

NORTHERN EDGE WEALTH MANAGEMENT, LLC

FORM ADV PART 2A

BROCHURE

Item 1 – Cover Page

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This brochure provides information about the qualifications and business practices of Northern Edge Wealth Management, LLC. If you have any questions regarding the contents of this brochure, please do not hesitate to contact our Chief Compliance Officer, Kevin Kim by telephone at 513-977-8615 or by email at kevin.kim@dinsmorecomplianceservices.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.

Northern Edge Wealth Management is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training. Additional information about Northern Edge Wealth Management is available on the SEC's website at www.adviserinfo.sec.gov.

December 1, 2025

Item 2 – Material Changes

Form ADV Part 2A requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure since the last annual update of the disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Northern Edge Wealth Management is a newly registered investment adviser and this brochure was initially filed as part of that registration. Accordingly, there are no material changes to report.

Item 3 - Table of Contents

Item 1 – Cover Page.....	1
Item 2 – Material Changes.....	2
Item 3 - Table of Contents	3
Item 4 - Advisory Business.....	5
A. Description of the Advisory Firm	5
B. Types of Advisory Services.....	5
C. Client-Tailored Advisory Services	6
D. Information Received From Clients.....	6
E. Assets Under Management	7
Item 5 - Fees and Compensation.....	7
A. Financial Planning and Investment Management Services.....	7
B. Payment of Fees.....	8
C. Clients Responsible for Fees Charged by Financial Institutions and External Money Managers ...	9
D. Prepayment of Fees.....	9
E. Outside Compensation for the Sale of Securities or Other Investment Products to Clients	9
Item 6 - Performance-Based Fees and Side-by-Side Management.....	10
Item 7 - Types of Clients	10
Item 8 - Methods of Analysis, Investment Strategies, and Risk of Loss	10
A. Methods of Analysis and Risk of Loss	10
B. Material Risks Involved.....	11
Item 9 – Disciplinary Information	14
Item 10 – Other Financial Industry Activities and Affiliations	14
Item 11 – Code of Ethics, Participation or Interest in Client Transactions.....	15
Item 12 – Brokerage Practices	15
A. Factors Used to Select Custodians and/or Broker-Dealers	15
B. Trade Aggregation	18
Item 13 – Review of Accounts.....	18
A. Periodic Reviews	18
B. Other Reviews and Triggering Factors	18
C. Regular Reports	19
Item 14 – Client Referrals and Other Compensation	19
A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients	19

B. Compensation to Non-Supervised Persons for Client Referrals	19
Item 15 – Custody	19
Item 16 – Investment Discretion	19
Item 17 – Voting Client Securities	20
Item 18 – Financial Information	20

Item 4 - Advisory Business

A. Description of the Advisory Firm

Northern Edge Wealth Management, LLC (“Northern Edge” or the “Firm”) is a limited liability company organized in the State of Louisiana. Northern Edge is an investment advisory firm registered with the United States Securities and Exchange Commission (“SEC”). Northern Edge is owned by Justin LePage.

B. Types of Advisory Services

Northern Edge provides personalized financial planning and discretionary and non-discretionary investment advisory services to individuals, high net worth individuals, qualified retirement plans and other types of entities.

Investment Management Services

Northern Edge offers investment management services on a discretionary basis and non-discretionary basis. All investment advice provided is customized to each client’s investment objectives and financial needs. The information provided by the client, together with any other information relating to the client’s overall financial circumstances, will be used by Northern Edge to determine the appropriate portfolio asset allocation and investment strategy for the client. Financial planning services also are provided, depending on the needs of the client. When providing financial planning services to investment management services clients, Northern Edge does not charge an additional fee for the provision of financial planning services.

While we generally emphasize equity securities for investment in client accounts, we also utilize registered mutual funds, exchange traded funds (ETFs), unit investment trusts (UITs), and brokered certificates of deposit, if we determine such investments fit within a client’s objectives and are in the best interest of our clients.

Northern Edge may further recommend to clients that all or a portion of their investment portfolio be managed on a discretionary basis by one or more unaffiliated money managers or investment platforms (“External Managers”). The client may be required to enter into a separate agreement with the External Manager(s), which will set forth the terms and conditions of the client’s engagement of the External Manager. Northern Edge generally renders services to the client relative to the discretionary selection of External Managers. Northern Edge also assists in establishing the client’s investment objectives for the assets managed by External Managers, monitors and reviews the account performance and defines any restrictions on the account. The investment management fees charged by the designated External Managers, together with the fees charged by the corresponding designated broker-dealer/custodian of the client’s assets, are exclusive of, and in addition to, the annual advisory fee charged by Northern Edge.

