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Form ADV Part 2A  
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This disclosure brochure provides information about the qualifications and business practices of Quantum Greeks Advisors LLC (the “Adviser”). If you have any questions about the contents of this disclosure brochure, please contact us via email at [support@quantumtrades.com](mailto:support@quantumtrades.com). The information in this disclosure brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

The Adviser is a registered investment adviser. The registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information that you may use to determine whether to hire or retain such adviser.

Additional information about the Adviser is also available on the U.S. Securities and Exchange Commission’s (“SEC”) website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 - Material Changes**

This document is the Part 2A of Form ADV: Firm Brochure (the “Brochure”) for the Adviser. This Item discloses material changes since the last annual update of this Brochure. The Adviser has made the following material changes to the Brochure since its initial filing on July 27, 2023:

Item 4 – Advisory Business: updated the Adviser’s services and subscription fee information.

Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss: updated to clarify the Adviser’s risks.

Item 16 – Investment Discretion: updated to clarify the Adviser’s investment authority.

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## Item 4 - Advisory Business

### A. Description of the Advisory Firm

The Adviser was founded on April 10, 2023. Additional information about the Adviser is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by using a unique identifying number, known as a CRD number. The CRD number for the Adviser is #327035. The SEC's website also provides information about any persons affiliated with the Adviser who are registered or are required to be registered as investment adviser representatives of the Adviser.

The Adviser is a registered investment adviser ("RIA") which offers non-discretionary online advisory services to its advisory clients (each a "Client," and collectively, "Clients") through an online web-based platform (the "Platform").

The Adviser is a privately held company headquartered in Folsom, CA. The Adviser is wholly owned by Quantum Greeks Inc. Karishma Kiolada, the Adviser's Chief Executive Officer, and Nithy Srirangan, Chief Operating Officer, each beneficially owns 25% or more of the Adviser through their ownership of Quantum Greeks Inc. Information about the Adviser's organizational and ownership structure is provided in Part 1 of the Adviser's Form ADV which is available online at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

The Adviser operates an investment Platform available at [www.quantumgreeks.com](http://www.quantumgreeks.com) (the "Website"). When a Client opens an account ("Investment Account") with the Adviser, they can access the Investment Platform through the Website. The Platform provides Clients with investment advice in the form of certain recommended options trades presented to Clients as investment strategies ("Strategies" and each, a "Strategy"), specifically tailored and designed for each Client. The investments offered through the Platform only include options ("Investments"). Each Strategy will consist of options trades. The Strategies are developed by the Adviser's proprietary algorithmic model (the "Model"). Please see Section B – Description of the Advisory Services below for a more detailed look at the Strategies currently offered by the Adviser.

From time to time, the Strategies offered by the Adviser may change. The Adviser will communicate any changes to you by updating this Brochure.

The Platform also provides content regarding finance and markets. Advisory services are delivered solely through the Website. The Adviser does not provide investment advice in person or over the phone, or in any manner other than through the Website. Additional information about the Adviser's products and services is provided in the Adviser's Form ADV Part 1, available at <http://www.adviserinfo.sec.gov>. The Adviser encourages visiting the Website for additional information.

### B. Description of the Advisory Services

The Adviser provides non-discretionary investment advisory services ("Advisory Services") to Clients solely through the Platform.

Upon accessing the Platform, a Client must complete a Suitability Questionnaire ("Suitability Questionnaire"). Utilizing prompts on the Platform, a Client may then indicate their interest in trading in options on certain stocks or ETFs, as well as select certain parameters to be taken into consideration by the Adviser's Model to generate the Strategies. Based on the Client's preferences and indicated parameters, the Adviser will provide non-discretionary recommendations to Clients to invest in one or more

Strategies.

The Model currently relies in part on questions relating to suitability (i.e., age, income and liquid net worth, investment objectives, investment time horizon, and risk tolerance) in recommending Strategies, which are not weighted equally. Clients should understand that the recommendation of Strategies relies in part upon the suitability information provided by each such Client. Clients are advised to promptly update their financial information on the Suitability Questionnaire if there are any changes to their financial situation or financial goals, as the Strategies recommended to each Client rely in part upon each Client's Suitability Questionnaire.

