Relationship Disclosures

and

Important Information

June 2023

For:

QCAP Holdings, LLC

Quint Capital Corporation

Quint Capital Management

Quint Capital Benefits Corp.

Securities Offered Through Quint Capital Corporation, a Registered Broker-Dealer (BD) and Member of FINRA and SIPC

Investment Advisory Services Offered Through Quint Capital Management, a State Registered Investment Advisor (RIA)

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IMPORTANT CLIENT INFORMATION

This Important Information document provides disclosure related to clients' relationships with us and our affiliates, including Information on conflicts of interests, costs/fees and other investment related information. Statements in this document (i) provide additional information on matters discussed in our Form CRS; (ii) are subject to the more complete terms and conditions of our brokerage agreements; and (iii) are subject to our investment advisory agreements and disclosures, including Form ADV when we act through Quint Capital Management as an Investment Adviser. We may amend this document from time to time and you will be bound by the amended disclosures if you elect to continue receiving our services after delivery of the amended disclosures. Updated copies of this document are available at: www.quintcapital.com. If you would prefer to receive a paper copy of the information referenced in website links throughout this document, please contact your Financial Professional or Quint Capital Corporation at (212) 682-5090. Please read the entire contents of this document and reach out to your Financial Professional if you have any questions.

SECTION 1: STANDARD OF CONDUCT - REGULATION BEST INTEREST

Under the SEC's Regulation Best Interest, Quint Capital Corporation and its associated persons are required to act in the best interest of a retail client (such as a natural person using our services primarily for personal, family, or household purposes) at the time they recommend any securities transaction or investment strategy involving securities (including account type recommendations). The requirements under Regulation Best Interest are that we act in the best interest of the retail client.

You should understand that, as a broker-dealer, we have conflicts of interest when we make a recommendation of a securities transaction or investment strategy involving securities, including that we are compensated based on the sale of securities to you and that we can recommend securities that are managed by our affiliates, which pay additional and often times significant compensation to us. These conflicts of interest are described in greater detail below, as well as in other documents, such as your account agreement, trade confirmations, and account statements and in offering documents and product disclosures.

When Regulation Best Interest applies, Financial Professionals are required to disclose all material information specific to them, such as material limitations on the securities or investment strategies involving securities that they can recommend, all costs and fees and any conflicts of interest that are unique to them. If that is the case, then our Financial Professional will disclose such additional information to you orally or in writing before or at the time they make the recommendation to which that additional information relates.

CONFLICTS OF INTEREST

(Also see “Conflicts of Interest” in the "Quint Capital and our Affiliated Entities" section, below)

This document highlights key conflicts of interest related to brokerage accounts. Generally, through our associated persons or our affiliates, we engage in providing recommendations to retail customers, investment advisory services and placement agent services. We have relationships with a number of market participants, institutions and corporations in connection with our providing these services. We provide these services to clients, which include parties whose interests are not aligned with other clients' interests, or whose interests can even be adverse to other clients' interests. It is possible that we have previously provided**,** are currently providing, or may provide in the future; services to companies or clients from which conflicting interests or duties can arise. We are required to disclose potential conflicts of interest to you prior to making any investment for you.

SECTION 2: QUINT CAPITAL CORPORATION AND AFFILIATED ENTITIES

We have multiple entities under common ownership and control:

Quint Capital Corporation ("QCAP") is a broker-dealer, where our primary service is the buying and selling of securities for your account at your direction. Our Financial Professionals can offer recommendations to buy, sell, or hold securities, but you make the final investment decisions. All recommendations regarding your brokerage account will be made in a broker-dealer capacity. Our Financial Professionals are typically independent contractors that provide recommendations to retail customers and receive transaction-based compensation. These independent contractors are registered representatives of QCAP and are responsible for all their direct costs.

QCAP is an introducing broker-dealer, meaning that while QCAP is the registered broker-dealer of record for client accounts, it does not hold client assets or settle trades with counterparties. QCAP customer accounts are custodied at The Royal Bank of Canada (RBC). Quint Capital Corporation is wholly owned by QCAP Holdings LLC. Additional information on QCAP and our Financial Professionals is available at www.brokercheck.finra.org and www.sec.gov.

Quint Capital Management, LLC is a State Registered Investment Adviser that associates with registered financial advisers (Investment Adviser Representatives or IARs). All investment advice regarding your investment advisory account will be made in an investment advisory capacity. Our Investment Advisers are independent contractors that are responsible for their own direct costs. Quint Capital Management does not hold its clients' assets or settle trades with counterparties; all Quint Capital Management client accounts are held at The Royal Bank of Canada (“RBC”), that clears all transactions for Quint Capital Management clients' accounts.

