



BROXTON CAPITAL ADVISORS

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www.broxtoncapital.com

Part 2 Brochures / Privacy Policy / Business Continuity Plan

ADV PART 2A

This brochure provides information about the qualifications and business practices of Broxton Capital Advisors LLC. If you have any questions about the contents of this brochure, please contact us at: 310-208-2151. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state authority. Registration with the SEC as a Registered Investment Advisor (RIA) does not imply a certain level of skill or training. Additional information about Broxton Capital Advisors LLC also is available on the SEC's website at www.advisorinfo.sec.gov.

2. Material Changes

There are no material changes

3. Table of Contents

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4. Advisory Business

Broxton Capital Advisors (“Broxton”) is a Registered Investment Advisor founded in 2005. We manage 2 funds (also known as composites): Smart Yield and The Alpha Portfolio. We also manages income or bond accounts. We are investment advisors for individuals, corporations, trusts, managers, advisors, and institutions. Broxton provides direct investment advisor services where Broxton is the sole investment advisor and indirect advisor services where Broxton works with another registered investment advisors. Broxton requires a minimum size of \$100,000 for new discretionary accounts. We may accept accounts of lesser value, at our discretion. Also, we may accept clients with some restrictions on accounts, such as social investment restrictions or maintaining a position in selected stocks or bonds. Broxton currently has \$29148663 of assets under management “AUM” (January 2023) of which approximately 86.80% (\$25,274,948) is discretionary and 13.2% (\$3,873,715) is non-discretionary.

Robert Allen Cooke is the owner of Broxton and serves as Managing Partner and Portfolio Manager. Allen Cooke has over twenty years of experience as a fund manager, research analyst and bond trader serving individuals and institutions.

5. Fees and Compensation

Broxton’s fees for advisory management services are 2% per year, subject to negotiation, based on a percentage of assets under management. These fees are for Broxton’s advisory services only, and do not include any administrative fees or transaction costs that may be charged by broker-dealers or custodians. Please be aware that lower fees for comparable services may be available from other sources.

Advisory management fees are payable on the first business day of each quarter, in advance. The first payment is due upon your execution of our client agreement and funding. Fees will be assessed pro-rata if the agreement is executed in the middle of a calendar quarter or additional deposits are made. Subsequent payments are calculated on the first day of each calendar quarter, based on the value of your account assets under management on the last business day of the preceding quarter. In our client agreement, you authorize your custodian to deduct advisory fees directly from your managed account, in accordance with the fee billings prepared and submitted to your custodian by Broxton. These will be reported in your account statements from your custodian. You may terminate the advisory agreement without penalty within five (5) business days of signature and receive a full refund of all fees. After that date, the advisory agreement will continue until either party terminates by giving thirty (30) calendar days’ written notice. If termination occurs before the end of the calendar quarter, a pro-rata refund of unearned fees will be made. Finally, upon termination, all assets will be held by the custodian, and it will be your responsibility to instruct the custodian as to the final disposition of your assets, unless you specifically notify Broxton to liquidate or take other action. Broxton Acts as a sub advisor or co advisor with other Investment Advisors. In these instances, Broxton reaches a fee sharing agreement with the other Advisors.

6. Performance Based Fees

Not applicable currently.

7. Types of Clients

We are investment advisors for individuals, corporations, trusts, managers, advisors, and institutions. In addition, Broxton provides services for a number of registered investment advisors.

