Using Apex Crypto’s API, the Titan App allows Clients to create a crypto account with Apex Crypto instantly on any mobile device. Apex Crypto will buy and sell supported crypto assets (“crypto transactions”), store crypto assets acquired by Clients, and track crypto transactions via the Titan App. The investments in each Client’s crypto account are held in a separate account in the name of the Client at Apex Crypto, and not with Titan. Apex Crypto does not support the offering of any crypto assets through an IRA.

### **Investment Discretion**

Titan has discretionary authority to manage assets on behalf of Clients who enter into the Titan Program, as described above. Discretionary trading authority permits Titan to select which (i) securities to buy and sell and when to place orders for the execution of securities and (ii) crypto assets to buy and sell and when to enter into such crypto transactions in Client accounts on the Clients’ behalf, so that Titan may maintain the Client’s portfolio and make ongoing changes as Titan believes appropriate. Titan trades in Client accounts for any number of reasons, including



in response to Client actions such as deposits or withdrawals. Titan also trades in order to rebalance Client accounts, to change investment options, or otherwise to further the investment objectives that Clients specify via the Titan App. See how the portfolio is constructed under *Investment Strategies and Methods of Analysis* in Item 6 below.

The equity shares purchased or sold on behalf of a Client and/or held in Client accounts may be either whole shares or fractional shares. Titan enables dollar based investing, whereby Titan can buy a fixed dollar amount rather than whole shares. Titan aggregates all dollar based purchases and places whole share orders for execution. Beginning in the first quarter of 2022, TGT expects to introduce whole share orders to Apex for execution. Thereafter, Titan allocates the fractional shares to the individual Client accounts. To the extent that TGT will trade fractional shares of any ETF or equity on behalf of Clients, it expects to do so by allocating any excess fractional shares to Titan's fractional facilitation account carried by Apex. In turn, Titan expects to accumulate fractional shares and manage its fractional facilitation account through trades in whole share quantities in accordance with Titan and Apex's policies and procedures as they pertain to the management of such accounts and positions. Titan, TGT, and Apex each reserves the right, at any time and each in its sole discretion, without prior notice to Clients, to change the details of the policies and procedures governing the mechanics of trading fractional shares, including, without limitation, allocation calculation and rounding procedures. Fractional shares, however, are typically not transferrable outside of a Client's account because the financial system in the U.S. currently is structured only to accommodate transfers of full shares. As a result, fractional shares may not be marketable or transferrable to another brokerage account. In the event of a liquidation or transfer of the assets in a Client's account to another account, Titan may convert such fractional shares to cash.

The sole service Titan offers is the Program, and Titan only manages Client accounts that participate in the Program. Titan receives a portion of the Wrap Program Fee (as defined below) for its services. Titan does not receive any performance-based compensation for its services.

## **Brokerage and Custody Services**

Titan has an arrangement with Apex, a third-party qualified custodian, through which execution, clearing, settlement and custody services are provided to Clients. Brokerage services are expected to be provided through Titan's affiliated broker-dealer, TGT, beginning in the first quarter of 2022. Apex and TGT are FINRA and Securities Investor Protection Corporation ("SIPC") members, and SEC-registered broker-dealers. Additional information about these entities and their services is noted in further detail in Item 9 of this Brochure.

## **Fees**

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

Titan charges Clients a Wrap Program Fee based on the total net deposits in their account. For Clients with greater than \$10,000 in net deposits, Titan charges a Wrap Program Fee of 100 basis points (1.00%) per year (asset-based fee). For Clients who have less than \$10,000 in net deposits, Titan charges a Wrap Program Fee of \$5.00 per month (fixed fee). The Wrap Program Fee is prorated and charged monthly, in arrears. The asset-based fee is assessed based on the daily average market value of a Client's portfolio over the previous month. Titan may from time to time, in its sole discretion, offer lower fees through promotions, referrals and other discounts to some Clients that differ from the Wrap Program Fee stated above.

Since the asset-based fee is determined by average daily account balance, if assets are deposited into or withdrawn from an account after the inception of a month, the base fee payable with respect to such assets is adjusted accordingly. For the initial period of an engagement, the Wrap Program Fee is calculated on a pro rata basis. In the event the Managed Account Agreement is terminated, the Wrap Program Fee for the final billing period is prorated through the effective date of the termination and the outstanding portion of the Wrap Program Fee is charged to the Client.

Clients authorize Titan and in the first quarter of 2022, TGT, through the Managed Account Agreement to deduct fees directly from Client custodial accounts at Apex or from their funding source. See “Direct Fee Debit of Titan’s Fee” below.

### Fee Comparison

As described above, a portion of the Wrap Program Fee is used to cover the securities brokerage commissions attributed to the management of Titan’s Clients’ portfolios. The number of transactions made in Clients’ accounts, as well as the commissions charged for each transaction, determines the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. Services provided through the Titan Program may cost Clients more or less than purchasing advisory and execution (brokerage) services separately. Titan’s Wrap Program Fee may also be higher or lower than fees charged by other wrap sponsors of comparable investment advisory programs. Since Titan pays the transactions charges in the Client’s account, there is a financial incentive for Titan not to place transactions in the Client’s account, or to place fewer trades or trade less frequently.

A wrap fee account may not be in the best interest of a Client with minimal or no trading activity as compared to a non-wrap fee account or brokerage account where the Client would otherwise pay trading costs as incurred but a lower fee in a non-wrap account or no advisory fee in a brokerage account. In that case, Clients would not receive the services provided by Titan, which are designed, among other things, to determine which investments are appropriate for the portfolio and the Client’s account. Titan’s decision to trade or rebalance a portfolio will largely be guided by its fundamental research process, which is driven by both proprietary qualitative and quantitative methods. Titan may execute trades at its discretion based on this research process, under the oversight of Titan’s Chief Investment Officer. Aside from covering most of your fees to our broker-dealer and transaction costs, fees associated with the Program include access to our proprietary investment strategies and in-house research, and therefore are higher than a typical advisory fee for a traditional ETF, mutual fund, or similar advisory product. Titan believes its Wrap Program Fee is reasonable considering the quality and scope of the services it provides and the fees charged by other investment advisers offering similar services/programs.

### Fee Discretion

Titan 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 Wrap Program Fee stated above. Conversely, from time to time, Titan may in its sole discretion also raise its Wrap Program Fee. Titan currently provides a fee discount to Clients who refer other Clients, on the terms and conditions described on Titan's website. Negotiated fees may differ based on factors, including but not limited to, the type and size of the account, the historical and/or expected size and number of trades for the account, and the services to be provided to the Client.

Any such program or initiative may be expanded, narrowed, suspended, cancelled or modified at any time by Titan. To the extent any such program or initiative is canceled or terminated, Clients will once again be charged the then-current Wrap Program Fee on a going forward basis. Titan shall have sole discretion in determining whether or not any existing Client or potential Client meets the requirements to participate in and/or benefit from any such program or initiative, and Titan shall not be liable to the Client or any other party in connection with any such decision and/or in connection with the administration of any such program or initiative generally.

### Other Fees

The Program includes all trade charges applicable to an account. However, Titan's Wrap Program Fee does not include other related costs and expenses. In addition to the Titan Wrap Program Fee, Clients may incur certain other fees imposed by third-party financial institutions. (e.g., transfer fees, administrative fees, other fees). These additional fees and charges may include:

#### Brokerage, Clearing and Service Provider Charges

Titan's fees do not cover certain charges imposed by Apex. These types of charges include, but are not limited to, wire transfer fees, paper statement fees, and bounced check fees. TGT expects to share in certain fees paid by the Client to Apex or otherwise (including, without limitation, additional fees for the preparation and delivery of paper documents, account transfers and other services) and anticipates sharing in certain revenue paid to Apex for directing orders to particular broker dealers or market centers for execution, which will create a conflict of interest for Titan in performing its services pursuant to the Managed Account Agreement. Please see Item 9 for

additional information regarding such payment for order flow arrangement. Clients also pay their own taxes on gains and income in connection with the account and its activities.

