

Firm Brochure
(Part 2A of Form ADV)

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LLC**

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This brochure provides you with information about the qualifications, business practices and nature of advisory services of ALPHA WEALTH FUNDS., LLC, all of which should be considered before becoming an advisory client of our firm. Please contact Harvey Sax, Managing Member, if you have any questions about this narrative brochure.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC"), or by any state securities authority.

We are licensed with the Utah Division of Securities as an investment adviser. Nonetheless, licensing with any state or federal regulatory division does not imply any level of skill or training. Additional information about our firm is available on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number known as a CRD number. Our firm's CRD number is 150231.

February 2020

Item 2: Material Changes

This Part 2A of our Form ADV (“Firm Brochure”) dated **February 2020** serves as Alpha Wealth Funds, LLC’s annual update amendment disclosure document for our current, prospective and future clients, and has been prepared in accordance with requirements specified by the SEC. This section of the Brochure will reflect the update of any material changes that occurred since the previous delivery of our Firm’s brochure.

Summary of Material Changes

During the 2017 calendar year, our Firm changed the name of the advisory firm from HSAX & CO., LLC, to ALPHA WEALTH FUNDS, LLC in June of 2017. We also changed the name of the hedge fund we manage from SAX ANGLE PARTNERS, LP to THE INSIDERS FUND, LP. There was no change in strategy or material change in business in 2017.

In March of 2018, Chase Thomas purchased 40% of the firm. Harvey Sax owns the remaining 60% of the firm. Alpha Wealth was converted to a two-member LLC from a sole member LLC. Chase Thomas adds about \$14 million in AUM amongst 140 clients. Mr. Thomas is a Certified Financial Planner.

Full Brochure Available

In the past, we have offered or delivered information about our qualifications and business practices to clients on no less than an annual basis. We will provide you with a new version of the Brochure as necessary based on changes or new information, at any time, without charge.

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at 435-658-1934 or by email at: hsax@alphawealthfunds.com or chtomas@alphawealthfunds.com

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Item 4: Advisory Business

A. Firm Description

ALPHA WEALTH FUNDS, LLC (“ALPHA WEALTH FUNDS” or the “Firm”) is an investment management firm that is licensed with the Utah Division of Securities as an investment adviser. ALPHA WEALTH FUNDS is a limited liability company that was formed in Utah in 2009. Alpha Wealth Funds current business activities consist of providing investment advisory services utilizing its proprietary trading strategy to a pooled investment vehicle structured as a Delaware limited Fund. ALPHA WEALTH FUNDS also provides discretionary and non-discretionary investment management services to individual clients and institutions through accounts managed separately.

Principal Owner: Harvey Sax is a Manager and owns 60% of the Firm. Mr. Sax also serves as the Firm’s Investment Adviser Representative (IAR). Chase Thomas is a manager and owns 40% of the Firm. Chase Thomas is also an Investment Adviser Representative (IAR) as well as a Certified Financial Planner.

B. Types of Advisory Services

Advisory Services Provided to the Funds

ALPHA WEALTH FUNDS provides investment advice to THE INSIDERS FUND, L.P., a Delaware Limited Partnership (the “Fund”) and The Volatility Advantage Fund, a Utah Limited Partnership, which invests its assets in securities. ALPHA WEALTH FUNDS also act as the General Partner to the Funds, and as General Partner is solely responsible for the management of the Fund. Investors in the Fund are limited partners (the “Limited Partners”).

ALPHA WEALTH FUNDS provides investment advisory services to the Funds based on the investment objectives of the Funds.

THE INSIDERS FUND, LP THE INSIDERS FUND is a long-short equity fund. It invests in companies at or near prices that management has been willing to invest significant amounts of their own money in. After all, who knows a business better than the people running it? The SEC mandates that officers, directors and 10% shareholders file a Form 4 detailing buying and selling in their company’s stock within 48 hours. The SEC makes this info public immediately upon receiving it. This is as close to “insider information” that an ordinary investor is likely to see. The Fund provides complete liquidity with no lock-ups. The Fund only invest in transparent and liquid Level 1 securities. This strategy involves taking long positions in stocks that are expected to increase in value and short positions in stocks that are expected to decrease in value. **The Insiders Fund was ranked #4th best performing long short equity fund for 2019 by Barclay Hedege, a leading independent alternative database vendor.**

THE VOLATILITY ADVANTAGE FUND invests in low cost index funds, stocks, and options utilizing a time decay strategy. The Fund adds time value to its portfolio through options contract writing and volatility hedges. The Fund provides complete liquidity with no lock-ups. The Fund only invest in transparent and liquid Level 1 securities. This

strategy involves taking long positions in stocks that are expected to increase in value and short positions in stocks that are expected to decrease in value.

THETA Investments is managed by a third party, Russell Kellites.. It has been ranked highly by Barclay Hedge Fund, an independent third party data vendor. Theta sells puts and calls on the S&P 500 and hedges by writing spreads on these derivatives. Option buyers typically have negative return expectations. Theta Funds sells options realizing a positive expected return. Alpha Wealth acts as sub advisor to Theta and provides marketing services. There are no additional sales charges incurred for the customer as Theta has a selling agreement with Alpha Wealth Funds. **Theta Investments was ranked #9 best performing fund in the Options category in 2019 by Barclay Hedge, a leading independent alternative database vendor.**

These Funds are offered to qualified investors and an investment may be made only after receipt and review of the Fund's Confidential Private Placement Memorandum (the "Memorandum") and execution of certain agreements. The Memorandum contains important information concerning risk factors and other material aspects of the Fund and it must be read carefully before making an investment decision. For a complete description of the strategies and risks involved, see the offering memorandums. The information in this document is qualified in its entirety by, and should be read in conjunction with the Prospectus

Advisory Service Provided to Accounts Managed Separately

ALPHA WEALTH FUNDS offers discretionary investment management services and non-discretionary management services to individuals based on the specific needs and objectives of such persons.

Subject to any written guidelines or restrictions which the client may provide, ALPHA WEALTH FUNDS will provide discretionary portfolio management services whereby the Firm shall be granted full discretion and authority to manage the client's account. Accordingly, ALPHA WEALTH FUNDS is authorized to perform various functions, at the client's expense, without further approval from the client. Such functions include the determination of securities to be purchased or sold.

Alternatively, ALPHA WEALTH FUNDS provides non-discretionary portfolio management services, whereby the firm will make specific investment recommendations to a client tailored to meet the needs and investment objectives of that specific client; but shall not initiate any orders to purchase or sell any securities (or specific securities) without the client's approval. ALPHA WEALTH FUNDS provides non-discretionary portfolio management services to individuals based on the specific needs and objectives of such persons.

Once a client's portfolio is constructed, ALPHA WEALTH FUNDS will provide continuous supervision and re-balancing of the portfolio as changes in market conditions and as client circumstances may require.

Alpha Wealth offers Fee Based Financial Planning.

These services are designed based on highly customized offerings created from extensive client interviews. The investment choices provided as a result of the interview process may or may not utilize our advisory service and specialized offerings such as hedge funds and SMA accounts. It may entail recommendations of third party services we have no affiliation or receive compensation from. It is highly advised for the client to do further due diligence if third party services are engaged as that is beyond the scope of the financial plan. The client should carefully read the financial planning agreement as it specifies the scope of the financial plan in its entirety. Financial planning services adhere to The CERTIFIED FINANCIAL PLANNER™, CFP® methodology

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients

Tailored Relationships: The Fund

ALPHA WEALTH FUNDS provides investment advisory services to the Fund based on the investment objectives of the Fund. ALPHA WEALTH FUNDS does not provide tailored investment advice to the Limited Partners in the Funds.

