

Titan Capital Management

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This brochure provides information about the qualifications and business practices of Titan Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at the telephone number and/or e-mail address above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority. Our e-mail for regulatory compliance is info@titanmanagers.com.

Titan Capital Management, LLC is a registered investment advisor. Registration of an investment advisor does not imply any level of skill or training. The verbal and written communications of an investment adviser provide you with information you need to determine whether to hire or retain the advisor.

Additional information about Titan Capital Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Our firm CRD number is 319447.

Titan Capital Management, LLC

The initial filing of this disclosure brochure is dated January 20, 2022. Following is a summary of the material changes made to Part 2 since that filing.

Item 4: As of December 31, 2022, we have regulatory assets under management of \$106.4 million on a discretionary basis.

Item 15: For accounts where the client has a standing letter of authorization that allows us to transfer money to third party accounts specified by the client, we are also deemed to have custody. We follow the guidance outlined in the Investment Adviser Association no-action letter dated February 21, 2017, for these accounts. A copy of this letter is available upon request.

Please contact us at (209) 529-3089 or arthur@titanmanagers.com if you would like a copy of our updated Part 2. Additional information about us is also available on the SEC's website at www.adviserinfo.sec.gov.

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ITEM 4: ADVISORY BUSINESS

Who we are

Titan Managers, LLC dba Titan Capital Management (referred to as “we,” “our,” “us,” or “Titan”), submitted a succession filing in March 2022 to take over the business of its predecessor entity, Titan Capital Management, LLC. Our principal officer is Abe Askil, Jr., Chief Executive Officer and Chief Investment Officer.

Services we offer

Titan provides global tactical portfolio solutions for the most aggressive investors to the most conservative investors. We rely on our proprietary quantitative models to help us objectively navigate the ebbs and flows of the global financial markets. Our models seek to participate during uptrending markets and to protect capital during downtrends.

Titan manages five global tactical strategies across the reward to risk scale from aggressive to conservative. Titan currently offers the following tactical strategies:

- Titan Focus 20
- Titan Ultra Growth
- Titan Growth
- Titan Moderate Growth
- Titan Conservative Growth

The above services are provided directly to clients of Titan. In addition, Titan provides similar services as a subadvisor to unaffiliated, third party investment advisors. Disclosure related to services provided as a subadvisor is provided in a separate disclosure document.

In addition to the above, we provide financial planning services upon client request. Our main focus is on Investment and Retirement Planning, but we also provide Education, Estate, Insurance and Tax Planning. We do not provide these reviews as a stand-alone service.

As part of its subadvisory business, Titan provides portfolio management services to two wrap programs, and may provide similar services to additional wrap programs in the future. The wrap programs are sponsored by an unaffiliated registered investment advisor. Accounts managed within the wrap programs are managed in a manner identical to clients who are not part of a wrap program. The wrap program sponsor is responsible for any trading costs associated with the wrap fee accounts. The management fees received by Titan from the wrap fee sponsor are the same as those received from other investment advisor clients for whom it provides subadvisory services. Fees are negotiable at Titan’s sole discretion.

Assets under management

As of December 31, 2022, we have regulatory assets under management of \$106.4 million on a discretionary basis. We have no non-discretionary assets under management. This represents total assets under management for Titan for all advisory clients.

ITEM 5: FEES AND COMPENSATION

Advisory Fees & Billing Practices

Fees for investment management services are calculated as a percentage of assets under management. These fees are billed quarterly in arrears, based on the assets under management as of the last day of the calendar quarter. Our standard fee schedule follows.

<u>Assets under Management</u>	<u>Annual Fee</u>
On the first \$2,000,000	1.00%
On the next \$3,000,000	0.75%
On amounts over \$5 million	Negotiable

Minimum annual fee: \$3,000

Fees are not negotiable for accounts below \$5 million. Basic financial planning services are included in the above fees. Note that there is a conflict of interest with the implementation of the financial plan; we receive increased fees if you include us in the implementation of the financial plan. You are not required follow any of the recommendations in the financial plan or, if you choose to implement any recommendation, to employ us to implement it for you.