8. Methods of Analysis

Broxton's strategy is to continuously improve the value of clients' portfolios in order to meet their financial goals. Broxton utilizes:

- Fundamental analysis followed by technical analysis
- Proprietary Technical indicators, quantitative and qualitative analysis
- Proprietary algorithms provide coverage ratios and cash flows
- Statistical analysis
- Industry & business trajectories
- Qualitatively, selections are based on normal valuations, strong fundamentals, yield, and issuer financial stability.
- Use the broader selection mandate to optimize

However, we may take positions in illiquid bonds or stocks, in line with our strategy, and thus our style may not be suitable for clients who wish to deposit and withdraw large sums frequently. A central part of our strategies also involves looking for higher yielding securities. Bond accounts are managed by reviewing maturity, interest rate and issuer rating. Broxton may engage in short term trading and does not seek tax efficiency. Broxton also engages in micro positioning, which may involve entering or exiting a position over a series of smaller trades to reduce volatility. Our two funds or composites are described below.

Composite Descriptions:

The Alpha Portfolio (AP) is an investment strategy that aims to achieve growth and income. It invests in equities, ETFs (including leveraged ETFs), options, bonds (investment grade and sub-investment grade, which may also have limited liquidity), and other securities. The strategy is designed to purchase securities that are undervalued according to our appraisal methodologies and that have potential catalysts for earnings and valuation increases. To assess the value of a company, we use financial modeling, regression analysis, and other fundamental analysis techniques. Our long-term strategies are not restricted by market size, sector, or industry allocation mandates. We may also engage in activism to support positions and provide beneficial strategies to company managements. For shorter-term strategies, we use technical analysis and momentum as indicators of movement, which may not involve deep fundamental analysis. We may use shorting (selling and then buying) of securities as a long-term or short-term strategy. We exit positions by following our

discipline, which includes selling positions when valuation targets are exceeded or financial performance falls below our projections. Since the AP returns are calculated using a composite of accounts, the average account may not match the composite return, which could be higher or lower. Broxton manages the Alpha Portfolio for other investment managers, and the advertised or submitted AP returns are calculated using the accounts in the composite that are managed internally. This will cause the portfolios managed by Broxton, for investment managers, to have a different return compared to the portfolios managed directly by us or the composite thereof. In addition, Broxton is required to execute any trades internally before transmitting trade instructions to other advisors. Some advisor platforms may prohibit or not trade certain security types, and some positions may be omitted for other reasons. For smaller companies, we may judge that there are not enough shares traded to create a position at any or all advisors. Short-term strategies may not be able to be implemented, and shares may trade at different prices between purchasing at Broxton or one platform before another. These factors will cause the returns for portfolios managed for other investment managers to differ from the Broxton composite AP returns.

The Smart Yield Fund is a separately managed account composite that targets a mix of investment in different asset classes and strategies with the aim of minimizing the risk of loss and attaining income. Before investing, investors should carefully consider the Fund's investment objectives and risk factors, as investing involves risk, including possible loss of principal. Smart Yield intends to attain an 8% annual return through capital gains, interest, dividends, and other strategies, including short-term and long-term holding periods. Individual investors in Smart Yield are generally required to be accredited investors. The fund has an inception date of September 30, 2020, and an opening date of July 1, 2021, and therefore does not have extensive historical data. Examples of asset mix do not reflect the current holdings of the fund, and asset class mix and targets may change based on the direction of the managers, with no minimum or maximum percentage for each class. Portfolio allocations, projected annual return targets, and beta assumptions are estimates. Beta is a measure of the fund's volatility in relation to the S&P 500 Index, and the average beta for the entire fund is projected to be 0.35. Broxton calculates alpha using a risk-free rate of 1.2% per year, subject to change based on the rise and fall of interest rates. The fund targets a total gross return before fees and expenses of 9.24%, and its projected blended return is based on income securities and capital gains, with a larger weighting in either income-producing or non-income-producing assets. The fund seeks income and does not seek tax efficiency, and investors should consider that the majority of returns or possibly all of the returns will be considered ordinary income and investors may experience higher tax rates.