Limited Partnership Interests in the Fund (“Interests”) are being offered for investment by up to one hundred (100) persons who are “accredited investors” as defined in Rule 501(a) of Regulation D under the federal Securities Act of 1933 (“Securities Act”) and who are “qualified clients” as defined in Rule 205-3 under the federal Investment Advisers Act of 1940 (“Advisers Act”). All investors in the Fund will meet the requirements of Rule 164-2-1 of the Utah Administrative Code.

The Interests are being offered and sold under Regulation D, Rule 506 of the Securities Act of 1933 and in compliance with Section 61-1-7 of the Utah Uniform Securities Act. The Interests will not be registered under the Securities Act or the securities laws of any state.

Accounts Managed Separately

ALPHA WEALTH FUNDS provides discretionary and non-discretionary portfolio management services to individuals where the investment advice provided is custom tailored to meet the needs and investment objectives of the specific client. The asset management services and recommendations offered by ALPHA WEALTH FUNDS are based on the individual needs of its clients and the suitability of products and services. ALPHA WEALTH FUNDS makes a thorough assessment of its client’s goals, objectives, investment horizon, and risk tolerance.

ALPHA WEALTH FUNDS manages its clients' accounts on an individual basis. Portfolios within the same objective may, at any given time, differ as to specific securities and cash levels. Further retractions and guidelines imposed by clients affect the composition and performance of the portfolios. For these reasons, performance of portfolios with the same objective may differ, and clients should not expect that the performance of their portfolios be identical with the ALPHA WEALTH FUNDS average for that objective.

After an initial meeting, each new client's investment objective is determined, and a portfolio is constructed in a manner considered to be consistent with the client's objective. Prior to engaging ALPHA WEALTH FUNDS to provide any of the aforementioned investment advisory services, ALPHA WEALTH FUNDS requires a written Investment Advisory Agreement ("IA Agreement") signed by the client prior to the engagement of services. The IA Agreement outlines the services rendered by ALPHA WEALTH FUNDS and the fees that clients will be charged. Clients can indicate whether or not to give ALPHA WEALTH FUNDS written authority to deduct fees from custodial accounts.

C. Wrap Fee Programs

Wrap Fee Programs are arrangements between broker-dealers, investment advisers, banks and other financial institutions and affiliated and unaffiliated investment advisers through which the clients of such firms receive discretionary investment advisory, execution, clearing and custodial services in a "bundled" form. In exchange for these "bundled" services, the clients pay an all-inclusive (or "wrap") fee determined as a percentage of the assets held in the wrap account. ALPHA WEALTH FUNDS does not participate in and is not a sponsor of wrap fee programs.

D. Assets under Management

ALPHA WEALTH FUNDS manages approximately \$24,000,000 in client assets on a discretionary basis. This Asset under Management figure is based on calculations as of December 2019.

Item 5: Fees and Compensation

A. Description and Billing

The Funds

ALPHA WEALTH FUNDS earns its fees and compensation by providing advice and investment management services to the Fund. The compensation will be in the form of Management fees (the "Management Fee") and Performance-based fees (the "Performance Fee"), and assessed and billed as follows:

Management Fees: The Management Fee is paid monthly in advance to ALPHA WEALTH FUNDS. The Management Fee is equal to 1/12 of 1%-2.0% (1.00%-2.0% per annum) of the beginning Capital Account balance of each Limited Partner for such month. A pro rata portion of the Management Fee will be paid out of any initial or additional capital contributions to the Fund on any date that does not fall on the first day of a month, based

on the number of days remaining in such partial month. No portion of the Management Fee will be refunded in connection with any withdrawals from a Limited Partner's Capital Account during a month. These fees are deducted from each Limited Partner's account.

Performance-Based Fees: The Performance Fee shall be made to ALPHA WEALTH FUNDS in an amount equal to twenty percent (20%) of the net capital appreciation allocated to each Limited Partner during each calendar year; provided however, that such Performance Fee shall be subject to a loss carry-forward provision, also known as a "High Water Mark," so that no Performance Fee will be deducted from any Partner's capital account until prior losses allocated to such Partner have been recouped. Performance Fees may be made at any time, in the sole discretion of ALPHA WEALTH FUNDS, for a Partner who makes a partial or complete withdrawal. These fees are deducted from each Limited Partner's account.

The Performance Fee will only be charged to "qualified clients" as that term is defined in Rule 205-3 under the Investment Adviser Act of 1940, or similar state statutes. All investors in the Fund will meet the requirements of Rule 164-2-1 of the Utah Administrative Code.

ALPHA WEALTH FUNDS may, in its sole discretion, enter into arrangements with Limited Partners under which the Performance Fee is lowered or the Management Fee is reduced, waived or calculated differently with respect to such Limited Partners, including, without limitation, Limited Partners that are members, affiliates or employees of ALPHA WEALTH FUNDS, members of the immediate families of such persons and trusts or other entities for their benefit, or Limited Partners that make a substantial investment or otherwise are determined by ALPHA WEALTH FUNDS in its sole discretion to represent a strategic relationship.

Other fees and expenses: The Fund shall pay for all ordinary operating and other expenses, including, but not limited to, investment-related expenses (such as brokerage commissions, clearing and settlement charges, custodial fees, interest expenses, expenses relating to consultants, brokers or other professionals or advisors who provide research, advice or due diligence services with regard to investments, appraisal fees and expenses and investment banking expenses); research costs and expenses (including fees for news, quotation and similar information and pricing services); legal expenses (including, without limitation, the costs of on-going legal advice and services, blue sky filings and all costs and expenses related to or incurred in connection with Alpha Wealth Funds' compliance obligations under applicable federal and/or state securities and investment adviser laws arising out of its relationship to the Fund, as well as extraordinary legal expenses); accounting fees and audit expenses; administrative fees; tax preparation expenses and any applicable tax liabilities (including transfer taxes and withholding taxes); other governmental charges or fees payable by the Fund; director and officer and/or errors and omissions liability insurance premiums or fiduciary liability insurance premiums for directors, officers and personnel of ALPHA WEALTH FUNDS; costs of printing and mailing reports and notices; and other similar expenses related to the Fund, as ALPHA WEALTH FUNDS determines in its sole discretion. To the extent that expenses borne by the Fund are paid by ALPHA WEALTH FUNDS, the Fund will reimburse ALPHA

WEALTH FUNDS for such expenses. There may be additional fees or charges that result from the maintenance of a Limited Partner's participation including, but not limited to, fees associated with purchasing Interests via an IRA and Qualified Retirement Plan. Other fees are generally deducted from the capital account of each Limited Partner.

Accounts Managed Separately

ALPHA WEALTH FUNDS earns its fees and compensation by providing personalized discretionary and non-discretionary asset management services. ALPHA WEALTH FUNDS will assess a management fee (the "Management Fee") to provide discretionary and non-discretionary portfolio management services. The Management Fee is an annual fee based on a percentage of the client's assets under management. Clients are assessed an annual asset management fee of up to 1.5%- 2% of the value of a client's assets held in that client's account.

The Management Fee will be calculated and charged on a daily basis based upon the market value of a client's assets at the end of the day, depending on the amount of assets under management or related accounts.