Clients may provide authorization for us to deduct our fees directly from the investment account. Following is important information about the deduction of management fees:

- Client must provide authorization for us to deduct fees in the advisory agreement signed with Titan.
- Clients receive statement from the custodian which shows account holdings and transactions in the account, including the amount of the management fee deducted.

You may elect to pay by check rather than having payment deducted directly from your account.

You may end our advisory relationship by providing 30 days written notice. We will prorate the advisory fees earned through the termination date and send you an invoice for the advisory fees due.

We believe the fees mentioned above are competitive; however you may be able to obtain similar services from other sources at a lower price.

Other Costs Involved

In addition to our advisory fee shown above, you are responsible for paying fees associated with investing for your account. These fees include:

- management fees for ETFs and mutual funds. These are fees charged by the managers of the ETF or mutual fund and are a portion of the expenses of the ETF or mutual fund.
- brokerage costs and transaction fees for any securities or fixed income trades. These are generally charged by your custodian and/or executing broker.

Additional information about brokerage costs and services is provided in “Item 12: Brokerage Practices.”

Neither Titan nor our affiliated persons receive compensation, other than the fees mentioned above, for the sale of securities or other investment products.

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

We do not offer a performance-based fee structure for new clients, but have done so in the past. There is no difference in the way money is managed for asset-based fee clients (including subadvisory clients) versus performance based fee clients because we use the same investment approach and portfolios for both.

ITEM 7: TYPES OF CLIENTS

Titan offers investment advisory services to individuals, businesses, pension and profit-sharing plans, and registered investment advisors.

Generally we require that clients maintain a minimum account size of \$500,000. However, we may waive these minimums at our sole discretion.

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

We rely on our proprietary quantitative models to help us objectively determine what to buy, when to buy, what to sell, and when to sell. Each of our strategies incorporate multiple models to help maximize returns and minimize losses.

We realized a long time ago that if we could eliminate human emotions and biases from the investment process, it would give us an advantage. This is the primary reason why we use quantitative models to objectively guide us through the ebbs and flows of the financial markets.

Currently we work with a large global universe of individuals stocks and Exchange Traded Funds (ETFs) which includes: U.S. stocks and bonds, foreign stocks and bonds, commodities, REITs, MLPs, currencies, and cash. We believe that our global universe may give us more opportunities to make money during up and down markets.

The global tactical approach that we use is not market timing and it is not about picking market tops or bottoms; it is about getting in line with the major market trends. Our approach does not require us to predict the future, but to objectively interpret the present.

The Titan Ultra Growth strategy can use levered index products. Leveraged ETFs are considered risky. The use of leverage strategies by a fund increases the risk to the fund and magnifies gains or losses on the investment. You could incur significant losses even if the long-term performance of the underlying index showed a gain. Most leveraged ETFs reset daily. Due to the effect of compounding, their performance over longer periods of time can differ significantly from the performance of their underlying index or benchmark during the same period of time.

All investments involve different degrees of risk. You should be aware of your risk tolerance level and financial situations at all times. We cannot guarantee the successful performance of an investment and we are expressly prohibited from guaranteeing accounts against losses arising from market conditions.

ITEM 9: DISCIPLINARY INFORMATION

Registered investment advisors are required to disclose any material facts regarding any legal or disciplinary actions that would be material to your evaluation of the investment advisor and each investment advisor representative providing investment advice to you. We have no information of this type to report.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

As a registered investment advisor, we are required to disclose when we, or any of our principals, have any other financial industry affiliations. Neither Titan nor our affiliated persons have material outside business affiliations, arrangements or registrations, pending or otherwise, with other companies, regulatory organizations or persons.

We do not recommend or select other investment advisors for you and receive compensation directly or indirectly from those advisors that creates a material conflict of interest, nor do we have other business relationships with those advisors that create a material conflict of interest.

