

Wing Financial Inc.

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Wing Financial Inc. If you have any questions about the contents of this brochure, please contact us at (949) 600-3630 or by email at: John@wing.app. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Wing Financial Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. Wing Financial Inc.'s CRD number is: 321886.

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

Version Date: 03/06/2023

Item 2: Material Changes

Wing Financial Inc. has not yet filed an annual updating amendment using the Form ADV Part 2A. Therefore, there are no material changes to report.

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Item 4: Advisory Business

A. Description of the Advisory Firm

Wing Financial Inc. (hereinafter “WFI”) is a corporation organized in the State of Delaware. The firm was formed in November 2021, and the principal owners are John Sharpe and Sean Wing.

B. Types of Advisory Services

Tech Enabled Financial Planning Platform Services

WFI provides tech enabled financial planning platform services through its mobile application and website. The base subscription includes: 1) automated financial guidance based on activated “life experiences”, 2) high-level guidance from a team of financial planning specialists who provide guidance through an in-app Q&A tab, and 3) member’s only content and education included within the application.

Automated Financial Guidance

Clients provide information about themselves, their investment goals, and their overall life goals. WFI will formulate financial planning guidance based on this information. WFI will consider the following aspects of a client’s situation: assets and liabilities, financial goals, lifestyle preferences, applicable time horizons, income-based scenarios, investment risk preferences, and personality traits. Proposed financial planning guides – which are furnished by WFI’s proprietary algorithm – will provide personalized guidance that adheres to a fiduciary standard, including guidance for savings, money management, asset allocation, and funding. Each planning guide provided by WFI is based solely upon information provided by the client. As a result, the planning guide relies on accuracy and completeness of the information provided by the client.

Specialist Team

The Specialist Team is a team of at least three licensed financial planners who are responsible for 1) answering general financial planning questions through the in-app “Ask The Team” module, 2) constantly updating and refining data for the WFI Experience Portfolio module, 3) creating occasional video or written content relevant to financial guidance for the benefit of members, and 4) working with the Executive Team to develop new experience topics that can be included within the WFI Experience Portfolio.

Member Content

In addition to tailored planning guides for each activated “experience”, members will occasionally receive Insights that are based on activated experiences. Insights are delivered in the Home feed and within the Experience module. Additionally, subscribers

(clients) can receive creative content, such as video interviews or updates, within their in-app Home feed.

Written Acknowledgement of Fiduciary Status

When we provide investment guidance to you regarding an activated Experience within your Experience Portfolio, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money may create some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment guidance (give prudent advice);
- Never put our financial interests ahead of yours when making guidance or recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

C. Client Tailored Services and Client Imposed Restrictions

WFI will provide an in-app planning guide for each individual client. A set minimum amount of questions for each experience must be answered in order to generate a planning guide. WFI may use model allocations together with a specific set of guidance for each client based on their personal restrictions, needs, and targets. Clients may not impose restrictions in guidance or types of guidance in accordance with their values or beliefs.

D. Wrap Fee Programs

A wrap fee program is an investment program where the client pays one stated fee that includes management fees and transaction costs. WFI does not participate in wrap fee programs.

E. Assets Under Management

WFI has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$0	\$0	December 2022

Item 5: Fees and Compensation

A. Fee Schedule

Tech Enabled Financial Planning Platform Services Fees

WFI offers tech enabled financial planning platform services through its mobile application that charges \$9.99 per month and may be cancelled at any time.

B. Payment of Fees

Payment of Tech Enabled Financial Planning Platform Services Fees

Tech enabled financial planning platform services fees are paid via secure third-party card processor – this will be paid through Apple Pay (iPhone only – Android not yet available). Fees are paid monthly in arrears.

C. Client Responsibility For Third Party Fees

Clients will not incur party fees (i.e., custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.) in connection with the tech enabled financial planning platform services provided by WFI.

D. Prepayment of Fees

WFI collects fees in advance. Refunds for fees paid in advance but not yet earned will be refunded on a prorated basis.

E. Outside Compensation For the Sale of Securities to Clients

Neither WFI nor its supervised persons accept any compensation for the sale of investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

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

Item 7: Types of Clients

WFI generally provides planning services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals

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

Item 8: Methods of Analysis

WFI has developed proprietary algorithms to automatically monitor and evaluate client accounts. The Firm's algorithms will utilize the user's stated information, including linked banking and investment account information, to determine personalized financial planning guidance that meets a fiduciary guidance standard.