Please note that past performance of our composites or funds, benchmark indexes, mutual funds, actual portfolios, or composites of actual portfolios does not guarantee future results. Investing in securities involves a risk of partial loss or entire loss of principal, which clients should be prepared to bear. Investors should consider material market or economic conditions when evaluating the results of Broxton. For comparison purposes, the AP composite is measured against the S&P 500 index. Returns are shown net of fees and brokerage expenses. From time to time, individual clients may utilize margin in their individual portfolios. Broxton uses the Time-Weighted Rate of Return, using geometrically linked periods and reweighted monthly. In general, our strategies are not correlated with the general market and may underperform or outperform these indexes over any given period of time. Investors should give a time horizon of at least 3 to 5 years for investing with Broxton.

A potential material risk is that we are early, and the candidates purchased continue to lose value before turning up or do not turn around (improve financially as expected) and continue to decline in value, which may result in a permanent loss. In the case of shorting securities, they may rise or continue to rise. Securities can continue to rise indefinitely, and your account may lose value.

In addition, we may also seek capital gains in time periods as small as one day or up to many months by buying or shorting securities. Broxton also engages in micro positioning, which may involve entering or exiting a position over a series of smaller trades to reduce volatility. This strategy seeks to take advantage of short-term dislocations in markets based on our research and short-term volatility in candidate securities. Short-term volatility can be caused by underreactions and overreactions to news, earnings, or other events such as flash crashes and may present opportunities. This strategy can involve additional commissions, higher taxation, or carry the risk of short-term loss, which would be unrecoverable if the trade is exited at a loss. To minimize risk, we monitor portfolio positions regularly and may increase, reduce, or eliminate positions based on favorable or unfavorable conditions of the specific company, industry, markets, or other factors. The total return for each model or composite and the accounts that Broxton manages will differ. The implementation of the model by each advisor, fees, available securities, and other factors will result in differences from the model itself, individual accounts and other managers implementing the fund models. The total returns of each composite which may be advertised or submitted to various databases are calculated using the accounts that are managed internally on a net of fee basis. Some advisor platforms prohibit or do not trade certain security types and some positions may be omitted for other reasons. In the case of smaller companies, we may judge that there are not enough shares traded to create a position at any or all advisors. Short term strategies may not be able to be implemented. Shares may trade at a higher or lower between purchasing at Broxton or one platform before another. Broxton uses a rotation strategy for transmitting instructions to investment managers that are implementing our funds.

9. Disciplinary Information

Broxton Capital Advisors LLC has not been the subject of any legal claims or disciplinary events. Bob Cooke Sr. has disclosures that are over 20 years old that are immaterial. For more information contact Broxton or FINRA.org

10. Other Financial Industry Activities and Information

Broxton receives compensation from other investment advisors for providing sub-advisor services and distributing composite models of investment (portfolios for use by other advisors) and may receive compensation in the form of joint advisory, for providing securities research and by other methods which are similar to those listed here. The Alpha Portfolio and Smart Yield are described above. In addition to our investment management services, Broxton may provide consulting services on an hourly or fixed fee basis to individuals or companies based on our research and analysis. While we have not received compensation from these types of services in the past year, we remain committed to providing value to our clients through a range of financial solutions.

11. Code of Ethics, Personal Trading and Participation in Client Accounts

Code of Ethics: Broxton maintains a Code of Ethics which guides us in our conduct. We have a fiduciary duty to you with respect to the advice and management services we provide and the need to protect client related private information. We have an affirmative duty of care, honesty and good faith to act in your best interest. We each have a duty to report violations of the Ethics Code and personnel can be punished or terminated for violations. Robert Allen Cooke, Managing Partner, supervises and maintains records in this area. A copy of our Ethics Code is available upon request.

Personal Trading: Certain inherent conflicts of interest could arise as a result of Broxton, its managing partner, and affiliated persons carrying on similar investment activities both for themselves and for other clients. Broxton, its managers and employees may take positions in the same securities as clients, and we will try to avoid any conflicts. To address this potential conflict, accounts of associated personnel that have access to trading, are reviewed. We may not trade in a manner that would harm Broxton' clients. Trading in personal accounts is reviewed quarterly, or more frequently depending upon the circumstances, by Allen Cooke, Managing Partner. Participation in Client Accounts: Broxton, its managers and employees may not participate in client accounts.

