Almega Wealth Management LLC
Part 2A of Form ADV: Firm Brochure


| **ARIZONA** | **KENTUCKY** | **NORTH CAROLINA** | **NORTH CAROLINA** |
|---|---|---|---|
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Almega-Wealth.com
Almega-Launch.com

Social Media
Facebook.com/almegawealthmanagement
Instagram.com/almega-wealth
LinkedIn.com/company/almega-wealth
Twitter.com/almegawealth
Instagram.com/launchbyalmega


March 31, 2023

This brochure provides information about the qualifications and business practices of Almega Wealth Management LLC. If you have any questions about the contents of this brochure, please contact us at (480) 770-4700 or email info@almega-wealth.com. 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 Almega Wealth Management LLC also is available on the SEC's website at https://adviserinfo.sec.gov. Registration does not imply any level of skill or training.

# ITEM 2 – MATERIAL CHANGES

This Firm Brochure is the disclosure document for Almega Wealth Management LLC ("Almega") "we" and/or the "firm") prepared according to regulatory requirements and rules.

Almega Wealth Management is required to amend this Brochure when information becomes materially inaccurate.  In the future, this Item 2 will be used to provide you with a summary of new and/or updated information since the previous Brochure.  We will inform you of the revisions based on the nature of the updated information.

We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our fiscal year.  We will also provide you with other interim disclosures about material changes to the information provided in this Brochure as necessary or required.

Whenever you would like to receive a complete copy of the current Brochure, please contact (480) 770-4700 or email info@almega-wealth.com.  We will be happy to provide you with a complete copy.

**Summary of Material Changes**
The following material changes have been made to this brochure since its initial release:

- Introduction of *Launch™ by Almega Wealth Management*, a financial planning and turn-key investment management platform for clients who are starting out or starting over.

# ITEM 3 – TABLE OF CONTENTS

# ITEM 4 – ADVISORY BUSINESS

**Description of the Firm**

Almega Wealth Management LLC ("Almega") is an Arizona Limited Liability Company founded in 2021 with its principal place of business in Arizona.

Almega Wealth Management has office locations in Scottsdale (AZ), Greenville (KY), Mount Airy (NC), and Raleigh (NC). All books and records are maintained at our principal place of business in Scottsdale, Arizona.

Almega Wealth Management has approximately $40,000,000 under management as of the date of this filing, of which all assets are managed on a discretionary basis.

Almega Wealth Management LLC is a manager-managed limited liability corporation (LLC) managed by Wisda Family Management Inc. Almega Wealth Management LLC is owned by Bryan Craig Wisda. Wisda Family Management Inc. is owned by the Bryan & Sarah Wisda Family Trust.

**Description of Services Offered**

The following paragraphs describe the services offered by Almega Wealth Management LLC. Please refer to the following paragraphs for more detail about the specific service, and how we tailor our services to your individual needs. As used in this Brochure, the words "our" and "us" also refer to Almega. The words "you," "your" or "client" refer to our clients and prospective clients. Other terms may be defined later in this Brochure as well.

1. **Wealth Management Services**

   Our wealth management process involves defining financial and life goals and creating strategies designed to achieve the desired results based on the client's particular circumstances. Within our wealth management service offering we offer clients investment consulting, advanced planning, relationship management, and other customized advisory services depending on the client's personal needs.

   The investment management services included within our wealth management service offering focus on managing financial assets using primarily a passive/index investment strategy. Wealth management services clients may elect one of our active investment strategies as well. Our advanced planning services encompass retirement planning, educational planning, tax planning, risk management, charitable giving, and estate planning. Relationship management focuses on assisting the client's engagement with other professional advisors, such as their Attorney, Accountant, Insurance Agents, Bankers, and other professionals related to the management of the client's financial and non-financial affairs. Each client individually decides which of these services they will receive.

   The investment consulting process begins with selecting an investment strategy. The client's investment strategy will reflect the client's investment objectives, risk tolerance and any investment restrictions that are desired. Almega usually is given the discretion and authority to manage client investment accounts. This means Almega is authorized to perform various functions, at the client's expense, without further approval from the client. Such functions include the determination of securities to be purchased or sold and the number of securities to be purchased or sold. Almega continually manages each investment account as changes in issuer, market conditions, client circumstances may require. We also offer Investment Consulting services as a distinct product independent of our other Wealth Management services. For more detailed information specific to Investment Advisory see Item 4.2 “Investment Consulting Services.”

Almega may also provide non-discretionary investment management services to our wealth management services clients. In providing non-discretionary services, Almega will obtain the approval of the client before executing a trade.

Advanced Planning is primarily an analytical process designed to organize financial data, identify needs and opportunities, and evaluate alternative courses of action. An Advanced Plan may discuss current net worth, income tax issues, cash flow and budgeting strategies, retirement planning, employee benefit plan analysis, estate and gift tax planning, charitable giving, education pre-funding, and risk management.

The goal is to develop a plan strategy for the successful management of personal income, assets, and liabilities in meeting the client’s financial goals and lifetime objectives. Depending on individual preferences some form of written plan may be produced as part of the wealth management process. This is a general description of our wealth management process.

For its wealth management clients, Almega offers complimentary access to create a basic estate plan (will or trust), and certain other legal documents, through Wealth.com. *Beyond the referral to the Wealth.com platform, Almega and its investment advisor representatives are not involved in the estate plan creation, are not offering legal advice, and are not engaged in the practice of law.*

For its wealth management clients, Almega offers complimentary cash management.

Because each client is unique this general description does not discuss the many individual issues and factors that may be involved in our wealth management process for specific clients. For example, some clients are involved in funding charitable activities while others are not. Every client is advised they should promptly notify us of all material changes in their financial situation or investment objectives. The level of wealth management service package chosen is entirely at the client’s discretion and based on their financial needs and their personal preferences concerning what services they desire and how they want the selected services to be delivered.

**2. Investment Consulting Services**

Almega offers continuous and ongoing investment advisory and portfolio management services as a standalone service offering or as part of our Wealth Management Service offering. We offer both Passive and Active style Investment Advisory Services. Passive investment advisory services primarily involve managing investments in passive or index based mutual funds and/or exchange-traded funds (ETFs) and may include individual debt securities and options contracts; our passive investment advisory services are tailored to our client’s individual needs. Active investment advisory services primarily involve managing investments of individual equity or debt securities, options contracts, and exchange-traded funds (ETFs); active investment advisory services are strategy based.

We have discussions with the client to determine the client's investment objectives, risk tolerance, time horizons and liquidity needs; we may also use specialized software, such as Riskalyze to determine this. We use the information we gather to prepare an individualized Investment Policy Statement ("Investment Policy or "IPS") which guides Almega's discretionary investment decisions for clients.

Clients may impose reasonable restrictions and guidelines on investing in certain securities, types of securities or industry sectors. We expect all such restrictions to be timely communicated to us. Client restrictions and guidelines may negatively affect investment performance. Any restrictions imposed by the client will be reflected in their Investment Policy Statement.

Clients must inform us of any changes to their financial circumstances, investment objectives or risk tolerance, or of any modifications or restrictions that are imposed on the management of the client's account. In this manner, we can better serve our clients' needs.

Account management and supervision is guided by the client's IPS and market conditions. We manage clients' investment accounts on a discretionary basis and may also on a non-discretionary basis. Once we construct an Investment Policy Statement for a client, we will monitor the portfolio's performance on an ongoing and continuous basis, unless otherwise agreed, and will make adjustments and reallocations as necessary due to changes in market conditions and the client's circumstances, as communicated to us.

For our discretionary asset management services, Almega will receive a limited power of attorney to effect securities transactions on behalf of the client. The client may limit our discretionary authority by providing us with a written communication that details restrictions and other guidelines. Unless otherwise agreed to by the client and Almega, if we manage a client's account on a non-discretionary basis, we will have the ongoing responsibility to make investment recommendations based on the client's individualized investment strategy or we will develop and implement an asset allocation strategy, which we will continuously monitor and supervise.

We would first obtain a client's approval before executing transactions in a non-discretionary account. Requests for approval will be communicated via electronic mail to an authorized account or via a telephone call to an authorized phone number. The client will be responsible for responding in a timely manner.

We explore different types of investment options and strategies in the design of a client's customized Investment Policy Statement. Our investment recommendations are not limited by any specific product or service offered by a broker- dealer or custodian.

These recommendations will generally include, but not necessarily be limited to, security types from the following list:

- Individual Equity Positions (Stocks)
- Money Market Funds and other Cash Instruments

- Exchange listed securities, and securities traded over the counter
- Mutual fund shares and exchange traded fund shares – passive and actively managed,
- Mutual funds held at the fund company
- Certificates of Deposit
- Corporate Debt Securities (Corporate Bonds)
- Municipal Mecurities (Muni Bonds)
- U.S. Government Securities (US Treasury Bonds/Bills/Notes)
- Options

Each type of security has its own unique set of risks associated with it. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it.

Because some types of investments involve certain additional degrees of risk, they will only be recommended and implemented when consistent with the client's IPS.

***3. LAUNCH™ by Almega Wealth Management***

*LAUNCH™ by Almega Wealth Management* is a collaborative wealth management service offering to provide clients with financial planning and investment guidance provided by Almega Wealth Management, automated investment management services provided by either Zoe Financial (CRD#285158) or Betterment (CRD# 149117), and estate planning services (legal document preparation) provided by Wealth.com (a non-investment related service provider).

The maximum total fee charged for our *LAUNCH™ by Almega Wealth Management* service will not exceed 1.00% of assets under management. The fee is split between Almega Wealth Management and Zoe Financial or Betterment, depending on which provider the client selects. Fees are billed on a pro-rata annualized basis based on client's account balance as of the close of each calendar day (determined by the custodian), accrued daily, and charged as of the last business day of each month.

The services provided by Almega Wealth Management include:

- **Financial Planning Guidance**: Clients are provided with access to financial planning software which provides a financial scoreboard, planning reports, and budgeting tools. From this software Almega Wealth Management provides financial planning guidance.
- **Investment Guidance:** Almega will select an asset allocation model and mutual fund/ETF portfolio for clients based on their financial planning needs and risk tolerance.
- **Estate Planning**: Almega provides complimentary access to Wealth.com.

The services provided by Zoe Financial and Betterment include:

- **Goal-Based Investment Management**: Goals-based investment management allows Almega Wealth Management to identify multiple investment goals for each Client, each with specific portfolio allocations;
- **Portfolio Construction Tools**: Almega Wealth Management and Clients have access to a set of portfolio strategies, each of which is comprised of institutional mutual funds, low-cost index-tracking exchange-traded funds, or Dimensional Fund Advisors mutual funds, and the ability to customize the risk-level for each investment goal;

- **Automated Investment Management Services**: Algorithms automate back-office tasks such as trading, portfolio management, tax loss harvesting, and account rebalancing on behalf of Almega Wealth Management;
- **Website and Mobile Application**: Webiste and mobile application provide Almega Wealth Management and the client account access and monitoring and delivery of account documentation and notices; and
- **Advisor Dashboard**: Almega Wealth management has access to a dashboard for purposes of monitoring and managing Client accounts.