The issuer of some of the securities purchased for Clients, such as ETFs and American Depositary Receipts, may charge product fees and expenses that affect Clients. Titan does not charge these fees to Clients and does not benefit directly or indirectly from any such fees. An ETF typically includes embedded expenses that may reduce the fund's net asset value, and therefore directly affect the fund's performance and indirectly affect a Client's portfolio performance or an index benchmark comparison. Titan also anticipates that third-party exchanges will charge Apex Crypto transaction-based exchange fees in connection with the purchase and sale of crypto assets on those exchanges. In the event a crypto asset transaction is effected on such third-party exchange, these transaction-based exchange fees will be automatically charged to Apex Crypto by the third-party exchanges from the amount used to pay for the Client's investment in crypto assets. These fees are in addition to the Wrap Program Fee Clients pay to Titan. Clients should review all fees charged to fully understand the total amount of fees they will pay.

#### Direct Fee Debit of Titan's Fee

Clients authorize and direct Titan and beginning in the first quarter of 2022, TGT, to instruct the custodian to deduct the Wrap Program Fee directly from the Client's custodial account at Apex or linked funding source and pay those fees to Titan. Titan and TGT may also take the Wrap Program Fee from a Client's account by instructing Apex to deduct such fee from the assets in the Client's account, including by selling (liquidating) a sufficient amount of holdings to cover the Wrap Program Fee.

Each time a Client uses our advisory services, they reaffirm their agreement that Titan, and beginning in the first quarter of 2022, TGT, may charge the Client's account, as applicable. In the event Titan cannot charge the Client's account or funding source, it reserves the right to terminate a Client's access to its advisory services. Termination of accounts will be undertaken at Titan's sole discretion. Each Client may also terminate its account at any time. Upon full termination of a Client's account, assets are liquidated as soon as practicable, and money is returned to the Client via the Client's funding source less any Wrap Program Fee due and owing,

if applicable. Once the account termination process is initiated, Titan will receive the Wrap Program Fee from the Client with respect to the Client's account, which will be deducted from the transferring proceeds.

#### Account Additions and Withdrawals

Clients may deposit and withdraw from their account at any time, subject to Titan's right to terminate a Client's account. Deposits to an account must be done via bank transfer. Titan Clients may withdraw account assets on 5 days' notice to Titan, subject to the usual and customary securities settlement procedures. However, Titan designs its portfolios as long-term investments and 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 Titan Program is designed to provide investment advice to individuals who are U.S. citizens, or lawful residents of the U.S. - for tax purposes - who have a social security number or individual taxpayer identification number, are located in the U.S., have a valid U.S. residential mailing address, and maintain a U.S. banking account. To create an account, Titan requires a minimum account size of \$100 for individual taxable accounts and IRAs, which is communicated clearly during the onboarding process before account creation. If funds are withdrawn and the account is reduced below this amount, Titan reserves the right to close Client's account. Titan reserves the right to change its minimum account size or value in the future at its discretion. Titan reserves the right to impose a maximum size or value in the future at its discretion. Titan further reserves the right to require additional disclosure information from Clients with accounts in excess of \$100,000.

Participation in the Program requires that the Client successfully complete a new account application, including submitting various personally identifiable information required by U.S. federal law. Clients approved for an investment advisory account must maintain a brokerage account pursuant to a Customer Agreement with Apex and to the extent Clients elect to invest

in crypto assets, a crypto account with Apex Crypto. As noted above, beginning in the first quarter of 2022, Clients approved for an investment advisory account will be expected to maintain a brokerage account pursuant to a Customer Agreement with Apex and TGT (whereby Apex will act as the clearing broker and qualified custodian and TGT will act as an introducing broker for the Client's account).

## **6. Portfolio Manager Selection and Evaluation**

Titan is both the sponsor and the sole portfolio manager for the Titan Program. The Program is designed and implemented by Titan's principals, Clayton Gardner, Joseph Percoco, and Maxwell Bernardy, alongside the Titan team. Together they oversee the investment advice offered under the Program. They are responsible for portfolio monitoring; construction, maintenance, and updates to Titan's investment process; preparing and distributing educational content to Clients on a regular basis (generally weekly or bi-weekly), including market research, as well as updates regarding Client portfolios; and other core functions such as maintaining Titan's technology and managing core Titan personnel. For a detailed description of Titan's advisory business and advisory services, *see Services and Program Description* under Item 4 above.

### **Investment Strategies and Methods of Analysis**

*Fundamental Proprietary Research Process for Equities.* Titan has developed a fundamental research process, which includes both qualitative and quantitative factors, that it employs to construct and manage a concentrated basket of equities while providing hedging, that is personalized to a Client's employment status, income, investment goals and reasons to invest, time horizon and net assets. The research process aims to select equities whose underlying businesses meet certain characteristics such as the following: durable competitive advantages, high returns on capital, strong management teams, and attractive valuations. These criteria, among others, are used to monitor and manage each Client's portfolio.

*Fundamental Proprietary Research Process for Crypto Assets.* Similar to Titan's fundamental research process for equities, Titan has developed a fundamental research process for identifying crypto assets, which includes both qualitative and quantitative factors that it employs to

construct and manage a concentrated basket of crypto assets. The research process aims to select crypto assets whose underlying protocols meet certain characteristics such as the following: long-term impactful technologies, strong management and engineering teams, protocol adoption potential, and attractive valuations. These criteria, among others, are used to monitor and manage the each crypto asset.

Titan does not engage in holistic financial planning. Titan's primary approach is to provide its Clients with a long-term oriented portfolio of stocks, with personalized hedging, similar to how classic long/short equity managers invest, and crypto assets.

As part of the analysis and review process for its equity and cryptocurrency strategies, Titan may add, remove, re-categorize or replace investments offered by the Program. In the event an investment is removed and replaced with another substantially similar investment, Titan will liquidate Client positions to cash and directly initiate a reinvestment in the replacement investment. In the event an investment is re-categorized from a suitability standpoint, the investment may be liquidated to cash if the investment is no longer suitable for the Client.

*Management through Similarly Managed "Model" Accounts.* Titan manages Client accounts through the use of similarly managed "model" portfolios, whereby Titan allocates all or a portion of its Clients' assets among equity securities, ETFs, crypto assets and cash equivalents on a discretionary basis using its proprietary research processes. To implement its investment strategies and to manage Client accounts, Titan employs its fundamental research processes, described above, which determine security and crypto asset selection and allocation. For each Client investment goal, Titan invests in a selected number of equity securities and crypto assets that change as the Titan investment team deems appropriate, under the oversight of Titan's Chief Investment Officer. The securities and crypto assets selected and the hedging techniques employed are contingent on each Client's investment objectives, investment time horizon, risk tolerance, and financial parameters. The composition of a Client's portfolio may be adjusted based on updates to such Client's personal information. 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. The only type of restrictions a Client may impose on the portfolio is the degree of hedging/risk level (conservative, moderate and aggressive growth), the amount of assets in the Client account, and the percentage of assets in the Client account invested in crypto assets. A Client will not be able to select specific securities or crypto assets or restrict the purchase of specific securities or crypto assets, but each Client will be able to change his/her risk profile or select (switch to) a portfolio with a different risk profile.

Titan monitors and manages Client accounts, including but not limited to security and crypto asset selection, rebalancing (generally no less than quarterly), and other investment considerations. Model output may be manually overridden by Titan's principals, if in the best interests of Clients, based on the principals' previous experience, such as during historically unique market environments.