Interested parties may access the Platform at any time. This Brochure, which is available on the Platform and on the Adviser's website, describes, among other things, the Adviser, its services, fees, and any material conflicts of interest that could be reasonably expected to impair the rendering of unbiased and objective advice. The Adviser's privacy policy is also provided for reference on the Platform. The Brochure and the privacy policy are available to interested parties for their download and/or printing.

The investments in each Client's Investment Account are held in a separate account in the Client's name at an independent custodian and not with the Adviser. Client's Investment Accounts advised through the Platform must be held with a qualified custodian (the "Custodian").

#### C. Assets Under Management

The Adviser does not manage Client assets.

### **Item 5 - Fees and Compensation**

#### A. Fees for Advisory Services

We charge a monthly subscription fee ("Subscription Fee"). We currently offer Advisory Services at three different subscription levels. Each level has a different Subscription Fee. Our Fees are currently as follows:

#### **Our Pricing - Subscription Model**

<b>Silver Plan</b>	<b>Gold Plan</b>	<b>Platinum Plan</b>
<b>\$49 /Month</b>	<b>\$99/Month</b>	<b>\$149/Month</b>
20 option trading per month fixed	45 option trading per month fixed	100 option trading per month after that \$0.25/contract

At the beginning of each month, the Adviser will invoice the client for the Subscription Fees due for that month. Lower fees may be available from other sources.

## **B. Fees Charged by Financial Institutions**

In connection with the Adviser's services, and any purchase or sales by a Client, Clients may incur fees and/or expenses separate from the Adviser's services. These additional fees and charges may include transaction and execution charges and the fees/expenses charged by any custodian, and other transaction-related costs, electronic fund and wire fees, and any other fees that reasonably may be borne by a brokerage account. The issuer of some of the securities or products purchased for Clients, such as ETFs or other similar financial products, may charge product fees that affect Clients. These fees and/or expenses are separate from and in addition to the Adviser's Subscription Fees. The Client is responsible for all such fees and expenses. These fees are charged by and paid to the broker-dealer or custodian from the Clients' accounts. The Adviser does not receive, directly or indirectly, any portion of these fees charged to the Client. In addition, none of the Adviser's employees receive (directly or indirectly) compensation from the purchase or sale of securities or investments for Clients.

## **Item 6 - Performance-Based Fees and Side-by-Side Management**

Performance-based fees are fees based on a share of capital gains on or capital appreciation of the assets of a Client. The Adviser does not charge any performance-based fees.

## **Item 7 - Types of Clients**

The Adviser's customers are individual investors and business entities.

The Adviser does not currently require a minimum amount to open an account, but each Strategy requires a minimum amount of funds in the Client's brokerage account to be executed. The Adviser reserves the right to impose a minimum or maximum account size or value in the future at its discretion. If and when the Adviser chooses to impose a minimum or maximum account size, the Adviser will provide written notice to all Clients by amending this Brochure.

## **Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss**

The Adviser utilizes a risk-based scoring mechanism for suitability determination based on the answers provided in the Suitability Questionnaire. The Suitability Questionnaire will include age, financial need, annual income and net worth, investment objectives, investment time horizon, and risk tolerance. Upon the Client providing information about the Client's interest in specific stocks or ETFs through the Platform, the Client is presented with a variety of Strategies created by the Adviser's Model, which are based on the risk-based score assigned to the Client and on the Client's preferences for specific stocks or ETFs.

### **A. Investment Strategies**

#### ***Proprietary Strategies:***

The Adviser uses a proprietary Model to help select the Strategies it recommends and/or makes available through the Platform to each Client. The proprietary Model recommends one or more Strategies based

on the Client's Suitability Questionnaire and the preferences for specific stocks or ETFs and related parameters indicated by the Client through the Platform.

