

MIGHTY INVEST, LLC

CLIENT BROCHURE

This Brochure provides information about the qualifications and business practices of Mighty Invest, LLC. If you have any questions about the contents of this Brochure, please contact Mighty Invest at (720) 295-3760 or via email at support@mightytrades.com. The Information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or any state securities authority. Registration does not imply a certain level of skill or training. Information about Mighty Invest is available on the SEC's website at www.adviserinfo.sec.gov.

Mighty Invest's CRD number is: 310111

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March 30, 2022

ITEM 2: MATERIAL CHANGES

Mighty Invest, LLC initially filed its Form ADV 2A with the United States Securities and Exchange Commission (“SEC”) for initial registration. On March 30, 2022, Mighty Investment filed its 2021 fiscal year end Form ADV amendment. There were no material changes to report other than an update of our service providers (noted below). In addition, the following information has been updated:

Mighty Invest’s principal office address has been updated:

2100 16th Steet
Unit 203
Denver, CO 80202

Item 4.E: Was updated to reflect Mighty Invest’s discretionary assets under management as of the close of business on December 31, 2021, totaled \$83,889. The managed assets are owned by individual clients.

Item 12: This section was updated to reflect that Mighty invest recommends the services of Alpaca Securities, LLC (broker/dealer) which clears trades through Velox Clearing, LLC, the recommended custodian of managed assets.

Our Brochure is available on our website www.investmighty.com

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ITEM 4: ADVISORY BUSINESS

A. DESCRIPTION OF THE ADVISORY FIRM.

Mighty Invest, LLC (“Mighty Invest” or “Adviser”) is an internet-based Registered Investment Adviser. The Adviser filed its initial Form ADV 2A Brochure with the United States Securities and Exchange Commission (“SEC”) on March 30, 2022.

Mighty Invest is a Colorado limited liability company formed in 2020 and is 100% owned by co-Chief Executive Officers Michael Fruzzetti and Lance Goldberg and Chief Technology Officer Yosuke Kimoto. Mr. Fruzzetti is also the Adviser’s Chief Compliance Officer.

Mr. Fruzzetti earned a bachelor’s degree in Finance from Suffolk University and spent the early years of his career analyzing and trading equity securities. Mr. Fruzzetti also worked for CypressTree Investment Management and later Primus Asset Management after its acquisition, advising and supporting the firm on their investment strategy in technology companies.

Mr. Goldberg received his bachelor’s degree from the University of Pittsburgh and went on to work for some of the most well-known financial publications. Mr. Goldberg advised Clients on how to properly trade options and was a co-editor of a small cap newsletter.

B. ADVISORY SERVICES

Mighty Invest provides investment management services exclusively through its interactive website/app.

Mighty Invest provides discretionary investment management services in a methodical, digital, NextGen platform to individual clients and families (each a “Client,” and collectively, “Clients”) via its interactive website/app at <https://www.mightyinvest.com>. Services are intended solely for U.S. citizens residing in the United States.

Mighty Invest is a fee only Registered Investment Adviser. The term “fee only” means the Adviser is only compensated via investment management fees paid by its clients. The Adviser is not nor is it affiliated with a broker/dealer, custodian, or insurance agency and Mighty Invest’s personnel do not accept commissions in connection with securities or insurance transactions.

Mighty Invest does not recommend one type of security to clients. Mighty Invest utilizes its automated service to build proprietary thematic investment models and offers investors an avenue to open accounts that follow one or more available models to the degree of which is based on the investor’s designed investment profile. Mighty Invest is a newly registered Internet Adviser and at this time only offers allocations within our initial, “Flagship” model.

Accounts are separately owned by clients, held by an unaffiliated custodian, and separately managed by the algorithm in accordance with the client’s established risk profile. **To get started**, clients visit the Mighty Invest website/app and answer common questions concerning their personal finances, risk management topics, and investment

goals. Mighty's interactive software guides investors through the development of their online investment policy and thereafter the algorithm assigns an account asset allocation based on the designed policy. It is important for Clients to understand that the responses to the questionnaire are the sole basis for our program's recommendations and the allocation selection is automated by an algorithm with *no human review*. Therefore, Clients are solely responsible for determining that such portfolio allocations are suitable for their investment goals.

It is important for Clients to understand that Mighty Invest's investor profile questions are limited in scope and do not account for all financial circumstances or relevant considerations. If you have special circumstances, you should review your complete portfolio with a financial advisor. Clients requiring assistance on issues relating to financial and investment advisory topics should consult their personal tax adviser, legal counsel, or other professionals for expert opinions.

Investment management services begin after the investment management agreement is executed, an account allocation is designed and approved by the client, the account is funded, and the strategy is implemented. The portfolio is thereafter systematically rebalanced by the algorithm in accordance with the Client's established allocation as outlined below.

In order to open an investment advisory account with Mighty Invest, you must authorize Mighty Invest to exercise discretionary trading authority over your account. This authority means the Adviser can buy and sell investments on your behalf. Mighty Invest will exercise investment discretion and execute trades on your behalf for (a) the initial allocation of investments, (b) ongoing rebalancing in the event your account diverges from your investment objectives based on the performance of underlying assets, (c) effectuating cash deposits and withdrawals, (d) generating cash to pay Mighty Invest's contractually agreed advisory fees, and (e) changing the investment allocations underlying your portfolio. Your assets are held in your account at an unaffiliated custodial firm. Mighty Invest will never hold full power of attorney over your account(s) nor will we have authority to withdraw funds or securities other than the ability to deduct our contractually agreed management fee via your custodian.

