

Form ADV Part 2A: *Firm Brochure*

Item 1 – Cover Page

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Date of Disclosure Brochure: June 2026

This disclosure brochure provides information about the qualifications and business practices of Ventum Advisors Corp. (also referred to as we, us and Ventum Advisors throughout this disclosure brochure). If you have any questions about the contents of this disclosure brochure, please contact us at the phone number listed above. The information in this disclosure brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Ventum Advisors is also available on the Internet at www.adviserinfo.sec.gov. You can view our firm's information on this website by searching for Ventum Advisors Corp. or our firm's CRD number 299365.

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

Item 2 – Material Changes

Since filing the last annual amendment to this brochure in January 2026, Douglas Glover is no longer our Chief Operating Officer and Chief Financial Officer. We removed references to his name and the companies for whom he works. Those companies included Vestcap Investment Management Inc., Highgate Group Inc., and the new Highgate Group USA Inc.

We will ensure that you receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after our firm's fiscal year ends. Our firm's fiscal year ends on December 31, so you will receive the summary of material changes no later than April 30 each year. At that time, we will also offer or provide a copy of the most current disclosure brochure. We may also provide other ongoing disclosure information about material changes as necessary.

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Item 4 – Advisory Business

Ventum Advisors is an investment adviser registered with the United States Securities and Exchange Commission (“SEC”) and is a limited liability company (LLC) formed under the laws of Canada. Ventum Advisors filed its initial application to become registered as an investment adviser in November 2018. Ventum Advisors is owned by 1-UP Holdings Corp., a holding company which also owns Ventum Financial Corp., a financial services firm in Canada. 1-UP Holdings Corp. owns 100% of Ventum Advisors.

Miles Nadal and Christopher Morris each individually own more than 25% of Ventum Advisors through intermediate subsidiaries. Miles Nadal and Christopher Morris are passive owners as neither are involved in the day-to-day operations of Ventum Advisors nor do they serve as officers or members of the company’s board. Mark Salerno is the Chief Compliance Officer of Ventum Advisors.

Introduction

The investment advisory services of Ventum Advisors are provided to you through an appropriately licensed and qualified individual who is an investment adviser representative of Ventum Advisors (referred to as your investment adviser representative throughout this brochure).

Description of Advisory Services

The following are descriptions of the primary advisory services of Ventum Advisors. Please understand that a written agreement, which details the exact terms of the service, must be signed by you and Ventum Advisors before we can provide you the services described below.

Asset Management Services – Ventum Advisors offers asset management services, which involves Ventum Advisors providing you with continuous and ongoing supervision over your specified accounts.

You must appoint our firm as your investment adviser of record on specified accounts (collectively, the “Account”). The Account consists only of separate account(s) held by qualified custodian(s) under your name. The qualified custodians maintain physical custody of all funds and securities of the Account, and you retain all rights of ownership (e.g., right to withdraw securities or cash, exercise or delegate proxy voting and receive transaction confirmations) of the Account.

The Account is managed by us based on your financial situation, investment objectives and risk tolerance. We actively monitor the Account and provide advice regarding buying, selling, reinvesting or holding securities, cash or other investments of the Account.

We will need to obtain certain information from you to determine your financial situation and investment objectives. You will be responsible for notifying us of any updates regarding your financial situation, risk tolerance or investment objective and whether you wish to impose or modify existing investment restrictions; however, we will contact you at least annually to discuss any changes or updates regarding your financial situation, risk tolerance or investment objectives. We are always reasonably available to consult with you relative to the status of your Account. You have the ability to impose reasonable restrictions on the management of your accounts, including the ability to instruct us not to purchase certain securities.

It is important that you understand that we manage investments for other clients and may give them advice or take actions for them or for our personal accounts that is different from the advice we provide to

you or actions taken for you. We are not obligated to buy, sell or recommend to you any security or other investment that we may buy, sell or recommend for any other clients or for our own accounts.

Conflicts may arise in the allocation of investment opportunities among accounts that we manage. We strive to allocate investment opportunities believed to be appropriate for your account(s) and other accounts advised by our firm among such accounts equitably and consistent with the best interests of all accounts involved. However, there can be no assurance that a particular investment opportunity that comes to our attention will be allocated in any particular manner. If we obtain material, non-public information about a security or its issuer that we may not lawfully use or disclose, we have absolutely no obligation to disclose the information to any client or use it for any client's benefit.

Financial Planning Services – Depending upon the particular investment adviser representative that is working with a client, the complexity of the client's needs, the size of a client's account, and the client's relationship to the investment adviser representative, such investment adviser representative may offer financial planning services through Ventum Advisors to a client that is also utilizing our asset management services (Please understand that certain investment adviser representatives of Ventum Advisors may not offer financial planning services.). Financial planning services involve preparing a written financial plan covering specific or multiple topics. We provide full written financial plans, which typically address the following topics: Investment Planning, Retirement Planning, Portfolios Review, Asset Allocation, and Real Estate Planning. When providing financial planning services, the role of your investment adviser representative is to find ways to help you understand your overall financial situation and help you set financial objectives. We also provide modular written financial plans which only cover those specific areas of concern mutually agreed upon by you and us. A modular written financial plan is limited or segmented and does not involve the creation of a full written financial plan. You should be aware that there are important issues that may not be taken into consideration when your investment adviser representative develops his or her analysis and recommendations under a modular written financial plan. Written financial plans prepared by us do not include specific recommendations of individual securities.

Our financial planning services do not involve implementing any transaction on your behalf or the active and ongoing monitoring or management of your investments or accounts. You have the sole responsibility for determining whether to implement our financial planning recommendations. To the extent that you would like to implement any of our investment recommendations through Ventum Advisors or retain Ventum Advisors to actively monitor and manage your investments, you must execute a separate written agreement with Ventum Advisors for our asset management services.