*Rebalancing and Ongoing Management.* As the value of a Client's investments fluctuate, the portfolio could 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 during the course of Titan's research processes. For example, upon initiating or selling an investment position in an investment strategy, Titan could take the opportunity to rebalance Client portfolios during that same window. This means rebalancing occurs opportunistically instead of on a chronological cadence. To participate in the Program, Clients must agree to have their accounts rebalanced, generally no less than quarterly, at Titan's discretion. While Titan seeks to ensure that Client assets are managed in a manner consistent with their individual investment objectives and risk tolerance, securities and crypto asset 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. Titan does not render tax advice to Clients, who should consult their own tax advisors for specific guidance.

### **Performance Based Fees and Side-By-Side Management**

Titan 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).

**Risk of Loss**

Titan constructs portfolios with a small number of equities, ETFs, and crypto assets. Client portfolios are not fully diversified and will be subject to general movements in the stock market, crypto asset exchanges, and the value fluctuations of each particular issuer's stock and crypto assets.

Titan does not guarantee the future performance of any Client's account or portfolio. Clients must understand that investments made via the Program involve substantial risk and are subject to various market, currency, economic, political and business risks, and that those investment decisions and actions will not always be profitable. Clients may lose some or all of the amount invested.

Subject to the Advisers Act, Titan shall have no liability for any losses in a Client's account. The price of any security or crypto asset can decline for a variety of reasons outside of Titan's control, including, but not limited to, changes in the macroeconomic environment, unpredictable market sentiment, forecasted or unforeseen economic developments, interest rates, regulatory changes, and domestic or foreign political, demographic, or social events. There is no guarantee that Titan's judgment or investment decisions about particular securities or crypto assets will necessarily produce the intended results. Titan's judgment may prove to be incorrect, and a Client might not achieve his or her investment objectives.

High volatility and/or the lack of deep and active liquid markets may prevent the sale of a Client's securities and crypto assets at all, or at an advantageous time or price because Titan and Apex or Apex Crypto may have difficulty finding a buyer and may be forced to sell at a significant discount to market value. The Program, by its automated nature, limits excessive trading risk, although human programming error may result in excessive trading. Titan cannot guarantee any level of performance or that any Client will avoid a loss of account assets. Any investment in securities and/or crypto assets involves the possibility of financial loss that Clients should be prepared to bear.

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

- Market Risk: The price of a security, mutual fund, exchange-traded fund and/or crypto asset 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, macroeconomic environment, unpredictable market sentiment, forecasted or unforeseen economic developments, interest rates, regulatory changes, and domestic or foreign political, demographic, or social events. If a Client has a high allocation in a particular asset/class, it may negatively affect overall performance to the extent that the asset/class underperforms relative to other market assets. Conversely, a low allocation to a particular asset class that outperforms other asset/classes in a particular period may cause that Client account to underperform relative to the overall market.
- Investment Risk: There is no guarantee that Titan's judgment or investment decisions about particular securities, asset classes, or crypto assets will necessarily produce the intended results. Titan's judgment may prove to be incorrect, and a Client might not achieve his or her investment objectives. Titan may also make future changes to the investing algorithms and services that it provides. In addition, it is possible that Clients or Titan itself may experience computer equipment failure, loss of internet access, viruses, or other events that may impair access to Titan's software based financial service.
- Volatility and Correlation Risk: Clients should be aware that Titan's asset selection process is based in part on a careful evaluation of past price performance and volatility in order to evaluate future probabilities. However, it is possible that different or unrelated asset/classes may exhibit similar price changes in similar directions which may adversely affect a Client and may become more acute in times of market upheaval or high volatility.

Past performance is no guarantee of future results, and any historical returns, expected returns, or probability projections may not reflect actual future performance.

- Equity-Related Risk: Investing in individual companies involves investments in common stocks and is subject to the volatility and individual risks associated with those stocks. These price movements may result from factors affecting individual companies, industries, or the securities market as a whole. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of securities issued by such companies may suffer a decline in response. In addition, the equity market tends to move in cycles, which may cause stock prices to fall over short or extended periods of time.
- Crypto Asset Risk: Among other risks associated with crypto assets, the prices of crypto assets can be and have been extremely volatile, and crypto asset exchanges have been closed due to fraud, failure, or security breaches. Crypto assets are created, issued, transmitted, and stored according to protocols run by computers in crypto asset networks. It is possible that these protocols have undiscovered flaws which could result in the loss of some or all crypto assets held by the Client. There may also be network attacks against these protocols which may result in the loss of some or all crypto assets held by the Client. Some crypto assets held by the Client may be created, issued, or transmitted using experimental cryptography which could have underlying flaws. Advancements in quantum computing could break the cryptographic rules of protocols which support the crypto assets offered by Titan via Apex Crypto. Titan makes no guarantees about the reliability of the cryptography used to create, issue, or transmit the crypto assets held by the Client.
  - *Crypto assets do not have stable values.* Crypto assets represent a speculative investment and involve a high degree of risk. As relatively new products and technologies, crypto assets have not been widely adopted as a means of payment for goods and services by major retail and commercial outlets. Conversely, a significant portion of the demand for crypto assets is generated by speculators and investors seeking to profit from the short- or long-term holding of crypto assets. The relative lack of acceptance of crypto assets in the retail and commercial

marketplace limits the ability of end clients to pay for goods and services with crypto assets. A lack of expansion by crypto assets into retail and commercial markets, or a contraction of such use, may result in increased volatility.

Prices of the crypto assets have fluctuated widely for a variety of reasons and may continue to experience significant price fluctuations. Several factors may affect the price of the crypto assets, including, without limitation: (i) total crypto assets in existence; (ii) global crypto asset supply and demand; (iii) Clients' expectations with respect to the rate of inflation of fiat currencies; (iv) currency- and crypto asset-exchange rates; (v) interest rates; (vi) fiat currency withdrawal and deposit policies of the crypto asset exchanges; (vii) trade volume and liquidity on crypto asset exchanges; (viii) interruptions, suspensions, or terminations of major crypto asset exchanges; (ix) cyber theft of crypto assets from online crypto asset wallet providers, or news of such theft from such providers, or theft from individual crypto asset wallets; (x) investment and trading activities of hedge funds and other large crypto asset investors; (xi) sovereign monetary policies, trade restrictions, and inflation controls; (xii) regulatory measures that affect the usability of crypto assets as a form of legal tender and/or otherwise restrict or facilitate crypto asset purchases, sales, or holdings; (xiii) availability and popularity of businesses that provide crypto asset-related services; (xiv) development and maintenance of open-source software protocols for crypto asset networks, applications or platforms; (xv) increased competition from other payment services; and (xvi) domestic and foreign political, economic, and financial events and/or uncertainty.

If crypto asset markets continue to be subject to high volatility, Clients may experience losses based on their investments. Even if Clients are able to hold their crypto assets for long, potentially indefinite periods, their crypto assets may never generate a profit. Additionally, Clients should be aware that there is no assurance that the crypto assets will maintain their long-term value in terms of future purchasing power.

- *Prior performance of a crypto asset is not necessarily indicative of future results.* Many crypto assets have experienced high levels of performance and rapid increases in price, followed by significant downturns in performance and similarly rapid decreases in price.
- *Crypto assets may not have long-term viability.* Crypto assets are a new and relatively untested product. There is considerable uncertainty about their long-term viability, which could be affected by a variety of factors, including many market-based factors such as economic growth, inflation, and others. In addition, the success of crypto assets will depend on the long-term utility and economic viability of blockchain and other new technologies related to crypto assets. Due in part to these uncertainties, the price of crypto assets are volatile and may be hard to sell. Titan does not control any of these factors, and therefore may not be able to control the ability of any crypto asset to maintain its value over time.
- *It is not guaranteed that Apex Crypto will be able to purchase and sell crypto assets on a Client's behalf.* The crypto asset market presents significant risks that could negatively impact Apex Crypto's ability to purchase and sell crypto assets on a Client's behalf (for example, the crypto asset market frequently involves shallow trade volume, extreme hoarding, low liquidity, and high bankruptcy risk). Blocks of crypto assets are often hoarded by a few owners and/or are kept out of circulation. Ownership concentration is high, which increases liquidity risk because large blocks of crypto assets are difficult to sell in a timely and efficient manner. Further, exchanges may not treat all customers equally. The daily trade volume of crypto assets may also only be a small fraction of total crypto assets mined. The lack of a robust and regulated derivatives market for crypto assets means that market participants do not have as many mechanisms to hedge or create the liquidity in the crypto asset market that is typical of traditional capital markets. The crypto asset market also currently lacks many institutional participants, which could help to stabilize the market. For these reasons, among

others, Apex Crypto may be unable to purchase or sell a crypto asset on a Client's behalf for an extended period of time.