## B. Risk of Loss

The Adviser does not guarantee the future performance of any Investment Account. Clients must understand that investments made via the Platform involve substantial risk and are subject to various market, currency, economic, political and business risks, and that those investment decisions and actions will not always be profitable. Clients may not get back the amount invested. Subject to the Investment Advisers Act of 1940 ("Advisers Act"), the Adviser shall have no liability for any losses in a Client's account. The price of any security or the value of an entire asset class can decline for a variety of reasons outside of the Adviser's control, including, but not limited to, changes in the macroeconomic environment, unpredictable market sentiment, forecasted or unforeseen economic developments, interest rates, regulatory changes, and domestic or foreign political, demographic, or social events. There is no guarantee that the Adviser's judgment or investment decisions about particular securities or asset classes will necessarily produce the intended results. The Adviser's judgment may prove to be incorrect, and a Client might not achieve his or her investment objectives. High volatility and/or the lack of deep and active liquid markets for a security may prevent a Client from selling his or her securities at all, or at an advantageous time or price because the Adviser and the Client's broker may have difficulty finding a buyer and may be forced to sell at a significant discount to market value. The Platform, by its automated nature, limits excessive trading risk, although human programming error may result in excessive trading. The Adviser cannot guarantee any level of performance or that any Client will avoid a loss of Investment Account assets. *Any investment in securities involves the possibility of financial loss that Clients should be prepared to bear.*

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

### **Risks of Investing:**

**Market Risk** - The price of any security or the value of an entire asset class can decline for a variety of reasons outside of the Adviser's control, including, but not limited to, changes in the macroeconomic environment, unpredictable market sentiment, forecasted or unforeseen economic developments, interest rates, regulatory changes, and domestic or foreign political, demographic, or social events.

**Investment Risk** - There is no guarantee that the Adviser's judgment, Model or investment decisions about particular securities or asset classes will necessarily produce the intended results. The Adviser's judgment may prove to be incorrect, and a Client might not achieve his or her investment objectives. The Adviser may also make future changes to the investing algorithms and services that it provides. In addition, it is possible that Clients or the Adviser itself may experience computer equipment failure, loss of internet access, viruses, or other events that may impair access to the Adviser's software-based financial service.

**Volatility and Correlation Risk** - Clients should be aware that the Adviser's asset selection process is



based in part on a careful evaluation of past price performance and volatility in order to evaluate future probabilities. However, it is possible that different or unrelated asset classes may exhibit similar price changes in similar directions, which may adversely affect a Client, and may become more acute in times of market upheaval or high volatility. Past performance is no guarantee of future results, and any historical returns, expected returns, or probability projections might not reflect actual future performance.

**Liquidity and Valuation Risk** - High volatility and/or the lack of deep and active liquid markets for a security may prevent a Client from selling her securities at all, or at an advantageous time or price because the Adviser and the Client's broker may have difficulty finding a buyer and may be forced to sell at a significant discount to market value. Some options on ETFs that hold or trade financial instruments may be adversely affected by liquidity issues as they manage their portfolios.

**Credit Risk** – The Adviser cannot control, and Clients are exposed to the risk that financial intermediaries or security issuers may experience adverse economic consequences that may include impaired credit ratings, default, bankruptcy or insolvency, any of which may affect portfolio values or management. This risk applies to assets on deposit with any broker utilized by a Client, notwithstanding asset segregation and insurance requirements that are beneficial to Clients generally. In addition, exchange trading venues or trade settlement and clearing intermediaries could experience adverse events that may temporarily or permanently limit trading or adversely affect the value of securities held by Clients. Finally, any issuer of securities may experience a credit event that could impair or erase the value of the issuer's securities held by a Client.

**Legislative and Tax Risk** - Performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment adviser or securities trading regulation; changes in the U.S. government's guarantee of ultimate payment of principal and interest on certain government securities and changes in the tax code that could affect interest income, income characterization, and/or tax reporting obligations. The Adviser does not engage in financial or tax planning, and in certain circumstances, a Client may incur taxable income on her investments without a cash distribution to pay the tax due.