Zoe Financial provides a digital wealth management platform generally serving independent investment advisory firms.  Zoe Financial a registered investment advisor (CRD# 149117), serves as sub-advisor to clients.  Apex Clearing Corporation ("Apex"), a registered broker-dealer and member of FINRA and the SIPC (CRD#13071), serves as a broker-dealer and custodian for *LAUNCH™ by Almega Wealth Management* clients who elect to utilize the Zoe Financial platform.

Betterment for Advisors is a digital wealth management platform generally serving independent investment advisory firms.  Betterment LLC ("Betterment"), a registered investment advisor (CRD# 149117), serves as sub-advisor to clients.  MTG LLC, dba Betterment Securities ("Betterment Securities"), a registered broker-dealer and member of FINRA and the SIPC (CRD# 47788), serves as the broker-dealer and custodian for *LAUNCH™ by Almega Wealth Management* clients who elect to utilize the Betterment platform.

The services provided by Wealth.com include:

- **Asset and Account Aggregation**: Wealth.com provides an online tool to aggregate assets and accounts for the purposes of creating an estate plan
- **Legal Document Preparation**: Provides clients the ability to create a basic will or trust, guardianship nomination forms, Advanced Healthcare Directives, and pour-over wills.
- **Executor Dashboard:** Provides executors with valuable tools necessary to perform their function efficiently while respecting the wishes of the decendent(s).

### 4. Qualified Retirement Plan Services

Almega Wealth Management offers retirement plan services to retirement plan sponsors and to individual participants in retirement plans. For a corporate sponsor of a retirement plan, our retirement plan services can include, but are not limited to, the following services:

<u>Fiduciary Consulting Services</u>

Almega Wealth Management provides the following Fiduciary Retirement Plan Consulting Services:

- Investment Policy Statement Preparation – Almega helps clients develop an investment policy statement. The investment policy statement establishes the investment policies and objectives for the Plan.  Clients have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the investment policy statement.
- Non-Discretionary Investment Advice – Almega provides clients with general, non-discretionary investment advice regarding asset classes and investment options, consistent with the clients' Plan's investment policy statement.

- Investment Selection Service – Almega provides clients with recommendations of investment options consistent with ERISA section 404(c).
- Investment Due Diligence Review – Almega provides clients with periodic due diligence reviews of the Plan's reports, investment options, and recommendations.
- Investment Monitoring – Almega assists in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformation to the guidelines set forth in the investment policy statement. Almega makes recommendations to maintain or remove and replace investment options.
- Default Investment Alternative Advice – Almega provides clients with non-discretionary investment advice to assist with the development of qualified default investment alternative(s) ("QDIA"), as defined in DOL Reg. Section 2550.404c-5(e)(4)(I), for participants who are automatically enrolled in the Plan or who otherwise fail to make an investment election. Clients retain the sole responsibility to provide all notices to participants required under ERISA section 404(c)(5).
- Individualized Participant Advice – Upon request, Almega provides one-on-one advice to Plan participants regarding their individual situations. We can also meet with individual participants to discuss their specific investment risk tolerance, investment time frame, and investment selections.

For Fiduciary Consulting Services, all recommendations of investment options and portfolios are submitted to clients for the clients' ultimate approval or rejection. The retirement plan sponsor client or the plan participant who elects to implement any recommendations made by us is solely responsible for implementing all transactions.

Fiduciary Consulting Services are not management services, and Almega does not serve as administrator or trustee of the plan. Almega does not act as custodian for any client accounts or have access to client funds or securities (with the exception of, some accounts, having written authorization from the client to deduct our fees).

Almega Wealth management acknowledges that in performing the Fiduciary Consulting Services listed above that it is acting as a "fiduciary" as such term is defined under Section 3(21)(A)(ii) of Employee Retirement Income Security Act of 1974 ("ERISA") for purposes of providing non-discretionary investment advice only.

<u>Fiduciary Management Services</u>
Almega Wealth Management does not currently maintain or promote ERISA 3(38) plans but could provide that service if requested.

- Discretionary Investment Selection Services – Almega will monitor the investment options of the Plan and add or remove investment options for the Plan. Almega Wealth Management will have discretionary authority to make all decisions regarding the investment options that will be made available to Plan participants.
- Default Investment Alternative Management – Almega will develop and actively manage qualified default investment alternative(s) ("QDIA"), as defined in DOL Reg. Section 2550.404c-5(e)(4)(I), for participants who are automatically enrolled in the Plan or who otherwise fail to make an investment election.
- Investment Management via Model Portfolios – Almega will provide discretionary management via model portfolios. Almega manages model portfolios which are investment options available to Plan participants. If a Plan has elected to include Almega Wealth Management' passive model

portfolios as available options for the qualified retirement plan, then each Plan participant will have the option to elect or not elect the model portfolios managed by Almega and will be allowed to impose reasonable restrictions upon the management of each account by written instructions to Almega.

If clients elect to utilize any of Almega Wealth Management's Fiduciary Management Services, then Almega Wealth Management will be acting as an Investment Manager to the Plan, as defined by ERISA section 3(38), with respect to our Fiduciary Management Services, and Almega Wealth Management hereby acknowledges that it is a fiduciary with respect to its Fiduciary Management Services.

Retirement Plan Services - General Information and Disclosures
Securities and other types of investments all bear different types and levels of risk. Those risks are typically discussed with clients in defining the investment policies and objectives, which guides Almega's investment decisions for clients qualified plan accounts. Upon request, as part of our retirement plan services, we can discuss those investments and investment strategies that we believe may tend to reduce the risks for a particular client's and plan participant's circumstances.

**5. Publication of Periodicals/Newsletters**

Almega may publish newsletters, videos, podcasts, and/or social media posts providing general information on various financial topics including, but not limited to, estate and retirement planning, market trends, etc. No specific investment recommendations are being provided in any newsletter or social media post, and the information provided is not intended and does not purport to meet the objectives, needs, or targets of any client or individual. Absent specific advice or services provided by Almega, clients should not rely upon the information contained in any newsletter or social media post. This newsletter would be distributed to our advisory clients, prospects, and other professionals.

**6. Educational Seminars**

Almega may periodically offer educational seminars, webinars, and/or workshops for clients, prospective clients, accountants, and others. Although these seminars may address financial planning, Social Security strategies, investment management, and investment and retirement planning, the content of these seminars will vary depending upon the needs of the attendees. These seminars are purely educational in nature and do not involve the sale of any investment products or investment advisory offering. Information presented will not be based on any individual's personal needs, nor do we provide individualized investment advice to attendees during these seminars.

Almega may charge a nominal fee, typically less than $25 per attendee, to cover basic costs associated with the seminars, webinars, and/or workshops. Almega does not charge for educational seminars in the State of Kentucky.

Almega does not conduct educational seminars in the State of Virginia.

**Wrap Fee Programs**

Almega does not sponsor any wrap fee programs

**Held Away Assets**

We may use a third-party platform such as, but not limited to, Ponterra (formerly known as FeeX), to facilitate management of held away assets such as, but not limited to, defined contribution plan participant accounts with discretion. The third-party platform allows Almega to review the current account allocations without having custody of these held-away client accounts or access to client log-in credentials. Almega is not affiliated with FeeX in any way and receives no compensation from it for using its platform.

If a client requests us to manage their held away assets, a link will be provided to connect an account(s) to the third-party platform. Once said account(s) is connected to the platform, we will review the current account allocations from within the third-party platform. When deemed necessary, based on our review from time-to-time (but at least annually), we will rebalance the account considering the client's investment goals and risk tolerance, and any change in allocations will consider current economic and market trends.

If a client requests us to manage their held away assets as part of our Investment Advisory Service and/or Wealth Management Service offerings these held away assets will be subject to a fee. For more information on our fees please refer to Item 5 – Fees and Compensation.

**Standard of Care Regarding Qualified Plans and/or IRA Accounts**

When we provide investment advice to you regarding your retirement plan account (ie. 401k) or individual retirement account (IRA), we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act (ERISA) and/or the Internal Revenue Code (IRC), as applicable, which are laws governing retirement accounts. The way we make money creates 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 interests ahead of yours.

Under this special rule's provisions, we are required to:

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

**Information Regarding Conflicts of Interest**

Almega has conflicts of interest arising from our advisory services. These include, but are not limited to:

- Conflicts related to how Almega's investment advisor representatives (IARs) get paid (Please refer to Item 5 below).
- Conflicts related to allocating time and resources between client accounts, allocation of advisory fees and investment opportunities generally. For further information on our brokerage and allocation policies, and related conflicts of interest, please refer to Item 12 below.

- Conflicts related to investing in securities recommended to clients and contemporaneous trading of securities (i.e., personal trading) by Almega or its related persons. Please refer to Item 11 for further information.

Almega's policies and procedures attempt to mitigate conflicts of interest, however conflicts of interest discussed here and in other Items of this brochure still exist and cannot be removed or eliminated.

## ITEM 5 – FEES AND COMPENSATION

**Wealth Management Services**

Almega's fee for our Wealth Management Services will be charged as a percentage of a client's, and their family's, assets under management with us according to the following schedule:

| Assets Under Management (AUM) | Annual Fee Rate |
|---|---|
| First $5,000,000 | 1.00% |
| Next $5,000,000 | 0.50% |
| $10,000,001 and above | 0.25% |

The specific annual fee being charged to the client will be set forth and identified in an agreement between Almega and that client. If the client selects an active investment advisory service, in place of the included passive investment advisory service included in our Wealth Management Service offering, for any account(s) Almega may charge an AUM fee higher than quoted in the above table for the specific account(s) utilizing the active investment advisory service; for more information on the fee schedule for our active investment advisory service please see the sub-heading in this section titled "Investment Advisory Service."

Although, Almega has established the above fee schedule, we may negotiate lower fee schedules depending on the size of the account, type of account, the type of investment management style, the level of client service required, and other factors we consider relevant.

Fees will be charged quarterly in advance based on the value of the client's account(s), as determined by the custodian, as of the last day of the previous quarter. For partial quarters, fees are pro-rated. Pro-rated fees are based on the number of days remaining in the quarter.

Cash and assets which are invested in mutual funds, money market funds and other cash instruments, individual securities, ETFs, annuities we manage, options, and any other security held by the custodian shall be included in the calculation of the value of the client's assets under management with us for the purposes of computing our fee. Held away assets which the client has requested we manage as part of our Wealth Management Service and/or Investment Management Service will be included in this calculation.

Unless other arrangements are made, fees are directly debited from a client's account(s); each client is required to provide the qualified custodian of each account written authorization to deduct the fees described. Clients may terminate the relationship at any time with written notice. All unearned fees will be refunded to the date termination notice is made. Almega will generally provide 30 days' notice to the client if we terminate the relationship; we reserve the right to terminate the relationship for any reason.

The various custodians charge fees and/or commissions for their services which are paid by the client in addition to the fees charged by Almega. These fees and/or commissions may include mutual fund trade ticket charges, equity trading commissions, option trading commissions, account fees, margin interest, and other account level fees and charges.

