

PART 2A OF FORM ADV: FIRM BROCHURE

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This brochure provides information about the qualifications and business practices of Optimum Quantvest Corporation (hereinafter “OQC” or “Firm” or “we”). If you have any questions about the contents of this brochure, please contact us at (514) 288-7545 #623 or at DFortin@optimumgam.ca. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Optimum Quantvest Corporation is available on the SEC’s website at www.adviserinfo.sec.gov

The below material changes occurred since our firm's annual brochure was last updated on March 11, 2024.

On May 1, 2024, Dominique Fortin replaced Susan Hensley as Chief Compliance Officer.

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ABOUT OUR ADVISORY FIRM

Optimum Quantvest Corporation ("OQC") is a SEC-registered investment adviser and does not imply a certain level of skill or training with its primary office located in Dallas, Texas. Our Firm is organized as a corporation registered in the State of Texas.

In May 2019, we completed an asset purchase of a U.S. SEC registered investment adviser (Hillswick Asset Management, LLC CRD # 131468), with a corporate and investment advisory history dating back to 1987. We are an affiliate of Optimum Asset Management ("OAM"), a Canadian investment adviser founded in 1985, which develops investment strategies for institutional and private wealth clientele offered solely on the Canadian Market.

In May 2020, we signed a formal Participating Affiliate Agreement with OAM, an affiliated investment advisory firm located in Montreal, Canada. Under this agreement, and in adherence with SEC's Unibanco No-Action letters and certain U.S. based compliance policies and procedures, designated staff members at OAM have the authority to provide investment and other services to OQC's clients, including but not limited to, making securities recommendations, providing trade execution, communicating with clients, and various other portfolio and operational services. Under the Participating Affiliate Agreement, services provided by OAM to OQC are subject to various U.S. based compliance regulations. It is important to note that OAM may recommend to its clients, or invest in on behalf of its clients, securities that are the subject of recommendations to, or discretionary trading on behalf of, OQC's U.S. clients.

We manage client funds held in separately managed accounts both directly and through Wrap Programs.

PRINCIPAL OWNERS

Optimum Quantvest Corporation is a subsidiary fully owned by the Optimum Group Inc., a financial group active in life reinsurance, property and casualty insurance, life insurance, actuarial consulting and asset management.

ADVISORY SERVICES WE OFFER

Our Firm offers discretionary supervisory portfolio management of securities portfolio services to institutions and high-net-worth individuals. We currently specialize in the following Fixed Income products: Core, Intermediate Duration, Long Duration, Active Duration, and Bond+. We also offer two equity strategies: S&P 500 Sector Selection and US Equity Quality. Additionally, we offer a balanced product, which is comprised of a tactical asset weighted blend of investments from our Core Fixed Income strategy and the S&P 500 Sector Selection strategy. Our investment advice is limited to these types of investment strategies.

We also offer non-discretionary investment advisory services as a Model Provider to certain third party SMA model platforms, which are discussed in more detail in the below section of this document. Under these arrangements we receive very limited or no information about the underlying account owners and report those assets as assets

under advisement. The types of accounts are considered clients under advisement as we do not make implementation decisions to the end client.

TAILORING ADVISORY SERVICES TO THE INDIVIDUAL NEEDS OF THE CLIENTS

Through personal discussions and/or the completion of investment questionnaires, we will build a thorough understanding of each client's investment objectives and risk tolerances. Each client defines his/her portfolio's benchmark index and target duration, as well as investment guidelines (permissible instruments and sectors, minimum credit criteria, maximum size of positions, etc.). We will manage each client's account based on such criteria.

At least annually, we will contact or meet with the client to review the portfolio, to determine whether there have been any changes in the client's financial situation or investment objectives and to ascertain whether the client wishes to impose additional investment restrictions or modify existing restrictions. We are always available to discuss with clients their accounts and individual circumstances.

PARTICIPATION IN WRAP FEE PROGRAMS

As an institutional investment manager, we provide investment management services to certain clients through the Wells Fargo Advisors Personalized UMA Program. We are not affiliated with this plan sponsor. Currently only our Core Fixed Income and Intermediate Fixed Income strategies are available on wrap fee program platforms.

In such programs, our investment services are made available to clients subject to account minimums specified in the program's brochure. The program sponsor or an independent financial advisor will work with the client to complete an investment questionnaire and recommend our investment products (as described above). When the client selects us as their portfolio manager through the wrap-fee program, the program sponsor will provide us with documents and information about the client, similar to what we require of our non-wrap fee clients. We will manage such client portfolios according to the strategy selected by the client and subject to reasonable client restrictions.

Please see item #12 below for additional information regarding our trading and brokerage practices related to wrap fee programs.

Please see item # 5 below for information regarding our fees for Wrap Fee Programs.

Model Portfolio Provider:

Our S&P 500 Sector Selection strategy is available as a model offered through Envestnet Asset Management, Inc. and SMArtX Advisory LLC. These model platforms, allow us to provide our strategy via a "Third Party SMA Models Program," whereby certain participating financial institutions can utilize our model by trading their assets pursuant to our model. As part of this service, OQC is a model provider and is responsible for timely design, update, and monitoring of the model. Other financial institutions, acting as investment advisers, then

implement the model portfolio for their clients and adjust the model portfolio as recommended by OQC. The underlying account owners who choose to invest in OQC's model on these platforms are not OQC's clients. OQC receives very limited or no information about the underlying account owners invested in our models. OQC is not affiliated with any of the model portfolio providers.

Please see item #12 below for information on our trading practices related to Model Platforms.