Our Advisors' compensation generally includes advisory fees further described in this document and our Form ADV, including the 2A Brochure, and as summarized in Form CRS.

Our Financial Professionals are required to let you know in what capacity, i.e., Broker-Dealer or Investment Advisor, they are acting in at the time that they make a recommendation to you, as well as what the costs and fees are for each specific recommendation.

Quint Capital Management LLC is wholly owned by QCAP Holdings LLC. Additional information regarding Quint Capital Management LLC and its financial advisers can be found on brokercheck.finra.org and https://adviserinfo.sec.gov/.

Quint Cap a.k.a. Quint Capital Benefits Corp. is licensed to sell/offer certain insurance products, including fixed annuities, variable annuities, life insurance, health insurance and other benefit plans. Quint Cap is under common ownership and control with the other affiliates.

CONFLICTS OF INTEREST FROM COMMON OWNERSHIP AND CONTROL

There is common ownership and control of our affiliated companies. These entities are owned by individuals who benefit from profits generated by our companies. These same individuals may also manage our businesses. Here are some ways we make money and the conflicts of interest this can create:

- The Firms, Owners and/or Financial Professionals receive compensation when you transact business in your brokerage account with Quint Capital Corp. (BD); including buy and sell orders and/or borrowing on margin, money market transactions and paying stock borrow fees. This creates a conflict of interest, in that it provides an incentive for us to recommend that you transact more trades and that you maintain a margin balance or borrow stock, that generate revenue to us and our companies under common ownership and control. Financial Professionals can also earn a higher commission on some products vs. others and are required to disclose to you what the costs are at the time the recommendation is made.
- The Firms, Owners, and/or Financial Professionals earn fees when you open and fund a fee-based non-brokerage account with Quint Capital Management. This creates a conflict-of-interest, in that it provides an incentive for us to encourage you to add assets and maintain a higher balance in your account and to use margin that generates revenue for us and our companies under common ownership and control.
- The Firms, Owners, and/or Financial Professionals earn fees/compensation when you purchase an insurance product through our insurance affiliate. This creates a conflict of interest in that it provides an incentive for us to recommend and process your insurance application that generates revenue to us and our companies under common ownership and control.

SECTION 3: ACCOUNT TYPES AND SCOPE OF SERVICES

FINANCIAL PROFESSIONALS

Our Financial Professionals offer brokerage services, investment advisory services or both, depending on their licenses and registrations. Each Financial Professional generally provides access to a range of investment products such as stocks, bonds, exchange-traded funds (ETFs), mutual funds, annuities, and alternative investments. Please note that the range of investment options available to you can be limited depending on the licenses your Financial Professional holds. We encourage you to ask your Financial Professional whether any investment limitations apply.

BROKERAGE ACCOUNTS

In a brokerage account, your Financial Professional can offer recommendations to buy, sell, or hold securities, but you make the final investment decisions. We do not provide ongoing account monitoring in brokerage accounts. Information regarding the differences between broker-dealers and registered investment advisers, as well as their respective service offerings, is summarized in the Form CRS.

REQUIREMENTS TO OPEN A BROKERAGE ACCOUNT

QCAP retains the authority, in our discretion, to decline to open or maintain any account or service, and to decline to accept or act upon any order or instruction.

RETIREMENT ACCOUNTS

When providing brokerage services, QCAP acts solely in the capacity of a registered broker-dealer, and not as a fiduciary under the Employee Retirement Income Security Act of 1974, as amended ("ERISA”). If we are acting in an advisory capacity, then we are a fiduciary. If we recommend that you roll over a qualified plan into a managed account, we are also acting as a fiduciary.

ADVISORY ACCOUNTS

Information regarding Quint Capital Management’s investment advisory business practices is summarized In the Form CRS and more fully described in the Form ADV. A copy of these disclosure documents is available from your Financial Professional.

ACCOUNT MONITORING

In an investment advisory account, Financial Professionals who are licensed as Investment Advisory Representatives conduct ongoing monitoring of accounts tailored to the clients’ specific goals and objectives. In contrast, in a brokerage account or relationship, we are neither required, nor agree to provide account monitoring services. Although individual Financial Professionals can voluntarily consider holdings in your brokerage account for purposes of determining whether to provide any recommendations to you, this does not constitute an account monitoring service for that brokerage account. This distinction between a brokerage account and an advisory account is important and you should consider this distinction. There are several factors to consider when deciding what kind of account or relationship to have with us that would be most beneficial to you, that includes the payment of commission versus asset-based fees and the availability of discretionary advice.