The custodian sends the client a statement, at least quarterly, indicating the amount of our fees and all amounts disbursed from the account to Almega for our fees. The client is encouraged to verify the accuracy of the fee calculation, as the custodian will not verify the calculation. Payment of fees may result in the liquidation of client's securities if there is insufficient cash in the client's account(s).

Clients will not receive from Almega a monthly account statement; custodians are responsible for providing clients with monthly account statements. Almega provides clients with a quarterly performance report which includes a fee invoice. The client is encouraged to verify the assets under management reported in the quarterly performance report and fee invoice match the values of the accounts held at the custodians.

Asset based fees are always subject to the management agreement between the client and Almega, and we generally retain the right to amend our fee schedule with written agreement by the client.

**Investment Management Services**

Almega's fee for our Investment Management Services will be charged as a percentage of the value of the client's account(s) assets under management with us according to the following schedule:

| Passive Investment Management – AUM | Annual Fee Rate |
|---|---|
| First $5,000,000 | 1.00% |
| Next $5,000,000 | 0.50% |
| $10,000,001 and above | 0.25% |

| Active Investment Management – AUM | Annual Fee Rate |
|---|---|
| First $5,000,000 | 2.00% |
| Next $5,000,000 | 1.00% |
| Next $15,000,000 | 0.75% |
| $25,000,001 and above | 0.50% |

| Cash Management – AUM | Annual Fee Rate |
|---|---|
| $0.01 and above | 0.10% (*Complimentary for Wealth Management Clients*) |

The specific annual fee being charged to the client will be set forth and identified in an agreement between Almega and that client. Although, Almega has established the above fee schedule, we may negotiate lower fee schedules depending on the size of the account, type of account, the type of investment management style, the level of client service required, and other factors we consider relevant.

Fees will be charged quarterly in advance based on the value of the client's account(s), as determined by the custodian, as of the last day of the previous quarter. Cash and assets which are invested in mutual funds, money market funds and other cash instruments, individual securities, ETFs, annuities we manage, unit investment trusts, options, closed-end funds, and any other security held by the custodian shall be included in the calculation of the value of the client's assets under management with us for the purposes of computing our fee.  Held away assets which the client has requested we manage as part of our Wealth Management Service and/or Investment Management Service will be included in this calculation.

Fees for Cash Management will be charged quarterly in arrears based on the average daily balance of the client's account(s) as determined by the daily closing balance reported by the custodian.  Cash and assets which are invested in US Treasury securities, certificates of deposit, individual fixed income instruments, and any other security held by the custodian in the client's designated cash management account(s) shall be included in the calculation of the value of the client's assets under management with us for the purpose of computing our fee.

The various custodians charge fees and/or commissions for their services which are paid by the client in addition to the fees charged by Almega.  These fees and/or commissions may include mutual fund trade ticket charges, equity trading commissions, option trading commissions, account fees, margin interest, and other account level fees and charges.

For partial quarters, fees are pro-rated.  Unless other arrangements are made, fees are directly debited from a client's account(s), and each client is required to provide the qualified custodian of the client's account(s) written authorization to deduct the fees described.  Clients may terminate the relationship at any time with notice.  All unearned fees will be refunded via check to the date termination notice is made to the client in the event the client or Almega terminates the relationship.  Almega will generally provide 30 days' notice to the client if we terminate the relationship; we reserve the right to terminate the relationship for any reason.

The custodian sends the client a statement, at least quarterly, indicating the amount of our fees and all amounts disbursed from the account to Almega for our fees.  The client is encouraged to verify the accuracy of the fee calculation, as the custodian will not verify the calculation.  Payment of fees may result in the liquidation of client's securities if there is insufficient cash in the client's account(s).

Clients will not receive from Almega a monthly account statement; custodians are responsible for providing clients with monthly account statements.  Almega provides clients with a quarterly performance report which includes a fee invoice.  The client is encouraged to verify the assets under management reported in the quarterly performance report and fee invoice match the values of the accounts held at the custodians.

Asset based fees are always subject to the management agreement between the client and Almega, and we generally retain the right to amend our fee schedule with written agreement by the client.

**LAUNCH™ by Almega Wealth Management**

The fee for our *LAUNCH™ by Almega Wealth Management service* will be charged as a percentage of the value of the client's account(s) assets under management according to the following schedule:

| LAUNCH™ – AUM | Annual Fee Rate |
|---|---|
| $0.01 and above | 1.00% |

This fee is split between Almega Wealth Management and Zoe Financial or Betterment, 0.80% and 0.20% respectively.

The specific annual fee being charged to the client will be set forth and identified in agreements between Almega, Zoe Financial or Betterment, and the client. Although, Almega has established the above fee schedule, we may negotiate lower fee schedules depending on the size of the account, type of account, the type of investment management style, the level of client service required, and other factors we consider relevant.

Fees will be charged by Zoe Financial or Betterment on a pro-rata annualized basis based on client's account balance as of the close of each calendar day (determined by the custodian), accrued daily, and charged as of the last business day of each month. Cash and assets which are invested in mutual funds, money market funds and other cash instruments, ETFs, and any other security held by the custodian shall be included in the calculation of the value of the client's assets under management with us for the purposes of computing our fee. *For further information please refer to the respective Form ADV part 2 for either Zoe Financial or Betterment.*

Zoe Financial and Betterment may charge fees and/or commissions for their services which are paid by the client in addition to the fees charged by Almega. These fees and/or commissions may include mutual fund trade ticket charges, equity trading commissions, option trading commissions, account fees, margin interest, and other account level fees and charges.

Fees are directly debited from the client's account(s), and each client is required to provide either Zoe Financial or Betterment written authorization to deduct the fees described. Clients may terminate the relationship at any time. Almega, Zoe Financial, and Betterment reserve the right to terminate the relationship for any reason.

Both Zoe Financial and Betterment sends the client a monthly statement, indicating the amount of our fees and all amounts disbursed from the account to Almega for our fees. The client is encouraged to verify the accuracy of the fee calculation. Payment of fees may result in the liquidation of client's securities if there is insufficient cash in the client's account(s).

Zoe Financial and Betterment are responsible for providing clients with monthly account statements and performance reports. The client is encouraged to verify the assets under management reported in the quarterly performance report and fee invoice match the values of the accounts.

Asset based fees are always subject to the management agreement between the client and Almega and Zoe Financial or Betterment; we generally retain the right to amend our fee schedule with written agreement by the client.

**Qualified Retirement Plan Services**

Almega Wealth Management offers retirement plan services to retirement plan sponsors and to individual participants in retirement plans. For a corporate sponsor of a retirement plan, our retirement plan services can include, but are not limited to, the following services:

| Defined Benefit Plan – AUM | Annual Fee Rate |
| --- | --- |
| First $10,000,000 | 0.50% |
| $10,000,001 and above | 0.25% |

| Defined Compensation – AUM | Annual Fee Rate |
| --- | --- |
| First $2,000,000 | 0.20% |
| $2,000,001 and above | 0.10% |

The specific annual fee being charged to the client will be set forth and identified in an agreement between Almega and that client. Although, Almega has established the above fee schedule, we may negotiate lower fee schedules depending on the size of the account, type of account, the type of investment management style, the level of client service required, and other factors we consider relevant.

Fees will be charged quarterly in advance based on the value of the client's account(s), as determined by the custodian, as of the last day of the previous quarter. Cash and assets which are invested in mutual funds, money market funds and other cash instruments, ETFs, annuities we manage, and any other security held by the custodian shall be included in the calculation of the value of the client's assets under management with us for the purposes of computing our fee.

The various custodians charge fees and/or commissions for their services which are paid by the client in addition to the fees charged by Almega. These fees and/or commissions may include mutual fund trade ticket charges, equity trading commissions, option trading commissions, account fees, margin interest, and other account level fees and charges.

For partial quarters, fees are pro-rated. Unless other arrangements are made, fees are directly debited from a client's account(s), and each client is required to provide the qualified custodian of the client's account(s) written authorization to deduct the fees described. Clients may terminate the relationship at any time with notice. All unearned fees will be refunded via check to the date termination notice is made to the client in the event the client or Almega terminates the relationship. Almega will generally provide 30 days' notice to the client if we terminate the relationship; we reserve the right to terminate the relationship for any reason.

The custodian sends the client a statement, at least quarterly, indicating the amount of our fees and all amounts disbursed from the account to Almega for our fees. The client is encouraged to verify the accuracy of the fee calculation, as the custodian will not verify the calculation. Payment of fees may result in the liquidation of client's securities if there is insufficient cash in the client's account(s).

Clients will not receive from Almega a monthly account statement; custodians are responsible for providing clients with monthly account statements. Almega provides clients with a report which includes a fee invoice. The client is encouraged to verify the assets under management reported in the quarterly performance report and fee invoice match the values of the accounts held at the custodians.

Asset based fees are always subject to the management agreement between the client and Almega, and we generally retain the right to amend our fee schedule with written agreement by the client.

**Periodicals, Newsletters, Podcasts, & Social Media**

We do not charge a fee to subscribers of our newsletter, periodicals, podcasts, or social media posts. It is possible Almega may receive compensation from platforms like Spotify, Facebook, Instagram, and YouTube for publication of podcasts, videos, and social media posts when their audience listens/views a podcast or video on these respective platforms.

**Educational Seminars**

Almega may charge a fixed fee per attendee, typically less than $25, for educational seminars we may conduct. Seminar fees are non-negotiable.

Almega does not charge a fee to attend its educational seminars in the State of Kentucky.
Almega does not conduct seminars in the State of Virginia.

**Payment for Services**

The client may select to be directly billed for our services or to have the custodian for the investment account deduct our fees from the investment account. The client must provide written authorization permitting Almega to bill the custodian for Almega's fees if our fees are going to be directly debited from a client's custody account. In addition, the account must be held by a qualified independent custodian and the qualified custodian must agree to send to the client an account statement each calendar quarter. Each quarterly account statement must indicate all amounts disbursed from the account including fees paid directly to Almega. Clients are encouraged to verify the accuracy of the custodian statement and fee calculation. The investment account custodian will not determine whether the fee is properly calculated. Almega does not allow payment for services via credit card.

**Margin Billing**

It is our standard business practice to bill on the value of assets reported to us by the client's custodian (i.e. TD Ameritrade, Charles Schwab, etc.) on the close of business the day prior to generating an invoice. We do not recalculate the value reported to us by the custodian of the client's assets to account for margin balances or investments.

**General Information**

An investment management agreement may be terminated at any time by the client, or with 30 days written notice by Almega, for any reason. The timing is specified in the client management agreement between Almega and the client. Additionally, if a client receives this Brochure at the time the client enters into the investment management agreement, the client has the right to terminate the agreement within 10 business days for a full refund by notice of termination to Almega.

All fees paid to Almega are separate and distinct from fees and expenses charged by any mutual fund, exchange-traded funds and closed-end funds. Fund fees are described in the respective fund's prospectus. These fees will generally include management fees, various expenses and a possible distribution fee. The client should review all fees being charged on its investments and those charged by Almega to fully understand the total amount of fees to be paid by the client and to evaluate the advisory services being provided.