12. Brokerage Practices

Broxton's direct investment advisory services are conducted through Schwab Institutional, a division of Charles Schwab & Company, Inc., who also acts as Custodian of our client accounts. We believe that our clients benefit from access to Schwab's Institutional' trading and custody services, which are typically not available to retail investors. Schwab Institutional provides pricing, sends you confirmations of buys and sells, sends you statements on at least a quarterly basis, and year-end tax reporting. In many, but not all instances, Schwab may charge transaction and administrative fees for these services, which are billed directly to you. Please note that these fees are separate and in addition to Broxton's advisory fees. While we typically use Schwab Institutional as our primary broker dealer, we may use other broker dealers at our discretion with client authorization. We aim to provide the best overall execution for our clients, which is based on a number of factors, including price, technology platform and service, ability to assist with illiquid or less frequently traded issues, and the custodian's compliance with government mandates for periodic regulatory and surveillance reports, for your protection. In addition, we monitor execution and other custodial costs. However, please be aware that directed broker transactions may be costlier for you and may cause us not to obtain the most favorable execution of a trade. To ensure efficient trading, we may aggregate orders and execute block trades when there are a number of clients using the same broker dealer for the same security transaction, subject to the broker dealer's ability to accept block trades. Schwab Institutional accepts block trades and does this regularly for us. Individual advice, treatment, and sharing of costs at an average share price will be accorded to you as if the trade had been entered on an individual basis. We will notify the custodian of the size of each trade for each separate account.

13. Review of Accounts

Our investment management services include the continuous review of the investment positions and each account. Account reviews are made on a monthly basis utilizing internal software and account statements. The client account reviews are to determine accuracy, performance, position size, exposure and what action, if any, is needed and timely. Other than periodic reviews, we will perform an in-depth review of client account positions and exposure in the event of a major company specific, economic or other major event. The principal reviewer is Robert Allen Cooke, our Portfolio Manager. Allen Cooke also conducts a quarterly review of the firm's activities that includes a performance review of each account. We remind you that you are advised to review your accounts regularly and carefully for accuracy and understanding. Please let us know if you have any questions or concerns.

14. Client Referrals and Other Compensation

Broxton compensates affiliates for client referrals, including sales representatives and solicitors. Each solicitor agreement is negotiated individually and is compliant with federal and state laws. Clients referred to us by solicitors are provided with a written disclosure outlining the relationship between the solicitor and us, as well as a Solicitor Disclosure Statement and our Disclosure Brochure Form ADV Part 2A. A list of all compensated employees, sales representatives, and solicitors is available upon request, and as of April 2023, the following personnel are compensated for referrals and sales: Mark Harris, Beth VanRood, and Daniel Dolcini. Broxton does not have co-ownership with any other investment advisory or firm, nor does it endorse any other investment advisor firms. While we may share your information with your sales representative or IAR, Broxton is not responsible for separate investment advice given by other advisors, or for solicitor activity that falls outside of Broxton Capital. References to other investment advisors or representatives do not constitute an endorsement by Broxton, nor do they necessarily indicate any affiliation between us and such parties or businesses. San Juan Incubators is a company owned by Broxton and performs consulting for early stage companies. Mr. Cooke spends between 0 and 5 hours a week working with various companies and sometimes receives compensation.

15. Custody

Broxton does not have custody of client funds or assets. We are given discretionary investment authority by you in our agreement for services. Schwab is your broker dealer and custodian of your account assets. They send you your trade confirmations, statements at least on a quarterly basis showing positions held, and year-end tax reporting information. Please contact Broxton if you have any questions or concerns.

