



ALMEGA

WEALTH MANAGEMENT

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

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312 S. 4th St., 7th Floor
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129 Moore Avenue
Mount Airy, NC 27030
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Almega-Wealth.com

Social Media

Facebook.com/almegawealthmanagement

Instagram.com/almega-wealth

LinkedIn.com/company/almega-wealth

Twitter.com/almegawealth

October 11, 2024

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 get in touch with us at (480) 770-4700 or info@almega-wealth.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or 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:

- *Our Scottsdale, AZ office has moved to 14301 N. 87th Street., Ste. 314, Scottsdale, AZ 85260*

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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), Louisville (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 \$81,000,000 under management as of the date of this brochure, of which approximately \$79,000,000 is 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.

Real Fiduciary™ Advisor Affirmation Program

Almega Wealth Management has voluntarily subscribed to the “Real Fiduciary™ Practices” published by the Institute for the Fiduciary Standard. Real Fiduciary™ Practices offer a simple code of conduct and outline a commitment to clients of subscribing financial advisors. They seek to clearly articulate what a client can expect to receive from a subscribing financial advisor. These Real Fiduciary™ Practices do not replace our regulatory compliance obligations or duties to clients under relevant laws, rules, or regulations. The Institute for the Fiduciary Standard’s role is limited to publishing the practices as well as maintaining a corresponding register of subscribing financial advisors. You can verify our affirmation of Real Fiduciary™ Practices on our website or at the Institute for the Fiduciary Standard website at www.thefiduciaryinstitute.org. The practices can be found at <https://thefiduciaryinstitute.org/wpcontent/uploads/2019/03/Real-Fiduciary-Practices-2019-02-22.pdf>

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. Private Wealth Management Service

Almega Wealth Management’s Private Wealth Management Service is suited for high-net-worth individuals and successful families.

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

Private Wealth Management Service offering, we offer clients investment consulting, advanced planning, and relationship management. We may offer other customized advisory services depending on the client's individual needs.

The investment consulting service included within our Private Wealth Management Service offering focuses on managing financial assets using primarily a passive investment advisory portfolio coupled with opportunistic rebalancing. 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 desired investment restrictions. 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 bought or sold. Almega continually manages each investment account as changes in issuer, market conditions, and client circumstances may require. For more detailed information specific to Investment Advisory see Item 4.3 "Investment Consulting Services." Almega may also provide non-discretionary investment management services to our Private Wealth Management Service clients. In providing non-discretionary services, Almega will obtain the approval of the client before executing a trade.

Our advanced planning services encompass retirement planning, educational planning, tax planning, risk management, debt management, charitable giving, and estate planning. This is primarily an analytical process designed to organize financial data, identify needs and opportunities, and evaluate alternative courses of action. Advanced Planning may address 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 planned 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.

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.

For its Private Wealth Management Service 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 engaged in funding charitable activities while others are not. Clients are advised to promptly notify us of all material changes in their financial situation or investment objectives. The level of services 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.

This is a general description of our Private Wealth Management Service offering.

2. Ramsey SmartVestor Service

Ramsey SmartVestor Services are offered to individuals referred to Almega Wealth Management by the Dave Ramsey organization who are not suited for our Private Wealth Management Service offering.

Within our Ramsey SmartVestor Service offering, we offer clients investment consulting services and basic financial planning services. We may offer other customized advisory services depending on the client's individual needs.

The investment consulting service included within our Ramsey SmartVestor Service offering focuses on managing financial assets using primarily a passive investment advisory portfolio. 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 desired investment restrictions. 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 bought or sold. Almega continually manages each investment account as changes in issuer, market conditions, and client circumstances may require. For more detailed information specific to Investment Advisory see Item 4.3 "Investment Consulting Services." Almega may also provide non-discretionary investment management services to our Ramsey SmartVestor Service clients. In providing non-discretionary services, Almega will obtain the approval of the client before executing a trade.

The basic financial planning services provided as part of our Ramsey SmartVestor Service offering provides basic guidance for retirement planning, educational planning, tax planning, risk management, debt management, and budgeting. This is primarily an analytical process designed to organize financial data, identify needs and opportunities, and evaluate alternative courses of action.