Additionally, the client is also responsible for paying the fees and expenses charged by an independent, qualified custodian(s). Clients may incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Please refer to Item 12 (Brokerage Practices) in this Brochure for additional information.

Almega has a fiduciary duty to all its clients. To avoid engaging in prohibited transactions, Almega and/or our related persons may not receive any compensation from clients other than those fees described herein. For more information, see Items 10 & 11.

Clients should be aware that similar advisory services may or may not be available from other investment advisors for similar or lower fees.

Under no circumstances do we require or solicit payment of fees in excess of $500 more than six months in advance of services rendered.

## ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Almega does not charge performance-based fees or participate in side-by-side management. Performance-based fees are fees which are based on the share of capital gain or capital appreciation of a client's account.

Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged a performance-based fee. We do not charge performance-based fees, nor do we provide side-by-side management.

## ITEM 7 – TYPES OF CLIENTS

Almega may offer its services to individuals, high net worth individuals, corporations and other business entities, charitable organizations, guardianships, conservatorships, estates, and trusts.

Almega does not have any established or stated minimum account requirements. All client relationships are evaluated by Almega on a case-by-case basis to determine whether Almega can provide value to the client. If, in our analysis of the client’s individual situation, Almega does not feel it can provide value to the client we will advise the client as to why and make a recommendation to an alternative advisory firm.

## ITEM 8 – INVESTMENT STRATEGIES, METHODS OF ANALYSIS, AND RISK OF LOSS

Almega offers several distinctive investment strategies which may be categorized as either passive or active investment management styles.

**Passive Asset Allocation Investment Strategies**

Almega Wealth Management's passive asset allocation investment strateiges target reliable drivers of higher returns across equity and fixed income markets; primarily utilizes mutual funds and ETFs which utilize flexible implementation to focus on higher expected returns, manage risks, and minimize costs; all funds and ETFs utilized are priced within the lowest quartile among their category peers.

The passive asset allocation investment strategies we offer include:

- **Core** - Pursues higher expected returns across global equity and fixed income markets. Deviates from traditional market capitalization weights to target securities with higher expected returns—small cap and value companies.
- **Core Plus** - Seeks returns above those of the Core Models by adding increasing the target weight allocation to small cap companies and adds profitability as an additional factor.
- **Sustainability** – Seeks to align certain sustainability values with investment goals, focusing on scientific drivers of climate change.
- **Tax-Sensitive** – Includes a focus on municipal bonds within the fixed income allocation and actively seeks to minimize trading and rebalancing to reduce capital gains.
- **Socially Responsible** – Seeks to align certain social values with investment goals, seeking to exclude companies involved in areas of social concern.

*Asset Class Investing*

Almega's Passive Asset Allocation Strategies are best described as "asset class investing" and are based on the premise that global financial markets are highly efficient (prices adjust very quickly to new information) and the primary factor affecting the variability of returns is the asset allocation decision.

The mix of assets in a portfolio (the "asset allocation") is the primary determinant of portfolio returns over time. Our selection of asset classes (groups of securities with similar risk and return characteristics) is influenced primarily by the research of Nobel Laurette Professor Eugene Fama, Sr. (University of Chicago) and Professor Kenneth French (Dartmouth College). We also follow research on securities and financial markets from many other academics around the world (Robert Novy-Marx, Merton Miller, Abbie J. Smith, Roger Ibbotson, Robert Merton, and Myron Scholes)

*Modern Portfolio Theory*

Almega adheres to the principles of Modern Portfolio Theory (MPT). MPT is based on the observation that diversifying among different investments that are not highly correlated can result in a weighted average of the asset class returns, but less than a weighted average of their risk. In other words, mixing low correlating investments or asset classes in a portfolio can reduce the volatility of the portfolio without reducing the overall portfolio expected return.

We will generally diversify client's assets among the following passively managed or index strategies: money market funds; fixed income mutual funds and/or ETFs; large, mid, and small U.S. company equity mutual funds and/or ETFs; large, mid, and small international company equity mutual funds and/or ETFs; large, mid, and small equity mutual funds and/or ETFs in select emerging markets; U.S. or international real estate investment trust (REITs) mutual funds and/or ETFs. We may also make determinations as to overweight growth equities (higher-priced) or value equities (lower priced) in our U.S. equity, international equity, or emerging market equity mutual funds and/or ETFs. From time to time, based on our research and the research of other, we may use individually issued cash equivalents, certificates of deposit, individual US Treasury securities, and/or high-quality, short term, individual fixed income securities.

*Asset Allocation*

Almega recommends a mix of asset classes for client's portfolio based on an assessment of their long-term financial objectives. Where appropriate, we will recommend an allocation to high-quality, shorter-term bonds (within a broadly diversified index or asset class mutual fund) to reduce overall portfolio risk, generate a more predictable cash flow (interest income), facilitate portfolio rebalancing, and provide a hedge against inflation.

If the client's objective is a higher annual expected return and the client is willing to accept a higher degree of risk, we will recommend a portfolio with greater allocations to stocks in general and small company and value stocks specifically (using index or asset class mutual funds). Recommended stock allocations will generally be globally diversified among the U.S. and foreign developed markets. In certain circumstances, we may include emerging markets and REITs in limited percentages.

Our recommended asset allocation is not influenced by current market conditions. This asset allocation (which becomes a client's written Investment Policy Statement) is altered only when the client's long-term investment objectives have changed.

*Rebalancing*

Current asset allocations for client's portfolio will change as financial markets rise and fall. This creates the opportunity to opportunistically rebalance the portfolio to bring asset class percentages back to your policy targets. Asset classes that have risen beyond predetermined limits are sold by an amount that brings the allocation back in line with policy targets, and those that have fallen in value are purchased in the same way. This is a method of "selling high and buying low" that is notably contrarian and is not based on predicting the direction of markets or asset class returns.

Rebalancing typically has the effect of enhancing portfolio returns while maintaining the agreed-upon risk level for the portfolio. To limit rebalancing transactions and the costs associated with buying and selling mutual funds through the chosen custodian, Almega has set ranges in which allocations may vary and at which rebalancing is triggered. Almega may also rebalance when it deems it appropriate.

*Specific Investments*

Almega invests client assets in passively managed index mutual funds and/or ETFs and structured asset class mutual funds and/or ETFs representing selected asset classes. "Passively managed" refers to the fact that the managers of these kinds of funds do not engage in active stock picking, market timing, sector rotation, and other speculative strategies that introduce risks to portfolios that are not compensated with higher returns over time.

Passively managed index and structured asset class mutual funds and/or ETFs generally have much lower portfolio turnover (the amount of buying and selling of securities), less taxable distributions to shareholders, much lower internal costs, and much greater diversification, all while outperforming the majority of actively managed funds over time.

When selecting specific mutual funds or ETFs for your portfolios, Almega examines each fund's or ETF's management structure, financial condition, and operating procedures. We also analyze each mutual fund or ETF for adherence to its stated investment objectives (as noted in the fund's prospectus). The investment performance of each mutual fund or ETF is observed over past market cycles to determine its correlation to public indexes, such as the S&P 500 and Russell 2000 indexes, and proprietary indexes, such as those of Dimensional Fund Advisors (DFA) and the Center for Research in Securities Prices (CRSP). Almega also monitors the portfolio turnover, growth in total assets, management and administrative expenses, taxable distributions, and other relevant information.

Due to account size, inception date, cash flows, tax considerations, and certain other factors, the mutual funds or ETFs selected for a particular asset class may not be the same for all client accounts, and the actual percentage mix of asset classes may differ from the targets and from other accounts with similar investment objectives.

**Active Investment Strategy - S&P 500 Short Strangle Option Strategy**

Almega's S&P 500 Short Strangle Option Strategy is designed to produce returns regardless of market conditions. This highly aggressive strategy involves the sale of put and call options against an S&P 500 Index ETF and cash positions.

This strategy involves significant risk, including unlimited loss potential. Investing in options carries with it "undefined risk." Undefined risk is when your possible max loss is unknown on order entry. Any option strategy that includes selling an option and not buying a further out of the money option (such is the strategy of our S&P 500 Short Strangle Option Strategy) of the same type, (which allows you to offset the risk of the option that is farther in the money, is considered an undefined risk trade. If you sell a naked option, a call or put, your max loss is unknown. The underlying could go down to $0.00, or it could go up indefinitely. This is undefined risk. Investing in any option strategy involves significant risk, including unlimited loss potential. Prior to discussing our S&P 500 Short Strangle Option Strategy, or any option trading strategy, with you, Almega will provide you with a copy of the brochure Characteristics and Risks of Standardized Options published by the Options Clearing Corporation. We recommend clients read this disclosure brochure prior to investing in any options strategy.

For clients who select the S&P 500 Short Strangle Option Strategy for an account(s), ½ of the assets of the account will be invested in a S&P 500 Index ETF (such as those available from iShares, Vanguard, and State Street) with the remaining ½ held in money market funds. Weekly/monthly, depending on our research, Almega will sell an "out of the money" covered call option against the S&P 500 Index ETF and will also sell an "out of the money" put option on the S&P 500 Index ETF. The sale of the put option is considered a "naked" sale as it is not sold against a covered position; the sale of the put option is secured by the cash in the account in the form of the money market fund. The sale of the put and call options generated option premium from the sales.

*Technical Research*

The specific option's selected for sale are either weekly/monthly put and call options and are selected based on our fundamental research of the S&P 500 Index (^SPX) and of the Chicago Board of Options Exchange (CBOE) Volatility Index (^VIX). We also conduct technical research on the time value of each option as well as it's delta (Delta expresses the amount of price change a option will see based on the change in price of the underlying security) to the S&P 500 Index.

We may analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical analysis does not necessarily consider the underlying financial condition of the S&P 500 Index or economy. Past performance is not a guarantee of future performance.

**Other Option Related Strategies**

Other than our *S&P 500 Strangle Option Strategy*, option writing is not a fundamental part of Almega's other investment strategies, but we may use this strategy occasionally when given authority and we determine it is suitable given a client's stated investment objectives and tolerance for risk.

In all our investment strategies, we may use options to speculate on the possibility of a sharp price swing. We may also use options to "hedge" a purchase of the underlying security; in other words, we may use an option purchase to limit the potential upside and downside of a security we have purchased for a client's portfolio. We may use "covered calls," in which we sell an option on a security a client owns. We use a "spreading strategy," in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively the client you on both sides of the market, but with the ability to vary price, time and other factors.

Almega's analysis methods rely on the assumption that the investment vehicles we recommend for our clients, the companies whose securities we purchase and sell on behalf of our clients, the rating agencies that review these securities, and other publicly or privately available sources of information about these securities, are providing accurate, timely, and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate, misleading, or untimely information. This is an ongoing risk with regard to all the strategies discussed in this section.

An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset. We may also utilize structured notes, closed end funds or mutual funds that utilize options strategies. The two types of options are calls and puts. A call gives us the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires. A put gives us the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we have determined that the price of the stock will fall before the option expires.

