Wealth Span Capital Management
FIRM CRD NUMBER 283700

Form ADV Part 2A – Disclosure Brochure

Effective: February 12, 2021

508 1st St. W.
Northfield, MN 55057
(952) 200-9850

www.wealthspancapital.com

This brochure provides information about the qualifications and business practices of Wealth Span Capital Management. If you have any questions about the contents of this brochure, please contact us at (952) 200-9850.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration as a registered investment advisor does not imply a certain level of skill or training.

Additional information about Wealth Span Capital Management, CRD #283700 also is available on the SEC’s website at www.adviserinfo.sec.gov.
Item 2 Material Changes

Form ADV 2 is divided into two parts: Part 2A (the "Disclosure Brochure") and Part 2B (the "Brochure Supplement"). The Disclosure Brochure provides information about a variety of topics relating to an Advisor’s business practices and conflicts of interest. The Brochure Supplement provides information about advisory personnel of Wealth Span Capital Management.

Wealth Span Capital Management believes that communication and transparency are the foundation of its relationship with clients and will continually strive to provide its clients with complete and accurate information at all times. Wealth Span Capital Management encourages all current and prospective clients to read this Disclosure Brochure and discuss any questions you may have with us. And of course, we always welcome your feedback.

Future Changes
From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of Wealth Span Capital Management.

The change made to this Brochure since the last annual amendment filing dated March 4, 2020 are to amend Item 4E to update the assets under management as of December 31, 2020.

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Item 4 Advisory Business
A. Description of Advisor Firm.

Wealth Span Capital Management was formed as of March 18, 2016 and is registered as an investment advisor firm with the state of Minnesota securities regulators. The principal owner of the firm is Tristan G. Cox. The firm will provide discretionary investment supervisory services, financial planning services and educational seminars and workshops to individuals, trusts, estates, charitable organizations or small businesses. For a more complete description of the services, see the response to Item 4B below.

B. Description of Advisory Services Offered

Investment Supervisory Services
Wealth Span Capital Management (“Wealth Span Capital” or “Advisor”) principal service is providing fee-based investment supervisory services and financial planning services. The Advisor practices custom management of portfolios, on a discretionary basis, according to the client’s objectives. The Advisor’s primary approach is to use a tactical allocation strategy aimed at reducing risk and increasing performance. The Advisor may use any of the following: exchange listed securities, corporate debt securities, municipal securities, mutual funds and United States government securities to accomplish this objective. The Advisor measures and selects mutual funds by using various criteria, such as the fund manager’s tenure, and/or overall career performance. The Advisor may recommend, on occasion, redistributing investment allocations to diversify the portfolio in an effort to reduce risk and increase performance. The Advisor may recommend specific stocks to increase sector weighting and/or dividend potential. The Advisor may recommend employing cash positions as a possible hedge against market movement which may adversely affect the portfolio. The Advisor may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in the portfolio, change in risk tolerance of client, or any risk deemed unacceptable for the client’s risk tolerance.

Wealth Span Capital will provide investment supervisory services and portfolio management services and will not provide securities custodial or other administrative services. At no time will Wealth Span Capital accept or maintain custody of a client’s funds or securities.

Financial Planning
In addition to investment supervisory services, Wealth Span Capital may provide financial planning services to some of its clients. The Advisor’s financial planning services will include consulting with the client to discuss the client’s individual financial goals and objectives. The Advisor will discuss recommendations which may include, but not be limited to, retirement needs, portfolio customization, insurance, estate planning, business planning and any other topics that are pertinent to the client’s individual circumstances.
Educational seminars/workshops
Wealth Span Capital will offer educational seminars or workshops on topics including, but not limited to, general investing strategies, current economic conditions, estate and business planning and insurance. The Advisor will not charge a fee for these educational seminars or workshops.

C. Clients Tailored Services and Client Imposed Restrictions
Wealth Span Capital will tailor its advisory services to its client’s individual needs based on meetings and conversations with the client. If clients wish to impose certain restrictions on investing in certain securities or types of securities, the Advisor will address those restrictions with the client to have a clear understanding of the client’s requirements.

D. Wrap Fee Programs
Wealth Span Capital does not provide portfolio management services to wrap fee programs.

E. Assets Under Management
As of December 31, 2020, Wealth Span Capital has $21,976,677 in discretionary and $4,437,903 in non-discretionary assets under management.