All fees will be deducted by ALPHA WEALTH FUNDS directly from the account, and will be paid to ALPHA WEALTH FUNDS from the amount on deposit in the account. No minimum account value is necessary in order for ALPHA WEALTH FUNDS to be entitled to the fees described herein.

There may be additional fees or charges that result from the maintenance of your account. These are fees that are imposed by third parties in connection with investments made through the client's account, including but not limited to, no-load mutual fund 12(b)-1 distribution fees, certain deferred sales charges on previously purchased mutual funds, and IRA and Qualified Retirement Plan fees.

ALPHA WEALTH FUNDS reserves the right to discount fees based on the needs and circumstances of clients. All of the above-referenced fees are negotiable.

Financial Planning

All investing involves risk. Alpha Wealth Funds provides financial plans in accordance with the Certified Financial Planner guidelines. Therefore, the actions proposed in a custom financial plan inherently contain some risk. Past performance is no guarantee of future results, but we will always act as a fiduciary when we make these plan recommendations. When Alpha Wealth recommends proprietary products, we will also endeavor to offer third party offerings when we are aware of them although we offer limited assurance as to the accuracy of these offerings beyond their stated results. We often consult with external legal and accounting resources as part of this planning service but we are neither accountants nor attorneys and can offer no assurance as to the accuracy of third party advice. We use our best efforts, but the client should consult with their own legal and accounting experts. Due diligence on third party recommendations is typically beyond the scope of a financial plan. Any such services would need to be stated specifically so in writing

Financial planning services entail a one-time fee of between \$1500-\$15,000 based on the complexity of the plan, the assets involved, the number of affected participants, hours entailed, and a variety of other factors. Fees are addressed up front and agreed to in writing so there are no unexpected charges. The financial plan is an interpretative, living breathing document and Alpha Wealth Funds will make all reasonable efforts with no limit to time to ensure it meets the client's needs and objectives. We offer a satisfaction guarantee on our financial plans limited to the extent that we will work on the plan until the client is satisfied, regardless of time spent.. Upon final approval, Alpha Wealth Funds will help implement the plan if the client requests so. Our objective is that this plan could be implemented by Alpha Wealth Funds as well as an independent third party.

Insurance

Alpha Wealth Funds also offers insurance products such as life insurance and annuities through its licensed insurance agents from a variety of insurance carriers.

Refund and Termination Policy

The Fund: Our Management Fees are assessed in advance and billed at the beginning of each quarter. Our Performance Fee is assessed annually in arrears. In the event of termination of a Limited Partner's interest in the Fund, no portion of the Management Fee will be refunded in connection with any withdrawals from a Limited Partner's Capital Account during a month, and Performance Fee fees will be assessed in accordance with the Fund's Limited Fund Agreement. Client may withdraw from the fund for any reason with written notice by submitting Appendix A Form of Request for Withdrawal. This Request must be made at least 30 days prior to the close of business on the last day of a calendar month.

Accounts Managed Separately: Client may terminate the Agreement for any reason whatsoever without penalty (full refund) within 30 days of signature. After the first 30 days, the client or ALPHA WEALTH FUNDS may cancel the Agreement at any time by providing written notice to the other. After the first 30 (thirty) days, services will continue until either party terminates the Agreement. The client, or Adviser, may cancel this agreement at any time by providing written notice to the other. Fees paid in advance will be prorated to the date of termination specified in the notice of termination and any unearned portion thereof will be refunded to client.

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

A. Performance-Based Fees

Performance Fees are based on a share of the capital gains or capital appreciation of the assets of a client. Fees based on performance means ALPHA WEALTH FUNDS participates directly in the account's results.

As noted in Item 5, ALPHA WEALTH FUNDS assesses a Performance Fee for the Fund. Please refer to Item 5 for details regarding Performance Fees.

The Performance Fee will only be charged to "qualified clients" as that term is defined in Rule 205-3 under the Investment Adviser Act of 1940, or similar state statutes. All investors in the Fund will meet the requirements of Rule 164-2-1 of the Utah Administrative Code.

The Performance Fee may, indirectly, create an incentive for the Firm to make investments on behalf of the Fund that are riskier or more speculative than would be the case in the absence of such allocation. To mitigate any conflicts of interests, the investments will be reviewed daily by the Compliance Officer to ensure that investments are in line with fund objectives and investments do not incur extraordinary amount of risk.

B. Side-by-Side Management

"Side-by-Side Management" refers to a situation in which the same Adviser manages accounts that are billed based only on a percentage of assets under management ("Management Fee") and at the same time manages other accounts for which fees are assessed on both management and performance fees. ALPHA WEALTH FUNDS manages fee-based accounts side-by-side with accounts not subject to performance-based fees. Because of this, ALPHA WEALTH FUNDS faces certain conflicts of interest, including the incentive to allocate potentially more favorable investment opportunities to the accounts subject to the Performance Fee. Such a conflict is that ALPHA WEALTH FUNDS may share in the potentially superior performance of such investment opportunities.

ALPHA WEALTH FUNDS conducts side-by-side management of pooled investment vehicles and accounts managed separately. These dissimilar investment products are designed for specific types of clients and diverse methods of management are required. Although many of Alpha Wealth Funds' best ideas are shared between both separately managed accounts and the Fund, it may not be feasible to replicate the active trading strategy deployed by the Fund in separately managed accounts. For a number of reasons, including compensation variations and allocation of trades, managing side-by-side products may present ALPHA WEALTH FUNDS with potential conflicts of interest. The conflicts may include the incentive to give preferentiality to performance-based fee transactions over other accounts or

intentionally allocating trades to increase value of assets thereby generating higher advisory compensation. To mitigate this conflict of interest, ALPHA WEALTH FUNDS has developed policies and procedures prohibiting allocation of trades based on favorable or unfavorable market fluctuations. Alpha Wealth Funds' Compliance Officer will review transactions periodically to prevent and detect preferential trade allocation.

Item 7: Types of Clients

A. Types of Clients

ALPHA WEALTH FUNDS generally provides discretionary and non-discretionary investment advisory services to **Individuals, Institutions, and the Fund.**

ALPHA WEALTH FUNDS provides investment advice to the Fund, which invests its assets in securities. Investors in the Fund must be both "accredited investors" as defined in Rule 501(a) of Regulation D under the Securities Act of 1933 and "qualified clients" as defined in Rule 205-3 under the Investment Advisers Act of 1940. The Interests will not be registered under the Securities Act or the securities laws of any state. All investors in the Fund will meet the requirements of Rule 164-2-1 of the Utah Administrative Code.

B. Conditions for Account Management

The Fund: ALPHA WEALTH FUNDS generally requires Limited Partners in the Fund to commit \$250,000 as a minimum initial investment. ALPHA WEALTH FUNDS reserves the right to reduce the minimum initial capital contribution and to accept subscriptions for lesser amounts.

Accounts Managed Separately: ALPHA WEALTH FUNDS generally requires a minimum initial investment of \$500,000 for a separately managed account. The minimum initial investment is negotiable.

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

A. Methods of Analysis

ALPHA WEALTH FUNDS employs both fundamental analysis and technical analysis as our primary methods for analyzing securities to achieve the investment objectives and goals of our clients.