**Additional risks may include:**

*Risk of Loss:* Investing involves a risk of loss. Clients should be prepared to bear investment loss, including the loss of the original principal. Clients should never presume that future performance of any specific investment or investment strategy will be profitable. Further, there may be varying degrees of risk depending on different types of investments. Clients should know all investments carry a certain degree of risk ranging from the variability of market values to the possibility of permanent loss of capital. Although portfolios seek principal protection, asset allocation and investment decisions may not achieve this goal in all cases. There is no guarantee a portfolio will meet a target return or an investment objective.

Risks to capital include, but may not be limited to, changes in the economy, market volatility, company results, industry sectors, accounting standards and changes in interest rates. Investments are generally subject to risks inherent in governmental actions, exchange rates, inflation, deflation, and fiscal and monetary policies. Market risks include changes in market sentiment in general and styles of investing. Diversification will not protect an investor from these risks and fluctuations.

Because of the inherent risk of loss associated with investing, we are unable to represent, guarantee or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

Almega does not engage in high-frequency trading activities or algorithmic trading strategies.

*Market Risk*: Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. Stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. Common stock (or its equivalent) is generally exposed to greater risk than preferred stocks and debt obligations of an issuer.

*Exchange Traded Fund (ETF) and Mutual Fund Risk*: The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. Clients will incur additional costs associated with ETFs and mutual funds (see Item 5).

Consumer Discretionary ETF Shares are listed for trading on NYSE Arca and can be bought and sold on the secondary market at market prices. Although it is expected that the market price of a Consumer Discretionary ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV vary significantly. Thus, the client may pay more or less than NAV when the Consumer Discretionary ETF Shares are purchased on the secondary market, and the client may receive more or less than NAV when you sell those shares. Although Consumer Discretionary ETF Shares are listed for trading on NYSE Arca, it is possible that an active trading market may not be maintained and Trading of Consumer Discretionary ETF Shares on NYSE Arca may be halted by the activation of individual or market wide "circuit breakers" (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of Consumer Discretionary ETF Shares may also be halted if the shares are delisted from NYSE Arca without first being listed on another exchange or exchange officials determine that such action is appropriate in the interest of a fair and orderly market or to protect investors.

*Margin Risk:* Margin trading is the act of borrowing funds to invest in additional securities. The purchased securities serve as collateral for the loan. The primary reason behind margin trading is to utilize more capital to invest and, by extension, the potential for more profits. Margin trading may result in (a) amplified losses which could result in losing more money than invested, (b) a margin call whereby you would be required to deposit more money to cover losses, and/or (c) forced liquidation if there is not enough money to cover capital requirements and additional monies are not deposited.

*Management Risk*: Investments managed by us vary with the success and failure of our investment strategies, research, analysis and determination of portfolio securities.

*Foreign Investments Risks*: Non-U.S. investments, currency, and commodity investments may contain additional risks associated with government, economic, political or currency volatility.

*Emerging Markets Risks*: Emerging markets can experience high volatility and risk in the short term. Additional risks are inherent in emerging markets which may not be present in other markets. Non-U.S. investments, currency, and commodity investments may contain additional risks associated with government, economic, political or currency volatility.

*Liquidity Risks*: Generally, assets are more liquid if many investors are interested in a standardized product, making the product relatively easy to convert into cash. Assets with less interest, known as liquidity risk, are not easily converted to cash. Examples of investments with liquidity risks which Almega intends to utilize in client accounts include certain bonds, structured products, and certificates of deposits.

*Bond Risks*: Investments in bonds involve interest rate and credit risks. Bond values change according to changes in interest rates, inflation, credit climate, and issuer credit quality. Interest rate increases will reduce the value of a bond. Longer term bonds are more susceptible to interest rate variations then shorter term, lower yield bonds.

*Sector Risks*: Investing in a particular sector is subject to cyclical market conditions and charges.

*Options Risks:* Investing in options carries with it “undefined risk.” Undefined risk is when your possible max loss is unknown on order entry. Any option strategy that includes selling an option and not buying a further out of the money option (such is the strategy of our S&P 500 Strangle Option Strategy) of the same type, (which allows you to offset the risk of the option that is farther in the money, is considered an undefined risk trade. If you sell a naked option, a call or put, your max loss is unknown. The underlying could go down to $0.00, or it could go up indefinitely. This is undefined risk. Investing in any option strategy involves significant risk, including unlimited loss potential. Prior to discussing our S&P 500 Strangle Option Strategy, or any option trading strategy, with you, Almega will provide you with a copy of the brochure Characteristics and Risks of Standardized Options published by the Options Clearing Corporation. We recommend clients read this disclosure brochure prior to investing in any options strategy.

*General Risks*: Our strategies and investments may have unique and significant tax implications. Almega will manage portfolios with an awareness of tax implications, but long-term wealth compounding is our primary consideration. Specific goals regarding account tax efficiency should be set forth in a writing signed by both us and the client. Regardless of account size or other factors, Almega strongly recommends that its clients continuously consult with a tax professional prior to and throughout the investing of clients' assets. Each client is responsible for contacting his/her tax advisors to determine which cost basis accounting method is the right choice for the client. Clients should provide Almega with written notice of a client's selected accounting method, and Almega will alert the client's custodian of the individually selected accounting method. Clients should be aware that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

*Cash Risks*: Cash balances are typically invested daily in interest-bearing FDIC-insured money market funds.

*Inflationary Risk*: Inherent to investing is the risk that your individual investment returns may not exceed the rate of inflation over time.

## ITEM 9 – DISCIPLINARY INFORMATION

Almega Wealth Management is required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our firm, our business, or the integrity of our management or associated persons.

Almega Wealth Management does not have any reportable disciplinary events to disclose.

Our Management Persons do not have any reportable disciplinary events to disclose.

Daniel Scott Braddock, a supervised person, paid a fine of $8,500 and signed a Consent Decree with the State of North Carolina regarding unregistered investment related business activity from 2018 – 2021, prior to his association with Almega Wealth Management. For further information regarding Mr. Braddock's disciplinary history you are encouraged to contact Bryan Wisda, our Chief Compliance Officer, by calling 480-770-4700 for further information. You may also visit [https://adviserinfo.sec.gov](https://adviserinfo.sec.gov) for further information.

## ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Almega, nor its management personnel, is not a registered broker-dealer, registered representative of a broker dealer, commodity firm, commodity pool operator, commodity trading advisor, or futures commission merchant, and does not have an application to register for any of the same pending.

Almega does not recommend investment products for which it receives any form of compensation.

As a part of Almega's fiduciary duties, our IARs may provide advice on insurance products that include, but are not limited to, annuities, life insurance, long-term care, disability, property and casualty, health insurance, Medicare, structured settlements, and viatical settlements. These products are separate and distinct from the investment advisory services offered through Almega; Almega will refer clients to non-affiliated independent license insurance agents for these products and neither Almega, nor its IARs, will receive a commission or other benefit if an insurance product is purchased by a client. If a client is referred to an independent insurance agent, Almega will review the recommendations of the independent insurance agent before the insurance product is presented to the client; we recommend all insurance contracts be reviewed by the client's attorney and tax advisor prior to purchase. In no event is any client obligated, contractually or otherwise, to use the services of any referred licensed insurance agent acting in such a capacity or to purchase products through said agent.

Almega, nor its management personnel, is not an insurance agency/brokerage or an agent of an insurance company, does not hold an active insurance license, does not receive compensation from any insurance company/agency/brokerage, and does not have an application to register to solicitor be licensed to solicit any line of insurance business.

Almega's investment advisor representatives (IARs) may hold an insurance license; those IARs who hold an active insurance license may have a material conflict of interest with an insurance company, agency, or brokerage. Additional details about our investment advisor representatives material conflicts may be found in our Brochure Supplement ("Supervised Persons") and on Part 2B of Form ADV.

While acting as a representative of Almega, IARs are not permitted to solicit insurance products for which they will receive a commission from an insurance company/brokerage; any IAR who solicits the purchase or sale of an insurance product for which they will receive a commission is doing so outside of the supervision of Almega Wealth Management. During the solicitation of any insurance product the insurance agent is acting on their own behalf and are NOT acting on behalf of Almega Wealth Management LLC. The sale of an insurance product is subject to the suitability standards applicable to insurance products in state of residence and the principal of *Caveat Emptor* ("buyer beware") applies. In no event is any client obligated, contractually or otherwise, to use the services of any licensed insurance agent acting in such a capacity or to purchase products through said agent.

Almega, nor its management personnel, have any material conflicts of interest with any of the following: broker dealers, investment companies, other investment advisors or financial planners, futures commission merchants, commodity pool operators, commodity trading advisors, bank, thrift institution, accountant or accounting firm, lawyer or law firm, insurance company or agency, pension consultant, real estate broker or dealer, or any sponsor or syndicator of limited partnerships.

Almega, as well as its management personnel, and supervised persons, must always acts in the best interest of the client (Fiduciary Standard), and any person providing investment advice on behalf of Almega must act in the best interests of the client and put the client's interests ahead of their own interests.

If you have any questions regarding our financial industry activities, affiliations, or the actions or recommendations of our investment advisor representatives you are encouraged to contact Bryan Wisda, our Chief Compliance Officer, by calling 480-770-4700 or emailing info@almega-wealth.com.

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

**Code of Ethics**

Almega has adopted a Code of Ethics that sets forth high ethical standards of business and professional conduct which we require our employees to follow. The Code of Ethics outlines proper conduct related to all services provided to clients by Almega and our associated persons and includes guidelines for compliance with applicable laws and regulations governing our practice.  Our goal is to always protect our clients' interests and demonstrate our commitment to our fiduciary duties of honesty, good faith and fair dealing.

Almega's Code of Ethics states it, and its investment advisor representatives and employees, shall always:

- Act with integrity, competence, dignity, and in an ethical manner when dealing with the public, clients, prospects, employers, and employees.
- Exercise its authority and responsibility for the benefit of its clients, to place the interests of its clients first and to refrain from having outside interests that conflict with the interests of its clients.  Almega must avoid any circumstances that might adversely affect or appear to affect its duty of complete loyalty to its clients.
- Refrain from disclosing any non-public personal information about a client to any non-affiliated third party unless the client expressly gives permission to Almega to do so.  All client information will otherwise be treated as confidential.
- Maintain the physical security of non-public information, including information stored on computers.

This code of ethics is in place to guide the personal conduct of our team members.  The Code of Ethics describes our fiduciary duties and responsibilities to you and sets forth our practice of supervising the personal securities transactions of employees with prior or concurrent access to client trade information.  A copy of Almega's Code of Ethics is available upon request.

**Personal Securities Transactions and Interests**

Through its professional activities, Almega and its supervised persons are exposed to conflicts of interest and the Code of Ethics contains provisions designed to mitigate certain of these conflicts by governing the personal securities transactions of certain of its employees, officers and directors.  The Code of Ethics can only attempt to mitigate conflicts of interest, the conflict still exists, and the Code of Ethics cannot remove a conflict of interest.  In particular, the Code of Ethics governs the conduct of certain "access persons" in circumstances where Almega or access persons may desire to purchase or sell securities for their personal accounts that are identical to those recommended by Almega to its clients.  For these purposes, the Code of Ethics defines an "access" person as a supervised person of Almega that (1) has access to nonpublic information regarding any clients' purchase or sale of securities, (2) has access to nonpublic information regarding the portfolio holdings of any fund the adviser or its control affiliates manage or sponsor, or (3) is involved in making securities recommendations (or has access to such recommendations) to clients that are nonpublic.