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 engaged in funding charitable activities while others are not. Clients are advised to promptly notify us of all material changes in their financial situation or investment objectives. The level of services 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.

This is a general description of our Ramsey SmartVestor Service offering.

3. Investment Consulting Services

Almega provides continuous and ongoing investment advisory and portfolio management services as a part of our Private Wealth Management Service offering and Ramsey SmartVestor Service offering. We do not provide Investment Consulting Services as a standalone offering.

We primarily offer passive investment advisory portfolios. Our passive investment portfolios primarily involve managing investments in passive or index-based mutual funds and/or exchange-traded funds (ETFs) through model portfolios. The model portfolios are tailored to each client's individual needs.

Almega may provide management of US Treasury securities, Certificates of Deposit, and Principal-Protected Structured Notes as part of its passive investment advisory portfolios.

Customized active investment advisory services are utilized when clients' needs are specific (i.e., concentrated stock positions, restricted stock, or company stock options). Active investment advisory services primarily involve managing investments of individual equity or debt securities, options contracts, fixed-income securities, mutual funds, and exchange-traded funds (ETFs).

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 ("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 any modifications or restrictions to be 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; in certain limited circumstances, we may also provide management 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 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 will obtain the 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 promptly.

We explore different investment options and strategies in designing 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, Mutual Funds and Exchange-Traded Funds, U.S. Treasury Securities (Bills,

Notes, and Bonds), FDIC Insured Certificates of Deposit, Principal Protected Structured Notes, and Money Market Funds.

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.

4. Cash Management Services

Almega Wealth Management’s Cash Management Services aims to provide clients with returns that are competitive with bank offerings on strategic cash holdings.

Almega Wealth Management offers its Cash Management Services on a complimentary basis to its Private Wealth Management clients. It also offers this service for a fee to other individuals and entities.

Our Cash Management Service primarily manages short-term US Treasury Securities for clients on a discretionary basis. In certain circumstances, we may also utilize FDIC-insured certificates of Deposit. These services may be tailored to a client’s unique needs.

Account management and supervision is guided by the client's IPS and market conditions. We manage clients' cash management accounts on a discretionary basis. Almega Wealth Management does not provide Cash Management Services on a non-discretionary basis.

Once we construct an Investment Policy Statement for a client, we will monitor their cash management account(s) on an ongoing and continuous basis and will make adjustments as necessary due to changes in market conditions and the client's circumstances, as communicated to us.

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.

5. Qualified Retirement Plan Services

Almega Wealth Management offers retirement plan services to retirement plan sponsors. Our retirement plan services can include, but are not limited to, the following services:

Fiduciary Consulting Services

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 client’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 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 Plan Sponsors 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. Plan Sponsors 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 (except for 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 the Employee Retirement Income Security Act of 1974 ("ERISA") for purposes of providing non-discretionary investment advice only.

Fiduciary Management Services

Almega Wealth Management does not 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's passive model portfolios as available options for the qualified retirement plan, then each Plan participant will have the opportunity 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 client's 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 and plan participant's circumstances.

6. 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 rely on something other than the information contained in any newsletter or social media post. This newsletter will be distributed to our advisory clients, prospects, and other professionals.

7. 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 on 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. Almego 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 Almego to review the current account allocations without having custody of these held-away client accounts or access to client log-in credentials. Almego is not affiliated with Ponterra in any way and receives no compensation 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) are 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 these assets will be subject to a fee. For more information about 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 (i.e., 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 provide 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 sections of this brochure still exist and cannot be removed or eliminated.

ITEM 5 – FEES AND COMPENSATION

Fees for Private Wealth Management Services and Ramsey SmartVestor Services

Almega’s fee for our Private Wealth Management Services and Ramsey SmartVestor 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:

<u>Private Wealth Management – AUM</u>	<u>Annual Fee Rate</u>
First \$5,000,000	1.00%
Next \$5,000,000	0.50%
\$10,000,001 and above	0.25%

The specific annual fee charged to the client will be set forth and identified in an agreement between Almega and that client. If the client requests a customized active investment advisory service, in place of the passive investment advisory service included in our Private Wealth Management Service offering, for any account(s), Almega may charge an AUM fee up to +1.0% higher than quoted in the above table for the specific account(s) utilizing an active investment advisory service. Customized active investment advisory services are not available to clients who select our Ramsey SmartVestor Service offering.