**Trading Limitations Risk** - For all securities and options listed on a public exchange, the exchange generally has the right to suspend or limit trading under certain circumstances, including, without limitation, the right to impose position limits and price limits on persons or groups of persons. Such suspensions or limits could render certain strategies difficult to complete or continue and subject the Client to loss.

**Litigation Risk** - From time to time, certain Clients may be named as a defendant in a lawsuit or regulatory action. As a result of such action, the assets of certain Clients may be frozen, and such Clients may not be able to liquidate their investments. In certain cases, certain Clients may be called on to testify and/or provide information in connection with such lawsuit or regulatory action. Certain Clients may also be named as a defendant in the lawsuit or regulatory action. Litigation and regulatory actions can be time-consuming and expensive, and can frequently lead to unpredicted delays or losses.

**Options Risks** - The Adviser generally utilizes options in furtherance of Clients' investment strategies. Option positions may include both long positions, where the Client is the holder of put or call options, as well as short positions, where the Client is the seller (writer) of an option. Although option techniques can increase investment return, they can also involve a higher level of risk compared with their underlying securities. For example, the expiration of unexercised long options effectively results in the loss of the entire cost or premium paid for the option. Conversely, the writing of an uncovered put or call option can involve, similar to short selling, a theoretically unlimited risk of an increase in a Client's cost of selling or purchasing the underlying securities, commodities or other financial instruments in the event

of exercise of the option.

**Inflation, Currency, and Interest Rate Risks** - Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of an investor's future interest payments and principal. Inflation also generally leads to higher interest rates, which in turn may cause the value of many types of fixed-income investments to decline. The liquidity and trading value of foreign currencies could be affected by global economic factors, such as inflation, interest rate levels, and trade balances among countries, as well as the actions of sovereign governments and central banks. In addition, the relative value of the U.S. dollar-denominated assets primarily advised by the Adviser may be affected by the risk that currency devaluations affect Client purchasing power.

**Technology Risks** - The techniques and methodologies utilized by the Adviser in offering investment advice are fundamentally dependent on technology, including hardware, software and telecommunications systems. The data gathering, research, forecasting, Strategy generation, order execution, trade allocation, risk management, operational, back office and accounting systems, among others, utilized by the Adviser are all highly automated and/or computerized. Such automation and computerization are dependent upon an extensive amount of proprietary software and third-party hardware and software. The Adviser typically does not utilize design documents or specifications when building its proprietary software. The proprietary software code thus typically serves as the only definitive documentation and specification for how such software should perform. The Adviser's proprietary software and third-party hardware and software may experience errors, omissions, imperfections and malfunctions (collectively, "Coding Errors"). Coding Errors in third-party hardware and software are generally entirely outside of the control of the Adviser. The Adviser, however, seeks to reduce the incidence and impact of Coding Errors through a certain degree of internal testing and real-time monitoring, and the use of independent safeguards in the overall Platform and often, with respect to proprietary software, in the software code and the Model itself. Despite such testing, monitoring and independent safeguards, Coding Errors may result in, among other things, the generation of unanticipated Strategies, the failure to execute trades in a timely fashion, and/or the failure to properly gather and organize available data, all of which can and may have adverse (and potentially materially adverse) effects on the Adviser Investment Accounts and/or the Client's performance. Coding Errors are often extremely difficult to detect, especially in the case of proprietary Models. Regardless of how difficult their detection appears in retrospect, some of these Coding Errors may go undetected for long periods of time and some may never be detected. The degradation or impact caused by these Coding Errors can compound over time. Moreover, the Adviser may detect certain Coding Errors that it chooses, in its sole discretion, not to address or fix. While the Adviser may not perform a materiality analysis on many of the Coding Errors discovered in its software code, the Adviser believes that the testing and monitoring performed on such software will enable the Adviser to identify and address those Coding Errors that a prudent person managing a digital investment program would identify and address by correcting the Coding Errors. Clients should assume that Coding Errors and their ensuing risks and impact are an inherent part of investing with a digital investment adviser such as the Adviser. Accordingly, the Adviser does not expect to disclose discovered Coding Errors to the Clients. The Adviser seeks, on an ongoing basis, to create adequate backups of software and hardware where possible but there is no guarantee that such efforts will be successful. Further, to the extent that an unforeseeable software or hardware malfunction or problem is caused by a defect, security breach, virus or other outside force, Clients may be materially adversely affected.