Access persons' trades must be executed in a manner consistent with the following principles:

- The interests of client accounts will always be placed first.
- All personal securities transactions will be conducted in such manner as to avoid any conflict of interest or any abuse of an individual's position of trust and responsibility.
- Access persons must not take inappropriate advantage of their positions.
- Participation of access persons in transactions in securities in a limited offering or private placement is prohibited.

Access persons must submit quarterly reports regarding securities transactions and newly opened accounts, as well as annual reports regarding holdings and existing accounts.  Almega monitors access persons' personal trading activity at least quarterly to ensure compliance with internal control policies and procedures and our Code of Ethics.

The Code of Ethics does not prevent or prohibit access persons from trading in securities that we may recommend or in which we may invest client assets, but rather prescribes the governing principals relative to the same (see above). As such, it is possible that (1) Almega or its access persons could recommend to clients, or buy or sell for client accounts, securities in which one or more access persons (including Almega) has a material financial interest, (2) access persons (including Almega) could invest in the same securities (or related securities) that we recommend to clients, or (3) Almega and its access persons could recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that one or more access persons (including Almega) buys or sells the same securities for its own account. This presents a conflict in that the access person might seek to benefit himself or herself from this type of trading activity in the same securities, either by trading for personal accounts in advance of client trading activity, or otherwise. All such activity must be in strict adherence with our Code of Ethics and must fundamentally place the clients' interests first. Moreover, it is our policy that neither Almega, nor its associated persons, will have priority over a client's account(s) in the purchase or sale of securities.

Neither Almega or its associated persons has any material financial interest in client transactions beyond the provision of investment advisory services or other services as disclosed in this Brochure. Additionally, neither Almega or its management personnel has any material conflicts of interest with any broker-dealer, municipal securities dealer, or government securities dealer or broker, investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund), other investment adviser or financial planner, futures commission merchant, commodity pool operator, or commodity trading advisor, banking or thrift institution, accountant or accounting firm, lawyer or law firm, insurance company or agency, pension consultant, real estate broker or dealer, or sponsor or syndicator of limited partnerships.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the e-mail or phone number listed on the cover page of this Brochure.

Almega’s policies and procedures attempt to mitigate conflicts of interest, however conflicts of interest discussed here and in other Items of this brochure still exist and cannot be removed or eliminated.

**Principal Trading**

Almega does not engage in principal trading (i.e., the practice of selling individual securities to advisory clients from our inventory or buying stocks from advisory clients into our inventory).

**Agency Cross Transactions**

Almega may engage in agency cross transactions. An agency cross transaction occurs when Almega, through the clients’ custodian, sells a security for one client while simultaneously purchasing the security for another client. This practice is used very infrequently and only for securities which are very thinly traded or there is no market for. Almega will only effect agency cross transactions in publicly traded securities (private placements and other illiquid investments are prohibited). The pricing for these trades will be determined by the client’s custodian and the custodian may charge a fee/mark-up/commission for any such transaction. Prior to any agency cross transaction both clients involved must provide written consent in advance; separate written consent is required with each principal trade or agency cross trade – blanket authorization is strictly prohibited. Written consent for the agency cross transaction must include the agreed to pricing for the security so as both parties are fully aware of the pricing for the transaction. Almega Wealth Management prohibits agency cross transactions involving Almega's principals, employees, or employee related accounts.

**Timing of Securities Purchases or Sales**

We may combine orders to purchase securities for Almega, its associated persons and/or their families with a client's order to purchase securities ("block trading"). Please refer to Item 12 for more information on block trading. A conflict of interest exists in these events because we could trade ahead of clients and receive more favorable prices (for Almega, its associated persons and/or their families) than the client will receive. Almega will make reasonable attempts to trade securities in client accounts at or prior to trading the securities in Almega accounts, or accounts of associated persons and/or their families. Trades executed the same day will likely be subject to an average pricing calculation. Moreover, it is our policy that neither Almega, nor its associated persons, will have priority over a client's account(s) in the purchase or sale of securities.

Mutual funds, which are priced at the end of each business day the financial markets are open. Therefore, the timing of purchases and sales of mutual fund shares does not introduce a potential conflict of interest.

## ITEM 12 – BROKERAGE PRACTICES

**Selection of Custodian**

You may be permitted to direct us to utilize your desired brokers. However, if such brokers are utilized, we may not have access to certain mutual funds and other investments that are available only to institutional investors or approved investment advisors. Also, commissions or transaction fees to buy or sell our recommended mutual funds and other securities may be higher than the fees negotiated by us.

We have negotiated fees with the custodians we recommend and have selected these custodians for their generally low fees. Also, we prefer to recommend custodians that possess significant size and financial resources for purposes of enhanced safety of your funds. For these reasons, the lowest-cost custodian may not be recommended.

As a fiduciary we endeavor to act in your best interests.

For our wealth management clients our desire is that you maintain much of your assets in accounts at Charles Schwab Institutional or TD Ameritrade Institutional. Note: TD Ameritrade Institutional is a division of Charles Schwab. Charles Schwab Institutional, and other custodians, may be used based in part due to the benefit to our firm due of the availability of some products and services at no cost to us, or at reduced cost. This may create a potential conflict of interest (please see Almega's Benefits Provided by Custodians below).

For our Launch™ by Almega Wealth Management clients our desire is that you maintain much of your assets in accounts at either Apex Clearing Corporation (for those clients who elect the Zoe Financial platform) or Betterment Securities (for those clients who elect the Betterment platform). Apex Clearing Corporation and Betterment Securities may be used in part due to benefits to our firm including the availability of some products and services at no cost to us, or at a reduced cost. Also, Zoe Financial may refer clients to Almega

Wealth Management through its solicitor program (see Item 14 – Client Referrals and Other Compensation). This may create a potential conflict of interest (please see Almega's Benefits Provided by Custodians below).

We understand our duty for best execution and consider all factors in making recommendations to you. These custodial services may be useful in servicing all our clients and may not be used in connection with any particular account that may have paid compensation to the firm providing such services. While we may not always obtain the lowest commission rate, we believe the rate is reasonable in relation to the value of the brokerage and research services provided.

**Benefits Provided by Custodians**

The custodians for the assets of Almega clients assist in the management of client accounts in the following ways:

- We receive duplicate client confirmations.
- We have access to a trading desk that serves clients of investment advisory firms exclusively.
- We have access to the investment advisor portion of their web sites, which includes practice management articles, compliance updates, and other financial-planning related information and research materials.
- We have access to other vendors (such as insurance or compliance providers, or providers of research or other materials) on a discounted fee basis through discounts arranged by the custodians.
- We have access to an electronic communication network for client order entry and access to client account information and which may otherwise assist us with our back-office functions, including record keeping and client reporting.
- We are sometimes invited to conferences at which advisors and employees of our firm may attend (with no registration fees) and receive education on issues such as practice management, marketing, investment theory, financial planning, business succession, regulatory compliance, and information technology.
- We have access to software programs not available to the public, such as ThinkPipes and iRebal, which help us manage client's accounts.
- We may participate in client referral or solicitor programs offered by custodians and may receive an increased number of referrals for recommending certain custodians (see Item 14 – Client Referrals and Other Compensation).
- Participation in the custodians' programs also provides access to certain mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors, such as the mutual funds of Dimensional Funds Advisors (DFA).

Benefits received through participation in a custodian's program may depend upon the amount of transactions directed to or the amount of assets placed in custody the custodians.

Generally, many of these services may be utilized to service all, or a substantial number of our, clients' accounts. Educational, research, or other services provided by our custodians, as well as mutual fund companies, may benefit all of our clients or may benefit only some clients.

**Order Aggregation**

Almega 's advice to certain clients and the action of Almega for those and other clients are frequently premised not only on the merits of a particular investment, but also on the suitability of that investment for the particular client in light of his/her applicable investment objective, guidelines, risk tolerance and circumstances. Thus, any action of Almega with respect to a particular investment may, for a particular client, differ or be opposed to the recommendation, advice or actions of Almega to or on behalf of other clients. Almega acts in accordance with our duty to seek best price and execution and will not continue any arrangements if we determine that such arrangements are no longer in the best interest of our client(s).

As Almega may be managing accounts with similar investment objectives, Almega may aggregate orders for securities for such accounts. In this event, allocation of the securities so purchased or sold, as well as expenses incurred in the transaction, is made by Almega in the manner it considers to be the most equitable and consistent with its fiduciary obligations to such accounts. Such aggregate orders may include transactions for accounts for employees or affiliates of Almega.

Almega’s allocation procedures seek to allocate investment opportunities among clients in the fairest possible way, taking into account clients' best interests. Almega will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any client or group of clients. Account performance is never a factor in trade allocations.

Almega will aggregate, i.e., "block," trades where possible and when advantageous to our client(s). We must reasonably believe that the order aggregation will benefit and enable us to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price. Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price.

Almega will block trades among clients whose accounts can be traded at a given broker-dealer. Blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, as long as transaction costs are shared equally and on a pro-rata basis between all accounts included in the block. Subsequent orders for the same security entered during the same trading day may be aggregated with any previously unfilled orders. Subsequent orders may also be aggregated with filled orders if the market price for the security has not materially changed and the aggregation does not cause any unintended exposure. All clients participating in each aggregated order will generally receive the average price and, subject to minimum ticket charges and possible step outs, pay a pro-rata portion of commissions, provided, however, that an adjustment may be appropriate in some circumstances.

Prior to entry of an aggregated order, each client account participating is identified in the order and the proposed allocation of the order, upon completion, to those clients. If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts. Our client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account. Funds and securities for aggregated orders are clearly identified in our records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.

To minimize performance dispersion, "strategy" trades should be aggregated and average priced. However, when a trade is to be executed for an individual account and the trade is not in the best interests of other accounts, then the trade will only be performed for that account. This is true even if Almega believes that a larger size block trade would lead to best overall price for the security being transacted.

All allocations will be made prior to the close of business on the trade date. In the event an order is "partially filled," the allocation will be made in the best interests of all the clients in the order, considering all relevant factors including, but not limited to, the size of each client's allocation, clients' liquidity needs and previous allocations. In most cases, accounts will get a pro forma allocation based on the initial allocation. This policy also applies if an order is "over-filled."

Transactions for any client account may not be aggregated for execution if the practice is prohibited by the client.

Neither Apex Clearing Corporation or Betterment provide order aggregation services at this time.

**Directed Brokerage**

Clients may direct Almega to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.

The arrangements that Almega has with the Custodians are designed to maximize efficiency and to be cost effective. By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative brokers are used. While every effort is made to treat clients fairly over time, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers may, in fact, result in a certain degree of delay in executing trades for their account(s) and otherwise adversely affect management of their account(s).