Clients are responsible for keeping their investment data current by logging in to their Mighty Invest account to update their online profile - especially in response to actual or potential changes in their financial condition, objectives, and to adjust their strategy as they deem necessary.

Mighty Invest's does have registered personnel, herein referred to as "*Investment Adviser Representatives*". However, as an Internet Investment Adviser, Mighty Invest's Investment Adviser Representatives do not provide individualized investment or financial advice. Our personnel are available to answer general consumer or Client questions and to provide technical support. The Adviser is not responsible for withholding any tax obligations or penalties that may apply to Clients' accounts or for any state or federal income tax withholding, except as required by applicable law.

Mighty Invest's interactive services provide for online account reports but do not include one-on-one, personalized account reviews. Clients are responsible for promptly updating changes in their status and financial situation via the online platform at least annually. It is Mighty invest's duty to ensure its online program responds accordingly to changes in its clients' risk profiles.

Limited Investment Offerings: Mighty is an independent Investment Adviser and is not limited to certain types of investments and we do not offer proprietary investment products. At this writing, Clients have a single option to invest their account within Mighty Invest's "Flagship" investment model.

Future thematic portfolios will include securities focused on growth and income, small cap opportunity, and other themes and the Adviser's Form ADV 2A Brochure will be promptly updated as these options become available. For information about Mighty Invest's investment strategies, please refer to Item 8 of this Brochure.

Conflict of Interest Disclosure: Mighty Invest is solely compensated by management fees paid by our clients. Our compensation creates a conflict with your interests because it can affect the limited advice we provide: 1) Our online materials naturally recommend Mighty Invest's services; 2) Since our fee is based on a percentage of managed assets, you pay more management fees when additional funds are added to your managed account(s); *thus Mighty Invest has an incentive to encourage clients to increase the assets in their accounts and rely on us for continued services.* We also recommend our preferred unaffiliated custodian since their services support our program.

While Mighty Invest will not consult with investors or otherwise engage in providing investment advice. If a user requires technical assistance or has a complaint, they are welcome to contact Mighty Invest at support@mightytrades.com or (720) 295-3760.

C. CLIENT TAILORED SERVICES AND CLIENT IMPOSED RESTRICTIONS

Mighty Invest solely focuses on providing investment management services via an interactive website/app. To tailor its software-based service, Mighty Invest utilizes algorithms based on academic research and industry standard methodologies to classify an investor's risk assessment and suggest allocation recommendations based on the Client's responses during the development of an investment policy.

Mighty Invest cannot accommodate all types of Client-imposed investment restrictions within the allocation process but results are determined by Client input. Therefore, the investment opportunities available may not be suited to every type of investor.

D. WRAP FEE PROGRAMS

Mighty Invest is not a wrap fee sponsor or manager.

E. AMOUNTS OF ASSETS UNDER MANAGEMENT

As of December 31, 2021, Mighty's discretionary assets under management totaled \$83,889. The managed assets are owned by individual clients.

ITEM 5: FEES AND COMPENSATION

A. FEE SCHEDULE

Mighty Invest is only compensated for its services via a percentage of assets under management according to the fee scale below. Fees are invoiced monthly (1/12th of the annual percentage) in arrears based upon the average daily account balance of the

securities portfolio over the preceding month, as determined by the Client's custodian. The annual rate is not negotiable.

Since the monthly fee is determined by average daily account balance, the fee is adjusted accordingly if assets are deposited into or withdrawn from an account during the billing period. A pro-rated fee is calculated for services initiated at any time other than at the beginning of a month.

<u>Assets Under Management</u>	<u>Annual Fee</u>
Up to \$25,000:	2.00%
\$25,000.01 to \$50,000:	1.80%
\$50,000.01 to \$100,000:	1.60%
Over \$100,000	1.20%

B. PAYMENT OF FEES

Payment of Investment Management fees are facilitated through a debit directly to the Client's account by the qualified custodian holding the client's funds and securities. Mighty Invest follows the following criteria when payment is made via a qualified custodian as required by the SEC's Investment Advisers Act of 1940:

1) The Client provides authorization permitting the fees to be paid directly from the Client's account held by the independent qualified custodian and the authorization is limited to withdrawing contractually agreed upon Investment Adviser fees; (2) The Client will directly receive regular (monthly or quarterly) reports from the qualified custodian which reflect the Adviser's fee deduction; (3) The frequency of fee withdrawal shall be specified in the written authorization; (4) The custodian of the account shall be advised in writing of the limitation on the Adviser's access to the account and; (5) The Client shall be able to terminate the written billing authorization or agreement at any time.

It is important to note that custodial firms do not verify advisory fees. Therefore, Clients should review their custodial statements carefully. If a client should have any questions or concerns in connection with an advisory fee deduction, they should promptly contact Mighty Invest. If at any time during the engagement, the Client fails to receive the regular statements produced by the custodian, it is important for the client to promptly notify their custodial and Mighty Invest.

Either party may terminate the Investment Management Services by notice to the other. If services are terminated prior to the conclusion of a billing period, the Adviser will only invoice for services up until the effective date of termination. If termination occurs within five business days of entering into the Mighty Investment client agreement and the Client has not received the Adviser's ADV Part 2 Brochures at least 48 hours prior to engagement, no fees shall be due.