Newsletters

Ventum Advisors occasionally prepares general, educational and informational newsletters. Newsletters are always offered on an impersonal basis and do not focus on the needs of a specific individual.

Workshops

Ventum Advisors will occasionally offer educational and informative workshops to potential and existing clients as well as to associations, family foundations and employers. Workshops are always offered on an impersonal basis and do not focus on the individual needs of the participants.

Limits Advice to Certain Types of Investments

Ventum Advisors provides investment advice on the following types of investments:

- Mutual Funds
- Exchange Traded Funds (ETFs)
- Exchange-listed Securities
- Equities
- Securities Traded Over-the-Counter
- Foreign Issues
- Fixed Income
- Warrants
- Corporate Debt Securities
- Commercial Paper
- Certificates of Deposit
- Municipal Securities
- US Government Securities
- Options Contracts on Securities
- Interests in Partnerships Investing in Real Estate
- Interests in Partnerships Investing in Oil and Gas Interests
- Securities Properly Exempted from Registration
- Hedge Funds

Although we generally provide advice only on the products previously listed, we reserve the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals and objectives.

It is not our typical investment strategy to attempt to time the market, but we may increase cash holdings modestly as deemed appropriate based on your risk tolerance and our expectations of market behavior. We may modify our investment strategy to accommodate special situations such as low basis stock, stock options, legacy holdings, inheritances, closely held businesses, collectibles, or special tax situations.

(Please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for more information.)

Tailor Advisory Services to Individual Needs of Clients

Ventum Advisors' advisory services are always provided based on your individual needs. This means, for example, that when we provide asset management services, you are given the ability to impose restrictions on the accounts we manage for you, including specific investment selections and sectors. We work with you on a one-on-one basis through interviews and questionnaires to determine your investment objectives and suitability information. Our financial planning services are always provided based on your individual needs. When providing financial planning services, we work with you on a one-on-one basis through interviews and questionnaires to determine your investment objectives and suitability information.

We will not enter into an investment adviser relationship with a prospective client whose investment objectives may be considered incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

Client Assets Managed by Ventum Advisors

As of December 18, 2025, Ventum Advisors has \$355,082 of client assets under management, all of which is managed on a discretionary basis (see Item 16 for more information).

Item 5 – Fees and Compensation

In addition to the information provided in *Item 4 – Advisory Business*, this section provides additional details regarding our firm's services along with descriptions of each service's fees and compensation arrangements. It should be noted that lower fees for comparable service may be available from other sources. The exact fees and other terms will be outlined in the agreement between you and Ventum Advisors.

Asset Management Services

Fees charged for our asset management services are charged based on a percentage of assets under management, billed in arrears (at the end of the billing period) on a monthly basis and calculated based on the fair market value of the account on the last day of the current billing period. Fees are prorated (based on the number of days service is provided during the initial billing period) for your account opened at any time other than the beginning of the billing period. If asset management services are commenced in the middle of the billing period, then the prorated fee for that billing period will be billed in arrears at the end of that billing period.

The asset management services continue until terminated by either party (i.e., Ventum Advisors or you) by giving thirty (30) days written notice to the other party. When fees are billed in arrears, Ventum Advisors will prorate the final fee payment based on the number of days services are provided during the final period. The amount of client assets on the termination date will be used to determine the final fee payment.

Fees charged for our asset management services are negotiable based on the investment adviser representative providing the services, the type of client, the complexity of the client's situation, the composition of the client's account (i.e., equities versus mutual funds), the potential for additional account deposits, the relationship of the client with the investment adviser representative, and the total amount of assets under management for the client.

For our asset management services, client will be charged the following annual fee based upon the amount of assets under management:

Account Assets Valued At	Basic Annual Fee Schedule
First \$500,000	1.50 %
Next \$500,000	1.25 %
Next \$1 Million	1.00 %
Any additional amount over \$2 million	0.75 %

Ventum Advisors has a minimum portfolio size of \$50,000.

Ventum Advisors believes that its annual fee is reasonable in relation to: (1) services provided and (2) the fees charged by other investment advisers offering similar services/programs. However, our annual investment advisory fee may be higher than that charged by other investment advisers offering similar services/programs. In addition to our compensation, you may also incur charges imposed at the mutual fund level (e.g., advisory fees and other fund expenses).

Currently, Ventum Advisors utilizes the services of the Royal Bank of Canada Clearing & Custody ("RBC") to calculate client's advisory fees. The investment advisory fees will be deducted from your account and paid directly to our firm by RBC, the qualified custodian(s) of your account. You will authorize RBC to calculate and deduct fees from your account and pay such fees directly to our firm.

You should review your account statements received from RBC and verify that appropriate investment advisory fees are being deducted.

Brokerage commissions and/or transaction ticket fees charged by the qualified custodian are billed directly to you by the qualified custodian.

Our recommended broker/dealer-custodian platform, Royal Bank of Canada Clearing & Custody (RBC), imposes a transaction fee schedule that ranges from \$15 to \$20/per transaction depending on the security-type with one exception being international securities which are charged \$50/per transaction. All other equity (i.e., stock) trades are currently \$15. As of December 1, 2019, Ventum Advisors has decided to pay \$35 of the \$50 transaction fee for international trades so that clients pay \$15 regardless of an equity or international security. Our decision to absorb part of the transaction fee charged for international trades is based on the fact that we recommend, and in some cases require, the use of RBC. We believe the transaction fee for international securities is high compared to non-international securities and we do not want clients to avoid international securities our Advisors think are appropriate for their portfolio because of the higher transaction cost. Please see Item 12 for more information about our relationship with RBC.