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 based on the number of days remaining in the quarter.

Cash and assets that 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 that the client has requested we manage as part of our service offerings 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 the 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 the 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 that the assets under management reported in the quarterly performance report and fee invoice match the values of the accounts reported by their 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.

Almega Wealth Management provides its Cash Management Service to clients utilizing our Private Wealth Management Service on a complimentary basis. Cash Management Services are not offered to clients who select our Ramsey SmartVestor Service offering; Ramsey SmartVestor Service clients who request our Cash Management Services will be charged the fee associated with our Cash Management Service offering (see below).

Cash Management Services

Almega's fee for our Cash 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:

<u>Cash Management – AUM</u>	<u>Annual Fee Rate</u>
\$0.01 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 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 the 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 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 the 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.

Qualified Retirement Plan Services

Almega Wealth Management offers retirement plan services to retirement plan sponsors and 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>Defined Benefit Plan – AUM</u>	<u>Annual Fee Rate</u>
First \$10,000,000	0.50%
\$10,000,001 and above	0.25%
<u>Defined Compensation Plan – AUM</u>	<u>Annual Fee Rate</u>
First \$2,000,000	0.20%
\$2,000,001 and above	0.10%

The specific annual fee 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. All assets held by the Defined Benefit Plan or Defined Compensation Plan custodian shall be included in the calculation of the value of the 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 the 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 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 a 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. Almega may receive compensation from platforms like Spotify, Facebook, Instagram, and YouTube for the publication of podcasts, videos, and social media posts when their audience listens or views a podcast or video on these respective platforms. Any revenue generated by Almega under such circumstances will be donated to charity.

Educational Seminars

Almega may charge a fixed fee per attendee, typically less than \$25, for educational seminars. 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, Margin Billing, and General Information

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 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 calculated correctly. Almega does not allow payment for services via credit card.

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.

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, or other investment product. 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 their 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, electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. For additional information, please refer to Item 12 (Brokerage Practices) in this Brochure.

Almega has a fiduciary duty to all its clients. To avoid engaging in prohibited transactions, Almega, its management personnel, its related persons, and its supervised persons may NOT receive any compensation from current 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 equal 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 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. Almega evaluates all client relationships on a case-by-case basis to determine whether Almega can provide value to the client. If, in our analysis of the client's situation, Almega does not feel it can provide value to the client, we will advise the client as to why and recommend an alternative advisory firm.

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

Almega offers several distinctive investment strategies that are categorized as passive investment management styles.

Passive Asset Allocation Investment Strategies

Almega Wealth Management's passive asset allocation investment strategies target reliable drivers of higher returns across equity and fixed income markets; primarily utilize mutual funds and ETFs which use 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 increasing the target weight allocation to small-cap companies and adding 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.” They 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 Laureate Professor Eugene Fama, Sr. (University of Chicago) and Professor Kenneth French (Dartmouth College). We also follow the 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’s Passive Asset Allocation Strategies adhere 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 lowering the overall portfolio's expected return.

Diversification

Almega’s Passive Asset Allocation Strategies 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 and small U.S. company equity mutual funds and/or ETFs; large and small international company equity mutual funds and/or ETFs; large 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 (lower book-to-market price) or value equities (higher book-to-market price) 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 others, 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’s Passive Asset Allocation Strategies utilize a mix of asset classes for client portfolios based on an assessment of their long-term financial objectives. Where appropriate, we will recommend an allocation to high-quality, shorter-term bonds (either in a broadly diversified index or asset class mutual fund or using individual securities) 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. Recommended stock allocations will generally be globally diversified among the U.S., foreign developed markets, emerging markets, and REITs.

