

Item 1 Cover Page

STRATxAI Technologies Ltd
Rathkip
Ballina, Co Mayo, Ireland
www.stratxai.com

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This brochure provides information about the qualifications and business practices of STRATxAI Technologies Ltd. If you have any questions about the contents of this brochure, please contact us at +353 85 1849 227. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Registration as a registered investment advisor does not imply a certain level of skill or training.

Additional information about STRATxAI Technologies Ltd also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 Material Changes

This is a new brochure and there has not been a previous annual update. Therefore, there are no changes to report.

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Item 4 Advisory Business

STRATxAI Technologies Ltd (“STRATxAI” or “Advisor”) was formed in March 2023 and is a registered investment advisor with the SEC since August 2023..

STRATxAI is owned by Life Unlocked Ltd, which is principally owned by Paul Clifford, CEO and Conor Naylor, CFO.

Advisory Services

STRATxAI’s principal service is providing fee-based limited discretionary investment advisory services to clients through an interactive website and API which can be found at www.stratxai.com.

The Advisor’s advice is powered by the insights it makes when clients input various data points that help tailor both “off the shelf” model portfolios provided on the STRATxAI website, or more bespoke data-driven strategies based on different performance metrics and asset attributes. Such data points, which are largely driven by the client, allow the Advisor to provide investment advice tailored to each specific client’s concerns (which may include investment horizon, investment risk preference, fundamental and technical indicators, and sector weighting, for example).

Currently, the Advisor’s website is powered by its own quantitative strategies together with inputs from each client to help tailor model portfolios (as defined below) and other bespoke strategies at the client’s direction. A myriad of components, including company fundamental and technical analysis, as well as traditional news, alternative data, macro events, human behavior, sentiment, social attitudes and data technology goes into the Advisor’s investment decision making. STRATxAI has developed a suite of software tools that effectively corroborate and calibrate the plethora of publicly available data that impacts companies, brands, and sectors across the globe.

The Advisor selects equity, commodity, inflation and fixed-income exchange traded funds (“ETFs”) as well as equity securities of publicly-traded companies to build model portfolios, which on the STRATxAI website are called Strategies. The Strategies act as model portfolios. Clients may choose to manually modify the model portfolio in a very slight way – such as changing the rebalance frequency or portfolio weightings other than the one recommended or currently in effect. While STRATxAI recommends a model portfolio, it also gives the client the freedom to manually choose a slightly different model portfolio and disregard the pre-set advice of STRATxAI. Based on a client’s inputs, STRATxAI can recommend a volatility threshold for the client’s portfolio. Clients are also given the ability to stray slightly from the advice of the STRATxAI algorithm and manually increase or decrease the volatility of their portfolio, this can be done by using the STRATxAI no-code platform. Clients are able to back-test their model portfolios in order to compare them to a benchmark or another model portfolio, and to see how a particular model portfolio hypothetically performs under real-world conditions. The client is able to change and edit these model portfolios at any time.

The Advisor’s algorithm is designed to keep the holdings within each client’s account in exact alignment with the Strategy holdings outputted from the algorithm, even when the market prices of the securities in the client’s account fluctuates. Clients authorize the Advisor to automatically rebalance their Investment Account holdings as per the Strategy rebalance period, maintain a

minimum cash balance and re-invest dividends. If a client chooses, they are also given the ability to manually select the frequency of rebalancing manually, in which case they are given the option to rebalance either monthly, quarterly, semi-annually or annually. When a client adds money to their account, the Advisor can purchase a combination of ETFs and other securities, as appropriate, to align the client's account along with the target Strategy allocation for the selected model portfolios. Clients may liquidate securities in their account through the website and initiate cash withdrawals through the custodian. The rebalancing strategy is based on an agreed upon rebalancing period that the client agrees to for the model portfolio. This rebalancing period may initiate liquidations of certain securities and purchases of other securities to keep the clients portfolio in exact alignment with the model portfolio of their chosen Strategy.

The number of times rebalancing is performed is not limited and is driven by the Advisor's decisions on the composition and holdings in the client's selected model portfolio. This is transparent and outlined in the model portfolio documentation, which the client agrees to and is aware of. As a result, there is a possibility that the Advisor may sell or buy securities without taking into account individual tax consequences or market circumstances. The Advisor will not engage in tax loss harvesting trades in order to optimize the tax consequences of holding, or disposing of, certain holdings.

The Advisor only provides investment advice through the website and only with respect to these types of investments.

STRATxAI does not provide portfolio management services to wrap fee programs.

As of the approval date of the firm, STRATxAI had no clients and therefore no client assets under management.