**Risks of Relying on Data** - The Strategies recommended to Clients are highly reliant on information

provided by Clients in generating Strategies. The Strategies are highly reliant on the accuracy of the information provided to the Adviser by Clients. If a Client were to provide the Adviser with inaccurate information, this could materially impact the quality and applicability of the Strategies. In addition, the Strategies are limited in scope to the questions the Adviser asks through the Suitability Questionnaire.

**Cybersecurity Risks** – The Adviser and its service providers are subject to risks associated with cybersecurity breaches. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from cyber-attacks and hacking by other computer users, and to avoid the resulting damage and disruption of hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. Cyber-attacks are generally deliberate, but unintentional events may have similar effects. Cyber-attacks may cause losses to Clients by interfering with the processing of transactions, affecting the Adviser’s ability to create and update Strategies or impeding or sabotaging trading. Clients may also incur substantial costs due to a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, and the dissemination of confidential and proprietary information. Any such breach could expose the Adviser to civil liability as well as regulatory inquiry and/or action. In addition, Clients could incur additional losses as a result of unauthorized use of their personal information. While we have established business continuity plans, incident response plans and systems designed to prevent cyber-attacks, there are inherent limitations in such plans and systems, including the possibility that certain risks have not been identified. Similar types of cybersecurity risks also are present for issuers of securities in which we invest, which could result in material adverse consequences for such issuers, and may cause a Client’s investment in such securities to lose value.

**Infrastructure Risks** - Infrastructure-related investments are subject to a number of unique risks. These investments may be concentrated into a small number of projects, resulting in a high degree of risk with respect to each project. Further, these investments are often subject to foreign and emerging market risks.

**Market Volatility** - General economic fluctuations may affect the value of one or more investments. In the event of economic volatility, achieving a favorable return on investments may be severely impeded.

**Large Investment Risks** - Clients may collectively account for a large portion of the assets in certain investments. A decision by many investors to buy or sell some or all of a particular investment where Clients hold a significant portion of that investment may negatively impact the value of the investment.

**Use of Margin and Leverage** - While using margin borrowing can substantially improve returns, such use may also increase the adverse impact to which a Client’s portfolio may be subject. Borrowings will usually be from securities brokers and dealers and typically secured by the Client’s securities and/or other assets. Under certain circumstances, such a broker-dealer may demand an increase in the collateral that secures the Client’s obligations, and if the Client were unable to provide additional collateral, the broker-dealer could liquidate assets held in the account to satisfy the Client’s obligations to the broker-dealer. You are not required to be notified before your securities are liquidated. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of the client’s borrowings and the interest rates on those borrowings, which will fluctuate, will have a significant effect on the Client’s profitability. When using margin, you can lose more funds than you deposit into your account. A decline in the value of securities that are purchased on margin may require you to provide additional funds to the firm that has made the loan to avoid the forced sale of those securities or other securities in your account.