Current market conditions do not influence our recommended target asset allocation. 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

Almega's Passive Asset Allocation Strategies asset allocations for client portfolios will change as financial markets rise and fall. This creates the need to rebalance the portfolio to bring asset class percentages back to your policy targets. Asset classes that have grown 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 similarly purchased. This method of "selling high and buying low" 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. Within the constraints of each client's investment policy statement (IPS), Almega Wealth Management will generally allow asset allocations to drift over-weight and under-weight and subsequently rebalance based on our research.

Investment Selection

Almega's Passive Asset Allocation Strategies 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 client portfolios, Almega examines each fund 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 (i.e., S&P 500, MSCI EAFE, 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 other accounts with similar investment objectives.

Specifically for fixed income allocations, Almega may also invest client assets in US Treasury Securities, FDIC Insured Certificates of Deposit, Principal Protected Structured Notes, and Money Market Funds. For clients who request a Tax Sensitive Portfolio, Almega may also invest in municipal bonds.

Within Almega's Passive Asset Allocation Strategies risks may include:

Risk of Loss: Investing involves a risk of loss. Clients should be prepared to bear investment losses, including the loss of the original principal. Clients should never presume the 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 that 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 that 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 cannot represent, guarantee, or even imply that our services and analysis methods can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

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 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 these ETFs 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 these ETFs 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 the NYSE Arca, it is possible that an active trading market may not be maintained and trading on the 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 the NYSE Arca without first being listed on another exchange or if 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 Almega vary with the success and failure of our investment strategies, research, analysis, and determination of portfolio securities. Almega does not engage in high-frequency trading activities or algorithmic trading strategies.

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 utilized 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 than shorter-term, lower-yield bonds.

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

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 writing. 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 which cost-basis accounting method is the right choice for them. 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 investment returns may not exceed the rate of inflation over time.

ITEM 9 – DISCIPLINARY INFORMATION

Almega Wealth Management must 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. You may also visit <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, or any other financial 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

licensed insurance agents for these products. Almega, and its IARs, are prohibited from receiving a commission or other benefit if a current client purchases an insurance product.

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 that all insurance contracts be reviewed by the client's attorney and tax advisor before 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.

The sale of an insurance product is subject to the suitability standards applicable to insurance products in the client's 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 and control persons, 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 solicit or be licensed to solicit any line of insurance business.

Solicitors who are Almega's investment advisor representatives (IARs) may hold an insurance license; those solicitors (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 in Part 2B of Form ADV.

Investment Advisor Representatives (IARs) are not permitted to solicit insurance products, or any product for which they will receive a commission or financial incentive, to any, then current, client of Almega; any IAR who solicits the purchase or sale of an insurance product for which they will receive a commission to a current client of Almega's is doing so outside of the supervision of Almega Wealth Management, on their own behalf, and in violation of Almega's compliance and ethics policies.

Almega does not, nor do its management personnel and control persons, 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, banks, thrift institutions, accountants or accounting firms, lawyers or law firms, an 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 act in the best interest of the client (strict 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. It includes guidelines for compliance with applicable laws and regulations governing our practice. We always aim to protect our client's 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 ethically.
- 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 permits 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. It 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

Almega and its supervised persons are exposed to conflicts of interest through its professional activities. The Code of Ethics contains provisions designed to mitigate specific conflicts by governing the personal securities transactions 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 a 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 their 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 invest client assets in but rather prescribes the governing principles 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) have 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 client's interests first. Moreover, our policy is 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 nor its associated persons have 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 nor its management personnel has any material conflicts of interest with any broker-dealer, municipal securities dealer, 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 sections 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 infrequently and only for securities that are thinly traded or there is no market for. Almega will only affect agency cross transactions in publicly traded securities (private placements and other illiquid investments are prohibited). The client's custodian will determine the pricing for these trades; the custodian may charge a fee/markup/commission for such a transaction. Before 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 pricing for the security so both parties are fully aware of the pricing for the transaction. Almega Wealth Management prohibits agency cross-transactions involving its 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 before 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, our policy is 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 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 used, we may not have access to certain mutual funds and other investments available only to institutional investors or approved investment advisors. Also, commissions or transaction fees to buy or sell securities may be higher than the fees we negotiated with our preferred brokers.

