

WealthyX

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Form ADV Part 2A Appendix 1

Wrap Fee Disclosure Brochure

October 26, 2017

This wrap fee program brochure provides information about the qualifications and business practices of WealthyX, a registered investment adviser. Registration does not imply a certain level of skill or training but only indicates that WealthyX has registered its business with state and federal regulatory authorities, including the United States Securities and Exchange Commission. If you have any questions about the contents of this brochure, please contact us at (888) 952 - 7482 or at info@wealthyx.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. WealthyX's CRD number is 172380.

Additional information about WealthyX is also available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

This brochure amends items from our previous brochure which was dated August 30, 2017.

Material changes include:

Services, Fees, and Compensation

Kapital Generation, LLC, an affiliate of WealthyX, is a sponsor of the WealthyX Wrap Fee Program. The fee for participating in the WealthyX Wrap Program ranges from 0.20% to 0.50% per annum.

Other Financial Industry Activities and Affiliations.

Barry Mione, CCO, of WealthyX is also President of New Kapital Holdings, LLC – parent company of WealthyX, and CEO of Kapital Generation, LLC – an affiliated broker dealer of WealthyX.

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Services, Fees and Compensation

- A. WealthyX is an online automated investment platform. Through partnerships with investment companies, Registered Investment Advisors (“RIA’s”), and solicitors, we provide investment advice to individuals, investment companies, and retirement plans. Our investment management services are only available through these partnerships where we act as sub-advisor to your account. By answering a series of questions on our partner’s site about your investment goals and risk tolerance, we will recommend a portfolio of ETFs that suit you best. If you decide to open an account, we will monitor your portfolio and automatically rebalance its holdings as necessary to keep your investment plan on track. The fee for our management services is all-inclusive so clients do not pay separately for management, custody, execution and clearing of transactions. Kapital Generation, LLC, an affiliate of WealthyX, is a sponsor of the WealthyX Wrap Fee Program. The fee for participating in the WealthyX Wrap Program ranges from 0.20% to 0.50% per annum.
- B. Participation in the wrap fee program may cost clients more or less than purchasing such services separately. Clients should thoroughly consider these factors before deciding to participate in the program: number of transactions in the client’s account, trading commissions, custodial fees, advisory fees, and other services provided in the wrap program. A client’s total wrap fee may or may not exceed the aggregate cost of all services provided in the wrap program.
- C. In addition to the wrap fee, clients will pay management fees to ETF sponsors. These fees are embedded into the share price of each ETF – your broker, WealthyX, nor any of its affiliates earn or receive such fees.
- D. Clients will have an independent relationship with their broker and wrap program sponsor. This broker will receive a portion of fees collected as program sponsor.

Account Requirements and Types of Clients

Our clients are typically individuals. All clients must be residents of the United States with a bank account at a US bank. The minimum amount required to open and maintain a WealthyX account will vary depending on the partner that you decide to open an account with. Each client is required to answer our questionnaire as outlined in item 6 in order for us to provide investment advisory services.

Portfolio Manager Selection and Evaluation

WealthyX directly manages the portfolios for all of our clients. We select ETFs based on our internal selection criteria. Portfolios are built entirely with Exchange Traded Funds (“ETFs”). The ETFs that we include in your portfolio have all been researched and approved by our investment team. Factors that determine which ETF we invest in

include exposure to a given asset class or sector, how well it tracks its benchmark, the ETF's management fee, is there ample liquidity for our portfolios, and is it managed by a reputable investment manager.

Client Information Provided to Portfolio Managers

WealthyX is a discretionary manager and controls all aspects of a client's account. Therefore it is not required of us to share information with other portfolio managers.

Client Contact with Portfolio Managers

Clients are welcome and encouraged to reach out to us via phone or email.

Additional Information

Disciplinary Information. Neither WealthyX nor any of its employees have ever been subject to any disciplinary events by regulators. There are no additional events that are material events to a client's or prospective client's evaluation of our advisory business or the integrity of your management.

Other Financial Industry Activities and Affiliations.

Barry Mione, CCO, of WealthyX is also President of New Kapital Holdings, LLC – parent company of WealthyX, and CEO of Kapital Generation, LLC – an affiliated broker dealer of WealthyX.

Code of Ethics. The firm has adopted a Code of Ethics that requires all officers and employees of the firm to act in a manner with the highest standards. They are to place the integrity of their profession and the interests of clients above their own interests, act with integrity, competence, and respect. A copy of WealthyX's Code of Ethics is available to clients and prospective clients upon request.