Item 5 Fees and Compensation
A. & B. Method of Compensation and Fee Schedule and Client Payment of Fees

Asset Management Fees
Pursuant to an investment advisory contract signed by each client, the client will pay Wealth Span Capital a quarterly management fee, payable in advance, based on the assets under management of the account managed by the Advisor as of the opening of business on the first business day of each quarter. The annual asset management fee schedule is as follows:

<table>
<thead>
<tr>
<th>Assets Under Management</th>
<th>Annual Fee</th>
</tr>
</thead>
<tbody>
<tr>
<td>$25,000 to $100,000</td>
<td>$1,000</td>
</tr>
<tr>
<td>$100,001 to $250,000</td>
<td>$2,000</td>
</tr>
<tr>
<td>$250,001 to $500,000</td>
<td>$3,000</td>
</tr>
<tr>
<td>$500,001 to $999,000</td>
<td>$6,000</td>
</tr>
<tr>
<td>$1,000,001 to $2,000,000</td>
<td>$10,000</td>
</tr>
<tr>
<td>$2,000,001 to $3,000,000</td>
<td>$15,000</td>
</tr>
<tr>
<td>$3,000,001 to $4,000,000</td>
<td>$20,000</td>
</tr>
</tbody>
</table>

These fees may be negotiated by the Advisor at the sole discretion of the Advisor based upon, but not limited to anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc. The Advisors asset management fee may be paid by invoice; or clients may elect to have the asset management fee automatically deducted from the client’s account held by the qualified
 Custodian. Client may elect either method for payment of the Advisor’s asset management fee. The method of payment will be agreed to with the client, in advance. For those clients who elect to have the asset management fee deducted from their account, the Advisor intends to follow these safeguards: Asset management fees will be automatically deducted from the client account on a quarterly basis by the qualified custodian. The client will give written authorization permitting the firm to be paid directly from their account held by the custodian. The custodian will send a quarterly statement to the client and Wealth Span Capital will also send a quarterly invoice to the client, as well as the custodian, outlining the fee calculation and the amount withdrawn from the client account. The fee calculation will include the amount of the fee, the value of the client’s assets upon which the fee was based, and the specific manner in which the fee was calculated. Clients need to be aware that it is their responsibility to verify the accuracy of the fee calculation and that the custodian will not determine whether the fee is properly calculated.

Fixed Fees
Wealth Span Capital will charge a fixed fee for comprehensive financial planning services in the range of $500 to $10,000 based upon the complexity and scope of client’s assets and circumstances. Fixed fees may be negotiated at the discretion of the Advisor and will be agreed upon with the client, in advance. Fixed fee-based clients are billed upon completion of work performed.

For each of the Advisor's services described above, the Client may terminate these services within five business days of the effective date of an Agreement signed with the Advisor without any payment of the Advisor's fee.

C. Additional Client Fees Charged

All fees paid to Wealth Span Capital for investment advisory services are separate and distinct from the expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund’s prospectus. These fees will generally include a management fee and other fund expenses.

At no time will Wealth Span Capital accept or maintain custody of a client’s funds or securities except for authorized fee deduction. Client is responsible for all custodial, securities and brokerage execution fees charged by the custodian and executing broker-dealer. The Advisors fee is separate and distinct from the custodian and execution fees. See Item 12 Brokerage Practices, for further information of brokerage and transaction costs.

D. Prepayment of Client Fees

Wealth Span Capital’s management fee is payable in advance. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess will be refunded to client.

E. External Compensation for the Sale of Securities to Clients

Not applicable to Wealth Span Capital or its supervised person.
Item 6 Performance-Based Fees and Side-by-Side Management

Wealth Span Capital does not charge performance-based fees.

Item 7 Types of Clients and Minimum Account Size

The Advisor will offer its services to individuals, trusts, estates, or charitable organizations, or small business entities.

The Advisor’s cumulative minimum account requirement for opening and maintaining an account is $25,000. However, based on facts and circumstances the Advisor may, at its sole discretion, accept accounts with a lower value.

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

A. Methods of Analysis and Investment Strategies

The Advisor may utilize a fundamental analysis technique in formulating investment advice or managing assets for clients.