In addition, the crypto asset exchanges and other trading venues on which the crypto assets trade are relatively new and, in most cases, largely unregulated. They may therefore (i) be more exposed to fraud and failure than regulated exchanges for securities, derivatives, and fiat currencies and (ii) become subject to rules and regulations that prohibit the trading venue from listing the crypto assets held by a Client in the future. Much of the daily trading volume of crypto assets is conducted on poorly capitalized, unregulated, unaudited, and unaccountable exchanges located outside of the U.S. that often do not have, or have limited, listing requirements. Such exchanges may engage in unethical practices that could adversely impact crypto asset pricing, such as front-running, wash trading, and trading with insufficient funds. To the extent that the crypto asset exchanges or other crypto asset trading venues are involved in fraud or experience security failures or other operational issues, this could result in a reduction in crypto asset market prices and adversely affect a Client's investment in crypto assets.

Even the largest exchanges have been subject to operational interruption (e.g., thefts of crypto assets from operational or "hot" wallets, suspension of trading on exchanges due to denial of service attacks by hackers, malware, bankruptcy proceedings, and cessation of services by exchanges). Such disruptions have limited the liquidity of crypto assets on the affected crypto asset exchange, and have resulted in higher volatility and a reduction in confidence in the broader crypto asset market. The price of crypto assets on exchanges may also be impacted by policies, regulations, or interruptions of the ability to transfer fiat currency into or out of larger crypto asset exchanges.

- *The value of crypto assets is uncertain and may not match the price a Client pays.* Crypto assets derive their value from a variety of factors, including demand for the crypto asset associated with its utility or functionality. Additionally, value is

affected by demand for the crypto asset from speculators. If too many speculators invest in crypto assets the value of the crypto assets may not correspond to the price at which the crypto assets are exchanged. The value of crypto assets may in particular be subject to momentum pricing and therefore, an inaccurate valuation. Momentum pricing typically is associated with growth stocks and other assets whose valuation, as determined by the investing public, accounts for anticipated future appreciation in value. The price of a crypto asset is determined primarily using data from various currency exchanges, over-the-counter markets, and derivative platforms. Momentum pricing of crypto assets has resulted, and may continue to result, in speculation regarding future appreciation in the value of the crypto assets, inflating and making more volatile the price of such crypto assets. The crypto assets that lead the market may be subject to even more speculation.

In addition, the value of the crypto assets on trading venues that are largely unregulated may be inaccurate and the rules or regulations that apply to such trading venues are subject to change, which may result in the listing of the crypto assets held by a Client to be removed from certain trading venues, further obscuring the valuation of such crypto assets.

- *Innovations in the crypto asset industry may cause the crypto assets purchased by Apex Crypto on behalf of a Client to lose value.* The development and acceptance of the cryptographic and algorithmic protocols governing the issuance of and transactions in crypto assets is subject to a variety of factors that are difficult to evaluate and predict. The use of crypto assets to, among other things, buy and sell goods and services is part of a new and rapidly evolving commercial practice that employs digital assets based on a computer-generated mathematical and/or cryptographic protocol. The growth of this commercial practice in general, and the use of crypto assets in particular, is subject to a high degree of uncertainty. Factors affecting further development of the crypto asset industry include, among other things, the continued worldwide adoption of crypto assets; governmental and quasi-governmental regulation of crypto assets and/or crypto asset



exchanges; changing consumer demographics, tastes and preferences; sustained development and maintenance of open-source software protocols; the popularity and availability of alternative and/or new payment services; and general economic conditions. If these factors negatively affect or impede the development of the crypto asset industry, the value of a Client's investment in crypto assets on the Titan App may also be negatively affected.

Crypto assets may be negatively affected by technological advances that undermine the cryptographic consensus mechanism underpinning blockchain and distributed ledger protocols. Advances in cryptography or technical advances such as the development of quantum computing could present risks to the viability of crypto assets by undermining or vitiating the cryptographic consensus mechanism that underpins blockchain and distributed ledger protocols. Similarly, legislators could prohibit the use of current and/or future cryptographic protocols.

- *Crypto assets may rely on third-party blockchains.* Certain crypto assets may rely on or are built on a public or third-party blockchain and the success of such blockchain may have a direct impact on the success of crypto assets offered via the Titan App. These crypto assets are partly dependent on the effectiveness and success of such blockchains, as well as the success of other blockchain and decentralized data storage systems that are being used by the issuer of the crypto assets. There is no guarantee that any of these systems or their sponsors will continue to exist or be successful. This could lead to disruptions of the operations of the issuer of crypto assets offered via the Titan App and could negatively affect any crypto assets held by a Client from such issuer.
- *Geopolitical events may affect the value of crypto assets.* The impact of geopolitical events on the supply and demand for crypto assets is uncertain. As an alternative to fiat currencies that are backed by central governments, digital assets such as crypto assets, which are relatively new, are subject to supply and demand forces based in part upon the desirability of an alternative, decentralized means of buying and selling goods and services. It is unclear how such supply and

demand will be impacted by geopolitical events. Nevertheless, political or economic crises may motivate large-scale acquisitions or sales of crypto assets globally and/or locally. Large-scale sales of crypto assets are likely to result in a reduction in the value of crypto assets offered via the Titan App and may adversely affect a Client's investment in crypto assets via the Titan App.

- *Crypto assets do not have insurance protections.* Any crypto assets held in Client accounts are not subject to any protections provided by the U.S. Federal Deposit Insurance Corporation (the "FDIC") or the U.S. Securities Investor Protection Corporation. This means that crypto assets will not be insured by the FDIC's Deposit Insurance Fund. In addition, crypto assets are not subject to any protections provided by any private insurance company, and it is unclear if and when crypto assets in Client accounts will be covered by any insurance protections.
- *The exchanges used to execute transactions in crypto assets are not always accurate.* The execution of transactions in crypto assets on exchanges chosen by Apex Crypto may, from time to time, result in certain trade errors. These trade errors may occur any time an exchange is used to purchase crypto assets on behalf of Clients.
- *Regulatory changes may affect the value of crypto assets.* Regulation of crypto assets in the U.S. and in foreign jurisdictions is in its early stages of development and is subject to unpredictable changes which may have an adverse impact on the crypto assets offered via the Titan App. The regulatory status of crypto assets remains unclear or unsettled in many jurisdictions. Legislative and regulatory changes or actions at the local, state, federal, foreign, or international level may adversely affect the use, transfer, exchange, and value of crypto assets. These legislative and regulatory changes or actions are difficult to predict and may adversely impact the crypto assets offered via the Titan App.

As crypto assets have grown in popularity and market size, U.S. legislators and regulators have begun to develop laws and regulations and have, at times, released interpretive guidance governing the crypto asset industry. Both legislators and regulators have expressed concerns that crypto assets can be used by criminals to evade taxes and launder money. To the extent that future actions by legislators and/or regulators impose restrictions or limitations on the crypto asset market, the demand for crypto assets is likely to be reduced. In addition, such actions may limit the ability of Clients to convert crypto assets into fiat currency or use crypto assets to pay for goods and services, which, in each case, is likely to result in a reduction of demand and, in turn, a decline in the value of crypto assets.