Financial Planning and Consulting Services

Northern Edge offers personal financial planning services to set forth goals, objectives and implementation strategies for the client over the long-term. Depending upon individual client requirements, the financial plan will include recommendations for retirement planning, educational planning, estate planning, cash flow planning, tax planning and insurance needs and analysis. Northern Edge prepares and provides the financial planning client with a written financial plan and the financial planning services of Northern Edge are completed upon the delivery of the financial plan to the client. However, when providing financial planning

services to investment management services clients, Northern Edge continues to review any provided financial plan as part of the ongoing provision of investment management services. Clients should notify us promptly anytime there is a change in their financial situation, goals, objectives, or needs and/or if there is any change to the financial information initially provided to us.

Clients are under no obligation to implement any of the recommendations provided in their written financial plan. However, should a client decide to proceed with the implementation of the investment recommendations then the client can either have Northern Edge implement those recommendations or utilize the services of any investment adviser or broker-dealer of their choice.

Northern Edge cannot provide any guarantees or promises that a client's financial goals and objectives will be met.

Investment Management Services to Retirement Plans

Northern Edge offers discretionary and non-discretionary advisory services to qualified plans, including 401k plans. These services include, depending upon the needs of the plan client, recommending, or for discretionary clients selecting, investment options for plans to offer to participants, ongoing monitoring of a plan's investment options, assisting plan fiduciaries in creating and/or updating the plan's written investment policy statements, working with plan service providers, and providing general investment education to plan participants.

Note for IRA and Retirement Plan Clients: When Northern Edge provides investment advice to you regarding your retirement plan account or individual retirement account, Northern Edge is a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way Northern Edge makes money creates some conflicts with your interests, so Northern Edge operates under a special rule that requires Northern Edge to act in your best interest and not put Northern Edge's interest ahead of yours.

Note Regarding Tax or Legal Advice: In providing services, Northern Edge does not offer or otherwise provide tax or legal advice. Northern Edge will, at a client's direction and approval, work with a client's existing tax or legal professionals to assist in the provision of the services. Fees charged by any tax, legal or other third-party professionals are the responsibility of the client. Northern Edge may refer professionals; however, there is no compensation to Northern Edge for these referrals, and clients are under no obligation to use the referred service providers.

C. Client-Tailored Advisory Services

Clients may impose reasonable restrictions on the management of their accounts if Northern Edge determines, in its sole discretion, that the conditions would not materially impact the performance of a management strategy or prove overly burdensome for Northern Edge's management efforts.

D. Information Received From Clients

Northern Edge will not assume any responsibility for the accuracy or the information provided by clients. Northern Edge is not obligated to verify any information received from a client or other professionals (e.g., attorney, accountant) designated by a client, and Northern Edge is expressly authorized by the client to rely

on such information provided. Under all circumstances, clients are responsible for promptly notifying Northern Edge in writing of any material changes to the client's financial situation, investment objectives, time horizon, or risk tolerance.

E. Assets Under Management

Northern Edge is a newly registered adviser. Therefore, as of the date of filing this Brochure, Northern Edge did not have assets under management.

Item 5 - Fees and Compensation

Northern Edge charges fees based on a percentage of assets under management as well as fixed fees and hourly fees, depending on the particular types of services to be provided. The specific fees charged by Northern Edge for services provided will be set forth in each client's agreement.

A. Financial Planning and Investment Management Services

Fees for Investment Management Services

Northern Edge charges an investment management services fee that is agreed upon with each client and set forth in an agreement executed by Northern Edge and the client. The investment management services fee for the initial month shall be paid, on a pro rata basis, in arrears, based on the value of the net billable assets under management at the end of such initial month. For subsequent months, the investment management services fee shall be paid, in advance, based on the asset value of the client's accounts as of the last business day of the preceding month. The asset value of a client's account is determined as provided by third-party sources, such as pricing services, custodians, fund administrators, and client-provided sources. For purposes of fee calculation, the asset value of client accounts include cash and cash equivalents, as well as margined securities. Northern Edge does not reduce investment management services fees for margin borrowing, regardless of whether the assets are in cash or other securities. Northern Edge has a financial incentive to recommend that clients borrow money for the purchase of additional securities for the client's account managed by Northern Edge or otherwise not liquidate some or all the assets Northern Edge manages. Northern Edge addresses this conflict of interest by this disclosure and working to ensure that any recommendation to a client regarding the use of margin is suitable for the client.