Ventum Advisors does not receive any portion of such commissions or fees from you or the qualified custodian. In addition, you will incur certain charges imposed by third parties other than Ventum Advisors in connection with investments made through your account including, but not limited to, mutual fund sales loads, 12(b)-1 fees and surrender charges, variable annuity fees and surrender charges, IRA and qualified retirement plan fees, and charges imposed by the qualified custodian(s) of your account. Management fees charged by Ventum Advisors are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to you. A description of these fees and expenses are available in each investment company security's prospectus.

Financial Planning Services

Ventum Advisors only provides financial planning services to clients who are currently receiving asset management services from Ventum Advisors for an asset management fee. If Client is currently receiving asset management services from Ventum Advisors for an asset management fee, each investment adviser representative can offer at its discretion financial planning services and Ventum Advisors waives any fees for the financial planning services.

Although Ventum Advisors is not charging a financial planning fee, there are fees and expenses charged by mutual funds to their shareholders if Client invests in mutual funds due in part to the financial planning services. These fees and expenses are described in each mutual fund's prospectus. These fees will generally include a management fee, other fund expenses and a possible distribution fee (known as 12(b)-1 fees). If the mutual fund also imposes sales charges, Client may pay an initial or deferred sales charge.

Likewise, if Client decides to invest through a qualified custodian due in part to the financial planning services, the qualified custodian or broker-dealer executing certain transaction will charge commissions for implementing transactions.

The financial planning services terminate upon delivery of the written financial plan or upon either party providing the other party with written notice of termination.

In the event that you terminate the financial planning services at any time prior to presenting the written plan by providing notice to Ventum Advisors, there will be no penalty or fees due.

Other Fee Terms for Financial Planning Services

Ventum Advisors does not charge fees for financial planning services. However, clients may pay commissions, fees and expenses charged by insurance companies associated with any disability insurance, life insurance and annuities which may be recommended in a financial plan and subsequently acquired by you. If you sell or liquidate certain existing securities positions to acquire any insurance or annuity, you may also pay a commission and/or deferred sales charges in addition to any commissions, fees and expenses charged by the insurance company for subsequently acquired insurance and/or annuities.

It should be noted that lower fees for comparable services may be available from other sources.

Newsletters

Newsletters are provided to clients and prospective clients free of charge.

Workshops

Workshops are always provided free of charge.

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

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client's account. *Item 6* is not applicable to this Disclosure Brochure because we do not charge or accept performance-based fees.

Item 7 – Types of Clients

Ventum Advisors generally provides investment advice to the following types of clients:

- Individuals
- High net worth individuals
- Corporations or business entities other than those listed above

You are required to execute a written agreement with Ventum Advisors specifying the particular advisory services in order to establish a client arrangement with Ventum Advisors.

Minimum Investment Amounts Required

There are no minimum investment amounts or conditions required for establishing an account managed by Ventum Advisors. However, there is a minimum portfolio size of \$50,000 for services. All clients are required to execute an agreement for services in order to establish a client arrangement with Ventum Advisors and/or the third-party money manager or the sponsor of third-party money manager platforms.

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

Methods of Analysis

Ventum Advisors uses the following methods of analysis in formulating investment advice:

Charting - This is a set of techniques used in technical analysis in which charts are used to plot price movements, volume, settlement prices, open interest, and other indicators, in order to anticipate future price movements. Users of these techniques, called chartists, believe that past trends in these indicators can be used to extrapolate future trends.

Charting is likely the most subjective analysis of all investment methods since it relies on proper interpretation of chart patterns. The risk of reliance upon chart patterns is that the next day's data can always negate the conclusions reached from prior days' patterns. Also, reliance upon chart patterns bears the risk of a certain pattern being negated by a larger, more encompassing pattern that has not shown itself yet.

Cyclical – This method analyzes the investments sensitive to business cycles and whose performance is strongly tied to the overall economy. For example, cyclical companies tend to make products or provide services that are in lower demand during downturns in the economy and in higher demand during upswings. Examples include the automobile, steel, and housing industries. The stock price of a cyclical company will often rise just before an economic upturn begins and fall just before a downturn begins. Investors in cyclical stocks try to make the largest gains by buying the stock at the bottom of a business cycle, just before a turnaround begins.

While most economists and investors agree that there are cycles in the economy that need to be respected, the duration of such cycles is generally unknown. An investment decision to buy at the bottom of a business cycle may actually turn out to be a trade that occurs before or after the bottom of the cycle. If done before the bottom, then downside price action can result prior to any gains. If done after the bottom, then some upside price action may be missed. Similarly, a sell decision meant to occur at the top of a cycle may result in missed opportunity or unrealized losses.

Fundamental – This is a method of evaluating a security by attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and individually specific factors (like the financial condition and management of a company). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). Fundamental analysis is considered to be the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

The risk associated with fundamental analysis is that it is somewhat subjective. While a quantitative approach is possible, fundamental analysis usually entails a qualitative assessment of how market forces interact with one another in their impact on the investment in question. It is possible for those market forces to point in different directions, thus necessitating an interpretation of which forces will be dominant. This interpretation may be wrong and could therefore lead to an unfavorable investment decision.

Technical – This is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. Technical analysts believe that the historical performance of stocks and markets are indications of future performance.