C. FEES ASSOCIATED WITH INVESTING

Clients are responsible for the payment of all third-party fees associated with investing and these will vary depending upon the nature of services utilized, products purchased and sold, and other factors. Clients may pay transaction and brokerage commission to their broker/dealer or other service providers ("*Financial Institution[s]*") as well as any fees associated with their particular accounts (e.g., account opening, maintenance,

transfer, termination, wire transfer, retirement plan, trust fees, and all such applicable third-party fees, deferred sales charges, odd lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

All fees paid to Mighty Investment for investment management services are separate from the fees and expenses charged to shareholders of exchange-traded funds (ETF's) or mutual fund shares offered by mutual fund companies. Such charges, fees and commissions are exclusive of and in addition to the Adviser's fees. A complete explanation of the expenses charged by an investment is contained in the investment prospectus. Clients are encouraged to read each prospectus and securities offering document. If a security previously purchased by or selected by a client should impose a sales charge, a client may pay an initial or deferred sales charge. Mighty Invest and its Investment Adviser Representatives do not receive any portion of these investment-related fees.

D. PREPAYMENT OF FEES

As outlined at Item 5, Mighty Invest does not charge fees in advance of services

E. OTHER COMPENSATION FOR THE SALE OF SECURITIES OR OTHER INVESTMENT PRODUCTS TO CLIENTS

Mighty Invest and its Investment Adviser Representatives do not accept commissions in connection with financial or investment products.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Side-by-side management occurs when an investment adviser is engaged in providing portfolio management for performance-based fees while providing non-performance services for other clients. This blend of services can pose conflicts of interests. Mighty Invest does *not* charge "performance based" fees (compensation that is based on a share of capital gains or capital appreciation, or performance, for any portion of funds under an advisory contract). Therefore, the Adviser does not engage in side-by-side management.

ITEM 7: TYPES OF CLIENTS

Mighty Invest's services are primarily focused on individuals and families as well as those classified as high net worth clients. Mighty Invest requires a minimum account balance of \$2000.

Mighty Invest's reserves the right to decline to provide services to any person in its sole discretion and for any reason.

ITEM 8: METHOD OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. METHODS OF ANALYSIS AND GENERAL INVESTMENT STRATEGIES

Might Invest primarily utilizes investments in equity securities of U.S. and foreign companies of all capitalization levels using its valuation-based investment approach. Might Invest may also invest a portion of the assets in a client's account in exchange-traded funds, closed-end funds, money market funds and other funds. The Adviser may also include exposure to non-equity-based asset classes: natural resources, treasury inflation protected securities (TIPS), US government bonds, municipal bonds, and corporate bonds. Each Client account will contain a hedging instrument that may help reduce the risk. A typical hedge for the Might Invest models will be in the form of precious metals, low beta, or inflation-hedged assets. Based on the investor's selected risk tolerance, a client's account will typically hold between 5 and 20 percent of the aforementioned assets.

Mighty may utilize the following investment strategies:

- Long Term Purchases (securities held at least one year)
- Short Term Purchases (securities sold within one year)
- Trading (securities bought and sold within thirty days)
- Short Sales (transaction in which an investor sells borrowed securities in anticipation of a price decline)
- Options (contract for the purchase or sale of a security at a predetermined price during a specific period of time)

Client accounts with similar investment objectives and risk tolerance may own different securities and investments. This may occur because of market timing, rebalancing and a variety of factors that may limit the algorithm from allocating securities evenly across all accounts.

Methods of Analysis

Fundamental – This type of analysis involves analyzing a company's financial statements, its management, competitors, markets and its competitive advantages. This type of analysis puts a focus on the overall state of the economy, interest rates, production, and earnings. We adhere to disciplined investment parameters and our portfolios may include investments in undervalued companies. We are not concerned with short-term fluctuations of market price and instead put more importance on a company's value. Fundamental analysis is performed on historical and present data, but with the goal of making financial forecasts. Fundamental analysis is not without its drawbacks and challenges. This method can be tedious and time consuming. As with any other data, there is always the possibility that a company's data has been manipulated. Extrapolation may not always yield a successful prediction. There is a time delay when doing fundamental analysis as the financial data the analyst is reviewing is always from the previous quarter or year. Even if a fundamentally strong company at the right price is identified, it does not mean that the company shares are going to move anytime soon. Therefore, some holdings may need to be held for quite some time. A purely fundamental analyst might miss out on gains in share price, but it should be noted that Might Invest's goal is not to time the market.

Technical – This analysis method involves an analysis of past market movements and does not consider the underlying financial condition of a particular company. Through technical analysis, we attempt to determine and recognize recurring patterns in investor behavior in relation to a particular company. Through the use of this analysis, we may be able to potentially predict future price movement of certain securities. Technical Analysis can be difficult as analysts need to be familiar with various indicators and patterns and understand how they relate to investor sentiment and behavior. Analysts also have to devise methods to attempt to interpret how these issues may impact stock price. Like other analysis methods, technical analysis is not 100% percent accurate or reliable. Relative success depends on the analyst, the analysis tools, the ability to perform unbiased analysis, and the stock or market itself. Often there can be contradicting results.

Cyclical - This type of analysis involves measuring the movements of a particular stock against the overall market in an attempt to predict the price movement of the security. This analysis method takes into consideration that there are cyclical and noncyclical securities. Cyclical stocks are stocks that follow the general economic environment. The automotive industry is a prime example of a cyclical sector. Cyclical stocks do well in times of economic prosperity and generally suffer greater during times of economic recession or hardship. Conversely, health care stocks are an excellent example of non-cyclical stocks as there will always be a need for health care, regardless of the economic situation. These types of stocks might typically have consistent profits, rather than spikes. The seeming predictability in the movement of these stocks' prices leads some investors to try to time the market by buying these stocks at the low point in the business cycle and selling them at the high point. As previously noted, Mighty Invest does not attempt to time the market.