Fundamental analysis of businesses involves analyzing its financial statements and health, its management and competitive advantages and its competitors and markets. Fundamental analysis is performed on historical and present data but with the goal of making financial forecasts. There are several possible objectives; to conduct a company stock valuation and predict its probable price evolution; to make a projection on its business performance; to evaluate its management and make internal business decisions and to calculate its credit risk. The risk assumed is that the market will fail to reach expectations of perceived value.

The investment strategies the Advisor will implement may include long term purchases of securities held at least for one year or short term purchases for securities sold within a year.

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

B. Investment Strategy and Method of Analysis Material Risks

The methods of analysis and investment strategies followed by Wealth Span Capital are utilized across all of the Advisors clients, as applicable. One method of analysis or investment strategy is not more significant than the other as the Advisor is considering the client's portfolio, risk tolerance, time horizon and individual goals. However, the client should be aware that with any trading that occurs in the client account, the client will incur transaction and administrative costs.

C. Security Specific Material Risks
Wealth Span Capital does not primarily recommend one particular type of security. However, with any investment you could lose all or part of your investments managed by the Advisor and your account’s performance could trail that of other investments. Some of those risks are:

**Asset Class Risk**
Securities in your portfolio(s) or in underlying investments such as mutual funds may underperform in comparison to the general securities markets or other asset classes.

**Concentration Risk**
To the extent that Wealth Span Capital recommends portfolio allocations that are concentrated in a particular market, industry or asset class, your portfolio may be susceptible to loss due to adverse occurrences affecting that market, industry, or asset class.

**Equity Securities Risk**
Equity securities are subject to changes in value that may be attributable to market perception of a particular issuer or general stock market fluctuations that affect all issuers. Investments in equity securities may be more volatile than other types of investments.

**Growth Securities Risk**
Growth companies are companies whose earnings growth potential appears to be greater than the market, in general, and whose revenue growth is expected to continue over an extended period. Stocks of growth companies or “growth securities” have market values that may be more volatile than those of other types of investments. Growth securities typically do not pay a dividend, which may help cushion stock prices in market downturns and reduce potential losses.

**Issuer Risk**
Your account’s performance depends on the performance of individual securities in which your account invests. Any issuers may perform poorly, causing the value of its securities to decline. Poor performance may be caused by poor management decisions, competitive pressures, changes in technology, disruptions in supply, labor problems or shortages, corporate restructurings, fraudulent disclosures, or other factors. Changes to the financial condition or credit rating of an issuer of those securities may cause the value of the securities to decline.

**Management Risk**
The performance of your account is subject to the risk that our investment management strategy may not produce the intended results.

**Market Risk**
Your account could lose money over short periods due to short-term market movements and over longer periods during market downturns. The value of a security may decline due to general market conditions, economic trends, or events that are not specifically related to the issuer of the security or to factors that affect a particular industry or industries. During a general downturn in the securities markets, multiple asset classes may be negatively affected.

**Market Trading Risks**
Your investment account faces numerous market trading risks, including the potential lack of an active market for investments held in your account and losses from trading in secondary markets.

**Passive Investment Risk**  
Wealth Span Capital may use a passive investment strategy that is not actively managed where we do not attempt to take defensive positions in declining markets.

**Larger Company Securities Risk**  
Securities of companies with larger market capitalizations may underperform securities of companies with smaller and mid-sized market capitalizations in certain economic environments. Larger, more established companies might be unable to react as quickly to new competitive challenges, such as changes in technology and consumer tastes. Some larger companies may be unable to grow at rates higher than the fastest growing smaller companies, especially during extended periods of economic expansion.

**Liquidity Risk**  
A security may not be able to be sold at the time desired without adversely affecting the price.

**Regulatory Risk**  
Changes in government regulations may adversely affect the value of a security. An insufficiently regulated industry or market might also permit inappropriate practices that adversely affect an investment.

**Smaller Company Securities Risk**  
Securities of companies with smaller market capitalizations, historically, tend to be more volatile and less liquid than larger company stocks. Smaller companies may have no or relatively short operating histories, or be newly public companies. Some of these companies have aggressive capital structures, including high debt levels, or are involved in rapidly growing or changing industries and/or new technologies, which pose additional risks.