Technical analysis is even more subjective than fundamental analysis in that it relies on proper interpretation of a given security's price and trading volume data. A decision might be made based on a historical move in a certain direction that was accompanied by heavy volume; however, that heavy volume may only be heavy relative to past volume for the security in question, but not compared to the future trading volume. Therefore, there is the risk of a trading decision being made incorrectly since future trading volume is an unknown. Technical analysis is also done through observation of various market sentiment readings, many of which are quantitative. Market sentiment gauges the relative degree of bullishness and bearishness in a given security, and a contrarian investor utilizes such sentiment advantageously. When most traders are bullish, then there are very few traders left in a position to buy the security in question, so it becomes advantageous to sell it ahead of the crowd. When most traders are bearish, then there are very few traders left in a position to sell the security in question, so it becomes advantageous to buy it ahead of the crowd. The risk in utilization of such sentiment technical measures is that a very bullish reading can always become more bullish, resulting in lost opportunity if the money manager chooses to act upon the bullish signal by selling out of a position. The reverse is also true in that a bearish reading of sentiment can always become more bearish, which may result in a premature purchase of a security.

There are risks involved in using any analysis method.

To conduct analysis, Ventum Advisors gathers information from financial newspapers and magazines, inspection of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses and filings with the SEC, and company press releases.

Investment Strategies

Ventum Advisors uses the following investment strategies when managing client assets and/or providing investment advice:

Long term purchases. Investments held at least a year.

Short term purchases. Investments sold within a year.

Frequent trading. This strategy refers to the practice of selling investments within 30 days of purchase.

Short sales. A short sale is generally the sale of a stock not owned by the investor. Investors who sell short believe the price of the stock will fall. If the price drops, the investor can buy the stock at the lower price and make a profit. If the price of the stock rises and the investor buys it back later at the higher price, the investor will incur a loss. Short sales require a margin account.

We primarily follow a value-investing strategy that attempts to acquire at reasonable valuations publicly traded businesses that can deliver sustainable excess returns. We focus on a long-only strategy. Long term strategies are designed to identify and select investments to be held for

multiple years. We will also invest in value oriented special situations with shorter expected holding periods.

Value Investing can be described as a strategy of selecting stocks that trade for less than their intrinsic values. Value investors typically seek stocks of companies that they believe the market has undervalued. They believe the market overreacts to good and bad news, resulting in stock price movements that do not correspond with the company's long-term fundamentals. The result is an opportunity for value investors to profit by buying when the price is deflated. Often, value investors select stocks with lower-than-average price-to-book or price-to-earnings ratios and/or high dividend yields. The risks associated with value-investing include incorrectly analyzing and overestimating the intrinsic value of a business, concentration risk, under performance relative to major benchmarks, macro-economic risks, investing in value traps i.e., businesses that remain perpetually undervalued, and lost purchasing power on cash holdings in the case of inflation.

Margin transactions. When an investor buys a stock on margin, the investor pays for part of the purchase and borrows the rest of the purchase price from a brokerage firm. For example, an investor may buy \$5,000 worth of stock in a margin account by paying for \$2,500 and borrowing \$2,500 from a brokerage firm. Clients cannot borrow stock from Ventum Advisors.

Option writing including cover options, uncovered options or spreading strategies. Options are contracts giving the purchaser the right to buy or sell a security, such as stocks, at a fixed price within a specific period of time.

Tactical asset allocation. Allows for a range of percentages in each asset class (such as Stocks = 40-50%). The ranges establish minimum and maximum acceptable percentages that permit the investor to take advantage of market conditions within these parameters. Thus, a minor form of market timing is possible, since the investor can move to the higher end of the range when stocks are expected to do better and to the lower end when the economic outlook is bleak.

Strategic asset allocation. Calls for setting target allocations and then periodically rebalancing the portfolio back to those targets as investment returns skew the original asset allocation percentages. The concept is akin to a "buy and hold" strategy, rather than an active trading approach. Of course, the strategic asset allocation targets may change over time as the client's goals and needs change and as the time horizon for major events such as retirement and college funding grow shorter.

Primarily Recommend One Type of Security

We do not primarily recommend one type of security to clients. Instead, we recommend any product that may be suitable for each client relative to that client's specific circumstances and needs.

Risk of Loss

Past performance is not indicative of future results. Therefore, you should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, and bonds, etc.) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. You should be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, our firm is unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully

identify market tops or bottoms, or insulate you from losses due to market corrections or declines. There are certain additional risks associated with investing in securities through our investment management program, as described below:

- 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. This is also referred to as systemic risk.
- Equity (stock) market risk – Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.
- Company Risk. When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.
- Fixed Income Risk. When investing in bonds, there is the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- Options Risk. Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.
- ETF and Mutual Fund Risk – When investing in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. You will also incur brokerage costs when purchasing ETFs.
- Management Risk – Your investment with our firm varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.
- Margin Risk - When you purchase securities, you may pay for the securities in full or borrow part of the purchase price from your account custodian or clearing firm. If you intended to borrow funds in connection with your Account, you will be required to open a margin account, which will be carried by the clearing firm. The securities purchased in such an account are the clearing firm's collateral for its loan to you.

If those securities in a margin account decline in value, the value of the collateral supporting this loan also declines, and as a result, the brokerage firm is required to take action in order to maintain the necessary level of equity in your account. The brokerage firm may issue a margin call and/or sell other assets in your account.

It is important that you fully understand the risks involved in trading securities on margin, which are applicable to any margin account that you may maintain, including any margin account that may be established as part of the Asset Management Agreement established between you and Ventum Advisors and held by the account custodian or clearing firm. These risks include the following:

- You can lose more funds than you deposit in your margin account.
- The account custodian or clearing firm can force the sale of securities or other assets in your account.
- The account custodian or clearing firm can sell your securities or other assets without contacting you.
- You are not entitled to choose which securities or other assets in your margin account may be liquidated or sold to meet a margin call.
- The account custodian or clearing firm may move securities held in your cash account to your margin account and pledge the transferred securities.
- The account custodian or clearing firm can increase its “house” maintenance margin requirements at any time and they are not required to provide you advance written notice.
- You are not entitled to an extension of time on a margin call.