Long Term, Buy and Hold Strategy

Mighty Invest employs a long-term, "buy and hold" strategy for its models. Attempting to react to short-term price movements can affect our strategy of accumulating wealth over the longer term, and therefore we seek to avoid such situations that would force us to "time" the market.

Mighty Invest's security selection process puts primary emphasis on a company's financial condition, future growth prospects, cash flow generation, earnings stability, and unrecognized value. Other factors we consider are near-term overreactions to events like earnings that may represent buying opportunities for long-term investors. Mighty also employs a proprietary investment model which includes qualitative and quantitative factors to determine when to purchase and sell securities.

Mighty Invest relies on individual security selection versus attempts to time the market. The Adviser would generally not deploy an override to an algorithm to deploy short-term defensive measures based on market conditions.

Of course, no single theory or strategy can guarantee success. *It is important to understand that investing in securities involves a risk of loss that a client should be prepared to bear.*

B. MATERIAL RISKS INVOLVED

Mighty Invest takes the general position that investors with diverse portfolios have a

better chance of making a profit because it is difficult to accurately predict the movement of the economy. Obviously, no single strategy can be relied upon to outperform the market. In general, and when general investment advice is provided via its interactive website/app, while portfolio styles may vary, Mighty Invest primarily recommends long-term investment strategies vs. short-term trading. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes. Investors should keep in mind that asset withdrawals may impair the achievement of a client's investment objectives.

Mighty cannot warrant or guarantee any particular level of account performance. Not every investment decision or recommendation made by Mighty will be profitable, nor can we guarantee performance over time. Mighty can provide no assurance that its approach will be successful or that its clients' desired investment objectives will be achieved.

Risks associated with securities include:

Market Risk - The possibility that equity prices will decline over short or extended periods of time. The value of an investment will fluctuate with the market and Client accounts could lose money over short or long periods of time.

Interest Rate Risk - The value of the fixed-rate securities in which Clients invest, generally will have an inverse relationship with interest rates. Rising interest rates may cause the value of such securities to decline. The underlying loans of securities may also be adversely affected by rising interest rates that may result in the borrower's inability to meet their interest payment obligations.

Currency Risk - A Client account that holds investments denominated in currencies other than the currency in which the account is denominated may be adversely affected by the volatility of currency exchange rates.

Illiquid Securities - Clients may be invested in securities, loans or other financial instruments that are not actively or widely traded. Consequently, the disposition of such investments may be difficult or impossible to execute and could result in unfavorable prices at the time of liquidation. These illiquid assets may also be difficult to value. If a client account is forced to sell an illiquid asset to meet redemption requests or other cash needs, such account may be forced to sell the illiquid asset at a loss.

Portfolio Allocation Risk - A portfolio that holds the securities of fewer than 100 issuers may involve more risk than a more broadly, diversified portfolio of securities. A higher concentration of securities in one particular industry or asset class may be more susceptible to losses from any single corporate, economic, political, regulatory or market event.

Advisory Risk - There is no guarantee that Mighty's investment decisions about particular securities or asset classes will necessarily produce the intended results.

Institutional Risk - Institutions, including brokerage firms, counterparties and banks with which Clients may trade or invest, may default or encounter financial difficulties that impair their operational capabilities or Clients' capital positions. Clients are also subject to the risk that the exchanges on which their positions trade or the clearinghouses that the exchanges use may fail, which could also impair Clients' capital positions.

Software Risk - Mighty conducts its investment advisory services entirely through proprietary and third-party software applications. Mighty rigorously tests its software prior to releasing new features or introducing updates to existing platforms and applications, however, it is possible that such software may not always perform exactly as intended.

The discussion of risks above is not meant to be a complete description of all risks that Clients may face.

Investors must understand that when transferred securities are liquidated, they are subject to various fees such as: transaction fees, fees assessed at the mutual fund level (*i.e.*, contingent deferred sales charge) and/or tax ramifications.

It is important to understand that past performance is not a guarantee of future returns and investing in securities involves a risk of loss that a client should be prepared to bear.

C. RISKS OF SPECIFIC SECURITIES UTILIZED

Mighty Invest generally seeks investment strategies that do not involve significant risk or unusual risk beyond that of the general domestic and / or international equity and bond markets.

Investments in individual stocks can be risky. Some risks can be controlled, and some risks can be guarded against, but no investment strategy can carry guarantees from loss. Certain market risks cannot be controlled, such as market or economic conditions. Certain strategies may be employed to adjust portfolios, or the Adviser hold the portfolio's course.

Investments in mutual funds may bear a risk of investment loss. Clients who invest should also be prepared to bear a loss of investment proceeds.

Exchange traded funds (ETFs) can vary significantly from the net asset value due to market conditions. Certain funds may not track underlying benchmarks as expected.

Fixed income investments generally are utilized as a portfolio diversification element as well as for income deriving investments outside of equity exposure.

There are certain risks involved in investing in all types of bonds: Government, Municipal, and Corporate. The following is an overview of the types of risks that one should consider in terms of bond investments:

Interest rate risk; reinvestment risk; inflation risk; market risk, selection risk, timing risk, and price risk. Additional risks for some government agency, corporate and municipal bonds may include Legislative risk (a change in the tax code could affect the value of taxable or tax-exempt interest income); Call risk (some corporate, municipal and agency bonds have a "call provision" entitling their issuers to redeem them at a specified price on a date prior to maturity. Declining interest rates may accelerate the redemption of a callable bond, causing an investor's principal to be returned sooner than expected. In that scenario, investors have to reinvest the principal at the lower interest rates.