Following is Northern Edge's asset based fee schedule for investment management services:

FEE SCHEDULE	
<u>Market Value of Assets</u>	<u>Rate</u>
Up to \$500,000	1.25%
\$500,001 to \$1,000,000	1.00%
\$1,000,001 to \$5,000,000	0.75%
\$5,000,001 to \$10,000,000	0.50%
Above \$10,000,000	negotiable

The fee rate applies to the market value of assets within that range. As an example for a client account with a market value of assets of \$1,000,000 – the first \$500,000 of the client's account will be subject to a fee rate of 1.25% and the remaining assets will be subject to a fee rate of 1.00%. In addition, Northern Edge requires a minimum annual investment management services fee of \$300.

Northern Edge's policy is to include all related client accounts, specifically the accounts of direct family members sharing the same residence address, for purposes of determining a client's market value of assets.

Fees for Financial Planning and Consulting Services

Clients that are receiving financial planning services only are charged a fixed fee ranging up to \$5,000 or an hourly fee rate up to \$500, depending upon the complexity of a client's plan and services provided. Northern Edge's financial planning only services are completed upon delivery of the financial plan, and the fixed fee or hourly fee will be charged monthly or otherwise in full upon delivery of the completed financial plan. Actual fees charged are clearly outlined in the financial planning agreement and clients receive invoices reflecting the amount of the fee due and payable. As referenced above in Item 4, Northern Edge investment management services clients are not charged for any provided financial planning services.

Notwithstanding the foregoing, Northern Edge and the client may choose to negotiate an advisory fee that varies from the schedule and ranges set forth above. Factors upon which a different annual advisory fee may be based include, but are not limited to, the size and nature of the relationship, the services rendered, the nature and complexity of the products and investments involved, time commitments, and travel requirements. The advisory fee charged by the Firm will apply to all of the client's assets under management, unless specifically excluded in the client agreement. The advisory fee may include the financial planning services described above. Although Northern Edge believes that its fees are competitive, clients should understand that lower fees for comparable services may be available from other sources and firms.

The investment advisory agreement between Northern Edge and the client may be terminated at will by either Northern Edge or the client upon written notice. Northern Edge does not impose termination fees when the client terminates the investment advisory relationship, except when agreed upon in advance.

B. Payment of Fees

Northern Edge generally deducts its advisory fee from a client's investment account(s) held at his/her custodian. Upon engaging Northern Edge to manage such account(s), a client grants Northern Edge this limited authority through a written instruction to the custodian of his/her account(s). The client is responsible for verifying the accuracy of the calculation of the advisory fee; the custodian will not determine whether the fee is accurate or properly calculated. A client may utilize the same procedure for financial planning or consulting fees if the client has investment accounts held at a custodian.

Although clients generally are required to have their investment advisory fees deducted from their accounts, in some cases, Northern Edge will directly bill a client for investment advisory fees if it determines that such billing arrangement is appropriate given the circumstances.

The custodian of the client's accounts provides each client with a statement, at least quarterly, indicating separate line items for all amounts disbursed from the client's account(s), including any fees paid directly to Northern Edge.

Clients may make additions to and withdrawals from their account at any time, subject to Northern Edge's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets at any time on notice to Northern Edge, subject to the usual and customary securities settlement procedures. However, the Firm generally designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. Northern Edge may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g. contingent deferred sales charges) and/or tax ramifications.

C. Clients Responsible for Fees Charged by Financial Institutions and External Money Managers

In connection with Northern Edge's management of an account, a client will incur fees and/or expenses separate from and in addition to Northern Edge's advisory fee. These additional fees may include transaction charges and the fees/expenses charged by any custodian, subadvisor, mutual fund, ETF, separate account manager (and the manager's platform manager, if any), limited partnership, or other advisor, transfer taxes, odd lot differentials, exchange fees, interest charges, ADR processing fees, and any charges, taxes or other fees mandated by any federal, state or other applicable law, retirement plan account fees (where applicable), margin interest, brokerage commissions, mark-ups or mark-downs and other transaction-related costs, electronic fund and wire fees, and any other fees that reasonably may be borne by a brokerage account. For External Managers, clients should review each manager's Form ADV 2A disclosure brochure and any contract they sign with the External Manager (in a dual contract relationship). The client is responsible for all such fees and expenses. Please see Item 12 of this brochure regarding brokerage practices.

D. Prepayment of Fees

As noted in Item 5(B) above, Northern Edge's advisory fees generally are paid in advance. Upon the termination of a client's advisory relationship, Northern Edge will issue a refund equal to any unearned management fee for the remainder of the month. The client may specify how he/she would like such refund issued (i.e., a check sent directly to the client or a check sent to the client's custodian for deposit into his/her account).