Additional or changing regulations could also limit the use of crypto assets on various crypto asset platforms. Such reductions in use could decrease or remove the value of the functionality achieved on those platforms and cause a substantial decrease in the value of the crypto assets.

Various foreign jurisdictions may adopt laws, regulations, or directives that address the crypto asset market and participants in such market. Any such laws, regulations, or directives may (i) conflict with those of the U.S., (ii) negatively impact the acceptance of crypto assets inside and outside the U.S., (iii) impede the growth or sustainability of the crypto asset market in foreign jurisdictions, and/or (iv) otherwise negatively affect the value of crypto assets. These laws, regulations or directives, if any, are impossible to predict, but any such change could be substantial and adverse to the value of investments made by Clients in crypto assets.

Regulation of crypto assets in the U.S. varies by state, and the regulations of certain states may limit the ability of Apex Crypto to operate within those states. Certain states require persons to obtain a license to conduct a crypto asset business. Accordingly, Apex Crypto does not intend to operate in states that require such licensing. If an individual is a resident of a state that requires such

licensing, that individual will not be permitted to be a Client of Apex Crypto or invest in crypto assets. Currently, only the State of New York has this type of requirement, but other states may adopt similar requirements. If Apex Crypto were deemed to be conducting an unlicensed crypto asset business, it would be subject to significant additional regulation and/or regulatory consequences. This could lead to significant changes with respect to Clients investments in crypto assets.

Additionally, the different regulations by state could affect the transferability of crypto assets. To the extent that state regulations differ, certain crypto assets may only be tradable in specific states. This could decrease the demand for and market for crypto assets.

- *Clients should not count on any protection or guarantees from federal or state securities laws with respect to crypto assets.* Many crypto assets, including crypto assets offered via the Titan App, are not registered with or qualified by the SEC. Although Titan is registered under the Advisers Act and Clients are provided certain protections from fraud under applicable securities laws, Clients will generally not otherwise be afforded the full set of protections provided under the Securities Act of 1933 (the “Securities Act”), Securities Exchange Act of 1934, other federal securities laws or comparable state law with respect to any crypto assets held in Client accounts. Thus, Clients should not expect any protection under the Securities Act. Further, if a regulator were to find that a crypto asset should have been registered under the Securities Act or state law, it could disrupt the market in that crypto asset. If regulators were to take action related to a crypto asset that a Client has invested in, it could decrease the value of the crypto asset or lead to a determination that the transaction in the crypto asset is void.

Apex Crypto trades crypto assets on various crypto exchanges, which also custody such crypto assets. Further, all Client crypto asset transactions are facilitated by Apex Crypto, an entity that is not currently regulated by the SEC or subject to other comparable federal or state securities laws. Technological, operational, or other

failures, system outages, or errors suffered by Apex Crypto could result in loss of Client crypto assets. In addition, Apex Crypto is located in a jurisdiction which may adopt laws, regulations, or directives that address the crypto asset market and participants in such market and which may negatively affect the value of crypto assets.

- *It is not clear how crypto asset investments and any returns thereon will be taxed.* The tax characterization of crypto assets is uncertain. The purchase of crypto assets may result in adverse tax consequences to a Client, including withholding taxes, income taxes, and tax reporting requirements. Clients are encouraged to review IRS Notice 2014-21 (the “Notice”) that sets forth published guidance from the U.S. Internal Revenue Service released in 2014 concerning the consequences of transacting in crypto asset. If a crypto asset is characterized as a “virtual currency” for income purposes, then, under the Notice, the general rules applicable to property transactions would apply.

Potential Clients are strongly encouraged to seek independent legal and tax advice regarding their individual circumstances and objectives in determining the percentage of assets to invest in crypto assets via the Titan App.

- *Exchanges used to purchase and sell crypto assets registered with the SEC do not exist.* There are currently no U.S. exchanges registered with the SEC where crypto assets can be legally listed and/or traded. Titan anticipates that such exchanges will exist in the U.S. in the future, Titan cannot and does not guarantee that such exchanges will ever legally operate in the U.S. In addition, even if other types of crypto assets are able to successfully be listed on a registered exchange in the U.S., there is no guarantee that such exchange will allow the crypto assets to be listed on such a registered exchange. Thus, exchanges used by Apex Crypto may not be registered with the SEC and/or in compliance with applicable securities laws, rules and regulations, and any regulatory action relating to the unregistered status or non-compliance of the exchanges used by Apex Crypto could adversely affect Titan’s business.

- *A stolen or incorrectly transferred digital asset is generally not retrievable.* Once a transaction has been verified and recorded in a block that is added to the blockchain, an incorrect transfer of crypto assets or a theft of crypto assets generally will not be reversible. If a party is able to hack the Apex Crypto accounts and initiate a transaction, Clients may not be capable of receiving compensation for any such transfer or theft. If there is an error and a transaction occurs with the wrong account, to the extent that Apex Crypto is unable to seek a corrective transaction with such third party or is incapable of identifying the third party which has received the crypto assets through error or theft, Apex Crypto will be unable to revert or otherwise recover incorrectly transferred crypto assets. To the extent that Apex Crypto is unable to seek redress for such error or theft, such loss could adversely affect a Client's investment.
- *Apex Crypto may not always provide services to Titan.* It is possible that Apex Crypto will no longer provide services to Titan, which would lead to significant disruption to operations. To the extent that Apex Crypto is unable to perform its duties and/or that Apex Crypto terminates its services for Titan, Titan may have difficulty finding a replacement, as there are few money services businesses willing to purchase and sell crypto assets for Clients of investment advisers that advise on assets such as crypto assets. If Titan is not able to find a new money transmitter, this could affect the viability of the crypto asset offering on the Titan App, force Titan out of the crypto asset business, and negatively impact Clients' ability to access their assets held with Titan.
- 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. Portfolios will also generally be concentrated in a single or limited number of crypto assets. This is particularly true given the limited number of crypto assets available via the Titan App. Such limited

diversification may heighten the concentration of risk, which, in turn, could expose the Client to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements with respect to investments.

- 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.
- ETF Risks, including Net Asset Valuations and Tracking Error: ETF performance may not exactly match the performance of the index or market benchmark that the ETF is designed to track because 1) the ETF will incur expenses and transaction costs not incurred by any applicable index or market benchmark; 2) certain securities comprising the index or market benchmark tracked by the ETF may, from time to time, temporarily be unavailable; and 3) supply and demand in the market for either the ETF and/or for the 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 Titan invests in ETF securities, they will pay two levels of compensation – the Wrap Program Fee charged by Titan plus any management fees charged by the issuer of the ETF. This scenario may cause a higher cost (and potentially lower investment returns) than if a Client purchased the ETF directly.

ETFs typically include embedded expenses that may reduce the fund's net asset value, and therefore directly affect the fund's performance and indirectly affect a Client's portfolio performance or an index benchmark comparison. Expenses of the fund may include investment adviser management fees, custodian fees, brokerage commissions, and legal

and accounting fees. ETF expenses may change from time to time at the sole discretion of the ETF issuer. ETF tracking error and expenses may vary. Shareholders are also 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.