If the bond is called at or close to par value, as is usually the case, investors who paid a premium for their bond also risk a loss of principal. In reality, prices of callable bonds are unlikely to move much above the call price if lower interest rates make the bond likely to be called. Additionally, there may be a liquidity risk involved if investors may have difficulty finding a buyer when they want to sell and may be forced to sell at a significant discount to market value. Liquidity risk is greater for thinly traded securities such as lower-rated bonds, bonds that were part of a small issue, bonds that have recently had their credit rating downgraded or bonds sold by an infrequent issuer. Bonds are generally the most liquid during the period right after issuance when the typical bond has the highest trading volume. Additional risks for corporate and municipal bonds may include Credit risk; default risk; event risk and duration risk.

Bank obligations including bonds and certificates of deposit may be vulnerable to setbacks or panics in the banking industry. Banks and other financial institutions are highly dependent upon short-term interest rates and may be adversely affected by downturns in the U.S. and foreign economies and/or changes in regulations.

Past performance is not a guarantee of future returns. Investing in securities involves A risk of loss that all clients should be prepared to bear.

ITEM 9: DISCIPLINARY INFORMATION

Mighty Invest and its owners have never been involved in any investment-related legal or disciplinary actions, criminal or investment-related civil actions, license or registration suspensions, limitations, or revocations, administrative proceedings before the SEC or any other federal, state, foreign regulatory authority or self-regulatory proceedings.

Mighty Invest's record does not reflect the existence of any data that would be material to a client's or prospective client's evaluation of Mighty Invest or the integrity of its management. Information pertaining to Mighty Invest's owners and registered personnel is contained in the Form ADV Part 2B Brochure Supplements which are provided to Clients. If you did not receive the ADV 2B Brochures, please contact Mighty Invest.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. REGISTRATION AS A BROKER/DEALER OR BROKER/DEALER REPRESENTATIVE

Mighty Invest is not a broker/dealer and its Investment Adviser Representatives are not registered representatives of a broker/dealer. No such registrations are pending.

B. REGISTRATION AS A FUTURES COMMISSION MERCHANT (FCM), COMMODITY POOL OPERATOR (CPO) OR A COMMODITY TRADING ADVISER (CTA)

Mighty Invest is not registered as an FCM, CPO or a CTA. No such registrations are pending.

C. REGISTRATION RELATIONSHIPS MATERIAL TO THIS ADVISORY BUSINESS AND CONFLICTS OF INTEREST

Mighty Invest does not have any material relationships that would present a possible conflict of interest with any registered entities.

Mighty Invest does not operate and does not have a material relationship with a hedge fund or other type of private pooled investment vehicle.

Mighty Invest does not maintain registration relationships or common ownership with any of the following (and no such registrations are pending):

- broker-dealer, municipal securities dealer, or government securities dealer or broker
- investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)
- other investment adviser or financial planner
- futures commission merchant, commodity pool operator, or commodity trading adviser
- banking or thrift institution
- lawyer or law firm
- insurance company or agency
- pension consultant
- real estate broker or dealer sponsor or syndicator of limited partnerships

D. SELECTION OF OTHER ADVISERS OR MANAGERS AND HOW ADVISER IS COMPENSATED FOR THOSE SELECTIONS

Mighty Invest does not recommend other advisers or asset managers.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. CODE OF ETHICS

Mighty Invest takes the issue of regulatory compliance seriously and is committed to maintain compliance with federal and applicable state securities laws. Mighty Invest places great value on ethical conduct. The ultimate goal of the Adviser’s internal policies is to challenge its members and personnel to live up not only to the letter of the law, but the ideals set forth by the owners of Mighty Invest.

Clients may be familiar with the roles fiduciaries play in various legal situations and in certain industries. As a Registered Investment Adviser, Mighty Invest is a fiduciary to each client. As fiduciaries, Investment Advisers owe their clients several specific duties. According to the SEC (to which state regulators defer on this subject), an Investment Adviser’s fiduciary duties include:

- ❖ Providing advice that is suitable based upon what we know about our Clients
- ❖ Providing full disclosure of material facts and potential conflicts of interest (such that the Client has complete and honest disclosure in order to make an informed decision about the Adviser's services)
- ❖ The utmost and exclusive loyalty and good faith
- ❖ Best execution of transactions under the available circumstances
- ❖ The Adviser's reasonable care to avoid ever misleading clients
- ❖ Only acting in the best interests of clients

It is Mighty Invest's policy to protect its client's interests and place clients' interests first and foremost in every situation. Mighty Invest will abide by honest and ethical business practices to include, but is not limited to:

- ❖ Mighty Invest does will not recommend trading in a client's account that is excessive in size or frequency in view of the Client's stated financial resources and character of the account.
- ❖ Investment recommendations are suitable based on information furnished by the Client, as evidenced in the Adviser's program and internal documentation.
- ❖ The Adviser and its personnel will not borrow money from Clients.
- ❖ The Adviser will not recommend the purchase of a security without the reasonable belief that the security is registered, or the security or transaction is exempt from registration in states where we provide investment advice and based on the Adviser's due diligence research.
- ❖ Mighty Invest will not recommend unlicensed custodians / broker-dealers, based upon data available to the Adviser.