E. Outside Compensation for the Sale of Securities or Other Investment Products to Clients

Northern Edge does not buy or sell securities and does not receive any compensation for securities transactions in any client account, other than the investment advisory fees noted above. However, as further described in Item 10, certain personnel of Northern Edge, in their individual capacities, are licensed as

insurance professionals. Such persons earn commission-based compensation for selling insurance products to clients.

Item 6 - Performance-Based Fees and Side-by-Side Management

Northern Edge does not charge performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Northern Edge's fees are calculated as described in Item 5 above.

Item 7 - Types of Clients

Northern Edge offers investment advisory services to individuals, high net worth individuals, qualified retirement plans and other types of entities. For client relationships that entail accounts with an asset value of less than \$100,000, Northern Edge imposes a minimum annual fee of \$300.00. However, Northern Edge does reserve the right to accept or decline a potential client for any reason in its sole discretion.

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

A. Methods of Analysis and Risk of Loss

Our investment management process begins with an assessment of each client's unique financial profile. We take time to understand their current circumstances, including assets, liabilities, cash flow needs, risk tolerance, tax considerations, and investment objectives. We also discuss their long-term goals, such as retirement security, legacy planning, or funding future obligations. This discovery process provides the foundation for creating an investment strategy that is both highly personalized and aligned with the client's objectives.

Once we have developed an understanding of the client's needs, we employ fundamental analysis to identify and evaluate appropriate investments. Our research process draws from a broad range of resources, including company reports, industry data, third-party research, and publicly available market information. This disciplined and repeatable approach ensures that our investment recommendations are grounded in objective analysis rather than speculation.

While we consider all major asset classes, our philosophy tends to emphasize equities as the cornerstone of long-term investment success. We believe equities provide the most effective means of achieving growth that outpaces inflation, which is one of the most significant risks to retirement security. Historically, equities — particularly those of well-capitalized companies with a track record of dividend growth — have demonstrated the ability to grow both capital and income at a rate above inflation. This focus supports our mission of helping clients ensure that their resources will last throughout their lifetimes.

That said, we recognize that fixed income and cash equivalents play an important role in portfolio construction. These instruments may be used strategically to manage risk, provide liquidity, and generate stability or income where appropriate. The allocation between equities, fixed income, and cash is always determined with respect to the client's individual goals, circumstances, and tolerance for volatility.

We generally recommend a long-term investment perspective, as we believe patience and discipline are essential to capturing the growth potential of equities and mitigating the effects of market volatility. At the same time, we remain attentive to shorter-term opportunities when they are consistent with a client's objectives and risk profile.

Our investment process is therefore guided by three key principles:

1. **Personalization** — Every portfolio is tailored to the client's goals, constraints, and time horizon.
2. **Fundamental, research-based analysis** — Decisions are based on objective research, not speculation.
3. **Long-term, equity-oriented philosophy** — With appropriate diversification and risk management, equities are prioritized as we view equities as the most effective tool for generating real, inflation-adjusted growth.

By adhering to this process, we believe we are acting in the best interests of our clients, helping them preserve and grow their wealth in a disciplined, transparent, and fiduciary manner.

Client portfolios with similar investment objectives and asset allocation goals may own different securities and investments. The client's portfolio size, tax sensitivity, desire for simplicity, income needs, long-term wealth transfer objectives, time horizon and choice of custodian are all factors that influence Northern Edge's investment recommendations.

Investing in securities involves a risk of loss. A client can lose all or a substantial portion of his/her investment. A client should be willing to bear such a loss. Some investments are intended only for sophisticated investors and can involve a high degree of risk.

B. Material Risks Involved

Investing in securities involves a significant risk of loss which clients should be prepared to bear. Northern Edge's investment recommendations are subject to various market, currency, economic, political and business risks, and such investment decisions will not always be profitable. Clients should be aware that there may be a loss or depreciation to the value of the client's account. There can be no assurance that the client's investment objectives will be obtained and no inference to the contrary should be made.

Generally, the market value of equity stocks will fluctuate with market conditions, and small-stock prices generally will fluctuate more than large-stock prices. The market value of fixed income securities will generally fluctuate inversely with interest rates and other market conditions prior to maturity. Fixed income securities are obligations of the issuer to make payments of principal and/or interest on future dates, and include, among other securities: bonds, notes and debentures issued by corporations; debt securities issued or guaranteed by the U.S. government or one of its agencies or instrumentalities, or by a non-U.S. government or one of its agencies or instrumentalities; municipal securities; and mortgage-backed and asset-backed securities. These securities may pay fixed, variable, or floating rates of interest, and may include zero coupon obligations and inflation-linked fixed income securities. The value of longer duration fixed income securities will generally fluctuate more than shorter duration fixed income securities. Investments in overseas markets also pose special risks, including currency fluctuation and political risks,

and it may be more volatile than that of a U.S. only investment. Such risks are generally intensified for investments in emerging markets. In addition, there is no assurance that a mutual fund or ETF will achieve its investment objective. Past performance of investments is no guarantee of future results.