ASSETS UNDER MANAGEMENT:

Discretionary assets under our management as of December 31, 2024, amounted to \$528 313 315.

As of December 31, 2024, we did not have any non-discretionary assets under our management.

Model assets under our advisement as December 31, 2024, amounted to \$ 13 766 879 and is considered assets under advisement.

FEE SCHEDULE

OQC charges a management fee for portfolio management services described above. We offer both asset-based and performance-based fee structures. Performance-based fees are available to eligible clients only (see Item #6 below for details). Additional information about performance-based fees is provided in item 6 of this brochure. Asset-based fees are assessed on the market value of an account's securities and other assets. In the event the market value of an asset is not available or reliable, the asset will be fair valued in accordance with OQC's methodology and adopted procedures

Option 1: Asset Based Management Fee Structure:

Our basic fee schedules are listed below on a per annum basis

AUM		Annual Management Fee							
From	To	Core Fixed Income	Bond Plus	Active Duration Fixed Income	Long Duration	Intermediate Duration	S&P 500 Sector Selection	US Equity Quality	U.S. Strategic Balanced
\$0	\$10,000,000	0.40%	0.40%	0.35%	0.35%	0.40%	0.50%	0.50%	0.50%
\$10,000,000	\$25,000,000	0.30%	0.30%	0.25%	0.25%	0.30%	0.20%	0.25%	0.24%
\$25,000,000	\$50,000,000	0.20%	0.20%	0.15%	0.15%	0.15%	0.18%	0.18%	0.19%
\$50,000,000	\$100,000,000	0.15%	0.15%	0.13%	0.13%	0.13%	0.15%	0.15%	0.15%
\$100,000,000	\$200,000,000	0.10%	0.10%	0.10%	0.10%	0.10%	0.12%	0.12%	0.11%
\$200,000,000	and above	0.07%	0.07%	0.06%	0.06%	0.06%	0.08%	0.08%	0.08%
Annual Minimum Fee		\$25,000	n/a	n/a	n/a	n/a	n/a	n/a	n/a

Option 2: Performance-Based Fee Structure

Performance-based fees include a negotiated asset-based fee plus a negotiated percentage of the excess return generated by the portfolio (before management fees) each calendar year over and above the benchmark agreed to with the client (with interest/dividends reinvested).

Wrap-Fee Programs:

As explained in item 4 above, our fee schedule for certain wrap-fee account programs are different than our published fee schedules. For example:

- In Wells Fargo Advisors Personalized UMA Program our management fee schedule for both our Core Fixed Income and Intermediate Duration strategies is: 25 BP per annum on total assets up to \$100 million and 20 BP per annum on total assets over \$100 million.

We typically invoice the client or the program sponsor in arrears (as directed to do so by the client or the program sponsor) for our management fee. In Wells Fargo Advisors Personalized UMA Program we are unable to invoice the client and are required to adhere to the billing procedures of the program sponsor. In such cases, the fee calculation and payment are controlled by the program sponsor. The fees are debited by the plan sponsors quarterly from the client's account. Wells Fargo Advisors Personalized UMA Program debit such fees in advance.

We have special fee arrangements for certain wrap-fee clients. The wrap-fee collected by the sponsors includes OQC's advisory fee, the sponsors' fee (which may be shared with an independent referring party), the client's portfolio transactions without commission charge (subject to any restrictions) and custodial services for the client's assets. Certain additional costs may be charged by the wrap-fee sponsor. For a complete description of the fee arrangement, including billing practices and account termination provisions, clients should review the respective program sponsors' wrap-fee brochure.

The client should consider that, depending upon the level of the wrap-fee charged by the broker/dealer, the amount of portfolio activity in the client's account, the value of custodial and other services which are provided under the arrangement, and other factors; the wrap-fee may or may not exceed the aggregate cost of such services if they were to be provided separately. It is the clients' responsibility and not ours, to ascertain on an initial and ongoing basis whether or not this arrangement is economically advantageous to the client.

Model Portfolio Provider:

Our Model Provider fee for our S&P 500 Sector Selection strategy available through Envestnet Asset Management, Inc. and through SMArtX Advisory, LLC is 35 BP per annum of the model market value at the end of each calendar quarter

Other Fee Related Comments:

We may impose a minimum annual management fee for accounts below our set minimum account size. Such arrangements are agreed upon in advance in writing with applicable clients.

Certain legacy clients have fee arrangements which are governed by fee schedules different from those listed above.

Certain client agreements contain Most Favored Nation (MFN) fee clauses. Optimum Quantvest Corporation reserves the right to reject MFN clauses it deems unreasonable.

Depending on specific circumstances, our management fees can be negotiated. When determining fee rates, we will consider, among other things, a client's composite, strategy, account discretion, servicing levels and contracting counterparties. Clients may pay higher or lower fees than outlined above.

PAYMENT OF THE MANAGEMENT FEES

The specific manner in which fees are charged by us is established in writing in our agreements with clients. We invoice our clients for our management fees on a quarterly basis in arrears. Our management fees are typically calculated based upon the value (market value or fair market value in the absence of market value) of the

client's account as of the last calendar day of each calendar quarter as per the market values listed in our portfolio accounting system. In cases when contractually agreed to with the client, we will use the custodian bank's market value in order to calculate our management fees.

Clients are able to instruct us where and to whom the management fee invoice should be issued: the client, the consultant, the custodian, or another party.

The management fees are waived for former Hillswick's partners who are now employees of OQC who invested their personal funds in firm's strategies. Currently there are two such individuals invested in the firm's equity strategy.

Management fee proration for asset additions/withdrawals during the billing period:

Unless otherwise contractually agreed upon with the client, we will prorate our management fee for any single contribution or withdrawal as specified below, based on the number of days in the billing period the funds remained in the portfolio.