The Adviser's Investment Adviser Representatives and staff persons who have access to the Advisers and its Clients' investment data ("access persons") will report all required personal securities transactions to Mighty Invest's Chief Compliance Officer, as required by securities rules and regulations. Reportable trades for this Adviser include all but the following exceptions:

- Transactions effected pursuant to an automatic investment plan
- Securities held in accounts over which the access person has no direct or indirect influence or control
- Transactions and holdings in direct obligations of the Government of the United States
- Money market instruments — bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high-quality short-term debt instruments
- Shares of money market funds
- Transactions and holdings in shares of mutual funds are not reportable, since the Adviser does not have a material relationship with an investment company which would otherwise require reporting
- Transactions in units of a unit investment trust are not reportable if the unit investment trust is invested exclusively in unaffiliated mutual funds.

All applicable securities rules and regulations will be strictly enforced. Mighty Invest will not permit and has instituted controls against insider trading. Investment Adviser Representatives and administrative personnel who do not comply with the Adviser's Code of Ethics or who in any way violate securities rules and regulations, or who fail to

report known or suspected violations will be disciplined or terminated, depending upon severity. Such persons could also face action by the SEC and/or state securities regulators.

Clients are welcome to request a copy of the Adviser's Code of Ethics by contacting the Adviser's office.

B. RECOMMENDATIONS INVOLVING MATERIAL FINANCIAL INTERESTS

Mighty Invest does not recommend that clients buy or sell any security in which any of the Adviser or its related persons have a material financial interest.

C. INVESTING PERSONAL MONIES IN THE SAME SECURITIES AS CLIENTS

The Adviser's owners, Chief Compliance Officer and personnel may have similar investment goals and objectives as the Adviser's clients and may participate in Mighty Invest's services or may buy or sell securities for their personal accounts that may be identical to or different from those recommended to clients. Thus, at times the interests of the Adviser's Chief Compliance Officer, shareholders, and/or its personnel's accounts may coincide with the interests of clients' accounts. However, at no time will the Adviser's owners, officers or personnel receive an added benefit or advantage over Clients with respect to these transactions nor will they place themselves in a position to have added benefit as a result of advice given to clients. Personal trades are monitored by the Adviser's Chief Compliance Officer.

D. TRADING SECURITIES AT/AROUND THE SAME TIME AS CLIENTS

The Adviser, its owners, and its staff acknowledge Mighty Invest's fiduciary responsibility to place the investment needs of its clients ahead of the Adviser and its staff. The interests of clients are held in the highest regard. Kindly refer to the disclosure in Item 11.C above. At no time will Mighty Invest or any related person receive an added benefit or advantage over clients with respect to their personal securities transactions. The Adviser and its personnel will not place itself in a position to have added benefit as a result of advice given to clients. Mighty Invest's personnel shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. The Adviser has established trading policies and reporting for its access persons. As previously noted, the Chief Compliance Officer is responsible for monitoring its staff's personal trading.

ITEM 12: BROKERAGE PRACTICES

A. FACTORS USED TO SELECT CUSTODIANS AND/OR BROKER/DEALERS

Brokerage services are provided through Alpaca Securities LLC, a SEC registrant and Member FINRA, SIPC. Clearing and custody services are provided through Velox Clearing LLC SEC registrant, Member FINRA, SIPC, NYSE. Mighty Investment is not affiliated with these two firms. Clients (not the Adviser) will open accounts by entering into an account agreement directly with Alpaca Securities and Velox Clearing.

Mighty Invest recognizes its duty to obtain best price and execution for its clients under the circumstances available. The Adviser's decision to utilize the preferred service providers is based upon the technology and investor services provided and the services available to the Adviser. While it is possible that clients may pay higher commission or transaction fees through the preferred service provider, the Adviser has determined that these firms currently offer the best overall value to its clients for the brokerage services, customer services and technology provided. The preferred firms have established an expertise in supporting the needs of digital advisers and their clients.

Clients should understand that the appointment of Alpaca Securities and Velox Clearing as the sole service providers for their accounts may result in disadvantages as a possible result of less favorable executions than may be available through the use of a different broker-dealer. Normally, best price and execution is obtained for over-the-counter securities transactions by executing directly with the market maker on a principal basis. Clients may incur transaction costs, in addition to any commissions charged by the service providers, when trades in over-the-counter securities are effected on their behalf through that broker on an agency basis. Therefore, the Adviser's choice to utilize the preferred providers may limit or eliminate the Adviser's ability to obtain best price and execution in each case.

The SEC requires brokerage firms to make publicly available their order routing practices via quarterly reports. The report is to provide information on routing non-directed orders (any order that the customer or Adviser has not specifically instructed to be routed to a particular venue for execution). For non-directed orders, the brokerage firm will select the venue. Note: Brokerage firms are required to disclose any material arrangements with the venues utilized, including but not limited to any intermediation or payments for order flow arrangements. Clients are welcome to obtain copies of these reports if desired.

Market volatility, volume and system availability may delay account access and trade executions. Price can change quickly in fast market conditions, resulting in an execution price different from the quote displayed at order entry. Execution price, speed and liquidity and account access are affected by many factors, including market volatility, size and type of order and available market centers.

Trade Errors: On rare occasions, trade errors may occur. The Adviser's process is to correct trade errors via its trade error accounts established with its custodial firm. The custodian's policy on trade errors is to reimburse clients for any loss if the amount is \$100 or less. If the loss is greater than \$100, the Adviser will reimburse the client for a loss. Conversely, if there is any gain from the trade error, the custodian retains the gain in accordance with the firm's then-current internal policy.