Additional risks involved in the securities recommended by Northern Edge include, among others:

- *Stock market risk*, which is the chance that stock prices overall will decline. The market value of equity securities will generally fluctuate with market conditions. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. Prices of equity securities tend to fluctuate over the short term as a result of factors affecting the individual companies, industries or the securities market as a whole. Equity securities generally have greater price volatility than fixed income securities.
- *Sector risk*, which is the chance that significant problems will affect a particular sector, or that returns from that sector will trail returns from the overall stock market. Daily fluctuations in specific market sectors are often more extreme than fluctuations in the overall market.
- *Issuer risk*, which is the risk that the value of a security will decline for reasons directly related to the issuer, such as management performance, financial leverage, and reduced demand for the issuer's goods or services.
- *Non-diversification risk*, which is the risk of focusing investments in a small number of issuers, industries or foreign currencies, including being more susceptible to risks associated with a single economic, political or regulatory occurrence than a more diversified portfolio might be.
- *Value investing risk*, which is the risk that value stocks not increase in price, not issue the anticipated stock dividends, or decline in price, either because the market fails to recognize the stock's intrinsic value, or because the expected value was misgauged. If the market does not recognize that the securities are undervalued, the prices of those securities might not appreciate as anticipated. They also may decline in price even though in theory they are already undervalued. Value stocks are typically less volatile than growth stocks, but may lag behind growth stocks in an up market.
- *Smaller company risk*, which is the risk that the value of securities issued by a smaller company will go up or down, sometimes rapidly and unpredictably as compared to more widely held securities. Investments in smaller companies are subject to greater levels of credit, market and issuer risk.
- *Foreign (non-U.S.) investment risk*, which is the risk that investing in foreign securities result in the portfolio experiencing more rapid and extreme changes in value than a portfolio that invests exclusively in securities of U.S. companies. Risks associated with investing in foreign securities include fluctuations in the exchange rates of foreign currencies that may affect the U.S. dollar value of a security, the possibility of substantial price volatility as a result of political and economic instability in the foreign country, less public information about issuers of securities, different securities regulation, different accounting, auditing and financial reporting standards and less liquidity than in the U.S. markets.
- *Interest rate risk*, which is the chance that prices of fixed income securities decline because of rising interest rates. Similarly, the income from fixed income securities may decline because of falling interest rates.
- *Credit risk*, which is the chance that an issuer of a fixed income security will fail to pay interest and principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of that fixed income security to decline.

- *Brokered CD risks*, differ from traditional CDs purchased directly from your bank and held as a bank deposit, in that brokered CDs may have longer holding periods, may be more complex, may have different features and fees, and carry more risk. Although most brokered CDs are bank products, some may be securities and won't be FDIC insured. Unlike a traditional CD, brokered CDs must be sold in the secondary market which may be quite limited. If you need to liquidate your brokered CD before it matures, the CD may be worth less than your initial investment particularly if current interest rates are higher than the CD you currently own. For brokered CDs with long holding periods, any interest you might receive could be significantly reduced by the advisory fee you pay. Some brokered CDs are callable and may be called by the issuer if interest rates go down.
- *Exchange Traded Fund (ETF) risk*, which is the risk of an investment in an ETF, including the possible loss of principal. ETFs typically trade on a securities exchange and the prices of their shares fluctuate throughout the day based on supply and demand, which may not correlate to their net asset values. Although ETF shares will be listed on an exchange, there can be no guarantee that an active trading market will develop or continue. Owning an ETF generally reflects the risks of owning the underlying securities it is designed to track. ETFs are also subject to secondary market trading risks. In addition, an ETF may not replicate exactly the performance of the index it seeks to track for a number of reasons, including transaction costs incurred by the ETF, the temporary unavailability of certain securities in the secondary market, or discrepancies between the ETF and the index with respect to weighting of securities or number of securities held.
- *Management risk*, which is the risk that the investment techniques and risk analyses applied by Northern Edge may not produce the desired results and that legislative, regulatory, or tax developments, affect the investment techniques available to Northern Edge. There is no guarantee that a client's investment objectives will be achieved.
- *Investment Companies ("Mutual Funds") risk*, when an investor invests in mutual funds, the investor will bear additional expenses based on his/her pro rata share of the mutual fund's operating expenses, including the management fees. The risk of owning a mutual fund generally reflects the risks of owning the underlying investments the mutual fund holds.
- *Unit Investment Trusts ("UITs") risk*, similar to a mutual fund, reflects the risk of owning the underlying investments the UIT holds. However, unlike a mutual fund, a UIT portfolio remains fixed until the termination of the trust so the securities within the trust remain generally fixed and are not managed.
- *Cybersecurity risk*, which is the risk related to unauthorized access to the systems and networks of Northern Edge and its service providers. The computer systems, networks and devices used by Northern Edge and service providers to us and our clients to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks or devices potentially can be breached. A client could be negatively impacted as a result of a cybersecurity breach. Cybersecurity breaches can include unauthorized access to systems, networks or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow or otherwise disrupt operations, business processes or website access or functionality. Cybersecurity breaches cause disruptions and impact business operations, potentially resulting in financial losses to a client; impediments to trading; the inability by us and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or other compliance costs; as