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 with significant size and financial resources for the enhanced safety of your assets. For these reasons, the lowest-cost custodian may not be recommended.

As a fiduciary, we endeavor to always 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, Altruist, or Apex Clearing Corporation (Zoe Financial). Charles Schwab Institutional, Altruist, Apex Clearing Corporation (Zoe Financial), and other custodians, may be used based in part due to certain benefits to our firm (i.e., 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).

Apex Clearing Corporation (Zoe Financial) may be used in part due to benefits to our firm, including referrals by Zoe Financial 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 receive duplicate client statements.
- We have access to a trading desk that exclusively serves clients of investment advisory firms.
- We have access to the investment advisor portion of their websites, 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, 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 clients' accounts.
- We may participate in client referral or solicitor programs offered by 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 number of transactions directed to or the amount of assets placed with the custodian.

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 our clients or 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 concerning a particular investment may, for a specific client, differ or be opposed to the recommendation, advice, or actions of Almega to or on behalf of other clients. Almega acts according to our duty to seek the 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, considering 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 when the order is placed for execution. It does not mean that the determination made before 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, and 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 that an adjustment may be appropriate in some circumstances.

Prior to entry of an aggregated order, each client account participating is identified along with the proposed allocation of the order. 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 block trade would lead to the best overall price for the security being transacted.

All allocations will be completed prior to settlement. If an aggregated order is only "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 client prohibits the practice.

To the best of our knowledge, neither Apex Clearing Corporation nor Altruist currently provides order aggregation services.

Directed Brokerage

Clients may direct Almega to use a particular broker for custodial or transaction services on behalf of their 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.

Almega's arrangements with the Custodians are designed to maximize efficiency and 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 result in a certain degree of delay in executing trades for their account(s) and otherwise adversely affect the 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 offers 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 ensure that clients receive the best execution concerning the client's 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 several qualitative and quantitative factors. Almega will follow a process to ensure that it seeks 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 concerning the client's 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, Charles Schwab Institutional, and Altruist provide high-quality execution, and clients will pay competitive rates for such execution. Based upon its own knowledge of the securities industry, Almega believes that TD, Schwab, and Altruist'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 to return the client's account to the position that it would have been if there had been no error. Almega pays to correct the 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 profits from trade corrections are swept to a specially designated account by the custodian and 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 Account Reviews

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, if client risk tolerances/parameters have changed, and for purposes of meeting client cash flow needs.

Reviews are performed at least once annually. Reviews may also occur upon request, as necessary when determined by Almega, when assets are added or withdrawn from your accounts, or upon substantial asset class decline or appreciation. All accounts are internally reviewed at least annually by management personnel.

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 will generally 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 client's best interest. Almega may also rebalance client accounts systematically (i.e., quarterly) based on the client's written Investment Policy Statement.

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 provide 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 review of their portfolio. Clients may also access these reports via our secure client web portal. Mid-cycle portfolio reports are available upon request by the client.

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 via 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

Other than the fees paid by you directly to Almega Wealth Management, Almega does NOT receive economic benefits for providing investment advice to you from any person or entity.

Referrals from Almega

Almega does not accept referral fees or any form of compensation, commission, or other financial incentives from other professionals when we refer a prospect or client to them.

Referrals from Other Persons or Entities

Almega and its Investment Advisor Representatives are fortunate to receive client referrals 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 to Almega Wealth Management. If a client is referred to us by a solicitor, this practice is disclosed to the client in writing by the solicitor. Almega pays the solicitor out of its own funds. Specifically, Almega 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" when 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 employment relationship between us. Zoe established the Zoe Advisor Network to refer 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 ongoing 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 0.35% of assets under management. Almega will not charge clients referred through Zoe any fees or costs higher than the 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, custodial, and trading platform (provided by Apex Clearing Corporation) that may be utilized by our clients. Almega may receive referrals from Zoe Financial in consideration for its utilization of this investment management, custodial, 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 an Investment Advisor Representative (IAR). As such, the relationship Almega has with each IAR is unique. Almega prefers that each IAR soliciting client referrals for Almega Wealth Management be a supervised person subject to our compliance rules and regulations, regardless of whether the solicitor is required to be registered as an IAR. We may compensate solicitors 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 (Solicitor) may have material conflicts of interest with both Almega and the client(s) being introduced to Almega. If such a conflict exists, Almega 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 incentives from the activities of any IAR/Solicitor other than receipt of the client referral.