- Client Deposit amounting to 10% or more of the portfolio's value and occurring in the last month of the billing period.
- Client Withdrawal amounting to 25% or more of the portfolio's value and occurring in the last month of the billing period.

Account terminations:

Unless otherwise contractually agreed to, the client agreement can be canceled at any time, by either party, for any reason upon receipt of 30 days written notice, or any other period mutually agreed upon between the parties and as specified in an advisory agreement.

Upon termination of an account, any prepaid or unearned fees, if applicable, will be promptly refunded, and any earned, unpaid fees will be due and payable. Subject to our discretion, terminating accounts with prior written notice contractual provisions, who terminate before the last required notice day, will be charged a management fee prorated to the last required notice day.

Terminating clients who had elected to pay a performance-based management fee will be charged this incentive fee based on the performance of the account for the measuring period, from the date on which the incentive fee was last assessed to the termination date.

As discussed above, Wells Fargo Advisors require that we adhere to their fee payment procedures, including final fees for terminated accounts, which are different from our procedures. Specifically, in Wells Fargo Advisors program the quarterly sponsor fee, which includes OQC's management fee, is calculated and debited in advance with no intra-quarter fee adjustments for subsequent client additions, withdrawals or account terminations.

OTHER FEES AND EXPENSES

In addition to our management fee, clients will typically incur other fees related to their portfolios. These fees can include, but are not limited to:

Bank custody and transaction fees:

Clients are responsible for the fees and expenses charged by their custodians for custody and safekeeping of their assets and for per transaction settlement costs. These fees are negotiated, independently of OQC, directly between the custodian bank and the client. Depending upon the fee arrangement between the client and the custodian bank, some or all of these fees are invoiced or debited by the custodian bank out of the account managed by OQC or from another account designated by the client.

Brokerage expenses:

Clients are responsible for the fees and expenses charged by broker/dealers. These typically include transaction charges (commissions) for the execution of transaction. Brokerage expenses are typically included in the net settlement amount of each security transaction and, therefore, are paid directly out of the client account under our management. Item 12 of this brochure discusses our process of selecting brokers for client transactions.

Mutual Fund fees:

While we do not anticipate that mutual funds will be included in clients' portfolios, money market mutual funds are sometimes used to 'sweep' cash balances until they can be appropriately invested. These instruments are typically selected by the clients with their custodian banks. The client's custodian will invest any cash balance in a client's account pursuant to an automatic cash investment program. Clients should recognize that all fees paid to OQC for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each Fund's prospectus. These fees will generally include a management fee, other fund expenses and a possible distribution fee.

PAYING MANAGEMENT FEES IN ADVANCE

We do not bill clients for management fees in advance.

However, as discussed above, certain unaffiliated wrap-fee plan sponsors have different fee-paying arrangements with clients and charge the client an overall plan fee, which includes OQC's management fee, in advance. As a result, and only in these limited cases, we receive our management fees in advance.

COMPENSATION FOR SALE OF SECURITIES OR OTHER PRODUCTS

Other than our management fees or advice-only fees, we do not receive any fees from any mutual funds, investment managers, custodians, broker/dealers, underwriters or sponsors of securities.

ABOUT PERFORMANCE-BASED FEES

As we disclosed in Item 5 of this Brochure, our Firm offers performance-based fees to certain clients. Performance-based fees are based on a share of the incremental total return of the portfolio relative to the total return generated by the account's benchmark index.

To qualify for a performance-based fee arrangement, a client must either demonstrate a net worth of at least \$2,200,000 or must have at least \$1,100,000 under management immediately after entering into a management agreement with us.

Typically, performance-based fees are: (1) calculated monthly (or at the time of certain withdrawals or redemptions), (2) communicated to the clients/investors quarterly for advice-only, and (3) are due annually at the end of each calendar year.

Unless otherwise agreed upon, performance-based fees are calculated and chained monthly or intra-month if a client/investor's inflow amounts to 10% or more of account's market value at the beginning of the period. If the incremental return in any calendar year were to be negative (i.e., the total return on the client's account does not reach the return of the agreed upon benchmark index), no incentive fee shall be payable to OQC for any subsequent year until such time as the accumulated incremental return (measured in US dollars) since the account inception date or since the date at which an incentive fee was last earned (whichever is later) is positive.

PERFORMANCE-BASED FEES WILL ONLY BE CHARGED IN ACCORDANCE WITH THE PROVISIONS OF. RULE 205-3 OF THE INVESTMENT ADVISERS ACT OF 1940 AND/OR APPLICABLE STATE REGULATIONS. THE FEES WILL NOT BE OFFERED TO ANY CLIENT RESIDING IN A STATE IN WHICH SUCH FEES ARE PROHIBITED.

CONFLICT OF INTEREST DUE TO PERFORMANCE-BASED FEES

Clients should be aware that performance-based fee arrangements create an incentive for a manager to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Furthermore, since we also have clients who do not pay performance-based fees, there exists a potential conflict of us favoring performance-based fee accounts because compensation we receive from these clients is more directly tied to the performance of their accounts. We are aware of such risks and since we have a fiduciary responsibility to put the interest of our clients ahead of our own, we take the following steps to mitigate and address these potential conflicts of interest:

1. We disclose to clients the existence of all material conflicts of interest;
2. We have implemented policies and procedures for fair and consistent allocation of investment opportunities among all eligible client accounts and for securing equal treatment of all clients by aggregating trade transactions whenever possible to ensure consistency of prices and timing;
3. Our management and compliance conduct regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
4. We periodically compare holdings and performance of all accounts with similar strategies to identify significant performance disparities indicative of possible favorable treatment;

5. We periodically review trading frequency and portfolio turnover rates to identify possible patterns of “window dressing,” “portfolio churning,” or any intent to manipulate trading to boost performance near the reporting period;
6. We educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients and equitable treatment of all clients, regardless of the fee arrangement; and
7. We have a personal trading policy as part of our Code of Ethics to reasonably ensure against pre-emption of investment opportunities acquired or sold in a personal account and not others.