well as the inadvertent release of confidential information. Similar adverse consequences could result from cybersecurity breaches affecting issues of securities in which a client invests; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers and other financial institutions; and other parties. In addition, substantial costs may be incurred by those entities in order to prevent any cybersecurity breaches in the future.

Clients are advised that they should only commit assets for management that can be invested for the long term, that volatility from investing can occur, and that all investing is subject to risk. Northern Edge does not guarantee the future performance of a client's portfolio, as investing in securities involves the risk of loss that clients should be prepared to bear.

Past performance of a security or a fund is not necessarily indicative of future performance or risk of loss.

Use of External Managers

Northern Edge may select certain External Managers to manage a portion of its clients' assets. In these situations, the success of such recommendations relies to a great extent on the External Managers' ability to successfully implement their investment strategies. In addition, Northern Edge generally may not have the ability to supervise the External Managers on a day-to-day basis.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of the adviser and the integrity of the adviser's management. Northern Edge has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Insurance Agent Activities

As mentioned above in Item 5, advisory persons of Northern Edge are licensed as insurance professionals. Such persons earn commission-based compensation for selling insurance products to clients. Insurance commissions earned by advisory persons who are insurance professionals are separate from and in addition to Northern Edge's advisory fee. This practice presents a conflict of interest as an advisory person who is an insurance professional has an incentive to recommend insurance products for the purpose of generating commissions rather than solely based on client needs. Northern Edge addresses this conflict through disclosure and strives to make recommendations which are in the best interests of its clients. Clients are under no obligation to purchase insurance products through any person affiliated with Northern Edge. In addition, no insurance commissions are earned by advisory persons relative to any of Northern Edge's investment management services accounts. Northern Edge clients should understand that lower fees and/or commissions for comparable services may be available from other insurance providers.

Recommendation of External Managers

Northern Edge may recommend that clients use External Managers based on clients' needs and suitability. Northern Edge does not receive separate compensation, directly or indirectly, from such External Managers for recommending that clients use their services. Northern Edge does not have any other business relationships with the recommended External Managers.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions

Northern Edge has a Code of Ethics (the “Code”) which requires Northern Edge’s employees (“supervised persons”) to comply with their legal obligations and fulfill the fiduciary duties owed to the Firm’s clients. Among other things, the Code of Ethics sets forth policies and procedures related to conflicts of interest, outside business activities, gifts and entertainment, compliance with insider trading laws and policies and procedures governing personal securities trading by supervised persons.

Personal securities transactions of supervised persons present potential conflicts of interest with the price obtained in client securities transactions or the investment opportunity available to clients. The Code addresses these potential conflicts by prohibiting securities trades that would breach a fiduciary duty to a client and requiring, with certain exceptions, supervised persons to report their personal securities holdings and transactions to Northern Edge for review by the Firm’s Chief Compliance Officer. The Code also requires supervised persons to obtain pre-approval of certain investments, including initial public offerings and limited offerings.

Northern Edge will provide a copy of the Code of Ethics to any client or prospective client upon request.

Item 12 – Brokerage Practices

A. Factors Used to Select Custodians and/or Broker-Dealers

Northern Edge generally recommends that its investment management clients utilize the custody and brokerage services of an unaffiliated broker/dealer custodians (a “BD/Custodian”) with which Northern Edge has an institutional relationship. Currently, this includes Charles Schwab & Co., Inc. (“Schwab”), which is a “qualified custodian” as that term is described in Rule 206(4)-2 of the Advisers Act. Each BD/Custodian provides custody of securities, trade execution, and clearance and settlement of transactions placed on behalf of clients by Northern Edge. If your accounts are custodied at Schwab, Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. Clients will pay fees to Schwab for custody and the execution of securities transactions in their accounts.