- Fundamental Investment Strategy Risks: Titan's portfolio management and trading decisions are based on fundamental research conducted by its professionals. The research process incorporates various operating and financial 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 research, portfolio construction, and management model is highly complex. Titan cannot guarantee that the model will indeed function as intended or that it will produce profits on investments as implemented. The fundamental and quantitative strategies utilized by Titan 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 Titan. 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.
- Liquidity and Valuation Risk: High volatility and/or the lack of deep and active liquid markets for a security or crypto asset may prevent the sale of a Client's securities or crypto assets at all, or at an advantageous time or price because Titan and Apex or Apex Crypto may have difficulty finding a buyer and may be forced to sell at a significant discount to market value. Some securities (including ETFs) that hold or trade financial instruments may be adversely affected by liquidity issues as they manage their portfolios. While Titan values the securities held in Client accounts based on reasonably available exchange-traded security data, Titan may from time to time receive or use inaccurate data, which could adversely affect security



valuations, transaction size for purchases or sales, and/or the resulting fees paid to Titan. See “Crypto Asset Risk” above for additional risks associated with valuing crypto assets.

- Credit Risk: Titan cannot control and Clients are exposed to the risk that financial intermediaries or issuers may experience adverse economic consequences that may include impaired credit ratings, default, bankruptcy or insolvency, any of which may affect portfolio values or management. This risk applies to assets on deposit with any broker utilized by a Client, notwithstanding asset segregation and insurance requirements that are beneficial to Clients generally. In addition, exchange trading venues or trade settlement and clearing intermediaries could experience adverse events that may temporarily or permanently limit trading or adversely affect the value of securities and crypto assets held by Clients. Finally, any issuer of securities or crypto assets may experience a credit event that could impair or erase the value of the issuer’s securities or crypto assets held by a Client. Titan seeks to limit credit risk through ETFs, which are subject to regulatory limits and leverage such that fund shareholders are given liquidation priority versus the fund issuer; however, certain funds and products may involve higher issuer credit risk because they are not structured as a registered fund.
- Legislative and Tax Risk: Performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment adviser, securities or crypto asset trading regulation; change in the U.S. government’s guarantee of ultimate payment of principal and interest on certain government securities and changes in the tax code that could affect interest income, income characterization, and/or tax reporting obligations. See “Crypto Asset Risk” above for additional legislative and tax risks associated with crypto assets.
- Inflation, Currency, and Interest Rate Risks: Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of an investor’s future interest payments and principal. Inflation also generally leads to higher interest rates, which in turn may cause the value of many types of fixed income investments to decline. The liquidity and trading value of foreign currencies could be affected by global economic

factors, such as inflation, interest rate levels, and trade balances among countries, as well as the actions of sovereign governments and central banks. In addition, the relative value of the U.S. dollar-denominated assets managed by Titan may be affected by the risk that currency devaluations affect Titan's purchasing power.

- Automated Investing: Titan 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, Titan 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.
- Operational Risk: Operational risk is the exposure to the chance of loss arising from shortcomings or failures in internal processes or systems of Titan, TGT, or Apex, external events impacting those systems, and human error. A Client account may suffer a loss arising from shortcomings or failures in internal processes, people or systems, or from external events. Operational risk can arise from many factors ranging from routine processing errors to potentially costly incidents related to, for example, major systems failures.

Trade errors and other operational mistakes ("Operating Events") occasionally may occur in connection with Titan's management of Client accounts. Titan has policies and procedures that address identification and correction of Operating Events. An Operating Event generally is compensable by Titan to a Client when it is a mistake (whether an action or inaction) in which Titan has, in Titan's reasonable view, deviated from the applicable investment guidelines or the applicable standard of care in managing a Client account, subject to the considerations set forth below.

Operating Events may include, but are not limited to, the following: (i) the placement of orders (either purchases or sales) in excess of the amount intended to trade for a Client account; (ii) the purchase (or sale) of when it should have been sold (or purchased); (iii) a

purchase or sale not intended for the Client account; and (iv) incorrect allocations of trades. Operating Events can also occur in connection with other activities that are undertaken by Titan and TGT, such as fee calculations, and other matters that are non-advisory in nature.

Titan makes its determinations regarding Operating Events pursuant to its policies on a case-by-case basis, in its discretion, based on factors it considers reasonable, including regulatory requirements, contractual obligations, and business practices. Not all Operating Events will be considered compensable mistakes.

Relevant factors Titan considers when evaluating whether an Operating Event is compensable include, among others, the nature of the service being provided at the time of the event, specific applicable contractual and legal requirements and standards of care, whether an applicable investment guideline was contravened, and the nature of the relevant circumstances.

Operating Events may result in gains or losses or could have no financial impact. Clients are entitled to retain any gain resulting from an Operating Event. Operating Events involving erroneous transactions in Client accounts generally are corrected in accordance with the procedures established by Titan, TGT, and/or Apex.

When Titan determines that reimbursement by Titan is appropriate, the Client will be compensated as determined in good faith by Titan. Titan will determine the amount to be reimbursed, if any, based on what it considers reasonable guidelines regarding these matters in light of all of the facts and circumstances related to the Operating Event. In general, compensation is expected to be limited to direct and actual losses, which may be calculated relative to comparable conforming investments, market factors and benchmarks and with reference to related transactions, and/or other factors Titan considers relevant. Compensation generally will not include any amounts or measures that Titan determines are speculative or uncertain.

- Cybersecurity Risks: Titan and its service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and

data from cyber-attacks and hacking by other computer users, and to avoid the resulting damage and disruption of hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. In general, cyber-attacks are deliberate, but unintentional events may have similar effects. Cyber-attacks may cause losses to Titan's Clients by interfering with the processing of transactions, affecting Titan's ability to calculate net asset value or impeding or sabotaging trading. Clients may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, and the dissemination of confidential and proprietary information. Any such breach could expose Titan to civil liability as well as regulatory inquiry and/or action. In addition, Clients could be exposed to additional losses as a result of unauthorized use of their personal information. While we have established business continuity plans, incident responses plans and systems designed to prevent cyber-attacks, there are inherent limitations in such plans and systems, including the possibility that certain risks have not been identified. Similar types of cybersecurity risks also are present for issuers of securities and crypto assets in which we invest, which could result in material adverse consequences for such issuers and may cause a Client's investment in such securities and crypto assets to lose value.

- Reliance on Management and Other Third Parties: ETF investments will rely on third-party management and advisers. Titan is not expected to have an active role in the day-to-day management of fund investments. Carried interest and other incentive distributions to fund management may create an incentive towards more speculative investments than would otherwise have been made.
- Market Volatility: General economic conditions have an impact on the success of Titan's investment strategies. Changing external economic conditions in the U.S. and global economics could have a significant impact on the success of the Titan App and Clients' investments. The stability and sustainability of growth in global economies may be impacted by terrorism or acts of war. There can be no assurance that such markets and economic systems will be available for issuers of securities and crypto assets available via

the Titan App to operate. Changing economic conditions, thus, could potentially adversely impact the valuation of Clients' investments in securities and crypto assets via the Titan App.

- Large Investment Risks: Clients may collectively account for a large portion of the assets in certain investments. A decision by many investors to buy or sell some or all of a particular investment where Clients hold a significant portion of that investment may negatively impact the value of that the investment.
- Novel Coronavirus Pandemic, Public Health Emergency and Global Economic Impacts: As of the date of this Form ADV Part 2A, there is an ongoing outbreak of a novel and highly contagious form of coronavirus ("COVID-19"), which the World Health Organization declared a pandemic on March 11, 2020. The outbreak of COVID-19 has caused a worldwide public health emergency with a substantial number of hospitalizations and deaths, and has significantly adversely impacted global commercial activity and contributed to both volatility and material declines in equity and debt markets. The global impact of the outbreak is rapidly evolving, and many country, state and local governments have reacted by instituting mandatory or voluntary quarantines, travel prohibitions and restrictions, closure or reduction of offices, businesses, schools, retail stores and other public venues and/or cancellation, suspension or postponement of certain events and activities, including certain non-essential government and regulatory activity. Businesses are also implementing their own precautionary measures, such as voluntary closures, temporary or permanent reductions in work force, remote working arrangements and emergency contingency plans. Such measures, as well as the general uncertainty surrounding the dangers, duration and impact of COVID-19, are creating significant disruption in supply chains and economic activity, impacting consumer confidence and contributing to significant market losses, including having particularly adverse impacts on transportation, hospitality, tourism, sports, entertainment and other industries dependent upon physical presence. As COVID-19 continues to spread, potential additional adverse impacts, including a global, regional or other economic recession of indeterminate duration, are increasingly likely and difficult to assess.