Item 5 Fees and Compensation

Asset Management Fees

STRATxAI provides its investment advisory services to other investment advisors and to clients that are not investment advisors. Fees differ between these two types of clients. All fees will be charged pursuant to an investment advisory agreement signed by each client. For investment advisor clients, STRATxAI's fee is 1.00% per annum based on the value of portfolio assets of the client account as of the opening of business on the first business day of each month and is paid monthly in advance. New account fees will be prorated from the inception of the account to the end of the first month. Clients other than investment advisors are charged a monthly fixed fee that ranges between \$15 to \$35 depending on factors that include whether clients use "off-the-shelf" strategies or the no-code platform to do their own research. The higher fees of \$35 per month arise if the client wants to use the no-code platform to construct their own long-term investing strategy using our data. The client can run their own back-test over two decades to see how their strategy would have performed in the past. This resource is computationally expensive and the reason for the extra monthly charge.

These fees may be negotiated by STRATxAI at its sole discretion. Investment advisory fees will be charged to clients using Stripe, an Internet payment processing platform. Clients will give written authorization permitting the Advisor to be paid using their credit card.

All fees paid to STRATxAI for investment advisory services are separate and distinct from the expenses charged by mutual funds and ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee and other fund expenses. Client is responsible for all custodial and securities execution fees charged by the custodian and executing broker-dealer. The Advisor's fee is separate and distinct from the custodian and execution fees.

At no time will STRATxAI accept or maintain custody of a client's funds or securities except for authorized fee deduction.

STRATxAI's advisory fee is payable in advance. Upon termination, any fees paid in advance will be prorated to the date of termination and any unearned fees will be refunded to client.

Neither STRATxAI nor its supervised persons accept compensation for the sale of securities or other 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

STRATxAI does not charge performance-based fees.

Item 7 Types of Clients

The Advisor will offer its services to individuals, trusts, estates, charitable organizations, corporations or business entities, and other investment advisors.

The Advisor does not have any minimum requirements for opening or maintaining an account.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

The Advisor can suggest a model portfolio for a specific client, however each client is afforded the opportunity through the website to select a different model portfolio of the client's choosing which may be a different from the model portfolio recommended to the client by the Advisor.

Accordingly, clients should be aware that:

- an algorithm is used to track a clients' account;
- the algorithm does not recommend a model portfolio based on a client's personal information, outside of what is collected via the data inputted by the client;
- the algorithm can match clients to a recommended model portfolio based on the client's initial data inputs;

- the algorithm makes the initial and ongoing investments and rebalances the investments in the account so that it matches the target allocations for the selected model portfolio and related client inputs;
- the algorithm may rely on back-tested information, and, thus, may not operate as expected or intended when events having few or no historical antecedents occur; and

Limitations of the algorithm include, without limitation:

- imperfect estimation of the market turning point;
- the expected return and expected correlation among different assets may significantly deviate from real market conditions due to unexpected events or investor panic;
- the algorithm used to manage client accounts might rebalance the accounts without regard to market conditions and the algorithm may not address prolonged changes in market conditions;
- the Advisor might halt trading or take other temporary defensive measures in stressed market conditions;
- the Advisor owns and manages the algorithm;
- absent technical issues, there is limited involvement in the oversight and management of accounts;
- the performance of the algorithm will necessarily be impacted by a client deviating from the recommendations provided by the algorithm – any such deviation is done at the client's own risk.

The ETFs and other securities that comprise client portfolios are selected via the Advisor's internal selection criteria. ETFs themselves are managed by the relevant fund manager/sponsor. The Advisor does not manage, control or receive compensation from ETF or other managers or the custodians.

Rebalancing and initial investments can be made throughout the trading day. There are inherent risks to the use of algorithms to drive portfolio recommendations, which may result in loss of capital. The Advisor also relies on certain vendors in order to provide portfolio rebalancing. In the event that one of these vendors is unavailable, the Advisor will not have the capability to rebalance the portfolio.

Clients should understand the website is not a self-directed brokerage service. STRATxAI are a provider of long-term, model portfolios that cover Strategies for equity securities and ETFs and advocate investing via a data-driven approach that involves set portfolio rebalances that keeps model portfolios in line with the algorithm. The clients are aware that there is no manual stock selection on their part and no ability to use the website as a self-directed brokerage service. The Advisor places orders to buy and/or sell securities with the custodian consistent with the limited discretionary authority granted to it by clients, which includes, among other things, the authority to select which securities to buy and sell and when to place orders for the execution of securities.

Through qualitative and quantitative due diligence, the Advisor selects ETFs and publicly traded equities to include in each model portfolio. The Advisor chooses ETFs because of their transparency, liquidity, fee models and diversification. The Advisor chooses stocks because of their exposure to specific industries, liquidity, transparency, risk profile, and diversification.