WFI's investment guidance approach is high level, strategic asset allocation in order to help the client minimize overall portfolio risk and increase diversification. WFI does not engage in market-timing or specific timing of certain sectors, asset classes, individual securities, or economic cycles. Asset allocation guidance is based upon generally accepted asset allocation tenets such as Modern Portfolio Theory, which are embedded within WFI's algorithms. All guidance considers 1) client stated and linked information, including life goals, 2) risk vs. return characteristics, interest rates, inflation, and other economic factors. Clients must understand that diversification does not ensure a profit or protect against a loss in a declining market. There is no guarantee that any particular asset allocation guidance or mix of funds will meet their investment objectives or provide a given level of income or return.

WFI provides projections of investment outcomes in its planning guidance. Projections are estimates only and are based on certain economic factors, such as interest rates, inflation, a client's finances, and other pertinent financial factors. As estimates, they are imprecise and hypothetical in nature, do not reflect actual investment results, and are not guarantees of future results. They are subject to change over time with updates to our algorithms and underlying assumptions and may be materially impacted by a client's failure to update their personal and financial information.

WFI does not recommend investment strategies for individual securities. As a financial planning platform, WFI provides strategies related to asset allocation, risk tolerance and diversification across all asset classes.

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

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below are not guaranteed or insured by the FDIC or any other government agency.

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

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

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

Neither WFI nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

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

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

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

John William Sharpe has a real estate broker license. However, John William Sharpe is not currently active in this business and will not offer services to WFI advisory clients.

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

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

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

A. Code of Ethics

WFI has a written Code of Ethics as required by applicable securities laws. The code establishes a standard of business conduct expected of its supervised persons and provides specific guidance related to managing conflicts of interest. The code of ethics includes procedures to: 1) report any internal violations of the code, 2) review and approve securities transactions (if any) and holdings by supervised persons with access to client information, and 3) prevent access to material nonpublic information about Wing's guidance and recommendations and any client securities holdings or transactions by individuals who do not need the information to perform their duties. WFI's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

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

C. Investing Personal Money in the Same Securities as Clients

Representatives of WFI do not buy or sell securities for themselves nor for clients.

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

Representatives of WFI do not buy or sell securities for themselves nor for clients.

Item 12: Brokerage Practices

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

WFI does not recommend brokers/custodians.

1. *Research and Other Soft-Dollar Benefits*

WFI does not trade client's accounts and therefore receives no research, product, or services from a broker-dealer ("soft dollar benefits").

2. *Brokerage for Client Referrals*

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

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

WFI does not trade client's accounts or recommend broker/custodians, and therefore does not direct brokerage.

B. Aggregating (Block) Trading for Multiple Client Accounts

WFI does not trade clients' accounts and therefore does not have the ability to block trade purchases across accounts.

Item 13: Review of Accounts

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

The tech enabled financial planning platform will auto-generate financial planning guides for each client that is tailored to their personal lifestyle and goals. The planning guides are each specific to a client's life experience. These planning guides are continuously available to the User and use conditional logic, thereby allowing each guide to change in case the user's financial situation or preferences change.

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

Planning guides generated by the tech enabled financial planning platform do not undergo non-periodic review by WFI, although change pursuant to changes in the user's lifestyle or financial situation.

C. Content and Frequency of Regular Reports Provided to Clients

The planning guides generated by the tech enabled financial planning platform are dynamic, meaning they are constantly up to date and change pursuant to changes in the user's lifestyle or financial situation. In addition to financial planning guides, the user will receive insights (similar to tips) that can help educate them on various financial options.

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)

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

B. Compensation to Non - Advisory Personnel for Client Referrals

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

Item 15: Custody

WFI does not take custody of client accounts at any time. Custody of client's accounts is held primarily at the client's custodian. Clients will receive account statements from the custodian and should carefully review those statements for accuracy.

Item 16: Investment Discretion

WFI does not have discretion over client accounts at any time.

Item 17: Voting Client Securities (Proxy Voting)

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

Item 18: Financial Information

A. Balance Sheet

WFI neither requires nor solicits prepayment of more than \$119.88 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

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

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

C. Bankruptcy Petitions in Previous Ten Years

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