Fundamental analysis starts with the precept that no one knows a business as well as the people running it. Fundamental analysis consists of analyzing financial statements of companies, calculating financial ratios, and reviewing cyclical trends of industries in conjunction with other monetary policy indicators to assess the overall performance and profitability of companies.

Technical analysis is a method of evaluating securities by relying on the assumption that market data, such as charts of price, volume and open interest can help predict future (usually short-term) market trends. Technical analysis assumes that market psychology influences trading in a way that enables predicting when a stock will rise or fall. The

technical indicators that the Fund may consider include, but are not limited to

price, volume, momentum, relative strength, sector/group strength and moving averages. Technical analysis does not consider the underlying financial condition of a company. This presents a risk that a poorly-managed or financially unsound company may underperform regardless of market movement. The technical analysis method of evaluating securities analyzes statistics generated by market activity, such as past prices and volume. Technical analysis aids in the decision of when to buy or sell, how much, and at what price.

ALPHA WEALTH FUNDS prefers, but is not restricted, to trade securities or sectors that have significant insider purchases/sales, buying and selling the securities at prices and points in time determined by its own proprietary technical analysis.

B. Investment Strategies

THE FUNDS

THE INSIDERS FUND, LP THE INSIDERS FUND is a long-short equity fund. It invests in companies at or near prices that management has been willing to invest significant amounts of their own money in. After all, who knows a business better than the people running it? The SEC mandates that officers, directors and 10% shareholders file a Form 4 detailing buying and selling in their company's stock within 48 hours. The SEC makes this info public immediately upon receiving it. This is as close to "insider information" that an ordinary investor is likely to see. The Fund provides complete liquidity with no lock-ups. The Fund only invest in transparent and liquid Level 1 securities. This strategy involves taking long positions in stocks that are expected to increase in value and short positions in stocks that are expected to decrease in value.

THE VOLATILITY ADVANTAGE FUND invests in low cost index funds, stocks, and options utilizing a time decay strategy. The Fund adds time value to its portfolio through options contract writing and volatility hedges. The Fund provides complete liquidity with no lock-ups. The Fund only invest in transparent and liquid Level 1 securities. This strategy involves taking long positions in stocks that are expected to increase in value and short positions in stocks that are expected to decrease in value.

THETA FUNDS is managed by a third party, Russell Kellites. It has been ranked highly by Barclay Hedge Fund, an independent third party data vendor. Theta sells puts and calls on the S&P 500 and hedges by writing spreads on these derivatives. Option buyers typically have negative return expectations. Theta Funds sells options realizing a positive expected return. Alpha Wealth acts as sub advisor to Theta and provides marketing services. There are no additional sales charges incurred for the customer as Theta has a selling agreement with Alpha Wealth Funds.

These Funds are offered to accredited investors and an investment may be made only after receipt and review of the Fund's Confidential Private Placement Memorandum (the "Memorandum") and execution of certain agreements. The Memorandum contains important information concerning risk factors and other material aspects of the Fund and it must be read carefully before making an investment decision. For a complete description of

the strategies and risks involved, see the offering memorandums. The information in this document is qualified in its entirety by, and should be read in conjunction with the prospectus.

ALPHA WEALTH FUNDS is not limited by the above discussion of the investment program. ALPHA WEALTH FUNDS has wide latitude to invest or trade the Fund's assets, to pursue any particular strategy or tactic, or to change the emphasis without obtaining the approval of the Limited Partners, although ALPHA WEALTH FUNDS will notify all Limited Partners before making a material change, at which time all Limited Partners will have the opportunity to withdraw from the Fund without regard to any applicable withdrawal limitations set forth in the Fund Agreement.

ACCOUNTS MANAGED SEPARATELY

ALPHA WEALTH FUNDS will manage separate accounts in a manner consistent with the objectives jointly identified with the account owner. The Firm will gather and analyze data concerning the client's goals, cash flow and debts, investments, insurance, estate issues, tax situation, employee benefits, risk tolerance, time horizon and personal preferences in addition to any other data the client wishes to include that is deemed pertinent to the financial planning process.

This information is gathered through in-depth personal interviews designed to elicit the client's current financial status, family obligations, future goals and attitudes toward risk. Related documents supplied by the client are carefully reviewed. The Firm then helps the client set realistic goals, identify key financial issues concerning those goals and prepare a list of recommendations and alternative strategies for achieving those goals. Each strategy will be recommended in the context of other strategies to achieve the optimum overall results.

C. Material Risks of Loss

Clients need to be aware that investing in securities involves risk of loss that clients need to be prepared to bear.

Every method of analysis has its own inherent risks. To perform an accurate market analysis ALPHA WEALTH FUNDS must have access to current/new market information. ALPHA WEALTH FUNDS has no control over the dissemination rate of market information; therefore, unbeknownst to ALPHA WEALTH FUNDS, certain analyses may be compiled with outdated market information, severely limiting the value of ALPHA WEALTH FUNDS' analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by ALPHA WEALTH FUNDS will be profitable or equal any specific performance level(s). ALPHA WEALTH FUNDS does not represent, warrant, or imply that the services or methods of analysis employed by ALPHA WEALTH FUNDS can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

Notwithstanding the method of analysis or investment strategy that our Firm employs, the assets within a client's portfolio are subject to risk of devaluation or loss. We want

our clients to be aware that there are different events that can affect the value of your assets or portfolio, including, but not limited to, changes in financial status of companies, market fluctuations, changes in exchange rates, trading suspensions and delays, economic reports, and natural disasters.

Our investment approach constantly keeps the risk of loss in mind. Clients could face investment risks, which could include but are not limited to the following investment risks:

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *Inflation Risk:* When any type of inflation is present, a dollar will be worth less in the future because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

While the risk information that follows provides a synopsis of the events that may affect your investments, this listing is not exhaustive. We want you to understand that there are inherent risks associated with investing and depending on the risk occurrence; you may suffer LOSS OF ALL OR PART OF YOUR PRINCIPAL INVESTMENT.

Alternative investment products often engage in leveraging and other speculative investment practices that may increase the risk of investment loss. An investor could

lose all or a substantial amount of his or her investment. Notwithstanding the method of analysis or investment strategy employed by the Firm, the assets within the Fund are subject to risk of devaluation or loss. An investor should not make an investment in the Fund with the expectation of sheltering income or receiving cash distributions.

An investment in the Fund should form only as part of a complete investment program, and an investor must be able to bear the loss of its entire investment. Investors are urged to consult with their personal advisers before investing in the Fund.

ALPHA WEALTH FUNDS believes that substantial returns can be achieved by investing in the Fund; however, such investment involves a high degree of risk. Because risks are inherent in all the investments in which the Fund engages, no assurances can be given that the Fund's investment objectives will be realized. **ALPHA WEALTH FUNDS urges investors to review carefully the risk factors set forth in the Fund's Memorandum.**

An investor should not make an investment in the Fund with the expectation of sheltering income or receiving cash distributions. An investment in the Fund should form only as part of a complete investment program, and an investor must be able to bear the loss of its entire investment. Investors are urged to consult with their personal advisers before investing in the Fund. Because risks are inherent in all the investments in which the Fund engages, no assurances can be given that the Fund's investment objectives will be realized. The Fund's Memorandum contains important information concerning risk factors and other material aspects of the Fund and must be read carefully before any decision whether to invest is made.

The Fund's success depends on the General Partner's strategies and the ability to implement its investment strategy. Any factor that would make it more difficult to execute more timely trades, such as a significant lessening of liquidity in a particular market, may also be detrimental to profitability. No assurance can be given that the investment strategies to be used by the Fund will be successful under all or any market conditions.