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

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

- Other Catastrophic Risks: In addition to the potential risks associated with COVID-19 as outlined above, Clients, Titan, and their respective affiliates, may be subject to the risk of loss arising from direct or indirect exposure to a number of types of other catastrophic events, including without limitation (i) other public health crises, including any outbreak of SARS, H1N1/09 influenza, avian influenza, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof; or (ii) other major events or disruptions, such as hurricanes, earthquakes, tornadoes, fires, flooding and other natural disasters; acts of war or terrorism, including cyberterrorism; or major or prolonged power outages or network interruptions. The extent of the impact of any such catastrophe or other emergency on Titan's and/or a Client's operational and financial performance and each Client's investments will depend on many factors, including the duration and scope of such emergency, the extent of any related travel advisories and restrictions, the impact on overall

supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity, and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. In particular, to the extent that any such event occurs and has a material effect on global financial markets or specific markets in which a Client participates (or has a material effect on any locations in which Titan operates or on any of its personnel) the risks of loss could be substantial and could have a material adverse effect on Clients or the ability of Titan to fulfill its investment objectives on behalf of its Clients.

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

#### **Voting of Client Securities**

Titan exercises voting authority over Client proxies pursuant to its proxy voting policies and procedures in accordance with Rule 206(4)-6 of the Advisers Act. The policies require Titan to vote proxies received in a manner consistent with the overall best interests of the Clients and to seek to avoid material conflicts of interests.

The Firm considers the following factors, among others, in determining whether a proposal is in its Clients' best interests: (1) economic effect on shareholder value; (2) impact to existing shareholder rights; (3) dilution of existing shares; (4) effect on management or director accountability to shareholders; and (5) if a shareholder initiative, impact to the time and resources of the company.

Titan may abstain from voting proxies if it believes the proposal is adverse to the best interest of its Clients. If a material conflict of interest regarding proxy voting arises between Titan and its Clients that is not adequately addressed by the aforementioned guidelines, Titan will notify Clients of the conflict and request consent to Titan's intended response to the proxy solicitation. If Clients consent to Titan's intended response or fail to respond to the notice within a reasonable

time specified in the notice, Titan will vote the proxy as described in the notice. If Clients object in writing to Titan's intended response, then Titan will vote in accordance with such Clients' response.

Titan has retained a third party service provider, Glass Lewis & Co., to provide research recommendations, voting and recordkeeping services with respect to Clients' securities for which Titan has proxy voting authority. Titan has implemented policies and procedures that are reasonably designed to sufficiently evaluate the third party service provider to ensure that Titan casts votes in the best interests of its Clients. Without limitation, Titan conducts initial and ongoing due diligence of the third party service provider, and evaluates the Glass Lewis proxy voting guidelines and conflicts of interest disclosed by the third party service provider, and determines whether the third party service provider's policies and procedures are reasonably designed to address the conflicts of interest. Clients may request a copy of Titan's proxy voting policies and procedures and voting records, as provided by Rule 206(4)-6, by contacting Titan at [support@titan.com](mailto:support@titan.com).

It is not anticipated that Clients would have the right to vote based on their crypto assets. Any requests to vote would be provided by issuers directly to Titan.

Clients shall maintain exclusive responsibility for all legal proceedings or other type events pertaining to the account assets, including, but not limited to, class action lawsuits.

## **7. Client Information Provided to Portfolio Managers**

Titan acts as the sole portfolio manager under the Program and, as such, it does not share Client information with any other portfolio managers. Titan has access to all Client information with respect to the particular Client accounts managed through the Titan App. The Titan App relies on information provided by the Client through the interactive questionnaire in order to provide investment advice.

Titan gathers information regarding the Client's financial circumstances, investment goals, and investment objectives. Other information collected by Titan through the questionnaire may



include, among other things, information about a Client's investment horizon, investment experience, and net worth. Clients are reminded to promptly update the information provided in their profiles, entered via the Titan App, if such information changes.

## **8. Client Contact with Portfolio Managers**

Information regarding a Client's portfolio holdings and performance will be available to Clients through the Titan App. Clients may communicate with Titan through the Titan App and via email at [support@titan.com](mailto:support@titan.com). Clients may contact Titan with respect to technical or operational questions regarding the web-based application via email or telephone. Titan provides investment advice only through the Titan App. Titan does not offer investment advice via email or telephone.

## **9. Additional Information**

### **Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an evaluation of such adviser or the integrity of such adviser's management. Titan 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. This statement applies to Titan and to every employee of Titan.

### **Other Financial Industry Activities and Affiliations**

Titan is a wholly-owned subsidiary of Titan Global Capital Management, Inc., which is also the parent company of TGT.

### **Broker-Dealer**

Titan's affiliate, TGT, is registered with the SEC as a broker-dealer and is also a FINRA member. Certain of Titan's personnel are registered representatives of TGT to the extent necessary or appropriate to perform their responsibilities. TGT expects to primarily introduce Clients to full-service carrying brokers; this will initially be exclusive to Apex. Titan and TGT have overlapping officers and personnel, and also share office space and certain expenses.

Beginning in the first quarter of 2022, Titan expects to require Clients to use the execution services offered by TGT. For the avoidance of doubt, Titan will place trades on behalf of Clients with TGT, which will introduce the trades to Apex on a fully disclosed basis, and Apex will execute such trades on behalf of said Clients. Apex also clears and settles all trades. TGT may also engage in principal transactions. In each such instance, TGT expects to seek to effect any such transaction in accordance with the requirements of Section 206(3) of the Advisers Act. TGT expects to share in certain fees paid by the Client to Apex or otherwise (including, without limitation, additional fees for the preparation and delivery of paper documents, account transfers and other services), which will create a conflict of interest for Titan in performing its services pursuant to the Managed Account Agreement.

#### Payment For Order Flow

Broadly speaking, the concept of payment for order flow encompasses a wide variety of cash or in-kind compensation structures that a broker may receive for directing its customers' orders to a particular broker-dealer or trading venue. Apex receives remuneration for directing orders to particular broker dealers or market centers for execution. Beginning in the first quarter of 2022, TGT, which will clear trades through Apex, expects to share in such payments. The remuneration TGT expects to receive will be directly correlated to the amount of trading activity directed by Titan for Client accounts. Titan does not otherwise have insight into the payment for order flow generated for any individual trade. The SEC has stated that the existence of payment for order flow raises the potential for conflicts of interest for broker-dealers handling customer orders. That said, TGT expects to conduct regular and rigorous reviews of Titan's orders and execution quality and TGT will consider its order-for-flow arrangement with Apex when conducting these reviews.

#### **Code of Ethics**

Titan 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 and Titan's fiduciary duty to its Clients. This includes procedures relating to: (1) the confidentiality of Client

information; (2) a prohibition on insider trading; (3) a prohibition of rumor mongering; (4) restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items; (5) personal securities and crypto asset trading procedures; and (6) reporting of internal violations of the Code, among other things. All supervised persons at Titan must acknowledge the terms of the Code annually, or as amended. Titan will provide a copy of its Code to Clients and prospective Clients upon request. To request a copy of the Code, please contact Titan at [support@titan.com](mailto:support@titan.com).

### **Brokerage and Custody Practice**

As discussed above, TGT, Titan's affiliated broker-dealer, expects to introduce all trades in securities (placed by Titan on behalf of its Clients) to Apex, an unaffiliated qualified custodian beginning in the first quarter of 2022. Apex establishes and carries Client accounts that hold Client securities and cash, and records Client trades. In each case, beginning in the first quarter of 2022, orders for Clients are expected to be placed with TGT and effected manually and/or through electronic trading systems maintained by TGT, which will then be executed by Apex.