**Value Style Investment Risk**  
Value stocks can perform differently from the market as a whole and from other types of stocks. Value stocks may be purchased based upon the belief that a given security may be out of favor. Value investing seeks to identify stocks that have depressed valuations, based upon a number of factors which are thought to be temporary in nature, and to sell them at superior profits when their prices rise when the issues which caused the valuation of the stock to be depressed are resolved. While certain value stocks may increase in value more quickly during periods of anticipated economic upturn, they may also lose value more quickly in periods of anticipated economic downturn. Furthermore, there is a risk that the factors which caused the depressed valuations are longer term or even permanent in nature, and that there will not be any rise in value. Finally, there is the increased risk in such situations that such companies may not have sufficient resources to continue as ongoing businesses, which would result in the stock of such companies potentially becoming worthless.

**Exchange-Traded Funds (ETFs).** ETFs are typically investment companies that are legally classified as open end mutual funds or UITs. However, they differ from traditional mutual funds,
in particular, in that ETF shares are listed on a securities exchange. Shares can be bought and sold throughout the trading day like shares of other publicly-traded companies. ETF shares may trade at a discount or premium to their net asset value. This difference between the bid price and the ask price is often referred to as the “spread.” The spread varies over time based on the ETF’s trading volume and market liquidity, and is generally lower if the ETF has a lot of trading volume and market liquidity and higher if the ETF has little trading volume and market liquidity. Although many ETFs are registered as an investment company under the Investment Company Act of 1940 like traditional mutual funds, some ETFs, in particular those that invest in commodities, are not registered as an investment company.

**Mutual Fund Risks:** Every type of investment, including mutual funds, involves risk. Risk refers to the possibility that you will lose money (both principal and any earnings) or fail to make money on an investment. A fund's investment objective and its holdings are influential factors in determining how risky a fund is. Reading the prospectus will help you to understand the risk associated with that particular fund.

Generally speaking, risk and potential return are related. This is the risk/return trade-off. Higher risks are usually taken with the expectation of higher returns at the cost of increased volatility. While a fund with higher risk has the potential for higher return, it also has the greater potential for losses or negative returns. The school of thought when investing in mutual funds suggests that the longer your investment time horizon is the less affected you should be by short-term volatility. Therefore, the shorter your investment time horizon, the more concerned you should be with short-term volatility and higher risk.

Below is a list of some of the risks to consider when investing in mutual funds.

- **Call Risk.** The possibility that falling interest rates will cause a bond issuer to redeem—or call—its high-yielding bond before the bond's maturity date.
- **Country Risk.** The possibility that political events (a war, national elections), financial problems (rising inflation, government default), or natural disasters (an earthquake, a poor harvest) will weaken a country's economy and cause investments in that country to decline.
- **Credit Risk.** The possibility that a bond issuer will fail to repay interest and principal in a timely manner. Also called default risk.
- **Currency Risk.** The possibility that returns could be reduced for Americans investing in foreign securities because of a rise in the value of the U.S. dollar against foreign currencies. Also called exchange-rate risk.
- **Income Risk.** The possibility that a fixed-income fund's dividends will decline as a result of falling overall interest rates.
- **Industry Risk.** The possibility that a group of stocks in a single industry will decline in price due to developments in that industry.
- **Inflation Risk.** The possibility that increases in the cost of living will reduce or eliminate a fund's real inflation-adjusted returns.
- **Interest Rate Risk.** The possibility that a bond fund will decline in value because of an increase in interest rates.
• **Manager Risk.** The possibility that an actively managed mutual fund's investment adviser will fail to execute the fund's investment strategy effectively resulting in the failure of stated objectives.

• **Market Risk.** The possibility that stock fund or bond fund prices overall will decline over short or even extended periods. Stock and bond markets tend to move in cycles, with periods when prices rise and other periods when prices fall.

• **Principal Risk.** The possibility that an investment will go down in value, or "lose money," from the original or invested amount.

**Item 9 Disciplinary Information**

Clients should be aware that neither Wealth Span Capital nor its management person have had any legal or disciplinary events, currently or in the past.

**Item 10 Other Financial Industry Activities and Affiliations**

A. **Broker-Dealer or Representative Registration**

Wealth Span Capital is not a broker-dealer nor is its management person a registered representative of a broker-dealer.