Item 9 – Disciplinary Information

Item 9 is not applicable to this Disclosure Brochure because there are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or integrity.

Item 10 – Other Financial Industry Activities and Affiliations

Ventum Advisors is **not** and does **not** have a related person that is a futures commission merchant, commodity pool operator, or commodity trading advisor, a banking or thrift institution, an accountant or accounting firm, a lawyer or law firm, or a pension consultant.

We are an independent registered investment adviser and only provide investment advisory services. We are not engaged in any other business activities and offer no other services except those described in this Disclosure Brochure. However, while we do not sell products or services other than investment advice, our representatives may sell other products or provide services outside of their role as investment adviser representatives with us.

Ventum Financial Corp.

Some of our Investment Adviser Representatives also serve as representatives of Ventum Financial Corp., an introducing broker-dealer in Canada and a member of the Canadian Investment Regulatory Organization (CIRO). Ventum Financial Corp. will share office space and employees with Ventum Advisors. Specifically, some of the Officers and the Investment Adviser Representatives of the company will be employed and registered with both entities. Ventum Financial Corp. is owned by the same holding corporation which also owns Ventum Advisors. As such we are under common ownership and control with Ventum Financial Corp.

For asset management services of Ventum Advisors, clients will utilize the Royal Bank of Canada Clearing & Custody (RBC) for brokerage and custody services.

For Ventum Advisors clients utilizing portfolios with securities traded on Canadian Exchanges, Ventum Financial Corp. will be used as a broker/dealer and provide brokerage services in a limited capacity. This is because the primary brokerage and custodial platform used by Ventum Advisors, Royal Bank of Canada Clearing & Custody, is not able to execute trades for our clients on Canadian Exchanges. Refer to Item 12 and Item 16 for more information.

A conflict of interest exists when standard, commission-based brokerage clients of Ventum Financial Corp. are solicited to open advisory accounts with Ventum Advisors because their investment adviser representative will receive additional compensation through the new arrangement. A similar conflict of interest exists when investment advisory clients of Ventum Advisors are given recommendations to open standard, commission-based brokerage accounts with Ventum Financial Corp. As a result of these conflicts of interest, your representative has an incentive to recommend the use of the services of affiliate companies. In order to mitigate this conflict of interest, investment adviser representatives of Ventum Advisors will only recommend their services or those of Ventum Financial Corp. when it is in the client's best interest.

Ventum Insurance Services Corp.

Ventum Advisors is under common ownership with a Canadian insurance agency, Ventum Insurance Services Corp. Some of our representatives also serve as insurance agents of Ventum Insurance Services. However, Ventum Insurance Services only sells insurance products to Canadian residents. Clients of Ventum Advisors will not work with their representative in their capacity as an insurance agent. Additionally, clients of Ventum Advisors will never be solicited or recommended to purchase insurance products offered by Ventum Insurance Services.

Ventum Financial (US) Corp.

Ventum Advisors is under common ownership with Ventum Financial (US) Corp. Ventum Financial (US) Corp. was formed in December 2003 and is focused on serving the needs of institutional investors located in the United States. Ventum Financial (US) Corp. is a member of FINRA.

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

Code of Ethics Summary

According to the *Investment Advisers Act of 1940*, an investment adviser is considered a fiduciary and has a fiduciary duty to all clients. Ventum Advisors has established a Code of Ethics to comply with the requirements of Section 204(A)-1 of the *Investment Advisers Act of 1940* that reflects its fiduciary obligations and those of its supervised persons. The Code of Ethics also requires compliance with federal securities laws. The Code of Ethics covers all individuals that are classified as "supervised persons". All employees, officers, directors and investment adviser representatives are classified as supervised persons. Ventum Advisors requires its supervised persons to consistently act in your best interest in all advisory activities. Ventum Advisors imposes certain requirements on its affiliates and supervised persons to ensure that they meet the firm's fiduciary responsibilities to you. The standard of conduct required is higher than ordinarily required and encountered in commercial business.

This section is intended to provide a summary description of the Code of Ethics of Ventum Advisors. If you wish to review the Code of Ethics in its entirety, you should send us a written request and upon receipt of your request, we will promptly provide a copy of the Code of Ethics to you.

Affiliate and Employee Personal Securities Transactions Disclosure

Ventum Advisors or associated persons of the firm may buy or sell for their personal accounts, investment products identical to those recommended to clients. This creates a potential conflict of interest. It is the express policy of Ventum Advisors that all persons associated in any manner with our firm must place clients' interests ahead of their own when implementing personal investments.

Ventum Advisors and its associated persons will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of employment or association with our firm unless the information is also available to the investing public upon reasonable inquiry.

We are now and will continue to be in compliance with applicable state and federal rules and regulations. To prevent conflicts of interest, we have developed written supervisory procedures that include personal investment and trading policies for our representatives, employees and their immediate family members (collectively, associated persons):

- Associated persons cannot prefer their own interests to that of the client.
- Associated persons cannot purchase or sell any security for their personal accounts prior to implementing transactions for client accounts.
- Associated persons cannot buy or sell securities for their personal accounts when those decisions are based on information obtained as a result of their employment unless that information is also available to the investing public upon reasonable inquiry.
- Associated persons are prohibited from purchasing or selling securities of companies in which any client is deemed an "insider".
- Associated persons are discouraged from conducting frequent personal trading.
- Associated persons are generally prohibited from serving as board members of publicly traded companies unless an exception has been granted to the Chief Compliance Officer of Ventum Advisors.

Any associated person not observing our policies is subject to sanctions up to and including termination.