**Novel Coronavirus Pandemic, Public Health Emergency, and Global Economic Impacts** - As of the date of this Form ADV Part 2A, there is an ongoing outbreak of a novel and highly contagious form of

coronavirus (“COVID-19”), which the World Health Organization declared a pandemic on March 11, 2020. The outbreak of COVID-19 has caused a worldwide public health emergency with a substantial number of hospitalizations and deaths and has significantly adversely impacted global commercial activity and contributed to both volatility and material declines in equity and debt markets. The global impact of the outbreak is rapidly evolving, and many country, state, and local governments have reacted by instituting mandatory or voluntary quarantines, travel prohibitions and restrictions, closure or reduction of offices, businesses, schools, retail stores, and other public venues and/or cancellation, suspension or postponement of certain events and activities, including certain non-essential government and regulatory activity. Businesses are also implementing their own precautionary measures, such as voluntary closures, temporary or permanent reductions in the workforce, remote working arrangements, and emergency contingency plans. Such measures, as well as the general uncertainty surrounding the dangers, duration, and impact of COVID-19, are creating significant disruption in supply chains and economic activity, impacting consumer confidence and contributing to significant market losses, including having particularly adverse impacts on transportation, hospitality, tourism, sports, entertainment, and other industries dependent upon physical presence. As COVID-19 continues to spread, potential additional adverse impacts, including a global, regional, or other economic recession of indeterminate duration, are increasingly likely and difficult to assess. The extent of the impact of COVID-19 on the Adviser will depend on many factors, including the duration and scope of the resulting public health emergency, the extent of any related restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity, and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. The effects of the COVID-19 pandemic may materially and adversely impact the Adviser’s ability to source, advise, and divest investments and the Adviser’s ability to achieve its investment objectives on behalf of its Clients, all of which could result in significant losses to a Client. In addition, COVID-19 and the resulting changes to global businesses and economies will, likely, adversely impact the business and operations of the Adviser, and its respective affiliates. Certain businesses and activities may be temporarily or permanently halted as a result of government or other quarantine measures, voluntary and precautionary restrictions on travel or meetings and other factors, including the potential adverse impact of COVID-19 on the health of key personnel.

**Other Catastrophic Risks** - In addition to the potential risks associated with COVID-19 as outlined above, the Adviser may be subject to the risk of loss arising from direct or indirect exposure to a number of types of other catastrophic events, including without limitation (i) other public health crises, including outbreaks of SARS, H1N1/09 influenza, avian influenza, other coronaviruses, Ebola or other existing or new epidemic diseases, or the threat thereof; or (ii) other major events or disruptions, such as hurricanes, earthquakes, tornadoes, fires, flooding, and other natural disasters; acts of war or terrorism, including cyberterrorism; or major or prolonged power outages or network interruptions. The extent of the impact of any such catastrophe or other emergencies on the Adviser’s operational and financial performance will depend on many factors, including the duration and scope of such emergency, the extent of any related travel advisories and restrictions, the impact on overall supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity, and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. In particular, to the extent that any such event occurs and has a material effect on global financial markets or specific markets in which the Adviser participates (or has a material effect on any locations in which the Adviser operates or on any of their respective personnel) the risks of loss could be substantial and could have a material adverse effect the ability of the Adviser to fulfill its investment objectives.

### C. Limitations of Disclosure

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

## **Item 9 - Disciplinary Information**

Registered investment advisers must disclose all material facts regarding any legal or disciplinary events that would be material to an evaluation of such adviser or the integrity of such adviser's management. the Adviser has no legal, financial, regulatory, or other "disciplinary" item to report to any Client. This statement applies to the Adviser and every employee of the Adviser.

## **Item 10 - Other Financial Industry Activities and Affiliations**

The Adviser does not participate in any other financial industry activities.

## **Item 11 - Code of Ethics, Participation or Interest in Client Accounts and Personal Trading**

### A. Description of Code of Ethics

The Adviser has adopted a code of ethics (the "Code of Ethics") for all supervised persons of the Adviser, describing its high standard of business conduct and fiduciary duty to its Clients pursuant to SEC rule 204A-1. The Code provides that each employee may not place the interests of the Adviser's clients ahead of his/her own. The Chief Compliance Officer will provide a copy of the Code to any Client or prospective client upon request. All supervised persons of the Adviser must acknowledge the terms of the Code of Ethics annually or as amended.