INVESTMENT APPROACH

Your Financial Professional will seek to understand your objectives through communication with you about your financial situation, as well as your unique needs and preferences, prior investment experience, risk tolerance, and other important information about you. Periodically reviewing and refreshing your investment strategy with your Financial Professional is essential to ensuring your investment portfolio remains appropriately aligned with your current risk tolerance and objectives. With that in mind, please notify your Financial Professional of any changes to your financial or personal circumstances.

SECTION 4: COMPENSATION, COSTS AND FEES

COSTS AND FEES

The costs you pay depend on whether you choose brokerage services, advisory services, or both.

In a brokerage account, for each transaction, the clearing firm charges the client a commission, handling and transactions fees. Additionally, the clearing firm charges QCAP a clearance fee (ticket charge), however, the client is not charged for this. Commissions and transaction fees are charged regardless of whether or not we provide you with a recommendation. The clearance fee (ticket charge) is charged by the clearing firm to QCAP, not the client. You pay upfront or ongoing fees to a mutual fund or other product issuer, a portion of which is typically paid to the clearing firm in connection with your transaction; the clearing firm then shares part of that revenue with us. Commissions charged to clients by the clearing firm are forwarded to QCAP, that subsequently compensates the Financial Professional with a portion of those commissions. The clearing firm retains the handling fee.

Commissions are charged for recommendations and/or consideration of the Financial Professional's involvement in a transaction. Commissions are calculated based on the principal purchase or sale amount involved and vary depending on product type, quantity of securities purchased and other factors. Commissions will not exceed 5% of the principal amount; lower charges can be negotiated between the client and the Financial Professional. Please ask your Financial Professional for the amount of commission that will be charged on a transaction prior to placing the order. Certain products have higher commissions than others. Your Financial Professional is REQUIRED to disclose these to you at the time the recommendation is made.

Execution costs will vary based on the type of transaction, the product type and the size of the transaction. The clearing firms provide their fee schedule to you when you open an account and periodically thereafter. The following links to the firm's websites will provide access to the current fee schedule: www.quintcapital.com.

Typically, a brokerage commission, transaction and handling fees are charged to clients by adding to the principal amount of a purchase or subtracting from the proceeds of a sale of a security. Commissions transaction and handling fees are included on the trade confirmation sent to you by the clearing firm that holds your account. The greater the number of transactions that are executed in your account, the more you will pay in commissions, transaction and handling fees. You should review your trade confirmations and contact us if you have any questions.

Some investments offered by QCAP have other associated costs and fees, as detailed in the product's offering documentation. It is imperative that you read and understand a product's relevant offering documentation **prior** to deciding to invest in that product.

In an advisory account, the annual fee for advisory services is negotiated between the client and the Investment Advisor Representative and will generally range from 0.50% to 2.75%. This fee is calculated based on your “account value," which means the value of your entire portfolio, inclusive of the market value of positions held on margin, if any, and any cash positions. The annual fee will be prorated and deducted monthly in arrears on or shortly after the last business day of the quarter, either based on the account value on the last business day of the preceding calendar month or based on the average daily balance during the preceding month depending on your account custodian. The higher the level of assets there are in your account, the higher the management fee will be.

Quint Capital Corporation receives a portion of the advisory fee charged to the client pursuant to an agreement with Quint Capital Management as a Registered Investment Advisor. The advisory fee does not include any transaction or handling fees. Both Quint Capital Corp. (the BD) and Quint Capital Management (the RIA) will generally earn more revenue in direct proportion to the amount of assets contributed to these accounts by the client.

You will pay fees to a mutual fund or other product issuer, a portion of which is typically paid to us or the clearing firm in connection with your transaction. Additional information about Quint Capital Management’s advisory and fees is available in your investment advisory agreement and in the form ADV Part 2A Brochure.

Clearing Firm/Custodian Account Fees

The clearing firm that maintains your brokerage or advisory account charges certain fees according to a fee schedule provided to you when an account is opened, when amended and periodically thereafter. This includes but is not limited to periodic account maintenance or individual Retirement Account ("IRA") custodial fees, as well as processing, service, and account fees upon certain events or occurrences. You will incur interest charges if you borrow on margin or through a security-based loan. Certain investments, such as mutual funds, have embedded fees that are generally paid by you to the companies that sponsor, manage, or promote the investment. These fees are paid to us and/or the clearing firm holding your account.