Item 12 – Brokerage Practices

Clients are under no obligation to act on the financial planning recommendations of Ventum Advisors. If the firm assists in the implementation of any recommendations, we are responsible to ensure that the client receives the best execution possible. Best execution does not necessarily mean that clients receive the lowest possible commission costs but that the qualitative execution is best. In other words, all conditions considered, the transaction execution is in your best interest. When considering best execution, we look at a number of factors besides prices and rates including, but not limited to:

- Execution capabilities (e.g., market expertise, ease/reliability/timeliness of execution, responsiveness, integration with our existing systems, ease of monitoring investments)
- Products and services offered (e.g., investment programs, back-office services, technology, regulatory compliance assistance, research and analytic services)
- Financial strength, stability and responsibility
- Reputation and integrity
- Ability to maintain confidentiality

We exercise reasonable due diligence to make certain that best execution is obtained for all clients when implementing any transaction by considering the back-office services, technology and pricing of services offered.

Royal Bank of Canada Clearing & Custody

Currently, we require the use of Royal Bank of Canada Clearing & Custody ("RBC"). If you wish to contract us for asset management services, we require that you establish brokerage accounts with RBC.

RBC is a member of FINRA/SIPC. RBC is an independent (and unaffiliated) SEC-registered broker-dealer and is recommended by Ventum Advisors to maintain custody of clients' assets and to effect trades for their accounts. Ventum Advisors is not affiliated with RBC.

RBC provides us with access to their execution and custody services. These services generally are available to independent investment advisors at no charge to them so long as the independent investment advisors maintain a minimum amount of assets with the custodian.

Using RBC's platform also provides us with certain benefits. These benefits include, but are not necessarily limited to: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk; access to block trading which provides the ability to aggregate securities transactions and allocate the appropriate shares to client accounts; access to an electronic communications network for client order entry and account information; and access to mutual funds that generally require significantly higher minimum initial investments or are generally only available to institutional investors.

RBC also makes available to us other products and services that benefit our firm but do not directly benefit clients' accounts. Some of these other products and services assist us in managing and administering clients' accounts. These include advisory fee calculation services; software and other technology that provide access to client account data (such as trade confirmation and account statements); provide research, pricing information and other market data; facilitate payment of the firm's fees from its clients' accounts; and assist with back-office functions; record keeping and client reporting. Many of these services generally may be used to service all or a substantial number of our accounts. RBC also provides other services intended to help our firm manage and further develop our business enterprise. These services commonly include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing.

Ventum Financial Corp.

We have developed a "trade away" arrangement with our affiliated broker/dealer, Ventum Financial Corp., an introducing broker-dealer in Canada and a member of the Canadian Investment Regulatory Organization (CIRO), to execute Canadian Market trades for accounts held at RBC. The decision to use Ventum Financial Corp. in this manner was made because RBC's prior third-party vendor was no longer willing or able to execute trades for our client accounts on Canadian Exchanges.

Ventum Financial Corp. will execute Canadian Market trades and then use a delivery against payment (DVP) process to move the position to or from RBC (depending on if it is a buy or sell order). RBC charges the client an International Fee, per order entered at an executing broker/dealer, and we absorb a portion of that fee as described in Item 5 of this brochure.

This is the only case in which Ventum Advisors uses its affiliated broker/dealer. However, the fact that we require the use of Ventum Financial Corp. for Canadian Market trades is a conflict of interest because we are affiliated companies and there is an economic incentive for us to use Ventum Financial Corp. instead of other broker/dealers not affiliated with our firm. By directing Canadian Market trades to Ventum Financial Corp., we may be unable to achieve the most favorable execution of client transactions and that this practice may cost clients more money. To control for these conflicts of interest,

we conducted due diligence and concluded the following factors designed to achieve overall best execution that is in the client's interest.

- Ventum Financial Corp. has a dedicated trade desk and extensive experience in the Canadian Marketplace.
- No costs other than those assessed by RBC are being imposed on clients.. Ventum Financial Corp. is not charging a fee or expense to process transactions.
- Because Ventum Financial Corp. is not charging a fee or expense to process transactions, there is no financial benefit for Ventum Financial Corp. Ventum Advisors to execute these trades. In fact, Ventum Financial Corp is at a disadvantage because its trading costs are being absorbed by Ventum Financial Corp.
- In our opinion, by "trading away" through Ventum Financial Corp. we continue to serve the client's best interest to service their investment interests in the Canadian Marketplace.

Directed Brokerage

Clients should understand that not all investment advisors require the use of a particular broker/dealer or custodian. Some investment advisors allow their clients to select whichever broker/dealer the client decides. By requiring clients to use a particular broker/dealer, Ventum Advisors may not achieve the most favorable execution of client transactions and the practice requiring the use of specific broker/dealers may cost clients more money than if the client used a different broker/dealer or custodian. However, for compliance and operational efficiencies, Ventum Advisors has decided to require our clients to use RBC.

Soft Dollar Benefits

Currently, Ventum Advisors does not have any formal written soft dollar arrangements. An investment adviser receives soft dollar benefits from a broker-dealer when the investment adviser receives research or other products and services in exchange for client securities transactions or maintaining an account balance with the broker-dealer.

Ventum Advisors utilizes the services of Royal Bank of Canada Clearing & Custody. While there is no direct linkage (except in certain circumstances) between the investment advice given to clients and Ventum Advisors' participation in the Royal Bank of Canada Clearing & Custody program, economic benefits are received by Ventum Advisors which would not be received if we did not give investment advice to clients.

Although we don't allow directed brokerage, we may still receive benefits from program sponsors and product issuers. These benefits may be used for both research and non-research purposes and allows us to supplement, at no cost, our own research and analysis activities. These benefits include: a dedicated trade desk that services the program participants exclusively, a dedicated service group and an account services manager dedicated to Ventum Advisors' accounts, access to a real-time order matching system, electronic download of trades, balances and position information, duplicate and batched client statements, confirmations, year-end summaries, the ability to have advisory fees directly debited from client accounts (in accordance with federal and state requirements), availability of third-party research and technology, a quarterly newsletter, and access to mutual funds.