In making BD/Custodian recommendations, Northern Edge will consider a number of judgmental factors, including, without limitation: 1) clearance and settlement capabilities; 2) quality of confirmations and account statements; 3) the ability of the BD/Custodian to settle the trade promptly and accurately; 4) the financial standing, reputation and integrity of the BD/Custodian; 5) the BD/Custodian’s access to markets, research capabilities, market knowledge, and any “value added” characteristics; 6) Northern Edge’s past experience with the BD/Custodian; and 7) Northern Edge’s past experience with similar trades. Recognizing the value of these factors, clients may pay a brokerage commission in excess of that which another broker might have charged for effecting the same transaction.

In exchange for using the services of Schwab, Northern Edge may receive, without cost, computer software and related systems support that allows Northern Edge to monitor and service its clients’ accounts maintained with Schwab. Schwab also makes available to the Firm products and services that benefit the Firm but may not directly benefit the client or the client’s account. These products and services assist

Northern Edge in managing and administering client accounts. They include investment research, both Schwab's own and that of third parties. Northern Edge may use this research to service all or some substantial number of client accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide pricing and other market data;
- facilitate payment of our fees from our clients' accounts; and
- assist with back-office functions, recordkeeping, and client reporting.

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events;
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants, and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to the Firm. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide the Firm with other benefits such as occasional business entertainment of Firm personnel.

In addition, Northern Edge receives financial support from Schwab up to capped dollar amount to be used toward qualifying marketing, technology, consulting and/or research expenses incurred by Northern Edge in registering and launching the operations of Northern Edge. This financial support is available to Northern Edge during the first 12 months from the start of Northern Edge clients having assets custodied at Schwab, and the ultimate amount payable by Schwab is dependent upon the amount of Northern Edge client assets custodied at Schwab. Furthermore, Schwab has agreed to reimburse account termination fees charged to Northern Edge clients by the former custodian of the clients' accounts up to a capped dollar amount. This reimbursement is available during an initial 12 month period.

The benefits received by Northern Edge through its participation in the Schwab custodial platform do not depend on the amount of brokerage transactions directed to Schwab. In addition, there is no corresponding commitment made by Northern Edge to Schwab to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of participation in the program. While as a fiduciary, we endeavor to act in our clients' best interests, our recommendation that clients maintain their assets in accounts at Schwab will be based in part on the benefit to Northern Edge of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab. The receipt of these benefits creates a potential conflict of interest and may indirectly influence Northern Edge's choice of Schwab for custody and brokerage services.

Northern Edge will periodically review its arrangements with the BD/Custodians and other broker-dealers against other possible arrangements in the marketplace as it strives to achieve best execution on behalf of its clients. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including, but not limited to, the following:

- a broker-dealer's trading expertise, including its ability to complete trades, execute and settle difficult trades, obtain liquidity to minimize market impact and accommodate unusual market conditions, maintain anonymity, and account for its trade errors and correct them in a satisfactory manner;
- a broker-dealer's infrastructure, including order-entry systems, adequate lines of communication, timely order execution reports, an efficient and accurate clearance and settlement process, and capacity to accommodate unusual trading volume;
- a broker-dealer's ability to minimize total trading costs while maintaining its financial health, such as whether a broker-dealer can maintain and commit adequate capital when necessary to complete trades, respond during volatile market periods, and minimize the number of incomplete trades;
- a broker-dealer's ability to provide research and execution services, including advice as to the value or advisability of investing in or selling securities, analyses and reports concerning such matters as companies, industries, economic trends and political factors, or services incidental to executing securities trades, including clearance, settlement and custody; and
- a broker-dealer's ability to provide services to accommodate special transaction needs, such as the broker-dealer's ability to execute and account for client-directed arrangements and soft dollar arrangements, participate in underwriting syndicates, and obtain initial public offering shares.

Northern Edge's clients may utilize qualified custodians other than Schwab for certain accounts and assets, particularly where clients have a previous relationship with such qualified custodians.

Brokerage for Client Referrals

Northern Edge does not select or recommend BD/Custodians based solely on whether or not it may receive client referrals from a BD/Custodian or third party.

Client Directed Brokerage

Generally, in the absence of specific instructions to the contrary, for brokerage accounts that clients engage Northern Edge to manage on a discretionary basis, Northern Edge has full discretion with respect to securities transactions placed in the accounts. This discretion includes the authority, without prior notice to the client, to buy and sell securities for the client's account and establish and affect securities transactions through the BD/Custodian of the client's account or other broker-dealers selected by Northern Edge. In selecting a broker-dealer to execute a client's securities transactions, Northern Edge seeks prompt execution of orders at favorable prices. Northern Edge does not accept instructions to custody a client account at a

specific BD/Custodian other than Schwab and/or direct some or all of his/her brokerage transactions to a specific broker/dealer.