D. Recommendation of Specific Types of Securities

The Fund: ALPHA WEALTH FUNDS specializes in recommendations related to the Fund which is designed for investors who have the knowledge and experience in financial matters to evaluate the merits and risks of such investments. Fund investments may include, but are not limited to, equity securities, debt and other income securities, high-yield securities, exchange traded funds, derivative instruments including options transactions, and emerging markets securities.

Accounts Managed Separately: Managed account investments may include, but are not limited to, equity securities, debt and other income securities, exchange traded funds, derivative instruments including options transactions, and emerging markets securities.

Item 9: Disciplinary Information

The Firm is required to disclose whether there are legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. The Firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

Item 10: Other Financial Industry Activities and Affiliations

A. Financial Industry Activities

ALPHA WEALTH FUNDS is not a registered broker-dealer and does not have an application pending to register as a broker-dealer. Furthermore, none of Alpha Wealth Funds' management or supervised persons is registered as representatives or has applications pending to register as representatives of a broker-dealer.

B. Financial Industry Affiliations

ALPHA WEALTH FUNDS is not registered as a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor and does not have an application pending to register as such. Furthermore, none of ALPHA WEALTH FUNDS'S management or supervised persons is registered as, or has applications pending to register as associated persons of the foregoing entities.

C. Other Material Relationships

As noted above, ALPHA WEALTH FUNDS serves as the general partner to THE INSIDERS FUND, L.P., a Delaware limited partnership, which invests its assets in securities. There are specific conflicts of interest associated with investing in pooled investment vehicles. Our Memorandum contains explicit information concerning important conflicts of interest and other material aspects of the Fund. The Memorandum must be read carefully before making any decision regarding investing. The information herein is qualified in its entirety by, and should be read in conjunction with, the information contained in the Memorandum. Clients whose accounts are separately managed may, from time to time, be solicited to invest in the Fund so long as (i) such clients of ALPHA WEALTH FUNDS are qualified to make such an investment into the Fund and (ii) the Fund is a suitable investment for such clients of ALPHA WEALTH FUNDS.

ALPHA WEALTH FUNDS does not have any other arrangements that are material to its advisory or its clients with a related person who is a broker-dealer, investment company, other investment advisor, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, or an entity that creates or packages limited Funds other than those already disclosed herein.

D. Other Investment Advisers

ALPHA WEALTH FUNDS does not have any arrangements that are material to its advisory or its clients with other investment advisers.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics

All employees of ALPHA WEALTH FUNDS must act in an ethical and professional manner. In view of the foregoing and applicable provisions of relevant law, ALPHA WEALTH FUNDS has determined to adopt a Code of Ethics to specify and prohibit certain types of transactions deemed to create conflicts of interest (or at least the potential for or the appearance of such a conflict), and to establish reporting requirements and enforcement procedures relating to personal trading by ALPHA WEALTH FUNDS personnel. ALPHA WEALTH FUNDS'S Code of Ethics, which specifically deals with professional standards, insider trading, personal trading, gifts and entertainment, and fiduciary duties, establishes ideals for ethical conduct based upon fundamental principles of openness, integrity, honesty, and trust. ALPHA WEALTH FUNDS will provide a copy of its Code of Ethics to any client or prospective client upon request.

B. Participation of Interest in Client Transactions

ALPHA WEALTH FUNDS recommends to its investment advisory clients or prospective investment advisory clients the purchase or sale of interests in the Fund. Alpha Wealth Funds' clients may, from time to time, be solicited to invest in the Fund so long as (i) such clients of ALPHA WEALTH FUNDS are qualified to make such an investment into the Fund and (ii) the Fund is a suitable investment for such clients of ALPHA WEALTH FUNDS. ALPHA WEALTH FUNDS receives a Management Fee and a Performance Fee as compensation for the services it provides to the Fund. Mr. Sax is also an investor in the Fund. These and other pertinent conflicts of interest are disclosed in the Fund's memorandum. ALPHA WEALTH FUNDS will provide notification to clients advising of such conflicts of interest.

C. Proprietary/Simultaneous Trading

At times, we may buy or sell for our own accounts securities that we have also recommend for the accounts that are separately managed and for the Fund. However, any purchase or sale of a security by ALPHA WEALTH FUNDS or a related person will be subject to Alpha Wealth Funds' fiduciary duty to our client accounts. ALPHA WEALTH FUNDS and its employees have a fiduciary duty to place the interests of its clients ahead of its own interests. ALPHA WEALTH FUNDS will always document any transactions that could be construed as conflicts of interest. To mitigate or remedy any conflicts of interest or perceived conflicts of interest, we will monitor trading reports for adherence to our Code of Ethics.

From time to time, representatives of ALPHA WEALTH FUNDS may buy or sell securities for themselves at or around the same time our client accounts. In any instance where similar securities are bought or sold, we will uphold our fiduciary duty by always transacting on behalf of our client before transacting for our own benefit.

Item 12: Brokerage Practices

A. Selection and Recommendation

The Fund

ALPHA WEALTH FUNDS, as General Partner and investment adviser to the Fund, has selected TradeStation Securities, Inc. (“TradeStation”) and Interactive Brokers, members of the Financial Industry Regulatory Authority, Inc. (“FINRA”) and the Securities Investor Protection Corp. (“SIPC”) as the Fund’s prime brokers to execute trades and custodian.

ALPHA WEALTH FUNDS will have complete discretion regarding the selection of brokers for the Fund and the amount of brokerage commissions and fees paid to such brokers, and this determination will be based upon four factors: (1) where the best execution (price) is likely to be obtained; (2) a brokerage firm's research and investment ideas that directly impact the Fund's portfolio; (3) a firm's ability to properly execute any orders (based on the size of the trade and its complexity to execute); and (4) the operational aspects of brokerage firms' back office (will the Fund receive payment of securities on a timely basis) and custodian or other administrative services. “Best execution” is not synonymous with lowest brokerage commission. Consequently, ALPHA WEALTH FUNDS may pay a brokerage commission in excess of that which another broker might have charged for executing the same transaction for other investment funds similar to the Fund. However, ALPHA WEALTH FUNDS has determined that the research, execution and other services rendered by a particular broker merit greater than typical fees.

Accounts Managed Separately

ALPHA WEALTH FUNDS will generally recommend broker-dealers or custodians that it has established arrangements or agreement. ALPHA WEALTH FUNDS will allow clients to maintain accounts at any brokerage firm. ALPHA WEALTH FUNDS has a pre-existing brokerage and custodian relationships with Interactive Brokers and Fidelity Investments. Both broker dealer firms are members of the Financial Authority, Inc. (“FINRA”) and the Securities Investor Protection Corp. (“SIPC”). The final choice of account custodian will be left to the discretion of the client prior to entering into the Agreement. However, if clients choose any other broker for custody and trading of their account, clients are responsible for negotiating fees and commissions schedules.

In instances where ALPHA WEALTH FUNDS has discretion with respect to broker-dealer selection, ALPHA WEALTH FUNDS will seek “best execution” for each trade, which is a combination of price, quality of execution and other factors. In making brokerage determinations, ALPHA WEALTH FUNDS 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 broker to settle the trade promptly and accurately; 4) the financial standing, reputation and integrity of the broker-dealer; 5) the broker-dealer’s access to markets, research capabilities, market knowledge, and any “value added” characteristics; 6) Alpha Wealth Funds’ past experience with the broker-dealer; 7) Alpha Wealth Funds’ past experience with similar trades; and 8) any other factors. 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.