The benefits received through participation in the Royal Bank of Canada Clearing & Custody program do not depend upon the amount of transactions directed to or amount of assets managed through Royal Bank of Canada Clearing & Custody.

Research obtained with soft dollars is not necessarily utilized for the specific account that generated the soft dollars. We do not attempt to allocate the relative costs or benefits of research among clients because we believe that, in the aggregate, the research we receive benefits all clients and assists us in fulfilling our overall duty to you.

These arrangements may be deemed to create a conflict of interest to the extent that we would have to pay for some or all of the research and/or services with "hard dollars" if we were unable to obtain the research and services in exchange for commissions in connection with client transactions. Client trades are always implemented based on the goals and objectives of the client and not on any research, products or other incentives available.

Handling Trade Errors

Ventum Advisors has implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with its fiduciary duty, it is the policy of Ventum Advisors to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client is responsible for any loss resulting from the correction.

Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client is made whole and any loss resulting from the trade error is absorbed by Ventum Advisors if the error is caused by Ventum Advisors. If the error is caused by the broker-dealer, the broker-dealer is responsible for handling the trade error. If an investment gain results from the correcting trade, the gain remains in the client's account unless the same error involved other client account(s) that should also receive the gains. It is not permissible for all clients to retain the gain. Ventum Advisors may also confer with a client to determine if the client should forego the gain (e.g., due to tax reasons).

Ventum Advisors will never benefit or profit from trade errors.

Block Trading Policy

We may elect to purchase or sell the same securities for several clients at approximately the same time. This process is referred to as aggregating orders, batch trading or block trading and is used by our firm when Ventum Advisors believes such action may prove advantageous to clients. If and when we aggregate client orders, allocating securities among client accounts is done on a fair and equitable basis. Typically, the process of aggregating client orders is done in order to achieve better execution, to negotiate more favorable commission rates or to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when orders are placed independently.

Ventum Advisors uses the average price allocation method for transaction allocation.

Under this procedure Ventum Advisors will calculate the average price and transaction charges for each transaction included in a block order and assign the average price and transaction charge to each allocated transaction executed for the client's account.

If and when we determine to aggregate client orders for the purchase or sale of securities, including securities in which Ventum Advisors or our associated persons may invest, we will do so in accordance with the parameters set forth in the SEC No-Action Letter, *SMC Capital, Inc.* Neither we nor our associated persons receive any additional compensation as a result of block trades.

Agency Cross Transactions

Our associated persons are prohibited from engaging in agency cross transactions, meaning we cannot act as brokers for both the sale and purchase of a single security between two different clients and cannot receive compensation in the form of an agency cross commission or principal mark-up for the trades.

Item 13 – Review of Accounts

Account Reviews and Reviewers

Client accounts are reviewed at least quarterly. While the calendar is the main triggering factor, reviews can also be conducted at your request. Account reviews will include investment strategy and objectives review and making a change if strategy and objectives have changed. Reviews are conducted by the Compliance Department, with reviews performed in accordance with your investment goals and objectives.

Our financial planning services terminate upon the presentation of the written plan. Our financial planning services do not include monitoring the investments of your account(s), and therefore, there is no ongoing review of your account(s) under such services.

Statements and Reports

For our asset management services, you are provided with transaction confirmation notices and regular quarterly account statements in writing directly from the qualified custodian. Additionally, Ventum Advisors may provide position or performance reports at meetings with you and upon request.

Financial planning clients do not receive any report other than the written plan originally contracted for and provided by Ventum Advisors.

You are encouraged to always compare any reports or statements provided by us against the account statements delivered from the qualified custodian. When you have questions about your account statement, you should contact our firm and the qualified custodian preparing the statement.

Item 14 – Client Referrals and Other Compensation

Ventum Advisors does not directly or indirectly compensate any person for client referrals.

The only compensation received from advisory services is the fees charged for providing investment advisory services as described in *Item 5* of this Disclosure Brochure. Ventum Advisors receives no other forms of compensation in connection with providing investment advice.

Please see Item 5, Fees and Compensation, Item 10, Other Financial Industry Activities and Affiliations and Item 12, Brokerage Practices, for additional discussion concerning other compensation.

Item 15 – Custody

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment adviser has the ability to access or control client funds or securities, the investment adviser is deemed to have custody and must ensure proper procedures are implemented.

Ventum Advisors is deemed to have custody of client funds and securities whenever Ventum Advisors is given the authority to have fees deducted directly from client accounts. However, this is the only form of

custody Ventum Advisors will ever maintain. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

For accounts in which Ventum Advisors is deemed to have custody, we have established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from Ventum Advisors. When clients have questions about their account statements, they should contact Ventum Advisors or the qualified custodian preparing the statement.

Item 16 – Investment Discretion

When providing asset management services, Ventum Advisors maintains trading authorization over your Account and can provide management services on a **discretionary** basis. When discretionary authority is granted, we will have the authority to determine the type of securities and the amount of securities that can be bought or sold for your portfolio without obtaining your consent for each transaction. However, it is the policy of Ventum Advisors to consult with you prior to making significant changes in the account even when discretionary trading authority is granted.

If you decide to grant trading authorization on a **non-discretionary** basis, we will be required to contact you prior to implementing changes in your account. Therefore, you will be contacted and required to accept or reject our investment recommendations including:

- The security being recommended
- The number of shares or units
- Whether to buy or sell

Once the above factors are agreed upon, we will be responsible for making decisions regarding the timing of buying or selling an investment and the price at which the investment is bought or sold. If your accounts are managed on a non-discretionary basis, you need to know that if we are not able to reach you or you are slow to respond to our request, it can have an adverse impact on the timing of trade implementations and we may not achieve the optimal trading price.