Trade Errors

Northern Edge's goal is to execute trades seamlessly and in the best interests of the client. In the event a trade error occurs, Northern Edge endeavors to identify the error in a timely manner, correct the error so that the client's account is in the position it would have been had the error not occurred, and, after evaluating the error, assess what action(s) might be necessary to prevent a recurrence of similar errors in the future.

Trade errors generally are corrected through the use of a "trade error" account or similar account at Schwab. In all cases, Northern Edge will take the appropriate measures to return the client's account to its intended position.

B. Trade Aggregation

To the extent that the Firm determines to aggregate client orders for the purchase or sale of securities, including securities in which the Firm's supervised persons may invest, the Firm will generally do so in a fair equitable manner in accordance with applicable rules promulgated under the Advisers Act and guidance provided by the staff of the SEC and consistent with policies and procedures established by the Firm.

Item 13 – Review of Accounts

A. Periodic Reviews

Investment Management Account Reviews

While investment management accounts are monitored on an ongoing basis, Northern Edge's investment adviser representatives seek to have at least one annual meeting with each client to conduct a formal review of the clients' accounts. Accounts are reviewed for consistency with the investment strategy and other parameters set forth for the account and to determine if any adjustments need to be made. As provided above in Item 4, when providing financial planning services to investment management services clients, Northern Edge continues to review any provided financial plan as part of the ongoing provision of investment management services.

Financial Planning and Consulting Services Account Reviews

For clients receiving only financial planning services, the provision of financial planning services are completed upon the delivery of the financial plan to the client. Therefore, for these clients after delivery of the financial plan Northern Edge does not engage in any ongoing reviews.

B. Other Reviews and Triggering Factors

In addition to the periodic reviews described above, reviews may be triggered by changes in an account holder's personal, tax or financial status. Other events that may trigger a review of an account are material changes in market conditions as well as macroeconomic and company- specific events. Clients are encouraged to notify Northern Edge of any changes in his/her personal financial situation that might affect his/her investment needs, objectives, or time horizon.

C. Regular Reports

Written brokerage statements are generated no less than quarterly and are sent directly from the qualified custodian. These reports list the account positions, activity in the account over the covered period, and other related information. Clients are also sent confirmations following each brokerage account transaction unless confirmations have been waived.

Northern Edge may also determine to provide account statements and other reporting to clients on a periodic basis. Clients are urged to carefully review all custodial account statements and compare them to any statements and reports provided by Northern Edge. Northern Edge statements and reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 14 – Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients

Northern Edge does not receive benefits from third parties for providing investment advice to clients.

B. Compensation to Non-Supervised Persons for Client Referrals

Northern Edge does not enter into agreements with individuals or organizations for the referral of clients.

Item 15 – Custody

All clients must utilize a “qualified custodian” as detailed in Item 12. Clients are required to engage the custodian to retain their funds and securities and direct Northern Edge to utilize the custodian for the client’s securities transactions. Northern Edge’s agreement with clients and/or the clients’ separate agreements with the B/D Custodian may authorize Northern Edge through such BD/Custodian to debit the clients’ accounts for the amount of Northern Edge’s fee and to directly remit that fee to Northern Edge in accordance with applicable custody rules.

The BD/Custodian recommended by Northern Edge has agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Northern Edge. Northern Edge encourages clients to review the official statements provided by the custodian, and to compare such statements with any reports or other statements received from Northern Edge. For more information about custodians and brokerage practices, see “Item 12 - Brokerage Practices.”

Item 16 – Investment Discretion

Clients have the option of providing Northern Edge with investment discretion on their behalf, pursuant to a grant of a limited power of attorney contained in Northern Edge’s client agreement. By granting Northern Edge investment discretion, a client authorizes Northern Edge to direct securities transactions and determine which securities are bought and sold, the total amount to be bought and sold, and the costs at which the transactions will be effected. Clients may impose reasonable limitations in the form of specific

constraints on any of these areas of discretion with the consent and written acknowledgement of Northern Edge if Northern Edge determines, in its sole discretion, that the conditions would not materially impact the performance of a management strategy or prove overly burdensome for Northern Edge. See also Item 4(C), Client-Tailored Advisory Services.

Item 17 – Voting Client Securities

Northern Edge does not accept the authority to and does not vote proxies on behalf of clients. Clients retain the responsibility for receiving and voting proxies for all and any securities maintained in client portfolios.

Item 18 – Financial Information

Northern Edge is not required to disclose any financial information pursuant to this item due to the following:

- a) Northern Edge does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of rendering services;
- b) Northern Edge is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts; and
- c) Northern Edge has never been the subject of a bankruptcy petition.

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