B. **Futures or Commodity Registration**

Wealth Span Capital does not have an application pending as a futures commission merchant, commodity pool operator, or a commodity trading advisor, or as an associated person of the foregoing entities.

C. **Material Relationships Maintained by this Advisory Business and Conflicts of Interest**

Tristan G. Cox, CEO for Wealth Span Capital is also licensed and registered as an insurance agent to sell life, accident and other lines of insurance for various insurance companies. Therefore, he will be able to purchase insurance products for any client in need of such services and will receive separate, yet typical compensation in the form of commissions for the purchase of insurance products. This creates a conflict of interest. A conflict of interest exists because of the receipt of additional compensation by Mr. Cox. Clients are not obligated to use Wealth Span Capital or Mr. Cox for insurance product services. However, in such instances, there is no advisory fee associated with these insurance products.

D. **Recommendation or Selection of Other Investment Advisers and Conflicts of Interest**

Wealth Span Capital does not recommend or select other investment advisers for clients.

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

A. **Code of Ethics Description**
Wealth Span Capital is registered as a state registered investment advisor with the Minnesota securities regulators and has adopted as an industry best practice a Code of Ethics. Wealth Span Capital has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the adviser. In addition, the Code of Ethics governs personal trading by each employee of Wealth Span Capital deemed to be an Access Person and is intended to ensure that securities transactions effected by Access Persons of Wealth Span Capital are conducted in a manner that avoids any conflict of interest between such persons and clients of the adviser or its affiliates. Wealth Span Capital collects and maintains records of securities holdings and securities transactions effected by Access Persons. These records are reviewed to identify and resolve conflicts of interest. Wealth Span Capital maintains a code of ethics and they will provide a copy to any client or prospective client upon request.

B. Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Wealth Span Capital does not currently have any material financial interest involving its recommendations to clients therefore this question is not applicable.

C. Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Wealth Span Capital and/or its investment advisory representative may from time to time purchase or sell products that he may recommend to clients. This practice could present a conflict where, because of the information the Adviser has, the Adviser or its related person are in a position to trade in a manner that could adversely affect clients (e.g. place their own trades before or after client trades are executed in order to benefit from any price movements due to the clients’ trades). In addition to affecting the Adviser’s or its related person’s objectivity, these practices by the Adviser or its related person may also harm clients by adversely affecting the price at which the clients’ trades are executed. To mitigate this conflict, Wealth Span Capital and/or its investment advisory representative have a fiduciary duty to put the interests of their clients ahead of their own.

D. Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

See the response to Item 11C above.

Item 12 Brokerage Practices
A. Factors Used to Select Broker-Dealers for Client Transactions

Wealth Span Capital will suggest brokers or dealers to be used based on execution and custodial services offered, cost, quality of service and industry reputation. Wealth Span Capital will consider factors such as commission price, speed and quality of execution, client management tools, and convenience of access for both the Advisor and client in making its suggestion.

Research and Other Soft Dollar Benefits.
Wealth Span Capital does not receive research or other products or services other than execution from a broker-dealer or third party as a result of client securities transactions.

**Brokerage for Client Referrals.**

Wealth Span Capital does not receive client referrals from any broker-dealer or third party as a result of the firm selecting or recommending that broker-dealer to clients.

**Directed Brokerage.**

Wealth Span Capital recommends that all clients use a particular broker-dealer for execution and/or custodial services. The broker-dealer is recommended based on criteria such as, but not limited to, reasonableness of commissions charged to the client, tools and services made available to the client and the Advisor, and convenience of access to the account trading and reporting. The client will provide authority to Wealth Span Capital to direct all transactions through that broker-dealer in the investment advisory agreement.

As an investment advisory firm, Wealth Span Capital has a fiduciary duty to seek best execution for client transactions. While best execution is difficult to define and challenging to measure, there is some consensus that it does not solely mean the achievement of the best price on a given transaction. Rather, it appears to be a collective consideration of factors concerning the trade in question. Such factors include the security being traded, the price of the trade, the speed of the execution, apparent conditions in the market, and the specific needs of the client. Wealth Span Capital’s primary objectives when placing orders for the purchase and sale of securities for client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the broker. Wealth Span Capital may not necessarily pay the lowest commission or commission equivalent as specific transactions may involve specialized services on the part of the broker.