The ETFs and stocks selected represent an array of investment options across a broad range of investment strategies such as conservative, moderate or aggressive balanced risk funds; asset classes such as small, mid, and large cap U.S. equities, fixed income, real estate, commodities, or international; and industries such as healthcare, defense or consumer.

In the Advisor's due diligence and analysis process, the Advisor utilizes a form of quantitative analysis in which it analyzes historical market data, risk metrics and other benchmarks. The Advisor could potentially use some data inputs collected from the client to recommend stocks and ETFs that it believes, based on its proprietary software, will outperform or underperform the markets or analyst consensus.

Clients need to be aware that investing in securities involves risk of loss that clients need to be prepared to bear.

The Advisor primarily recommends that clients invest in ETFs and exchange traded equity securities (stocks). The material risks of this type of investment are:

All investments involve some degree of risk. In finance, risk refers to the degree of uncertainty and/or potential financial loss inherent in an investment decision. In general, as investment risks rise, investors seek higher returns to compensate themselves for taking such risks.

Every saving and investment product has different risks and returns. Differences include how readily investors can get their money when they need it, how fast their money will grow, and how safe their money will be.

Business Risk

With a stock, you are purchasing a piece of ownership in a company. With a bond, you are loaning money to a company. Returns from both of these investments require that the company stays in business. If a company goes bankrupt and its assets are liquidated, common stockholders are the last in line to share in the proceeds. If there are assets, the company's bondholders will be paid first, then holders of preferred stock. If you are a common stockholder, you get whatever is left, which may be nothing.

Volatility Risk

Even when companies aren't in danger of failing, their stock price may fluctuate up or down. Large company stocks as a group, for example, have lost money on average about one out of every three years. Market fluctuations can be unnerving to some investors. A stock's price can be affected by factors inside the company, such as a faulty product, or by events the company has no control over, such as political or market events.

Liquidity Risk

This refers to the risk that investors won't find a market for their securities, potentially preventing them from buying or selling when they want. This can be the case with the more complicated investment products.

Other Risks that apply to Equity Strategies, including ETFs:

- Management Risk: Due to its passive and defensive management, a portfolio could underperform other portfolios with similar investment objectives and/or strategies.
- Allocation Risk: A portfolio may use an asset allocation strategy in pursuit of its investment objective. There is a risk that a portfolio's allocation among asset classes or investments will cause a portfolio to lose value or cause it to underperform other portfolios with a similar investment objective and/or strategy, or that the investments themselves will not produce the returns expected.
- Sector/Industry Risk: The risk that the strategy's concentration in equities in a specific sector or industry will cause the strategy to be more exposed to the price movements in and developments affecting that sector.
- Market and Timing Risk: Prices of securities may become more volatile due to general market conditions that are not specifically related to a particular company, such as adverse economic conditions or outlooks, adverse investor sentiment, changes in the outlook for corporate earnings, or changes in interest rates.
- Event Risk: The possibility that an unforeseen event will negatively affect a company or industry, and thus, increase the volatility of the security.

Item 9 Disciplinary Information

Neither STRATxAI nor its management persons have had any legal or disciplinary events, currently or in the past.

Item 10 Other Financial Industry Activities and Affiliations

STRATxAI does not have any other financial or industry activities and does not have any advisory affiliates.

STRATxAI does not recommend or select other investment advisors for clients.

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

STRATxAI is registered with the SEC and maintains a Code of Ethics pursuant to SEC rule 204A-1. STRATxAI has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the adviser. In addition, the Code of Ethics governs

personal trading by each employee of STRATxAI deemed to be an Access Person and is intended to ensure that securities transactions effected by Access Persons of STRATxAI are conducted in a manner that avoids any conflict of interest between such persons and clients of the adviser or its affiliates. STRATxAI collects and maintains records of securities holdings and securities transactions effected by Access Persons. These records are reviewed to identify and resolve conflicts of interest. STRATxAI will provide a copy of the Code of Ethics to any client or prospective client upon request.

STRATxAI does not recommend to clients, or buy or sell for client accounts, securities in which the firm or a related person has a material financial interest.

STRATxAI and/or its investment advisor representatives may from time to time purchase or sell products that they may recommend to clients. This practice creates conflicts of interest in that personnel of STRATxAI can take advantage of the advance knowledge of firm securities trading and trade their personal accounts ahead of the client trades or recommend trades in client accounts that may affect the price of the securities owned by the Investment Advisor Representatives. To mitigate these conflicts, STRATxAI has adopted a Code of Ethics as noted above. STRATxAI's Code of Ethics is available upon request. Finally, supervised persons of registered investment advisors are fiduciaries by law and are required to put the client's interest before those of the firm and themselves.