The client must understand the performance-based fee method of compensation and its risks prior to entering into a management contract with us.

TYPES OF CLIENTS

We provide investment advisory services for a variety of clients including endowments, foundations, corporations, municipalities, high-net-worth individuals, trusts, non-profit organizations, insurance companies, financial institutions, and other institutional clients.

MINIMUM ACCOUNT SIZE

We require a minimum account size of \$10,000,000 for Fixed Income accounts.

The minimum account size for separate account invested in the equity S&P 500 Sector Selection strategy is \$1,000,000.

Occasionally, we make exceptions to minimum account sizes or subsequent investments because of existing client relationships or for other reasons.

We reserve the right to refuse to accept proposed management responsibilities or to resign from the management of any account.

Wrap Fee Programs:

In certain wrap-fee plan sponsor programs, our minimum account size is different from our typical minimum account size. For example:

- In Wells Fargo Advisors' Personalized UMA Program, the minimum account size for both our Core and Intermediate Duration strategies is \$500,000.

Model Portfolio Provider:

Our S&P 500 Sector Selection strategy is available as model with the following minimum account sizes through:

- Envestnet Asset Management, Inc has a minimum account size of \$100,000.
- SМАrtX Advisory, LLC has a minimum account size of \$15,000.

METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

As mentioned in Item 4, we provide the following investment strategies:

- Fixed Income products:
 - o Intermediate Duration
 - o Core Duration
 - o Long Duration
 - o Active Duration
 - o Bond+
- Equity product:
 - o S&P 500 Sector Selection
 - o US Equity Quality
- Balanced product:
 - o U.S. Strategic Balanced

In doing so, we invest, within the limitations of client's investment guidelines, in a wide range of securities and other financial instruments, including, but not limited to:

- United States Government and Agency securities
- Mortgage-backed securities
- Corporate Debt securities
- Certificates of deposit
- Mutual Fund shares
- Exchange Traded Funds
- Exchange-listed equity securities

As financial markets and products evolve, we may be able to invest in other instruments or securities, whether they currently existing or developed in the future.

We apply fundamental and technical methods of analysis to all strategies. As part of our fundamental analysis process, we attempt to determine the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions and the financial condition and management of the company itself) to determine if the company's securities are underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). As part of our analysis, we also analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and to potentially predict future price movement.

In conducting our security analysis, we utilize a broad spectrum of information including: financial publications, third-party research materials, annual reports, prospectuses, regulatory filings, company press releases, corporate rating services, inspections of corporate activities and meetings with management of various companies.

As part of our investment process, we collaborate with the portfolio management team of our Canadian affiliate, Optimum Asset Management (OAM) Inc to enhance the investment services we offer to our clients. This

collaboration includes joint investment strategy meetings and various market outlook discussions as well as access to proprietary investment analytics systems developed and maintained by OAM.

Clients and investors should understand that investing in securities involves risk of loss, which clients should be prepared to bear.

RISKS ASSOCIATED WITH METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

Fundamental analysis cannot anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the security.

We use subjective judgment to forecast security prices, by examining past price movements and other observable indicators of market activity. Our securities analysis method relies on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Our Firm employs the following investment strategies to implement investment advice given to clients:

Long-term purchases: We mostly purchase securities with the idea of holding them in the clients' account for a year or longer. We do this because we believe the securities to be currently undervalued. We also invest because we want exposure to a particular asset class or sector over time, regardless of the current projection for this category.

A risk in a long-term purchase strategy is that, by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our expectations are incorrect, a security can decline in value before we make the decision to sell.

Short-term purchases: At times, we also purchase securities with the idea of selling them within a relatively short time period. We do this in an attempt to take advantage of conditions that we believe will soon result in a favorable price change in the securities we purchase.

A risk in a short-term purchase strategy is that, should the anticipated price move not materialize, we are left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

SPECIFIC SECURITY TYPE RECOMMENDATIONS

Our Fixed Income strategies involve investing in bond markets. Although the bond market is typically less risky than the stock market, there are still numerous risks an investor, such as:

- Interest rate risk: When interest rates rise, bond prices fall and vice versa. The longer the time to a bond's maturity (its duration), the greater its sensitivity to changes in market rates.
- Reinvestment risk: When interest rates are declining, investors have to reinvest their interest income and any return of principal, whether scheduled or unscheduled, at lower prevailing rates.
- Inflation risk: Inflation reduces the purchasing power of a bond investor's future interest income and of future principal redemptions.
- Credit risk: The risk that the bond issuer becomes unable to service his debt.
- Legislative risk: The risk that a change in the tax code could affect the value of taxable or tax-exempt interest income.
- Prepayment risk: The probability of an earlier or later than anticipated amortization of principal, affecting investments in callable bonds, such as mortgage-backed securities.
- Foreign exchange risk: is a financial risk that exists when a financial transaction is denominated in a currency other than the domestic currency of the company. The exchange risk arises when there is a risk of significant appreciation of the domestic currency in relation to the denominated currency before the date when the transaction is completed.