**If the firm permits a client to direct brokerage, describe your practice.**

Not applicable to Wealth Span Capital.

**B. Aggregating Securities Transactions for Client Accounts**

Wealth Span Capital may combine orders into block trades when more than one account is participating in the trade. This blocking or bunching technique must be equitable and potentially advantageous for each such account (e.g. for the purposes of reducing brokerage commissions or obtaining a more favorable execution price). Block trading is performed when it is consistent with the duty to seek best execution and is consistent with the terms of Wealth Span Capital’s investment advisory agreements. Equity trades are blocked based upon fairness to client, both in the participation of their account, and in the allocation of orders for the accounts of more than one client. Allocations of all orders are performed in a timely and efficient manner. All managed accounts participating in a block execution receive the same execution price (average share price) for the securities purchased or sold in a trading day. Any portion of an order that
remains unfilled at the end of a given day will be rewritten on the following day as a new order with a new daily average price to be determined at the end of the following day. Due to the low liquidity of certain securities, broker availability may be limited. Open orders are worked until they are completely filled, which may span the course of several days. If an order is filled in its entirety, securities purchased in the aggregated transaction will be allocated among the accounts participating in the trade in accordance with the allocation statement. If an order is partially filled, the securities will be allocated pro rata based on the allocation statement. Wealth Span Capital may allocate trades in a different manner than indicated on the allocation statement (non-pro rata) only if all managed accounts receive fair and equitable treatment.

Item 13 Review of Accounts
A. Indicate whether your firm periodically reviews client accounts or financial plans. If you do, describe the frequency and nature of the review and the titles of the supervised persons who conduct the review.

Investment advisory client accounts are monitored on a semi-annual basis. Financial plans, once prepared and delivered to the client are not reviewed again unless the client requests a financial plan be updated. Client accounts (and/or financial plans) are reviewed by Tristan G. Cox, CEO of Wealth Span Capital.

The nature of the review is to determine if the client account is still in line with the client’s stated objectives, or if there has been a change in the client’s individual circumstances such as, but not limited to, retirement, disability, health issues, or inheritance.

The client is encouraged to notify the Advisor and Investment Advisor Representative if changes occur in his/her personal financial situation that might materially affect his/her investment plan.

B. If the firm reviews client accounts on other than a periodic basis, describe the factors that trigger a review.

See the response to Item 13A.

C. Describe the content and indicate the frequency of regular reports the firm provides to clients regarding their accounts. State whether these reports are written.

The client will receive written statements no less than quarterly from the custodian. In addition, the client will receive other supporting reports from mutual funds, asset managers, trust companies or other custodians, insurance companies, broker-dealers and others who are involved with client accounts.

Wealth Span Capital will not provide reports to clients.

Item 14 Client Referrals and Other Compensation
A. Economic Benefits Provided to the Advisory Firm From External Sources and Conflicts of Interest
Wealth Span Capital does not currently have any such arrangements.

B. Advisory Firm Payments for Client Referrals

Wealth Span Capital does not currently have any such arrangements.

Item 15 Custody

The client will receive written statements no less than quarterly from the custodian. Wealth Span Capital encourages clients to carefully review their account statements for any inaccuracies. Any discrepancies should be immediately brought to the firm’s attention.

Item 16 Investment Discretion

Wealth Span Capital generally has discretion over the selection and amount of securities to be bought or sold in client accounts without obtaining prior consent or approval from the client for each transaction. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the client and agreed to by the Advisor.

Discretionary authority will only be provided upon full disclosure to the client. The granting of such authority will be evidenced by the client’s execution of an Investment Advisory Agreement containing all applicable limitations to such authority. All discretionary trades made by Wealth Span Capital will be in accordance with each client’s investment objectives and goals.

Item 17 Voting Client Securities

Wealth Span Capital will not vote, nor advise clients how to vote, proxies for securities held in client accounts. The client clearly keeps the authority and responsibility for the voting of these proxies. Also, Wealth Span Capital cannot give any advice or take any action with respect to the voting of these proxies. The client and Wealth Span Capital agree to this by contract. Clients will receive proxy solicitations from their custodian and/or transfer agent.