You will have the ability to place reasonable restrictions on the types of investments that may be purchased in your Account. You may also place reasonable limitations on the discretionary power granted to Ventum Advisors so long as the limitations are specifically set forth or included as an attachment to the client agreement.

Item 17 – Voting Client Securities

Ventum Advisors does not vote proxies on behalf of Clients. We have determined that taking on the responsibilities for voting client securities does not add enough value to the services provided to you to justify the additional compliance and regulatory costs associated with voting client securities. Therefore, it is your responsibility to vote all proxies for securities held in Account.

You will receive proxies directly from the qualified custodian or transfer agent; we will not provide you with the proxies. You are encouraged to read through the information provided with the proxy-voting documents and make a determination based on the information provided. Although we do not vote client

proxies, if you have a question about a particular proxy feel free to contact us. However, you will have the ultimate responsibility for making all proxy-voting decisions.

Item 18 – Financial Information

This *Item 18* is not applicable to this brochure. Ventum Advisors does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for the most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, Ventum Advisors has not been the subject of a bankruptcy petition at any time.

Customer Privacy Policy Notice

Ventum Advisors Corp. (“Ventum Advisors”) understands that trust is an important factor in our relationship, and we take this very seriously. Protecting your privacy and the confidentiality of your personal information is a fundamental part of our responsibility to you. Through our policies and procedures as well as state-of-the-art equipment and computer security measures, we ensure that your privacy and the confidentiality of your information are protected.

In November of 1999, Congress enacted the *Gramm-Leach-Bliley Act* (GLBA). The GLBA requires certain financial institutions, such as investment advisor firms, to protect the privacy of customer information. In situations where a financial institution does disclose customer information to non-affiliated third parties, other than permitted or required by law, customers must be given the opportunity to opt out or prevent such disclosure.

Ventum Advisors is committed to safeguarding your confidential information. Ventum Advisors holds all personal information provided by you in the strictest confidence and it is the objective of Ventum Advisors to protect the privacy of all clients. Except as permitted or required by law, Ventum Advisors does not share confidential information about you with non-affiliated parties. In the event that there were to be a

change in this policy, Ventum Advisors will provide you with written notice and you will be provided an opportunity to direct Ventum Advisors as to whether such disclosure is permissible.

Information We Collect

To conduct regular business, Ventum Advisors may collect personal information from sources such as:

- Information reported by you on applications or other forms you provide to Ventum Advisors
- Information about your transactions implemented by others
- Information developed as part of financial consultations and analyses

Information That We Share

To provide related services for client accounts, it is necessary for Ventum Advisors to provide access to your information within the firm and to non-affiliated companies with whom Ventum Advisors has entered into agreements. To provide the utmost service, Ventum Advisors may disclose the information below regarding customers and former customers, as necessary, to companies to perform certain services on behalf of Ventum Advisors:

- Information Ventum Advisors receives from you on applications (name, social security number, address, assets, etc.)
- Information about your transactions with others (account information, payment history, parties to transactions, etc.)

Since Ventum Advisors shares non-public information solely to service you, Ventum Advisors does not disclose any non-public personal information about its customers or former customers to anyone, except as permitted by law. However, Ventum Advisors may also provide your information outside of the firm as required by law, such as to government entities, consumer reporting agencies or other third parties in response to subpoenas.

Confidentiality and Security

The security of your account information is important to us. Only those persons who need your information to perform their job have access to it. In addition, we maintain physical, electronic and procedural security measures that comply with federal regulations to protect your information. Our employees have limited access to your personal information based upon their responsibilities. All employees are instructed to protect the confidentiality of your personal information as described in these policies, which are strictly enforced.

We may store your information (in encrypted form where we believe it to be highly sensitive) in electronic databases or e-mail boxes hosted by us or our service providers, for periods of time and with safeguards that we believe are reasonable depending on the nature and sensitivity of the information. Access to the information is restricted to a select group of individuals, in accordance with our security protocols.

Former Customers

If you end your relationship with Ventum Advisors, we will continue to adhere to the policies and practices described in this notice.

Respecting and Responding to Your Privacy Concerns

You have the option to refuse or withdraw consent to the collection, use and disclosure of your information, and we will respect your choices. If you wish to exercise this option or if you have any questions or enquiries with respect to our privacy policies or procedures, please send a written request to: Chief Compliance Officer, Ventum Advisors Corp., 181 Bay Street, Suite 2500, Toronto, ON Canada M5J 2T3. We will investigate and respond to your concerns about any aspect of our handling of your information.

Business Continuity Plan

Ventum Advisors has a business continuity and contingency plan in place designed to respond to significant business disruptions. These disruptions can be both internal and external. Internal disruptions will impact our ability to communicate and do business, such as a fire in the office building. External disruptions will prevent the operation of the securities markets or the operations of a number of firms, such as earthquakes, wildfires, hurricanes, terrorist attack or other wide-scale, regional disruptions.

Our continuity and contingency plan has been developed to safeguard employees' lives and firm property, to allow a method of making financial and operational assessments, to quickly recover and resume business operations, to protect books and records, and to allow clients to continue transacting business.

The plan includes the following:

- Alternate locations to conduct business;
- Hard and electronic back-ups of records;
- Alternative means of communications with employees, clients, critical business constituents and regulators; and
- Details on the firms' employee succession plan

Our business continuity and contingency plan is reviewed and updated on a regular basis to ensure that the policies in place are sufficient and operational.