### B. Recommendations Involving Material Financial Interests

The Adviser anticipates that, in appropriate circumstances, consistent with Clients' investment objectives, it will cause accounts over which the Adviser has authority to effect the purchase or sale of securities in which the Adviser, its management persons, and/or Clients, directly or indirectly, have a position of interest. The Adviser's employees and persons associated with the Adviser must follow the Adviser's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors, and employees of the Adviser and its employees may trade for their own accounts in securities that are recommended to and/or purchased for the Adviser's Clients. The Code of Ethics is designed to assure that the personal securities transactions, activities, and interests of the employees of the Adviser will not interfere with (i) making decisions in the best interest of Clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code of Ethics, certain classes of securities have been designated as exempt transactions based upon a determination that personal employee transactions in these types of securities would not materially interfere with the best interest of Clients. Employee trading is continually monitored under the Code of Ethics and to reasonably prevent conflicts of interest between the Adviser and its Clients. Employees' accounts may trade in the same securities with Client accounts on an aggregated basis when consistent with the Adviser's obligation of best execution. In such circumstances, employee and Client accounts will share execution-related costs equally and receive securities at a total average price. The Adviser will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to

the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro-rata basis. Any exceptions will be explained on the order.

## **Item 12 - Brokerage Practices**

When a Client accepts the provision of Advisory Services, the Client grants the Adviser the authority to place and execute the transactions in the Investment Accounts. The Adviser will place and execute all transactions in the Investment Accounts with the Custodian that holds the Investment Account.

### **Best Execution**

Best execution has been defined by the SEC as the “execution of securities transactions for clients in such a manner that the client’s total cost or proceeds in each transaction is the most favorable under the circumstances.” The best execution responsibility applies to the circumstances of each particular transaction. In its consideration of best execution, the Adviser considers the full range and quality of a broker-dealer’s services, including:

- the ability to achieve prompt and reliable executions at favorable prices;
- the competitiveness of commission rates in comparison with other brokers satisfying the Adviser’s overall selection criteria;
- the overall direct net economic result to Clients’ assets;
- the broker-dealer’s clearance and settlement capabilities;
- the operational efficiency with which transactions are effected;
- the financial strength, integrity, and stability of the broker;
- the ability to effect the transaction where a large block or other complicating factors are involved;
- the availability of the broker to execute possible difficult transactions in the future;
- the quality, comprehensiveness, and frequency of available research and related services considered to be of value, as contemplated by Section 28(e) of the Exchange Act and the regulations and interpretations of the SEC; and the quality, comprehensiveness and frequency of notifications of investment opportunities.

In seeking best execution, the determinative factor is not the lowest possible cost but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer’s services, including, among others, the value of research provided, execution capability, commission rates, and responsiveness.

The Adviser relies on its Custodian and review of its best execution reports to ensure compliance with best execution, as the Adviser does not execute trades. The best execution report compares the execution price of each trade with the National Best Bid and Offer. The Adviser is responsible for continuously monitoring and evaluating the performance and execution capabilities of broker-dealers that transact orders for Clients to ensure consistent quality executions.

The Platform requires establishing a brokerage account with the Custodian, which executes trades on behalf of Clients. Trades are cleared and settled by the Custodian, an unaffiliated clearing broker, and a qualified custodian for the Adviser’s Client Investment Accounts. In selecting the Custodian, the Adviser did not consider any gifts or entertainment; the Custodian’s willingness to cover trade errors caused by the Adviser; or client referrals or capital introduction. If permitted, based on the information provided in the Suitability Questionnaire, Clients may be offered the option to trade with margin through their

Customer Account with the Custodian. Clients will be required to opt-in to margin trading through the Platform.

The Custodian executes trades upon receipt of the Client's order. Despite this, there may, depending on the liquidity and demand in the market, be a material change in the market price of the security being bought or sold.