**Trading Away**

Client accounts may be established to be "prime broker" eligible so that if and when the need arises to effect securities transactions from those accounts at broker-dealers other than with their then current custodian ("executing brokers"), such custodian will accept delivery or deliver the applicable security from/to the executing brokers. The custodian broker may charge a "trade away" fee which is charged against the client's account(s) for each "trade away" occurrence. Other custodians have their own policies concerning prime broker accounts and trade away fees. The fees or commissions charged by the prime broker are determined by the prime broker and allocated to clients on a pro-rata basis.

Prime brokerage services are utilized to purchase or sell securities through a broker other than the client's custodian. This typically happens when the contra broker is offering a security that is otherwise unavailable through the client's custodian broker, such as an initial public offering (IPO) or in the case of a thinly traded fixed income security. Consistent with its fiduciary responsibilities, Almega may also use prime brokerage services to seek to ensure that clients receive best execution with respect to the clients' transactions when appropriate to reduce commissions, improve purchase/sale pricing, and reduce transaction costs.

If the client is receiving discretionary advisory services, Almega, pursuant to the terms of its management agreement with clients, will have discretionary authority to determine which securities are to be bought and sold and the price of such securities to effect such transactions. Almega recognizes that the analysis of execution quality involves a number of qualitative and quantitative factors. Almega will follow a process in an attempt to ensure that it is seeking to obtain the most favorable execution under the prevailing circumstances when placing client orders. These factors include, but are not limited, to the following:

- The financial strength, reputation and stability of the broker-dealer;
- The efficiency with which the transaction is effected; the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any);
- The availability of the broker-dealer to stand ready to effect transactions of varying degrees of difficulty in the future;
- The efficiency of error resolution, clearance and settlement;
- Block trading and positioning capabilities;
- Performance measurements;
- Online access to computerized data regarding customer accounts;
- Availability, comprehensiveness, and frequency of brokerage and research services;
- Commission rate;
- The economic benefit to the clients; and
- Related matters involved in the receipt of brokerage services.

Consistent with its fiduciary responsibilities, Almega seeks to ensure that clients receive best execution with respect to the clients' transactions by blocking client trades to reduce commissions and transaction costs. To the best of Almega's knowledge and due diligence inquiries, TD Ameritrade Institutional and Charles Schwab Institutional provides high-quality execution, and Almega's clients will pay competitive rates for such execution. Based upon its own knowledge of the securities industry, Almega believes that TD and Schwab's commission rates are competitive within the securities industry. Lower commissions or better execution may be able to be achieved elsewhere.

**Trade Errors**

When Almega causes a trade error, it takes prompt action to resolve the error with the objective to return the client's account to the position that it would have been if there had been no error. Almega pays to correct an error and reimburses a client for any loss resulting from the error. Clients do not retain any gains resulting from the correction of a trade error. At the end of each day, any net gains from trade corrections are swept to a specially designated account by the account custodian and is subsequently distributed to charity.

**Brokerage for Client Referrals**

Almega does not receive client referrals from broker-dealers in exchange for directed trading or prime brokerage services.

# ITEM 13 – REVIEW OF ACCOUNTS

**Timing and Nature of Reviews**

Portfolio reviews are generally performed at least quarterly. Portfolio reviews may also occur upon request, when assets are added or withdrawn from your accounts, or upon substantial asset class decline or appreciation. All accounts are reviewed at least annually by an Investment Advisor Representative.

Periodic portfolio reviews are undertaken to ascertain if the agreed upon percentages invested in any asset class, or specific investment, have strayed beyond their target minimums or maximums, client risk tolerances/parameters have changed, and for purposes of meeting client cash flow needs.

**Rebalancing Reviews**

If one or more asset class, or specific investment, target allocation percentages change by a predetermined amount according to the client's written Investment Policy Statement (usually plus or minus 20%), we will consider rebalancing the portfolio back to target (policy) percentages. We may determine not to rebalance the asset class or specific investment for various reasons, such as avoiding short-term capital gains, deferring the realization of long-term capital gains, and minimizing transaction costs.

Almega may rebalance client accounts on a systematic basis (i.e. quarterly) based on the client's written Investment Policy Statement.

Almega may also rebalance client accounts opportunistically, when Almega determines, based on our research and the research of others, rebalancing a client's account is in their best interest. Alternatively, if allowed by the client's written Investment Policy Statement, Almega may, based on our research and the research of others, overweight or underweight any asset class or individual securities when we determine it is in the best interest of the client.

Normally when we rebalance portfolios, we will purchase additional shares in those investments you currently own, unless for such valid reason as we determine (avoiding wash sale rules, fund closing, etc.) a substitute investment is more appropriate.

We may also buy or sell shares for tax purposes, including realizing losses to offset realized gains and/or taxable income ("tax loss harvesting").

**Regular Portfolio Reports**

We mail to all clients written quarterly reports of their investment portfolio, including an inventory of the investments upon which advice is provided to you. Such reports may also include a performance review of your portfolio. Clients may also access these reports via our secure client web portal.

Monthly or quarterly statements from account custodians are sent directly to the client. These statements reflect the assets in the custodian's custody, together with confirmations of each transaction executed in the account(s) if desired by the client. For most custodians, clients may elect to receive these statements electronically rather than U.S. mail.

Clients are strongly encouraged to review the monthly or quarterly statements they receive from custodians.

We also encourage clients to compare the account reports received from us with those received directly from their custodians. Should a client detect any unauthorized trading in an account, or unauthorized transfers of cash or securities, they are asked to contact our Chief Compliance Officer, Bryan Wisda, at (480) 770-4700.

## ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

**Economic Benefits to Almega for Investment Advice**

Almega Wealth Management does not receive economic benefits for providing investment advice to you from any other person or entity.

**Referrals from Almega**

Almega does not accept referrals fees or any form of compensation or incentive from other professionals when a prospect or client is referred by us to them.

**Referrals from Other Persons or Entities**

Almega and its Investment Advisor Representatives are fortunate to receive client referrals over for which no compensation or benefit is paid. Referrals of this nature come from current clients, past clients, attorneys, accountants, employees, personal friends of employees, custodians, mutual fund companies, associations, and other similar sources.

We may also compensate Solicitors (see next paragraph) for client referrals based on fully disclosed and transparent agreements.

**Solicitors**

Almega may engage solicitors to provide client referrals. If a client is referred to us by a solicitor, this practice is disclosed to the client in writing by the solicitor and Almega pays the solicitor out of its own funds – specifically, Almega generally pays the solicitor a portion of the advisory fees earned for managing the assets of the client who was referred to Almega by the solicitor. The use of solicitors is strictly regulated under applicable federal and state law. Almega's policy is to fully comply with the requirements of Rule 206(4)-3, under the Investment Advisors Act of 1940, as amended, and similar rules applicable in the State of Arizona or any other state in which Almega conducts investment advisory business.

Each client an independent solicitor refers to Almega is made aware of the relationship between Almega and the solicitor by means of a separate written "Solicitor's Disclosure Statement" at the time the client's account is opened. The name of the solicitor and the basis of the compensation to the solicitor are detailed in the Solicitor's Disclosure Statement.

We will never charge any client referred to Almega by a solicitor any fees or costs higher than our standard fee schedule offered to clients as published in Item 5 – Fees and Compensation.

*Zoe Financial*

As of the date of this filing, Almega has entered into a relationship with Zoe Financial (CRD#285158).

Almega receives client referrals from Zoe Financial, Inc. (Zoe) through its participation in the Zoe Advisor Network (ZAN). Zoe is independent of and unaffiliated with Almega and there is no employee relationship between us. Zoe established the Zoe Advisor Network as a means of referring individuals and other investors seeking fiduciary personal investment management services or financial planning services to independent investment advisors. Zoe does not supervise Almega and has no responsibility for Almega's management of client portfolios or Almega's other advice or services. We will pay Zoe an on-going fee for each successful client referral. This fee is usually a percentage of the advisory fee that the client pays to the Advisor ("Solicitation Fee"), typically less than 0.50% of assets under management. Almega will not charge clients referred through Zoe any fees or costs higher than its standard fee schedule offered to its clients. For information regarding additional or other fees paid directly or indirectly to Zoe Financial Inc, please refer to the Zoe Financial Disclosure and Acknowledgement Form.

Zoe Financial also provides an investment management and trading platform may be utilized by our *Launch™ by Almega Wealth Management* clients. Almega may receive an increase in referrals from Zoe Financial in consideration for its utilization of this investment management and trading platform.

*Investment Advisor Representatives (IARs)*

In certain states, natural persons soliciting new client relationships for Almega Wealth Management are required to be registered as Investment Advisor Representative (IAR). As such, the relationship Almega has with each IAR is unique. Almega's preference is that each IAR soliciting client referrals for Almega Wealth Management be a supervised person subject to our compliance rules and regulations. We will compensate IARs pursuant to our agreements with them, typically less than 0.50% of assets under management. Almega will not charge clients obtained through IARs any fees or costs higher than its standard fee schedule offered to clients.

Please note, an IAR soliciting new client relationships for Almega (IAR/Solicitor) may have material conflicts of interest with both Almega and the client(s) being introduced to Almega. If such a conflict exists, Almega Wealth Management will promptly disclose to the client the existence and nature of the conflict; these conflicts of interest will also be disclosed in our Form ADV Part 2B – Supervised Persons. Under no circumstance may Almega receive any compensation, kickback, or other incentive from the activities of any IAR/Solicitor other than receipt of the client referral. Furthermore, Almega will not refer any client to a IAR/Solicitor if a material conflict of interest exists.

Examples of Almega IAR/Solicitors who may have material conflicts of interest with Almega and/or our clients:

- Real Estate Agents
- Insurance Agents
- Registered Representatives
- Business Brokers

For information regarding our agreement with any such IAR please contact our Chief Compliance Officer, Bryan Wisda, by calling 480-770-4700 or emailing info@almega-wealth.com.

## ITEM 15 – CUSTODY

Almega Wealth Management LLC does not custody client assets.

We have previously disclosed in Item 5 (Fees and Compensation) that we may directly debit advisory and other fees from client accounts. As part of this billing process, the independent, qualified custodian of the clients' account(s) (Schwab, TD, Apex, or Betterment) is advised of the amount of the advisory or other fee to be deducted from the clients' account(s). The clients will receive account statements at least quarterly from the custodian holding the account(s). These statements will show all transactions within the account during that reporting period, including the amount of advisory or other fees debited from the clients' account(s). Client's will also receive a quarterly report from us which details the amount invoiced and/or debited from their account(s). Because the custodian does not calculate the amount of the fees to be deducted, it is important for clients to carefully review their account statements to verify the accuracy of the fee calculation, among other things. A client should contact us directly if he/she believes there is an error or has a question regarding an account statement. As a result of the foregoing, we are "deemed" to have "custody" under applicable law when (1) we deduct fees directly from the clients' account(s), and (2) clients have a third-party standing letter of authorization (SLOA) with Almega directing us to make payments or transfers to authorized third parties, such as for charitable donations. As a matter of policy, Almega does not accept third-party SLOAs; clients are instead directed to contact their custodian to make alternate arrangements.