Our Sector Selection strategy involves investing in Exchange Traded Funds (ETF) equity securities. There are numerous risks associated with investing in the stock market. Equities represent shares of ownership of corporations whose value fluctuate in reflection of macro-economic conditions, sales growth, profit margins, technological changes and changes in capital market return requirements.

Our Balanced strategy utilizes a targeted blend of Fixed Income and Sector Selection strategies and, therefore, contains the risks of both strategies (as detailed above).

We have not had any disciplinary events.

OTHER FINANCIAL INDUSTRY ACTIVIES OR AFFILIATIONS

As discussed in Item 4 above, Optimum Quantvest Corporation's ultimate parent company is the Optimum Group Inc. Optimum Group Inc is a foreign, diversified financial services company that operates many subsidiaries performing various types of financial services. These include but are not limited to asset management companies (with operations in Canada and France), insurance, life reinsurance, and actuarial consulting.

Certain executive officers of Optimum Quantvest Corporation are also employed by affiliated entities and/or serve on the Board of Directors of these entities.

The above relationships create a potential conflict of interests. Optimum Quantvest Corporation has policies and procedures in place to mitigate these potential risks.

AFFILIATIONS WITH OTHER INVESTMENT ADVISERS

We do not recommend or select other investment advisers for our clients.

MATERIAL RELATIONSHIPSRelationships with affiliated entities**OPTIMUM ASSET MANAGEMENT**

In order to expand advisory and operational services at Optimum Quantvest Corporation (OQC), the firm signed a formal Participating Affiliate Agreement with Optimum Asset Management Inc (OAM), an affiliated investment advisory firm located in Montreal, Canada. Under this agreement, certain designated staff members at OAM have the authority to provide investment and other services to OQC's clients, including but not limited to, making securities recommendations, providing trade execution, communicating with clients, and various other portfolio and operational services.

Under the Participating Affiliate Agreement, services provided by OAM to OQC are subject to various U.S. based compliance regulations. Specifically, the designated personnel at OAM with access to OQC's client and/or investment information are considered "Advisory Employees" and are subject to compliance with OQC's compliance policies and procedures as well as with the firm's Code of Ethics.

While OAM is not registered with the U.S. Securities and Exchange Commission, the firm filed a formal "Information Update for Advisers Relying on Unibanco No-Action Letters" notice with the regulator in order to be able to provide various services to OQC and thus allow OQC's clients to benefit from the additional resources available from OAM.

OPTIMUM GESTION FINANCIERE

Optimum Quantvest Corporation (OQC) entered into a services agreement with Optimum Gestion Financiere, S.A. (OGF) an affiliated investment advisory firm located in Paris, France. OGF is governed by Autorite des marches

financiers (AMF France). OQC has agreed to provide services from time to time to OGF. Services include, but are not limited to, market research, market intelligence, market discussions and analysis of the U.S. market.

OTHER NON-FINANCIAL ACTIVIES OR AFFILIATIONS

Certain employees at Optimum Quantvest Corporation engage in unrelated business activities with entities not related to our Firm. Involved employees do not receive compensation for these non-business-related activities.

OQC requires all employees to report and pre-clear outside business activities, which must also comply with our Firm's Code of Ethics.

Mr. McDonnell is the treasurer and member of the Executive Committee of Connecticut Foundation Solutions Indemnity Company, Inc.. Mr. McDonnell provides investment advice almost exclusively focused on very short term treasuries. Time and expertise dedicated to this non-profit organization does not interfere with his responsibilities as senior portfolio manager of OQC and, considering the liquidity of the money market, does not create a material conflict of interest with our clients.

ABOUT OUR CODE OF ETHICS

Our Firm has adopted a Code of Ethics, which sets forth high ethical standards of business conduct required of all "supervised persons". Supervised persons include all officers, partners, directors (or other persons with a similar status or performing similar functions), employees and any other person who provides investment advice on our behalf subject to OQC supervision or control, including advisory affiliates who have access to OQC information. Our Code of Ethics includes policies and procedures for compliance with applicable federal securities laws, personal securities transactions and holdings, as well as policies pertaining to various potential conflicts of interests our employees may encounter while working at our Firm or while providing services to our firm as defined under the PAA.

The Code of Ethics is designed to assure that the personal securities transactions and activities and interests of the supervised persons at our Firm will not interfere with making and implementing decisions in the best interest of our advisory clients while, at the same time, allowing employees to invest for their own account.

The Code of Ethics includes provisions requiring supervised persons to:

- Pre-clear personal trades in certain types of reportable securities
- Provide the CCO with initial and annual personal securities holdings reports for a review
- Acknowledge and comply with the terms of the Code of Ethics
- Report known or suspected violations of the Firm's Code of Ethics

A copy of our Code of Ethics is available to our advisory clients and prospective clients upon request to OQC's, Chief Compliance Officer, at our principal office address or phone number.

SECURITIES TRANSACTIONS RECOMMENDED TO CLIENTS ALSO BOUGHT/SOLD IN OUR OWN ACCOUNTS

Our Firm or individuals associated with our Firm may buy or sell for their personal accounts, securities identical to those recommended for customers. This practice results in a potential conflict of interest, such as an incentive to manipulate the timing of personal securities transactions to obtain a better price or more favorable allocation.

To mitigate these potential conflicts of interests and to reasonably ensure the fulfillment of our fiduciary responsibilities, we require that all supervised persons receive pre-clearance for personal transactions in certain security types prior to execution. We also require that our staff reports these securities transactions to the Compliance Department monthly (or quarterly if monthly statements are not produced) by directing their broker/bank to mail copies of their personal investment accounts directly to our address. A pre-approval will be granted if OQC is not expecting to trade the specific security on the same day.