16. Investment Discretion

Broxton has or does not have discretionary authority over your account in accordance with the client agreement you signed with us. If Broxton has discretionary authority to determine, without obtaining specific client consent, Broxton will determine the securities to be bought or sold and the amount of securities to be

bought and sold. All discretionary authority is limited to authorities outlined in Broxton's contract and the custodian's application. Discretionary authority means selecting which securities to be purchased or sold and the amount of such securities. This is guided by our investment methodologies, and action will be taken without specific prior consultation with you. In addition, there could be tax consequences.

17. Voting Client Securities

Broxton does not vote proxies for separately managed accounts; proxies are delivered directly to you by the custodian, and you are responsible for issuer and issuer-related communications such as proxies, etc. However, we need to be notified of corporate reorganization types of events in order to protect your interests. To do this we request you use the Schwab supplemental form Issuer Communications and Release of Information and appoint Broxton for corporate reorganization events only; and that you will receive all other communications from companies in your portfolio, and thus you are responsible for replying.

We may provide you with clarification if you have questions regarding these communications, including proxies, or if you need assistance in replying. We will not tell you how to vote.

18. Financial Information

We at Broxton are unaware of any financial condition that might impair our ability to meet our contractual commitments to you or any client. Broxton does not require or solicit prepayment of more than \$500 in fees per *client*, six months or more in advance and therefore does not need to include a balance sheet with this brochure. No Management persons have been the subject of a bankruptcy petition.

19. Requirements for State Registered Advisors

A. Principal Executive Officers and Management Persons

Broxton Capital Advisors has one Executive & Portfolio Manager, R. Allen Cooke Jr.

Robert Allen Cooke

Robert Allen Cooke is the Managing Partner and Portfolio Manager of Broxton Capital Advisors, LLC. He heads Broxton and its research efforts. Allen Cooke has over twenty-five years of experience serving institutional and individual clients in the securities industry. His history includes complex analysis and preparation of research reports on individual companies, and analysis of economic trends affecting markets and industries.

Allen Cooke was born in 1968. He graduated from the University of Arizona in 1991 with a BA degree in History/U.S. foreign policy. He has passed the following exams: Series 7 General Securities Representative, Series 65 Investment Advisor and Series 86 and 87 Research Analyst.

History

Broxton Capitol Advisors LLC, Managing Partner and Portfolio Manager, August 2005 to present.

National Alliance Securities, Registered Representative, March 2007 to June 2011.

Western International Securities, Inc, research analyst, bond trader and client advisor, February 2002 to July 2005.

B. Other Businesses

Statement of CCR Section 260.238 (k) Compliance. Additional Material Conflicts:

All material conflicts of interest are disclosed regarding the investment advisor, its' representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice. San Juan Incubators is a company owned by Broxton and performs consulting for early stage companies. Mr. Cooke spends between 0 and 5 hours a week working with various companies and sometimes receives compensation.

C. Performance based Fees and calculations. Broxton does not currently charge performance fees.

D. Material Disciplinary Disclosures. Robert Cooke Sr. has disclosures that can be viewed on <https://brokercheck.finra.org/> . Broxton does not currently have any disciplinary disclosures.

E. Material Relationships Management Persons Have with Issuers of Securities. There are no such relationships at this time.

F. Beth VanRood is a principal at IAS Capital Management Inc. IAS Capital Management Inc. is planning to terminate operations on or before December 31, 2023.

ADV PART 2B - Brochure Supplement

This brochure supplement provides information about Broxton's supervised persons:

Robert Allen Cooke ("Allen")

Bob Cooke Sr. ("Bob")

This information supplements the Broxton Capital Advisors LLC brochure about the above named individuals. You should have received a copy of that brochure. Please contact Mr. Allen Cooke at telephone 310-208-2151 if you did not receive Broxton's Disclosure Brochure, or if you have any questions about the contents of this supplement. Additional information about Broxton Capital Advisors LLC also is available on the SEC's website at www.advisorinfo.sec.gov.