FINANCIAL PROFESSIONAL COMPENSATION

We compensate Financial Professionals at QCAP with a portion of the commissions that are charged. The commissions that you pay will generally increase as the volume of trades increases in a brokerage account, as well as with the size of the trade. Certain products also have higher commissions. Your Financial Professional is required to disclose these to you at the time a recommendation is made.

We pay Financial Professionals at Quint Capital Management a portion of the advisory fees that you pay. Financial Professionals' compensation generally will increase as the level of assets under management in advisory account increases.

In addition to commissions transaction and handling fees, some products and services have other associated costs and fees, as detailed in a product's relevant offering documentation. It is imperative that you read and understand a product's relevant offering documentation prior to deciding to invest in that product. Some products such as Real Estate Investment Trusts, new issues and other complex products have a higher commission.

CONFLICTS OF INTEREST

The Financial Professionals have a conflict of interest since they will generally earn more money in active commission-based brokerage accounts. They also make more money on some products vs. others, which also creates a conflict in that they have an incentive to recommend products with higher commissions. In some cases, where an account generates a fewer number of transactions, Financial Professionals will make more money in an advisory account. This constitutes another potential conflict because now they can be compensated, even if there is a nominal amount of activity in your account. Additionally, the more money you put into an advisory account that trades relatively infrequently, the higher the fees will be and the more money a financial professional can make vs. a standard commission-based brokerage account.

Financial Professionals have an obligation to act in your best interest every time they make a recommendation to you. They are also required to disclose any conflicts of interest to you at the time the recommendation is made. You should understand the material facts, costs, fees and risk prior to making any investment decision.

Financial Professionals are paid higher compensation on products managed by certain affiliated entities of the firm. These affiliated products pay additional, and often times, significantly higher compensation than other products.

When a Financial Professional chooses to become an associated person of our firm, we can pay the Financial Professional compensation in connection with the transition from their prior firm.

NON-CASH COMPENSATION

When acting in your Best Interest we are not permitted to accept non-cash compensation in return for recommending certain investments over others.

OTHER COST AND FEE DISCLOSURES

Information regarding brokerage accounts, advisory accounts and their applicable fees is summarized in the Form CRS and advisory fees are more fully described in the Form ADV, Part 2A Brochure and Advisory Agreement. A copy of these disclosure documents will be provided to you by your Financial Professional prior to any recommendation being made and can also be located at www.quintcapital.com. Custodial fees may be received from the account custodian directly. Clients should carefully review these disclosure documents when deciding whether a fee-based account or a brokerage account is more suitable for them.

You will pay transaction costs and fees whether you make or lose money on your investments. Transaction costs and fees will reduce the total amount of money you make on your investments over time. Please make sure you understand what transaction costs and fees you are paying. You have the option to purchase almost all investment products that we recommend through other broker-dealers and it can cost you more or less to do so.

SECTION 5: INVESTMENT RISK

OVERVIEW

We offer a variety of investment products, but do not offer all investment products that are available in the marketplace. Deciding which products and services to invest in can be a complex process. It is important for you to work with your Financial Professional to evaluate whether the objectives, risks, costs, and other characteristics of a product or service are aligned with your individual needs and objectives.

Certain products have offering documents that are created by the issuer to provide additional information specific to that product. These documents provide information regarding the potential risks, rewards and costs associated with the product. It is imperative that you read and understand a product's relevant offering documentation **prior** to deciding to invest in that product. Offering documents for products or services offered by our affiliates will contain additional information related to conflicts of interest specific to the affiliate relationship.

UNDERSTANDING INVESTMENT RISKS

Your Financial Professional can recommend many different types of securities, including equities, fixed income securities, mutual funds, ETFs, Real Estate Investment Trusts and complex products. Investing in securities involves a risk of loss that clients should be prepared to bear. We do not represent or guarantee that any methods of analysis employed can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market movement. We cannot offer any guarantees or promises that clients' financial goals and objectives will be met. Past performance is not an indication of future performance.

A principal risk of any investment is that, despite any comprehensive analysis, the security or instrument will not perform as expected. This can be due to, among other things:

Market Risk: The success of client portfolio activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, commodity prices, economic uncertainty, changes in laws, trade barriers, currency fluctuations and controls, national and international political circumstances, pandemics, global warming, cyber events, and other unforeseen events. These factors can affect the level of volatility of securities prices and the liquidity of investments in client portfolios. Such volatility or illiquidity could impair profitability or result in losses.