STRATxAI requires that its investment advisor representatives follow its basic policies and ethical standards as set forth in its Code of Ethics.

Investment Advisor Representatives of STRATxAI may trade for their own accounts securities that are being traded for client accounts at or about the same time. To mitigate the conflict of interest in such circumstances, STRATxAI's policy is to require the trading of all relevant client accounts prior to the trading of their own accounts. The Chief Compliance Officer examines personal trading activities of STRATxAI's personnel to verify compliance with this policy.

Item 12 Brokerage Practices

If requested by the client, STRATxAI may suggest brokers or dealers to be used based on execution and custodial services offered, cost, quality of service and industry reputation. STRATxAI will consider factors such as commission price, speed and quality of execution, client management tools, and convenience of access for both the Advisor and client in making its suggestion.

STRATxAI does not receive research or other products or services other than execution from a broker-dealer or third party as a result of client securities transactions.

STRATxAI does not receive client referrals from any broker-dealer or third party as a result of the firm selecting or recommending that broker-dealer to clients.

STRATxAI recommends that all clients use a particular broker-dealer for execution and/or custodial services. The broker-dealer is recommended based on criteria such as, but not limited

to, reasonableness of commissions charged to the client, tools and services made available to the client and the Advisor, and convenience of access to the account trading and reporting. The client will provide authority to STRATxAI to direct all transactions through that broker-dealer in the investment advisory agreement.

As an investment advisory firm, STRATxAI has a fiduciary duty to seek best execution for client transactions. While best execution is difficult to define and challenging to measure, there is some consensus that it does not solely mean the achievement of the best price on a given transaction. Rather, it appears to be a collective consideration of factors concerning the trade in question. Such factors include the security being traded, the price of the trade, the speed of the execution, apparent conditions in the market, and the specific needs of the client. STRATxAI's primary objectives when placing orders for the purchase and sale of securities for client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the broker. STRATxAI may not necessarily pay the lowest commission or commission equivalent as specific transactions may involve specialized services on the part of the broker.

STRATxAI does not permit clients to direct brokerage except for choosing the custodian at the outset of the relationship. If the client chooses to use a broker-dealer other than those recommended by STRATxAI, the client will trade their own account outside of the STRATxAI website, including any rebalancing of the account.

Because clients primarily initiate transactions in their account on the website, STRATxAI does not aggregate trades.

Item 13 Review of Accounts

The Advisor provides all clients with continuous access to the website and all its functionality. All clients have full access to information regarding their account status, portfolio transactions and allocations, securities, and their portfolio account balances.

The client accounts will rebalance on a set frequency that the client elects, or is fully aware of, and clients can adjust on an ongoing basis. The Advisor will not prompt the client to review their accounts for portfolio rebalancing and any changes to the rebalancing will be made on a unilateral basis by the client.

Clients will receive written statements no less than quarterly from the custodian. STRATxAI does not deliver separate client reports.

Item 14 Client Referrals and Other Compensation

STRATxAI is not compensated by anyone for providing investment advice or other advisory services except as previously disclosed in this Brochure.

STRATxAI does not directly or indirectly compensate any person who is not a supervised person for client referrals.

Item 15 Custody

STRATxAI does not have custody of client funds or securities.

Item 16 Investment Discretion

STRATxAI only has trading discretion over client accounts for rebalancing the account to the selected model portfolio. Such discretion is limited to the selection and amount of securities to be bought or sold in client accounts without obtaining prior consent or approval from the client for each transaction. Clients approve the initial portfolio transactions prior to the transactions being executed. The rebalancing trades are subject to the specified investment objectives, guidelines or limitations previously set forth by the client and agreed to by STRATxAI.

Discretionary authority will only be provided upon full disclosure to the client. The granting of such authority will be evidenced by the client's execution of an Investment Advisory Agreement containing all applicable limitations to such authority.

Item 17 Voting Client Securities

STRATxAI will not vote, nor advise clients how to vote, proxies for securities held in client accounts. The client clearly keeps the authority and responsibility for the voting of these proxies. Also, STRATxAI cannot give any advice or take any action with respect to the voting of these proxies. The client and STRATxAI agree to this by contract. Clients will receive proxy solicitations from their custodian and/or transfer agent.

Item 18 Financial Information

STRATxAI does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance, and is not required to file a balance sheet.

STRATxAI has limited discretionary authority over client accounts and is not aware of any financial condition that will likely impair its ability to meet contractual commitments to clients. If STRATxAI does become aware of any such financial condition, this brochure will be updated and clients will be notified.

STRATxAI has never been subject to a bankruptcy petition.