As of April 2023

Educational Background and Business Experience

20. Robert Allen Cooke

Robert Allen Cooke is the Managing Partner and Portfolio Manager of Broxton Capital Advisors, LLC. He heads Broxton and its research efforts. Allen Cooke has over twenty-seven years of experience serving institutional and individual clients in the securities industry. His history includes complex analysis and preparation of research reports on individual companies, and analysis of economic trends affecting markets and industries.

Allen Cooke was born in 1968. He graduated from the University of Arizona in 1991 with a BA degree in History/U.S. Foreign Policy. He has passed the following exams: Series 7 General Securities Representative, Series 65 Investment Advisor and Series 86 and 87 Research Analyst.

History

Broxton Capital Advisors LLC, Managing Partner and Portfolio Manager, 08/2005 to present

National Alliance Securities, Registered Representative, 03/2007-06/2011

Western International Securities, Inc, research analyst, bond trader, and client advisor,

02/2002 -07/2005

21. Bob Cooke Sr.

Mr. Cooke (SR.), a Managing Partner of Broxton Capital Advisors has over forty years serving clients in fixed income and equity strategies. He was a Municipal Bond specialist at Drexel Burnham and a fixed income managing director at Imperial Capital. Bob brings his deep knowledge of fixed income markets. Mr. Cooke has passed the series 65 and Series 7 exams. He has a B.A. in business from the University of Arizona.

History

Broxton Capital Advisors Managing Partner LLC 01/2019-Present

Hudson Cooper Asset Management 10/2011- Present

BMA Securities 2/2014-7/2014 10/2013-7/2014

National Alliance Securities 02/2010-10/2011
Western International Securities 03/2006-04/2008
UBS Financial 01/2000-3/2006
Imperial Capital 11/1997-1/2000
Dabney Resnick/Imperial 1/1993-12/1997
Smith Barney 6/1990-1/1993
Sutro & Co. 5/1988-6/1990

II. Disciplinary Information

1. Broxton Capital Advisors LLC has not been the subject of any legal claims or disciplinary events since inception in 2005.

III. Other Business Activities

Broxton receives compensation from other investment advisors for providing sub advisor services, joint advisory, securities research and model portfolios. The Model Portfolios, including the primary Broxton Strategy, are provided in a manner consistent with the Institutional Management firm's mandates. As a sub advisor Broxton charges a percentage of the fee directly to the sub advised account in accordance with its' billing practices. As compensation for providing model portfolios and securities research, Broxton receives a percentage of the fee as compensation. For joint advisory agreements Broxton pays a percentage of the fee to the joint advisor. Generally, in these agreements Broxton will receive 50% or less of the total fee. San Juan Incubators performs consulting for development stage companies. Mr. Cooke spends between 0 and 5 hours a week working with various companies and sometimes receives compensation.

IV. Additional Compensation

See San Juan Incubators above

V. Supervision

Robert Allen Cooke, Managing Partner, is responsible for supervising the advisory activities of those at Broxton. He has established standards of conduct and written procedures for managers and employees. He is also Portfolio manager and monitors the advice given to clients by selecting the securities comprising account holdings, by reviewing monthly client statements, and by conducting quarterly reviews of firm activities. Allen Cooke can be contacted by telephone (310) 208-2151 or email allen@broxtoncapital.com

PRIVACY POLICY

This Privacy Policy describes the types of non-public personal information (“Information”) we may collect about you, the purposes for which we use the information, the circumstances in which we may share the information, and the steps we take to safeguard the information to protect your privacy. Broxton Capital Advisors, LLC (“Broxton”) is committed to maintaining the trust that you place in us and we recognize the importance of protecting your information.