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

Code of Ethics

We have adopted a set of enforceable guidelines (Code of Ethics), which describes unacceptable conduct by Titan and our associated persons. Summarized, this Code of Ethics prohibits us from:

- placing our interests before yours,
- using non public information gathered when providing services to you for our own gains, or
- engaging in any act, practice or course of business that is, or might be considered, fraudulent, deceptive, manipulative, or in violation of any applicable law, rule or regulation of a governmental agency.

Please contact us if you would like to receive a full copy of this Code of Ethics.

Personal Trading for Associated Persons

We may buy or sell some of the same securities for you that we already hold in our personal account. We may also buy for our personal account some of the same securities that you already hold in your account. It is our policy not to permit our associated persons (or their immediate relatives) to trade in a way that takes advantage of price movements caused by your transactions.

We may restrict trading for a particular security for our accounts or those of our associated person if there is a pending trade in that security in a client account. Trades for our accounts (and those of our associated

persons) will be placed as part of a block trade with client trades, or individually after client trades have been completed. Additional information about block trades is provided in the Aggregation of Orders section of “Item 12: Brokerage Practices.” When our trades are placed after our client trades, we may receive a better or worse price than that received by the client.

Titan and its associated persons may purchase or sell specific securities for their own account based on personal investment considerations without regard to whether the purchase or sale of such security is appropriate for clients.

All persons associated with us are required to report all personal securities transactions to us quarterly.

ITEM 12: BROKERAGE PRACTICES

Selection of Brokers

In selecting brokers to execute portfolio transactions, we make a good faith judgment of about which broker would be appropriate. We take into consideration not only the available prices and rates of brokerage commissions, but also other relevant factors that may include (without limitation):

- the execution capabilities of the broker/dealer,
- custodial and other services provided by the broker/dealer that are expected to enhance our general portfolio management capabilities,
- the size of the transaction,
- the difficulty of execution,
- the operational facilities of the broker-dealers involved,
- the risk in positioning a block of securities, and
- the quality of the overall brokerage services provided by the broker/dealer.

In addition to our relationship with TD Ameritrade, which is described below, we work with other custodians to trade on behalf of clients.

Titan participates in the institutional advisor program (the “Program”) offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC (“TD Ameritrade”). TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Titan receives some benefits from TD Ameritrade through our participation in the Program. Please see “Item 14: Client Referrals and Other Compensation” for additional disclosures.

We do not maintain custody of your assets, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see “Item 15: Custody”). Your assets must be maintained in an account at a “qualified custodian,” generally a broker/dealer or bank. We request that our clients use TD Ameritrade as the qualified custodian. We are independently owned and operated and are not affiliated with TD Ameritrade. TD Ameritrade will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we request that you use TD Ameritrade as custodian/broker, you will decide whether to do so and will open your account with TD Ameritrade by entering into an account agreement directly with them. We do not open the account for you, although we

may assist you in doing so. Even though your account is maintained at TD Ameritrade, we can still use other brokers to execute trades for your account as described below.

TD Ameritrade charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your TD Ameritrade account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have TD Ameritrade execute most trades for your account. We have determined that having TD Ameritrade execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above.

Subadvisor clients are not required to utilize TD Ameritrade as their custodian. Details related to the brokerage practices for subadvisory accounts is provided in a separate disclosure document.

Titan participates in a similar program with Charles Schwab & Co., Inc.

Aggregation of Orders

There are occasions on which portfolio transactions will be executed as part of concurrent authorizations to purchase or sell the same security for another client or one or more of our associated persons.

We may choose to block (aggregate) trades for your account with those of other client accounts and personal accounts of persons associated with Titan. We utilize a software program that generates instructions for all client accounts, which are then transmitted as block trades to each custodian simultaneously. When we place a block trade, all participants at the same custodian that are included in the block receive the same price per share on the trade. The price is calculated by averaging the price of all of the shares traded. Due to the averaging of price over all of the participating accounts, aggregated trades could be either advantageous or disadvantageous. Commission costs are not averaged. You will pay the same commission whether your trade is placed as part of a block or on an individual basis. The objective of the aggregated orders will be to allocate the executions in a manner that is deemed equitable to the accounts involved.