Under our Code of Ethics, certain classes of securities (Open-ended Mutual Funds, Direct obligations of the US Government, Money Market funds and instruments, Unit Investment Trusts) have been designated as exempt transactions. These securities transactions do not need to be pre-cleared or reported. However, holdings in all security types must be reported to Compliance annually and at the start of the employment. Our Code of Ethics

also designates certain security types (such as indices, currency, commodities, broad and broad-sector ETFs, as well as derivatives of these securities) as exempt from pre-clearance but reportable for quarterly review.

Any individual not in observance of the above will be asked to reverse the inappropriate trade, regardless of possible losses, and may be subject to disciplinary action or termination.

SECURITIES TRANSACTIONS RECOMMENDED TO CLIENTS ALSO BOUGHT/SOLD IN OUR OWN ACCOUNTS AT OR ABOUT THE SAME TIME

With very limited exceptions, our Code of Ethics restricts trading a security in personal accounts on the same day we also trade the same security in the accounts of our client(s).

We make every effort to mitigate the potential conflict of interests resulting from trading in personal accounts; nonetheless, because the Code of Ethics in some circumstances would permit supervised persons to invest in the same securities as clients, there is a possibility that supervised persons might benefit from market activity in a client's account in a security held by an employee.

Supervised persons personal trading is monitored under the Code of Ethics to ensure conflicts of interest between OQC and its clients do not occur.

SELECTING BROKER-DEALERS*Broker selection*

In the absence of any client direction to utilize a particular broker or dealer for the execution of transactions in specific client accounts, our overriding objective in securities transactions is to obtain the best combination of price and execution. We execute securities transactions at a price and commission that provides the most favorable total cost or proceeds reasonably attainable under the circumstances.

In selecting broker/dealers, we consider various factors, including, but not limited to, the nature of the portfolio transaction, the size of the transaction, the desired timing of the transactions, the quality of execution, clearing and settlement capabilities of the broker or dealer, broker's reliability and financial condition, its commission rates, the desired timing of the transactions, confidentiality, and, under appropriate circumstances, the research made available by the broker/dealer.

Research and other Soft Dollar benefits

Research is provided to us in the form of written reports, telephonic communications, analyst earnings revisions, etc., and contains information concerning securities markets, the economy, individual companies, pricing information, performance studies and other information providing assistance in the formulation of our investment decisions.

How we benefit from Soft Dollar usage and the conflict of interests it creates

When we use client brokerage commissions to obtain research services, we receive a benefit to the extent that our Firm does not have to produce such products internally or compensate third parties with our own money for the delivery of such services.

Therefore, such use of client brokerage commissions results in a conflict of interest, whereby we have an incentive to direct client brokerage to those brokers who provide research utilized by us, even if these brokers do not offer the best price or commission rates for our clients. In addition, our Firm theoretically could have an incentive to cause clients to engage in more securities transactions than would otherwise be optimal in order to generate brokerage compensation with which to acquire products or services.

Soft Dollar allocation in client accounts

Research furnished by brokers and dealers with whom we effect transactions may be beneficial only to certain client accounts. It is possible that a particular account is charged a commission paid to a broker/dealer who supplied research services not utilized by such account. However, we expect that each account will be advantaged overall by such practice because each is receiving the benefit of research services.

Broker/dealers selected by our Firm may be paid commissions for effecting transactions for our clients that exceed the amounts other broker/dealers would have charged for effecting these transactions, if we determine in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker/dealers, viewed either in terms of a particular transaction or our overall duty to our clients.

In limited cases, certain non-U.S. clients, in order to comply with their local regulatory requirements (such as MiFID II or other), may preclude us from compensating brokers for research services or have different commission structures than our U.S. based clients. As a result, the overall commission rates of certain non-U.S. clients may be different than those of our U.S.-based clients. Optimum Quantvest Corporation uses the information received from soft dollar arrangements to carry out investment responsibilities for all clients, including those that generate little or no commissions resulting in soft dollar services.

Types of products and services acquired with client brokerage commissions

We are very conservative and selective in the area of Soft Dollars. We may, on selective occasions, when we believe our clients will benefit, enter into arrangements with certain brokerage firms to allocate commissions and receive eligible research and services within the "Safe Harbor" section 28(e) of the 1934 Securities and Exchange Act.

In addition to soft dollar arrangements, we also receive "bundled research" from brokers. "Bundled research" is a term we use to explain that although we do not have an actual soft-dollars account with certain broker/dealers where soft dollar credits can be accumulated, we receive research from brokers who are compensated indirectly by the commission or bid-ask spread business we generate with them. These research services obtained through indirect brokerage commission paid by some client may benefit to other clients and useful in fulfilling our overall responsibilities to our client. The management fees paid by our clients are not reduced because we receive such bundled research.

We receive certain types of research products and services from broker/dealers designed to expand our own internal research and investment strategy capabilities. The research products and/or services we receive comply with Section 28(e) of the Securities Exchange Act of 1934.

The research services we received from broker/dealers during the last fiscal year included:

- Analyses or reports concerning issuers, industries, securities, economic factors and trends;
- Reports concerning interrelated political and economic factors;
- Access to research analysts and management meetings; and
- Corporate governance research

This is done without prior agreement or understanding by the client (and done at our discretion). Research services obtained through the use of soft dollars is developed by brokers to whom brokerage is directed or by third parties, which are compensated by the broker.

Our firm periodically evaluates soft dollar/bundled services we receive from brokers to ensure that the research we receive will help us to fulfill our overall duty to all clients. We periodically evaluate commissions paid to the brokers we utilize in relation to the value of the research they have provided to our firm.