The information we collect about you is primarily obtained from your account applications and other forms and materials you submitted to Broxton during the course of your relationship with us. We may also collect information about the transactions and interactions you engage in with or through Broxton. In addition, we may verify information or obtain additional information about you from consumer reporting agencies or other sources. The information we collect about you would include, but not limited to: your name, address and other contact information, date of birth, occupation, marital status, sources of wealth, investment experience and objectives, risk tolerance, representations about your financial resources, specific identifying information as may be required by law and regulations addressing money laundering, terrorism and related matters, as applicable, your passport, driver’s license or other governmental information, and social security number or tax payer identification. Broxton does not sell customer lists, names, or other identifying information.

We do not share information about you outside of Broxton without your consent except for the specific purposes described below, in accordance with applicable laws. We may disclose information we collect from you to companies or third parties that perform support services for Broxton or your account, such as facilitating your transactions with or thorough Broxton, including those that provide custody of client funds and securities, professional, legal or accounting services, audit or research services, computer related or data maintenance or processing services, affiliates of Broxton (like Schwab or solicitors), or for credit review or reporting services. We may disclose your personal information as permitted or required by law or regulation. Non-affiliated companies that assist Broxton in providing services to you are required to maintain the confidentiality of such information to the extent they receive it, and to use your information only for the purpose of providing such services.

Broxton limits access to your information to authorized Broxton employees, affiliates and representatives acting on your behalf. Broxton also maintains physical, electronic, and procedural safeguards designed to comply with applicable laws and protect against loss, modifications, and unauthorized access to your information. Broxton updates and tests our technology to improve the protection of customer information. Your account is held by Charles Schwab and Company, Inc. as custodian for you, and Broxton acts as investment advisor on the account. You may access account information on the Schwab website. Please refer to their Privacy Policy also to obtain disclosures on how Schwab protects your personal information.

If your financial advisor terminates his or her relationship with Broxton and moves to another broker dealer or investment advisor, we or your financial advisor may disclose personal information to the new financial institution unless you instruct us not to. If you choose to not move your account to the new financial institution you may request that Broxton limit the information shared with the new financial institution. You

can withdraw your consent at any time by contacting Broxton.

Broxton reserves the right to change this Privacy Policy at any time to reflect changes in our practices concerning the collection and use of information. If there are material changes to this Privacy Policy, we will notify you in writing or by electronic means. If you require additional information, please contact us at 310-208-2151.

BROXTON CAPITAL ADVISORS, LLC

BUSINESS CONTINUITY PLAN DISCLOSURE

Broxton Capital Advisors, LLC, is committed to safeguarding the interests of our clients in the event of an emergency or a significant business disruption. This Business Continuity Plan Disclosure (“DCP”) summarizes Broxton’s effort to mitigate risks inherent with unforeseen business disruptions. It is designed to enable us to meet our existing obligations to you in the event of an emergency or significant business disruption. An electronic copy of our plan is stored on our storage drive and backed up off site.

22. Emergency Contact Persons

BROXTON’S emergency contact persons are: **Allen Cooke, Chief Compliance Officer**

E-mail: allen@broxtoncapital.com Phone number: 310.208.2151 Cell: 310.279.3338 Home phone: 310.279.3338

In the event that none of these people can be reached in the case of disaster, please contact Schwab directly for information regarding your accounts, or visit a local Schwab branch.

Charles Schwab & Co

P.O. Box 982603

El Paso, TX 79998-2603

800-515-2157

www.schwab.com

For branch location information see: <https://client.schwab.com/Public/BranchLocator/AccessSchwab.aspx>

23. Business Description

Broxton is a registered investment advisor, providing advisory services using fundamental and technical analysis with the goal of absolute return. We use Schwab Institutional as our custodian. Clients can contact Schwab Alliance (which handles institutional customers) at 800.515.2157 or go to www.schwaballiance.com.