The Custodian is generally responsible for (i) maintaining and recording transactions in cash and securities in Investment Accounts; (ii) sending orders placed by the Client for execution, clearance, and settlement; and (iii) providing a Client with statements, confirmations, other required documentation, and other information about a Client's Investment Account and transactions therein. Clients authorize the Custodian to execute all trades and transactions a Client makes via the Platform and authorizes the Custodian to establish and carry a Client's Investment Account that holds Client securities and cash and records the transactions a Client has made.

The Adviser may transmit or help facilitate a Client's requests for withdrawals or transfers to a Client's bank account and/or the Custodian. However, the Adviser shall have no authority to initiate any withdrawal or otherwise transfer any securities or money out of an Investment Account. Withdrawals and transfers are the sole responsibility of the Client.

As noted above, the Custodian, a third-party broker-dealer, will provide execution, custody, clearing, and settlement services, and will serve as a qualified custodian for Client Investment Accounts.

### **Brokerage Referrals**

The Adviser does not select broker-dealers based solely on whether or not it may receive client referrals from a broker-dealer or third party. The Adviser may seek to receive client referrals from broker-dealers and/or third-party exchanges in the future and will disclose any fees paid for these referrals and other details of the relationship, including potential conflicts of interest, to Clients by updating this Brochure appropriately.

### **Aggregating Trading for Multiple Accounts**

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 supervised persons may invest, the Adviser will generally do so fairly and equitably in accordance with applicable rules promulgated under the Advisers Act and guidance provided by the staff of the SEC and consistent with policies and procedures established by the Adviser.

## **Item 13 - Review of Accounts**

The Adviser provides all Clients with continuous access to the Platform to obtain information about Clients' Investments and Strategies.

Clients have access to current Investment Account balances and positions through the Custodian. The Custodian prepares account statements showing all transactions and account balances during the prior quarter. Clients are urged to compare the account statements they receive from the Custodian with the information about Investments and Strategies provided through the Platform.

## **Item 14 - Client Referrals and Other Compensation**

We do not receive any economic benefit, directly or indirectly, from any third party for advice rendered to our clients. Nor do we, directly or indirectly, compensate any person who is not advisory personnel for client referrals.

## **Item 15 - Custody**

The Adviser does not maintain custody of Clients' funds or securities. All Client Investment Accounts are held with the Custodian.

Participation in the Platform requires that a Client agrees to the Custodian's customer agreement (the "Custodian Agreement"), whereby the Custodian will carry a brokerage account that holds Client securities and cash and will record Client transactions on the Platform as well as act as the clearing broker and qualified custodian for Client Investment Accounts. Neither the Adviser nor any investment service provider engaged by the Adviser is responsible for the obligations of the Custodian or any successor custodian.

Clients should receive, on at least a quarterly basis, statements from the broker-dealer, bank, or other qualified custodian that holds and maintains the Client's investment assets. We urge you to carefully review such statements and compare such official custodial records to the reports that we may provide to you. Our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

## **Item 16 - Investment Discretion**

The Adviser provides non-discretionary services to Clients. After the Client selects a Strategy and defines the parameters, the Adviser makes investment recommendations that must be approved by the Client prior to execution.

This authorization will be granted by the Client through the execution of the Advisory Agreement, as well as through the Custodian's Customer Agreement.

As described above, we also obtain the authority to designate the broker-dealers or other financial intermediaries through whom transactions in the accounts will be executed, cleared, or settled (see Item 12 above).

## **Item 17 - Voting Client Securities**

As a matter of firm policy and practice, the Adviser does not have any authority to and does not vote proxies on behalf of Clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in such Client's portfolio. Clients will receive proxies and other solicitations directly from the designated custodian.

The Adviser will neither advise nor act on behalf of the Client in legal proceedings involving companies whose securities are held or previously were held in the Client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements.



## **Item 18 - Financial Information**

The Adviser does not require or solicit the prepayment of any fees six or more months in advance and does not have any adverse financial condition that is reasonably likely to impair the Adviser's ability to continuously meet its contractual commitments to its Clients. The Adviser has not been the subject of a bankruptcy proceeding.