Participation or Interest in Client Transactions and Personal. WealthyX's first responsibility is to act at all times as a fiduciary to Clients who have entrusted their assets with the firm. Under the normal course of business WealthyX's officers and employees may personally invest in securities recommended on the site, specifically the ETFs recommended for each asset class. Transactions in ETFs have been pre-approved for trading by WealthyX's Chief Compliance Officer based on the firm's internal selection criteria, see "Portfolio Manager Selection and Evaluation." Additionally employees may also buy or sell specific securities for their own accounts that are not

purchased or sold for Clients. WealthyX monitors the securities transactions of all employees and investigates any unusual patterns that it detects. It also requires all employees to report any violations of the Statement promptly to WealthyX's Chief Compliance Officer.

WealthyX prohibits any employee from purchasing or selling any security prior to any pending transactions being executed for an advisory client account.

Review of Accounts. WealthyX continuously reviews funded accounts of all Clients of the firm. Periodic rebalances are made to ensure each client's portfolio maintains its optimized asset allocation as determined by their respective answers to the questionnaire. WealthyX also conducts reviews when material changes may have occurred to a client's portfolio or investment objectives. We consider tax implications and the risks associated with each of our chosen asset classes when deciding when and how to rebalance. At least quarterly, your custodian shall notify each Client in writing to contact it if there have been any changes in the Client's financial situation or investment objectives. At least annually, your custodian shall contact each Client via email to determine whether there have been any changes in the Client's financial situation or investment objectives. Clients are also asked to reconfirm the same information.

Client Referrals and Other Compensation. WealthyX expects to run promotional campaigns to attract Clients to open accounts on its website. These promotions may include products offered on a limited basis to select Clients, more favorable fee arrangements, and/or reduced or waived management fees for Clients. These arrangements may create an incentive for a third-party or other existing Client to refer prospective Clients to WealthyX, even if the third-party would otherwise not make the referral. These arrangements may also create a conflict of interest for a Client to maintain a certain level of assets managed through WealthyX if doing so would result in eligibility to receive an incentive, bonus or additional compensation.

WealthyX may also pay pre-determined fees to third-parties for driving new users to the firm. If WealthyX determines in the future to pay or compensate a third-party for Client referrals, WealthyX will disclose this practice in writing to the Client and comply with the requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended, to the extent required by applicable law.

WealthyX may also participate in a revenue share when clients are referred to the firm by their broker. The client's relationship with their broker will be independent of WealthyX. WealthyX will continue to manage Clients accounts with fiduciary responsibility.

Financial Information. This Item is not applicable because WealthyX does not require or solicit the prepayment of any management fees, and does not have any

adverse financial condition that is reasonably likely to impair our ability to continuously meet our contractual commitments to our Clients.

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Form ADV Part 2B

Wrap Fee Disclosure Brochure Supplement

August 30, 2017

This Brochure Supplement provides information about certain WealthyX employees that supplements the WealthyX Brochure you should have received above. Please contact WealthyX at (888) 952 - 7482 or info@WealthyX.com if you did not receive WealthyX's Brochure or if you have any questions about the contents of this Brochure Supplement.

WealthyX's discretionary investment advice is provided by a team comprised of more than two Supervised Persons, and WealthyX has provided group supplementary information below for the two Supervised Persons with the most significant responsibility for the day-to-day advice provided to Clients.

Barry Mione

Mr. Mione joined the executive leadership team at Kapitall in 2012, and assumed leadership as President of New Kapitall Holdings in October of 2016. Over the past 18 months, Kapitall also has received distinctive recognition awards, such as Forbes “Fintech 50” finalist, top ten “great investing sites” for Millennials by U.S. News, and featured on CNBC “The Millennial Investor”.

Prior to joining Kapitall, Mr. Mione served as Vice-President, Product and Asset Growth Strategies at BNY Mellon (2010-2011). Prior to that, Mr. Mione joined E*Trade Financial, where he was Vice President of Business Development and Client Product Strategy (2005-2009).

Prior to E*Trade, Mr. Mione also held high-profile positions at Bank of Montreal (2001-2005), where he was Managing Director of National Sales and Service, as well as Managing Director for a division of Credit Suisse First Boston (2000-2001). Mr. Mione was founder and Senior Vice President of Client Services at the time *DLJdirect*, a division of Donaldson Lufkin & Jenrette Securities Corporation, went public in 1999. He began his career at Donaldson Luyfkin Jenrette (1988-1998).

Disciplinary Information

None

Other Business Activity

President, New Kapitall Holdings LLC

CEO Kapitall Generation LLC

Additional Compensation

From New Kapitall Holdings LLC

Supervision

Barry Mione is not subject to additional supervision