Soft Dollars

Regulators deem the receipt of goods and/or services from a third party in connection with providing advice to clients as “soft dollars.” The additional services we receive from TD Ameritrade, as disclosed in Item 14 below, would fall under this description.

ITEM 13: REVIEW OF ACCOUNTS

Client portfolios managed to our tactical models, which are continuously monitored. Trades are executed in the portfolios when our models generate buy or sell signals. Reviews are performed by Abe Askil, Chief Executive Officer and Chief Investment Officer.

Financial plan reviews and updates are provided when requested by the client. These reviews are performed by Arthur Askil, Director of Wealth Management.

Performance, cash flow, management fee, cost basis and individual security data are sent to clients on a quarterly basis.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

As disclosed in “Item 12: Brokerage Practices,” Titan participates in TD Ameritrade’s institutional customer program and Advisor may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between Titan’s participation in the program and the investment advice we give to our clients, although we receive economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount):

- receipt of duplicate client statements and confirmations;
- research related products and tools;
- consulting services;
- access to a trading desk serving investment advisor participants;
- access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts);
- the ability to have advisory fees deducted directly from client accounts;
- access to an electronic communications network for client order entry and account information;
- access to mutual funds with no transaction fees and to certain institutional money managers; and
- discounts on compliance, marketing, research, technology, and practice management products or services provided to Titan by third party vendors.

TD Ameritrade may also have paid for business consulting and professional services received by our related persons. Some of the products and services made available by TD Ameritrade through the program may benefit Titan but may not benefit its client accounts. These products or services may assist us in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Titan manage and further develop its business enterprise. The benefits received by Titan or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, Titan endeavors at all times to put the interests of its clients first. You should be aware, however, that the receipt of economic benefits by Titan or its related persons in and of itself creates a potential conflict of interest and may indirectly influence our choice of TD Ameritrade for custody and brokerage services. We have considered the above factors (including those listed in Item 12), in addition to our participation in the AdvisorDirect program disclosed below, and determined that we have acted within our fiduciary duty to our clients.

Previously, Titan participated in the TD Ameritrade AdvisorDirect program. As part of this program, Titan received client referrals from TD Ameritrade. We no longer actively participate in this program, disclosure is provided solely because Titan pays ongoing fees to TD Ameritrade for previous client referrals.

We do not have current arrangements to provide compensation for client referrals.

ITEM 15: CUSTODY

If you give us authority to deduct our fees directly from your separately managed account, we have custody of those assets. In order to avoid additional regulatory requirements in these cases, we follow the procedures outlined in “Item 5: Fees and Compensation.” You will also receive quarterly statements directly from custodian of the account that details all transactions in the account.

For accounts where the client has a standing letter of authorization that allows us to transfer money to third party accounts specified by the client, we are also deemed to have custody. We follow the guidance outlined in the Investment Adviser Association no-action letter dated February 21, 2017, for these accounts. A copy of this letter is available upon request.

ITEM 16: INVESTMENT DISCRETION

As one of the conditions of managing your account, you are required to provide discretionary authority for us to manage your assets. Discretionary authority means that you are giving us a limited power of attorney to place trades on your behalf. This limited power of attorney does not allow us to withdraw money from your account, other than advisory fees if you agree to give us that authority.

You grant us discretionary authority by completing the following items:

- Sign a contract with us that provides a limited power of attorney for us to place trades on your behalf. Any limitations to the trading authorization will be added to this agreement.
- Provide us with discretionary authority on the new account forms that are submitted to the broker/dealer acting as custodian for your account(s).

We do not allow clients to place restrictions on our investment discretion.

ITEM 17: VOTING CLIENT SECURITIES

We do not accept the authority to vote proxies on your behalf. You will receive proxies and other related paperwork directly from your custodian. Upon request we will provide guidance about voting a specific proxy solicitation.

ITEM 18: FINANCIAL INFORMATION

We do not charge or solicit pre-payment of more than \$1,200 in fees per client six or months in advance. We have never filed for bankruptcy and are not aware of any financial conditions that are reasonably likely to impair our ability to meet our contractual obligations to clients.