ALPHA WEALTH FUNDS recognizes that best execution is not synonymous with lowest brokerage commission.

B. Soft Dollar Benefits

ALPHA WEALTH FUNDS has not received research or other products or services other than execution from a broker-dealer or a third party in connection with a client's securities transactions. It has not generated "soft dollars" benefits. As of December 31, 2016, the Firm has not utilized any particular procedures to direct client transactions in return for products and research services.

The Fund

ALPHA WEALTH FUNDS may generate "soft dollars" with respect to the Fund's trades. If it does so, ALPHA WEALTH FUNDS intends to comply with the safe harbor of Section 28(e) of the Securities Exchange Act of 1934, as amended. Under "soft dollar" arrangements, the brokerage firms would provide or pay the costs of certain services, equipment or other items for the benefit of the Fund, ALPHA WEALTH FUNDS, or one or more of their affiliates in consideration of the allocation to the firm of brokerage transactions (with resulting commission income) made on behalf of the Fund on both an agency and net basis. Services that may be furnished or paid for by brokers or dealers may include, without limitation (in addition to the research products and services described below) special execution capabilities, clearance, settlement, net pricing, online pricing, block trading and block positioning capabilities, willingness to execute related or unrelated difficult transactions in the future, performance measurement data, consultations, financial strength and stability, efficiency of execution and error resolution, availability of stocks to borrow for short sales, custody, recordkeeping and similar services. Although these soft dollar arrangements may benefit the Fund and ALPHA WEALTH FUNDS by reducing their respective expenses, the amount of the Management Fees payable to ALPHA WEALTH FUNDS will not be reduced.

Because such services could be considered to benefit ALPHA WEALTH FUNDS and its affiliates, and the "soft dollars" used to acquire them are the assets of the Fund, ALPHA WEALTH FUNDS could be considered to have a conflict of interest in allocating brokerage business on behalf of the Fund. Nonetheless, ALPHA WEALTH FUNDS believes that to the extent it makes allocations to brokerage business with soft dollar arrangements, this would generally enhance the ability to obtain research, optimal execution and other benefits on behalf of the Fund. The Fund will not necessarily benefit from all such soft dollar services. ALPHA WEALTH FUNDS may also derive substantial benefits from these services, particularly to the extent that ALPHA WEALTH FUNDS uses soft dollars to pay for expenses it would otherwise be required to pay itself. Furthermore, because the extent of the products and services provided by these brokers will be based largely on the volume of commissions generated by the Fund's trading activities, these soft dollar arrangements may create an incentive for ALPHA WEALTH FUNDS to increase the volume of the Fund's trading activities.

As of December 31, 2016, our Firm has not received other products or services other than research services and execution from a broker-dealer or a third party in connection with the Fund's securities transactions. Further, our Firm has not utilized any particular

procedures directing client transactions in return for products and

research services because the Firm manages a Fund, and any soft dollar benefits are derived from trades for the Fund.

Accounts Managed Separately: The Firm does not generate soft dollar benefits from accounts managed separately and outside the Fund.

C. Brokerage for Client Referrals

When selecting or recommending broker-dealers to clients, the Firm does not consider whether it receives client referrals from a broker-dealer or third party.

D. Directed Brokerage

ALPHA WEALTH FUNDS recommends that clients utilize specific broker-dealers to execute transactions. This arrangement is designed to maximize efficiency and to be cost effective for our clients. By requiring clients to use our specific custodians which ALPHA WEALTH FUNDS has approved, we seek to achieve most favorable execution of client transactions.

For the investment advisory services involved with managing the Fund: Due to the structure of pooled investment vehicles, directed brokerage arrangements are not applicable to nor affect the investment management policies of ALPHA WEALTH FUNDS.

For accounts managed separately: ALPHA WEALTH FUNDS will generally recommend to clients the certain broker-dealers or custodians, but the decision regarding broker-dealer or custodian will be made by the client prior to entering into the advisory agreement.

For accounts managed separately, ALPHA WEALTH FUNDS permits clients to direct the use a particular brokerage firm. If the client directs brokerage, ALPHA WEALTH FUNDS cannot negotiate commission rates, ALPHA WEALTH FUNDS will however use its best efforts to negotiate the most favorable rates based on the size and the anticipated trading activity in the account. As a result of such directed brokerage, and at the client's request and direction, clients may pay higher brokerage commissions than might otherwise be paid if ALPHA WEALTH FUNDS were granted discretion to select a broker to handle the account. In addition, clients might lose the benefits of potentially better executions available through bunched transactions of the recommended broker-dealer custodian.

E. Order Aggregation

ALPHA WEALTH FUNDS may, at times, aggregate sale and purchase orders of securities for the Fund with similar orders for the other accounts in order to obtain the best pricing averages and minimize trading costs for the Fund. This practice is reasonably likely to result in administrative convenience or an overall economic benefit to the Fund based on an evaluation that the Fund is benefited by relatively better purchase or sale prices, lower commission expenses or beneficial timing of transactions or a combination of these and other factors. Our policies and procedures mandate aggregating multiple orders and aggregate orders will be allocated to accounts in a systematic non-preferential manner.

Item 13: Review of Accounts

A. Periodic Reviews

The Fund: ALPHA WEALTH FUNDS reviews the Fund's investment program, including current holdings, on a continual basis. The Firm reviews the Fund's investment program to analyze rates of return, allocation of assets and to verify that the Fund's portfolio is consistent with its investment objective. Such review is conducted by Harvey Sax, the Managing Member and Investment Adviser Representative of ALPHA WEALTH FUNDS.

Accounts Managed Separately: ALPHA WEALTH FUNDS reviews its client's account activity at least quarterly. Our MANAGING MEMBER and Investment Adviser Representative, Chase Thomas, is responsible for conducting the review of client accounts. The reviews consist of determining whether your investment goals and objectives are aligned with our investment strategies. If reallocation of investments is necessary, we sell underperforming investments or buy new investments that are more appropriate for your investment goals and objectives.

B. Intermittent Review Factors

For the Fund: Intermittent reviews may be triggered by substantial market fluctuation, economic or political events, or by changes in the Fund's objectives.

For Accounts Managed Separately: Intermittent reviews may be triggered by substantial market fluctuation, economic or political events, or by changes in your financial status (such as retirement, termination of employment, relocation, or inheritance).

Clients are advised to notify ALPHA WEALTH FUNDS promptly if there are any material changes in their financial situation, investment objectives, or in the event they wish to place restrictions placed on their account.

C. Client Reports

The Fund: The Fund's books of account will be audited at the end of each fiscal year by a firm of certified public accountants selected by ALPHA WEALTH FUNDS. Books of account will generally be kept by ALPHA WEALTH FUNDS, in accordance with GAAP. ALPHA WEALTH FUNDS will furnish audited financial statements to all Limited Partners within 120 days, or as soon thereafter as is reasonably practicable, following the conclusion of each fiscal year. Notwithstanding the foregoing, the audit of the Fund's books of account and the furnishing of audited financial statements may be waived for any fiscal year upon the unanimous consent of the Partners. In addition, all Limited Partners will receive the information necessary to prepare federal and state income tax returns following the conclusion of such fiscal year as soon thereafter as is reasonably practical. All Limited Partners will also receive unaudited performance reports and such other information as ALPHA WEALTH FUNDS determines on a monthly basis. ALPHA WEALTH FUNDS will not be required to provide information with regard to specific investment transactions of the Fund.