Equity Risk: Investments in equity securities generally involve a high degree of risk. Prices can be volatile and market movements are difficult to predict. Price movements can result from factors affecting individual companies or industries, or the market as a whole. Price changes can be temporary or last for extended periods. Prices of growth stocks can be more sensitive to changes in current or expected earnings than prices of other stocks. Prices of stocks can fall or fail to appreciate regardless of movements in securities markets. A higher level of activity, or increased trading can result in higher transaction costs and higher taxes in taxable accounts and can also affect the strategies' overall performance.

Management Risk: The strategies utilized by Financial Professionals, including Fund Managers and ETF portfolio management teams may not always be successful.

Fixed-Income Risks: Investments in fixed-income securities can involve numerous risks including credit, interest rate, reinvestment, and prepayment risk; all of which can affect the underlying price/value and the potential for substantial price volatility. In general, securities with longer maturities tend to be more sensitive to these risk factors. The ratings assigned by rating agencies will likely impact the value. Additionally, the prices of high-yield, fixed-income securities tend to fluctuate more than higher-quality debt issues. Prices for corporate debt securities are sensitive to developments affecting the company's business and prices can be linked with the company’s stock prices. High-yield securities can experience sudden and sharp price swings due to changes in economic conditions, stock market activity, large sales by major investors, default or other factors. In the event of a default, the investment can suffer a partial or total loss.

Increased Regulations: Recent events have focused attention upon the necessity to maintain adequate risk controls and have led to increased governmental and self-regulatory authority scrutiny of many industries, including the financial industry. Governments have also expressed concern regarding the disruptive effects of speculative trading and the need to regulate the markets in general. Any regulations that restrict the ability to utilize broker-dealers and their counterparties to extend credit or restrict trading activities could adversely impact returns.

Market Liquidity Risks: The value of securities held in client accounts that are traded on exchanges and the risks associated with holding these positions vary in response to events that affect asset markets in general. Market disruptions, such as those that occurred in 1987, 2001, 2008, 2010 and the Covid-19 crash of 2020 could lead to violent price swings in securities held within client portfolios and could result in substantial losses. Portfolios managed according to computer algorithms triggered by price fluctuation or other automated trading signals can be affected in a particularly negative way in the event of such market disruptions.

Small Capitalization Company Risk: Investments in smaller and less established companies tend to be more volatile than larger, more established companies. Such volatility could adversely impact account values.

Large Company Risk – Large cap stocks can perform differently from other segments of the equity market, or from equity markets as a whole. Large capitalization companies can be less flexible in evolving or unable to implement changes as quickly as smaller capitalization companies.

Leverage and Derivative Products Risk: Leverage and derivative products have an inherent heightened risk of loss. Leverage and derivatives imply borrowing capital. When such borrowing is deployed, losses can escalate quickly, should the underlying investment suffer even small losses.

Tax Risk: Some strategies, including transactions in options contracts, can be subject to special tax rules. This can have adverse tax consequences for the account holder. Clients should consult their own independent tax advisor.

Extraordinary Events: Global terrorist activity, global pandemics, cyber-attacks, Acts of God and war can negatively affect general economic fortunes; including sales, profits, and production and can lead to depressed securities prices and/or the unavailability of trading facilities and infrastructure.

Potential Concentration: Highly concentrated positions in **issuers,** or in i**ssuers** engaged in one or a few industries can increase the risk of loss relative to the market as a whole.

SECTION 6: ADDITIONAL IMPORTANT INFORMATION

FINANCIAL ADVISOR CERTIFICATIONS AND PROFESSIONAL DESIGNATIONS

The ability to provide financial advice and conduct sales activities in the securities and insurance industries requires registration with the relevant regulatory bodies that oversee those industries. Additionally, professional designations are generally administered by an issuing organization (independent from us) that determines the criteria needed to earn the designation.

Some designations involve fairly rigorous standards to earn and maintain the designation, allow investors to verify the status of individuals claiming to hold that designation and a few even have a formal disciplinary process. Other designations may have less rigorous requirements. If your Financial Professional holds out a particular designation, you should discuss with your Financial Professional the meaning of such designation. For additional information. please visit FINRA's Professional Designations tool on its website at www.finra.org/investors/professional-designations.