Mighty Invest periodically reviews other alternatives that are available to the Adviser market. However, the Adviser takes the position that excellent customer service and trade execution coupled with the ability to support a digital platform is important. In its best execution analysis, the Adviser considers the following criteria:

- Operational capabilities, technology, business reputation and reliability
- Overall quality and promptness of execution services provided
- Creditworthiness and financial condition
- Quality of investor services

- Ability to access various market centers
- The broker-dealer's facilities and technology
- Any expertise in executing trades for the particular type of security
- Commission and transaction fees
- Ability to use ECNs to gain liquidity, price improvement, lower commission and anonymity
- Promptness and accuracy of execution-related statements and reports
- Research (if any) provided

1. RESEARCH AND OTHER SOFT DOLLAR BENEFITS

Mighty Invest does not accept research or other soft dollar benefits from brokerage or custodial firms.

Mighty Invest participates in the Alpaca Securities' and Velox Clearing's service programs for independent, digital Registered Investment Advisers. While there is no direct linkage between the investment service provided and the participation in adviser service program, economic benefits are received by the Adviser which would not be otherwise, if the Adviser did not give advice to clients.

In fulfilling its duties to its clients, Mighty Invest endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the Adviser's receipt of economic benefits from a broker-dealer/custodian creates a conflict of interest since these benefits may influence the Adviser's choice of broker-dealer over another broker-dealer that does not furnish similar fee benefits, software access/discounts, systems support, back office administrative support or other services.

Services received that benefit clients include access to a broad range of investment products, execution of securities transactions and custody of client assets. The investment products available through Velox Clearing includes some which we might not otherwise have access or that would require a significantly higher minimum investment by our clients. Velox Clearing's services described in this paragraph generally benefit you and your account.

Services that may not directly benefit clients are those products and services that Velox Clearing makes available to the Adviser but may not directly benefit our clients or their accounts. These products and services assist the Adviser in managing and administering our clients' online accounts and may include investment research (both the broker/dealer's and that of third parties). We may use this research to service all or some substantial number of our clients' accounts, including those maintained away from the broker/dealer providing the research. In addition to research, these service providers also make available software and other technology that provides access to client account data (such as duplicate trade confirmations and account statements); facilitates trade execution and allocation of orders for multiple accounts; provides pricing and other market data, facilitates payment of advisory fees from client accounts and assists with back-office functions, recordkeeping and client reporting.

Services that generally benefit only the Adviser are those other benefits intended to help the Adviser manage and further develop its business enterprise. These services include access to the firm's technology. Services may include general compliance, legal and general business consulting. The service providers may provide these services themselves and in other cases, they will arrange for third-party vendors to provide

services to the Adviser. Velox Clearing may also discount or waive fees for some services. Our service provider may also provide us with other benefits such as occasional business entertainment of our personnel which is monitored by our Chief Compliance Officer.

2. BROKERAGE FOR CLIENT REFERRALS

Mighty Invest does not receive referrals from any broker/dealer in exchange for directing trades to the referring broker/dealer or third party.

3. CLIENTS DIRECTING WHICH BROKER/DEALER/CUSTODIAN TO USE

Mighty Invest does not accept client-directed brokerage. Our online management platform is designed to utilize our contracted custodian and broker/dealer.

B. AGGREGATION (BLOCK) TRADING FOR MULTIPLE CLIENT ACCOUNTS

Mighty Invest places orders to buy and/or sell securities consistent with the discretionary authority granted to it by Clients and in accordance with its thematic portfolio management policies. The Adviser's discretionary authority includes the authority to select which securities to buy and sell and when to place orders for the execution of securities.

Mighty Invest trades in client accounts for a number of reasons, including in response to client actions such as asset allocation changes, deposits, or withdrawals. Mighty Invest also trades to rebalance client accounts, to change investment options, or to otherwise further the investment objectives that clients specify via Mighty Invest's website.

Mighty Invest seeks to place aggregated orders involving multiple accounts trading in the same securities. Aggregation is undertaken in firms processing large orders of securities in order to realize more effective trade execution and the cost efficiencies that come from executing larger order sizes. The Adviser may purchase or sell the same securities for several clients at approximately the same time. The Adviser may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among the Adviser's clients, differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. In each case, the Adviser strives to allocate investment opportunities or trades among its clients in a manner that is fair and equitable and based upon the client investment objectives. However, in certain situations, large orders of securities are not always consistent with the nature of the Adviser's trading activities. such as with new Client accounts.

Normally, when allocations are undertaken, transactions will generally be averaged as to price and allocated according to the Adviser's standard allocation procedure. This procedure considers the circumstances of each trade and always strives for fairness and cost-effectiveness to the Client. In most cases when the Adviser executes only a partial fill of a targeted buy order, allocations will prioritize complete fills for clients with the most available cash as a percentage of portfolio assets. Likewise, when the Adviser executes only a partial fill of a targeted sell order, allocations will prioritize complete fills for Clients with the least available cash as a percent of portfolio assets. To the extent that the Adviser determines to aggregate client orders for the purchase or sale of securities, including securities in which the Adviser's Investment Adviser Representatives may

invest, the Adviser shall normally do so in accordance with applicable rules promulgated under the SEC's Investment Advisers Act and no-action guidance provided by the staff of the SEC. An allocation statement will be prepared, and any special circumstances or conditions will be outlined in connection with each event.

Certain issues may impact the Adviser's allocation under the particular circumstances and in such cases, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when it has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis as established in the allocation statement.

Mighty Invest receives no additional benefit as a result of proposed aggregation.