Item 18 Financial Information

A. Balance Sheet

Wealth Span Capital does not require or solicit prepayment of more than $500 in fees per client, six months or more in advance.

B. Financial Conditions Reasonably Likely to Impair Advisory Firm’s Ability to Meet Commitments to Clients

Wealth Span Capital has discretionary authority over client accounts and is not aware of any financial condition that will likely impair its ability to meet contractual commitments to clients. If the Advisor does become aware of any such financial condition, this brochure will be updated and clients will be notified.
C. Bankruptcy Petitions During the Past Ten Years

Not applicable to Wealth Span Capital.

Item 19 Requirements for State-Registered Advisers
A. Principal Executive Officers and Management Persons

Tristan G. Cox, CFP® born 1979, graduated in 2001 with a Bachelor of Arts degree from Luther College. In August 2015 he completed the Certified Financial Planner (CFP®) Program at Bryant University. Mr. Cox is the CEO of Wealth Span Capital Management as of April 2016. Prior to that, he was an Integrated Wealth Manager with Sorensen Financial Services from June 2015 to March 2016. He was also an Integrated Wealth Manager with Heritage Wealth Architects from June 2013 to April 2015. Prior to that Mr. Cox was a Membership Advisor with St. Paul Athletic Club from January 2013 to March 2013 and he was a Franchise Owner of Snap Fitness from August 2006 until December 2012.

B. Other Business Activities

Tristan G. Cox, CEO for Wealth Span Capital is also licensed and registered as an insurance agent to sell life, accident and other lines of insurance for various insurance companies. Therefore, he will be able to purchase insurance products for any client in need of such services and will receive separate, yet typical compensation in the form of commissions for the purchase of insurance products. This creates a conflict of interest. A conflict of interest exists because of the receipt of additional compensation by Mr. Cox. Clients are not obligated to use Wealth Span Capital or Mr. Cox for insurance product services. However, in such instances, there is no advisory fee associated with these insurance products.

C. Performance Based Fee Description

Not applicable to Wealth Span Capital or its supervised person.

D. Disclosure of Material Facts Related to Arbitration or Disciplinary Actions Involving Management Persons

Management of Wealth Span Capital have not been found liable in any arbitration, civil or disciplinary actions or administrative proceedings.

E. Material Relationships Maintained by this Advisory Business or Management Persons with Issuers of Securities

There are no material relationships maintained by Wealth Span Capital or its management person with any issuers of securities other than as described in this Brochure.
Privacy Policy

Wealth Span Capital Management

Effective: March 14, 2017

Our Commitment to You
Wealth Span Capital Management (“Wealth Span Capital”) is committed to safeguarding the use of your personal information that we have as your Investment Advisor. Wealth Span Capital (referred to as "we", "our" and "us" throughout this notice) protects the security and confidentiality of the personal information we have and make efforts to ensure that such information is used for proper business purposes in connection with the management or servicing of your account. Our relationship with you is our most important asset. We understand that you have entrusted us with your private information, and we do everything we can to maintain that trust.

We do not sell your non-public personal information to anyone. Nor does Wealth Span Capital provide such information to others except for discrete and proper business purposes in connection with the servicing and management of your account as discussed below.

Details of our approach to privacy and how your personal non-public information is collected and used are set forth in this privacy policy.

The Information We Collect About You
You typically provide personal information when you complete the paperwork required to become our Client. This information may include the following:

<table>
<thead>
<tr>
<th>Driver’s License number</th>
<th>Date of Birth</th>
</tr>
</thead>
<tbody>
<tr>
<td>Social security or taxpayer identification number</td>
<td>Assets and liabilities</td>
</tr>
<tr>
<td>Name, address and phone number(s)</td>
<td>Income and expenses</td>
</tr>
<tr>
<td>E-mail address(es)</td>
<td>Investment activity</td>
</tr>
<tr>
<td>Account information (including other institutions)</td>
<td>Investment experience and goals</td>
</tr>
</tbody>
</table>

In addition, we may collect non-public information about you from the following sources:

- Information we receive on Brokerage Agreements, Managed Account Agreements and other Subscription and Account Opening Documents;
- Information we receive in the course of establishing a customer relationship including, but not limited to, applications, forms, investment questionnaires;
- Information about your transactions with us or others