Procedures used to direct client transactions to a particular broker-dealer

We recognize that Soft Dollar benefits, bundled or not, creates a conflict of interest. Therefore, we have adopted the following policies and procedures to monitor and mitigate this conflict:

- We use client commissions to pay for eligible services only, as defined in Section 28(e) and subsequent regulatory and industry guidance;
- We do not use client commissions for "mixed-use" services;

- We conduct periodic analysis of volume of transactions sent to each approved broker along with the competitiveness of the commission schedules of each such broker;
- We periodically evaluate the usefulness of services received from brokers in relation to the amount of commissions directed to each broker; and
- In cases where a soft dollar arrangement exist, we will track and periodically review the soft dollar activity to ensure that the commissions paid are reasonable in light of the value of brokerage research and/or service received.

Directed Brokerage

We do not recommend, request or require that a client directs us to place orders through a specified broker/dealer.

In certain cases, a client may direct us to place some or all transactions in the client's account with a specific broker/dealer. Although we can accept this direction from the client, we do not prefer to place securities transactions through a client directed broker/dealer.

Directing brokerage may cost clients more money. For example, in a directed brokerage account, a client can pay higher brokerage commissions or higher bid-ask spread because we are not able to include directed-brokerage accounts in aggregate orders, which usually reduce transaction costs, or the client may receive less favorable execution prices. We do not have the ability to negotiate commission rates or prices in client directed brokerage arrangements.

Trades for accounts with "client directed brokerage" typically need to be placed over the phone, often with several phone calls required, which becomes a more time-consuming process that oftentimes can only be completed after the "Aggregated" trade is executed for the non-directed accounts. In the event that a client directs us to use a particular broker or dealer, such client should understand that under those circumstances we will not have authority to obtain volume discounts and best execution may not be achieved. As such, under these circumstances, we typically find a disparity arise in the transaction price obtained for each client and the transaction price obtained for other clients that have not directed the use of another broker.

We place securities transactions for directed brokerage clients after we have completed all non-directed brokerage orders. As a result of the delay in trade execution and limitations to trade aggregation, the portfolios of directed brokerage clients typically do not generate returns equal to clients who do not impose similar restrictions.

Prior to directing us to place securities transaction with a particular broker/dealer for client's account, the client should consider:

- Our brokerage placement practices;
- Client who directs us to use a specific broker may pay higher commissions or higher bid-ask spread on some transactions than might be attainable by us, or may receive less favorable execution of some transactions, or both;
- A client who directs us to use a specific broker foregoes any benefit from savings on execution costs that we could obtain for our clients through negotiating volume discounts on batched transactions;
- A client who directs us to use a specific broker will not be able to participate in an allocation of securities held in inventory by a different broker/dealer;

- A client who directs us to use a specific broker restricts us from receiving research available from other brokers;
- We do not begin place client securities transactions with broker/dealers which have been directed by clients until all non-directed brokerage orders are completed; and
- Clients directing commissions may not generate returns equal to clients which do not direct commissions.

Wrap Fee Programs:

In order for us to obtain best execution of trades for clients participating in wrap programs, and subject to client's approval, we will reserve the right to place transactions away from the sponsoring broker in order to provide the client with the benefit of best price execution and trade aggregation.

If we are unable to secure the right to use a broker/dealer of our own choice to do so as to aggregate a wrap-fee account with our other client accounts, our policy is to place securities transactions for such wrap-fee clients after we have completed all non-wrap/non-directed brokerage orders. Because wrap-fee accounts would not benefit from the advantages of trade aggregation with our other accounts, their returns often lag behind clients who do not impose similar restrictions.

AGGREGATING SECURITIES TRANSACTIONS

When we trade the same security in more than one client account, we generally attempt to batch or "bunch" the trades in order to create a "block transaction" to achieve best executions and to achieve minimal dispersion of returns between all participating accounts. Whenever possible, we will also attempt to batch or aggregate trades for clients who use the same directed brokers or are in the same wrap-fee program in order to create a "block transaction." Our trade order allocations are based on each client's investment guidelines and risk profile. Trades are always allocated based on the market value of the portfolio, so that every account is always proceeds-neutral.

In placing orders for purchase and sale of securities for our clients, we seek quality execution at favorable prices through respectable broker/dealers. Selection of brokers/dealers for execution of fixed income transactions is typically done by obtaining "live" real-time competitive bids and offers from at least three Primary Dealers via the electronic trading platform TradeWeb, or another electronic trading platform, where we will award the trade to the broker/dealer offering best execution. For executing client transactions in securities that are not traded on TradeWeb, we will search for attractive offerings or bids on broker/dealer inventory screens and/or by phone in an effort to ensure competitive price executions, selecting such broker/dealers based on our knowledge of which broker/dealers most actively make a market in the type of issues we are looking to trade. Equity trades are primarily placed with sell side brokers electronically via proprietary trading platforms provided by certain broker-dealer (Evercore ISI Platform). In most cases, equity orders are executed at market with a minimum commission charged to cover execution costs (1 cent per share)

Client participation in the allocation is based on such considerations as: investment objectives, restrictions, duration, availability of cash balances, the amount of existing holdings of similar securities, as well as other factors. Typically, we allocate completed orders at approximately the time of execution and before the end of the trading day.

Our fiduciary duty requires that we treat all clients equitably and we strive to minimize dispersion of returns between accounts managed with similar investment guidelines. We believe that our trade allocation methodology allows us to meet this requirement. Before executing an aggregated order, we create a pre-allocation memorandum listing the participating eligible client accounts and their share allocations. Once the order is executed and completed, we will allocate it among client portfolios so as to ensure as much consistency/synchronicity between accounts as is consistent with their investment guidelines.