ITEM 13: REVIEW OF ACCOUNTS AND REPORTS

A. FREQUENCY AND NATURE OF PERIODIC REVIEWS

Our registered personnel oversee Mighty's algorithm-based programs and monitor model data frequently (generally daily) to ensure they perform as intended and represented. In addition, Mighty invest's registered personnel periodically review the investments deployed in its models and as deemed appropriate will make adjustments within the Adviser's models and as required to activate newly created models.

Investor accounts are internally monitored no less than quarterly to ensure Mighty's algorithmic-based programs continue to appropriately align investor accounts within their selected strategies (and client-initiated investor profile changes). As noted at Item 4.B of this Brochure, Clients are responsible for keeping their investment data current by logging in to their Mighty Invest account to update their online profile - especially in response to actual or potential changes in their financial condition, objectives, and to adjust their strategy as they deem necessary.

B. REVIEWERS

The review processes are conducted by Mighty Invest's Co- Chief Executive Officers.

C. FACTORS THAT MAY TRIGGER NON-PERIODIC ACCOUNT REVIEWS

Non-periodic reviews are conducted by the Adviser's registered personnel and/or our programmed systems. This review process may be guided by the particulars in the algorithms utilized for a given model, the underlying assets in the models, market conditions, and other factors. Reviews may also be triggered by material market, economic or political events.

As noted in 13.A in this section, Clients should revisit previously entered data to update their information if a material event has occurred so that Mighty Invest, via its programmed systems, is able to analyze and potentially adjust the client's account.

D. CONTENT AND FREQUENCY OF REGULAR REPORTS

Mighty Invest provides Clients with continuous access via its website/app where Clients can access their account documents, such as account statements, and review their holdings and account value. Clients may also receive periodic email communications describing account information and service features.

Investors can expect to receive confirmation statements for transactions and customary account statements, directly from their custodial firm. The custodian's quarterly reports detail account value, net change, portfolio holdings, and all account activity.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

A. ECONOMIC BENEFITS PROVIDED BY THIRD PARTIES FOR ADVICE RENDERED TO CLIENTS (INCLUDES SALES AWARDS OR OTHER PRIZES)

Mighty Invest does not accept compensation from third parties for advice provided to clients.

B. COMPENSATION TO NON-ADVISORY PERSONNEL FOR CLIENT REFERRALS

Mighty Invest may enter into solicitor agreements with unaffiliated persons or firms who wish to refer investors to Mighty Invest. Mighty Invest requires all solicitors to be appropriately registered if required by their state regulator and to maintain compliance with applicable securities rules and regulations in order to participate in Mighty Invest's referral program. Solicitors are required to deliver Mighty Invest's Form ADV 2 Brochures and a Compensation Disclosure at the time of the referral. The fee Mighty Invest pays to a referring Solicitor for its services does not impact the fees that clients pay to Mighty Invest.

Solicitors and their business activities are separate and distinct from Mighty Invest. Solicitors are engaged by Mighty Invest as independent contractors only and they are not in any way involved in Mighty Invest's business or Mighty Invest's day-to-day operations. Solicitors are prohibited from providing advice, collecting fees or accepting investment monies on behalf of Mighty Invest.

Clients should be aware that there is a conflict of interest when a Solicitor recommends the Mighty Invest's services since the Solicitor receives compensation for the referral so long as the client becomes and remains a Mighty Invest client, the Solicitor maintains an appropriate registration, and the Solicitor has not breached the terms of the Solicitor Agreement with Mighty Invest.

ITEM 15: CUSTODY

Client accounts are held at Velox Clearing, which provides execution and custodial services. In all cases, clients have a direct and beneficial interest in their securities (individual ownership), rather than an undivided interest in a pool of securities.

The Adviser will maintain access to custodial accounts in order to implement trades and to deduct its contractually agreed investment advisory fees, but only with the appropriate Client authorization.

Clients can expect to receive regular and customary account statements directly from the custodian and Clients should carefully review these statements. If Clients find that statements are not being received or if they find any discrepancies in statement information, they must promptly communicate this information to their custodial firm and Mighty Invest.

ITEM 16: INVESTMENT DISCRETION

Mighty Invest maintains limited discretion to execute trades and re-balance portfolios within investor's designated investment objectives as discussed at Item 4.B in this Brochure. Limited discretion is granted in the Adviser's client agreement and in custodial account forms. The Adviser will never have full power of attorney, nor will the Adviser have authority to withdraw funds or securities other than the ability to deduct its contractually agreed investment management fee and only with client authorization.

ITEM 17: PROXY VOTING

Mighty Invest does not vote proxies for its clients. Investors and clients can expect to receive proxy voting materials and other solicitation directly from their custodian. Mighty Invest does not provide proxy voting advice nor does it solicit proxies from clients or non-clients.

ITEM 18: FINANCIAL INFORMATION

A. BALANCE SHEET

Mighty Invest does not require nor solicit prepayment of investment management fees in excess of \$1200 for services to be provided six or more months in advance of services. The Adviser does not otherwise maintain custody other than the ability to deduct its management fee via custodial accounts with client authorization. Therefore, Mighty Invest is not required to provide a business balance sheet with this Brochure.

B. FINANCIAL CONDITIONS REASONABLY LIKELY TO IMPAIR THE ADVISER'S ABILITY TO MEET CONTRACTUAL COMMITMENTS TO CLIENTS

Mighty Invest and its management do not have any financial condition that is likely to reasonably impair the Adviser's ability to meet its user commitments to clients.

C. BANKRUPTCY PETITIONS IN PREVIOUS TEN YEARS

Mighty Invest and its owners have never been a party in a bankruptcy petition.