Information about You That Wealth Span Capital Shares
Wealth Span Capital works to provide products and services that benefit our customers. We may share non-public personal information with non-affiliated third parties (such as brokers and
custodians) as necessary for us to provide agreed services and products to you consistent with applicable law. We may also disclose non-public personal information to other financial institutions with whom we have joint business arrangements for proper business purposes in connection with the management or servicing of your account. In addition, your non-public personal information may also be disclosed to you, persons we believe to be your authorized agent or representative, regulators in order to satisfy Wealth Span Capital’s regulatory obligations, and is otherwise required or permitted by law. Lastly, we may disclose your non-public personal information to companies we hire to help administrate our business. Companies we hire to provide services of this kind are not allowed to use your personal information for their own purposes and are contractually obligated to maintain strict confidentiality. We limit their use of your personal information to the performance of the specific service we have requested.

To repeat, we do not sell your non-public personal information to anyone.

**Information about Former Clients**

Wealth Span Capital does not disclose, and does not intend to disclose, non-public personal information to non-affiliated third parties with respect to persons who are no longer our clients.

**Confidentiality and Security**

Our employees are advised about the firm's need to respect the confidentiality of our customers' non-public personal information. Additionally, we maintain physical, procedural and electronic safeguards in an effort to protect the information from access by unauthorized parties.

**We'll keep you informed**

We will send you notice of our privacy policy annually for as long as you maintain an ongoing relationship with us. Periodically we may revise our privacy policy, and will provide you with a revised policy if the changes materially alter the previous privacy policy. We will not, however, revise our privacy policy to permit the sharing of non-public personal information other than as described in this notice unless we first notify you and provide you with an opportunity to prevent the information sharing. You may obtain a copy of our current privacy policy by contacting us at (952) 200-9850.
This brochure supplement provides information about Tristan G. Cox that supplements the Wealth Span Capital Management brochure. You should have received a copy of that brochure. Please contact Tristan G. Cox, CEO if you did not receive Wealth Span Capital Management’s brochure or if you have any questions about the contents of this supplement.

Additional information about Tristan G. Cox, CRD #6266881 is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).
Item 2 Educational Background/Business Experience

Tristan G. Cox, CFP® born 1979, graduated in 2001 with a Bachelor of Arts degree from Luther College. In August 2015 he completed the Certified Financial Planner (CFP®) Program at Bryant University. Mr. Cox is the CEO of Wealth Span Capital Management as of April 2016. Prior to that, he was an Integrated Wealth Manager with Sorensen Financial Services from June 2015 to March 2016. He was also an Integrated Wealth Manager with Heritage Wealth Architects from June 2013 to April 2015. Prior to that Mr. Cox was a Membership Advisor with St. Paul Athletic Club from January 2013 to March 2013 and he was a Franchise Owner of Snap Fitness from August 2006 until December 2012.

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:

- Education – 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 – 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;

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

- 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 – 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; and
• 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**

There are no legal or disciplinary events or proceedings to report concerning Mr. Cox.

**Item 4 Other Business Activities**

Tristan G. Cox, CEO for Wealth Span Capital is also licensed and registered as an insurance agent to sell life, accident and other lines of insurance for various insurance companies. Therefore, he will be able to purchase insurance products for any client in need of such services and will receive separate, yet typical compensation in the form of commissions for the purchase of insurance products. This creates a conflict of interest. A conflict of interest exists because of the receipt of additional compensation by Mr. Cox. Clients are not obligated to use Wealth Span Capital or Mr. Cox for insurance product services. However, in such instances, there is no advisory fee associated with these insurance products.

Otherwise, Mr. Cox does not receive any other commissions, bonuses or other compensation based on the sale of securities.

**Item 5 Additional Compensation**

Mr. Cox does not receive compensation or other economic benefit from anyone for providing advisory services other than what has been described in the Wealth Span Capital Brochure.

**Item 6 Supervision**

Tristan G. Cox is the CEO and Chief Compliance Officer of Wealth Span Capital Management and can be reached at (952) 200-9850. He is the only individual that provides investment advice to clients.

**Item 7 Requirements for State-Registered Advisers**

Mr. Cox has not been involved in an award or found liable in an arbitration claim, civil, or self-regulatory organization event or administrative proceeding, or been the subject of a bankruptcy petition.