CROSS TRADING

Generally, with the exceptions set forth below, it is our policy not to engage in buying or selling of securities from one managed account to another (typically referred to as a cross trade). All of the trades we make for our client accounts are executed through the open market. All cross-trades are executed through the use of a broker.

We, engage in cross trading under limited circumstances (for example, when an existing client account is requesting a redemption and we are forced to sell a security not readily available in the market, but which is suitable for another client account). However, we will only do so when we can ensure neither party is disadvantaged. Under such circumstances, we will take appropriate steps to ensure that cross trades follow best execution and are in the best interests of both client accounts.

We do not enter into cross transactions involving one or more ERISA accounts unless written consent of the plan fiduciary is received, and then only in accordance with applicable laws.

MODEL PLATFORM TRADE ROTATION

In order to ensure that allocation changes to the S&P 500 Sector Selection strategy are distributed fairly between the Firm's discretionary accounts and the model platforms, OQC adopted an "A to Z" trade rotation policy. For this purpose, OQC will rotate allocation of trades (or model updates) alphabetically between OQC's discretionary accounts (as a block order) and the various model platforms (as model changes). Currently, there are three members in this trade rotation pool: 1) OQC's discretionary accounts, 2) Envestnet Asset Management, Inc. and 3) SMArtX Advisory LLC. This trade rotation policy does not apply to other strategies offered by OQC.

Firm's affiliated or proprietary accounts invested in the S&P 500 Sector Selection strategy which are not able to participate in order aggregation with OQC's external client accounts, will be traded after orders/model updates are completed for all external clients and/or models.

PERIODIC REVIEW CLIENT ACCOUNTS

Our portfolio management team, under the supervision of the Chief Investment Officer will continuously monitor the underlying securities in client accounts and perform at least quarterly reviews of account holdings for all clients. Accounts are reviewed for consistency with client investment strategy, asset allocation, risk tolerance and performance relative to the appropriate benchmark.

Our Chief Compliance Officer utilizes various compliance tools to monitor and review that investments were made in compliance with the client's investment guidelines. As part of this process, investment guidelines of each portfolio are coded in the system so that it can automatically verify post-trade compliance with client investment guidelines and restrictions. The CCO reviews compliance reports daily and conducts a periodic review of the system setup, which includes changes to compliance rules for portfolios, exception reports, as well as verification of correct security setup (such as credit ratings, maturity and issue dates, issuer information, etc.).

NON-PERIODIC REVIEW CLIENT ACCOUNTS

More frequent reviews are triggered by changes in an account holder's personal, tax, or financial suitability status. Geopolitical and macroeconomic specific events can also trigger additional account reviews.

CLIENT REPORTS

In addition to the monthly statements and confirmations of transactions that clients receive from their custodian banks, we provide clients with written monthly portfolio reports and quarterly portfolio commentaries.

The monthly portfolio reports are available to interested clients on our secure Client Website and include the following report types:

- Detailed Security Holdings (shares, cost and market value)
- Transactions
- Cash Ledger
- Purchases & Sales
- Realized Gains & Losses
- Performance

Our quarterly portfolio commentary reports include a written analysis of the market and the portfolio and supplemental holdings and performance versus benchmark reports. These reports are delivered to the clients via e-mail and are also available on our secure Client Website.

We remind our clients in our quarterly commentaries to contact us to discuss changes in their financial circumstances or needs.

CLIENT COMPENSATION

We do not receive compensation or benefit from people or institutions who are not our clients.

We do not have any direct or indirect written, unwritten, verbal or reciprocal arrangements in place where a benefit is provided or received, as the case may be, in connection with client referrals.

COMPENSATION TO OUTSIDE PARTIES

We do not compensate anyone who is not our supervised person for client referrals.

Custody is defined as any legal or actual ability by our Firm to access client funds or securities. Currently we do not have custody of client accounts and we, therefore, do not take physical possession of these client assets.

We receive discretionary authority to select the identity and amount of securities to be bought or sold from the client at the outset of an advisory relationship. We request that such authority be granted in writing, typically in the executed investment management agreement. In all cases such discretion is to be exercised in a manner consistent with the stated investment objectives, investment policies and restrictions of the client.

Should a client wish to impose reasonable limitations on this discretionary authority, such limitations will be included in the executed investment advisory agreement. Clients are able to change/amend these limitations as desired. Such amendments must be submitted to us by the client in writing.

PROXY VOTING

Proxy voting is not applicable in Fixed Income strategies because Fixed Income securities do not include shareholders voting rights. Therefore, there is no proxy voting done on behalf of our clients invested in Fixed Income strategies.

Our equity and balanced strategies typically invest in Exchange Traded Funds, which also do not include shareholders voting rights. However, we occasionally invest for these strategies in individual equity securities with shareholders proxy voting rights. As an investment advisor with a top-down investment philosophy and sector focus, Optimum Quantvest Corporation does not believe that proxy voting on individual securities will provide our clients/investors with an added value. Therefore, we will generally choose not to cast proxy votes.

We will not vote proxies on Money Market Fund instruments selected directly by the clients. These securities are typically selected by the clients for cash sweep purposes. In the event, the proxy ballots for these securities are mailed to our offices; we will forward them to the client.

CLASS ACTIONS, BANKRUPTCIES AND OTHER LEGAL PROCEEDINGS

We will not act on behalf of the client in legal proceedings involving companies, whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients can request information from us in order to complete class action notices.

We do not require or solicit prepayment of any fees from clients.