Accounts Separately Managed: Clients will receive a report at least quarterly from the custodian, detailing account performance and account holdings. In most cases, clients

will also have online access to view their account at any time.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits from Others

The Firm does not receive an economic benefit (such as sales awards or other prizes) from any third party for providing investment advice or other advisory services to its clients.

B. Compensation to unaffiliated Third Parties

ALPHA WEALTH FUNDS anticipates that selling commissions and/or referral fees may be paid in connection with the offering of the Fund's Interests. A portion of the Management Fee may be remitted to unaffiliated third parties introducing Limited Partners to the Fund, or ALPHA WEALTH FUNDS may use its own resources to compensate third parties for such introductions. ALPHA WEALTH FUNDS may also direct brokerage from the Fund's trades to broker-dealers which introduce Limited Partners to the Fund, subject to applicable laws.

Item 15: Custody

A. Custodian of Assets

The Fund: ALPHA WEALTH FUNDS has custody of Fund's portfolio assets because it has the ability to deduct advisory fees payable to it and has a general power of attorney over the Fund's accounts. Additionally, as General Partner of the Fund, ALPHA WEALTH FUNDS has indirect custody of Fund's portfolio assets (funds and securities). The physical assets of the Fund are held in an account with TradeStation Securities, Inc.. TradeStation is the Fund's prime broker. TradeStation Securities, Inc. is a member of the Financial Industry Regulatory Authority, Inc. ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). Please refer to Item 12 for information regarding brokerage.

Accounts Managed Separately: With regard to individual accounts managed separately, ALPHA WEALTH FUNDS does not have direct custody of any client funds or securities. ALPHA WEALTH FUNDS does not have physical possession of client funds or securities. ALPHA WEALTH FUNDS has custody by virtue of its ability to deduct advisory fees payable to it. Payment of fees is paid by the custodian from the custodian brokerage account that holds client funds and securities pursuant to the client's account application. In certain jurisdictions, this may be deemed custody. Please refer to Item 12 for our information regarding our Brokerage Practices.

B. Account Statements

The Fund: ALPHA WEALTH FUNDS will provide Limited Partners with unaudited performance reports and other pertinent information regarding the Fund's performance on a monthly basis provided by NAV Consulting, an independent fund administrator. Please be advised that ALPHA WEALTH FUNDS is not required to provide information about specific investment transactions of the Fund to the Limited Partners.

The Fund's books of account will be audited at the end of each fiscal year by a firm of certified public accountants selected by ALPHA WEALTH FUNDS. Books of account will generally be kept by ALPHA WEALTH FUNDS, in accordance with GAAP. ALPHA WEALTH FUNDS will furnish audited financial statements to all Limited Partners within 120 days, or as soon thereafter as is reasonably practicable, following the conclusion of each fiscal year. Notwithstanding the foregoing, the audit of the Fund's books of account and the furnishing of audited financial statements may be waived for any fiscal year upon the unanimous consent of the Partners. In addition, all Limited Partners will receive the information necessary to prepare federal and state income tax returns following the conclusion of such fiscal year as soon thereafter as is reasonably practical.

Accounts Managed Separately: Although we are your adviser, your statements will be mailed or made available electronically by the broker-dealer or custodian. When you receive these statements, please review them carefully. Please compare asset values, holdings, and fees on your statement to that in the account statement issued the previous quarter.

Item 16: Investment Discretion

The Fund: ALPHA WEALTH FUNDS is not limited in its authority to purchase securities for the Fund. ALPHA WEALTH FUNDS has full discretion and authority to make all investment decisions with respect to the types of securities to be bought or sold or the amount of securities to be bought or sold for the Fund.

Accounts Managed Separately: It is Alpha Wealth Funds' customary procedure to have full discretionary authority in order to supervise and direct the investments of your accounts. You grant this authority upon execution of our Investment Management Agreement. This authority is for the purpose of making and implementing investment decisions, without your prior consultation. All investment decisions are made in accordance with your stated investment objectives. Our discretionary authority does not give authority to take or have possession of any assets in your account or to direct delivery of any securities or payment of any funds held in the account to our Firm. Furthermore, our authority by agreement does not allow us to direct the disposition of such securities or funds to anyone except you-the account owner.

Standard Limitations: Our discretionary authority does not give authority to take or have possession of any assets in your account or to direct delivery of any securities or payment of any funds held in the account to our firm. Furthermore, our authority by agreement does not allow us to direct the disposition of such securities or funds to anyone except the account owner.

Item 17: Voting Client Securities

The Fund: ALPHA WEALTH FUNDS will exercise all rights, powers and privileges of ownership in all Fund property, including the right to vote, give assent, execute, and deliver proxies, and the Fund's proxy voting policies override the undersigned's proxy

voting policies. Fund

investors are required to adopt the voting policies of the Fund for purposes of their investments in the Fund. ALPHA WEALTH FUNDS has adopted proxy voting policies and procedures for voting proxies on behalf of the Fund.

Accounts Managed Separately: Clients retain the right to vote all proxies which are solicited for securities held in their accounts. ALPHA WEALTH FUNDS will not take nor be required to take any action or render any advice with respect to the voting of proxies solicited by or with respect to the issuers of securities in which assets of the client's account may be invested in occasionally. Furthermore, ALPHA WEALTH FUNDS will not take any action or render any advice with respect to any securities held in any client's accounts that are named in or subject to class action lawsuits. ALPHA WEALTH FUNDS will however, forward to you any information received by our Firm regarding class action legal matters involving any security held in your account.

Item 18: Financial Information

A. Balance Sheet Requirement

ALPHA WEALTH FUNDS is not the qualified custodian for client funds or securities and does not require prepayment of fees of more than \$500 per client, six (6) months or more in advance.

ALPHA WEALTH FUNDS is in compliance with its home state's minimum capital net worth requirements. The Firm will comply with the balance sheet report filing which may be required by applicable state rules.

B. Financial Condition

ALPHA WEALTH FUNDS does not have any financial impairment that would preclude the firm from meeting contractual commitments to clients.

C. Bankruptcy Petition

ALPHA WEALTH FUNDS has not been the subject of a bankruptcy petition at any time during the last 10 years.

Item 19: Requirements for State-Registered Advisers

A. Firm Management

ALPHA WEALTH FUNDS has two managing member, Harvey Sax and Chase Thomas. Both Mr. Sax and Mr. Thomas are the investment adviser representatives. Mr. Sax's education and business background and Mr. Thomas's can be found in the Brochure Supplement (Part 2B of Form ADV).

B. Other Business Activities

ALPHA WEALTH FUNDS is not engaged in any other business other than giving investment advice.

C. Performance-Based Fees

As stated in Item 6, ALPHA WEALTH FUNDS does assess Performance-Based Fees (“Performance Fees”). Performance Fees are based on a share of the capital gains or capital appreciation of the

assets of a client. Fees based on performance means ALPHA WEALTH FUNDS participates directly in the account's results.

The Firm receives an annual Performance Fee in the amount equal to twenty (20%) of the net capital appreciation allocated during each year.