Almega will NOT refer any client to a Solicitor if a material conflict of interest exists.

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

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

Currently, the following Investment Advisor Representatives (IARs) are supervised by Almega Wealth Management as Solicitors for Almega Wealth Management:

- Daniel Scott Braddock

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 client's account(s) (Schwab, TD, Apex, or Altruist) is advised of the amount of the advisory or other fee to be deducted from the client's 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 client's account(s). Clients will also receive a quarterly report from us that 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 essential 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 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, Almega may receive checks and security certificates on behalf of clients, and with authority from the clients, we deposit the checks and certificates into the client's 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 via U.S. mail.

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

We also encourage clients to compare our account reports with those received directly from TD Ameritrade Institutional, Charles Schwab Institutional, Altruist, Apex Clearing Corporation, 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 typically 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 distributions on behalf of the client; and, the withdrawal of advisory fees directly from the account. Almega then directs the 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.

Almega Wealth Management requires each client to have a written Investment Policy Statement for each portfolio prior to accepting Discretionary Authority. This means that even though the client has opened an account(s) with our preferred custodian and executed an LPOA we will not take any discretionary action in the account(s) until an Investment Policy Statement is signed by 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. If we receive the proxy material, we will forward them directly to the client by mail or electronic mail (if the client has authorized electronic communication). Almega will not provide guidance on how to vote a proxy.

Almega Wealth Management has entered into an agreement with the American Endowment Foundation to provide investment consulting services for client's donor-advised funds (DAFs). This agreement requires Almega Wealth Management to vote proxies on behalf of the American Endowment Foundation. Without specific instruction from the American Endowment Foundation, Almega Wealth Management will vote the proxies according to the "board recommendations" provided with the proxy voting materials.

Sometimes securities held in clients' accounts 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 client's share of the settlement distribution. We do not receive any fees or remuneration in connection with this service, nor do we receive any payments 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 Wealth Management 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™ series of albums, and other musical works, to help children and adults with ADHD sleep. He spends less than 6 hours per week on this activity and not during regular business hours.

Mr. Wisda is on the Board of Directors for Pinnacle Peak Country Club Estates Homeowners Association. This is a non-investment-related business. He spends less than 4 hours per week on this activity and generally not during normal business hours. He is a general board member.

Mr. Wisda has been elected to the National Association of Personal Financial Planners Western Regional Board. His term will commence in September 2024. Ahead of the commencement of his term he is expected to attend board meetings and various trainings. This is a non-investment-related business. He expects to spend less than 2 hours per week on this activity which may coincide with Almega Wealth Management's normal business hours.

Mr. Wisda is not actively engaged in any outside securities-related business and has no 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, 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 a client's request 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 the CFP Board’s studies have determined 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 the CFP Board’s Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP professionals.

- Complete 30 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-Registered Financial Advisor 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 a Solicitor for Almega Wealth Management and is registered as an Investment Advisor Representative.

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 had a regulatory claim brought against him by the State of North Carolina before becoming an Investment Advisor Representative with Almega Wealth Management. For further information, please see Item 3 – Disciplinary History or Part 2B of Form ADV.

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 an insurance product. Supervised Persons and Investment Advisor Representatives are prohibited from soliciting current Almega Wealth Management clients for any product for which they will receive a financial incentive. 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.

David Cheng Fang
Investment Advisor Representative

David Cheng Fang is an Associate Financial Advisor for Almega Wealth Management and is registered as an Investment Advisor Representative.

Prior to joining Almega Wealth Management, Mr. Fang worked as a project manager for various tech start-ups in the Silicon Valley.

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

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