Almega may not have client login or password information for any ERISA account, insurance contract, certain accounts at other financial institutions, and/or certain client accounts where a non-Almega advisor is responsible for the accounts. It is our customary practice to establish login credentials identifiable to Almega or our Investment Advisor Representatives instead and/or through a program like Ponterra as described in Item 4 under the sub-section, Held Away Assets. As such we are enabled to make investment decisions within these accounts and/or determine the value of the assets in these accounts for the purpose of including these values in Almega's financial planning software to provide comprehensive financial planning for our clients. As a result of these circumstances, under the law, we may be "deemed" to have "custody" of the assets in these accounts.

From time-to-time, the Almega may receive checks and security certificates on behalf of certain clients, and with authority from the clients, we deposit the checks and certificates into the clients' accounts. Under the law, we are "deemed" to have "custody" of these checks and certificates.

As to the accounts for which Almega has been "deemed" to have "custody", we adhere to the SEC's and applicable state's rules and guidance regarding custody.

**Account Statements**

Monthly or quarterly statements from account custodians are sent directly to the client. These statements reflect the assets in the custodian's custody, together with confirmations of each transaction executed in the account(s) if desired by the client. For most custodians, clients may elect to receive these statements electronically rather than U.S. mail.

Clients are strongly encouraged to review the monthly or quarterly statements they receive from custodians.

We also encourage clients to compare the account reports received from us with those received directly from TD Ameritrade Institutional, Charles Schwab Institutional, Apex Clearing Corporation, Betterment, or other custodians. Should a client detect any unauthorized trading in an account, or unauthorized transfers of cash or securities, they are asked to contact our Chief Compliance Officer, Bryan Wisda, at (480) 770-4700 or by emailing info@almega-wealth.com.

## ITEM 16 – INVESTMENT DISCRETION

As described above under Item 4 - Advisory Business, Almega normally manages portfolios on a discretionary basis. This means that after an Investment Plan is developed for the client's investment portfolio, Almega will execute that plan without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by the client, giving Almega the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. Almega then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with Almega and the requirements of the client's custodian. In certain circumstances, and at our discretion, however, we may consult you in advance of certain activities (such as those pertaining to any aspect of "tax management"). The discretionary relationship is further described in the agreement between Almega and the client.

At the client's request, or as the account type requires, we will manage portfolios on a non-discretionary basis. This means that after an Investment Plan is developed for the client's investment portfolio, Almega will execute that plan only with specific approval from the client for each transaction.

## ITEM 17 – VOTING CLIENT SECURITIES AND CLASS-ACTION LAWSUITS

Regardless of whether we have discretion over a client's account(s), we will not vote proxies on behalf of any client. We will instruct the qualified, independent custodian to forward all proxy materials to the client to review and make his or her own informed decision on how to vote. In the event we receive the proxy material, we will forward them directly to the client by mail or by electronic mail (if the client has authorized electronic communication). Almega will not provide guidance on how to vote a proxy.

Sometimes securities held in the accounts of clients will be the subject of class action lawsuits. We have engaged a third-party service provider, Chicago Clearing Corporation ("CCC") to provide a comprehensive review of our clients' possible claims to a settlement throughout the class action lawsuit process. CCC actively seeks out any open and eligible class action lawsuits. Additionally, CCC files, monitors, and expedites the distribution of settlement proceeds in compliance with SEC guidelines on behalf of our clients. CCC's filing fee is contingent upon the successful completion and distribution of the settlement proceeds from a class action lawsuit. In recognition of CCC's services, CCC receives 15% of our clients' share of the settlement distribution. We do not receive any fees or remuneration in connection with this service nor do we receive any fees from the third-party provider(s) related to this service. When we receive written or electronic notice of a class action lawsuit, settlement, or verdict affecting securities owned by clients, we will work to assist clients and CCC in the gathering of required information and submission of claims. It may be necessary to share client information with CCC in connection with this service. Clients are automatically included in this service but may Opt-Out by providing written notice to us. If a client Opts-Out, neither Almega nor CCC will monitor class action filings for that client.

# ITEM 18 – FINANCIAL INFORMATION

Under no circumstances do we require or solicit payment of fees in excess of $500 more than six months in advance of services rendered.

ALMEGA does not have any financial issues that would impair its ability to provide services to clients, and Almega has not been the subject of a bankruptcy petition at any time. We have no additional financial circumstances to report.

# ITEM 19 - REQUIREMENTS FOR STATE-REGISTERED ADVISORS

**Principal Executive Officers & Management Persons**

Bryan Craig Wisda
CERTIFIED FINANCIAL PLANNER™
NAPFA-Registered Financial Advisor

*Formal Education After High School*:
University of Arizona, 1996-2000, Philosophy
Boston University, 2006, Financial Planning.

*Financial Business Background*: Maricopa County Sheriff's Office (2014-2021), Almega Life Solutions (2015-2021), Summit Wealth Management of Arizona LLC (2012-2015), Summit Wealth Management, Inc. (2007-2012), UBS Financial Services (2001-2007), Farmers Insurance (2000-2001), Bank of America (1995-2000).

*Outside Business Activities*:  Mr. Wisda is a professional musician and the owner of Zezz Music Ltd. LLC which produces the ADHD Lullaby™, and other musical works, to help children and adults with ADHD sleep.  His spends less than 6 hours per week on this activity and not during normal business hours.

Mr. Wisda is not actively engaged in any outside securities related business and furthermore does not have any material disclosures.

*Almega Wealth Management LLC*:  Almega Wealth Management LLC is a manager managed LLC.  The manager is Wisda Family Management Inc.

*Performance Based Fees*:  Almega does not charge performance- based fees nor are any supervised persons compensated with performance-based fees.

*Outside Relationships & Conflicts of Interest*:  Other than those relationships disclosed previously with Charles Schwab Institutional and TD Ameritrade Institutional, a division of Charles Schwab, neither Almega Wealth Management LLC, nor its managers, nor its supervised persons have any relationships or arrangements with any issuers of securities.

We have disclosed any and all material conflicts of interest of Almega Wealth management LLC, its investment advisor representatives and any of its employees which could be reasonably expected to impair the rendering of unbiased and objective advice.

*PRIVACY NOTICE*:  Almega has adopted policies and procedures designed to keep client information private and secure. We do not disclose any nonpublic personal information about our clients or former clients to any nonaffiliated third parties, except at the request of a client or as permitted or required by law.  While servicing a client's account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, and lawyers.  We restrict internal access to nonpublic personal information about the client to those persons who need access to that information to provide services to the client and to perform administrative functions.  For the full text of our Privacy Policy, please contact our Chief Compliance Officer.

## BROCHURE SUPPLEMENT (“SUPERVISED PERSONS”)

This supplement contains required information on any supervised persons at Almega who:

- Provide investment advice and have direct contact with clients
- Have discretionary authority over client accounts

**General Education, Experience, and Business Standards**

We require that Almega’s investment advisor representatives have a combination of education and work experience that demonstrates their aptitude for investment management and advanced financial planning.

**Professional Certifications**

CERTIFIED FINANCIAL PLANNER™ (CFP®):
Certified Financial Planners are licensed by the Certified Financial Planner board of Standards, Inc. to use the CFP® mark. CFP® certification requirements are as follows:

- Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services.
- Those certified in 2007, or later, must attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university) in any discipline.
- Pass the comprehensive CFP Certification Examination; the examination includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances.
- Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year).
- Agree to be bound by CFP Board’s Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP professionals.
- Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field.
- Renew an agreement to be bound by the Standards of Professional Conduct; the Standards prominently require that CFP professionals provide financial planning services at a fiduciary standard of care, which means CFP professionals must provide financial planning services in the best interest of their clients.

NAPFA-Registered Financial Advisor:
NAPFA-Registerd Financial Advisors is a designation granted by the National Association of Personal Financial Advisors (NAPFA). NAPFA-Registered Financial Advisor designation requirements are currently as follows:

- Be a Fee-only financial advisor and subject to a third-party ADV review.
- Have a Bachelor’s degree in any discipline from an accredited institution.
- Have a CFP® certification.
- Sign the NAPFA Fiduciary Oath
- Earn 60 continuing education credits every two years.

- Demonstrate the ability to take a comprehensive approach to financial planning by either submitting a sample comprehensive financial plan or participating in a peer review dialogue with a third-party Plan/Peer Reviewer.

**BRYAN CRAIG WISDA, CFP®**
**President & Chief Compliance Officer**

Bryan Craig Wisda, the President and Chief Compliance Officer of Almega Wealth Management LLC, has been a CERTIFIED FINANCIAL PLANNER™ since 2006 and has over 27 years of experience in financial services prior to Almega Wealth Management LLC. Mr. Wisda is also a NAPFA-REGISTERED FINANCIAL ADVISOR.

Mr. Wisda worked for Bank of America as a Teller (1995-2000), Farmers Insurance as an Agent (2000-2001), UBS Financial Services as a Financial Advisor (2001-2007), Summit Wealth Management as a Senior Financial Planner (2007-2012), and President of Summit Wealth Management of Arizona (2012-2015). He was self-employed as an Insurance Agent from April 2015 to August 2021 while concurrently serving as a Deputy Sheriff with the Maricopa County Sheriff's Office (2014-2021). Finally, as a Senior Investment Advisor and Regional Director for Southport Capital (2021) before starting Almega Wealth Management (2021). He studied Philosophy at the University of Arizona (1996-2000) and Financial Planning at Boston University (2005-2006); he completed additional coursework in adult education through Rio Salado College (2010).

Mr. Wisda has never been the subject of a bankruptcy petition. Mr. Wisda has never had arbitration, civil suit, or regulatory administrative claim brought against him.

Additional information about Mr. Wisda can be obtained by contacting Mr. Wisda at the contact information on the cover page of this firm brochure.

**DANIEL SCOTT BRADDOCK**
**Investment Advisor Representative**

Daniel Scott Braddock is an Investment Advisor Representative for Almega Wealth Management LLC.

Since 2003, Mr. Braddock has owned Scott Braddock Financial, an independent insurance agency.

He is recognized as a NATIONAL SOCIAL SECURITY ADVISOR™ and FEDERAL RETIREMENT CONSULTANT™. Mr. Braddock has approximately twenty years of experience in financial services.

Mr. Braddock has never been the subject of a bankruptcy petition. He has never had an arbitration claim or civil suit brought against him. He has had a regulatory claim brought against him by the State of North Carolina prior to becoming an Investment Advisor Representative with Almega Wealth Management. For further information, please see Item 3 – Disciplinary history.

Mr. Braddock is not engaged in any other outside securities businesses.

Mr. Braddock has a material conflict of interest regarding the solicitation/sale of insurance products inasmuch as he is a licensed insurance agent and may receive a commission from the sale of of an insurance product. For further information see Item 10 – Other Financial Industry Activities and Affiliations.

Additional information about Mr. Braddock can be obtained by contacting our Chief Compliance Officer, Bryan Wisda, at 480-770-4700.