The Performance Fee will only be charged to "qualified clients" as that term is defined in Rule 205-3 under the Investment Adviser Act of 1940, or similar state statutes. All investors in the Fund will meet the requirements of Rule 164-2-1 of the Utah Administrative Code.

Performance-based compensation may indirectly create an incentive for the Firm to make investments on behalf of the Fund that are riskier or more speculative than would be the case in the absence of such allocation.

D. Disciplinary Reporting Disclosure

D.1. Arbitration Claims

None. Neither the Firm nor its management persons has been found liable in any arbitration claim alleging damages in excess of \$2,500 involving an investment or investment-related business or activity, fraud, false statements or omissions, theft, embezzlement or other wrongful taking of property, bribery, forgery counterfeiting or extortion or dishonest, unfair or unethical practices.

D.2. Civil, Self-Regulatory Organization (SRO), or Administrative Proceeding

None. Neither the firm nor its management persons has been found liable in any civil, self-regulatory organization, or administrative proceeding involving an investment or investment related business or activity, fraud, false statements or omissions, theft embezzlement or other wrongful taking of property bribery, forgery, counterfeiting, or extortion; or dishonest, unfair or unethical practices.

E. Relationships or Arrangements with Securities Issuers

Neither the Firm nor its employees has a relationship or arrangement with any issuer of securities.

Privacy Policy

ALPHA WEALTH FUNDS does not disclose nonpublic personal information about its clients or former clients to any persons other than as described below. ALPHA WEALTH FUNDS collects information about its clients (such a name, address, social security number, assets and income) from discussions with clients, from documents that clients may deliver to ALPHA WEALTH FUNDS (such as account applications) and in the course of providing services. In order to service its client accounts and effect client transactions, ALPHA WEALTH FUNDS may provide client personal information to its affiliates and to firms that assist it in servicing client accounts and which have a need for such information. ALPHA WEALTH FUNDS does not otherwise provide information about its clients to outside firms, organizations or individuals except as required by law. Any party that receives this information will use it only for the services and as allowed by applicable law or regulations and is not permitted to share or use this information for any other purpose.

Brochure Supplement
(Parts 2B of Form ADV)

**HARVEY SAX and
Chase Thomas**

INVESTMENT ADVISER REPRESENTATIVEs

**ALPHA WEALTH
FUNDS., LLC**
1887 Gold Dust Lane
Suite 203 A

Telephone: 435-658-1934

Email:

hsax@alphawealthfunds.com

or

cthomas@alphawealthfunds.com

Website: [www.ALPHA WEALTH
FUNDS.com](http://www.ALPHA WEALTH FUNDS.com)

These brochure supplements provide information about the Investment Adviser Representatives of ALPHA WEALTH FUNDS., LLC. You should have received a copy of the Brochure for ALPHA WEALTH FUNDS., CRD No. 150231 as well. Please contact Harvey Sax, Investment Advisor Representative, if you did not receive ALPHA WEALTH FUNDS.'s brochure. You can also contact

February 2020

A. General Requirements

Generally, ALPHA WEALTH FUNDS requires employees to hold a college or advanced degree or have relevant working experience in the securities industry. Any employee of ALPHA WEALTH FUNDS acting in a representative capacity will be appropriate licensed or registered as such.

B. Investment Adviser Representative Information

We currently have one (2) investment adviser representatives employed by ALPHA WEALTH FUNDS. This Brochure Supplement provides information about **Harvey Sax** and **Chase Thomas**

Item 2 Education and Business Experience

Harvey Sax

CRD Number: 1831458

Year of Birth: 1951

EDUCATIONAL BACKGROUND:

Masters of Security Analysis and Portfolio Management, Creighton University 2014
B.A. (English), Emory University, 1972.

RELATED BUSINESS EXPERIENCE:

Mr. Sax has a broad background in the technology and financial services industries. He has served as a Vice President and Senior Vice President at such firms as Bear Stearns, Paine Webber, and Oppenheimer. Mr. Sax was the founder and CEO of one of the first publicly traded Internet companies, HomeCom Communications, Inc., highlighted by Deloitte & Touche naming it as #219 in the 500 Fastest Growing Tech Companies in 2000. He has worked as a stockbroker, an institutional salesperson, an investment banker, and the CEO of a publicly traded company. Having sat at most seats at the investment table, Mr. Sax's investment view is uniquely shaped by his 360 degree perspective. Mr. Sax has spent the last nine years managing personal investments.

ALPHA WEALTH FUNDS., LLC (2010 to Present)
Managing Member

Self Employed (2001 to 2010)

HomeCom Communications, Inc. (1996 to 2000)
CEO

Oppenheimer & Co., Inc. (1994 to 1996)
Senior Vice President

D. Blech & Company (1994 to 1994)
Senior Vice President

PaineWebber Incorporated

(1992 to 1994)

Chase Thomas

CRD Number: 6086393

Year of Birth: 1988

EDUCATIONAL BACKGROUND:

Bachelor of Arts, Dance Performance 2012 Brigham Young University – Provo, UT
Designations

CFP® 2015

July 2015 – March 2018 Investment Adviser Representative at Wilkinson Financial LLC

June 2012 – July 2015 Financial Representative at Fidelity Investments April 2009 –

August 2009 Financial Representative at Summit Financial June 2006 – January 2012

Minimum Designation Requirements Certified Financial Planner (CFP)

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

Prerequisites/Experience: Complete at least three years of full---time financial planning---related experience (or the equivalent, measured as 2,000 hours per year)

Educational Requirements: Complete an advanced college level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services and attain a bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning.

Examination Type: Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning Issues and apply one's knowledge of financial planning to real world circumstances.

Ethics: Agree to be bound by CFP Board's Standards of Professional/Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

Continuing Education/Experience Requirements: Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards

of Professional Conduct to maintain competence and keep up with developments. In the financial planning field.

Ethics: Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Item 3 Disciplinary Information

Harvey Sax nor Chase Thomas have any legal or disciplinary events material to a client's or prospective client's evaluation.

Item 4 Other Business Activities

Harvey Sax is not engaged in any other business other than giving investment advice. Chase Thomas in addition to giving investment advice offers financial planning and insurance

Item 5 Additional Compensation

Harvey Sax nor Chase Thomas receives any economic benefit from any third party for providing advisory services.

Item 6 Supervision

Harvey Sax and Chase Thomas are both Managing Partners and Investment Adviser Representatives of ALPHA WEALTH FUNDS & CO., LLC. Harvey Sax and Chase Thomas are responsible for providing advice to the clients. He is also responsible for the administration of the firm's operations.

Item 7 Requirements for State-Registered Advisers

A.1 Arbitration Claims.

None. Harvey Sax nor Chase Thomas have not been found liable in any arbitration claim alleging damages in excess of \$2,500 involving an investment or investment-related business or activity, fraud, false statements or omissions, theft, embezzlement or other wrongful taking of property, bribery, forgery counterfeiting or extortion or dishonest, unfair or unethical practices.

A.2 Self-Regulatory Organization or Administrative Proceedings

None. Harvey Sax nor Chase Thomas have not been found liable in any civil, self-regulatory organization, or administrative proceeding involving an investment or investment related business or activity, fraud, false statements or omissions, theft embezzlement or other wrongful taking of property bribery, forgery, counterfeiting, or extortion; or dishonest, unfair or unethical practices.

B. Bankruptcy Petitions

Harvey Sax nor Chase Thomas have been the subject of a bankruptcy petition at any time during the last 10 years.