24. Office Locations

BCA is located at the following locations:

151 Calle San Francisco
Suite 200
Old San Juan, PR 00901

310.208.2151 Phone
310.208.2228 Fax

25. Firm Policy

Broxton's policy is to respond to a Significant Business Disruption ("SBD") by (1) safeguarding employees' lives and firm property, (2) making a financial and operational assessment, (3) quickly recovering and resuming operations, (4) protecting all of the firm's books and records, and (5) allowing our customers to resume transacting business. In the event that we determine we are unable to continue our business, you are instructed to access Schwab directly by telephone or internet.

Our plan anticipates the possible loss of location or personnel. In the case of loss of our main office location, the company could resume operations with the backup files held with Mr. Cooke at a third location, depending on computer access. We will be able to access our stored data or Schwab's stored data. Access to Schwab would not be disrupted. If Broxton's local facilities are completely disrupted, clients are instructed to contact Schwab directly for assistance. In the event of loss of personnel, other staff personnel will assume their responsibilities. You will be notified of the change. The following is Schwab's Business Continuity Plan:

26. Schwab Business Continuity Plan

Securities industry regulations require that brokerage firms inform their clients of their plans to address the possibility of a business disruption that potentially results from power outages, natural disasters, or other events. Charles Schwab & Co., Inc. has a comprehensive business continuity program in place, which we review, update and test on a regular basis. The plan provides for continuation of client service within minutes in most cases. Here are a few examples of what might occur if we were to experience a business disruption of varying magnitude:

- If one of our telephone service centers were to become unavailable for any reason, we would re-route calls to our other service centers across the country.
- In the event that our primary data center became unavailable for any reason, we would transition to a separate back-up location. Our data centers are on separate power grids, separate flood plains and fault lines, and within different transportation networks. Account access would be made available through the back-up location.
- If we had a power outage in a particular region or business district, we would re-route telephone and electronic communications to alternate locations for the duration of the outage.
 - In the event of a public health crisis that resulted in a high rate of employee absenteeism, we would enact a workforce continuity plan that includes social distancing and other policies to limit exposure, and also focus available personnel on critical business functions that directly support client needs.

While no contingency plan can eliminate all risk of service interruption or temporarily impeded account access, we continually assess and update our plans to mitigate all reasonable risk.

27. Data Back-Up and Recovery (Hard Copy and Electronic)

Broxton maintains its primary hard copy books and records and its electronic records at our main office address at 151 Calle San Francisco, Old San Juan, Puerto Rico 00901. Allen Cooke, Chief Compliance Officer, is responsible for the maintenance of these books and records. Mr. Cooke and also maintains backup storage data offsite.

In the event of a Significant Business Disruption (“SBD”), we will immediately identify what means will permit us to communicate with our customers, employees, critical business constituents, critical banks, critical counter-parties, and regulators. Although the effects of an SBD will determine the means of alternative communication, the communications options we will employ will include voice mail or posting a message to client advisory web site home pages or through Charles Schwab & Company. In addition, we will retrieve originals or backup copies of our key activity records. This will allow for client servicing of orders and other requirements.

Schwab represents that it backs up our records at a remote site. Schwab represents that it operates a back-up operating facility in a geographically separate area with the capability to conduct the same volume of business as its primary site. Schwab has also confirmed the effectiveness of its back-up arrangements to recover from a wide scale disruption by testing, which it performs on a regular basis.

28. Updates and Annual Review

Broxton’s comprehensive business continuity strategy is designed to enable us to meet our existing obligations to you in the event of an emergency or significant business disruption; however, it is not infallible. The plan is designed to work in many different emergency situations, but these events are by their nature unpredictable, and it is impossible to anticipate every scenario that could cause a business disruption. We will review this plan annually, to modify it for any changes in our operations, structure, business, or location, or those of our Schwab. In addition, Broxton will update this Business Continuity Plan whenever we have a material change in operations.

29. Senior Manager Approval

I have reviewed and approved this Business Continuity Plan as reasonably designed to enable our firm to meet its obligations to customers in the event of a significant business disruption.

Signed: _____

Title: _____

Date: July 25, 2023