Titan and, beginning in the first quarter of 2022, TGT, seek to use a custodian/clearing broker that will hold Client assets on terms that are most advantageous when compared with other available providers and their services. We consider a wide range of factors, including the ability to clear and settle trades, 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**

Titan's use of TGT, beginning in the first quarter of 2022, and Apex 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, beginning in the first quarter of 2022, Clients will be expected to direct all brokerage transactions for their

accounts to TGT. Clients cannot designate or select a different broker for trade execution. Titan may use other brokers to execute trades for Client accounts other than Apex.

As part of its best execution responsibilities, Titan reviews and monitors, among other things, (a) data and/or reports regarding execution costs of transactions executed by Apex. Titan seeks to ensure that Clients' transactions are conducted in the best interest of Clients, including by continuing to seek to obtain best execution for Clients through Titan's review and adoption of TGT's best execution policies and procedures, and any material updates thereto with regard to trades expected to be placed by or through TGT. In addition, Titan's trade allocation policy seeks to (i) provide a fair allocation of purchases and sales of investments among Clients, (ii) not systematically advantage one Client over another, and (iii) ensure compliance with appropriate regulatory requirements.

As discussed further above, from time to time, Apex receives compensation in the form of rebates, monetary compensation, or inter-company transfer of funds for routing customer orders, including orders for Clients, to a designated exchange, market maker, dealer, or market center for execution. TGT expects to receive payments from Apex in connection with such order flow, and, in all cases, Titan, and beginning in the first quarter of 2022, TGT, seek the best execution possible for Clients' orders.

### **Trade Aggregation**

When Titan 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. Apex Crypto aggregates orders through an omnibus for the purchase and sale of crypto assets. However, Titan has no involvement in the purchase or sale of such crypto assets.

### **Trade Errors**

Consistent with its fiduciary duties, Titan's policy is to exercise care in making and implementing investment decisions for Client accounts. Titan typically employs operational quality control

procedures. However, Titan relies on a significant amount of data from multiple sources and cannot guarantee that all relevant data are free from error.

Under Titan's 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 Titan caused the error, the Client will be reimbursed by Titan for losses directly attributable to Titan's error. If an investment gain is realized in the Client's account, the Client may retain such gain.

### **Custody**

Titan does not maintain custody of Client assets that we manage. Client assets are maintained in an account at a "qualified custodian," Apex. Under Titan's Managed Account Agreement, Clients authorize Titan to instruct the custodian to deduct Titan's advisory fees directly from Client accounts at Apex, which is considered a form of "custody." For this reason, we are deemed to have "custody" of Client assets for this limited purpose. While Titan instructs Apex to withdraw its fees, Apex maintains actual custody of Client assets. Apex Crypto does not custody crypto assets, but instead relies on unaffiliated third parties to provide custody of crypto assets.

Clients will receive account statements from Apex on a monthly basis. Account statements from Apex 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. To the extent Clients trade in crypto assets, Clients can access trade summaries, prepared by Apex Crypto, summarizing such Client's daily crypto asset trading activity the day following such trading activity in the Documents portal of the Titan App and the Titan website. Should discrepancies or errors be found, Clients should contact Titan, TGT or Apex directly.

### **Participation or Interest in Client Transactions and Personal Trading**

Titan anticipates that, in appropriate circumstances, consistent with Clients' investment objectives, it will recommend to accounts advised by Titan to effect the purchase or sale of securities or crypto assets in which Titan, TGT, its management persons and/or Clients, directly or indirectly, have a position or interest.

While not anticipated in the ordinary course of business operations, Titan and/or its affiliate, TGT, may engage in principal transactions. In each such instance, Titan expects to seek to effect any such transaction in accordance with the requirements of Section 206(3) of the Advisers Act.

Beginning in the first quarter of 2022, TGT will be permitted to trade for its own accounts and engage in personal securities transactions in securities and other investments in which Clients may invest, in accordance with the Code. These activities are expected to create conflicts of interest between TGT and Titan's Clients with regard to such matters as allocation of opportunities to participate in, or refrain from participation in, particular investments or to dispose of certain investments.

We address these conflicts in various ways, including (i) through disclosure in this Brochure and in the Managed Account Agreement; (ii) we are required to recommend securities and/or crypto assets that are suitable for each Client based upon Client investment goals, time horizon and risk profile; and (iii) we have established a variety of restrictions, procedures and disclosures designed to address potential conflicts of interest—both those arising between and among Client accounts as well as between Client accounts and our business.

Titan's employees and persons associated with Titan are required to follow Titan's Code. Subject to satisfying the policies therein (which includes obtaining the CCO's preapproval to trade in such securities and crypto assets, among others), and applicable laws, officers, directors and employees of Titan and TGT may trade for their own accounts in securities and crypto assets which are recommended to and/or purchased for Titan's Clients. The Code is designed to assure that the personal securities and crypto asset transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of Clients; and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities and crypto assets have been designated as exempt transactions, based upon a determination that personal employee transactions in these types of securities and crypto assets would not materially interfere with the best interest of Titan's Clients. Employee trading is continually monitored under the Code, and to reasonably prevent conflicts of interest between Titan, TGT, and its Clients.

Titan expects to require Clients to use the services of TGT, its affiliated broker-dealer, which will execute trades through Apex.

### **Review of Accounts**

Titan monitors Client portfolios and underlying strategies on an ongoing basis, not less than quarterly, utilizing an algorithm, to identify situations that may warrant a more detailed review or a specific action on behalf of a Client. Such reviews include, but are not necessarily limited to, inactivity, unusual funding behavior, and material changes in the economic or market environment. Additionally, Titan 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. Titan, as applicable, conducts reviews when material changes may have occurred to a Client's portfolio or investment objectives. Titan will retain the Client account review documentation electronically. Titan may not monitor all Client accounts at all times.

Titan considers implications and the volatility associated with each of its chosen asset/classes when deciding when and how to rebalance. To the extent possible, every deposit of funds by the Client into his or her investment account will be allocated in accordance with the Client's portfolio plan. Client accounts may be rebalanced upon the occurrence of any funding of the account or the change of an investment position. This generally means that rebalancing will occur no less frequently than once a quarter.

Apex prepares statements showing all transactions and account balances on a monthly basis. Apex Crypto prepares trade summaries showing daily crypto asset trading activity and Titan provides Clients with such summaries in the Documents portal of the Titan App and the Titan website on the day following such trading activity. All information relating to Client accounts, including account performance and account balance, are provided on the Titan App in real-time. Titan urges Clients to compare Apex account statements with the information available on the Titan App.

## **Client Referrals and Other Compensation**

Titan and its related persons do not receive an economic benefit (such as sales awards or other prizes) from any third party for providing investment advice to Clients.

Titan offers compensation to current Clients and solicitors for referring new Clients. Titan has certain arrangements in which it pays third parties (e.g., bloggers and others) who post advertisements for Titan a flat fee per each referred Client. In addition, Titan's "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 Titan and set forth in an agreement with Titan in accordance with Securities and Exchange Commission Rule 206(4)-3 under the Advisers Act. Referrals can only be made within the Titan App or website. Clients are not charged any fee or other costs for being referred to Titan 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 Titan, 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 Titan if doing so would result in eligibility to receive an incentive, bonus or additional compensation.

## **Financial Information**

In certain circumstances, registered investment advisers are required to provide you with financial information and disclosures about their financial condition. Titan does not require or solicit the prepayment of any fees and does not have any financial condition that is reasonably likely to impair it from meeting its contractual commitments to Clients. Titan has not been the subject of any bankruptcy proceedings.